



# REPORT ON CORPORATE GOVERNANCE AND OWNERSHIP STRUCTURE

2023



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## 2023

Drawn up pursuant to Article 123-bis of the Consolidated Finance Act ("CFA") (traditional administration and auditing model)

**Issuer:** GVS S.p.A.

**Website:** [www.gvs.com](http://www.gvs.com)

**Financial Year to which Report refers:** 2023

**Date of approval of Report:** 26 March 2024

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# Executive Summary

## 1. Main Company Highlights

MAIN COMPANY HIGHLIGHTS <sup>(*)</sup>	
Figures in thousands of euro	
Total revenues	432.357
Operating profit (EBIT)	48.036
Net profit	13.642
Net financial debt	(328.675)
Capitalisation	976.500
Average employees	4.386

<sup>(\*)</sup> The values shown refer as at 31 December 2023 and the respective scope of consolidation.

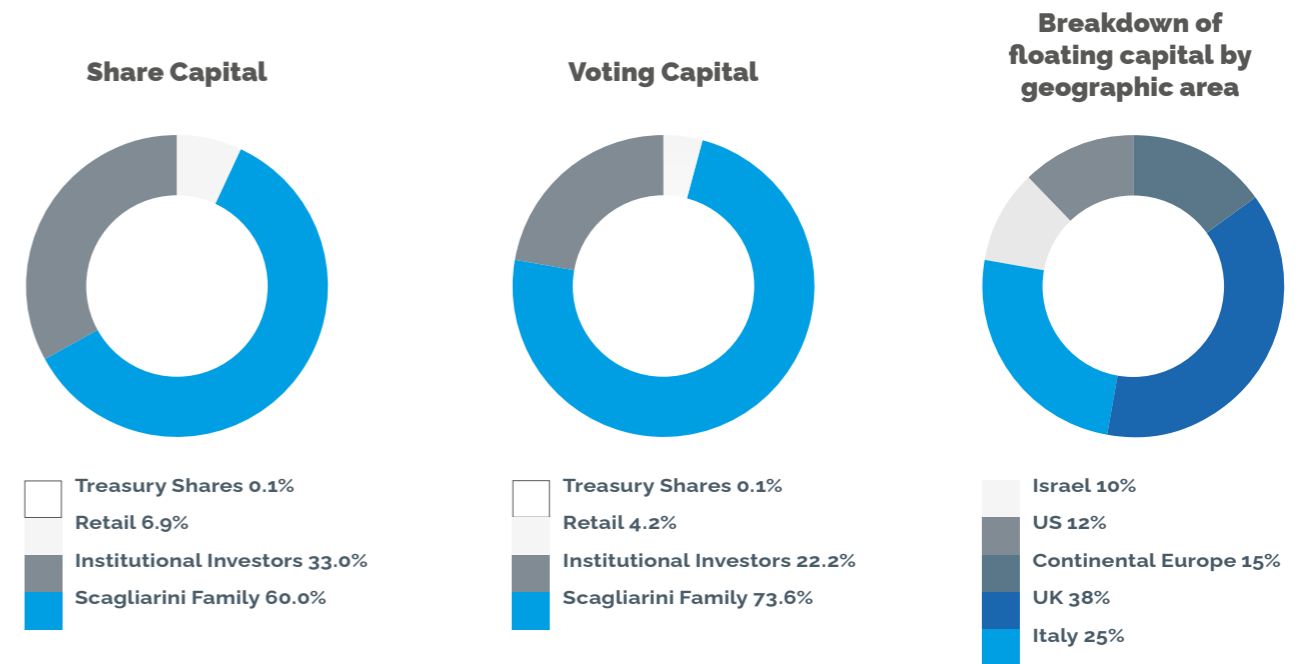
## 2. Share Price Performance (1 January 2021- 31 December 2023)



## 3. Shareholders Of GVS

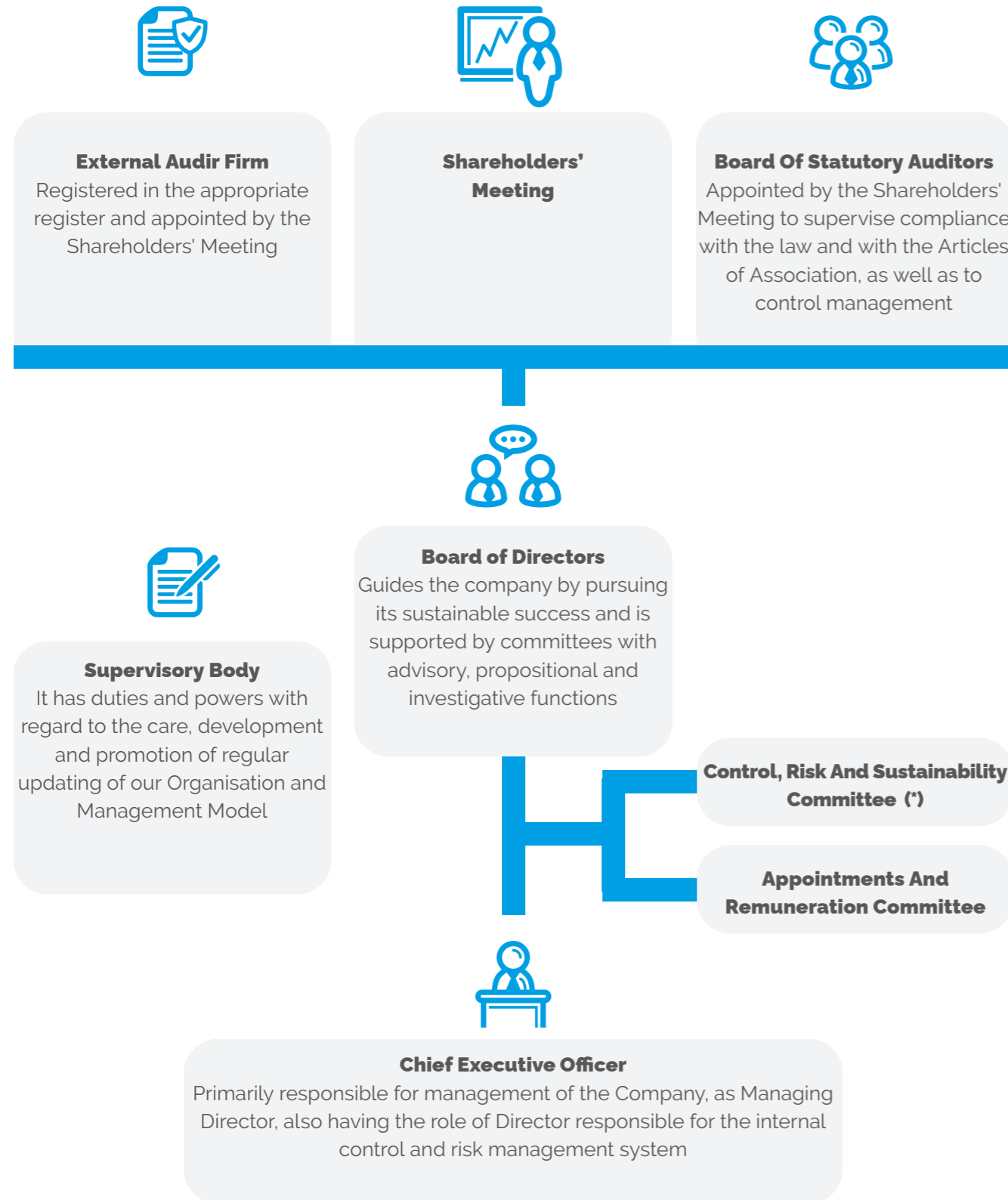
At the approval date of this Report, the resolved, subscribed and paid-up share capital of GVS is equal to Euro 1,750,000, divided into 175,000,000 ordinary shares, fully paid up, with no nominal value. The main shareholder is GVS Group S.r.l.

Based on the results of the shareholders' register and other available information, as of the month of March 2024, the GVS shareholding structure is depicted in the graphs below.



## 4. Corporate Bodies

### Our Governance Model



### Focus on the Board of Directors

The Board of Directors consists of the following members:

- Alessandro Nasi**: Chairman, Independent, Age: 50. Expertise: Finance, Control and Risk, Legal and Governance, ESG and Sustainability, Digital.
- Grazia Valentini**: Non executive director, Age: 82. Expertise: Finance, Control and Risk, Legal and Governance.
- Massimo Scagliarini**: CEO, Age: 59. Expertise: Finance, Control and Risk, Legal and Governance, ESG and Sustainability, Digital.
- Michela Schizzi**: Independent, Age: 42, Committees: 1. Expertise: Finance, Control and Risk, Legal and Governance.
- Anna Tanganelli**: Independent, Age: 43, Committees: 2, P. Expertise: Finance, Control and Risk, Legal and Governance, ESG and Sustainability, Digital.
- Marco Scagliarini**: Non executive director, Age: 60. Expertise: Finance, Control and Risk, Legal and Governance.
- Simona Scarpaleggia**: Independent, Age: 64, Committees: 1, 2, P. Expertise: Finance, Control and Risk, Legal and Governance, ESG and Sustainability, Digital.
- Marco Pacini**: Non executive director, Age: 53. Expertise: Finance, Control and Risk, Legal and Governance, ESG and Sustainability, Digital.
- Pietro Cordova**: Independent, Age: 64, Committees: 1, 2. Expertise: Finance, Control and Risk, Legal and Governance, ESG and Sustainability, Digital.

### Expertise of the Board of Directors

Expertise	
Finance	Control and Risk
Managerial/ Entrepreneurial	Legal and Governance
Strategy/M&A	ESG and Sustainability
HR	Digital

### Average age

57 years

### Committees

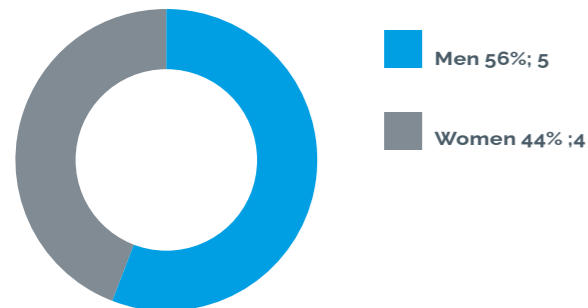
- Control, Risk and Sustainability Committee
- Appointments and Remuneration Committee

The Issuer has identified the Control, Risk and Sustainability Committee as the competent body in relation to related party transactions

EVOLUTION SINCE THE PREVIOUS MANDATE			
	Last mandate	Current mandate	Average MID CAP(*)
Number of Directors	9	9	10.5
% Executive Directors	44.5%	11.1%	25.2%
% Non-Executive Directors	55.5%	88.9%	25.8%
% Independent Directors	44.4%	55.4%	49.0%
Average age of Directors	55 years	57 years	57.9
Chair-CEO	No	No	28.1%
Chair-Controlling Shareholder	No	No	36.8%
Independent Chair	No	Si	12.3%
Lead Independent Director	No	No	12.5%

(\*)Assonime – Report on Corporate Governance in Italy: the implementation of the Italian Corporate Governance Code, 2023.

### Board members by gender



	Number of meetings	Attendance rate
Appointments and Remuneration Committee	10	93.33%
Control, Risk and Sustainability Committee	14	97.62%

ANNUAL BOARD EVALUATION PROCESS		
Implementation of the Board evaluation process	Yes	
With / without the support of an independent advisor	Year 2022	with the support of an independent <i>advisor</i>
	Year 2023	without the support of an independent <i>advisor</i>
Self-assessment mode	Year 2022	individual questionnaire + individual interview conducted by the independent <i>advisor</i>
	Year 2023	individual questionnaire

## 5. MAIN FEATURES OF THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

### Structure of control levels



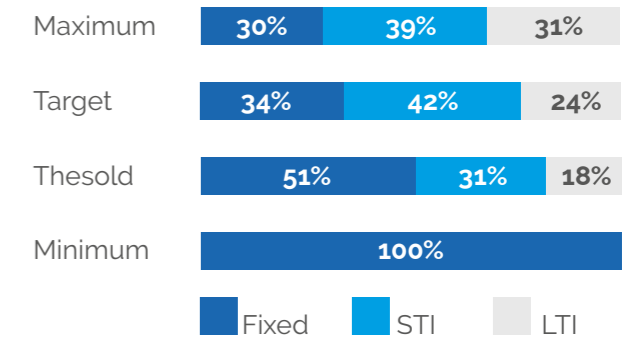
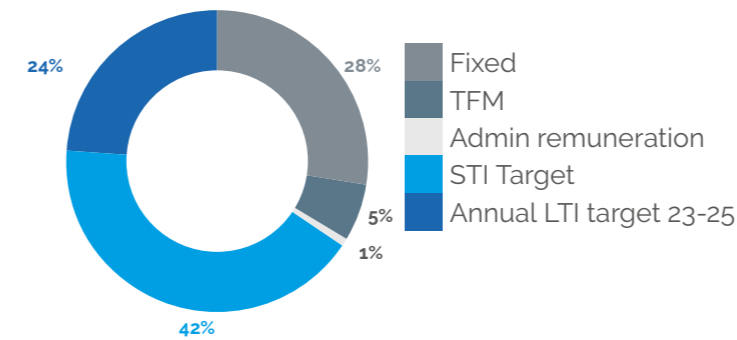
## 6. ESG (Environmental, Social, Governance)

### Sustainability Governance Structure

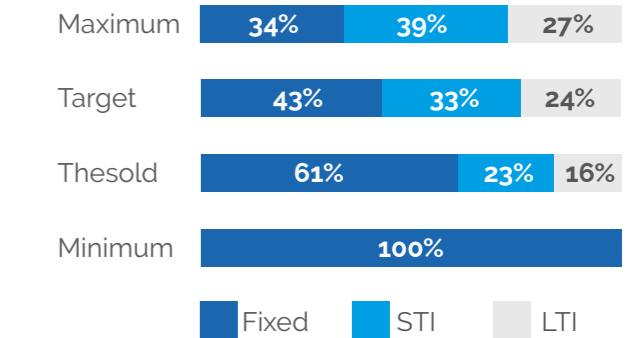
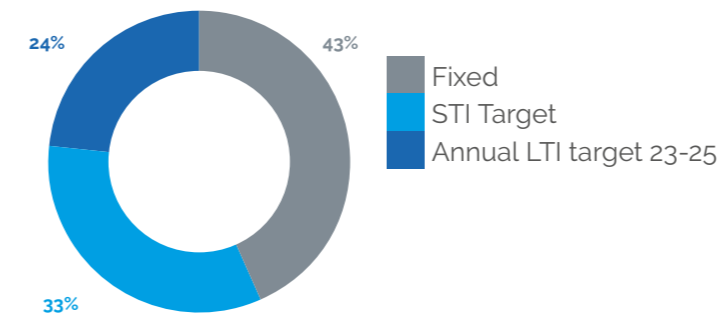


## 7. REMUNERATION

Pay mix Chief Executive Officer



Pay mix Key Managers



Strategic Pillars	Description	Material issues	Sustainable Development Goals
Ecological transition	We believe that corporate sustainability stems from the respectful use of natural resources and the transition to renewable energy as a means of combating climate change. We are committed to taking synergetic action globally with the aim of reducing our emissions.	Energy consumption and greenhouse gas emissions	9 IMPRESE INNOVAZIONE E INFRASTRUTTURE, 12 CONSUMO E PRODUZIONE RESPONSABILI, 13 LOTTA CONTRO IL CAMBIAMENTO CLIMATICO
		Waste management	
Responsible innovation	With our products, used in applications where health and safety are key, we contribute to a future where good health is a universally attainable target. We are committed to bringing innovation while respecting the environment and people.	Product safety and quality	3 SALUTE E BENESSERE, 9 IMPRESE INNOVAZIONE E INFRASTRUTTURE
		Product innovation and eco-design	
Valuing people	we promote initiatives whose main aim is to enable employees to work to the best of their ability, while striving to create a safe and inclusive workplace that promotes people's well-being and development.	Health and safety	
		Management and enhancement of human capital	3 SALUTE E BENESSERE, 8 LAVORO DECENTO E CRESCITA ECONOMICA
		Discrimination, diversity and equal opportunities	
		Human rights protection	
Ethical conduct	We are committed to conducting our activities in compliance with the applicable regulations and laws, and we adhere to values and ethical principles that ensure responsible management of all business processes.	Responsible management of the supply chain	8 LAVORO DECENTO E CRESCITA ECONOMICA, 9 IMPRESE INNOVAZIONE E INFRASTRUTTURE, 16 PACE, GIUSTIZIA E RISTRUTTURAZIONE
		Corporate ethics and anti-corruption	

## GLOSSARY

**Director(s):** individually or collectively, as applicable, the members of the GVS Board of Directors.

**Chief Executive Officer:** the chief executive officer of GVS.

**Appointed Director:** the director in charge of the Issuer's internal control and risk management system, a position assigned by GVS to the CEO in accordance with Recommendation 32, letter b) of the Corporate Governance Code.

**Shareholders' Meeting:** the meeting of the Shareholders of GVS.

**Shareholders:** the shareholders of GVS.

**Italian Stock Exchange or Borsa Italiana:** Borsa Italiana S.p.A.

**Code/Corporate Governance Code:** the Corporate Governance Code of Listed Companies approved in January 2020 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria, applicable by issuers from the first financial year starting after 31 December 2020 and accessible to the public on Borsa Italiana's website ([www.borsaitaliana.it](http://www.borsaitaliana.it)).

**Civil Code/c.c.:** the Italian Civil Code.

**Board of Statutory Auditors:** the Issuer's Board of statutory Auditors.

**Board Committee/Committees:** individually or collectively, as appropriate, the committees formed within the Board of Directors.

**Control, Risk and Sustainability Committee:** GVS's Control, Risk and Sustainability Committee, established within the Board of Directors in accordance with Principle XI of the Corporate Governance Code and integrating the functions outlined in Recommendation 35 of the Code.

**Appointments and Remuneration Committee:** the appointments and remuneration committee set up within the Board of Directors pursuant to Principle XI of the Corporate Governance Code and incorporating the functions outlined in Recommendations 19 and 25 of the Code.

**Board or Board of Directors:** the board of directors of the Issuer.

**CONSOB:** the National Commission for Companies and the Stock Exchange.

**Subsidiaries:** the companies directly and indirectly controlled by GVS pursuant to Article 2359 of the Civil Code and Article 93 of the CFA.

**Financial Reporting Manager:** the manager in charge of drawing up the corporate accounting documents appointed by the Board of Directors pursuant to Article 154-*bis* of the Consolidated Finance Act and Article 30 of the Articles of Association.

**Financial Year:** the FY 2023 to which the Report refers.

**Euronext Milan or EXM:** the electronic share market organised and managed by Borsa Italiana.

**GVS Group or the Group:** jointly, GVS and the Subsidiaries.

**GVS or the Company or the Issuer:** GVS S.p.A.

**Chair of the Board of Directors or Chair:** Chair of the Issuer's Board of Directors.

**Remuneration Report:** the report on the remuneration policy and compensation paid by GVS, drafted pursuant to Article 123-*ter* of the CFA and Article 84-*quater* of the Issuers' Regulation and in compliance with Schedule No. 7-*bis* of Annex 3A of the same Issuers' Regulation.

**Regulation of the Board of Directors:** the Regulation of the Board of Directors of GVS approved by the Board of Directors on 10 September 2020, as amended and supplemented over time, most recently on 03 May 2023.



**Issuers' Regulation:** the Regulation issued by Consob with resolution No. 11971 of 1999 (and subsequent amendments) on the matter of issuers.

**Market Regulation:** the Regulation issued by Consob under the 2017 resolution No. 20249 relating to markets.

**Related Parties Regulation:** the Regulation issued by Consob with resolution No. 17221 of 12 March 2010 (and subsequent amendments) on related party transactions.

**Report:** this report on corporate governance and ownership structure, drawn up pursuant to Article 123-*bis* of the CFA.

**Independent Auditing Firm:** the company appointed to audit GVS.

**Articles of Association:** the articles of association of GVS.

**CFA:** Legislative Decree 24 February 1998, No. 58 (Consolidated Finance Act).

Unless otherwise specified, the definitions in the Corporate Governance Code relating to: directors, executive directors, independent directors, significant shareholder, Chief Executive Officer (CEO), administrative body, control body, business plan, concentrated ownership company, large company, sustainable success, and top management, shall also be considered by reference.

## 1. ISSUER PROFILE

GVS S.p.A. (hereinafter also “GVS” or the “Company” or “Issuer”) is incorporated as a joint-stock company, is registered with the Bologna Register of Companies under No. 03636630372, VAT No. 00644831208 and in the Economic and Administrative Index (REA) at the Bologna Register of Companies under No. BO - 305386 and has its registered office in Zola Predosa (BO), at Via Roma n. 50, 40069.

The Company is organised according to the traditional administration and control model as per Articles 2380-*bis et seq.* of the Civil Code, which provides for the Shareholders’ Meeting, the Board of Directors and the Board of Statutory Auditors.

The GVS Group offers advanced filtration solutions for many applications in various highly regulated sectors, being one of the world’s leading manufacturers of filter components and materials. The Group is a vertically integrated manufacturer able to offer high-tech solutions that allow a wide range of filters, membranes and other filter technologies to be adapted to specific customer needs.

The GVS Group currently has 19 plants in Italy, the United Kingdom, Brazil, the United States, China, Mexico, Romania and Puerto Rico and 29 sales offices located across the world.

### *Sustainability*

Pursuant to the Code of Corporate Governance, it is the duty of the Board of Directors to guide the Company by pursuing its sustainable success; an objective which is embodied in the creation of long-term value for the benefit of shareholders, taking into account the interests of other stakeholders relevant to GVS.

For guidance on how this objective is implemented by the Board of Directors in GVS’s strategies, remuneration policies, and system of internal control and risk management, see Sections 4, 8, and 9 of the Report below, respectively.

### *Non-Financial Statement*

In accordance with Articles 3 and 4 of Legislative Decree 254/2016, the Company has prepared the consolidated non-financial statement for the Financial Year, which is available on the Company’s website ([www.gvs.com](http://www.gvs.com) - Governance Section).

### *Declaration on SME status*

Pursuant to Article 1, paragraph 1, letter w)-*quater*.1 of the CFA, until 26 March 2024<sup>1</sup>, “SMEs” are considered to be small and medium-sized enterprises, issuers of listed shares with a market capitalisation of less than 500 million euro. Issuers of listed shares which have exceeded this limit for three consecutive years are not considered SMEs.<sup>2</sup>

Pursuant to Article 2-*ter* of the Issuers’ Regulation, for the acquisition of the SME qualification, the capitalisation corresponds to the simple average of the daily capitalisations calculated with reference to the official price, recorded during the year.

<sup>1</sup>As from 27 March 2024 (*i.e.*, from the date of entry into force of the so-called “Capitali” Law Decree), “SMEs” are considered to be small and medium-sized enterprises, issuers of listed shares with a market capitalisation of less than 1 billion euro.

<sup>2</sup> The definition of SME in the CFA was amended by Article 44-*bis*, paragraph one of Law Decree 16 July 2020, No. 76, introduced by Conversion Law 11 September 2020, No. 120. Before the amendment, Article 1, paragraph 1, letter w)-*quater*.1 of the Consolidated Finance Act defined “SME” as small and medium-sized enterprises, issuers of listed shares, whose turnover (also prior to the admission of their shares to trading) was less than 300 million euro, or which had a market capitalisation of less than 500 million, specifying that “*issuers of listed shares that have exceeded both these limits for three consecutive years are not considered SMEs*”. The amendment has eliminated the reference to the turnover parameter, so that, as of today, small and medium-sized enterprises, issuers of listed shares, with a market capitalisation of less than 500 million euro are considered “SMEs” and “*issuers of listed shares that have exceeded this limit for three consecutive years are not considered SMEs*”. The same Article 44-*bis* of the aforementioned decree, in paragraph two, has provided for a transitional regime on the basis of which: “*Issuers that on the effective date of the law converting this decree [i.e. as of 15 September 2020] assume the status of SME based solely on the criterion of turnover continue to maintain this status for two financial years following the current one.*”

Note that the Issuer does not qualify as an SME pursuant to Article 1, paragraph 1, letter *w-quater*.1) of the CFA and Article 2-*ter* of the Issuers' Regulation.<sup>3</sup>

*Qualification of GVS under the Corporate Governance Code*

Please note that the Issuer falls within the definition of "concentrated ownership company", as set out in the Corporate Governance Code.

Refer to paragraph 7.1 and Section 16 of the Report for information on GVS's use of the Code's application flexibility options.

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<sup>3</sup> See the list of listed share issuers classifiable as "SMEs" as of 31 January 2024 prepared by CONSOB, [https://www.consob.it/web/area-pubblica/emittenti-quotati-pmi#\\_ftn001](https://www.consob.it/web/area-pubblica/emittenti-quotati-pmi#_ftn001).

## 2. INFORMATION ON THE OWNERSHIP STRUCTURES AS AT 26 MARCH 2024 (PURSUANT TO ARTICLE 123-BIS, PARAGRAPH 1, CFA)

### (a) *Share capital structure (pursuant to Article 123-bis, paragraph 1, letter a) of the CFA)*

At the date of this Report, the resolved, subscribed and paid-up share capital of GVS is equal to Euro 1,750,000, divided into 175,000,000 ordinary shares, fully paid up, with no nominal value. There are no other categories of shares. The same information is summarised in **Table 1** of this Report.

#### *2023 - 2025 Performance Share Plan*

On 3 May 2023, the Shareholders' Meeting approved an incentive plan called the "*GVS 2023-2025 Performance Shares Plan*" (the "**2023-2025 Plan**"), designed to provide an incentive to and retain management, aimed at: (i) aligning the interests of Beneficiaries with those of shareholders in the medium-long term, (ii) rewarding achievement of the targets envisaged in the business plan of the group headed by GVS (the "**Group**"), and (iii) retaining the resources deemed strategic for implementation of the business development and growth plan of the Company and Group.

The regulations of the 2023-2025 Plan were approved by the Company's Board of Directors by resolution dated 3 July 2023, upon proposal by the Appointments and Remuneration Committee and after hearing the opinion of the Board of Statutory Auditors.

The 2023-2025 Plan provides for the free assignment to the Beneficiaries (as defined below) of the conditional, free and non-transferable right by deed *inter vivos* to receive, at the end of a vesting period fixed on 31 December 2025, up to a maximum total of 1,400,000 ordinary shares of the Company (extendable up to a maximum of 2,300,000 shares in the event of the inclusion of additional Beneficiaries), as per the relationship with the companies of the Group and in relation to the achievement of certain performance objectives at a consolidated level.

The 2023-2025 Plan is reserved for executive directors, key managers and other persons to be identified by name by the Board of Directors from among the executive directors and employees of the Company and the Group, after hearing the opinion of the Appointments and Remuneration Committee, due to the importance of their roles in the Company's organisation, as well as their key role in the pursuit of the Company's sustainable success in the medium-long term (the "**Beneficiaries**").

The 2023-2025 Plan has a three-year duration, closed, and with single allocation. The vesting period for the rights to receive shares is from 1 January 2023 to 31 December 2025. Shares attributable to the Beneficiaries under the 2023-2025 Plan will revert in whole or in part from: (i) the provision of treasury shares held by the Company or possibly purchased by the Company in execution of the authorisations issued by the Shareholders' Meeting or, if necessary, of further authorisations to be issued by the Shareholders' Meeting pursuant to Articles 2357 and 2357-ter of the Italian Civil Code; and/or (ii) any share capital increases, also pursuant to Article 2349 paragraph 1 of the Italian Civil Code.

For further information on the 2023-2025 Plan, please refer to the Remuneration Report and the Information Document prepared in accordance with Article 114-bis of Legislative Decree No. 58 of 24 February 1998 (the "**CFA**") and Article 84-bis, paragraph 1, of the Regulation adopted by Consob resolution No. 11971 of 14 May 1999 (the "**Issuers' Regulation**"), as well as according to Schedule No. 7 of Annex 3A of the Issuers' Regulation, published on the Company's website [www.gvs.com](http://www.gvs.com), in the "Governance" section.

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

The purchase and transfer of shares are not subject to any restrictions by the Articles of Association.

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

At the date of this Report, the Shareholders who, directly or indirectly, hold a significant investment in the subscribed share capital represented by shares with voting rights, according to the results of the register of shareholders and the communications received pursuant to Article 120 CFA, are listed below:

<u>Declarant</u>	<u>Direct shareholder</u>	<u>% share of ordinary share capital</u>	<u>% share of voting rights</u>
<b>Massimo Scagliarini</b>	GVS Group S.r.l.	60.00%	73.56%
<b>Ruth Wertheimer<sup>4</sup></b>	7-INDUSTRIES HOLDING BV	3.12%	3.83%

The same information is summarised in **Table 1** of this Report.

(d) *Securities conferring special rights (pursuant to Article 123-bis, paragraph 1, letter d) of the CFA)*

The Company has not issued any securities that confer special rights of control.

