

# SANLORENZO

## **Sanlorenzo S.p.A.**

Registered office in via Armezzone 3, Ameglia (SP) - Share capital €35,019,221 fully paid-in  
Company Register of Riviere di Liguria – Imperia La Spezia Savona and tax code: 00142240464

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

Traditional management and control system

## **REPORT ON CORPORATE GOVERNANCE AND OWNERSHIP STRUCTURES FOR THE FINANCIAL YEAR 2023**

**(drafted pursuant to Article 123-bis of Italian Legislative Decree 58/1998)**

**Approved by the Board of Directors on 15 March 2024**

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## GLOSSARY

<b>Code / CG Code</b>	The Corporate Governance Code for Listed Companies approved in January 2020 by the Corporate Governance Committee.
<b>Civil Code / c.c.</b>	The Italian Civil Code.
<b>Committee/ CG Committee/ Corporate Governance Committee</b>	The Italian Committee for the Corporate Governance of Listed Companies, promoted by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria.
<b>Board / Board of Directors</b>	The Issuer's Board of Directors.
<b>Issuer or Sanlorenzo or Company</b>	The issuer of securities to which the Report refers is Sanlorenzo S.p.A., a joint-stock company under Italian law, with registered office in Ameglia (SP), Via Armezzone 3, Italy, enrolled in the Register of Companies of Riviera di Liguria - Imperia La Spezia Savona, tax code and registration number 00142240464, VAT number 01109160117, subscribed and fully paid-up share capital of €35,019,221.
<b>Financial Year</b>	The year to which the Report refers, and therefore 2023.
<b>Consob Issuers' Regulation</b>	The Regulation issued by Consob with Resolution no. 11971 of 1999 (as subsequently amended) regarding issuers.
<b>Consob Market Regulation</b>	The Regulation issued by Consob with Resolution no. 20249 of 2017 (as amended) on markets.
<b>Consob Related Parties Regulation</b>	The Regulation issued by Consob with Resolution no. 17221 of 12 March 2010 (as subsequently amended) on related party transactions.
<b>Report</b>	The Report on Corporate Governance and Ownership Structures for the Financial Year, that the Company prepared pursuant to Article 123- <i>bis</i> of the TUF.
<b>Remuneration Report</b>	The report on the remuneration policy and remuneration paid, which companies are required to draw up and publish pursuant to Article 123- <i>ter</i> of the TUF and 84- <i>quater</i> of the Consob Issuers' Regulation.
<b>Italian Consolidated Law on Finance (“Testo Unico della Finanza”) / TUF</b>	Italian Legislative Decree no. 58 of 24 February 1998.

Unless otherwise specified, the definitions shall also be understood as being recalled by reference as in the CG Code relating to **directors, executive directors** (*see Q. Def. (1) and Q. Def. (2)*), **independent directors, significant shareholder, chief executive officer (CEO), board of directors, control body, business plan, concentrated ownership company, large company, sustainable success, and top management.**

## 1. ISSUER PROFILE

Sanlorenzo is a company listed on the Euronext Milan market organised and managed by Borsa Italiana, Euronext STAR Milan segment.

Sanlorenzo is a global operator leader in the luxury nautical sector, specialised in the design, production and sale of custom-made yachts, superyachts and sport utility yachts, which are fitted out and customised according to the needs and desires of exclusive customers.

Sanlorenzo is also active in offering services dedicated to customers, including training at the Sanlorenzo Academy of the crew members, as well as maintenance, restyling and refitting of the Sanlorenzo yachts, as well as charter services offered through the company Equinoxe S.r.l.

The Sanlorenzo Group is the second largest shipbuilding group in the world and the largest shipyard operating under a single brand in terms of yachts over 24 metres (132 yachts) and total length of production (4,503 metres) registered in backlog at 31 December 2023 (Source: Global Order Book 2024, Boat International).

For Sanlorenzo, the corporate governance system plays a central role in the company's strategy and operations, in order to pursue sustainable success and create long-term value to the benefit of shareholders, and to sustain the relationship of trust with the relevant stakeholders, in accordance with the principles of responsibility and sustainability that inspire the Company.

Sanlorenzo has adhered to the CG Code.

The Sanlorenzo corporate governance system relating to the Financial Year described in the Report, and resulting under the Company's By-laws currently in force (“**By-laws**”), is in line with the Recommendations contained in the CG Code, except as specified below in the Report.

Sanlorenzo is organised according to the traditional administration and control model as per Articles 2380-*bis* et seq. of the Civil Code, with the Shareholders' Meeting, the Board of Directors and the Board of Statutory Auditors.

Within the Board of Directors, the Nomination Committee, the Remuneration Committee and the Control, Risks and Sustainability Committee have been set up, all with proposing and advisory functions in accordance with the Recommendations of the Code, as well as and the Related-Party Transactions Committee pursuant to the Consob Related Parties Regulation and the Procedure for related party transactions adopted by the Company, in compliance with the Regulation (“**Procedure Governing Related Party Transactions**”).

The Board of Directors has the role of leading the Issuer with the aim of pursuing its sustainable success, and therefore the creation of long-term value for the benefit of the shareholders, taking into account the interests of the other relevant stakeholders, since among other things (i) it defines the strategies of the Company and group of companies controlled by it (the “**Group**”), as specifically indicated in Section 4.1 of the Report, (ii) it approves the remuneration policy of the Company, whose purpose is to contribute to the sustainable success of the Company (on this point, reference should be made to Section 8 of the Report) and (iii) it adopted a control and risk management system consistent with the strategies of the Issuer (on this point, reference should be made to Section 9 of the Report).

Sanlorenzo has published on a mandatory basis the consolidated non-financial statement, pursuant to Italian Legislative Decree no. 254/2016, which can be found on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com)) in the “Responsible Development/Non-financial Statement” Section.

Sanlorenzo does not fall within the definition of SME pursuant to Article 1, paragraph 1, letter *w-quater.1*) of the TUF and Article 2-*ter* of the Consob Issuers' Regulation.

At the end of the Financial Year, Sanlorenzo did not come within the Code's definition of a “large company”. Despite this, the Company did not make use of the flexibility options provided for in (i) Recommendation 5, third paragraph of the Code (on this point, please refer to Section **4.7** of the Report), (ii) Recommendation 5, last paragraph of the Code (on this point, please refer to Section **4.8** of the Report), (iii) Recommendation 16, fourth paragraph of the Code (on this point, please refer to Section **9.2** of the Report), (iv) Recommendation 17, first paragraph of the Code (on this point, please refer to Section **6** of the Report) and (v) Recommendation 22, second paragraph of the Code (on this point, please refer to Section **7.1** of the Report). Conversely, the Company used the flexibility options set forth in (i) Recommendation 15 of the Code (on this point, please refer to Section **4.2** of the Report) and (ii) Recommendation 24 of the Code (on this point, please refer to Section **4.2** of the Report).

As at the date of approval of the Report, Sanlorenzo comes within the Code's definition of a “large company”, a status it acquired on 1 January 2024; in compliance with the provisions set out in the Code, the Company will be required to apply the principles and recommendations addressed to this category of companies from the second financial year when the relative size condition is met, and therefore from the financial year 1 January-31 December 2025. At the meeting of the Board of Directors on 15 March 2024, the Company began to examine the process of implementing its corporate governance system in light of its acquired status as a “large company”.

Sanlorenzo falls within the Code's definition of a “concentrated ownership company”. Notwithstanding the foregoing, the Company has not used the flexibility options set forth in (i) Recommendation 16, last paragraph of the Code (on this point, please refer to Section **7.2** of the Report) and (ii) Recommendation 23 of the Code (on this point, please refer to Section **4.3** of the Report).

## 2. INFORMATION ON THE OWNERSHIP STRUCTURES (PURSUANT TO ARTICLE 123-BIS, PARAGRAPH 1, OF THE TUF) AS AT 31 DECEMBER 2023

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

The share capital of Sanlorenzo fully subscribed and paid-in as at the date of the Report (15 March 2024), as resulting from the certificate pursuant to Article 2444 of the Civil Code filed with the Register of Companies of Riviera di Liguria - Imperia La Spezia Savona on 29 February 2024, amounts to €35,019,221, divided into 35,019,221 ordinary shares with no indication of nominal value, as follows:

SHARE CAPITAL STRUCTURE				
Type	Number of shares	Number of voting rights	Listed	Rights and obligations
Ordinary shares	35,019,221 <sup>(*)</sup> <sup>(**)</sup>	55,222,686	Euronext STAR Milan	All Issuer's shares grant equity and administrative rights as provided for by applicable legal provisions and by the By-laws; in particular, each share grants the right to one vote at ordinary and extraordinary meetings of the Issuer, except for those shares which are entitled to a bonus in compliance with article 6 of the By-laws.

\* of which 214,928 treasury shares at 29 February 2024, unchanged from 31 December 2023

\*\* of which 20,203,465 with increased vote at 29 February 2024, unchanged from 31 December 2023.

As at 31 December 2023, the Company's share capital amounted to €34,978,356, fully paid-in, and consisted of 34,978,356 ordinary shares, increased compared to 31 December 2022 due to the subscription of the capital increase to service the 2020 Stock Option Plan for 194,267 shares in the Financial Year. The share capital was subsequently increased also in 2024, again as a result of the subscription of the capital increase to service the 2020 Stock Option Plan, and, as at 29 February 2024 (date of filing of the certificate pursuant to Article 2444 of the Civil Code with the Register of Companies of Riviera di Liguria - Imperia La Spezia Savona), amounts to €35,019,221 and it is represented by 35,019,221 shares.

On 21 April 2020, the Extraordinary Meeting resolved to approve a divisible share capital increase, excluding option rights, pursuant to Article 2441, paragraph 8 of the Civil Code, of a maximum nominal value of €884,615, to be executed no later than 30 June 2029, through the issue of a maximum of 884,615 ordinary Sanlorenzo shares destined exclusively and irrevocably to service the 2020 Stock Option Plan approved on the same date by the Ordinary Meeting (“**2020 Stock Option Plan**”), all under the terms and conditions set out in the resolution itself. The details of said resolution on capital increase and on the 2020 Stock Option Plan are available on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com)) in the “Corporate Governance/Shareholders' Meeting/Ordinary and Extraordinary Shareholders' Meeting 21 April 2020” Section.

Sanlorenzo has not issued any other financial instruments giving the right to subscribe for newly issued shares.

By resolution of 28 April 2022, the Company's Ordinary Shareholders' Meeting authorised a share buy-back programme, and specifically resolved to authorise the Board of Directors to purchase Sanlorenzo ordinary shares, on one or more occasions and in an amount freely determinable, for a period of 18 (eighteen) months

from the date of the resolution, whereas the authorisation to dispose of treasury shares has no time limits. Pursuant to the terms of the aforementioned resolution (the details of which can be found and consulted on the Company's website in the “Corporate Governance/Shareholders’ Meeting/Ordinary Shareholders' Meeting 28 April 2022” Section), the purchase programme ended on 28 October 2023.

By resolution of 12 December 2023, the Company's Ordinary Shareholders' Meeting authorised a further share buy-back programme, and specifically resolved to authorise the Board of Directors to purchase Sanlorenzo ordinary shares, on one or more occasions and in an amount freely determinable, for a period of 18 (eighteen) months from the date of the resolution. Pursuant to the terms of the aforementioned resolution (the details of which can be found and consulted on the Company's website in the “Corporate Governance/Shareholders’ Meeting/Ordinary Shareholders' Meeting 12 December 2023” Section), the purchase programme will end on 12 June 2025, whereas the authorisation to dispose of treasury shares has no time limits.

As at the date of the Report (15 March 2024), the Company held 214,928 treasury shares, whose right to vote is suspended pursuant to Article 2357-ter of the Civil Code, unchanged from 31 December 2023, representing 0.61% of its subscribed and paid-in share capital.

### ***Share-based incentive plans (stock options)***

The Ordinary Shareholders' Meeting of 21 April 2020 has resolved, among other things, to approve the 2020 Stock Option Plan reserved for executive directors, general managers, executives with strategic responsibilities and employees with permanent employment contracts and at least as employees of the Company and its directly or indirectly controlled companies, pursuant to Article 114-bis of the TUF, to be implemented through the free assignment of option rights valid for the subscription of ordinary shares of the Company.

The related information document, drawn up pursuant to Article 84-bis of the Consob Issuers' Regulation and in compliance with Annex 3) thereof, is available, also for consultation, on the Company's website in the “Corporate Governance/Shareholders’ Meeting/Ordinary and Extraordinary Shareholders' Meeting 21 April 2020” Section.

With regard to the “2024 Performance Shares Plan” and the “2024-2028 LTI Plan”, both relating to Sanlorenzo shares (and which are performance share plans and not stock option plans), and the "Simpson Marine Plan" relating to shares of the company Simpson Marine controlled by Sanlorenzo, which will be submitted to the resolution of the Shareholders’ Meeting convened for 26 April 2024, in first call, and 27 April 2024, in second call, please refer to the related Explanatory Report and relevant Information Documents, prepared pursuant to Article 84-bis of the Consob Issuers’ Regulation and in accordance with Annex 3A) thereof, available for consultation on the Company's website in the Section “Corporate Governance/Shareholders' Meeting/Ordinary and Extraordinary Shareholders' Meeting 26 April 2024”.

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

The purchase and transfer of Sanlorenzo shares are not subject to statutory restrictions.

There are no longer any agreements in place concerning restrictions on the transfer of Shares between the Company and top managers Carla Demaria, Ferruccio Rossi and Tommaso Vincenzi, as previously reported, since they expired during the Financial Year.

### **c) Significant equity investments in the share capital (pursuant to Article 123-bis, paragraph 1, letter c) of the TUF)**



At the date of the Report (15 March 2024), shareholders who hold, directly or indirectly, equity investments of more than 3% of the share capital (and/or a number of voting rights in excess of 3% of the total amount of voting rights), through pyramid structures or cross-shareholdings, as the Company evinces from the communications made pursuant to Article 120 of the TUF and other information held by the Company, are shown in the table below.

SIGNIFICANT EQUITY INVESTMENTS IN CAPITAL			
Declarant	Direct shareholder	Share % of ordinary share capital	Share % of voting capital
Massimo Perotti (statement most recently disclosed on 8 January 2024 and updated with transactions executed and disclosed pursuant to the Internal Dealing Procedure)	Holding Happy Life S.r.l.	57.7%	72.9%

#### d) Securities that grant special rights (pursuant to Article 123-bis, paragraph 1, letter d) of the TUF)

At the date of the Report, there are no securities conferring special rights of control.

Moreover, as an exception to the principle according to which each ordinary share provides the right to one vote, Article 6 of the By-laws provides that two votes are attributed to each share belonging to the same person for a continuous period of at least 24 months from the date of registration in a special list updated quarterly and kept by the Company (the “List”). Article 6.15 of the By-laws also provides, pursuant to Article 127-*quinquies*, paragraph 7, of the TUF, that, with regard to shares existing prior to the measure of admission to trading on the Mercato Telematico Azionario, today Euronext Milan, for which a request is made, for the purpose of accruing the period of continuous possession necessary for the increase in voting, the possession accrued prior to that time and therefore prior to the date of registration in the List and subject to the request for registration is also taken into account.

With the regulation adopted by the Board of Directors on 24 October 2019, the Company defined the rules for the registration, maintenance and updating of the List and the criteria for maintaining the List, which was established at the same time. These regulations are published on the Company's website under the “Corporate Governance/Increased voting right” Section, together with the “Application form for inclusion in the list for the assignment of the increased vote”.

In accordance with the provisions of the By-laws, the increase in voting rights is also taken into account for the determination of the constitutive and resolution quorums that make reference to capital rates, but has no effect on the rights, other than voting rights, due and exercisable by virtue of the possession of certain capital rates etc., *inter alia*, for the determination of the rates of capital required for the submission of lists for the election of corporate bodies, for the exercise of liability actions pursuant to Article 2393-*bis* of the Civil Code and for the appeal, for whatever reason, of shareholders' resolutions.

As at 31 December 2023, there were 20,203,465 shares with vested voting rights; the amount is unchanged as of the date of this Report; voting rights total 55,222,686 (of which 14,815,756 have no vested voting rights and 40,406,930 rights relating to shares with vested voting rights). Compared to the situation as at 31 December 2022, the number of shares with increased voting rights decreased by 633,663 shares, sold on 29 December 2023 by the majority shareholder Holding Happy Life S.r.l. (“HHL”), which consequently lost its increased voting rights.

The list of shareholders who, as at the date of this Report, asked to be included in the list for the right to benefit from the increased vote for a stake higher than 3% of the share capital, as well as the list of shareholders holding more than 3% of the total amount of voting rights who obtained the increased voting right and the total number of their voting rights are published on the Company's website under the "Corporate Governance/Increased voting right" Section.

**e) Employee stock ownership: mechanism for exercising voting rights (pursuant to article 123-bis, paragraph 1, letter e), of the TUF)**

At the date of the Report, there are no employee shareholding systems that provide for voting mechanisms whereby voting rights are not exercised by employees.

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

At the date of the Report there are no restrictions on voting rights.

**g) Shareholders' agreements (pursuant to Article 123-bis, paragraph 1, letter g) of the TUF)**

The Issuer is not aware of any agreements between shareholders pursuant to Article 123-bis, paragraph 1, letter g) of the TUF.

**h) Change of control clauses (pursuant to Article 123-bis, paragraph 1, letter h) of the TUF) and statutory provisions on takeover bids (pursuant to Article 104, paragraph 1-ter, and 104-bis, paragraph 1, of the TUF)**

***Change of control clauses***

At the Date of the Report, Sanlorenzo is a party to the loan agreements subject to change of control clauses, summarised in the table below.

<i>(€'000)</i>	<b>Residual capital at 31 December 2023</b>
Banco BPM - Unsecured loan €10m 30.06.26	5,263
Banco BPM - Mortgage loan €7.41m 31.12.30	4,683
Intesa Sanpaolo - Unsecured loan €20m 30.06.26 (Circular Economy)	11,111
UniCredit - Unsecured loan €6m 30.09.25	2,625
UniCredit - Unsecured loan €10m 30.06.26	5,263
<b>Total financial payables subject to change of control clause (Sanlorenzo S.p.A.)</b>	<b>28,945</b>

At the date of the Report, Bluegame S.r.l. and Equinoxe S.r.l., 100% owned, Sanlorenzo of the Americas LLC, 99.9% owned by Sanlorenzo S.p.A., Sea Energy S.r.l., 65% owned, Duerre S.r.l., 66% owned, Polo Nautico Viareggio, 53% owned, and I.C.Y. S.r.l., 60% owned by Bluegame S.r.l., are party to the following loan agreements, which are subject to change of control clauses.

(€'000)	Residual capital at 31 December 2023
UniCredit - Unsecured loan €4.5m 30.09.25 (Bluegame S.r.l.)	1,969
Intesa Sanpaolo - Uncommitted credit facility of \$10m (Sanlorenzo of the Americas LLC)	5,079
Banco BPM - Unsecured loan €200k 28.06.27 (Sea Energy S.r.l.)	117
UniCredit - Unsecured loan €150k 30.06.27 (Equinox S.r.l.)	106
Banco BPM - Mortgage loan €300k 31.05.32 (Duerre S.r.l.)	1,749
UniCredit - Mortgage loan €500k 31.05.27 (Duerre S.r.l.)	135
UniCredit - Unsecured loan €750k 31.07.26 (Duerre S.r.l.)	397
Bper - Unsecured loan €500k 09.11.26 (Duerre S.r.l.)	368
Medio Credito Centrale - Unsecured loan €500k 19.11.26 (Duerre S.r.l.)	305
BPER - Unsecured loan €500k 30.09.27 (Polo Nautico Viareggio S.r.l.)	341
Banco BPM – Unsecured loan €200k 28.02.25 (I.C.Y. S.r.l.)	80
<b>Total financial payables subject to change of control clause (subsidiaries)</b>	<b>10,646</b>
<b>Total financial payables subject to change of control clause (Sanlorenzo Group)</b>	<b>39,591</b>

### ***Statutory provisions on takeover bids***

The Issuer's By-laws do not derogate from the provisions on the passivity rule provided for by Article 104, paragraphs 1 and 1-*bis* of the TUF and do not provide for the application of the neutralisation rules provided for by Article 104-*bis*, paragraphs 2 and 3 of the TUF.

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

There are no proxies for share capital increases pursuant to Article 2443 of the Civil Code or for the issue of equity instruments.

\*

As indicated in the previous Section 2.a), the Ordinary Shareholders' Meeting of 28 April 2022 had reviewed and approved the proposal to authorise the purchase and disposal of the Company's ordinary shares, pursuant to the combined provisions of Articles 2357 and 2357-*ter* of the Civil Code, as well as Article 132 of the TUF and related implementing provisions, which expired on 28 October 2023.

The authorisation to purchase and dispose of treasury shares aimed to grant to the Board of Directors the right to purchase and dispose of treasury shares, in compliance with applicable regulations, for the following purposes (including the purposes contemplated in market practices):

- (i) to operate on the market from a medium- and long-term investment perspective; and/or
- (ii) to use excess liquidity; and/or
- (iii) to optimise the share capital structure; and/or
- (iv) to have a "securities portfolio" to use - in any way, including but not limited to, in addition to the sale, through exchange, contribution and any other non-cash disposal - as part of extraordinary transactions of interest of Sanlorenzo, including, but not limited to, exchanges of equity investments, acquisitions, mergers, spin-offs, capital transactions, other corporate and/or financial transactions; and/or
- (v) to dispose of shares to be used for any future management stock incentive plans approved by the Company.

The authorisation approved by the Ordinary Shareholders' Meeting of 28 April 2022 entailed the right to purchase, in one or more transactions and to a freely determinable extent - from time to time - by resolution of the Board of Directors, a maximum number of ordinary shares of the Company, without par value, equal to 3,453,550 (i.e. 10% of the subscribed and paid-up share capital as of the date the authorisation was approved), without prejudice to compliance with the maximum limit set forth in Article 2357, paragraph 3, of the Civil Code.

In compliance with Article 2357, paragraph 1, of the Civil Code, the purchases could be made exclusively within the limits of the distributable profits and the available reserves resulting from the last approved financial statements (including interim statement) and could only concern shares fully paid-up.

The authorisation entailed the right of the Board of Directors to dispose of the shares in the portfolio at any time and to a freely determinable extent, in one or more transactions, even before having exhausted the quantity of treasury shares that could be purchased.

The authorisation also entailed the right of the Board of Directors to repurchase the shares after their possible disposal, provided that the limits of the law and the maximum limit of the purchase authorisation established above are respected.

Within the term of expiry, the Board of Directors could make the purchases in one or more occasions and at any time, to the extent and time frame freely determined in compliance with the applicable regulations, with the timing and as gradually as deemed appropriate in the interest of Sanlorenzo.

The authorisation to dispose of treasury shares had no time limits.

The issued authorisation stipulated that the purchases of treasury shares could occur - in compliance with any applicable regulations - at a price that does not deviate upward or downward from 10% above or below the reference price recorded on the Mercato Euronext STAR Milan organised and managed by Borsa Italiana S.p.A. (in the session preceding each individual transaction).

The sale or disposal of treasury shares could be carried out:

- (i) if in cash, at a price not below 10% of the reference price recorded on the Euronext STAR Milan Market, organised and managed by Borsa Italiana S.p.A. in the trading session prior to each individual transaction;
- (ii) if as part - in any way, including, but not limited to, in addition to the sale, through exchange, contribution and any other non-cash disposal deed - of extraordinary transactions of interest of Sanlorenzo, including, by way of example but not limited to, exchange of equity investments, acquisitions, mergers, spin-offs, capital transactions, other corporate and/or financial transactions, according to the economic terms as determined by the Board of Directors based on the nature and characteristics of the transaction, also taking into account the market performance of the Sanlorenzo share and the best interest of the Company;
- (iii) as regards the shares to be used for the management's stock incentive plans, according to the terms and conditions indicated in the regulations of said plans.

The purchase transactions were required to be carried out in such a way as to allow the respect of the equal treatment of the shareholders in compliance with the provisions of Article 132 of the TUF, Article 144-*bis* of the Consob Issuers' Regulation and all other regulations in force, as well as, insofar as applicable, by permitted market practices.

The shares to be used for any management stock incentive plans were able to be assigned according to the methods and terms set forth in the regulations of the relative plans.

Pursuant to the authorisation passed at the Ordinary Shareholders' Meeting of Shareholders on 28 April 2022, the disposals of the shares could be carried out at any time and to a freely determinable extent, in one or more

transactions and even before the quantity of treasury shares that can be purchased has been exhausted; it would also have been possible to repurchase the shares after their disposal, provided that the limits of the law and the maximum limit of the purchase authorisation as indicated above are respected. Moreover, the disposal may take place in the manner deemed most appropriate by the Board of Directors in the interest of the Company, on and off the stock exchange, and in any case in compliance with the regulations in force and, where applicable, with the market practices permitted from time to time.

For any other detail concerning authorisation for the share buy-back resolved by the Shareholders' Meeting on 28 April 2022 and expired on 28 October 2023, please see the Explanatory Report of the Board of Directors drawn up and published in accordance with law also on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com)) in the “Corporate Governance/Shareholders' Meeting/Ordinary Shareholders' Meeting 28 April 2022” Section.

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The Ordinary Shareholders' Meeting of the Company of 12 December 2023 reviewed and approved a new proposal to authorise the purchase and disposal of the Company's ordinary shares, pursuant to the combined provisions of Articles 2357 and 2357-ter of the Civil Code, as well as Article 132 of the TUF and related implementing provisions.

The authorisation to purchase treasury shares was resolved for the 18 (eighteen) month period from the date of the related authorisation by the Ordinary Shareholders' Meeting of 12 December 2023 and thus expiring on 12 June 2025.

