

**LU-VE S.p.A.**

**Via Vittorio Veneto 11 – 21100 Varese**

**REA [Economic and Administrative Index] Number: VA-191975**

**Tax Code: 01570130128**



# **REPORT ON CORPORATE GOVERNANCE AND OWNERSHIP STRUCTURES**

pursuant to art.123-*bis* of the TUF (Consolidated Law on Finance)  
(traditional administration and control model)

## **YEAR 2024**

approved by the Board of Directors of 13 March 2025

**LU-VE S.p.A.**

*Registered office:* Via Vittorio Veneto n.11 – 21100 VARESE (VA)

*Administrative headquarters:* Via Caduti della Liberazione no. 53 – 21040 UBOLDO (VA)

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# CONTENTS

CONTENTS.....	2
GLOSSARY.....	7
INTRODUCTION.....	12
SUMMARY.....	14
1.0 Company profile.....	18
2.0 Information on ownership structures (pursuant to art. 123- <i>bis</i> , paragraph 1, of the Consolidated Law on Finance) as at 13 March 2025.....	26
A) Structure of the share capital (pursuant to art. 123- <i>bis</i> , paragraph 1, letter a), of the Consolidated Law on Finance).....	26
B) Restrictions to the transfer of securities (pursuant to art. 123- <i>bis</i> , paragraph 1, letter b), of the Consolidated Law on Finance).....	26
C) Relevant equity investment in the share capital (pursuant to art.123- <i>bis</i> , paragraph 1, letter c),of the Consolidated Law on Finance).....	27
D) Securities that confer special rights (pursuant to art. 123- <i>bis</i> , paragraph 1, letter d), of the Consolidated Law on Finance).....	27
E) Employee ownership scheme: mechanism for the exercise of voting rights (pursuant to art. 123- <i>bis</i> , paragraph 1, letter e), of the Consolidated Law on Finance).....	29
F) Restriction to the right of vote ((pursuant to art. 123- <i>bis</i> , paragraph 1, letter f), of the Consolidated Law on Finance).....	29
G) Agreements between shareholders (to art.123- <i>bis</i> , paragraph 1, letter g), of the Consolidated Law on Finance).....	29
H) Change of control clause (pursuant to art. 123- <i>bis</i> , paragraph 1, letter h), of the Consolidated Law on Finance) and statutory provisions relating to the Public Offer (pursuant to art.104, paragraph 1- <i>ter</i> , and 104- <i>bis</i> , paragraph 1, of the Consolidated Law on Finance).....	29
I) Delegations to increase the share capital and authorisations for the purchase of treasury shares (pursuant to art. 123- <i>bis</i> , paragraph 1, letter m), of the Consolidated Law on Finance) ...	30
L) Management and coordination activities (pursuant to art. 2497 et seq. of the Italian Civil Code).....	31
3.0 Compliance (pursuant to art. 123- <i>bis</i> , paragraph 2, letter a), first part, of the Consolidated Law on Finance).....	33
4.0 Board of Directors.....	36
4.1 Role of the Board of Directors.....	36
Reserved powers and activities carried out by the Board of Directors.....	36
4.2 Appointment and replacement (pursuant to art.123- <i>bis</i> , paragraph 1, letter l), first part, of the Consolidated Law on Finance).....	45



4.3	Composition (pursuant to art.123- <i>bis</i> , paragraph 2, letter d) and d- <i>bis</i> , of the Consolidated Law on Finance) .....	48
	Diversity criteria and policies in the composition of the Board and in the company organization.....	58
	Maximum number of offices held in other companies .....	60
4.4	Functioning of the Board of Directors (pursuant to art.123- <i>bis</i> , paragraph 2, letter d), of the Consolidated Law on Finance) .....	61
4.5	Role of the Chairman of the Board of Directors .....	63
	Secretary of the Board .....	65
4.6	Executive Directors.....	66
	Chief Executive Officers .....	66
	Chairman of the Board of Directors.....	70
	Executive Committee (pursuant to art. 123- <i>bis</i> , paragraph 2, letter d), Consolidated Law on Finance).....	71
	Disclosure to the Board by the directors/delegated bodies.....	71
	Other executive directors .....	71
4.7	Independent Directors and Lead Independent Director .....	75
	Independent Directors .....	75
	Lead Independent Director .....	79
5.0	Management of corporate information.....	82
6.0	Internal Board Committees (pursuant to art. 123- <i>bis</i> , paragraph 2, letter d), Consolidated Law on Finance).....	86
	Additional committees (other than those required by law or recommended by the Code)	90
7.0	Self-assessment and succession of Directors - Remuneration and Appointments Committee .....	92
7.1.	Self-assessment and succession of Directors.....	92
7.2.	Appointments Committee.....	94
8.0	Remuneration of Directors - Remuneration and Appointments Committee.....	96
8.1.	Remuneration of Directors.....	96
8.2.	Remuneration and Appointments Committee .....	96
	Composition and functioning of the Remuneration and Appointments Committee (pursuant to art. 123- <i>bis</i> , paragraph 2, letter d), of the Consolidated Law on Finance) .....	96
	Functions of the Remuneration and Appointments Committee .....	97
9.0	Internal Control and Risk Management System – Control and Risk Committee.....	102
	Characteristics of the Internal Control and Risk Management System .....	103
	Main characteristics of Internal Control and Risk Management Systems and in relation to the financial disclosure and Sustainability Reporting process .....	105



Adequacy of the Internal Control and Risk Management System.....	109
9.1. Chief Executive Officer .....	110
9.2. Control and Risk Committee .....	111
Composition and functioning of the Control and Risk Committee (pursuant to art. 123- <i>bis</i> , paragraph 2, letter d), of the Consolidated Law on Finance) .....	112
Functions assigned to the Control and Risk Committee .....	113
9.3. Head of the Internal Audit function .....	117
9.4. Organisation Model pursuant to Italian Legislative Decree no. 231/2001.....	121
9.5. Auditor.....	126
9.6. Financial Reporting Manager .....	126
9.7. Coordination between the entities involved in the Internal Control and Risk Management System .....	128
10.0 Directors' interests and related party transactions.....	131
11.0 Board of Statutory Auditors .....	136
11.1. Appointment and replacement.....	136
11.2. Composition and functioning of the Board of Statutory Auditors (pursuant to art. 123- <i>bis</i> , paragraph 2, letters d) and d- <i>bis</i> ), of the Consolidated Law on Finance).....	139
Diversity policies and criteria .....	144
Independence.....	146
Remuneration.....	146
Interest management.....	146
11.3. ROLE .....	147
<i>Induction Programme</i> .....	149
12.0 Relations with Shareholders AND other significant stakeholders .....	152
Access to information .....	152
Dialogue with Shareholders .....	152
Dialogue with other significant Stakeholders .....	153
Topics subject to Dialogue .....	154
13.0 Shareholders' Meeting.....	157
14.0 Additional corporate governance procedures (pursuant to art. 123- <i>bis</i> , paragraph 2, letter a), second part of the Consolidated Law on Finance).....	162
15.0 Changes after the close of the Financial Year .....	164
16.0 Considerations on the letter of the Chairman of the Corporate Governance Committee..	166
<b>Tables</b>	
Table 1: Information on ownership structures.....	170
Table 2: Structure of the Board of Directors at the closing date of the Financial Year .....	171





Table 3: Structure of the board committees at the closing date of the Financial Year .....172

Table 4: Structure of the Board of Statutory Auditors at the closing date of the Financial Year .....173





# Glossary

## GLOSSARY

**Directors:** the members of the LU-VE Board of Directors.

**Meeting/Shareholders' meeting:** the shareholders' meeting of LU-VE.

**Shareholders:** the LU-VE shareholders.

**Borsa Italiana:** Borsa Italiana S.p.A., with registered office in Milan, Piazza Affari, no. 6.

**Chief Executive Officer/CEO:** the main person responsible for the management of the company.

**Chief Strategic Development Officer/CSDO:** the director responsible for coordinating, in support of the CEO, the implementation of strategic industrial policies, dealing with the development of the individual Group plants with reference to both real estate and industrial profiles in close cooperation with the GM, in the pursuit of Sustainable Success, taking care of the development of all activities related to sustainability strategies and the integration of these strategies into the business plan.

**Old Corporate Governance Code:** the Old Corporate Governance Code for listed companies approved for the first time in 1999 and last amended in July 2018 by the Corporate Governance Committee.

**Corporate Governance Code:** the Corporate Governance Code adopted by companies with listed shares approved by the Corporate Governance Committee in January 2020, to which the Company has adhered from 1 January 2021.

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

**Code of Ethics:** the code of ethics approved by the Board of Directors on 30 June 2016.

**Board/Board of Statutory Auditors:** the Board of Statutory Auditors of LU-VE.

**Committees:** the Control and Risk Committee, the Remuneration and Appointments Committee and the Independent Committee.

**Control and Risk Committee/CCR:** the Control and Risk Committee with responsibility for Transactions with Related Parties of LU-VE.

**Independent Committee:** the Independent Committee of LU-VE.

**Corporate Governance Committee:** the Italian Committee for Corporate Governance of listed companies, and promoted by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria.

**Remuneration and Appointments Committee/CRN:** the Remuneration and Appointments Committee of LU-VE.

**Board of Directors/Board/BoD:** the Board of Directors of LU-VE.



**CONSOB:** Commissione Nazionale per le Società e la Borsa, the Italian financial markets regulator, with registered office in Rome, via G.B. Martini, no. 3.

**General Manager/GM:** the party entrusted with the ordinary management of the Group's activities, in support of the CEO.

**Legislative Decree 125/2024:** means Legislative Decree No. 125 of September 6, 2024, on "Implementation of Directive 2022/2464/EU of the European Parliament and of the Council of December 14, 2022, amending Regulation 537/2014/EU, Directive 2004/109/EC, Directive 2006/43/EC, and Directive 2013/34/EU as regards corporate sustainability reporting.

**Financial year:** the company year from 1 January to 31 December 2024.

**ESRS:** the Sustainability Reporting standards defined in Commission Delegated Regulation (EU) 2023/2772 of 31 July 2023.

**Euronext Milan:** the market segment managed by Borsa Italiana S.p.A. in which the Issuer's shares were traded up to 20 September 2022, known as "Mercato Telematico Azionario" (MTA) until 25 October 2021.

**Euronext STAR Milan:** the market segment managed by Borsa Italiana S.p.A. in which the Issuer's shares are traded from 22 September 2022.

**Group/LU-VE Group:** LU-VE and its direct or indirect subsidiaries pursuant to art. 93 of the Consolidated Law on Finance and Article 2359 of the Italian Civil Code.

**Guidelines:** the "*Guidelines for the identification and performance of the significant transactions of the LU-VE S.p.A. Group*", approved by the Board of Directors on 8 February 2018.

**SCIGR Guidelines:** the "*Guidelines of the Internal Control and Risk Management System of the LU-VE S.p.A. Group*", approved by the Board of Directors on 21 September 2017 and most recently amended on 13 November 2024.

**LU-VE/Company/Issuer:** LU-VE S.p.A., with registered office in Varese, via Vittorio Veneto no. 11.

**Supervisory Body/SB:** the supervisory body of the Company established pursuant to art. 6 of Italian Legislative Decree no. 231 of 8 June 2001 as subsequently amended.

**Business Plan:** the planning document approved by the Board of Directors which defines the company's strategic targets and the actions to be taken in order to achieve these targets in line with the level of exposure to the chosen risk, with a view to promoting the Company's Sustainable Success.

**Chairman/Chairman of the BoD:** the chairman of the Issuer's Board of Directors.

**Honorary Chairman:** individual of high standing/or who has contributed significantly to the affirmation and/or the development and/or reputation of the Company LU-VE, appointed by the Board of Directors, also identifying him/her outside its members.





**OPC Procedure:** the “*Related Party Transactions Procedure*”, with the updated version adopted by the Board of Directors on 3 May 2017, as subsequently amended and supplemented in the version updated by the Board of Directors on 29 June 2021.

**BoD and Committees Regulations:** the Regulations of the Board of Directors and of the Internal Board Committees approved by the Board of Directors on 24 February 2021 and most recently amended on 13 November 2024.

**Consob Issuers’ Regulation:** the Regulation issued by Consob by means of resolution no. 11971 of 1999 (as subsequently amended) regarding issuers.

**Consob Markets Regulation:** the Regulation issued by Consob by means of resolution no. 20249 of 2017 (as subsequently amended) regarding markets.

**Consob Related Party Regulation:** the Regulation issued by Consob by means of resolution no. 17221 of 12 March 2010 (as subsequently amended) regarding transactions with related parties.

**Report:** this report on corporate governance and ownership structures drafted by LU-VE pursuant to art. 123-*bis* of the Consolidated Law on Finance.

**Integrated Annual Report:** the Annual financial report referred to in Article 154-ter, paragraph 1, of the TUF, containing in a separate section of the Directors’ report, the Sustainability Reporting.

**Remuneration Report:** the “*Annual report on the remuneration policy and the remuneration paid*” that the Company is required to draft annually in accordance with art. 123-*ter* of the Consolidated Law on Finance and art. 84-*quater* of the Consob Issuers’ Regulation.

**Sustainability Reporting:** the consolidated reporting containing the information on the sustainability issues of the LU-VE Group, in accordance with art. 4 of Italian Legislative Decree no. 125 of 6 September 2024.

**Subsidiaries:** direct or indirect subsidiaries of LU-VE pursuant to art. 93 of the Consolidated Law on Finance and art. 2359 of the Italian Civil Code.

**Concentrated Ownership Company:** a company in which one or more shareholders who participate in a shareholder voting agreement have, directly or indirectly (through subsidiaries, trustees or third parties), a majority of the votes that can be exercised at an ordinary meeting.

**Large Company:** a company whose capitalization exceeded Euro 1 billion on the last trading day of each of the previous three calendar years.

**Close Relative:** shall mean the close relatives of a person, defined as such in accordance with the International Accounting Standards in force at the time negotiations on a RPT are entered into or, in the absence of negotiations, at the time the relevant decision is adopted.

**Sustainable Success:** objective that guides the action of the Board of Directors and which is embodied in the creation of long-term value for the benefit of all parties whose interests are or could be affected by the Company's core activities.



**Top Management:** the senior executives of the Company and the Group who are not members of the Board of Directors and have power and responsibility for planning, managing and controlling the activities of the LU-VE Company and Group.

**Articles of Association/Articles:** the Articles of Association of LU-VE, in force at the date of presentation of this Report.

**Consolidated Law on Finance (TUF):** Italian Legislative Decree no. 58 of 24 February 1998 as subsequently amended.

In addition to the aforementioned definitions, unless otherwise specified, the definitions of the Corporate Governance Code must be understood as being recalled by reference.

In addition, unless otherwise specified, in the sections that refer to the content of the relevant ESRs, the definitions contained in the ESRs are also to be understood as recalled by reference, in particularly those related to: lobbying, value chain, affected communities, active and passive bribery, corporate culture, consumers, sustainability statement, employee, discrimination, suppliers, own workforce, impacts, sustainability-related impacts, workers in the value chain, non-employee workers, independent board members, metrics, business model, harassment, target, opportunities, sustainability-related opportunities, boards of directors management and control, policy, indigent peoples, stakeholders, sustainability issues, relevance, risks, sustainability-related risks, end users.





# Introduction

Report on Corporate Governance and Ownership Structures 2024

## INTRODUCTION

This Report aims to illustrate LU-VE's corporate governance system, in compliance with the legislative and regulatory provisions applicable to companies listed on Euronext Milan and in order to ensure fairness and transparency in corporate disclosures.

LU-VE was admitted to listing on the Euronext Milan (formerly MTA market) from 21 June 2017 and on the STAR segment from 22 September 2022.

On 1 January 2021, the Board of Directors of LU-VE approved the adoption of the Corporate Governance Code, whose adoption guarantees the constant alignment of listed companies with international best practices.

In this Report, LU-VE provides information to the market on how the Corporate Governance Code is applied and on the profiles relating to its sustainability. The Report was also prepared on the basis of the format made available to issuers by Borsa Italiana (X edition - December 2024).

The Report is available on the Issuer's website at the address [www.luvegroup.com](http://www.luvegroup.com), in the section “Corporate governance & shareholders” - “Codes of conduct & corporate documents” - “Corporate governance reports”.





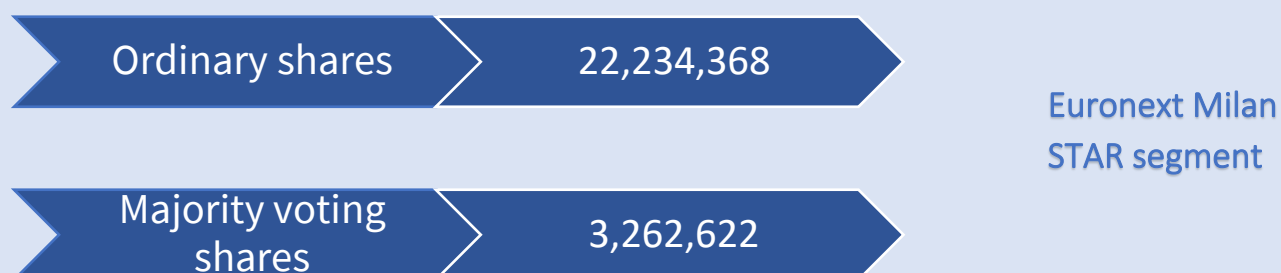
# Summary

Report on Corporate Governance and Ownership Structures 2024

## SUMMARY

### Share capital

Euro 62,704,488.80

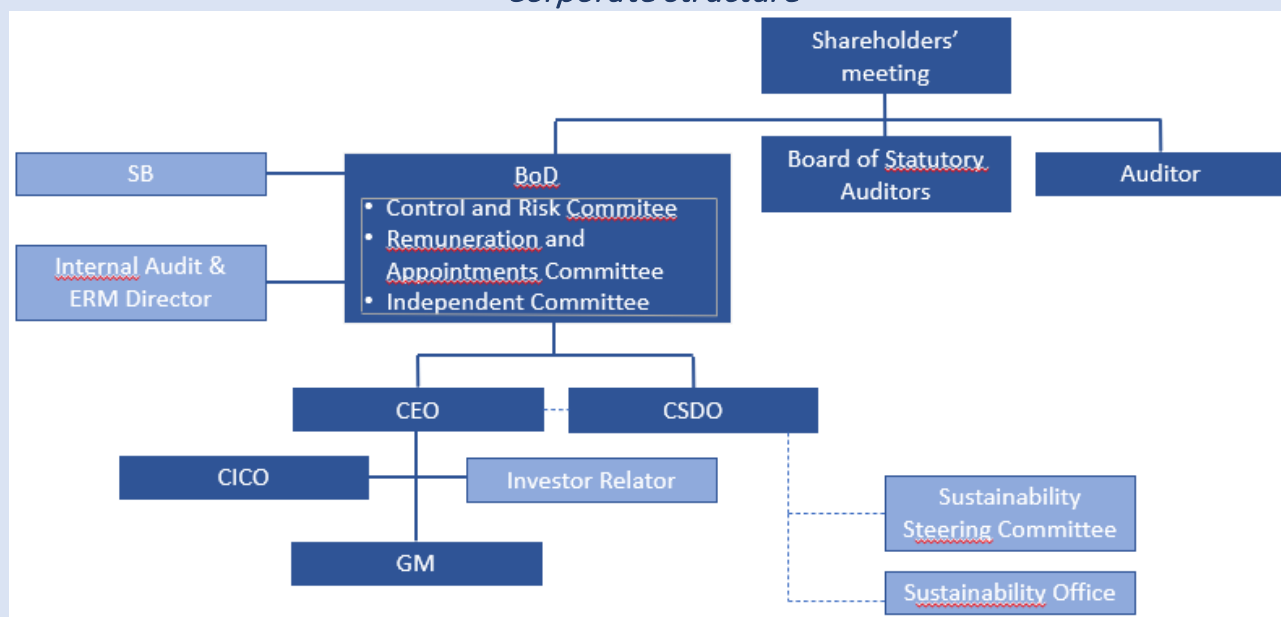


### Shareholders

The shareholders who hold more than 5% of the share capital of LU-VE S.p.A. are the following:

Shareholder	Number of Ordinary Shares held	% with respect to ordinary share capital	% on the total voting rights
<b>Finami S.p.A.</b>	10,187,999	45.8210%	50.9511%
<b>G4 S.r.l.</b>	3,558,272	16.0035%	14.2783%

### Corporate structure



## Composition of the Board of Directors (BoD)

### Matteo Liberali

CEO and Executive  
Chairman of the Board of Directors

### Pier Luigi Faggioli

Executive  
Vice Chairman of the Board of  
Directors

### Michele Faggioli \*

Executive  
CSDO

### Raffaella Cagliano \*

Non-executive  
Independent  
Director

### Anna Gervasoni

Non-executive  
Independent  
Director

### Fabio Liberali

Non-executive  
Independent

### Laura Oliva \*

Non-executive  
Independent

### Stefano Paleari

Non-executive  
Independent  
Director

### Carlo Paris

Non-executive  
Independent  
Director

### Roberta Pierantoni \*

Non-executive  
Independent

\* The members with specific technical expertise on sustainability issues

### Marco Claudio Vitale

Honorary Chairman BoD

## Composition of the Control and Risk and Related Party Transactions Committee

### Stefano Paleari

Chairman

### Anna Gervasoni

Member

### Laura Oliva

Member

## Composition of the Remuneration and Appointments Committee

### Stefano Paleari

Chairman

### Anna Gervasoni

Member

### Roberta Pierantoni

Member

### *Composition of the Independent Committee*

**Stefano Paleari**

Chairman

**Raffaella Cagliano**

Member

**Carlo Paris**

Member

### *Composition of the Board of Statutory Auditors*

**Mara Palacino**

Chairman

**Paola Mignani**

Member

**Domenico A. M. Fava**

Member

### *Composition of the Supervisory Body*

**Marco Romanelli**

Chairman

**Elena Negri**

Member

**Andrea Colombo**

Member

**Riccardo Quattrini**

General Manager (GM)

**Michele Garulli**

Investor Relator

**Elena Negri**

Internal Audit & ERM Director





# 1. Company profile

Report on Corporate Governance and Ownership Structures 2024

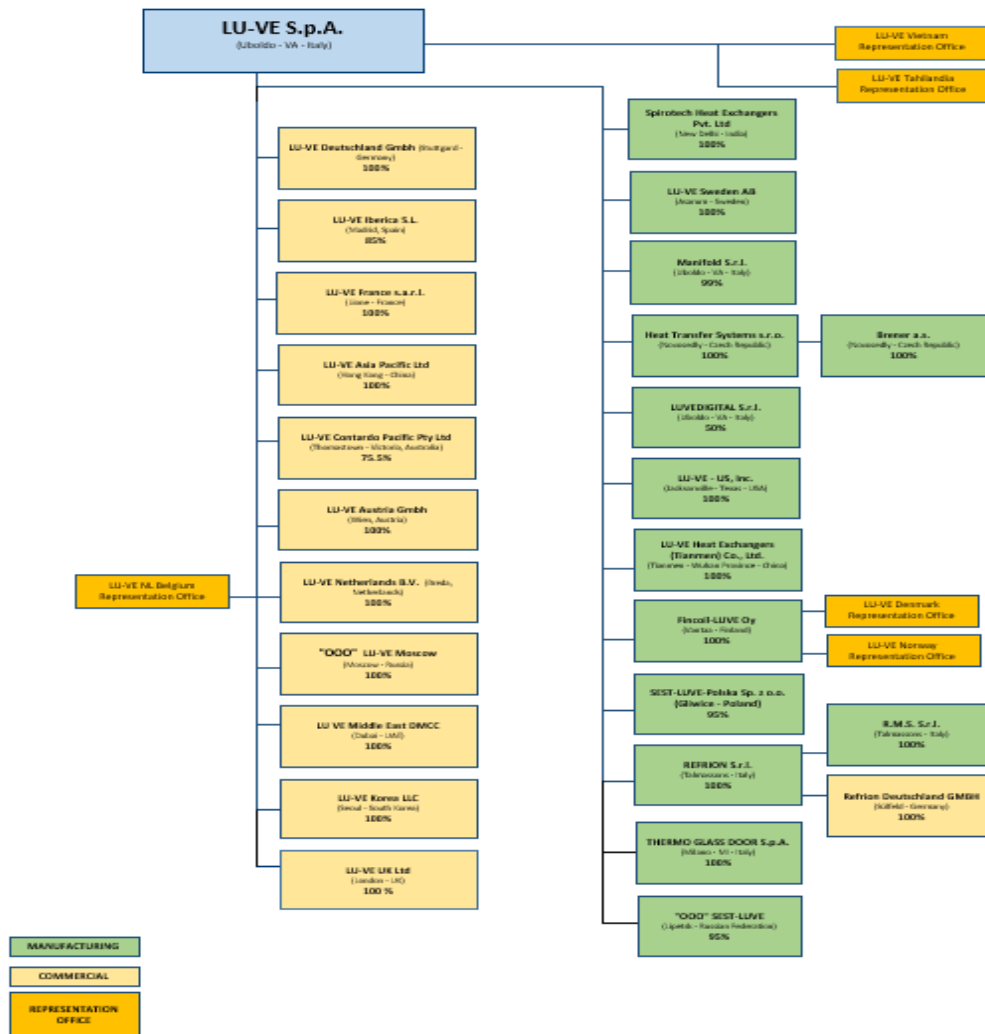
# 1.0 COMPANY PROFILE

## Introduction

The LU-VE Group is among the largest global manufacturers in the heat exchangers sector. It operates in various market segments: refrigeration (commercial and industrial); process cooling for industrial applications and power generation; air conditioning (civil, industrial and precision); other special applications.

The LU-VE Group (whose parent company LU-VE S.p.A. has its administrative headquarters in Uboldo, in the province of Varese) is an international business with 20 production facilities across 9 (nine) different countries: Italy, China, Finland, India, Poland, Czech Rep., Sweden, Russia and USA, with a network of sales companies and representative offices in Europe, Asia and the Middle East. The Group also contains a company responsible for Information and Communications Technology, the development of product calculation software and digitisation. As at 31 December 2024, the Group had 3,936 qualified employees. 80.6% of products are exported to around 100 countries.

**The following table shows a graphical representation of the companies belonging to the Group, with an indication of the equity investments held in each of them at the Report Date.**



## History

Established in 1985 by the founder Iginio Liberali, in 1986 LU-VE (whose name comes from *LUcky-VEnture*) set up one of the first venture capital transactions in Italy, to acquire the assets of Contardo S.p.A. a company active in the refrigeration sector since 1928 and operating in Uboldo since 1963, which at the time was in a state of crisis as a result of complex events related to its shareholding structure and had reached an arrangement with creditors.

Since its foundation, LU-VE has built on the legacy of Contardo S.p.A. and, in collaboration with the Polytechnic institute of Milan, has relaunched the policy based on research, development and technical innovation and attention to the environment that had characterized it, finding a new place on the refrigeration and air conditioning market.

At the beginning of the 1990s, LU-VE began its expansion policy in Italy and in 1991 acquired 60% of Sest, thus entering the static evaporators for counters and display cabinets production segment.

The early 2000s saw the development of the LU-VE Group's production presence abroad: in 2002, Sest-LUVE Polska was established in Gliwice (Poland), for the production of static evaporators for counters and display cabinets; in 2003, HTS was acquired in Novosedly (Czech Republic), for the production of heat exchangers for various applications; finally, in 2007, OOO Sest-LUVE was established in Lipetsk (Russia), for the production of static evaporators for counters and display cabinets.

In 2008, Mediobanca - Banca di Credito Finanziario S.p.A. ("Mediobanca") entered the share capital of LU-VE as a financial partner to continue the development of the Group, with an investment over a five-year time frame, governed by an investment agreement ("Investment Agreement") which already contractually regulated exit conditions after that period.

The years of collaboration with Mediobanca saw the continuation of the international expansion of the LU-VE Group: in 2010 LU-VE established LU-VE Asia Pacific Ltd, based in Hong Kong, destined to become the 100% holding company of a new company, LU-VE Heat Exchangers (Changshu) Ltd based in the People's Republic of China; in 2011 LU-VE establishes LU-VE Sweden AB (Sweden), which acquired the assets of *Asarum Industriaktiebolag* (AIA), active in the production of heat exchangers for refrigeration, air conditioning and industrial applications; finally, in 2013 it established the sales company LU-VE India Corporation Pvt. Ltd. At the beginning of 2014, Mediobanca confirmed its intention to exit the Company's shareholding structure, exercising, in compliance with the Investment Agreement, the option to sell its entire equity investment to Finami; subsequently, again in the same year, a reorganization of the shareholding structure of LU-VE and its main subsidiary, Sest S.p.A., was completed: the Faggioli family, at the time a minority shareholder of Sest, transferred to LU-VE, through the holding company G4 S.r.l., its entire equity investment in Sest subscribing a share capital increase of the same LU-VE.

In 2015, LU-VE completed one of the first combinations between an industrial company and a so-called "SPAC" (*special purpose acquisition company*, i.e. vehicle company established for the purpose of obtaining, through the placement of its financial instruments on the markets, the financial resources needed to acquire an operating company, to be used to implement a combination): in fact, LU-VE has incorporated the SPAC Industrial Stars of Italy S.p.A., with the simultaneous listing of its shares on the Euronext Growth Milan alternative market organised and managed by Borsa Italiana S.p.A. (called AIM Italia up to October 2021).



In the meantime, LU-VE continued its growth process by acquiring the Indian company Spirotech Heat Exchangers Ltd in 2016.

On 21 June 2017, LU-VE's shares were admitted to trading on the Euronext Milan market (known as Mercato Telematico Azionario until October 2021) and from 22 September 2022 they were traded on the Euronext STAR Milan segment, a segment dedicated to companies with the highest standards in terms of transparency, communication, liquidity and corporate governance.

In the following five years, the Group further expanded, both through acquisitions (in 2018 it acquired the American company Zyklus Heat Transfer Inc. (now LU-VE US, Inc.), in 2019 it acquired the Air division from the Swedish Group Alfa Laval and in 2022 the Italian group Refrion), and by investing in the development of its own production plants, in Poland, India and the USA; in the People's Republic of China, it has established a new company, LU-VE Heat Exchangers (Tianmen) Ltd, in which it incorporated the existing company, and has moved its production site to the state of Hubei, which guarantees the possibility of finding more production spaces.

During 2024, an integration took place that streamlined the Group's structure in Italy through the merger by incorporation of the wholly-owned subsidiaries Sest S.p.A. and Air Hex Alonte S.r.l. into LU-VE S.p.A.. On 30 September 2024, the deed of merger by incorporation was signed, in execution of the resolutions passed on 24 June 2024, respectively by the Board of Directors of LU-VE (pursuant to article 2505, paragraph 2, of the Italian Civil Code, and article 16, paragraph 2, of the Articles of Association) and by the Extraordinary Shareholders' Meetings of Sest S.p.A. and Alonte S.r.l..

The civil law effects of the merger took effect from 31 December 2024 and the accounting and tax effects from 1 January 2024.

The Merger documentation is available at [www.luvegroup.com](http://www.luvegroup.com), Section “Investor” - “Corporate Governance & shareholders” - “For shareholders” - “Extraordinary transactions” - “Merger by incorporation of Sest S.p.a and Air Hex Alonte S.r.l. into LU-VE S.p.A. (2024)”.

### *Values and mission*

LU-VE stands out and asserts itself on the market thanks to the high quality standards of its products, the new solutions designed in its laboratories and its attention to aesthetic quality.

In fact, from its foundation, LU-VE and its subsidiaries have been dedicated to the research and development of new products, in collaboration with several prestigious European and Italian universities, and in particular with the Polytechnic Institute of Milan.

Thanks to this choice, LU-VE was the first company in the world to apply cutting-edge solutions to commercial and industrial refrigeration.

As illustrated in the Sustainability Reporting, the Group continues to pursue the integration of environmental, social sustainability and governance topics into company strategy, risk management and remuneration processes.

In order to facilitate the integration of environmental, social and governance sustainability issues within the corporate strategy, risk management and remuneration processes, since 2022 LU-VE has sought to strengthen its sustainability oversight by establishing a corporate Sustainability Steering Committee, to share the progress of the Group's sustainability *performance* and discuss



strategic lines of action, which are then submitted by the executive directors to the Control and Risk Committee and the Board of Directors for the appropriate assessments and resolutions. During 2022, the corporate Sustainability Steering Committee conducted analyses to validate the LU-VE Group's positioning on environmental and social issues, and defined a proposal for a set of actions to be undertaken in the following three years, in line with the business plan, identifying commitments and targets, and defining an efficient data collection system to measure and monitor the progress of sustainability strategies over time, which were discussed and formalised in the Sustainability Plan approved by the Board of Directors at its meeting of 23 February 2023, which, by identifying the issues relevant to the generation of value in the long term, defines a three-year action plan based on four macro-objectives (climate neutrality, products with a positive impact, high engagement and sustainability integrated in the business plan) and specifies the activities planned over the three-year period to achieve them (the “Sustainability Plan”).

The Corporate Sustainability Steering Committee counts the stable components of the CEO, CSDO, GGM, CFLO, Investor Relations and the Sustainability Office. This Committee shares the progress of the Group’s sustainability performance and discusses strategic lines of action, which are then submitted by the executive directors to the Board of Directors for appropriate assessments and resolutions. The Sustainability Office has been in operation since 2021. It reports directly to the CSDO, with the aim of ensuring detailed management of projects at international level.

During 2024, the corporate Sustainability Steering Committee met on two occasions to assess the progress of the Sustainability Plan objectives and related actions.

The Sustainability Plan details the concrete actions and targets to be pursued in line with the sustainability vision – aligned with some of the United Nations SDGs (Sustainable Development Goals) – and the positioning desired by the LU-VE Group. The vision, the desired positioning and the sustainability plan express the ambition and capacity of the LU-VE Group in managing its *material topics*, i.e. the topics expressing the Group’s actual and potential impacts, positive and negative, regarding environmental, social and governance aspects.

The Issuer has published its own Sustainability Report from 2017, containing the consolidated non-financial statement, by virtue of the obligation imposed on “public interest entities” (as defined by art. 16, paragraph 1, of Italian Legislative Decree no. 39/2010) by Italian Legislative Decree no. 254/2016.

With effect from Financial Year 2024, pursuant to Italian Legislative Decree no. 125/2024, the Issuer publishes the Sustainability Reporting contained in the Integrated Annual Report on the Issuer's website at [www.luvegroup.com](http://www.luvegroup.com), section “Investor” - “Investor Relations” - “Financial Statements and Reports”.

#### *LU-VE corporate governance system*

The governance of LU-VE is characterized by a “traditional” corporate governance system (“Latin model”) and aims to guarantee the Sustainable Success of the Group, through the correct functioning of the Company, first of all, and of the Group in general, as well as the enhancement on a global scale of the environmental compatibility and reliability of its products and attention to people, so as to achieve the optimisation of the value created for shareholders and for all stakeholders, who could be influenced by the company’s activities and by its direct and indirect trade transactions along the value chain.



The corporate governance system is characterized by the presence:

- of the **Board of Directors**, vested with the powers of ordinary and extraordinary management of the company; three committees have been set up in the Board of Directors (the Remuneration and Appointments Committee, the Control and Risk Committee with responsibility for Related Party Transactions and the Independent Committee) which, with an investigatory, advisory and proposal role, aim to support the Board of Directors, improving the efficiency and effectiveness of its activities; the activity of the Board of Directors also relates to the monitoring and implementation of the rules regarding corporate governance. Furthermore, with the aim of guaranteeing the full integrity and sustainability of the Group's business, from 2020 a member with specific technical skills in sustainability was identified within the Board of Directors as currently the CSDO, who is entrusted with the task of coordinating, in support of the CEO, the implementation of strategic industrial policies, with a view to the pursuit of sustainable success, taking care of the development of all activities related to sustainability strategies and the integration of these strategies into the business plan; acting as the contact for sustainability issues at Group level; furthermore, the Control and Risk Committee was assigned the task of supporting the Board in analysing the issues relevant to the generation of long-term value (see Section 4.6 of this Report);
- of the **Board of Statutory Auditors**, called to monitor: (i) compliance with the law and the Articles of Association; (ii) respect of the principles of correct administration; (iii) the adequacy of the Company's organisational structure for aspects within the competence of the Board, of the internal control system and of an adequate administrative-accounting system in correctly representing management events and in particular: the process of financial disclosure and of Sustainability Reporting; the effectiveness of the Internal control systems, of internal auditing, if applicable, and of risk management, with relation to financial disclosure and Sustainability Reporting; (iv) on the procedures for the practical implementation of the rules of corporate governance set forth in the Corporate Governance Code which the company has communicated its compliance with, as well as those of any additional codes of conduct drafted by the management companies of regulated markets or by trade associations to which the Company, through public disclosure, has declared its adherence; as well as (v) the adequacy of the provisions handed down by the Company to its Subsidiaries pursuant to art. 114, paragraph 2, of the Consolidated Law on Finance;
- of the **Shareholders' Meeting** which, in ordinary and extraordinary sessions, resolves on the matters reserved to it by law and the Articles of Association.

The Company's governance also envisages the presence of the **General Manager**, an executive who is entrusted with the ordinary management of the Group's activities, in support of the CEO, and the implementation of the strategic lines, also with regard to Sustainable Success, identified by the Board of Directors (see Section 4.6 of this Report).

In accordance with applicable legislation, there is no representation of employees and other workers in the administration, management and control bodies.

With regard to sustainability issues, LU-VE informed the active workers' representatives (RSU) at its administrative headquarters, explaining to them, at a specific meeting in December 2024, the main impacts, risks and opportunities underlying the Group's sustainability strategies, pertaining to issues of interest to workers, as well as the means of obtaining and verifying the relative liability





information. The workers did not express any opinion on the matter and the meeting was the recorded in the minutes signed by the participants.

The external audit of the accounts and certification of the compliance of Sustainability Reporting are assigned to an auditing firm enrolled in the special register kept by CONSOB, appointed by the Shareholders' Meeting in compliance with the procedures required by the applicable internal and European regulations (see Section 9.5 of this Report).

The roles and functions of the Board of Directors, of the General Manager, of the Board of Statutory Auditors and the Shareholders' Meeting are best described later in this Report (see, respectively, Sections 4.1, 4.6, 11 and 13 of this Report).

LU-VE is also the entity that exercises management and coordination activities over the Group companies, primarily through: (i) the formulation of Group business and commercial plans; (ii) the determination of the budget and the sharing of objectives and projects; (iii) the provision of information flows suited to the management and control requirements; (iv) the examination and approval of extraordinary or especially significant transactions; (v) the preparation of the financial policy guidelines (e.g. centralisation at Parent Company level of debt and liquidity investment transactions); (vi) the creation of central structures for the performance of some qualified functions for all Group companies; and (vii) the adoption of common codes of conduct.

\* \* \*

After having resolved to adhere, since the listing of the Company's Shares on the Euronext Milan market in 2017, to the Old Corporate Governance Code in December 2020, the Board of Directors has revoked its adherence to the same Old Corporate Governance Code and resolved to adhere to the new Corporate Governance Code with effect from 1 January 2021. Furthermore, from June 2016 the Board of Directors has also adopted the Code of Ethics, which contains the ethical principles and general rules that characterise the organisation and the activities of the Issuer and of the Group, both internally and with respect to third parties.

At the date of this Report, the Issuer qualifies as an SME pursuant to art.1, paragraph 1, letter *w-quater.1*) of the Consolidated Law on Finance and art.2-*ter* of the Consob Issuers' Regulation (LU-VE is in fact included in the list of SMEs published by Consob on its website), having recorded in the last three financial years (2022, 2023 and 2024) a market capitalisation (corresponding to the simple average of daily capitalisations calculated with reference to the official price, recorded during the year) was lower than Euro 1 billion. Pursuant to the above mentioned regulation of the Consolidated Law on Finance, the Company will no longer qualify as an SME if it exceeds this limit for three consecutive years.

The following table indicates the average market capitalisation of the Issuer in the 2024, 2023 and 2022 financial years.

Average capitalisation (in Euro)		
2024	2023	2022
544,271,602	589,692,502	474,761,079

The Issuer does not fall within the definition of a Large Company pursuant to the Corporate Governance Code, as its capitalisation has never exceeded Euro 1 billion.



The Issuer falls within the definition of Concentrated Ownership Company, as Mr. Matteo Liberali, as shown in the following paragraph 2, lett. C) of this Section of the Report, holds the majority of the voting rights that can be exercised at the ordinary shareholders' meeting, through Finami S.p.A.