It should be noted, however, that the Articles of Association contain provisions relating to the increase in voting rights. Pursuant to Article 6 of the Articles of Association, each ordinary share gives the right to 2 (two) votes provided that: the share has belonged to the same person, by virtue of a real right entitling them to exercise voting rights, for a continuous period of at least 24 (twenty-four) months from the date of registration on the list established by the Company pursuant to Article 6.2 of the Articles of Association.

Pursuant to the laws and regulations in force, the Company establishes and maintains at its registered office a list (the “**List**”) with which the Shareholders who intend to benefit from the increase in voting rights must register.

The assessment of the prerequisites for the allocation of the increased vote is carried out by the Company on the basis of the results of this List, which the shareholder who intends to benefit from the increased voting rights must join, according to the following provisions:

- (i) any shareholder who intends to be included on the List must make a request to the Company in the manner and within the terms provided by specific regulations published on the Company's website;
- (ii) the Company, after verifying the necessary prerequisites, shall enter the shareholder on the List by the 15th day of the calendar month following the month in which the shareholder’s request is received, accompanied by the above documentation;
- (iii) subsequent to the request for inclusion on the List, the holder of the shares for which inclusion on the list was requested - or the holder of the real right conferring the right to vote - must notify the Company without delay, directly or through his or her intermediary, of any eventual termination of the increased voting right or of the related conditions.

<sup>4</sup> On 7 March 2024 - following vesting of the right to a vote increase by 7-INDUSTRIES HOLDING BV in respect of 465,000 ordinary shares - the Company (i) issued a press release, pursuant to Article 85-bis, paragraph 4-bis of Consob Regulation No. 11971 of 14 May 1999, and (ii) published on its website the notice prepared pursuant to Article 143-quater, paragraph 5, of the aforementioned Regulation.

Pursuant to Article 6.3 of the Articles of Association, the increase in voting rights will be effective on the first date between: (i) the fifth trading day of the calendar month following the expiration of twenty-four months from the date of inclusion on the List of Shareholders, without the prerequisites for the increase in rights having ceased to exist in the medium term; or (ii) the date indicated in Article 83-*sexies*, paragraph 2, of the CFA (the record date) prior to any Shareholders' Meeting, subsequent to the expiration of twenty-four months from the date of inclusion on the List of Shareholders, without the prerequisites for the increase in rights having ceased to exist in the medium term.

The increased voting rights extend proportionally to newly issued shares (the “**Newly Issued Shares**”): (i) in connection with a free capital increase pursuant to Article 2442 of the Civil Code, to which the holder is entitled in relation to the shares for which the voting rights have already vested (the “**Existing Shares**”); (ii) in exchange for the Existing Shares in the event of a merger or spin-off, provided that the merger or spin-off plan so provides; (iii) subscribed by the holder of the Existing Shares as part of a capital increase through new contributions. In such cases, the Newly Issued Shares acquire the voting bonus from the time of their registration on the List, without the need for a further continuous holding period of 24 (twenty-four) months; on the other hand, if the voting bonus for the Existing Shares has not yet matured, but is in the process of maturing, the Newly Issued Shares will be entitled to the voting bonus from the time of completion of the holding period calculated with reference to the Existing Shares from the time of their original registration on the List.

The increased voting right is lost in the event of the transfer of shares for consideration or free of charge, including operations of constitution or alienation, even temporary, of partial rights on the shares by virtue of which the shareholder registered on the List is (*ex lege* or contractually) deprived of the right to vote. In the event of a transfer for consideration or free of charge, involving only a part of the Issuer's shares with an increased voting right, the transferor shall retain the increased voting right limited to the Issuer's shares not subject to transfer, it being understood that the benefit of the increased voting right shall be retained (i) in the event of succession due to death (ii) as a result of a transfer by virtue of a donation in favour of legitimate heirs, a family agreement, or the constitution and/or endowment of a trust, an estate fund or a foundation of which the transferor himself or his legitimate heirs are beneficiaries and (iii) in the event of a merger or spin-off of the holder of the shares. In the case of points (i) and (ii) above, the successors in title are entitled to apply for registration with the same seniority of registration as the natural person in title.

The party entitled to the increased voting right has the right to irrevocably waive, in whole or in part, the increased voting right for the shares held by it, by means of a notice to be sent to the Company in the manner and within the terms provided for by specific regulations published on the Company's website. The waiver has permanent effect and is acknowledged in the List, without prejudice to the right to re-register on the part of the shareholder who subsequently intends to benefit from the increase in voting rights.

The Company shall proceed with removal from the List in the following cases: (i) waiver by the assignee; (ii) communication of the assignee or intermediary showing that the criteria for the increase in the voting right or loss of ownership of the legitimating right in rem and/or related voting right, are no longer met; (iii) *ex officio*, if the Company is informed of the occurrence of facts that entail the loss of the prerequisites for the increase in voting rights or the loss of ownership of the legitimate real right and/or the related voting right.

The List is updated by the Company by the fifth trading day after the end of each calendar month and, in any case, by the date when the shareholders are entitled to attend the Shareholders' Meeting and exercise their voting rights, known as the record date.

(e) *Shareholding by employees: mechanism for exercising voting rights (pursuant to Article 123-bis, paragraph 1, letter e) of the CFA)*

As at the date of this Report, the Company has adopted the remuneration plans for Directors and employees of the Group described in paragraph 2, letter a) above.

These plans do not envisage the attribution of voting rights to anyone other than the related beneficiaries, nor any particular mechanisms for exercising voting rights.

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

The Articles of Association do not contain any restrictions on the exercise of voting rights.

(g) *Shareholder agreements (pursuant to Article 123-bis, paragraph 1, letter g) of the CFA)*

There are no agreements between Shareholders known to the Company pursuant to Article 122 of the CFA.

(h) *Change of control clause (pursuant to Article 123-bis, paragraph 1, letter h) of the CFA) and provisions of the Articles of Association about takeover bids (pursuant to Article 104, paragraph 1-ter and 104-bis, paragraph 1 of the CFA)*

In the context of its ordinary business, GVS is a party to certain loan agreements and commercial agreements which, as is customary in the negotiation practice for similar agreements, contain clauses which, if applied, give the lending banks or the contractual counterparty the right to terminate such agreements in the event of a change in the control or shareholding of the Issuer.

In this regard, recall that: (i) on 25 July 2017, the Issuer issued bonds referred to as “*Euro 40,000,000 Amortizing Senior Unsecured Notes due July 25, 2024*”, intended exclusively for qualified investors (so-called private placement), for a total amount of 40 million euro and maturing on 25 July 2024 (the “**2017 Bond**”), and (ii) on 9 January 2014, the Issuer issued bonds referred to as “*\$35,000,000 Amortizing Senior Unsecured Notes due January 9, 2024*”, intended exclusively for qualified investors (so-called private placement), for a total amount of USD 35 million and maturity on 9 January 2024 (the “**2014 Bond**” and, jointly with the 2017 Bond, the “**Bonds**”).

The Bonds envisage, *inter alia*, that in the event of a change of control, the holders may ask the Issuer to redeem the Bonds early, in whole or in part, at a price equal to 101% of the nominal value thereof, together with accrued and unpaid interest and certain additional costs.

For the purposes of the Bonds, a change of control means the acquisition by one or more persons acting in concert (with the exception of any member of the Scagliarini-Valentini family or their related parties) of control over the Issuer, understood as the possession, direct or indirect, of a portion of the Issuer's share capital corresponding to more than 50% of the voting rights attached to each class of existing shares of the Issuer granting voting rights or, in any event, the power to control the Issuer's affairs and management.

The Company also signed two pool bank loan agreements, in 2021 and 2022, respectively, which provide, *inter alia*, in the event of a change of control, the right of the financing institutions to cancel the related loans outstanding, with the consequent obligation of the financed company to repay all or part of the loan granted in advance. For the purposes of such agreements, a “change of control” would occur in the event that (i) the Scagliarini-Valentini family (as defined under the aforesaid financing agreements) ceases to hold, directly or indirectly, at least 50% plus one of the voting shares of the Company or otherwise ceases to control the Company pursuant to Article 93 of the CFA, or (ii) in the event that, following the completion of the acquisition transactions on the basis of which the aforesaid financing agreements were granted, the Company ceases to control, directly or indirectly, the target companies subject to the respective acquisitions.

The Articles of Association do not derogate from the provisions regarding the passivity rule provided for by Article 104, paragraphs 1 and 1-bis, of the CFA and do not provide for the

application of the neutralisation rules contemplated by Article 104-bis, paragraphs 2 and 3, of the CFA.

(i) *Delegated powers to increase the share capital and authorise the purchase of treasury shares (pursuant to Article 123-bis, paragraph 1, letter m) of the CFA)*

On 3 May 2023, the Extraordinary Shareholders' Meeting resolved to grant the Board of Directors the power until 3 May 2028 to increase the share capital to service the implementation of the incentive and loyalty plan called "GVS 2023-2025 Performance Share Plan", for a maximum of 23,000.00 euro by issuing a maximum of 2,300,000 new ordinary shares with no indication of nominal value, with the same characteristics as those in issue, with regular dividend rights, at an issue value equal to the accounting parity of GVS shares on the date of execution of this proxy by assigning a corresponding amount of profits and/or profit reserves as resulting from the last financial statements approved in accordance with Article 2349 of the Civil Code, under the terms, conditions and according to the procedures provided for by the plan itself.

On the same date, the Shareholders' Meeting also resolved to grant the Board of Directors the power to increase the share capital against payment, pursuant to Article 2443 of the Civil Code, in one or more instalments, including in several tranches, until 13 March 2025, with the exclusion of pre-emption rights:

- for a number of ordinary shares not exceeding 20% of the total number of ordinary shares in circulation as at the date of any exercise of the proxy pursuant to Article 2441, paragraph 4, first sentence, of the Civil Code, by means of the contribution of assets in kind concerning companies, business units or equity investments, as well as assets contributing to the corporate purpose of the Company and its subsidiaries;
- for a number of ordinary shares not exceeding 10% of the total number of ordinary shares in circulation as at the date of the possible exercise of the proxy, pursuant to Article 2441, paragraph 4, second sentence of the Civil Code, provided that the issue price corresponds to the market value of the shares and this is confirmed in a specific report by a statutory auditor or an External Audit Firm.

The Shareholders' Meeting, on 3 May 2023, authorised the purchase and disposal - also in service of share-based incentive plans, as well as in order to support on the market the liquidity of the shares in compliance with current provisions and accepted market practices - on one or more occasions, of treasury shares of the Company - subject to revocation, for the part that remained non-executed, of the resolution to authorise the purchase of treasury shares passed by the Shareholders' Meeting on 28 April 2022 - up to a maximum number of shares in total not exceeding 20% of the share capital of the Issuer, up to a total maximum of 5% of the share capital, in both cases including any shares held by GVS and by the Subsidiaries (the "**Buyback Plan**"). The authorisation to purchase treasury shares is effective for a period of 18 months from 3 May 2023.

On 20 September 2023, the Company, in implementation of the Shareholders' Meeting resolution authorising the purchase and disposal of treasury shares of 3 May 2023, launched the programme to support the liquidity of shares for a maximum amount of 1,500,000.00 euro in order to facilitate the smooth conduct of trading and avoid price movements not in line with market trends.

As of 31 December 2023, the Company held 241,142 treasury shares, or approximately 0.14% of the share capital.

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

The Issuer is controlled by law, pursuant to Article 2359, paragraph 1, of the Civil Code and Article 93 of the CFA, by GVS Group S.r.l. - whose share capital with voting rights is 50.52% held by Massimo Scagliarini, Chief Executive Officer of the Issuer - which indirectly controls the Issuer by right pursuant to Article 93 of the CFA.



However, GVS is not subject to management and coordination activities pursuant to Articles 2497 et seq. of the Civil Code by GVS Group S.r.l. or any other company or entity.

The lack of direction and coordination over GVS is also inferred from the following circumstances:

- (a) the main decisions relating to the management of GVS's business are taken within GVS's own bodies;
- (b) the Board of Directors is responsible, amongst other aspects, for examining and approving the strategic, industrial and financial plans and budgets of GVS, examining and approving the financial and credit access policies of the Issuer, examining and approving the organisational structure of GVS, evaluating the adequacy of the organisational, administrative and accounting structure of the Company;
- (c) GVS operates in complete autonomy with respect to the management, even if indirectly through the companies of the Group, of relations with clients and suppliers, without any interference from parties outside of the Issuer;
- (d) GVS Group S.r.l. does not perform any centralised treasury function in favour of GVS.

The Company exercises management and coordination activities, pursuant to Article 2497 et seq. of the Civil Code, over the Italian companies belonging to the GVS Group and controlled, directly or indirectly, outlining their medium-long term strategies in terms of economic and financial results, industrial and investment objectives and commercial and marketing policies.

\* \* \*

Lastly, it is specified that:

- the information relating to *"agreements between the company and the directors [...] which provide for indemnities in the event of resignation or dismissal without just cause or if their employment ceases following a takeover bid"* is contained in the report on the remuneration policy and compensation paid published in accordance with Article 123-ter of the CFA, which will be made available to the public within the terms and according to the procedures of the applicable laws and regulations;
- information relating to *"the rules applicable to the appointment and replacement of directors [...] as well as to the amendment of the Articles of Association, if different from the laws and regulations applicable in the alternative"* is illustrated in paragraph 4.2. below of this Report, dedicated to the Board of Directors;
- information relating to *"the rules applicable [...] to the amendment of the Articles of Association, if different from the laws and regulations applicable in the alternative"* is illustrated in the section of this Report dedicated to the Shareholders' Meeting (Section 13).

### 3. **COMPLIANCE (pursuant to Article 123-bis, paragraph 2, letter a) of the CFA)**

The Company has adhered to the Corporate Governance Code, which is available on the Corporate Governance Committee's website (<https://www.borsaitaliana.it/comitato-corporate-governance/codice/2020.pdf>).

The Company and its Subsidiaries are not subject to non-Italian legal provisions which influence the corporate governance structure of GVS itself.

Annex 1 contains a check-list identifying the sections of the Report in which the application or non-application of the Corporate Governance Code by GVS is illustrated for each principle and criterion.

## 4. BOARD OF DIRECTORS

### 4.1 Role of the Board of Directors

#### *Performance of the assignment*

In accordance with the provisions of the Articles of Association and the Regulation of the Board of Directors (as defined below), GVS is administered by a Board of Directors elected by the Shareholders' Meeting. The Directors act and deliberate with full knowledge of the facts and independence of judgement, pursuing the priority objective of creating value for shareholders within the framework of the ethical principles defined by the Company<sup>5</sup>.

In particular, pursuant to Article 10.2 of the Regulation of the Board of Directors, the Board exercises and organises business activities with the aim of pursuing sustainable success through the creation of long-term value for the benefit of Shareholders, taking into account the interests of the Company's other relevant stakeholders. In defining the nature and level of risk compatible with the Company's strategic objectives, the Board includes in its evaluations all risks that may be relevant to the achievement of sustainable success.

The Board of Directors defines the corporate governance system that is most suitable for carrying out the Company's activities and pursuing its strategies, within the limits of the provisions of the law, regulations and Articles of Association applicable to the Company. In order to achieve a corporate governance system that is more functional with regard to corporate needs, the Board can submit to the Shareholders' Meeting reasoned proposals concerning the choice and characteristics of the corporate model; size, composition and appointment of the Board and term of office of its members; administrative and property rights attributed to the shares; and percentages set out for the instruments for the safeguard of minorities.<sup>6</sup>

The Board of Directors also promotes, in the most appropriate forms, the dialogue with the Shareholders and the other relevant stakeholders of the Company. For further information on the GVS policy on dialogue with Shareholders, as well as on the most important topics of dialogue with Shareholders and other relevant stakeholders undertaken during the Financial Year, please refer to Section 12 of the Report.

#### *Expertise of the Board of Directors*

Pursuant to Article 20 of the Articles of Association, the Board of Directors is vested with all powers for the ordinary and extraordinary management of the Company, with express authority to perform all acts deemed appropriate for the achievement of the corporate purpose, excluding only those that the law and these Articles of Association reserve to the Shareholders' Meeting.

In addition, the Board of Directors, in accordance with Recommendation 1 of the Corporate Governance Code:

- (a) examines and approves the Company's and the Group's business plan, also on the basis of an analysis of the issues relevant to the generation of long-term value;
- (b) periodically monitors the implementation of the business plan, as well as assesses the general performance of operations, periodically comparing the results achieved with those planned;
- (c) defines the nature and level of risk compatible with the Company's strategic objectives, including in its evaluations all risks that may be relevant to the Company's sustainable success;
- (d) defines the Company's corporate governance system and the structure of the Group;

<sup>5</sup> Article 5.3 of the Regulation of the Board of Directors.

<sup>6</sup> Article 10.6 of the Regulation of the Board of Directors.

- (e) assesses the adequacy of the organisational, administrative and accounting structure of the Company and its Subsidiaries of strategic relevance, with particular reference to the internal control and risk management system;
- (f) resolves on transactions carried out by the Company and its Subsidiaries that are of significant strategic, economic, capital or financial importance for the Company, establishing the general criteria for identifying significant transactions;
- (g) adopts, upon proposal of the Chair and the Board of Directors, in agreement with the CEO, a procedure for the internal management and external disclosure of documents and information concerning the Company, with particular reference to inside information.

The Board of Directors, with resolution by the same board on 3 May 2023, reserves the following powers, in addition to those that cannot be delegated by law and those attributed to the Board itself by the Corporate Governance Code for all matters not expressly provided for below:

- (a) consistent with its leading role in the pursuit of the sustainable success of the Company, on the proposal of the CEO, it defines strategies and objectives of the Company and the Group and monitors their implementation;
- (b) it examines and approves the strategic, business and financial plans of the Company and the Group and periodically monitors their implementation;
- (c) it examines and approves the Company and consolidated budgets;
- (d) it examines and approves, with the support of the Board Committees, the annual financial report including the draft annual financial statements, the consolidated financial statements and the consolidated non-financial disclosure, the half-year financial report and the interim reports on operations of the Company and the consolidated financial statements, as required by the regulations in force;
- (e) it evaluates the general performance of management, taking into account in particular the information received from the delegated bodies, paying particular attention to situations of conflict of interest and periodically comparing the results achieved, as shown in the financial statements and periodic accounting statements, with those planned;
- (f) it defines the system and rules of corporate governance of the Company and the Group functional to the performance of business activities and the pursuit of the relevant strategies; it assesses and promotes the appropriate changes, submitting them, when applicable, to the Shareholders' Meeting;
- (g) it defines the rules and procedures for its own functioning, adopting the relevant regulations, and establishes the Board of Directors' internal Committees with investigative, propositional and advisory functions, establishing their tasks, appointing their members and adopting the relevant regulations;
- (h) on the proposal of the Chair, it appoints and revokes the secretary of the Board of Directors and defines his/her professional requirements and powers in its regulations;
- (i) it assigns and revokes powers to the Chief Executive Officer, identified as the Director in Charge of setting up and maintaining the internal control and risk management system, defining the limits and methods of exercise; after examining the proposals of the special committee and consulting the Board of Statutory Auditors, it determines the remuneration related to the powers assigned. It may issue directives to the delegated bodies and intervene in operations falling under delegated powers. The Chief Executive Officer reports at least quarterly to the Board of Directors and to the Board of Statutory Auditors on the exercise of the delegated powers and on the most significant economic and financial transactions carried out by the Company and its Subsidiaries, as well as on transactions with related parties. Disclosures shall be made promptly in the case of

- transactions in which the directors have an interest of their own or of third parties or which are influenced by any person exercising management and coordination activities;
- (j) it appoints and revokes, on the proposal of the CEO, the General Managers, granting them the relevant powers;
  - (k) it appoints and revokes, at the proposal of the Chief Executive Officer and in agreement with the Chair, after consulting the Board of Statutory Auditors, the Financial Reporting Manager, ensuring that he/she has adequate powers and means;
  - (l) it appoints and removes, upon the proposal of the CEO, subject to the favourable opinion of the Control, Risk and Sustainability Committee and after consulting the Board of Statutory Auditors, the head of Internal Audit and ensures that he/she is provided with adequate resources to fulfil the responsibilities thereof;
  - (m) it defines the basic lines of the organisational, administrative and accounting structure of the Company and its Subsidiaries. It assesses annually the adequacy of the organisational, administrative and accounting structure of the Company and Subsidiaries with particular reference to the internal control and risk management system;
  - (n) it appoints the Supervisory Body pursuant to Article 6(1)(b) of Legislative Decree no. 231/2001;
  - (o) it examines and resolves on other issues that the directors with delegated powers deem appropriate to bring to the attention of the Board of Directors due to their particular relevance and/or sensitivity.

For more information on the additional powers reserved to the Board of Directors, see the section on “*Transactions of Significant Strategic, Economic, Equity or Financial Significance*” below.

*Assessment of general operating performance*

The Board of Directors is informed at least quarterly about the general performance of operations, taking into consideration, in particular, the information received from the delegated bodies and periodically comparing the results achieved with those planned.

In particular, with regard to this issue, express reference is made to what is reported in the consolidated financial statements as at 31 December 2023 of the GVS Group.

*Assessment of the adequacy of the organisational, administrative and accounting structure of the Issuer and its Subsidiaries having strategic relevance*

During the Financial Year, the Board of Directors assessed the adequacy of the organisational, administrative and accounting structure of the Company and its Subsidiaries, with particular reference to the internal control and risk management system.

In this regard, reference is made to Section 9 of this Report.

*Transactions of significant strategic, economic, capital or financial importance*

As regards the transactions of the Company and its Subsidiaries, when such transactions are of strategic, economic, equity or financial importance for the Company, including those carried out with related parties or otherwise containing a potential conflict of interest, they are reserved to the exclusive competence of the Board of Directors, which applies the general criteria and limits set out in the Board of Directors meeting held on 3 May 2023.

In particular, in addition to those that cannot be delegated by law, the Board of Directors, as a collective body, has exclusive jurisdiction over resolutions concerning:

- (a) acquisitions and disposals of shareholdings, companies or branches of companies and real estate, company or branch leases, transfers, mergers, demergers and liquidations of companies with a value in excess of 10,000,000 euro (ten million);

- (b) assumption of bank loans or other forms of financing, for any single financial year, exceeding 20,000,000 euro (twenty million);
- (c) constitution of constraints, liens, and encumbrances on company shareholdings in other companies or other assets of the Company;
- (d) granting of collateral and/or personal guarantees for amounts exceeding 5,000,000.00 euro (five million);
- (e) granting of advances to employees of the Company, in compliance with the applicable regulations and, in any case, of a unit amount not exceeding 250,000 euro (two hundred fifty thousand) for each advance and of a total amount not exceeding 400,000 euro (four hundred thousand) with reference to the total amount of advances granted over time;
- (f) filing of bankruptcy petitions or requests for the opening of other insolvency procedures by the Company;
- (g) matters referred to in Article 20.2 of the Articles of Association, specifically: (i) mergers in the cases envisaged by Articles 2505 and 2505-*bis* of the Civil Code; (ii) the establishment and closure - in Italy and abroad - of secondary offices; (iii) the indication of which directors have the power to represent the Company; (iv) transfer of the registered office within the national territory; (v) reduction of capital in the event of withdrawal of a shareholder; (vi) adjustments of the Articles of Association to regulatory provisions.

During the financial year, the Board of Directors, in relation to the above-mentioned areas, carried out, *inter alia*, the following activities:

AREA	BUSINESS
<b><i>Strategy</i></b>	<ul style="list-style-type: none"> <li>– approved the update of the GVS Group’s economic and financial forecasts for 2023-2025;</li> <li>– received updates from the Chief Executive Officer on business and market trends;</li> <li>– approved the 2023-2024 Work Plan on sustainability activities.</li> </ul>

<p><b><i>Finance</i></b></p>	<ul style="list-style-type: none"> <li>– approved the methodology and results of the impairment test and the relative results with reference to the 2022 Financial Statements;</li> <li>– examined and approved the loan agreement with partner GVS Group S.r.l., and the amendments to the terms of the loan agreements and bond regulations;</li> <li>– approved the additional interim information for the first and fourth quarters of 2023 and reviewed and approved the half-yearly financial report for the first half of the year;</li> <li>– approved the consolidated and draft financial statements for FY 2022;</li> <li>– examined the proposal to authorise the purchase and disposal of treasury shares;</li> <li>– approved the stock liquidity support programme;</li> <li>– examined and approved the cash pooling contract;</li> <li>– reviewed and approved the budget policy;</li> <li>– examined and approved the budget.</li> </ul>
<p><b><i>Governance</i></b></p>	<ul style="list-style-type: none"> <li>– ascertained: (i) the non-existence of incompatibility and ineligibility and the requirements of independence and integrity for the Directors, and (ii) compatibility of the administration and control positions held by the Directors;</li> <li>– appointed the Chief Executive Officer;</li> <li>– approved the powers reserved exclusively to the Board of Directors pursuant to Article 2381 of the Italian Civil Code and the powers granted to the Chief Executive Officer;</li> <li>– approved the establishment of the Board Committees;</li> <li>– confirmed the positions of: (i) manager responsible for preparing the company’s financial reports; (ii) employer; (iii) privacy officer;</li> <li>– verified the results of the evaluation of the functioning of the Board of Directors and its Committees (board evaluation);</li> <li>– updated the policy on quantitative and qualitative criteria for assessing the significance of Directors’ commercial, financial and professional relationships;</li> </ul>

	<ul style="list-style-type: none"> <li>– approved the Report drafted pursuant to Article 123-<i>bis</i> of the CFA and the Report on Remuneration Policy and Compensation Paid for the year 2022;</li> <li>– approved the Regulation for the 2023-2025 Performance Share Plan and identified the sustainability target for the Performance Share Plan;</li> <li>– examined the proposed amendments to the Articles of Association;</li> <li>– updated the Related Party Transactions Procedure.</li> </ul>
<b><i>Internal control and risk management system</i></b>	<ul style="list-style-type: none"> <li>– examined and approved the Audit Plan for the year 2023;</li> <li>– examined the Reports of the Supervisory Body;</li> <li>– reviewed and approved the Whistleblowing Procedure;</li> <li>– approved the appointment of the Supervisory Body.</li> </ul>

#### *Inside Information Procedure*

With reference to the procedure adopted by GVS for the communication of privileged information to the market, see Section 5 of this Report.

#### *Corporate Governance System*

On the basis of the evaluations carried out during the Financial Year, the Board considers that the corporate governance system of GVS is functional to the needs of the company and, for this reason, it did not deem it appropriate to draw up justified proposals to submit to the Shareholders' Meeting in this regard.

#### *Shareholder Dialogue Policy*

On 17 December 2021, the Board of Directors adopted a policy for managing dialogue with the shareholders in accordance with Recommendation 3 of the Corporate Governance Code. The updated text of the policy is available on the Company's website [www.gvs.com](http://www.gvs.com) - Governance Section.

For detailed information on the policy for managing dialogue with shareholders, the most relevant issues subject to dialogue with shareholders and any initiatives adopted to take into account the indications that emerged as a result of said dialogue, as well as the criteria and methods used by the Board to promote dialogue with other relevant stakeholders, please refer to Section 12 of the Report.

For information on the powers assigned to the Board with regard to (i) its composition and functioning, (ii) appointment and self-assessment, (iii) remuneration policy and (iv) internal audit and risk management system, reference should be made to paragraphs 4.3 and 4.4 and Sections 7, 8 and 9 of the Report, respectively.

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

Pursuant to Article 16 of the Articles of Association, the Company is governed by a Board of Directors numbering between 5 (five) and 9 (nine) members, who may or may not be shareholders, in accordance with the rules in force over time on gender balance. The



Shareholders' Meeting that appoints the Board of Directors determines the number of members and their term of office, which may not exceed three years, expiring on the date of the Shareholders' Meeting convened to approve the financial statements for the last year of their term of office. Directors may be re-elected and must meet the requirements of the law and applicable regulations.

Directors are appointed by the Shareholders' Meeting on the basis of lists submitted by the Shareholders. Pursuant to Article 17 of the Articles of Association, the Directors are appointed by the Shareholders' Meeting on the basis of lists presented by the Shareholders and filed at the Company's registered office within the terms and in compliance with the law and regulations in force at the time.

Only Shareholders who, alone or together with others, own voting shares representing a percentage no lower than the percentage envisaged for the Company by the laws and regulations in force at the time, have the right to submit lists. The notice of the Shareholders' Meeting called to deliberate on the appointment of the Board of Directors indicates the percentage shareholding required for the presentation of the lists of candidates.

Each shareholder, as well as (i) shareholders belonging to the same group, meaning the controlling party, including non-corporate, pursuant to Article 2359 of the Civil Code and any company controlled by, or under the common control of, the same party, or (ii) shareholders who are party to the same shareholders' agreement pursuant to Article 122 of the CFA, or (iii) shareholders who are otherwise associated with each other by virtue of associative relationships relevant under the law, including regulations, in force, may not submit - or participate in the submission, even through a third party or trust company - more than one list or vote for different lists. Accessions and votes cast in violation of this prohibition will not be attributed to any list if they determine the outcome of the vote. Each candidate may appear on only one list under penalty of ineligibility.

