



REPORT
ON CORPORATE GOVERNANCE AND
OWNERSHIP STRUCTURE

Pursuant to Article 123-*bis* Consolidated Law on Finance (T.U.F.)

traditional management and control model

Tesmec S.p.A.

www.tesmec.com

Financial Period as at 31/12/2020

Approved by the Board of Directors on 12 March 2021

To be submitted to the Shareholders' Meeting of 22 April 2021

TABLE OF CONTENTS

TABLE OF CONTENTS	4
GLOSSARY	6
1. ISSUER'S PROFILE	8
2. INFORMATION ON THE OWNERSHIP STRUCTURE (pursuant to Article 123-bis, paragraph 1, Consolidated Law on Finance (T.U.F.)), AT THE DATE OF THE REPORT	9
(A) Share capital structure (pursuant to Article 123-bis, paragraph 1, letter a) Consolidated Law on Finance (T.U.F.).....	9
(B) Restrictions on the transfer of securities (pursuant to Article 123-bis, paragraph 1, letter b) Consolidated Law on Finance (T.U.F.).....	9
(C) Significant equity investments (pursuant to Article 123-bis, paragraph 1, letter c) Consolidated Law on Finance (T.U.F.)	9
(D) Securities granting special controlling rights (pursuant to Article 123-bis, paragraph 1, letter d) Consolidated Law on Finance (T.U.F.).....	10
(E) Employee shareholding: exercise of voting rights (pursuant to Article 123-bis, paragraph 1, letter e) Consolidated Law on Finance (T.U.F.).....	10
(F) Restrictions on voting rights (pursuant to Article 123-bis, paragraph 1, letter f) Consolidated Law on Finance (T.U.F.)...10	
(G) Shareholder agreements (pursuant to Article 123-bis, paragraph 1, letter g) Consolidated Law on Finance (T.U.F.).....10	
(H) Change of control clauses (pursuant to Article 123-bis, paragraph 1, letter h) Consolidated Law on Finance (T.U.F.) and provisions established by the Articles of Association on public purchase offers (pursuant to Articles 104, paragraph 1-ter, and 104-bis, paragraph 1) Consolidated Law on Finance (T.U.F.).....	10
(I) Powers to increase the share capital and authorisations to purchase treasury shares (pursuant to Article 123-bis, paragraph 1, letter m) Consolidated Law on Finance (T.U.F.)	10
(L) Management and co-ordination activities (pursuant to Article 2497 et seq. of the Italian Civil Code)	11
3. COMPLIANCE (pursuant to Article 123-bis, paragraph 2, letter a), Consolidated Law on Finance (T.U.F.).....	12
4. BOARD OF DIRECTORS	13
4.1 Appointment and replacement (pursuant to Article 123-bis, paragraph 1, letter l), Consolidated Law on Finance (T.U.F.)	13
4.2 Composition (pursuant to Article 123-bis, paragraph 2, letters d) and d-bis), Consolidated Law on Finance (T.U.F.)	15
4.3 Role of the Board of Directors (pursuant to Article 123-bis, paragraph 2, letter d), Consolidated Law on Finance (T.U.F.)	19
4.4 Delegated bodies.....	21
4.5 Other executive directors	25
4.6 Independent Directors	28
4.7 Lead Independent Director.....	28
5. PROCESSING CORPORATE INFORMATION.....	29
6. INTERNAL BOARD COMMITTEES (pursuant to Article 123-bis, paragraph 2, letter d), Consolidated Law on Finance (T.U.F.).....	30
7. REMUNERATION AND APPOINTMENTS COMMITTEE.....	31
8. REMUNERATION OF DIRECTORS	33
9. CONTROL, RISK AND SUSTAINABILITY COMMITTEE	34
10. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM	36
10.1 Director in charge of internal control and risk management system.....	37
10.2 Head of the Internal Audit Function.....	37
10.3 Organisational Model pursuant to Legislative Decree 231.....	38

10.4 Independent Auditors	39
10.5 Executive responsible for preparing the Company's accounting documents	39
10.6 Coordination among subjects involved in the internal control and risk management system	39
11. DIRECTORS' INTERESTS AND RELATED PARTY TRANSACTIONS	41
11.1 Related Party Transactions – investigation and approval.....	41
11.2 Related Party Transactions carried out by means of subsidiaries	41
11.3 Application of the Procedure for Related Party Transactions	42
12. APPOINTMENT OF STATUTORY AUDITORS	43
13. COMPOSITION AND OPERATION OF THE BOARD OF STATUTORY AUDITORS (pursuant to Article 123- <i>bis</i> , paragraph 2, letters d and d)- <i>bis</i>), Consolidated Law on Finance (T.U.F.)).....	46
14. INVESTOR RELATIONS	49
15. SHAREHOLDERS' MEETINGS (pursuant to Article 123- <i>bis</i> , paragraph 2, letter c), Consolidated Law on Finance (T.U.F.))	50
16. ADDITIONAL CORPORATE GOVERNANCE PRACTICES(pursuant to Article 123- <i>bis</i> , paragraph 2, letter a), Consolidated Law on Finance (T.U.F.)).....	51
17. CHANGES SINCE THE END OF THE FINANCIAL PERIOD	52
18. COMMENTS ON THE LETTER OF THE CHAIRMAN OF THE CORPORATE GOVERNANCE COMMITTEE DATED 22 DECEMBER 2020.....	53
TABLE 1: Information on Ownership Structure	54
TABLE 2: Structure of the Board of Directors and of the Committees	55
TABLE 3: Structure of the Board of Statutory Auditors.....	56
ANNEX A - List of existing offices held by the current members of the Board of Directors	58

GLOSSARY

Shareholders' Meeting:	meeting of the shareholders of the Company, as defined below.
Borsa Italiana:	indicates Borsa Italiana S.p.A., with registered office in Milan, Piazza degli Affari no. 6.
Code/Self-Regulatory Code of Conduct:	the Self-Regulatory Code of Listed Companies approved in July 2018 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria.
Corporate Governance Code:	the Corporate Governance Code of Listed Companies adopted on 31 January 2020 by the Corporate Governance Committee of Listed Companies and promoted by Borsa Italiana, ABI, Ania, Assogestioni, Assonime and Confindustria. The companies that adopt the Corporate Governance Code apply it from the first financial period starting after 31 December 2020, informing the market of it in the report on corporate governance to be published in 2022.
Cod. civ./c.c.:	the Italian Civil Code.
Control, Risks and Sustainability Committee and for Sustainability	has the meaning given in paragraph 9 of this Report, as defined below.
Remuneration and Appointments Committee:	has the meaning given in paragraph 7 of this Report, as defined below.
CONSOB:	Commissione Nazionale per le Società e la Borsa (Italian Securities and Exchange Commission), with registered office in Rome, Via Martini no. 3.
Board:	the Board of Directors of the Issuer.
Date of the Report:	indicates the day 12 March 2021, the date on which the Report – as defined below – was approved by the Board.
Decree 231:	Italian Legislative Decree no. 231 of 8 June 2001.
Issuer or Company or Tesmec:	Tesmec S.p.A., with registered office in Milan, Piazza S. Ambrogio no. 16.
Financial Period:	the financial period ended as at 31 December 2020, to which the Report refers.
Group or Tesmec Group:	jointly, the Issuer and the companies controlled by it on the Date of the Report pursuant to Article 2359 of the Italian Civil Code.
Instructions accompanying the Stock-Exchange Regulations:	the Instructions accompanying the Stock-Exchange Regulations – as defined below.
Majority List:	has the meaning given in paragraph 4.1 of this Report, as defined below.
Majority List for the Appointment of Auditors:	has the meaning given in paragraph 12 of this Report, as defined below.
Minority List:	has the meaning given in paragraph 4.1 of this Report, as defined below.
Model:	the organisation, management and control model pursuant to paragraph 10.3 of this Report, as defined below.
MTA or Electronic Stock Exchange:	the Electronic Stock Exchange, organised and managed by Borsa Italiana.
Supervisory Body:	has the meaning given in paragraph 10.3 of this Report, as defined below.

Procedure for Related Party Transactions:	has the meaning given in paragraph 1 of this Report, as defined below.
Stock Market Regulations:	the Regulations of the Markets organised and managed by Borsa Italiana in force on the Date of the Report.
Issuers' Regulation:	the Regulations issued by CONSOB with resolution no. 11971 of 1999 (as amended) on issuers, in force on the Date of the Report.
CONSOB Market Regulations:	the Regulations issued by CONSOB with resolution no. 20249 of 2017 on markets, in force on the Date of the Report.
Related Party Regulations:	the Regulations issued by CONSOB with resolution no. 17221 of 2010 (as amended) on transactions with related parties.
Report:	this Report on Corporate Governance and Ownership Structure that companies are required to prepare pursuant to Article 123- <i>bis</i> Consolidated Law on Finance (T.U.F.).
Minority Auditor:	has the meaning given in paragraph 12 of this Report.
Minority Alternate Auditor:	has the meaning given in paragraph 12 of this Report.
Articles of Association or Company Articles of Association:	Tesmec's Articles of Association in force on the Date of the Report.
T.U.F. or Consolidated Law on Finance:	Legislative Decree no. 58 of 24 February 1998, (as amended) in force on the Date of the Report.

1. ISSUER'S PROFILE

Tesmec Group is leader in designing, manufacturing and selling of systems, technologies and integrated solutions for the construction, maintenance and efficiency of infrastructures related to the transport and distribution of energy, data and material.

In particular, the Group operates in the following sectors: 1) transmission and distribution networks and systems (stringing equipment for the installation of conductors and the underground cable laying; solutions for the management of smart grids through advanced protection, monitoring, remote control and automation devices); 2) underground civil infrastructures (high powered tracked trenchers for linear excavation of oil, gas and water pipelines, telecommunication networks and drainage operations; surface miners for bulk excavation, quarries and site preparation; specialised digging services); 3) railway lines (railway equipment for the installation and maintenance of the catenary and for special applications, e.g. snow removal from track; new generation power unit).

The Group, established in Italy in 1951 and led by Chairman & CEO Ambrogio Caccia Dominioni, relies on more than 500 employees and has six production sites, four in Italy, in Grassobbio (Bergamo), Endine Gaiano (Bergamo), Sirone (Lecco) and Monopoli (Bari), one in Alvarado (Texas) in the USA, and one in Durtal, in France. The Group also has a global commercial presence in the different continents, through foreign subsidiaries and sales offices in USA, South Africa, Russia, Qatar, Bulgaria, China and France.

The know-how achieved in the development of specific technologies and innovative solutions and the presence of a team of highly-skilled engineers and technicians allow the Tesmec Group to directly manage the entire production chain: from the design, production and marketing of machinery to the supply of know-how relating to the use of systems and optimisation of work, to all pre- and post-sales services related to machinery and the increase in site efficiency. All product lines are developed in accordance with the ISEQ (Innovation, Safety, Efficiency and Quality) philosophy, with environmental sustainability and energy conservation in mind.

Tesmec adopts a traditional management and control system that is characterised by the presence of:

- a Shareholders' Meeting vested with the decisions on prime acts of management of the Company, in accordance with the Law and the Articles of Association;
- a Board of Directors in charge of managing the company business, which has granted operational powers to bodies and delegated subjects;
- 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 control the adequacy of the organisational structure, the internal control system and the Company's administrative-accounting system;
- Independent Auditors, in charge of auditing and providing an opinion on the financial statements pursuant to the Law and Articles of Association.

Within the Board of Directors, in compliance with the recommendations contained in the Self-Regulatory Code of Conduct, a Control, Risks and Sustainability Committee and Sustainability and a Remuneration and Appointments Committee were set up. Moreover, on 11 November 2010, the Board of Directors approved a procedure for related party transactions, effective as from 1 January 2011 (the “**Procedure for Related Party Transactions**”). The Board of Director, with its resolution of 14 March 2014 and, recently, by means of resolution of 1 March 2018, revised and updated the Procedure for Related Party Transactions. The duties of the Committee for Transactions with Related Parties stated in the procedure are entrusted to the Control, Risks and Sustainability Committee and Sustainability (see paragraphs 9 and 11 of this Report).

At the date of the Report, the Issuer falls under the definition of SME pursuant to Article 1, paragraph 1, letter *w-quater.1*), of the T.U.F. and Art. 2-*ter* of the CONSOB Issuers' Regulation, as per the list of SMEs published by CONSOB on its website pursuant to Article 2-*ter*, paragraph 2, of the Issuers' Regulation.

2. INFORMATION ON THE OWNERSHIP STRUCTURE (pursuant to Article 123-bis, paragraph 1, Consolidated Law on Finance (T.U.F.)), AT THE DATE OF THE REPORT

Information on the ownership structure on the Date of the Report, in compliance with the provisions of Article 123-bis, paragraph 1, of the Consolidated Law on Finance (T.U.F.), is indicated below.

(A) Share capital structure (pursuant to Article 123-bis, paragraph 1, letter a) Consolidated Law on Finance (T.U.F.)

The entire share capital of Tesmec S.p.A. consists of ordinary shares with voting rights, admitted to listing on the Italian Electronic Stock Market, STAR segment, organised and managed by the Italian Stock Exchange.

With reference to the Financial Period, it should be noted that:

- on 21 May 2020, the extraordinary Shareholders' Meeting, among other things, resolved: (i) to eliminate the nominal value of the shares; and (ii) assign the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the proxy to increase the share capital for a maximum total amount not exceeding Euro 50,000,000.00, including any share premium, against payment and through splitting shares, in one or more tranches, but with the right of the Board of Directors to establish the inseparability for individual tranches of use of the proxy, with or without warrant, also with the exclusion of the right of option pursuant to Article 2441, paragraphs 4 and 5, of the Italian Civil Code (the “**Share Capital Increase**”).
- on 3 September 2020, the Board of Directors determined the amount of the Share Capital Increase at a maximum of Euro 35 million;
- on 16 November 2020, the Board of Directors resolved to exercise the proxy conferred by the extraordinary Shareholders' Meeting on 21 May 2020 through the issuing of a maximum of 499,376,200 new ordinary Tesmec shares, with no nominal value, to be offered under option to entitled company shareholders based on a ratio of 200 newly issued shares for every 41 ordinary Tesmec shares held, at a subscription price of Euro 0.07 per share, to be attributed in the following manner: Euro 0.01 as share capital and Euro 0.06 as premium.
- The Share Capital Increase was fully subscribed for a total value of Euro 34,956,334.

In light of the above, the Company's fully subscribed and paid-up share capital currently totals Euro 15,702,162.00 divided into 606,460,200 ordinary shares with no nominal value (See Table 1 attached to this Report).

The Company has not issued other categories of shares, or financial instruments convertible or exchangeable with shares.

On the Date of the Report, there are no share-based incentive plans that involve an increase, including bonus issue, of share capital.

(B) Restrictions on the transfer of securities (pursuant to Article 123-bis, paragraph 1, letter b) Consolidated Law on Finance (T.U.F.)

The Articles of Association of Tesmec do not provide restrictions on the transfer of shares, such as limits on the ownership of securities or the need to obtain the approval of the Issuer or of other owners of securities.

(C) Significant equity investments (pursuant to Article 123-bis, paragraph 1, letter c) Consolidated Law on Finance (T.U.F.)

The Company comes under the definition of a small and medium-sized enterprise (SME) pursuant to Art. 1, paragraph 1, letter *w-quater* 1 of the Consolidated Law on Finance (T.U.F.), introduced by Legislative Decree no. 91 of 24 June 2014 converted with amendments by Law no. 116 of 11 August 2014, as per the list of SMEs published by CONSOB on its website in accordance with Article 2-ter, paragraph 2 of the Issuers' Regulation. Therefore the minimum shareholding to be reported pursuant to Art. 120 of the Consolidated Law on Finance (T.U.F.) is 5% instead of 3%.

Due to the persistent uncertainty regarding the evolution of the economic-financial situation generated by the COVID-19 epidemic, CONSOB, by means of resolution no. 21672 of 13 January 2021, again extended, for a further three months, from 14 January 2021 to 13 April 2021, the transitional regime of enhanced transparency regarding

changes to significant equity investments and the communication of investment objectives for companies with a particularly extensive shareholding structure (as defined by Article 120 of the T.U.F.).

In particular, the transitional regime of enhanced transparency makes provision, for given SMEs included in a list that includes Tesmec, for the addition of the 3% threshold before the 5% threshold. In addition, provision has also been made for the addition of a 5% threshold, with respect to that of 10%, as the first threshold which, when exceeded, triggers, for the equity investments acquired, the obligation to notify the market, through CONSOB, of the “declaration of intent”, i.e. the investment objectives for the next six months.

According to the register of shareholders and to the updates available on the Date of the Report, including the communications received by the Company pursuant to Article 120 of the Consolidated Law on Finance (T.U.F.), as well as any other information available, the subjects holding directly or indirectly shares more than 3% of the subscribed and paid-up share capital, are those described in Table 1 attached to this Report.

(D) Securities granting special controlling rights (pursuant to Article 123-bis, paragraph 1, letter d) Consolidated Law on Finance (T.U.F.))

The Company has not issued securities that grant special controlling rights and the Articles of Association of Tesmec do not provide special powers for some shareholders or holders of specific classes of shares, nor do they include provisions as to multiple or increased voting right shares.

(E) Employee shareholding: exercise of voting rights (pursuant to Article 123-bis, paragraph 1, letter e) Consolidated Law on Finance (T.U.F.))

There is no specific system of employee shareholding at the Date of this Report.

(F) Restrictions on voting rights (pursuant to Article 123-bis, paragraph 1, letter f) Consolidated Law on Finance (T.U.F.))

The Articles of Association do not envisage special provisions that determine restrictions on the voting rights, such as, for example, limitations on voting rights to a given percentage or a certain number of votes, terms imposed for the exercise of the voting right or systems in which, with the cooperation of the Issuer, the financial rights connected to the securities are separated from ownership of the securities.

(G) Shareholder agreements (pursuant to Article 123-bis, paragraph 1, letter g) Consolidated Law on Finance (T.U.F.))

On the Date of the Report, the Issuer is not aware of any shareholder agreements pursuant to Article 122 of the Consolidated Law on Finance (T.U.F.).

(H) Change of control clauses (pursuant to Article 123-bis, paragraph 1, letter h) Consolidated Law on Finance (T.U.F.)) and provisions established by the Articles of Association on public purchase offers (pursuant to Articles 104, paragraph 1-ter, and 104-bis, paragraph 1) Consolidated Law on Finance (T.U.F.))