The authorisation to purchase and dispose of treasury shares aims to grant to the Board of Directors the right to purchase and dispose of treasury shares, in compliance with applicable regulations, for the following purposes (including the purposes contemplated in market practices):

- (i) support for the market liquidity of the shares issued by the Company; and/or
- (ii) to operate on the market from a medium- and long-term investment perspective; and/or
- (iii) to use excess liquidity; and/or
- (iv) to optimise the share capital structure; and/or
- (v) to have securities holdings to be used for any future extraordinary finance transactions; and/or
- (vi) to use own shares as collateral for loans;
- (vii) to use treasury shares – in any way, including, but not limited to, in addition to sale, exchange, contribution and any other non-cash disposal – as part of extraordinary transactions of interest of Sanlorenzo, including, but not limited to, exchanges of equity investments, acquisitions, mergers, spin-offs, capital transactions, other corporate and/or financial transactions; and/or
- (viii) to have treasury shares to service compensation plans based on financial instruments pursuant to applicable regulations for the benefit of directors, employees or contractors of the Company and/or its subsidiaries.

The authorisation entails the power to purchase, in one or more transactions and to an extent that will be freely determined – from time to time – by resolution of the Board of Directors, a maximum number of the Company's ordinary shares, without nominal value, of 3,491,956 (equal to 10% of the share capital subscribed and paid-in at the date on which the authorisation was approved), in any case without prejudice to compliance with the maximum limit set by Article 2357, paragraph 3 of the Civil Code.

In compliance with Article 2357, paragraph 1 of the Civil Code, the purchases could be made exclusively within the limits of the distributable profits and the available reserves resulting from the last approved financial statements and may concern exclusively shares fully paid-in.

The authorisation allows the Board of Directors to dispose of the shares in portfolio at any time and to a freely determinable extent, in one or more transactions and even before the quantity of treasury shares that can be purchased has been exhausted, and also to repurchase the shares after their disposal, provided that the limits of the law and the maximum limit of the purchase authorisation as indicated above are respected.

The authorisation also allows the Board of Directors to undertake, in the manner deemed most appropriate by the Board, repeated, successive purchase and sale transactions (or other acts of disposal) of treasury shares, including on a revolving basis, and including for fractions of the maximum quantity authorised, so that, at all times, the quantity of shares subject to the proposed purchase and owned by the Company does not exceed the limits set by law and by the authorisation of the Shareholders' Meeting and, in any case, such purchase is carried out in compliance with the applicable provisions of the TUF, the Issuers' Regulation, the MAR Regulation, the Delegated Regulation and, if applicable, the market practices permitted and approved from time to time by Consob pursuant to the MAR Regulation (the “**Permitted Practices**”).

On the basis of the authorisation, treasury shares may be purchased – in compliance with all applicable regulations – at a price not more than 20% higher or lower than the reference price recorded on the Euronext Milan regulated market organised and managed by Borsa Italiana S.p.A. in the trading session preceding each individual transaction.

Sale and other acts of disposition of treasury shares held in the portfolio or possibly acquired by virtue of the authorisation may be undertaken:

- (i) if in cash, at a price not below 20% of the reference price recorded on the regulated market Euronext Milan, organised and managed by Borsa Italiana S.p.A. in the trading session prior to each individual transaction;
- (ii) if transacted – in any manner, including but not limited to, in addition to sale, through exchange, contribution and any other non-cash disposal – in the context of extraordinary transactions of interest to Sanlorenzo, including, by way of example but not limited to, the exchange of equity investments, acquisitions, mergers, spin-offs, share capital transactions, other corporate and/or financial transactions, according to the economic terms and conditions to be determined by the Sanlorenzo Board of Directors from time to time based on the nature and characteristics of the transaction, also taking into consideration the market performance of the Sanlorenzo stock and the Company's best interest;
- (iii) with regard to shares servicing compensation plans based on financial instruments for the benefit of directors, employees or contractors of the Company and/or its subsidiaries, according to the terms and conditions set forth in the regulations of such plans,

it being understood, in any case, that the proceeds of any act of disposal of treasury shares may be used for further purchases of shares, until the expiry of the authorisation, within the limits provided for by the latter and by the regulations in force.

Purchase transactions must be carried out, including through the trading of options or derivative financial instruments on Sanlorenzo shares, in compliance with applicable regulations and, in particular, in such a way as to allow for the respect of the equal treatment of shareholders in accordance with the provisions of Article 132 of the TUF, Article 144-*bis* of the Issuers' Regulation and the regulations on market abuse and therefore, *inter alia*, with the MAR Regulation, the Delegated Regulation and, if applicable, the Permitted Practices.

The shares to be used for management stock incentive plans must be assigned according to the methods and terms set forth in the regulations of the relative plans.

For any other detail concerning authorisation for the share buy-back resolved by the Shareholders' Meeting on 12 December 2023, please see the Explanatory Report of the Board of Directors drawn up and published in

accordance with law also on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com)) in the “Corporate Governance/Shareholders' Meeting/Ordinary Shareholders' Meeting 12 December 2023” Section.

At the date of the Report, Sanlorenzo holds a total of no. 214,928 treasury shares, equal to 0.61% of the share capital, unchanged compared to 31 December 2023.

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

Despite the fact that Article 2497-*sexies* of the Civil Code states that “*it is presumed, unless there is evidence to the contrary, that the activity of management and coordination of companies is exercised by the company or entity required to consolidate their financial statements or which in any case controls them pursuant to Article 2359 of the Italian Civil Code*”, HHL, the Company’s controlling shareholder, does not exercise management and coordination activities with regard to the Company.

The Issuer operates under conditions of corporate and entrepreneurial autonomy with respect to its holding company HHL and there is no activity typically involving management and coordination pursuant to Articles 2497 *et seq.* of the Civil Code.

By way of example and not exhaustive:

- the Issuer independently prepares and executes its own and the Group's strategic, industrial, financial and/or budget plans;
- the Issuer operates in full negotiating autonomy with respect to the conduct of relationships with customers and suppliers without any interference from HHL;
- the Issuer does not receive any assistance or financial coordination from HHL;
- the Issuer does not receive, and is in no way subject to, any financial or credit guidelines or instructions from HHL;
- the Issuer is not subject to any regulations or policies imposed by HHL; and
- there are no acts, resolutions or communications by HHL that would reasonably suggest that the Issuer's decisions are the result of a taxation -related and overriding intention of the holding company, limiting HHL to the exercise of administrative and property rights arising from its shareholder status, such as, for example, the exercise of voting rights at Shareholders' Meetings and the collection of dividends.

Hence, transactions with HHL are limited to the normal exercise by HHL of the administrative and property rights inherent in its shareholder status (such as voting at Shareholders' Meetings and collection of dividends).

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It is specified that:

- the information required by Article 123-*bis*, paragraph 1, letter i) of the TUF on the “*agreements between the company and the directors, members of the management or supervisory board, which provide for compensation in the event of resignation or dismissal without just cause or if their employment relationship ceases following a takeover bid*” are contained in the Report on the remuneration policy and remuneration paid, posted pursuant to Article 123-*ter* of the TUF on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com)), for which see also the Remuneration Report Section (Section 8).
- The information required by Article 123-*bis*, paragraph 1, letter l) of the TUF with regard to the “*rules applicable to the appointment and replacement of directors, members of the management or supervisory board, as well as to the amendment of the By-laws, if different from the laws and regulations applicable*”

*on a supplementary basis*” is illustrated in the Section of the Report dedicated to the Board of Directors (Section **4.2**).

- The information required by Article 123-bis, paragraph 1, letter l), second part TUF (“*the rules applicable ... to the amendment of the By-laws, if different from the laws and regulations applicable in addition*”) is explained in the Section of the Report dedicated to the Shareholders' Meeting (Section **13**).



### **3. COMPLIANCE (PURSUANT TO ARTICLE 123-BIS, PARAGRAPH 2, LETTER A), FIRST PART, OF THE TUF)**

Sanlorenzo has adhered to the CG Code, which is accessible to the public on the Corporate Governance Committee's website at <https://www.borsaitaliana.it/comitato-corporate-governance/codice/2020.pdf>.

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Sanlorenzo and its subsidiaries are not subject to non-Italian legal provisions that affect the Company's corporate governance structure.

## 4. BOARD OF DIRECTORS

### 4.1 Role of the Board of Directors

The Board of Directors plays a central role within the company's organisation and is responsible for the functions and responsibility for strategic and organisational policies of the Company, as well as for verifying the existence of the necessary controls to monitor the performance thereof and the companies belonging to the Sanlorenzo Group.

Pursuant to Article 15 of the By-laws, the Board of Directors is vested with the broadest powers for the management of the Issuer. By virtue of the same provision of the By-laws, the Board of Directors is also attributed, pursuant to Article 2365 of the Civil Code, the power, which cannot be delegated but which may in any case be remitted to the Shareholders' Meeting, over the following potential resolutions:

- (i) mergers and demergers in the cases provided for by law;
- (ii) the establishment or abolition of secondary offices;
- (iii) details as to which of the Directors represent the Company, without prejudice to the provisions of Article 18 of the By-laws, which states that the Chair of the Board of Directors, in the event of objective impediment, the Deputy Chair of the Board of Directors (if appointed), the Chief Executive Officers and those to whom special assignments are assigned, and the latter within the limits of the powers and duties conferred by the Board of Directors, shall be entitled to represent the Company legally before third parties and in court.
- (iv) reduction of capital in the event of withdrawal of Shareholders;
- (v) adaptations of the By-laws to regulatory provisions;
- (vi) the transfer of the Issuer's registered office within the national territory.

On 16 March 2021, the Board of Directors, in accordance with Principle XI and Recommendation 11 of the CG Code, with the favourable opinion of the Nomination Committee and the Board of Statutory Auditors, adopted regulations governing the role, organisation and operating procedures of the Board of Directors ("**Regulation of the Board of Directors**", which can be consulted on the Company's website, [www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com), in the "Corporate Governance/Board of Directors" Section). On 28 April 2022, at the first meeting following the appointment, the Board of Directors resolved to confirm the Regulation of the Board of Directors. On 14 March 2023, the Board of Directors, on the basis of the indications set forth in the letter of 25 January 2023 addressed by the Chair of the Corporate Governance Committee to the Chairs of the Boards of Directors of Italian listed companies, updated the Regulation of the Board of Directors in order to regulate the procedures for organising operational meetings of directors with the heads of corporate functions where such meetings may be useful in a preparatory function for specific board meetings.

The Regulation of the Board of Directors consists of 14 articles and does not derogate from or amend the applicable provisions of the law or the By-laws, which prevail in the event of any conflict.

Pursuant to Articles 2.2 and 3.1 of the Regulation of the Board of Directors and in accordance with Principles I, II, III and IV of the CG Code, the Board guides the Company by pursuing its sustainable success and, consistent with this, defines the strategies of the Company and its parent Group and monitors their implementation; the Board defines the corporate governance system that is most suitable for the structure and conduct of the Company's business and for the pursuit of its strategies; it assesses the adequacy of the organisational, administrative and accounting structure of the Company and its strategically important subsidiaries and promotes dialogue with the shareholders and other stakeholders that are important for the Company.

In particular, in accordance with Recommendations 1, 2 and 3 of the CG Code, the Regulation of the Board of Directors expressly reserves the following to the competence of the Board of Directors:

- (a) examination and approval of the business plan of the Issuer and the Group it heads, also based on the analysis of the issues that are relevant for the generation of long-term value (in compliance with Recommendation 1, lett. a) of the CG Code). The Board adopted the 2023-2025 business plan by resolution of 14 March 2023;
- (b) periodic monitoring of the implementation of the business plan, as well as assessment of the general operating performance, periodically comparing the results achieved with those planned (in accordance with Recommendation 1, lett. b) of the CG Code). At the meeting of 14 March 2023, the Board noted the Company's great ability in pursuing results, and how in the 2022 Financial Year the targets set out in the 2020-2022 business plan were again exceeded, and in particular how Net Revenues New Yachts were 20.3% above plan, Adjusted EBITDA 18% above plan, and Net Financial Position 277.2% above plan. As of the date of the Report, the Board of Directors on 15 March 2024 again noted the Company's great ability to pursue results, pointing out that in the 2023-2025 Business Plan targets have been again exceeded: in particular, Net Revenues New Yachts 2.5% above plan, EBITDA 3.3% above plan, and Net Financial Position 14.2% above plan;
- (c) the definition of the nature and level of risk compatible with the Issuer's strategic objectives, including in its assessments all elements that may be relevant for the Issuer's sustainable success (in compliance with Recommendation 1, letter c), of the CG Code). At the meeting of 9 February 2023, the Board, after receiving the favourable opinion of the Control, Risks and Sustainability Committee of 7 February 2023 and the Board of Statutory Auditors, endorsed the assessment of the chief executive officer and director in charge of establishing and maintaining the internal control and risk management system, Massimo Perotti, who confirmed that during financial year 2022, the different generic and specific natures of risk of the Company were assessed and the level of risk compatible with the strategic objectives and also in light of the organisational structure of the Company itself, and that for the actions taken all the relevant elements were assessed with a view to the sustainable success of the Company and such assessments were also taken into account to define variable remuneration targets. As at the date of the Report, the Board of Directors of 15 March 2024 had repeated and confirmed this assessment;
- (d) the definition of the Issuer's corporate governance system and the structure of the Group to which it belongs (in compliance with Recommendation 1, d, first part of the CG Code). The Issuer defined its corporate governance system firstly, with effect subject to the commencement of Trading (which took place on 10 December 2019) by resolution dated 24 October 2019 and confirmed on 23 December 2019 and then, in order to adapt it to the provisions of the CG Code, which has come into force in the meantime, by resolutions passed by the Board of Directors on 16 March 2021, subject to the favourable opinion of the competent Board Committees. Following the appointment of new boards, this structure was confirmed by resolution of the Board of Directors of 28 April 2022. At the meeting of the Board of Directors on 15 March 2024, the Company began to examine the process of implementing its corporate governance system in light of its acquired status as a "large company";
- (e) assessment of the adequacy of the organisational, administrative and accounting structure of the Issuer and its subsidiaries with strategic importance, with particular reference to the internal audit and risk management system (in compliance with Recommendation 1, d, second part of the CG Code). The Board of Directors periodically assesses the adequacy of its organisational, administrative and accounting structure to ensure that it is appropriate to the nature and size of the business, also in relation to the timely detection of business crisis and the loss of business continuity, in accordance with the provisions of Article 2086, paragraph 2 of the Civil Code, and Italian Legislative Decree no. 14 of 12 January 2019 (the "Crisis Code"); during the Financial Year, the Board of Directors carried out this assessment with positive results at the meeting of 9 February 2023 (with a favourable opinion from the Control, Risk and

Sustainability Committee of 7 February 2023) and at the meeting of 9 November 2023 (with a favourable opinion from the Control, Risks and Sustainability Committee of 8 November 2023), unanimously noting, in view of the information periodically provided by the delegated bodies and with what was reported by the chair of the Control, Risks and Sustainability Committee, that the organisational, administrative and accounting structure of the Company is considered adequate, effective and effectively functioning and also acknowledging that there are currently no strategic subsidiaries. During the session of 3 August 2023, following the favourable opinion of the Control, Risks and Sustainability Committee of 2 August 2023, the Board of Directors also positively assessed the adequacy of the internal control and risk management system and the way in which the parties involved in it are coordinated. As at the date of the Report, the Board of Directors of 15 March 2024 had reiterated the same adequacy assessment. Refer to Section 9 of the Report for detailed information on this issue;

- (f) resolution on the transactions of the Issuer and its subsidiaries that have a significant impact on the Issuer's strategic, economic, equity or financial position, by setting out the general criteria to identify significant transactions (in compliance with Recommendation 1, lett. e) of the CG Code). The Board of Directors of 28 April 2022, in establishing the powers of the CEO and the executive directors and their limits (on which see Section 4.5 of the Report below), identified the general criteria for identifying transactions of significance to the Company. During the Financial Year, the Issuer's main transactions and investments were submitted to the Board for assessment and approval, after having been duly examined and disclosed;
- (g) adoption - upon proposal of the chair and chief executive officer - of a procedure for the internal handling and disclosure to the outside world of documents and information concerning the Issuer, with particular reference to privileged information (in compliance with Recommendation 1, lett. f) of the CG Code). Refer to Section 5 of the Report for detailed information on this issue.

In compliance with Recommendation 3 of the CG Code, the Board also adopted the Policy for the Management of Dialogue with the General Shareholders; also on the basis of this Policy, during the Financial Year, the Board received periodic reports from the Chair on the progress of this dialogue, the manner in which it was expressed and the main topics discussed. Refer to Section 12 of the Report for detailed information on this issue.

The Board of Directors is also responsible for establishing an organisational, administrative and accounting structure appropriate to the size and nature of the Company, including in relation to the timely detection of the crisis of the company and the loss of the going concern, verifying its adequacy (refer to point (e) above for the related checks by the Board).

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During the Financial Year, the Board of Directors, which had already adapted the Company's corporate governance system to the provisions of the CG Code following its entry into force, did not deem it necessary or appropriate to prepare reasoned proposals to be submitted to the Shareholders' Meeting for the definition of a corporate governance system that is more functional to the needs of the company. At the meeting of the Board of Directors on 15 March 2024, the Company began to examine the process of implementing its corporate governance system in light of its acquired status as a "large company" with effect from 1 January 2024.

For detailed information regarding additional powers to the Board regarding:

- (i) appointment, refer to Section 4.2 of the Report;
- (ii) composition, refer to Section 4.3 of the Report;
- (iii) operation, refer to Section 4.4 of the Report;

- (iv) self-assessment, refer to Section **7.1** of the Report;
- (v) remuneration policy, refer to Section **8** of the Report;
- (vi) internal control and risk management system, refer to Section **9** of the Report.

#### **4.2 Appointment and replacement (pursuant to Article 123-bis, paragraph 1, letter l) of the TUF)**

The By-laws provide the list voting mechanism for the appointment of the members of the Board of Directors (and the Board of Statutory Auditors), with provisions aimed at allowing the appointment of minority representatives to these corporate bodies.

Pursuant to Article 12.1 of the By-laws, the Company is managed by a Board of Directors consisting of between 7 (seven) and 15 (fifteen) members. The Ordinary Shareholders' Meeting that appoints the Directors determines the number of members of the Board of Directors within these limits and the duration of their term of office, in any case not exceeding three financial years and expiring on the date of the Shareholders' Meeting called to approve the financial statements for the last financial year of their office. If the Shareholders' Meeting does not establish the duration of the directors' term of office, it is understood to be 3 (three) financial years.

The methods of appointment of the Board of Directors are governed by Article 147-ter of the TUF, by Article 144-quater of the Consob Issuers' Regulation and Articles 12 and 13 of the By-laws. Directors must meet the requirements of the law and are eligible for re-election. If the requirements are not met, the director is removed. Without prejudice to the applicability of the provisions of the law and the By-laws with regard to gender balance, a minimum number of directors corresponding to the minimum number required by law must meet the independence requirements laid down by law. The failure to meet the independence requirement must be immediately notified to the Board of Directors and, in any case, shall result in the forfeiture of office of the director, unless, and except otherwise required by law, the requirements are still met by a number of directors corresponding to the minimum number of directors required by law to meet the independence requirements.

Directors are appointed by the Shareholders' Meeting on the basis of lists of candidates, listed by sequential number, presented by the shareholders and in any case in compliance with the provisions of the law and the By-laws occasionally in force, including with regard to gender balance and the appointment of independent directors.

Lists that present a number of candidates equal to or greater than three must be composed of candidates belonging to both genders, so that at least two fifth (rounded up in any case) of the candidates belong to the least represented gender and must indicate which candidates meet the independence requirements established by the regulations occasionally in force.

The lists, signed by those who submit them, are filed at the Company's registered office, available to anyone who so requests, at least 25 (twenty-five) days before the date set for the Shareholders' Meeting called to resolve on the appointment of directors. The lists are in any case also subject to the further forms of advertising and filing prescribed by law.

Each shareholder, shareholders who are parties to a shareholders' agreement relevant pursuant to Article 122 of the TUF and the holding company, subsidiaries and those subject to joint control pursuant to Article 93 of the TUF, may not submit or participate in the submission, not even through a third party or trust company, of more than one list; each candidate may appear on only one list under penalty of ineligibility.

The By-laws provide that only shareholders who, alone or together with other shareholders, hold shares representing at least 2.5% of the share capital, or any other percentage established by mandatory provisions, have the right to submit lists. In this regard, it should be noted that the Consob, in compliance with the provisions of Article 144-septies, paragraph 1 of the Consob Issuers' Regulation, established, by Executive

Determination of the Head of the Corporate Governance Division no. 92 of 31 January 2024, that the shareholding in the share capital required for the presentation of lists of candidates for the election of the Company's governing bodies is equal to 1%.

The By-laws do not provide for the filing of a list by the outgoing Board of Directors.

The lists must be accompanied by (i) information relating to the identity of the shareholders who have submitted the lists, with an indication of the percentage of the total shareholding held; (ii) a declaration by which each candidate accepts their candidacy and certifies, under their own responsibility, that there are no grounds for ineligibility and incompatibility, as well as the existence of the requisites prescribed for the office; (iii) the curriculum vitae of each candidate containing exhaustive information on their personal and professional characteristics, with an indication, if applicable, of their suitability to qualify as independent.

In addition, the appropriate certification issued by an authorised intermediary in accordance with the law must be filed, within the deadline required by law for the publication of the lists by the Company, proving the ownership, at the time the list is filed with the Company, of the number of shares necessary for the presentation of the list. Failure to comply with the above provisions shall result in the list being considered as not having been submitted.

Each person entitled to vote may only vote for one list. Each shareholder, shareholders who are parties to a shareholders' agreement relevant pursuant to Article 122 of the TUF and the holding company, subsidiaries and those subject to joint control pursuant to Article 93 of the TUF may not vote for different lists.

At the end of the vote:

- (i) all the directors to be elected, except for one, are taken from the list that obtained the highest number of votes and are elected in the order in which they are listed on the list;
- (ii) the remaining director is drawn from, and elected from, the minority list that is not connected in any way, not even indirectly, with those who submitted or voted for the list that obtained the highest number of votes, and that obtained the second highest number of votes, in the person of the first candidate on the list itself.

If the minority list referred to in point (ii) has not obtained a percentage of votes equal to at least half of the percentage required by the By-laws for the presentation of lists, all the directors to be elected shall be taken from the list with the highest number of votes referred to in point (i).

If two or more lists have received the same number of votes, a new vote shall be taken. In the event of further parity between the lists put to the vote, the list submitted by shareholders with the largest shareholding or, alternatively in the event of parity of ownership, by the largest number of shareholders, shall prevail and be considered as the list with the highest number of votes.

If only one list is submitted, the Shareholders' Meeting shall vote on it and, if it obtains the favourable vote of the majority required by law for the resolutions of the Shareholders' Meeting, all the members of the Board of Directors shall be taken from that list, subject to compliance with the provisions of the law and the By-laws regarding the balance between genders and the provisions of the law regarding the appointment of independent directors.

If, at the end of the vote, the minimum number of directors meeting the independence requirements provided for by the By-laws and the law is not appointed, the non-independent candidate elected last in numerical order from the list that received the highest number of votes is excluded and the next non-elected candidate in numerical order who meets the independence requirements taken from the same list as the excluded candidate is appointed to replace them, or, failing that, the first candidate meeting the independence requirements in numerical order not elected from the other lists, according to the number of votes obtained by each list. This replacement procedure takes place until the Board of Directors is made up of the minimum number of directors who meet the independence requirements established by the By-laws and the law. Finally, if this procedure

does not ensure the result indicated above, the replacement is made by a resolution passed by the Shareholders' Meeting by relative majority, after the submission of candidates who meet the independence requirements.

If, at the end of the vote, the composition of the Board of Directors is not ensured in accordance with the provisions of law and the By-laws with regard to gender balance, the candidate of the most represented gender elected last in numerical order on the list that received the highest number of votes is excluded and the first candidate of the less represented gender elected in numerical order drawn from the same list as the excluded candidate is appointed in its place, or, failing this, the first candidate of the less represented gender elected in numerical order drawn from the other lists, according to the number of votes obtained by each list. This replacement procedure takes place until such time as the composition of the Board of Directors complies with the provisions of the law and the By-laws with regard to gender balance. Finally, if this procedure does not ensure the result indicated above, the replacement is made by a resolution passed by the Shareholders' Meeting by relative majority, after the submission of candidates belonging to the less represented gender.

If no list is presented, or if the only list presented does not obtain the favourable vote of the majority required by law for the resolutions of the Shareholders' Meeting, or if the result of the list vote is that the number of directors elected is lower than that established by the Shareholders' Meeting, the Shareholders' Meeting resolves to appoint the missing directors with the majorities required by law, without observing the list voting procedure, without prejudice to compliance with the provisions of the law and the By-laws regarding gender balance and the appointment of independent directors.

If during the financial year one or more directors leave office, provided that the majority is still made up of directors appointed by the Shareholders' Meeting, the procedure is carried out in accordance with Article 2386 of the Civil Code, subject to compliance with the law in force from time to time concerning the balance between genders and the appointment of independent directors; for the appointment by the Shareholders' Meeting of the members of the Board of Directors who replace those who have left office, the legal majorities apply. If the majority of the directors appointed by the Shareholders' Meeting are no longer in office, the entire Board of Directors is deemed to have resigned and the Shareholders' Meeting must be convened without delay by the directors remaining in office to reconstitute it.

If the number of directors has been determined by the Shareholders' Meeting to be lower than the maximum number provided for in the By-laws, the Shareholders' Meeting itself may increase the number of directors during the term of office of the Board of Directors within the maximum limit provided for in the By-laws; in this case, the legal majorities shall apply for the appointment of new members of the Board of Directors.

The By-laws do not provide for independence, honourableness or professionalism requirements other than those established for Auditors pursuant to Article 148 of the TUF in order to be appointed as Director.

The Issuer is not subject to rules on the composition of the Board of Directors other than the TUF.

With regard to the resignation of a director during the Financial Year, please refer to Section **4.3** below.

Refer to Section **7** of the Report for information on the role of the Board of Directors and Board committees in the self-assessment processes and the appointment and succession of directors.

Using the flexibility option permitted by Recommendation 24 of the Code, because Sanlorenzo is not a large company, the Board of Directors during the Financial Year has not established a plan for the succession of the chief executive officer and executive directors and has not determined that adequate procedures are in place for the succession of top management.

Having acquired the status of a "large company" as of 1 January 2024, at the proposal of the Chairman, the Board of Directors of 15 March 2024 agreed to carry out evaluations during the current financial year about whether or not to implement – in this case giving reasons for the decision not to implement – the Recommendations that have become applicable and have not yet been implemented.