Without prejudice to compliance with the criterion guaranteeing a balance between genders, in each list comprising more than 5 (five) candidates, at least two individuals must meet the independence requirements established pursuant to the laws and regulations in force (the "**Independent Directors**"). Lists that do not comply with the above terms are not considered to have been presented. Each person with voting rights may vote for one list only.

At the end of the vote, the candidates on the two lists that have obtained the highest number of votes, provided that they exceed half of the percentage of share capital required for the presentation of lists, to be calculated at the time of voting, are elected according to the following criteria: (a) a number of directors equal to the total number of members of the Board of Directors, as previously established by the Shareholders' Meeting, minus one, is taken from the list that has obtained the highest number of votes (the "**Majority List**"); within these numerical limits, the candidates are elected in the numerical order indicated on the list (b) one Director is taken from the list that obtained the second highest number of votes and that is not connected in any way, not even indirectly, with the Shareholders who submitted or voted for the Majority List (the "**Minority List**"), in the person of the candidate indicated with the first number on the list.

In the event of a tie in votes between two or more lists, the votes obtained by the lists are divided by one, two, three and so on, depending on the number of Directors to be appointed. The resulting ratios are assigned sequentially to the potential candidates on each of the lists in the respective order established by each list. The ratios assigned to potential candidates from the various lists are ranked in decreasing order. The potential candidates who obtained the highest ratios are elected. With reference to the potential candidates who have obtained the same quotient, the potential candidate of the list that has expressed the smallest number of nominations will be selected; in the case of several lists that have already expressed the same number of nominations, and always with the same quotient, the potential candidate who is the oldest will be elected. If only one list has been presented, all the Directors will be drawn, in progressive order, solely from the list presented.

If the candidates elected in the manner described above do not ensure the appointment of as many Independent Directors as required by current legislation: (a) if there is a Majority List, the non-independent candidates (representing the number of missing Independent Directors) elected as last in numerical order on the Majority List shall be replaced by the unelected Independent Directors on the same list according to the sequential order; (b) if there is no Majority List, the non-independent candidates (representing the number of missing Independent Directors) elected as last on the lists from which no Independent Director was drawn shall be replaced by the unelected Independent Directors on the same lists according to the sequential order. Furthermore, if as a result of the above procedures the composition of the Board of Directors does not allow compliance with the gender balance requirements, the candidate of the most represented gender elected last in numerical order from the only list presented or, if more than one list is presented, from the Majority List, will be excluded and will be replaced by the first unelected candidate, taken from the same list, belonging to the other gender; and so on until a number of candidates equal to the minimum number required by the regulations in force over time on gender balance are elected. If the procedure described above does not ensure, in whole or in part, compliance with the gender balance, the Shareholders' Meeting shall supplement the members of the Board of Directors with the majorities required by law, ensuring that the requirement is met.

The Board of Directors may also appoint from among its members one or more Managing Directors and/or an executive committee, establishing the limits of their powers and, in the case of an executive committee, the number of its members and the rules governing its operation. The Board of Directors may also appoint the Committees envisaged by the codes of conduct drawn up by the management companies of regulated markets, establishing their duties, the number of members and the rules of operation.

Directors remain in office for the period established by the Shareholders' Meeting and, in any case, for a period that cannot exceed three financial years and their term of office expires on the occasion of the Shareholders' Meeting called to approve the financial statements for the last financial year of their office. Directors may stand for re-election.

The Articles of Association do not provide for independence requirements, other than those established for auditors pursuant to Article 148 of the CFA, and/or integrity and/or professionalism requirements for assuming the office of Director, also with reference to the requirements in this regard provided by codes of conduct drawn up by companies managing regulated markets or by trade associations.

The Articles of Association do not contain any provision pursuant to which the outgoing Board of Directors has the power to submit a list of candidates.

In addition to the regulations of the CFA, GVS is not subject to further sector regulations regarding the members of the Board of Directors, in particular with reference to the representation of minorities or the number and characteristics of Directors.

For further information on the role of the Board of Directors and the Committees in the processes of self-assessment, appointment and succession of Directors, please refer to Section 7 of the Report.

#### **4.3 Members (pursuant to Article 123-bis, paragraph 2, letter d) and d-bis) of the CFA)**

The GVS Board of Directors in office at the date of the Report consists of 9 (nine) members, was appointed by the Issuer's Ordinary Shareholders' Meeting on 3 May 2023 and will remain in office until the approval of the financial statements for the year ending 31 December 2025.

All Directors have professionalism and skills appropriate to the tasks assigned to them. Moreover, the Issuer believes that the number and powers of the non-executive Directors are such as to ensure their significant influence on the adoption of resolutions by the Board and to guarantee an effective management monitoring. With the exception of Directors Grazia Valentini, Marco Scagliarini and Marco Pacini, all of the remaining non-executive Directors

meet both the independence requirements of the Corporate Governance Code and those established by the CFA. On 3 May 2023, the Board of Directors appointed Massimo Scagliarini as Chief Executive Officer.

The provisions on list voting contained in the Articles of Association - which reserve the appointment of a member to be elected to the list that comes second in terms of number of votes after the majority list and is not connected in any way, not even indirectly, with the shareholders who submitted or voted for the majority list - will apply only from the first renewal of the Board of Directors following the date on which trading commences. At the close of the Financial Year, the Board of Directors had the following members:

Position	Name	In office since (date of first appointment)	In office until
<b>Chair</b>	Alessandro Nasi	19 June 2020	Approval of the financial statements as at 31/12/2025
<b>Chief Executive Officer</b>	Massimo Scagliarini	24 July 1990	Approval of the financial statements as at 31/12/2025
<b>Director</b>	Grazia Valentini	18 March 1987	Approval of the financial statements as at 31/12/2025
<b>Director</b>	Marco Scagliarini	24 July 1990	Approval of the financial statements as at 31/12/2025
<b>Director</b>	Marco Pacini	3 May 2023	Approval of the financial statements as at 31/12/2025
<b>Director</b>	Pietro Cordova	3 May 2023	Approval of the financial statements as at 31/12/2025
<b>Director</b>	Simona Scarpaleggia	3 May 2023	Approval of the financial statements as at 31/12/2025
<b>Director</b>	Michela Schizzi	19 June 2020	Approval of the financial statements as at 31/12/2025
<b>Director</b>	Anna Tanganelli	3 May 2023	Approval of the financial statements as at 31/12/2025

Please refer to **Table 2A** and **Table 2B** annexed hereto for full details on the members of the Board of Directors.

Below is a brief description of the main personal and professional characteristics of each Director in office, from which emerges the competence and experience gained in corporate management.

**Alessandro Nasi** - Born in Turin on 18 April 1974, he graduated in Business Administration from the University of Turin in 2002. After various national and international experiences as a financial analyst at investment banks and private equity funds, he joined the Fiat group in 2005, as corporate business development manager. In 2008, he joined CNH Industrial, a listed company of the Fiat group, as Senior Vice President Business Development. Within the group and until 2019, he held various management and administration positions such as Senior Vice President Network Development and President Specialty Vehicles. He is currently a member of the Advisory Board of Lego Brand Group, a member of the Council of the Italian Institute of Technology and a member of the Strategic Advisory Board of 3 Boomerang Capital. He sits on the Board of Directors of CNH Industrial and Iveco Group and is the Chairman of the Board of Directors of Iveco Defence and Astra Veicoli Industriali. He is the Chairman of the Board

of Directors of Comau. He sits on the Board of Directors of Exor NV. He has been an independent director of GVS SpA since June 2020 and was appointed Chairman of the Company on 3 May 2023.

**Massimo Scagliarini** - He is the CEO of the Company and is at the top of the entire organisational structure of the GVS Group's activities. He has accrued more than 35 years of experience in the GVS Group and led the division dealing with the medical sector to become the most successful division of the Group. Born in Bologna on 3 August 1965, he studied accounting in Rome at I.C. Renato Fucini. He began his career as an operator in the company Diego Nardi S.n.c. in San Giovanni in Persiceto (BO). He joined GVS in 1985 as an operator, soon moving on to deal with commercial sales in the medical sector, until he reached the position of sales manager. Over the years he has taken on increasing responsibility in the Company's activities, dealing with marketing and quality control. Since 1995, he has also been managing human resources and labour relations. In 2002, he also took on the general management of GVS do Brasil and currently holds various positions and plays managerial roles in most of the companies of the Group. Since 2004 he has been working in the general management of the Group.

**Grazia Valentini** - Born in Bologna on 19 August 1942, she completed secondary education at Liceo Scientifico Augusto Righi in Bologna in 1960. In 1985 she started up the business of manufacturing and marketing filtering systems, setting up the company GVS di Valentini Grazia e C. - s.n.c., from whose evolution the GVS Group derives its name. She has held various positions and managerial roles in Group companies. Since 2013, she has been the owner of the sole trader Grace di Grazia Valentini, active in the fashion industry.

**Marco Scagliarini** - Born in Rimini on 26 August 1964, after his studies he dedicated himself to management and held various managerial roles in GVS. Holds various positions in the companies of the Group, as well as the role of sole director in GVS Real Estate S.r.l.

**Marco Pacini** - Born in 1971, Marco Pacini graduated with honours in economics from La Sapienza University in Rome and holds a Master's degree in *Management, Accounting and Corporate Finance* from the University of Turin. He started his career at Fiat and gradually broadened and strengthened his skills in finance by working in various Group companies both in Italy and abroad. In 2017, he moved to Fiera Milano, listed on the STAR segment of Borsa Italiana (the Italian Stock Exchange), taking on the role of Chief Financial Officer. He also gained important experience in the consumer electronics industry as Chief Financial Officer of the Italian listed company UniEuro between 2021 and 2022. In January 2023, he joined GVS as Chief Financial Officer.

**Pietro Cordova** - Born in Rome on 12 October 1960, he graduated in Economics and Business from Rome's Università la Sapienza in 1986. He began his career in banking, working in capital markets at Banco di Roma (in the Rome, London and Tokyo offices) until 1990 and then for 7 years at BCI of Canada in Toronto, as head of the credit international securities & syndications dept. In 1997, he joined the finance department of Stet S.p.A. as Head of New International Initiatives, where he followed all the group's acquisitions in Europe (Austria and France) and Latin America (Brazil, Peru, Bolivia, Chile, etc.) and subsequently management of the financial issues of the acquired companies. From 2000 to 2005, he served as financial director of Autostrade S.p.A., which during that period was transformed into the holding company Atlantia. In 2005, he joined Wind as director of finance and credit. In the following years, he oversaw many financial and administrative activities of the group until he became deputy CFO. In 2012, he became CEO and board member of Wind Mobile in Toronto, a Canadian mobile phone operator with over one million customers in Ontario, Alberta and British Columbia. He completed the sale of the company in 2015. In 2015, he moved to Amsterdam and worked with the VEON group on various projects (Wind S.p.A./H3G merger, restructuring of the finance department's business in HQ and the group's 11 subsidiaries worldwide, etc.) and became CEO of VWS, responsible for managing the wholesale business of the group's 12 subsidiaries. He is a partner in a consulting firm that provides strategic, corporate, financial and business advisory

services and serves on the board of Terago Inc., a TSX-listed Canadian telecommunications company.

**Anna Tanganelli** - Born in Genoa on 23 September 1981, she graduated in Business Administration from Bocconi University (Milan) in 2004. She started her career at UBS in the investment banking division, where she was in charge of various M&A, equity & debt capital markets transactions. In 2009, she joined the Fiat group as Manager of Business Development & International Operations Control at Fiat Powertrain Technologies. In 2011, she was seconded to Chrysler (FCA NAFTA) as a Business Development Manager, based in Auburn Hills (Michigan, USA). In 2013, she was appointed Business Development Manager at Magneti Marelli. From 2019 to 2021, she served as Chief Financial Officer of Magneti Marelli and Chief Financial Officer for the EMEA region within the broader Marelli Group, which was created following the merger between Magneti Marelli and Japanese automotive components company Calsonic Kansei. At the Marelli group, she was also a member of the relative executive committee (Group Executive Council). She was Chief Financial Officer and Head of M&A of the IREN Group from November 2021 to November 2023. As of 1 December 2023, she joined the IVECO Group as Chief Financial Officer.

**Michela Schizzi** - Born in Viareggio (LU) on 30 August 1982, she graduated in Law from La Sapienza University of Rome in 2006. In 2009, she also obtained an LLM in European Law from King's College in London. In 2006, she joined the Rome office of the international law firm Cleary Gottlieb Steen & Hamilton LLP as an associate. In 2012, she joined Snam S.p.A., where she held the position of Senior Vice President, Regulated Business Legal Affairs. Within the Snam group affiliates, she also served from 2015 to 2018 as a member of the board of directors and audit committee of some of the group's foreign companies. In 2020, she moved to the holding company of the Allianz insurance group where she is in charge, within the legal department, of the group's worldwide M&A transactions. She has been General Counsel of Cerved S.p.A. since November 2022. Since 2020, she has been an independent director of GVS SpA, where she serves until May 2023 as Chair of the Appointments and Remuneration Committee, as well as a member of the Control, Risk and Sustainability Committee. She has been an independent director in Brembo SpA since May 2023.

**Simona Scarpaleggia** - Born in Rome on 13 August 1960, she graduated in Political Science from LUISS University in Rome in 1983 and obtained a Master's Degree in Business Administration from SDA Bocconi (CBS 1987). She holds an honorary doctorate of letters from the International University of Geneva (2019). After various experiences in the human resources management of large national and international groups, as an expert in industrial relations, followed by experience in organisation and development and, lastly, personnel management, she took on various line management responsibilities in the IKEA group in 2004, until she was appointed CEO of IKEA Switzerland from 2010 to 2019. In 2019, she managed the IKEA group's global project on the future of work. From 2020 to 2022, she was CEO of EDGE Strategy. In 2016 and 2017, she was co-chair of the UN High-Level Panel on the Economic Empowerment of Women, reporting directly to the UN Secretary-General. From 2020 to 2023, she was a member of the Board of Directors of Autogrill S.p.A. Since 2020, she has been on the supervisory board of Hornbach Holding AG, Hornbach Baumarkt AG and EDGE strategy. Member of the board of Brainforest AG since 2022. She is currently a member of the advisory board of the Faculty of Economics at the University of Zurich, of the Institute of International Management at the University of St. Gallen and of Equal Voice, an initiative by the Ringier publishing group to give equal space to men and women in the media. In 2022, she was awarded the Swiss Economic Forum's Lifetime Achievement Award.

Further information on the members and meetings of the Board of Directors is contained in **Table 2A** and **Table 2B** of this Report.

At the end of the Financial Year, no member of the Board of Directors has ceased to hold office. As mentioned above, the Board of Directors will remain in office until the Shareholders' Meeting called to approve the financial statements for the year ended 31 December 2025.

### Diversity criteria and policies

At present, GVS has not adopted a specific diversity policy pursuant to Article 123-*bis*, paragraph 2, letter d-*bis* of the CFA, given that the Articles of Association already provide for rules for the members of the lists and supplementary voting mechanisms aimed at ensuring the presence on the Board of the minimum number of members belonging to the least represented gender, in accordance with the provisions of the applicable legislation.

Furthermore, the members of the Board of Directors have adequate professional and managerial skills suitable for pursuit of the Company's objectives, thanks to the coexistence of heterogeneous technical, managerial and financial profiles.

Note that: (i) as of the date of this Report, more than two-fifths of the members of the Board of Directors are Directors of the less represented gender, as there are 4 (out of 9) Directors belonging to the less represented gender; (ii) the Board is characterised by the age diversity of its members, as the age of the directors is between 42 and 82 years; (iii) the educational and professional background of the directors currently in office guarantees a balanced combination of profiles and experiences within the Board, suitable to ensure proper performance of the functions assigned to it.

### Maximum number of offices held in other companies

On the proposal of the Appointments and Remuneration Committee, the Board of Directors meeting held on 22 March 2022 adopted the guideline described below regarding the maximum number of administration and control positions that Directors may hold in other companies of significant size and that can be considered compatible with an effective performance of the role of Director, taking into account the commitment resulting from the role held.

Specifically:

- (a) an executive Director, in addition to the office held in the Company, should not hold office in companies of significant size:
  - (i) no executive Director positions;
  - (ii) more than 3 offices as non-executive Director and/or standing auditor;
- (b) a non-executive Director, including an independent one, in addition to the office held in the Company, should not hold office in companies of significant size:
  - (i) more than 2 offices as an executive Director and more than 4 offices as a non-executive Director and/or standing auditor; and
  - (ii) more than 6 offices as non-executive Director and/or standing auditor.

For the purposes of the aforesaid cumulation, companies of significant size are understood to be:

- (a) companies with shares listed on regulated markets, including foreign markets;
- (b) Italian or foreign banking, insurance or financial companies, whereby relevant financial companies are understood to be the financial intermediaries referred to in Article 106 of Legislative Decree No. 385 of 1993 (the “**Consolidated Banking Act**” or “**CBA**”) and companies that provide investment services or collective asset management pursuant to the Consolidated Finance Act, it being understood that, where foreign companies are concerned, substantial equivalence must be assessed;
- (c) other companies with consolidated revenues in excess of 500 million euros.

For the purposes of this calculation (i) positions held within GVS and its Subsidiaries or in Committees do not count; and (ii) positions held in more than one company belonging to the same group will count as one.

The Board, in its evaluations of each subjective position, may take into account the individual Director's specific circumstances and professional commitments to possibly allow an exception to the office limits. In any event, the Board of Directors shall ensure that the Directors have sufficient time and can devote sufficient effort to the performance of their duties.

The following table shows, on the basis of the declarations made by the Directors, the other offices held by the Directors that are relevant pursuant to the Corporate Governance Code and the orientation taken by the Board of Directors on the maximum number of offices held.

DIRECTOR	OFFICES IN RELEVANT COMPANIES
<b>ALESSANDRO NASI</b>	Non-executive Director of EXOR NV Non-executive Director of CNH INDUSTRIAL NV Chair of the Board of Directors of COMAU S.P.A. Non-executive Director of IVECO GROUP NV Chair of IVECO DEFENCE S.P.A Chair of ASTRA VEICOLI INDUSTRIALI S.P.A.
<b>MICHELA SCHIZZI</b>	Independent director of BREMBO S.P.A.
<b>SIMONA SCARPALEGGIA</b>	Independent director of HORNBAACH HOLDING AG Independent director of HORNBAACH BAUMARKT AG
<b>PIETRO CORDOVA</b>	Member of the Board of Directors of TERAGO INC (TSE, TGO)

Upon taking office, the Board of Directors, at its meeting of 3 May 2023, ascertained that the number of relevant offices under the Corporate Governance Code and the orientation taken by the Board of Directors regarding the maximum number of offices held by the same directors is compatible with the effective performance of the function of director in GVS.

On 26 March 2024, the Board of Directors conducted the periodic annual verification, ascertaining that the number of relevant offices under the Corporate Governance Code and the orientation taken by the Board of Directors regarding the maximum number of offices held by the same directors is compatible with the effective performance of the function of director in GVS.

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

On 10 September 2020, the Board of Directors adopted rules of procedure, subsequently updated on 3 May 2023 to reflect the provisions of the Corporate Governance Code (the “**Regulation of the Board of Directors**”), which govern, *inter alia*, the deadlines for submitting documentation to support Board meetings and the manner in which Board meetings are to be minuted. In particular, Article 7 of the Regulation of the Board of Directors provides that as far as reasonably possible, these documents shall be made available to the Directors and Auditors in such a way as to guarantee the necessary confidentiality, through the use of a specific, dedicated IT platform, and sufficiently in advance of the date of the Board meeting, normally within 4 (four) days prior to the date set for the meeting. In cases of urgency, the documentation will be made available as promptly as possible, subject to prior notice within the same period. If the documentation made available to the members of the Board is particularly complex and voluminous, the Chair of the BoD, with the help of the **Secretary**,

shall ensure that it is accompanied by a document summarising the most significant and relevant points for the examination of the items on the agenda.

With regard to the board meetings held in 2023, the four-day (4) term stipulated in the Regulation of the Board of Directors was generally met and, in cases where it was not possible to transmit part of the material relating to a meeting within the aforementioned deadline, the necessary adequate and timely in-depth information was ensured during the board meetings.

Directors and auditors may in any case have access to the above information documentation at the Company's registered office in the days immediately preceding that of the meeting. The Board of Directors, with the support of the Secretary, verifies at the offices that the above information has been duly made available to the Directors and auditors. In the event that the Chair deems it appropriate, in relation to the content of the subject matter and the related resolution, the informative documentation may be provided and illustrated, with the support of the Secretary, directly at the meeting.

Pursuant to Article 9 of the Regulation of the Board of Directors, the Secretary shall take the minutes of the meeting. These minutes record the communications made and the resolutions adopted; the minutes are transcribed in a special book to be kept and archived pursuant to Article 2421, point 4 of the Civil Code, and signed by the Chair of the meeting and Secretary or a notary public. When required by law or when the Chair deems it appropriate, the resolutions shall be recorded by a notary public chosen by the Chair.

For the sole purpose of facilitating the taking of minutes of the meeting, and unless otherwise ordered by the Chair, meetings of the Board may be recorded by audio instruments, it being understood that the audio-video media shall be destroyed as soon as the relevant minutes are transcribed in the Board meeting book.

The minutes shall normally be submitted to the next board meeting and shall remain available for inspection at the request of any of the Directors or auditors. Copies and extracts of Board minutes may be issued and certified true by the Chair or Secretary. In case of specific needs, it is also possible to approve the minutes or single items of the agenda during the Board meeting.

With reference to the way in which the Board of Directors' meetings are conducted, the items on the agenda are given the necessary time to allow for constructive debate, encouraging contributions from the Directors.

During the course of the year, the Board of Directors met a total of 10 times with an average duration of approximately 88 minutes for each meeting. The percentages of each Director's attendance at meetings are set out in **Table 2A** and **Table 2B** of this Report.

With regard to FY 2024, 9 board meetings are scheduled (including 1 already held, at the date of approval of this Report, on 26 March 2024).

The mandatory Corporate Events Calendar has been duly submitted to the market management company within the terms of the law, as well as published on the Company's website [www.gvs.com](http://www.gvs.com).

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

On 3 May 2023, the Shareholders' Meeting appointed Alessandro Nasi as Chairman of the Board of Directors.

The Chair of the Board of Directors is vested with the powers provided for by law and by Article 16 of the Articles of Association and, in particular:

- (a) is the representative of the Company pursuant to Article 21 of these Articles of Association;
- (b) presides over the Shareholders' Meeting, exercising the functions envisaged by law and by the Shareholders' Meeting regulations;
- (c) convenes and chairs the Board of Directors, sets the agenda and coordinates its work.



The Chair of the Board of Directors is not the Chief Executive Officer, has not been delegated management powers and is not the controlling shareholder of the Company.

#### *Functions of the Chair*

In accordance with Recommendation 12 of the Corporate Governance Code, the Chair of the Board of Directors shall, with the assistance of the Secretary, ensure:

- (a) that the pre-meeting briefing and additional information provided at meetings is adequate to enable the Directors to act in an informed manner in carrying out their role;
- (b) that the activities of the Board Committees with investigative, propositional and advisory functions are coordinated with the activities of the Board of Directors;
- (c) in liaising with the CEO, that the Company's managers and those of the Group's companies, responsible for the relevant corporate departments, 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;
- (d) that all members of the Board of Directors and Board of Statutory Auditors may participate, after their appointment and during their term of office, in initiatives aimed at providing them with adequate knowledge of the business sectors in which the Company operates, of corporate dynamics and their evolution, also with a view to the sustainable success of the Company itself, as well as of the principles of correct risk management and of the reference regulatory and self-regulatory framework; and
- (e) the adequacy and transparency of the Board's self-assessment process.

#### *Pre-board information*

Meetings of the Board of Directors are called, in accordance with the Articles of Association, by the Chair who, in compliance with the provisions of the Regulation of the Board of Directors, makes available to all the Directors the information, also supported by paper documents, concerning the matters on which the Board is called to deliberate. If it is not possible to provide the Board of Directors with adequate prior information in a timely manner, the Chair shall ensure that timely and adequate information is provided during Board meetings. For more information, see paragraph 4.4 of the Report.

#### *Board committees*

During the Financial Year, the Chair, with the support of the Company's secretariat, ensured that the latter's activities were coordinated with those of the Board of Directors. The Secretary of the Board of Directors also acts as Secretary to the Board Committees, thereby ensuring constant coordination in planning the activities of the latter with the activities of the Board.

#### *Managers' attendance of meetings*

During the Financial Year, selected GVS Group executives regularly attended meetings of the individual Committees, each according to their area of expertise. These meetings made it possible to provide participants with an adequate knowledge of the sector in which GVS operates, of company dynamics, of the principles of correct risk management and of the regulatory and self-regulatory framework of reference. The CEO ensures that the managers are available to intervene so as to enhance the Board's meetings as a typical moment when non-executive Directors can obtain adequate information on the Issuer's management.

#### *Induction Programme*

In the course of the meetings of the Board of Directors, in order to provide directors and auditors with an adequate knowledge of the sector in which GVS operates, of company dynamics and their evolution, of the principles of correct risk management, the Chief Executive Officer, by agreement with the Chair, illustrated the Company's management performance, providing, among other things, information on the evolution of the reference markets and their impact on the Company with a view to correct risk management.

On 2 March 2023, a board induction session was held in which the Directors and auditors discussed issues related to the 2023 budget.

On 15 May 2023, a board induction session was held in relation to the activities and more generally the organisation of the Company and its business, including the 2022 financial results and the 2023 budget.

On 18 September 2023, a board induction session was held in relation to the Group's 2023-2025 economic and financial forecasts.

On 20 October 2023, a board induction session was held in which an in-depth examination was carried out in relation to the Company's industrial footprint.

#### *Board self-assessment*

Refer to Section 7 of this Report with respect to the Board's self-assessment process.

#### *Dialogue with Shareholders*

The Chair ensures that the Board of Directors is in any case informed - by the first useful meeting - on the development and significant contents of any dialogue with the Shareholders.

In this regard, it should be noted that, on 17 December 2021, the Board of Directors, on the proposal of the Chair formulated in agreement with the Chief Executive Officer, adopted the policy for managing dialogue with the generality of Shareholders and other stakeholders of GVS, taking into account, among other things, the engagement policies adopted by the Company's institutional investors. For more information, see Section 12 of this Report.

#### **Board Secretary**

Pursuant to Article 2.4 of the Regulation of the Board of Directors, the Board of Directors elects a Secretary, selected from among the Company's managers with specific expertise in corporate law, with particular reference to practices concerning the corporate governance of listed companies and regulated markets.

On 10 November 2022, the Board of Directors appointed Rozemaria Bala, General Counsel of the Company, as Secretary to the Board of Directors.

Pursuant to the above-mentioned provision and in line with Recommendation 18 of the Corporate Governance Code, the Secretary is entrusted with the task of supporting the activities of the Chair and provides, with impartial judgement, assistance and advice to the Board of Directors on any aspect relevant to the proper functioning of the corporate governance system. The Secretary also assists the Chair (i) in ensuring the adequacy and timeliness of pre-meeting information; (ii) in ensuring the coordination of the activities of the Board and its Committees; (iii) in verifying the adequacy and transparency of the Board's self-assessment process; (iv) in promoting the participation of Directors and Auditors in induction activities and prepares and keeps the minutes of the Board's meetings.

#### **4.6 Executive Directors**

The Board of Directors, appointed at the Shareholders' Meeting of 3 May 2023, appointed Massimo Scagliarini as Chief Executive Officer and granted him the powers described in greater detail below.

Pursuant to Article 20 of the Articles of Association, the Board of Directors, within the limits of the law and the Articles of Association, may delegate its powers to an executive committee composed of some of its members and/or to a CEO; it may delegate specific powers to one or more of its members, and appoint, on the proposal of the CEO, one or more general managers.

#### *Chief Executive Officer*

On 3 May 2023, the Board of Directors of GVS assigned to Massimo Scagliarini, in consideration of the role and tasks to be performed by the Chief Executive Officer as the main person in charge of the management of the company and taking into account the powers

reserved exclusively to the Board, all the attributions and powers that are not reserved to the Board of Directors, or the Chair, by law, by the Articles of Association or by resolution of the Board.

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

Reference is made in full to paragraph 4.5 of this Report.

#### *Executive Committee*

As at the date of this Report, the Board of Directors has not established an Executive Committee.

#### *Disclosure to the Board*

In compliance with the provisions of the procedure for the fulfilment of the obligations pursuant to Article 2381, paragraph 5, of the Civil Code, and Article 6.8 of the Regulation of the Board of Directors, the delegated bodies report promptly to the Board of Directors and the Board of Statutory Auditors, in accordance with the procedures deemed most appropriate over time as provided for by internal procedures, at least quarterly, and in any case on the occasion of the meetings of the Board, on the activities carried out, on the general performance of operations and on the outlook, as well as on the most important economic, financial and capital transactions, or in any case those of greater importance due to their size or characteristics, carried out by the Company and its Subsidiaries. They shall also report on transactions in which they have an interest, either on their own behalf or on behalf of third parties.