In consideration of the aforementioned qualification, in applying the Recommendations dictated by the Corporate Governance Code, the Issuer made use of some of the flexibility options provided by the Code itself in application of the principle of proportionality and, in particular, during the Financial Year, the Board of Directors: *(i)* did not consider it appropriate to express an indication on the maximum number of offices held in management or control bodies of other listed or large companies that are considered compatible with the performance of the role of director of LU-VE (see Section 4.3); *(ii)* did not deem it necessary to define a succession plan for executive directors (see Section 7.1), *(iii)* did not deem it necessary to carry out the self-assessment process on itself and on its committees on a three-yearly basis (see Section 7.1) and not annually and *(iv)* decided not to provide guidelines for the shareholders at the time of presentation of lists for the renewal of the Board of Directors and the Board of Statutory Auditors, limiting itself to formulating recommendations (see Section 7.1).







## 2. Information on ownership structures

## 2.0 INFORMATION ON OWNERSHIP STRUCTURES (pursuant to art. 123-bis, paragraph 1, of the Consolidated Law on Finance) AS AT 13 MARCH 2025

### A) STRUCTURE OF THE SHARE CAPITAL (pursuant to art. 123-*bis*, paragraph 1, letter a), OF THE CONSOLIDATED LAW ON FINANCE)

LU-VE's share capital, subscribed and fully paid-up, amounts to Euro 62,704,488.80, and is divided into 22,234,368 ordinary shares, all without nominal value, admitted to trading on the Euronext STAR Milan market.

The share capital is therefore represented exclusively by ordinary shares, of which 3,262,622 with increased voting rights (see subsequent letter D of this Section).

	Number of Shares that make up the share capital	Number of voting rights
<i>Ordinary shares without increased voting rights ISIN IT0005107492 (regular dividend entitlement on 1 January 2024) current coupon number: 10</i>	<b>18,971,746</b>	<b>18,971,746</b>
<i>Ordinary shares with increased voting rights ISIN IT0005433674 (regular dividend entitlement on 1 January 2024) current coupon number: 10</i>	<b>3,262,622</b>	<b>6,525,244</b>
<b>Total</b>	<b>22,234,368</b>	<b>25,496,990</b>

The Company has not issued financial instruments which entitle holders with the right to subscribe newly-issued shares.

The share capital structure of the Issuer as at 13 March 2025 is presented in Table 1, also attached in the appendix to this Report.

### B) RESTRICTIONS TO THE TRANSFER OF SECURITIES (pursuant to art. 123-*bis*, paragraph 1, letter b), of the CONSOLIDATED LAW ON FINANCE)

The Articles of Association do not make provision for any restriction on the transfer of securities, nor limits on share ownership or the need to obtain approval from the Company or other shareholders for the admission of shareholders to the shareholding structure.

## C) RELEVANT EQUITY INVESTMENT IN THE SHARE CAPITAL (pursuant to art.123-*bis*, paragraph 1, letter c), OF THE CONSOLIDATED LAW ON FINANCE)

Based on evidence of the Shareholders' Register, the communications received by the Company pursuant to art.120 of the Consolidated Law on Finance and of other information available to the Company, the entities that, directly or indirectly, are holders of stakes of higher than 5% in the subscribed and paid-up share capital with voting rights are:

- **Matteo Liberali**, through the subsidiary Finami S.p.A., direct holder of 10,187,999 ordinary shares, equal to 45.8210% of the Issuer's share capital and to 50.9511% of the Issuer's voting rights;
- **Michele Faggioli**, through the subsidiary G4 S.r.l., direct holder of 3,558,272 ordinary shares, equal to 16.0035% of the Issuer's share capital and to 14.2783% of the Issuer's voting rights.

As represented in Table 1, in the appendix to this Report.

## D) SECURITIES THAT CONFER SPECIAL RIGHTS (pursuant to art. 123-*bis*, paragraph 1, letter d), of the CONSOLIDATED LAW ON FINANCE)

The Company has not issued any securities that confer special control rights, nor does the company Articles of Association provide special powers for some shareholders or holders of special categories of shares.

On 30 October 2018, the Shareholders' Meeting approved the proposal of the Board of Directors to introduce the institution of "Increased voting rights", pursuant to the provisions of art. 127-*quinquies* of the Consolidated Law on Finance, with subsequent statutory amendments, which came into effect on 1 January 2019.

By virtue of the proxy granted to it by the Extraordinary Shareholders' Meeting of the Company held on 30 October 2018, the Board of Directors of LU-VE on 10 December 2018 (*i*) adopted the "Regulation for increased voting rights", for the purpose of regulating the methods for registering, maintaining and updating the Special List in compliance with applicable regulations, the Articles of Association and market practices, so as to ensure the timely exchange of information between the Shareholders, the Company and the Intermediaries; and (*ii*) appointed the person in charge of managing the Special List.

Subsequently, for shareholders (or other parties with voting rights) making express request, it is permitted to register in a special "List" instituted by the Company pursuant to art. 143-*quater* of the Consob Issuers' Regulation, which will allow the same the allocation of two votes for each share registered in the List and continuously held for a period of 24 months from the date of registration in the List.

Following the amendment of art.6-*bis* of the Articles of Association resolved upon on 28 April 2023 by the Shareholders' Meeting, aimed at aligning the provisions of the Articles of Association on the matter of increased voting rights with the guidelines given in this regard by Consob, and the repeal of paragraph 3 of art. 44 of the Post Trading Provision, the aforementioned "Regulations for increased voting rights" was updated in order to establish the automatic assignment of the



increased vote only pending compliance with the legal requirements (and thus the circumstances that the Company's shares have been registered in the Special List and have belonged to the same party for a continuous period of twenty four months, from the date of registration in the Special List). For more information regarding the statutory amendments, please refer to the relative explanatory reports, available on the Company's website [www.luvegroup.com](http://www.luvegroup.com), section “Investor” – “Corporate Governance & Shareholders” – “For Shareholders” – “Shareholders' Meetings” – “Shareholders' Meeting of 30 October 2018” and “Shareholders' Meeting of 28 April 2023”.

The discipline for the registration, maintenance and updating procedures of the List is explained in the “Increased voting rights regulations” adopted by the Board of Directors on 10 December 2018 and last updated on 20 December 2023, available on the Company's website [www.luvegroup.com](http://www.luvegroup.com), section “Investor” – “Corporate Governance & Shareholders” – “The Group” – “Share Capital” – “Increased voting rights”.

At the date of this Report, 3,262,622 shares of the 22,234,368 ordinary shares have matured the right to increased voting rights.

In application of the provisions of Article 143-*quater*, paragraph 5 of the Consob Issuers' Regulation, the Company has published the names of shareholders with an interest of over 5% who have obtained increased voting rights on its website ([www.luvegroup.com](http://www.luvegroup.com), “Investor” – “Corporate Governance & Shareholders” – “The Group” – “Share Capital” – “Increased voting rights”), the names of shareholders with an equity investment of more than 5 per cent who have obtained the increased voting rights.

The following table contains the names of the significant shareholders registered who, at the date of this Report, have acquired increasing voting rights; note that, at the date of this Report, increased voting rights have also been acquired by other shareholders, even though relating to an interest of less than 5% (overall 377,351 shares qualified for increased voting rights for a total of 754,702 votes).

Controlling subject	Direct Shareholder	no. of ordinary shares	% of capital	no. shares with increased voting rights	no. total voting rights	% of voting rights	Date of Accrual
<b>Matteo Liberali</b>	<b>Finami S.p.A.</b>	10,187,999	45.8210	2,802,999	12,990,998	50.951	18/01/2021
<b>Michele Faggioli</b>	<b>G4 S.r.l.</b>	3,558,272	16.0035	82,272	3,640,544	14.278	27/01/2021
<b>Total</b>		<b>13,746,271</b>	<b>61.8245</b>	<b>2,885,271</b>	<b>16,631,542</b>	<b>65.229</b>	

The Articles of Association of the Company do not include provisions relative to shares with multiple voting rights pursuant to Article 127-*sexies* of the Consolidated Law on Finance.



## **E) EMPLOYEE OWNERSHIP SCHEME: MECHANISM FOR THE EXERCISE OF VOTING RIGHTS** (pursuant to art. 123-*bis*, paragraph 1, letter e), of the CONSOLIDATED LAW ON FINANCE)

The Articles of Association do not make provision for particular provisions relating to the exercising of voting rights by employees who hold Company shares.

## **F) RESTRICTION TO THE RIGHT OF VOTE** ((pursuant to art. 123-*bis*, paragraph 1, letter f), OF THE CONSOLIDATED LAW ON FINANCE)

The Articles of Association do not contain provisions that determine restrictions or limitations on voting rights, nor terms imposed for the exercising of voting rights, nor the separation of financial rights connected to securities from the ownership of the securities themselves.

## **G) AGREEMENTS BETWEEN SHAREHOLDERS** (to art.123-*bis*, paragraph 1, letter g), of the CONSOLIDATED LAW ON FINANCE)

At the date of approval of this Report, the Issuer has not identified any agreements between shareholders, relating to relevant shareholder agreements pursuant to art. 122 of the Consolidated Law on Finance.

## **H) CHANGE OF CONTROL CLAUSE** (pursuant to art. 123-*bis*, paragraph 1, letter h), of the CONSOLIDATED LAW ON FINANCE) **AND STATUTORY PROVISIONS RELATING TO THE PUBLIC OFFER** (pursuant to art.104, paragraph 1-*ter*, and 104-*bis*, paragraph 1, of the CONSOLIDATED LAW ON FINANCE)

At the date of this Report, neither the Company nor the Subsidiaries are party to significant agreements subject to amendment or termination in the event of a change of control, with the exception of some loan agreements, which require the equity investment of the direct controlling shareholder of LU-VE, Finami S.p.A., not to fall below a certain percentage of the share capital or exercisable voting rights in the Shareholders' Meeting and members of the Liberali family to retain control of Finami S.p.A. (the residual principal amount of the loan agreements as at the 31 December 2024 is equal to Euro 235,051,646).

The Articles of Association do not make provision for any exception to the provisions on the so-called passivity rule (company obligation to abstain from carrying out any acts or transactions that may not be in keeping with the achievement of the take-over bid objectives), set forth in art. 104, paragraphs 1-*ter* of the Consolidated Law on Finance, nor to the neutralisation rules set forth in art. 104-*bis*, paragraph 1 of the Consolidated Law on Finance.



## I) DELEGATIONS TO INCREASE THE SHARE CAPITAL AND AUTHORISATIONS FOR THE PURCHASE OF TREASURY SHARES (pursuant to art. 123-*bis*, paragraph 1, letter m), OF THE CONSOLIDATED LAW ON FINANCE)

At the date of this Report, there were no authorisations of the Shareholders' Meeting to the Board of Directors to increase share capital.

The Shareholders' Meeting of 29 April 2024 revoked the previous authorisation of the Board of Directors to purchase treasury shares conferred by the Shareholders' Meeting of 28 April 2023 and conferred a new authorisation to the Board of Directors, pursuant to and in accordance with art. 2357 of the Italian Civil Code, for the purchase of treasury shares of the Company, to acquire on one or more occasions, within 18 months from the date of the shareholders' meeting resolution, and therefore by 29 October 2025, treasury shares up to the achievement of a maximum quantity of 2,223,436 (two million, two hundred and twenty-three thousand, four hundred and thirty-six) ordinary shares; the purchase price of each of the treasury shares, to be established by the Board of Directors, must be, including accessory purchase expenses, as a minimum, no less than 15% (fifteen percent) and, as a maximum, no more than 15% (fifteen percent) higher than the average of the official trading price registered on the share listing market on the three sessions prior to the purchase or the announcement of the transaction, depending on the technical procedures identified by the Board of Directors and, in any case, compliant with the indications on determining the consideration set forth in the permitted market practice or applicable legislation.

At the same time, the Shareholders' Meeting also authorised the Board of Directors, pursuant to art.2357-*ter* of the Italian Civil Code to dispose of the treasury shares purchased by the Company, with no time limit, on one or more occasions, also before the maximum number of purchasable shares has been exhausted, and possibly re-purchase the same shares in compliance with the limits and conditions set by the shareholders' meeting's authorisation; notwithstanding that the minimum price limit of the sale to third parties must be as such not to entail negative economic effects for the Company and, nonetheless, not lower than 95% (ninety-five percent) of the average of the official prices recorded on the share listing market in the three market trading days prior to the sale and, in any case, in compliance with the indications on determining the consideration set forth in the permitted market practice or applicable legislation; there may be an exception to this price limit, however, in cases of exchanges or transfers of treasury shares both as part of the implementation of transactions linked to industrial projects and/or commercial projects and/or nonetheless of interest to the company or the Group, and in the case of the assignment and/or transfer, against payment or free of charge, of shares or related options with relation to: (i) share-based compensation plans pursuant to art. 114-*bis* of the Consolidated Law on Finance (to, inter alia, the directors, employees or associates of the Company or of Group Companies), as well as (ii) the issue of financial instruments that may be converted into shares and (iii) programmes for the free allocation of shares to Shareholders or through exchange tender offers.

The Shareholders' Meeting also determined that the sale must be made by the methods considered most appropriate to the interests of the Company, including disposal on the stock market, off-market or through swaps for equity investments or other securities as part of business and/or commercial projects and/or those in any event in the interests of the Company or Group, through the assignment and/or sale, free of charge or against payment, of shares or associated options in relation to the cases cited above.



It should be noted that, by virtue of the purchases made by the Company based on the authorisations granted previously by the Shareholders' Meeting, on 29 April 2024, the Issuer held 28,027 treasury shares, equal to 0.1261% of its ordinary share capital, purchased at an average book value of Euro 10.2827 per share.

During the Financial Year, LU-VE did not purchase any additional treasury shares and did not sell those in the portfolio, therefore, as at 31 December 2024 LU-VE still held 28,027 treasury shares in its portfolio, corresponding to 0.1261% of its ordinary share capital. In 2025, up to the date of this Report, no purchases of treasury shares were made and the 28,027 treasury shares held by the Issuer, representing 0.1261% of its ordinary share capital and 0.1098% of the share capital with voting rights, were not sold.

## L) MANAGEMENT AND COORDINATION ACTIVITIES (pursuant to art. 2497 et seq. of the Italian Civil Code)

LU-VE is not subject to the management and coordination activities by the parent company Finami S.p.A., nor of any other subject, pursuant to articles 2497 et seq. of the Italian Civil Code. With regard to this, the Board of Directors, lastly on 20 February 2025, checked that the Company is not subject to management and coordination activities by Finami S.p.A., given that (i) the industrial, strategic, financial and budget plans of the Group are approved autonomously by the Board of Directors; (ii) the financial and credit policy and functions such as the treasury, administration, finance and control are centralised at LU-VE; (iii) LU-VE operates with full business autonomy in managing relations with customers and suppliers; and (iv) in compliance with the principles of the Corporate Governance Code, the transactions of significant strategic, economic, equity and financial importance of the Company and of the Group are reserved for the examination by the Board and exclusive approval of the Board of Directors.

\* \* \*

It should be noted that:

- the information required by art.123-bis, paragraph 1, letter i) of the Consolidated Law on Finance (*"agreements between the company and the directors...which make provision for indemnities in the event of resignation or dismissal without just cause or if their employment contract ceases following a take-over bid"*) are contained in Section I, chapter 3.8, of the Remuneration Report, published on the Issuer's website on the address [www.luvegroup.com](http://www.luvegroup.com), in the section *"Investor"* - *"Corporate Governance & shareholders"* - *"Codes of conduct and corporate documents"* - *"Remuneration policies"*;
- the information required by art.123-bis, paragraph 1, letter l), second part of the Consolidated Law on Finance (*"the regulations applicable to the appointment and replacement of directors... if different from the legislative and regulatory ones applicable additionally"*) are illustrated in Section 4.2. of this Report;
- in relation to the information required by art. 123-bis, paragraph 1, letter l) second part, of the Consolidated Law on Finance, there are no regulations applicable to the amendment of the Articles of Association other than the legislative and regulatory ones additionally applicable.





## 3. Compliance



### 3.0 COMPLIANCE (pursuant to art. 123-*bis*, paragraph 2, letter a), first part, OF THE CONSOLIDATED LAW ON FINANCE)

LU-VE adheres to the Corporate Governance Code (available to the public on the website of Borsa Italiana at the page dedicated to the Corporate Governance Committee at <https://www.borsaitaliana.it/comitato-corporate-governance/codice/2020.pdf>) and its corporate governance structure is configured in observance of the recommendations contained in the above-mentioned Corporate Governance Code.

After complying from the time of its listing on the MTA (now Euronext Milan) market in 2017 with the Old Corporate Governance Code, with resolution of the Board of Directors of 21 December 2020 the Company revoked its adoption of the Old Corporate Governance Code and resolved to adopt the newer version of the Corporate Governance Code, also approved by the Corporate Governance Committee, from 1 January 2021. The above-cited resolution was then followed by several further resolutions of the Board of Directors, addressed to the actual implementation of the principles and the recommendations dictated by the same Corporate Governance Code.

\* \* \*

Neither LU-VE nor its Subsidiaries of strategic importance (indicated in Section 4.1 below of this Report) are subject to non-Italian legal provisions that influence the corporate governance structure of LU-VE itself. Below are the main governance tools that the Company has adopted, also in compliance with the most recent legislative and regulatory provisions, the provisions of the Code and national and international best practice:

- Articles of Association of LU-VE S.p.A.;
- LU-VE S.p.A. Shareholders' Meeting Regulations;
- Organisation, management and control model pursuant to Italian Legislative Decree no. 231 of 8 June 2001;
- LU-VE Group Code of Ethics;
- Report procedure on the application of rules and of Code of Ethics of the LU-VE Group;
- Regulation of the Board of Directors and of the Internal Board Committees of LU-VE S.p.A.;
- Policy for managing Dialogue with investors and other Stakeholders;
- Related Party Transactions Procedure;
- Procedure for the internal management and market disclosure of corporate information;
- Procedure for keeping and updating the list of persons with access to the Inside Information of LU-VE S.p.A.;
- Procedure to fulfil the internal dealing obligations;
- Regulation for increased voting rights;





- Guidelines for the internal control and risk management system of the LU-VE S.p.A. Group;
- Diversity policies for members of the corporate bodies of LU-VE S.p.A.





## 4. Board of Directors

## 4.0 BOARD OF DIRECTORS

### 4.1 ROLE OF THE BOARD OF DIRECTORS

The Board of Directors plays a central role in the strategic guidance of the Company and the Group as well as in the supervision of the overall business activity: in fact, it is vested - within the limits of the law and of the Articles of Association - with the ordinary and extraordinary management of the Company and at the same time it is responsible for the functions and responsibility for the strategic and organizational guidelines of the Company and the Group in line with the pursuit of Sustainable Success, monitoring the implementation of defined strategies, as well as verifying the existence of the controls necessary to monitor the performance of the Company and of its Subsidiaries. More specifically, the Board:

- (a) defines the strategies of the Company and the Group in line with the pursuit of Sustainable Success and monitors their implementation;
- (b) defines the most functional corporate governance system for the performance of the business and for the pursuit of its strategies, taking into account the autonomy offered by the legal system. If necessary, it evaluates and promotes the appropriate changes, submitting them, when applicable, to the Shareholders' Meeting;
- (c) promotes, in the most appropriate forms, dialogue with shareholders and other stakeholders relevant to the Company: in particular, it has identified the main stakeholders, has identified the main expectations of each stakeholder group and has identified the tools for listening and for their involvement, as illustrated in detail in the *“Policy for the management of Dialogue with all Investors and other Stakeholders”*, available on the Company's website at: [www.luvegroup.com](http://www.luvegroup.com), in the section *“Investor” - “Corporate governance & shareholders” - “Codes of conduct and corporate documents” - “Corporate procedures”* and in the Integrated Annual Report available on the company's website at: [www.luvegroup.com](http://www.luvegroup.com), in the section *“Investor” - “Investor relations” - “Reports”*.

The attributions of the Board of Directors, also with regard to impacts, risks and opportunities, are defined in the “Regulation of the Board of Directors and of the Internal Board Committees of LU-VE S.p.A.” and in the Guidelines on the Internal Control and Risk Management System.

These attributions had already been assigned to the aforementioned governance bodies prior to the entry into force of Italian Legislative Decree 125/2024; it should be noted that, following the introduction of the Legislative Decree 125/2024, a number of changes were made in order to incorporate the mandatory provisions.

#### **Reserved powers and activities carried out by the Board of Directors**

The Board of Directors is vested exclusively with the powers of ordinary and extraordinary management of the Company, with the right to carry out all the acts, including acts of disposal, that it considers appropriate for the pursuit of the corporate purpose, with the sole exception of those that, on the basis of legal and statutory provisions, are expressly reserved to the Shareholders' Meeting.



Pursuant to the Articles of Association of LU-VE in effect at the date of this Report, the Board of Directors is also responsible for resolutions on the following matters: (a) setting up or closing down secondary establishments; (b) specifying which directors have the power to represent the Company; (c) reducing the share capital in the event of shareholder withdrawal; (d) relocation of the registered office within national territory; (e) merger of the Company in the cases established by Articles 2505 and 2505-*bis* of the Italian Civil Code also insofar as cited, for reverse merger, by art.2506-*ter*, last paragraph, of the Italian Civil Code; and (f) adapting the Articles of Association to comply with legislative provisions. The fact that these responsibilities have been assigned to the Board of Directors does not exclude the concurrent responsibility of the Shareholders' Meeting for the same matters.

Specifically, in compliance with Corporate Governance Code the provisions of the Principles and Recommendations referred to in the Corporate Governance Code, the Board:

- (a) examines and approves the Integrated Business Plan of the Company and of the Group, also on the basis of the analysis of the relevant impacts, risks and opportunities for the generation of long-term value carried out with the support of the Internal Control and Risk Committee, when necessary;
- (b) periodically monitors the implementation of the Integrated Business Plan and 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, identifying and assessing all elements that may be significant in terms of the Company's Sustainable Success;
- (d) periodically monitors, with the support of the CCR, the impacts, risks and opportunities relevant to the Company and the Group, the implementation of the Company's and the Group's due diligence procedure for sustainability purposes (the "Due Diligence"), as well as the results and effectiveness of the policies, actions, metrics and targets adopted to address them;
- (e) defines the Company's corporate governance system and the structure of the LU-VE Group and assesses the adequacy of the organizational, administrative and accounting structure of the Company and of the Subsidiaries of strategic importance, with particular reference to the internal control and risk management system, also in relation to the process of preparing the Integrated Annual Report (see Section 9 of this Report);
- (f) resolves on the transactions of the Company and its Subsidiaries, when these transactions are of significant strategic, economic, equity or financial relevance for the Company itself; to this end, it establishes the criteria for identifying the significant transactions indicated in the Guidelines;
- (g) in order to ensure the correct management of corporate information, on the proposal of the Chairman, in agreement with the Chief Executive Officer, adopts a procedure for the internal management and external disclosure of documents and information concerning the Company, with particular reference to inside information, and ensures that it is kept up-to-date; in defining the most functional corporate governance system for the company's business performance and for the pursuit of its strategies, if necessary, evaluates and promotes the appropriate changes, submitting them, when applicable, to the Shareholders' Meeting (see Section 5 of this Report);



- (h) on the proposal of the Chairman, formulated in agreement with the Chief Executive Officer, adopts and describes in the report on corporate governance and ownership structure drawn up by the Company pursuant to art. 123-*bis* of the Consolidated Law on Finance (the “Report on Corporate Governance”) a policy for managing dialogue with all shareholders, also taking into account the engagement policies adopted by institutional investors and asset managers;
- (i) determines, in compliance with the resolution of the Shareholders' Meeting, on the proposal of the Remuneration and Appointments Committee and with the opinion of the Board of Statutory Auditors: (i) the fixed remuneration attributed for the office to each member of the Board of Directors; (ii) the fixed ad hoc remuneration attributed to the members of the internal board committees, according to their respective commitment; (iii) the fixed and variable remuneration attributed to executive directors on the basis of particular offices; (iv) fixed and variable remuneration attributed to the General Manager;
- (j) with the support of the Remuneration and Appointments Committee: (i) draws up, in compliance with the law and regulations in force at the time, as well as with the principles and recommendations of the Corporate Governance Code, the remuneration policy for directors, the general manager, statutory auditors and Top Management, applying a transparent procedure and ensuring that the same is directed towards pursuing sustainable success and takes into account the need to possess, retain and motivate people with the expertise and the professionalism required for the position held in the Company; (ii) ensures that the remuneration paid and accrued is consistent with the principles and the criteria defined in the policy, in light of the results achieved and of other circumstances relevant to its implementation;
- (k) on the proposal of the Remuneration and Appointments Committee, approves the Remuneration Report to be submitted to the Shareholders' Meeting, pursuant to art. 123-*ter* of the Consolidated Law on Finance;
- (l) where deemed appropriate and in line with the remuneration policy, prepares, with the assistance of the Remuneration and Appointments Committee:
- medium/long-term monetary incentive plans and oversees their implementation through the Remuneration and Appointments Committee;
  - the remuneration plans based on shares or other financial instruments, and presents them to the Shareholders' Meeting for approval, pursuant to art. 114-*bis* of the Italian Legislative Decree no. 58/1998 and, based on an authorisation of the Shareholders' Meeting, handles its implementation by availing itself of the Remuneration and Appointments Committee;

in line with the governance of the Company, it also:

- (m) defines, consistent with the Remuneration Policy and on the proposal of the Remuneration and Appointments Committee, the objectives and approves the company results and the performance plans to which the determination of the variable remuneration of directors holding special roles is related, where applicable;
- (n) consistently with the Remuneration Policy and on the proposal of the Chief Executive Officer, with the prior favourable opinion of the Control and Risk Committee, as well as



having consulted the Board of Statutory Auditors, defines the remuneration of the Head of the Company's Internal Audit function, in consideration of the company's remuneration policies.

The Board also has all the powers that have not been delegated to one or more of its members, including those reserved to it by the “*Guidelines of the Internal Control and Risk Management System of the LU-VE S.p.A. Group*” and the “*Guidelines on particularly significant transactions*” approved by the Company and in force at the time.

Furthermore, with a view to guaranteeing an effective internal control and risk management system that contributes to ensuring, among other things, the effectiveness and efficiency of business processes, the reliability, accuracy and trustworthiness of the information provided to corporate bodies and to the market, including economic, financial and sustainability information, and the effective and efficient identification, measurement, management and monitoring of the main impacts, risks and opportunities relevant to the Company and the Group, in order to contribute to Sustainable Success, pursuant to the above-mentioned SCIGR Guidelines, the Board:

- (a) defines and updates the principles and indications contained in the SCIGR Guidelines, with the support and subject to the opinion of the internally set-up Control and Risk Committee and operating in compliance with the principles and recommendations established by the Corporate Governance Code to which the Company adheres, so that the main impacts, risks and important opportunities relating to the Issuer and its Subsidiaries are correctly identified, as well as adequately measured, managed and monitored, also determining the degree of compatibility of these factors with the company management consistent with the strategic objectives identified, including in its assessments all the elements that may be relevant in order to contribute to the Sustainable Success of the Issuer and the Group;
- (b) identifies among its members (i) the Chief Executive Officer in charge of setting up and maintaining an effective internal control and risk management system, as well as (ii) the Control and Risk Committee, with the task of: (x) supporting, with adequate preliminary investigation activities, the assessments and decisions of the Board of Directors relating to the SCIGR, and those relating to the approval of the Integrated Annual Report and other periodic financial reports; (y) monitoring the impacts, risks and opportunities relevant to the Company and the Group;
- (c) periodically, and as a rule on the occasion of (or prior to) the meeting of the Board of Directors convened for the approval of the Integrated Annual Report, approves the strategies and policies for managing the main impacts, risks and opportunities relevant to the Issuer and the LU-VE Group, with particular attention to the Subsidiaries of strategic importance, based on the analysis of corporate risks and related control processes carried out by the Chief Executive Officer and with the support and subject to the opinion of the Control and Risk Committee, which for this purpose reports to the Board of Directors on the state of the internal control and risk management system, also in relation to the factors that could cause risks to the Company and the Group; in its assessments, the Board of Directors includes all the elements that may be relevant for the purpose of the Sustainable Success of the Issuer and of the Group;
- (d) periodically, and as a rule on the occasion of the approval of the Integrated Business Plan, monitors, with the support and prior opinion of the Control and Risk Committee, that the Group's strategy and its decisions on transactions relevant to the Company and the Group,





take into account the impacts, risks and opportunities relevant to the Company and the Group;

- (e) periodically, and as a rule on the occasion of (or prior to) the meetings of the Board of Directors convened for the approval of the Integrated Annual Report and the half-yearly financial report, verifies, with the support and prior opinion of the Control and Risk Committee, the adequacy of the internal control and risk management system with respect to the company characteristics and the risk profile assumed, also with regard to the management of the impacts, risks and opportunities relevant to the Company and the Group, as well as its effectiveness, ensuring that:
- tasks and responsibilities are clearly and appropriately allocated;
  - the control functions, including the Head of the Internal Audit function, the manager tasked with the preparation of the company's financial documents pursuant to art. 154-bis of the Consolidated Law on Finance (also the "**Financial Reporting Manager**") and the Supervisory Body, are provided with adequate professionalism and resources for the autonomous performance of their duties, so as to guarantee their effectiveness and impartiality; the Head of the Internal Audit function must in any case be independent of each operational areas managers subject to their monitoring activity;
- (f) periodically, and as a rule on the occasion of (or prior to) the meetings of the Board of Directors convened for the approval of the Integrated Annual Report and the half-yearly financial report, identifies the companies of strategic importance within the LU-VE Group;
- (g) approves at least annually, and as a rule at the meeting of (or prior to) the Board of Directors convened for the approval of the Integrated Annual Report, with the support and prior opinion of the Control and Risk Committee, the work plan prepared by the Head the Internal Audit function, after consulting the Board of Statutory Auditors and the Chief Executive Officer;
- (h) with the support of the Control and Risk Committee, describes the main characteristics of the internal control and risk management system and the of coordination methods between the parties involved in it, in the Report on Corporate Governance indicating the models and national and international best practices of reference and expressing its assessment on the adequacy of the same, taking into account the choices made regarding the composition of the Supervisory Body; this description includes an illustration of the main characteristics of the internal control and risk management system in relation to the financial and non-financial disclosure and Sustainability Reporting process;
- (i) evaluates, with the support of the Control and Risk Committee and having heard the Board of Statutory Auditors, the results presented by the auditing firm in any letter of suggestions and in the additional report addressed to the Board of Statutory Auditors;
- (j) on the proposal of the Chief Executive Officer, subject to the favourable opinion of the Control and Risk Committee, and having heard the Board of Statutory Auditors: appoints and dismisses the Head of the Internal Audit function; ensures that the same is provided with adequate resources to carry out their responsibilities; defines their remuneration consistently with company policies;
- (k) with the support of the Control and Risk Committee, appoints and dismisses the members of the Issuer's Supervisory Body, set up and functioning pursuant to Italian Legislative Decree no. 231/2001, evaluating, in the event that the Body itself does not coincide with the





Board of Statutory Auditors, the opportunity to appoint as members at least one non-executive director and/or an auditor and/or the person with legal and control functions within the Company; this in order to ensure coordination between the various parties involved in the internal control and risk management system;

- (l) adopts the Organisation, Management and Control Model prepared pursuant to Italian Legislative Decree no. 231/2001 and approves all adjustments to the regulatory provisions in force from time to time;
- (m) adopts the OPC Procedure, in compliance with the legislation and regulations in force at the time, and carries out the additional tasks which, in accordance with the regulations in force at the time, are attributed to it pursuant to the same procedure, as well as the legal provisions in force on the subject.

In the event that shortcomings or anomalies emerge, the Board of Directors promptly adopts the appropriate measures.

Finally, in compliance with the principles and directives contained in the SCIGR Guidelines, the Board of Directors can outsource the performance of specific controls in the various operational areas of the Issuer and of the LU-VE Group.

The expertise of the members of the Board of Directors enable them to monitor and manage all issues relating to business impacts, risks and opportunities: in fact, the extensive experience gained by the executive members of the Board give them in-depth knowledge, a clear vision of development and rapid responsiveness to the environmental, social and corporate culture issues that Group may encounter; on the other hand, the expertise of the non-executive members enable discussion and dialogue within the Board, in order to guarantee the weighting of the choices adopted.

In 2024, in implementation of the principles and expertise described above, the Board of Directors:

- (a) examined and approved strategic, industrial and financial plans of the Issuer and of the Group, periodically monitoring their application; in particular, on 21 February 2024, it approved: *(i)* the relevant issues for the generation of long-term value; *(ii)* the 2023-2025 Sustainability Plan and the material topics; *(iii)* the 2024-2027 Group Business Plan.

At the meeting of the Board of Directors held on 21 February 2024, the Board of Directors approved the 2024-2027 business plan, after an overall analysis of the Group's strategies and positioning in relation to the issues and activities to be implemented in order to achieve Sustainable Success: particular, the Board of Directors *(i)* verified the implementation of the Sustainability Plan; and *(ii)* verified the strategic assumptions of the business plan (also already analysed by the Control and Risk Committee), which expressly include reference to the issue of climate change and the results of the related risk assessment on physical risks, detailing the main assumptions considered in drafting the plan, both economic and related to sustainability issues;

- (b) periodically evaluated (with frequency of no more than quarterly) the general operating performance, taking into consideration the information received from the Managing Directors, and comparing the results achieved with those planned;



- (c) approved, at its meeting of 13 March 2024, the 2023 non-financial statement, drawn up pursuant to Italian Legislative Decree 254/2016, including the materiality matrix; at this meeting, it analysed the data reported in the statement itself, relating to the relevant impacts, risks and opportunities;
- (d) at all its meetings, the Chairman of the Control and Risk Committee reported on the activities carried out by the Committee itself, also with specific reference to the activities carried out in relation to sustainability issues;
- (e) at its meeting of 13 November 2024, approved the proposed amendments to the Regulation and Guidelines to implement the new provisions contained in Italian Legislative Decree 125/2024;
- (f) at the same meeting, verified the methodology adopted for the dual materiality analysis;
- (g) was informed about the gap analysis carried out, with the support of an external consultant, to assess the contents envisaged by the new regulations on Sustainability Reporting that were not present in the 2023 non-financial statement, prepared pursuant to Italian Legislative Decree 254/2016, and on the activities carried out in relation to the above-mentioned gaps, and monitored the activities necessary for the preparation of sustainability reporting, acknowledging the procedure established for the preparation of the same.
- (h) defined the nature and level of risks compatible with the strategic objectives identified, at the meetings to approve the annual financial report and the half-yearly financial report;
- (i) at the meetings of 13 March 2024 and 5 September 2024, evaluated the adequacy of the organisational, administrative and general accounting structure of the Issuer and the Subsidiaries of strategic importance, on the occasion of the meetings to approve the annual and half-yearly financial reports. This activity was carried out with the assistance of the Control and Risk Committee which, at its meetings, was able to continuously verify the effective functioning of the internal control and risk management system of both the Issuer, and of the Group, expressing a favourable opinion on a half-yearly basis, at the meetings of the Board of Directors for approval of the half-yearly financial report and of the annual financial report.

With reference to the **Subsidiaries of strategic importance** of the LU-VE Group, on 21 December 2022, the Board of Directors amended the parameters for their identification, originally identified at the meeting of the Board of Directors on 21 September 2017, modified to take into account the growth of the Group, so as to define parameters that make it possible to identify the effective significance of companies defined as strategically important to the Group's dynamics:

1. volume of turnover of no less than Euro 40 million;
2. value of balance sheet assets of no less than Euro 10 million;



3. strategic relevance of the range of products created by the Subsidiary or the current and potential markets in which these products are sold, of the geographical location, of the reference markets and of ongoing investments;
4. presence within the Subsidiary of a clear organisational structure, characterised by the presence of a number of employees of no less than 150.

For the purposes of identifying a Subsidiary with strategic relevance, at least three of the aforementioned parameters must be met as indicated in the SCIGR Guidelines.

In light of the last verification carried out on 20 February 2025, currently the Subsidiaries of strategic importance include the following companies: Heat Transfer System s.r.o., based in Czech Republic; SEST-LUVE-Polska Sp. z o.o., with registered office in Poland; Spirotech Heat Exchanger Pvt. Ltd., based in India;

- (j) at the meeting of 8 February 2018, the Guidelines were approved, which include precise identification criteria of the transactions entered into with third parties also through Subsidiaries which, for their significant economic, financial and asset relevance, are required to be preliminarily examined and approved by the Board of Directors;
- (k) at the meeting of 29 June 2021, the revision of the OPC Procedure was approved, targeted at identifying the transactions realised with related parties by the Company and/or its Subsidiaries, regulating their implementation processes, in order to ensure their substantive and procedural correctness, as well as the proper information to the market. In this regard, it should be noted that, with effect from 1 January 2021, LU-VE has lost its “small company” qualification pursuant to art. 3 of the Consob Related Party Regulation and consequently the new procedure has differentiated the instruction and approval procedures to be applied for transactions of greater materiality and those to be applied for those of lesser materiality; at this meeting, the Board therefore established the Independent Committee for the examination and approval of transactions of greater materiality;
- (l) verified, at the meeting of 21 February 2024, compliance with the independence requirements set forth in the combined provisions of art.147-ter, paragraph 4 and art.148, paragraph 3 of the Consolidated Law on Finance and article 2, Recommendation 7 of the Corporate Governance Code, as well the requirements of enforceability and non-enforceability relating to each director in office. This review was carried out again at the meeting of 20 February 2025, in application of the “*Quantitative and Qualitative Criteria for assessing the Independence of LU-VE's Directors and Statutory Auditors in relation to the significance of the circumstances as set forth in recommendation no. 7, lett. c) and d) of the Corporate Governance Code*”, as amended on 20 December 2023.

During the Financial Year, the Board:

- did not consider it necessary or appropriate to draw up proposals to be submitted to the shareholders' meeting for the definition or modification of the corporate governance system (see Section 13 of this Report);
- on 19 December 2024, monitored and assessed the implementation of the “*Policy for managing Dialogue with investors and other stakeholders*” and its adequacy over time.



The following powers are also attributed to the Board of Directors.

In relation to its appointment and composition (as better specified in the following Section 4.2 of this Report) the Board of Directors:

- (a) in compliance with the legislation, also regulatory, in force at the time and in compliance with the priority objective of ensuring adequate competence and professionalism of its members, defines the diversity criteria for its composition and for that of the Board of Statutory Auditors in relation to aspects such as age, gender, disability or training and professional experience, identifying the most suitable tool for their implementation also taking into account the ownership structure of the Company;
- (b) at least before its renewal, in accordance with the procedures provided for by the current Corporate Governance Code and with the support of the Chairman and the Remuneration and Appointments Committee, which ensure its adequacy and transparency, carries out an assessment of the size and composition of the Board itself and its Committees, as well as on their functioning (hereinafter, the “**Self-assessment**”), also considering the role played by the Board in defining strategies and monitoring management performance and the adequacy of the internal control and risk management system; for the purposes of the Self-assessment, the Board will also take into account elements such as the professional, experience, also managerial, and gender characteristics of its members, as well as their seniority in office; all in accordance with the provisions in of the “*Diversity policies for members of the corporate bodies of LU-VE S.p.A.*” in force, as approved by the Board;
- (c) may express, in preparation of each renewal, guidelines on its qualitative and possibly quantitative optimal composition, taking into account the results of the Self-Assessment; these guidelines will be described in the report to the Shareholders on the appointment of the Board, as well as in the Report on Corporate Governance;
- (d) where deemed appropriate, with the support of the Remuneration and Appointments Committee, may express its guidelines regarding the maximum number of offices in the management or control bodies in other listed or large companies, which can be considered compatible with the effective performance the office of director of the Company, taking into account the commitment deriving from the role held;
- (e) at least at the beginning of its mandate, on the proposal of the Remuneration and Appointments Committee and after consulting the Board of Statutory Auditors, defines: (i) the quantitative and qualitative criteria to be considered for the assessment of the significance of trade, financial and professional relationships and of the additional remuneration referred to in letters c) and d) of recommendation 7 of the Corporate Governance Code, as well as (ii) the persons to be included in the definition of “*close relatives*” for the purposes of applying the circumstances referred to in recommendation 7 of the Corporate Governance Code;
- (f) with the support of the Remuneration and Appointments Committee, it can define, and then implement and update, a succession plan for the Chief Executive Officer and executive directors which identifies at least the procedures to be followed in the event of early termination of office; the Board can also ascertain the existence of adequate procedures for the succession of Top Management as defined by the Corporate Governance Code;
- (g) on the occasion of the termination of the office and/or the dissolution of the relationship with an executive director or a general manager, it communicates, by means of a communication



to the market following the internal processes that lead to the attribution or recognition of any indemnities and/or other benefits, the information required by the Corporate Governance Code.