On the Date of the Report, the Company and its subsidiaries have no relevant contracts that take effect, are modified or are terminated upon a change of control of the contracting company.

The Articles of Association of the Company do not provide for exceptions to the provisions on the passivity rule provided by Article 104, paragraphs 1 and 1-bis, of the Consolidated Law on Finance (T.U.F.), nor do they make provision for the application of the neutralisation rules contemplated by Article 104-bis, paragraphs 2 and 3, of the Consolidated Law on Finance (T.U.F.).

(I) Powers to increase the share capital and authorisations to purchase treasury shares (pursuant to Article 123-bis, paragraph 1, letter m) Consolidated Law on Finance (T.U.F.))

As already outlined, on 21 May 2020, the extraordinary Shareholders' Meeting resolved, *inter alia*, to attribute to the Board of Directors the right, pursuant to Article 2443 of the Italian Civil Code, to increase the share capital against payment with or without warrants on one or more occasions no later than 21 May 2025, for a maximum of Euro 50,000,000.00 including premium in respect of the option right pursuant to Article 2441 of the Italian Civil Code, or also with the exclusion of the option right in accordance with the Article 2441, paragraph 4 of the Italian Civil Code, with the contribution in kind of moveable and immovable assets, and transferor companies with the corporate purpose of the company and its subsidiaries or connected to the sector of the design, production and sale of integrated systems, technologies and solutions for the construction, maintenance and efficiency of infrastructures relating to the transportation and distribution of electricity, data and material, as well as company assets and complexes aimed at offering services in support of these activities, and pursuant to Article 2441, paragraph 5 of the Italian Civil Code (and Article 2441, paragraph 4, second sentence of the Italian Civil Code, where applicable) given to be reserved to potential industrial, financial or strategic partners or medium/long-term investors (including natural persons) and institutional investors in the context of transactions consistent with the company's growth strategy, as well as the right, pursuant to Article 2420-ter of the Italian Civil Code, to issue bonds convertible into ordinary company shares with or without warrants for the same period of time applied to the same maximum value indicated above and, therefore, for a maximum amount of Euro 50,000,000.00, together with the right to resolve the associated share capital increase in service of the conversion, in observance of the option right pursuant to Article 2441 of the Italian Civil Code or also excluding the option right pursuant to Article 2441, paragraph 5 of the Italian Civil Code (and Article 2441, paragraph 4, second sentence, where applicable), given to be reserved to potential industrial, financial or strategic partners or medium/long-term investors (including natural persons) and institutional investors in the context of transactions consistent with the company's growth strategy, all in respect for any legal provision applicable at the moment of the resolution of the share capital increase and/or issue of convertible bonds.

The aforementioned power to increase share capital pursuant to Article 2443 of the Italian Civil Code was executed by the Board of Directors on 16 November 2020. At the Date of the Report, the Board was not authorised by the Shareholders' Meeting to increase the share capital pursuant to Article 2443 of the Italian Civil Code. For the residual amount, the proxy is still in place.

In order not to rule out the possibility of availing of subsidised conditions for accessing credit set out in Decree Law no. 23 of 8 April 2020 (so-called "Liquidity Decree") - pursuant to which public guarantees cannot be obtained by companies that approve the purchase of treasury shares in 2020 - on 21 May 2020, the ordinary Shareholders' Meeting of Tesmec resolved to revoke, for the part still not executed, the authorisation to purchase and dispose of treasury shares conferred by the ordinary Shareholders' Meeting of 16 April 2019.

At the Date of the Report, the Board had still not approved the authorisation to purchase treasury shares.

At the end of the Financial Period of reference as at 31 December 2020, the Company held 4,711,879 treasury shares; at the Date of the Report, the number of treasury shares held is 4,711,879.

(L) Management and co-ordination activities (pursuant to Article 2497 et seq. of the Italian Civil Code)

On the Date of the Report, the Issuer is controlled pursuant to Article 93 of the Consolidated Law on Finance (T.U.F.) by TTC S.r.l., holding company.

TTC S.r.l. does not carry out the management and coordination activity on the Issuer pursuant to Article 2497 et seq. of the Italian Civil Code. TTC S.r.l. is a holding that performs the mere function of managing the equity investments without carrying out management and co-ordination activities towards the subsidiaries.

Specifically:

- a) the information required by Article 123-*bis*, paragraph 1, letter i) of the Consolidated Law on Finance (T.U.F.) ("the agreements between the company and the directors that provide for payments in the event of resignation or dismissal without just cause or if the employment relationship is terminated following a public purchase offer") [is illustrated in the Report dedicated to the remuneration of directors published pursuant to Article 123-*ter* of the Consolidated Law on Finance (T.U.F.) (paragraph 1.2 of that Report);
- b) the information required by Article 123-*bis*, paragraph 1, letter l), of the Consolidated Law on Finance (T.U.F.) ("applicable law for the appointment and replacement of directors and for the amendment to the Articles of Association, if different from those laws and regulations additionally applicable") is illustrated in the section of the Report dedicated to the Board of Directors (paragraph 4.1 of this Report).

3. COMPLIANCE (pursuant to Article 123-bis, paragraph 2, letter a), Consolidated Law on Finance (T.U.F.))

The Company has adopted the provisions of the Self-Regulatory Code of Conduct of Borsa Italiana.

The Self -Regulatory Code of Conduct is available to the public on the website of the Corporate Governance Committee at <https://www.borsaitaliana.it/borsaitaliana/regolamenti/corporategovernance/codice2018clean.pdf> .

The Issuer and its subsidiaries having strategic relevance, Tesmec USA, Inc. and Marais Technologies Sas, are not subject to non-Italian provisions of law that affect the corporate governance structure of the Issuer.

On 12 March 2021, the Board of Directors of Tesmec, was informed of the start of the activities for to the adaptation of the internal regulations of the Company to the provisions of the new Code of Corporate Governance, which entered into force on January 1, 2021. Tesmec will notify the market of the methods of application of the new Code of Corporate Governance in the report on corporate governance and ownership structure which will be published in 2022. The Code of Corporate Governance, issued in January 2020 by the Corporate Governance Committee, is accessible to the public on the website of the Corporate Governance Committee, on the page <http://www.borsaitaliana.it/comitato-corporate-governance/codice/codice.htm> .

4. BOARD OF DIRECTORS

4.1 Appointment and replacement (pursuant to Article 123-bis, paragraph 1, letter I), Consolidated Law on Finance (T.U.F.))

Pursuant to Article 14 of the Articles of Association, the Company is managed by a Board of Directors consisting of no less than 5 and no more than 15 members, as determined by the Shareholders' Meeting.

Those who are ineligible under the regulations in force cannot be appointed as Directors, and if elected they fall from office.

The members of the Board of Directors remain in office for a period not exceeding 3 company financial periods and their office terminates on the date the Shareholders' Meeting is convened to approve the financial statements relating to the last financial period of their office; they can be re-elected. The Board of Directors is appointed by the Shareholders' Meeting based on the lists presented by the Shareholders.

The Shareholders who, upon presentation of the list, own a stake in the share capital at least equal to the one determined by CONSOB pursuant to Article 147-ter, paragraph 1 of the Consolidated Law on Finance (T.U.F.), and in compliance with the provisions set out in the Issuers' Regulations may present a list for the appointment of the Directors.

The Directors, on the basis of a special resolution of the Board of Directors, can present a list as well without the above requirement of stake ownership.

Lists are filed with the registered office at least 25 (twenty-five) days before the date set for the Shareholders' Meeting convened to decide on the appointment of the Directors. Moreover, lists must be made available to the public by the Company without delay and any way at least 21 (twenty-one) days before the date set for the Shareholders' Meeting, under the terms prescribed by the laws in force.

The lists include a number of candidates not exceeding fifteen, each coupled with a progressive number. The lists presenting a number of candidates equal to or greater than three must include candidates belonging to both genders, in such a way that at least one third of the candidates (rounding up, if necessary, to the higher integer) belongs to the less represented gender. Each list must contain and expressly indicate at least one Independent Director pursuant to Article 147-ter of the Consolidated Law on Finance (T.U.F.), with a progressive number of no more than seven. If the list consists of more than seven candidates, it must contain and expressly indicate a second Independent Director pursuant to Article 147-ter of the Consolidated Law on Finance (T.U.F.). If necessary, each list can also indicate explicitly the Directors with independence requirements provided by codes of conduct drafted by regulated market management companies or by trade associations.

The lists also contain, as an enclosure:

- a) the *curriculum vitae* concerning the personal and professional details of the candidates;
- b) the declarations by which each candidate accepts his/her own candidature and attests, on his/her own responsibility, that there are no reasons to exclude his/her eligibility, that there are no incompatibility issues, and that he/she complies with all the requirements prescribed by the prevailing law to hold the position of Director of the Company, including the declaration on the requirements to be qualified as an "Independent Director pursuant to Article 147-ter" and, if necessary, on the further requirements provided by codes of conduct drafted by regulated market management companies or by trade associations;
- c) indication of the identities of the shareholders who presented the lists and the percentage of the overall shareholding, proved by an appropriate communication issued by the intermediary, without prejudice to the indications set out in Article 147-ter, paragraph 1 of the Consolidated Law on Finance (T.U.F.);
- d) any additional or different privacy declaration, disclosure and/or document provided for by law and by applicable regulations.

Each shareholder and the shareholders joining the same shareholders' agreement pursuant to Article 122 of the Consolidated Law on Finance (T.U.F.) cannot present or vote more than one list, not even by proxy or through a trust.

At the end of the voting, candidates are elected from two lists that have obtained the most votes, with the following criteria:

- (i) a number of Directors equal to the total number of members of the Board, minus one, is taken from the List that obtained the majority of votes (the “**Majority List**”), in the sequential order in which they are presented, as previously established by the Shareholders' Meeting; within such number limits, the candidates are elected in the order in which they are listed;
- (ii) a Director, in the person of the candidate indicated with the first number in the list, is drawn from the second list that obtained the highest number of votes and who is not connected directly or indirectly to the shareholders who presented or voted the Majority List pursuant to the applicable provisions and that is not the list presented by the Board of Directors (the “**Minority List**”); however, if not even one Independent Director under Article 147-ter is elected within the Majority List, in case of a Board of not more than seven members, or only one Independent Director under Article 147-ter is elected, in case of a Board of more than seven members, the first Independent Director under Article 147-ter indicated in the Minority List will be elected, instead of the first on the Minority List. Moreover, if, with the candidates elected in the manner described above, the compliance of the composition of the Board of Directors with the pro tempore regulations on gender balance in force is not ensured, the candidate of the more represented gender elected last in sequential order in the Majority List will be replaced by the first candidate of the non-elected less represented gender of the same list in sequential order. This replacement procedure will be carried out until the composition of the Board of Directors is in compliance with the pro tempore regulations on gender balance in force. Finally, if the said procedure does not ensure the result indicated above, the replacement will take place with resolution passed by the Shareholders' Meeting by majority vote, subject to the presentation of candidates belonging to the less represented gender.

Lists will not be taken into consideration unless they obtain a percentage of votes equal to at least half of the percentage required for presenting the lists.

In the event that the lists obtain the same number of votes, the list presented by shareholders owning the largest stake when the list is presented, or, subordinately, the one presented by the greatest number of shareholders, prevails.

If only one list is presented, the Shareholders' Meeting will vote on it and if it obtains the relative majority of voters, without taking account of abstentions, the candidates listed in sequential order will be elected Directors, up to the number established by the Shareholders' Meeting, without prejudice to the fact that, if the Board has more than seven members, the second Independent Director under Article 147-ter is also elected, in addition to the one necessarily placed with the first seven and without prejudice to the compliance with the pro tempore regulations on gender balance in force.

In the absence of lists, or if the number of Directors elected on the basis of the presented lists is lower than the one determined by the Shareholders' Meeting, the members of the Board of Directors are appointed by the Shareholders' Meeting itself with the majorities provided by law, without prejudice to the obligation for the Shareholders' Meeting to appoint the minimum number of Independent Directors required under Article 147-ter and always in compliance with the pro tempore regulations on gender balance in force.

The Independent Directors under Article 147-ter, indicated as such when appointed, must immediately inform the Board of Directors of any non-fulfilment of the independence requirements; the Director falls from his/her office if the minimum number of Directors with the said independence requirements requested by the law provisions in force no longer exists within the Board.

The candidate possibly indicated as Chairman of the Board of Directors in the Majority List or in the only list presented and approved is elected as such. Failing this, the Chairman is appointed by the Shareholders' Meeting with the majorities provided by law, or he/she is appointed by the Administrative Body pursuant to the Articles of Association.

In the event of termination of office, for any reason, of one or more Directors, they may be replaced according to the provisions of Article 2386 of the Italian Civil Code, without prejudice to the compliance with the pro tempore regulations on gender balance in force.

In this regard, it should be noted that, on 1 January 2020, the provisions of law no. 160 of 27 December 2019 came into force (“2020 Budget Law”), which amend Articles 147-ter, paragraph 1-ter, and 148, paragraph 1-bis, of the Consolidated Law on Finance (T.U.F.), introduced by Law no. 120 of 12 July 2011 (so-called “Golfo-Mosca Law”), regarding gender balance in corporate bodies of companies with listed shares. The 2020 Budget Law requires the management and control bodies of listed companies to ensure at “least two fifths” of members come from the less represented gender (in place of one third) and establishes that this distribution criterion is to apply for “six consecutive

mandates” (in place of three). Therefore, in relation to the next renewal of the corporate bodies, the lists must be drawn up and members elected in compliance with the provisions of the 2020 Budget Law and the regulatory provisions of CONSOB.

Succession Plans

On the Date of the Report, the Board of Directors considered not to adopt a succession plan for the Executive Directors, in consideration of the particular shareholding structure and current system for the delegation of powers, implemented within the Board of Directors. In this regard, depending on the shareholding structure, the Company is able to promptly set up the Board of Directors in order to take the appropriate decisions.

4.2 Composition (pursuant to Article 123-bis, paragraph 2, letters d) and d-bis), Consolidated Law on Finance (T.U.F.))

On the occasion of the renewal of corporate offices, the ordinary Shareholders’ Meeting of 16 April 2019 appointed a Board of Directors composed of 8 members. A single list was presented during the Meeting by the Company’s shareholders. The list presented by the shareholder TTC S.r.l. showed the following candidates, in this order: Ambrogio Caccia Dominioni, Gianluca Bolelli, Lucia Caccia Dominioni, Caterina Caccia Dominioni, Paola Durante, Simone Andrea Crolla, Emanuela Teresa Basso Petrino and Guido Luigi Traversa. As this was the only list presented and it obtained a unanimous vote in favour from the persons present at the Meeting, pursuant to Article 14 of the Articles of Association, all of the Directors to be elected were consequently taken from this list.

Between the date of the Meeting 16 April 2019 and the Date of the Report, there were no changes to the composition of the Board of Directors. The Company’s Board of Directors, therefore, is currently composed of 8 members: one executive Director, Ambrogio Caccia Dominioni; three non-executive Directors, Caterina Caccia Dominioni, Lucia Caccia Dominioni and Gianluca Bolelli; and 4 independent Directors, Paola Durante, Simone Andrea Crolla, Emanuela Teresa Basso Petrino and Guido Luigi Traversa.

The current Board of Directors will remain in office until the approval of the financial statements ended 31 December 2021.

In compliance with the provisions of Article 2 of the Self-Regulatory Code of Conduct, the presence of a high number of non-executive directors within the administrative body, as well as the authority and powers that characterise them, ensure that their judgement has a significant impact on the Board’s decisions. The presence of 7 non-executive directors, 4 independent in the persons of Paola Durante, Simone Andrea Crolla, Emanuela Teresa Basso Petrino and Guido Luigi Traversa (this also in compliance with the provisions of Article 147-ter, third paragraph, of the Consolidated Law on Finance (T.U.F.)), has the objective of achieving the greatest possible “good governance” which is implemented through debate and dialogue among all Directors.

Information on the personal and professional characteristics of each member of the Board of Directors is indicated below.

Ambrogio Caccia Dominioni, born in Morbegno (Sondrio) on 27 August 1946, obtained a degree in Economics and Business from Sacred Heart Catholic University, Milan, in 1970. From 1971 to 1979 he worked for Andersen Consulting S.p.A., as Finance – Leasing Industry manager, while in 1980 he started business in the family group, which over time went from being a single company with the name of “M.T.S. Officine Meccaniche di Precisione S.p.A.” to an international group with diversified activities in various sectors and countries. He is currently Chairman and Chief Executive Officer of Tesmec and was appointed to the Company’s Board of Directors for the first time (after listing of the Company) on 23 February 2010.

Gianluca Bolelli, born in Castel Maggiore (Bologna) on 18 September 1959, graduated from the Università Commerciale “Luigi Bocconi” of Milan with a degree in Business Administration in 1983. He has been registered on the roll of accountants since 1985, of auditors since 1995 and of freelance journalists since 1994. In the academic years 1990 to 1993 he was “Teaching fellow” at the Catholic University Faculty of Economics and Business for the Corporate Economics course. He has been a lecturer of the Scuola di Direzione Aziendale (Business Management School) of Bocconi University, lecturer during conventions and courses on tax, company and governance matters. He is co-author of publications and articles on tax, contractual and company matters. In 1984-1985, he worked as an auditor for Deloitte Haskins Sells (subsequently Deloitte & Touche S.p.A) and in 1985-1986 as a consultant for

KPMG S.p.A. In March 1986 he practised as a professional accountant and in 1989 he co-founded Studio Bolelli, Sportelli, de Pietri-Tonelli. He is currently Vice Chairman of Tesmec and was appointed to the Company's Board of Directors for the first time (after listing of the Company) on 23 February 2010.

Lucia Caccia Dominioni, born in Milan on 23 February 1977, obtained a degree in Literature and Philosophy from Milan State University in 2001. After her degree she worked for Inferentia DNM in Human Resources until 2002. After experience with Daniel Contractors (Manchester, UK) she managed commercial relations with Germany for Reggiani Macchine S.p.A. from Bergamo and, from 2003 to 2005, from Berlin. In 2009, she was involved in the external communication campaign during the process that led to the listing on the Stock Exchange of Tesmec in July 2010. From 2009 to 2015, she worked in communication and press office management for Reggiani Macchine and Financial Communication for Tesmec until 2018. She is currently Director of Tesmec and was appointed to the Company's Board of Directors for the first time (after listing of the Company) on 30 April 2013.