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

The Board of Directors - also on the basis of the information provided by the Directors - assessed, on an annual basis and with reference to each single member, the existence of the independence requirements and fully informed the market. The Board of Directors believes that the number of Directors who meet the independence requirements is adequate in relation to the size of the Board of Directors and the activities carried out by the Company.

#### *Verification that Directors meet the independence requirements upon appointment*

The current Board of Directors consists of 9 (nine) Directors, 5 (five) of whom are independent pursuant to the law and as envisaged by Recommendation 7.

At the Shareholders' Meeting held on 3 May 2023, the individual candidates for the position of independent Director declared that they met the independence requirements of Article 148, paragraph 3, of the CFA and the Corporate Governance Code. On the same day, the independence of the Directors was verified by the Board of Directors, pursuant to the said provisions.

#### *Definition of the criteria for the significance of commercial, financial and professional relationships of additional remuneration pursuant to Recommendation 7, first paragraph c) and d), of the Corporate Governance Code*

On 17 December 2021, the Board of Directors, after consultation with the Appointments and Remuneration Committee, approved a policy on the criteria for evaluating the significance of commercial, financial or professional relationships and any additional remuneration of Directors pursuant to Recommendation 7, letters c) and d) of the Corporate Governance Code.

In particular, in relation to the criterion for assessing the significance of commercial, financial or professional relations as per Recommendation 7, first sentence, letter c) of the Corporate Governance Code, any commercial, financial or professional relationship with GVS or its Subsidiaries, or with the relevant executive Directors or top management, as well as with a person who, also together with others through a shareholders' agreement, controls GVS or with the relevant executive Directors or top management, whose total annual remuneration exceeds the total amount of the fixed annual remuneration received by the Director for the office and for any participation in Committees, are qualified as significant.

With reference to the criterion for assessing the significance of additional remuneration set forth in Recommendation 7, first sentence, letter d) of the Corporate Governance Code, additional remuneration received in the current and previous three fiscal years by GVS or its parent company or a GVS Group company that is equal to or greater than the total fixed amount received by the Director for the office of Director and for any participation in Committees is normally considered significant.

On 3 July 2023, following the analysis carried out by the Appointments and Remuneration Committee, an integration of the aforementioned policy was approved and, in particular, the decision was made to: (i) maintain a quantitative threshold equal to the Director's fixed annual remuneration for the office and for participation in Committees, if any, in relation to commercial, financial and professional relationships with GVS, its Subsidiaries, Directors, *top management* and the entity that controls the Company; and (ii) add a qualitative requirement. This is a supplement for the case of a Director who is a partner in a professional firm or consultancy company and aims to highlight as significant those relationships that are connected to key transactions of GVS, the group or the entity that controls the company and that are capable of significantly affecting the position of that entity within its professional sector.

#### *Annual verification of Directors' independence requirements*

Article 3.2 of the Regulation of the Board of Directors provides, in line with Recommendation 6 of the Corporate Governance Code, that the Board of Directors shall verify whether Directors meet the independence requirements pursuant to the CFA and the Code whenever events relevant to the assessment of independence occur and, in any event, on an annual basis. In this regard, on 21 March 2023, the Board of Directors assessed and ascertained the existence of the independence requirements for the Directors *pro tempore* in office, noting that the said independence requirements were met by the following Directors: Nadia Buttignol, Arabella Caporello, Alessandro Nasi and Michela Schizzi.

Furthermore, following the appointment of the new Board of Directors, on 3 May 2023, the Board assessed and ascertained the existence of the independence requirements for the Directors *pro tempore* in office, noting that the said independence requirements were met by the following Directors: Alessandro Nasi, Pietro Cordova, Simona Scarpaleggia, Michela Schizzi and Anna Tanganelli.

Finally, it should be noted that the Board of Directors: (i) assessed the continuing existence of the independence requirements set out in the Corporate Governance Code on the basis of the declarations made by the individual Directors through the compilation of specific declarations and information regarding the professional positions and activities carried out, as well as any additional information in its possession; and (ii) examined all the circumstances that affect or appear likely to affect the independence of the Directors pursuant to the CFA and the Corporate Governance Code.

On 16 March 2023, the Board of Statutory Auditors verified the correct application of the assessment criteria and procedures adopted by the Board of Directors to evaluate the independence of its members.

On 26 March 2024, the Board of Directors conducted the annual assessment on the existence of the independence requirements for the Directors *pro tempore* in office, noting that said independence requirements were met by the following Directors: Alessandro Nasi, Pietro Cordova, Simona Scarpaleggia, Michela Schizzi and Anna Tanganelli.

On 25 March 2024, the Board of Statutory Auditors verified the application of the assessment criteria and procedures adopted by the Board of Directors to evaluate the independence of its members.

#### *Meetings of the Independent Directors*

The Independent Directors met in the absence of the other Directors on a quarterly basis during the financial year.

### ***Lead Independent Director***

In view of the clear separation of the roles of Chair and CEO and taking into account that (i) the office of Chair of the Board of Directors is not held by the person who controls the Company, (ii) the Chair of the Board of Directors does not hold management powers and (iii) the majority of Independent Directors did not request the appointment of a lead independent director, the Issuer did not appoint a lead independent director, since the conditions set out in Recommendation 13 of the Corporate Governance Code were not met.

## 5. PROCESSING OF CORPORATE INFORMATION

### **Procedure for the management of disclosure requirements in the area of internal dealing**

In accordance with the provisions pursuant to Article 19 of Regulation (EU) 596/2014 and Article 152-*octies* of the Issuers' Regulation, the Board of Directors on 14 February 2020 resolved to adopt, with effect from the date of submission to Borsa Italiana of the application for admission to trading on the telematic stock market (today Euronext Milan) organised and managed by Borsa Italiana, a procedure for the management of disclosure obligations arising from the rules on internal dealing.

In particular, this procedure governs the disclosure obligations that “internal obligated parties” have towards Consob and the Company, in relation to transactions they carry out involving shares or debt instruments issued by the Company, as well as derivatives and other financial instruments linked to shares or debt instruments.

The procedure envisages, *inter alia*, that the Company must ensure that the “significant transactions” - defined on the basis of subjective, objective and quantitative requirements - notified to it are subsequently communicated to the public within 3 (three) working days.

The procedure also requires the Company to publish the information thus received within 3 (three) working days from the date the transaction was executed, by sending a press release through media that can reasonably guarantee effective dissemination of the information to the public throughout the European Union.

Persons who hold more than 10% of the share capital represented by shares with voting rights must also notify Consob and publish information on transactions in “significant financial instruments” carried out by themselves and by “persons closely associated with them” by the end of the fifteenth day of the month following the month in which the transaction was carried out.

### **Register of persons with access to inside information**

In accordance with the provisions of Article 18 of Regulation (EU) 596/2014, the Board of Directors on 14 February 2020 adopted a procedure for the internal management and external communication of documents and information concerning the Company and established a register of persons with access to inside information (the “**Insider Register**”).

All members of the administrative, management and control bodies, employees, consultants and collaborators of the Company and its subsidiaries and in general all those who have access to privileged information and with whom there is a professional collaboration relationship, whether it is an employment contract or otherwise, and who, in the performance of certain tasks, have access to privileged information, such as consultants, accountants or credit rating agencies, are entered in the Insider Register.

The Company's legal department, in the person of its manager, is responsible for keeping and maintaining the Insider Register.

## 6. **BOARD COMMITTEES (pursuant to Article 123-bis, paragraph 2, letter d) of the CFA)**

In accordance with the best corporate governance practices adopted by listed companies and set out in the Corporate Governance Code, the Company has set up (i) the Appointments and Remuneration Committee and (ii) the Control, Sustainability and Risk Committee, implementing Recommendation 16 of the Corporate Governance Code.

With regard to Committees (i) and (ii), reference should be made to paragraphs 7.2, 8.2 and 9.2 below, respectively, of the Report.

In accordance with these recommendations of the Corporate Governance Code, the rules of procedure of the Appointments and Remuneration Committee and the Control, Risk and Sustainability Committee provide that both Committees are composed of three non-executive Directors, the majority of whom are independent, from among whom the Chair is chosen (“**Committee Chair**”). At least one member of the Appointments and Remuneration Committee has adequate knowledge and experience in financial matters or remuneration policies, and at least one member of the Control, Risk and Sustainability Committee has adequate experience in accounting and finance or risk management.

In compliance with Article 11.2 of the Regulation of the Board of Directors, both Committees approved their own operating regulations, which define, among other things, the procedures for convening meetings, the procedures for managing the information to be provided to their members, the conduct of the meetings and the keeping of minutes, also in summary form.

In particular, the committees meet as often as is appropriate for the proper performance of their functions. The proposal concerning the planning of meetings and the related calendar is brought to the attention of the Committees by the Committee Chair, who is supported in this by a specially designated person (the “**Secretary of the Committee**”). The Secretary of the Committee ensures coordination between the meetings of the Committees and those of the Board of Directors, as well as, where necessary or appropriate, between the meetings of the individual Board Committee and those of the other Committees established within the Board of Directors.

The call notice, containing the date, time and place of the meeting and the list of items to be discussed, shall be sent to the members of the Committees at least 3 (three) business days prior to the date set for the meeting; in cases of urgency, the deadline may be shorter but subject to a minimum of 24 (twenty-four) hours’ notice. The call notice is also sent by the Secretary of the Committee to the standing members of the Board of Statutory Auditors and any other persons invited by the Chair of the Committee to take part in the meeting, and copied to the Chair of the Board of Directors.

Any documentation related to the items on the agenda is made available to the members by the Secretary at least 3 (three) business days prior to the date set for the meeting, except in cases of necessity or urgency, by uploading it in the section of the dedicated IT platform (i.e. digital portal) to which the members of the Board Committee have access on a confidential basis, or in other agreed forms, in any case in such a way as to ensure confidentiality. If it is not possible to provide the information within the above-mentioned deadlines, adequate and punctual clarifications will be guaranteed during the meeting. If the documentation is particularly complex and voluminous, the Committee Chair, with the help of the Secretary, shall ensure that it is accompanied by a document summarising the most significant and relevant points for the examination of the items on the agenda.

The Secretary of the Committee takes the minutes of the meetings. Draft minutes shall be submitted to the Committee Chair and other members for their comments, if any, and shall normally be approved at the next meeting. For the sole purpose of facilitating the taking of minutes of the meeting, and unless otherwise ordered by the Committee Chair, meetings of the Board Committee may be recorded by audio-video tools, provided that the audio media will be destroyed as soon as the minutes are approved. The minutes shall be signed by the Committee Chair and Secretary and transcribed in the appropriate book. The Committee’s minute book is

deposited at the Company's registered office and is available to all members of the Board of Directors and Board of Statutory Auditors.

The Chair of each Board Committee shall provide information on the Committee's meetings at the first available meeting of the Board of Directors, in line with the provisions of Recommendation 17 of the Corporate Governance Code.

*Clarifications regarding the allocation of functions among the Committees*

Taking into account the size and organisational structure of the Issuer, the Board of Directors deemed it appropriate to merge the functions of the Appointments Committee - outlined by Recommendation 19 of the Corporate Governance Code - with those of the Remuneration Committee, as set out in Recommendation 25 of the Code, into a single Board Committee. For more information, refer to paragraph 7.2 below of the Report.

The Company has not assigned the functions of one or more Committees provided for in the Corporate Governance Code to the Board of Directors.

*Duties, resources and activities*

With regard to the duties, resources and activities referring to each Committee, reference should be made to paragraphs 7.2, 8.2 and 9.2 of the Report.

Furthermore, see **Table 3A** and **Table 3B** for further information on how the work is carried out, the duration and number of meetings and any changes in the composition of the Committees.

*Composition of Committees*

In line with the provisions of Recommendation 17 of the Corporate Governance Code, the Board determined the composition of the Committees by giving priority to the expertise and experience of their members and avoiding an excessive concentration of offices.

*Additional Committees*

At the date of this Report, there are no Committees other than those envisaged by regulations or recommended by the Corporate Governance Code.



## 7. SELF-ASSESSMENT AND SUCCESSION OF DIRECTORS - APPOINTMENTS AND REMUNERATION COMMITTEE

### 7.1 Director succession and self-assessment

In accordance with Principle XIII of the Corporate Governance Code, the Board of Directors ensures, to the extent of its competence, that the process of appointment and succession of Directors is transparent and functional to achieve optimal composition of the Board.

To this end, the Board of Directors periodically carries out Board evaluation activities and has approved a succession plan for the Chief Executive Officer, described in more detail below.

It should be noted that during the year, and in view of its most recent renewal, the Board of Directors did not express guidance to the shareholders on the quantitative and qualitative composition deemed optimal, as a company with concentrated ownership.

#### *Board evaluation*

Article 4.1 of the Regulation of the Board of Directors establishes that the Board must provide, at least every three years, an assessment of the size, composition and actual functioning of the Board itself and of any Committees established and of the activities carried out by the Board and the Directors within it. The Board also analyses the effectiveness of the system of delegated powers and the adequacy of information flows by the bodies with delegated powers, also considering their role in defining strategies and monitoring management performance and the adequacy of the internal audit and risk management system. Upon completing this review, the Board identifies or recommends, where appropriate, any improvement actions in order to optimise the efficiency of administrative action.

On 26 March 2024, the Board of Directors approved the results of the Board Evaluation for the 2023 financial year.

The activity was carried out through the completion by each Director of a questionnaire concerning the size, composition, functioning and organisation of the Board of Directors as a whole. On the other hand, no individual interviews were conducted by an external advisor; in fact, since this was the first year of the new Board of Directors' mandate, the assistance of an advisor was not deemed necessary. The results of the Board Evaluation activity were summarised in aggregate form in a Report, first analysed by the Appointments and Remuneration Committee and, subsequently, by the Board of Directors.

The opinion expressed by the Directors was particularly positive, as a widespread and shared appreciation emerged for the effective functioning and organisation of the work of the Board of Directors, as well as its composition and size. In particular, the balanced nature of the Board of Directors in terms of professionalism, skills and experience in different areas was highly appreciated, considered functional to ensuring a complete and productive discussion in the Board of Directors.

A further positive consideration shared by all the Directors concerned the effectiveness of the relations established between the Board of Directors, Chief Executive Officer and the Company's management, characterised by continuous and constructive dialogue, the fluidity of the exchange of information and mutual collaboration on issues of common interest.

Particularly appreciated was the active role of the Board of Directors in defining company strategies, the specific focus on the Company's business, and the excellent organisation and distribution of meetings in person and via videoconference.

In addition, highly positive assessments emerged in relation to the work carried out within the Committees, which operated effectively with an autonomous, collaborative and proactive spirit.

Finally, particularly appreciated by the Board members was the role played by the Chair of the Board of Directors in effectively managing the Board's work, dictating the timing and facilitating the deliberation process, while leaving adequate room for each Board member to express their position.

With regard to areas for improvement, a number of suggestions were made, including: (i) to continue with Board Induction sessions, with a view to increasing all Directors' knowledge of the Company's reference market and business; (ii) to improve the visibility of the Company's management, including through targeted meetings with the Chief Executive Officer's front line; (iii) to periodically bring to the Board of Directors' attention issues relating to top management succession plans and talent management.

### *Contingency Plan*

On 16 December 2022, the Board of Directors, in accordance with Recommendation 24 of the Corporate Governance Code, at the proposal of the Appointments and Remuneration Committee, approved a Contingency Plan, which describes the procedures to manage the succession of the Chief Executive Officer in the event of early termination of office or permanent impediment to the performance of duties (the “**Contingency Plan**”), and subsequently drafted the method to be applied to a more structured Succession Plan.

The Contingency Plan defines a specific system of *ad interim* powers to manage the transitional period of absence of the CEO. The Board of Directors relies on this procedure to manage said event in a structured manner, notifying the market of the implementation of the Contingency Plan and ensuring continuity of management.

In particular, in the event of early termination of office of the CEO or permanent inability to perform related duties, the Chair of the Board of Directors shall convene the Board of Directors within 24 (twenty-four) hours.

The Board, having met, will assign the office of Chief Executive Officer *ad interim* and grant the relevant powers to another Director, to be selected preferably from among those already holding operational powers, or to a KM who is able to guarantee the continuity and management of the company's activities in line with the Group's strategic plan.

Following this, the Appointments and Remuneration Committee, also availing itself of a consultancy firm specialised in the sector, activates a preliminary investigation, during which particular importance is given to any contingency tables defined internally within the Company, and assesses the adequacy of internal contingency profiles. The Appointments and Remuneration Committee then proceeds to make proposals to the Board of Directors regarding the identification of the person deemed most suitable to hold the position of Chief Executive Officer.

Lastly, the Contingency Plan provides that in the event of the early termination of office of the other executive directors, the relevant powers shall be exercised *ad interim* by the CEO.

On 12 October 2023, the Appointments and Remuneration Committee acknowledged an update to the Succession Plan and Contingency Plan, both focusing on the Company's top management, of which the Board of Directors was subsequently informed at the meeting of 9 November 2023.

## **7.2 Appointments and Remuneration Committee**

Taking into account the size and organisational structure of the Issuer, the Board of Directors deemed it appropriate to merge the functions of the Appointments Committee - outlined by Recommendation 19 of the Corporate Governance Code - with those of the Remuneration Committee, as set out in Recommendation 25 of the Code, into a single Board Committee.

In order to conform its corporate governance model to Recommendation 16 of the Corporate Governance Code, on 14 February 2020, the Issuer's Board of Directors resolved to set up an appointments and remuneration committee (the “**Appointments and Remuneration Committee**”).

### *Members and function of the Appointments and Remuneration Committee*

On 3 May 2023, the Company's Board of Directors appointed Simona Scarpaleggia (who serves as Chair), Pietro Cordova and Michela Schizzi as members of the Appointments and

Remuneration Committee. In this regard, the Issuer believes that this appointment is in line with the provisions of the Corporate Governance Code due to the possession by all appointed Directors of adequate knowledge and experience in financial matters or remuneration policies (Recommendation 26 of the Code) and possession by all persons appointed of the independence requirements provided for by the Corporate Governance Code.

In line with Recommendation 26 of the Corporate Governance Code, no Director takes part in the meetings of the Appointments and Remuneration Committee at which proposals are made to the Board of Directors relating to his/her own remuneration, except in the case of proposals concerning the generality of the members of the committees formed within the Board of Directors.

Pursuant to Article 4.6 of the Internal Regulation of the Appointments and Remuneration Committee, any documentation related to the items on the agenda is made available to the members by the Secretary of the Committee, as a rule at least 3 working days before the date of the meeting, except in cases of necessity or urgency, by uploading it in the section of the dedicated IT platform to which the members of the Committee have access on a confidential basis, or in other agreed forms, in any case in such a way as to ensure confidentiality. If it is not possible to provide the information within the above-mentioned deadlines, adequate and punctual clarifications are guaranteed during the meeting. If the documentation is particularly complex and voluminous, the Committee Chair, with the help of the Secretary, shall ensure that it is accompanied by a document summarising the most significant and relevant points for the examination of the items on the agenda.

With regard to the Appointments and Remuneration Committee meetings held in 2023, the deadline of 3 (three) working days stipulated in the Committee's rules of procedure was generally met and, in cases where it was not possible to send part of the material relating to a meeting within the aforementioned deadline, the necessary adequate and timely in-depth information was ensured during the meeting.

Article 4.8 of the Internal Regulation of the Appointments and Remuneration Committee provides that minutes of the Board Committee's meetings be taken by the Committee Secretary. Draft minutes shall be submitted to the Committee Chair and other members for their comments, if any, and shall normally be approved at the next meeting. For the sole purpose of facilitating the taking of minutes of the meeting, and unless otherwise ordered by the Chair of the Committee, meetings of the Committee may be recorded by audio-video means, provided that the audio media shall be destroyed as soon as the minutes are approved. Lastly, the minutes shall be signed by the Committee Chair and Secretary and transcribed in the appropriate book.

During the Financial Year, the Appointments and Remuneration Committee met a total of 10 times and the average duration of the meetings of the said Committee is about 65 minutes. Meetings of the Appointments and Remuneration Committee were always attended by the Board of Statutory Auditors, either in its entirety or through the participation of the Chair and at least one member. The attendance of each member of the Appointments and Remuneration Committee at meetings is shown in **Table 3A** and **Table 3B** below.

As of the end of the Financial Year, there were no changes in the composition of the Appointments and Remuneration Committee.

With regard to FY 2024, the Committee has defined its calendar and scheduled 7 meetings (4 of which have already been held as at the date of approval of this Report).

The Chair of the Board of Directors, the other members of the Board of Directors, the CEO, and the members of the management and control bodies of the companies of the group may be invited by the Committee Chair to the meetings with reference to all or some of the items on the agenda. Representatives of the company departments responsible for the subject matter and any other person whose presence is considered useful for the best performance of the Committee's functions with reference to all or some of the items on the agenda may also be

invited to attend the meetings. Members of the Board of Statutory Auditors may attend Committee meetings.

During the Financial Year, the meetings of the Appointments and Remuneration Committee were usually attended by the members of the Board of Statutory Auditors, the Corporate HR Director, the Chief Financial Officer and the General Counsel for the matters within their competence.

#### *Duties of the Appointments and Remuneration Committee*

Pursuant to Article 3 of the Internal Regulation of the Appointments and Remuneration Committee and Recommendation 19 of the Corporate Governance Code, the Committee is entrusted with the following tasks in relation to appointments:

- (i) to assist the Board of Directors in defining the size and composition of the Board and its internal committees;
- (ii) to make recommendations to the Board of Directors on the maximum number of offices on the administrative and control bodies of listed companies in regulated markets, even abroad, in financial, banking or insurance companies or in companies of significant size, which can be considered compatible with the effective performance of the office of Director, also taking into account the participation of Directors in the Committees set up within the Board of Directors;
- (iii) to monitor the adequacy and transparency of the Board's self-assessment process;
- (iv) to assist the Board of Directors in verifying compliance with the independence requirements, to propose to the Board quantitative and qualitative criteria for assessing the significance of commercial, professional and economic relations maintained or additional remuneration received by the members of the Board of Directors;
- (v) to propose to the Board of Directors the list of candidates for the office of Director in cases of co-opting; and
- (vi) to conduct the investigation of the preparation, updating and implementation of a succession plan for the Company's executive Directors, and the Chief Executive Officer, if the Board of Directors determines to adopt such a plan, and to review the adequacy of procedures for the succession of top management, if the Board of Directors determines to adopt such a plan.

The Appointments and Remuneration Committee is also entrusted with the following tasks in relation to remuneration:

- (i) to assist the Board of Directors in drawing up the remuneration policy;
- (ii) to periodically assess the appropriateness, the general consistency and concrete application of the policy for the remuneration of the Directors and Key Managers, availing itself, in this latter context, of the information provided by the CEOs;
- (iii) to submit proposals or express opinions to the Board of Directors on the remuneration of executive Directors and the other Directors who carry out specific roles and establish the performance targets related to the variable component of said remuneration; monitor application of the decisions adopted by the Board of Directors, specifying, in particular, the actual achievement of said performance targets.

During the Financial Year, the Committee performed, *inter alia*, the following activities:

- it reviewed the proposed changes to the Remuneration Policy to be submitted to the Shareholders' Meeting and the draft Remuneration Report;
- it reviewed and expressed a favourable opinion on the proposed final objectives for the short and long-term monetary incentive for FY 2022 and definition of the short and long-term monetary incentive objectives for FY 2023;

- it supported the Board of Directors in defining the structure of the new STI and LTI plan for 2023 and the corporate objectives for 2023;
- it examined the proposal on the adoption of the 2023-2025 Performance Share Plan;
- it supported the Board of Directors in its board evaluation activities;
- it analysed the results of the shareholders' meeting vote on the Remuneration Report;
- it examined the Succession Plans;
- it examined the evolution of the organisational set-up.

The Appointments and Remuneration Committee is entitled to access the information and company functions that are required for it to discharge its duties and to use external consultants, within the limits set by the Board of Directors, who are not in any situation such as to compromise their independent judgement.

The Appointments and Remuneration Committee uses the Issuer's company means and structures to carry out its tasks.

## **8. REMUNERATION OF DIRECTORS - REMUNERATION COMMITTEE**

### **8.1 Remuneration of Directors**

The Board of Directors, with the support of the Appointments and Remuneration Committee, evaluates the remuneration policies with due attention, within the framework of the directives established by the Shareholders' Meeting and consistently with the principles and criteria defined in the remuneration policy, paying specific attention to the pursuit of the Company's sustainable success and the need to have, retain and motivate people with the skills and professionalism required by the role held in the Company.<sup>7</sup>

For the information in this Section, please refer to the Report on Remuneration, which is available at the Company's registered office and on the Company's website [www.gvs.com](http://www.gvs.com), in the Governance section.

### **8.2 Remuneration Committee**

Taking into account the size and organisational structure of the Issuer, the Board of Directors deemed it appropriate to merge the functions of the Appointments Committee - outlined by Recommendation 19 of the Corporate Governance Code - with those of the Remuneration Committee, as set out in Recommendation 25 of the Code, into a single Committee. In this regard, reference is made in full to paragraph 7.2 above.

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<sup>7</sup> Article 12 of the Regulation of the Board of Directors.

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

The system of internal control and risk management of GVS (the “**Internal Control and Risk Management System**” or the “**ICRMS**”) is the set of guidelines, rules and organisational structures aimed at identifying, measuring, managing and monitoring the main corporate risks.

Moreover, the internal control and risk management system contributes to the management of the Company in line with the corporate objectives defined by the Board of Directors, encouraging informed decision-making. It contributes to ensuring the safeguarding of corporate assets, the efficiency and effectiveness of corporate processes, the reliability of information (not only financial) provided to corporate bodies and the market, compliance with laws and regulations as well as with the Articles of Association and internal procedures.

The internal control and risk management system involves, each within its own sphere of competence:

- (a) the Board of Directors, which plays a role in providing guidance and assessing the adequacy of the system and identifies from among its members:
  - (1) one or more directors, responsible for establishing and maintaining an effective internal control and risk management system; and
  - (2) a control and risk committee, having the functions outlined in Recommendation 35 of the Corporate Governance Code, with the task of supporting, by means of an adequate preliminary activity, the evaluations and decisions of the Board of Directors relating to the internal control and risk management system, as well as those relating to the approval of the periodic financial reports;
- (b) the Chief Executive Officer, with the task of implementing the internal control and risk management system and supervising its application;
- (c) the head of the Internal Audit Department, responsible for verifying that the internal control and risk management system is functioning and adequate;
- (d) other corporate roles and functions with specific tasks in terms of internal control and risk management, broken down in relation to the size, complexity and risk profile of the company;
- (e) the Board of Statutory Auditors, also in its capacity as the Internal Control and Audit Committee, which oversees the effectiveness of the internal control and risk management system;
- (f) the Supervisory Body, which verifies the observance and proper implementation of the principles of conduct contained in the Organisational Model pursuant to Legislative Decree No. 231/2001.

On 17 March 2023, the Board of Directors, having obtained the opinion of the Control, Risk and Sustainability Committee, assessed the adequacy of the internal control and risk management system with respect to the characteristics of the business and the risk profile assumed, as well as its effectiveness.

On 26 March 2024, the Board of Directors, taking into account the opinion of the Control, Risk and Sustainability Committee expressed on 22 March 2024, assessed the adequacy of the internal control and risk management system with respect to the characteristics of the business and the risk profile assumed, as well as its effectiveness.

## 9.1 Appointed Director

On 3 May 2023, the Board of Directors identified the CEO Massimo Scagliarini as the Director in charge of the internal control and risk management system, in accordance with Recommendation 32, letter b) of the Corporate Governance Code.

The Director in charge, in accordance with Recommendation 34 of the Corporate Governance Code, is responsible for:

- (i) identifying the main corporate risks, taking into account the characteristics of the activities carried out by the Issuer and its Subsidiaries, and to periodically submitting them to the Board of Directors for examination;
- (ii) implementing the guidelines laid down by the Board of Directors, overseeing the design, implementation and management of the internal control and risk management system and constantly checking its adequacy and effectiveness;
- (iii) adapting the internal control and risk management system to the dynamics of the operating conditions and the legislative and regulatory framework;
- (iv) proposing to the Board of Directors the appointment, revocation and remuneration of the head of the Internal Audit function, as well as the allocation of adequate resources to carry out their responsibilities; and
- (v) promptly reporting to the Control, Risk and Sustainability Committee (or to the Board of Directors) on problems and critical issues that have emerged in the performance of its activities or of which it has become aware, so that the Board Committee (or the Board) can take the appropriate initiatives.

During the Year, the Director in charge performed the activities listed above in accordance with Recommendation 34.

## 9.2 Control, Risk and Sustainability Committee

On 3 May 2023, the Company's Board of Directors appointed Anna Tanganelli (who also serves as Chair), Pietro Cordova and Simona Scarpaleggia as members of the Control, Risk and Sustainability Committee. In this regard, the Issuer believes that this appointment is in line with the provisions of the Corporate Governance Code due to the existence of the possession by all appointed Directors of adequate experience in accounting and financial matters and risk management (Recommendation 35 of the Code) and the possession by the persons appointed of the independence requirements provided for by the Code.