For the purposes of its correct functioning and effective organization, the Board (as better specified in Sections 6, 8 and 9 of this Report):

- (a) establishes the Board's internal committees with proposing and advisory functions at least with regard to appointments, remuneration, control and risks, sustainability and related parties to which assign the task of supporting it, with adequate preliminary activity, in the performance of its role;
- (b) defines the rules and procedures that may become necessary for its own functioning and for that of the Committees, in particular in order to ensure effective management of the disclosure to be provided before the respective meetings.

\* \* \*

For information required by the ESRS Paragraph 19 and 20 letter b, Paragraphs 22, 24 and 26, in addition to that reported in this paragraph, please refer to the content of Sustainability Reporting, contained in the Directors' Report as at 31 December 2024, paragraph 2.1.3, published on the Issuer's website at [www.luvegroup.com](http://www.luvegroup.com), in the section "Investor" - "Investor relations" - "Reports".

## 4.2 APPOINTMENT AND REPLACEMENT (pursuant to art.123-bis, paragraph 1, letter l), first part, OF THE CONSOLIDATED LAW ON FINANCE)

In compliance with the statutory provisions, the Company is administered by a Board of Directors composed of a minimum of 7 (seven) and a maximum of 15 (fifteen) members, according to the resolution of the Shareholders' Meeting from time to time; the Directors are appointed for a period of no longer than 3 (three) financial years, they expire on the date of the Shareholders' Meeting called to approve the financial statements for the last year of their office and may be re-elected.

The **appointment** of the Board of Directors takes place on the basis of lists presented by the Shareholders or by the Board of Directors in office, as indicated below, also in order to ensure that minority interests are represented and in compliance with the law, including regulations, in force at the time regarding gender balance, independent directors and gender balance as well as with regard to the possible share listing segment, on the subject of independent directors.

The methods of presenting lists and appointment and voting proposals are governed by art. 20 of the Articles of Association, in compliance with the applicable legislation and regulations.

Pursuant to the statutory provisions:

- lists may be submitted by shareholders who, at the time the list is submitted, hold alone or together with others, a share totalling at least 2.5% of the capital or the different equity investment equal to at least the one established by Consob pursuant to art. 147-ter, paragraph 1, of the Consolidated Law on Finance (the share set by Consob executive decision no. 123 of 28 January 2025, corresponds to the 2.5% indicated by the Articles of Association), as well as the outgoing Board of Directors;



- individual shareholders, shareholders subscribing to a shareholders' agreement relating to the Company and of relevance pursuant to art. 122 of the Consolidated Law on Finance, the parent company, Subsidiaries and companies subject to common control and other entities between which a direct or indirect association exists pursuant to applicable legislation and regulations in force at the time, cannot submit or contribute to the submission, not even through a third party or trust company, of more than one list or vote for different lists;
- each candidate may appear on one list only, otherwise they shall be considered ineligible;
- each list contains the names, indicated by a sequential number, of a number of candidates not exceeding the number of members to be elected;
- each list that contains a number of candidates no higher than 7 (seven) must include and identify at least 1 (one) candidate who meets the independence requirements established by applicable legislation and regulations in force at the time on the matter. Each list that contains a number of candidates higher than 7 (seven) must include and identify at least 2 (two) candidates who meet the independence requirements established by applicable legislation and regulations in force at the time on the matter. In the event of failure to comply with the above obligations, the list shall be deemed not to have been submitted;
- each list that submits a number of candidates equal to or higher than 3 (three) must also include candidates belonging to both genders, so that at least the minimum number of candidates required by the legislation and regulations applicable from time to time in the matter. In the event of failure to comply with these obligations, the list shall be deemed not to have been submitted;
- lists submitted must be filed at the Company's registered office, even using distance communication means as indicated in the notice of call, and made available to the public in accordance with the time-frames and procedures established by legislation and regulations in force at the time.

The lists must be accompanied by information relating to the identity of the Shareholders who submit them, with an indication of the percentage of their equity investment as a whole, proven by a certification issued by an authorised intermediary in accordance with the law, notwithstanding that this certification may be provided also after filing of the lists, as long as it is done by the deadline set for the publication of lists by the Company, exhaustive disclosure on personal and professional characteristics of the proposed directors, their relative declarations and certifications required by the legislation and regulations in force at the time and by the Articles of Association, including any declaration of suitability to qualify as independent directors pursuant to the applicable legislation, also regulatory, in force at the time and the Corporate Governance Code, as well as a declaration by the same candidates stating that they meet the requirements set by the law, also regulation applicable from time to time and by the Articles of Association, including those of respectability and, where applicable, independence, and their acceptance of the candidature and the office, if elected. For the list submitted by shareholders who do not hold, individually or jointly, a controlling interest or relative majority, a statement is also required stating the absence of any direct or indirect association, pursuant to applicable legislation and regulations in force at the time. In the event of failure to comply with these obligations, the list shall be deemed not to have been submitted.

The Board of Directors is elected in observance of the following statutory provisions:

- (a) no account is taken of lists that have not obtained a percentage at least equal to half of the percentage required for submission of lists;





- (b) from the list that obtained the highest number of votes, all the directors to be elected, except 1 (one), are taken, in the sequential order in which they are stated in the list, without prejudice to the provisions set forth below to ensure the presence of a suitable number of directors meeting the independence requirements and the gender balance in compliance with applicable legislation and regulations in force at the time on the matter;
- (c) the remaining director to be elected is taken from the list that obtained the second highest number of votes after the list referred to in letter (b) above, votes cast by shareholders who are not in any way associated, either directly or indirectly, pursuant to applicable legislation and regulations in force at the time, with the shareholders who submitted or voted for the list referred to in letter (b) above.

In the event of a tie between lists, the list submitted by shareholders holding the greater shareholding or, in the alternative, by the highest number of shareholders, shall prevail.

If, after voting has been completed a sufficient number of directors meeting the independence requirements established by applicable legislation and regulations in force at the time have not been elected, the last candidate who does not meet these requirements elected in the sequential order of the list that obtained the highest number of votes shall be excluded and shall be replaced by the first non-elected candidate from the same list who meets the aforesaid independence requirements following the sequential order. If necessary, this procedure shall be repeated until the number of independent directors to be elected has been reached. If at the end of this replacement procedure, the composition of the Board of Directors does not allow compliance with the minimum number of members meeting the independence requirements established by applicable legislation in force at the time, the replacement shall be made by resolution passed by the Shareholders' Meeting by majority vote of those represented, subject to submission of candidatures of persons meeting said independence requirements. A similar procedure will be implemented if, at the end of the voting with the elected candidates, it has been ensured that the composition of the Board of Directors complies with applicable legislation and regulations in force at the time on gender balance.

If the number of candidates elected on the basis of the lists submitted is lower than the number of directors to be elected, the remaining directors will be elected by the Shareholders' Meeting, deliberating by majority vote of those represented and, in any case, in compliance with the legislation and regulations in force at the time on independent directors and gender balance. In the event of a tied vote between a number of candidates, a second ballot shall be held between them through a further shareholders' meeting vote, and the candidate who obtains the highest number of votes shall prevail.

If only one list is submitted, the Shareholders' Meeting casts its vote on said list and, if it obtains the majority of votes represented at the Shareholders' Meeting, all the members of the Board of Directors shall be taken from said list in compliance with applicable legislation and regulations in force at the time, also on the matter of independent directors and gender balance.

If no lists are submitted or only one list is submitted and it does not obtain the majority of votes represented at the Shareholders' Meeting or if the entire Board of Directors does not need to be renewed or if it is not possible for any reason to appoint the Board of Directors in accordance with the procedures established by this article, the members of the Board of Directors shall be appointed by the Shareholders' Meeting with ordinary procedures and majority vote of those



represented, without applying the list voting mechanism, in compliance with applicable legislation and regulations in force at the time on the minimum number of directors who meet the independence requirements and gender balance.

As regards the **replacement** of directors, art. 20 of the Articles of Association also sets forth that:

- if, during the year one or more directors are no longer able to fulfil office, the Board of Directors arranges for their replacement by means of a resolution approved by the Board of Statutory Auditors, in compliance with applicable legislation and regulations in force at the time on gender balance, in accordance with the following:

- a) the Board of Directors arranges, where possible, for the outgoing director to be replaced by someone belonging to the same list and the Shareholders' Meeting resolves, with the legal majorities, observing the same criterion;
- b) if there are no remaining candidates in the aforesaid list who were not previously elected or candidates with the necessary requirements or if for any reason it is not possible to comply with the provisions of letter a), the Board of Directors arranges for the replacement, and the Shareholders' Meeting arranges for the appointment, with the legal majorities and without list voting;

- in any case the Board of Directors and the Shareholders' Meeting shall arrange respectively for the aforesaid replacement and appointment, in compliance with applicable legislation and regulations in force at the time on gender balance and on the minimum number of board members meeting the independence requirements. Directors co-opted in this way by the Board of Directors remain in office until the next Shareholders' Meeting and those appointed by the Shareholders' Meeting remain in office for the time that the directors they replaced would have remained;

- instead of replacing the outgoing director, the Shareholders' Meeting is also entitled to decide to reduce the number of members of the Board of Directors.

It should be noted that, as regards the composition of the Board of Directors, legislative provisions of the sector other than the specific provisions of the Consolidated Law on Finance are not applicable.

As regards the information on the role of the Board of Directors and of the board committees in the self-assessment, appointment and succession processes of directors, reference is made to Section 7 of this Report.

### **4.3 COMPOSITION (pursuant to art.123-*bis*, paragraph 2, letter d) and d-*bis*), OF THE CONSOLIDATED LAW ON FINANCE)**

The Board of Directors in office, appointed by the Shareholders' Meeting of 28 April 2023 in accordance with the provisions of the law and the Articles of Association on list voting, on the date of this Report, is made up of 10 (ten) members, of which:

- 3 (three), or 30% of the total number of members, qualify as executive directors pursuant to the Corporate Governance Code; and





- 7 (seven), or 70% of the total number of members, qualify as non-executive directors, of which 4 (four), or 40% of the total number of members, meet the independence requirements pursuant to the combined provisions of articles 147-ter, paragraph 4 and 148, paragraph 3 of the Consolidated Law on Finance, and article 2, Recommendation 7 of the Corporate Governance Code.

Of the total number of members of the Board of Directors, six members belong to the male gender (60% of the total number of members) and four members, to the female gender, which is therefore the least represented (40% of the total number of members).

The composition is shown in Table 2, in the appendix to this Report.

There are no employee and/or other worker representatives on the Board of Directors.

All directors have professionalism and skills to contribute effectively to board discussions and are equipped with diversified skills so as to ensure adequate weighting of board decisions and ensure effective management monitoring.

The Board appointed as so shall remain in office until the date of the Shareholders' Meeting called to approve the financial statements for the year ended as at 31 December 2025.

Note that the Board of Directors was elected following the presentation of three lists: (i) the list submitted on 31 March 2023 by the majority shareholder Finami S.p.A., holder at the time of presentation of 10,187,999 shares, corresponding to 45.82% of the share capital of LU-VE ("List no. 1"), (ii) the list submitted on 31 March 2023 by the shareholder Sofia Holding S.r.l., holder at the time of presentation of 670,000 shares, corresponding to 3.013% of the share capital of LU-VE ("List no. 2") and (iii) the list submitted on 31 March 2023 by a group of shareholders (Asset Management Companies and Financial Intermediaries), holding a total of 1,017,527 shares equal to 4.57637% of the share capital of LU-VE ("List no. 3").

List no. 1 put forward the following candidates: (1) Matteo Liberali; (2) Pier Luigi Faggioli; (3) Michele Faggioli; (4) Stefano Paleari; (5) Anna Gervasoni; (6) Fabio Liberali; (7) Laura Oliva; (8) Roberta Pierantoni; (9) Michele Garulli; (10) Raffaella Cagliano.

List no. 2 proposed the following candidates: (1) Giuseppe Guido Crespi; (2) Maria Sole Bianca Luisa Brioschi.

List no. 3 proposed the following candidates: (1) Carlo Paris; (2) Antonella Rosa Bianchessi.

After the vote, the candidates elected were: (1) Matteo Liberali; (2) Pier Luigi Faggioli; (3) Michele Faggioli; (4) Stefano Paleari; (5) Anna Gervasoni; (6) Fabio Liberali; (7) Laura Oliva; (8) Roberta Pierantoni; (9) Michele Garulli – taken from List no. 1 – and (10) Carlo Paris – taken from the List no. 3 (minority list).

However, considering that the *pro tempore* legislation in force on gender balance requires that at least 2/5 of the members of the Board of Directors belong to the less represented gender, which was female, and that in order to allow compliance with said regulation art. 20 of the Articles of Association envisages, if at the end of the voting with the elected candidates the composition of the Board of Directors is not ensured in compliance with said regulations, that *"the candidate of the most represented gender elected as the last in numerical order of the list that came first in terms of the number of votes shall be excluded and this candidate shall be replaced by the first non-elected"*



candidate of the same list of the least represented gender in progressive order”, candidate Michele Garulli was replaced by candidate Raffaella Cagliano.

Consequently, the candidates elected were: (1) Matteo Liberali; (2) Pier Luigi Faggioli; (3) Michele Faggioli; (4) Stefano Paleari; (5) Anna Gervasoni; (6) Fabio Liberali; (7) Laura Oliva; (8) Roberta Pierantoni; (9) Raffaella Cagliano – taken from List no. 1 – and (10) Carlo Paris – taken from List no. 3 (minority list). Against a total number of votes corresponding to 23,668,688 equal to 100.0000% of the votes represented and equal to 92.5583% of the total voting rights, the election of the aforementioned Directors took place with 16,910,797 votes in favour, equal to 71.4479% of the votes represented and 66.1310% of the total voting rights for the list submitted by the shareholder Finami S.p.A. (List no. 1); with 1,574,990 votes in favour, equal to 6.6543% of the votes represented and 6.1591% of the total voting rights for the list submitted by the shareholder Sofia Holding S.r.l. (List no. 2); with 5,045,706 votes in favour, equal to 21.3180% of the votes represented and 19.7316% of the total voting rights for the list submitted by the group of shareholders (Asset Management Companies and Financial Intermediaries) (List no. 3); with 0 votes against equal to 0.0000% of the votes represented and equal to 0.0000% of the total voting rights; with 137,195 abstained votes equal to 0.5796 of the votes represented and equal to 0.5365 of the total voting rights and with 0 non-voters equal to 0.0000% of the votes represented and 0.0000% of the total voting rights.

At the end of the Financial Year, the Board of Directors was composed as follows:

Name and Surname	Office	Independence pursuant to the Consolidated Law on Finance and the Corporate Governance Code
<b>Matteo Liberali</b>	Chairman and Chief Executive Officer	NO
<b>Pier Luigi Faggioli</b>	Executive Vice Chairman of the Board of Directors	NO
<b>Michele Faggioli *</b>	Director with Proxy (CSDO) Vice Chairman of the Board of Directors	NO
<b>Raffaella Cagliano *</b>	Non-executive Independent	YES
<b>Anna Gervasoni</b>	Non-executive Independent	YES
<b>Fabio Liberali</b>	Non-executive Independent	NO
<b>Laura Oliva *</b>	Non-executive Independent	NO
<b>Stefano Paleari</b>	Non-executive Independent	YES
<b>Carlo Paris**</b>	Non-executive Independent	YES
<b>Roberta Pierantoni *</b>	Non-executive	NO



	Independent	
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\* The members with specific technical expertise on sustainability issues.

\*\* Director expressed by the minority list.

The personal and professional characteristics of each director in office at the closing date of the Financial Year are specified below, also pursuant to art. 144-*decies* of the Consob Issuers' Regulation:

The main sustainability expertise of the directors is also listed. It should be noted, however, that with regard to the lack of specific expertise of some directors in sustainability or experience in the same sector in which the Group operates, they nonetheless possess diversified organisational, financial, academic and governance knowledge; this element is of fundamental importance in order to enrich discussions and ensure that the decisions taken are the result of a plurality of qualified and diverse points of view, able to examine the issues under discussion from different perspectives.

• **MATTEO LIBERALI** – Chief Executive Officer, member of the Board of Directors since 15 May 2003 and Chairman of the Board of Directors from 23 January 2023.

Mr. Matteo Liberali graduated in Business Economics from the Luigi Bocconi Business University in Milan in 1991, and during his professional career, in 1999 and 2000, he completed a “Business Development” Master at the MIP of the Milan Polytechnic. From January 1992 for over two years, he worked in the Milan office of the auditing firm Arthur Andersen & Co. From September 1994, he started working at LU-VE with increasing levels of responsibility, up to his appointment as Head of Sales (2003) then General Manager (2008). Member of the LU-VE Board of Directors from May 2003. Following the process of restructuring of the shareholding structure of the LU-VE Group in 2014, he took up the role of Chief Executive Officer of the LU-VE Group in July 2014. Furthermore, with effect from 23 January 2023, Mr. Matteo Liberali also took over the office of Chairman of the Board of Directors of LU-VE S.p.A.. He also participates in the Board of Directors of LU-VE Group companies.

• **PIER LUIGI FAGGIOLI** – Vice Chairman of the Board of Directors in office since 18 July 2014.

Mr. Pier Luigi Faggioli, after graduating in Mechanical Engineering from the University of Bologna, started to work as an associate at Studio Viglino of Turin. After having held the position of Facility Manager at Costan S.p.A. (1965- 1990), for a long time, he founded the company SEST S.p.A., later merged into LU-VE S.p.A. with effect from 31.12.2024. In 1998, he also founded IMAP S.p.A. and since 2001 contributed to the expansion process of SEST, first through the establishment of SEST-LUVE-Polska Sp. Z o.o. (2001) and then of OOO SEST-LUVE (2006). From July 2014 he has held a stake in LU-VE through the company G4 S.r.l. and holds the role of Vice Chairman of LU-VE.

• **MICHELE FAGGIOLI** – Director with Proxy (“Chief Strategic Development Officer - CSDO” from 28 November 2023), member of the Board of Directors from 18 July 2014.

Michele Faggioli was an office worker from June 1992 at the company Ferrara S.r.l. and, from 1993, at SEST S.p.A., later merged by incorporation into LU-VE S.p.A. with effect from 31.12.2024. Within SEST, he held the positions of Purchasing Manager, Human Resources and Organisation Manager



and Operations Manager. In January 2002, he became the General Manager of SEST, also assuming the position of Russia Project Manager in 2005 for the construction of the new production facility. In 2007, was the Head of coordination and supervision of the activities of the Russian plant of the company OOO SEST-LUVE. Then in 2008, he also became the Manager of coordination and supervision of the activities of the Polish facility of SEST-LUVE-Polska Sp. Z o.o. Since July 2014 he has participated in the share capital of LU-VE through the company G4 S.r.l. and until 28 November 2023 he was Chief Executive Officer Operations of the LU-VE Group; with effect from 28 November 2023, he assumed the role of Chief Strategic Development Officer - CSDO. He also participates in the Board of Directors of LU-VE Group companies.

• **RAFFAELLA CAGLIANO** – Independent director in office from 29 April 2020.

Raffaella Cagliano graduated in Management Engineering from Milan Polytechnic in 1995, and then went on in 1999 to obtain a Research Doctorate in Management Engineering from Padua University in collaboration with Milan Polytechnic.

Since 2002, she has been regularly collaborating with the School of Management of Milan Polytechnic, first as an Associate Professor, and then as a Full Professor, performing numerous tasks and covering a wide range of responsibilities.

At present, she is a Full Professor of Business Management and Organisation and Professor and area coordinator of People Management & Organization and of Sustainability at the School of Management of Milan Polytechnic.

Since January 2023, she has been Director *pro tempore* of the Department of Management Engineering.

She is a Member of the Board of Directors of the Italian Association of Management Engineering as Past President and member of the Board of Directors of the Gianluca Spina Association.

She was an active member of the Board of the European Operations Management Association (EurOMA) from 2004 to 2016, holding the position of Chairman from 2010 to 2013. She is Co-Editor in Chief of the periodical Organizational Studies and Associate Editor of the International Journal of Operations and Production Management.

She is the joint-director of the Sustainability and Industrial Transition Food Observatories 4.0 of the School of Management of Milan Polytechnic. She is also the Director of the Master in Sustainability Management and Corporate Social Responsibility of MIP – Graduate School of Business, Milan Polytechnic.

She carries out research and advisory activities on the topics of innovation paradigms and organisational models in production, with particular reference to the manufacturing sector, and of sustainability-oriented innovation processes, with particular reference to agri-food chains.

She is the co-author of research books and textbooks, as well as 60 publications in international academic periodicals in the field of Operations and Supply Chain Management and of Organisational Studies and of Sustainability.

• **ANNA GERVASONI** – Independent director in office from 10 March 2017.

Anna Gervasoni graduated in Economics and Commerce with honours at the Luigi Bocconi Business University in Milan in 1984, where she worked permanently until 2001 as Professor of Economics and Business Management and Corporate Finance.

Full Professor of Economics and Business Management, she is currently Rector and member of the Board of Directors of Cattaneo University - LIUC. At the University, she manages the Centre of Excellence of UNECE - United Nation Economic Commission for Europe - and LIUC on sustainable finance for infrastructure and smart cities.

She is General Director of AIFI (Italian Association of Private Equity, Venture Capital and Private Debt), and Deputy Chairperson of the Consultation Committee of Borsa Italiana.

She has held and continues to hold positions in the corporate bodies of listed and unlisted companies. She is currently an Independent Director of Banca Mediolanum S.p.A. and SOL S.p.A.

She is a Chartered Accountant enrolled in the Register of Auditors. She collaborates with several economic-financial newspapers and magazines and is the author of 50 publications regarding business development and finance.

• **FABIO LIBERALI** – Non-executive director in office from 23 October 2008.

Fabio Liberali, in October 1985, was co-founder of LU-VE together with his father Iginio Liberali, and holds the role of Director and “Chief Identity & Communication Officer” - CICO with effect from 1 January 2024) within the LU-VE Group.

He is the co-founder, joint owner and manager of communication, marketing, networking and promotional activities of EKuota, web platform for the management on-line company finance.

From February 1995 to December 2017, he was editor-in-chief of the international bimonthly magazine “Elevatori – The European Elevator Magazine”. From January 2018, he has been a member of the Elevatori Magazine Technical Committee.

Periodically he performed the role of coordinator, speaker and lecturer at universities, seminars, workshops, trade fairs, associative assemblies etc., both in Italy and abroad (in Germany, India, Italy, Poland and Turkey, etc.) on themes relating to vertical transport markets; he was correspondent for international industry magazines in Argentina, China, Germany, India, United Kingdom, Spain, Turkey and USA.

Joint proprietor of the Gateway – IoT Mirror for lift cars patent (“Cabin for lifts and similar with improved communication and interactive functionality” - Italian Patent no. 102017000031537 of 22 March 2017; European Patent no. 18161879.4 of 15.03.2018), the first IoT product of the LU-VE Group.

He was a lecturer at the “*Master Polismaker – For quality of living and sustainable urban development*” (Milan Polytechnic – 2021, 2022, 2023 and 2024) “*Urban sustainable development: Scenarios, macrotrends, transformations & a case study*”. He lectured at the Carlo Cattaneo University of Castellanza for the course “Techniques and scenarios of economic communication” and at the Catholic University of the Sacred Heart, Milan - Department of Economics and Business Administration, for the course “Change management”.



From 2002, he is also Editorial Director of the on-line weekly version of “CUS Pavia News”. Editor and then Press Office Manager (March 1994/March 1997); Editorial Director (pro bono) “CUS Pavia News” (March 1997/April 2002).

In the 1996-2002 period, he was communication advisor for Fiera Milano S.p.A., Rassegne S.p.a. and MADE Expo and was member of the Strategic Committee of Lift Expo / Fiera Milano - Rassegne. In this area, he was responsible for international relations and contacts with the international media, manager of the communication plan and contacts with the national and international institutions in the sector (industrial associations, companies, professional orders and commercial and industrial bodies). He is a coordinator and organiser of international conferences and seminars.

Formerly advisor for communication of ANICA (National Association of Elevator Component Manufacturers).

Formerly scientific manager for Italy of “Elevcon 2002 – Milan”, 12th World Vertical Transport Technology Conference, organised by the International Association of Elevator Engineers.

He was the creator and team leader of “Italia Magnifica – Exhibition dedicated to Italian elevator excellence” at Interlift 2013 (first global industry trade fair).

He conceived, organised and coordinated the first two Italian Joint Pavilions, at the International Elevator and Escalator Expo in Mumbai (India). Previously member of the National Bar of Journalists – Publicists List (1997–2020).

• **LAURA OLIVA** – Non-executive director in office from 10 March 2017.

She is Head of Organisation and Risk Support for Cassa Depositi e Prestiti.

Graduated in business economics from the Luigi Bocconi University of Milan, she has more than 15 years' experience in capital markets in merchant banks.

Expert in FinTech technologies and financial and sustainability risk management (ESG). She is the co-founder of EKuota, the online Fintech platform.

Previously a non-executive, independent and minority director for Banca Mediolanum. She was Manager of Debt Capital Markets, has worked for Italian and international merchant banks holding, from time to time, the role of global product specialist, manager of the structuring and placement of structured finance products, manager of syndicated loans and credit analyst. She is an expert in bond issues and securitisations and handles financial analysis and financial markets. She has organised and managed loans and bond issues for the main Italian issuers. She writes on financial markets, sustainability, fintech and risk management in international magazines and on-line blogs. She is part of the Advocacy committee of CFA Society ICFAS – Italian Chartered Financial Analyst Association.

In 2019 she was named Woman in Fintech of the Year, a recognition awarded to her by the British Embassy, Freshfields Bruckhaus Deringer and Borsa Italiana.

She is co-author of the book “Sostenibilità per scettici” (Sustainability for the sceptics) published by Mondadori in 2022.





She is married and has three children.

- **STEFANO PALEARI** – Independent director in office from 28 April 2015, appointed Lead Independent Director on 13 March 2017.

Stefano Paleari graduated in Nuclear Engineering with honours from the Milan Polytechnic in July 1990 and became a Management Engineering Researcher at the University of Bergamo in 1996. In 1998, he became Associate Professor in Economics and Business Organisation at the Milan Polytechnic and, in 2001, Full Professor of Analysis of Financial Systems in the Faculty of Engineering at the University of Bergamo. From October 2009 to 30 September 2015 was the Dean of the University of Bergamo and from September 2013, for a two-year period, was the President of the Conference of Italian University Deans (CRUI).

Stefano Paleari has held and holds a number of different positions: from March 2006 to May 2017, was founder and scientific director of ICCSAI (International Centre for Competitiveness Studies in the Aviation Industry); from January 2009 to December 2011, external examiner in the Master of Science in Air Transport Management in the Department of Air Transport of Cranfield University (UK); from June 2009, is an Airneth Academic Fellow and member of the Airneth Scientific Board, international group of the most representative academics in the field of air transport; from 2013 to 2017, he was a member of the board of the EUA European University Association.

Stefano Paleari is also the author of numerous international scientific publications in the financial markets, air transport and public management fields.

From November 2016 to May 2018 he was the Chairman of the Committee for the coordination of the scientific project Human Technopole. From May 2017 to December 2019, he was the Special commissioner of Alitalia S.p.A. In the 2018-2019 two-year period, he was an independent member of the Board of Directors of Industrial Stars of Italy 3 S.p.A., listed on the AIM Italia. In November 2019 he was appointed a member of the Pontifical Council for Culture by Pope Francis. Since June 2020 he has been President of the International Heart School Foundation. In 2021 he was awarded the title of Cavaliere di Gran Croce of the Order al Merito of the Italian Republic by President of the Republic Sergio Mattarella. Since 2021 he has been advisor to the Minister of Universities and Research in charge of the PNRR. Since November 2022, he has been President of the Anthem Foundation. Since November 2024 he has been an independent member of the Board of Directors of Allianz Assicurazioni Italia.

- **CARLO PARIS** – Independent director in office since 28 April 2023.

Graduated in Mechanical Engineering from La Sapienza University of Rome, he earned a Master's in Business Administration from the American University of Washington DC, an Executive Master's in Social Entrepreneurship and a Master's in administration of non-profit organizations from the University Cattolica in Milan.

He has acquired certified skills in Sustainability and Corporate Governance. In 1984, he was an economic advisor to the US Department of the Interior. From 1985 to 2003, he held numerous roles in The Chase Manhattan Bank, in the Banca Nazionale del Lavoro Group and in the Unicredit Banking Group. In Unicredit, he carried out Corporate Finance activities; Head of Private Equity; General Manager at Credit Merchant and Director in various investee companies.

He was advisor to Vegagest Sgr for the management of private equity funds; founder and CEO of Paris & Partners with which between 2003 and 2015 he carried out internationalisation activities with foreign countries with a focus on India.

Since 28 April 2017, he has been a member of the Board of Directors of ENAV, formerly Chairman of the Remuneration and Appointments Committee and then Chairman of the Sustainability Committee. On 28 April 2023, he was reconfirmed as a member of the Sustainability Committee, and in June 2024 reconfirmed as Chairman of the Sustainability Committee.

From April 2018 until March 2021, he was a member of the Board of Directors of BFF Bank S.p.A. (formerly Banca FarmaFactoring S.p.A.) as well as Chairman of the Committee for the Assessment of Related Party Transactions. Since 27 April 2021, he has been a member of the Board of Directors of FILA - FABBRICA ITALIANA LAPIS ED AFFINI S.P.A., Chairman of the Remuneration Committee and member of the Control, Risk, Sustainability and Related Parties Committee.

• **ROBERTA PIERANTONI** – Non-executive director in office from 10 March 2017.

Graduated in Law from the “Carlo Bo” University of Urbino and is enrolled in the Urbino Register of Lawyers.

She is a partner of the law and tax firm Biscozzi Nobili & Partners in Milan, with which she began cooperation in 2005 and where she mainly operates in the sectors of commercial law, corporate & sustainability governance, contracts and arbitration.

In 2022, she attended the course “Sustainability Strategy and Governance. Integrating ESG factors in the company” at the SDA Bocconi School of Management, passing the final exam with full marks.

She is a speaker at seminars, conferences and advanced courses on listed companies, asset management companies (SGR), listed Real Estate Investment Companies (SIIQ), real estate funds, Real Estate and corporate & sustainability governance as well as a contract lecturer in the first and second level Masters “*Polis maker for the quality of living and sustainable urban development*” of the Milan Polytechnic.

She currently holds the following positions: (i) Independent Director, Lead Independent Director and Chairman of the Nomination and Governance Committee and member of the Related Parties Committee of Banca Mediolanum S.p.A. (Euronext Milan); (ii) Independent Director of Interpump Group S.p.A. (Euronext STAR Milan); (iii) Independent Director of Mediolanum Vita S.p.A.; (iv) Independent Director of Mediolanum Assicurazione S.p.A.

She has been a member of the Boards of Directors of listed and unlisted companies, including: FloWe S.p.A. - Società Benefit; Aedes SIIQ S.p.A. (Euronext Milan), also serving as Chairman of the Control, Risk and Related Party Transactions Committee, as well as a member of the Remuneration and Appointments Committee; Italo - Nuovo Trasporto Viaggiatori S.p.A., also holding the position of member of the Control and Risk and Related Party Transactions Committee; Trawelco S.p.A. (Euronext Growth Milan). She was also a member of the Supervisory Body pursuant to Italian Legislative Decree 231/2001 of De' Longhi S.p.A. (Euronext Milan).

\* \* \*





For information required by the ESRS Paragraph 19 and 20 lett. a and c, Paragraphs 21 and 23, in addition to that reported in this paragraph, please refer to the content of Sustainability Reporting, contained in the Directors' Report as at 31 December 2024, paragraph 2.1.3, published on the Issuer's website at [www.luvegroup.com](http://www.luvegroup.com), in the section “Investor” - “Investor relations” - “Reports”.

\* \* \*

With an amendment to the Articles of Association of 28 April 2023, the new art.17-*bis*, entitled “**Honorary Chairman**”, was introduced into the Articles of Association, which provides that the Board may appoint, even outside its members, a Chairman with honorary functions, called “Honorary Chairman”, who may contribute his experience by carrying out an advisory function in favour of the Board of Directors. The appointment is proposed by the Chairman of the Board of Directors or by the Remuneration and Appointments Committee.

The Honorary Chairman must be chosen from among highly prestigious personalities and/or who have contributed significantly to the success and/or development and/or reputation of the Company and the duration of the relative office may not exceed the duration of the mandate of the Board which made the relevant appointment.

If he/she is not a member of the Board, the Honorary Chairman is nevertheless entitled to attend the Shareholders' Meetings and to participate in the Board meetings, expressing, if necessary, non-binding opinions; he/she, however, is not entitled to vote and his/her presence is not counted for the purposes of establishing the validity of the meetings of the Board. The Honorary Chairman also carries out any functions that are assigned to him/her from time to time by the Board of Directors, without any power of representation.

Upon the proposal or opinion of the Remuneration and Appointments Committee and after hearing the opinion of the Board of Statutory Auditors, the Board of Directors may determine any remuneration due to the Honorary Chairman and/or reimbursement of expenses incurred in the performance of the office.

In light of the amendment to the Articles of Association, on 28 April 2023, the Board of Directors appointed Marco Claudio Vitale - who held the position of director of LU-VE from 1986 until the end of the previous mandate and had always stood out for having participated with autonomy of judgment and a critical spirit in the decisions of the Board, thus contributing to strengthening its governance and stimulating discussion on the strategies to be adopted - as Honorary Chairman of LU-VE S.p.A. for the entire duration of the mandate of the new Board of Directors (and, therefore, until the date of the Shareholders' Meeting that will be called to approve the financial statements as at 31 December 2025).

The personal and professional characteristics of the Honorary Chairman in office are shown below:

- **MARCO CLAUDIO VITALE** - Honorary Chairman from 28 April 2023 (formerly a non-executive Director of the Company from 28 November 1985 until 28 April 2023).

Marco Vitale, business economist, carried out intense professional and educational activities at the University of Pavia, the Luigi Bocconi Business University of Milan, the Independent Carlo Cattaneo University in Castellanza (VA) and the management schools Istao in Ancona and Istud in



Baveno (VB). Formerly partner at Arthur Andersen & Co., he is a founding partner and president of Vitale-Zane & Co. S.r.l. (formerly Vitale Novello & Co. S.r.l.), where he is a consultant and director of major companies. He was the co-founder and president of A.I.F.I. and co-founder and first president of the Arca Group, vice president of Banca Popolare di Milano and president of Bipiemme Gestioni SGR until 2008. He was the director of Banca Passadore of Genoa. He was director of the Adriano Olivetti Foundation and member of the ISVI (Italian Institute for Corporate Values) Scientific Committee. He has held significant public offices and is the author of several books. He was a non-executive director of the Board of Directors of LU-VE S.p.A. from 28 November 1985 to 28 April 2023.

\* \* \*

No changes were made to the composition of the Board of Directors from the date of the close of the year until the date of this Report other than those highlighted above.

### Diversity criteria and policies in the composition of the Board and in the company organization

In addition to the provisions of the statutory clauses mentioned in Section 4.2 above aimed at ensuring the balance of genders in the composition of the management bodies, implementing the provisions of art. 123-*bis*, paragraph 2, letter d-*bis*) of the Consolidated Law on Finance, the Board of Directors has adopted its own policy with regard to diversity in relation to the composition of the administrative body with regard to aspects such as the age, gender and educational and professional background (the “**Policy**”).

This Policy is defined in the document “*Diversity policies for members of the corporate bodies of LU-VE S.p.A.*” approved by the Board of Directors in the meeting of 28 February 2020, on proposal of the Remuneration and Appointments Committee, which – with regard to the diversity of the composition of the management body – has prepared its contents also taking into account the outcome of the self-assessment process, conducted on occasion of the renewal of the management body. In the meeting of 24 February 2022, on the proposal of the Remuneration and Appointments Committee shared with the Board of Statutory Auditors, the Board of Directors approved an update of the Policy in order to align its content with the principles and recommendations set out in the Corporate Governance Code.

In defining the criteria and the objectives of the Policy, the Board of Directors of the Company has considered that its optimal composition must meet the following criteria:

- (a) in compliance with the principles and recommendations of the Corporate Governance Code, the Board of Directors should be composed for the most part by non-executive Directors, who should have such skills as to ensure them a significant weight in the adoption of board resolutions through significant logical discussions and in the monitoring of the choices made by executive directors;
- (b) the number of Directors of the Company with the independence requirements set by the law, the Articles of Association and the Corporate Governance Code must be such as to guarantee compliance with the relative applicable regulatory and statutory provisions as well as with the recommendations of the same Code to which the Company adheres, so as to allow a heterogeneous composition of the internal board committees (which, on the



basis of the Corporate Governance Code must be composed entirely or in the majority by independent directors);

- (c) the composition of the Board of Directors must in any case ensure the gender balance in compliance with the regulatory and statutory provisions applicable at the time, as well as in accordance with the provisions of the Corporate Governance Code, both at the time of appointment and throughout the mandate;
- (d) a balanced combination must be ensured of various ages and/or seniority in office within the Board of Directors, able to contribute different sensitivities and competences from each other, so as to allow – also taking into account, among other things, the relevant changes that characterise the macro-economic and competitive landscape – a balanced plurality of perspectives and experiences different from each other;
- (e) Directors must be represented by figures with a managerial and/or professional and/or academic and/or institutional profile such as to realise a mix of competences and experiences that are different from and complementary to each other. More specifically:
  - managerial profiles must have an industrial vision with competences and experiences acquired in the context of organisational functions within complex enterprises, active at international level;
  - professional profiles should have gained accredited competences and experiences and have carried out their activity, with particular relevance to enterprise activities, in at least one of the following areas: economic, accounting, financial, legal status of enterprise, industrial organisation, as well as in the context of risk management and/or control and remuneration policies;
  - academic and/or institutional profiles should have competences that can be useful for the development and value enhancement of the LU-VE Group business, with particular reference to strategic vision and sustainable development;
- (f) in line with the principles and recommendations dictated by the Corporate Governance Code with regard to the composition of internal board committees: (i) at least one member of the Board of Directors should have an adequate knowledge of financial matters or remuneration policies; and (ii) at least one member of the Board of Directors should have an adequate knowledge of accounting and finance or of risk management;
- (g) the Chairman should be a person with experience, authority and ability of vision such as to represent a connection point between executive and non-executive directors, ensuring during the mandate a guaranteed management for all Shareholders and stakeholders, as well as the efficient and effective management of the Board of Directors and of the Board's works;
- (h) the Chief Executive Officers must be persons with proven leadership, authority, strategic vision and an in-depth knowledge of the industrial sectors preferably relevant to those in which the LU-VE Company and Group operate.

In addition to the diversity requirements indicated above, the Policy requires all members of the Board of Directors to guarantee the availability of adequate time for the diligent and responsible



performance of their tasks, have a suitable knowledge of the English language to allow the correct understanding of written texts and, therefore, ensure the possibility of taking decisions that relate directly to documents written in English, also in consideration of the international scope of the LU-VE Group.

The text of the “*Diversity policy for members of the corporate bodies of LU-VE S.p.A.*” is available on the Company’s website at [www.luvegroup.com](http://www.luvegroup.com), in the section “*Investor*” – “*Corporate Governance & shareholders*” – “*Code of conduct and corporate documents*” – “*Corporate documents*”.

The administrative body currently in office was appointed by the Shareholders’ Meeting on 28 April 2023: the election of the Board of Directors took place through list voting pursuant to the provisions set forth in the applicable legislation and regulations in force at the time on gender balance. Moreover, the Articles of Association of LU-VE in force at the date of the Shareholders’ Meeting of 28 April 2023 provided for mechanisms to ensure that at least the minimum number of candidates required by the legislation, including regulations, in force at the time, belonged to the less represented gender. In its current composition, in compliance with the applicable regulation, 2/5 of the members of the current Board of Directors belongs to the under-represented gender.

In particular, the Council is made up of 60% men and 40% women. Regarding the diversity of the composition of the Board of Directors, see the previous paragraph in this Section 4.3.

The Remuneration and Appointments Committee, at its meeting on 5 February 2025, and the Board of Directors, at its meeting on 20 February 2025, verified that the current composition of the administrative and control bodies of LU-VE is compliant with the provisions of the adopted Diversity Policies.

The Issuer also pursues policies for gender equal treatment and opportunities policies within its company organisation, as defined by its Code of Ethics, available on the Issuer’s website at the address [www.luvegroup.com](http://www.luvegroup.com), in section “*Investor*” – “*Corporate Governance & shareholders*” – “*Codes of conduct and corporate documents*” – “*Corporate documents*”.