Caterina Caccia Dominioni, born in Morbegno (Sondrio) on 18 August 1979, obtained a degree in Law from Sacred Heart Catholic University, Milan, in 2003. She has been registered on the Milan roll of lawyers since 2007. She practised professionally from 2004 to 2007 with the law firm Baldoli – Caccia Dominioni, from 2007 to October 2008 with the law firm Frau, Ruffino, Verna and since 2008 has carried out legal consultancy activities for the Issuer and for Reggiani Macchine S.p.A.. She is currently a Tesmec Director, appointed for the first time (since the Company's listing) to the Company's Board of Directors on 23 February 2010.

Paola Durante, born in Montebelluna (TV) on 4 December 1969, obtained a degree in Economics and Business from Sacred Heart Catholic University specialising in Applied Economics. In 1995 she joined the team of financial analysts at S&P Market Scope, London, with responsibility for the Italian market. Returning to Italy, from 1997 to 1999 she followed the luxury goods sector as an equity research analyst for CAI-Cheuvreux, before joining the team of analysts in the luxury goods sector at Merrill Lynch (now Bank of America Merrill Lynch) as Vice President responsible for Southern Europe. In 2005 she moved to the Investment Banking team of Bank of America Merrill Lynch until becoming Managing Director. As an analyst initially, and then as an investment banker, she has followed among things the major IPO transactions in the luxury goods sector, including Tod's, Burberry, Geox, Safilo, Poltrona Frau, Aeffe and Damiani. In July 2013, she joined Moncler as Head of Investor Relations and Strategic Planning. She is currently Director of Tesmec and was appointed to the Company's Board of Directors for the first time on 29 April 2016. Since April 2018 she has been Independent Director of the Board of Directors of Banca Mediolanum.

Simone Andrea Crolla, born in Premosello Chiovenda (NO), on 21 August 1972. He graduated in Political Sciences from the State University of Milan. In 2000, he completed a master's degree in international law at the University of Helsinki. In 1997, he completed a 4-month internship at the Office of the Spokesperson for the Secretary-General of the United Nations in New York. From October 2003 to May 2006, he held the role of Deputy Head of Cabinet of the President of the Council at Chigi Palace (Rome). He assisted the President of the Council in all the Government's current affairs, that involved other institutions, Italian and foreign investors and members of the business community. He accompanied the President of the Council on various institutional missions abroad, such as the historic visit to the US Congress, and during European summits. In addition, the US State Department chose him as the only Italian participant in the "International Visitor Leadership Program" in 2004, involving him in an experience developed across a number of US cities. From April 2009, he has been the Managing Director of the American Chamber of Commerce in Italy ("AmCham"). Founded in 1915, AmCham is a non-profit organisation, whose objective is to foster economic and political relations between the United States and Italy. He was a Member of Parliament of the Italian Republic between February 2012 and March 2013, a member of the Foreign Affairs Committee, where he fulfilled the role of Chairman of the Foreign Affairs Sub-Committee "Italians in the World". As MP, he presented a draft law regarding the "Student Loan", in order to promote the opportunity for high-level training for talented young Italians. He was the Senior Vice President of Weber Shandwick – one of the major public relations consulting firms in the world - for the Public Affairs practice from January 2007 to December 2015. From 2015 he has been Senior Advisor of Lincoln International, global investment bank, focussed on the mid-market sector, specialising in M&A, debt advisory, capital raising and restructuring operations. From November 2018, has been at the helm of the Advisory Board in Italy of the Veneranda Fabbrica del Duomo di Milano, with the job of drawing of fundraising strategies and supporting President Fedele Confalonieri in developing strategies for promoting the Milan Cathedral, is also a member of the Board of Directors of the American Foundation (501 (c)3) of the International Patrons of Duomo di Milano (Milan Cathedral). From said year, he has held the role of advisor of the main shareholders of Walgreens Boots Alliance, Stefano Pessina and Ornella Barra, on matters regarding institutional relations and business development, supporting the Italian development of the Group from both an institutional and strategic perspective. Since April 2019, he has been a member of Tesmec's Board of Directors as Independent Director and

Chairman of the Remuneration and Appointments Committee. Since January 2020, has been the majority shareholder and Vice President of Synergo SGR S.p.A., an asset management company with the objective of launching two new funds: the first a Private Equity fund focussed on Italian companies with investment projects dedicated to the American market, the second a Venture Capital fund, aimed at supporting the growth of innovative start-ups and SMEs.

Emanuela Teresa Basso Petrino, born in Cuneo (CN), on 24 September 1974, is a lawyer with vast experience in company finance, restructuring and real estate finance transactions. She has worked for international law firms Clifford Chance and Latham & Watkins, where she provided consulting to Italian and international companies and private equity funds on a wide range of transactions for more than fifteen years. She is currently CEO of the Theodora Onlus Foundation, an international non-profit organisation, founded in 1994 in Switzerland and currently operating in seven countries worldwide, taking care of the emotions and healthy part of children in hospital, in an integrated patient care process. From April 2019, she has also been a member of Tesmec's Board of Directors as an Independent Director and is Chairman of the Control, Risks and Sustainability Committee.

Guido Luigi Traversa, born in Cremona, on 7 October 1949, graduated in Electronic Engineering from the University of Pavia in 1973. From 1975 to 1988, he held various positions at Tecnomasio Italiano Brown Boveri S.p.A. (now ABB), becoming manager in 1984. From 1988 to 1993, he held the position of General Manager of the Technical Division and was a member of the Board of Directors of the company AEG Italiana S.p.A.. He was subsequently the General Manager and member of the Board of Directors of ABB ADDA S.p.A. until 1997. From the subsequent year and until 2000, he was the General Manager and member of the Board of Directors of ABB SACE TMS S.p.A.. He fulfilled the role of Global Head of the PPMV Business Area and member of the Board of the "Power Products" Division and of the Management Committee of the Group from 2001 to June 2007 at ABB Power Technology Ltd. He left the ABB Group at the end of June 2007 to return to Italy; after some consulting jobs (MIDA Brokers-Milano in the field of risk management for business clients, Psicosport-Milano – outdoor training and training of managers of large companies), in 2008 established the Italian company of the international group ILB Helios and of the Italian group ELVI, where he held the role of Chief Executive Officer for 8 years, and in which he is still today a Managing Director and shareholder. From 2014 to the end of 2018, he also held the role of President of Alpiq Italia S.r.l. and Alpiq Energia Italia S.p.A. (of the latter until 2016, then remaining Vice President throughout 2018). He was a board director of the Emmeti S.p.A. group from 2014 to 2016. He was appointed Independent Director of Tesmec in April 2019; lastly, he is still a shareholder and member of the Board of Directors of Agrisolar S.r.l.

For further information on the composition of the Board of Directors of the Company, see Table 2 indicated in the annex.

Diversity criteria and policies

The Issuer has applied diversity criteria, including gender diversity criteria, in the composition of the Board of Directors, in respect of the priority objective of ensuring the adequate competence and professionalism of its members. In particular, at least one-third of the Board of Directors is composed of Directors of the less represented gender.

On 1 March 2018, the Board of Directors of the Company approved its policy on diversity relating to the formation of the administration and control bodies as to aspects such as age, make-up of gender and the training and professional path (the "**Diversity Policy**").

Particularly pursuant to the content of the Diversity Policy:

- with reference to the size of the Board of Directors, it was decided that the current number of Board of Directors members - eight - provides an adequate balance of the skills and experience demanded by the complexity of the Company and Group, also within the board Committees;
- as concerns the professionalism requirements, the Diversity Policy refers to the recommendations of the Self-Regulatory Code, pursuant to which (i) at least one member should have adequate knowledge and experience in finance or remuneration policies and (ii) at least one member should have adequate experience in accounting and finance or risk management. The simultaneous presence of different skills and experience complementary to each other fosters dialectics and efficient operation of the Board;

- with reference to the age and seniority of office, the Diversity Policy requires that there be people of different ages, generations and seniority of office on the Board of Directors so that the creation of a proper balance between experience, continuity, innovation and risk appetite is encouraged;
- as regards representation of gender, the Diversity Policy states that adequate representation of both sexes be ensured on the Board of Directors. More specifically, in line with the provisions of the legislation in force at the date of the relative approval and the Articles of Association, the Board of Directors must be formed by at least one-third (rounded up) people belonging to the “least represented” gender that, based on past experience, usually coincides with the female gender;
- with regard to geographical origin and international experience, and considering the strong presence of Tesmec in Italy, it does not at this time believe the presence of Directors with different geographical origins necessary, although this is certainly an element of positive assessment. The presence of Directors with training and professional experience gained in international settings is on the other hand recommended as it contributes toward further increasing the quality of board dialogue, also in consideration of the Group’s international presence.

On 16 April 2019, the Board of Directors was appointed by taking account of the provisions of the Diversity Policy adopted by the Company as well as the guideline that the outgoing Board of Directors issued on 5 March 2019, based on the opinion and the recommendations formulated by the Remuneration and Appointments Committee on the same date, on the composition of the new Board of Directors. In particular, based on said guideline, it was hoped that the Shareholders, in presenting the lists, maintained a similar level of quality of the Board in terms of skills and experience represented, taking into account the gender characteristics of the candidates, and highlighting, if necessary, the opportunity for the Shareholders to assess, with the intention of further enriching the Board with personality/professionalism and knowledge, the possible inclusion of figures who have gained management experience in listed companies or companies similar in size, complexity, internationality and/or business affinity to the Company; furthermore, with regard to the identification of independent directors, a stricter application of the independence criteria was also hoped for, given that the Corporate Governance Committee invited the board of directors to apply more rigorously the independence criteria defined by the Self-Regulatory Code of Conduct, since both their non-application and substantive application - whose subject matter is, more frequently, the criterion of the ultra-nine-year term of office - , given the importance of the independent directors in the process of forming the Board's will in matters of particular importance and delicacy, could significantly affect the efficiency and adequacy of the governance system.

As regards diversity, it should be noted that, on 1 January 2020, the provisions of Law no. 160 of 27 December 2019 entered into force (so-called “2020 Budget Law”) which amend Articles 147-*ter*, paragraph 1-*ter*, and 148, paragraph 1-*bis*, of the Consolidated Law on Finance (T.U.F.), introduced by Law no. 120 of 12 July 2011 (so-called “Golfo-Mosca Law”), regarding gender balance in corporate bodies of companies with listed shares. The 2020 Budget Law requires the management and control bodies of listed companies to ensure at “least two fifths” of members come from the less represented gender (in place of one third) and establishes that this distribution criterion is to apply for “six consecutive mandates” (in place of three). Therefore, in relation to the next renewal of the corporate bodies, the lists must be drawn up and members elected in compliance with the provisions of the 2020 Budget Law and the regulatory provisions of CONSOB, as well as the diversity policy that will subsequently be adopted by the Company.

Maximum number of positions held in other companies

The Board of Directors decided not to define general principles on the maximum number of administration and control offices in other companies that can be considered compatible with an efficient performance of the role of Director of the Company, because, in view of the current structure of the Board of Directors of the Company considered and the positions held by its members in other companies, it was considered that the number and quality of positions held do not interfere and are therefore compatible with an effective performance of the office of Director of the Company.

Induction Programme

The Board of Directors has adequate knowledge of the business sector in which the Issuer operates, of business dynamics and its development, since adequate information is given at each meeting to the Board on the development

of the corporate business and the regulatory environment by both the Chairman and the General Manager, who has twenty years of experience in the industry and is often invited to participate in the Board meetings.

During Board meetings the Board is constantly updated regarding the company dynamics and the performance of corporate affairs as well as the main changes in the regulatory and regulatory framework for the company and the operating sector.

4.3 Role of the Board of Directors (pursuant to Article 123-bis, paragraph 2, letter d), Consolidated Law on Finance (T.U.F.))

During the Financial Period, the Board of Directors met 24 times. The percentage participation in said meetings by the current members of the Board of Directors was as follows: Ambrogio Caccia Dominioni - 100%; Caterina Caccia Dominioni - 100%; Lucia Caccia Dominioni - 100%; Gianluca Bolelli - 100%; Simone Andrea Crolla - 100%; Paola Durante - 100%; Guido Luigi Traversa - 96% and Emanuela Teresa Basso Petrino - 100%.

The Board meetings had an average duration of 2 hours.

On the occasion of all the Board meetings, the members of the Board, in compliance with the provisions of Article 1 of the Code of Corporate Governance, were provided by e-mail in reasonable advance (usually an average of four-days prior notice), with the documents and information necessary to enable them to express an informed opinion on matters under their consideration.

Due to and in compliance with the Government measures to contain and manage the epidemiological emergency (COVID-19), introduced by the Presidency of the Council of Ministers during the Financial Period and applicable to the whole country, which require people to avoid social and personal contacts, 12 out of 24 meetings were held exclusively via video-conference, for which the Company provided all participants with the relevant access credentials and methods as and when needed.

For the 2021 financial period, in addition to the meeting of 12 March, the calendar of company events announced pursuant to Article 2.6.2 of the Stock-Exchange Regulations contemplates 3 meetings on the following dates: 12 May, 5 August and 5 November 2021

The Company notified the calendar of the meetings of the Board of Directors for the 2021 financial period by posting it on its website: www.tesmec.com.

Board meetings are convened by the Chairman or, in case of absence or impediment, by the Vice Chairman, in the manner and within the time lines laid down by the Articles of Association. The Chairman coordinates the meetings of the Board of Directors and makes sure that adequate information regarding the matters on the agenda is provided to all of the Directors. The Board of Directors is convened at the Company's headquarters or elsewhere in Italy, whenever deemed necessary by the Chairman or, in case of absence or impediment by the Vice Chairman, or whenever requested in writing by at least one third of the Directors or by the Board of Statutory Auditors, or even individually, by each Board member as provided for by applicable law provisions. The meetings of the Board of Directors may be also be held by audio- or video-conference, in compliance with the conditions set out in the Articles of Association. Even if meetings are not called in the manner and within the timelines provided for in the Articles of Association, they are deemed valid provided that all Directors in office and Statutory Auditors in office take part. The meetings of the Board of Directors are chaired by the Chairman, or in case of absence or impediment, by the Vice Chairman, or in case of absence or impediment by the Chief Executive Officer, or in case of absence or impediment, by the oldest Director. In the event of absence or impediment of the Secretary, the Board appoints the member who must take his/her place. For resolutions of the Board of Directors to be valid, the presence of the majority of members in office is required. Decisions are approved by a majority of those voting; abstaining Directors are excluded from the calculation. In the event of equal votes, the vote of the person chairing the meeting prevails. Voting shall take place by open vote. The minutes of the Board meetings are drawn up by the Secretary or by a specifically appointed Notary, and recorded in a specific book, in accordance with the law.

Where necessary or at request of the Chairman or of one or several Directors, persons external to the Board of Directors may take part in the meetings of the Board of Directors, especially executives with strategic responsibilities, business function managers or legal consultants for providing appropriate supplemental information on the matters on the agenda.

Pursuant to Article 19 of the Articles of Association, the Board of Directors is vested with all the powers for the management of the Company and to this end it can decide or carry out all acts held to be necessary or useful in order

to implement the business purpose, with the exception of powers that are, by law and by the Articles of Association, reserved to the Shareholders' Meeting.

The Board of Directors may also pass, in compliance with Article 2436 of the Italian Civil Code, without prejudice to the limits of the law, the resolutions concerning (a) merger and demerger in the cases provided for in Articles 2505, 2505-*bis* and 2506-*ter*, last paragraph, Italian Civil Code, (b) opening and closing of secondary offices, (c) transfer of the registered office in the national territory, (d) indication of the Directors who have the legal representation of the company (e) reduction of share capital following withdrawal by a shareholder, (f) adjustments of the Articles of Association to regulatory provisions; without prejudice to the fact that said resolutions may be in any case also passed by the extraordinary Shareholders' Meeting.

The Board of Directors has:

- set up an internal Remuneration and Appointments Committee (see paragraph 7 of this Report) and an internal Control, Risks and Sustainability Committee (see paragraph 9 of this Report). Each Committee operates on the basis of an internal regulation that establishes the operating rules of the committee itself;
- approved a Procedure for Related Party Transactions (see paragraph 11) and assigned to the Control, Risks and Sustainability Committee the duties of the Committee for Related Party Transactions;
- established the business functions of Head of Internal Control and investor relations and subsequently appointed the persons in charge of such functions (see paragraphs 10.2 and 14 of this Report);
- adopted a procedure for the processing of confidential information (see paragraph 5 of this Report);
- approved the internal dealing code (see paragraph 5 of this Report);
- established an Organisation, Management and Control Model pursuant to Legislative Decree no. 231 (see paragraph 10.3 of this Report);
- set up a Supervisory Body (see paragraph 10.3 of this Report); and
- approved the Code of Ethics that is an integral part of the Organisation, Management and Control Model pursuant to Legislative Decree no. 231.

As regards the functions of the Board of Directors, the Company has a Board of Directors that, as provided by Article 19 of the Articles of Association, is vested with the broadest powers for the management of the Company, and every other competence reserved by law or the Articles of Association to the Board itself. Therefore, it has the power to carry out all acts, of disposal or otherwise, it deems necessary or useful for the achievement of the corporate purpose, excluding only those that the law specifically reserves to the Shareholders' Meeting.

In particular, the Board of Directors, by well-established company practice:

- examines and approves the strategic, industrial and financial plans of the Company and of the Group, defines the corporate governance system of the Company and the Group structure;
- defines the nature and level of risk consistent with the Company's strategic objectives;
- evaluates the adequacy of the general organisational, administrative and accounting structure of the Company and of its subsidiaries having strategic relevance prepared by the Chief Executive Officer, with a special reference to the internal control system and to the management of conflicts of interest;
- establishes the frequency, as a rule no less than once every three months with which the delegated bodies must report to the Board of Directors on the activities performed in the exercise of the powers delegated to them and on the most significant management decisions.
- evaluates the overall management performance, taking into account, in particular, the information received by the delegated bodies, as well as comparing the results achieved with the planned results on a regular basis; and
- preventively examines and approves the transactions of the Company and of its subsidiaries, when these transactions are significant from a strategic, economic, equity or financial point of view for the Company.