### 4.3 Composition (pursuant to Article 123-bis, paragraph 2, letters d) and d-bis) of the TUF)

In compliance with Principle V of the CG Code, the Board of Directors is composed of executive and non-executive directors, all of whom have the professionalism and expertise adequate to the tasks assigned to them. In compliance with Principle VI of the CG Code, the number and expertise of the non-executive directors are such as to ensure that they have significant weight in the taking of board resolutions and to ensure effective monitoring of management.

The current Board of Directors, whose term of office will expire on the date of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2024, was appointed by the Ordinary Shareholders' Meeting of 28 April 2022.

The appointment of the Board took place on the basis of two lists, the first presented by the controlling shareholder HHL, then holding 60.26% of the ordinary shares, which presented 11 candidates for the office of director, and the second presented by a number of asset management companies on behalf of their funds, collectively holding 3.5% of the ordinary shares, as minority shareholders, which presented 1 candidate for the office of director.

The Shareholders' Meeting of 28 April 2022, approving the proposal of the member HHL, had set the number of board members at 12.

Pursuant to the By-laws, the 11 director candidates were taken from the list that obtained the highest number of votes and, specifically, from the list presented by the controlling shareholder HHL, which obtained the vote of 87.615% of the voting capital, in the progressive order in which they were listed on the list; the remaining director was taken from the list presented by the aforementioned asset management companies, which obtained the vote of 12.371% of the voting capital.

The Board of Directors that was appointed as a result of the vote held at the Shareholders' Meeting on 28 April 2022 was as follows.

Name and surname	Position	Place and date of birth	Date of appointment
Massimo Perotti	Chairman and Chief Executive Officer	Turin, 26/10/1960	28 April 2022
Paolo Olivieri	Vice Chair - Non-executive Director	Turin, 24/10/1961	28 April 2022
Marco Viti (*)	Executive Director (***)	Pietrasanta (LU), 12/9/1957	28 April 2022
Carla Demaria	Executive Director	Venaria Reale (TO), 13/5/1959	28 April 2022
Ferruccio Rossi	Executive Director	La Spezia, 24/02/1972	28 April 2022
Cecilia Maria Perotti	Non-executive Director	Turin, 25/01/1993	28 April 2022
Pietro Gussalli Beretta (**)	Independent Director	Brescia, 28/2/1962	28 April 2022
Licia Mattioli	Independent Director	Naples, 10/6/1967	28 April 2022
Silvia Merlo	Independent Director (****)	Cuneo, 28/7/1968	28 April 2022
Leonardo Luca Etro	Independent Director	Milan, 22/6/1978	28 April 2022
Francesca Culasso	Independent Director	Turin, 12/08/1973	28 April 2022
Marco Francesco Mazzù (****)	Independent Director	Rome, 24/08/1972	28 April 2022

(\*) On 26 August 2022, Marco Viti resigned as a director of the Company.



- (\*\*) On 14 March 2023, Pietro Gussalli Beretta resigned as a director of the Company with effect from 27 April 2023.
- (\*\*\*) On 30 May 2022, Marco Viti renounced the powers granted to him by the Board of Directors on 28 April 2022 and the powers were then revoked by the Board of Directors on 22 June 2022.
- (\*\*\*\*) Nominated from the minority list.
- (\*\*\*\*\*) On 16 March 2023, director Silvia Merlo announced that she had no longer met the independence requirements that she had met until then.

\*

On 30 May 2022, executive director Marco Viti relinquished his management powers, which were then revoked on 22 June 2022; he then resigned as director on 26 August 2022.

At its meetings held on 1 September 2022 and then on 8 November 2022, the Board of Directors, in agreement with the opinion of the Nomination Committee, resolved not to co-opt a new director to replace the director who had resigned, and to submit to the shareholders' meeting to be called to approve the financial statements as at 31 December 2022 the proposal to resolve to reduce the composition of the board of directors from twelve to eleven members and, if the shareholders' meeting does not resolve on the reduction, to appoint a new director to replace the director who has resigned.

\*

During the Financial Year, director Pietro Gussalli Beretta tendered his resignation from office by a statement made during the Board of Directors' meeting held on 14 March 2023, with effect from 27 April 2023 (date of the next Shareholders' Meeting).

Given that Pietro Gussalli Beretta will remain in office, as Chairman of the Nomination Committee and lead independent director until 27 April 2023, the meeting of the Board of Directors of 14 March 2023 considered that the Shareholders' Meeting that would be called to take the decisions concerning the replacement of the resigning director Marco Viti would also be able to pass the resolutions for the replacement of the aforesaid director, without the need to proceed with the assessments concerning the co-option of the director Pietro Gussalli Beretta in the period between the Board of Directors' meeting of 14 March 2023 and the date of the Shareholders' Meeting.

As a result of Pietro Gussalli Beretta's resignation, the meeting of the Board of Directors of 17 April 2023 appointed independent director Licia Mattioli as the new lead independent director, with the duties established by the Code (see Section 4.7 of the Report), and changed the composition of the Board of Directors' internal committees to replace the resigning director and make it compliant with the provisions of the Code and the Procedure for Related Party Transactions (for detailed information, see Section 6 of the Report).

\*

The Shareholders' Meeting called for 27 April 2023 and held in first call resolved, in approval of the proposal submitted by the shareholder HHL, to change the number of members of the Board of Directors from twelve to ten, and thus to confirm the ten members in office, without replacing the two members who left office soon after their appointment (Marco Viti and Pietro Gussalli Beretta).

\*

As at the date of the Report, the composition of the Board of Directors was as follows.

Name and surname	Position	Place and date of birth	Date of appointment
Massimo Perotti	Chairman and Chief Executive Officer	Turin, 26/10/1960	28 April 2022
Paolo Olivieri	Vice Chair - Non-executive Director	Turin, 24/10/1961	28 April 2022
Carla Demaria	Executive Director	Venaria Reale (TO), 13/5/1959	28 April 2022

Ferruccio Rossi	Executive Director	La Spezia, 24/02/1972	28 April 2022
Cecilia Maria Perotti	Non-executive Director	Turin, 25/01/1993	28 April 2022
Licia Mattioli	Independent Director	Naples, 10/6/1967	28 April 2022
Silvia Merlo	Non-executive Director (*)	Cuneo, 28/7/1968	28 April 2022
Leonardo Luca Etro	Independent Director	Milan, 22/6/1978	28 April 2022
Francesca Culasso	Independent Director	Turin, 12/08/1973	28 April 2022
Marco Francesco Mazzù (**)	Independent Director	Rome, 24/08/1972	28 April 2022

(\*) Independent director until 17 March 2023.

(\*\*) Nominated from the minority list.

The main professional skills and characteristics of each director in office as of the Report Date are indicated below:

- Massimo Perotti, Ferruccio Rossi and Carla Demaria: specific managerial skills in the nautical sector;
- Paolo Olivieri: background in economics, expertise in financial markets; specific knowledge and experience in financial matters;
- Cecilia Maria Perotti: architect;
- Silvia Merlo and Licia Mattioli; managerial and entrepreneurial skills and experience in governance systems;
- Silvia Merlo: specific expertise and experience in accounting and finance and in remuneration policies;
- Licia Mattioli: specific expertise in the legal field;
- Leonardo Luca Etro: professor of corporate finance and business valuation; specific expertise and experience in accounting and finance.
- Francesca Culasso: Professor of Business Administration.
- Marco Francesco Mazzù: engineer; consulting and management experience in international companies; specific expertise in marketing and recruiting.

\*

The curricula vitae of the Issuer's directors in office in the Financial Year are deposited at the Company's registered office and can be consulted on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com)) in the "Corporate Governance/ Board of Directors" Section.

\*

At the end of the Financial Year, and until the date of the Report, no other member of the Board of Directors has ceased to hold office and there have been no additional changes in its composition.

The Board of Directors' meeting of 15 March 2024, having acknowledged the request received from the majority shareholder HHL to also include the proposal to expand the numerical composition of the Board of Directors in office in the agenda of the convened Shareholders' Meeting called to approve the financial statements for the financial year, as permitted by Article 13.18 of the Company's By-laws, also included in the agenda of the Shareholders' Meeting convened in first call for 26 April 2024 and in second call for 27 April 2024 the "Increase in the number of members of the Board of Directors: determination of the number of new

*members of the Board of Directors; appointment of new directors; determination of the related term of office; determination of the related remuneration”.*

\*

For further information on the composition of the Board of Directors in office, also with specific reference to the seniority in office since the first appointment, reference should be made to Table 2 in the Appendix.

### ***Diversity criteria and policies***

As set forth in Section 4.1 above, the By-laws provide, also in accordance with the Recommendations of the CG Code, that the provisions on gender balance in the composition of the Board of Directors also apply after renewals. Hence, the law makes it mandatory to ensure the presence of the less represented gender and also provides that the Company does not exercise the right to apply the lower threshold of representation of the less represented gender for the first renewal. Furthermore, the composition of the Board of Directors at the date of the Report complies with the provisions of Article 147-ter, paragraph 1-ter of the TUF and the By-laws on gender balance.

The Board of Directors confirms that it believes the composition of the current Board guarantees gender, age, educational and professional diversity, in keeping with the primary goal of ensuring adequate competency and professionalism of its members, in compliance with Principle VII of the CG Code; the Board of Directors in office as of the date of the Report is made up of 5 members of the male gender and 5 members of the female gender and is also characterised by the age diversity of its members, considering that the age of the directors was between 31 and 65 years, and by the diversity of seniority in office (almost 20 years for one director, more than 10 years for another director, 6 years for another director, 5 years for four directors; there are also three newly appointed directors, one of whom had already been a director of the Company prior to listing).

Among the members of the Board there are managers of the Company who have been operating for many years in the same sector in which the Company is active and who have acquired a rich competence, also internationally, in the luxury boating sector and independent directors with experience also in listed companies.

The training and professional path of the directors in office guarantees a balanced combination of profiles and experience within the administrative body suitable to ensure the proper performance of the functions assigned to it.

See above with regard to the inclusion in the agenda of the Shareholders' Meeting convened in first call for 26 April 2024 and in second call for 27 April 2024, at the request of the majority shareholder HHL, of the item *“Increase in the number of members of the Board of Directors: determination of the number of new members of the Board of Directors; appointment of new directors; determination of the related term of office; determination of the related remuneration”.*

\*

By resolution of 16 March 2021, the Board of Directors, with the favourable opinion of the Control, Risks and Sustainability Committee and the Board of Statutory Auditors, approved the Measures to promote equal treatment and opportunities between genders in the corporate organisation (**“Measures for gender equality”**), drafted in implementation of Recommendation 8 of the CG Code and available on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com)) in the “Corporate Governance/Documents and procedures” Section.

Through the Measures for Gender Equality, the Company is committed to offering equal work opportunities and professional advancement to all employees on the basis of their specific professional qualifications and performance capabilities, without any discrimination and ensuring the possibility to report unlawful conduct; recognises meritocracy and the values of inclusion; is committed to guaranteeing an ethical and equal management of human resources in the selection, safety and full respect of the right to health, dignity, diversity

and inclusion, ensuring the theoretical and technical training, enhancement and professional and personal growth of individuals; recognises the value of work-life balance and is committed to developing programs and initiatives for reconciliation (leave, social and welfare supervision, smart working, permits); is committed to carrying out training sessions to raise awareness of the value of differences, gender equality, inclusive language. Disciplinary sanctions have been imposed on offenders in accordance with Article 7 of the Workers' Statute, the applicable CCNL and the Company's disciplinary code. The Human Resources function is called upon to promote and monitor the application of the measures adopted by the Company and to report to the Board of Directors at least annually.

During the meeting of 14 March 2023, the Board of Directors, as part of the monitoring of the concrete adoption of gender equality measures, took favourable note, following a concurring assessment by the Control, Risks and Sustainability Committee, that the diversity and inclusion training course had been launched during the 2023 Financial Year through the e-learning platform Skilla. The course provides video content and interactive readings and is structured in three steps: an opening test of ten situational questions to encourage an initial reflection on the topic; three training pills to discover the nuances of the concept of diversity in a work setting; and a final test to review and test the knowledge gained. A digital certificate is issued at the end of the course. All people in the Sanlorenzo Group were invited to attend the training programme, and 211 resources completed it in full.

At its meeting of 15 March 2024, as it continued to monitor the concrete implementation of the gender equality measures already reviewed at its meetings of 10 March 2022 and 14 March 2023, it took favourable note, following a concurring assessment by the Control, Risks and Sustainability Committee's, that the training path continues to be present within the Skilla e-learning platform and all new hires receive formal invitations to complete it.

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

The list of offices held in other companies (including those listed on regulated markets including foreign markets, in financial, banking, insurance or large companies) by the Company's Directors in office at the date of the Report is shown in the Table of offices at the end of this Report.

Using the flexibility option allowed by Recommendation 15 of the CG Code, since Sanlorenzo was not yet a large company in the reporting year, the Board of Directors has not expressed its guidance as to the maximum number of positions on boards of directors or boards of auditors in other listed or large companies that can be considered compatible with effective performance as a director of the Company.

In light of the acquired status of "large company" from 1 January 2024, the Company started to review the implementation process its corporate governance system at the meeting of the Board of Directors on 15 March 2024.

## **4.4 Functioning of the Board of Directors (pursuant to Article 123-bis, paragraph 2, letter d) of the TUF)**

The Regulation of the Board of Directors, adopted by the Issuer in compliance with the CG Code, governs, among other things, the functioning of the Board of Directors.

In particular, with regard to the procedures for taking minutes of the meetings (article 8), the Regulation of the Board of Directors provides that the minutes of the Board's meetings shall be made available to all Directors and Auditors, so that they can take note of their contents, by the first subsequent meeting of the Board and shall be recorded in the book of meetings and resolutions of the Board by the competent corporate bodies.

In relation to the management of information to directors (article 6), the Regulation of the Board of Directors provides that for the discussion of the documents on the agenda, the documentation must be made available to the directors and statutory auditors, by the Chair containing the information necessary to allow them to express themselves with awareness on the matters subject to resolution, by uploading them reasonably possible in advance of the date of the board meeting on an IT platform to which access is reserved for interested parties, organised and managed by the Company in order to guarantee the confidentiality of the information and documents uploaded therein. Each interested party can access the single section of its competence using personal authentication credentials. Access can be granted on a read-only basis, without the possibility of editing the uploaded documents. Documentation is normally made available to directors and auditors no later than the second day prior to the day set for the meeting, except in cases of urgency where documentation is made available with less notice. It is permissible that, due to particular confidentiality, the documentation be made available during the meeting and not in advance (on this specific point, the Board of Directors of 14 March 2023 decided not to update the Regulation of the Board of Directors in light of the indication of the letter of 25 January 2023 addressed by the Chair of the Corporate Governance Committee to the Chairs of the Boards of Directors of Italian listed companies, as it considered, that there may be reasons of particular confidentiality that do not permit the prior provision of the documentation). At its meeting of 15 March 2024, the Board of Directors, having acknowledged the recommendation in the letter of 14 December 2023 addressed by the Chair of the Corporate Governance Committee to the chairs of the boards of directors of Italian listed companies, noted that it had not made exceptions to the timeliness of the pre-meeting information during the Financial Year. In any case, the possibility of adequate and timely in-depth analysis during the meeting remains firm. In no case may failure to comply with the deadlines for making the documentation available in advance be cause for postponing the resolutions on the items on the agenda or for challenging the resolutions passed by the Board. The Chair, also with the help of the Financial Reporting Manager, checks that the information is regularly made available to the Directors and Auditors. Whenever possible, the Directors and Auditors are notified in advance of the uploading of the documentation on the IT platform, or of the fact that the Chair deems it appropriate, with regard to the content of the subject and the related resolution, that the information documentation is provided directly during the meeting, it being understood that it is the responsibility of each person concerned to check the available documentation. Supporting documentation distributed to directors and auditors is kept on file with the Board.

Moreover, pursuant to article 11 of the Regulation of the Board of Directors, the Directors and Auditors are required to keep confidential the documents, news, information and data acquired in the performance of their duties, even after their term of office has expired, without prejudice to the obligations imposed by the law, the judicial or supervisory authorities; they must refrain from seeking and using confidential information for purposes that are not consistent with their duties and are required to comply with the regulations on market abuse and the procedures adopted by the Company for the internal management and public disclosure of significant and confidential information. The same obligations also apply to the persons invited to take part in Board meetings, in any case without prejudice to any further obligation of confidentiality imposed on them pursuant to any applicable legislation, including professional legislation, or pursuant to specific confidentiality agreements to which they are party.

As positively ascertained by the Board of Directors on 15 March 2024, subject to the favourable opinion of the Control, Risks and Sustainability Committee and also at the outcome of the self-assessment process, during the Financial Year, the Company complied with the Regulation of the Board of Directors and in particular with the above-described procedures relating to the timeliness and adequacy of the information provided to the directors.

In addition to the members of the Board of Directors and the Board of Statutory Auditors, the Financial Reporting Manager and chief financial officer, the manager in charge of the yacht division, the sustainability support officer and the permanent secretary, as well as the Company's legal and tax advisors and the Company's

managers in charge of the functions to which the topics to be discussed by the Board from time to time refer, usually attend Board meetings so that they can provide the most appropriate and timely insights and clarifications to the Directors and Statutory Auditors during the meetings: in particular, during the Financial Year, the head of the human resources function, the head of the internal audit function and the employees of the finance and control function attended Board meetings.

General information on the activities of the Board of Directors and the availability of time provided by each Director is shown in Table 2 at the end of the Report, to which reference should be made.

The average length of Board meetings during the Financial Year was around 3 hours.

The meetings scheduled for the Board of Directors for 2024 are six, of which at the date of the Report, three have already been held on 26 January 2024, 8 February 2024 and 15 March 2024.

Article 10 of the Regulation of the Board of Directors governs the internal committees of the Board of Directors, establishing the Risk and Sustainability Control Committee, the Nomination Committee and the Remuneration Committee, their tasks, the methods of appointing their members, delegating the definition of their specific functions to the related regulations, approved by the Board of Directors; as indicated in Section 6, the regulations of the Committees govern their operating procedures in a manner similar to the Regulation of the Board of Directors, referred to as the default regulation. Also pursuant to Article 10 of the Regulation of the Board of Directors and as indicated in Section 10, the members of the Committee for Related Party Transactions are appointed by the Board of Directors in accordance with the provisions of the law, the Consob Related Parties Regulation and the Related Party Procedure, which also regulates the functioning of this Committee in a manner similar to the Regulation of the Board of Directors, the rules of which are referred to as the default rules.

#### **4.5 Role of the Chairman of the Board of Directors**

On 28 April 2022, the Company's Board of Directors appointed Massimo Perotti as Chairman of the Board of Directors, who also holds the position of chief executive officer. See Section 4.6 below for the powers delegated to the Chair and the reasons for the coincidence of the office of Chair and CEO.

The Chairman of the Board of Directors is vested with the powers provided for by law and the By-laws with regard to the functioning of the corporate bodies, the legal representation of the Company as regards third parties, the calling of and smooth and orderly functioning of the meetings of the Board of Directors, and of the Shareholders' Meeting.

In accordance with Principle X of the CG Code, pursuant to Article 4 of the Regulation of the Board of Directors, regardless of whether receiving management authority or being the chief executive officer, the Chairman serves as a liaison between the executive directors and the non-executive directors and oversees the effective functioning of the board proceedings. In particular, the Chairman, with the help of the Secretary, ensures:

- a. that the pre-meeting disclosure and additional information provided at meetings is adequate to allow the Directors to act in an informed manner in carrying out their role;
- b. that the activity of the board committees with investigative, proposing and advisory functions is coordinated with the activity of the Board;
- c. that the Company's and Group's managers, who are responsible for the relevant corporate departments according to the subject matter, attend the Board's meetings, also at the request of individual directors, in order to provide any necessary information on the items on the agenda; the invitation to attend the Board's meetings is the responsibility of the Chair pursuant to Article 17.4 of the By-laws, and the

persons invited are in any case bound to observe the same confidentiality obligations as those provided for directors and auditors;

- d. that the induction process for directors and statutory auditors is conducted regularly;
- e. the adequacy and transparency of the board's self-assessment process.

The Regulation of the Board of Directors provides that the Chair of the Board of Directors may – and in the event of a justified request by the lead independent director, must – organise operational meetings with the heads of the relevant corporate functions, where such meetings may be useful in preparation for specific meetings of the Board of Directors.

The Chair, also as Issuer's chief executive officer, has duly implemented the above. In particular, during the Financial Year, the latter actively played the role of coordination between the executive directors and the non-executive directors, guaranteeing the constant reporting of the delegated bodies to the entire Board on the operating performance and the main activities, as well as by supervising and reviewing the information and documents made available to the Board before each meeting (see Section 4.6 of the Report).

The Chair also effectively coordinated the activities of the Committees with those of the Board, ensuring that the Board was constantly updated on the outcome of the Committee meetings, including by calling on the respective chairs during the meetings. Similarly, it was constantly ensured that the managers of the Issuer and its Group companies - who are responsible for the corporate departments according to the subject on the agenda - attended the Board's meetings, so that they could provide detailed information on the issues dealt with (see Section 4.4 and 4.6 of the Report).

During the Financial Year, the Chair also oversaw an induction session on issues related to market disclosure and internal dealing, market manipulation and the related penalty system, related party transactions, remuneration policy and the internal control system, held after the conclusion of the Board of Directors' meeting on 11 May 2023.

Refer to Section 7.1 of the Report for the self-assessment process.

Also in compliance with the Policy for the Management of Dialogue with the General Shareholders adopted by the Company by resolution of 16 March 2021, the Chair periodically informed the Board on the development and significant contents of the dialogue held with all shareholders (see Section 12 of the Report).

### ***Secretary of the Board of Directors***

Pursuant to Article 14.3 of the By-laws, and article 5 of the Regulation of the Board of Directors, the latter, upon the proposal of the Chair, may appoint (and dismiss) its own permanent Secretary, even outside the Board of Directors itself; in the absence of appointment of the permanent secretary or in the event of unavailability thereof, the Secretary shall be appointed by the Chair on the occasion of each Board meeting and limited to the same.

In compliance with Recommendation 18 of the CG Code, the Regulation of the Board of Directors expressly governs the professionalism requirements and the duties assigned to the Secretary.

In particular, pursuant to the Regulation of the Board of Directors, the Secretary is permanently appointed by the Board, upon proposal of the Chair, in accordance with Article 14 of the By-laws; the latter must meet the requirements of integrity for appointment as director of the Company, as well as adequate professionalism and significant experience in the legal and corporate field; compliance with these requirements is assessed by the Board upon appointment of the permanent Secretary pursuant to Article 14 of the By-laws, or by the Chair upon appointment of the non-permanent Secretary of each Committee meeting. The Secretary supports the activities of the Chair and provides impartial assistance and legal advice to the Board on any aspect relevant to the proper functioning of the corporate governance system.

By resolution of the Board of Directors of 28 April 2022, the Board of Directors appointed Toti S. Musumeci, who meets the above-mentioned requirements, and who also held this position in the Board of Directors previously in office.

Also in compliance with recommendation 12 of the CG Code, during the Financial Year, the Secretary supported the activity of the Chair of the Board of Directors in order to allow the correct functioning of the Company's corporate governance system, in particular assisting the Chair in coordinating the making available to the directors of the information and documents subject to discussion during the Board meetings, the activities of the Board Committees, of which he is also the permanent secretary, with the activity of the administrative body, and the interventions of the executives responsible for the competent corporate functions, in collecting the results of the self-assessment process.

## 4.6 Executive directors

### *Chief Executive Officers*

Pursuant to Article 14.4 of the By-laws, the Board of Directors may delegate – in compliance with the procedures and limits established by law and determining the content, limits and any procedures for the exercise of the delegation – its powers to one or more of its members and to an executive committee composed of some of its members. If an executive committee is appointed, the Board of Directors shall determine the rules governing its operation. In any case, the delegated powers include the power to grant, within the scope of the powers received, delegations of individual acts or categories of acts to third parties, with the right to sub-delegate.

In addition to the afore-mentioned powers granted to the Chair (as outlined in the following paragraph of this Section), identified also as chief executive officer, and to those granted to the director Marco Viti (who resigned from office on 26 August 2022, following which his delegated powers, waived on 30 May 2022, were revoked on 22 June 2022), the Board of Directors of 28 April 2022 gave management powers to Ferruccio Rossi as Chief Executive Officer of the Company, in particular authority and powers in the management of the production and sales process of boats produced and/or marketed by the company, to be exercised independently and in compliance with the business plan, the annual budget and the general guidelines and criteria approved by the Board of Directors. In any case, the delegation does not include (i) the powers reserved by the law and the By-laws to the collective competence of the Board of Directors and in any case (ii) the powers that the same Board of Directors on 28 April 2022 established, which constitute a limit also to the powers of the CEO (as reported in the following Paragraph of this Section **4.6**).

Director Ferruccio Rossi is authorised to sign jointly with the chair of the board and CEO Massimo Perotti the acts falling within the competence of the chair and CEO, thus doubling the limits reserved for the chair and CEO and consequently reducing the board's reservation of competence.

Director Ferruccio Rossi is responsible for the legal representation of the company before third parties and in court, and for the use of the Company's signature within the limits of the powers granted, in accordance with Article 18 of the By-laws.

On 22 June 2022, the Board of Directors, after revoking the management powers granted to Marco Viti as a result of his renunciation of the same on 30 May 2022, resolved to appoint Ferruccio Rossi as (i) “employer” within the meaning and effect of Italian Legislative Decree 81/2008, as amended, with conferment of the related powers and delegations and (ii) Board Member with internal responsibility for the implementation by the Company of the measures to adapt to the new provisions of GDPR, granting the relevant powers and delegations.



Ferruccio Rossi is also chief executive officer of the subsidiary Bluegame S.r.l., director of the subsidiaries Sanlorenzo Monaco Sam and Sanlorenzo Baleari SL, chairman and chief executive officer of Equinoxe S.r.l and Sanlorenzo Arbatax S.r.l., chief executive officer of PN Sviluppo S.r.l.; director of the subsidiaries Carpensalda Yacht Division S.r.l. and Duerre S.r.l.