All positions, for any job within the Group, are open to candidates of both sexes, and the professional development policy is managed on merit-based criteria.

Of the employee population, around 34% were women. The gender difference is mainly due to the peculiarity of the business which, especially in the past, mainly attracted male professional figures. The Group’s objective over the next few years is to increase the percentage of female employees, also by promoting specific projects.

\* \* \*

For the information required by ESRS S1, Par 24, in addition to that reported in this paragraph, please refer to the content of Sustainability Reporting, contained in the Directors’ Report as at 31 December 2024, paragraph 2.1.3, published on the Issuer’s website at [www.luvegroup.com](http://www.luvegroup.com), in the section “*Investor*” - “*Investor relations*” - “*Reports*”.

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

The Company’s Board of Directors, since the Issuer does not qualify as a Large Company for the purposes of applying the Corporate Governance Code (see Section 1 of this Report) decided not



to express any guidelines regarding the maximum number of offices in the management or control bodies in other listed or large companies, which can be considered compatible with the effective performance the office of director of the Company, taking into account the commitment deriving from the role held, as provided by Recommendation 15 of the Corporate Governance Code for Large Companies.

#### 4.4 FUNCTIONING OF THE BOARD OF DIRECTORS (pursuant to art.123-*bis*, paragraph 2, letter d), of the Consolidated Law on Finance)

At its meeting of 24 February 2021, the Board of Directors adopted the **BoD and Committees Regulations**, which were subsequently updated (most recently on 13 November 2024) and which govern the composition, role, organization and operating methods of the Issuer's BoD and internal board committees, in compliance with the legislation, including regulations and applicable statutory provisions, in line with the principles and recommendations of the Corporate Governance Code.

Specifically, with reference to the Board of Directors, the BoD and Committees Regulations define:

- (i) the composition of the Board of Directors;
- (ii) the role and responsibilities of the same, aimed at pursuing the goal of creating long-term value for the benefit of shareholders, taking into account the interests of the other stakeholders relevant to the Company;
- (iii) the methods and procedures for assessing the independence of directors, the circumstances that compromise or appear to compromise the independence of directors;
- (iv) the role of the Chairman of the Board of Directors, of the Honorary Chairman, of the Secretary and of the Lead Independent Director;
- (v) the functioning of the Board, with regard to both the convocation, the pre-meeting disclosure, the conduct of the meetings and their minutes; as well as
- (vi) the obligations of the directors.

The Board is convened by the Chairman, by means of a notice indicating the agenda items to be discussed and on which to deliberate, as part of the annual planning of Board meetings or in any case whenever the same deems it necessary or when a written request is made by at least one of its members or by any statutory auditor. The notice of call must also indicate the date, time and place of the meeting or, in the case of a meeting convened exclusively by audio-video conference, an indication that the same will take place according to this method.

The directors receive an adequate flow of information coordinated by the Chairman with the support of the Secretary of the Board, according to the correct exercise of the powers and responsibilities of the Board of Directors. In addition to the subjects to be examined by the Board, the flow of information - usually ensured according to the terms and methods indicated below on the occasion of board meetings - also concerns any follow-up of the decisions taken by the Board, as well as any more significant correspondence between the Company and Consob and/or other public authorities and with Borsa Italiana. Any requests for data, documents and information made by individual directors outside board meetings or meetings of the individual Internal Board



Committees shall be addressed, also through the Secretary of the Board, to the Chairman who, in agreement with the Chief Executive Officer and with the assistance of the Secretary, shall ensure that they are answered in the most appropriate manner to guarantee the functionality of the inquiry and information processes.

In order to ensure adequate discretion and confidentiality of the information and documents included in the information flow and not to jeopardize their timeliness and completeness, the Board uses a high-security standard digital platform, called DiliTrust Exec, for the management and sharing of the Board's documentation. Access to the platform takes place through the use of credentials assigned, following their appointment, to each director and statutory auditor who ensure diligence and confidentiality in their storage, in order to avoid access to the Platform by unauthorized parties. For the discussion of the agenda items, the documentation supporting the board meetings is brought to the attention of the directors and statutory auditors, by the Secretary, again through the DiliTrust Exec platform well in advance of the meeting, and in any case within the third day prior to the day fixed for the meeting, except in cases of urgency when the documentation is made available as quickly as possible as to allow the directors to be able to participate in the meeting in an informed manner.

The supporting documentation is prepared by the competent company function which sends it to the Secretary in time to allow publication in compliance with the terms indicated in the BoD and Committees Regulations (i.e. by the third day prior to the date set for the meeting, except in cases of urgency). In the event that the documentation made available to the Directors and Statutory Auditors is particularly complex and extensive, with the assistance of the Secretary, the Chairman ensures that it is accompanied by a document summarizing the most significant and relevant points for the purposes of decisions on the agenda. Except in cases where, by law, it is necessary for the minutes to be drawn up by a notary, the minutes of the meetings are taken by the Secretary, who may be assisted, for this purpose, by personnel from the competent corporate legal function.

This is so except in the case when the Secretary of the meeting proceeds to draw up the minutes during the Board meeting and that they are approved at the end of the meeting, a draft of the minutes is drawn up by the Secretary after the meeting and submitted by the same to the meeting's chairperson for their definition. In this case, the final draft is made available by the Secretary to all directors and statutory auditors via the DiliTrust Exec platform, in order to collect any comments and observations within the deadline indicated by the Secretary, to be put forward for the assessment of the meeting chairperson together with the Secretary. The final text of the minutes is made available through the DiliTrust Exec platform and then transcribed by the Secretary in the register of meetings and resolutions of the Board held in accordance with the law.

In the meetings held during the Financial Year, the BoD and Committees Regulations were essentially respected also with reference to the terms and procedures established for the transmission of the pre-meeting documentation for BoD and Committees meetings.

During the financial year the Board of Directors met 8 times and the meetings had an average duration of approximately 2 hours and 30 minutes.

The Board meetings were regularly and diligently attended by the directors; the details of the participation of each director in the Board meetings are contained in Table 2 attached in the appendix to this Report.





The meetings were also held via audio-video link, in compliance with the provisions of the Articles of Association and the BoD and Committees Regulations.

Seven meetings are planned for the current year, 2 of which (including the one for approval of this Report) have already been held.

The items on the agenda are normally illustrated – also on the basis of the documentation distributed beforehand and filed in the company’s records – by the Chairman of the Board of Directors or by the CEO responsible for the matter, or by the Chairman of the competent Committee for the matter. Following the presentation, the debate opened, with speeches by the directors in order to pose questions to the writer or provide suggestions or food for thought: the heterogeneous competences of the members of the Board of Directors make it possible to analyse and examine in-depth the items on the agenda from various perspectives, enriching Board discussions which is the prerequisite for each contemplated and fully-informed decision. The Chairman of the meeting ensures that the necessary time is dedicated to the items on the agenda to allow constructive debate.

## 4.5 ROLE OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

Pursuant to art. 17.1 of the Articles of Association, if the shareholders' meeting has not done so, the Board of Directors elects its Chairman from among its members and, where it is deemed opportune, a Vice Chairman with vicarious powers.

The Chairman of the Board of Directors at the date of publication of this Report is Mr. Matteo Liberali, who also holds the position of CEO, appointed on the occasion of the Shareholders' Meeting held on 28 April 2023.

The role and functions of the Chairman are governed by the BoD and Committees Regulations. In particular, the same provides for the Chairman to play a liaison role between executive and non-executive directors, to manage the effective functioning of the Board's works and that, in carrying out his duties, he exercises the functions provided for by legislation, including regulation, *pro tempore* in force, by the Articles of Association as well as by the Corporate Governance Code.

During the Financial Year, in carrying out his liaison role between executive and non-executive directors, with the support of the Secretary, the Chairman oversaw the completeness of pre-meeting information and ensured that the information provided during the meetings were suitable to allow directors to act in an informed manner in the performance of their role, ensuring that, during the meetings, all directors were allowed to express their opinion and that all additional information requested was provided, also speaking directly during the meetings on the basis of their own experience.

The Chairman also ensured that the activities of the Committees were coordinated with that of the Board of Directors and that an item was included in the Board meetings agenda that would allow the Chairman of the Control and Risk Committee and the Chairman of the Remuneration and Appointments Committee to report to the Board on the activity carried out; he has also always verified that during Board meetings, if any of the matters dealt with required the performance of preliminary, propositional and consultative functions by one of the two Committees, adequate space was reserved for the Chairman of the Committee, in order to present the results of the activity carried out to the Board.



The Chairman, also in his role as CEO, ensured that the heads of the Issuer function attended board meetings to provide the appropriate insights into the items on the agenda. The Financial Reporting Manager, as well as Group CFLO, Mr. Eligio Macchi, the General Counsel and Secretary of the Board, Ms. Barbara Silva, the Head of Investor Relations, Mr. Michele Garulli and starting from his appointment, the General Manager, Mr. Riccardo Quattrini, attended meetings, speaking directly on the items on the agenda that had been instructed by the respective company functions. Ms. Elena Negri, Head of Internal Audit, presented her annual report to the Board, as well as the 2024 Internal Audit Plan (as defined below) during the meeting on 13 March 2024.

The Chairman noted the Board's decision to carry out its Self-Assessment on a three-yearly basis, at the time of its renewal.

The Chairman also ensured that the Investor Relations Manager had the opportunity to speak with the directors, referring, where necessary, to the activity carried out regarding the dialogue with all the Shareholders.

\* \* \*

For the information required by ESRS 2, Paragraphs 19 and 20, lett. c, Paragraph 23, in addition to that reported in this paragraph, please refer to the content of Sustainability Reporting, contained in the Directors' Report as at 31 December 2024, Paragraph 2.1.3, published on the Issuer's website at [www.luvegroup.com](http://www.luvegroup.com), in the section "*Investor*" - "*Investor Relations*" - "*Reports*".

#### *Induction Programme*

The Chairman focused his attention on the implementation of initiatives aimed at providing the Directors with adequate knowledge of the business sectors in which the Issuer operates: during the Financial Year, the Board's disclosure, its contents and its frequency, allowed the directors to obtain adequate knowledge of the business sector in which the LU-VE Group operates, of the company dynamics and their evolutions, of the principles of correct risk management as well as of the related reference regulatory framework. In particular, during the meetings of the Board of Directors that were held during the year, the directors received constant insights on each specific sector in which the LU-VE Group carries out its activities, in order to best understand the company trends underlying the business and the relevant developments that have taken place during the year.

In particular, the Chairman of the Board of Directors together with the other members of the Board of Directors and those of the Board of Statutory Auditors participated in induction sessions on sustainability issues, with the support of the Sustainability Office and external consultants with expertise on the subject.

Lastly, on 6 November 2024, the members of the Board of Directors, together with those of the Board of Statutory Auditors, attended a training session on the Group's strategies for the implementation of the CSRD "Corporate Sustainability Reporting Directive", which envisages the adoption of the new "European Sustainability Reporting Standards". This session was conducted by the consultants who provide support to the Company in implementing the directive as regards Sustainability Reporting.





On 7 February 2025, the members of the Board of Directors, together with those of the Board of Statutory Auditors, participated in an additional training session on the CSRD, specifically looking at the results of the LU-VE Group's double materiality analysis.

These meetings made it possible to explore some key aspects for the current and future sustainability strategy of the LU-VE Group.

## Secretary of the Board

Art. 6 of the BoD and Committees Regulations provides for the Board of Directors to decide, on the proposal of the Chairman, in accordance with paragraph 2 of art. 17 of the Articles of Association, to appoint and dismiss a secretary, even if not from within the Company. The Secretary is normally appointed at the beginning of each Board mandate and for its entire duration, unless in case of revocation and/or resignation. The Regulations also contain the definition of the Secretary's requirements and powers.

In particular, the BoD and Committees Regulations indicate that the Secretary must meet adequate requisites of professionalism, experience, independence of judgement and must not find themselves in situations of conflict of interest. In particular, the Secretary must meet the following professional requirements:

- (a) have obtained a university degree in law and/or economics or have passed the state exam for the legal profession qualification;
- (b) have adequate preparation in corporate governance, having gained previous and significant professional experience in industrial groups and/or companies, preferably listed, of size and/or complexity and with an international projection comparable to those of LU-VE;
- (c) have skills such as to allow effective participation in the work of the Board of Directors and the various Committees established within it: for this purpose the skills deemed to be relevant are those acquired in the technical/commercial and/or economic-financial and/or legal and/or corporate governance areas.

In carrying out the functions that the Regulations assign to them, the Secretary supports the activities of the Chairman and provides impartial assistance and advice to the Board on all aspects relevant to the correct functioning of the corporate governance system. More specifically, the Secretary of the Board:

- (a) assists the Chairman *(i)* in preparing board and shareholders' meetings, *(ii)* in preparing the related resolutions, *(iii)* in ensuring the adequacy, completeness and clarity of information flows directed to the Board, *(iv)* in communicating with the directors, *(v)* in organising board inductions and *(vi)* in supervising the adequacy and transparency of the self-assessment process;
- (b) prepares the minutes of board meetings and internal board committees;
- (c) assists the Company's Managing Directors in their relations with the Board;



- (d) performs the role of Secretary of the Internal Board Committees, supporting the Chairman of each committee and its members in organising and conducting the meetings, as well as in carrying out the activities pertaining to individual committees;
- (e) provides independent legal assistance and advice (with respect to management) to the Board and its members in matters of corporate governance and their powers, rights, duties and obligations, to ensure the regular exercise of their powers, protect them from any liability and ensure that they are taking into account the interests of shareholders and of other stakeholders considered by the Company's corporate governance system.

The Regulations establish that the Secretary, for the performance of their duties, reports hierarchically and functionally to the Board and, through it, to the Chairman. It also provides for the Secretary to perform other functions within the Company, as long as they do not compromise their independence of judgement vis-à-vis the Board or the regular performance of their functions.

In case of necessity or urgency, the Secretary may be replaced for individual meetings by the person identified by the Board at the opening of the meeting, on the proposal of the Chairman.

In agreement with the Chairman, the Board may revoke the Secretary.

On 28 April 2023, on the proposal of the Chairman, the Board of Directors confirmed the appointment as secretary of the Issuer's Board of Directors and of the Internal Board Committees Ms. Barbara Silva.

During the Financial Year, the Secretary assisted the Chairman's activities, supporting the latter in the collection and preparation of pre-meeting and complementary information, managing relations with the other corporate functions responsible for their preparation and making the same available to directors through the *Dilitrust Exec* platform. She also took steps to draw up the minutes of the meetings of the board of the internal board committees, agreeing them with the meetings' chairmen and ensuring that the drafts were sent to the meetings' participants in order to collect any comments received from the latter, to be submitted for assessment of the chairman of the meeting of the board or of the committee together with the Secretary.

The Secretary supported the Chairman of the BoD and the chairmen of the Committees in coordinating their respective activities. Furthermore, she ensured the adequacy, completeness and clarity of the information flows directed to the Board, also supporting the Chairman in communicating with the directors and coordinating the Board's activities with that of the Committees. The Secretary participated in the organisation of board induction sessions held during the Financial Year and provided, through meetings and conversations, including personal ones and with impartial judgement, legal advice both to the Board and to individual members of the same on matters of corporate governance and on the powers, rights, duties and obligations of the same.

## 4.6 EXECUTIVE DIRECTORS

### Chief Executive Officers

The Board of Directors carries out its activities directly and collectively, as well as through the Chairman and *Chief Executive Officer* (CEO), **Matteo Liberali**, the top management figure of the



company, and the Director with Proxy, Chief Strategic Development Officer (CSDO), **Michele Faggioli**.

On 28 April 2023, the Board of Directors meeting held after the Shareholders' Meeting, appointed MATTEO LIBERALI, (i) as “*Chief Executive Officer - CEO*” of the LU-VE Group and, therefore, the top management figure of the company; and (ii) with sole signature rights, all powers of ordinary and extraordinary management which are not reserved exclusively to the Board of Directors by the Articles of Association or the law, up to a limit of Euro 10,000,000.00 (ten million/00) per individual transaction.

In a subsequent resolution on 11 July 2024 the Board of Directors, revoking the powers previously awarded, confirmed MATTEO LIBERALI, (i) as “*Chief Executive Officer - CEO*” of the LU-VE Group and, therefore, the top management figure of the company; and awarded (ii) with sole signature rights, all powers of ordinary and extraordinary management which are not reserved exclusively to the Board of Directors by the Articles of Association or the law, up to a limit of Euro 15,000,000.00 (fifteen million/00) per individual transaction.

In consideration of his qualification as Chief Executive Officer and, therefore, the main person responsible for the management of the company, to the Chief Executive Officer Matteo Liberali is entitled, in compliance with the principles and recommendations of the Corporate Governance Code, to the functions and powers relating to the internal control and risk management system of the Company envisaged for the CEO by art. 5.1 of the SCIGR Guidelines (please refer to Section 9.1 of this Report in this regard).

On 28 November 2023, the Board of Directors, following the corporate reorganisation in progress, resolved to change the role of the Director with proxy, Michele Faggioli, who until that date had carried out the functions of Chief Operating Officer, assigning him the new role of Chief Strategic Development Officer - CSDO, and providing for the subsequent adjustment of the powers already conferred to the new position.

During the financial year and until the subsequent adjustment of the proxies to the new incumbent (i.e. until 21 February 2024), the Director with proxy, MICHELE FAGGIOLI (i) was entrusted with the management of the activities of the following company areas: Production, Purchasing, Logistics, Mechanical Design, Technology, Programming, Technical Office, Quality Control, Human Resources and IT, in relation to which he will report to the Chairman of the Board, and (ii) in the aforesaid areas, the powers described below - always with the exception of those that the Articles of Association and the law reserve exclusively to the Board of Directors or to the Shareholders' Meeting - for amounts up to Euro 5,000,000.00 (five million/00) for each individual transaction and with the right to sub-delegate for individual deeds or categories of deeds:

- (i) negotiating, entering into, amending and resolving contracts for the purchase, exchange, sale of materials, services and products as well as raw materials;
- (ii) negotiating, entering into, amending and resolving purchase, sale, exchange contracts, financial leases of plants, machinery and operating assets in general;
- (iii) negotiating, entering into, amending and resolving consultancy agreements;



- (iv) ensuring the performance of construction, works, installations, repairs and modification of systems, offices and other premises owned by the Company, by acquiring the machines and furniture needed for said offices, such as materials, supplies and provisions, signing tender and supply contracts;
- (v) purchasing, selling and exchanging movable property and motor vehicles and carrying out any transaction at the Public Automobile Register, exonerating the aforementioned office and its officials from any liability, and the other competent relevant institutions;
- (vi) signing any declarations requested by entities such as Customs, Chamber of Commerce, Shippers, etc. in relation to the importing and/or exporting of goods (origin, source, nature etc.);
- (vii) signing correspondence relating to the acts indicated above and of ordinary administration and management;
- (viii) handling all formalities related to the fulfilment of the contracts and transactions referred to above;
- (ix) issuing authorisations and proxies to third parties within the limits of the powers attributed to him.

On 21 February 2024, the Board of Directors resolved to revoke the powers previously awarded and to assign the Director with proxy, Michele Faggioli, the task of coordinating, in support of the CEO, the implementation of strategic industrial policies, dealing with the development of the individual Group plants with reference to both real estate and industrial profiles in close collaboration with the General Manager of the LU-VE Group.

This function shall be carried out with a view to pursuing Sustainable Success: in particular, Director Michele Faggioli shall, in executing the guidelines approved by the Board of Directors, take care of: (i) the development of all activities related to sustainability strategies; and (ii) the integration of these strategies into the business plan, to this end organising the LU-VE Group's sustainability office and coordinating its activities.

The Director Michele Faggioli was also granted the powers described below with sole signature rights - with the exception of those that the Articles of Association and the law reserve exclusively to the Board of Directors or the Shareholders' Meeting:

- (1) for transactions up to Euro 5,000,000.00 (five million/00), entering into, modifying, resolving contracts for the purchase, exchange and sale and/or lease of:
  - (i) materials, products and services;
  - (ii) plant, machinery and capital goods;
- (2) ensuring the performance of construction, works, installations, repairs and modification of systems, offices and other premises owned by the Company, by acquiring the machines and furniture needed for said offices, such as materials, supplies and provisions, signing tender and supply contracts, for transactions up to Euro 5,000,000.00 (five million/00);



(3) entering into, amending and resolving property lease and gratuitous lease contracts also for more than nine years, with lease instalments for amounts not exceeding Euro 2,000,000.00 a year.

The Director Michele Faggioli may also, in support of the activities of CEO Matteo Liberali, and always with sole signature rights:

(4) for transactions up to Euro 7,000,000.00 (seven million/00), entering into, amending and resolving purchase contracts and issuing purchase orders for raw materials;

(5) to represent the Company in legal proceedings before the judicial authorities (ordinary, administrative and special) also in supranational courts and in arbitration and to represent the company before administrative, financial and tax offices, social security and insurance bodies, labour inspectorates, as well as trade union organisations and category in general and before tax commissions of all levels, all also by signing transactions up to a maximum amount of Euro 250,000.00 (two hundred and fifty thousand/00);

(6) requesting and agreeing with banks, also in the medium-term, current account advances, discounts of bills, advances on exports and imports and similar operations, completing the associated procedures, and carry out any other financial coverage operation, for transactions up to Euro 5,000,000.00 (five million/00).

(7) negotiating and signing, with banks or other institutions, factoring and receivables assignment contracts, completing the associated procedures, for transactions up to Euro 5,000,000.00 (five million/00);

(8) signing the necessary documents for the issuing in favour of third parties of sureties, performance bond and corporate guarantees, also in the interest of subsidiaries, for transactions up to Euro 5,000,000.00 (five million/00);

(9) signing collective bargaining agreements and company agreements;

(10) representing the company in the shareholders' meetings of the subsidiaries;

(11) entering into, amending, resolving sales contracts, exchange contracts and in general any contract relating to company products and accessories, in Italy and abroad, including multi-year contracts, for transactions up to Euro 5,000,000.00 (five million/00);

(12) entering into, amending and resolving consultancy contracts for amounts not exceeding Euro 1,000,000.00 (one million/00) per single act;

(13) signing any declarations requested by entities such as Customs, Chamber of Commerce, Shippers, etc. in relation to the importing and/or exporting of goods (origin, source, nature etc.);

(14) signing correspondence relating to the acts indicated above and of ordinary administration and management;

(15) handling all formalities related to the fulfilment of the contracts and transactions referred to above;

(16) issuing authorisations and proxies to third parties within the limits of the powers attributed to him.

The Director Michele Faggioli maintained for the entire financial year all the typical responsibilities and tasks, with no exclusions, of Employer, as defined in art. 2 letter b) of Italian Legislative Decree no. 81/2008, as amended, as well as all the responsibilities and tasks, with no



exclusions, for the protection of the environment pursuant to Italian Legislative Decree no. 152/2006, as amended. Director Michele Faggioli: (i) could make use of the sums necessary to fulfil the obligations deriving from environmental and accident prevention legislation with full autonomy and with no spending limits, in observance of the company procedures and that, for all activities pertaining to the function of “Employer” he could act in full autonomy without reporting to the director Matteo Liberali; and (ii) could delegate functions under the conditions set forth in art. 16 of Italian Legislative Decree no. 81/2008 and any special proxies to other persons that meet the legal requirements.

The qualification of Employer and the relative proxy were revoked by the Board of Directors with a resolution dated 19 December 2024 and effective as of 31 December 2024, at the same time as the merger by incorporation into LU-VE of the subsidiaries Sest S.p.A. and Air Hex Alonte S.r.l. became effective (see Section 1 of this Report).

## Chairman of the Board of Directors

At the date of this Report, the Chairman of the Board of Directors is Matteo Liberali, who, as stated in the paragraph above, is also the main person responsible for the management of the Issuer and of the Group (CEO), as well as the Issuer's controlling shareholder.

In 2023, and more specifically at its meeting of 23 January 2023, the Board of Directors deemed it appropriate to assign the role of Chairman to the CEO, Matteo Liberali, based on the consideration that his appointment as Chairman took place following the death of Iginio Liberali, the founder who had always been the Company chairman. This made it necessary to give the Group, all its employees and the market a strong message of unity, togetherness and continuity with the past, and to ensure the continued trust of all stakeholders in the Group's current executive management.

Subsequently, on 28 April 2023, on the occasion of the Shareholders' Meeting, Matteo Liberali was confirmed as Chairman of the new Board of Directors of LU-VE S.p.A.. He was appointed for the financial years 2023, 2024 and 2025 and will hold office until the Shareholders' Meeting convened to approve the Financial Statements as at 31 December 2025.

In this regard, it is reiterated that on 28 April 2023, in the meeting held following the Shareholders' Meeting, the Board of Directors confirmed its willingness to maintain the office of company CEO in the hands of the newly appointed Chairman of the Board of Directors, Matteo Liberali.

This choice is based on the fact that since LU-VE's listing on the Stock Exchange, Matteo Liberali has held the position of Group CEO, decisively contributing to its national and international development in terms of dimensional growth and marginality through the promotion of extraordinary operations and the identification of strategic lines of growth; his many years of experience in the sector in which LU-VE Group operates allow him to play a key role within the Group in inspiring, guiding and coordinating actions and conduct to achieve the corporate objectives set by the Board.

Moreover, this decision is also based on the authoritativeness and credibility of Matteo Liberali towards external stakeholders, insofar as the same is able to exercise, within the Board, guidance, coordination powers and balanced steering of the Board's activities.





Lastly, it was decided that the role of company Chairman which Matteo Liberali is called upon to carry out, does not prejudice the continuation of his role as chief head of the company, which he has carried out since 2015, and this also in view of the introduction in the company's governance of the figure of General Manager, called upon to support him in the conduct of all the Group's ordinary management activities.

The Chairman was attributed, with sole signature rights, all powers of ordinary and extraordinary management which are not reserved exclusively to the Board of Directors by the Articles of Association or the law, up to a limit of Euro 15,000,000.00 (fifteen million/00) per individual transaction.

### **Executive Committee (pursuant to art. 123-bis, paragraph 2, letter d), Consolidated Law on Finance)**

Pursuant to art. 17 of the Articles of Association, within the limits set forth in art. 2381 of the Italian Civil Code, the Board of Directors may delegate its assignments to an executive committee and/or to one or more of its members, establishing the content, the limits and any procedures for the exercise of the same. At the date of this Report, the Issuer's Board of Directors has not appointed an Executive Committee.

### **Disclosure to the Board by the directors/delegated bodies**

The delegated bodies, in fulfilling the obligations of law, the Articles of Association and the principles and recommendations of the Corporate Governance Code, have always reported to the Board of Directors on the activities carried out in the Exercise of the powers attributed, with variable frequency according to the importance of the powers and the frequency of their exercise, but nonetheless at least quarterly, providing, with a reasonable advance notice with respect to the date of the board meeting, the documentation and information needed to allow the Board of Directors to express an opinion, in a fully informed manner, on the items presented to it for examination and approval.

In compliance with Consob Related Party Regulation and OPC Procedure, the Chief Executive Officer is required to provide a complete disclosure at least quarterly to the Board of Directors and Board of Statutory Auditors regarding the performance of related party transactions.

### **Other executive directors**

In addition to Matteo Liberali and Michele Faggioli, the Vice Chairman, Pier Luigi Faggioli, is an administrative director, who currently holds the position of Chief Executive Officer of the subsidiary of strategic importance SEST-LUVE-Polska Sp. z o.o. and, for the entire financial year also held the position of Chief Executive Officer of the subsidiary of strategic importance SEST S.p.A., merged by incorporation into LU-VE S.p.A. from 31 December 2024.

### **General Manager**

In consideration of the growing complexity of the Group and the need to create a more efficient managerial structure, by a resolution of 23 February 2023, the figure of the General Manager ("GM") was introduced, to whom the ordinary management of the Group's activities was



entrusted, while reserving the CEO and CSDO the Group's strategic management activities and those linked to growth both internally and externally.

The General Manager, in office since 27 March 2023, is Riccardo Quattrini, whose personal and professional characteristics are listed below:

• **RICCARDO QUATTRINI** - General Manager since 27 March 2023

Riccardo Quattrini graduated in Mechanical Engineering with specialisation in Management from the Politecnico delle Marche in 1993. In the period from 1994 to 2010 he worked with Biesse Group, first as Project Manager in the Group Engineering Division until 2000, then from 2001 to 2006, Engineering Director (Biesse Systems) and Brand Manager (handling and drilling) and, finally, from 2006 to 2010, he was Sales & Marketing Director. During this period he attended various training courses, including Project Management and Managerial Development Program at SDA Bocconi and Lean Transformation at PORSCHE Consulting Akademy. Subsequently, starting from 2010, he held the position of Sales, Marketing and Product Director in the Cefla Group, then that of Managing Director - Finishing Division and again Managing Director - BU International, until becoming CEO of the Cefla Group in 2017. After a brief period as Deputy General Manager of Aetna Group (packaging), from 2017 to 2019, he was General Manager of IFI. At the end of 2019, he returned to Biesse Group, first as Director of the Wood Division and then as Group Chief Product Strategy & Development Officer for all businesses (Wood, Glass, Stone and Advanced Materials).

During the Financial year, until 11 July 2024, the General Manager was granted "all the powers of ordinary administration that the Articles of Association or the law do not exclusively reserve to the Board of Directors and except for the purposes specified below, to be exercised with sole signature rights up to the limit of Euro 3,500,000.00 (three million five hundred thousand/00) per individual transaction and with the right to sub-delegate for individual acts or categories of acts.

The proxy specified that following powers were to be considered expressly included in the powers granted to the General Manager, within the limit indicated above:

- (1) entering into, amending and resolving contracts for the purchase, exchange and sale and/or lease of *(i)* materials, products and services; *(ii)* raw materials; *(iii)* plant, machinery and capital goods;
- (2) representing the Company in legal proceedings before the (ordinary, administrative and special) judicial authorities, also in supranational courts and in arbitrations and representing the company before administrative, financial and tax offices, social security and insurance bodies, labour inspectorates, as well as trade unions and professional organisations in general and before tax commissions of all levels, all also by entering into settlements up to a maximum amount of Euro 250,000;
- (3) requesting and agreeing with banks, also in the medium-term, current account advances, discounts of bills, advances on exports and imports and similar operations, completing the associated procedures, and carry out any other financial coverage operation;
- (4) negotiating and signing, with banks or other institutions, factoring and receivables assignment contracts, completing the associated procedures;





- (5) signing the necessary documents for the issuing in favour of third parties of sureties, performance bond and corporate guarantees, also in the interest of subsidiaries;
- (6) signing collective bargaining agreements and company agreements;
- (7) representing the company in the shareholders' meetings of the subsidiaries;
- (8) entering into, amending, resolving sales contracts, exchange contracts and in general any contract relating to products and accessories, in Italy and abroad, including multi-year contracts.

The following powers were instead expressly excluded from the powers granted to the General Manager:

- (1) entering into, amending and resolving consultancy contracts for amounts exceeding Euro 500,000 per single act;
- (2) entering into, amending and resolving property leases for more than nine years or for amounts exceeding Euro 1,000,000/year;
- (3) hiring or dismissing executives, defining and/or modifying the duties and/or the contractual and remuneration conditions relating to them;
- (4) hiring or dismissing employees with an annual remuneration (including gross and variable annual remuneration) exceeding Euro 90,000;
- (5) entering into, amending and resolving medium/long-term loan agreements;
- (6) entering into, amending and resolving agreements for the subscription, purchase, sale of equity investments, including minority interests and establishment of rights in rem over them;
- (7) entering into, amending and resolving agreements for the purchase, sale or rental of companies or business units;
- (8) entering into, amending and resolving agreements for the purchase or sale of movable assets and/or for the establishment of rights in rem over them.

The General Manager is responsible for representing the Company towards third parties in relation to the powers attributed to him.

Subsequently, at the time of the Board of Directors' Meeting of 11 July 2024, the previous proxy was revoked, and the General Manager was granted "all the powers of ordinary administration that the Articles of Association or the law do not exclusively reserve to the Board of Directors and except for the purposes specified below, to be exercised with sole signature rights up to the limit of Euro 3,500,000.00 (three million five hundred thousand/00) per individual transaction and with the right to sub-delegate for individual acts or categories of acts, with the exception of those specified below.



The proxy specifies that the following powers are to be considered expressly included in the powers granted to Mr. Riccardo Quattrini, within the limit indicated above, and with the exception of those specified below:

1) entering into, amending and resolving contracts for the purchase, exchange and sale and/or lease of:

(i) materials, components and services;

(ii) plant, machinery and capital goods;

2) entering into, amending and resolving contracts for the purchase, exchange and sale of raw materials up to Euro 5,000,000.00 (five million/00) per individual transaction with single signature, and up to Euro 7,000,000.00 (seven million/00) with the joint signature of Mr. Francesco Nigri;

3) entering into, amending and resolving contracts for purchase or exchange, and in general, any contract relating to the Group's products and relative accessories, in Italy and abroad, including multi-year contracts, for amounts up to Euro 5,000,000.00 (five million/00) for each individual transaction;

4) representing the company in legal proceedings before the (ordinary, administrative and special) judicial authorities, also in supranational courts and in arbitrations and representing the company before administrative, financial and tax offices, social security and insurance bodies, labour inspectorates, as well as trade unions and professional organisations in general and before tax commissions of all levels, all also by entering into settlements up to a maximum amount of Euro 500,000.00 (five hundred thousand/00);

5) requesting and agreeing with banks, also in the medium-term, current account advances, discounts of bills, advances on exports and imports and similar operations, completing the associated procedures, and carry out any other short/medium term financial coverage operation;

6) negotiating and signing, with banks or other institutions, factoring and receivables assignment contracts, completing the associated procedures, up to Euro 3,500,000.00 (three million five hundred thousand/00) per individual transaction with single signature, and up to 5,000,000.00 (five million/00) with the joint signature of Mr. Eligio Macchi;

7) signing the necessary documents for the issuing in favour of third parties of sureties, performance bonds and corporate guarantees, in the interest of the Company and of the subsidiaries;

8) signing collective bargaining agreements and company agreements;

9) hiring or dismissing employees, including executives, defining and/or modifying the duties and/or the contractual and remuneration conditions relating to them up to an overall annual remuneration (including Gross Annual Remuneration and short and medium/long-term variable compensation) not exceeding Euro 250,000.00 (two hundred and fifty thousand/00);

10) intervening with the power to conciliate and settle labour and personnel disputes out of court, in trade union conciliation proceedings and before the Provincial Labour Directorate, and/or in court, for legal disputes before the trial judges, to compromise in arbitrations, including those



bound and not bound by judicial procedure, to appoint and revoke them, to refer disputes or assessments to arbitrators, for amounts not exceeding Euro 500,000.00 (five hundred thousand/00);

11) representing the company in the shareholders' meetings of the subsidiaries.

However, the following powers are considered expressly excluded:

1) entering into, amending and resolving consultancy contracts for amounts exceeding Euro 500,000.00 (five hundred thousand) per single act;

2) entering into, amending and resolving property leases for more than nine years or for annual amounts exceeding Euro 1,000,000.00 (one million/00);

3) entering into, amending and resolving medium/long-term loan agreements;

4) entering into, amending and resolving agreements for the subscription, purchase, sale of equity investments, including minority interests and establishment of rights in rem over them;

5) entering into, amending and resolving agreements for the purchase, sale or rental of companies or business units;

6) entering into, amending and resolving agreements for the purchase or sale of property and/or for the establishment of rights in rem over them.

\* \* \*

For the information required by ESRS 2, Paragraphs 19 and 20 letter b, Paragraphs 22, 24 and 26, in addition to that reported in this paragraph, please refer to the content of Sustainability Reporting, contained in the Directors' Report as at 31 December 2024, Paragraph 2.1.3, published on the Issuer's website at [www.luvegroup.com](http://www.luvegroup.com), in the section "Investor" - "Investor Relations" - "Reports".

## 4.7 INDEPENDENT DIRECTORS AND LEAD INDEPENDENT DIRECTOR

### Independent Directors

Pursuant to the combined provisions of art. 147-ter, paragraph 4, and art. 148, paragraph 3 of the Consolidated Law on Finance, as well as art. 2, Recommendation 7 of the Corporate Governance Code, the current Board of Directors has 4 (four) independent directors represented by Anna Gervasoni, Stefano Paleari, Raffaella Cagliano and Carlo Paris. The number of independent directors and their skills are considered adequate to promote the correct functioning of the board, through a thoughtful debate on strategic decisions, able to pursue the needs of the company. The number of independent directors is also adequate for the constitution of board committees.

The Chairman of the Board is not independent.

On 20 December 2023, on the proposal of the Remuneration and Appointments Committee and having heard the opinion of the Board of Statutory Auditors, the Board of Directors updated the



quantitative and qualitative criteria to assess the significance of the reports referred to in letters c) and d) of Recommendation 7 of the Code, already defined at the time of adopting the Corporate Governance Code during the meeting held on 21 December 2020, specifying the criteria as follows:

- (i) the independence of the Director or Statutory Auditor of LU-VE (the “Representative”) is, or appears to be, compromised if - directly or indirectly - he/she has, or has had in the three previous years, a significant commercial, financial or professional relationship (the “Relevant Relationships”):
- with LU-VE or its subsidiaries, or with the relative executive directors or the top management of LU-VE, meaning the other executives who are not members of the management body and have the power and responsibility for the planning, management and control of the activities of LU-VE and the group it heads;
  - with a party that, also together with others through a shareholders' agreement, controls LU-VE, or if the parent company is a company or entity, with the relative executive directors or top management.

The aforementioned Relevant Relationships are normally to be considered significant if the total annual consideration deriving from them in a single year exceeds an amount that is 5% than the annual turnover (or equivalent item) of the company and of the entity for which the Representative has control or is an executive director, or of the professional firm or consultancy company of which this is a partner or shareholder.

With regard to professional relationships, if the relationship is held by the Representative as part of an individual activity or as a representative of an institution to which they belong as a project contact person, the significance parameter to be considered for each financial year in relation to the remuneration received personally is double the total amount of the annual remuneration received by the Representative as fixed remuneration for the office and as remuneration for participation in board committees.

If the Representative is a partner in a professional firm or consultancy company, the significance of the professional relationships that may have an effect on their position and role within the firm or consultancy company or that in any case pertain to important transactions of LU-VE and the LU-VE Group, also regardless of the quantitative parameters described, will also be assessed.

The Representative's independence appears to be compromised even if one of their Close Relative (meaning parents, children, spouse not legally separated or cohabiting partner, as well as the latter's children and other cohabiting relatives) has had a significant Relevant Relationship within the meaning of letter c) of Recommendation 7 of the Code.

In verifying the independence of the Representatives in application of the aforementioned criterion and the definition of “close relatives”, the Board of Directors will assess the specific situation taking into account the best interests of the Company and its suitability to concretely affect the independence of the Representative;

- (ii) the independence of the Director or the Statutory Auditor is, or appears, compromised if, in the previous three years, they have received, from LU-VE, one of its subsidiaries or the



parent company LU-VE, a significant remuneration in addition to the fixed remuneration for the office and to that provided for participation in the committees (or bodies) recommended by the Code or provided for by the regulations in force (the “Additional Remuneration”).

The Board of Directors believes that, significant additional remuneration pursuant to letter d) of Recommendation 7 of the Corporate Governance Code, means additional remuneration which is equal to, or greater than, in each single financial year, double the total annual remuneration amount received by the Representative by way of fixed remuneration for their office and of remuneration for participation in board committees.

The Representative's independence appears to be compromised even if one of their Close Relative (meaning parents, children, spouse not legally separated or cohabiting partner, as well as the latter's children and other cohabiting relatives) has received a significant Additional Remuneration within the meaning of letter d) of Recommendation 7 of the Code.

In verifying the independence of the Representatives in application of the aforementioned criterion and the definition of “close relatives”, the Board of Directors will assess the specific situation taking into account the best interests of the Company and its suitability to concretely affect the independence of the Representative.

During the first meeting following the appointment of the directors held on 28 April 2023, the current Board of Directors carried out, on the basis of the *pro tempore* applicable criteria, the checks on the independence of the directors Anna Gervasoni, Stefano Paleari, Raffaella Cagliano and Carlo Paris and the Board of Statutory Auditors acknowledged the correct application of the criteria and procedures adopted by the Board in carrying out these verifications, whose outcome was disclosed in a press release issued on the same date.

The permanence of the independence requirements for the aforementioned directors was verified by the Board of Directors, also with reference to the new qualitative and quantitative criteria adopted, in the meeting of 21 February 2024, and most recently, in the meeting of 20 February 2025, in its current composition.