On 12 March 2021, the Board of Directors, also in consideration of what reported by the Chairman of the Control, Risks and Sustainability Committee, as well as of the assessments provided by the Director in charge of internal control and by the Chairman of the Board of Statutory Auditors, evaluated positively the adequacy of the general organisational, administrative and accounting structure of the Company and the Group it belongs to (here included

the subsidiaries having strategic relevance) also with reference to the internal control and risk management system. In this respect, in the meeting of 12 March 2021, the Board of Directors identified Tesmec USA, Inc. and Marais Technologies Sas as “subsidiaries having strategic relevance”, taking into account the level of turnover, the level of capitalisation and the industrial and commercial peculiarities of the Group’s companies. No other “subsidiaries having strategic relevance” have been identified as at the Date of the Report.

Again on 12 March 2021, the Board of Directors also assessed overall management performance by taking into account especially the information received from the delegated bodies and comparing the results achieved with the programmed results, on a regular basis.

During this assessment, the Board did not consider it necessary to define, on a formal basis, general criteria to help identify operations having significant strategic, economic, equity or financial relevance for the Issuer, since the Company’s consolidated practice is to consider as such not only the operations that given their value are not included in the limits of the powers assigned to the delegated directors, but also other operations that although included in the limits of the powers assigned to the delegated directors given their value, take on strategic relevance, on commercial, industrial or financial grounds, for the purposes of the Company’s business.

The Board of Directors – within the limits of the law and of the Articles of Association – delegates part of its powers and functions to a Chief Executive Officer and can also appoint an Executive Committee by delegating its powers and functions. It can also delegate, within the same limits, the aforesaid powers and functions, with reference to certain functions or sectors, to one or more Directors other than the Chief Executive Officer.

Moreover, the Board of Directors can also set up one or more committees with consultancy, proposal and control functions in compliance with the applicable laws and regulatory provisions in force. The Board of Directors has the right to appoint one or more General Managers.

Pursuant to Article 21 of the Articles of Association, the Chairman of the Board of Directors and, in case of his absence or impediment, even if temporary, the Vice Chairman represents the Company towards third parties and before the court and has corporate signature powers; the Chief Executive Officer or the other Directors with proxies are vested as above, within the limits of the delegated powers. With reference to directors bestowed with special powers, please refer to what is described in paragraph 4.4. of the Report.

The Board of Directors, after requesting each Director to fill in a specific questionnaire, independently considered on 12 March 2021 that the size, composition and operation of the Board and its committees were adequate pursuant to the application criterion 1.C.1 of the Self-Regulatory Code of Conduct, taking also into account aspects such as professional characteristics, experience also in management, gender of members and seniority, also in relation to the criteria of diversity applied by the Company.

4.4 Delegated bodies

Chairman and Chief Executive Officer

On 16 April 2019, the Board of Directors resolved, inter alia, to appoint Ambrogio Caccia Dominioni as Chairman and Chief Executive Officer, assigning to the latter, for all the period of his office, the legal representation of the Company, the following powers with separate signature, by specifying that the Chief Executive Officer is entrusted with the task of overseeing all business sectors, and of observing and enforcing the regulations in force:

1. assigning to the Chairman and Chief Executive Officer the responsibility for developing business strategies, presenting them to the Board of Directors for their approval and for the definition of their methods of implementation;
2. implementing the business strategies and the Group’s strategies, within the guidelines established by the Board, by exercising the functions of directing, stimulating and coordinating all the departments of the Company and its subsidiaries;
3. ensuring achievement of the Company’s economic objectives by exercising for this purpose all the powers of ordinary administration, with no exceptions, within any of the limits defined below, in line with the strategies and guidelines approved by the Board;
4. implementing all acts of extraordinary administration approved by the Board;

5. within the guidelines laid down by the Board, coordinating the relations with other Group companies by taking decisions relating to their management and programming policy in order to give effect to the coordination process within the Group;
6. preparing and proposing to the Board any steps deemed useful to the interests of the Company and the Group;
7. preparing the budget forecast and strategic and operational plans relating to the activities of the Company and the Group to which it belongs, for approval by the Board of Directors; providing guidance for the preparation of the financial statements, including the consolidated and interim reports of the Company, and preparing the consolidated financial statements and interim reports to be submitted to the Board of Directors for approval to the extent of its competence;
8. negotiating and entering into contracts for the Company's ordinary administration for a total amount no higher than Euro 10,000,000 per contract which – simply by way of example – may relate to the sale of products, services, goods and equipment in general related to the core business of the Company and its subsidiaries, including contracts and agreements with public administrations and bodies as well as participation in national and international tenders or offerings;
9. representing the Company in the participation in tenders and offerings, whether public or private, national or international, with the power to sign offers up to the total amount of Euro 20,000,000 and, if awarded, the related supply contracts;
10. negotiating and entering into contracts for the Company's ordinary administration for a total amount no higher than Euro 5,000,000 per contract which – simple by way of example – may relate to the purchase of products, services, goods and equipment associated with the core business of the Company and its subsidiaries;
11. negotiating and entering into contracts for the purchase of fixed assets – simply by way of example – machinery and equipment for business production processes, furniture, security systems and generic systems relating to the premises where the Company carries out its activities, computer equipment and in general assets with multi-year useful life for the Company, for a total amount no higher than Euro 5,000,000 per contract;
12. assigning professional and consulting tasks in relation to specific needs related to corporate activities for an amount no higher than Euro 600,000 on an annual basis per consultant;
13. collecting any amount due to the Company by any entity, business or person and issue receipts;
14. performing all the acts and transactions relating to the Company's ordinary administration before public administrations, the independent authority for the administration of state monopolies and public authorities and offices, except for the acts and transactions relating to the obtainment of new concessions; providing for all respective formalities including those associated with legislation on manufacturing and consumption tax and on revenue and monopoly duties;
15. receiving letters, packages and parcels (whether ordinary, registered or insured) from post offices, shipping companies and airlines, and any other transport companies, collecting postal and telegraphic money orders, bills, cheques of any kind and of any amount; requesting and receiving sums, securities, valuables, commodities and documents, and signing the relevant receipts, releases and exonerations from liability, with any government, department, institution, office and public or private savings institution;
16. requesting and endorsing cheques, drafts and bills of exchange exclusively for the collection, discount and payment into the accounts of the Company and protesting them;
17. receiving, setting up and releasing deposits also as security, granting and removing constraints of any kind up to Euro 5,000,000.00 each;
18. opening bank and/or postal accounts, giving instructions for payments, either by bank transfer or by cheque, performing debit and credit transactions on the Company's current accounts at banks and post offices, including overdrawn accounts, always in the interest of the Company, and issuing and requesting the issue of bank cheques and drafts;
19. performing all financial transactions and banking credit and debit transactions necessary for the ordinary management of the Company and its subsidiaries within the limits of the powers delegated, requesting mixed credit lines for endorsement and for cash up to Euro 20,000,000 for each line, in any case to the extent permitted

- by the Company and Group loans existing on that date, entering into new guarantees against such credit lines, or supplementing existing guarantees, up to a maximum of Euro 10,000,000 per single guarantee;
20. entering into agreements for disbursement to the Company, from banks and credit institutions, of mortgages, loans and opening of credit lines with the exception of self-liquidating lines, for a total amount no higher than Euro 5,000,000 and the issue, by banks and insurance companies, of sureties and guarantees covering social obligations, as required, with the power to negotiate and agree on the duration, terms and conditions of the individual transactions, signing the relevant documents and agreements and making any relevant statement deemed necessary, useful or appropriate, in any case for amounts no higher than Euro 10,000,000;
 21. providing surety on behalf of the Company, as collateral for loans and/or credit facilities granted by banks to subsidiaries, in any case for amounts no higher than Euro 7,500,000;
 22. accepting collateral and/or sureties, including the acceptance, establishment, registration and renewal of mortgages and liens by debtors and third parties and to the benefit of the Company, agreeing to the cancellation and registration of mortgages by debtors or third parties and to the benefit of the Company in order to discharge or reduce the obligation;
 23. representing the Company before the patent and trademark offices, filing and submitting patent applications for trademarks, industrial inventions, models and designs with the Italian patent office, with the corresponding offices of each foreign country and with all the EU and international bodies, institutions and organisations operating in the industrial property sector;
 24. establishing and withdrawing actions before any ordinary and administrative judicial authority, including any judiciary, and therefore also the Supreme Court of Cassation, the Court of Auditors, the Council of State and the Constitutional Court, appointing lawyers and attorneys; settling any defendant disputes in or out of court whose overall value, referring to each original claim or to the value of each transaction, is no higher than Euro 5,000,000; settling any plaintiff disputes in or out of court; submitting disputes to arbitration, including amicable settlements and without procedural formalities, and appointing arbitrators, lawyers and attorneys, including granting general powers for legal proceedings;
 25. appearing before any civil, administrative, criminal or tax judicial authority for lawsuits and/or disputes and for controversies, both of an individual and collective labour nature or relating to social security and mandatory assistance for all the requirements laid down in Italian Laws no. 300 of 20 May 1970 and no. 533 of 11 August 1973, as subsequently amended and supplemented;
 26. exercising the right to bring and join civil actions, and filing petitions and complaints;
 27. making garnishee's statements;
 28. subscribing, signing and submitting all documents, certificates and declarations of an administrative or tax nature addressed to public bodies and administrations, such as, only by way of example, income statements and tax statements, even on a consolidated basis;
 29. appointing and dismissing representatives, agents or commission agents, establishing and modifying their rights and obligations;
 30. managing the Company's equity investments in entities and legal persons, even foreign, by exercising all related rights and taking all related decisions and by representing the Company in the related shareholders meetings and exercising all rights, including voting rights also with regard to the appointment of the corporate offices, with the exclusion of appointment of corporate offices in Companies subject to the Company's management and coordination and whose turnover represents more than 30% of the consolidated turnover of the Tesmec Group;
 31. subscribing and paying capital increases in the companies and the entities, even foreign, controlled by the Company for a maximum unit amount of Euro 2,500,000.00 and for overall Euro 5,000,000.00 per financial period;
 32. obtaining and underwriting loans by companies and entities, even foreign, controlled by the Company, reporting such matter to the Board of Directors if the unit amount is higher than Euro 20,000,000, always within the limits allowed by the Company and the Tesmec Group loans existing as at that date;

33. defining and appointing the most appropriate organisational structure for achieving the business objectives, and the responsibilities and powers of the staff departments in charge of the unified management of the Company and its subsidiaries, as well as the responsibilities of the operational departments of the different business sectors of the Company and the subsidiaries that report to it, by defining also their organisational structure in line with any limits set by the Board of Directors and in any case with the obligation to report to the Board of Directors in relation to the implementation of the above at the first subsequent meeting;
34. concluding, amending and terminating individual contracts of employment in accordance with the Company's annual budget and multi-year plan approved by the Board of Directors, with a limit of individual fixed remuneration of Euro 300,000 gross with regard to the hiring of executives and an individual cost of Euro 600,000 per year for the termination of the individual employment contracts of executives;
35. adopting any additional measures, including disciplinary action, in respect of Company staff;
36. representing the Company in all dealings with the trade union organisations of both employees and providers of labour and sign agreements with them in the name and on behalf of the Company up to a maximum value of Euro 5,000,000 for each agreement; attempt conciliation, make settlements and sign the minutes relating to settlements up to a maximum value of Euro 500,000 per single settlement;
37. representing the Company in respect of insurance and social security entities;
38. signing on behalf of the Company the periodical statements submitted to social security and welfare bodies/institutions relating to the payment of the contributions due for employees and non-employees;
39. issuing on behalf of the Company extracts from payrolls and certificates regarding staff both to public administrative and other bodies and to private organisations, ensuring compliance with the Company's obligations as a withholding agent, with the option, among other things, of signing, for the purposes of such obligations, declarations, attestations and any other document or certificate, including those mentioned in arts. 1 and 7 of Italian Presidential Decree no. 600 of 29 September 1973 and subsequent amendments and addenda; issuing to banks that grant loans to the Company's staff declarations attesting to the commitment to deduct from the sums paid to those staff and pay to the banks the amounts of the repayment instalments and/or residual debt;
40. granting, on behalf of the Company, severance indemnity advances and loans to employees for amounts no higher than the amount set aside by way of severance indemnity in relation to the beneficiary employee;
41. within the scope of the general guidelines established by the Board of Directors and in line with the provisions of the Company's annual budget and strategic plans, managing effectively the activities pertaining to the external relations and to the communication and image activities of the Company and its subsidiaries, as well as the institutional relations with public administrations, bodies and institutions, consortia even of a temporary nature, and public and private associations, as well as their members, partners and associates, including, in particular, relations with the Ministry of Economy and Finance, with the Independent Authority for the Administration of State Monopolies, with Borsa Italiana S.p.A. and with CONSOB;
42. within the limits of the powers delegated by the Board of Directors, being replaced by attorneys for specific acts or groups of acts and for whatever else needed for the good performance of the Company, and granting and revoking powers and proxies even to employees of the Company or of its subsidiaries.

The Chairman, Ambrogio Caccia Dominioni, is the person who is chiefly responsible for managing the Issuer (Chief Executive Officer). The reason for assigning operational proxies to the Chairman of the Board of Directors lies in the fact that Ambrogio Caccia Dominioni is one of the key figures who has contributed significantly to the development of the Group and, since having years of experience in the field of operations of the Group, the fact that Ambrogio Caccia Dominioni is operational and has an important role in the management of the Company and the Group represents an important resource for the Group.

Ambrogio Caccia Dominioni does not hold the position of director in another issuer (not belonging to the same group) in which a director of the Issuer is the Chief Executive Officer.

At the same meeting on 16 April 2019, the Board of Directors also appointed Gianluca Bolelli Vice Chairman of the Board of Directors, granting him the powers under Article 21 of the Articles of Association and specifically, in case of absence or impediment, even of a temporary nature, of the Chief Executive Officer, the legal representation of the

Company towards third parties and before the court as well as corporate signature pursuant to Article 21 of the Articles of Association and the further powers indicated in paragraph 4.5.

Executive Committee

The Company did not deem it necessary to set up an Executive Committee.

Reporting to the Board

Pursuant to Article 19 of the Articles of Association, the delegated bodies must report promptly to the Board of Directors and the Board of Statutory Auditors, at least on a quarterly basis, during the board meetings, on the activity carried on, on the overall operating performance and outlook, and on transactions of most significance, either due to their size or nature, carried out by the Company and its subsidiaries.

The Directors report to the Board of Auditors on the business carried on and on the major economic, financial and equity transactions performed by the Company or by the subsidiaries; specifically, they report on the transactions in which one or more Directors have an interest, on their own or on behalf of a third party, or those influenced by the subject that exercises management and co-ordination activities. Reporting is done as a rule on the occasion of board meetings and in any case at least quarterly: when appropriate as a result of special circumstances it may also be done in writing to the Chairman of the Board of Statutory Auditors.

4.5 Other executive directors

Besides the Chairman and Chief Executive Officer, Ambrogio Caccia Dominioni, currently there are no other executive directors.

On 16 April 2019, the Board of Directors granted Gianluca Bolelli, in the capacity of Vice Chairman of the Board of Directors, the powers set forth in Article 21 of the Articles of Association and specifically, in case of absence or impediment, even of a temporary nature, of the Chief Executive Officer, the legal representation of the Company towards third parties and before the court as well as corporate signature pursuant to Article 21 of the Articles of Association.

On the same date, the Board of Directors also resolved to confer the Vice Chairman Gianluca Bolelli, solely in case of absence or impediment of the Chairman, with the following powers:

1. negotiating and entering into contracts for the Company's ordinary administration for a total amount no higher than Euro 10,000,000 per contract which – simply by way of example – may relate to the sale of products, services, goods and equipment in general related to the core business of the Company and its subsidiaries, including contracts and agreements with public administrations and bodies as well as participation in national and international tenders or offerings;
2. representing the Company in the participation in tenders and offerings, whether public or private, national or international, with the power to sign offers up to the total amount of Euro 20,000,000 and, if awarded, the related supply contracts;
3. negotiating and entering into contracts for the Company's ordinary administration for a total amount no higher than Euro 5,000,000 per contract which – simple by way of example – may relate to the purchase of products, services, goods and equipment associated with the core business of the Company and its subsidiaries;
4. negotiating and entering into contracts for the purchase of fixed assets – simply by way of example – machinery and equipment for business production processes, furniture, security systems and generic systems relating to the premises where the Company carries out its activities, computer equipment and in general assets with multi-year useful life for the Company, for a total amount no higher than Euro 5,000,000 per contract;
5. assigning professional and consulting tasks in relation to specific needs related to corporate activities for an amount no higher than Euro 600,000 on an annual basis per consultant;

6. collecting any amount due to the Company by any entity, business or person and issue receipts;
7. performing all the acts and transactions relating to the Company's ordinary administration before public administrations, the independent authority for the administration of state monopolies and public authorities and offices, except for the acts and transactions relating to the obtainment of new concessions; providing for all respective formalities including those associated with legislation on manufacturing and consumption tax and on revenue and monopoly duties;
8. receiving letters, packages and parcels (whether ordinary, registered or insured) from post offices, shipping companies and airlines, and any other transport companies, collecting postal and telegraphic money orders, bills, cheques of any kind and of any amount; requesting and receiving sums, securities, valuables, commodities and documents, and signing the relevant receipts, releases and exonerations from liability, with any government, department, institution, office and public or private savings institution;
9. requesting and endorsing cheques, drafts and bills of exchange exclusively for the collection, discount and payment into the accounts of the Company and protesting them;
10. receiving, setting up and releasing deposits also as security, granting and removing constraints of any kind up to Euro 5,000,000 each;
11. opening bank and/or postal accounts, giving instructions for payments, either by bank transfer or by cheque, performing debit and credit transactions on the Company's current accounts at banks and post offices, including overdrawn accounts, always in the interest of the Company, and issuing and requesting the issue of bank cheques and drafts;
12. performing all financial transactions and banking credit and debit transactions necessary for the ordinary management of the Company and its subsidiaries within the limits of the powers delegated, requesting mixed credit lines for endorsement and for cash up to Euro 20,000,000 for each line, in any case to the extent permitted by the Company and Group loans existing on that date, entering into new guarantees against such credit lines, or supplementing existing guarantees, up to a maximum of Euro 10,000,000 per single guarantee;
13. entering into agreements for disbursement to the Company, from banks and credit institutions, of mortgages, loans and opening of credit lines with the exception of self-liquidating lines, for a total amount no higher than Euro 5,000,000 and the issue, by banks and insurance companies, of sureties and guarantees covering social obligations, as required, with the power to negotiate and agree on the duration, terms and conditions of the individual transactions, signing the relevant documents and agreements and making any relevant statement deemed necessary, useful or appropriate, in any case for amounts no higher than Euro 10,000,000;
14. providing surety on behalf of the Company, as collateral for loans and/or credit facilities granted by banks to subsidiaries, in any case for amounts no higher than Euro 7,500,000;
15. accepting collateral and/or sureties, including the acceptance, establishment, registration and renewal of mortgages and liens by debtors and third parties and to the benefit of the Company, agreeing to the cancellation and registration of mortgages by debtors or third parties and to the benefit of the Company in order to discharge or reduce the obligation;
16. representing the Company before the patent and trademark offices, filing and submitting patent applications for trademarks, industrial inventions, models and designs with the Italian patent office, with the corresponding offices of each foreign country and with all the EU and international bodies, institutions and organisations operating in the industrial property sector;
17. establishing and withdrawing actions before any ordinary and administrative judicial authority, including any judiciary, and therefore also the Supreme Court of Cassation, the Court of Auditors, the Council of State and the Constitutional Court, appointing lawyers and attorneys; settling any defendant disputes in or out of court whose overall value, referring to each original claim or to the value of each transaction, is no higher than Euro 5,000,000; settling any plaintiff disputes in or out of court; submitting disputes to arbitration, including amicable settlements and without procedural formalities, and appointing arbitrators, lawyers and attorneys, including granting general powers for legal proceedings;
18. appearing before any civil, administrative, criminal or tax judicial authority for lawsuits and/or disputes and for controversies, both of an individual and collective labour nature or relating to social security and

mandatory assistance for all the requirements laid down in Italian Laws no. 300 of 20 May 1970 and no. 533 of 11 August 1973, as subsequently amended and supplemented;