\*

On 28 April 2022, the Board of Directors also granted management powers to Carla Demaria, specifically vesting her with attributions and powers in the management of boat chartering activities, training in the boating sector and management of tourist berths and, in any case, the company's activities other than the core business of managing the production process and sales of the boats produced and/or marketed, to be exercised autonomously and in compliance with the business plan, the annual budget and the general guidelines and criteria approved by the Board of Directors. In any case, the delegation does not include (i) the powers reserved by the law and the By-laws to the collective competence of the Board of Directors and in any case (ii) the powers that the same Board of Directors on 28 April 2022 established, which constitute a limit also to the powers of the CEO (as reported in the following Paragraph of this Section 4.6).

Director Carla Demaria is authorised to sign jointly with the chair of the board and CEO Massimo Perotti the acts falling within the competence of the chair and CEO, thus doubling the limits reserved for the chair and CEO and consequently reducing the board's reservation of exclusivity.

Carla Demaria is responsible for the legal representation of the company before third parties and in court, and for the use of the Company's signature within the limits of the powers granted, in accordance with Article 18 of the By-laws.

Carla Demaria is also the chief executive officer of the subsidiary Bluegame S.r.l. and chair and CEO of I.C.Y. S.r.l. (a subsidiary of Bluegame S.r.l.).

After the end of the Financial Year, the meeting of the Board of Directors of 8 February 2024 resolved to grant the executive director Carla Demaria, in addition to the management powers already granted to her by the Board of Directors of 28 April 2022, the powers to hire, dismiss, including for non-disciplinary reasons, and determine the remuneration of company executives.

### ***Chair of the Board of Directors***

The Chair of the Board of Directors is the Company's controlling shareholder.

The Board of Directors on 28 April 2022 delegated to the Chair of the Board of Directors all the attributions and necessary powers to carry out any operation and any act of ordinary and extraordinary administration of the Company, including the execution of resolutions of the Board of Directors, from exercise autonomously and in compliance with the business plan, the annual budget and the general guidelines and criteria approved by the Board of Directors, with the exception of (i) the powers reserved by law and by the By-laws and by the CG Code to the collective competence of the Board of Directors and (ii) the following powers:

- (a) approval of the business plan, the annual budget and changes to the same;
- (b) making investments in excess of €2,000,000.00 per individual transaction;
- (c) deeds of tangible and intangible fixed assets in excess of €2,000,000.00 per individual transaction;
- (d) hiring, non-disciplinary dismissal and executive compensation;
- (e) assignment, transfer and otherwise ordering acts of the company or company branches;
- (f) purchase, lease (assets or liabilities) of companies or business units for amounts exceeding €2,000,000.00 per individual transaction;

- (g) sale, assignment, purchase and otherwise ordering acts of shareholdings and participation in the incorporation of companies, as well as participation in joint ventures, consortia, associations and temporary groupings of companies, for amounts exceeding €2,000,000.00 per individual transaction;
- (h) sale, transfer, purchase or other ordering acts other than the leasing of real estate for amounts exceeding €2,000,000.00 per individual transaction;
- (i) taking out medium- to long-term loans (over 18 months' duration) in any form for amounts exceeding €1,000,000.00 per individual transaction;
- (j) granting of real or personal guarantees, including bank sureties and letters of patronage, in favour of third parties in any form exceeding €500,000.00 per single transaction, with the exception of intra-group guarantees and guarantees granted in favour of the company's customers against the payment of advances and/or work under warranty and/or for the purchase of engines to be installed on boats, which fall within the delegation without amount limits;
- (k) litigation transactions for values exceeding €5,000,000.00 for each transaction;
- (l) conferment of powers on the company's representative to attend the shareholders' meetings of the investee companies, if they decide on matters that cannot be delegated as described above.

In the event of a joint signature of the chair with one of the other directors to whom management powers are delegated (at the date of the Report, Ferruccio Rossi and Carla Demaria), the aforementioned limits are deemed to be doubled.

The Chair and CEO Massimo Perotti may also perform any transaction and any act of administration of the Company contemplated in the annual budget approved by the Board of Directors, even if such transactions and acts were abstractly included in one of the matters reserved to the Board of Directors' collective competence.

The Chair of the Board of Directors is therefore the chief executive officer, as also expressly established in compliance with Recommendation 4 of the CG Code by the Board of Directors on 28 April 2022, which noted that the coincidence of positions held by Massimo Perotti is justified in consideration of the excellent work performed in the past and, among other things, the extraordinary results achieved by the Company following its listing, as well as, as in the past, in the organisational structure of the Company itself, in the professionalism and experience of Massimo Perotti and in the importance of his activities for the Company. For these reasons, the Company decided, in continuity with the past, to confirm the position of Chief Executive Officer of the Chairman of the Board of Directors, Massimo Perotti.

In view of the concentration of the offices of Chairman of the Board of Directors and chief executive officer on Massimo Perotti, in compliance with Recommendations 13 and 14 of the CG Code, the Board of Directors appointed Independent Director Licia Mattioli as lead independent director (see Section 4.7 below).

Chair and CEO Massimo Perotti is also chair of the subsidiaries Bluegame S.r.l., PN Sviluppo S.r.l., Sanlorenzo of the Americas LLC, Sanlorenzo Monaco Sam and Sanlorenzo Baleari SL.

### ***Executive Committee***

At the date of this Report, no Executive Committee has been established.

### ***Disclosure of information to the Board by board members/delegated bodies***

In accordance with Article 17.7 of the By-laws and Article 150 of the TUF, the delegated bodies report to the Board of Directors and the Board of Statutory Auditors - and in the absence of delegated bodies, the directors report to the Board of Statutory Auditors - at the meetings of the Board of Directors and at least every three

months, as established by the Board of Directors at the time of conferral of powers, on the activities carried out, on the general performance of operations and the foreseeable evolution, on transactions of major economic, financial and equity importance, or in any case of greater significance in terms of their size and characteristics, carried out by the Company and its subsidiaries, with particular regard to transactions in which the directors have an interest of their own or as third parties or which are influenced by the person exercising management and coordination activities, if any. The Board of Statutory Auditors may also be informed, for reasons of timeliness, directly or at meetings of the Executive Committee, if appointed.

During the Financial Year, the Board met on seven occasions, during which the chief executive officers reported frequently and continuously to the Board, also pursuant to Article 2381 of the Civil Code, on the management of corporate activities, also with regard to the transactions with the greatest impact on the Company's financial performance and financial position, the evolution of the nautical market on a global scale, the investment trend and the organisational structure of the various corporate functions.

The Board assesses the general performance of operations on a quarterly basis, taking into account, in particular, the information received from the chief executive officers; during the financial year, this assessment was made at the Board meeting held on 9 February 2023, 14 March 2023, 3 August 2023 and 9 November 2023. The same assessment was made at the 15 March 2024 Board Meeting.

### ***Other executive directors***

In addition to the Chair and Chief Executive Officer, Ferruccio Rossi, the Chief Executive Officer Marco Viti and the Chief Executive Officer Carla Demaria, there are no other executive directors.

## **4.7 Independent Directors and Lead Independent Director**

### ***Independent Directors***

Upon accepting their candidacy, directors who, in the list for the appointment of the Board submitted by the majority shareholder HHL, indicated they qualified as independent, pledged to maintain such independence requirements for their entire term of office; moreover, all the directors who, in the list for the appointment of the Board presented by the majority shareholder HHL and in the list presented by the minority shareholders, indicated their eligibility to qualify as independent, undertook to promptly notify the Company of any circumstances and/or situations that might compromise their independence.

The meeting of the Board of Directors of 14 March 2023, with a positive opinion from the Nomination Committee on 13 March 2023 and the Board of Statutory Auditors, confirmed the quantitative and qualitative criteria for assessing the significance of the relevant circumstances pursuant to Recommendation 7, letters c) and d) of the CG Code, for the purposes of assessing the independence of the directors who were approved on 16 March 2021, identifying as a parameter of the significance of the commercial relations referred to in the aforementioned letter c) of Recommendation 7 of the CG Code the amount of €30,000 per year, for both direct and indirect commercial, financial or professional relationships, and the amount of €30,000 per year as a parameter of the significance of the additional remuneration referred to in the aforementioned letter d) of Recommendation 7 of the CG Code, referred to for statutory auditors by Recommendation 9 of the same Corporate Governance Code (collectively, the “**Significance Criteria**”); the Board of Directors also confirmed that it did not believe it appropriate to set further parameters, deeming it preferable, without prejudice to the aforementioned limits, that any relationships or remuneration be assessed on a case-by-case basis by the Board of Directors.

In accordance with the Recommendations contained in Articles 2 and 3 of the CG Code, and in compliance with the provisions of Article 12.4 of the By-laws, during the Financial Year five independent directors first joined the Board of Directors: Licia Mattioli, Leonardo Luca Etro, Francesca Culasso, Silvia Merlo and Marco Francesco Mazzù. Following their appointment and also during the Financial Year (on 9 March 2023 and then 14 March 2023), these directors indicated that they meet the independence requirements imposed by the combined provisions of Articles 147-ter, paragraph 4 and 148, paragraph 3 of the TUF and the CG Code, with express reference to the Significance Criteria. On 14 March 2023, the Board of Directors verified that the independent directors met the independence requirements, including with specific reference to the Significance Criteria.

On 14 March 2023, the Board of Directors positively verified that the aforementioned independent directors met the independence requirements, including with specific reference to the Significance Criteria, and in adherence to Recommendations 6, 9 and 10 of the CG Code, the Company informed the market on the same date that their independence status had been confirmed, both in accordance with the TUF, and Recommendation 7 of the Corporate Governance Code, including in light of the Significance Criteria.

On 17 March 2023 the independent director Silvia Merlo informed the Company that she no longer met the independence requirements; the Company informed the market of this on the same date.

Although following Pietro Gussalli Beretta's resignation and Silvia Merlo's loss of independence requirements, the composition of the Board of Directors in office at the date of this Report – four independent directors remaining in office (Licia Mattioli, Leonardo Luca Etro, Francesca Culasso and Marco Francesco Mazzù) of a total of ten directors – complies with Article 147-ter of the TUF, Article 2.2.3, paragraph 3, letter m) of the Regulation of markets organised and managed by Borsa Italiana S.p.A. and Article IA.2.10.6 of the related Instructions, applicable to Sanlorenzo as it is listed on the Euronext STAR Milan segment organised and managed by Borsa Italiana S.p.A.

The chair of the Board of Directors is not independent.

The Company believes that an adequate number of independent Directors was identified with respect to the Company's needs and the functioning of the Board of Directors, as well as for the purposes of the composition of the Committees described in Sections 7, 8, 9 and 10 of the Report, having, *inter alia*, a number of independent Directors greater than one-third of the members of the Board of Directors, in adherence of Recommendation 5, third paragraph of the Code, although not applicable to the Company during the Financial year. See also **Section 4.3** above with regard to the inclusion in the agenda of the Shareholders' Meeting convened in first call for 26 April 2024 and in second call for 27 April 2024, at the request of the majority shareholder HHL, of the item "*Increase in the number of members of the Board of Directors: determination of the number of new members of the Board of Directors; appointment of new directors; determination of the related term of office; determination of the related remuneration*".

As of the date of this Report, the Board of Directors also verified that the directors qualified as independent (Licia Mattioli, Leonardo Luca Etro, Francesca Culasso and Marco Francesco Mazzù) met independence requirements on 15 March 2024 and communicated to the market on the same date.

The Company's independent directors therefore meet once a year, in the absence of the other directors, applying Recommendation 5, last paragraph of the Code, although applicable to the Company, solely with effect from 1 January 2025.

During the Financial Year, upon invitation by the lead independent director, the independent directors met in the absence of the other directors on 9 March 2023 and, as at the date of the Report, again on 12 March 2024; during the above-mentioned meetings, the independent directors verified the existence of the independence requirements in light of the Recommendations of the CG Code. These meetings were held in dedicated and separate sessions and in the absence of the other directors.

### ***Lead independent director***

As at the date of the Report, the Company's lead independent director is independent director Licia Mattioli, appointed with effect from 27 April 2023 by resolution of the Board of Directors of 17 April 2023 – in accordance with Recommendations 13 and 14 of the CG Code, and in particular Recommendation 13, lett. A), as the Chair of the Board of Directors is also the chief executive officer – to replace Pietro Gussalli Beretta, lead independent director until 27 April 2023, the date on which he ceased to hold that office, to which he had been appointed upon the renewal of the Board of Directors by resolution of 28 April 2022, as a result of his resignation from the office of director (on this point, please refer to Section **4.3** of the Report).

The Regulation of the Board of Directors governs the powers and functions of the lead independent director in Article 9, in accordance with the provisions of the CG Code.

In particular, pursuant to Article 9 of the Regulation of the Board of Directors, the lead independent director represents a point of reference and coordination of the requests and contributions of the non-executive directors and, in particular, of the independent directors, and convenes and coordinates the meetings, at least annually, of the independent directors only. The lead independent director collaborates with the Chair in order to ensure that the directors receive complete and timely information flows and to define the initiatives aimed at enabling the directors and auditors to have a better knowledge of the Company, the Group and, in general, the dynamics of the company, and promotes the annual evaluation of the Board of Directors.

During the Financial Year, the lead independent director at the time, Pietro Gussalli Beretta (also Chair of the Nomination Committee), convened the meeting of the independent directors only, in the absence of the other directors, held on 9 March 2023, overseeing its proceedings, and also coordinated the Board of Directors' self-assessment process.

As at the date of this Report, this meeting, convened and chaired by the lead independent director in office, Licia Mattioli, was held on 12 March 2024; the lead independent director Licia Mattioli also coordinated the Board of Directors' self-assessment process for the Financial Year, the results of which are set forth in Section **7** below.

## 5. PROCESSING OF CORPORATE INFORMATION

With reference to the management of inside information, the Issuer's Board of Directors has adopted the initiatives and procedures described below in brief, in order to monitor the access and circulation of inside information before its disclosure to the public, as well as to ensure compliance with the obligations provided for by law and regulations.

### ***Procedure for the internal management of Relevant Information and Privileged Information and communication of Privileged Information to the public***

The Company has adopted:

- (i) also in compliance with the provisions of article 1, lett. F) of the CG Code, the Procedure for the internal management of privileged information and the public disclosure of privileged information, aimed at guaranteeing transparency towards the market and adequate preventive measures against market abuse and against abuse of privileged information, drawn up with the assistance of the Company's consultants, also compliant with recommendation 1, letter f, of the CG Code;
- (ii) the Procedure for the Management of the Register of Persons with Access to Relevant and Inside Information;
- (iii) the internal dealing procedure in accordance with Community and national rules on transactions carried out by persons exercising administrative, control or management functions (so-called internal dealing) and market abuse. In particular, this procedure is aimed at regulating the information obligations and conduct to be observed by relevant persons, relevant shareholders, closely associated persons and the Company in order to ensure specific, timely and correct transparency of information on transactions with the public and the competent authorities.

The Procedure for the internal management of relevant information and inside information and the public disclosure of inside information and the Procedure for the management of the register of persons having access to relevant information and inside information, in the version most recently approved by the Board of Directors (on 16 March 2021 and 22 June 2022, respectively), can be consulted on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com)) in the "Corporate Governance/Documents and Procedures" Section. The internal dealing procedure, approved by the Board of Directors on 24 October 2019, with effect from the date of submission to Borsa Italiana of the application for admission to trading (27 November 2019), is available on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com)) in the "Corporate Governance/Internal Dealing" Section.

## **6. COMMITTEES WITHIN THE BOARD (PURSUANT TO ARTICLE 123-BIS, PARAGRAPH 2, LETT. D), TUF)**

Pursuant to Article 14.6 of the By-laws, the Board of Directors may establish committees, determining their composition, tasks and rules governing their operation.

The Board's Regulation expressly provides (Article 10) that the Board of Directors of the Company shall establish among its members the Control, Risks and Sustainability Committee – with the task of supporting the Board's assessments and decisions regarding the internal audit and risk management system and the approval of periodic financial and non-financial reports, as well as regarding sustainability -, the Nomination Committee– which has to support the Board in identifying the best composition of the Board and its committees, as well as in the self-assessment process– and the Remuneration Committee– which has to support the Board's assessments and decisions with regard to the remuneration policy for directors holding specific offices and for managers with strategic responsibilities.

The following were therefore set up within the Board:

- (i) the Nomination Committee;
- (ii) the Remuneration Committee;
- (iii) the Control, Risks and Sustainability Committee;
- (iv) the Related-Party Transactions Committee, in compliance with the Consob Related Parties Regulation as well as pursuant to Article 2391-*bis* of the Civil Code.

By resolutions passed on 28 April 2022, the newly elected Board of Directors confirmed, in compliance with the provisions of the CG Code (in particular its Recommendations 16 and 17), the establishment of the aforementioned Committees and their respective regulations, giving priority to the competence and experience of the directors.

On 14 March 2023, the Board of Directors resolved, with the favourable opinion of the respective Committees, to supplement the Committees' Regulations to take into account the indications of the letter of 25 January 2023 addressed by the Chair of the Corporate Governance Committee to the Chairs of the Boards of Directors of Italian listed companies, in order to regulate the procedures for organising operational meetings of the members of the Committees with the heads of the relevant corporate functions.

After the end of the Financial Year, the Board of Directors' meeting of 15 March 2023 resolved, with the favourable opinion of the Control, Risks and Sustainability Committee, to supplement the relevant Regulation, including its specific competence on the determination of ESG (Environmental, Social and Governance) objectives of the incentive remuneration plans for directors, employees and contractors of the Company and the Group and their actual achievement.

The Regulations of the Board Committees are published on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com)) in the “Corporate Governance/Internal Committees” Section.

\*

Following Pietro Gussalli Beretta's resignation as director on 14 March 2023, with effect from 27 April 2023, and Silvia Merlo's loss of the independence requirements reported on 16 March 2023, the meeting of the Board of Directors of 17 April 2023 adjusted the composition of the Committees, whose members were appointed on 28 April 2022, to ensure that their composition complies – in particular with regard to the requirements for the chair and the number of independent members – with the applicable provisions of the Code, and consequently of the Regulation of the Board of Directors and the Regulations of the Committees, and, with regard to the Related-Party Transactions Committee, with the Procedure for Related Party Transactions adopted by the

Company in accordance with the Regulation on Related Party Transactions. For the composition of the Committees, as also modified following this resolution, please refer to **Sections 7.2** (for the Nomination Committee), **8.2** (for the Remuneration Committee), **9.2** (for the Control, Risks and Sustainability Committee) and **10** (for the Related-Party Transactions Committee).

The Board of Directors determined the composition of its internal Committees in a way that avoids excessive concentration of tasks in this area, and therefore, while it is not yet required to comply with the provisions applicable to large companies (a category into which it will only fall with effect from 1 January 2024, with the obligation to comply with the relevant regulations with effect from financial year 2025), it has nonetheless applied Recommendation 17, first paragraph of the CG Code.

\*

The Company has confirmed the establishment and appointment of the Nomination Committee, and therefore despite being a concentrated ownership company has not used the flexibility option granted by Recommendation 16, last paragraph of the Code to assign the functions of this Committee to the Board of Directors.

The Company confirmed the establishment and appointment of the Control, Risks and Sustainability Committee, and therefore, while it is not yet required to comply with the provisions applicable to large companies (a category into which it will only fall with effect from 1 January 2024, with the obligation to comply with the related provisions with effect from financial year 2025), it did not elect for the option provided by Recommendation 16, fourth paragraph, of the CG Code to assign the functions of this Committee to the Board of Directors.

\*

Pursuant to the Regulation of the Board of Director, the Committees' functions are of an investigative, proposing and advisory nature and are defined in their respective regulations, which are approved by the Board of Directors; the appointment and revocation of the members of the Committees are carried out by the Board, according to the provisions contained in their respective regulations and, in any case, giving priority to the expertise and experience of their members. The functions that the CG Code attributes to the Committees it recommends have not been distributed differently and/or merged with and/or reserved for the Board of Directors; however, the Control, Risks and Sustainability Committee has, in addition to the functions indicated in the Code, also functions relating to sustainability (for which reference should be made to Section **9.2** of the Report). For a specific description of the functions, tasks, resources and activities, reference should be made to the following Sections of this Report; as regards the Committee for Related Party Transactions, reference should be made to Section **10** of the Report.

The Committee regulations also govern the requirements for being part of and chairing them, in any case in compliance with the applicable provisions of the CG Code and prerogatives of each Committee.

The Regulation of the Board of Directors, in addition to providing for the setting up of the Control, Risks and Sustainability Committee, the Nomination Committee and the Remuneration Committee, delegate to the regulations of each Committee the rules for the functioning of the same; the regulations of the Committees, and the Related Parties Procedure as regards the Related Party Transactions Committee, govern the rules for the functioning of the same in a manner similar to the Regulation of the Board of Directors, also as regards the information provided to the directors, referred to as the default regulations.

The Related-Party Transactions Committee is appointed by the Board in compliance with the provisions set out by law, by the Consob Related Parties Regulation and by the Procedure for transactions with related parties adopted by the Company in compliance with said regulation, which also governs the functioning of this committee.



As positively ascertained by the respective Committees on 13 and 14 March 2024, including at the end of the self-assessment process, during the Financial Year, the Committee Regulations have been complied and, in particular, the procedures relating to the timeliness and adequacy of the information provided to the directors.

***Additional committees (other than those required by regulation or recommended by the CG Code)***

As of the date of the Report, no additional committees have been established other than those recommended by the CG Code (Principle XI and Recommendation 16) or required by the Consob Related Parties Regulation (it being understood that the Control, Risks and Sustainability Committee has competence not only on internal controls and risk management pursuant to Article 6 of the CG Code, but also on sustainability issues).

## 7. DIRECTOR SELF-ASSESSMENT AND SUCCESSION – NOMINATION COMMITTEE

### 7.1 Director self-assessment and succession

The Board periodically evaluates the effectiveness of its activity and the contribution made by its individual members by annually completing, also in compliance with Principle XIV and Recommendations 19, 21 and 22 of the CG Code, a complex self-assessment process, having consulted the Chair of the Board of Directors and chief executive officer and the Nomination Committee, which make use of the assistance of the Secretary of the Board of Directors.

Although Recommendation 22 of the CG Code allows it to be carried out every three years, as the Company was still not required to comply with the rules applicable to large companies (a category into which it only falls with effect from 1 January 2024, with an obligation to comply with the related provisions with effect from 2025), also in view of best practices, the Regulation of the Board of Directors provides for the self-assessment process to be carried out annually; the Company has instead decided to make use of the flexibility option of not assessing the involvement of an independent expert, other than the Secretary of the Board of Directors, in carrying out the self-assessment.

With reference to the Financial Year, the Board, on the basis of a specific questionnaire divided into different areas of investigation and with the possibility of expressing comments and proposals, carried out the self-assessment process, already carried out with reference to previous years, on the size, composition (including the number and role of independent directors) and on the functioning of the Board itself and its Committees, the results of which were analysed in the Nomination Committee of 13 March 2024 and presented during the Board meeting held on 15 March 2024.

The self-assessment process was coordinated by the Director Licia Mattioli, Lead Independent Director and Chair of the Nomination Committee, in consultation with the Chair of the Board of Directors and CEO, with the assistance of the Secretary to the Board of Directors.

In carrying out the process, the Lead Independent Director and Chair of the Nomination Committee considered, among other things, the recommendations contained in the annual communication of the Chair of the Corporate Governance Committee, as well as the provisions of the CG Code.

The process, in which all the directors were involved, was developed through a questionnaire, completed anonymously, including, among other things, questions involving:

- (i) the size, competence and composition of the Board, also with reference to diversity profiles, and the remuneration of directors, with particular reference to (a) the adequacy of the balance between the executive, non-executive and independent members, the reasonableness of the criteria used to assess the independence of directors, the diversity and adequacy of age, gender composition and skills and experience with respect to the Company's activities and issues also in view of the renewal of the Board of Directors, (b) the adequacy of the powers delegated to executive directors, their contribution to the definition of the approved strategic plans and the monitoring of operating performance and the control system, the frequency of Board meetings, the degree of directors' participation, the duration of Board meetings and the items on the agenda the adequacy of the time dedicated to discussions and (c) the adequacy of the time during which the preparatory documentation for board meetings is made available to the directors, also with respect to the provisions of the Regulation approved by the board of directors concerning its functioning, its suitability and comprehensibility in order to allow for a careful, conscious and adequate evaluation, the attention of the directors to the rules of transparency and abstention with regard to situations of potential conflict of interest, the interaction between the

Board of Directors and the Board of Statutory Auditors, the information provided to directors on the organisation of the Company and the Group and on the dialogue with shareholders and stakeholders, the frequency of management reports, the balance between presentation time and discussion time in the boardroom, the suitability of the access modalities to maintain the confidentiality of information, the adequacy of remuneration for directors with or without delegated powers or roles in committees in relation to competence, professionalism, commitment and sustainability objectives;

- (ii) the size, composition and operation of the Committees within the Board of Directors, with particular reference to the adequacy of the number of committees, the suitability of the skills and experience of the members of the committees, the adequacy of the composition and operation of the Remuneration Committee, the Nomination Committee, the Related-Party Transactions Committee, the Control, Risks and Sustainability Committee and the tasks entrusted to them;
- (iii) the communication between the Board of Directors and the Group's top management, with particular reference to the adequacy and timeliness of the information provided by the managing directors and, in general, of the information flows, as well as the activities of the Chair of the Board of Directors aimed at enabling board discussion and providing adequate knowledge of the Company's and the Group's sectors of activity, the regulatory framework in which they operate and the principles of proper risk management (induction session);
- (iv) corporate governance and risk governance, with particular reference to the appropriateness of the Company's governance and the Board of Directors' attention to this issue, the Board of Directors' ability to manage the Company's and the Group's risks, the existence of the necessary tools to assess the internal audit system also with a view to sustainable success, the appropriateness of the Company's adherence to the CG Code;
- (v) the appropriateness of the self-assessment questionnaire and the effectiveness of the Board (and in particular the Chair and the lead independent director) in overseeing the self-assessment process, as well as the adequacy and transparency of this process.