In assessing the existence and permanence of these requirements, the Board of Directors considers all the information available, including the information that the interested parties provide to the Company under their own responsibility, evaluating all the circumstances that appear to compromise independence identified by the Consolidated Law on Finance and by art. 2, Recommendation 7 of the Corporate Governance Code, also applying all the recommendations set forth in the Corporate Governance Code in this regard.

During the financial year, each non-executive director provided all the necessary or useful information for the Board's evaluations; in particular, at the time of the annual declaration of independence made to the Issuer by the individual directors.

It should be noted in this regard that, at the time of the Board of Directors verifying the independence of its members on 21 February 2024, the director Stefano Paleari informed the Board of Directors and the Board of Statutory Auditors that, with the end of the 2023 financial year, the ninth year of his term of office as a director of LU-VE had come to an end, having taken office, for the first time, on 28 April 2015; therefore, with the start of the 2024 financial year, the



circumstance occurred of having “*been a director of the Company for more than nine financial years, including non-consecutive ones, in the last twelve financial years*”, provided for by art. 2, Recommendation 7, letter e) of the Corporate Governance Code, among the “*circumstances that compromise, or appear to compromise, the independence of a director*”.

Prof. Paleari then recalled that an examination of the principles and recommendations of the Corporate Governance Code shows that the persistence in office for more than nine years during the last twelve (as well as any other circumstance indicated in Recommendation 7) does not necessarily determine the loss of the requirement of independence pursuant to the Code itself, since, according to the so-called comply or explain criterion on which the Code is based, a director may be deemed independent despite the occurrence of one of the circumstances indicated in Recommendation 7. This is provided that “*a clear and reasoned justification for this choice is provided in relation to the position and individual characteristics of the person being evaluated*”. In the introduction, the Code gives, in fact, a general indication according to which “*companies shall adopt the Code with substance over form and apply its recommendations according to the ‘comply or explain’ criterion*”.

Given the above, prof. Paleari shared with the other Directors and the Board of Statutory Auditors some considerations regarding his status as “independent director” in order to provide the Board, in compliance with the recommendations of the Corporate Governance Code, all the elements necessary or useful for the assessment of his independence. In particular, prof. Paleari stated that he believes that, in light of current legislation and the recommendations of the Corporate Governance Code, his independence has not been materially affected by the nine-year period passing, but, on the contrary, has contributed to strengthening the autonomy of judgement that characterises the role of an independent director. This is because, during that period, prof. Paleari added to his initial curriculum vitae - which included an academic career as a full professor since 2001, Rector of the University of Bergamo from 2009 to 2015, President of the Conference of Italian University Rectors from 2013 to 2015, elected member of the European University Association from 2013 to 2017 and other significant professional experiences - further relevant activities and recognitions (including, on a professional level and by way of non-exhaustive example, the role of Chairman of the Human Technopole Coordination Committee from November 2016 to May 2018, that of Extraordinary Commissioner of Alitalia S.p.A. held from 2 May 2017 to 6 December 2019, the position of Advisor to the Minister of Universities with responsibility for the NRRP conferred in February 2021 and which he still holds, and the role of President of the Anthem Foundation since December 2022). Prof. Paleari also stated that during this period he was the scientific head of projects entrusted to his university by the National Civil Aviation Authority (drafting of the National Airport Plan as of 2035), the Ministry of Infrastructure and Transport and Italian and international airports. In addition to this, prof. Paleari has also received a number of awards during this period (of particular note are the appointment in 2019 by Pope Francis as a consultant to the Pontifical Council for Culture and the title of *Cavaliere di Gran Croce* awarded to Professor Paleari in June 2021 at the proposal of the President of the Republic). After pointing out that the foregoing is in no way related to his role as an independent director of the Company and that it has, if anything, substantially contributed to strengthening his independence as a director, Prof. Paleari confirmed, for the reasons set forth, that he considers himself independent not only pursuant to the combined provisions of articles 147-ter, paragraphs 4 and 148, paragraph 3 of the Consolidated Law on Finance, but also pursuant to the Corporate Governance Code, despite the occurrence of the symptomatic circumstance set forth in art. 2, Recommendation 7, letter e) of





the Corporate Governance Code, referring the assessment of his independence to the Board of Directors.

In the board discussion that followed, in the absence of prof. Paleari, all directors present declared that they shared the reasons given by prof. Paleari for his independence, also pursuant to the Corporate Governance Code. Consequently, the Board unanimously resolved, with the sole abstention of the interested party, to deem Director Paleari independent not only pursuant to the Consolidated Law on Finance, but also to the Corporate Governance Code.

At the time of the new verification of the independence requirements, carried out on 20 February 2025, prof. Paleari referred, confirming it, to that already shown in 2024 regarding the permanence of his independence; the Board then confirmed the continued existence of the independence requirement for the Director, Stefano Paleari.

In light of the above-mentioned checks carried out by the Board of Directors, the requirements of independence envisaged by the laws and regulations in force and by the Corporate Governance Code are met by 4 of the 10 members of the Board of Directors (in particular, directors Raffaella Cagliano, Anna Gervasoni, Stefano Paleari and Carlo Paris).

Considering the above, the number of independent directors is complied with as required by: (i) art. 147-ter of the Consolidated Law on Finance (which requires, when the Board is made up of more than 7 members, that at least two directors must meet the independence requirements for statutory auditors set forth in art. 148, paragraph 3, of the Consolidated Law on Finance); (ii) Recommendation 5 of the Corporate Governance Code (pursuant to which, the Board of Directors of companies that, such as LU-VE, do not qualify as “large companies” pursuant to the Code, “*includes at least two independent directors, other than the Chairman*”), as well as (iii) art. IA.2.10.6 of the Instructions to the Rules of the markets organised and managed by Borsa Italiana (which for companies belonging, such as LU-VE, to the STAR segment requires the presence of at least 3 independent directors if the Board of Directors is composed of 9 to 14 members).

In compliance of the provisions of art. 149, paragraph 1, lett. c-bis of the Consolidated Law on Finance, the Board of Statutory Auditors verified the correct application of the assessment criteria and procedures adopted by the Board of Directors, at the board meeting of 21 February 2024, and most recently at the board meeting of 20 February 2025, to evaluate the independence of its members, expressing a favourable opinion in this regard.

During the Financial Year, there was no need to hold any meetings of the independent directors; in this regard, it should be noted that, pursuant to the Corporate Governance Code, LU-VE does not fall within the definition of “large company” (see Section 1 of this Report).

### Lead Independent Director

In consideration of the fact that the Chairman of the Board of Directors is assigned significant management powers, at the same time as adhering to the Corporate Governance Code, on 28 April 2023, the Board of Directors resolved to confirm - in accordance with the principles and recommendations of the Code of Corporate Governance - the appointment of a Lead Independent Director, also confirming **Prof. Stefano Paleari** in this position, attributing to him all the duties and powers that the Corporate Governance Code provides for this position.





In accordance with the provisions on the principles and recommendations of the Corporate Governance Code, the BoD and Committees Regulations assign to the Lead Independent Director the task of acting as a reference point for non-executive directors, coordinating their requests and contributions, with particular regard to those of the independent members, and to coordinate meetings exclusively for independent directors; to this end he:

- (a) collaborates with the Chairman in order to ensure that the directors receive complete and timely information flows to carry out their duties, and to define the initiatives aimed at allowing directors and statutory auditors the best understanding of the Company and of the LU-VE Group as well as of company dynamics;
- (b) receives individual requests of non-executive directors, and in particular, of the Independent Directors;
- (c) autonomously or at the request of other directors, convenes specific meetings exclusively for independent directors primarily to discuss issues deemed to be of interest with respect to the functioning of the Board or the management of the company;
- (d) carries out the additional tasks attributed to him by the Board of Directors or by the Chairman;
- (e) reports to the Chairman any matters to be submitted for examination and evaluation by the Board.

During the financial year, the Lead Independent Director collaborated extensively with the Chairman of the Board of Directors in order to ensure the completeness and promptness of the information flows to all directors.





## 5. Management of Corporate Information

## 5.0 MANAGEMENT OF CORPORATE INFORMATION

In execution of the provisions applicable to the management of inside information and the related public disclosure obligations set forth in Regulation (EU) no. 596/2014 and its implementing provisions – including Delegated Regulations (EU) no. 2016/522 and no. 2016/960, and Implementing Regulations (EU) no. 2016/959 and no. 2016/1055 – as well as in consideration of the recommendations set forth in this regard by the Consob Guidelines and by the ESMA guidelines, the Board of Directors, upon proposal of the Chairman formulated in agreement with the CEO, approved in the meeting of 7 September 2021 the updated version of the “*Procedure for the internal management and market disclosure of corporate information*” the “**Corporate Information Procedure**”) in force from 1 October 2021. The Corporate Information Procedure was adopted by the Company, for the first time, in 2015 and was subsequently subject to: (i) an initial revision approved by the Board of Directors at its meeting of 30 June 2016 in order to align its content to the European regulatory provisions set forth in Regulation (EU) No. 596/2014 and in the relevant European implementing rules; as well as (ii) a subsequent amendment which came into force on 21 June 2017 at the time of the listing of the Company's shares on the Euronext Milan market.

The Corporate Information Procedure (available on the Issuer's website at [www.luvegroup.com](http://www.luvegroup.com), section “Investor” - “Corporate governance & shareholders” - “Codes of conduct & corporate documents” - “Corporate procedures”) establishes the principles and rules relating to the internal management and external disclosure of documents and information concerning the Company and the Group, including Relevant Information (as identified by guidelines no. 1/2017 on the subject of “*Management of inside information*”, published by Consob on 13 October 2017 and subsequent amendments) and the Regulated Information (as defined by art. 113-ter, Consolidated Law on Finance), with particular reference to Inside Information (as defined by art. 7, EU Regulation no. 596/2014); this in order to:

- (a) ensure compliance with the applicable European and Italian laws and regulations;
- (b) ensure respect for the utmost confidentiality and secrecy of the Relevant and Inside Information;
- (c) avoid that the disclosure of documents and information concerning the Company may be selective (i.e. that it may be disclosed in advance to some parties such as, for example, shareholders, journalists or analysts), or that it may be issued untimely, in incomplete or inadequate form.

In accordance with the provisions of art. 114, Paragraph 2, of the Consolidated Law on Finance, the principles and rules contained in the Procedure under review are transposed by the other companies of the Group.

The provisions set forth in the Corporate Information Procedure regulate, inter alia: (i) the identification of the parties, of the corporate bodies, of the functions and of all organisational units, as well as all further subjects required to comply with the provisions contained therein; (ii) the assessment of the “relevant” nature and “inside” characteristics respectively of Relevant Information and Inside Information, as well as the subsequent mapping and management of the same; (iii) the principles of conduct which the parties and company organisational structures



involved in various guises in the processing of Relevant Information and Inside Information; (iv) the process for initiating the procedure of delaying the communication of Inside Information to the public; (v) the methods of dissemination and communication to the public of Regulated Information, including Inside Information.

In particular, it should be noted that the Corporate Information Procedure:

- identifies in the Issuer's Chief Executive Officer (or, in their absence, in the Chairman of the Board of Directors) the organisational function responsible for ensuring the timely identification, adequate monitoring and appropriate management of Relevant Information and Inside Information;
- establishes that the CEO: (i) with the support of the Info-Room (as defined therein), provides and is responsible for the assessment and identification of specific Relevant Information or Inside Information and vigilant on information flows within the Issuer of said information; (ii) identifies the “*Inside Information Competent Organisational Functions*” (“FOCIP”) within which specific Relevant Information arises or is identified for the first time as being potential Inside Information; (iii) periodically checks the adequacy of the mapping of the Relevant Information and updates it if necessary; (iv) with the support of the Info-Room, is responsible for the management of public disclosure of Regulated Information (including Inside Information);
- regulates, in compliance with the provisions of art. 17, Regulation (EU) no. 596/2014 and the relative implementation provisions, the possibility, for the Company, to delay – under its own responsibility and based on a decision taken by the Chief Executive Officer (or, if the case or when it relates to a matter pertaining to its competence, by the Board of Directors – the public disclosure of Inside Information, provided that all the following conditions are satisfied: (i) the immediate communication would likely prejudice the Company’s legitimate interests; (ii) the delay in communication would probably not mislead the public; (iii) the Company is able to guarantee the confidentiality of said information. In this regard, when the disclosure of Inside Information to the public is delayed, the procedure also requires the Company to notify Consob of this delay, immediately after the information has been disclosed to the public and, in any event, in compliance with the terms and conditions envisaged in the regulations applicable from time to time. In the event of a subsequent request by Consob, the Company also transmits to the Supervisory Authority the documentation proving the fulfilment of the above conditions. Furthermore, pursuant to the Procedure, the confidentiality of Inside Information whose communication to the public has been decided to delay will be ensured through the adoption of effective measures that allow: (i) the prevention of access to information by persons other than those who need it for exercising their functions in the Company; (ii) the guarantee that persons with access to such information accept the related legal and regulatory obligations and are aware of the possible penalties for abuse or unauthorised disclosure of the information; (iii) immediate public disclosure of the Inside Information, if those persons are not able to guarantee its confidentiality. Lastly, if disclosure of the Inside Information is delayed and the confidentiality of the information is no longer guaranteed, the Company arranges public disclosure as soon as possible in compliance with the procedures and terms of the Corporate Information Procedure.



Following the results of the 2018 self-evaluation questionnaire, the Board of Directors, after conferring the necessary mandate, in the meeting of 19 December 2019 approved the project for the digitisation of the Board of Directors in order to provide a greater guarantee of security and segregation of the data and document relating to the meetings of the same. With regard to this, *DiliTrust* Italia S.r.l. was identified as a provider of smart BoD solutions, whose product appears to be able to combine the needs for security, operational flexibility and interaction with the Board of Directors. At the date of this Report, this service, provided to directors through the “*DiliTrust Exec*” platform, is fully functional.



## 6. Internal Board Committees

## 6.0 INTERNAL BOARD COMMITTEES (pursuant to art. 123-*bis*, paragraph 2, letter d), CONSOLIDATED LAW ON FINANCE)

At the same time as adhering to the Corporate Governance Code, on 21 December 2020, in accordance with the principles and recommendations of the Corporate Governance Code, the Board of Directors also resolved to confirm the internal establishment of:

- **Remuneration and Appointments Committee** (see following Section 8.2 of this Report);
- **Control and Risk Committee** and Related Party Transactions Committee (see following section 9.2 of this Report).

On occasion of the review of the OPC Procedure, on 29 June 2021, the Board of Directors resolved to establish the:

- **Independent Committee** for the assessment and approval of transactions of greater materiality with related parties (see Section 10 below of this Report).

The establishment of the Independent Committee was necessary since LU-VE, with effect from 1 January 2021, no longer qualifies as a “small company” pursuant to art. 3 of the Consob Related Party Regulation: consequently, the OPC Procedure was updated differentiating the instruction and approval procedures to be applied for transactions of greater materiality and those to be applied for those of lesser materiality. Since the composition of the Control and Risk Committee, with the presence of directors who are all non-executive, but only a majority of whom are independent, it does not comply with the requirements of the Consob Related Party Regulation for the committee called upon to oversee transactions of greater materiality, which must be entirely comprised by independent directors, it became necessary to establish the Independent Committee.

All the Committees currently in office were established by resolution of the Board of Directors adopted on 28 April 2023 and will expire with the approval of the Financial Statements as at 31 December 2025.

The BoD and Committees Regulations adopted by the Board of Directors on 24 February 2021, most recently updated on 13 November 2024, among other things, in accordance with the principles and recommendations of the Corporate Governance Code, define the rules of functioning of the Committees, including the procedures for recording the minutes of the meetings and the procedures for managing information to the directors who compose them, specifying the terms for the prior sending of information and the procedures for protecting the confidentiality of the data and of the information provided, so as not to jeopardise the timeliness and completeness of information flows.

As for the **composition** and **chairmanship of Committees**, the BoD and Committees Regulations provide as follows.

- (a) With reference to the CRN and the CCR, each Committee is made up of three non-executive directors, the majority independent. The Independent Committee, on the other hand, is made up entirely of independent directors.





- (b) In determining the composition of the Committees, the Board: (i) takes into account the independence requirements and professional characteristics recommended by the legislation and regulations *pro tempore* applicable, by the recommendations of the Corporate Governance Code and by other regulatory applicable provisions, so that each Committee is made up of members whose competence, professionalism and qualities are adequate with respect to the tasks assigned to the Committee, and compliant with the legislation and regulations applicable from time to time, with the principles and recommendations of the Corporate Governance Code adopted by the Company, as well as with any additional applicable regulatory provisions; (ii) assesses the excessive concentration of offices held by the same members.
- (c) At least one member of the Remuneration and Appointments Committee has adequate knowledge and experience in financial matters and remuneration policies, to be assessed by the Board at the time of appointment.
- (d) Overall, the Control and Risk Committee has such skills as to be able to understand and monitor risk strategies and guidelines with a view to pursuing Sustainable Success, as well as assess the relative risks, with reference to the metalworking industrial sector in which the Company and the LU-VE Group operate and the sustainability issues; at least one member of the Control and Risk Committee has adequate knowledge and experience in accounting and financial matters or risk management, to be assessed by the Board at the time of appointment.
- (e) Each Committee is chaired by an independent director (hereinafter, the “**Chairman of the Committee**”). The Chairmanship of each Committee cannot be entrusted to the Chairman of the Board, even if they meet the requisites of independence. If the Board has not already done so, in its first meeting each Committee appoints its own Committee Chairman from among its members.
- (f) The activities of each Committee are planned and coordinated by the Chairman of the Committee, who convenes, chairs and directs the meetings, providing then to inform the Board, at the first possible Board meeting, of the activities carried out, the observations, the recommendations and the opinions formulated, as well as the resolutions passed by the relative Committee. The Chairman of the Committee signs, on behalf of the relevant Committee, the reports and opinions to be submitted to the Board and/or to other corporate bodies or functions of the Company.
- (g) The Chairman of the Committee may invite the Chairman of the Board, the Chief Executive Officer, the other directors and, by informing the Chief Executive Officer, the representatives of the company functions with competence in relation to the matter in question to individual meetings to provide information and assessments within their competence, with reference to the individual items on the agenda. The Committee meetings may be attended by the statutory auditors and those of the CCR meeting may in any case be attended by the Chairman of the Board of Statutory Auditors or the statutory auditor designated by them. The Committees meetings may also be attended by the Financial Reporting Manager, the Head of the Internal Audit function, as well as external consultants whose presence is deemed appropriate or useful in relation to the items on the agenda of the meeting.
- (h) No director takes part in meetings of the Committee in which proposals relating to their own remuneration are formulated and/or evaluated.



- (i) The functions of secretary of each Committee are performed by the Secretary of the Board who supports the Chairman of the Committee and its members in organising and conducting the meetings, as well as in carrying out the activities relating to it.

As for the **functioning of Committees**, the BoD and Committees Regulations provide as follows.

- (a) Each Committee meets periodically for the correct performance of their assigned functions and tasks, which are specified in relation to each Committee in the BoD and Committees Regulations and in any case whenever the Chairman of the Committee deems it appropriate. The Committees must in any case meet before each meeting of the Board of Directors whose agenda includes topics for which a prior examination by the Committee is necessary, in relation to the matters under their remit.

Each Committee also meets whenever requested by one of its members by means of a written request to the Chairman of the Committee with indication of the items to be placed on the agenda, or by the Chief Executive Officer.

- (b) Each Committee may meet in any location, even outside the national territory and also by means of telecommunication.
- (c) The notice of call - which includes, in addition to the topics of the meeting, the date, time and place of the meeting or the indication that it will be held exclusively online with the relative connection methods - is sent by the Secretary on behalf of the Chairman of the Committee by registered letter, fax or e-mail with read receipt. After its notification to all recipients, the notice of the meeting is also made available on the *DiliTrust Exec* platform. The notice of call is sent to the members of each Committee at least three days before the date set for the meeting; in case of urgency, the Committees may be convened with 24 hours' notice. The notice of call is also sent to the members of the Board of Statutory Auditors as well as to the chief executive officers and made known, within the limits of their competence, to the heads of the corporate functions involved by e-mail limited to the relevant parties.
- (d) The meeting of the Committee convened without observing the methods indicated above will in any case be considered validly constituted if all the members of the Committee participate or if the chairman of the Board of Statutory Auditors or another auditor designated by them is present and all the absent auditors have been informed of the meeting and have not opposed its conduct.
- (e) The meetings of each Committee may be held through the use of suitable audio-videoconferencing and/or teleconferencing systems, provided that all the participants can be identified and are allowed to follow the meeting and to intervene simultaneously in the discussion of the topics set out in the meeting's agenda, as well as to receive, transmit or view documents in real time.
- (f) The meetings of each Committee are chaired by the Chairman of the Committee or, in the event of their absence or impediment, by the oldest member, who supervises the preparation of the work, directs, coordinates the meeting by moderating the discussion.
- (g) In case of absence or impediment of the Secretary, the Chairman of the Committee, at the beginning of the Committee meeting, appoints a meeting secretary, also chosen from outside its members.
- (h) For the meetings of each Committee, any documentation relative to the issues on the agenda is made available to the members of the Committee, by the Secretary, through the *DiliTrust Exec* platform well in advance of the meeting, and in any case within the second day prior to



the day fixed for the meeting, except in cases of urgent convocation of the Committee, when the documentation is made available as quickly as possible.

- (i) For the meetings of each Committee to be valid, the presence of the majority of its members is required. Resolutions are taken by majority vote of the members of the Committee present; in the event of a tie, the meeting chairman will cast the decisive vote.

A member of the Committee with personal or third-party interest in the topics under discussion is required to disclose this to the Committee and, if this interest is in conflict with that of the Company, they must abstain from voting.

In all other cases, said member abstains from voting when, subject to verification of the voting intentions of the Chairman of the Committee (or the member acting in his stead), the vote of said member would be determining as to the Committee's decision to be taken (since this abstention is not taken into account for the purposes of calculating the relative decision-making quorum).

Pursuant to the OPC Procedure, in the event that the Committee is called upon to express a reasoned opinion on a transaction with related parties, all the members of the Committee must be unrelated parties pursuant to the Procedure itself. Otherwise, the principles indicated in the OPC Procedure apply.

- (j) The meetings and resolutions of each Committee are recorded in minutes kept at the Company and signed by the Chairman of the Committee and by the Secretary (or, in the event of absence or impediment, by their substitutes). The draft minutes, drawn up by the Secretary, are submitted to the Chairman of the Committee and to the other members of the Committee, as well as to the statutory auditors who participated in the meeting, for their observations, on whose receipt the minutes are considered to have been approved by all the members. The archive of the minutes and the extracts of the same are full proof of the meetings and resolutions passed. Copies and extracts of the minutes are verified with a declaration of conformity signed by the Chairman of the Committee and by the Secretary.

With reference to the **functions attributed to the Committees**, please note the following.

In compliance with the Corporate Governance Code to which the Company has adhered as of 1 January 2021 and in continuity with the resolutions taken in the previous term, on 28 April 2023 the Board of Directors, following its renewal by the Shareholders' Meeting held on the same date, resolved:

- (i) to grant to the Remuneration and Appointments Committee the duties and functions due pursuant to the BoD and Committees Regulations (see Section 8.2 of this Report);
- (ii) to grant the Control and Risk Committee the tasks and functions pertaining to it pursuant to the BoD and Committees Regulations, which also include the relevant role and competences that the current Consob "Related Party Transactions" Regulation no. 17221/2010 grants to the committee made up of non-executive directors, the majority of whom are independent, as well as the competence in the field of sustainability (see Section 9.2 of this Report).

With regard to competences relating to Related Party Transactions, it should be noted that following the loss by LU-VE of its "small company" qualification pursuant to art. 3 of the Consob Related Party Regulation, the Board provided to update the OPC Procedure, which differentiates the instruction and approval procedures to be applied for transactions of greater materiality and those to be applied for those of lesser materiality; Competence for the instruction and approval



of transactions of greater materiality was assigned to the Independent Committee (please refer to Section 10 of this Report).

It should also be specified that, at the date of this report, the Board of Directors did not reserve to itself the performance of any function that the Corporate Governance Code attributes to the Committees.

In determining the composition of the Committees, the Board of Directors gave priority to the competence and experience of the relative members, confirming on occasion of their appointment as members of the Committees and lastly on occasion of the self-assessment process carried out within it (see Section 10 below of this Report) that their professional experiences guarantee adequate knowledge and experience of the subjects assigned to the respective Committees.

In appointing the members of the Committees, the Board of Directors decided to make use of the simplification granted to companies that do not fall within the definition of “large company” with respect to Recommendation 17 on the subject of concentration of offices and, taking into account the experience accrued with regard to the activities of members of internal board committees of listed companies on the part of only two of the independent directors in the Board of Directors, has favoured: *(i)* a criterion of continuity in the performance of the activities of the internal board committees with respect to the previous three years; and *(ii)* the need for coordination of activities between the Committees.

### **Additional committees (other than those required by law or recommended by the Code)**

The Issuer has not established additional committees other than those required by applicable law or recommended by the Corporate Governance Code.



## **7. Self-assessment and succession of Directors - Remuneration and Appointments Committee**

## 7.0 SELF-ASSESSMENT AND SUCCESSION OF DIRECTORS - REMUNERATION AND APPOINTMENTS COMMITTEE

### 7.1. SELF-ASSESSMENT AND SUCCESSION OF DIRECTORS

At the time of adhering to the Corporate Governance Code, on 21 December 2020, the Board of Directors resolved, on the proposal of the Remuneration and Appointments Committee and in agreement with the Chairman of the Board of Directors, to carry out its self-assessment every three years, in the occasion of the renewal of its mandate: it has in fact considered that the three-year period allows a more complete evaluation of the work of the Board of Directors, also functional to the possible activities of defining the optimal composition of the management body and its committees on occasion of its renewal.

On 20 December 2023, the Board of Directors currently in office confirmed the three-year frequency of its self-assessment.

Lastly, the Board of Directors thus carried out the self-assessment process (board evaluation process) on the size, composition and actual functioning of the Board itself and its Committees in relation to the 2020-2022 three-year period, also considering the role that the Board itself has played in defining the strategies and monitoring the management performance and the adequacy of the internal control and risk management system, in application of the principles and recommendations contained in the Corporate Governance Code.

The text of the self-assessment questionnaire, prepared by the Remuneration and Appointments Committee with the support of internal structures, had been examined by the same Committee at its meeting on 15 December 2022 and approved by the Board of Directors on 21 December 2022.

The questionnaire - concerning: *(i)* the composition and responsibilities of the Board of Directors; *(ii)* the functioning of the Board of Directors; *(iii)* the activities of the Board of Directors and of the Chairman; *(iv)* the Internal Board Committees and the Independent Directors; and *(v)* compliance with the Principles and recommendations of the Corporate Governance Code - had then been submitted to the members of the Board so as to guarantee the anonymity of responses through the *Dilitrust* platform in the period between 22 December 2022 and 13 January 2023.

On 16 January 2023 the results had been examined and discussed by the Remuneration and Appointments Committee which, through its Chairman, had presented them to the Board of Directors on 23 January 2023; on this occasion, the Board of Directors had unanimously considered that the general opinion of the individual directors on all the issues covered by the questionnaire expressed the adequacy of the management body and its committees, with the exception of some issues which, although on the whole substantially adequate, had highlighted some aspects for improvement.

In particular, with reference to ESG issues, it had emerged that in the last three years sensitivity to these issues had grown very rapidly and during the three-year period the Group had begun to structure a systematic activity and governance of the issues in question, which had not yet found their full expression: consequently, the results of the questions included in the questionnaire on



this issue had indicated that the Group had not yet fully achieved the desirable standards of understanding, dissemination and implementation in relation to ESG issues, despite having launched a process aimed at strengthening corporate governance, the raising of awareness of these issues at all levels and the definition of a strategy and clear actions to be implemented.

With reference to pre-board disclosure, the directors had expressed a good opinion with regard to the timeliness of the information and a generally good opinion with regard to the adequacy of the disclosure, highlighting in this last regard, also during the board debate, the opportunities to carry out specific “induction” or “on boarding” sessions regarding the Group's industrial, production and commercial issues in order to allow all Board members to gain comparable levels of knowledge of the context in which the Group operates. With regard to the timeliness of pre-board information, it had also been noted that some presentations were used by executive directors exclusively to support the disclosure provided to the Board; in these contexts, since the Board is not called upon to express a decision, in some cases presentations were made directly to the Board as they represented additional documentation, which was filed with the records but which did not have a direct impact on the directors' adequate preparation and information for the purposes of adopting a decision.

It also emerged that in Board meetings time was mainly dedicated to discussions on business issues and to the analysis of the results achieved; on the other hand, on other matters, the directors relied on the preliminary activities carried out by the Committees, which the Directors' significantly appreciated. Lastly, it had been noted that in the three-year period, also in conjunction with the pandemic situation, onboarding activities had not formally taken place, and for long periods meetings had been held exclusively online, with consequent greater difficulty for some directors to become fully conversant with company issues; it had been deemed that differentiated onboarding and induction activities could have been useful in the future, also in light of the knowledge of individual Directors of the sector in which the Group operates.

Lastly, the Board had acknowledged and deferred to the assessment of the shareholders at the time of the proposal to the Shareholders' Meeting of the outcome of the request regarding the adequacy of the remuneration of non-executive directors, which had been assessed as capable of improvement (please refer to what has been highlighted in this regard at point 3.5 of the “Illustrative Report of the Board of Directors on the proposals on the agenda of the Shareholders' Meeting convened in ordinary session and extraordinary session on 28 April 2023 on a single call”, available on the Issuer's website [www.luvegroup.com](http://www.luvegroup.com), section “Investor” - “Corporate governance & shareholders” - “For the shareholders” - “Shareholders' Meeting” - “Shareholders' Meeting 28 April 2023”, as well as on the authorised storage mechanism eMarket Storage [www.emarketstorage.com](http://www.emarketstorage.com)).

At the end of the three-yearly self-assessment process, considering that the Issuer qualified as a concentrated ownership company and therefore Recommendation 23 of the Corporate Governance Code was not applicable, the Board of Directors had decided not to provide, at the time of the renewal of the management body for the 2023-2025 three-year period, any guidelines regarding its optimal quantitative and qualitative composition, limiting itself to formulating some recommendations in this regard in the illustrative report of the Board of Directors, in relation to the “Third point of the agenda. Appointment of the Board of Directors”.





Since LU-VE cannot be qualified as a “large company” and therefore Recommendation 24 did not need to be applied, the Board of Directors had not adopted any plan for the succession of the CEO and executive directors.

## 7.2. APPOINTMENTS COMMITTEE

On 28 April 2023 the Board of Directors resolved to confirm to grant the Remuneration and Appointments Committee the duties and functions due pursuant to the BoD and Committees Regulations in force at the time (see also point (i), Section 6, of this Report), illustrated in detail in the following paragraph 8.2. of this Report, to which reference is made.





## **8. Remuneration of Directors - Remuneration and Appointments Committee**

## 8.0 REMUNERATION OF DIRECTORS - REMUNERATION AND APPOINTMENTS COMMITTEE

### 8.1. REMUNERATION OF DIRECTORS

For information relating to this paragraph, please refer to Section I of the “*Remuneration Report of LU-VE S.p.A. – March 2025*”, published on the Issuer’s website at the address [www.luvegroup.com](http://www.luvegroup.com), in the section “*Investor*” – “*Corporate Governance & shareholders*” – “*Codes of conduct & corporate documents*” – “*Remuneration Policies*”.

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For the information required by ESRS, Paragraphs 24 and 29, in addition to that reported in this paragraph, please refer to the content of Sustainability Reporting, contained in the Directors’ Report as at 31 December 2024, paragraph 2.1.4, published on the Issuer’s website at [www.luvegroup.com](http://www.luvegroup.com), in the section “*Investor*” - “*Investor Relations*” – “*Reports*”.

### 8.2. REMUNERATION AND APPOINTMENTS COMMITTEE

The establishment of the Remuneration and Appointments Committee, which originally took place pursuant to the Old Corporate Governance Code with the resolution of 13 March 2017, was confirmed by the Board of Directors upon adherence to the new Corporate Governance Code on 21 December 2020 and lastly at the time of renewing the Board of Directors on 28 April 2023.

#### **Composition and functioning of the Remuneration and Appointments Committee (pursuant to art. 123-bis, paragraph 2, letter d), of the Consolidated Law on Finance)**

At the Board meeting of 28 April 2023, the Board of Directors - after verifying the non-executive and independence requirements of its members (for which reference should be made to paragraphs 4.3. and 4.7. of this Report) - established the internal Remuneration and Appointments Committee for the three-year period 2023-2025, appointing as members of the same directors Stefano Paleari (Chairman), Anna Gervasoni and Roberta Pierantoni.

The functioning of the Remuneration and Appointments Committee is governed by the BoD and Committees Regulations (see Section 6 of this Report).

The composition of the Remuneration and Appointments Committee has remained unchanged with respect to established at the meeting of the Board of Directors of 28 April 2023 during the Financial Year and at the date of this Report, and includes exclusively non-executive directors, most of them independent: the chairman is Stefano Paleari (independent director), the members are Anna Gervasoni (independent director) and Roberta Pierantoni (non-executive director). At the same meeting, on the basis of their respective resumes, the Board confirmed that their professional experiences guarantee adequate knowledge and experience in financial matters or remuneration policies.



The activities of the Remuneration and Appointments Committee were coordinated by the Chairman of the Committee, minutes were taken for the meetings and the relative minutes are stored at the Company. The Chairman of the Committee regularly reported to the Board of Directors at the first available meeting of the same, on the main issues arisen during the works of the Remuneration and Appointments Committee.

During the Financial Year, the Remuneration and Appointments Committee met 6 times in the presence of all its members; the average duration of the meetings of the Remuneration and Appointments Committee was of around 2 hours and 20 minutes.

Five meetings are planned for the current year, three of which have already been held on 5 February, 21 February and 4 March 2025.

Pursuant to the BoD and Committees Regulations, directors must refrain from participating in the meetings of the Committee in which proposals are formulated to the Board of Directors relating to their remuneration.

The following participated to the meetings of the Remuneration and Appointments Committee held in the financial year, on invitation of the Chairman of the Committee: the CEO, CSDO, and, with the prior knowledge of the CEO, the Group General Counsel, who also acted as Secretary for the Committee, and the Group Chief People and Organisation Officer, depending on the topics discussed on each occasion.

Furthermore, the Chairman of the Board of Statutory Auditors and at least one of the other two members of the Board of Statutory Auditors always attended the meetings of the Remuneration and Appointments Committee that took place during the financial year.

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

Considering the organisational needs linked to the Company's governance structure, the Remuneration and Appointments Committee is assigned all the attributions and powers that the Corporate Governance Code provides for both the Remuneration and Appointments Committee. These attributions and powers are described in detail in the BoD and Committees Regulations.

Pursuant to the BoD and Committees Regulations and in compliance with Recommendation 19 of the Corporate Governance Code, the Remuneration and Appointments Committee is assigned the task of assisting and supporting the Board by carrying out the following propositional and consultative tasks and functions, after preliminary investigation carried out with the support of the Legal and Corporate Affairs function and of the Human Resources function.

In particular, **with regard to the appointment of directors and the Board's self-assessment**, the Remuneration and Appointments Committee supports the Board for the following purposes:

- (a) self-assessment of the Board (board evaluation) and of the Committees – the Remuneration and Appointments Committee instructs and supervises, on behalf of the Board of Directors, the self-assessment process of the Board itself and of the Committees, supporting the Chairman in ensuring the adequacy and transparency of the same process;
- (b) definition of the optimal composition of the Board and of the Committees – the Remuneration and Appointments Committee can formulate opinions to the Board of



Directors on the size and composition of the same as well as on its Committees considered to be optimal, and make recommendations regarding the professional figures whose presence within the Board is deemed appropriate, also taking into account the diversity policies of the corporate bodies adopted by the Board of Directors;

- (c) integration of the Board with regard to directors leaving during their term in office, also with a view to identifying candidates to co-opt – the Remuneration and Appointments Committee identifies and proposes to the Board candidates for the office of directors in case of co-option;
- (d) possible presentation of a list by the outgoing Board to be implemented in a manner that ensures its formation and transparent presentation – if the outgoing Board decides to present a list on occasion of its renewal, the Remuneration and Appointments Committee proposes candidates for the office of director and expresses recommendations or opinions to the Board of Directors;
- (e) any plan for the succession of the Chief Executive Officer and of the other executive directors – the Remuneration and Appointments Committee: (i) supports the Board of Directors in any preparation, as well as in the consequent update and in the implementation of the succession plan for the CEO and of any other executive directors, which at least identifies the procedures to be followed in the event of early termination of office, formulating their opinion; (ii) examines and evaluates any procedures adopted for the succession of Top Management and expresses its opinion to the Board of Directors regarding their adequacy;
- (f) maximum number of positions as director or statutory auditor held in other listed or large companies - the Remuneration and Appointments Committee may possibly make recommendations to the Board of Directors regarding the maximum number of offices in other listed or large companies compatible with the effective performance of the office of director of the Company, also taking into account the commitment deriving from the role held;
- (g) diversity policies of the corporate bodies adopted by the Board of Directors – the Remuneration and Appointments Committee supports the Board in defining, updating and integrating them in the monitoring of what is indicated therein, formulating proposals and/or expressing opinions;
- (h) appointment of the Honorary Chairman - the Remuneration and Appointments Committee may make proposals for the appointment of the Honorary Chairman.

In addition, the Remuneration and Appointments Committee is also entrusted with the following tasks and functions **with regard to the remuneration** of Directors, General Manager, Statutory Auditors, and Top Management:

- (a) assists the Board in drawing up the remuneration policy for members of the Board of Directors, the general manager, and of Top Management, as well as, based also on the provisions of art. 2402 of the Italian Civil Code, of the members of the Board of Statutory Auditors (hereinafter, the “**Remuneration Policy**”);
- (b) submits the report on remuneration policy and the remuneration paid, pursuant to art. 123-ter of the Consolidated Law on Finance to the approval of the Board, and, in particular the Remuneration Policy, for its submission to the Shareholders’ Meeting called to approve the separate financial statements, in the terms envisaged by law;



- (c) formulates proposals or expresses opinions on the remuneration of executive directors and of other directors who fulfil particular roles as well as on the establishment of performance targets relating to the variable component of said remuneration;
- (d) formulates proposals or express opinions on the remuneration of the members of the Committees established by the Board of Directors within it;
- (e) formulates proposals or expresses an opinion on any remuneration of the Honorary Chairman;
- (f) monitors the correct application of the Remuneration Policy and checks, in particular, that the performance targets linked to the variable remuneration of the executive directors have actually been achieved;
- (g) periodically assesses the adequacy and overall consistency of the Remuneration Policy of Directors and Top Management, making use of the information provided by the Chief Executive Officers through the Human Resources function;
- (h) supports the Board of Directors in the preparation and implementation of (i) remuneration plans based on shares or other financial instruments and (ii) medium/long-term incentive plans;
- (i) carry out the tasks that have been assigned to it pursuant to the OPC Procedure *pro tempore* applicable, limited to the “Transactions of lesser importance” regarding the remuneration of the directors and of the other key management personnel;
- (j) carries out the additional tasks that have been attributed to it by the Board of Directors.

During the Financial Year, the Remuneration and Appointments Committee, among other things: (i) approved its work plan for financial year 2024; (ii) conducted the preliminary review of the Remuneration Policy for financial year 2024; (iii) monitored the performance of the short and medium/long-term variable remuneration targets of the executive directors, the General Manager and the Key management personnel; (iv) reviewed the 11th Report on the application of the Corporate Governance Code and the recommendations of the Corporate Governance Committee for 2024 within its scope; (v) assessed the proposal of new powers to be awarded to director Michele Faggioli in light of his new position as CSDO - Chief Strategic Development Officer; (vi) evaluated the CEO's proposal regarding the criteria for the identification of Key management personnel; (vii) examined the “Remuneration Positioning Analysis - Market Assessment” benchmark for LU-VE directors conducted by OdM HR Consulting; (viii) evaluated the MBO structure for executive directors, the General Manager and Key management personnel for financial year 2024; (ix) verified the correct application of the diversity policies for the members of the Board of Directors; (x) examined the draft of the 2024 Remuneration Policy; with reference to the 2023 - 2025 LTI Plan of LU-VE S.p.A.: (xi) submitted to the Board the proposal to adjust the targets of certain performance objectives set by the Plan for financial years 2024-2025 in consideration of the Group's new 2024-2027 business plan and amendments to the text of the Plan regulation; (xii) examined the CEO's proposal to identify new beneficiaries; (xiii) submitted to the Board the proposal to revise the text of the Plan regulation in order to align it with the new position awarded to CEO Michele Faggioli; (xiv) assessed the structure and relative targets of the MBOs for executive directors, the General Manager and Key management personnel for financial year 2024; (xv) examined the final MBO 2023 and LTI results (for 2023) for the Executive Directors and the General Manager and drafted the allocation proposal to be submitted to the Board of



Directors; *(xvi)* assessed the adequacy, overall compliance and actual application of the 2023 Remuneration Policy; *(xvii)* defined the further elements of the proposed 2024 Remuneration Policy to be submitted to the Board of Directors; *(xviii)* examined and drew up the draft Remuneration Report pursuant to art. 123-ter of the Consolidated Law on Finance, to be submitted to the Board of Directors, including the 2024 Remuneration Policy; *(xix)* analysed the outcome of the vote of the shareholders' meeting of 29 April 2024 on the two Sections of the 2024 Remuneration Policy Report and on the remuneration paid in financial year 2023; *(xx)* carried out initial assessments regarding the 2025 Remuneration Policy; *(xxi)* verified the criteria for calculating the Group's Scope 1 and Scope 2 emissions.