19. exercising the right to bring and join civil actions, and filing petitions and complaints;
20. making garnishee's statements;
21. subscribing, signing and submitting all documents, certificates and declarations of an administrative or tax nature addressed to public bodies and administrations, such as, only by way of example, income statements and tax statements, even on a consolidated basis;
22. appointing and dismissing representatives, agents or commission agents, establishing and modifying their rights and obligations;
23. managing the Company's equity investments in entities and legal persons, even foreign, by exercising all related rights and taking all related decisions and by representing the Company in the related shareholders meetings and exercising all rights, including voting rights also with regard to the appointment of the corporate offices, with the exclusion of appointment of corporate offices in Companies subject to the Company's management and coordination and whose turnover represents more than 30% of the consolidated turnover of the Tesmec Group;
24. subscribing and paying capital increases in the companies and the entities, even foreign, controlled by the Company for a maximum unit amount of Euro 2,500,000 and for overall Euro 5,000,000 per financial period;
25. obtaining and underwriting loans by companies and entities, even foreign, controlled by the Company, reporting such matter to the Board of Directors if the unit amount is higher than Euro 20,000,000, always within the limits allowed by the Company and the Tesmec Group loans existing as at that date;
26. defining and appointing the most appropriate organisational structure for achieving the business objectives, and the responsibilities and powers of the staff departments in charge of the unified management of the Company and its subsidiaries, as well as the responsibilities of the operational departments of the different business sectors of the Company and the subsidiaries that report to it, by defining also their organisational structure in line with any limits set by the Board of Directors and in any case with the obligation to report to the Board of Directors in relation to the implementation of the above at the first subsequent meeting;
27. concluding, amending and terminating individual contracts of employment in accordance with the Company's annual budget and multi-year plan approved by the Board of Directors, with a limit of individual fixed remuneration of Euro 300,000 gross with regard to the hiring of executives and an individual cost of Euro 600,000 per year for the termination of the individual employment contracts of executives;
28. adopting any additional measures, including disciplinary action, in respect of Company staff;
29. represent the Company in all dealings with the trade union organisations of both employees and providers of labour and sign agreements with them in the name and on behalf of the Company up to a maximum value of Euro 5,000,000 for each agreement; attempt conciliation, make settlements and sign the minutes relating to settlements up to a maximum value of Euro 500,000 per single settlement;
30. representing the Company in respect of insurance and social security entities;
31. signing on behalf of the Company the periodical statements submitted to social security and welfare bodies/institutions relating to the payment of the contributions due for employees and non-employees;
32. issuing on behalf of the Company extracts from payrolls and certificates regarding staff both to public administrative and other bodies and to private organisations, ensuring compliance with the Company's obligations as a withholding agent, with the option, among other things, of signing, for the purposes of such obligations, declarations, attestations and any other document or certificate, including those mentioned in Arts. 1 and 7 of Italian Presidential Decree no. 600 of 29 September 1973 and subsequent amendments and addenda; issuing to banks that grant loans to the Company's staff declarations attesting to the commitment to deduct from the sums paid to those staff and pay to the banks the amounts of the repayment instalments and/or residual debt;
33. granting, on behalf of the Company, severance indemnity advances and loans to employees for amounts no higher than the amount set aside by way of severance indemnity in relation to the beneficiary employee;

34. within the scope of the general guidelines established by the Board of Directors and in line with the provisions of the Company's annual budget and strategic plans, managing effectively the activities pertaining to the external relations and to the communication and image activities of the Company and its subsidiaries, as well as the institutional relations with public administrations, bodies and institutions, consortia even of a temporary nature, and public and private associations, as well as their members, partners and associates, including, in particular, relations with the Ministry of Economy and Finance, with the Independent Authority for the Administration of State Monopolies, with Borsa Italiana S.p.A. and with CONSOB;
35. within the limits of the powers delegated by the Board of Directors, being replaced by attorneys for specific acts or groups of acts and for whatever else needed for the good performance of the Company, and granting and revoking powers and proxies even to employees of the Company or of its subsidiaries.

4.6 Independent Directors

On 12 March 2020, the Board of Directors verified the independence requirements of the Directors qualified as independent, with reference to the principles established by the Self-Regulatory Code of Conduct and by the Consolidated Law.

With the approval of the Board of Statutory Auditors, the Board decided to assess positively the presence of such requirements of Directors Simone Andrea Crolla, Emanuela Teresa Basso Petrino, Paola Durante and Guido Luigi Traversa. On the same date, the Board of Statutory Auditors assessed positively the correct application of the criteria and procedures used by the Board to ascertain the independence of its members.

During the Financial Period, the Independent Directors met one time without the other Directors, upon invitation by the Lead Independent Director. During the meeting, the Independent Directors checked that the Company's activity complied with the Code, confirmed that the documentation drawn up for the Board of Directors was submitted within the deadlines requested by the Code, confirmed that during the Board meetings ample information was given on the performance of the Company, took note that the information flow addressed to them in relation to the Board meetings was complete and timely, and acknowledged that the Control, Risks and Sustainability Committee and the Remuneration and Appointments Committee had been involved in matters falling within their competence during the year.

From the first financial period starting after 31 December 2020, the provisions set out in the Code of Corporate Governance will apply: in this regard, it should be noted that, during the Financial Period, the Company took steps to evaluate the initiatives to be undertaken to comply with the recommendations contained in the new version of the Code.

4.7 Lead Independent Director

On 16 April 2019, since the conditions provided by the Code were met, i.e. if the Chairman was chiefly responsible for managing the Issuer (Chief Executive Officer), the Board appointed an Independent Director as Lead Independent Director.

This task was assigned to the Director Paola Durante. The Lead Independent Director is a point of reference and coordination for the requests and suggestions of the non-executive and especially independent Directors. The Lead Independent Director also cooperates with the Chairman of the Board of Directors in order to ensure that the Directors receive complete and timely information flows. He also has the power to convene, autonomously or at the request of other Directors, special meetings involving only the independent Directors to discuss issues considered of interest with respect to the operation of the Board of Directors or to corporate management. To this end, during the Financial Period, the Lead Independent Director, in addition to carrying out ordinary information activities, decided on her own initiative to convene a meeting for independent Directors only.

5. PROCESSING CORPORATE INFORMATION

In compliance with the provisions of the Self-Regulatory Code of Conduct, in addition to the provisions set forth in Article 114, seventh paragraph, of the Consolidated Law on Finance (T.U.F.), as well as Article 152-*sexies* et seq. of the Issuers' Regulations, on 23 February 2010, the Board of Directors resolved to establish a special office for managing communications to the market on Internal Dealing and to approve its code of conduct, with effect from 1 July 2010 (the "**Internal Dealing Code**"). This Internal Dealing Code identifies the so-called "significant persons" and regulates the methods of communication to CONSOB and to the public of the transactions carried out by them and concerning shares issued by the listed company or other financial instruments related to them.

Following the entry into force of (EU) Regulation no. 596/2014 regarding market abuse ("**MAR**"), the Company's Board of Directors approved on 26 July 2016 a series of amendments to the Internal Dealing Code, in order to adjust the procedure in line with legislative and regulatory provisions in force with regard to Internal Dealing set out in Art. 19 of the MAR and the corresponding implementation regulations.

The Internal Dealing Code is available on the Company's website: www.tesmec.com.

Moreover, the Board resolved to adopt the Procedure concerning corporate reporting presented during the meeting of 23 February 2010, with effect from 1 July 2010.

Following the entry into force of the MAR, the Company's Board of Directors approved on 26 July 2016 a series of amendments to the procedure, in order to adjust it in line with legislative and regulatory provisions in force with regard to corporate reporting set out in Art. 17 of the MAR and the corresponding implementation regulations.

This procedure, called the *Corporate Reporting Policy*, considering the sensitive nature of the subject matter, was delivered to each employee and made available on the Company's Intranet.

On 5 July 2010, the procedure for keeping and updating the register of persons with access to inside information (so-called *Insider Register*) was approved.

6. INTERNAL BOARD COMMITTEES (pursuant to Article 123-bis, paragraph 2, letter d), Consolidated Law on Finance (T.U.F.))

The establishment and operation of the committees within the Board of Directors meet the following criteria, defined by the Self-Regulatory Code of Conduct of Borsa Italiana, which the Company has decided to adopt:

- a) committees consist of no less than three members. However, in the issuers whose board of directors consists of no more than eight members, the committees can consist of only two directors, as long as they are independent; committee works are coordinated by a chairman;
- b) the tasks of the individual committees are established by way of the resolution with which they have been established and can be supplemented or amended by subsequent resolution by the board of directors;
- c) the functions that the Code assigns to different committees can be distributed in a different way or entrusted to a number of committees lower than the one contemplated, provided that the composition rules indicated each time by the Code are observed and the achievement of the underlying objectives is ensured;
- d) the meetings of each committee are recorded;
- e) in the performance of their functions, the committees have the right to access the information and business functions necessary to carry out their tasks, and to make use of external consultants, within the terms established by the board of directors. The issuer places adequate financial resources for the performance of their tasks at the disposal of the committees, within the limits of the budget approved by the board;
- f) subjects who are not members can attend the meetings of each committee upon invitation by the committee, including other members of the board or of the issuer's structure, with reference to single matters on the agenda;
- g) the issuer provides adequate information, within the report on corporate governance, on the establishment and composition of the committees, on the contents of the office entrusted to them and on the activity actually carried out during the financial period, specifying the number of meetings held and the relevant attendance percentage of each member.

On 16 April 2019, the Board of Directors decided to set up a Remuneration and Appointments Committee and a Control, Risks and Sustainability Committee.

Each Committee reports periodically to the Board on the activities carried out.

The Control, Risks and Sustainability Committee consists of 3 non-executive members, including two independent members and specifically:

- Emanuela Teresa Basso Petrino (Chairperson)
- Guido Luigi Traversa (Member)
- Simone Andrea Crolla (Member)

The Remuneration and Appointments Committee consists of 3 non-executive members, including two independent members and specifically:

- Simone Andrea Crolla (Chairperson)
- Caterina Caccia Dominiononi (Member)
- Emanuela Teresa Basso Petrino (Member)

It should also be noted that according to the provisions of the resolution of 11 November 2010 regarding the Procedure for Related Party Transactions, on 30 April 2013 the Board of Directors resolved to entrust the Control, Risks and Sustainability Committee with the tasks of the Committee for Related Party Transactions indicated in the Procedure for Related Party Transactions, (see paragraphs 9 and 11 of this Report), confirming this plan in the resolution of 16 April 2019.

Lastly, on 1 March 2018, the Board of Directors attributed the Control and Risks Committee also with the responsibilities and functions regarding sustainability, establishing the Control, Risks and Sustainability Committee.

7. REMUNERATION AND APPOINTMENTS COMMITTEE

On 16 April 2019, the Board of Directors appointed the following as members of the Remuneration and Appointments Committee Simone Andrea Crolla, as Chairman of the Committee, Emanuela Teresa Basso Petrino (both independent directors) and Caterina Caccia Dominioni (application criterion 4.C.1., letter a) of the Self-Regulatory Code of Conduct). With reference to the remuneration functions, Simone Andrea Crolla and Emanuela Teresa Basso Petrino, on the basis of their *curricula vitae*, have the appropriate knowledge and experience in accounting and financial matters, as well as in remuneration policies. The Chairman coordinates the work of the Remuneration and Appointments Committee. Minutes of the meeting are regularly drawn up.

Over the course of the Financial Period, the Remuneration and Appointments Committee with functions in the area of appointments met 4 times, with all members present. The Committee meetings lasted on average 1 hour.

Two meetings are planned for the 2021 financial period, 1 of which already held at the Date of the Report.

Over the course of the Financial Period, the Remuneration and Appointments Committee with functions in the area of remuneration met three times, with all members present. The Remuneration Committee meetings lasted on average 1 hour. The Chairman of the Board of Statutory Auditors, Simone Cavalli, and the Statutory Auditor Alessandra De Beni also took part in the meetings held during the Financial Period.

Two meetings are planned for the 2021 financial period, one of which has already been held. With reference to its functions in the area of appointments, in addition to the duties prescribed by the Self-Regulatory Code of Conduct, the Remuneration and Appointments Committee provides proposals and consultancy to the Board in relation to:

- a) appointment, falling within the competence of the Board, of Company executives and of the members of subsidiary bodies;
- b) succession plans for Company executives with strategic responsibilities; annual self-assessment of the Board and its committees;
- c) guidance on the number of offices of Directors; evaluation of their requirements and of any activities carried out in competition.

With reference to its functions in the area of appointments, the Remuneration and Appointments Committee is an advisory and proactive body with the main task of formulating to the Board of Directors proposals for the remuneration of Chief Executive Officers and of those holding special offices, as well as, on the advice of the Chief Executive Officers, to determine the remuneration criteria for remuneration of the Company's executives with strategic responsibilities. The Remuneration and Appointments Committee is entrusted with the task of evaluating periodically the adequacy, overall compliance and concrete application of the remuneration policy, availing itself – with regard to executives with strategic responsibilities – of the information provided by the Chief Executive Officer.

The establishment of the Remuneration and Appointments Committee ensures the broadest information and transparency on the remuneration of Chief Executive Officers and its calculation methods. However, it is understood that, in compliance with Article 2389, paragraph 3, of the Italian Civil Code, the Remuneration and Appointments Committee has only proposing functions whereas the power to determine the remuneration of the Directors vested with special tasks pertains in any case to the Board of Directors, after hearing the opinion of the Board of Statutory Auditors.

Always with regard to remuneration, the Remuneration and Appointments Committee is in charge of the tasks set forth in Article 6.C.5 of the Self-Regulatory Code of Conduct and, in particular:

- (a) it submits proposals or expresses opinions to the Board of Directors on the remuneration of Chief Executive Officers and other Directors holding special offices, as well as on the setting of performance objectives related to the variable component of said remuneration, monitoring the implementation of the decisions adopted by the Board itself, by verifying, in particular, the actual achievement of the performance objectives;
- (b) it periodically evaluates the criteria adopted for the remuneration of executives with strategic responsibilities, ensures that these criteria are applied based on the information supplied by the Chief Executive Officers and makes general recommendations to the Board of Directors in this regard.

With reference mainly to the stock options and to the other share-based incentive plans, the Remuneration and Appointments Committee submits to the Board of Directors its recommendations with reference to their use and to all the important technical aspects related to their formulation and application. In particular, the Remuneration and

Appointments Committee formulates proposals to the Board of Directors on the incentive plan considered advisable and monitors the trend and implementation of the plans over time.

No Director attends the meetings of the Remuneration and Appointments Committee where proposals are submitted to the Board of Directors regarding his/her remuneration.

At the meetings held during the Financial Period, the Remuneration Committee assessed and provided its opinion on the approval of the remuneration policy.

In the performance of their functions, the members of the Remuneration and Appointments Committee will have the right to access the information and business functions necessary to carry out their tasks, and to make use of external consultants.

During the Financial Period, the Remuneration and Appointments Committee had access to the all company information and functions necessary for performing its duties and made use of external consultants.

Financial resources were not allocated to the Remuneration and Appointments Committee since it uses the Company's means and structures to perform its duties.

8. REMUNERATION OF DIRECTORS

Information relating to the remuneration of Directors and Executives with Strategic Responsibilities is contained in the Report on the policy of remuneration and compensation paid, to which reference is made, drawn up pursuant to Articles 123-*ter* of the Consolidated Law on Finance (T.U.F.) and 84-*quater* of the Issuers' Regulations as well as in compliance with the recommendations of Article 6 of the Code, available to the public on the Company's website (www.tesmec.com) and with the other methods provided for by the regulations in force.

9. CONTROL, RISK AND SUSTAINABILITY COMMITTEE

In order to adapt its corporate governance model to the recommendations contained in Article 7.P.3., letter a), no. (ii) and 7.P.4 of the Self-Regulatory Code of Conduct, the Board of Directors of the Issuer, during the meeting of 16 April 2019, resolved to set up a Control, Risks and Sustainability Committee (the “**Control, Risks and Sustainability Committee**”), composed of Directors Emanuela Basso Petrino, as Chairperson of the Committee, Guido Luigi Traversa and Simone Andrea Crolla (all independent directors).

The Chairman coordinates the work of the Control, Risks and Sustainability Committee. Minutes of the meeting are regularly drawn up. During the Financial Period, Control, Risks and Sustainability Committee met 11 times. The percentage attendance of said meetings by members of the Control, Risks and Sustainability Committee was as follows: Emanuela Basso Petrino - 100%; Guido Luigi Traversa - 100%; Simone Andrea Crolla - 91%. The Control, Risks and Sustainability Committee meetings lasted on average 1 hour. A total of 6 meetings are planned for the 2021 financial period, two of which have already been held.