As a result of the self-assessment, it was found that, in general, the directors expressed positive, good or highly satisfactory assessments of the questions asked; only one director expressed a remark and proposals for improvement, and another director, while giving entirely positive assessments, made a proposal for improvement for financial year 2025. There were therefore no critical issues to be brought to the attention of the Board of Directors. The Board of 15 March 2024 was informed of the proposals for improvement formulated by two directors regarding the specific management of cyber risks, the gradual strengthening of the internal control structure (on this subject, please refer to the actions resolved by the Board of March 15, 2024 referred to in Section 9 below), the possible establishment of new internal Committees (such as the Strategy Committee), and the possible increase of directors' remuneration.

On 16 March 2021, the Board took note of the content of Principle XIII of the CG Code; however, in view of the fact that Recommendation 24 of the CG Code only requires large companies (a category into which it will only fall with effect from 1 January 2024, with an obligation to comply with the related rules with effect from financial year 2025) to prepare a succession plan for the CEO and executive directors, it adhered to the flexibility option granted and resolved not to prepare a succession plan of the Chief Executive Officer and Executive Directors. In view of the acquisition of "large company" status with effect from 1 January 2024, the Board of Directors' meeting of 15 March 2024 resolved to implement preliminary activities for the preparation of a succession plan for the chief executive officer and executive directors during the current financial year.

## 7.2 Nomination Committee

The Board of Directors of 28 April 2022 confirmed the establishment of the Nomination Committee and the related regulation (lastly supplemented by resolution of the Board of Directors of 14 March 2023, following the compliant proposal of the Nomination Committee held on 13 March 2023, in order to bring it in line with the indications of the letter of 25 January 2023 addressed by the Chair of the Corporate Governance Committee to the Chairs of the Boards of Directors of Italian listed companies), and available for consultation on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com)) in the “Corporate Governance/Internal Committees” Section), and therefore, despite being a company with concentrated ownership, has not taken advantage of the option granted by Recommendation 16 of the Code to assign the functions of such Committee to the Board of Directors.

### *Composition and functioning of the Nomination Committee (pursuant to article 123-bis, paragraph 2, letter d), TUF)*

In accordance with Recommendations 7 and 20 of the CG Code, the Regulation of the Board of Directors provides that the Company's Nomination Committee shall consist of three directors, at least two of whom shall be independent directors and that the Chair of the Committee must be selected from among the independent directors.

The meetings of the Nomination Committee are chaired by its chair or, in the absence or impediment thereof, by the member chosen by those present and minutes are taken; the minutes are drawn up and signed by the chair of the meeting and the Secretary; the chair of the Committee reports to the Board on the Committee's activities; the Committee's regulation provides that the chair of the Board of Statutory Auditors, or an Auditor designated by the latter, attends the Committee's meetings, without prejudice to the right of each Auditor to participate; the Committee's regulations govern its functioning in a manner similar to the Regulation of the Board of Directors, also with regard to the information provided to the Directors, which is referred to as the default rule.

By virtue of the Board of Directors' resolution of 28 April 2022 taken following the renewal of the Board, the following directors were appointed members of the Nomination Committee: independent director Pietro Gussalli Beretta (as chair), independent director Marco Francesco Mazzù and non-executive director Paolo Olivieri.

Following the resignation of Director Pietro Gussalli Beretta on 14 March 2023, effective from 27 April 2023, the Board of Directors of 17 April 2024 appointed independent director Licia Mattioli the new chair of the Nomination Committee, with effect from 27 April 2023, with the result that the Nomination Committee in office as at 27 April 2023 is composed as follows: Licia Mattioli – Chair; Paolo Olivieri; Marco Francesco Mazzù.

There have been no further changes in the composition of the Committee since its appointment, not even as of year-end.

Refer to Table 3 in the Appendix for additional information.

During the Financial Year, the Committee met twice, on 13 March 2023 (meeting of the Committee with original composition) and on 17 April 2023 (meeting of the Committee in office at the date of the Report), in the presence by teleconference of all its members, of the Board of Statutory Auditors, of the Financial Reporting Manager, of representatives of the competent corporate functions (in particular the employees of the finance and control function) and of the legal and tax consultants of the Company, all upon invitation by the chair of the Committee, in agreement with the Chair of the Board of Directors, to whom the outline of the

minutes of the meetings, drawn up by the secretary on behalf of the chairman of the Committee, is sent in advance (see Recommendation 17 of the CG Code). The meetings lasted 45 and 20 minutes, respectively.

The frequency and participation in the meetings of the Nomination Committee are indicated in [Table 3](#) at the end of this Report, to which reference is made.

The Nomination Committee meeting scheduled for the financial year 2024 was held on 13 March 2024.

### ***Functions of the Nomination Committee***

Pursuant to the related Regulation, the Nomination Committee has the task to support the Board of Directors – with investigative, proposal and advisory functions – in identifying the best composition of the Board of Directors and its Committees, as well as in the self-assessment process, and in particular:

- (i) in the self-assessment of the Board of Directors and its Committees (see Recommendations 12, lett. e) and 19, lett. a) of the CG Code). See Section 7.1 of the Report for more information;
- (ii) in defining the optimal composition of the Board of Directors and its Committees, also expressing opinions on the professional figures whose presence on the Board is deemed appropriate, as well as on the possible maximum number of positions as director or statutory auditor in other companies listed on regulated markets (including foreign markets) and in financial, banking or insurance companies of significant size that may be considered compatible with the effective performance of the office of director of the Company and on any authorisations granted to directors to operate in derogation of the non-competition clause in Article 2390 of the Civil Code (see Recommendation 19, lett. b) of the CG Code);
- (iii) in identifying director candidates in the event of co-option (see CG Code Recommendation 19, lett. c));
- (iv) if this option is provided for by the Company's By-laws – which is not the case at present – in the possible presentation of a list by the outgoing Board of Directors, to be carried out according to methods that ensure its formation and transparent presentation (see Recommendation 19, lett. d) of the CG Code);
- (v) in the preparation, updating and implementation of any succession plan for the chief executive officer and other executive directors (see Recommendation 19, lett. e) CG Code).

The Nomination Committee also carries out the additional tasks assigned to it by the Board of Directors and current legislation.

During the meeting of 13 March 2023, the Committee took favourable note of the results of the directors' self-assessment process, approved the report on the directors' self-assessment and expressed a favourable opinion of the proposal to amend its regulations to bring them in line with the indications set forth in the letter of 25 January 2023 addressed by the Chair of the Corporate Governance Committee to the chairs of the Boards of Directors of Italian listed companies. At its meeting on 17 April 2023, the Committee took favourable note of the changes in its composition.

In order to carry out its functions and duties, the Nomination Committee has the right to access the necessary information and corporate functions and may make use, within the limits of the budget approved by the Board of Directors, of external consultants who are not in situations that compromise their independence; it is the task of the Committee to verify in advance that the external consultant is not in situations that compromise their independence of judgement, including in light of any services that they provide to the human resources department, directors or managers with strategic responsibilities of the Company.

On 14 March 2023, the Board of Directors set the annual budget available to the Nomination Committee in the Financial Year at €10,000, confirming the amount resolved for previous years. On 15 March 2024, the Board of Directors confirmed the same annual budget for 2024.

## 8. REMUNERATION OF DIRECTORS -- REMUNERATION COMMITTEE

### 8.1 Remuneration of Directors

For all information regarding the remuneration of directors, please refer to the Report on the remuneration policy and remuneration paid, prepared pursuant to Article 123-ter of the TUF, available at the registered office and on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com)), in the section "Corporate Governance/Shareholders' Meeting/Ordinary and Extraordinary Shareholders' Meeting 26 April 2024".

### 8.2 Remuneration Committee

The Board of Directors of 28 April 2022 confirmed the establishment of the Remuneration Committee and its regulation, which were last supplemented by resolution of the Board of Directors of 14 March 2023, following the compliant proposal of the Remuneration Committee which met on 13 March 2023 to bring it in line with the indications contained in the letter of 25 January 2023 addressed by the Chair of the Corporate Governance Committee to the Chairs of the boards of directors of Italian listed companies, and available for consultation on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com)) in the section "Corporate Governance/Internal Committees".

#### *Composition and functioning of the Remuneration Committee (pursuant to article 123-bis, paragraph 2, letter d), TUF)*

In accordance with Recommendation 26 of the CG Code, the Regulation of the Board of Directors provides that the Remuneration Committee of the Company must consist of three directors, all of whom must be non-executive directors, at least two of whom must be independent. In accordance with the relevant regulation, also in compliance with Recommendation 26 of the CG Code, at least one member of the Committee must have adequate experience in financial matters or remuneration policies; the related assessment is delegated to the Board of Directors at the time of appointment. The chair of the Remuneration Committee is chosen from among the independent directors.

The meetings of the Remuneration Committee are chaired by its chair or, in the absence or impediment thereof, by the member chosen by those present and minutes are taken; the minutes are drawn up and signed by the chair of the meeting and the Secretary; the chair of the Committee reports to the Board on the Committee's activities; the Committee's regulation provides that the chair of the Board of Statutory Auditors, or an Auditor designated by the latter, attends the Committee's meetings, without prejudice to the right of each Auditor to participate; the Committee's regulations govern its functioning in a manner similar to the Regulation of the Board of Directors, also with regard to the information provided to the Directors, which is referred to as the default rule. No Director may take part in the meetings of the Remuneration Committee where proposals are made to the Board of Directors regarding their remuneration.

By virtue of the resolution passed on 28 April 2022, the following directors were appointed as members of the Remuneration Committee: Silvia Merlo (independent director at the time of designation), as Chair, Leonardo Luca Etro (independent director) and Paolo Olivieri (non-executive director). At that time, the Board of Directors also verified that Leonardo Luca Etro possessed adequate knowledge and experience in accounting and financial matters, that Silvia Merlo possessed adequate knowledge and experience in accounting and financial matters and risk management, as well as remuneration policies and that Paolo Olivieri possessed adequate knowledge and experience in financial matters.

Following the loss of the independence requirements reported by Silvia Merlo on 16 March 2023, considering that the chair of the Remuneration Committee must be independent and that the majority of the Committee members must be independent, a new chairman of the Committee needed to be appointed and a non-independent member replaced with a new independent member. With the resolution of 17 April 2023, the Board of Directors appointed Leonardo Luca Etro – already an independent member – as the new chair of the Committee, and Francesca Culasso as the new independent member. In addition, considering that, since the Company's IPO, Silvia Merlo has overseen the Committee's proceedings constructively and contributed significantly to the implementation of the Company's remuneration policies, and that Paolo Olivieri had stated he was willing to leave the Committee to allow for the appointment of a new independent member, the Board resolved that the new member would replace Paolo Olivieri. Consequently, the composition of the current Remuneration Committee is as follows: Leonardo Luca Etro (independent director) – Chair; Francesca Culasso (independent director); Silvia Merlo (non-executive director). On the same occasion, the Board, having noted that Leonardo Luca Etro possesses adequate knowledge and experience in financial matters, that Silvia Merlo possesses adequate knowledge and experience in financial matters and remuneration policies and that Francesca Culasso possesses adequate knowledge and experience in financial matters, as ascertained by the board of directors on 28 April 2022, confirmed that the new composition of the committee also complies with Recommendation 26 of the CG Code where it states that *“at least one member of the committee has adequate knowledge and experience in financial matters or remuneration policies, to be assessed by the board of directors upon appointment.”*

Refer to [Table 3](#) in the Appendix for additional information.

There have been no further changes in the composition of the Committee since its appointment, not even as of year-end.

During the Financial Year, the Remuneration Committee met four times, on 7 February 2023 and 13 March 2023 (meetings of the Committee in its original composition), as well as on 17 April and 10 May 2023 (meetings of the Committee in office as of the date of the Report), in the presence by teleconference of its members and statutory auditors, the Financial Reporting Manager, representatives of the competent corporate functions (in particular, the head of the human resources function and the employees of the finance and control function) and the Company's legal and tax advisors, all at the invitation of the Chair of the Committee, in agreement with the Chair of the Board of Directors, to whom the outline of the minutes of the meetings, drawn up by the secretary on the instructions of the Chair of the Committee, is sent in advance (see Recommendation 17 of the CG Code). The average duration of the meetings was approximately 45 minutes.

The frequency and participation in the meetings of the Remuneration Committee are shown in [Table 3](#) at the end of this Report, to which reference is made.

There are at least four meetings scheduled for the Remuneration Committee for the current year, two of which have already been held on 21 February 2024 and 14 March 2024.

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

Pursuant to the related Regulation, the Remuneration Committee has the task to support – through investigative, proposal and advisory functions – the assessments and decisions made by the Board of Directors concerning the remuneration policy for directors holding specific offices and for managers with strategic responsibilities. In carrying out its above-mentioned functions, the Remuneration Committee, in particular in coordination with the other corporate bodies involved from time to time:

- (i) assists the Board of Directors in preparing the policy for the remuneration of directors, general managers and managers with strategic responsibilities (see Recommendation 25, lett. a) of the CG Code);



- (ii) submits proposals or expresses opinions to the Board of Directors on the remuneration of executive directors and other directors holding particular positions as well as on the setting of performance objectives related to the variable component of such remuneration (see Recommendation 25, lett. b) of the CG Code);
- (iii) monitors the actual application of the remuneration policy and verifies, in particular, the actual achievement of the performance objectives (see Recommendation 25, lett. c) of the CG Code);
- (iv) periodically assesses the adequacy and overall consistency of the remuneration policy for directors and top management (see Recommendation 25, lett. d) of the CG Code);
- (v) examines in advance the annual report on the remuneration policy and remuneration paid to be made available to the public for the Annual Meeting;
- (vi) formulates opinions or proposals to the Board of Directors on any share-based remuneration plans or other financial instruments for directors, managers with strategic responsibilities, employees and collaborators;
- (vii) formulates opinions or proposals to the Board of Directors on any monetary incentive remuneration plans for managers with strategic responsibilities;
- (viii) carries out the additional tasks assigned to it by the Board of Directors and by current regulations.

During the Financial Year, the main activities carried out by the Remuneration Committee concerned the examination of the Company's Remuneration Policy for the financial year 2023 and the Report on the remuneration policy and remuneration paid submitted to the vote of the Ordinary Shareholders' Meeting of 27 April 2023, the expression of opinions on the MBO plans and related objectives, on the 2023-2025 Business Plan, on the 2023 Guidance, on the list of managers with strategic responsibilities, as well as the expression of opinions within its competence concerning the allocation of options relating to the 2020 Stock Option Plan (the details of which can be found and consulted on the Company's website, [www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com), in the "Corporate Governance/Shareholders' Meeting/Ordinary and Extraordinary Shareholders' Meeting 21 April 2020" Section) and the remuneration, fixed and variable, of the executive directors and managers with strategic responsibilities.

For all information regarding the remuneration of the directors, general managers and managers with strategic responsibilities, please refer to the Report on the remuneration policy and remuneration paid, prepared pursuant to Article 123-ter of the TUF, available at the registered office and on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com)), in the "Corporate Governance/Shareholders' Meeting/Ordinary and Extraordinary Shareholders' Meeting 26 April 2024" Section.

\*

In order to carry out its functions and duties, the Remuneration Committee may make use, at the Company's expense and within the limits of the budget approved by the Board of Directors, of external consultants who are not in situations that compromise their independence; it is the task of the Committee to verify in advance that the external consultant is not in situations that compromise their independence of judgement, including in light of any services that they provide to the human resources department, directors or managers with strategic responsibilities of the Company.

In order to carry out its functions and duties, the Remuneration Committee has access to the necessary information and company functions and for the purpose of obtaining information on market practices regarding remuneration policies.

The Remuneration Committee reports annually to the Board of Directors on the manner in which it exercises its functions; furthermore, at least the chair of the Committee or another member of the Committee designated by the chair attends the Annual General Meeting.

On 13 March 2023, the Board of Directors set the annual budget available to the Remuneration Committee in the Financial Year at €20,000. On 15 March 2024, the Board of Directors confirmed the same annual budget for 2024.

## 9. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM -- CONTROL AND RISK COMMITTEE

The Board of Directors defines the Guidelines of the internal control and risk management system (“**ICRMS**”), understood as a set of processes aimed at monitoring the efficiency of company operations, the reliability of all information (including financial information), compliance with laws and regulations and the protection of company assets

The current Guidelines for the internal control and risk management system (the “**Guidelines**”) were approved by the Board of Directors on 28 April 2022, subject to the favourable opinion of the Control, Risks and Sustainability Committee expressed on the same date, and updated by Board resolution of 3 August 2023, subject to the favourable opinion of the Control, Risks and Sustainability Committee expressed on 2 August 2023, with the inclusion of coordination and simplification amendments, without substantial effects on the Company's system of internal controls, which mainly refer to the person responsible for establishing and maintaining of the ICRMS, who in the previous version of the Guidelines was referred to as the “Director in charge of the ICRMS”, but who in the current version, in accordance with the Code, is identified as the “Chief Executive Officer (CEO)”.

As at the date of the Report, the Board of Directors' meeting of 15 March 2024 confirmed its assessment of the adequacy and effectiveness of the Guidelines, with the favourable opinion of the Control, Risks and Sustainability Committee which met on 14 March 2024

The Guidelines set out, on the one hand, the general principles according to which the management of the main risks of the Company and the Group is conducted and, on the other hand, the methods of coordination between the parties involved, in order to maximise the effectiveness and efficiency of the ICRMS itself, consisting of a set of rules, procedures and organisational structures designed to contribute proactively, through an appropriate process of identification, measurement, management and monitoring of the main risks, to safeguarding the Company's assets. The ICRMS, in line with the corporate strategies defined by the Board of Directors, must also guarantee the reliability, accuracy and reliability of the information provided to the corporate bodies and the market and, more generally, compliance with current laws and regulations.

The Guidelines are composed of a first part dedicated to the references and general principles of the ICRMS and its architecture, and a second part dedicated to the identification of the subjects involved in the system. In particular, the ICRMS involves, each for its own competences, the following subjects:

- the Board of Directors, which plays a role in guiding and assessing the adequacy of the ICRMS, including by setting up an internal Control, Risks and Sustainability Committee, which is entrusted with the advisory and proposal-making functions in relation to the ICRMS, as provided for in the CG Code;
- the Chief Executive Officer (CEO), who is the director in charge of establishing and maintaining the ICRMS; in accordance with Recommendation 32 of the CG Code, the CEO is Massimo Perotti;
- the Board of Statutory Auditors which carries out the duties assigned to it by the law and the By-laws;
- the Company's Supervisory Body established pursuant to Italian Legislative Decree 231/2001;
- Managers responsible for the first level of control of the system who, depending on the tasks entrusted to them in the company organisation, ensure the effective functioning of the ICRMS, as part of their responsibility for achieving objectives;
- the Financial Reporting Manager;
- the Risk Management, whose main figure is the Risk Manager, appointed by the Board of Directors;

- the internal audit function.

The third section of the Guidelines is thus dedicated to the identification of the methods of implementation of the ICRMS and therefore to the identification of the risk management phases, which are the identification of the risk areas, including through numerical evaluation criteria, the treatment and monitoring of the risk, as well as the identification of the methods for verifying the effectiveness of the ICRMS and the coordination and collaboration of the parties involved in the system.

The periodic verification of the adequacy and effective functioning, and its possible revision, are an essential part of the structure of the ICRMS, in order to allow for its full and correct effectiveness. This periodic review is the responsibility of the Board of Directors, assisted by the Control, Risks and Sustainability Committee and the CEO.

In periodically carrying out this review, the Board of Directors shall be responsible not only to verify the existence and implementation within the Company of an ICRMS, but also to periodically carry out a detailed examination of the structure of the system itself, its suitability and its effective and concrete functioning.

To this end, the Board of Directors will receive and examine the reports prepared by the Internal Audit Manager, already examined in advance by the Control, Risks and Sustainability Committee and CEO, in order to verify whether the structure of the System in place in the Company is adequate and concretely effective in pursuing objectives and whether any weaknesses reported imply the need to improve the system.

During the Financial year, the Board of Directors of 9 February 2023 approved, subject to the favourable opinion of the Control, Risks and Sustainability Committee which met on 7 February 2023 and with the favourable opinion of the Board of Statutory Auditors, approved the three-year audit plan 2023-2025 and the 2023 audit plan.

As of the date of this Report, on 15 March 2024, the Board of Directors approved the 2024 audit plan and the 2024-2026 three-year audit plan, subject to the favourable opinion of the Control, Risks and Sustainability Committee that met on 14 March 2023 and with the favourable opinion of the Board of Statutory Auditors.

During the Financial Year, the Board assessed the adequacy of the internal control and risk management system adopted by the Company (as Sanlorenzo does not have any strategic subsidiaries) with respect to the characteristics of the business and the risk profile assumed, also expressing an assessment of adequacy with respect to the methods of coordination between the various parties involved in the internal control and risk management system (on this point, please refer to Section 4.1 above) at the meeting held on 9 February 2023 (with a favourable opinion from the Control, Risks and Sustainability Committee of 7 February 2023) and at the meeting held on 9 November 2023 (with a favourable opinion from the Control, Risks and Sustainability Committee of 8 November 2023), unanimously noting, after acknowledging the information periodically provided by the delegated bodies and the reports of the Chairman of the Control, Risks and Sustainability Committee, that it deemed the Company's organisational, administrative and accounting structure to be adequate, efficacious and effectively functioning, and also acknowledging that there are currently no strategic subsidiaries. During the session of 3 August 2023, following the favourable opinion of the Control, Risks and Sustainability Committee of 2 August 2023, the Board of Directors positively assessed the adequacy of the internal control and risk management system and the way in which the parties involved in it are coordinated. As at the date of the Report, the Board of Directors of 15 March 2024, with the favourable opinion of the Control, Risks and Sustainability Committee and the Board of Statutory Auditors, integrated the structure supporting the Internal Audit function and confirmed, also in light of this reinforced structure, the adequacy assessment last expressed on 3 August 2023.

## 9.1 Chief executive officer

In compliance with the CG Code, the Chairman of the Board of Directors and Chief Executive Officer Massimo Perotti is in charge of setting up and maintaining the internal control and risk management system, in compliance with the provisions of Recommendation 32, letter b) of the CG Code.

During the Financial Year, the chief executive officer:

- (i) oversaw the identification of the main company risks, taking into account the characteristics of the activities carried out by the Issuer and its subsidiaries, reported on them at the meeting of the Board of Directors on 9 February 2023, defining the nature and level of risk compatible with the Company's strategic objectives (in compliance with Recommendation 34, letter a) of the CG Code), with a favourable opinion from the Control, Risks and Sustainability Committee of 7 February 2023; as at the date of the Report, on 15 March 2024 the Board of Directors, with a favourable opinion from the Control, Risks and Sustainability Committee of 13 March 2024, conducted the same analysis;
- (ii) implemented the Guidelines defined by the Board, designing, implementing and managing the internal audit and risk management system and constantly checking its adequacy and effectiveness, as well as adapting it to the dynamics of the operating conditions and the legislative and regulatory framework (in compliance with Recommendation 34, letter b) of the CG Code);
- (iii) analysed the reports of the internal audit function on the audits it performed on specific operational areas and on compliance with internal rules and procedures in the execution of corporate transactions, while it did not deem it necessary to entrust specific investigations to the internal audit function in accordance with Recommendation 34, lett. c), of the CG Code.

During the Financial Year, there were no reasons for the chief executive officer to report to the Control, Risks and Sustainability Committee regarding problems and critical issues that emerged in carrying out the activity or of which it was in any case aware of so that the Committee could take the appropriate initiatives (see Recommendation 34, letter d) of the CG Code).

## 9.2 Control, Risks and Sustainability Committee

Although Sanlorenzo was not a large company during the Financial Year (a category into which the Company will fall only from 1 January 2024, with the burden of compliance from the financial year 2025), it has not taken advantage of the option granted by Recommendation 16 of the CG Code to assign the functions of the Control and Risk Committee to the Board of Directors. In fact, the Board of Directors established the Control, Risks and Sustainability Committee, approving the related regulation (supplemented during the course of the Financial Year by resolution of the Board of Directors of 14 March 2023, following the compliant proposal of the Control, Risks and Sustainability Committee meeting held on 13 March 2023, to bring it in line with the indications set forth in the letter of 25 January 2023 addressed by the Chair of the Corporate Governance Committee to the chairs of the boards of directors of Italian listed companies, and then by resolution passed by the Board of Directors on 15 March 2024, following a compliant proposal by the Control, Risks and Sustainability Committee at its meeting on 14 March 2024, to include a specific sustainability function.

The Control, Risks and Sustainability Committee Regulation can be found and consulted on the Company's website in the section "Corporate Governance/Internal Committees").

### ***Composition and operation of the Control, Risks and Sustainability Committee (pursuant to article 123-bis, paragraph 2, letter d) of the TUF)***

In accordance with Recommendation 35 of the CG Code, the Regulation of the Board of Directors provides that the Company's Control, Risks and Sustainability Committee must be composed of three directors, at least two of whom must be independent and at least one member must have adequate knowledge and experience in accounting and finance or risk management; the relevant assessment is referred to the Board of Directors at the time of appointment. The Chair of the Control, Risks and Sustainability Committee is chosen from among the independent directors.

The meetings of the Control, Risks and Sustainability Committee are chaired by its Chair or, in the absence or impediment thereof, by the member chosen by those present and minutes are taken; the minutes are drawn up and signed by the Chair of the meeting and the Secretary; the Chair of the Committee reports to the Board on the Committee's activities; the Committee's regulation provides that the Chair of the Board of Statutory Auditors, or an Auditor designated by the latter, attends the Committee's meetings, without prejudice to the right of each Auditor to participate; the Committee's regulations govern its functioning in a manner similar to the Regulation of the Board of Directors, also with regard to the information provided to the Directors, which is referred to as the default rule.

By virtue of the resolution of 28 April 2022, taken following the renewal of the Board, the members of the Control, Risks and Sustainability Committee are the directors Leonardo Luca Etro (independent director), as Chair of the Committee, Silvia Merlo (independent director upon appointment) and Francesca Culasso. At this meeting, the Board of Directors had also verified, in continuity with the checks carried out by the Board of Directors whose term of office expired with the Shareholders' Meeting of 28 April 2022, that all three members chosen possessed adequate knowledge and experience in accounting and financial matters.