### *Members and operation of the Control, Risk and Sustainability Committee*

Pursuant to Article 4.6 of the Internal Regulation of the Control, Risk and Sustainability Committee, any documentation related to the items on the agenda is made available to the members by the Committee Secretary, as a rule at least 3 (three) working days before the date of the meeting, except in cases of necessity or urgency, by uploading it in the section of the dedicated IT platform to which the members of the Control, Risk and Sustainability Committee have access on a confidential basis, or in other agreed forms, in any case in such a way as to ensure confidentiality. If it is not possible to provide the information within the above-mentioned deadlines, adequate and punctual clarifications are guaranteed during the meeting. If the documentation is particularly complex and voluminous, the Committee Chair, with the help of the Secretary, shall ensure that it is accompanied by a document summarising the most significant and relevant points for the examination of the items on the agenda.

With regard to the meetings of the Control, Risk and Sustainability Committee held in 2023, the term of 3 (three) working days stipulated in the Committee's rules of procedure was not always observed. In any case, where it was not possible to send part of the material relating to a meeting within the aforementioned deadline, the necessary adequate and timely in-depth information was ensured during the meeting.



Article 4.8 of the Internal Regulation of the Control, Risk and Sustainability Committee provides that minutes of the Board Committee's meetings be taken by the Committee Secretary. Draft minutes shall be submitted to the Committee Chair and other members for their comments, if any, and shall normally be approved at the next meeting. For the sole purpose of facilitating the taking of minutes of the meeting, and unless otherwise ordered by the chair of the meeting, meetings of the Committee may be recorded by audio-video tools, provided that the audio media are destroyed as soon as the minutes are approved. Lastly, the minutes shall be signed by the Committee Chair and Secretary and transcribed in the appropriate book.

During the year, the Control, Risk and Sustainability Committee of GVS met a total of 14 times and the average duration of the meetings of the said Committee is approximately 137 minutes. The attendance of each member of the Control, Risk and Sustainability Committee at meetings is shown in **Table 3A** and **Table 3B**.

With regard to FY 2024, the Control, Risk and Sustainability Committee has defined its calendar and scheduled 11 meetings (3 of which have already been held as at the date of approval of this Report).

The Chair of the Board of Directors, the other members of the Board of Directors, the CEO (also acting as Appointed Director), the Independent Auditors or the representatives of the External Audit Firm, and the members of the management and control bodies of the companies of the group may be invited by the Chair of the Control, Risk and Sustainability Committee to the meetings with reference to all or some of the items on the agenda. The head of the Internal Audit department, the financial reporting manager, the managers in charge of the various functions and the representatives of the corporate functions responsible for the subject matter, and any other person whose presence is considered useful for the best performance of the Committee's functions with reference to all or some of the items on the agenda, may also be invited to attend the Control, Risk and Sustainability Committee's meetings.

During the FY, the meetings of the Control, Risk and Sustainability Committee were attended, based on the individual topics to be discussed, by the head of Internal Audit, the Chief Executive Officer, the Financial Reporting Manager and the representatives of the External Audit Firm, the Directors who are not members of the Committee, as well as the other managers of the Company's structures, with regard to the issues under their responsibility.

During the FY, in accordance with Article 4.4 of the Control, Risk and Sustainability Committee's internal regulations, the Board of Statutory Auditors attended all the meetings of the Control, Risk and Sustainability Committee.

#### *Duties attributed to the Control, Risk and Sustainability Committee*

In particular, the Control, Risk and Sustainability Committee, in compliance with the provisions of the Corporate Governance Code, in assisting the Board of Directors:

- (i) assesses, consulting with the Financial Reporting Manager pursuant to Article 154-*bis* of the CFA and the External Audit Firm and the Board of Statutory Auditors, the correct use of the accounting standards 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 and expresses opinions on the Company's business plan and budget;
- (iv) expresses opinions on specific aspects regarding the identification of the main business risks;
- (v) examines the periodic non-financial reports relating to the assessment of the internal control and risk management system and any specifically relevant periodic reports prepared by the Internal Audit department;

- (vi) monitors the independence, adequacy, effectiveness and efficiency of the Internal Audit Department;
- (vii) can ask the Internal Audit Department (copying in the Chair of the Board of Statutory Auditors) to carry out checks on particular areas of operations;
- (viii) upon approval of the annual and interim financial report, reports to the Board of Directors on its activities and on the adequacy of the internal control and risk management system;
- (ix) supports, with appropriate investigative activities, the valuations and decisions of the Board of Directors relative to the management of risks arising from detrimental facts that have come to the awareness of the Board of Directors;
- (x) makes proposals to the Board of Directors regarding “sustainability”, meaning the processes, initiatives and activities aimed at monitoring the Company's commitment to sustainable development along the value chain;
- (xi) monitors compliance with any principles of conduct adopted by the Group regarding sustainability;
- (xii) examines the non-financial disclosures pursuant to Italian Legislative Decree 254/2016;
- (xiii) carries out any other tasks assigned by the Board of Directors.

The Control, Risk and Sustainability Committee assists the Board of Directors on the following matters:

- (i) guidelines for the internal control and risk management system, in line with the strategic objectives identified;
- (ii) the adequacy and efficacy of the internal control and risk management system with regard to the characteristics of the Issuer and the risk profile assumed;
- (iii) description, in the corporate governance report, of the main features of the internal audit and risk management system and the methods of coordination between the subjects involved in it, indicating the reference models and national and international best practices, as well as expressing its overall assessment of the adequacy of the system and giving an account of the choices made with regard to the composition of the Supervisory Body;
- (iv) periodic verification of the adequacy of the provisions of the policy for managing dialogue with shareholders and other stakeholders, in the light of the applicable provisions and the best practices on the subject, submitting, in agreement with the Chair and the CEO, any proposals for amendments or additions to the Board of Directors.
- (v) the adoption of measures to guarantee the effectiveness and impartiality of judgement of the other corporate functions, entrusting the supervisory functions to the Board of Statutory Auditors or to the Supervisory Body provided for by Legislative Decree 231/2001;
- (vi) the assignment to the control body or to a specially constituted body of the supervisory functions pursuant to Article 6(1)(b) of Legislative Decree 231/2001;
- (vii) approval, at least once a year, of the work plan drawn up by the head of the Internal Audit department, having consulted the Board of Statutory Auditors and the Chief Executive Officer;
- (viii) the results provided by the External Audit Firm in a letter of recommendations and in its additional report to the Control Body; and
- (ix) the proposal relative to the appointment, revocation and remuneration of the head of the Internal Audit department, as well as regarding the adequacy of the resources assigned to the latter for the discharge of their functions.

Below is a summary description of the main matters discussed and the main activities carried out during the Financial Year.

AREA	BUSINESS
<i>Non-recurring activities</i>	
<b>Internal control and risk management system and financial information</b>	<ul style="list-style-type: none"> <li>– Meetings with IT area manager, analysis of the structure of the team dedicated to the IT function and major projects for the FY 2023 with in-depth analysis in the area of cybersecurity;</li> <li>– meetings with the Tax area manager, with in-depth discussions on transfer pricing;</li> <li>– review and favourable opinion on the intercompany financing policy;</li> <li>– in-depth information on management data and marginality trends;</li> <li>– working capital trend analysis;</li> <li>– updates on the acquisition of Haemotronic for earn-out, centralised treasury and cash-pooling contract.</li> </ul>
<i>Recurring activities</i>	
<b>Supervision of the Internal Audit Department</b>	<ul style="list-style-type: none"> <li>– Analysis of the outcomes of the audit plan for the year 2022 and audit plan for the year 2023;</li> <li>– meetings with the Head of Internal Audit on the analysis of the risk catalogue and objectives of the same function;</li> <li>– in-depth examination and assessment by the committee of the representation of risks for the purposes of preparing the company's financial reporting;</li> <li>– selective process to find a new figure to support the Internal Audit function.</li> </ul>
<b>Financial information, internal control and risk management system and Italian Law 262/05</b>	<ul style="list-style-type: none"> <li>– Assessment of the adequacy of the Control System on Corporate Reporting and compliance with administrative-accounting procedures and the organisational, administrative and accounting structure pursuant to Law 262/05;</li> <li>– analysis of testing activities pursuant to Law 262/05 carried out in continuity with previous years, including specific activities on the Haemotronic and RPB business perimeter, general control review activities and understanding of the payables and receivables cycle;</li> <li>– analysis of the methodology and results of impairment testing activities;</li> </ul>

	<ul style="list-style-type: none"> <li>- review of draft budget policy;</li> <li>- meetings with advisors (Alvarez &amp; Marsal) on the preparatory analyses and findings of the 2023 budget;</li> <li>- 2024 consolidated budget review;</li> <li>- analysis of the interim report as at 31 March 2023;</li> <li>- periodic meetings with the Financial Reporting Manager and with the CFO to review the economic and financial results;</li> <li>- reporting on investor engagement and feedback on the outcome of updated economic/financial targets to 2025;</li> <li>- review of the liquidity support programme in execution of the shareholders' meeting resolution authorising the purchase and disposal of treasury shares;</li> <li>- periodic meetings with the External Audit Firm for the 2024 Audit Plan.</li> </ul>
<b>Statutory audit of the accounts</b>	<ul style="list-style-type: none"> <li>- Meetings with the External Audit Firm and analysis of issues relating to the half-yearly and annual financial reports, with reference to auditing activities and application of the accounting standards;</li> <li>- meeting with the External Audit Firm for the 2024 Audit Plan;</li> <li>- meetings with the Financial Reporting Manager.</li> </ul>
<b>Legislative Decree 231 of 2001 and compliance matters</b>	<ul style="list-style-type: none"> <li>- Updating of the 231/2001 Organisational Model made necessary following the organisational changes from the merger by incorporation of subsidiary GVS Sud S.r.l.;</li> <li>- favourable opinion confirming the appointment of the members of the Supervisory Body;</li> <li>- meetings with the SB regarding the report on activities carried out during 2023;</li> <li>- compliance audits focused on sensitive processes identified in the 2022 activity plan of the SB and related monitoring activities;</li> <li>- meetings with the General Counsel concerning the activities falling within the remit of the function (including group compliance 231);</li> <li>- review of the whistleblowing procedure and amendments to the RPT procedure;</li> </ul>

	<ul style="list-style-type: none"> <li>– examination of the proposal to set up a targeted team and the adoption of a secure digital platform on whistleblowing to implement Legislative Decree 24/2023.</li> </ul>
<b>Corporate governance and sustainability matters</b>	<ul style="list-style-type: none"> <li>– Review of the Report on Corporate Governance and Ownership Structure for 2022;</li> <li>– examination of the statutory amendments introduced during 2023;</li> <li>– meetings with the General Counsel on the structure and organisation of the Company’s legal department and briefing on the activities carried out and on the 2023 objectives;</li> <li>– examination of the results of the stakeholder engagement and materiality analysis also for the purpose of the non-financial statement pursuant to Article 3 of Legislative Decree no. 254/2016;</li> <li>– analysis of the non-financial statement pursuant to Italian Legislative Decree 254 of 2016;</li> <li>– review of sustainability activities and 2023-2024 Work Plan;</li> <li>– examination and positive opinion on establishment of the cross-functional committee for sustainability activities, partner selection and programme definition of the long-term sustainability plan;</li> <li>– review of the new European Sustainability Reporting Standards (ESRS) and long-term sustainability plan;</li> <li>– activities to identify ESG indicators;</li> <li>– ESG data collection and verification activities that include an analysis of the efficiency of the process of detecting the completeness and accuracy of reported data on CO<sub>2</sub> and water consumption, turnover rate and number of incidents, and risk assessment consultancy activities.</li> </ul>
<b>Transactions with interests of directors and auditors and related party transactions</b>	<ul style="list-style-type: none"> <li>– Analysis and in-depth examination of the shareholder loan by GVS Group S.r.l. in order to comply with the financial parameters inherent in the existing indebtedness and subsequent approval of the opinion required by regulations and internal procedures;</li> <li>– updating of the Related Party Transactions Procedure;</li> <li>– updating of the database and regular reporting on related party transactions (including negligible/excluded value).</li> </ul>

The Control, Risk and Sustainability Committee is entitled to access the information and company functions that are required for it to discharge its duties and to use external consultants, within the terms set by the Board of Directors, who are not in any situation such as to compromise their independent judgement.

No financial resources have been allocated to the Control, Risk and Sustainability Committee in that this Committee makes use of the Issuer's company means and structures to carry out its tasks.

### 9.3 Head of the Internal Audit Department

In accordance with Recommendation 33, letter b), of the Corporate Governance Code, the Board of Directors is also required, with the support of the Control, Risk and Sustainability Committee, to appoint a head of the Internal Audit department. The Issuer's Board of Directors, in its meeting of 14 February 2020, resolved to establish the Internal Audit manager function, and appointed Matteo Menegatti on 17 April 2020 as head of this function (the "**Internal Audit Manager**").

On 9 November 2022, the Board of Directors appointed Mr. Balsano, who meets the appropriate professional, independence and organisational requirements, as the new head of the department.

The remuneration of the Internal Audit Manager was defined by the Board of Directors at the time of appointment on the proposal of the Director in charge, after consulting the Control, Risk and Sustainability Committee and having heard the Board of Statutory Auditors.

The Internal Audit Manager is not responsible for any operational area, reports hierarchically to the Board of Directors and has direct access to all information useful for the performance of the task.

On 21 March 2023, the Board of Directors approved the 2023 audit plan prepared by the Head of Internal Audit, having consulted with the Board of Statutory Auditors and the Control, Risk and Sustainability Committee.

In accordance with the provisions of Recommendation 36 of the Corporate Governance Code, the Head of Internal Audit:

- (a) verifies, both on an ongoing basis and in relation to specific needs and in compliance with international standards, the functioning and suitability of the Internal Control and Risk Management System, through an audit plan, approved by the Board of Directors, based on a structured process of analysis and prioritising the key risks;
- (b) prepares periodic reports containing adequate information regarding its activities, ways in which risk management is conducted, as well as compliance with the plans defined for their reduction. The periodic reports contain an assessment of the suitability of the Internal Control and Risk Management System;
- (c) prepares timely reports on events of major importance;
- (d) sends the reports pursuant to points b) and c) to the Chairs of the Board of Statutory Auditors, the Control, Risk and Sustainability Committee, the Board of Directors and to the Director in charge, except where such relations specifically regard the work of these figures;
- (e) verifies, as part of the audit plan, the reliability of information systems including the accounting systems.

In any event, decisions on the above matters must be taken with the favourable opinion of the Control, Risk and Sustainability Committee (or, alternatively, limited to proposals relating to remuneration, of the Appointments and Remuneration Committee) and after consulting the Board of Statutory Auditors.

During the Financial Year, the Internal Audit department was involved in the following activities, which can be grouped into 5 (five) categories:

- internal compliance audits: these are classical activities aimed at verifying the functioning of the internal control system, the results of which will be periodically shared with the Control, Risk and Sustainability Committee;
- testing activities in support of the Financial Reporting Manager in the context of compliance 262/05: this involves updating the control and risk matrices by carrying out tests on the administrative and accounting procedures set out in the GVS Model 262. For this area of activity, a report is made to the Financial Reporting Manager, as well as to the Board of Statutory Auditors and the Control, Risk and Sustainability Committee;
- audits in support of the Supervisory Body in the context of checks relating to 231/01 compliance: these are checks entrusted to Internal Audit on topics typically linked to crime prevention, and thus to risks for which the Supervisory Body requires checks;
- audits on ESG data: these are checks on the adequacy and accuracy of the data flowing into ESG reports with reference to certain companies identified in agreement with the ESG function; these activities were implemented in the wake of what was introduced in 2022 with some pilot projects;
- risk assessment consultancy: this is an activity whose output consists of updating the Group's risk register on an annual basis and which in fact also provides important outputs for the checks that are carried out during the course of the audit activity.

During the Financial Year, the Internal Audit department was also involved in the following activities:

- updating of the Group risk assessment, a preparatory document also for the definition of the 2024 Internal Audit plan;
- support in defining/updating Group procedures, ensuring compliance with the control requirements underlying the internal control system.

The activities conducted were based on an approach that included:

- interviews to understand the process, or update it if it is a process analysed in the previous period, and the collection of documentation necessary for its analysis;
- performing document testing or automated controls when deemed necessary to review and validate existing controls;
- identification of improvement points by sub-process under analysis.

These points are regularly followed up to verify that the action plans issued as a result of the audits lead to the implementation of remediation measures and are periodically shared with local management, through a management report on Internal Audit matters, as well as with the Control, Risk and Sustainability Committee and the Board of Statutory Auditors.

## 9.4. Business Ethics

### 9.4.1 Code of Ethics

The Company has adopted a **Code of Ethics**, most recently updated on 13 October 2023, which defines the values, principles and guidelines expressed by GVS.

Moreover, the reputation of the Company is closely linked to the behaviour of the people who act on behalf of or with GVS and, therefore, these parties must operate in compliance with the ethical rules indicated in the Code of Ethics.

The Code of Ethics is one of the instruments with which the Company promotes respect for the law and the principles of fairness, honesty, transparency, impartiality, integrity, efficiency and confidentiality, as true ethical rules at the basis of GVS' activities.

The Code of Ethics may be consulted on the Company's website [www.gvs.com](http://www.gvs.com) in the "Governance/Documents and Procedures" section, to which reference should be made for all details.

#### 9.4.2 Organisational Model pursuant to Italian Legislative Decree 231/2001

On 09 July 2013, the Issuer's Board of Directors adopted an organisational, management and control model pursuant to Legislative Decree 231/2001 ("**Model 231**"), aimed at ensuring conditions of fairness and transparency in the conduct of business activities, to protect the position and image of the Issuer, the expectations of its Shareholders and the work of its employees. In particular, Model 231 was prepared by the Issuer on the basis of the identification of the areas of activity within which the possibility of committing offences is deemed to be the highest, as envisaged by Legislative Decree 231/2001.

Model 231 aims to:

- (a) ensure conditions of correctness and transparency in the conduct of the company's business and activities, to protect its position and image as well as the expectations of its employees; and
- (b) raise the awareness of all those who work in the name and on behalf of the Issuer so that, in the performance of their activities, they follow correct and straightforward conduct, such as to prevent the risk of commission of the offences referred to in Legislative Decree 231/2001.

Model 231 adopted by the Issuer is structured as follows:

- (i) the general part of Model 231, which includes an examination of the regulations contained in Legislative Decree 231/2001; an illustration of the Issuer's organisational, management and control model; a description of the Issuer's organisational structure, including an analysis of the main elements of corporate governance and the various organisational processes; a map for identifying activities at risk of crime; information relating to the dissemination of the model in the corporate context and externally; the general principles underlying the disciplinary and sanctions system; the characteristics, powers and functions of the Supervisory Body;
- (ii) the special section, containing the description of the types of offences, their main features and the related applicable sanctions; the identification of the areas at potential risk of "offence" and the corporate roles involved, the control protocols, the general principles of conduct, the activities of the Supervisory Body and the tasks that the latter is called upon to perform, for each of the types of alleged offences considered relevant for the Issuer.

Model 231 is constantly monitored and periodically updated, most recently on 16 December 2022, in order to take into account the new structure resulting from the merger by incorporation of the subsidiary GVS Sud S.r.l. In addition, a further update of Model 231 was approved on 26 March 2024 with the introduction of a Special Part concerning smuggling offences.

The Supervisory Body was appointed by the Board of Directors for the first time on 31 May 2013 in a collegial composition (the "**Supervisory Body**"), and subsequently with provision for tacit renewal of the appointment from year to year.

On 9 November 2023, the Board of Directors appointed Gerardo Diamanti, as Chairman, and lawyer Andrea Pascerini, external to the Company, and Piervittorio Pigato, an internal component, as members of the Supervisory Body, in line with Recommendation 33 of the Corporate Governance Code.

This Supervisory Body complies with the independence, professionalism and continuity of action requirements required by law for this body.



### 9.4.3. Global Compliance Programme

On 17 December 2021 and after consultation with the Control, Risk and Sustainability Committee, the Board of Directors approved the **Global Compliance Programme**.

The Global Compliance Programme, which applies to the entire GVS Group carries out an adequate risk analysis to define the guidelines, principles and controls necessary to prevent the commission of offences.

In the context of the Global Compliance Programme, the various controls adopted by the Company in different areas that contribute to feeding the internal control and risk management system are included, with a view not only to integrated risk management and related control and remedial measures, but also to maximising the value of the Company and the entire Group for the proper pursuit of corporate objectives.

To this end, the Company has adopted: (i) for Italian companies, Model 231; and (ii) for foreign companies, specific Group policies aimed at monitoring the sensitive activities identified in Model 231 and preventing the risk of committing offences. In particular, the Global Compliance Programme integrated Model 231 and implemented the principles and values set out in the Code of Ethics adopted by the Company.

With regard to risk assessment, GVS has adopted a process aimed at identifying, assessing and tracing company risks and at guiding the definition of appropriate tools to ensure that they are periodically monitored, verified, assessed and, where necessary, updated.

The Company has also adopted (i) the Anti-Corruption Policy and (ii) the Whistleblowing Policy.

### 9.4.4. Anti-Corruption Policy

On 17 December 2021, the Board of Directors adopted a specific policy aimed at ensuring compliance with applicable anti-corruption laws and regulations and ensuring that the company's business is conducted in an honest, ethical and responsible manner (the **Anti-Corruption Policy**).

Any violation of anti-corruption laws, in addition to being contrary to the Company's ethics, could in fact lead to the loss of licences, exclusion from public tenders, sanctions and reputational damage, making it impossible to conduct business. For these reasons, the Company adopts a zero-tolerance approach to corruption and money-laundering activities.

The Anti-Corruption Policy, which applies to all companies controlled by the GVS Group, regardless of territory, location or legislation, applies to all persons working in the GVS Group, including senior managers, officers, directors, employees (permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, home workers, casual workers and agency staff, volunteers, interns, agents, sponsors, intermediaries, or any other person associated with GVS, and wherever these may be.

Under the Anti-Corruption Policy, the areas and activities potentially exposed to the risk of corruption and money laundering are those related to (i) dealings with public officials and third parties; (ii) management of donation, charity, sponsorship, entertainment, and hospitality/gift activities.

Any person listed above who violates the Anti-Corruption Policy shall be subject to disciplinary measures, which may even result in dismissal, and the Company reserves the right to terminate the contractual relationship with other employees or third parties or suppliers if there is evidence of violation of the obligations under the Anti-Corruption Policy.

### 9.4.5. Whistleblowing Policy

On 3 July 2023, the Board of Directors adopted specific rules to govern the process of receiving, analysing and processing reports sent or transmitted by anyone, including in confidential or anonymous form, in compliance with EU Directive no. 1937 of 23 October 2019, converted in

Italy by Legislative Decree no. 24 of 10 March 2023 (the **Whistleblowing Policy**). The Whistleblowing Policy applies to GVS and its Subsidiaries, which are required to implement it, in compliance with the relevant local regulations.

According to the Whistleblowing Policy, the following individuals may submit a report: (i) members of corporate bodies (e.g., Shareholders' Meeting, Board of Directors, Board of Statutory Auditors); (ii) personnel (e.g., current employees, former employees, temporary workers, apprentices, trainees or volunteers in relation to circumstances occurring during the employment relationship or the selection process); and (iii) the external parties who have dealings with the GVS Group (i.e., stakeholders such as shareholders, customers, suppliers, contractors, subcontractors, as well as collaborators and employees of the aforementioned parties).

The subject of the reports must be: (i) alleged violations or possible violations of company rules (e.g., violations of the Code of Ethics, Model 231, internal policies or procedures) and/or laws or regulations, consisting of administrative, accounting, civil and criminal offences; (ii) conduct aimed at concealing the aforementioned violations.

The reports, which remain subject to the guarantee of confidentiality and prohibition of retaliation, may be submitted using the channels set up by GVS, such as: (i) the IT platform (main channel); and (ii) voice mail and regular mail (subsidiary channels).

The Whistleblowing Policy can be consulted on the Company's website [www.gvs.com](http://www.gvs.com) in the "Governance/Documents and Procedures" section, to which reference should be made for all details.

## 9.5 External Audit Firm

By resolution of 14 February 2020, the Shareholders' Meeting approved, with effect subject to the admission of the shares to trading on the electronic share market (today Euronext Milan) organised and managed by Borsa Italiana, the appointment of PricewaterhouseCoopers S.p.A. (the "**External Audit Firm**") the engagement for the statutory audit of the accounts pursuant to Article 17 of the aforementioned Legislative Decree No. 39 of 2010, as subsequently amended by Legislative Decree No. 135 of 2016, for the financial years 2020-2028, in replacement of the engagement already conferred on 18 April 2019, pursuant to Article 14 of Legislative Decree No. 39 of 2010 and Article 2409-*bis* et seq. of the Civil Code, with reference to the Issuer's statutory and consolidated financial statements for the three-year period 2019-2021. Also by resolution of 14 February 2020, the Shareholders' Meeting approved, with effect subject to admission of the Shares to trading on the electronic stock exchange (today Euronext Milan) organised and managed by Borsa Italiana, the appointment of the External Audit Firm to perform a limited audit of the Issuer's condensed interim consolidated financial statements for the six-month periods ending 30 June of FYs 2020-2028. By resolution of 28 April 2022, the Shareholders' Meeting approved the adjustment of the remuneration paid to the External Audit Firm due to the expansion of the audit scope as a result of the Group's growth by external lines.

On 12 April 2023, the External Audit Firm sent to the Board of Statutory Auditors, in its capacity as Internal Control and Audit Committee, the additional report pursuant to Article 11 of Reg. EU 537/14 to the 2022 financial statements. The information contained in the document has also been discussed with the Control, Risk and Sustainability Committee.

The audit activities were carried out under the supervision of the Board of Statutory Auditors, in its capacity as the Internal Control and Audit Committee.

The report did not reveal any points of attention or critical issues and the Board of Statutory Auditors did not raise any aspects to highlight in this regard.

## 9.6 Financial Reporting Manager

Pursuant to Article 154-*bis* of the CFA, listed issuers having Italy as their home member state must appoint a Manager appointed to prepare the company's accounting documents (the “**Financial Reporting Manager**”), providing in their Articles of Association the requirements of professionalism and the methods of appointment of the same.

Pursuant to Article 154-*bis* of the CFA, the acts and communications of the company disclosed to the market, and relating to the accounting information, including interim information of the company, are accompanied by a written statement of the Financial Reporting Manager, certifying that they correspond to the document results, books and accounting records. Pursuant to paragraph 3 of the same provision, the Financial Reporting Manager shall prepare adequate administrative and accounting procedures for the preparation of the annual financial statements and, where applicable, the consolidated financial statements, as well as any other communication of a financial nature by the Company.

In addition, the Financial Reporting Manager, together with the delegated administrative bodies, certifies with a specific report the financial statements, the condensed half-yearly financial statements and, where drawn up, the consolidated financial statements:

- (a) the adequacy and effective application of the procedures referred to in paragraph 3 of Article 154-*bis* of the CFA during the period to which the documents refer;
- (b) also in application of Recommendation 35 of the Corporate Governance Code, that the documents are drawn up in compliance with the applicable international accounting standards recognised in the European Community pursuant to Regulation (EC) No. 1606/2002 of the European Parliament and of the Council of 19 July 2002;
- (c) that the figures in the documents tally with those in the books of account and the entries therein;
- (d) that the documents are suitable for giving a truthful and accurate picture of the Issuer's assets, liabilities, revenues, expenditures and finances and those of the entire set of undertakings included in the scope of consolidation;
- (e) in the case of annual Financial Statements and Consolidated Financial Statements, that the Directors' Report includes a reliable analysis of the running of the enterprise and its results, of the Issuer's circumstances and those of the entire set of undertakings included in the scope of consolidation, together with an account of the main risks and uncertainties to which they are exposed;
- (f) for the condensed half-yearly financial statements, that the interim management report contains a reliable analysis of the information referred to in Article 154-*ter*, paragraph 4, of the CFA.

In application of the above provisions of law, Article 30 of the Articles of Association provides that the Board of Directors, subject to the mandatory opinion of the Board of Statutory Auditors, appoint the Financial Reporting Manager.

The same provision of the Articles of Association also requires that the person appointed as the Financial Reporting Manager has the professional requirements characterised by at least three years' experience in administration, finance and control, as well as the integrity requirements laid down for Directors by current legislation.

On 13 March 2020, the Board of Directors appointed Emanuele Stanco as the Financial Reporting Manager, with effect subject to the trading start date, a role confirmed on 3 May 2023 by the Board of Directors.

In order to carry out the tasks assigned to him, the Financial Reporting Manager in charge has at his disposal the financial and human resources as provided for in an annual budget, approved by the Board of Directors on the proposal of the same Financial Reporting Manager.

The other corporate functions of GVS involved in controls are: the Internal Audit function and the Supervisory Body. With reference to the effectiveness and impartiality of judgement of these supervisors, it should be noted that the various departments have been selected following careful checks on their professionalism and that they are equipped with long-standing skills in relation to their respective areas of work, as well as adequate resources to carry out their activities.