The Chairman of the Board of Statutory Auditors (or another Auditor delegated by the latter) and the Director responsible for the internal control and risk management system also participate in the meetings, along with other persons if applicable (e.g. the Head of Internal Audit, the Executive responsible for preparing the Company's accounting documents, the Chairman of the Supervisory Body), in this case at the invitation of Control, Risks and Sustainability Committee and on individual items on the agenda.

In assisting the Board of Directors, the Control, Risks and Sustainability Committee is in charge of the tasks and functions set forth in Article 7.C.2 of the Self-Regulatory Code of Conduct and, in particular:

- a) it evaluates, together with the Executive responsible for preparing the Company's accounting documents, and after hearing the External Auditor and the Board of Statutory Auditors, the proper use of the accounting standards adopted and their homogeneity for the purposes of preparing the consolidated financial statements;
- b) it expresses opinions on specific aspects concerning the identification of the main business risks;
- c) it examines the periodical reports regarding the assessment of the internal control and risk management system and the reports of particular relevance prepared by Internal Audit function;
- d) it monitors the independence, adequacy, effectiveness and efficiency of the Internal Audit function;
- e) it may request the Internal Audit function to carry out audits on specific operational areas, while informing the Chairman of the Board of Statutory Auditors;
- f) it reports to the Board of Directors, at least every six months, when the financial statements and half-year reports are approved, on the activities carried out and on the adequacy of the internal control and risk management system;
- g) it supports, with adequate preliminary activities, the assessments and decisions of the Board of Directors relating to the management of risks deriving from adverse events which the Board of Directors has learned of.

The Committee receives information from the Board regarding the execution of the internal control and risk management tasks entrusted to it by the Code.

When it carries out its function as Committee for Related Party Transactions, whenever requested, the Control, Risks and Sustainability Committee provides a prior opinion to the Board of Directors upon approval of the Related Party Transactions as defined in the Procedure for Related Party Transactions implemented by the Company.

On 1 March 2018, the Board of Directors also assigned sustainability functions to the Control, Risks and Sustainability Committee to assess the sustainability report containing non-financial information pursuant to European Directive 2014/95/EU. As the competent body for sustainability, the Committee holds the following responsibilities: (i) carrying out support and advisory functions vis-à-vis the Board of Directors on sustainability matters, this taken to mean the processes, initiatives and activities aimed at monitoring the Company's commitment to sustainable development along the chain of value; (ii) also examining the contents of the sustainability report relevant for the purposes of the internal control and risk management system and (iii) examining and evaluating (x) the sustainability policies aimed at ensuring the creation of value over time for all shareholders and for all other stakeholders over the medium/long-term in respect of the principles of sustainable development as well as (y) the

guidelines, objectives and the subsequent processes of sustainability and the sustainability reporting submitted to the Board of Directors annually, including therein, the sustainability report.

The Control, Risks and Sustainability Committee carries out its task in a completely autonomous and independent way both with regard to Chief Executive Officers - as to the issues of safeguarding company integrity - and with regard to the independent auditors - as to assessment of the results set out by them in the report and in the letter of suggestions.

The professional experience of the current members of the Control, Risks and Sustainability Committee ensures adequate knowledge in accounting, financial and risk management matters within the Committee itself.

The meetings of the Control, Risks and Sustainability Committee were recorded on a regular basis and special reports produced by Internal Audit were brought to the attention of the Control, Risks and Sustainability Committee and of the Board of Directors.

In performing their functions, the members of the Control, Risks and Sustainability Committee have the right to access the information and business functions necessary to carry out their tasks, and to make use of external consultants, under the terms established by the Board.

The main activities carried out by the Control, Risks and Sustainability Committee during the Financial Period are reported below:

- periodic meetings with the Executive responsible for preparing the Company's accounting documents and the Independent Auditors for sharing the accounting standards used and for monitoring the progress of the auditing activities;
- periodic meetings with the Board of Statutory Auditors;
- review of the Procedure for Related Party Transactions and related transactions;
- review of the Annual Corporate Governance Report for the 2020 Financial Period;
- review of subsidiaries having strategic relevance;
- review of the Safety and Environmental Report and of the activities carried out by the Safety and Environment Manager;
- monitoring of the Organisation, Management and Control Model adopted by the Company and periodic meetings with the Supervisory Body;
- periodic meetings with the Head of the Internal Audit function and approval of the Activity Plan;
- periodic monitoring of backlog and turnover, with reference to the single functions attributed to it;
- performance of support and advisory functions vis-à-vis the Board of Directors regarding sustainability.

Financial resources were not allocated to the Control, Risks and Sustainability Committee since it uses the Company's resources and facilities to perform its duties.

Pursuant to Article 7.P.3 of the Self-Regulatory Code of Conduct, on 16 April 2019, the Board of Directors appointed Caterina Caccia Dominioni as the Director in charge of the internal control and risk management system.

10. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

The internal control and risk management system is defined as a set of rules, procedures and organisational structures aimed at allowing, through an appropriate process for the identification, measurement, management and monitoring of the main risks, sound and correct management of the company consistent with the objectives.

The Board of Directors is responsible for the internal control and risk management system. It defines the guidelines for internal control and business risk management and verifies its operation on a regular basis with the help of the Control, Risks and Sustainability Committee and the Head of the Internal Audit function.

An efficient internal control and risk management system ensures the protection of company assets, the efficiency and effectiveness of company operations, the reliability, soundness, accuracy and timeliness of financial information, and the observance of laws and regulations.

Considering the characteristics of the company and in relation to the risk profile assumed, during the Financial Period, the Board of Directors of the Company considered the current internal control and risk management system to be appropriate and effective.

The Board of Directors defines the guidelines for the internal control and risk management system and ensures that its own evaluations and decisions relating to the internal control system, the approval of financial statements and half-year reports and the relations between the issuer and the external auditor are supported by an adequate preliminary investigation.

The Company's Board of Directors defined the nature and level of risk compatible with the strategic objectives, including in its assessments all risk that could be relevant with a view to the medium-to-long-term sustainability of the Company's activities.

On 5 February 2021, the Head of the Internal Audit function, Simone Bianchi, presented the activities planned for 2021 and the audit plan for 2021 to the Control, Risks and Sustainability Committee. On 12 March 2021, at the presentation of its annual report, the Control, Risks and Sustainability Committee informed the Board of the work plan prepared by the Head of the Internal Audit function, at the presence of the members of the Board of Statutory Auditors.

On 12 March 2020, in accordance with the recommendations of the Code, the Board of Directors approved the work plan prepared by the Head of the Internal Audit function, having heard the views of the Board of Statutory Auditors and the Director responsible for the internal control and risk management system, assessing the suitability of the internal control and risk management system in relation to the characteristics of the Company and the risk profile assumed, as well as its effectiveness.

Key characteristics of existing internal control and risk management systems in relation to the process of financial reporting pursuant to Article 123-bis, paragraph 2, letter b), Consolidated Law on Finance (T.U.F.)

The need for continuous monitoring in compliance with the requirements of Italian Law 262/2005 focused on:

- ensuring that the Internal Control System currently in place is appropriate to provide reasonable certainty on the fair and correct representation of the economic and financial information produced;
- drawing up adequate administrative and accounting procedures for preparing the financial statements and the consolidated financial statements and every other financial communication.

In defining the size and variables to be considered for the analysis and evaluation requirements of the project, in the absence of explicit methodological instructions contained in Italian Law 262/2005, guidelines accepted at international level and used for compliance activities required by the Sarbanes Oxley Act of 2002 (Section 404) were used.

This approach, defined by the Public Company Accounting Oversight Board (PCAOB) in the “Auditing Standard no. 2” document, provides directions to analyse as completely as possible the internal control system in order to obtain comprehensive evidence of its operation.

These directions concern:

- the extent of the area on which to analyse and evaluate the controls, defined on the basis of the relevant weight that the variables to be considered must have on the main items of the financial statements;
- the quantitative dimension that the financial statement items must have in order to be considered relevant;
- the determination of the processes for which it is considered appropriate to assess the controls.

After defining the relevant business processes, they were analysed in detail to define the mapping of activities and associated risks.

On the basis of the identified (related) risks, the existing controls were reported whereas any control still missing or to be optimised was defined.

This project led to implementing an adequate control structure aimed at mitigating the risks that arose during mapping, thus bringing the company's exposure within limits in line with the "Risk Tolerance" considered acceptable by the Company Board.

10.1 Director in charge of internal control and risk management system

On 16 April 2019, the Company's Board of Directors, pursuant to 7.P.3. of the Self-Regulatory Code of Conduct, decided to appoint Caterina Caccia Dominioni as Director responsible for the internal control and risk management system, conferring to her, in accordance with Article 7.C.4 of the Self-Regulatory Code of Conduct, responsibility for:

- identifying the main business risks, by taking into account the characteristics of the activities carried out by the Company and its subsidiaries, and submitting them on a regular basis to the Board of Directors;
- implementing the guidelines defined by the Board of Directors, by designing, implementing and managing the internal control system and constantly verifying its overall adequacy, effectiveness and efficiency; seeing also to the adaptation of this system to the trend of operating conditions and of the legislative and regulatory framework;
- requesting the Internal Audit function to conduct audits on specific operational areas and on the compliance with internal rules and procedures in executing business operations, while simultaneously informing the Chairman of the Board of Directors, the Chairman of the Control, Risks and Sustainability Committee and the Chairman of the Board of Statutory Auditors;
- reporting promptly to the Control, Risks and Sustainability Committee (or the Board of Directors) with regard to problems and critical issues arising from performance of its activity or which it has become aware of, in order for the Committee (or Board) to take the necessary actions.

During the course of the Financial Period, the Director in charge of the internal control and risk management system, alongside carrying out the ordinary tasks listed above, also implemented and transmitted to Internal Audit the guidelines defined by the Board on the management of the internal control system, verifying its actual implementation and consideration.

10.2 Head of the Internal Audit Function

The Board of Directors meeting on 27 June 2019, in the presence of the Board of Statutory Auditors, appointed Simone Bianchi as Head of the Internal Audit function, after having assessed his *curriculum vitae* and terms of recruitment, according to corporate policies, with the Control, Risks and Sustainability Committee. On 2 August 2019, the Board of Directors also approved the Mandate of the Internal Audit function in compliance with the provisions of the Self-Regulatory Code of Conduct and the industry best practices.

In compliance with Article 7.C.5 of the Self-Regulatory Code of Conduct, the Head of the Internal Audit Function has the task, *inter alia*, of:

- verifying - on an ongoing basis and also in relation to specific needs - the operations and the adequacy of the internal control and risk management system, by way of an audit plan, approved by the Board of Directors and based on a structured process of analysis and prioritisation of the main company risks;

- carrying out his tasks independently, by acting in accordance with the criteria of timeliness, reliability and efficiency and by reporting the results with objectivity and impartiality;
- submitting periodic reports containing adequate information on his activities to the Chairmen of the Board of Statutory Auditors, the Control, Risks and Sustainability Committee and the Board of Directors, as well as to the Director in charge of the internal control and risk management system.

The Head of the Internal Audit function of the Company is not in charge of any operational area and reports directly to the Board of Directors.

During the Financial Period, the Internal Audit function:

- verified – on an ongoing basis and also in relation to specific needs – the operations and the adequacy of the internal control and risk management system, by way of an audit plan, approved by the Board of Directors and based on a structured process of analysis and prioritisation of the main risks;
- had direct access to all the information useful for carrying out his task;
- prepared and submitted periodical reports to the Chairmen of the Board of Statutory Auditors, of the Control, Risks and Sustainability Committee and of the Board of Directors, as well as to the Director in charge of the internal control and risk management system, containing adequate information on his activities, on how risk management was conducted and on compliance with the established plans for risk containment. The periodic reports contain an evaluation of the suitability of the internal control system for achieving an acceptable overall risk profile and of the risk management system;
- prepared timely reports on events of major importance and submitted them to the Chairmen of the Board of Statutory Auditors, of the Control, Risks and Sustainability Committee and of the Board of Directors, as well as to the Director in charge of the internal control and risk management system;
- verified as part of the audit plan, the reliability of the information systems.

On 5 February 2021, the Head of the Internal Audit function of the Company presented the activity plan for the current year.

10.3 Organisational Model pursuant to Legislative Decree 231

By way of resolution of the Board of Directors of 23 February 2010, the Company adopted the Organisational, Management and Control Model (the “**Model**”) aimed at ensuring fair and transparent conditions in running the company business, in order to protect its own position and image and those of the companies of the Group (here included the subsidiaries having strategic relevance), the expectations of its own shareholders and the work of its own employees. The Model was tailored to the specific needs determined by the coming into force of Legislative Decree no. 231.

The adoption of the Model is a fundamental requirement for listing on the STAR segment of Borsa Italiana.

On 16 April 2019, the Board of Directors decided to appoint Lorenzo G. Pascali (Chairman), Stefano Chirico and Giampaolo Grasso, as members of the Supervisory Body for the three-year period 2019-2021, until the approval of the financial statements as at 31 December 2021.

The Supervisory Body met 6 times during the Financial Period in order to verify the adequacy of the Model in relation to the development of the regulations, judicial interpretations and any different configuration of business risks.

The specific Risk Assessment task carried out during the update of the Model led to considering the following offences as sensitive for the Company and are thus included in the Organisational, Management and Control Model:

- offences committed in relationships with the public administration;
- corporate crimes, including “bribery among private individuals”;
- offences of market abuse;
- transnational offences, organised crime offences and induction to make statements or to make false statements to the judicial authorities;
- offences relating to health and safety at work;

- offences of receiving, laundering and using money, goods or benefits of unlawful origin, as well as self-laundering;
- crimes with the purpose of terrorism;
- crimes against individuals and illegal hiring crimes;
- computer crimes;
- counterfeiting and crimes against industry and trade;
- offences relating to violation of copyright;
- environmental crimes;
- use of illegally staying third-country citizens.

The Organisational, Management and Control Model is available on paper at the Human Resources Department for consultation, as well as available on the Company's Intranet.

10.4 Independent Auditors

The Company appointed Deloitte S.p.A. to carry out the audit, which refers both to the auditing of the financial statements and to the interim auditing concerning the regular keeping of the accounts.

The office also includes the powers provided by the Italian Civil Code, as amended by Italian Legislative Decree no. 6 of 17 January 2003 and by Italian Legislative Decree no. 39 of 27 January 2010 on auditing and was entrusted until the approval of the financial statements as at 31 December 2027, by resolution of the Shareholders' Meeting on 16 April 2019, on the justified proposal of the Board of Statutory Auditors as the internal control and audit committee, and taking account of its recommendation and relative preference expressed, in compliance with the provisions of Italian Legislative Decree no. 39 of 27 January 2010 - as recently amended by Italian Legislative Decree no. 135 of 17 July 2016, in implementation of Directive 2014/56/EU which amended Directive 2006/43/EC relating to the auditing of the annual accounts and the consolidated accounts - and by European Regulation 537/2014 relating to the auditing of public interest entities.

10.5 Executive responsible for preparing the Company's accounting documents

Pursuant to Article 19 of the Articles of Association, the Board of Directors, subject to obtaining the mandatory opinion of the Board of Statutory Auditors, appoints the Executive responsible for preparing the Company's accounting documents pursuant to Article 154-*bis* of the Consolidated Law on Finance (T.U.F.), granting him adequate powers and means to perform the duties assigned to him.

The Executive responsible for preparing the Company's accounting documents must meet the requirements of professional standing characterised by qualified experience in administrative and auditing tasks or in managerial or advisory functions, also in relation to the function of drafting and control of company and accounting documents.

Upon appointment, the Board ascertains whether the Executive responsible for preparing the Company's accounting documents meets the requirements demanded by law and by the Articles of Association.

Moreover, the Board of Directors ensures that the Executive responsible for preparing the Company's accounting documents has adequate powers and means to perform the duties assigned to him pursuant to the law, as well as compliance with administrative and accounting procedures.

On 10 January 2020, the Company's Board of Directors, with the prior approval of the Board of Statutory Auditors and in compliance with the requirements of integrity and professionalism envisaged by the regulations in force and by the Articles of Association, appointed Marco Paredi, formerly Investor Relations Manager, as the new Executive responsible for preparing the Company's accounting documents.

The Executive is assisted by competent company administrative functions (especially the Administration and Financial Statements functions) and constantly coordinated with the appointed Independent Auditors.

10.6 Coordination among subjects involved in the internal control and risk management system

The Company has identified practical methods of coordination and efficiency for the subjects involved in the internal control and risk management system, providing for jointly held meetings. More specifically, the members of the Board of Statutory Auditors, the Director in charge of the internal control and risk management system, the Head of the Internal Audit function and the Executive responsible for preparing the Company's accounting documents usually take part in the Control, Risks and Sustainability Committee's meetings.

11. DIRECTORS' INTERESTS AND RELATED PARTY TRANSACTIONS

On 11 November 2010, the Board of Directors approved a Procedure for Related Party Transactions governing the rules, procedures and principles to ensure transparency and the substantial and procedural correctness of Related Party Transactions carried out by the Company, directly or through companies controlled by it, in accordance with the provisions of the Related Party Regulations. By way of resolutions of 14 March 2014 and 1 March 2018, the Board of Directors reviewed and updated the Company's Procedure for Related Party Transactions. It should also be noted that the above Procedure was applied to the transactions approved as from 1 January 2011 and that, as from that date, the Code on Related Party Transactions previously adopted was cancelled.

It should be noted that, by means of resolution no. 21624 of 10 December 2020, CONSOB approved the amendments to the Related Party Regulations aimed at acknowledging, in the secondary regulations, the so-called Shareholder Rights Directive 2 (EU Directive 2017/828, "SHRD 2"), which amends Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement. For the regulation of related parties, provision was made for a transitional period until 30 June 2021 by which companies must adjust their procedures into line with the new provisions and the entry into force of the regulatory amendments (as well as the application of the modified procedures) was established as per 1 July 2021.

The aim of the Procedure for Related Party Transactions, available on the Company website, is to define the rules, procedures and principles to ensure transparency and the substantial and procedural correctness of transactions with related parties carried out by the Company, directly or through subsidiaries.

11.1 Related Party Transactions – investigation and approval

Since the Company is a "small-sized company" pursuant to Article 3, paragraph 1, letter f), Related Party Regulations, it makes use of the right to apply, in compliance with Article 10 of the Related Party Regulations, to the Related Party Transactions of major importance, the procedure established for the Related Party Transactions of Minor Importance illustrated below and contained in Article 5 of the Procedure. The Board of Directors of the Company or the competent delegated body approves the Related Party Transactions, subject to the reasoned and non-binding opinion of the Committee for Related Party Transactions, on the interest of the Company to carry out the Transaction as well as on the convenience and substantial correctness of the relevant conditions.