Following the loss of the independence requirements reported by Silvia Merlo on 16 March 2023, the composition of the Control, Risks and Sustainability Committee remained unchanged, as the Board of Directors' meeting of 17 April 2023 assessed that the Committee's chair is independent and that under the Code, the Board of Directors' Regulation and the Committee's Regulation, all members of the Control, Risks and Sustainability Committee are not required to be independent; rather, the majority must be independent, as is in fact the case, considering the independence of Leonardo Luca Etro and Francesca Culasso.

Refer to [Table 3](#) in the Appendix for additional information.

There have been no further changes in the composition of the Committee since its appointment, not even as of year-end. The Board of Directors believes, as ascertained at the meeting of 14 March 2023 with the favourable opinion of the Board of Statutory Auditors, that in accordance with Recommendation 35, second paragraph of the CG Code, the Control, Risks and Sustainability Committee as a whole possesses adequate expertise in the business sector in which the Company operates, which is functional to assess the related risks.

As at the date of the Report, the same assessment was reaffirmed by the Board of Directors on 15 March 2024.

During the Financial Year, the Control, Risks and Sustainability Committee met 6 times, on 9 February, 13 March, 10 May, 28 June, 2 August and 8 November 2023, in the presence by teleconference of its members and statutory auditors, the Financial Reporting Manager, the Company's legal and tax consultants, the chair of the Supervisory Body and representatives of the corporate functions from time to time competent for the matter dealt with (in particular the head of the internal audit function and the employees of the finance and control function and the sustainability function), all upon invitation of the chair of the Committee, in agreement with the Chair of the Board of Directors, to whom the trace of the minutes of the meetings, drawn up by the secretary on behalf of the chair of the Committee, is sent in advance (see Recommendation 17 of the CG Code). The meetings had an average duration of about 56 minutes.

The frequency and participation in the meetings of the Control, Risks and Sustainability Committee are shown in Table 3 at the end of the Report, to which reference is made.

The number of meetings scheduled for the Control, Risks and Sustainability Committee for the current year is five of which three were already held on 25 January 2024, 6 February and 14 February 2024.

### ***Functions attributed to the Control, Risks and Sustainability Committee***

Pursuant to the related Regulation, the Control, Risks and Sustainability Committee has the task of supporting, with investigative, proposition and advisory functions, the assessments and decisions made by the Board of Directors (i) concerning the internal audit and risk management system and the approval of the periodic financial and non-financial reports, as well as (ii) concerning sustainability.

The Control, Risks and Sustainability Committee, in particular and in compliance with the Recommendations of the CG Code, assists the Board of Directors, coordinating with the other corporate bodies involved from time to time:

- (i) in defining the guidelines for the internal control and risk management system, so that the main risks relating to the Company and its subsidiaries are correctly identified, adequately measured, managed and monitored, and in the assessment of their effectiveness, at least annually;
- (ii) in verifying, periodically and at least every six months, the adequacy and effectiveness of the internal control and risk management system with respect to the characteristics of the Company and the risk profile assumed, as well as its effectiveness;
- (iii) in the periodic approval, at least once a year, of the work plan prepared by the head of internal audit, having consulted the control body and the CEO;
- (iv) in assessing the appropriateness of adopting measures to ensure effectiveness and impartiality of judgement and in verifying that they have adequate professionalism and resources;
- (v) in the process of appointing the supervisory board provided for by Italian Legislative Decree no. 231/2001;
- (vi) in assessing, after consulting the supervisory board, the results set out by the statutory auditor in the letter of suggestions, if any, and in the additional report addressed to the supervisory board;
- (vii) in the description, in the corporate governance report, of the main characteristics of the internal control and risk management system and the manner in which it is coordinated between the parties involved, and in the expression of the assessment of the adequacy of the internal control and risk management system;
- (viii) in appointing and dismissing the Internal Audit Manager and in ensuring that they are provided with adequate resources to carry out their duties, or in entrusting the internal audit function, as a whole or by operating segments, to a person external to the Company, which must have adequate requisites of professionalism, independence and organisation;
- (ix) in defining the remuneration of the head of the internal audit function, or of the party external to the Issuer entrusted with the internal audit function, as a whole or by operating segments, consistently with company policies.

In exercising its functions as described above and in assisting the Board of Directors, the Control, Risks and Sustainability Committee, in particular:

- (i) evaluates, after consulting the Financial Reporting Manager, the statutory auditor and the board of statutory auditors, the correct use of the accounting principles and their uniformity for the purposes of preparing the consolidated financial statements;

- (ii) assesses the suitability of periodic financial and non-financial information to correctly represent the Company's business model, strategies, the impact of its activities and the performance achieved;
- (iii) examines the content of periodic non-financial information relevant to the internal control and risk management system;
- (iv) expresses its opinion on the ESG (Environmental, Social and Governance) objectives of the short-term and long-term incentive remuneration plans in favour of the Company's directors, managers with strategic responsibilities, employees and collaborators and their actual achievement (a function assigned by the Board of Directors on 15 March 2024);
- (v) expresses opinions on specific aspects concerning the identification of the main corporate risks and supports the assessments and decisions of the Board of Directors concerning the management of risks deriving from prejudicial facts of which the latter has become aware;
- (vi) examines the periodic reports and those of particular importance prepared by the internal audit function;
- (vii) monitors the independence, adequacy, effectiveness and efficiency of the Internal Audit function;
- (viii) may request the internal audit function to carry out checks on specific operational areas, informing the chair of the Board of Statutory Auditors accordingly;
- (ix) reports to the Board of Directors, at least when the annual and half-yearly financial reports are approved, on the activities carried out and on the adequacy of the internal control and risk management system;
- (x) supports, with adequate preliminary investigation activities, the assessments and decisions of the Board of Directors relating to the management of risks deriving from prejudicial facts of which the Board of Directors has become aware;
- (xi) expresses its opinion on all resolutions of the Board of Directors concerning the internal control system and risk management and internal audit;
- (xii) carries out the additional tasks assigned to it by the Board of Directors and by current regulations.

During the Financial Year, the main activities carried out by the Control, Risks and Sustainability Committee concerned the examination of the periodic reports on the activities carried out by the person in charge of Internal Audit activity; the examination of the 2023-2025 audit plan; the examination of the 2023 audit plan; the examination of the periodic reports on the activities carried out by the Supervisory Body; the updating of the Organisational Model and the new whistleblowing system; the examination of the results of the Company's impairment test procedure for financial year 2022; the updating of the 2022 Non-Financial Statement management process; the expression of an opinion on the related drafting procedure and the appointment of the Sustainability Manager; the examination of the nature and level of risk compatible with the Company's strategic objectives; the assessment of the effectiveness of the Guidelines for the internal control system; the examination of the 2022 NFS and the examination and discussion of preparatory activities for the 2023 Non-Financial Statement; the assessment of the adequacy of the Company's organisational, administrative and accounting structure, of the internal control and risk management system and of the manner of coordination between the parties involved in it, and of the absence of critical issues with respect to the specific signals referred to in Article 3, paragraph 4, of the Crisis Code; the approval of the reports on the activities carried out during the Financial Year; the examination of the draft financial statements as at 31 December 2022, the consolidated financial statements as at 31 December 2022, the report on operations and the proposal for the allocation of the 2022 profit, the periodic financial information as at 31 March 2023, the 2023 half-yearly financial report and the periodic financial information as at 30 September 2023 and, with reference to such information, the correct application of accounting principles and compliance with administrative and accounting procedures by the Financial Reporting Manager; the expression of an opinion on the examination



of the concrete implementation of the Measures to Promote Equal Treatment and Gender Opportunity within the Company's organisation, the Report on Corporate Governance and Ownership Structures for the year 2022, for the aspects falling under the Committee's responsibility, the achievement of 2022 ESG (Environmental, Social and Governance) targets of the 2023 MBO Plans set up by the Company and compliance with the Regulation of the Board of Directors and in particular with the procedures relating to the timeliness and adequacy of information provided to directors; the examination of amendments to the Regulation of the Board of Directors and the Committee Regulation; the examination of further specific resolutions on internal controls and risk management.

In order to carry out its functions and duties, the Control, Risks and Sustainability Committee has the right to access the necessary information and company functions and may make use, at the Company's expense and within the limits of the budget approved by the Board of Directors, of external consultants who do not find themselves in situations that compromise their independence; it is the Committee's task to verify in advance that the external consultant does not find themselves in situations that may compromise their independent judgement.

During the Financial Year, first on 14 March 2023, the Board of Directors confirmed the annual budget available to the Control, Risks and Sustainability Committee in the Financial Year at €50,000, consistent with previous years. The Board of Directors of 15 March 2024 confirmed the same budget for the financial year 2024 as well.

### **9.3 Head of the Internal Audit function**

By resolution of 9 December 2020, taken following the favourable opinion expressed by the Control, Risks and Sustainability Committee which met on 4 December 2020, the Board of Directors resolved, with effect from 1 January 2021, to approve the internalisation of the internal audit function, previously entrusted to an external company, and to appoint Marco Lucchesi, Finance Manager and employee since 1 January 2004, as head of the internal audit function, as the person responsible for verifying that the internal control and risk management system is functioning, adequate and consistent with the guidelines defined by the Board in line with Recommendations 32, letter d) and 33, letter b) of the CG Code, with specific skills in internal audit.

When appointing the head of the internal audit function:

- (i) in compliance with Recommendation 33, letter b) of the CG Code, the Board of Directors (i) confirmed the remuneration thereof in line with corporate policies and (ii) ensured that the latter has adequate resources to carry out the tasks, by approving the allocation of an annual expenditure budget of €30,000, which may be freely and autonomously used, in addition to the right to make use of the collaboration of GLM Consulting S.a.s. for activities relating to the technical, environmental and safety area, providing free and direct access is provided to all information useful to carry out the assignment and also identifying the internal resources of the Company whose collaboration may be used;
- (ii) in compliance with Recommendation 36 of the CG Code, the Board of Directors has also established that Marco Lucchesi shall carry out the duties relating to the function of head of internal audit on a full-time basis, shall not be responsible for any operational area and shall report hierarchically to the Board of Directors

Following its appointment, the Board of Directors confirmed the appointment of Marco Lucchesi as head of the internal audit function on 28 April 2022, subject to the favourable opinion of the Control, Risks and Sustainability Committee.

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In accordance with Recommendation 33, letter c) of the CG Code, the Board of Directors approved the work plan for the Financial Year prepared by the head of the internal audit department, having consulted the Board of Statutory Auditors, the Control, Risks and Sustainability Committee and the chief executive officer, at its meeting of 9 February 2023.

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During the Financial Year, the head of the internal audit function:

- (i) verified, in accordance with Recommendation 36, lett. a) of the CG Code, both on an ongoing basis and in relation to specific needs and in compliance with international standards, the operation and suitability of the internal control and risk management system, through a three-year audit plan for 2023-2025, representing an evolution and update of the three-year audit plan for 2021-2023 approved by the Board of Directors on 16 March 2021, and a detailed audit plan for the Financial Year, approved by the Board of Directors on 9 February 2023, with a favourable opinion from the Control, Risks and Sustainability Committee and the Board of Statutory Auditors;
- (ii) in compliance with Recommendations 36, letter b) and letter d) of the CG Code, prepared periodic six-monthly reports containing adequate information on its activities, on the methods used to manage risks and on compliance with the plans defined to contain them, as well as an assessment of the suitability of the internal control and risk management system, and transmitted them to the chairs of the Board of Statutory Auditors, the Control, Risks and Sustainability Committee and the Board of Directors and Chief Executive Officer;
- (iii) in adherence to Recommendation 36, letter e) of the CG Code, verified, as part of the audit plan, the reliability of information systems including accounting systems.

In particular, in accordance with the indications of the three-year audit plan approved by the Board of Directors on 9 March 2023, subject to the favourable opinion of the Control, Risks and Sustainability Committee and the Board of Statutory Auditors, during the Financial Year, the head of the internal audit function carried out audits on three corporate areas identified as sensitive areas.

Within the area governed by Italian Law 262 of 2005, "Provisions for the protection of savings and the regulation of financial markets" the internal audit function performed checks on the following processes inherent to the Company: Asset Cycle, Liability Cycle, Production and Inventory Cycle, Finance Cycle, Investment and Fixed Assets Cycle, Periodic Accounting Closures Cycle, Tax Cycle and Personnel Cycle.

During the Financial Year and with reference to the area mentioned above, the scope of the audits also covered the subsidiaries; in particular, as for Sanlorenzo of the Americas LLC, the Active Cycle (with reference to compliance with the OFAC Policy), the Finance Cycle, the Personnel Cycle and the Periodic Accounting Closures Cycle were audited; as for Bluegame S.r.l, the Active Cycle (with reference to OFAC Policy compliance), the Passive Cycle, the Finance Cycle and the Personnel Cycle were taken into consideration. The Financial Year also saw a further extension of the scope of analysis of the subsidiaries; in fact, the subsidiaries Sanlorenzo Baleari SL, Sanlorenzo Monaco SAM, I.C.Y. S.r.l., Equinox S.r.l. and Polo Nautico Viareggio S.r.l. also in relation to audits of the Periodic Accounting Closure Cycle.

In the area of Information Communication Technology, audits were carried out in the area of Security Awareness Training and in particular on the specific training provided towards the employees of the Company and the subsidiary Bluegame S.r.l. and on the Management of malware protection measures on the subsidiary Sanlorenzo of the Americas LLC.

As for the area encompassing the issues of corporate compliance, health and safety, environment and quality, and with reference to the Company, audits were carried out on the updating of the "Risk Assessment Document arising from exposure to noise and exposure to mechanical vibrations" (Italian Legislative Decree 81/2008), on the documentation provided for in the general contract specifications for the purposes of access to

production sites by contractors and subcontractors, on compliance with OFAC Policy, on the activity of the Supervisory Board with reference to the effective implementation of the Organisation and Management Model, and on the management of the acceptance-to-delivery lists inherent to the Quality entity.

With reference to the area mentioned above and in relation to the company Bluegame S.r.l., checks were carried out on the documentation required by the General Contract Specifications for the purposes of access to production sites by contractors and subcontractors, on the updating of the Risk Assessment Document (DVR) - General and Chemical Risk (Italian Legislative Decree 81/2008), on the monitoring of emissions into the atmosphere (Italian Legislative Decree 152/2006), on compliance with the OFAC Policy and on the management of the launch test lists inherent in the Quality entity.

## 9.4 Organisation model pursuant to Italian Legislative Decree 231/2001

The Company has adopted an organisation, management and control model pursuant to Italian Legislative Decree 8 June 2001, no. 231 (“**Italian Legislative Decree 23 1/2001**”) governing the administrative liability of legal entities, companies and associations, including those without legal personality (“**231 Model**”). The most recent update of the 231 Model was made by resolution of the Board of Directors on 15 March 2024, with a favourable opinion from the Control, Risks and Sustainability Committee on 14 March 2024.

The 231 Model is divided, as required by law, into a general section and special sections, containing a description of the types of underlying offences; in particular, the 231 Model consists of the following:

- a General Section illustrating the contents of the Decree, the function of the Organisation and Management Model, the tasks of the Supervisory Body, the disciplinary system and, in general, the principles, logic and structure of the Model;
- the individual Special Sections that refer to the specific types of offences that may potentially be committed within Sanlorenzo and in particular: Offences in relations with Public Administrations, Offences related to health and safety at work, Environmental Offences, Corporate Offences – Corruption between private individuals, Information Technology Offences, Offences against the individual and employment of illegally staying citizens, Offences related to market abuse, Offences related to taxation and smuggling, Offences of money-laundering and non-cash means of payment, Offences against industry and commerce. Within the Special Sections, the so-called sensitive company activities and processes are identified as they are potentially exposed to the risk of verification of crimes, as well as the control principles and measures adopted by the Company to prevent this risk;
- the annexes referred to in the individual sections of the Model (e.g. organisation charts and operating procedures, Health and Safety and Environmental Management Systems).

In order to ensure the effective application of 231 Model, the Company has identified a collegial Supervisory Body.

The 231 Model is completed by the Code of Ethics, which summarises the fundamental ethical values to which the Company is inspired and to which all employees and external collaborators must adhere in the performance of the tasks entrusted to them, and the Information Flow Procedure to the Supervisory Body regulates, among other things, the whistleblowing procedure.

During the Financial Year, the Board approved the adaptation of the 231 Model to the latest legislative measures by resolutions of 9 February 2023 and 3 August 2023. Moreover, on this latter occasion, the Board of Directors also resolved to approve a new system for managing whistleblowing reports in light of the reform introduced by Italian Legislative Decree no. 24/2023 and the subsequent publication of the National Anti-Corruption Authority's guidelines, as well as to appoint Marco Lucchesi, head of the Company's internal audit function, as the person in charge of whistleblowing reports, after a positive assessment of compatibility with

the related workload with favourable opinions from the Control, Risks and Sustainability Committee and the Board of Statutory Auditors.

The Model 231 was most recently updated in the light of new legislation at the meeting of the Board of Directors on 15 March 2024.

As the term of office of the Supervisory Body expired with the approval of the financial statements for the financial year ending 31 December 2021, by resolution of 28 April 2022, subject to the favourable opinion of the Control, Risks and Sustainability Committee and the Board of Statutory Auditors, the Board of Directors confirmed the outgoing members as members of the Supervisory Body, and therefore, as chair, Maurizio Bortolotto (professional expert on the administrative liability of entities deriving from crime), Maurizio Ferrero (Certified Public Accountant and Auditor expert in corporate, tax and financial market law, as well as a former statutory auditor of the Company) and Gianluca Magrini (professional expert in occupational safety and hygiene and environmental protection), for the same period of office on the Board itself. The collective composition characterised by high-profile professionals, external to the Company, was deemed by the Board of Directors to be in line with the best practices on the subject, guaranteeing the total autonomy and independence of the Supervisory Body. For this reason, as well as because of the added value represented by having more than one control subject whose collaboration can contribute to the efficiency of the internal control system, the Company considered it preferable not to assign the functions of the Supervisory Body to the Board of Statutory Auditors and to not appoint a member of the Board of Statutory Auditors or a non-executive director or the holder of the Company's control functions to the Supervisory Body. The Board of Directors also confirmed the remuneration of the members of the Supervisory Body (equal to €6,000.00 per year gross for the chairman and €4,000.00 per year gross for each member). The functions and powers attributed to the Supervisory Body are those set out in the law and in the Organisation, Management and Control Model pursuant to Italian Legislative Decree no. 231/2001 adopted by the Company, and in particular Article 6.3 thereof, and the annual expenditure budget was set at €20,000.00.

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With a resolution of 4 December 2020, the Board of Directors of Bluegame S.r.l., a subsidiary of the Issuer, resolved to adopt its own organisation model pursuant to Italian Legislative Decree 231/2011, appointed the supervisory board in the persons of Lawyer Carola Boggio Marzet (criminal lawyer and expert in the field of the administrative responsibility of entities), chair, and Mr. Gianluca Magrini. By resolution of 6 March 2023, the Board last approved the adaptation of the 231 Model to the latest legislative measures.

The General Part of the 231 Model and the Sanlorenzo Code of Ethics are available on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com)) in the "Corporate Governance/Model 231 and Code of Ethics" Section.

## 9.5 Auditing firm

On 23 November 2019 the Shareholders' Meeting resolved, with effect subject to the commencement of negotiations (10 December 2019), to grant a mandate to BDO Italia S.p.A. to audit the Company's accounts for nine financial years, in accordance with the provisions of Articles 13 and 17 of Italian Legislative Decree no. 39 of 27 January 2010.

The auditors did not submit any letters of recommendation during the Financial Year.

## 9.6 Financial reporting manager and other corporate roles and functions

Article 19 of the By-laws reserves the right to the Board of Directors, subject to the mandatory opinion of the Board of Statutory Auditors, to appoint and dismiss the Manager responsible for preparing the Company's financial reports ("**Financial Reporting Manager**"), pursuant to Article 154-*bis* of the TUF, and to determine

the related remuneration. In addition to the requirements of good repute prescribed by current legislation for those who perform administrative and management functions, the Financial Reporting Manager must also possess the professional requirements characterised by specific competence in administrative and accounting matters of listed companies. This expertise, to be ascertained by the Board of Directors, must be acquired through work experience in positions of adequate responsibility for an appropriate period of time.

Attilio Bruzzese, the Company's chief financial officer, is the Company's Financial Reporting Manager, with the powers set out in Article 154-*bis* TUF by virtue of resolutions passed by the Board of Directors on 24 October 2019 with conditional effectiveness at the start of trading (10 December 2019), confirmed by the Board of Directors on 23 December 2019 and most recently by resolution of 28 April 2022, when a new Board was appointed (with a favourable opinion from the Control, Risks and Sustainability Committee on the same date). In particular, the Company's Financial Reporting Manager is entrusted with the tasks and functions provided for by the applicable legislation and the following powers:

- (i) free access to any information considered relevant for the performance of duties, both within the Company and within the Group companies, with the power to inspect all the documentation relating to the preparation of the Company and Group accounting documents and with the power to request clarifications and explanations to all those involved in the process of formation of the accounting data of the Company and Group;
- (ii) participating as an auditor in meetings of the Board of Directors;
- (iii) communicating with the Control, Risks and Sustainability Committee;
- (iv) communicating with the internal audit manager, including for the execution of specific controls;
- (v) approving and reviewing company procedures and organisational processes, when they have an impact on the process of preparing financial statements, consolidated financial statements and other documents subject to certification in accordance with applicable regulations;
- (vi) being involved in the procedures for the adoption, implementation and updating of information systems that have an impact on the collection of accounting data or otherwise relevant to the process of preparing the financial statements, the consolidated financial statements and other documents subject to certification in accordance with applicable regulations;
- (vii) using information systems that have an impact on the collection of accounting data or in any case are relevant in the process of preparing the financial statements, the consolidated financial statements and other documents subject to certification in accordance with applicable regulations;
- (viii) organising an adequate corporate structure within the scope of their functions, using internal resources and, where necessary and within the limits of the budget set by the Board of Directors, in outsourcing;
- (ix) autonomous spending power within the limits of the annual budget approved by the Board of Directors.

The annual budget available to Attilio Bruzzese as Financial Reporting Manager is set at €50,000; this annual remuneration as Financial Reporting Manager in accordance with Article 154-*bis* of the TUF is to be considered as included in the annual remuneration received by him as an executive of the Company.

During the Financial Year, in relation to Recommendation 33, lett. d) of the CG Code, the Board of Directors, as ascertained during the meeting of 14 March 2023, did not consider adopting measures to ensure the effectiveness and impartiality of judgement of the corporate functions involved in controls, as it considered the existing controls and governance structure to be adequate; the Control, Risks and Sustainability Committee and the Board of Statutory Auditors expressed a favourable opinion on the matter and suggested assessing, also in the future and given the development of the business, an expansion of the internal audit function, increasing the resources involved. The Board of Directors also verified that the corporate functions involved in the controls have adequate professionalism and resources.

## 9.7 Coordination between the parties involved in the internal control and risk management system

In accordance with the guidelines, the Risk Manager is the figure responsible for coordinating and managing the entire process. He reports directly to the CEO and guarantee the correct application of the company risk management methods and require, where necessary, adequate reserves or insurance coverage.

In compliance with the resolution issued by the Board of Directors on 24 October 2019, Michele Passerai is the Risk Manager of the Company, with the task of supervising the risk management function, as described in the Guidelines.

The role of the Risk Manager is to:

- (i) ensure the definition of the methodologies and tools functional to Sanlorenzo's risk management process to identify, assess and monitor the main risks;
- (ii) ensure the risk assessment and monitoring of the main risks, supporting management in identifying, assessing and treating risks;
- (iii) prepare the work plan and periodic reporting to the CEO and the Control, Risks and Sustainability Committee in relation to risk assessment and monitoring activities.

The Risk Manager draws up a summary of the activities carried out and the main business risks identified, assessed and monitored at least once a year. The findings of these reports are submitted to the CEO.

In particular, the following main activities were carried out during the Financial Year: updating of flow charts, in line with the evolution of corporate processes, with reference to the Company and the subsidiaries Bluegame S.r.l. and Sanlorenzo of the Americas LLC; extension of a check list of activities relating to the Periodic Accounting Closure Cycle for the foreign subsidiaries Sanlorenzo Baleari SL and Sanlorenzo Monaco SAM and for the Italian subsidiaries I.C.Y. S.r.l., Equinox S.r.l. and Polo Nautico Viareggio S.r.l.. Work also continued on the preparation of the business continuity plan.

During the Financial Year, the Board of Directors on 9 February 2023, having received the favourable opinion of the Control, Risks and Sustainability Committee on 7 February 2023 and the Board of Statutory Auditors, expressed, pursuant to Article 6 of the CG Code, an opinion on the adequacy of the methods of coordination between the various parties involved in the internal control and risk management system.

The same assessment was made by the Board of Directors on 15 March 2024, subject to the approval of the Control, Risks and Sustainability Committee on 14 March 2024 and the Board of Statutory Auditors.

On 16 March 2021, subject to the approval of the Control, Risks and Sustainability Committee on 15 March 2021 and the Board of Statutory Auditors, the Board of Directors approved the updated text of the Information Flow Procedure.

The Board of Statutory Auditors and the Control, Risks and Sustainability Committee promptly exchange information relevant to the performance of their respective duties, in compliance with Recommendation 37 of the CG Code, and during the Financial Year, all members of the Board of Statutory Auditors took part in the works of the Control, Risks and Sustainability Committee, since the relevant Regulations provide for this right (see Section 9.2 of the Report). Meetings with the Board of Auditors were also held in order to provide further clarification and insight into the functioning of the risk management system implemented in the Group.

## 10. DIRECTORS' INTERESTS AND TRANSACTIONS WITH RELATED PARTIES

Pursuant to Article 23 of the By-laws, the Company approves transactions with related parties in accordance with the provisions of the law and regulations in force and the procedures adopted in this regard.

The Procedure Governing Related Party Transactions adopted by the Company pursuant to the Consob Related Parties Regulation and in force as of the date of the Report was approved by the Board of Directors on 14 March 2023, subject to the favourable opinion of the Related Party Transactions Committee that met on 13 March 2023, and is a revision of the previous version of the Procedure (last approved by the Board of Directors on 10 March 2022, subject to the favourable opinion of the Related Party Transactions Committee that met on the same date, to provide for specific rules applicable to Major Transactions, as defined in the Procedure Governing Related Party Transactions itself in compliance with the Consob Related Parties Regulation, since in the meantime, the Company had lost both the status of minor company and that of newly listed company).