During the 3 meetings held in financial year 2025 up to the date of approval of this Report, the Remuneration and Appointments Committee: *(i)* approved its work plan for financial year 2025; *(ii)* examined the “Remuneration Positioning Analysis - Market Assessment” benchmark for LU-VE directors with proxy, conducted by OdM HR Consulting; *(iii)* verified the consistency of the identification of Key management personnel in relation to a standard benchmark; *(iv)* defined the Remuneration Policy guidelines for financial year 2025; *(v)* reviewed the 12th Report on the application of the Corporate Governance Code and the recommendations of the Corporate Governance Committee for 2025 within its scope; *(vi)* analysed the methods of data collection for the calculation of the Group's Scope 1 and Scope 2 emissions;; *(vii)* verified the actual application of the Diversity policies for members of LU-VE S.p.A.'s corporate bodies and evaluated any amendments; *(viii)* assessed the adequacy, overall compliance and actual application of the 2024 Remuneration Policy; *(ix)* assessed the structure and relative targets of the MBOs of the executive directors, the General Manager and the Key Management Personnel for financial year 2025; *(x)* analysed the emissions data, to be used to verify the achievement of the MBO and LTI targets; *(xi)* reviewed the draft 2025 Remuneration Policy; *(xii)* examined the final MBO 2024 and LTI results (for 2024) for the Executive Directors and the General Manager and drafted the allocation proposal to be submitted to the Board of Directors; *(xiii)* defined the elements of the proposed 2025 Remuneration Policy to be submitted to the Board of Directors, including MBO 2025 for the Executive Directors and the General Manager; *(xiv)* examined and drew up the draft Remuneration Report pursuant to art. 123-ter of the Consolidated Law on Finance to be submitted to the Board of Directors, including the 2025 Remuneration Policy.

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In performing its functions, the Remuneration and Appointments Committee had the right to access the information and the company departments needed to carry out its duties; during the year, the Remuneration and Appointments Committee did not make use of external advisors.

It should be noted that the Board of Directors did not consider it necessary to attribute spending powers to Remuneration and Appointments Committee members, given willing, from time to time, to arrange the allocations required for the performance of the individual activities.







## **9. Internal control and risk management system – Control and Risk Committee**

## 9.0 INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM – CONTROL AND RISK COMMITTEE

The Board of Directors of LU-VE had already resolved to establish an internal control and risk management system on occasion of the presentation of the application for the admission to trading of LU-VE’s ordinary shares on the Euronext Milan market on 13 March 2017.

The Issuer, most recently, with the resolution of the Board of Directors of 13 November 2024, gradually updated its SCIGR Guidelines, in order to incorporate the changes that have occurred in the regulatory system since the initial definition of the same in 2017, as well as the centrality of Sustainable Success and the introduction of Sustainability Reporting.

These SCIGR Guidelines outline a set of rules, procedures and organisational structures aimed at the effective and efficient identification, measurement, management and monitoring of the main business risks, in order to contribute to the Sustainable Success of the Issuer in line with the strategies adopted (“**Internal Control and Risk Management System**” or “**SCIGR**”) and concern the coordination and information flows between the various parties involved in the SCIGR, in order to maximise the efficiency of the system itself, reducing duplication of activities and ensuring effective performance of the duties of the Board of Statutory Auditors.

An effective Internal Control and Risk Management System helps to ensure:

- (a) the effectiveness and efficiency of company processes (administrative, productive, distribution, etc.);
- (b) the reliability, accuracy and trustworthiness of the information provided to the corporate bodies and to the market, including economic, financial and sustainability information;
- (c) the effective and efficient identification, measurement, management and monitoring of the main impacts, risks and opportunities relevant to the Company and the Group, in order to contribute to their Sustainable Success;
- (d) respect for laws and regulations, as well as the Articles of Association, company provisions and procedures;
- (e) the safeguarding of the value of company assets and protection against losses.

An effective SCIGR system in fact allows managers to be able to periodically and promptly access a sufficiently exhaustive framework of the economic, financial and sustainability situation of the Company and the companies of the LU-VE Group and allow the correct: *(i)* monitoring of the main key performance indicators and risk factors concerning the Company and the main Group companies; *(ii)* the production of data and information with particular regard to financial disclosures, according to the dimensions of the analysis suited to the type of business, the organisational complexity and unique characteristics of management’s information requirements; *(iii)* preparation of the prospective financial data of the Integrated Business Plan and of the budget as well as the verification of the achievement of the company objectives through a gap analysis.



The Internal Control and Risk Management System outlined by the SCIGR Guidelines is characterised by the involvement, with different roles and within the scope of their respective functions and attributions, of:

- (a) the Board of Directors, which plays a policy-making role and evaluates the adequacy of the Internal Control and Risk Management System and identifies within it:
  - (i) the Chief Executive Officer responsible - as the main person responsible for the management of the company - for the establishment and maintenance of an effective Internal Control and Risk Management System; as well as
  - (ii) the Control and Risk Committee and Related Party Transactions Committee, established by the Board of Directors internally, also with the duty of supporting, with adequate preliminary investigation activities, the assessments and decisions of the Board relating to the Internal Control and Risk Management System, as well as those relating to the approval of the annual financial report containing consolidated Sustainability Reporting (“Integrated Annual Report”) and of the other periodic financial reports;
- (b) the Head of the Internal Audit function, responsible for verifying that the Internal Control and Risk Management System is functioning and adequate, as well as consistent with the SCIGR Guidelines defined by the Board of Directors; it should be noted that, with effect from 1 June 2022, the Head of the Internal Audit function also assumed the role of Head of the “Enterprise Risk Management” Function as ERM Director.
- (c) the other roles and company functions involved in controls, in relation to the size, complexity and risk profile of the company (the Supervisory Body set up and operating pursuant to Italian Legislative Decree no. 231/2001, the Financial Reporting Manager and all personnel such as, for example, those involved occupational health and safety and environmental matters);
- (d) the Board of Statutory Auditors, which supervises: (i) compliance and effectiveness of the Internal Control and Risk Management System, as well as of the Company's administrative and accounting system; (ii) the adequacy of the organisational structure; (iii) compliance with the laws and the Articles of Association, and compliance with the principles of correct administration in the performance of corporate activities; as well as (iv) the methods for concretely implementing the corporate governance rules laid out in the Corporate Governance Code;
- (e) the Directors and the control bodies of the Issuer's Subsidiaries, when present.

### **Characteristics of the Internal Control and Risk Management System**

The Internal Control and Risk Management System (despite being fully aware that no control process can fully safeguard company activities from intrinsic risks, nor from the possibility that fraudulent violations of the laws and regulations or company procedures, human errors or extraordinary events could cause damages to the Group) is targeted at:



- contributing to company management consistent with the company strategies and objectives defined by the Board of Directors, promoting the assumption of fully-informed decisions;
- ensuring the necessary separation between the operating and control functions, and therefore be structured in such a way to avoid or minimise conflicts of interests in the assignment of responsibilities;
- facilitating the adequate identification, measurement, management and monitoring of the impacts, risks and opportunities relevant to the Issuer and the Group, with particular regard, inter alia, to companies of strategic importance;
- contribute to the Sustainable Success of the Company and of the Group;
- establishing control activities at every operating level and clearly identifying the tasks and responsibilities, in particular in the phases of supervision and intervention and correction of the irregularities identified;
- ensuring reliable information systems and suitable reporting processes at the different levels at which the control functions are attributed;
- guaranteeing that the anomalies identified are promptly brought to the knowledge of adequate levels of the company;
- allowing the registration of all operating events and, in particular, all transactions with an adequate level of detail, ensuring they are correctly attributed from a timing point of view.

The Internal Control and Risk Management System makes it possible, in a reasonably prompt manner, to manage the different types of risk, the impacts and the opportunities relevant, over time, to the Issuer and the Group, as well as identify, measure and control the degree of exposure of the Issuer and all other companies of the Group - and, in particular, inter alia, of companies with strategic relevance - to the different risk factors, and manage overall exposure, taking into account: (i) of the possible correlations existing between the different risk factors; (ii) of the significant probability that the risk will occur; (iii) of the impact of the risk on company operations; (iv) the overall extent of the risk.

The Internal Control and Risk Management System envisages, among other things, procedures able to highlight irregular situations that may constitute indicators of inefficiency, also of the risk measurement and control systems, as well as in relation to Sustainability Reporting. The LU-VE Internal Control and Risk Management System involves corporate bodies and entities and all company personnel; its correct functioning is ensured through the contribution of a plurality of the subjects indicated below who are assigned different roles and responsibilities in consideration of their respective functions and powers, established by the SCIGR Guidelines, in compliance with the provisions of law and regulations in force, and with the recommendations established by the Corporate Governance Code:

- (a) the Board of Directors;
- (b) the Chief Executive Officer responsible for setting up and maintaining the Internal Control and Risk Management System;



- (c) the Control and Risk Committee;
- (d) the Head of the Internal Audit function;
- (e) the Financial Reporting Manager;
- (f) the Board of Statutory Auditors;
- (g) the Supervisory Body of the Parent Company, as well as the Supervisory Bodies of the Subsidiaries, where established.

The heads of the functions and bodies involved in the Internal Control and Risk Management System operate in a coordinated manner, by sharing their work plans, jointly participating - for matters of common interest - in meetings held with the heads of the relevant corporate functions, the exchange of information regarding the activities carried out and a constant dialogue with the CEO, the Head of the Internal Audit function and the Financial Reporting Manager, which allows effective access to the information necessary for the performance of their respective duties.

An integral and essential part of the Internal Control and Risk Management System is constituted by the existing internal control and risk management system in relation to the financial disclosure and Sustainability Reporting process (administrative and accounting procedures for the preparation of the financial statements and consolidated financial statements including Sustainability Reporting, as well as the other reports and/or communications of an economic, equity, financial and sustainability nature prepared in accordance with the law and/or regulations, as well as for the monitoring of the effective application of the same), prepared with the coordination of the Financial Reporting Manager.

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With reference to the requirements of ESRS 2 - Paragraphs 19 and 20, letter b) and Paragraphs 24 and 26, in addition to that reported in this paragraph, please refer to the content of Consolidated Sustainability Reporting, contained in the Directors' Report as at 31 December 2024, paragraph 2.1.3, published on the Issuer's website at [www.luvegroup.com](http://www.luvegroup.com), in the section "Investor" - "Investor relations" - "Reports".

### **Main characteristics of Internal Control and Risk Management Systems and in relation to the financial disclosure and Sustainability Reporting process**

The Internal Control and Risk Management System in relation to the financial disclosure and Sustainability Reporting of the LU-VE Group is developed using the "COSO Report 2017" as a reference model, as integrated by the supplemental guideline «*Internal Control over sustainability Reporting - ICSR*»<sup>1</sup>, the purposes of Sustainability Reporting, and is a process aimed at providing

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<sup>1</sup> COSO model, developed by the Committee of Sponsoring Organisations of the Treadway Commission – "Internal Control – Integrated Framework" published in 1992 and last updated in 2017 by the Committee of Sponsoring Organisations of the Treadway Commission. The document was supplemented in March 2023 by the supplemental guideline «*Internal Control over sustainability Reporting - ICSR*», which represents, to date, the most authoritative reference for the definition of an effective control system on ESG reporting.



reasonable assurance on the achievement of the objectives of reliability, accuracy, reliability and timeliness of the financial disclosure and of Sustainability Reporting.

*Description of the main characteristics of the existing risk management and internal control system in relation to the financial disclosure and Sustainability Reporting process*

The Internal Control and Risk Management System in relation to the financial disclosure and Sustainability Reporting of the LU-VE Group is part of the broader Internal Control and Risk Management System of the Group which includes, among other things:

- the Code of Ethics;
- the organisation and management model pursuant to Italian Legislative Decree no. 231/2001, the related protocols and the connected whistleblowing system;
- the Procedures for Internal Dealing communications;
- the Principles and procedures for carrying out significant transactions and transactions with related parties;
- the System of delegations and proxies;
- the Company's organisational chart and job descriptions;
- the Procedure for disseminating information to the Market;
- the Enterprise Risk Management (ERM) Process;
- the Accounting Control System;
- the Sustainability Reporting Control System.

In turn, the Accounting and Administrative Control System and the Sustainability Reporting Control System of LU-VE comprise a set of operational procedures and documents, such as:

- Accounting and Administrative Control Model - document aimed at defining the methods of operation and verification of the Accounting Control System;
- Operating instructions for financial statements and reporting and closing calendars - documents aimed at communicating to the various company functions the detailed operating methods for managing the activities of preparing the financial statements within defined and shared deadlines;
- Operating instructions for sustainability reporting, calendars for collecting and sending relevant data and information - documents aimed at communicating to the various company functions the detailed operating procedures for managing the activities of preparing the data and information related to Sustainability Reporting;
- Administrative and accounting procedures – documents that define the responsibilities and control rules to be followed with particular reference to the administrative-accounting processes;
- Procedure for the preparation of Sustainability Reporting - a document formalising the responsibilities within the scope of Sustainability Reporting, and illustrating the process of data collection and approval of sustainability information to be reported in the Sustainability Report in accordance with Italian Legislative Decree no. 125/2024, which implemented the (EU) Directive no. 2022/2464 (Corporate Sustainability Reporting Directive). The document also describes the control process for the information published, both from the perspective of internal controls (summarised in a Risk & Control Matrix) and in terms of assurance by an independent auditor.

The central functions are responsible for disseminating the documentation to the various Group companies.

The functioning of the Accounting and Administrative and of the Sustainability Reporting Control Systems of LU-VE is based on a methodological approach, of risk management and internal controls, which is organised in the following stages:

- a) identification and assessment of financial disclosure and Sustainability Reporting risks;
- b) identification and assessment of controls for identified risks and management of any problems identified.

### *Elements of the System*

#### a) Identification and assessment of financial disclosure and Sustainability Reporting risks

The identification and assessment of the risks associated with the preparation of the accounting disclosure and of Sustainability Reporting takes place through a Risk Assessment process. The assessment, developed according to international models and best practices, allows company management to evaluate and prioritise risks both on the basis of the significance of the risk and on the basis of the time frame necessary for the occurrence of the risk to have a material impact on the company (“speed”).

As part of this process, a set of objectives are identified, which the internal control system on financial disclosure and Sustainability Reporting intends to achieve in order to ensure the completeness, reliability, accuracy, trustworthiness and transparency of the financial and sustainability information disseminated.

The main risk factors likely to affect the achievement of the control system's objectives could be related to the following cases:

- incorrect calculation/determination of data or information;
- lack of standardisation of processes and methods that could lead to methodologically inconsistent interpretations or reporting;
- absence of basic processes for collecting data or information.

The risk assessment focuses on the processes and, therefore, on the areas of the financial statements in which the potential impacts on financial disclosure and Sustainability Reporting have been identified with respect to the failure to achieve these control targets.

The periodic assessment makes it possible to take into account any changes in the business, market conditions and events with a potential impact on the control targets related to financial disclosure and Sustainability Reporting.

#### b) Identification and assessment of controls for identified risks and management of any problems identified

The identification of the controls necessary to mitigate the risks identified on the administrative-accounting and Sustainability Reporting processes is carried out considering the objectives of completeness, reliability, accuracy, trustworthiness, transparency and timeliness of the disclosure.





In particular, for the relevant company processes, controls are identified that are suitable for responding to the targets of the internal control system for financial and sustainability disclosures. The controls thus defined are subsequently subject to an assessment of their adequacy and effective application. With reference to automatic controls, the verification of adequacy and effective application also concerns the general IT controls relating to the applications that support the processes considered relevant.

The assessments relating to the adequacy and effective application of administrative and accounting procedures, of the procedure for the preparation of sustainability reporting, and of the controls contained therein are developed through specific testing activities, according to existing best practices, as part of the process audits to which they refer.

Control tests are carried out by Internal Audit, both to verify the effective performance of the controls required by administrative and accounting procedures, and by the procedure for the preparation of Sustainability Reporting, and to carry out specific focused controls on companies and processes.

The administrative managers of the subsidiaries identified as significant and the CSDO, as the head of the Group Sustainability Function, are required to make a support statement to the Financial Reporting Manager with reference to the checks carried out on the adequacy and effective application of the administrative and accounting procedures and of the procedure for the preparation of Sustainability Reporting. The declaration made by the CSDO is in turn supported by the declarations made to the same by the heads of the Group Functions and the heads of the individual companies.

The assessment of controls may involve the identification of compensatory controls, corrective actions or improvement plans in relation to any problems identified.

#### *Roles and functions involved*

The Internal Control and Risk Management System on financial reporting and Sustainability Reporting is governed by the Financial Reporting Manager to pursuant art. 154-*bis* del TUF, with the support of the CSDO, who, in agreement with the Chief Executive Officer, are responsible for designing, implementing and approving the Accounting and Administrative Control System and the Sustainability Reporting Control System, as well as assessing their application, in order to allow the issuance of the certifications required by art. 81-ter of Consob Issuers' Regulation, relating to the half-yearly and annual financial statements, including consolidated ones, and to Sustainability Reporting.

The Financial Reporting Manager, with the support of the CSDO, are also responsible for preparing adequate administrative and accounting, and Sustainability Reporting procedures for the preparation of the financial and sustainability disclosures and, with the support of the Head of Internal Audit, providing the Subsidiaries considered as relevant in the preparation of the Group disclosure, guidelines for carrying out appropriate assessment activities of their own Accounting and Administrative Control System and the Sustainability Reporting Control System. In carrying out own activity, the Financial Reporting Manager, with the support of the CSDO:

- interact with the Head of Internal Audit, who carries out independent checks on the operation of the control system and supports the Financial Reporting Manager and the CSDO in monitoring the System relating to financial disclosures and Sustainability Reporting;

- is supported by the Managers of Group and/or Parent Company Functions involved who, in relation to the area within their competence, ensure the completeness and reliability of the information flows to the Financial Reporting Manager and the CSDO for the preparation of the financial and sustainability disclosures;
- coordinate the activities carried out by the Directors and legal representatives of the relevant subsidiaries, who are responsible for the implementation, together with the delegated bodies, of an adequate accounting control and Sustainability Reporting system to oversee the administrative-accounting and sustainability processes and evaluate their effectiveness over time by reporting their results to the subsidiaries through an internal certification process;
- establish a mutual exchange of information with the Control and Risk Committee and with the Board of Directors, on the use of accounting and/or sustainability standards and their consistency for the purposes of the preparation of disclosures, as well as the adequacy of the Internal Control and Risk Management System on financial disclosures and Sustainability Reporting.

Lastly, the Board of Statutory Auditors and the Supervisory Body are informed about the adequacy and reliability of the administrative-accounting and Sustainability Reporting system.

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With reference to the requirements of ESRS 2 - Paragraphs 34 and 36, in addition to that reported in this paragraph, please refer to the content of Sustainability Reporting, contained in the Directors' Report as at 31 December 2024, paragraph 2.1.3, published on the Issuer's website at [www.luvegroup.com](http://www.luvegroup.com), in the section “Investor” - “Investor Relations” - “Reports”.

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### **Adequacy of the Internal Control and Risk Management System**

In addition, availing itself of the contribution of the CEO and of the Control and Risk Committee, lastly in the meeting of 13 March 2025, the Board has evaluated the adequacy of the Internal Control and Risk Management System in respect or the company characteristics, as well as its effectiveness, also in light of the activities and analyses brought to the attention of the Control and Risk Committee, by the Head of the Internal Audit function and by the Supervisory Body established in accordance with Italian Legislative Decree no. 231/2001; this assessment was carried out by the Board of Directors also on occasion of the Board meeting of 5 September 2024, in which the half-yearly financial report as at 30 June 2024 was approved.

In the reports of 30 August 2024 and 10 March 2025, the Chairman of the Control and Risk Committee reported to the Board of Directors the contents of the activities carried out by the Committee itself. The Committee also expressed an opinion of substantial adequacy of the Internal Control and Risk Management System as a whole for the LU-VE Group and its Subsidiaries identified as “companies of strategic importance”.

Having examined the reports of the Chairman of the Control and Risk Committee and of the CEO, as well as those on the activities carried out and planned by the Company's Internal Audit function, on the meetings held by the Head of Internal Audit with the Financial Reporting Manager, the Board shared the opinion expressed by the Chairman of the Control and Risk



Committee and assessed that the Internal Control and Risk Management System is substantially adequate for the structure of the Group and its type of business and suitable for preventing the risks identified. Furthermore, it considered that the accounting and Sustainability Reporting standards and procedures are correctly used for the purposes of preparing periodic financial reports and the Integrated Annual Report.

## 9.1. CHIEF EXECUTIVE OFFICER

The Board of Directors has identified in the Chief Executive Officer, Mr. **Matteo Liberali**, the person responsible for establishing and maintaining an effective Internal Control and Risk Management System, and in this capacity he performs the following functions:

- (a) handles the identification of the main company impacts, risks and opportunities, taking account of the characteristics of the activities performed by the Issuer and its Subsidiaries, with particular attention to companies of strategic importance, and presents them to the Board of Directors for examination at least once a year, and normally at the time of (or prior to) the meeting of the Board of Directors called for approval of the Integrated Annual Report;
- (b) implements the SCIGR Guidelines, handling the design, implementation and management of the Internal Control and Risk Management System and constantly verifying its adequacy and effectiveness, as well as managing its adaptation to the operating conditions dynamics and the legislative and regulatory landscape. More specifically:
  - he identifies the risk factors for the Issuer and the other LU-VE Group companies, with particular attention to companies of strategic importance – without prejudice to the primary responsibility of the respective chief executive officers of the individual companies – also in light of the changes in the internal and external conditions in which they operate, as well as the operating performances, deviations from the forecasts and the legislative and regulatory framework in force from time to time, including all the impacts, risks and opportunities that may assume significance in terms of the Sustainable Success of the Company and of the Group;
  - defines the tasks of the operating units dedicated to the control functions, ensuring that the various activities are managed effectively and impartially by qualified personnel, who have specific experience and knowledge. In this regard, the areas of potential conflicts of interests are identified and minimised;
  - establishes effective communication channels in order to ensure that all personnel are aware of the policies and procedures relating to their tasks and responsibilities;
  - defines the information flows aimed at ensuring full knowledge and governance of corporate events; among other things, he ensures that the Board of Directors identifies the transactions of the Company and of its Subsidiaries that have a significant strategic, economic, patrimonial or financial importance for the same company - which must be subject to prior examination by the Board of Directors;
- (c) at least once a year, normally at the time of (or prior to) the meeting of the Board of Directors called for the approval of the Integrated Annual Report – as well as on each occasion in which, nonetheless, it considers it necessary or appropriate based on the circumstances, as



in the event in which new relevant risks emerge or there is a significant increase in the possibility of risk – presents the company risks (including those that may assume relevance from the point of view of the Sustainable Success of the Company and of the Group) and the set of control processes implemented and designed for their prevention, reduction and effective and efficient management to the Board of Directors for examination and evaluation, in order to allow the Board of Directors to make an informed and fully-aware decision regarding the strategies and policies for the management of the main risks of the Issuer and of the LU-VE Group, with particular attention to companies of strategic importance;

- (d) proposes to the Board of Directors, also informing the Control and Risk Committee, the appointment, revocation and the remuneration of the Head of the Internal Audit function and ensures its operating independence and autonomy from each manager of the operating areas, verifying that it has the necessary tools to effectively carry out the tasks assigned to it;
- (e) presents the Board of Directors with the annual work plan prepared by the Head of the Internal Audit function, based on the prior opinion of the Control and Risk Committee and having consulted the Board of Statutory Auditors;
- (f) may request the Internal Audit function to perform checks on specific operating areas and on the observance of the internal rules and procedures in the performance of company transactions, simultaneously communicating this to the Chairman of the Board of Directors, the Chairman of the Control and Risk Committee and the Chairman of the Board of Statutory Auditors;
- (g) promptly reports to the Control and Risk Committee (or the Board of Directors) on problems and criticalities to emerge in the performance of his activities or, nonetheless, he has knowledge of, so that the Control and Risk Committee (or the Board) can take the necessary measures.

In execution of the tasks and functions assigned to him, during the Financial Year the CEO identified the business risks, which he reported to the Board, together with the mitigation actions implemented, most recently at the meeting of 13 March 2025; he implemented the SCIGR Guidelines, monitoring, with the support of the Internal Audit function, the overall compliance of the Internal Control and Risk Management System with the current legislative and regulatory framework and the Group's operational dynamics, verifying its effectiveness and efficiency. He also interfaced with the Head of the Internal Audit function on the proposed audit plan (as defined below) and the same discussed the results of the checks carried out by the function, subsequently interfacing with the Chairman of the Board, with the CCR and with the Board of Statutory Auditors regarding the findings. He also regularly attended the meetings of the Control and Risk Committee, reporting to it on the main problems and critical issues faced by the Group.

## 9.2. CONTROL AND RISK COMMITTEE

The establishment of the Control and Risk Committee, which originally took place pursuant to the Old Corporate Governance Code with the resolution of 13 March 2017, was confirmed by the



Board of Directors upon adherence to the new Corporate Governance Code on 21 December 2020 and on 28 April 2023, following the renewal of the Board of Directors.

### **Composition and functioning of the Control and Risk Committee (pursuant to art. 123-bis, paragraph 2, letter d), of the Consolidated Law on Finance)**

At the Board meeting of 28 April 2023, the Board of Directors - after verifying the non-executive and independence requirements of its members (for which reference should be made to Section 4.3. and 4.7. of this Report) - established the Control and Risk Committee for the three-year period 2023-2025, appointing as members of the same directors Stefano Paleari (chairman), Anna Gervasoni and Laura Oliva, of whom:

- a) 3 (representing 100% of the composition) are non-executive;
- b) 2 (representing 66.66% of the composition) are independent;
- c) 2 (representing 66.66% of the composition) belong to the female gender and 1 (representing 33.33% of the composition) belongs to the male gender.

The functioning of the Control and Risk Committee is governed by the BoD and Committees Regulations (see Section 6 of this Report).

During the Financial Year, the composition of the Control and Risk Committee has remained unchanged with respect to that established at the meeting of the Board of Directors of 28 April 2023 and includes exclusively non-executive directors, most of them independent: the chairman is Stefano Paleari (independent director), the members are Anna Gervasoni (independent director) and Laura Oliva (non-executive director). At the same meeting, on the basis of their respective resumes, the Board confirmed that their professional experiences guarantee adequate knowledge and experience in financial matters or risk management.

The activities of the Control and Risk Committee are coordinated by the Chairman of the Committee and minutes are taken for the meetings and stored at the Company. The Chairman of the Committee reports to the Board of Directors, at the first available meeting of the same, on the main issues arisen during the works of the Control and Risk Committee.

During the year, the Control and Risk Committee met seven times with all members present; the average duration of each meeting was of around 2 hours and 45 minutes.

Seven meetings are planned for the current year, 2 of which have already been held.

The following participated to the meetings of the Control and Risk Committee held in the financial year, on invitation of the Chairman of the Committee: the CEO, the CSDO, and, with the prior knowledge of the CEO, the General Manager, the Group Purchasing Manager, the Marketing Manager of the Cooling System division, the Marketing Manager of the Components division, the CFLO, the Head of the Internal Audit function, the Group Chief People & Organisation Officer, the Risk Manager and the Group General Counsel, who also played the role of Secretary for the Committee, depending on the topics of their competence discussed on each occasion.

Furthermore, the Chairman of the Board of Statutory Auditors and at least one of the other two members of the Board of Statutory Auditors always attended the meetings of the Control and Risk Committee that took place during the financial year.



## Functions assigned to the Control and Risk Committee

In compliance with the recommendations of the Corporate Governance Code, the Control and Risk Committee carries out proposal and advisory functions, supporting, with adequate preliminary investigation activities, the assessments 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 Integrated Annual Report and the other periodic financial reports. The Control and Risk Committee, on the basis of the provisions of the BoD and Committees Regulations, is also assigned responsibility for the supervision of processes and activities relating to sustainability.

In particular, the Control and Risk Committee:

- (a) supports, also with the issue of opinions, the Board of Directors regarding for the purpose of identification and updating of the principles and the indications contained in the SCIGR Guidelines;
- (b) supports, also with the issue of opinions, the Board of Directors regarding the evaluation of the adequacy of the Internal Control and Risk Management System with respect to the characteristics of the company and the risk profile assumed, as well as its effectiveness, in order to ensure that the main company risks are correctly identified and adequately managed. In relation to the above, it reports to the Board of Directors:
  - at least half-yearly, normally at the time of (or prior to) the meetings of the Board for approval of the Integrated Annual Report and the half-yearly financial report, on the activities performed, as well as on the adequacy and effectiveness of the Internal Control and Risk Management System;
  - normally at the time of (or prior to) the meeting of the Board for approval of the Integrated Annual Report, on the status of the Internal Control and Risk Management System, also in relation to the factors which may trigger risks for the Company and the Group;
- (c) supports the Board of Directors for the purpose of evaluating the advisability of adopting measures to guarantee the effectiveness and impartiality of judgement of the corporate functions involved in controls, verifying that they are equipped with adequate professionalism and resources;
- (d) supports, also with the issue of opinions, the Board of Directors on the approval, at least on an annual basis, of the work plan prepared by the Head of the Internal Audit function;
- (e) supports the Board of Directors with regard to the description, as part of the Report on Corporate Governance, of the main characteristics of the Internal Control and Risk Management System and the coordination procedures among the parties involved in it; the description also includes an indication of the reference models and national and international best practices;
- (f) supports the Board of Directors with regard to the evaluation of the results presented by the auditing firm in any letter of suggestions and in the additional report addressed to the Board of Statutory Auditors;
- (g) supports and issues opinions to the Board of Directors as regards the appointment and revocation of the Head of the Internal Audit function, the definition of his/her remuneration





consistently with company policies, as well as the verification that said person has the necessary professionalism, independence and organisation, as well as adequate resources for fulfilling their responsibilities;

- (h) supports, also by issuing any opinions, the Board of Directors with regard to the appointment and removal of the members of the Supervisory Body specifically set up pursuant to the supervisory functions referred to in art. 6, paragraph 1, letter b), of Italian Legislative Decree no. 231/2001;
- (i) expresses opinions on specific aspects relating to the identification of the main corporate risks and supports the assessments and decisions of the Board relating to the management of risks deriving from prejudicial facts of which the latter has become aware;
- (j) can request, at any time, the Head of the Internal Audit function to report on the activities carried out and on the status of the Internal Control and Risk Management System and ask, any time, for a copy of the documentation kept by the latter in accordance with these SCIGR Guidelines;
- (k) may assign to the Internal Audit function the task to perform checks on specific operating areas, simultaneously communicating this to the Chairman of the Board of Statutory Auditors;
- (l) having consulted the Financial Reporting Manager, the auditing firm, the sustainability auditor and the Board of Statutory Auditors, evaluates the correct use of the applicable accounting standards and, in the case of groups, their homogeneity for the purposes of the drafting of the Integrated Annual Report;
- (m) supports, also by issuing any opinions, the Board of Directors in assessing the adequacy of the company's organisational structure, with a view to managing the impacts, risks and opportunities relevant to the Company and the Group;
- (n) supports, also by issuing any opinions, the Board of Directors in monitoring that the Group's strategy and relative decisions on transactions relevant to the Company and the Group take into account the impacts, risks and opportunities relevant to the Company and the Group;
- (o) periodically, and as a rule prior to the meeting of the Board of Directors convened to approve the Integrated Annual Report, monitors the findings of the risk assessment and internal controls regarding the Sustainability Reporting process;
- (p) monitors the development and implementation of the Integrated Business Plan of the Company and of the LU-VE Group aimed at pursuing Sustainable Success and supports the Board of Directors in analysing the impacts, risks and opportunities relevant to the generation of long-term value for the benefit of all parties whose interests are or could be affected by the activities relevant to the Company and the Group;
- (q) evaluates the correctness of the process of financial and sustainability reporting contained in the Integrated Annual Report, so that they are functional to correctly represent the business model, the Company's strategies, the impact of its activities and the performances achieved and acknowledges the disclosure provided by the delegated bodies and by the Financial Reporting Manager regarding its suitability to correctly represent the business model, the Company's strategies, the impact of its activity and the performance achieved;





- (r) examines, inter alia, the periodic reports and those of particular relevance drafted by the Internal Audit function;
- (s) monitors the autonomy, adequacy, effectiveness and efficiency of the Internal Audit function;
- (t) supports the further assessments and decisions of the Board of Directors regarding sustainability with adequate preliminary activities;
- (u) monitors the dissemination of sustainability culture among all stakeholders, in line with the values, policies and integrated business plan;
- (v) promotes interaction dynamics with all stakeholders;
- (w) supports the Board of Directors, also by issuing any opinions, in monitoring the impacts, risks and opportunities relevant to the Company and the Group, the implementation of the Due diligence, as well as the results and effectiveness of the policies, actions, metrics and targets adopted to address them;
- (x) supports the Remuneration and Appointments Committee in assessments relating to the introduction and definition of non-financial performance targets linked to corporate social responsibility, for the determination of the variable remuneration of executive directors and Key Management Personnel.

The Control and Risk Committee also performs the functions of committee for Related Party Transaction, as per the OPC Procedure adopted by the Board, pursuant to the Consob Related Party Regulation, and exercises the relevant role and competences referred to in the Related Parties Regulation, as well as the further tasks assigned to it by the Board of Directors.

During the financial year, the Control and Risk Committee assessed with the Financial Reporting Manager and the Board of Statutory Auditors, after discussing with the auditing firm the activities carried out by the latter, the correct use of accounting standards and their consistency for the purposes of preparing the consolidated financial statements on occasion of the approval of the annual financial report as at 31 December 2023 (in particular, in its meeting of 8 March 2024).

On occasion of the approval of the periodic financial disclosures and of Sustainability Reporting, the Committee examined the draft documents, verifying that the business model, the Group's strategies, the impact of its activities and the performance were correctly and adequately represented, interfacing with the Issuer's structures in charge of preparing them and reporting on the activities carried out to the Board of Directors, most recently at the meeting of 13 March 2025.

During the financial year, in accordance with the provisions of the *pro tempore* legislation in force, of the Regulations and the SCIGR Guidelines in force prior to the amendments made in November 2024, the Control and Risk Committee supervised the activities for the preparation of the 2023 non-financial statement, prepared pursuant to Italian Legislative Decree no. 254/2016.

For the preparation of the 2023 Annual Financial Report and the 2023 non-financial statement, it also carried out preliminary activities on the impact analyses of climate risks prepared by the Company, with the support of an external consultant, verifying together with the Financial Reporting Manager, also through detailed documentary support, the specific issues concerning climate change and relative risks related to the Business Plan approved by the Board of Directors in the meeting of 21 February 2024.



The Committee also monitored the process of preparing Sustainability Reporting, analysing with specific attention the relevant profiles for the purposes of the Internal Control and Risk Management System and in particular the mapping of the relevant risks, impacts and opportunities.

The Committee maintained constant dialogue with the Head of the Internal Audit function, who updated the Committee on the activities carried out and those in progress, both through the transmission of reports following the outcome of the checks carried out and of the periodic reports, and by intervening in Committee meetings. Thanks to frequent meetings and the exchange of documents, the CCR was able to continuously monitor the autonomy, adequacy, effectiveness and efficiency of the Internal Audit function.

It also monitored the preparatory activities for the identification of issues relevant to the generation of long-term value and the criteria for drafting the 2024-2027 Business Plan, also in view of the outcomes of the aforementioned analyses and matrices, and periodically monitored the progress of the implementation activities of the projects envisaged in the Sustainability Plan approved by the Group.

The Control and Risk Committee also requested information, together with the Remuneration and Appointments Committee, on the methods of collecting and reporting data on Scope 1 and Scope 2 emissions, the reduction of which, given the same EBITDA, constitutes one of the parameters to which part of the variable remuneration of the executive directors and some managers of the Group is linked.

During the financial year, the Control and Risk Committee also carried out monitoring and control activities on the Company's Internal Control and Risk Management System. In particular, on the basis of information available to the same by virtue of its participation to meetings of the Board of Directors, of the exchange of information with the other bodies which carry out control functions, as well as of interviews with function managers of the LU-VE Group, the Committee proceeded to clarify some of the risks, particularly significant in the current context of the LU-VE Group. With regard to said risks, it identified the reference managers, with whom discussions were held at the time of its meetings, and from whom, in the majority of cases, it acquired documents and written reports.

At its meetings, the Control and Risk Committee was also able to continuously verify the effective functioning of the internal control and risk management system of both the Issuer, and of the Group, expressing a favourable opinion on a half-yearly basis, at the meetings of the Board of Directors for approval of the half-yearly financial report and of the annual financial report.

Following the entry into force of Italian Legislative Decree no. 125/2024, the Control and Risk Committee carried out supervisory activities regarding the implementation of the provisions of the new legislation.

In particular, it carried out preliminary investigation activities in relation to the proposed amendments to the Regulation BdO and Committees and Guidelines to transpose the new provisions, was informed by the responsible units on the gap analysis carried out, with the support of an external consultant, to assess the contents envisaged by the new regulations on Sustainability Reporting that were not present in the 2023 non-financial statement, prepared



pursuant to Italian Legislative Decree no. 254/2016, and on the activities carried out in relation to the aforementioned gaps.

It also examined the methodology followed for the preparation of the double materiality analysis and reviewed the procedure established for the preparation of Sustainability Reporting, as well as supervised the activities for the drafting of the Consolidated Sustainability Reporting, also monitoring the implementation activities in relation to the identification of issues relevant to the generation of long-term value and the criteria for drafting the 2025-2028 Business Plan, also in consideration of the outcomes of the aforementioned analyses and matrices.

Both at the time of the board meeting of 5 September 2024 for the approval of the Half-yearly financial report as at 30 June 2024, and at the time of the meeting of 13 March 2025 for the approval of the Integrated Annual Report as at 31 December 2024, the Chairman of the Control and Risk Committee illustrated to the directors the content of the activities performed by the committee during 2024, presenting the joint management body with the Committee's assessments on the adequacy and effectiveness of the Internal Control and Risk Management System.

\* \* \*

In performing its functions, the Control and Risk Committee had the right to access the information and the company departments needed to carry out its duties; during the year, the Control and Risk Committee did not make use of external advisors.

It should be noted that the Board of Directors did not consider it necessary to attribute spending powers to Control and Risk Committee members, given willing, from time to time, to arrange the allocations required for the performance of the individual activities.

### 9.3. HEAD OF THE INTERNAL AUDIT FUNCTION

At the meeting on 19 December 2017, on the proposal of the Appointed Director, having taken note of the favourable opinion of the Control and Risk Committee, and having consulted the Board of Statutory Auditors, the Board of Directors appointed **Ms Elena Negri** as Head of the Internal Audit function the person responsible to check that the Internal Control and Risk Management System is operational, adequate and in accordance with the SCIGR Guidelines defined by the Board.

The SCIGR Guidelines provide that the Internal Audit function holds a central position in the governance of control system, and must be made up of qualitatively and quantitatively adequate personnel.

The establishment of the Internal Audit function, which initially took place pursuant to the Old Corporate Governance Code with the resolution of 13 March 2017, was confirmed by the Board of Directors upon adherence to the new Corporate Governance Code on 21 December 2020.

In the same meeting, the Board of Directors also confirmed Ms. Elena Negri as head of the aforementioned function, assigning her all the tasks and functions that the new Corporate Governance Code provides for the Head of the Internal Audit function, as detailed in the SCIGR Guidelines.