In order to allow the Committee for Related Party Transactions to issue a reasoned opinion on this matter:

(i) the competent Function must provide in reasonable advance to the Company Secretary's Office complete and adequate information concerning the Related Party Transaction. In particular, such information must concern the nature of the relation, the main terms and conditions of the Transaction, the timing, the reasons underlying the Transaction as well as any risk for the Company and its subsidiaries. The Company Secretary's Office sends this information to the Committee; and

(ii) if the Committee for Related Party Transactions deems it necessary or appropriate, it may avail itself of the advice of one or more independent experts of its own choice. Experts are selected among professionally recognised persons competent on these subjects of interest, whose independence and absence of conflict of interest is assessed.

The Committee for Related Party Transactions must issue its opinion in time for the approval of the Related Party Transaction and must promptly provide the body competent to decide upon the approval of the Related Party Transaction with adequate information concerning the investigation carried out on the Transaction to be approved. Such information must concern at least the nature of the relation, the terms and conditions of the Transaction, the timing, the valuation procedure used and the reasons underlying the Transaction as well as any risk for the Company and its subsidiaries. The Committee must also send to the body competent to decide the approval of the Transaction also the other opinions issued in connection with the Transaction.

11.2 Related Party Transactions carried out by means of subsidiaries

Transactions carried out by means of subsidiaries must be subject to the non-binding opinion of the Committee for Related Party Transactions, which issues its opinion in time in order to allow the competent body to authorise, examine or evaluate the Transaction.

11.3 Application of the Procedure for Related Party Transactions

The Board of Directors has referred internally the functions of the Committee for Related Party Transactions to the Control, Risks and Sustainability Committee, consisting of three non-executive board directors and predominantly independent, appointed by the Board of Directors in the persons of Emanuela Teresa Basso Petrino – Chairperson – Simone Andrea Crolla and Guido Luigi Traversa (see paragraph 9 of this Report).

During the Financial Period, the Company completed 2 Transactions of Major Importance with related parties and, more specifically:

- on 13 March 2020, it stipulated a shareholder loan agreement with the related parties TTC S.r.l. and MTS – Officine Meccaniche di Precisione S.p.A., a company indirectly controlled by TTC and Tesmec shareholder (“MTS”) for a maximum amount of Euro 7 million, in accordance with the resolutions approved by the Board of Directors on March 13, 2020.
- on 23 April 2020, it acquired 100% of the share capital of 4 Service S.r.l., a wholly-owned subsidiary of MTS in accordance with the resolutions approved by the Board of Directors on April 14, 2020.
- on 7 July 2020, the purchase of the plant located in Patrica (FR) was finalized for Euro 1 million, an operation concluded with the related party Dream Immobiliare S.r.l., which was previously leased.

For more information on the aforementioned transactions, as well as additional Transactions of Major Importance with Related Parties concluded by the Company in the financial periods, please refer to the relevant information documents available on the website www.tesmec.com in the “Governance/Related Party Transactions” section.

12. APPOINTMENT OF STATUTORY AUDITORS

The Shareholders' Meeting is vested with the appointment of the Statutory Auditors and the Chairman of the Board of Statutory Auditors. The procedures for presenting the lists with the proposals for appointment and voting are governed by the Articles of Association.

Pursuant to Article 22 of the current Articles of Association, the Board of Statutory Auditors consists of three Statutory Auditors and two Alternate Auditors who remain in office for three financial periods; their office terminates on the date the ordinary Shareholders' Meeting is convened to approve the financial statements relating to the third financial period of their office; they can be re-elected.

The Board of Statutory Auditors in office was appointed by the ordinary Shareholders' Meeting of 16 April 2019 and will remain in office until approval of the financial statements ended 31 December 2021.

The members of the Board of Statutory Auditors are resident for the purposes of office at the premises of the Company.

All the members of the Board of Statutory Auditors meet the requirements of integrity and professionalism required by Article 148 of the Consolidated Law on Finance (T.U.F.) and by the Implementation Regulation adopted by Decree of the Ministry of Justice no. 162/2000.

The members of the Board of Statutory Auditors are subject to the limits on the number of administration and control offices held established by CONSOB regulations.

Pursuant to Article 22 of the Articles of Association, the Board of Statutory Auditors is appointed by the Shareholders' Meeting based on the lists presented by the Shareholders, in accordance with the procedures set forth in the following paragraph, except for different and further provisions provided by mandatory rules of law or regulations.

The minority shareholders - which are not an associate or a subsidiary, direct or indirect, pursuant to Article 148, paragraph 2, of the Consolidated Law on Finance (T.U.F.) and relevant regulations – are entitled to elect a Statutory Auditor as Chairman of the Board, and an Alternate Auditor. The minority Statutory Auditors are elected at the same time of the other members of the supervisory body (except for cases of replacement), regulated later.

The Shareholders who, when the list is presented, own a stake - on their own or together with other presenting Shareholders - at least equal to the one determined by CONSOB pursuant to Article 147-ter, paragraph 1, of the Consolidated Law on Finance (T.U.F.) and in compliance with the provisions of the Issuers' Regulations, can present a list for the appointment of the members of the Board of Statutory Auditors.

Lists are filed at the registered office at least 25 (twenty-five) days before the date set for the Shareholders' Meeting convened to deliberate on the appointment of the Statutory Auditors. Moreover, lists must be made available to the public by the Company without delay and in any case at least 21 (twenty-one) days before the date set for the Shareholders' Meeting, under the terms prescribed by the laws in force.

The lists must contain the names of one or more candidates for the position of Statutory Auditor and of one or more candidates for the position of Alternate Auditor. The name of the candidates are marked in each section (Statutory Auditor section, Alternate Auditor section) by a progressive number and in numbers not exceeding the members to be elected.

The lists also contain, as an attachment:

- a) indication of the identities of the shareholders who presented the lists and the percentage of the overall shareholding, proved by an appropriate certification, without prejudice to what is indicated by Article 147-ter, paragraph 1-bis, of the Consolidated Law on Finance (T.U.F.);
- b) a declaration of the shareholders other than those holding, jointly or otherwise, a controlling interest or a relative majority interest, certifying the absence of any associate or subsidiary relation contemplated by Article 144-quinquies of the Issuers' Regulations with the latter;
- c) an exhaustive document regarding the personal and professional characteristics of the candidates as well as their declaration certifying the possession of the requirements provided by law, and acceptance of candidature, accompanied by the list of management and control positions held by them in other companies;

- d) any additional or different privacy declaration, disclosure and/or document provided for by law and by applicable regulations.

The lists presenting a total number of candidates equal to or greater than three must include candidates belonging to both genders, in such a way that at least one third (rounding up, if necessary, to the higher integer) of the candidates for the position of Statutory Auditor and at least one third (rounding up, if necessary, to the higher integer) of the candidates for the position of Alternate Auditor belongs to the less represented gender.

The lists presented without observing the provisions above will be considered as having not been presented.

In the event in which, on the deadline for the presentation of the lists, only one list has been presented or only lists presented by shareholders related to one another on the basis of the applicable regulations, lists may be presented up until the fifth day following said date. In this case, the thresholds provided above for presenting the lists are reduced by half.

A shareholder cannot present or vote more than one list, albeit by proxy or through a trust. The shareholders belonging to the same group and the shareholders that join a shareholders' agreement concerning shares of the Issuer, cannot present or vote more than one list, albeit by proxy or through a trust. Memberships and votes in violation of this prohibition will not be attributable to any list. Each candidate can come up in one list only under penalty of ineligibility.

The Statutory Auditors are elected as follows:

- (i) two Statutory Auditors and an Alternate Auditor are drawn from the list that obtained the highest number of votes ("**Majority List for the Appointment of Statutory Auditors**"), in the sequential order in which they appear on the list;
- (ii) a Statutory Auditor, who must act as Chairman of the Board of Statutory Auditors ("**Minority Auditor**") and an Alternate Auditor ("**Minority Alternate Auditor**") are drawn from the second list that obtained the highest number of votes and that is not connected directly or indirectly with the Shareholders who presented or voted the Majority List pursuant to the applicable provisions, in the sequential order in which they appear on the list.

In the event that the lists obtain the same number of votes, the list presented by shareholders owning the largest stake when the list is presented, or, subordinately, the one presented by the greatest number of shareholders, prevails.

If, with the procedures described above, the compliance of the composition of the Board of Statutory Auditors with the pro tempore regulations on gender balance in force is not ensured, the necessary replacements will be made, within the candidates for the position of Statutory Auditor of the Majority List, in the sequential order in which they appear on the list.

If only one list is presented, the Shareholders' Meeting will vote on it and if it obtains the relative majority of voters, without taking account of abstentions, all the candidates listed for these positions will be elected Statutory and Alternate Auditors. In this case, the Chairman of Board of Statutory Auditors is the first candidate as Statutory Auditor.

In the absence of lists, the Board of Statutory Auditors and its Chairman are appointed by the Shareholders' Meeting with the quorum required by law, in compliance with the pro tempore regulations on gender balance in force.

If, for any reason, the Majority Auditor is no longer available, he/she is replaced by the Alternate Auditor drawn from the Majority List for the Appointment of Statutory Auditors.

If, for any reason, the Minority Auditor is no longer available, he/she is replaced by the Minority Alternate Auditor.

The Shareholders' Meeting, as provided by Article 2401, paragraph 1 of the Italian Civil Code, appoints or replaces in compliance with the principle of necessary representation of minorities and in compliance with the pro tempore regulations on gender balance in force.

In this regard, it should be noted that, on 1 January 2020, the provisions of Law no. 160 of 27 December 2019 came into force ("2020 Budget Law"), which amend Articles 147-ter, paragraph 1-ter, and 148, paragraph 1-bis, of the Consolidated Law on Finance (T.U.F.), introduced by Law no. 120 of 12 July 2011 (so-called "Golfo-Mosca Law"), regarding gender balance in corporate bodies of companies with listed shares. The 2020 Budget Law requires the management and control bodies of listed companies to ensure at "least two fifths" of members come from the less represented gender (in place of one third) and establishes that this distribution criterion is to apply for "six consecutive mandates" (in place of three). Therefore, in relation to the next renewal of the corporate bodies, the lists must be

drawn up and members elected in compliance with the provisions of the 2020 Budget Law and the regulatory provisions of CONSOB.

13. COMPOSITION AND OPERATION OF THE BOARD OF STATUTORY AUDITORS (pursuant to Article 123-bis, paragraph 2, letters d and d)-bis), Consolidated Law on Finance (T.U.F.)

The Board of Statutory Auditors in office was appointed by the Shareholders' Meeting of 16 April 2019 for three financial periods, i.e. until the date of the Shareholders' Meeting convened to approve the financial statements ended 31 December 2021.

During this Meeting and for the purposes of the renewal of the Board of Statutory Auditors, only one list was presented by the Company shareholders. The list presented by shareholder TTC S.r.l. indicated as candidates the individuals subsequently appointed to the Board of Statutory Auditors. After the voting, the list presented by the shareholder TTC S.r.l. was approved unanimously by those present.

The Board of Statutory Auditors currently comprises:

Simone Cavalli (Chairman)

Stefano Chirico (Statutory Auditor)

Alessandra De Beni (Statutory Auditor)

Attilio Marcozzi (Alternate Auditor)

Stefania Rusconi (Alternate Auditor)

During the Financial Period, the Board of Statutory Auditors met 18 times, 11 of which jointly with the Control, Risks and Sustainability Committee. The average duration of the meetings of the Board of Statutory Auditors was 2 hours and the percentage attendance by members of the Board of Statutory Auditors was as follows: Simone Cavalli - 100%, Stefano Chirico - 100% and Alessandra De Beni - 100%.

In the current year, 12 meetings are planned, 3 of which have already been held.

Information concerning the personal and professional characteristics of each Statutory Auditor currently in office is provided below:

Simone Cavalli, born in 1965 in Verona, graduated in Business and Economics from the University of Bergamo in 1992. He has been enrolled with the Register of Auditors since 2003. He began his professional career in 1992 at the auditing firm Arthur Andersen S.p.A., and was appointed executive officer and member of the Transaction Advisory Services in 1999. Since 2004, he has been a partner of the firm Studio per il Controllo Contabile - analisi e valutazioni d'azienda, where he deals with the auditing of separate and consolidated financial statements, accounting and financial due diligence, company valuations and consultancy services in the administration, finance and control area. He holds the position of member of the Board of Statutory Auditors, member of the Supervisory Body and statutory auditor in various companies, including companies whose securities are listed on the Milan Stock Exchange.

Stefano Chirico, born in 1967 in Milan, obtained a degree in Economic and Banking Sciences from Sacred Heart Catholic University, Milan, in 1995. Enrolled since 1996 with the Register of Chartered Accountants and with the Register of Auditors since 1999, he is a partner in the eponymous Studio Chirico Commercialisti Associati. He was also a member of the board of directors of Milan Polytechnic University (2008-2010). He has also held various positions as director and statutory auditor in large companies. He has also been a member (former Chairman) of the committee for business consultancy of the Register of Chartered Accountants of Lecco. He was a member (former Chairman) of the board of auditors of the Chamber of Commerce, Industry, Trade and Agriculture of Lecco from 2001 to 2016 and held the position of auditor for Unioncamere Lombardia from 2005 to 2008. He is a consultant for the Court of Lecco and expert witness for bankruptcy proceedings and is registered with the Arbitrators / Mediators of CONSOB. He is currently a member of 6 boards of directors and statutory auditor and / or auditor in 13 companies, including multinational groups and large-sized corporate groups.

Alessandra De Beni, born in Bergamo in 1958, graduated in 1982 in Economics and Commerce from the University of Bergamo. She has been enrolled with the Register of Chartered Accountants since 1986, and with the Register of Auditors since 1995. She has been a practising freelance professional and Chartered Accountant since 1987 and has fulfilled judicial engagements assigned by the Courts of Bergamo and Treviso (Administrator and Judicial Liquidator). She has held, and still holds board engagements of responsibility such as: member of the Board of Directors, Chief Executive Officer and Sole Director of Fervet spa of Castelfranco Veneto (1996/2010), member of the Governing Council of the Consorzio Stabile Corifer of Verona (2008/2010), member of the Board of Directors

of Locomozione Italia spa of Verona (2007/2010) and other offices. She is currently a standing member of the Board of Statutory Auditors or Auditor at various companies.

Pursuant to Article 8 of the Self-Regulatory Code of Conduct, the Auditors operate autonomously and independently and, therefore, they do not “represent” the majority or minority of those who indicated or elected them.

The Auditors must maintain the documents and information acquired when carrying out their tasks strictly confidential and must observe the procedure adopted for the external communication of documents and information concerning the Company.

The Board of Statutory Auditors carries out the tasks and activities required by law. The Board of Statutory Auditors must meet at least every ninety days. The resolutions of the Board of Statutory Auditors are passed with the presence of the majority of the Statutory Auditors holding office and with the favourable vote of the majority of those present.

Moreover, the Auditors can collectively and individually ask the Directors for news and clarifications on the information received and more in general on the performance of company operations or certain business, as well as carry out at any moment inspections and controls and request information, as provided by the law. Two members of the Board of Auditors are also entitled, jointly, to convene the Shareholders' Meeting.

The Board of Statutory Auditors supervised the independence of the Independent Auditors, ensuring compliance with prevailing laws and the nature and type of services other than auditing services provided to the Issuer and its subsidiaries by the Independent Auditors and the entities belonging to its network.

At the meeting on 22/02/2021, the Board of Statutory Auditors verified whether the independence requirements of the Auditors (established prior to their appointment) were still met, on the basis of the criteria provided for by the law and by the Self-Regulatory Code of Conduct and sent the outcome of these checks to the Board of Directors; it also complied with the limit on the number of offices provided for by the Articles of Association and by Article 144-terdecies of the CONSOB Issuers' Regulations no. 11971, fulfilling – where required – CONSOB's reporting obligations during the year.

The Board of Statutory Auditors also carried out the self-assessment aimed at verifying the suitability of its standing members and of the Board as a whole, as set forth in the “Rules of Conduct of the Board of Statutory Auditors of Listed Companies” issued by the National Institute of Chartered Accountants. The Board of Statutory Auditors therefore informed the Company's Board of Directors that said preliminary activity did not bring to light any deficiencies regarding either each standing member or the Board's composition.

The Board of Statutory Auditors received from the Directors, with appropriate frequency, information about general operating performance and outlook, and about the activities carried out and the most important transactions from an economic, financial and equity related perspective performed during the financial period, also through subsidiaries. It verified that they were compliant with the law and the deed of incorporation and that they were not manifestly imprudent or risky, in potential conflict of interest or in contrast with the resolutions adopted by the Shareholders' Meeting or such as to compromise the integrity of the company's assets.

During the meetings of the Board of Directors, in which the Board of Statutory Auditors takes part, adequate information on the development of the corporate business and the regulatory environment is given by both the Chairman and the General Manager, who has twenty years' experience in the industry and is often invited to participate in the Board of Directors' meetings (see section 4.2 of this Report with reference to the induction programme).

In carrying out its activities, the Board of Statutory Auditors collaborated with the Head of Internal Audit, with the Control, Risks and Sustainability Committee and with the appointed auditing firm.

The remuneration of Statutory Auditors is commensurate to the commitment required, the relevance of the role covered as well as the size and sector characteristics of the Company.

Diversity criteria and policies

The Issuer has applied diversity criteria, including gender-based, in force at the time, in the composition of the Board of Statutory Auditors. In particular, at least one-third of standing and alternate members of the Board of Statutory Auditors is composed of Auditors from the less represented gender.

On 1 March 2018, the Board of Directors of the Company approved its Diversity Policy relating to the formation of the administration and control bodies in relation to aspects such as age, gender composition and the training and professional path.