The Procedure Governing Related Party Transactions can be consulted on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com)) in the "Corporate Governance/Internal Committees" Section.

### *Related Party Transactions Committee*

The Procedure Governing Related Party Transactions provides for the establishment of the Committee for Transactions with Related Parties (the "Related Party Transactions Committee") and regulates its operation.

The Committee is necessarily composed of three independent directors.

The work of the Related Party Transactions Committee shall be coordinated by its Chair and minutes of sessions shall be taken and signed by the chair of the meeting and the Secretary. The Chair informs the Board of Directors and the Board of Statutory Auditors at the first meeting held after the Committee's completion; the chair of the Committee reports to the Board on the Committee's activities; the Procedure Governing Related Party Transactions provides that the chair of the Board of Statutory Auditors, or an Auditor designated by the latter, attends the Committee's meetings, without prejudice to the right of each Auditor to attend; the Procedure Governing Related Party Transactions governs the rules of operation of the Committee in a manner similar to the Regulation of the Board of Directors, also with regard to the information provided to the Directors, referred to as the default rule.

The Related Party Transactions Committee performs the functions and tasks provided for by the Procedure Governing Related Party Transactions, by the Consob Related Parties Regulation and by the regulations in force. In particular, for Transactions of Lesser Significance it must provide a non-binding written opinion on transactions with Related Parties, in which it must express considerations regarding the Company's interest in carrying out each specific transaction with related parties, the substantial fairness of the related conditions and the convenience of the same for the Company; any fairness opinions or legal opinions provided to the Related Party Transactions Committee by independent experts must be attached to the opinion. For Transactions of Greater Significance, the opinion of the Related Party Transactions Committee is binding and therefore, if not positive, does not allow the Transaction of Greater Significance to be executed.

In carrying out its functions, the Related Party Transactions Committee has the right to access the information and corporate functions necessary to carry out its duties as well as to make use of independent external consultants, for which a limit of €20,000 per transaction is set, with a limit of €30,000 for Transactions of Greater Significance.

By virtue of the resolution of the Board of Directors passed on 28 April 2022 following the renewal of the Board, the members of the Related Party Transactions Committee were the independent directors Licia Mattioli, as chair, Silvia Merlo and Leonardo Luca Etro.

Following the loss of Silvia Merlo's independence requirements reported on 16 March 2023, the Board of Directors' meeting of 17 April 2023 adjusted the composition of the Related Party Transactions Committee, whose members had been appointed on 28 April 2022, to ensure that their composition complies – in particular, with regard the present of only independent members – with the applicable provisions of Consob Related Parties Regulation and the Procedure Governing Related Party Transactions.

On that occasion, the Board of Directors therefore confirmed Licia Mattioli (independent director), also as Chair, and Leonardo Luca Etro (independent director) as members of the Related Party Transactions Committee, and appointed Francesca Culasso (independent director) as the third member, replacing Silvia Merlo.

Refer to Table 3 in the Appendix for additional information.

There have been no further changes in the composition of the Committee, not even as of year-end.

During the Financial Year, the Related Party Transactions Committee met five times, on 7 February 2023, 9 February 2023, 13 March 2023, 10 May 2023, 2 August 2023 and 7 November 2023, in the presence by teleconference of its members and statutory auditors, the Financial Reporting Manager, the legal and tax consultants of the Company and representatives of the company departments competent from time to time for the matter discussed (in particular the employees of the finance and control department), all at the invitation of the chair of the Committee. The meetings had an average duration of 20 minutes.

The frequency and participation in the meetings of the Related Party Transactions Committee are indicated in Table 3 at the end of this Report, to which reference is made.

During the Financial Year, the main activities carried out by the Related Party Transactions Committee concerned the examination and expression of opinions on transactions with related parties on the definition of the list of managers with strategic responsibilities, as well as the determination of the remuneration of executive directors and managers with strategic responsibilities.

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At least four meetings of the Related Party Transactions Committee are planned for the current year; one was already held on 13 March 2024.

The Procedure Governing Related Party Transactions provides for the establishment and maintenance of a Related Parties Register, governed by the Related Parties Procedure, as a measure to facilitate the identification and adequate management of situations in which a director has an interest on his own behalf or on behalf of third parties.

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The Procedure Governing Related Party Transactions also envisages, in compliance with the Consob Related Parties Regulation as amended by Consob Resolution 21624/2020, that in relation to transactions with related parties pertaining to the Board of Directors in which one or more of the directors have an interest, on their own behalf or on behalf of third parties, that conflicts with that of the Company, during the related vote the latter must comply with the provisions of Article 2391 of the Civil Code and in any case must abstain from the resolution, also assessing on a case-by-case basis whether to leave the meeting.



## 11. BOARD OF STATUTORY AUDITORS

### 11.1 Appointment and replacement

Pursuant to Article 20 of the By-laws, the Ordinary Meeting elects the Board of Statutory Auditors, consisting of 3 (three) standing members and 2 (two) alternate members. Auditors are eligible for re-election.

Article 21 of the By-laws governs the appointment and replacement of auditors. In particular, the appointment of standing and alternate auditors is made by the Shareholders' Meeting on the basis of lists of candidates submitted by the shareholders and in any case in compliance with the provisions of the law and the By-laws with regard to gender balance. Within the lists, candidates must be listed in sequential numbering and it must be indicated whether each candidacy concerns the office of standing auditor or alternate auditor. Lists that present a total number of candidates equal to or greater than three must be made up of candidates belonging to both genders, in accordance with the regulations in force at the time regarding gender balance both for candidates for the office of standing auditor and for candidates for the office of alternate auditor: consequently, one standing auditor and one alternate auditor must belong to the less represented gender. The lists must be disclosed and signed by those who submit them and be filed at the Company's registered office, available to anyone who so requests, at least 25 (twenty-five) days before the date set for the Shareholders' Meeting. The lists are in any case also subject to the further forms of advertising and filing prescribed by law.

Each shareholder, shareholders who are parties to a shareholders' agreement relevant pursuant to Article 122 of the TUF and the holding company, subsidiaries and those subject to joint control pursuant to Article 93 of the TUF, may not submit or participate in the submission, not even through a third party or trust company, of more than one list; each candidate may appear on only one list. The By-laws provide that only shareholders who, alone or together with other shareholders, hold shares representing at least 2.5% of the share capital, or any other percentage established by mandatory provisions of law, have the right to submit lists. In this regard, it should be noted that the Consob, in compliance with the provisions of Article 144-*septies*, paragraph 1 of the Consob Issuers' Regulation, established, by Executive Determination of the Head of the Corporate Governance Division no. 92 of 31 January 2024, that the shareholding in the share capital required for the presentation of lists of candidates for the election of the Company's governing bodies is equal to 1%.

The lists must include:

- (i) information relating to the identity of the shareholders who submitted the lists, with details of the percentage of the total shareholding held;
- (ii) a declaration by shareholders other than those who hold, even jointly, a controlling or relative majority interest, certifying the absence of any connection with the latter as required by law;
- (iii) a declaration by which each candidate accepts their candidacy and attests, under their own responsibility, that they meet the requirements of the law and the By-laws for the assumption of the office;
- (iv) the list of directorship and control positions held in other companies by each candidate;
- (v) the curriculum vitae of each candidate containing exhaustive information on their personal and professional characteristics.

In addition, the appropriate certification issued by an authorised intermediary in accordance with the law must be filed, within the deadline required by applicable law for the publication of the lists by the Company, proving the ownership, at the time the list is filed with the Company, of the number of shares necessary for the presentation of the list.

Lists for which the above statutes are not observed shall be deemed not to have been submitted. However, the provisions of Article 144-*sexies*, paragraph 5 of the Consob Issuers' Regulation remain unaffected if only one list, or only lists submitted by shareholders who, on the basis of the provisions of paragraph 4 of the same Article 144-*sexies*, are connected with each other pursuant to Article 144-*quinquies* of the aforementioned Consob Issuers' Regulation.

Each shareholder, shareholders who are parties to a shareholders' agreement relevant pursuant to Article 122 of the TUF and the holding company, subsidiaries and those subject to joint control pursuant to Article 93 of the TUF may not vote for different lists.

At the end of the voting, the following will be elected:

- (i) the two candidates for the office of standing auditor indicated in the first two places on the list that obtained the highest number of votes;
- (ii) the candidate for the office of Standing Auditor and chair of the Board of Statutory Auditors is the candidate indicated in first place on the minority list that obtained the second highest number of votes and that, pursuant to the law, is not connected, even indirectly, with those who submitted or voted for the list that obtained the highest number of votes;
- (iii) the candidates for the office of alternate auditor shall be those indicated in first place both on the list that obtained the highest number of votes referred to in point (i) above and on the minority list that obtained the second highest number of votes referred to in point (ii) above.

If two or more lists have received the same number of votes, a new vote shall be taken. In the event of further parity between the lists put to the vote, the list submitted by shareholders with the largest shareholding or, alternatively in the event of parity of ownership, by the largest number of shareholders, shall prevail and be considered as the list with the highest number of votes.

If only one list is submitted, the Shareholders' Meeting shall vote on it and, if it obtains the favourable vote of the majority required by law for the resolutions of the Shareholders' Meeting, all the members of the Board of Statutory Auditors shall be taken from that list, subject to compliance with the provisions of the law and the By-laws with regard to gender balance.

If, at the end of the vote, the composition of the Board of Statutory Auditors is not ensured, in accordance with the provisions of the law and the By-laws with regard to gender balance, the necessary replacements shall be made from the candidates for the position of standing auditor of the list that obtained the highest number of votes, in the progressive order in which the candidates are listed.

If no list is presented, or if the only list presented does not obtain the favourable vote of the majority required by law for the resolutions of the Shareholders' Meeting, or if the result of the list vote is that the number of standing or alternate auditors is less than the number established by the By-laws, the Shareholders' Meeting resolves to appoint the missing auditors with the majorities required by law, without observing the list voting procedure, subject to compliance with the provisions of the law and the By-laws with regard to gender balance.

In the event of the termination of the office of a standing auditor, the alternate auditor belonging to the same list as the outgoing auditor shall take over. It is understood that the chairpersonship of the Board of Statutory Auditors will remain with the minority auditor and that the composition of the Board of Statutory Auditors must comply with the provisions of the law and the By-laws regarding gender balance.

When the Shareholders' Meeting has to appoint the standing auditors or alternate auditors needed to fill in the Board of Statutory Auditors, the procedure is as follows: if auditors elected in the majority list have to be replaced, the appointment is carried out by means of a relative majority vote without list voting constraints. If it is necessary to replace Statutory Auditors elected from the minority list, the Shareholders' Meeting shall replace them by a relative majority vote, choosing them from among the candidates indicated on the list to which the auditor to be replaced belonged, or on the minority list that received the second highest number of

votes. If the application of these procedures does not allow, for any reason whatsoever, the replacement of the auditors designated by the minority, the Shareholders' Meeting decides by relative majority vote; however, in ascertaining the results of the latter vote, the votes of the shareholders who, according to the communications made pursuant to current regulations, hold, even indirectly or jointly with other shareholders who are parties to a relevant shareholders' agreement pursuant to Article 122 of the TUF, the relative majority of the votes exercisable at the Shareholders' Meeting, as well as the shareholders who control, are controlled or are subject to joint control by the same, will not be counted. The procedures for the replacement of auditors must in any case ensure compliance with the provisions of the law and the By-laws with regard to gender balance. The By-laws clauses that extend the validity of the provisions of the By-laws on gender balance in the management and control bodies of the Company also beyond the end of the six mandates set forth in Articles 147-ter, paragraph 1-ter, and 148, paragraph 1-bis, of the TUF as amended by the 2020 Budget Law.

The Issuer is not subject to further regulations on the composition of the Board of Statutory Auditors, besides the provisions contained in the TUF.

## 11.2 Composition and functioning (pursuant to Article 123-bis, paragraph 2, letters d) and d-bis) of the TUF)

The current Board of Statutory Auditors, whose term of office will expire on the date of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2024, was appointed by the Ordinary Shareholders' Meeting of 28 April 2022.

The appointment of the Board of Statutory Auditors took place on the basis of two lists, the first presented by the controlling shareholder HHL, and the second presented by a number of asset management companies on behalf of their funds, as minority shareholders.

Pursuant to the By-laws, two standing auditors and one alternate auditor were taken from the list that obtained the highest number of votes and, specifically, from the list presented by the controlling shareholder HHL, which obtained the vote of 86.913% of the voting capital, in the progressive order in which they were listed on the list; from the list presented by the aforesaid asset management companies, which obtained the favourable vote of 12.367% of the voting capital, the standing auditor and chair of the Board of Statutory Auditors was drawn in the person of the first and only candidate indicated in the list as standing auditor and an alternate auditor in the person of the first and only candidate indicated in the list as alternate auditor.

The Board of Statutory Auditors that was appointed as a result of the vote held at the Shareholders' Meeting of 28 April 2022 and in office during the Financial Year and as at the date of this Report is as follows.

Name and surname	Position	Place and date of birth	Date of appointment
Enrico Fossa	Chair	Gardone Val Trompia (BS), 6/12/1973	28/04/2022
Andrea Caretti	Standing Auditor	Turin, 14/09/1957	28/04/2022
Margherita Spaini	Standing Auditor	Turin, 07/02/1961	28/04/2022
Luca Trabattoni	Alternate Auditor	Genoa, 27/1/1956	28/04/2022
Maria Cristina Ramenzoni	Alternate Auditor	Parma, 12/2/1971	28/04/2022

The composition of the Board of Statutory Auditors at the date of the Report complies with the provisions of the law, the By-laws and the CG Code on gender balance (being composed of two standing members of the male gender and one standing member of the female gender, as well as one alternate member of the male gender and one alternate member of the female gender).

During the Financial Year, the Board of Statutory Auditors in office since the Ordinary Shareholders' Meeting of 28 April 2022 met 13 times. The average duration of the meetings was about three hours.

The professional CV of the statutory auditors who held office during the Financial Year are available at the registered office, as well as extracts from the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com)) in the "Corporate Governance/Board of Statutory Auditors" Section.

\*

During the Financial Year, the Board of Auditors met on 13 occasions (in addition to numerous informal meetings) and the average duration of the meetings was more than four hours.

For further information on the meetings held during the Financial Year, please refer to [Table 4](#), at the end of this Report.

There have been no changes in the composition of the Board of Statutory Auditors since the end of the financial year.

Five meetings of the Board of Statutory Auditors were held in the current year at the date of the Report, on 12 January 2024, 17 January 2024, 6 February 2024, 14 March 2024 and 15 March 2024.

### ***Diversity criteria and policies***

As set forth in Section **11.1** above, the By-laws provide, also in compliance with the Recommendations of the CG Code, that the provisions on gender balance in the composition of the Board of Statutory Auditors also apply after renewals. Hence, the law makes it mandatory to ensure the presence of the less represented gender and also provides that the Company does not exercise the right to apply the lower threshold of representation of the less represented gender for the first renewal.

In compliance with Principle VIII of the CG Code, on 16 March 2021 the Board of Directors - with the favourable opinion of the Control, Risks and Sustainability Committee, the Nomination Committee and the Board of Statutory Auditors - approved that the provisions contained in the By-laws concerning gender diversity with regard to the composition of corporate bodies are sufficient and adequate, and that the composition of corporate bodies should also be diversified with regard to age, professionalism and experience criteria.

As stated in the previous Paragraph of this Section **11.2**, the composition of the Board of Statutory Auditors in office at the date of the Report complies with the provisions of the law, the By-laws and the CG Code on gender balance.

The Issuer believes that the composition of the Board of Statutory Auditors is such as to respect gender, age, training and professional background and that the training and professional path of the auditors currently in office ensure a balanced combination of profiles and experiences within the control body, so to ensure a proper performance of their functions.

### ***Independence***

As mentioned in Section **4.7**, the Board, with the favourable opinion of the Nomination Committee and the Board of Statutory Auditors, defined the quantitative and qualitative criteria for assessing the materiality of the circumstances relevant under the CG Code for the purpose of assessing the independence of directors and statutory auditors (in compliance with Recommendation 7, letters c) and d) of the CG Code, as referred to for statutory auditors by Recommendation 9 of the CG Code), identifying as the parameter of the materiality of business relationships referred to in the aforementioned letter c) of Recommendation 7 of the CG Code the amount of €30,000 per annum, specifying that the same applies to both direct and indirect commercial,

financial or professional relationships, and the amount of €30,000 per annum as a parameter of the significance of additional remuneration referred to in the aforementioned letter d) of Recommendation 7 of the CG Code (collectively, the “**Significance Criteria**”); however, it did not deem it appropriate to set further parameters, considering it preferable, without prejudice to the aforementioned limits, that any relationships or remuneration be assessed on a case-by-case basis.

In compliance with the provisions of the law, the By-laws and the CG Code, all Statutory Auditors in office as at the date of the Report qualify as independent, as stated during the course of the Financial Year at the Board of Directors' meeting of 14 March 2023, during which the Board positively examined the statement by the Chairman of the Board of Statutory Auditors, who specified that the Board of Statutory Auditors had verified and confirmed that each of its members met the independence requirement pursuant to current legislation and the CG Code, including with specific regard to the Significance Criteria. In making these assessments, in adherence to Recommendations 6 and 9 of the CG Code, all the information made available by each auditor was considered, assessing all the circumstances that compromise independence as identified by the TUF and the CG Code, and applying all the criteria set out in Recommendation 7 of the CG Code, as referred to for auditors by Recommendation 9 of the CG Code, with reference to the independence of directors, including the Significance Criteria. The Statutory Auditors therefore also qualify as independent under the CG Code. The positive verification of independence requirements completed on 14 March 2023 was reported in accordance with Recommendations 6, 9 and 10 of the CG Code.

The Board of Directors also confirmed that the Statutory Auditors met the independence requirements on 15 March 2024 and communicated to the market on the same date.

### ***Remuneration***

On 28 April 2022, the Ordinary Shareholders' Meeting of the Company, which appointed the members of the Board of Statutory Auditors for the entire term of office, also determined the gross annual remuneration, in particular by deciding on €30,000 for the chair and €25,000 for each standing auditor, in addition to the reimbursement of expenses reasonably incurred and documented by virtue of the appointment.

The Company believes that the remuneration of Auditors is appropriate to the competence, professionalism and commitment required by the importance of the role covered and the size and sector characteristics of the company and its situation.

### ***Interest Management***

Also in compliance with Recommendation 30 of the CG Code, Auditors who, on their own behalf or on behalf of third parties, have an interest in a certain transaction of the Issuer must promptly and exhaustively inform the other auditors and the Chair of the Board of Directors about the nature, terms, origin and extent of their interest.

## 12. RELATIONS WITH SHAREHOLDERS

The Company has set up a specific Section on its website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com)), easily identifiable and accessible, called “Investors”, where any information concerning the Issuer that is relevant for its shareholders is made available, so that the latter can exercise their rights in an informed manner. The Company has also activated a dedicated e-mail address ([investor.relations@sanlorenzoyacht.com](mailto:investor.relations@sanlorenzoyacht.com)).

The Company appointed the CFO and Financial Reporting Manager, Attilio Bruzzese, as investor relator, in charge of managing the relationships with investors and performing all the functions that the law and regulations applicable to listed companies and customs require from this office, as well as any other function that may be assigned by the Board of Directors or by the chief executive officers. In view of this organisation and the size of the Company, the Issuer has set up a specific Investor Relations operational structure, in charge of managing relations with shareholders.

For the transmission and storage of Regulated Information, the Issuer uses, respectively, the eMarket SDIR dissemination system and the eMarket Storage mechanism, both managed by Teleborsa S.r.l. - with registered office Piazza di Priscilla, 4 - Rome - following authorisation and CONSOB Resolutions nos. 22517 and 22518 of 23 November 2022.

The Company believes that the measures adopted make it easy and timely to access the information concerning the Issuer that is important for its shareholders and, therefore, it did not take any further action to this end.

### *Dialogue with shareholders*

On 16 March 2021, the Company's Board of Directors, upon the proposal of the Chair of the Board of Directors and Chief Executive Officer, approved the Policy for the Management of Dialogue with the General Shareholders (the “**Policy**”), including taking into account the engagement policies adopted by institutional investors and asset managers, as well as the interests of the Company's stakeholders, in accordance with Principle IV and Recommendation 3 of the CG Code. This Policy can be consulted on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com)), in the “Corporate Governance/Documents and Procedures” Section.

In particular, the Company believes in the importance of engaging in active and constructive communication with shareholders, in accordance with the principles of transparency, equal treatment and information symmetry, timeliness, regularity, promotion of corporate purpose, and compliance. Dialogue takes place in a number of ways, including the corporate website, the publication of press releases, the Annual Meeting and the Corporate Affairs function, the Investor Relations function and other functions responsible for specific matters (sustainability, communication), social channels, meetings with the financial community, institutional shareholders, analysts (one to one, group meetings, presentations, investor days, roadshows, conference calls or virtual meetings). The Shareholders' Dialogue covers issues relating to economic and financial performance, Group strategy, reflections on the sector and regulatory issues, as well as extra-financial aspects, such as corporate governance methods, sustainability issues, equal treatment and opportunity policies for workers, and risks in the broadest sense. The Chair of the Board of Directors and chief executive officer, supported by the Investor Relations and Corporate Affairs functions, is responsible for the correct application of the Policy for managing dialogue with shareholders in general and must monitor its effective implementation and effectiveness.

The Board of Directors received information on the development and most significant contents of the dialogue with shareholders on a regular basis, namely at the meetings of 9 February 2023, 14 March 2023, 17 April 2023, 11 May 2023, 28 June 2023, 3 August 2023 and 9 November 2023. As at the date of the Report, similar disclosures were made at the meetings of 8 February 2024 and 15 March 2024.

During the Financial Year, the Group's management and the Investor Relations team participated in industry conferences, road shows in the world's major financial centres and meetings and calls with fund managers, portfolio managers and buy-side and sell-side analysts. In particular, the Company, of its own initiative, organised five conference calls open to investors, analysts and the press to present its financial results. During one of these, on the final results for 2022, the 2023-2025 Business Plan was also presented, at a special event organised at the headquarters of Borsa Italiana. The Company also organised two investor days, one at the Genoa Boat Show in September, dedicated to the European financial community, and another at the Fort Lauderdale International Boat Show in late October, dedicated to the North American financial community. As far as conferences are concerned, the Company took part in thirteen events during the Financial Year, of which two were organised by Borsa Italiana (STAR Conference and the Italian Sustainability Week), three were organised by the company Virgilio IR (in London, Milan and virtually), dedicated to Mid Caps, one by Investor Access (in Paris), one by Polytems HIR (in Vienna) and six by brokers, most of which actively covered the stock in their research. Finally, three non-deal roadshows were organised in the USA and Canada, Spain and Milan. Including the eight investor visits organised at the Company's sites and the numerous in-depth video-calls organised bilaterally between investors and Sanlorenzo, a total of 476 meetings were held with investors and shareholders during the Financial Year.

The most important topics of dialogue with the shareholders concerned economic and financial results, organic and inorganic growth strategy, the peculiarities of the business model and initiatives and developments in terms of achieving ESG (Environmental, Social and Governance) objectives.

### 13. SHAREHOLDERS' MEETINGS

Pursuant to Article 9 of the By-laws, the Shareholders' Meeting is convened by the Chair of the Board of Directors or the Board of Directors, either at the registered office or elsewhere provided that it is in Italy or within continental Europe, in the cases required by law and whenever they deem it appropriate.

Pursuant to Article 10 of the By-laws, holders of voting rights with regard to the items on the agenda are entitled to attend the Shareholders' Meeting in accordance with the provisions of the law. Any shareholder who has the right to attend the Shareholders' Meeting may be represented by others, including non-shareholders, by written proxy, in accordance with and within the limits of the law.

In relation to the shares with increased voting rights, see the information made in Section 2, paragraph d) of the Report.

Pursuant to the By-laws, the Company did not avail itself of the option provided by law to designate the representative to whom shareholders may grant proxy with voting instructions on all or some of the proposals on the agenda, without prejudice to the applicability of the regulations adopted in view of the spread of the Covid-19 pandemic (Italian Decree-Law no. 18 of 17 March 2020, converted, with amendments, by Italian Law no. 27 of 24 April 2020, "Cura Italia", as subsequently amended and supplemented), which during Financial Year (by virtue of Italian Law no. 14 of 24 February 2023, converting Italian Decree-Law no. 198 of 29 December 2022, "Milleproroghe") also allowed use of the designated representative, as an exclusive form of participation in shareholders' meetings, in the Shareholders' Meeting held on 27 April 2023 (and not in the Shareholders' Meeting held on 12 December 2023).

The Shareholders' Meeting is chaired by the Chair of the Board of Directors or, in their absence or if they declare their impediment, in that order, by the Deputy Chair of the Board of Directors (if appointed) or by another person chosen by the Shareholders' Meeting with a majority vote of the share capital represented at the Meeting. The chair of the Meeting appoints a secretary, who may or may not be a member.

The Shareholders' Meeting, both in ordinary and extraordinary session, is validly constituted and resolves with the majorities established by law.

In accordance with the By-laws, the shares are registered, freely transferable and indivisible.

The By-laws also provide for a vote increase: in particular, the holder of shares carrying voting rights at the Meeting without any limitation or condition (ordinary shares) - if the requirements and conditions set out by law, regulations and By-laws are met - has two votes for each share, with regard to the shares held continuously for at least twenty-four months and starting from the date of their registration in the List (for more information on the increased vote, see Section 2).

The resolutions of the Shareholders' Meeting are adopted with the majorities of votes required by the law, without prejudice to the provisions of the By-laws on the voting list for the appointment of directors and statutory auditors.

The resolutions of the Shareholders' Meeting, taken in accordance with the law and the By-laws, are binding on all shareholders, even if they did not attend or disagree.

The resolutions of the Meeting must be recorded in the minutes signed by the chair of the Meeting and the Secretary or Notary.

\*\*\*

During the Financial Year, the Issuer communicated to the public well in advance of the Ordinary Shareholders' Meeting of 27 April 2023 the proposals of the Issuer's controlling shareholder regarding topics on which a specific proposal had not been formulated by the directors. In particular, on 11 April 2023 the Issuer published



the proposed resolution submitted by HHL regarding the setting of the number of members of the Board of Directors at ten.