As reiterated in the SCIGR Guidelines, the Head of the Internal Audit function is not responsible for any operating area, reports hierarchically to the Board of Directors and coordinates her organisational plan with the Chief Executive Officer, ensuring the necessary information to the Board of Directors, the Control and Risk Committee, the Board of Statutory Auditors and the Financial Reporting Manager. It should be noted that with effect from 17 March 2022, Ms Negri has been a member of the Supervisory Body of LU-VE S.p.A. and from 1 June 2022 has also assumed the role of Head of the “Enterprise Risk Management” Function as ERM Director.

Pursuant to the SCIGR Guidelines and in respect of the recommendations of the Old Corporate Governance Code, the Head of the Internal Audit function extends her control activities to all companies of the LU-VE Group, with particular regard to the companies identified by the Board of Directors such as companies with strategic relevance, and has access to all their activities and the relevant documentation.

The Head of the Internal Audit function is responsible, inter alia, for verifying the suitability of the internal procedures for ensuring the adequate containment of the risks of the Issuer and of the LU-VE Group, and assisting the same Group with the identification and evaluation of the greatest exposures to risk, including all risks that may assume significance in terms of Sustainable Success of the Company and of the Group.

The duties of the Head of the Internal Audit function are carried out in compliance with the relevant professional best practices.

On the basis of the SCIGR Guidelines, the Head of the Internal Audit function:

- (a) prepares the annual work plan based on a structured process of analysis and prioritisation of the main risks (“**Audit plan**”) and illustrates it to the CEO, the Control and Risk Committee, the Board of Statutory Auditors and the Board of Directors, in the time needed for them to perform their respective functions and, in particular, to make any suggestions;
- (b) supports the CEO in handling the design, management and monitoring of the Internal Control and Risk Management System and in identifying the different risk factors, including all risks that may assume significance for the achievement of the Sustainable Success of the Company and of the Group;
- (c) plans and carries out, consistent with the annual work plan, direct and specific control activities in the Issuer and in all other Group companies, with particular regard to the companies of strategic importance, in order to identify any deficiencies of the Internal Control and Risk Management System in the different risk areas;
- (d) verifies, both continuously and in relation to specific needs and in compliance with the international standards, the functioning and suitability of the Internal Control and Risk Management System;
- (e) verifies, as part of the Audit Plan, the reliability of the information systems including the accounting systems;
- (f) verifies that the rules and procedures of the control processes are respected and that all the entities involved operate in compliance with the pre-established objectives. More specifically:



1. checks the reliability of the information flows, including automatic data processing systems and administrative-accounting and sustainability data entry systems for the preparation of financial disclosures and Sustainability Reporting;
  2. verifies, as part of the work plan, that the procedures adopted by the Issuer and by the Group ensure respect, in particular, with the applicable legal and regulatory provisions;
- (g) also carries out assessment tasks with regards to specific irregularities, where she considers it necessary or at the request of the Board of Directors, the Control and Risk Committee, the CEO, the Board of Statutory Auditors or the Supervisory Body;
- (h) ascertains, using the most appropriate methods, that the anomalies in the operations and in the functioning of the controls have been rectified;
- (i) keeps all the documentation relating to the activities performed in an organised manner; this documentation is at the disposition of the entities responsible for the control processes (indicated in art. 2 of the current SCIGR Guidelines) who request it;
- (j) prepares periodic reports containing adequate information on her activities, the methods used to manage risks, as well as on the observance of the plans defined to contain them. The periodic reports also contain an evaluation of the suitability of the Internal Control and Risk Management System; in addition, in light of both the results of the controls and the analysis of company risks, identifies any deficiencies of the Internal Control and Risk Management System and proposes any necessary system initiatives; the deficiencies identified and the initiatives proposed are outlined in the associated Internal Audit reports;
- (k) where necessary, also at the request of the Board of Statutory Auditors or the Supervisory Body, promptly prepares reports on events of particular importance;
- (l) transmits the reports pursuant to points j) and k) to the CEO, the Chairman of the Board of Statutory Auditors and of the Control and Risk Committee, and, where necessary depending on the issues in question, the Chairman of the Board of Directors, the CEO, as well as the Supervisory Body, except in the case where the subject of these reports relates specifically to the activities carried out by these subjects; where the control activities involve other Group companies, the reports are also sent, if applicable, to the associated competent bodies of the company concerned;
- (m) at least twice a year, in time to allow the Control and Risk Committee and the Board of Directors, as well as the CEO, to carry out their respective tasks at the time of (or prior to) the meetings of the Board for approval of the Integrated Annual Report and the half-yearly financial report, prepares a half-yearly summary of the main findings that emerged during the reference half and during the entire year. The annual report compiled for the meeting of the Board for approval of the Integrated Annual Report also contains an update of the company risks which gave rise to the Audit Plan, on the basis of what emerged during the performance of her activities in the year;
- (n) in the presence of critical issues that require urgent intervention, informs the CEO and the delegated bodies without delay, as well as the Chairman of the Control and Risk Committee,



the Chairman of the Board of Directors and the Chairman of the Board of Statutory Auditors in order to update them on the results of her work.

In performing her functions, the Head of the Internal Audit function had the right to access the information and the company departments needed to carry out its duties; during the year, she did make use of external advisors for the performance of specialist audits in relation to Compliance matters, as these competences are not available within the Company's Internal Audit function.

The remuneration of Ms Negri was determined on the proposal of the CEO, with the favourable opinion of the Control and Risk Committee and having consulted the Board of Statutory Auditors, in accordance with corporate policies; the Board of Directors assigned her an expense budget considered to be adequate to the performance of her tasks, notwithstanding the willingness of the same Board to assign her further resources if necessary.

\* \* \*

During the year, on occasion of the Board of Directors meeting on 13 March 2024, with the support and the prior opinion of the Control and Risk Committee, the Board of Directors approved the working plan prepared by the Head of the Internal Audit function, having consulted the Board of Statutory Auditors and the CEO: the activity of the Internal Audit function carried out during the year in implementation of this working plan is part of the 2023-2025 three-year audit plan, prepared by the Head of Internal Audit in the first months of 2023 with the support of qualified external consultants, on the basis of a risk assessment, formulated also taking into account the results of the risk assessments conducted following the introduction of risk management activities as of the financial year 2022, and a subsequent analysis and prioritisation of the risks that emerged.

On the basis of this three-year plan, the Head of the Internal Audit function continuously verified the suitability of the internal procedures to ensure adequate containment of the risks of the Issuer and the LU-VE Group on the basis of the work plan for the 2024. Furthermore, this carried out such checks also in collaboration with the LU-VE S.p.A. SB, which was joined on 17 March 2022, and in relation to specific requests from the Supervisory Board of the subsidiary SEST S.p.A.

During the Financial Year, the Head of the Internal Audit function has prepared both the annual and the half-yearly reports containing adequate information on her activities, the methods used to manage risks, as well as on the observance of the plans defined to contain them. At the conclusion of all the audits carried out, she reported on their outcomes by sending the audit reports to the Chief Executive Officer, the members of the Control and Risk Committee and of the Board of Statutory Auditors, with an assessment of the suitability of the Internal Control and Risk Management System, the specific indication of any shortcomings of the Internal Control and Risk Management System and suggesting the necessary action plan on the system itself.

During the financial year, the Head of Internal Audit function carried out, among others, the following activities:

- (a) operational and compliance audit of the process of managing purchases from strategic suppliers of LU-VE S.p.A. and SEST LU-VE POLSKA Spz.o.o;





- (b) operational audit on the process of preparing the Strategic Plan of the LU-VE Group;
- (c) compliance audit on wastewater and stormwater discharge management of LU-VE S.p.A.;
- (d) compliance audit on the management of special waste of SEST S.p.A.;
- (e) operational and compliance audit on the management of internal dealing, related party transactions and privileged and regulated information of LU-VE S.p.A.;
- (f) general review audit on LU-VE Sweden A.B., a company belonging to the LU-VE Group;
- (g) general review audit of Fincoil LU-VE OY, a company belonging to the LU-VE Group;
- (h) follow up audit on the procurement process of goods and services (direct and indirect) of LU-VE S.p.A.;
- (i) follow-up audit on the process of managing intercompany transactions of LU-VE S.p.A.;
- (j) monitoring of the Internal Audit checks conducted by the consultancy company S S Kothari Mehta & Company Chartered Accountants from New Delhi on the Indian Subsidiary Spirotech Heat Exchangers Ptv Ltd., also through the random review of the consultants' working papers;
- (k) introduction of the GRC CORA IT platform for the management of internal audit and ERM activities;
- (l) start of testing, in support of the Financial Reporting Manager, of key controls following the distribution of administrative and accounting procedures pursuant to Italian Law no. 262/2005 to LU-VE S.p.A.;
- (m) periodic updating activities regarding the progress of the implementation of the action plans aimed at resolving the findings that emerged during the audits (administrative follow up as at 30 June and 31 December 2024);
- (n) participation in the year-end physical inventories of LU-VE S.p.A.;
- (o) preparation of the 2025 Audit Plan.

#### 9.4. ORGANISATION MODEL PURSUANT TO ITALIAN LEGISLATIVE DECREE NO. 231/2001

LU-VE adopted an organisation, management and control model pursuant to Italian Legislative Decree no. 231/2001 (the “**Model**”), an extract of which, including the types of offences considered relevant, is available on the Issuer’s website [www.luvegroup.com](http://www.luvegroup.com) in the section “Investor” - “Corporate Governance & shareholders” - “Codes of conduct & corporate documents” - “Corporate documents”.

With particular reference to the Issuer, on 30 June 2016, the Board of Directors approved the adoption of the Model, which is composed of a “General Section” and a “Special Section”, Model subsequently amended in 2020, in 2022 and in 2023; in particular:





1. the “General Section” describes the reference information, including: (i) the Italian Legislative Decree no. 231/2001 system, which attributes direct responsibility to entities (which may be excluded if the entity has effectively adopted and implemented a model and an offence has been committed through the fraudulent evasion of said model), in the event certain offences are committed in the interest or for the benefit of said entity by the so-called “top management” figures of the entity, who perform the functions of representation, administration or management of the entity, or persons subject to the management or monitoring of one of the aforementioned parties; (ii) the penalty system; (iii) a description of the organisational structure of LU-VE and of the activities carried out for the adoption of the Model; (iv) the structure and the functions of the Supervisory Body; (v) the methods of training and information on the contents of the Model; (vi) the disciplinary and penalty system applied to those who commit violations of the rules of conduct set out in the Model;
2. the “Special Section” provides a general description of sensitive activities, the system of controls and general principles of behaviour, and therefore analyses in detail the individual sensitive activities, the applicable procedures, their *ex-post* verifiability, the segregation of duties and the existence of authorisations consistent with the organisational responsibilities assigned.

Together with the Model, a Code of Ethics was adopted, applied to both LU-VE and the Subsidiaries, which sets out the general principles of behaviour which must be adhered to by employees and those collaborating with the Group in any capacity.

On 17 March 2022, on the occasion of the expiry of the SB mandate, appointed at the time of first adopting the Model 231, having heard the opinion of the Control and Risk Committee, the Board of Directors: (i) confirmed the appropriateness for the functions attributed to the supervisory body by Italian Legislative Decree no. 231/2001 not to be attributed to the Board of Statutory Auditors but – considering that the Issuer is an industrial metalworking company – to a body with the a subject that has consolidated expertise in the field of prevention and safety; (ii) deemed it appropriate, in order to ensure greater efficiency of intervention and coordination among the various parties involved in the Internal Control and Risk Management System, to integrate, at the time of renewal, the composition of the Supervisory Body from its members, for the three-year period 2022-2024, the Head of the Internal Audit function, Ms. Elena Negri.

The Supervisory Body (SB) of LU-VE, appointed to supervise the functioning and compliance of the Model, currently in office is made up of 3 members: Mr. Marco Romanelli (Chairman), Ms. Elena Negri and Mr. Andrea Colombo, and expires with the approval of the draft financial statements as at December 31, 2024 by the Board of Directors.

The Supervisory Body is assigned the task of:

- (a) monitoring the effectiveness of the Model so that behaviour of the addressees complies with the provisions contained therein;
- (b) verifying the effectiveness and adequacy of the Model, i.e. checking that the Model prepared is suitable for preventing the offences set out in the Decree from being committed;
- (c) expressing a judgement on the proposed updates and/or revisions to the Model before they are actually adopted;



- (d) implementing all necessary initiatives so that the Board of Directors keeps the Model constantly updated, in order to adjust it in line with regulatory and company changes;
- (e) carrying out the checks and controls set forth in the Model in relation to members of the SB;
- (f) periodically verifying the mapping of the areas at risk of offence attached to the Model, in order to propose to the Company the necessary adjustments at the time of updating of the Model. To this end, the function managers and employees report to the SB on the control activities performed in relation to the individual functions and any situations capable of exposing the Company to the risk of offence;
- (g) conducting periodic checks, based on an annual plan, communicated to the Board of Directors, targeted at assessing the effectiveness of the Model and, in particular, at verifying that the procedures and controls set forth therein are adequately applied;
- (h) based on these checks, annually preparing a report to be presented to the Board of Directors which highlights the activities carried out, the results of the checks, any corrective actions suggested and their progress status;
- (i) coordinating with the functions (also through the specific meetings) for: (i) an exchange of information in order to keep the areas at risk of offence up-to-date; (ii) keeping the risk profile of the activities performed within the Company and their evolution under control in order to ensure constant monitoring; (iii) the various aspects relating to implementation of the Model; (iv) guaranteeing that the corrective actions needed to ensure the Model is adequate and effective are implemented promptly;
- (j) collecting, processing and storing all relevant information received in compliance with the Model;
- (k) promoting initiatives for the training of the recipients of the Model and for its communication and dissemination.

Furthermore, to ensure an effective and efficient Internal Control System within the LU-VE Group, the SCIGR Guidelines establish that:

- (a) the SB maintains constant relations with the Board of Directors and with the Board of Statutory Auditors with regard to issues relating to the implementation of the Model; in particular, the SB informs the Board of Directors at least every six months (or at different times with reference to specific or significant situations), also in writing, directly or also through the Control and Risk Committee, about the application and effectiveness of the Model (indicating in particular the controls carried out and the outcome of the same, as well as any updating of the “at risk” processes);
- (b) the SB can be convened by the Board of Directors or, on its behalf, by the Control and Risk Committee, to report on its activities and may ask to confer with it;
- (c) the SB may also ask to be heard by the Board of Directors (or by the Control and Risk Committee) whenever it deems it appropriate to promptly report violations of the Model or request attention to critical issues relating to the functioning and compliance with the Model itself;



- (d) if it deems it necessary and, in particular, for violations committed by top management or by the directors, the SB may also ask to be heard by the Board of Statutory Auditors and may request specific checks from the Head of the Internal Audit function.

Within the limits of the applicable legislation, the SB has free access to all the relevant company documentation, and is able to directly acquire data and information from the persons responsible.

The activities implemented by the SB in exercise of its functions cannot, under any circumstance, be controlled by another company body or structure, without prejudice to the fact, however, that the Board of Directors is required to check the adequacy of the activity of the SB.

The SB receives an annual allocation of funds from the Board of Directors for the autonomous performance of its activities. In any case, in consideration of the unique characteristics of its duties and its professional requirements, the SB, in performing the tasks for which it is responsible, may avail itself of the support of the internal personnel and external advisors of its choice.

The SB met 13 times during the year, in the presence of all its members. The meetings lasted an average of around two hours. The Italian subsidiaries of LU-VE of strategic importance SEST S.p.A. and AIR HEX ALONTE S.r.l. (incorporated into LU-VE since 31/12/2024) had adjusted its internal system in line with the provisions set out in Italian Legislative Decree no. 231/2001, adopting its own Organisation and Management Model in accordance with said Decree and appointing its own Supervisory Body.

The Group has not adopted any further specific procedures governing the prevention of cases of active and passive corruption, believing that the type of business conducted, which is rarely addressed to public administrations, does not easily lend itself to the commission of such offences. There are currently no plans to adopt such procedures.

The Board of Directors of LU-VE, in light of the organisational changes that have taken place, assigned an external consultant to update its Model 231.

The Model 231 was drawn up and updated following an analysis of the risk of committing the offences envisaged by Italian Legislative Decree no. 231/01, also in relation to the business sector and the mitigation tools put in place to prevent them, which is submitted to the Board of Directors when the update is approved.

All LU-VE employees, in different ways and depending on the position they hold in the company, at the time of the adoption of Model 231, or at the time they were hired, received specific training on the Code of Ethics and on the content of Model 231, with particular reference to offences related to safety at work and corruption.

The functions most at risk of active and passive corruption are the purchasing and commercial functions.

Model 231 also provides for a system of sanctions in the event of violations of the Model.

During the fiscal year, there were no cases of active or passive corruption.



In 2023, in application of national legislation, Italian Legislative Decree no. 24/2023 (implementing EU Directive no. 2019/1937), the Organisation, Management and Control Model of the Issuer included the adoption of a whistleblowing system for reporting any unlawful activities by whoever may become aware of them by reason of their duties. The system makes it possible to report, also anonymously, to the person responsible for receiving and managing reports who has been appointed by the individual company, any breaches, including those of an omissive nature, which damage the integrity of the company and which fall within the regulatory scope of reference.

It should be noted that, in addition to the Group companies adopting the Organisation, Management and Control Model, the whistleblowing system has also been implemented by all Italian Group companies with an average of more than 50 employees, as well as by the European subsidiaries, on the basis of their respective national regulations on the subject.

The Model 231 adopted by the Group envisages the adoption by the administrative bodies of each individual company of a general standardised procedure for all companies, which contains the basic principles for the protection of whistleblowers, and a special procedure, differentiated by company, which governs the actual whistleblowing procedures available, the investigative processes concerning the reports received and the protection of whistleblowers, in accordance with the applicable local legislation and the organisational structure of the company involved.

In particular, reports may be made either by employees of the Group or by individuals, and may concern violations of national or European Union regulations - including the rules on active and passive corruption - and/or of the procedural and regulatory provisions and/or of the Code of Ethics of the LU-VE Group, which damage the integrity of LU-VE or even of other companies of the Group, of which the whistleblower has become aware by reason of his/her duties.

The whistleblower enjoys the protection regime provided by Italian Legislative Decree no. 24/2023, transposing EU Directive no. 2019/1937, and reports may also be made anonymously; retaliatory or discriminatory acts against the whistleblower are prohibited.

Reports envisage different forms among the companies, also depending on the applicable legislation; in LU-VE they may be made either by traditional means (e-mail, fax) or by e-mail addressed to the Supervisory Body, or through access to a confidential portal, which guarantees separation among the different companies of the Group, anonymity and timely handling of the procedure.

Investigations of reports, including cases of active and passive corruption, are always entrusted to parties with specific expertise.

In particular, at LU-VE, said party has been identified as the Supervisory Body.

All employees have been informed about the adoption of the whistleblowing procedure and further training sessions on the prevention of environmental crimes are being approved for 2025.

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With reference to the requirements of ESRS G1, in addition to that reported in this paragraph, please refer to the content of Sustainability Reporting, contained in the Directors' Report as at 31



December 2024, paragraph 2.4.1, published on the Issuer's website at [www.luvegroup.com](http://www.luvegroup.com), in the section “Investor” - “Investor Relations” - “Reports”.

## 9.5. AUDITOR

The company entrusted with the independent audit and certification of the compliance of Sustainability Reporting of LU-VE is Deloitte & Touche S.p.A., with registered office in Via Santa Sofia, 28, Milan.

The engagement of independent auditor was conferred by the Shareholders’ Meeting of 10 March 2017, effective from the date of the start of the trading of LU-VE shares on Euronext Milan market, which took place on 21 June 2017, until approval of the financial statements for the year ended as at 31 December 2025.

With the support of the Control and Risk Committee and having heard the Board of Statutory Auditors, on 5 September 2024 the Board of Directors evaluated the results presented by the independent auditors in the additional report pursuant to art. 11 of the Regulation (EU) no. 537/2014 relative to the 2023 financial year, addressed to the Board of Statutory Auditors, observing that they had not highlighted any specific critical issues.

The certification of compliance of the Consolidated Sustainability Report as of December 31, 2024 was issued by the auditing firm Deloitte & Touche S.p.A., to which LU-VE has entrusted, in addition to the task of statutory audit, also the task of attesting the compliance of the DNF until the approval of the financial statements as of December 31, 2025, art. 18 of Italian Legislative Decree no. 125/2024.

## 9.6. FINANCIAL REPORTING MANAGER

**Mr. Eligio Macchi**, an employee of LU-VE with the role of Chief Legal & Financial Officer of the LU-VE Group, was appointed Financial Reporting Manager pursuant to art. 154-*bis* of the Consolidated Law on Finance, by resolution of the Board of Directors in its meeting of 13 March 2017, after receiving the opinion of the Board of Statutory Auditors, as well as Manager in charge of certifying Sustainability Reporting. Art. 21 of the Articles of Association requires: (1) that the Financial Reporting Manager is appointed by the Board of Directors, based on the mandatory prior opinion of the Board of Statutory Auditors; (2) that the Financial Reporting Manager must meet, in addition to the requirements of integrity established by applicable legislation and regulations in force at the time for those who carry out administration and management functions in companies whose financial instruments are listed on an Italian regulated market or regulated market of other European Union member states, professional requirements consisting of specific expertise in matters of administration, finance or control and must specifically have attained a degree in economic or financial disciplines or in areas pertaining to business management and organisation and have gained at least three years’ experience in: (i) administration, finance or control activities or management tasks with capital companies; or (ii) administrative or management functions or tasks of independent auditor or consultant as accountant with organisations operating in the credit, financial or insurance sectors, or in sectors connected or associated with the activities carried out by the Company and referred to in art. 2 of the Articles of Association, which involve the management of economic and financial resources. Satisfaction



of the above mentioned requirements of good repute and professionalism is ascertained by the Board of Directors.

The Financial Reporting Manager is assigned the main task of designing, managing and monitoring the processes regarding, in particular, information flows of an administrative-accounting nature, including automatic data processing systems, and accounting and sustainability data entry procedures, also in order to draft – according to the forms required by law and the relevant implementing regulations – the certifications of their adequacy and effective application.

In accordance with the Articles of Association, the Board of Directors ensures that the same has adequate powers and means to carry out the duties assigned to him pursuant to applicable legislation and regulations in force at the time. In implementation of the statutory provision, the SCIGR Guidelines adopted by the Board of Directors also provide for the Financial Reporting Manager to be assigned all the powers and means necessary to guarantee the reliability, trustworthiness, timeliness and accuracy of financial information and Sustainability Reporting data and, in general, the fulfilment of the duties deriving from the law and from the Issuer's Articles of Association, without any specific limitation on expenditure, with the sole limit of the necessary reasonableness of the provisions of the same as well as those required for the exercise of all further tasks assigned to them, including those of:

- (a) directly accessing all the necessary information for the production of accounting and sustainability data, without the need for authorisations, dedicating itself (as with all members of its office) to ensuring the confidentiality of the documents and information acquired in fulfilling its duty, in observance of the applicable legal and regulatory provisions;
- (b) using internal communication channels that guarantee correct inter-company information;
- (c) structuring his office with reference to both personnel and technical equipment (tangible and IT resources, etc.) in an adequate manner;
- (d) preparing administrative and accounting procedures by also making use of the collaboration of departments that participate in the production of relevant information;
- (e) making use of external advisory services, where special company needs require it, by drawing on the budget assigned to him;
- (f) establishing relationships and flows with other persons responsible for control that guarantee not only the constant mapping of risks and processes, but adequate monitoring of the correct functioning of the procedures (auditing firm, Head of the Internal Audit function).

Lastly, the SCIGR Guidelines attribute to the Financial Reporting Manager, in agreement with the Chief Executive Officer, also the task of instructing the Subsidiaries of the LU-VE Group, so that they adopt all the provisions, administrative, accounting and control procedures and any other deed and measure functional to the correct preparation of financial disclosures and Sustainability Reporting, as well as any measure communicated by the Financial Reporting Manager pursuant to and for the purposes of Italian Law no. 262/2005 and the additional applicable legislation on the subject, to ensure maximum reliability of direct information flows to the Financial Reporting





Manager relative to the preparation of corporate accounting and Sustainability Reporting documents.

\* \* \*

In relation to its own characteristics, the Issuer did not see the presence of other corporate functions involved in controls during the year.

## 9.7. COORDINATION BETWEEN THE ENTITIES INVOLVED IN THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

The methods of coordination among the entities involved in the Internal Control and Risk Management System and the information flows among them are specified in the SCIGR Guidelines, which define the reciprocal roles and functions.

The various parties maintain a periodic flow of mutual communication, also achieved through periodic joint meetings, which ensure a reciprocal exchange of information and the coordination of the respective activities.

In particular, the Board of Directors performs a role of management and evaluation of the adequacy and effectiveness of the Internal Control and Risk Management System. In fulfilling this role, the Board is assisted by the Control and Risk Committee, which has proposal and advisory functions, also exercised, but not solely, through the issuing of opinions to the Board of Directors. Supported by the Head of the Internal Audit function, the CEO handles the identification of the main company impacts, risks and opportunities, and implements the SCIGR Guidelines, overseeing the design, implementation and management of the Internal Control and Risk Management System and constantly verifying its adequacy and effectiveness.

The Head of the Internal Audit function is responsible, *inter alia*, for verifying the suitability of the internal procedures for ensuring the adequate containment of the risks of the Issuer and of the Group, and assisting the Group with the identification and evaluation of the greatest exposures to risk.

The Financial Reporting Manager is attributed the main task of designing, managing and monitoring the processes regarding, in particular, information flows of an administrative-accounting nature, including automatic data processing systems, and accounting and sustainability data entry procedures, also in order to draft – according to the forms required by law and the relevant implementing regulations – the certifications of their adequacy and effective application. First of all, the Financial Reporting Manager is responsible for the Internal Control and Risk Management System regarding the data for financial and sustainability disclosures and, therefore, for identifying and evaluating the associated risks, identifying and conducting the necessary controls, targeted at mitigating the possibility of these risks materialising, and monitoring and assessing the effectiveness of the controls within the context of an adequate and functioning internal control and risk management system, in relation to the financial disclosure and Sustainability Reporting process.

The Supervisory Body is responsible for the tasks defined within the Organisation, Management and Control Model approved by the Company (indicated in detail in previous paragraph 9.4 of this





Report), including that of monitoring the effectiveness of the aforementioned Model targeted at preventing some cases of offence, as well as the opportunity for its updating following changes to the company structure and/or the reference legislation, as well as the tasks assigned to it by the SCIGR Guidelines applicable at the time.

Lastly, the Board of Statutory Auditors conducts autonomous evaluations of the effectiveness and functioning of the Internal Control and Risk Management System, and can formulate, whenever it deems it necessary or appropriate, any recommendations to the competent bodies for the purpose of promoting the strengthening of the Internal Control and Risk Management System. In order to make the control activities more effective, the Board of Statutory Auditors and the Control and Risk Committee promptly exchange information relevant to the performance of their respective duties and all members of the Board of Statutory Auditors are always invited to the meetings of the CCR.

Finally, each of the subjects involved in the Internal Control and Risk Management System are required to meet specific obligations as regards relations and reporting between one another and, ultimately, as regards reporting to the Board of Directors.



## 10. Directors' interests and Related Party transactions

## 10.0 DIRECTORS' INTERESTS AND RELATED PARTY TRANSACTIONS

In compliance with the provisions of art. 2391-*bis* of the Italian Civil Code and in compliance with the principles dictated by the Consob Related Party Regulation, the Board of Directors adopts rules that ensure the transparency and substantial and procedural correctness of the related party transactions carried out by the Company directly or through Subsidiaries, and discloses them in the management report; to this end, it assesses where to seek the assistance of an independent expert, based on the nature, value or characteristics of the transaction. The Board of Statutory Auditors monitors compliance with the rules adopted and reports on them in the annual report to the Shareholders' Meeting.

To this end, LU-VE has adopted the “*Related Party Transactions Procedure*” to regulate the management of transactions concluded by the Issuer and the Group with related parties starting from 2015, on the occasion of its listing on the AIM Italia market. This procedure was subsequently amended before 2017, at the time of the transition of the LU-VE shares to the Euronext Milan market and, subsequently, subject to the favourable opinion expressed by the independent directors, on 29 June 2021, to reflect the loss by LU-VE of the qualification of “*Smaller company*” and to implement the regulatory changes introduced by Consob to the Consob Related Party Regulation with resolution no. 24624/2020 in implementation of the European Directive no. 2017/828 on shareholder rights (“*Shareholders Rights Directive*”, SHRD 2).

The updated version of the OPC Procedure (available on the Issuer’s website [www.luvegroup.com](http://www.luvegroup.com), in the section “*Investor*” - “*Corporate Governance & shareholders*” - “*Codes of conduct & corporate documents*” - “*Corporate procedures*”), which came into force on 1 July 2021, is targeted at identifying the related party transactions realised by the Company and/or its Subsidiaries, regulating their preliminary activities and implementation processes, in order to ensure their substantive and procedural correctness of the same, as well as the proper disclosure to the market.

The OPC Procedure identifies “*related parties*” in subjects defined as such in application of the International Accounting Standards in force at the time of the start of the negotiations, or, in the absence of negotiations, at the time in which the relative decision is taken (the “*Related Parties*”) on a specific transaction and governs the establishment, management and updating of the Register of Related Parties and the Register of Related Party Transactions, both to be stored electronically by the Legal and Corporate Affairs function in agreement with the Financial Reporting Manager.

The relevant role and competences – attributed by the Consob Related Party Regulation to committees consisting of a majority of independent directors – are, on the basis of the OPC Procedure, attributed:

- (a) to the Control and Risk Committee with the exclusion of the related party transactions reserved for the competence of the Remuneration and Appointments Committee;
- (b) to the Remuneration and Appointments Committee limited to the “*transactions of lesser importance*” regarding the remuneration of the directors and of the other Key Management Personnel.



The relevant role and competences – attributed by the Consob Related Party Regulation to committees consisting entirely of independent directors – are, on the basis of the OPC Procedure, attributed to the Independent Committee.

The activities of all three above-mentioned Committees are governed by the BoD and Committees Regulations, are coordinated by their respective Chairman, minutes are taken for the meetings and stored at the Company. The Chairman of the Committee reports to the first possible Board meeting on the main aspects that emerged during the proceedings (for more information on the functioning of the aforementioned Committees, see Section 6 of this Report).

The OPC Procedure separately governs the procedure for examining and approving related party transactions, depending on whether they are “transactions of lesser materiality” or “transactions of greater materiality”, which do not fall within any hypothesis of exclusion provided for by the procedure itself, both if carried out directly by the Issuer, and if carried out by a Subsidiary Company. In particular, “transactions of lesser importance” are approved by the competent body (Board of Directors or chief executive officers) only after the release of a non-binding justified opinion by the Control and Risk Committee. The justified opinion is issued by the Remuneration and Appointments Committee, limited to the “transactions of lesser importance”, relating to the remuneration of the directors and of the Key Management Personnel.

On the other hand, responsibility for transactions of greater materiality is exclusively reserved for the Board of Directors, which decides after receiving the justified favourable opinion of the Independent Committee. The OPC Procedure also provides that right from the start of the negotiation and preliminary appraisal stages of the transaction, the Independent Committee must be assured of receiving a complete, adequate, prompt and updated flow of information on the transaction.

With reference to the publicity framework, the Procedure provides that: (i) on the occasion of the completion of “transactions of greater materiality”, the Issuer prepares and makes available to the public, an “information document” drawn up and published in compliance with the regulations in force at the time; (ii) if the transaction with related parties is qualified as having a privileged nature, the obligations provided for by Regulation (EU) no. 596/2014 of the European Parliament and of the Council of 16 April 2014 relating to market abuse as subsequently amended and integrated apply.

In addition, in accordance with the provisions of the Consob Related Party Regulation, the OPC Procedure provides for the waiver of the procedure described above for certain categories of transactions, without prejudice to the disclosure obligations envisaged by the current regulatory provisions. In particular, the following are exempt: (i) minor transactions; (ii) shareholders’ meeting resolutions relating to the fees due to members of the Board of Directors and the Executive Committee pursuant to art. 2389, paragraph 1 of the Italian Civil Code, to members of the Board of Statutory Auditors, as well as the resolutions relating to the remuneration of Directors vested with special offices falling within the overall amount previously established by the Shareholders’ Meeting pursuant to art. 2389, paragraph 3 of the Italian Civil Code; (iii) the additional resolutions on remuneration relating to Directors vested with special offices and other key management personnel, provided that the conditions referred to in art. 13, paragraph 3, letter b) Consob Related Party Regulation are met; (iv) transactions resolved by the Issuer and addressed to all Shareholders at the same conditions; (v) the share-based compensation plans approved by the Shareholders’ Meeting pursuant to art. 114-*bis* of the Consolidated Law on



Finance and the associated executive transactions; (vi) transactions with one or among Subsidiaries, including joint-venture; (vii) transactions with or among Subsidiaries and those with associates as long as there are no “significant” interests in the Subsidiaries or associate counterparties in the transaction held by other Company's Related Parties; as well as (viii) ordinary transactions carried out at conditions equivalent to market or standard conditions.

With regard to “minor transactions”, the OPC Procedure establishes that reference should be made for their identification to the significance criteria established in Annex 3 to the Consob Related Party Regulation, to which the absolute thresholds indicated below are applied:

- (a) significance threshold of counter-value: “minor transactions” are those whose counter-value is individually less than Euro 100,000.00 (one hundred thousand/00) if the Related Party is a natural person, and Euro 250,000.00 (two hundred and fifty thousand/00) if the Related Party is an Entity (i.e. a subject other than a natural person, including, for example, legal persons, private partnerships, unincorporated associations, as well as dedicated assets, trusts, partnerships);
- (b) significance threshold of assets: “minor transactions” are those in which the assets of the entity involved in the transaction are individually less than Euro 250,000.00 (two hundred and fifty thousand/00);
- (c) significance threshold of liabilities: “minor transactions” are those in which the total liabilities of the company or business unit purchased are individually less than Euro 250,000.00 (two hundred and fifty thousand/00).

If more than one of the above-listed ratios applies to the transaction, the transaction is deemed minor provided that all applicable ratios are below the thresholds established above.

The OPC Procedure also dictates the principles to be followed for Related Party Transactions carried out by Subsidiaries of the Issuer, providing for the examination of the transaction by the Board of Directors of the supported Issuer, depending on the “of lesser materiality” or “of greater materiality” type of the transaction, by the Control and Risk Committee or by the Independent Committee, called upon to express an opinion on the transaction (non-binding by the Control and Risk Committee on “transactions of lesser materiality”, binding by the Independent Committee on “transactions of greater materiality”).

As regards the activities carried out by the Control and Risk Committee and the Remuneration and Appointments Committee with responsibility for related party transactions, please refer to Section 9.2 and Section 8.2 of this Report respectively. With reference to the Independent Committee, please refer to what is illustrated below in this Section.

It should be noted that the Board of Directors did not consider it necessary to adopt specific operating solutions for facilitating the identification and adequate management of situations in which a director is a stakeholder on his own behalf or on behalf of third parties, having evaluated, in this regard, the existing control based on the provisions of art. 2391 of the Italian Civil Code to be adequate (“*Directors’ interests*”).



### *Independent Committee*

As mentioned above, in addition to the committees set up and functioning in accordance with the Code, the Board of Directors has set up the Independent Committee in compliance with current legislation on transactions with related parties.

The Committee carries out the tasks that the current OPC Procedure assigns to it in relation to transactions with related parties and in particular, those that the Consob Related Party Regulation assigns to the committee composed exclusively of independent directors.

In particular, within its competences, the Committee carries out, the following tasks:

- (a) examines the OPC Procedure and its subsequent amendments, formulating its own reasoned opinion on the matter to the Board of Directors;
- (b) examines, evaluating the management process, the operations carried out by the Company, directly or through its Subsidiaries, with its Related Parties, if they qualify as “Transactions of Greater Materiality” pursuant to the OPC Procedure, carrying out the activities expressly indicated in the OPC Procedure and issuing motivated binding opinions on the Company's interest in completing the individual transaction, as well as on the convenience and substantial correctness of the related conditions;
- (c) examines, before their execution, the disclosure on Transactions of Greater Materiality as defined by the OPC Procedure, excluded from the application of the same procedure as Ordinary Transactions concluded at Equivalent to Market or Standard Conditions pursuant to the OPC Procedure;
- (d) carries out any additional duties assigned to it by the OPC Procedure or by the Board of Directors in relation to transactions with related parties, as well as any additional duties that the Board should deem to entrust to it within the scope of the Committee's own competences.

The Independent Committee in office at the date of this Report was appointed by the Board of Directors at the Board meeting of 28 April 2023, until the expiry of the current Board mandate (therefore, until the next Shareholders' Meeting, which will be called upon to approve the financial statements as at 31 December 2025). This committee is made up of three independent directors of the Company and specifically by: Stefano Paleari (Chairman), Raffaella Cagliano and Carlo Paris.

It should be noted that there have been no changes in the composition of the Independent Committee as of the end of the year.

No meetings of the Independent Committee were held during the Financial Year. Also for the current year, no meetings have been planned; the Independent Committee will meet when necessary.

As regards the functioning of the Independent Committee, please refer to Section 6 of this Report.





## 11. Board of Statutory Auditors



## 11.0 BOARD OF STATUTORY AUDITORS

### 11.1. APPOINTMENT AND REPLACEMENT

The Issuer's Articles of Association provide for the Board of Statutory Auditors to be composed of 3 (three) standing members and 2 (two) alternate members who meet the requirements of respectability, professionalism, independence and in terms of number of offices held set forth in legislation and regulations *pro tempore* in force; the statutory auditors are appointed by the Shareholders' Meeting for (3) three financial years; their office expires on the date of the Shareholders' Meeting called to approve the financial statements for the last year of their office and may be re-elected. The **appointment** of statutory auditors takes place on the basis of lists, also in order to ensure that minority interests are protected and in compliance with the legislation and regulations in force at the time, on the subject of gender balance.

The methods of presenting lists and appointment and voting proposals are governed by art. 23 of the Articles of Association, in compliance with the applicable legislation and regulations.

Pursuant to the statutory provisions:

- (a) lists may be submitted by Shareholders who, at the time the list is submitted, hold alone or together with others, a share totalling at least 2.5% of the capital or the different equity shareholding equal to at least the one established by Consob pursuant to art. 147-ter, paragraph 1, of the Consolidated Law on Finance (the share set by Consob executive decision no. 123 of 28 January 2025, corresponds to the 2.5% indicated by the Articles of Association);
- (b) individual shareholders, shareholders subscribing to a shareholders' agreement relating to the Company and of relevance pursuant to art. 122 of the Consolidated Law on Finance, the parent company, subsidiary companies and those subject to common control and other entities between which a direct or indirect association exists pursuant to applicable legislation and regulations in force at the time cannot submit or contribute to the submission, not even through a third party or trust company, of more than one list or vote for different lists;
- (c) each candidate may appear on one list only, otherwise they shall be considered ineligible;
- (d) each list contains the names, indicated by a sequential number, of a number of candidates not exceeding the number of members to be elected;
- (e) the lists are divided into two sections: one for candidates to the office of standing statutory auditor, the other for candidates to the office of alternate statutory auditor. The first of the candidates of each section must be entered in the register of independent auditors and have carried out auditing activity for no less than 3 (three) years. If the other candidates do not meet the requirement established above, they must meet the other requirements of professionalism established by applicable legislation and regulations in force at the time. In the event of failure to comply with the obligations set forth in this paragraph, the list shall be deemed not to have been submitted;



- (f) for the period of application of the legislation and regulations in force at the time on the matter of gender balance, each list that contains – considering both sections present – a number of candidates equal to or higher than 3 (three) must also include candidates belonging to both genders, so that at least the minimum portion of candidates required by the legislation and regulations in force at the time to the office of standing auditor and at least one candidate to the office of alternate statutory auditor (if the list also includes candidates to the office of alternate statutory auditor) belong to the under-represented gender. In the event of failure to comply with the obligations set forth in this paragraph, the list shall be deemed not to have been submitted;
- (g) lists submitted must be filed at the Company's registered office, also using distance communication means as indicated in the notice of call, and made available to the public in accordance with the time frames and procedures established by legislation and regulations in force at the time, accompanied by information relating to the identity of the Shareholders submitting them, with an indication of the percentage of their shareholding as a whole, proven by a certification issued by an authorised intermediary in accordance with the law, without prejudice to this certification being also submitted after the submission of the lists, provided they are submitted by the deadline set for the publication of lists by the Company, as well as exhaustive information on the personal and professional characteristics of the proposed candidates, their relative declarations and certifications required by the legislation and regulations, in force at the time and by the Articles of Association, and a declaration from the same candidates attesting to their meeting the requirements, including of respectability, professionalism, independence and relative to the number of offices, set out by the legislation and regulations in force at the time and by the current Articles of Association and to their acceptance of the candidature and of the office, if elected. For the list submitted by shareholders who do not hold, individually or jointly, a controlling shareholding or relative majority, a statement is also required stating the absence of any direct or indirect association, pursuant to applicable legislation and regulations in force at the time. If at the expiry date of the time limit for filing lists only one list has been filed, or only lists submitted by shareholders who are associated with one another pursuant to applicable legislation and regulations in force at the time, lists may be submitted up until the subsequent time limit established by legislation and regulations in force at the time. In this case the shareholding percentage required for submission of lists pursuant to the applicable legislation and regulations in force at the time is halved.