Particularly pursuant to the content of the Diversity Policy:

- with reference to the composition of the Board of Statutory Auditors, it should be noted that, pursuant to the regulations in force, at least one of the Standing Auditors must be in the register of external auditors and must have carried out the external auditing of the accounts for a period of not less than three years. Statutory Auditors who do not meet this requirement must be chosen from among those who have at least three years' experience:
 - in administration or control or who have executive duties with joint-stock companies with a share capital of at least two million euros, or
 - in professional activities or university teaching in legal, economic, financial, technical and scientific subjects closely related to the company's activities, or
 - in managerial functions with public bodies or administrations operating in the credit, financial and insurance sectors or in any case in sectors closely related to that of the company's business (i.e. matters relating to commercial law and tax law, business administration and corporate finance, as well as matters and sectors of activity relating to energy in general, communications and network structures).
- With regard to professional requirements, the Articles of Association refer to the subjects and sectors closely related to that of the company that coincide with the activities indicated in detail in the business purpose, as well as in matters related to private and administrative law regulations, economic regulations and those relating to audit and business organisation.
- With regard to gender quotas, in line with what is currently required by the regulations in force and the Articles of Association, one third of the Board of Statutory Auditors must be made up of persons belonging to the “less represented” gender, which - based on past experience - usually coincides with the female gender.
- The members of the Board of Statutory Auditors must also meet the requirements of integrity and independence envisaged by the regulations in force and by the Articles of Association.

On 16 April 2019, the Board of Statutory Auditors was appointed, by taking account of the provisions of the Diversity Policy adopted by the Company.

As regards diversity, it should be noted that, on 1 January 2020, the provisions of law no. 160 of 27 December 2019 came into force (“2020 Budget Law”), which amend Articles 147-*ter*, paragraph 1-*ter*, and 148, paragraph 1-*bis*, of the Consolidated Law on Finance (T.U.F.), introduced by Law no. 120 of 12 July 2011 (so-called “Golfo-Mosca Law”), regarding gender balance in corporate bodies of companies with listed shares. The 2020 Budget Law requires the management and control bodies of listed companies to ensure at “least two fifths” of members come from the less represented gender (in place of one third) and establishes that this distribution criterion is to apply for “six consecutive mandates” (in place of three). Therefore, in relation to the next renewal of the corporate bodies, the lists must be drawn up and members elected in compliance with the provisions of the 2020 Budget Law and the regulatory provisions of CONSOB.

14. INVESTOR RELATIONS

In accordance with the provisions of Article 9 of the Self-Regulatory Code of Conduct, the Board of Directors of the Company promotes works directed towards encouraging the widest possible attendance at the Shareholders' Meetings and facilitating the exercise of the Shareholders' rights.

Moreover, the Board of Directors works actively towards establishing a constructive dialogue with the shareholders based on an understanding of their mutual roles.

In compliance with the provisions of Article 9.C.1 of the Self-Regulatory Code of Conduct and Article 2.2.3, third paragraph, letter k) of the Regulation of Borsa Italiana S.p.A., the Company appointed Mr. Marco Paredi as the person in charge of the relations with institutional investors and with other shareholders (Investor Relator) with the task of engaging in dialogue with the shareholders and institutional investors.

The Investor Relator is entrusted with the task of organising meetings with investors and the financial community to illustrate the Company's strategies and performance. In any case, the possibility for communications to be made on significant events before they are disclosed to the market is excluded.

To encourage dialogue with investors, the Company has created an Investor Relations section on www.tesmec.com, where information concerning the Company is published.

15. SHAREHOLDERS' MEETINGS (pursuant to Article 123-bis, paragraph 2, letter c), Consolidated Law on Finance (T.U.F.))

As a rule, all the Directors attend the meetings. In accordance with the provisions of Article 9 of the Self-Regulatory Code of Conduct, the Directors take steps to encourage the fullest possible attendance at the Shareholders' Meetings and to facilitate the exercise of the Shareholders' rights.

The Shareholders' Meetings are also an occasion for informing the Shareholders on the Issuer, in compliance with the rules on inside information. In particular, the Board of Directors reports during the Shareholders' Meeting on the activity carried out and planned and does its best to ensure adequate disclosure to the Shareholders on the elements required so that they can take informed decisions pertaining to the Shareholders' Meeting.

The Articles of Association of the Company contain provisions in compliance with the provisions of the Italian Civil Code and of the Consolidated Law on Finance (T.U.F.) on the protection of minorities.

Pursuant to Article 7 of the Articles of Association, both the ordinary and extraordinary Shareholders' Meetings are convened in a single call. The notice of call must contain the date, time, place of the meeting and the agenda and must be published in the Official Gazette of the Italian Republic at least fifteen days before the date set for the Shareholders' Meeting.

If and until the shares are traded on a regulated market, the Shareholders' Meeting shall be convened within the deadlines and in the manner provided for by regulations in force from time to time, as an exception to the provisions under Article 7, paragraph 1 of the Articles of Association.

The agenda of the Shareholders' Meeting is established by the person with powers to convene meetings pursuant to the law and to the Articles of Association or, should the call be carried out at the request of the shareholders, on the basis of the agenda.

Pursuant to Article 8 of the Articles of Association, shareholders having a right to vote are entitled to attend the Shareholder's Meeting. They are entitled to attend the Shareholders' Meeting by sending the notice issued by the intermediary who keeps the accounts, pursuant to the law. Those entitled to attend the Shareholders' Meeting may grant a written proxy for attendance and voting, in accordance with the provisions of the law. In compliance with Article 6 of the Articles of Association, ordinary and extraordinary Shareholders' Meetings may be held, by decision of the Directors, also by way of video/teleconference, with participants located in different places, either near or far, provided that the plenary method and the principles of good faith and equal treatment among the shareholders are applied.

As specified by Article 9 of the Articles of Association, each share has one voting right. The Articles of Association do not envisage multiple vote shares or mechanisms for increasing voting rights.

During the Financial Period, the Shareholders' Meeting was held on 21 April 2020, and was attended by seven Company Directors and the entire Board of Statutory Auditors.

The Board of Directors has not adopted regulations for shareholders' meetings and the Shareholders' Meetings are held as indicated by existing legislation that guarantees proper conduct of the Shareholders' Meetings and ensures that each shareholder may exercise his/her rights, including the right to speak on the matters being discussed. In accordance with the Articles of Association, the resolutions under Articles 2365, paragraph 2 of the Italian Civil Code do not fall within the competence of the Shareholders' Meeting and are instead attributed to the competence of the Board of Directors, in compliance with Article 2436 of the Italian Civil Code.

During the Financial Period, no main changes occurred in the market capitalisation of the Issuer's shares or in the composition of its corporate structure.

16. ADDITIONAL CORPORATE GOVERNANCE PRACTICES(pursuant to Article 123-*bis*, paragraph 2, letter a), Consolidated Law on Finance (T.U.F.))

At the Date of the Report no further corporate governance practices have been adopted in addition to those outlined above.

17. CHANGES SINCE THE END OF THE FINANCIAL PERIOD

Except as described in the Report, from the end of the Financial Period to the Date of the Report, no changes occurred in the Issuer's corporate governance structure.

18. COMMENTS ON THE LETTER OF THE CHAIRMAN OF THE CORPORATE GOVERNANCE COMMITTEE DATED 22 DECEMBER 2020

With regard to the content of the letter of the Chairman of the Corporate Governance Committee of Borsa Italiana dated 22 December 2020, it was brought to the attention of the Board of Directors on 12 March 2021, and of the internal committees on 11 March 2021.

Considering that 2021 will represent the first year of application of the new edition of the Code of Corporate Governance, the Corporate Governance Committee has deemed it useful, this year, to consider the recommendations provided over the last four years, formulating some specific guidelines in the areas characterised by the persistence of major elements of weakness, which must be resolved also in order to ensure a better application of the more innovative aspects of the new edition of the Code of Corporate Governance.

Please note that:

-with reference to the integration of sustainability of company activities in the definition of the strategies, the internal control and risk management system and the remuneration policy, also on the basis of an analysis of the relevance of factors that may impact the generation of long-term value, as reported in *sub* paragraph 6 of this Report, on 1 March 2018, the sustainability responsibilities and functions were attributed to the Control, Risks and Sustainability Committee, by establishing the Control, Risk and Sustainability Committee. In particular, as regards sustainability, the Committee carries out the functions described in paragraph 9 of this Report;

- with reference to the adequacy of the management of information flows to the Board of Directors and pre-board disclosure, as reported in paragraph 4.3 of this Report, in compliance with the provisions of application criterion 1.C.5 of the Self-Regulatory Code of Conduct, a complete, prompt and usable pre-board meeting report is usually guaranteed by sending to the Directors by e-mail, generally about four days in advance, the documents and information necessary for them to express a fully-informed opinion on the items on the agenda;

- with reference to the recommendations regarding the application of the independence criteria defined by the Self-Regulatory Code of Conduct, on 16 April 2019, as reported in paragraph 4.3 of this Report, the Board of Directors was appointed by taking account of the provisions of the Diversity Policy adopted by the Company as well as the guideline that the outgoing Board of Directors issued on 5 March 2019, based on the opinion and the recommendations formulated by the Remuneration and Appointments Committee on the same date, on the composition of the new Board of Directors. On 12 March 2021, the Board of Directors conducted the annual verification of the independence requirements of the Directors qualified as independent, with reference to the criteria established by the Self-Regulatory Code of Conduct and by the Consolidated Law. With the approval of the Board of Statutory Auditors, the Board decided to assess positively the presence of such requirements of Directors Simone Andrea Crolla, Emanuela Teresa Basso Petrino, Paola Durante and Guido Luigi Traversa. On the same date, the Board of Statutory Auditors assessed positively the correct application of the criteria and procedures used by the Board to ascertain the independence of its members.

- with reference to the fees paid to non-executive directors and members of the control body, these were deemed adequate to the competence, the professionalism and commitment required by their office.

* * *

Grassobbio, 12 March 2021

The Chairman of the Board of Directors
Ambrogio Caccia Dominioni

TABLE 1: Information on Ownership Structure

Share Capital Structure				
	No. of shares	% of share capital	Listed (indicate the markets)/not listed	Rights and Obligations
Ordinary shares	606,460,200	100%	Italian Electronic Stock Market, STAR segment, managed by Borsa Italiana S.p.A.	-
Multiple vote shares	-	-	-	-
Shares with limited voting rights	-	-	-	-
Shares without voting rights	-	-	-	-
Other	-	-	-	-

Other Financial Instruments (granting the right to subscribe newly issued shares)				
	Listed (indicate the markets)/not listed	No. of outstanding instruments	Category of shares relative to the conversion/exercise	No. of shares relative to the conversion/exercise
Convertible bonds	-	-	-	-
Warrants	-	-	-	-

Significant equity investments			
Declarer	Direct shareholder	% on ordinary capital	% on voting capital
	FI.IND S.P.A.	14.851%	14.851%
TTC S.R.L.	MTS – OFFICINE MECCANICHE DI PRECISIONE S.P.A.	0.514%	0.514%
	RX S.R.L.	1.000%	1.000%
	TTC S.R.L.	31.450%	31.450%
ARGOS INVESTMENT MANAGERS SA	ARGOS INVESTMENT MANAGERS SA	5.010%	5.010%

TABLE 2: Structure of the Board of Directors and of the Committees

Board of Directors													Control, Risks and Sustainability Committee		Remuneration and Appointments Committee	
Office	Members	Year of birth	Date of first appointment *	In office since	In office until	List **	Executive	Non-executive	Indep. based on Code	Indep. as per T.U.F.	No. other offices ***	(*)	(*)	(**)	(*)	(**)
Chairman and CEO ◊	Ambrogio Caccia Dominioni	1946	23.02.2010	29.04.2016	Approval of the Financial Statements as at 31.12.2021	M	X				1	24/24				
Vice Chairman	Gianluca Bolelli	1959	23.02.2010	29.04.2016	Approval of the Financial Statements as at 31.12.2021	M		X			4	24/24		M		
Director	Lucia Caccia Dominioni	1977	30.04.2013	29.04.2016	Approval of the Financial Statements as at 31.12.2021	M		X			0	24/24				
Director •	Caterina Caccia Dominioni	1979	23.02.2010	29.04.2016	Approval of the Financial Statements as at 31.12.2021	M		X			0	24/24			3/4	M
Director ◊	Simone Crolla	1972	16.04.2019	16.04.2019	Approval of the Financial Statements as at 31.12.2021	M		X	X	X	3	24/24	10/11	M	3/4	C
Director	Emanuela Teresa Basso Petrino	1974	16.04.2019	16.04.2019	Approval of the Financial Statements as at 31.12.2021	M		X	X	X	1	24/24	11/11	C	3/4	M
Director	Paola Durante	1969	29.04.2016	29.04.2016	Approval of the Financial Statements as at 31.12.2021	M		X	X	X	1	24/24				
Director	Guido Luigi Traversa	1949	16.04.2019	16.04.2019	Approval of the Financial Statements as at 31.12.2021	M		X	X	X	2	23/24	11/11	M		
Number of meetings held during the Financial Period			Board of Directors: 24				Control, Risks and Sustainability Committee: 11				Remuneration and Appointments Committee: 4					
Quorum required for the presentation of the lists at the time of last appointment: 4.5%																

NOTES

The symbols indicated below must be included in the “Office” column:

- This symbol indicates the Director in charge of the internal control and risk management system.
- ◊ This symbol indicates the person who is chiefly responsible for managing the Issuer (Chief Executive Officer or CEO).
- ◊ This symbol indicates the Lead Independent Director (LID).

* Date of first appointment of each Director means the date on which the Director was appointed for the first time (ever), since listing of the Company, in the Issuer’s BoD.

** This column shows the list from which each Director was drawn (“M”: majority list; “m”: minority list; “BoD”: list presented by the BoD).

*** This column shows the number of offices as Director or Auditor held by the interested subject in other companies listed on regulated markets - including foreign - in holding, banking, insurance or large-sized companies. In the Corporate Governance Report, these offices are written out in full.
 (*). This column shows the percentage of attendance by the Directors at the Board and Committee meetings, respectively (indicate the number of meetings attended with respect to the overall number of meetings that could have been attended; e.g. 6/8; 8/8 etc.).
 (**). This column shows the role of the Director in the Committee: "C": Chairman; "M": member.

TABLE 3: Structure of the Board of Statutory Auditors

Office	Members	Year of birth	Date of first appointment *	In office since	In office until	List **	Indep. Code	Participation at meetings of the Board ***	No. other offices ****
Chairman	Simone Cavalli	1965	23.02.2010	16.04.2019	Approval of the Financial Statements as at 31.12.2021	M	X	18/18	10
Statutory Auditor	Stefano Chirico	1967	17.04.2008	16.04.2019	Approval of the Financial Statements as at 31.12.2021	M	X	18/18	18
Statutory Auditor	Alessandra De Beni	1958	30.04.2013	16.04.2019	Approval of the Financial Statements as at 31.12.2021	M	X	18/18	4
Alternate Auditor	Attilio Marcozzi	1961	23.02.2010	16.04.2019	Approval of the Financial Statements as at 31.12.2021	M	X	n.a.	XX
Alternate Auditor	Stefania Rusconi	1979	23.02.2010	16.04.2019	Approval of the Financial Statements as at 31.12.2021	M	X	n.a.	XX

AUDITORS WHO RESIGNED DURING THE FINANCIAL PERIOD

n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.
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Number of meetings held during the Financial Period: 18

Indicate the quorum required for the presentation of minority lists for the election of one or more members (pursuant to Art. 148 of the Consolidated Law on Finance (T.U.F.): 4.5%

NOTES

* 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 Board of Statutory Auditors.

** This column shows the list from which each Auditor was drawn ("M": majority list; "m": minority list).

*** This column shows the percentage of attendance by the Auditors at meetings of the Board of Statutory Auditors (indicate the number of meetings attended with respect to the overall number of meetings that could have been attended; e.g. 6/8; 8/8 etc.).

**** This column shows the number of offices as Director or Auditor held by the interested party pursuant to Art. 148-bis of the Consolidated Law on Finance (T.U.F.) and to the relevant implementation provisions of the CONSOB Issuers' Regulations. The complete list of offices is published by CONSOB on its website pursuant to Art. 144-quinquiesdecies of the CONSOB Issuers' Regulations.

ANNEX A - List of existing offices held by the current members of the Board of Directors

Information relating to corporate offices held by the Directors is reported below.

Name and surname	Company	Office
Ambrogio Caccia Dominioni	Ambrosio S.r.l.	Director
	Promor Fondazione	Director
	TESMEC USA	Chairman of the Board of Directors
	Tesmec Rail S.r.l.	Chairman of the Board of Directors
	Tesmec SA (Pty) LTD	Director
	M.T.S. S.p.A.	Director
	C.B.F. S.r.l.	Director
	Tesmec Automation S.r.l.	Chairman of the Board of Directors
	Tesmec New Technology Beijing Ltd.	Chairman of the Board of Directors
Gianluca Bolelli	4Service S.r.l.	Chairman of the Board of Directors
	Cfo Sim S.p.A.	Chairman of the Board of Directors and Board member
	Comifin S.p.A. in liquidazione (in liquidation)	Liquidator
	E. Boselli & C. S.p.A.	Chairman of the Board of Directors and Board member
	Damiani S.p.A	Chairman of the Board of Statutory Auditors
	Ronchi Mario S.p.A.	Chairman of the Board of Statutory Auditors
	Ronchi Holding S.p.A.	Chairman of the Board of Statutory Auditors
	Rubelli S.p.A.	Chairman of the Board of Statutory Auditors
	Planetaria Hotels S.p.A.	Statutory Auditor
Reale Compagnia Italiana S.p.A.	Chairman of the Board of Statutory Auditors	

	IRPLAST S.p.A.	Chairman of the Board of Statutory Auditors
	TTC S.r.l.	Director
	Dream Immobiliare	Director
	Tesmec Rail S.r.l.	Director
	T-Rex Investimenti Srl	Director
	ICS Tech S.r.l.	Director
	Tre Laghi S.p.A	Director
	Penelope S.r.l.	Director
	Alucart S.p.A.	Chairman of the Board of Statutory Auditors
	Ghial Holding S.p.A.	Statutory Auditor
	Ghial S.p.A.	Statutory Auditor
	Ghial Industriale S.p.A.	Statutory Auditor
	Banca progetto S.p.A.	Alternate Auditor
	Ciprofin S.r.l.	Statutory Auditor
Paola Durante	Banca Mediolanum	Independent Director
Caterina Caccia Dominioni	Marais Technologies SA	Single Director
Lucia Caccia Dominioni	-	-
Emanuela Basso Petrino	Fondazione Theodora Onlus	Managing Director
Guido Luigi Traversa	ILB Helios Italia Srl	Director
	Agrisolar Soc. Agr. Srl	Director



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