\*\*\*

The Company has not adopted shareholders' meeting regulations, as it does not consider it necessary, at present, to adopt ad hoc procedures to be followed in order to allow for the orderly and functional conduct of shareholders' meetings.

\*\*\*

Two Ordinary Shareholders' Meetings were held during the Financial Year.

In particular, the Shareholders' Meeting met on 27 April 2023, in the presence of all the directors, in ordinary session to (i) approve the financial statements for the year ended 31 December 2022 and the allocation of the profit for the year, (ii) to pass resolutions on the Report on remuneration policy and remuneration paid, and (iii) to pass resolutions on the determination of the number of members of the Board of Directors following the resignation of two members.

Due to the spread of the Covid-19 pandemic, because of the restrictive measures adopted for its containment and the regulatory measures adopted in order to allow for the holding of the Shareholders' Meetings of the listed companies despite the Pandemic, and in particular to also allow the companies whose By-laws sets forth different provisions, as in the case of the Issuer, from Article 106, paragraphs 4 and 7, of Italian Decree-Law no. 18 of 17 March 2020, converted with amendments by conversion Italian Law no. 27 of 24 April 2020, the applicability of which was extended to 31 July 2023 by Italian Law no. 14 of 24 February 2023, converting Italian Decree Law no. 198 of 29 December 2022, at the Shareholders' Meeting of 27 April 2023, shareholders were legitimised to attend and exercise their voting rights exclusively through the granting of proxy to the designated representative, identified pursuant to Article 135-*undecies* TUF as Monte Titoli S.p.A.

The Shareholders' Meeting also met on 12 December 2023, in the presence of four of ten directors, to resolve on the authorisation to purchase and dispose of treasury shares.

At both Shareholders' Meetings, the Chair of the Board of Directors ensured that the shareholders were provided with adequate information on the necessary elements so that they could take the decisions for which they are responsible with full knowledge of the facts, by making available analytical reports on the items on the agenda of the Meeting pursuant to article 125-*ter* of the TUF.

\*\*\*

In view of the lack of shareholder participation at the Shareholders' Meeting of 27 April 2023, which was only attended by the appointed representative, neither the Chair of the Board of Directors nor the chairs of the Committees deemed it useful to report to the Meeting on the activities carried out.

\*\*\*

During the Financial Year, the Board did not deem it necessary to prepare proposals to be submitted to the Shareholders' Meeting to define a corporate governance system that is more functional to the needs of the company, considering the one adopted by the Company largely adequate, also following the outcome of the resolutions passed in the 2021 financial year in compliance with the CG Code; in 2024 the Board of Directors will consider which resolutions to pass as a consequence of acquiring the status of "large company" pursuant to the provisions of the CG Code.

The Shareholders' Meeting convened for 26 April 2024 to resolve on certain limited amendments to the By-Laws (in this regard, please refer to the relevant Explanatory Report of the Board of Directors drafted and published in accordance with the law also on the Company's website, [www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com) in the Section "Corporate Governance/Shareholders' Meeting/Ordinary and Extraordinary Shareholders' Meeting 26 April 2024").

#### **14. FURTHER CORPORATE GOVERNANCE PRACTICES (PURSUANT TO ARTICLE 123-BIS, PARAGRAPH 2, LETTER A), SECOND PART OF THE TUF)**

There are no corporate governance practices other than those already indicated in the previous points - actually applied by the Issuer - beyond the obligations provided for by law or regulations.

## **15. CHANGES AFTER THE CLOSURE OF THE FINANCIAL YEAR OF REFERENCE**

Subsequent to the end of the Financial Year and until the Board of Directors' approval of this Report on 15 March 2024, there have been no changes in the Company's corporate governance structure.

## **16. CONSIDERATIONS ON THE LETTER FROM THE CHAIR OF THE CORPORATE GOVERNANCE COMMITTEE**

The letter of 14 December 2023 addressed by the Chair of the Corporate Governance Committee to the chairs of the boards of directors of Italian listed companies was brought to the attention of the Issuer's Board of Directors and Board of Statutory Auditors at the meeting of the Board of Directors held on 26 January 2024, and then illustrated in detail at the meeting held on 8 February 2024, during which all the analyses and recommendations contained therein were illustrated and examined, and taken into account for the purposes of drafting the Report.

\*\*\*

## TABLES

**Table 1: Information on the ownership structures**

SHARE CAPITAL STRUCTURE				
Type	Number of shares	Number of voting rights	Listed	Rights and obligations
Ordinary shares	35,019,221 <sup>(*) (**)</sup>	55,222,686	Euronext STAR Milan	All Issuer's shares grant equity and administrative rights as provided for by applicable legal provisions and by the By-laws; in particular, each share grants the right to one vote at ordinary and extraordinary meetings of the Issuer, except for those shares which are entitled to a bonus in compliance with article 6 of the By-laws.
Preference shares	/	/	/	/
Multiple-voting shares	/	/	/	/
Other categories of shares with voting rights	/	/	/	/
Savings shares	/	/	/	/
Convertible savings shares	/	/	/	/
Other non-voting share classes	/	/	/	/
Other	/	/	/	/

\* of which 214,928 treasury shares at 29 February 2024, unchanged from 31 December 2023

\*\* of which 20,203,465 with increased vote at 29 February 2024, unchanged from 31 December 2023.

OTHER FINANCIAL INSTRUMENTS				
	Listed / Unlisted	No. of outstanding instruments	Category of shares subject to conversion/exercise	No. of shares subject to conversion/exercise
Convertible bonds	/	/	/	/
Warrant	/	/	/	/

<b>SIGNIFICANT EQUITY INVESTMENTS IN CAPITAL</b>			
<b>Declarant</b>	<b>Direct shareholder</b>	<b>Share % of ordinary share capital</b>	<b>Share % of voting capital</b>
Massimo Perotti (statement most recently disclosed on 8 January 2024 and updated with transactions executed and disclosed pursuant to the Internal Dealing Procedure)	Holding Happy Life S.r.l.	57.7%	72.9%

**Table 2: Structure of the Board of Directors**

Board of Directors													
Position	Members	Year of birth	Date of first appointment (*)	In office since	In office until	List (presenters) (**)	List (M/m) (***)	Exec.	Non-exec.	Indep. Code	Indep. TUF	No. other assignments (****)	Attendance (*****)
Chair and CEO • ◊	Massimo Perotti	1960	14/04/2005	28/04/2022	Appr. fin. stat. at 31/12/2024	Shareholders	M	X				16	7/7
Executive Director	Ferruccio Rossi	1972	17/02/2016	28/04/2022	Appr. fin. stat. at 31/12/2024	Shareholders	M	X				7	7/7
Executive Director	Carla Demaria	1959	14/01/2019	28/04/2022	Appr. fin. stat. at 31/12/2024	Shareholders	M	X				4	7/7
Non-executive Vice Chair	Paolo Olivieri	1961	09/07/2013	28/04/2022	Appr. fin. stat. at 31/12/2024	Shareholders	M		X			4	7/7
Non-executive Director	Cecilia Maria Perotti	1993	30/08/2018	28/04/2022	Appr. fin. stat. at 31/12/2024	Shareholders	M		X			2	7/7
Non-executive Director (Independent Director until 16 March 2023)	Silvia Merlo	1968	24/10/2019 <sup>(1)</sup>	28/04/2022	Appr. fin. stat. at 31/12/2024	Shareholders	M		X	X	X	20	6/7
Independent Director ◊	Licia Mattioli	1967	24/10/2019 <sup>(1)</sup>	28/04/2022	Appr. fin. stat. at 31/12/2024	Shareholders	M		X	X	X	9	4/7
Independent Director	Leonardo Luca Etro	1978	24/10/2019 <sup>(1)</sup>	28/04/2022	Appr. fin. stat. at 31/12/2024	Shareholders	M		X	X	X	9	6/7
Independent Director	Francesca Culasso	1973	28/04/2022	28/04/2022	Appr. fin. stat. at 31/12/2024	Shareholders	M		X	X	X	7	6/7
Independent Director	Marco Francesco Mazzù	1972	28/04/2022	28/04/2022	Appr. fin. stat. at 31/12/2024	Shareholders	m		X	X	X	2	7/7
<b>Directors who resigned during the Financial year</b>													
Independent Director	Pietro Gussalli Beretta	1962	24/10/2019 <sup>(1)</sup>	28/04/2022	Appr. fin. stat. at 31/12/2024	Shareholders	M		X	X	X	19	2/7 <sup>(2)</sup>
<b>Number of meetings held during the financial year: 7</b>													
<b>Quorum required for the submission of lists by minority shareholders for the election of one or more members (pursuant to article 147-ter TUF): 1%</b>													

**NOTES**

The symbols listed below shall be indicated in the “Office” column:

- This symbol indicates the CEO.

- ◊ This symbol indicates the person in charge of the Issuer’s management (the Chief Executive Officer or CEO).

- This symbol indicates the Lead Independent Director (LID).

(\*) Date of first appointment of each director refers to the date on which the director was appointed for the first time (ever) in the Board of Directors of the Issuer.

(\*\*) This column shows whether the list from which each director was drawn was submitted by shareholders (indicating “Shareholders”) or by the Board of Directors (indicating “BoD”).

(\*\*\*) This column indicates whether the list from which each director was drawn is “majority” (indicating “M”), or “minority” (indicating “m”).

(\*\*\*\*) This column indicates the number of offices of director or statutory auditor held by the party concerned in other companies listed on regulated markets, including foreign markets, in financial, banking, insurance or large companies. The Corporate Governance Report indicates all offices held in full.

(\*\*\*\*\*) This column shows directors’ attendance at Board meetings.

<sup>(1)</sup> The appointment became effective on 10 December 2019.

<sup>(2)</sup> As at the effective date of Pietro Gussalli Beretta’s resignation, 3 meetings of the Board of Directors had been held and the director had attended 2 out of 3 meetings.



**Table 3: Structure of the internal board committees until the effective date of the Board of Directors' resolution of 17 April 2023 to partially redetermine their composition in view of the resignation of a director and the loss of the independence requirements by another director**

BoD		Executive Committee		RPT Committee		Control, Risks and Sustainability Committee		Remuneration Committee		Nomination Committee	
Position/Qualification	Members	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)
Vice Chair	Paolo Olivieri	N/A	N/A					2/2	M	2/2	M
Director	Cecilia Maria Perotti	N/A	N/A			2/2	M				
Independent Director as per the TUF and Code until 16 March 2023	Silvia Merlo	N/A	N/A	3/3	M	2/2	M	2/2	P		
Independent Director as per TUF and Code	Licia Mattioli	N/A	N/A	3/3	P						
Independent Director as per TUF and Code	Leonardo Luca Etro	N/A	N/A			2/2	P	2/2	M		
Independent Director as per TUF and Code	Marco Francesco Mazzù	N/A	N/A							2/2	M
<b>Directors who left office during the Financial Year:</b>											
Independent Director as per TUF and Code	Pietro Gussalli Beretta	N/A	N/A	0/1	M					2/2	P
<b>Any members who are not Directors: none</b>											
<b>No. of meetings held during the Financial Year as at the effective date of the resolution of the Board of Directors of 17 April 2023 in view of</b>		N/A		3		2		2		2	

<b>the resignation of a director and the loss of independence requirements by another director :</b>					
<b>NOTES</b> (* ) This column indicates the participation of Directors in the committee meetings. (* *) This column indicates the qualification of the Director within the Committee: P: chair; M: member.					

**Table 3: Structure of the internal board committees after the effective date of the Board of Directors' resolution of 17 April 2023 in view of the resignation of a director and the loss of the independence requirements by another director**

BoD		Executive Committee		RPT Committee		Control, Risks and Sustainability Committee		Remuneration Committee		Nomination Committee	
Position/Qualification	Members	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)
Vice Chair	Paolo Olivieri	N/A	N/A								M
Non-executive Director	Silvia Merlo	N/A	N/A	3/3	M	3/4	M	2/2	M		
Independent Director as per TUF and Code	Licia Mattioli	N/A	N/A	3/3	P						P
Independent Director as per TUF and Code	Leonardo Luca Etro	N/A	N/A	3/3	M	4/4	P	2/2	P		
Independent Director as per TUF and Code	Francesca Culasso	N/A	N/A			4/4	M	2/2	M		
Independent Director as per TUF and Code	Marco Francesco Mazzù	N/A	N/A								M
<b>Directors terminated during the year after the effective date of the Board of Directors' resolution of 17 April 2023 due to the resignation of one director and the loss of the independence requirements of another director: none</b>											
<b>Any members who are not Directors: none</b>											
<b>No. of meetings held during the Financial Year after the effective date of the resolution of the Board of Directors of 17 April 2023 in view of the resignation of a director and the loss of independence requirements by another director:</b>		N/A		3		4		2		0	

**NOTES**

(\*) This column indicates the participation of Directors in the committee meetings.

(\*\*) This column indicates the qualification of the Director within the Committee: P: chair; M: member.

**Table 4: Structure of the Board of Statutory Auditors from 28 April 2022**

Board of Statutory Auditors									
<i>Position</i>	<i>Members</i>	<i>Year of birth</i>	<i>Date of first appointment (*)</i>	<i>In office since</i>	<i>In office until</i>	<i>List (M/m) (**)</i>	<i>Indep. Code</i>	<i>Participation in the meetings of the Board of Auditors (***)</i>	<i>No. other assignments ****</i>
<b>Chair</b>	Enrico Fossa	1973	28/04/2022	28/04/2022	Appr. fin. stat. at 31/12/2024	m	X	13/13	14
<b>Standing Statutory Auditor</b>	Andrea Caretti	1957	24/10/2019	24/10/2019	Appr. fin. stat. at 31/12/2024	M	X	13/13	12
<b>Standing Statutory Auditor</b>	Margherita Spaini	1961	24/10/2019	24/10/2019	Appr. fin. stat. at 31/12/2024	M	X	13/13	24
<b>Alternate Statutory Auditor</b>	Luca Trabattoni	1956	24/10/2019	24/10/2019	Appr. fin. stat. at 31/12/2024	M	X	-	19
<b>Alternate Statutory Auditor</b>	Maria Cristina Ramenzoni	1971	28/04/2022	28/04/2022	Appr. fin. stat. at 31/12/2024	m	X	-	16
<b>Number of meetings held during the reference year: 13</b>									
<b>Indicate the quorum required for the submission of lists by minorities for the election of one or more members (pursuant to Article 148 of the TUF): 1%</b>									

**NOTES**

\* Date of first appointment of each auditor refers to the date on which the auditor was appointed for the first time (ever) in the Board of Auditors of the Issuer.

\*\* This column indicates the list from which each auditor was taken ("M": majority list; "m" minority list).

\*\*\* This column indicates the participation of auditors in the meetings of the Board of Auditors

\*\*\*\*This column shows the number of Directors or Statutory Auditors offices (thus excluding the offices held as substitute auditors, as indicated in the Table with the Board of Statutory Board's assignments), held by the subjects concerned, pursuant to Article 148-bis of the TUF and the related implementing provisions contained in the Consob Issuers' Regulation. The complete list of positions is published by Consob on its website pursuant to Article 144-quinquiesdecies of the Consob Issuers' Regulation.

## Table of assignments of the Board of Directors in office

NAME AND SURNAME	COMPANY	POSITION HELD/SHAREHOLDING HELD
<b>Massimo Perotti</b>	Bluegame S.r.l.	Chair of the Board of Directors
	Cepekdue SS	Majority shareholder - Director
	Cepekuno SS	Majority shareholder - Director
	Cipekdue SS	Majority shareholder - Director
	Cipekuno SS	Majority shareholder - Director
	Confindustria Nautica	Member of the Presidency Council
	Fondazione Sanlorenzo	Committee Chairman
	HL-RE S.r.l.	Sole Director
	Holding Happy Life S.r.l.	Chair and CEO
	Sanlorenzo Monaco Sam	Chair of the Board of Directors and Chief Executive Officer
	MP S.r.l.	Majority Shareholder - Chair of the Board of Directors
	PN Sviluppo S.r.l.	Chair and CEO
	Sanlorenzo Baleari SL	Chair of the Board of Directors
	Sanlorenzo Champlas S.r.l.	Chair of the Board of Directors and Chief Executive Officer
	Sanlorenzo of the Americas LLC	Chair of the Board of Directors
Sybass	Board Member	
<b>Carla Demaria</b>	Bluegame S.r.l.	Chief Executive Officer
	Confindustria Nautica	Member of the Presidency Council
	I Saloni Nautici S.r.l.	Board Member
	I.C.Y. S.r.l.	Chair and CEO
<b>Ferruccio Rossi</b>	Carpensalda Yacht Division S.r.l.	Vice Chair and Director
	Bluegame S.r.l.	Managing Director
	Duerre S.r.l.	Board Member
	Sanlorenzo Monaco Sam	Board Member
	PN Sviluppo S.r.l.	Chief Executive Officer
	Equinoxe S.r.l.	Chair and CEO
	Sanlorenzo Arbatax S.r.l.	Chair and CEO
Sanlorenzo Baleari SL	Board Member	
<b>Paolo Olivieri</b>	Cervino S.r.l.	Sole Director
	Olivieri Paolo Ditta Individuale	Signatory owner
	Rocciamelone S.S.	Shareholder and Director
	Sanlorenzo Champlas S.r.l.	Board Member
<b>Cecilia Maria Perotti</b>	Holding Happy Life S.r.l.	Managing Director
	MP S.r.l.	Shareholder and Director
<b>Silvia Merlo</b>	Alta Valdelsa S.r.l.	Sole Director
	Boreale S.r.l.	Shareholder and Director
	Cfr Merlo S.r.l.	Sole Director
	CO.IMM.I S.r.l.	Sole Director
	Ergos S.r.l.	Shareholder and Director
	Azienda Ospedaliera Santa Croce e Carle Cuneo	Chair of the Board of Directors
	Onlus Foundation	
	Ibis S.p.A.	Chief Executive Officer
	KI S.r.l.	Shareholder and Director
	Kibotion S.r.l.	Shareholder and sole director
	Mefra ss	Shareholder Director
	Merlo S.p.A.	Chief Executive Officer
	Movimatica S.r.l.	Chair of the Board, Chief Executive Officer
	Ocean S.r.l.	Sole Director
	Piperita S.r.l.	Sole Shareholder and Sole Director
	Pluto Invest S.S.	Shareholder and Director
	Safecloud S.r.l.	Sole Shareholder and Sole Director
Saipem S.p.A.	Chair of the Board of Directors	

	SOC S S.r.l. Tecnoindustrie Merlo S.p.A. Treemme Technology S.r.l.	Shareholder and sole director Chief Executive Officer Managing Director
<b>Licia Mattioli</b>	European School of Management - European School of Management Italia Foundation Fondazione Ordine Mauriziano Gea S.r.l. Grassano S.r.l. Matlux S.r.l. Mattioli S.p.A. MGL S.r.l. Save the children Watch & Jewellery Initiative 2030	Board Member Chair Shareholder (bare ownership), Managing Director Board Member Sole Shareholder and Director Shareholder (bare ownership) and CEO Board Member Board Member Board Member
<b>Leonardo Luca Etro</b>	Crowdfundme S.p.A. Brightside Capital SA Fila Industria Chimica S.p.A. GeneralFinance S.p.A. King Advisory Company S.r.l. Madison Capital S.r.l. Madison Corporate Finance S.r.l. Monnalisa S.p.A. EC S.r.l.	Independent director Independent director Board Member Independent director Shareholder and sole director Shareholder and Chair of the Board of Directors Chair Board of Directors, Managing Director and Shareholder Independent director Board Member
<b>Francesca Culasso</b>	Equiter S.p.A. Eurizon Capital Sgr S.p.A. Intesa Sanpaolo Innovation Center S.p.A. Iren Mercato S.p.A. Iren S.p.A. Iren Ambiente Toscana S.p.A. Nord Ovest Servizi S.p.A.	Board Member Board Member Board Member Board Member Board Member Board Member Chair and Director
<b>Marco Francesco Mazzù</b>	Aeffe S.p.A. Marktech S.r.l.	Board Member Shareholder and sole director

## Table of assignments of the Board of Statutory Auditors in office

NAME AND SURNAME	COMPANY	ASSIGNMENT
<b>Enrico Fossa</b>	Bystronic Automation Technology S.p.A.	Chair of the Board of Statutory Auditors
	Bystronic Tube Processing S.p.A.	Chair of the Board of Statutory Auditors
	Samsung Electronics Italia S.p.A.	Chair of the Board of Statutory Auditors
	I.C.R. Industrie Cosmetiche Riunite S.p.A.	Standing Auditor
	Immobiliare Elfin S.p.A.	Standing Auditor
	Paroli Fossa e Associati	Shareholder
	Present S.p.A.	Standing Auditor
	Rexel Italia S.p.A.	Standing Auditor
	Pompetravaini S.p.A.	Alternate Auditor
	Ipsen S.p.A.	Alternate Auditor
	Medtronic Italia S.p.A.	Alternate Auditor
	Euronics Italia S.p.A.	Alternate Auditor
	Lactalis Nestlè Prodotti Freschi Italia S.r.l.	Alternate Auditor
	Mars Italia S.p.A.	Standing Auditor
<b>Andrea Caretti</b>	Acqua Sant'Anna S.p.A.	Chair of the Board of Statutory Auditors / Chair of the Supervisory Body
	Bercap S.r.l.	Auditor
	Bimotor S.p.A.	Standing Auditor
	Fibe S.r.l.	Sole Auditor
	Monge & C. S.p.A.	Standing Auditor
	SCORE SS	Shareholder Director
	Sicom S.p.A.	Standing Auditor
	Te Connectivity Italia Distribution S.r.l.	Chair of the Board of Statutory Auditors
	Eurochimind S.p.A.	Standing Auditor
	Giobert S.p.A.	Sole member of the Supervisory Board
	Insirio S.r.l.	Chair of the Supervisory Board
	O.M.T. S.p.A.	Chair of the Supervisory Board
<b>Margherita Spaini</b>	Aida Ambiente S.r.l.	Statutory Auditor and member of the Supervisory Board
	Alupress S.r.l.	Alternate Auditor
	Amiat S.p.A.	Alternate Auditor
	Amiat V. S.p.A.	Standing Auditor
	Associazione Torino Giustizia (Turin Justice Association)	Auditor
	Asti Energia e Calore S.p.A.	Alternate Auditor
	Atena Trading S.r.l.	Alternate Auditor
	Competence Industry Manufacturing 4.0 s.c. a r.l.	Alternate Auditor
	Consonda S.r.l.	Alternate Auditor
	D.G.N. S.r.l.	Alternate Auditor
	Environment Park S.p.A.	Chair of the Board of Statutory Auditors and Chair of the Supervisory Board
	Fondazione Adriana Prolo - Museo Nazionale del Cinema	Auditor
	Fondazione Compagnia San Paolo	Chair of the Board of Statutory Auditors
	Fondazione Fitzcarraldo	Chair of the Board of Auditors
	Fondazione Slow Food per la Biodiversità Onlus	Auditor
	Immaginazione e Lavoro S.c.r.l.	Standing Auditor
	Iren Energia S.p.A.	Alternate Auditor
	Nord Ovest Servizi S.p.A.	Standing Auditor
	Prima Industrie S.p.A.	Standing Auditor
	San Germano S.p.A.	Standing Auditor
Società Cooperativa Taxi Torino	Chair of the Board of Statutory Auditors	
XKE? Impresa sociale S.r.l.	Sole Auditor	
Scuola dell'Infanzia Umberto I ETS	Sole Auditor	
Fondazione TRG	Sole Auditor	
<b>Luca Trabattoni</b>	Assi 90 S.r.l.	Chair of the Board of Statutory Auditors



NAME AND SURNAME	COMPANY	ASSIGNMENT
	Addivision Sim S.p.A.	Board Member
	Carbofin S.p.A.	Standing Auditor
	Comer S.p.A.	Alternate Auditor
	Crystal Maritime Holding S.r.l.	Sole Auditor
	Energy Coal S.p.A.	Chair of the Board of Statutory Auditors
	Ferrania Technologies S.p.A. in liquidazione	Chair of the Board of Statutory Auditors
	Finarge Armamento Genovese S.r.l.	Sole Auditor
	Finemme S.p.A.	Chair of the Board of Statutory Auditors
	Fintowage S.r.l.	Sole Auditor
	Gruppo Messina S.p.A.	Alternate Auditor
	Icore Development S.p.A. (formerly Funivie S.p.A.)	Chair of the Board of Statutory Auditors
	Homberger S.p.A.	Standing Auditor
	Immobiliare Undicesimo Piano di Maria Tavella & C. s.n.c.	Shareholder Director
	Italinvest S.p.A.	Chair of the Board of Statutory Auditors
	Pria S.p.A.	Alternate Auditor
	Rimorchiatori Augusta S.p.A.	Sole Auditor
	Rimorchiatori Riuniti S.p.A.	Alternate Auditor
	Sant'Ugo Immobiliare S.r.l.	Chair of the Board of Statutory Auditors
	Himarc S.r.l.	Board Member
<b>Maria Cristina Ramenzoni</b>	Montecatone Rehabilitation Institute S.p.A.	Alternate Auditor
	Metalnova S.p.A.	Auditor
	Azienda Casa Emilia Romagna - Parma	Member of the Board of Auditors
	Progetto Ghiaia S.r.l.	Auditor
	Emiliambiente S.p.A.	Auditor
	Analisi - Società di Revisione – S.p.A.	Alternate Auditor
	Tinexta S.p.A.	Alternate Auditor
	Cassa Di Previdenza - Fondo Pensione Interaziendale Dei Dipendenti Delle Società Partecipanti Al Progetto Sonata	Member of the Board of Auditors
	ASP Rodolfo Tanzi	Statutory Auditor
	Fondazione Monteparma	Auditor
	Fondazione Lenz	Statutory Auditor
	Fondazione Culturale Saveriana	Statutory Auditor
	AIL Parma	Member Control Body
	Associazione Amici delle Piccole Figlie	Member Control Body
	Centro Servizi Regionale Volontariato di Protezione Civile	Control body and auditor
	Parma Provincial Committee of Civil Protection Voluntary Service Organisations	Control body and auditor