### 9.7 Coordination between the parties involved in the Internal Control and Risk Management System

The system of internal control and risk management of GVS involves, each according to their respective responsibilities, the Board of Directors, the CEO, identified by the Board as the “Director in charge of the System of Internal Control and Risk Management”, the Control, Risk and Sustainability Committee, the Board of Statutory Auditors, the Head of Internal Audit, the Supervisory Body, the Financial Reporting Manager, and the General Counsel and provides - also in line with the recommendations of the Corporate Governance Code - ways of coordination between these subjects, in relation to roles and competences in the field of the internal control and risk management system, in order to maximize the overall efficiency of the Internal Control and Risk Management System, in compliance with their respective roles and responsibilities, and to reduce duplication of activities.

In order to ensure proper coordination between the parties involved in the ICRMS, GVS ensures:

- appropriate and continuous information flows between the parties involved in the ICRMS;
- specifications meetings for the management of specific events or situations, necessary to ensure promptness in the control of risk exposures and the detection of operational anomalies;
- periodic meetings with the various parties involved in the ICRMS.

In accordance with the Committee’s Internal Regulation, the Board of Statutory Auditors and the Control, Risk and Sustainability Committee exchange information relevant to the performance of their respective tasks in a timely manner, and the Chair of the Board of Statutory Auditors, or another auditor designated by him, participates in the work of the Control, Risk and Sustainability Committee.

## 10. INTERESTS OF THE DIRECTORS AND RELATED PARTY TRANSACTIONS

The Company has approved the procedure for transactions with related parties (the **Related Party Transactions Procedure**) pursuant to Article 2391-*bis* of the Civil Code and the Related Parties Regulation, suitable for ensuring that Directors receive complete and exhaustive information on this type of transaction.

Furthermore, in compliance with the regulations in force, the delegated bodies shall report promptly to the Board of Directors and to the Board of Statutory Auditors at least every three months and, in any case, on the occasion of the meetings of the Board of Directors, on the operations in which they have an interest, on their own behalf or on behalf of third parties.

### *Essential elements of the Related Parties Procedure*

Pursuant to the Regulation containing provisions on related party transactions, adopted by Consob with resolution No. 17221 of 12 March 2010, as subsequently amended and supplemented (the “**Related Parties Regulation**”), Italian companies with shares listed on regulated markets in Italy or other European Union countries and with shares widely distributed among the public to a significant extent must comply with a series of principles (set out in the Regulation itself) in order to ensure the transparency and substantial and procedural correctness of related party transactions carried out directly or through subsidiaries.

On 14 February 2020, the Board of Directors approved the draft Related Parties Procedure pursuant to Article 2391-*bis* of the Civil Code and the Related Parties Regulation. The draft of the Related Parties Procedure was submitted for final approval by the Issuer's Board of Directors on 16 July 2020, subject to the opinion of the Control, Risk and Sustainability Committee, which proposed some amendments, incorporated into the current text. On 23 June 2021, the Board of Directors approved, pursuant to the Related Parties Regulation, a new version of the Related Parties Procedure, in order to adapt the provisions contained therein to the amendments approved by Consob with resolution No. 21624 of 10 December 2020 to the Related Parties Regulation. The Related Parties Procedure furthermore determines the procedures for the inquiries regarding guidelines for and approval of transactions with related parties defined to be of major significance based on the criteria indicated in the Related Parties Regulation and the transactions with related parties defined as being of lesser importance, such being those other than those of major significance and the transactions involving negligible amounts (the latter being transactions which, when considered individually, have a value of no more than Euro 75,000 when the related party is a natural person, or a value no more than Euro 300,000 when the related party is an individual other than a natural person); if the same related party should accumulate transactions for a value equivalent to double the materiality threshold envisaged for Transactions of negligible value, the related party transaction in question will no longer be exempt from the Related Parties Procedure.

The Related Parties Procedure, in accordance with the provisions of the Related Parties Regulation, defines as highly significant transactions with related parties those carried out also by Italian or foreign subsidiaries, in which at least one of the relevance indexes indicated in attachment 3 of the Related Parties Regulation exceeds the thresholds provided therein and entrusts a specific company supervisory body (consisting of the Chief Financial Officer and the head of the corporate legal department) with the task of ascertaining the terms of application of the procedure to a given transaction, including whether a transaction falls within the category of highly significant transactions or less significant transactions. The previous version of the Related Parties Procedure provided that the Company be provided with an exception granted under Article 10, paragraph 1 of the Related Parties Regulation, as the Company has recently been listed and therefore, approval of the transactions of greater significance with related parties would take place according to the procedures set forth for approval of transactions of lesser significance with related parties. The aforementioned simplified regime has been applied until the date of approval of the financial statements for the year ending 31 December 2022 and, on 3 July 2023, the Board of Directors resolved to make the necessary changes to the Related Parties Procedure in order to provide for a binding opinion from the Committee for transactions of greater significance and, should the Board of Directors decide to pursue the transaction, despite the Committee's contrary opinion, to provide for the use of the so-called "whitewash", i.e. asking the Shareholders' Meeting for permission to proceed, provided that the unrelated shareholders represent at least 10% at the meeting and the transaction is approved by a majority of the unrelated shareholders.

In compliance with the Related Parties Regulation, the Related Parties Procedure provides that prior to the approval of a transaction with related parties, the Committee for Transactions with Related Parties, composed of at least 3 independent directors of the Issuer, shall express a non-binding reasoned opinion on the interest of the Company in its execution as well as on the convenience and substantial correctness of the conditions provided.

The rules provided for by the Related Parties Procedure do not apply in cases of exemption, identified on the basis of Articles 13 and 14, paragraph 2, of the Related Parties Regulation. It is envisaged that any renewals of contracts with Related Parties, including tacit and automatic renewals, will be carried out in accordance with the Related Parties Procedure.

The Related Parties Procedure can be consulted on the Company's website [www.gvs.com](http://www.gvs.com) in the "*Governance/Documents and Procedures*" section, to which reference should be made for all details.

The Issuer has identified the Control, Risk and Sustainability Committee as the competent body in relation to related party transactions. It should be noted that, as of the date of this Report, the Control, Risk and Sustainability Committee is made up of 3 (three) independent Directors (Anna Tanganelli, Pietro Cordova and Simona Scarpaleggia) - appointed by the Company's Ordinary Shareholders' Meeting on 3 May 2023. For further information on how the work is carried out, the duration and number of meetings and any changes in the composition of the Control, Risk and Sustainability Committee, see paragraph 9.2 of this Report, **Table 3A** and **Table 3B**.

The Board of Directors in office as of 3 May 2023 did not deem it necessary, in relation to the Issuer's ownership structures and the type of decisions normally submitted to the Board for approval, to adopt specific operating solutions suitable to facilitate the identification of situations in which a director has an interest on his/her own behalf or on behalf of third parties.

## 11. BOARD OF STATUTORY AUDITORS

### 11.1 Appointment and replacement

The appointment of the members of the Board of Statutory Auditors is governed by Articles 23 and 24 of the Articles of Association. The Board of Statutory Auditors is appointed by the Shareholders' Meeting, which at the time of appointment determines the remuneration due for the entire term of office.

The Auditors are appointed on the basis of lists in accordance with the provisions of the law and regulations in force, in order to guarantee a balance between genders and to ensure that the minority has the right to appoint one Standing Auditor and one Alternate Auditor. Pursuant to Article 24 of the Articles of Association, the regular and alternate auditors are appointed by the Shareholders' Meeting on the basis of lists of candidates presented by the Shareholders and filed at the Company's registered office within the terms and in compliance with the legal and regulatory provisions in force at the time, in which the candidates must be listed by means of a progressive number.

Lists may be presented by Shareholders who, alone or together with others, at the time the list is presented, own voting stock representing at least the percentage of share capital required for the presentation of lists of candidates for the office of Director. The notice of call of the Shareholders' Meeting called to deliberate on the appointment of the Board of Statutory Auditors indicates the percentage shareholding required to present the lists of candidates.

Each shareholder, as well as (i) shareholders belonging to the same group, meaning the controlling party, including non-corporate, pursuant to Article 2359 of the Civil Code and any company controlled by, or under the common control of, the same party, or (ii) shareholders who are party to the same shareholders' agreement pursuant to Article 122 of the CFA, or (iii) shareholders who are otherwise associated with each other by virtue of associative relationships relevant under the law and applicable, including regulations, in force and applicable, may not submit - or participate in the submission, even through a third party or trust company - more than one list or vote for different lists. If an individual who is connected to a reference shareholder has voted for a minority list, the existence of said relation shall only become relevant if the vote was crucial for the election of the Auditor.

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

The list shall include two sections: one for the standing auditor candidates, and one for the alternate auditor candidates. The list must indicate at least one candidate for the position of Standing Auditor and one candidate for the position of Alternate Auditor, and may contain up to a maximum of three candidates for the position of Standing Auditor and two candidates for the position of Alternate Auditor.

The first candidate in each section shall be a certified auditor and have worked for a minimum of 3 (three) years as an auditor for clients that are legally required to have their financial statements audited. The other candidates, if they do not meet the requirements stipulated in the previous sentence, shall meet the other professional requirements under the Articles of Association and applicable legislation and regulations.

In order to ensure a balance between genders, the lists of at least three candidates must be made up of candidates belonging to both genders, so that a number of candidates belonging to the less represented gender complies with the minimum requirements provided for by law and the *pro tempore* regulations in force concerning the balance between genders.

Lists must be supplied complete with: (i) information regarding the identity of the shareholders who have submitted the lists, with an indication of the overall percentage of shareholding held, it being understood that the certification proving the ownership of such shareholding may also be produced after the filing of the lists provided that it is within the deadline set for the publication of the lists by the Company; (ii) a declaration by the shareholders who have submitted the lists other than those who hold, even jointly, a controlling or relative majority

interest, certifying the absence of any relationship of direct or indirect connection with the latter, pursuant to the Articles of Association and the laws and regulations in force at the time; (iii) exhaustive information on the personal and professional characteristics of the candidates, with an indication of the directorships and audit appointments held in other companies, as well as a declaration by the candidates themselves confirming that they meet the requirements, including those of honourableness, professionalism, independence and the number of offices held, provided for by the law and regulations in force at the time and by the Articles of Association; (iv) a declaration by each candidate accepting their candidature; (v) any other or different declaration, information and/or document required by the law and regulations in force at the time.

The lists shall be submitted at the Company's registered office, also electronically, as stated in the notice, and made public within the time and in the manner laid down by applicable legislation and regulations. If only one list has been submitted by the deadline for filing lists, or only lists submitted by shareholders who are related to each other, the *pro tempore* regulations in force for companies with shares listed on regulated markets will apply.

In the event of non-compliance with the requirements laid down in this Article, the list will be deemed not submitted. Any changes that may occur up to the day the Shareholders' Meeting is actually held shall be promptly notified to the Company.

The vote of each shareholder will concern the list and hence automatically all the candidates appearing on the list, without any provision for modifications, additions, or exclusions.

Pursuant to Article 25 of the Articles of Association, the Board of Statutory Auditors is appointed in accordance with the following provisions:

- (a) 2 regular auditors and 1 alternate auditor are taken from the list that obtained the highest number of votes (the "**Majority List of Auditors**"), based on the progressive order in which they are listed in the sections of the list;
- (b) the remaining Standing Auditor - who will take on the office of Chair of the Board of Statutory Auditors - and the other Alternate Auditor are taken from the list that obtained the second highest number of votes and that is not connected in any way, not even indirectly, pursuant to the Articles of Association and the laws and regulations in force at the time, with those who submitted or voted for the Majority List of Auditors (the "**Minority List of Auditors**"), based on the progressive order in which they are listed in the sections of the list.

If more than one list has obtained the same number of votes, a new ballot will be held between these lists by all those entitled to vote present at the Shareholders' Meeting, and the candidates on the list that obtains the relative majority will be elected. If a person connected to a shareholder who has submitted or voted for the Majority List of Auditors has voted for another list, the existence of such a connection becomes relevant only if the vote was decisive for the election of the auditor to be taken from that other list.

If only one list is presented, the Shareholders' Meeting shall pass resolutions with the majorities required by law and all the Auditors shall be elected from that list, according to the relative progressive order.

If, as a result of voting for lists or voting for the single list, the composition of the Board of Statutory Auditors is not ensured, in terms of its regular members, in compliance with the minimum requirements provided for by law and regulations in force over time on the subject of gender balance, the candidate for standing auditor of the most represented gender elected as last in progressive order from the Majority List of Auditors or from the single list shall be replaced by the next candidate, according to the progressive order with which the candidates are listed, taken from the same list and belonging to the other gender.



If no list is presented, the Shareholders' Meeting appoints the Board of Statutory Auditors with the majorities required by law, in such a way as to ensure compliance with the minimum requirements of the law and the regulations in force at the time concerning gender balance.

When the Shareholders' Meeting must appoint the regular and/or alternate auditors needed to complete the Board of Statutory Auditors, if it is necessary to replace auditors taken from the Majority List of Auditors, the appointment is made by relative majority without list constraints in compliance with the applicable *pro tempore* legal and regulatory provisions on gender balance. If, on the other hand, it is necessary to replace auditors taken from the Minority List of Auditors, the appointment is made by relative majority vote, choosing from among the candidates indicated on the Minority List of Auditors or, subordinately, on the list that received the third highest number of votes, in both cases without taking into account the original candidature for the office of standing or alternate auditor, always in compliance with the applicable legal and regulatory provisions in force at the time concerning the balance between genders.

In any case, shareholders who intend to propose a candidate must first submit the same documentation regarding the latter as is required in the case of the submission of lists for the appointment of the entire Board of Statutory Auditors, if necessary as an update to what has already been submitted.

If the application of these procedures does not allow, for any reason, the replacement of the auditors taken from the Minority List of Auditors, the Shareholders' Meeting shall replace the auditors taken from the Minority List by a relative majority and in compliance with the applicable *pro tempore* legal and regulatory provisions in force at concerning the balance between genders, after the submission of nominations - accompanied for each candidate by the same documentation as provided for the submission of lists for the appointment of the entire Board of Statutory Auditors.

In the absence of candidates presented as provided for above, the Shareholders' Meeting shall resolve by relative majority in accordance with the applicable provisions of the law and regulations in force at the time regarding the balance between genders. However, this is without prejudice to different and further provisions provided for by mandatory laws or regulations.

## **11.2 Composition and function (pursuant to Article 123-bis, paragraph 2, letter d) and d-bis) of the CFA)**

Pursuant to Article 23 of the Articles of Association, the Board of Statutory Auditors is composed of three standing auditors and two alternate auditors, who may be re-elected, in compliance with the regulations in force over time on the subject of gender balance. Attributions, duties, and duration are as described by provisions of law.

On 3 May 2023, the Issuer's ordinary Shareholders' Meeting appointed the Issuer's Board of Statutory Auditors, which will remain in office until the approval of the financial statements as at 31 December 2025.

The provisions on list voting contained in the Articles of Association - which reserve the appointment of an auditor to be elected to the list that comes second in terms of number of votes after the Auditors' Majority List and is not connected in any way, not even indirectly, with the shareholders who submitted or voted for the Auditors' Majority List - will apply only from the first renewal of the Board of Statutory Auditors following the date on which trading commences.

Please refer to **Table 4** in the Annex for all details on the composition of the Board of Statutory Auditors.

The Board of Statutory Auditors adopted its own regulation to govern the functioning of the body and to ensure a line of continuity in view of the future renewals for expiry of its mandate. In addition, on 20 March 2023, the previous Board of Statutory Auditors also provided shareholders with a document on the guidelines aimed at fostering the process of defining the

best proposals for the quantitative and qualitative composition of the new Board of Statutory Auditors (subsequently appointed on 3 May 2023), also consistent with the findings of the annual self-assessment process.

During the Financial Year, the Board of Statutory Auditors met a total of 35 times, and the average duration of the meetings was about 2.5 hours.

Below is a brief description of the main personal and professional characteristics of each Auditor in office.

**Maria Federica Izzo** - Born in Ascoli Piceno on 27 January 1981, she graduated in Business Administration from Luiss Guido Carli University in 2003. She also obtained a PhD in "Business information services" from the same university in 2008. She is enrolled in the Register of Chartered Accountants and Accounting Experts of Rome and in the Register of Auditors. She handles company valuations, bankruptcy proceedings and technical consultancy in the corporate field for arbitration proceedings and judgments. She is an associate professor of Business Administration at San Raffaele University in Rome and lecturer at Luiss Guido Carli and Luiss Business School on the topics of financial statements, accounting standards, management control and performance evaluation. Previously, she was a visiting scholar at the Jones Graduate School of Management, Rice University, Houston - Texas and a research assistant in the Management Science and Operations Department of the London Business School. She holds positions in supervisory bodies in several listed and unlisted Italian companies.

**Francesca Sandrolini** - Born in Bologna on 13 March 1967, she graduated in Economics and Business at the Alma Mater Studiorum - University of Bologna in 1991. She is enrolled in the Register of Chartered Accountants and Accounting Experts of Bologna and in the Register of Auditors. Since 1993, she has been working as a chartered accountant and is currently partner at Studio De Leo - Associazione Professionale. As part of this activity, she deals, in particular, with matters relating to corporate governance, internal control systems and risk management, banks and financial intermediaries, as well as business valuations and assistance in the processes of impairment testing and purchase price allocation. She is a member of Ned (Non Executive Directors) Community and actively participates in AIFIRM (Italian Association of Financial Industry Risk Managers) committees. She holds positions on the supervisory bodies of several Italian companies and has also held positions as Auditor in major Italian banks, both listed and unlisted.

**Giuseppe Farchione** - Giuseppe was a partner at RSM Italy, one of the largest international audit and consulting groups, from January 2020 until May 2022, as head of restructuring activities for Italy. In the past, Giuseppe gained significant managerial and professional experience, working for over 35 years in Italy and abroad, starting his career in investment banking in Milan. In turnaround activities, Giuseppe has gained specific experience in both the private and public sectors: the main industrial sectors in which he has managed reorganisation and restructuring operations are food, logistics, waste management, management of complex sports facilities, industrial chemicals, precision engineering and electronics. He is currently extraordinary commissioner of Grande Impresa in extraordinary administration, pursuant to the Marzano law, appointed by the Ministry of Economic Development (now Made in Italy) and liquidator of Anas Concessioni Autostradali S.p.A. Continuous advisor to a leading private equity fund of international standing for more than twenty years. Auditor and director of companies listed on the stock exchange, as well as companies of national importance, leaders in their respective sectors. Co-founder, partner and CEO for over 10 years of an investment holding company with a focus on technology, he has carried out investment and divestment transactions in Italy, the US and the Far East, often in partnership with Italian and international venture capital and private equity funds. A chartered accountant and auditor, Giuseppe speaks fluent English and has taken part in advisory, business development and M&A projects also internationally (USA - Silicon Valley, Netherlands, Germany, Turkey, South Korea, China, Brunei, Brazil, Argentina).

**Mario Difino** - Born in Milan on 1 July 1956, he graduated in Political Economics from Luigi Bocconi University in 1985. He works as a chartered accountant and statutory auditor at Piccolli, Difino & Associati, where he is a partner and founding member. He is a member of the Official Roll of Registered Accountants and Accounting Experts of Milan and of the Register of Auditors. In addition to his professional activities, he has been a member of various study committees of the Milan Official Roll of Registered Accountants and Accounting Experts. He is the author of several publications on accounting standards and statutory audit.

**Alessia Fulgeri** - Born in Naples on 24 October 1971, she graduated in Political Economics from the University of Naples in 1996. She works as a chartered accountant and statutory auditor. She is enrolled in the Register of Chartered Accountants and Accounting Experts of Naples and in the Register of Auditors. She is an innovation manager in the Manager Italia association and registered with the MISE. She holds positions in supervisory bodies in several listed and unlisted Italian companies.

#### *Diversity criteria and policies*

At the current time, GVS has not adopted a specific policy on diversity pursuant to Article 123-bis, paragraph 2, letter d-bis of the CFA, given that the Articles of Association already provide for rules for the members of the lists and supplementary voting mechanisms aimed at ensuring the presence on the Board of Statutory Auditors of the minimum number of members belonging to the least represented gender, in accordance with the provisions of the applicable legislation.

As of the date of this Report, the Board of Statutory Auditors is compliant with the relative legislation, as it is at least two-fifths composed of auditors of the least represented gender.

#### *Independence*

At the Shareholders' Meeting held on 3 May 2023, the individual candidates for the position of auditor declared that they met the independence requirements of Article 148, paragraph 3, of the CFA and the Corporate Governance Code. On 15 May 2023, the independence of the auditors, pursuant to Article 148, paragraph 3, of the CFA and Article 2 of the Corporate Governance Code, was verified by the Board of Directors.

#### *Annual verification of whether the Auditors meet the independence requirements*

As provided for by the Corporate Governance Code - which recommends to verify the independence of the auditors on an annual basis and to transmit the outcome of such verifications to the Board of Directors, which sets them out, after their appointment, by means of a press release distributed to the market, and, subsequently, in the Corporate Governance Report - the current Board of Statutory Auditors verified the compliance of its members with the independence requirements set out by law and by the Corporate Governance Code on 10 May 2023, and reported to the Board of Directors on the outcome of such verification in the meeting of 15 May 2023.

It should be underlined that the Board of Statutory Auditors, when carrying out the above-mentioned assessments, considered all the information made available by each member of the Board of Statutory Auditors, by examining all the circumstances that appear to compromise the independence identified by the CFA and by the Code and applied, among others, all the criteria set out by the Code with regard to the independence of the Directors.

Lastly, it should be noted that the criteria for assessing the significance of commercial, financial or professional relationships and any additional remuneration of Directors pursuant to Recommendation 7, letters c) and d) of the Corporate Governance Code - defined by the Board of Directors on 17 December 2021 (last integrated on 3 July 2023) - are also applicable to auditors by virtue of the reference made by Recommendation 9 of the Corporate Governance Code. For more information, see paragraph 4.7 of this Report.

### *Remuneration*

The remuneration of the auditors is determined by the Shareholders' Meeting, taking into account the commitment required of them, the importance of the role covered and the size and sector characteristics of GVS.

### *Interest management*

The Company has not presently considered it necessary to formalise and set out procedures for the obligation of auditors who, on their own behalf or for third parties, have an interest in a given Company transaction, to promptly and fully inform the other auditors and the Chair of the Board of Directors of the nature, terms, origin and scope of their interest, instead considering that sufficient control is afforded by, on the one hand, the obligations and measures applicable to auditors in accordance with current provisions of law and regulations and the Corporate Governance Code, and on the other, the extensive collaboration and dialogue in this regard enjoyed with the auditors, who act transparently, informing the Board fully at all times.

### *Induction programme*

As regards the initiatives promoted by the Chair of the Board of Directors aimed at providing the auditors with an adequate knowledge of the business sector in which the Company operates, reference should be made to what has already been illustrated in paragraph 4.5 above, "Induction Programme".

### *Report on the self-assessment by the Board of Statutory Auditors*

On 25 March 2024, the Board of Statutory Auditors of GVS, appointed in its current composition on 3 May 2023, approved the results of the self-assessment activity for financial year 2023, also carried out pursuant to the contents of Article 3 of its Regulation.

The activity was carried out through the completion by each Auditor of a questionnaire concerning the size, composition and functioning of the Board of Statutory Auditors as a whole and a subsequent discussion among the members of the Control Body.

The opinion expressed by the Auditors was particularly positive, both in relation to the competencies of the Body as a whole, also assessed on the basis of the Guidelines to the Shareholders' Meeting for the renewal of the Body drafted by the outgoing Board of Statutory Auditors, as well as its size and composition.

The Board of Statutory Auditors has promoted systematic interaction and constructive dialogue with the Company's management and operating structures, consistently supporting their gradual adjustment in the path undertaken to consolidate the principles of governance, the internal control and risk management system and the correct corporate processes.

The Auditors agree in stating that the extent and complexity of the task in relation to the size, also economic, of the business model, the organisational structure, the geographic articulation of the GVS Group and the integration of the recently acquired companies, requires a strong commitment from the members of the Board of Statutory Auditors in terms of time and support for activities, also of an extraordinary nature.

With regard to the conduct of meetings, there was regular interaction between the Board and management.

With regard to areas for improvement, a number of suggestions were made, including: (a) the opportunity of increasing the number of in-person meetings, including those of the Board of Directors and of the Board Committees; (b) the opportunity of assigning the Control Body a budget for any advisory support and a reflection on the overall adequacy of the remuneration proportionate to the quantity and quality of the work performed as well as the introduction of Law 49/2023 (provisions on the fair remuneration of professional services); (c) the identification of the most appropriate methods for establishing an effective exchange of information with

foreign subsidiaries without a control body; (d) the appropriateness of an annual induction plan for directors and auditors with pre-established sessions.

The Board of Statutory Auditors unanimously appreciated the mutual cooperation for effective functioning of the body which was established among its members, in order to devote the necessary time to planning meetings, drafting the relevant minutes, and drafting the reports and proposals of the Control Body. The judgment expressed on the Chair's commitment in the exchange of correspondence and discussions with management, with the Committee Chairs and with the Supervisory Board in order to ensure the best coordination of the work of the Control Body was also positive.

## 12. SHAREHOLDER RELATIONS

### *Access to information*

In order to encourage the widest possible participation of shareholders in the Shareholders' Meetings and to facilitate the exercise of shareholders' rights, the Board of Directors endeavours to establish an ongoing dialogue with the shareholders based on the understanding of their reciprocal roles.

To this end, the Board of Directors ensures that an investor relator is identified and periodically assesses the advisability of setting up a corporate structure responsible for this function, which establishes an ongoing dialogue with all shareholders and other significant stakeholders and, in particular, with institutional investors, in compliance with the rules and procedures governing the disclosure of inside information.

At the date of this Report, the position of investor relator, established by the Board of Directors on 14 February 2020, is held by Guido Bacchelli.

Moreover, in order to make available not only the most relevant documents on corporate governance, but also all press releases relating to major corporate events, as well as financial and accounting data, a special section called “Investor Relations” has been set up on the Issuer’s website.

### *Dialogue with shareholders*

On 17 December 2021, the Board of Directors, on the proposal of the Chair formulated in agreement with the Chief Executive Officer, adopted the policy for managing dialogue with the generality of shareholders and other stakeholders of GVS (the “**Shareholder Dialogue Policy**”), in accordance with Recommendation 3 of the Corporate Governance Code, taking into account, among other things, the engagement policies adopted by the Company's institutional investors.

The Shareholder Dialogue Policy provides that, in managing the dialogue, the Company shall operate in compliance with the principle of transparency of the information provided, the principle of equal treatment of Shareholders, as well as the provisions of the law and regulations in force at the time. The policy also applies to relations between the Company, on the one hand, and current and potential Shareholders, holders of other financial instruments issued by the Company, proxy advisors, financial analysts and rating agencies, on the other hand (the “**Interested Parties**”), in relation to the following matters:

- (i) operating performance, periodic financial results, non-financial reporting;
- (ii) corporate strategy (business plan, announced investments, targets);
- (iii) dividend policies;
- (iv) extraordinary transactions announced or carried out by GVS and Subsidiaries;
- (v) the corporate governance system;
- (vi) the GVS Remuneration Policy;
- (vii) the internal control and risk management system; and
- (viii) social and environmental sustainability topics.

Dialogue can take place in “One Way” mode, with Interested Parties expressing their views on specific issues, or in “Two Way” mode, where an effective exchange of information takes place between Interested Parties and the Company.

In dialogue management:

- the Board of Directors plays a role in guiding, supervising and monitoring the application of the Shareholder Dialogue Policy and, in general, the progress of the dialogue;

- the Board of Directors delegates the management of the dialogue to the CEO (as “Director in charge”);
- the CEO may involve one or more Directors (including non-executive Directors), as well as company representatives over time concerned;
- the Control, Risk and Sustainability Committee periodically checks the correct application of the Policy for Dialogue with the Shareholders and the adequacy of its provisions over time, submitting, in agreement with the Chair and the CEO, proposals for amendments and additions;
- the investor relator and the Secretary of the Board of Directors are the primary and ongoing points of contact with Interested Parties.

Dialogue between Stakeholders and the Board of Directors can be initiated: (i) at the request of an Interested Subject, if the latter - despite the dialogue carried out with the investor relations function - deems it necessary to start a dialogue with the Board of Directors or (ii) at the initiative of the Company.

Finally, the Shareholder Dialogue Policy lists the criteria for evaluating whether to accept or reject a dialogue request received.

The updated text of the Policy is available on the Company's website [www.gvs.com](http://www.gvs.com) Governance - Documents and Procedures Section.

#### *Engagement activities carried out in 2023*

During 2023, the GVS Group undertook several initiatives aimed at improving engagement with its investors.

Specifically, significant emphasis was placed on strengthening the dialogue with institutional investors, who represent the vast majority of the group's shareholder base, through targeted marketing activities developed along the following lines:

- a) improving the quality of financial information and analysis shared with the market when publishing the Group's periodic results, through the introduction of a new presentation layout and sharing of greater detail on financial performance. In addition, starting with the presentation of the 2023 interim results, top management conference calls to illustrate periodic results take place in a live video-conference format to maximise interaction with participants;
- b) strengthening dialogue with institutional investors, through participation in investment conferences and the organisation of dedicated road-shows in the key international financial centres.

With regard to this activity, in 2023, a team consisting of the Chief Executive Officer, Chief Financial Officer and the Group Investor Relations and M&A Director met 120 institutional investors in 173 meetings, of which 113 in one-on-one meeting and 60 in group meetings. Within these meetings, in order to maximise communication effectiveness and promote greater interaction, preference was given to in-person meetings (155), as opposed to 18 video conferences. Of these:

- 84 meetings took place during dedicated roadshows, in which the GVS management team visited institutional investors in their offices in the various international financial centres. During 2023, 9 roadshows were held: London (2), Milan (2), Paris, USA (New York, Chicago, Salt Lake City and Denver), Benelux (Brussels and Amsterdam), Nordic countries (Sweden, Finland and Denmark) and Switzerland;
- 64 meetings took place during investor conferences organised by leading investment banks in London (2), Frankfurt (2) and Milan;
- 7 meetings were organised through site visits to the Group's production plants in Zola Predosa (6) and Mirandola.

Finally, in terms of geographical distribution, the origin of the investors met fully reflects the GVS Group's objective of maximising coverage of the main international financial markets and intercepting capital from different geographical areas:

- (a) Italy 22%;
- (b) UK 22%;
- (c) US 13%;
- (d) Germany 12%;
- (e) France 8%;
- (f) Nordics 8%;
- (g) Switzerland 5%;
- (h) Benelux 5%;
- (i) RoW 5%.

Lastly, in relation to the results of the vote of the GVS Shareholders' Meeting held on 3 May 2023, and with a view to further examining the reasons for the institutional shareholders' dissenting vote, GVS has promoted a direct dialogue with the persons concerned, in order to understand the underlying reasons for the vote against the meeting and to assess, where possible, any corrective measures requested by these shareholders, also in regard to potential changes to the remuneration policy.



### 13. MEETINGS

Pursuant to Article 11 of the Articles of Association, ordinary and extraordinary Shareholders' Meetings are held at the Company's registered office or elsewhere, provided that they are in the territory of the Italian State or in another Member State of the European Union, whenever appropriate, or when convened in accordance with the law. The Shareholders' Meeting may be held with interventions in several separate places, that may be nearby or distant, audio/video connected, as long as the collegial method and principles of good faith and equal treatment of shareholders are respected. In this case, the following must apply: (a) the notice of the meeting indicates (i) in the case of video-conferencing, the audio/video locations connected by the Company where those present may gather, and (ii) in the case of teleconferencing, the telephone number to which Shareholders and/or members of the Board of Directors and/or the Board of Statutory Auditors may be connected; (b) the Chair of the Shareholders' Meeting, including through his office, is able to unequivocally ascertain the identity and legitimacy of those present, regulate the proceedings of the meeting and ascertain and announce the results of voting; (c) the person taking the minutes is able to adequately perceive the events of the Shareholders' Meeting that are being recorded; (d) those present are able to participate in real time in the discussion and simultaneous voting on the items on the agenda.

Ordinary and Extraordinary Shareholders' Meetings are usually held in a single call with the majorities required by law. Moreover, the Board of Directors may also convene the Shareholders' Meeting on second and third call in accordance with the provisions of the laws and regulations in force, explaining the terms in the notice of call.

The Ordinary Shareholders' Meeting must be convened at least once a year, within 120 (one hundred and twenty) days of the end of the financial year; when the legal requirements are met, it may be convened within 180 (one hundred and eighty) days of the end of the financial year. The meeting is called within the terms prescribed by the law and regulations in force over time.

The call notice must indicate the date, place and time of the meeting and the list of items to be discussed, as well as the additional information required under the law, including regulations, in force at the time.

Pursuant to Article 12 of the Articles of Association, those with voting rights may be represented at the Shareholders' Meeting, within the limits of the law, by proxy issued in accordance with the procedures provided for by current regulations. The proxy may be notified to the Company in accordance with the procedures indicated over time, subject to compliance with applicable laws and regulations.

The Shareholders' Meeting is chaired by the Chair of the Board of Directors or, in the event of their absence, impediment or waiver, by the CEO or, in the event of their absence, impediment or waiver, by the person designated by the Shareholders' Meeting itself by a majority of those present (**Meeting Chair**).

It is up to the Meeting Chair to verify the regular establishment of the meeting, to ascertain the identity and legitimacy of those present, to verify the regularity of proxies, and to govern the proceedings of the Meeting by ascertaining the results of voting.

The Meeting appoints a secretary, who may or may not be a member, who draws up the minutes, signed by the secretary and the Meeting Chair. Where required by law or when the Meeting Chair deems it appropriate, the minutes shall be drawn up by a notary public.

Resolutions adopted by the Shareholders' Meeting in accordance with the law and with these Articles of Association are binding on all shareholders, including those who did not attend or dissented.

The constitution of Shareholders' Meetings and the validity of their resolutions, both in ordinary and extraordinary session, are governed by the provisions of the law in force over time.

Pursuant to Article 6 of the Articles of Association, each share owned by the same person for a continuous period of at least 24 (twenty-four) months from the date of inclusion in a specific list, shall be assigned 2 (two) votes. The increase in voting rights is also taken into account when determining the quorums for the constitution and passing of resolutions that refer to percentages of the share capital, but it does not affect the rights, other than voting rights, due to the possession of certain percentages of the share capital.

The Shareholders' Meeting resolves on all matters within its competence by law.

In order to regulate and facilitate the participation of those entitled to speak, Articles 10 and 12 of the Rules for Shareholders' Meetings state that those entitled to exercise their right to vote may ask to speak on the matters under discussion. Those wishing to speak must ask the Meeting Chair to do so by submitting a written request containing an indication of the item to which the request refers, after he/she has read out the items on the agenda and until he/she has declared the discussion on the item to which the request to speak refers closed. If two or more applications are submitted at the same time, the Meeting Chair shall hand over the floor in alphabetical order of the applicants' surnames. The Meeting Chair may allow such requests to be made by show of hands; in this case, the Meeting Chair shall hand over the floor according to the alphabetical order of their surnames. The Meeting Chair, taking into account the subject matter and importance of the individual items on the agenda, as well as the number of persons requesting the floor and any questions raised by shareholders prior to the meeting that have not already been answered by the Company, may determine the period of time in any case not exceeding five minutes available for each speaker to make their speech. When this time has elapsed, the Meeting Chair may invite the speaker to conclude within the next two minutes.

Those who have already spoken in the debate may ask to take the floor a second time for a period of two minutes, including for explanations of vote.

During the Year, a Shareholders' Meeting was held on 3 May 2023 in ordinary session for (i) the approval of the financial statements as at 31 December 2022 and resolutions on the allocation of the profit for the year; (ii) the approval of the report on the remuneration policy and compensation paid pursuant to Article 123-ter of the CFA and Article 84-ter of CONSOB Regulation no. 11971/1999; (iii) the approval of the "GVS 2023-2025 Performance Shares Plan"; (iv) the authorisation to purchase and dispose of treasury shares pursuant to and for the purposes of Articles 2357, 2357-ter of the Civil Code, Article 132 of the CFA and Article 144-bis of the Issuers' Regulation; (v) the appointment of the Board of Directors; (vi) the appointment of the Board of Statutory Auditors for 2023-2025; (vii) the proposal to delegate to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, for a period of five years from the date of the resolution, the power to increase the share capital, free of charge and divisible and also in several tranches, pursuant to Article 2349 of the Italian Civil Code, for a maximum amount of Euro 23,000.00 to be entirely allocated to capital, by issuing a maximum of 2,300.00 shares, to be assigned to the beneficiaries of the "GVS 2023-2025 Performance Shares Plan"; (viii) amendments to the Articles of Association.

On 18 April 2023, the shareholder GVS Group S.r.l. submitted individual resolution proposals on matters already on the agenda, pursuant to and within the terms of Article 126-bis of the CFA. These proposals are available on the Company's website ([www.gvs.com](http://www.gvs.com) - Governance/Shareholders' Meeting Section).

The Board of Directors reported to the Shareholders' Meeting on the activities carried out and endeavoured to ensure that the Shareholders were adequately informed on the key elements so that they could make informed decisions within the competence of the Shareholders' Meeting. In this sense, all documents prepared by the Board of Directors and related to the items on the agenda and, in particular, the draft financial statements, the consolidated financial statements and related annexes, including the reports of the Board of Statutory Auditors and the External Audit Firm, were filed, within the terms of the law, at the registered office, published on the Company's website and made available on the "Emarketstorage" storage mechanism.

It is hereby acknowledged that, in addition to the Chair of the Board of Directors, the Directors (i) Massimo Scagliarini; (ii) Mario Saccone; (iii) Matteo Viola were present at said Shareholders' Meeting. The following spoke via audio-visual link: (iv) Marco Scagliarini; (v) Arabella Caporello and (vi) Nadia Buttignol.

The Board of Directors did not propose for approval by the Shareholders' Meeting a set of rules governing the orderly and functional conduct of the Shareholders' Meetings, as the Company already has specific Rules for Shareholders' Meetings that were approved by resolution of the Shareholders' Meeting on 14 February 2020 and have been in force since 19 June 2020 (the "**Rules for Shareholders' Meetings**").

The Rules for Shareholders' Meetings have been adopted to regulate the orderly and effective management of Shareholders' Meetings and to facilitate the exercise of Shareholders' rights, in compliance with applicable laws and regulations. In particular, they govern the stages of constitution, conduct and discussion, voting and closure of the meeting proceedings.

The Rules for Shareholders' Meetings are available on the Company's website ([www.gvs.com/Section Governance/Shareholders' Meetings](http://www.gvs.com/Section%20Governance/Shareholders%20Meetings)).

#### *Corporate Governance System*

During the Financial Year, the Board considered the corporate governance system of GVS functional to the needs of the company and, for this reason, it did not deem it appropriate to draw up justified proposals to submit to the Shareholders' Meeting in this regard.

**14. ADDITIONAL CORPORATE GOVERNANCE PRACTICES**

The Issuer does not adopt any corporate governance practices in addition to those provided for by laws or regulations and described in this Report.

## 15. CHANGES TO THE CLOSURE OF THE FINANCIAL YEAR OF REFERENCE

There have been no further changes in the corporate governance structure of the Company since the end of the Financial Year and until the Board of Directors approval of this Report on 26 March 2024.

Also note that, taking into account Law No. 21 of 5 March 2024, “*Measures in support of the competitiveness of capital and delegation to the Government for the organic reform of the provisions on capital markets set out in the Consolidated Act pursuant to Legislative Decree No. 58 of 24 February 1998, and of the provisions on capital companies contained in the Italian Civil Code also applicable to issuers*” published in the Official Gazette on 12 March 2024, on 26 March 2024, the Board of Directors proposed to the Shareholders' Meeting an amendment to the Articles of Association, introducing the possibility that intervention and the exercise of voting rights at the Shareholders' Meeting could also take place exclusively through the granting of proxy (or sub-proxy) of voting rights to the designated representative.

## 16. CONSIDERATIONS ON THE LETTER OF 14 DECEMBER 2023 FROM THE CHAIR OF THE CORPORATE GOVERNANCE COMMITTEE

Notwithstanding the fact that in 2023 the Company also addressed and took into account the recommendations made in the previous letter of 25 January 2023, the recommendations made in the 14 December 2023 letter of the Chair of the Corporate Governance Committee (the “**Recommendations**”) were brought to the attention of the Board of Directors on 26 March 2024.

The process of implementing the issues referred to in the above-mentioned letter was initiated during the year and will continue in the coming years in order to support ongoing improvement of the Company’s governance structure.

Below are the Recommendations and the corresponding sections and/or paragraphs of the Report or Remuneration Report in which these issues were already addressed in 2023.

Recommendation	Section/paragraph of the Report
1. The Committee invites companies to provide adequate disclosure on the board's involvement in the review and approval of the business plan and in the analysis of issues relevant to long-term value generation.	Paragraph 4.1 of the Report
2. The Committee, while recognising the improvements that have taken place, invites companies to provide adequate justification in the corporate governance report for any exceptions to the timeliness of pre-meeting disclosures for confidentiality reasons that may be envisaged in board regulations and/or adopted in practice.	Paragraphs 4.4 and 4.5 of the Report
3. The Committee, while recognising the improvements that have taken place, invites companies to clearly indicate and provide adequate justification in the corporate governance report for the failure to express, upon renewal of the board of directors, guidelines on its quantitative or qualitative composition and/or for the failure to ask those submitting a “long” list to provide adequate information on whether the list corresponds to said guidelines. The Committee also invites companies to indicate how the timing of publication of the guidelines was deemed appropriate to allow for proper consideration by those submitting candidate lists.	Paragraph 7.1 of the Report
4. The Committee invites companies to provide adequate disclosure, in the proposals by the board of directors to the shareholders' meeting on the introduction of the increased vote, on the reasons for this decision and on the	The Company has already introduced the so-called increased vote - Section 2.1(d) of the Report.

expected impact on the ownership and control structure and future strategies, and to provide adequate justification for any non-disclosure of these elements.

## ANNEX 1

This annex contains the text of the principles and recommendations of the Corporate Governance Code approved by the Corporate Governance Committee, together with a cross-reference to the sections of the Report describing how each of these principles and recommendations are implemented ("*comply or explain*" principle).

<b>CORPORATE GOVERNANCE CODE</b>		Applied	Not applied	Inapplicable	Section/paragraph reference of the Report
Principles and Recommendations					
<b>Article 1 - Role of the Administrative Body</b>					
P. I	The administrative body guides the company by pursuing its sustainable success.	X			Paragraph 4.1
P. II	The administrative body defines the strategies of the company and its group in accordance with Principle I and monitors their implementation.	X			Paragraph 4.1
P. III	The administrative body defines the corporate governance system that is most suitable for carrying out the Company's activities and pursuing its strategies, within the limits of autonomy under the relative legislation. If necessary, it evaluates and promotes suitable amendments, submitting them to the shareholders' meeting when appropriate.	X			Paragraph 4.1
P. IV	The administrative body also promotes, in the most appropriate forms, dialogue with the Shareholders and with the other relevant stakeholders of the Company.	X			Paragraph 4.1
R. 1	The administrative body:  a) examines and approves the company's and the group's business plan, also based on an analysis of the issues relevant to the generation of long-term value, carried out with the possible support of a committee, the composition and functions of which are determined by said administrative body;	X			Paragraph 4.1



	<p>b) periodically monitors the implementation of the business plan and assesses the general performance of operations, periodically comparing the results achieved with those planned;</p> <p>c) defines the nature and level of risk compatible with the company's strategic objectives, including in its evaluations all elements that may be relevant to the company's sustainable success;</p> <p>d) defines the company's corporate governance system and the structure of the Group and assesses the adequacy of the organisational, administrative and accounting structure of the company and its subsidiaries of strategic relevance, with particular reference to the internal control and risk management system;</p> <p>e) resolves on transactions carried out by the company and its subsidiaries that are of significant strategic, economic, capital or financial importance for the company; to this end, it establishes the general criteria for identifying significant transactions;</p> <p>f) in order to ensure the proper management of corporate information, it adopts, upon proposal of the chair in agreement with the Chief Executive Officer, a procedure for the internal management and external disclosure of documents and information concerning the company, with particular reference to inside information.</p>		
R. 2	<p>If deemed necessary in order to define a corporate governance system that is more functional to the company's needs, the administrative body shall prepare reasoned proposals to be submitted to the shareholders' meeting on the following topics:</p> <p>(a) choice and characteristics of the corporate model (traditional, one-tier, two-tier);</p>	X	Paragraph 4.1

	<p>(b) size, composition and appointment of the administrative body and the term of office of its members;</p> <p>(c) description of the administrative and property rights of the shares;</p> <p>(d) percentages established to exercise the prerogatives to protect minorities.</p> <p>In particular, if the administrative body intends to propose to the shareholders' meeting the introduction of majority voting, it shall provide in its explanatory report to the shareholders' meeting adequate justification for the choice and indicate the expected effects on the ownership and control structure of the company and its future strategies, indicating the decision-making process followed and any contrary opinions expressed in the board.</p>		
R. 3	The administrative body, on the proposal of the Chair, formulated in agreement with the Chief Executive Officer, shall adopt and describe in the Corporate Governance Report a policy for managing dialogue with all shareholders, also taking into account the engagement policies adopted by institutional investors and asset managers. The Chair ensures that the administrative body in any case be informed - by the first useful meeting - on the development and significant contents of any dialogue with the shareholders.	X	Paragraph 4.1 Section 12
<b>Article 2 - Composition of corporate bodies</b>			
P. V	The administrative body is composed of executive and non-executive directors, all of whom have the professionalism and skills appropriate to the tasks entrusted to them.	X	Paragraph 4.3
P. VI	The number and powers of the non-executive directors are such as to ensure their significant influence on the adoption of resolutions by the Board and to guarantee effective	X	Paragraph 4.3

	monitoring of management. A significant component of the non-executive directors is independent.		
P. VII	The company applies diversity criteria, including gender criteria, for the composition of the administrative body, in compliance with the priority objective of ensuring adequate competence and professionalism of its members.	X	Paragraph 4.3
P. VIII	The control body has an adequate composition to ensure the independence and professionalism of its function.	X	Paragraph 11.2
R. 4	The administrative body defines the allocation of management powers and identifies who among the executive directors holds the position of Chief Executive Officer. If the Chair is assigned the office of Chief Executive Officer or is granted significant management powers, the administrative body shall explain the reasons for this choice.	X	Paragraph 4.6
R. 5	<p>The number and competences of the independent directors shall be suitable for the needs of the company and functioning of the administrative body, as well as for the constitution of the relevant committees.</p> <p>The administrative body includes at least two independent directors, other than the chair.</p> <p>In large companies with concentrated ownership, independent directors constitute at least one third of the administrative body.</p> <p>In other large companies, independent directors make up at least half of the administrative body.</p> <p>In large companies, the independent directors meet, in the absence of the other directors, on a regular basis and in any case at least once a year to assess issues deemed of interest with respect to functioning of the administrative body and management of the company.</p>	X	Paragraph 4.3

R. 6	<p>The administrative body assesses the independence of each non-executive director immediately after appointment as well as during the term of office upon the occurrence of circumstances relevant to independence and in any case at least once a year.</p> <p>For this purpose, each non-executive director shall provide all the elements necessary or useful for assessment by the administrative body, which shall consider, on the basis of all available information, any circumstance that affects or may appear to affect the director's independence.</p>	X	<p>Paragraph 4.3</p> <p>Paragraph 4.7</p> <p>Paragraph 7.1</p>
R. 7	<p>The circumstances that compromise, or appear to compromise, the independence of a director are at least the following:</p> <p>(a) if they are a significant shareholder of the company;</p> <p>(b) if they are, or have been in the previous three financial years, an executive director or employee:</p> <ul style="list-style-type: none"> <li>- of the company, a strategically important subsidiary of the company or a company under common control;</li> <li>- of a significant shareholder of the company;</li> </ul> <p>(c) if, directly or indirectly (e.g. through subsidiaries or companies of which they are an executive director, or as a partner in a professional firm or consulting company), they have, or have had in the preceding three financial years, a significant commercial, financial or professional relationship:</p> <ul style="list-style-type: none"> <li>- with the company or its subsidiaries, or with its executive directors or top management;</li> <li>- with a person who, also jointly with others through a shareholders' agreement, controls the company; or, if the</li> </ul>	X	Paragraph 4.3

controlling company is a company or entity, with its executive directors or top management;

d) if they receive, or have received in the previous three financial years, from the company, one of its subsidiaries or the parent company, significant remuneration in addition to the fixed remuneration for the office and to the remuneration for participation in committees recommended by the Code or envisaged by the regulations in force;

(e) if they have been a director of the company for more than nine financial years, even if not consecutive, in the last twelve financial years;

(f) if they hold the office of executive director in another company in which an executive director of the company holds the office of director;

(g) if they are a partner or director of a company or entity belonging to the network of the company's statutory auditor;

(h) if they are a close relative of a person in one of the situations referred to in the preceding points.

The administrative body shall, at least at the beginning of its term of office, predefine the quantitative and qualitative criteria for assessing the significance referred to in (c) and (d) above.

In the case of a director who is also a partner in a professional firm or consulting company, the administrative body assesses the significance of professional relationships that may have an effect on their position and role within the firm or consulting company or that otherwise relate to important transactions of the

	<p>company and its group, even irrespective of the quantitative parameters.</p> <p>The chair of the administrative body who has been nominated as a candidate for this role in accordance with Recommendation 23 may be assessed as independent if none of the above circumstances apply. If the chair assessed as independent participates in the committees recommended by the Code, the majority of the committee members shall be other independent directors. The chair assessed as independent does not chair the remuneration committee and the control and risk committee.</p>		
R. 8	<p>The company defines the diversity criteria for the composition of the management and control bodies and identifies, also taking into account its ownership structure, the most appropriate instrument for their implementation.</p> <p>At least one-third of the administrative body and control body, where autonomous, consists of members of the less represented gender.</p> <p>Companies take measures to promote equal treatment and equal opportunities between genders within the entire company organisation and monitor their concrete implementation.</p>	X	<p>Paragraph 4.3</p> <p>Paragraph 11.2</p>
R. 9	<p>All members of the control body meet the independence requirements of Recommendation 7 for directors. The assessment of independence is carried out, with the timing and in the manner provided for in Recommendation 6, by the administrative body or control body, based on the information provided by each member of the control body.</p>	X	Paragraph 11.2
R. 10	<p>The outcome of the independence assessments of directors and members of the control body, pursuant to recommendations 6 and 9, is disclosed to the market immediately after the appointment by means of a press</p>	X	<p>Paragraph 7.1</p> <p>Paragraph 11.2</p>

	<p>release and, subsequently, in the Corporate Governance Report; on these occasions, the criteria used to assess the significance of the relationships under review are indicated and, where a director or member of the control body has been deemed independent despite the occurrence of one of the situations indicated in recommendation 7, a clear and reasoned justification is provided for this choice in relation to the position and individual characteristics of the person assessed.</p>		
<p>Article 3 - Functioning of the Administrative Body and Role of the Chair</p>			
P. IX	<p>The administrative body defines the rules and procedures for its own functioning, in particular in order to ensure effective management of board reporting.</p>	X	<p>Paragraph 4.1 Paragraph 4.4</p>
P. X	<p>The chair of the administrative body plays a liaison role between the executive and non-executive directors and ensures the effective functioning of the board proceedings.</p>	X	<p>Paragraph 4.4 Paragraph 4.5</p>
P. XI	<p>The administrative body ensures an appropriate internal division of its functions and establishes board committees with investigative, propositional and advisory functions.</p>	X	<p>Paragraph 4.4 Section 6</p>
P. XII	<p>Each director shall ensure adequate time availability for the diligent performance of the tasks assigned to them.</p>	X	<p>Paragraph 4.3</p>
R. 11	<p>The administrative body adopts regulations defining the rules of operation of the board itself and its committees, including the procedures for taking minutes of meetings and the procedures for reporting to the directors. These procedures identify the deadlines for advance sending of the information and how the confidentiality of the data and information provided is to be protected in such a way as to ensure the timeliness and completeness of the information flows.</p> <p>The report on corporate governance provides adequate information on the main contents of the regulations of the</p>	X	<p>Paragraph 4.4</p>

	administrative body and on compliance with the procedures concerning the timeliness and adequacy of information provided to the directors.		
R. 12	<p>The chair of the administrative body, with the support of the secretary, ensures:</p> <p>a) that the pre-meeting briefing and additional information provided at meetings is adequate to enable the directors to act in an informed manner in carrying out their role;</p> <p>b) that the activities of the board committees with investigative, propositional and advisory functions are coordinated with the activities of the administrative body;</p> <p>c) in liaising with the Chief Executive Officer, that the company's managers and those of the Group's companies, responsible for the relevant corporate departments, attend the board meetings, also at the request of individual directors, in order to provide any necessary information on the items on the agenda;</p> <p>d) that all members of the Board of Directors and Board of Statutory Auditors may participate, after their appointment and during their term of office, in initiatives aimed at providing them with adequate knowledge of the business sectors in which the company operates, of corporate dynamics and their evolution, also with a view to the sustainable success of the Company itself, as well as of the principles of correct risk management and of the reference regulatory and self-regulatory framework;</p> <p>(e) the adequacy and transparency of the administrative body's self-assessment process, with the support of the appointments committee.</p>	X	Paragraph 4.5
R. 13	The administrative body appoints an independent director as lead independent director:		X Paragraph 4.7



	<p>(a) if the chair of the administrative body is the Chief Executive Officer or holds significant management powers;</p> <p>(b) if the office of chair is held by the person who controls, even jointly, the company;</p> <p>c) in large companies, even in the absence of the conditions set out in points a) and b), if requested by a majority of the independent directors.</p>		
R. 14	<p>The lead independent director:</p> <p>a) is a point of reference and coordination of the requests and contributions of non-executive directors and, in particular, of independent directors;</p> <p>b) coordinates the meetings of independent directors only.</p>	X	Paragraph 4.7
R. 15	<p>In large companies, the administrative body expresses its orientation as to the maximum number of offices on the administrative and control bodies of other listed companies or large companies that may be considered compatible with effective performance as a director of the company, taking into account the commitment arising from the position held.</p>	X	Paragraph 4.3
R. 16	<p>The administrative body establishes internal committees with investigative, propositional and advisory functions in the areas of appointments, remuneration and control and risk. The functions that the Code assigns to committees may be distributed differently or merged into a single committee, provided that adequate information is provided on the tasks and activities performed for each of the functions assigned and the Code's recommendations for the composition of the relevant committees are respected.</p>	X	<p>Section 6</p> <p>Paragraph 7.2</p> <p>Paragraph 8.2</p> <p>Paragraph 9.2</p>

	<p>The functions of one or more committees may be assigned to the entire administrative body, under the coordination of the chair, provided that</p> <p>a) the independent directors represent at least half of the administrative body;</p> <p>b) the administrative body devotes adequate space within the board sessions to the performance of the functions typically attributed to these committees.</p> <p>If the functions of the remuneration committee are reserved for the administrative body, the last sentence of recommendation 26 applies.</p> <p>Companies other than large ones may assign the functions of the control and risk committee to the administrative body, even in the absence of the condition mentioned in letter a) above.</p> <p>Companies with concentrated ownership, even large ones, may assign the functions of the appointments committee to the administrative body, even in the absence of the condition mentioned in letter a) above.</p>		
R. 17	<p>The administrative body defines the tasks of the committees and determines their composition, giving priority to the expertise and experience of their members and avoiding, in large companies, an excessive concentration of tasks in this area. Each committee is coordinated by a chairperson who informs the administrative body of its activities at the first meeting.</p> <p>The committee chair may invite to individual meetings the chair of the administrative body, the Chief Executive Officer, the other directors and, upon informing the Chief Executive Officer, the representatives of the relevant</p>	X	<p>Section 6</p> <p>Paragraph 7.2</p> <p>Paragraph 8.2</p> <p>Paragraph 9.2</p>

	<p>corporate functions; the members of the control body may attend the meetings of each committee.</p> <p>Committees are entitled to access the information and business functions necessary to perform their tasks, access financial resources and make use of external consultants, within the terms set by the administrative body.</p>		
R. 18	<p>On the proposal of the chair, the administrative body appoints and revokes the secretary of the body and defines the professional requirements and powers in its regulations.</p> <p>The secretary supports the activities of the chair and provides impartial assistance and advice to the administrative body on any aspects relevant for the proper functioning of the corporate governance system.</p>	X	<p>Paragraph 4.1</p> <p>Paragraph 4.4</p>
<b>Article 4 - Appointment of directors and self-assessment of the administrative body</b>			
P. XIII	<p>The administrative body shall ensure, to the extent of its competence, that the process of appointment and succession of directors is transparent and functional to achieve the optimal composition of the administrative body in accordance with the principles of Article 2.</p>	X	Paragraph 4.2
P. XIV	<p>The administrative body periodically assesses the effectiveness of its activities and the contribution made by its individual components, through formalised procedures whose implementation it oversees.</p>	X	Paragraph 7.1
R. 19	<p>The administrative body entrusts the appointments committee with the task of assisting it in the activities of:</p> <p>a) self-assessment of the administrative body and its committees;</p> <p>b) definition of the optimal composition of the administrative body and its committees;</p>	X	Paragraph 7.2

	<p>c) identification of candidates for the office of director in the event of co-opting;</p> <p>d) possible submission of a list by the outgoing administrative body to be implemented in a manner that ensures its transparent formation and presentation;</p> <p>e) drafting, update and implementation of any succession plan for the chief executive officer and other executive directors.</p>		
R. 20	The majority of the appointments committee is composed of independent directors.	X	Paragraph 7.2
R. 21	The self-assessment focuses on the size, composition and functioning of the administrative body and its committees, also considering its role in defining strategies and monitoring operating performance and the adequacy of the internal control and risk management system.	X	Paragraph 7.1
R. 22	The self-assessment is conducted at least every three years, in view of the renewal of the administrative body. In large companies other than those with concentrated ownership, the self-assessment is conducted annually and may also be carried out in a differentiated manner during the term of office of the body, with the use of an independent consultant being considered at least every three years.	X	Paragraph 7.1
R. 23	<p>In companies other than those with concentrated ownership the administrative body:</p> <ul style="list-style-type: none"> <li>- expresses, with a view to each renewal, a guideline on the quantitative and qualitative composition considered optimal, taking into account the results of the self-assessment;</li> <li>- requires those who submit a list containing more than half the number of candidates to be elected to provide adequate information, in the documentation submitted for the filing</li> </ul>		X

	<p>of the list, on compliance of the list with the orientation expressed by the administrative body, also with reference to the diversity criteria envisaged by principle VII and recommendation 8, and to indicate their candidate for the office of chair of the administrative body, whose appointment shall be made according to the procedures set out in the articles of association.</p> <p>The guideline of the outgoing administrative body is published on the company's website well in advance of publication of the notice of the shareholders' meeting concerning its renewal. The guideline identifies the managerial and professional profiles and skills deemed necessary, also in the light of the company's sector characteristics, considering the diversity criteria set out in principle VII and recommendation 8 and the guidelines expressed on the maximum number of positions in application of recommendation 15.</p>		
R. 24	<p>In large companies, the administrative body:</p> <ul style="list-style-type: none"> <li>- defines, with the support of the appointments committee, a plan for the succession of the chief executive officer and executive directors that at least identifies the procedures to be followed in the event of early termination of office;</li> <li>- ascertains the existence of adequate procedures for the succession of top management.</li> </ul>	X	Paragraph 7.1
<b>Article 5 - Remuneration</b>			
P. XV	<p>The policy for the remuneration of directors, members of the control body and top management is functional to the pursuit of the company's sustainable success and takes into account the need to dispose of, retain and motivate people with the skills and professionalism required by the role held in the company.</p>	X	Section 8 Remuneration Report

P. XVI	The remuneration policy is drawn up by the administrative body through a transparent procedure.	X	Section 8 Remuneration Report
P. XVIII	The administrative body ensures that the remuneration paid and accrued is consistent with the principles and criteria defined in the policy, in light of the results achieved and other circumstances relevant to its implementation.	X	Section 8 Remuneration Report
R. 25	<p>The administrative body entrusts the remuneration committee with the task of:</p> <p>a) assisting it in drawing up the remuneration policy;</p> <p>b) submitting proposals or expressing opinions on the remuneration of executive directors and other directors holding special offices as well as on the setting of performance targets related to the variable component of such remuneration;</p> <p>c) monitoring the concrete application of the remuneration policy and verifying, in particular, the actual achievement of performance targets;</p> <p>d) periodically assessing the adequacy and overall consistency of the policy for the remuneration of directors and top management.</p> <p>In order to secure individuals with adequate expertise and professionalism, the remuneration of the directors, both executive and non-executive, and of the members of the control body is defined by taking into account the remuneration practices prevailing in the reference sectors and for companies of similar size, also considering comparable foreign experiences and making use of an independent consultant, if necessary.</p>	X	Section 7.2 Section 8 Remuneration Report
R. 26	The remuneration committee is composed of only non-executive directors, the majority of whom are independent,	X	Paragraph 7.2

	<p>and is chaired by an independent director. At least one member of the committee has adequate knowledge and experience in financial matters or remuneration policies, to be assessed by the administrative body at the time of appointment.</p> <p>No director takes part in the remuneration committee meetings at which proposals concerning their own remuneration are formulated.</p>		<p>Paragraph 8.2 Remuneration Report</p>
R. 27	<p>The policy for the remuneration of executive directors and top management defines:</p> <p>a) a balance between the fixed component and the variable component that is appropriate and consistent with the company's strategic objectives and risk management policy, taking into account the characteristics of the company's business and the sector in which it operates, providing in any case that the variable component represents a significant part of the total remuneration;</p> <p>b) maximum limits on the disbursement of variable components;</p> <p>c) performance targets, on which the payment of variable components is based, predetermined, measurable and linked in significant part to a long-term horizon. They are consistent with the company's strategic objectives and are designed to promote its sustainable success, including, where relevant, non-financial parameters;</p> <p>d) an adequate deferral period - with respect to the time of maturity - for the payment of a significant portion of the variable component, consistent with the characteristics of the business activity and the related risk profiles;</p> <p>e) contractual arrangements permitting the company to demand repayment, in whole or in part, of variable components of remuneration paid (or to withhold amounts</p>	X	<p>Paragraph 8.1 Remuneration Report</p>

	<p>subject to deferral), determined on the basis of data which subsequently prove to be clearly incorrect and other circumstances which may be identified by the company;</p> <p>f) clear and pre-determined rules for the possible outlay of severance payments, which define the upper limit of the total sum payable by linking it to a certain amount or a certain number of years of remuneration. This indemnity is not paid if the termination is due to the achievement of objectively inadequate results.</p>		
R. 28	Share-based remuneration plans for executive directors and top management incentivise alignment with shareholder interests over a long-term horizon, with a predominant part of the plan having an overall vesting period and retention period of at least five years.	X	Paragraph 8.1 Remuneration Report
R. 29	The policy for the remuneration of non-executive directors provides for remuneration commensurate with the expertise, professionalism and commitment required by the tasks assigned to them within the administrative body and board committees; such remuneration is not linked to financial performance objectives, except for a small immaterial portion.	X	Paragraph 8.1 Remuneration Report
R. 30	The remuneration of members of the control body provides for remuneration commensurate with the expertise, professionalism and commitment required, by the importance of the role covered and by the size and sector characteristics of the company and its situation.	X	Paragraph 11.2 Remuneration Report
R. 31	The administrative body, upon termination of the office and/or of the relationship with an executive director or general manager, shall disclose detailed information on the matter by means of a press release, disseminated to the market at the end of the internal processes leading to the	X	Paragraph 8.2 Remuneration Report



awarding or recognition of any indemnity and/or other benefits, regarding:

- a) the allocation or recognition of indemnities and/or other benefits, the circumstances justifying their accrual (e.g. due to expiry of office, revocation of office or settlement agreement) and the deliberative procedures followed within the company for this purpose;
- b) the total amount of the indemnity and/or other benefits, their components (including non-monetary benefits, retention of rights connected to incentive plans, consideration for non-competition undertakings or any other remuneration awarded for any reason and in any form) and the timing of their payment (distinguishing the part paid immediately from the part subject to deferral);
- c) the application of any claw-back or malus mechanisms;
- d) the conformity of the elements indicated in points (a), (b) and (c) above with what is indicated in the remuneration policy, with a clear indication of the reasons and deliberative procedures followed in the event of deviation, even partial, from the policy;
- e) information on the procedures that have been or will be followed for the replacement of the outgoing executive director or general manager.

#### **Article 6 - Internal control and risk management system**

P. XVIII	The internal control and risk management system consists of the set of rules, procedures and organisational structures aimed at the effective and efficient identification, measurement, management and monitoring of the main risks, to contribute to the sustainable success of the company.	X	Section 9
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P. XIX	The administrative body defines the guidelines of the internal control and risk management system in line with the company's strategies and assesses its adequacy and effectiveness annually.	X	Paragraph 4.1 Section 9
P. XX	The administrative body defines the principles concerning the coordination and information flows between the various parties involved in the internal control and risk management system in order to maximise the efficiency of the system itself, reduce duplication of activities and ensure effective performance of the tasks of the control body.	X	Paragraph 9.8
R. 32	<p>The organisation of the internal control and risk management system involves, each within its own sphere of competence:</p> <p>a) the administrative body, which plays a role in providing guidance and assessing the adequacy of the system;</p> <p>b) the chief executive officer, responsible for establishing and maintaining an effective internal control and risk management system; and</p> <p>c) the control and risk committee, established within the administrative body, with the task of supporting the body's assessments and decisions relating to the internal control and risk management system and the approval of the interim financial and non-financial reports. In companies adopting the “one-tier” or “two-tier” corporate model, the functions of the control and risk committee may be assigned to the control body;</p> <p>d) the head of the internal audit department, responsible for verifying that the internal control and risk management system is functioning, adequate and consistent with the guidelines defined by the administrative body;</p> <p>e) the other corporate functions involved in controls (such as risk management and legal and non-compliance risk</p>	X	Section 9

	<p>monitoring functions), broken down according to the size, sector, complexity and risk profile of the company;</p> <p>f) the control body, responsible for overseeing the effectiveness of the internal control and risk management system.</p>		
R. 33	<p>The administrative body, with the support of the control and risk committee:</p> <p>a) defines the guidelines of the internal control and risk management system in line with the company's strategies and assesses, at least once a year, the adequacy of such system with respect to the company's characteristics and risk profile, as well as its effectiveness;</p> <p>b) appoints and dismisses the head of the Internal Audit function, defining the relative remuneration in line with company policies, and ensuring that they are provided with adequate resources to perform their duties. If it decides to entrust the Internal Audit function, as a whole or by segments of operations, to an entity external to the company, it shall ensure that the entity has adequate requirements of professionalism, independence and organisation and shall provide adequate justification for this decision in the Corporate Governance Report;</p> <p>c) approves, at least once a year, the work plan drawn up by the head of the Internal Audit department, having consulted the control body and the chief executive officer;</p> <p>d) assesses whether measures should be taken to ensure the effectiveness and impartial judgement of the other corporate functions referred to in recommendation 32, letter e), verifying that they are adequately staffed and resourced;</p> <p>e) assigns the supervisory functions pursuant to Article 6(1)(b) of Legislative Decree No. 231/2001 to the control</p>	X	<p>Paragraph 4.1</p> <p>Paragraph 9.2</p>

	<p>body or to a specially constituted body. In the event that the body does not coincide with the control body, the administrative body shall assess the appropriateness of appointing at least one non-executive director and/or one member of the control body and/or the holder of the company's legal or control functions to the body, in order to ensure coordination between the various parties involved in the internal control and risk management system;</p> <p>(f) evaluates, in consultation with the control body, the findings set out by the statutory auditor in the letter of recommendations, if any, and in the additional report addressed to the control body;</p> <p>g) describes, in the corporate governance report, the main features of the internal audit and risk management system and the methods of coordination between the subjects involved in it, indicating the reference models and national and international best practices, and expressing its overall assessment of the adequacy of the system and giving an account of the choices made with regard to the composition of the supervisory body pursuant to letter e) above.</p>		
R. 34	<p>The chief executive officer:</p> <p>a) identifies the main corporate risks, taking into account the characteristics of the activities carried out by the company and its subsidiaries, and periodically submits them to the administrative body for examination;</p> <p>b) implements the guidelines laid down by the administrative body, overseeing the design, implementation and management of the internal control and risk management system and constantly checking its adequacy and effectiveness, as well as overseeing its adaptation to the operating conditions and to the legislative and regulatory scenario;</p>	X	Paragraph 9.1

	<p>c) may entrust to the Internal Audit function the performance of audits on specific operational areas and on compliance with internal rules and procedures in the execution of corporate transactions, simultaneously notifying the chair of the administrative body, the chair of the control and risk committee and the chair of the control body;</p> <p>d) promptly reports to the control and risk committee on problems and critical issues that have emerged in the performance of its activities or of which it has become aware, so that the committee can take the appropriate measures.</p>		
R. 35	<p>The control and risk committee is composed of only non-executive directors, the majority of whom are independent, and is chaired by an independent director. As a whole, the committee has adequate expertise in the sector in which the company operates, to assess the relevant risks; at least one committee member has adequate knowledge and experience in accounting and finance or risk management. In assisting the administrative body, the control and risk committee:</p> <p>a) assesses, after consulting the financial reporting manager, the statutory auditor and the control body, the correct use of the accounting standards and, in the case of groups, their uniformity for the purposes of preparing the consolidated financial statements;</p> <p>b) 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, coordinating if necessary with any committee envisaged by recommendation 1, letter a);</p>	X	Paragraph 9.2

	<p>c) examines the content of periodic non-financial information relevant to the internal control and risk management system;</p> <p>d) expresses opinions on specific aspects relating to the identification of the main corporate risks and supports the evaluations and decisions of the administrative body with respect to the management of risks arising from prejudicial events of which the latter has become aware;</p> <p>e) reviews periodic and particularly significant reports prepared by the Internal Audit department;</p> <p>f) monitors the independence, adequacy, effectiveness and efficiency of the Internal Audit Department;</p> <p>g) may ask the Internal Audit department (copying in the chair of the control body) to carry out checks on particular areas of operations;</p> <p>h) reports to the administrative body, at least upon approval of the annual and interim financial report, on its activities and on the adequacy of the internal control and risk management system.</p>		
R. 36	<p>The head of Internal Audit is not responsible for any operational area and reports hierarchically to the administrative body. It has direct access to all information useful to carrying out the relevant tasks. The head of the Internal Audit department:</p> <p>a) verifies, both on an ongoing basis and in relation to specific needs and in compliance with international standards, the functioning and suitability of the internal control and risk management system, through an audit plan approved by the administrative body, based on a structured process of analysis and prioritizing the key risks;</p>	X	Paragraph 9.3

	<p>b) prepares periodic reports containing adequate information regarding its activities, ways in which risk management is conducted, as well as compliance with the plans defined for their reduction. The periodic reports contain an assessment of the suitability of the Internal Control and Risk Management System;</p> <p>c) also at the request of the control body, prepare timely reports on events of particular importance;</p> <p>d) sends the reports pursuant to points b) and c) to the chairs of the control body, the control and risk committee and the administrative body, as well as to the chief executive officer, except where such relations specifically regard the work of these figures;</p> <p>e) verifies, as part of the audit plan, the reliability of information systems, including the accounting systems.</p>		
R. 37	<p>A member of the control body who, on their own behalf or on behalf of third parties, has an interest in a certain transaction of the company shall promptly and fully inform the other members of the same body and the chair of the administrative body on the nature, terms, origin and extent of their interest.</p> <p>The control body and the control and risk committee exchange information relevant to the performance of their respective tasks in a timely manner. The chair of the control body, or another designated member, takes part in the work of the control and risk committee.</p>	X	<p>Paragraph 9.8</p> <p>Paragraph 11.2</p>

## APPENDIX

TABLE 1: INFORMATION ON THE OWNERSHIP STRUCTURE AS AT 26 March 2024

STRUCTURE OF THE SHARE CAPITAL				
	No. of shares	No. of voting rights	Listed (indicate markets)/unlisted	Rights and obligations
Ordinary shares (pursuant to Article 6 of the Articles of Association, the possibility of increasing the voting rights is envisaged)	175,000,000	285,465,000	EXM Milan	N/A
Preference shares	-	-	N/A	N/A
Multiple voting shares	-	-	N/A	N/A
Other categories of shares with voting rights	-	-	N/A	N/A
Savings shares	-	-	N/A	N/A
Convertible savings shares	-	-	N/A	N/A
Other categories of non-voting shares	-	-	N/A	N/A
Other	-	-	N/A	N/A
OTHER FINANCIAL INSTRUMENTS (attributing the right to subscribe newly issued shares)				
	Listed (indicate markets)/unlisted	No. of instruments in issue	Category of shares servicing conversion/exercise	No. of shares servicing conversion/exercise
Convertible bonds	N/A	N/A	N/A	N/A
Warrants	N/A	N/A	N/A	N/A

SIGNIFICANT SHAREHOLDINGS			
Declarant	Direct shareholder	% share of ordinary share capital	% share of voting share capital
Massimo Scagliarini	GVS Group S.r.l.	60.00%	73.56%
Ruth Wertheimer	7-INDUSTRIES HOLDING BV	3.123%	3.829%
	Ruth Wertheimer	0.001%	0.001%
	<b>Total</b>	<b>3.124%</b>	<b>3.830%</b>



**TABLE 2A: STRUCTURE OF THE BOARD OF DIRECTORS AT THE END OF THE FINANCIAL YEAR**

Board of Directors													
Position	Members	Year of birth	Date of first appointment (*)	In office since	In office until (date of approval of the financial statements)	List (presenters) (**)	List (M/m) (***)	Exec.	Non-Exec.	Indep. Code	Indep. CFA	No. other appointments (****)	Attendance (*****)
<b>Chair</b>	Alessandro Nasi	1974	13 March 2020	03 May 2023	31 December 2025	Shareholders	M		x	x	x	3	6/6
<b>Chief Executive Officer</b>	Massimo Scagliarini	1965	24 July 1990	03 May 2023	31 December 2025	Shareholders	M	X				-	6/6
<b>Director</b>	Marco Scagliarini	1964	24 July 1990	03 May 2023	31 December 2025	Shareholders	M		x			-	6/6
<b>Director</b>	Grazia Valentini	1942	18 March 1987	03 May 2023	31 December 2025	Shareholders	M		x			-	6/6
<b>Director</b>	Marco Pacini	1971	03 May 2023	03 May 2023	31 December 2025	Shareholders	M		x			-	6/6
<b>Director</b>	Simona Scarpaleggia	1960	03 May 2023	03 May 2023	31 December 2025	Shareholders	M		x	x	x	1	5/6
<b>Director</b>	Anna Tanganelli	1981	03 May 2023	03 May 2023	31 December 2025	Shareholders	M		x	x	x	-	6/6
<b>Director</b>	Pietro Cordova	1960	03 May 2023	03 May 2023	31 December 2025	Shareholders	m		x	x	x	1	6/6
<b>Director</b>	Michela Schizzi	1982	13 March 2020	03 May 2023	31 December 2025	Shareholders	M		x	x	x	1	6/6
<b>No. of meetings held during the reference financial year: 6</b>													
<b>Indicate the quorum required for submission of lists by minority shareholders for the election of one or more members (per Article 147-ter of the CFA): 2.50%</b>													
<b>NOTES</b>													
• This symbol indicates the Director in charge of the internal control and risk management system.													

(\*) Date of first appointment of each Director means the date on which the Director was appointed for the first time (ever) in the Issuer's BoD.

(\*\*) This column indicates whether the list from which each Director was drawn was submitted by shareholders (indicating "Shareholders") or by the Board of Directors (indicating "Board of Directors").

(\*\*\*) This column indicates whether the list from which each Director has been drawn is "majority" (indicating "M"), or "minority" (indicating "m").

(\*\*\*\*) This column shows the number of offices as Director or Auditor held by the person concerned in other listed companies or companies of significant size. Offices held in several companies belonging to the same group will count for only one unit.

(\*\*\*\*\*) This column shows the attendance of Directors at Board meetings (indicate the number of meetings attended compared with the total number of meetings which could have been attended; e.g. 6/8; 8/8 etc.).

**TABLE 2B: STRUCTURE OF THE BOARD OF DIRECTORS UNTIL APPROVAL OF THE 2022 FINANCIAL STATEMENTS**

Board of Directors													
Position	Members	Year of birth	Date of first appointment (*)	In office since	In office until (date of approval of the financial statements)	List (presenters) (**)	List (M/m) (***)	Exec.	Non-Exec.	Indep. Code	Indep. CFA	No. other appointments (****)	Attendance (*****)
<b>Chair</b>	Grazia Valentini	1942	18 March 1987	13 March 2020	03 May 2023	N/A	N/A		X			-	4/4
<b>Chief Executive Officer</b>	Massimo Scagliarini	1965	24 July 1990	13 March 2020	03 May 2023	N/A	N/A	x				-	4/4
<b>Director</b>	Marco Scagliarini	1964	24 July 1990	13 March 2020	03 May 2023	N/A	N/A	x				-	4/4
<b>Director</b>	Mario Saccone	1967	23 July 2010	13 March 2020	03 May 2023	N/A	N/A	x				-	4/4
<b>Director</b>	Matteo Viola	1974	23 May 2018	13 March 2020	03 May 2023	N/A	N/A	x				-	3/4
<b>Director</b>	Nadia Buttignol	1977	13 March 2020	19 June 2020	03 May 2023	N/A	N/A		X	x	x	-	4/4
<b>Director</b>	Arabella Caporello	1972	13 March 2020	19 June 2020	03 May 2023	N/A	N/A		X	x	x	1	4/4
<b>Director</b>	Alessandro Nasi	1974	13 March 2020	19 June 2020	03 May 2023	N/A	N/A		X	x	x	3	4/4
<b>Director</b>	Michela Schizzi	1982	13 March 2020	19 June 2020	03 May 2023	N/A	N/A		x	x	x	-	3/4
<b>No. of meetings held during the reference financial year: 4</b>													
<b>Indicate the quorum required for submission of lists by minority shareholders for the election of one or more members (per Article 147-ter of the CFA): 2.50%</b>													

**NOTES**

- This symbol indicates the Director in charge of the internal control and risk management system.
- (\*) Date of first appointment of each Director means the date on which the Director was appointed for the first time (ever) in the Issuer's BoD.
- (\*\*) This column indicates whether the list from which each Director was drawn was submitted by shareholders (indicating "Shareholders") or by the Board of Directors (indicating "Board of Directors").
- (\*\*\*) This column indicates whether the list from which each Director has been drawn is "majority" (indicating "M"), or "minority" (indicating "m").
- (\*\*\*\*) This column shows the number of offices as Director or Auditor held by the person concerned in other listed companies or companies of significant size. Offices held in several companies belonging to the same group will count for only one unit.
- (\*\*\*\*\*) This column shows the attendance of Directors at Board meetings (indicate the number of meetings attended compared with the total number of meetings which could have been attended; e.g. 6/8; 8/8 etc.).

**TABLE 3A: STRUCTURE OF THE BOARD COMMITTEES AT THE END OF THE FINANCIAL YEAR**

Board of Directors		Control, Risk and Sustainability Committee		Appointments and Remuneration Committee	
Position	Members	(*)	(**)	(*)	(**)
<b>Chair</b> (non-executive - independent)	Alessandro Nasi				
<b>Chief Executive Officer</b>	Massimo Scagliarini				
<b>Director</b> (non-executive - non-independent)	Marco Scagliarini				
<b>Director</b> (non-executive - non-independent)	Grazia Valentini				
<b>Director</b> (non-executive - non-independent)	Marco Pacini				
<b>Director</b> (non-executive - independent in accordance with the CFA and Code)	Simona Scarpaleggia	7/8	M	5/5	P
<b>Director</b> (non-executive - independent in accordance with the CFA and Code)	Anna Tanganelli	8/8	P		
<b>Director</b> (non-executive - independent in accordance with the CFA and Code)	Pietro Cordova	8/8	M	4/5	M
<b>Director</b> (non-executive - independent in accordance with the CFA and Code)	Michela Schizzi			5/5	M
<b>No. of meetings held during the reference financial year:</b>		8		5	
<b>NOTES</b>					

(\*) This column shows the attendance of Directors at Board meetings (indicate the number of committee meetings attended compared with the total number of meetings which could have been attended; e.g. 6/8; 8/8 etc.).

(\*\*) This column indicates the title of the Director within the committee: (\*\*) "P": chair; "M": member.

**TABLE 3B: STRUCTURE OF THE BOARD COMMITTEES UNTIL APPROVAL OF THE 2022 FINANCIAL STATEMENTS**

Board of Directors		Control, Risk and Sustainability Committee		Appointments and Remuneration Committee	
Position	Members	(*)	(**)	(*)	(**)
<b>Chair</b> (non-executive - non-independent)	Grazia Valentini			4/5	M
<b>Chief Executive Officer</b>	Massimo Scagliarini				
<b>Director</b> (executive - non-independent)	Marco Scagliarini				
<b>Director</b> (executive - non-independent)	Mario Saccone				
<b>Director</b> (executive - non-independent)	Matteo Viola				
<b>Director</b> (non-executive - independent in accordance with the CFA and Code)	Nadia Buttignol	6/6	M		
<b>Director</b> (non-executive - independent in accordance with the CFA and Code)	Arabella Caporello	6/6	P		
<b>Director</b> (non-executive - independent in accordance with the CFA and Code)	Alessandro Nasi			5/5	M
<b>Director</b> (non-executive - independent in accordance with the CFA and Code)	Michela Schizzi	6/6	M	5/5	P
<b>No. of meetings held during the reference financial year:</b>		6		5	
<b>NOTES</b>					
(*) This column shows the attendance of Directors at Board meetings (indicate the number of committee meetings attended compared with the total number of meetings which could have been attended; e.g. 6/8; 8/8 etc.).					
(**) This column indicates the title of the Director within the committee: (**) "P": chair; "M": member.					

**TABLE 4A: STRUCTURE OF THE BOARD OF STATUTORY AUDITORS AT THE END OF THE FINANCIAL YEAR**

Board of Statutory Auditors									
Position	Members	Year of birth	Date of first appointment (*)	In office since	In office until (date of approval of the financial statements)	List (M/m) (**)	Indep. Code	Attendance of the meetings of the Board of Statutory Auditors (***)	No. other appointments (****)
<b>Chair</b>	Maria Federica Izzo	1981	03 May 2023	03 May 2023	31 December 2025	m	x	23/24	4
<b>Standing Auditor</b>	Giuseppe Farchione	1960	03 May 2023	03 May 2023	31 December 2025	M	x	20/24	14
<b>Standing Auditor</b>	Francesca Sandrolini	1967	13 March 2020	03 May 2023	31 December 2025	M	x	24/24	7
<b>Alternate Auditor</b>	Alessia Fulgeri	1971	03 May 2023	03 May 2023	31 December 2025	m	x	/	7
<b>Alternate Auditor</b>	Mario Difino	1956	13 March 2020	03 May 2023	31 December 2025	M	x	/	22
<b>Number of meetings held during relevant financial year: 24</b>									
<b>Indicate the quorum required for the submission of lists by minority shareholders for the election of one or more members (pursuant to Article 148 of the CFA): 2.50%</b>									
<b>NOTES</b>									
(*) Date of first appointment of each Auditor means the date on which the Auditor was appointed for the first time (ever) in the Issuer's board of statutory auditors.									
(**) This column indicates whether the list from which each Auditor has been drawn is "majority" (indicating "M"), or "minority" (indicating "m").									
(***) This column indicates the attendance of the Auditors at the meetings of the Board of Statutory Auditors (indicate the number of meetings attended with respect to the total number of meetings which could have been attended; e.g. 6/8; 8/8 etc.).									
(****) This column indicates the number of assignments as Director or Standing/Single Auditor covered by the interested party in accordance with Article 148-bis of the CFA and the respective implementing provisions contained in the CONSOB Issuers' Regulation. The offices of alternate auditor and/or liquidator or similar offices were not considered. The complete list of positions is published by Consob on its website under the terms of Article 144- <i>quinquiesdecies</i> of the Consob Issuers' Regulation.									





**TABLE 4B: STRUCTURE OF THE BOARD OF STATUTORY AUDITORS UNTIL APPROVAL OF THE 2022 FINANCIAL STATEMENTS**

Board of Statutory Auditors									
Position	Members	Year of birth	Date of first appointment (*)	In office since	In office until (date of approval of the financial statements)	List (M/m) (**)	Indep. Code	Attendance of the meetings of the Board of Statutory Auditors (***)	No. other appointments (****)
<b>Chair</b>	Patrizia Lucia Maria Riva	1970	13 March 2020	19 June 2020	03 May 2023	N/A	x	11/11	7
<b>Standing Auditor</b>	Stefania Grazia	1966	13 March 2020	19 June 2020	03 May 2023	N/A	x	11/11	12
<b>Standing Auditor</b>	Francesca Sandrolini	1967	13 March 2020	19 June 2020	03 May 2023	N/A	x	11/11	5
<b>Alternate Auditor</b>	Daniela Baesi	1971	13 March 2020	19 June 2020	03 May 2023	N/A	x	/	1
<b>Alternate Auditor</b>	Mario Difino	1956	13 March 2020	19 June 2020	03 May 2023	N/A	x	/	21
<b>Number of meetings held during relevant financial year: 11</b>									
<b>Indicate the quorum required for the submission of lists by minority shareholders for the election of one or more members (pursuant to Article 148 of the CFA): 2.50%</b>									
<b>NOTES</b>									
(*) Date of first appointment of each Auditor means the date on which the Auditor was appointed for the first time (ever) in the Issuer's Board of Statutory Auditors.									
(**) This column indicates whether the list from which each Auditor has been drawn is "majority" (indicating "M"), or "minority" (indicating "m").									
(***) This column indicates the attendance of the Auditors at the meetings of the Board of Statutory Auditors (indicate the number of meetings attended with respect to the total number of meetings which could have been attended; e.g. 6/8; 8/8 etc.).									
(****) This column indicates the number of assignments as Director or Standing/Single Auditor covered by the interested party in accordance with Article 148- <i>bis</i> of the CFA and the respective implementing provisions contained in the CONSOB Issuers' Regulation. The offices of alternate auditor and/or liquidator or similar offices were not considered. The complete list of positions is published by Consob on its website under the terms of Article 144- <i>quinquiesdecies</i> of the Consob Issuers' Regulation.									

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