The Board of Statutory Auditors is elected according to the following statutory provisions:

- (a) from the list that obtained the highest number of votes, 2 (two) standing statutory auditors and 1 (one) alternate statutory auditor are taken, in the sequential order in which they are stated in the appropriate sections of the list;
- (b) the remaining standing statutory auditor and the remaining alternate statutory auditor are taken, on the basis of the sequential order in which they are stated in the appropriate sections of the list, from the list that obtained the second highest number of votes after the list referred to in letter (a) above, votes that must be cast by shareholders who are not in any way associated, either directly or indirectly, pursuant to applicable legislation and regulations in force at the time, with the shareholders who submitted or voted for the list that obtained the highest number of votes.



In the event of a tie between lists, the list submitted by shareholders holding the greater shareholding or, in the alternative, by the highest number of shareholders, shall prevail.

If, after voting has been completed the candidates elected do not ensure that the composition of the Board of Statutory Auditors complies with applicable legislation and regulations in force at the time on gender balance, the last candidate to the office of standing auditor of the over-represented gender elected in the sequential order in the appropriate section of the list that obtained the highest number of votes shall be excluded and shall be replaced by the first non-elected candidate of the under-represented gender from the same section following the sequential order. If at the end of this replacement procedure, the composition of the Board of Statutory Auditors does not comply with applicable legislation and regulations in force at the time on gender balance, the replacement shall be made by resolution passed by the Shareholders' Meeting by majority vote of those represented, subject to submission of candidatures of persons belonging to the under-represented gender.

If the number of candidates elected on the basis of the lists submitted is lower than the number of statutory auditors to be elected, the remaining statutory auditors shall be elected by the Shareholders' Meeting, deliberating by majority vote of those represented and, in any case, so as to ensure compliance with applicable legislation and regulations in force at the time on gender balance. In the event of a tied vote between a number of candidates, a second ballot shall be held between them through a further shareholders' meeting vote, and the candidate who obtains the highest number of votes shall prevail.

If only one list is submitted, the Shareholders' Meeting casts its vote on said list and, if it obtains the majority of votes represented at the Shareholders' Meeting, all the members of the Board of Statutory Auditors shall be taken from said list in compliance with applicable legislation and regulations in force at the time, also on the matter of gender balance. If no lists are submitted or only one list is submitted and it does not obtain the majority of votes represented at the Shareholders' Meeting or if it is not possible for any reason to appoint the Board of Statutory Auditors in accordance with the procedures established by art. 23 of the Articles of Association, the members of the Board of Statutory Auditors shall be appointed by the Shareholders' Meeting with ordinary procedures and majority vote of those represented, without applying the list voting mechanism, and in any case so as to ensure compliance with applicable legislation and regulations in force at the time on gender balance.

The Chairman of the Board of Statutory Auditors is identified as the standing auditor elected by the minority (that is to say, the list that achieved the second highest number of votes), unless only one list has been voted or no lists have been submitted, in which case the Chairman of the Board of Statutory Auditors will be appointed by the Shareholders' Meeting deliberating by majority vote of those represented.

As regards the **replacement** of the Board of Statutory Auditors, art. 23 of the Articles of Association also sets forth that:

- (a) if during the year a member of the Board of Statutory Auditors taken from the list that obtained the highest number of votes is no longer able to fulfil office, he shall be succeeded, until the next Shareholders' Meeting, by the first alternate auditor taken from the same list. If during the year a member of the Board of Statutory Auditors taken from a list other than the list that obtained the highest number of votes is no longer able to fulfil office, he shall



be succeeded, also with functions of Chairman of the Board of Statutory Auditors, until the next Shareholders' Meeting, by the first alternate auditor taken from the same list;

- (b) if the aforesaid mechanism of succession of alternate auditors does not allow compliance with applicable legislation and regulations in force at the time on gender balance, the Shareholders' Meeting must be called as soon as possible to ensure compliance with said legislation;
- (c) if, pursuant to law the Shareholders' Meeting must appoint the statutory auditors required to restore the Board of Statutory Auditors to full membership following termination, the procedure shall take place as follows:
  - (i) if it is necessary to replace one or more members of the Board of Statutory Auditors taken from the list that obtained the highest number of votes, the replacement is made by decision of the ordinary Shareholders' Meeting deliberating by majority vote of those represented, without the choice being restricted to components of the lists submitted at the relevant time;
  - (ii) if instead it is necessary to replace the member of the Board of Statutory Auditors taken from a list other than the one that obtained the highest number of votes, the Shareholders' Meeting, by majority vote of those represented, shall select the replacement, if possible, from the candidates stated in the list to which the statutory auditor to be replaced belonged, who provided written confirmation, at least 10 (ten) days before the date set for the Meeting, of their candidature, together with statements relating to the non-existence of causes of ineligibility or forfeiture, as well as the existence of the requirements established by applicable legislation and regulations in force at the time or by the Articles of Association for the office. If this replacement procedure is not possible, the member of the Board of Statutory Auditors shall be replaced by resolution to be passed by the majority vote of those represented in the Shareholders' Meeting, where possible in compliance with minority representation. All of which in compliance with applicable legislation and regulations in force at the time on gender balance.

If the requirements established by legislation and by the Articles of Association are no longer met, the member of the Board of Statutory Auditors shall fall from office.

It should be noted that, as regards the composition of the Board of Statutory Auditors, legislative provisions of the sector other than the specific provisions of the Consolidated Law on Finance are not applicable.

## **11.2. COMPOSITION AND FUNCTIONING OF THE BOARD OF STATUTORY AUDITORS (pursuant to art. 123-bis, paragraph 2, letters d) and d-bis), of the Consolidated Law on Finance)**

The Board of Statutory Auditors appointed by the Shareholders' Meeting on 28 April 2023 and in office until the date of the Shareholders' Meeting convened to approve the financial statements as at 31 December 2025, was elected on the basis of three lists: (i) the list submitted on 31 March 2023 by the majority shareholder Finami S.p.A., holder, at the time of presentation of the list, of 10,187,999 shares, corresponding to 45.82% of the share capital of LU-VE ("List no. 1"), (ii) the list



submitted on 31 March 2023 by the shareholder Sofia Holding S.r.l., holder, at the time of presentation of the list, of 670,000 shares, corresponding to 3.013% of the share capital of LU-VE (“List no. 2”) and (iii) the list submitted on 31 March 2023 by a group of shareholders (Asset Management Companies and Financial Intermediaries), holding, at the time of presentation of the list, a total of 1,017,527 shares corresponding to 4.57637% of the share capital of LU-VE (“List no. 3”).

List no. 1 proposed the candidates (1) Paola Mignani, (2) Laura Acquadro, (3) Domenico Angelo Magno Fava for the office of standing statutory auditor and the candidates (4) Michaela Rita Marcarini and (5) Giancarlo Annibale Guido Ballarati for the office of alternate statutory auditor.

List no. 2 proposed the candidate (1) Simone Cavalli for the office of standing statutory auditor and the candidate (2) Patrizia Paleologo Oriundi for the office of alternate statutory auditor.

List no. 3 proposed the candidate (1) Mara Palacino for the office of standing statutory auditor and the candidate (2) Alessia Fulgeri for the office of alternate statutory auditor.

After the vote, the following candidates were elected: (1) Mara Palacino, as Chairman, taken from List no. 3 (minority list); (2) Paola Mignani, as Standing Statutory Auditor; (3) Laura Acquadro, as Standing Statutory Auditor; (4) Michaela Rita Marcarini, as Alternate Statutory Auditor, and (5) Alessia Fulgeri, as Alternate Statutory Auditor, taken from List no. 3 (minority list).

However, considering that the *pro tempore* legislation in force on gender balance requires that at least 2/5 of the standing members of the Board of Statutory Auditors belong to the less represented gender, which was male, and that in order to allow compliance with said regulation art. 23 of the Articles of Association envisages, “if at the end of the voting with the elected candidates the composition of the Board of Statutory Auditors is not ensured in compliance with applicable regulations, in force at the time as regards gender balance, within the candidates for the office of standing auditor, the candidate of the most represented gender elected as the last in numerical order in the relevant section of the list that came first in terms of the number of votes shall be excluded and this candidate shall be replaced by the first non-elected candidate of the same section of the least represented gender in progressive order”, candidate Laura Acquadro was replaced by candidate Domenico Angelo Magno Fava.

Consequently, the candidates elected were: (1) Mara Palacino, as Chairman, taken from List no. 3 (minority list); (2) Paola Mignani, as Standing Auditor, taken from List no. 1; (3) Domenico Angelo Magno Fava, as Standing Statutory Auditor, taken from List no. 1; (4) Michaela Rita Marcarini, as Alternate Statutory Auditor, taken from List no. 1 and (5) Alessia Fulgeri, as Alternate Statutory Auditor, taken from List no. 3 (minority list). Against a total number of votes corresponding to 23,668,688 equal to 100.0000% of the votes represented and equal to 92.5583% of the total voting rights, the election of the aforementioned Statutory Auditors took place with no. 16,910,797 votes in favour, equal to 71.4479% of the votes represented and 66.1310% of the total voting rights for the list submitted by the shareholder Finami S.p.A. (List no. 1); with no. 1,574,990 votes in favour, equal to 6.6543% of the votes represented and 6.1591% of the total voting rights for the list submitted by the shareholder Sofia Holding S.r.l. (List no. 2); with 5,032,299 votes in favour, equal to 21.2614% of the votes represented and 19.6792% of the total voting rights for the list submitted by the group of shareholders (Asset Management Companies and Financial Intermediaries) (List no. 3) and with 9,207 votes against equal to 0.0388% of the votes represented and equal to 0.0360% of the total voting rights; with 137,195 abstained votes equal to 0.5796 of the votes



represented and equal to 0.5365 of the total voting rights and with 4,200 non-voters equal to 0.0177% of the votes represented and 0.0164% of the total voting rights.

The current Board of Statutory Auditors, in compliance with current legislation and the provisions of Article 23 of the Articles of Association, has 66.66% female and 33.33% male members: none of the members hold executive positions and there is no representation of employees or other workers in the current composition.

The composition of the Board of Statutory Auditors during the Financial Year is reported in Table 4 attached in the appendix of this Report. No changes were made to the composition of the Board of Statutory Auditors from the date of the close of the year until the date of this Report.

The personal and professional characteristics of each statutory auditor in office at the closing date of the Financial Year are reported below, also pursuant to art. 144-*decies* of the Consob Issuers' Regulation.

• **MARA PALACINO** – *Chairman of the Board of Statutory Auditors*

Mara Palacino graduated with honors in Business Studies from the Luigi Bocconi University of Milan in 1994. She has been working for the firm Pirola Pennuto Zei & Associati since 1995, of which she has been a Partner since 2018. Since 1995, she has been enrolled in the Register kept at the National Institute of Chartered Accountants and in the Register of Independent Auditors. She specialises in national and international tax law, transfer pricing, corporate law, tax litigation, reorganisations, as well as consultancy for the management and protection of family assets. She is the author of articles and publications on tax matters. She has gained significant experience as a consultant and statutory auditor of important companies, also subject to supervision by the Bank of Italy.

She is in charge of the internal CSR policy of Pirola Pennuto Zei & Associati and has participated for years in the French Chamber of Commerce's CSR Club, which aims to spread a culture of corporate sustainability through dialogue, exchange of ideas and reflection on sustainable development issues.

She took part in courses and seminars in 2024 on the subject of Sustainability Reporting and on the role of the Board of Statutory Auditors in the field of CSRD; with reference to expertise in the field of relevant corporate impacts, risks and opportunities, she took part in Induction sessions organised by LU-VE S.p.A. and expects to develop, also during the current year, adequate skills and knowledge through personal in-depth studies, exchanges of experience and discussions on sustainability issues with other professionals, both internal and external to LU-VE S.p.A., as well as participation in study days on the subject.

She can draw on the experience and expertise of colleagues belonging to the ESG & CSR Practice, within its own structure, specialising in sustainability issues, with particular regard to the implementation and monitoring of organisational and compliance systems, and the management of labour, tax and corporate finance aspects.

• **PAOLA MIGNANI** – *Standing Statutory Auditor*

Paola Mignani graduated in Economics and Commerce from the Luigi Bocconi University of Milan in 1989. Since 1991, she has been enrolled in the Register kept at the National Institute of





Chartered Accountants and Auditors of Milan and, from 1995, has been listed in the Register of Auditors. She carries out her professional activities in Milan, currently at *Wepartner S.p.A.*, a business advisory services company specialising in valuations of companies and business units, opinions regarding the application of Italian accounting standards and IAS/IFRS, corporate restructuring operations, technical advisory services (in relation to criminal proceedings, civil proceedings and arbitration proceedings) and, in general advisory services in relation to extraordinary transactions. Since 1991, she has been a member of the Board of Statutory Auditors and of the Board of Directors of various companies, including companies whose shares are listed on the Milan Stock Exchange.

She is a member of the Risk and Sustainability Committee of Cairo Communication S.p.A. (having also served as chair) and of Piaggio & C. S.p.A.. In this capacity, she has gained direct experience in the area of compliance with ESG targets (even in countries where awareness of this area still needs to develop further), right from the research and development phase on new products/services. At Cairo Communication S.p.A., she also chairs the Remuneration Committee, thus having gained experience in identifying and then assigning targets to managers related to ESG issues. In the financial field, she is an independent director of Clessidra SGR S.p.A. (private equity), which manages funds with high ESG ratings, the last of which is rated “art. 9”.

She keeps constantly updated with regard to the evolution of regulations in the ESG/CSRD area, also thanks to the induction sessions offered by the aforementioned Companies, as well as by LU-VE S.p.A. itself, and to the periodic meetings with the relative directors, managers and auditors.

She is a lecturer of Business Economics at the Independent University of Languages and Communication (also dealing with, inter alia, topics relating to the ESG and CSRD field), and was previously a lecturer at the Luigi Bocconi University.

• **DOMENICO ANGELO MAGNO FAVA** – *Standing Statutory Auditor*

Domenico Fava graduated in Business Studies from the Luigi Bocconi University of Milan in 1990. In the years 1991-1992, he served as a Complement Officer of the Guardia di Finanza at the Bergamo Academy. He was a member of the KPMG Network (leading global auditing firm) from 1995 until 2010, working as part of KStudio Associato Milano, the Law Firm and Tax Law Firm of the KPMG network, where he held various positions, up to the position of Tax Partner of KStudio Associato. In 2011, he established the Fava & Partners International tax consultancy firm, specialised in the field of international and domestic taxation related to companies, shareholders and the management of generational transfers. He has gained experience in the management of corporate reorganisations and acquisitions both on the domestic and international markets, as well as in Transfer Pricing and procedures aimed at eliminating double taxation. He has gained experience in the field of corporate regulations, with specific reference to the Corporate Governance Rules, holding the position of member of the control bodies of Listed Companies and Companies belonging to Multinational Groups.

He participated in courses and seminars in 2024 on the subject of Sustainability Reporting and on the role of the board of auditors in the field of CSRD; with reference to expertise in the area of relevant corporate impacts, risks and opportunities, he took part in Induction sessions organised by LU-VE S.p.A. and other companies.



As a member of the Supervisory Board of a leading company, he participated in the updating of Organisation Model 231, aimed at incorporating the ESG and CSRD Procedures into the Organisation Model.

In the course of the current year, he has continued to keep updated through participation in Seminars and through personal insights and exchanges of experience on sustainability issues with other professionals, both internal and external to LU-VE S.p.A..

The Board of Statutory Auditors met 23 times during the year, with the meetings lasting an average of around two hours. The meetings were regularly and diligently attended by the members of the Board: more specifically, Mara Palacino (Chairman) 100%, Paola Mignani (Standing Statutory Auditor) 100%, Domenico Angelo Magno Fava (Standing Statutory Auditor) 100%.

The Board of Statutory Auditors during the year participated, with all of its members, in all the meetings of the Control and Risk Committee and the Remuneration and Appointments Committee. 15 Meetings are planned for 2025, 3 of which have already been held at the date of this Report.

\* \* \*

With reference to the requirements of ESRS 2, Paragraphs 19 and 20, letters a) and c) and Paragraphs 21 and 23, in addition to that reported in this paragraph, please refer to the content of Sustainability Reporting, contained in the Directors' Report as at 31 December 2024, paragraph 2.1.3, published on the Issuer's website at [www.luvegroup.com](http://www.luvegroup.com), in the section "Investor" - "Investor Relations" - "Reports".

\* \* \*

Also the current Board of Statutory Auditors, in the meeting held after its appointment, held on 28 April 2023, in order to assess the adequacy of its composition to ensure its independence and professionalism, conducted a self-assessment activity; in particular, it gathered the necessary information and conducted an adequate investigation on the compliance of the body with the Measurement Criteria (illustrated in paragraph 4.7 of this Report to which reference is made), considering, *inter alia*, factors such as: (i) previous skills and experience; (ii) integrity and independence pursuant to applicable regulations; (iii) age and gender of the Statutory Auditors.

In order to assist the board in continuously updating information on the Statutory Auditors and, therefore, in continuously assessing the compliance of the members and their work with the Measurement Criteria, the Board also decided that each member shall promptly provide the board with any information concerning (i) the change in the number of professional positions, useful to assess the effective capacity of the Statutory Auditor to carry out his or her duties at the Company and (ii) the persistence of the requirements of professionalism and integrity declared at the time of appointment, necessary for the proper performance of the functions of Statutory Auditor.

As a result of the self-assessment process conducted collectively by the members of the Board of Statutory Auditors, it was possible to formulate a positive opinion as to its adequate composition



and the existence of the requirements of professionalism, competence, integrity and independence required by the applicable legislation for each member of the control body.

Also at the meeting of 28 April 2023, the Board decided to continue to conduct a six-monthly assessment of the suitability of the body and its members with regard to the independence requirement. The Board of Statutory Auditors then reported on the results of the above-mentioned self-assessment to the Board of Directors at the Board meeting of 28 April 2023.

The Board of Statutory Auditors also conducted a self-assessment on 14 February 2024 and then reported on the results of the latter to the Board of Directors at the Board meeting of 21 February 2024, as well as most recently on 31 January 2025, reporting at the board meeting held on 20 February 2025.

## Diversity policies and criteria

In addition to the provisions of the statutory clauses mentioned in Section 11.1 of this Report aimed at ensuring the balance of genders in the composition of the control body, implementing the provisions of art. 123-*bis*, paragraph 2, letter d-*bis*) of the Consolidated Law on Finance, the Board of Directors has adopted a policy with regard to diversity in relation to the composition of the Board of Statutory Auditors of LU-VE, with regard to aspects such as the age, gender and educational and professional background (the “**Policy**”).

This Policy is defined in the document “*Diversity policies for members of the corporate bodies of LU-VE S.p.A.*” approved by the Board of Directors in the meeting of 28 February 2020, on proposal of the Remuneration and Appointments Committee shared with the Board of Statutory Auditors, which – with regard to the diversity of the composition of the control body – has prepared its contents taking into account the indications provided arisen from the self-evaluation of the Board of Statutory Auditors. In the meeting of 24 February 2022, on the proposal of the Remuneration and Appointments Committee shared with the Board of Statutory Auditors, the Board of Directors approved an update of the Policy in order to align its content with the principles and recommendations set out in the Corporate Governance Code.

In defining the criteria and the targets of the Policy, the administration and control bodies of LU-VE considered that the optimal composition of the Board of Statutory Auditors must meet the following criteria:

- (a) at least one Standing Statutory Auditor and one Alternate Statutory Auditor are auditors entered in the relevant register;
- (b) a balanced combination of different seniority of office and, if possible, different age bands is desirable within the Board of Statutory Auditors so as to allow a balanced combination of experiences and sensitivities;
- (c) the composition of the Board of Statutory Auditors must in any case ensure the gender balance in compliance with the applicable regulatory and statutory provisions applicable at the time, as well as in accordance with the provisions of the Corporate Governance Code, both at the time of appointment and throughout the mandate;



- (d) at least one Standing Statutory Auditor should have an adequate experience in listed companies, complex and/or international environments;
- (e) the presence should be ensured of Auditors who, overall, are competent in industrial sectors preferably pertinent to that in which the LU-VE Company and Group operate;
- (f) the presence should be ensured of figures with a managerial and/or professional and/or academic and/or institutional profile such as to realise a combination of competences and experiences that are different from and complementary to each other;
- (g) the Chairman should be a person with authority such as to ensure the adequate performance of the coordination of the work of the Board of Statutory Auditors with any further activities carried out by other subjects involved in the Internal Control and Risk Management System.

In addition to the above mentioned requirements in terms of diversity, the Policy requires all Auditors to ensure sufficient time availability for the accurate and conscientious performance of their tasks, taking into account the number of other offices held in administration and control bodies of other companies (in compliance with the requirements of the law currently in force) and the commitment required of them by other working and professional activities carried out.

The current Board of Statutory Auditors verified compliance with the Diversity Policy in relation to its composition during the self-assessment carried out following the establishment on 28 April 2023, then reporting the positive results to the meeting of the Board of Directors held on the same date, and subsequently on 14 February 2024.

The current Board of Auditors has 66.66% female and 33.33% male members.

The text of the “*Diversity policy for members of the corporate bodies of LU-VE S.p.A.*” is available on the Company’s website at [www.luvegroup.com](http://www.luvegroup.com), in the section “*Investor*” – “*Corporate Governance & shareholders*” – “*Code of conduct & corporate documents*” – “*Corporate documents*”.

The Board of Statutory Auditors currently in office was appointed by the Shareholders’ Meeting on 28 April 2023; the election of the Board took place through list voting pursuant to the provisions set forth in the applicable legislation and regulations in force at the time on gender balance. As illustrated in the previous Section 11.1, the Articles of Association of LU-VE in force on the date of the Shareholders’ Meeting of 28 April 2023 envisaged mechanisms that ensure that at least 2/5 of the standing members of the Board of Statutory Auditors belong to the under-represented gender. In compliance with the applicable regulation, 2/5 of the members of the current Board of Statutory Auditors belongs to the under-represented gender.

\* \* \*

With reference to the requirements of ESRS 2, Paragraph 21, in addition to that reported in this paragraph, please refer to the content of Consolidated Sustainability Reporting, contained in the Directors’ Report as at 31 December 2024, paragraph 2.1.3, published on the Issuer’s website at [www.luvegroup.com](http://www.luvegroup.com), in the section “*Investor*” - “*Investor Relations*” - “*Reports*”.



## Independence

The Board of Statutory Auditors, in the meeting held after its appointment, which took place on 28 April 2023, as well as on 14 February 2024, on 31 October 2024 and on 31 January 2025, in accordance with the provisions of the document “The Self-Assessment of the Board of Statutory Auditors” and the “Code of Conduct for the Board of Statutory Auditors of listed companies” of the National Register of Chartered Accountants and Auditors, as well as art. 2 of the Corporate Governance Code and the regulations in force, verified, with a positive outcome, for each of the standing members (i) the inexistence of causes of ineligibility, forfeiture and incompatibility provided for by law and by the Articles of Association for taking on the office; and (ii) the satisfaction of the requirements provided for by the applicable laws and regulations and by the Articles of Association, including the requirements of professionalism and integrity set forth in Decree of the Minister of Justice no. 162 of 30 March 2000 and the independence requirements set forth in art. 148, paragraph 3, of the Consolidated Law on Finance, as well as those set forth in art. 2, Recommendation 7 of the Corporate Governance Code referred to in Recommendation 9 of the Code, also taking into account the *pro tempore* significance criteria adopted by the Board of Directors pursuant to letters c) and d) of said recommendation and the definition of “Close Relatives” also adopted by the Board pursuant to Recommendation 7 of the Code.

The Board of Statutory Auditors, in line with the provisions of Recommendation 6, in assessing the existence and permanence of these requirements, the Board of Statutory Auditors considered all the information available, including the information that the interested parties provide to the Company under their own responsibility, evaluating all the circumstances that appear to compromise independence identified by the Consolidated Law on Finance and by Recommendation 7 of the Corporate Governance Code.

100% of the members of the Board of Auditors are independent.

## Remuneration

The remuneration of the Statutory Auditors is commensurate to the competence, professionalism and commitment required by the relevance of the role covered as well as the size and sector-related characteristics of the company and its situation. In setting the remuneration of the Board of Statutory Auditors for the 2023-2025 three-year period, the Shareholders' Meeting of 28 April 2023, as mentioned, also had access to the Report of the outgoing Board of Statutory Auditors available to the Board of Directors, which illustrated in detail the activities carried out, the number of meetings, their duration and the time required to carry out the office, during its three-year term expiring with the approval of the financial statements as at 31 December 2022, to allow shareholders to make an informed decision on the issue. For information relating to (i) the policy for the remuneration of the members of the Board of Statutory Auditors, as well as (ii) the remuneration paid to Auditors during the Financial Year, please refer to Section I and Section II of the “*Remuneration Report of LU-VE S.p.A. – March 2023*”, published on the Issuer’s website at the address [www.luvegroup.com](http://www.luvegroup.com), in the section “Investor” – “Corporate Governance & shareholders” – “Codes of conduct & corporate documents” – “Remuneration Policies”.

## Interest management

Pursuant to the SCIGR Guidelines and in compliance with Recommendation 37 of the Corporate Governance Code, each member of the Board of Statutory Auditors who has, on their own behalf



or on behalf of third parties, an interest in a given transaction of the Issuer, promptly and fully informs the other statutory auditors and the Chairman of the Board of Directors regarding the nature, terms, origin and scope of his interest.

### 11.3. ROLE

The SCIGR Guidelines envisage that the Board of Statutory Auditors is responsible for verifying the adequacy of the Issuer's organisational structure for the aspects within its competence, of the Internal Control and Risk Management System and of the administrative-accounting system, as well as the reliability of the latter in correctly representing management events and, in particular:

- the financial disclosure and Sustainability Reporting process;
- the effectiveness of the internal control, internal audit, if applicable, and risk management Systems with regard to financial disclosures and Sustainability Reporting.

The SCIGR Guidelines also envisage that the Board of Auditors monitors:

- the independent audit of the annual and consolidated accounts, as well as the certification of the compliance of Sustainability Reporting;
- the independence of the auditing firm (hereinafter, the “Auditing Firm”) and of the auditor in charge of certifying the compliance of Sustainability Reporting (hereinafter, the “Sustainability Auditor”), in particular with regard to the provision of non-auditing services to the Issuer, in compliance with the provisions of applicable laws, including European laws,

and that, also in order to fulfil the aforementioned duties:

- a) The Board of Statutory Auditors takes part in the meetings of the Board of Directors and, where constituted, of the Executive Committee;
- b) at least the Chairman of the Board of Statutory Auditors or another Statutory Auditor designated by the same shall participate in the work of the Control and Risk Committee; however, the other Statutory Auditors may also participate; for greater efficiency, meetings may also be held jointly;
- c) the Board of Statutory Auditors conducts autonomous evaluations of the effectiveness and functioning of the Internal Control and Risk Management System, and can formulate, whenever it deems it necessary or appropriate, any recommendations to the competent bodies for the purpose of promoting the strengthening of the Internal Control and Risk Management System;
- d) the Board of Statutory Auditors may invite the Supervisory Body to attend its meetings or call it and make requests for information and/or clarifications;
- e) the Board of Statutory Auditors receives the reports of the Head of the Internal Audit function (at the time of Control and Risk Committee meetings) and may invite the same to present the results of the activities carried out at the periodic control meetings, in order to directly and independently assess the efficiency of the Internal Control and Risk Management System, whenever it is deemed necessary or appropriate;



- f) is consulted by the Board of Directors when approving the annual work plan prepared by the Head of Internal Audit;
- g) whenever deemed necessary or appropriate, in accordance with the law, the Head of Internal Audit function reports to the Board of Statutory Auditors on his/her own initiative or also on the request of one of the Statutory Auditors;
- h) the Board of Statutory Auditors is responsible for the procedure for selecting the Auditing Firm and the Sustainability Auditor, and evaluates the proposals made by the Auditing Firm and the Sustainability Auditor to make the relative appointment, as well as the work plan prepared for the independent audit and the results presented by the Auditing Firm in their letter of recommendations and supplementary report, if any;
- i) without prejudice to the autonomy of the Auditing Firm in performing their duties - and, in particular, in verifying the correct application of the accounting standards - with the timing deemed appropriate on each occasion in relation to the circumstances of the specific case, the Board of Statutory Auditors invites the Auditing Firm to report on the auditing activities performed, in order to highlight any critical issues, also in relation to the application of the accounting standards;
- l) without prejudice to the autonomy of the Sustainability Auditor in performing his/her duties - and, in particular, in verifying the correct application of the criteria of compliance of Sustainability Reporting with the rules governing its drafting criteria, reporting and disclosure obligations - with the timing deemed appropriate on each occasion in relation to the circumstances of the specific case, the Board of Statutory Auditors invites the Sustainability Auditor to report on the auditing activities performed, in order to highlight any critical issues;
- m) the Board of Statutory Auditors shall be consulted by the Board of Directors when assessing the results presented by the Auditing Firm and by the Sustainability Auditor in any letter of recommendations, and in any additional report addressed to the Board of Statutory Auditors and sent by them to the Board of Directors;
- n) with the timing deemed appropriate on each occasion in relation to the circumstances of the specific case, the Board of Statutory Auditors shall verify that the Auditing Firm and the Sustainability Auditor receive all the information required to perform their duties, inviting the Financial Reporting Manager to report on the completeness and exhaustiveness of the information flows to the Auditing Firm and to the Sustainability Auditor;
- o) is consulted by the Board of Directors when deciding on the appointment, dismissal, remuneration and allocation of resources to the Head of the Internal Audit function;
- p) is consulted by the Control and Risk Committee on the correct use of the applicable standards and their uniformity for the purposes of preparing the Integrated Annual Report.

Within the scope of its role, the Board of Statutory Auditors through discussions with Internal Audit, the Internal ERM Manager, members of the Sustainability office and external consultants verified how the organisational structure of LU-VE S.p.A. was affected and involved in the implementation of the new obligations, how the preparation of Sustainability Reporting was approached, and which roles and responsibilities were reviewed in this respect.





In particular, the Board of Auditors examined the processes and information flows updated or integrated for the purposes of Sustainability Reporting, the controls introduced, and the responsibilities outlined for the purposes of data collection and validation, with the aim of gaining an understanding of the activities implemented by LU-VE S.p.A. in the process of identifying double materiality and reporting in general.

The Board of Statutory Auditors also met with the auditing firm to obtain information on the plan of activities planned as part of the audits to be carried out for Sustainability Reporting purposes, their timing and the methodological approach adopted.

For details of information on the role and main activities carried out by the Board of Statutory Auditors during the Year, please also refer to the report prepared by the Board of Statutory Auditors pursuant to Article 153 of the TUF, contained in the Integrated Annual Report, at [www.luvegroup.com](http://www.luvegroup.com), section “Investor” - “Investor Relations” - “Reports” at the same time as this Report.

\* \* \*

With reference to the requirements of ESRS 2, Paragraph 19 and 20, letter b) and Paragraphs 22, 24 and 26, in addition to that reported in this paragraph, please refer to the content of Sustainability Reporting, contained in the Directors’ Report as at 31 December 2024, paragraph 2.1.3, published on the Issuer's website at [www.luvegroup.com](http://www.luvegroup.com), in the section “Investor” - “Investor Relations” - “Reports”.

### ***Induction Programme***

During the 2024 financial year, it should be noted that participation in the Board meetings, owing to their contents and frequency, allowed statutory auditors to obtain adequate knowledge of the business sector in which the LU-VE Group operates, the company trends and their developments, the principles of correct risk management as well as the associated reference regulatory framework.

In particular, during the meetings of the Board of Directors that are held at the Company’s administrative headquarters during the financial year, the Statutory Auditors received information and constant insights on each specific sector in which the LU-VE Group carries out its activities, in order to best understand the company trends underlying the business and the relevant developments that have taken place during the financial year.

In addition, the Chairman of the Board of Directors ensured that the Board of Statutory Auditors was able to receive information on the business sector and on the specific risks relating to the Company and to the Group, ensuring that the competent company functions represented the activities in progress and any criticalities to emerge in a comprehensive and accurate manner.

In addition to the above, on 6 November 2024, the members of the Board of Statutory Auditors, together with those of the Board of Directors, attended a training session on the Group's strategies for the implementation of the CSRD “Corporate Sustainability Reporting Directive”, which envisages the adoption of the new “European Sustainability Reporting Standards”. This session was conducted by the consultants who provide support to the Company in implementing the directive as regards Sustainability Reporting.





On 6 February 2025, the members of the Board of Statutory Auditors, together with those of the Board of Directors, participated in an additional training session on the CSRD, in particular examining in-depth the progress of the LU-VE Group's double materiality analysis.

The Board of Statutory Auditors, in carrying out its activity, coordinated with the Group CFLO, the Group General Counsel, the Head of the Internal Audit function, the Control and Risk Committee, the Remuneration and Appointments Committee and with the SB, through joint meetings, thus determining the areas of action of each one, in order to optimise the controls and initiatives and guarantee an effective exchange of information.



## 12. Relationship with Shareholders and other significant stakeholders

## 12.0 RELATIONS WITH SHAREHOLDERS AND OTHER SIGNIFICANT STAKEHOLDERS

### Access to information

In order to facilitate dialogue with its Shareholders and other significant stakeholders, also considering their interests and opinions relating to the company's strategy and business model, the Issuer created an appropriate section called "Investor" on its website [www.luvegroup.com](http://www.luvegroup.com), in which it publishes all the necessary financial and corporate information for the community of investors and, more specifically, for Shareholders and other significant stakeholders to exercise their rights in a fully-informed manner.

The Company appointed as Investor Relation Officer, responsible for managing relations with shareholders, Mr. Michele Garulli. The reference details that allow contact to be made with the Investor Relations structure (also accessible on-line on the website [www.luvegroup.com](http://www.luvegroup.com), section "Investor" - "Contacts") are as follows: telephone 02 967 16.1 - e-mail: [investor.relations@luvegroup.com](mailto:investor.relations@luvegroup.com). The Investor Relation Officer, in carrying out his activities, avails himself of the support of the Group CFLO and the Group General Counsel.

It should be noted that the Company complies with the disclosure obligations set forth in the applicable legislation and regulations, with precision and promptness, and has structured its website to make easy for the public to access information regarding the Issuer.

### Dialogue with Shareholders

In compliance with the recommendations of the new Corporate Governance Code (art. 1, Recommendation 3), at the proposal of the Chairman, in agreement with the Chief Executive Officer and after consulting the Lead Independent Director of the Company, the Board of Directors has approved a "Policy for the management of dialogue with all Investors and other Stakeholders", also taking into account the engagement policies adopted by institutional investors and asset managers ("**Engagement Policy**"). The Engagement Policy, in the edition last updated by the Board of Directors on 14 November 2022, is published on the Company's website [www.luvegroup.com](http://www.luvegroup.com), in the "Investor" - "Corporate Governance & Shareholders" - "Codes of Conduct & Corporate Documents" - "Corporate Procedures" section.

The Engagement Policy is aimed at establishing and maintaining a constant and continuous relationship with the Shareholders, the other Investors and the other main Stakeholders of the Company, through methods of active listening and dialogue, respectful of the principles of fairness and transparency, as well as that of equal treatment for Shareholders, which help to improve the understanding of mutual perspectives and legitimate interests, strengthen the relationship of trust, through stable and continuous relationships and to raise the level of governance of the Company, with the aim of promoting long-term value creation, in compliance with the Regulations applicable from time to time and international best practices.

The Engagement Policy defines the topics of the dialogue with shareholders and other investors, the parties involved in the management of the dialogue, as well as the methods of conducting and managing the dialogue. It also governs dialogue with Stakeholders other than Shareholders and identifies other channels for managing dialogue with investors.



All dialogue activities carried out by the Company are carried out in full compliance with the regulations applicable from time to time, in particular with regard to disclosure transparency, equal treatment and Market Abuse, as well as the procedures and operating rules adopted by the Company and in particular the Corporate Information Procedure to the Market. As a rule, the Dialogue activities governed by the Policy do not take place during the Closing Periods (known as *Black-out Period*), as identified pursuant to the Internal Dealing Procedure. In any case, engagement activities conducive to the participation of the Shareholders in the Shareholders' Meetings of the Company, or relating to public information, are permitted, also during the Closing Period. The Board of Directors is informed on the development and on the significant contents of each Dialogue that has taken place, at the first possible board meeting.

To this end, the Chairman coordinates with the Appointed Director, the Investor Relator and the Secretary.

The Board of Directors monitors and evaluates the implementation of the Policy and its adequacy over time, at least once a year, with the aim of identifying possible areas for improvement of the Policy. The Chairman and the CEO, also separately when not coinciding in the same person, have the right to modify the Policy in response to changes that may occur in the Regulations of reference, applicable from time to time, as well as in the organisational structure of LU-VE. The Board of Directors will be informed of any changes at the first possible meeting.

During the year, the Investor Relation Manager function complied with the provisions of the Policy, periodically informing the Board of Directors about the development of its activities.

Information on LU-VE that is relevant to Shareholders is made available on the Issuer's website [www.luvegroup.com](http://www.luvegroup.com), "Investor" section, so as to enable them to exercise their voting rights in an informed manner.

For the dissemination and storage of Regulated Information, LU-VE uses the authorised eMarket Storage mechanism ([www.emarketstorage.com](http://www.emarketstorage.com)).

## **Dialogue with other significant Stakeholders**

LU-VE also promotes Dialogue with other significant Stakeholders other than Shareholders, considering exchanges with the same an essential function in order to achieve its sustainable growth targets and for the preparation of its medium and long-term strategic plans, with the aim of generating value for local communities and for all parties along the value chain.

The LU-VE value chain includes numerous Stakeholders, including shareholders, customers, local communities, collaborators, regulatory bodies and other associations, suppliers and trade associations, academic centres and universities.

The Company identifies the Stakeholders to be involved in the "One-way" or "Two-way" dialogue activities, following a careful assessment of their relevance, taking into account various factors, including jointly, such as for example: openness to dialogue and to engage in constructive and continuous dialogue; reputational factors; potential to influence the Company's activities and/or to be influenced by the Company's activities.



Dialogue activities with other Stakeholders are organised in relation to the topics and according to the procedures envisaged for Dialogue with Shareholders, insofar as they are compatible, without prejudice to ordinary interactions with these Stakeholders who contribute on a regular basis to the Company's value chain.

Therefore, similarly to the Dialogue with Shareholders, the Board of Directors is informed on the development and on the significant contents of each Dialogue with other Stakeholders, within the first useful board meeting. In identifying relevant impacts, risks and opportunities, the Issuer involved a selection of its main suppliers and customers by means of specific questionnaires and held meetings with its workers' representatives (RSU) on issues directly relevant to employees.

This involvement confirmed the Issuer's assessments of impacts, risks and opportunities relevant to the Company and the Group.

### Topics subject to Dialogue

The most relevant topics that were the subject of Dialogue and of initiatives adopted in this regard in the 2024 Financial Year are reported below.

Dialogue with Investors and other Stakeholders was conducted taking into account the Engagement Policy, as well as in compliance with the principle of equal information and the applicable regulations for the management and communication of documents and information concerning the Company, with particular reference to inside information and selective disclosure.

The most relevant topics subject of Dialogue are the following:

- corporate strategy and competitive scenario;
- market trends in Europe, the USA and Asia, particularly for heat pump products and data centres;
- growth opportunities in particular in the North American and Asian markets;
- the Group's economic and financial performance in relation to the evolution of the economic cycle;
- "capital allocation" policies and thus relating to investments, "deleverage" and dividends, etc.;
- M&A strategy and the progress of the integration of recently acquired companies;
- medium-term value creation framework;
- ESG issues and in particular the impact of natural refrigerants in limiting global warming and reducing energy consumption;
- remuneration of top management and ESG KPIs;
- trading volume and share liquidity;



and any other topic that may allow a better understanding of the activities carried out by LU-VE, useful to support investment choices.

The Board of Directors was periodically informed by the Appointed Director about the topics covered by Dialogue, as well as the interests and opinions of the stakeholders involved regarding the impacts on the business relating to sustainability.

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With reference to the requirements of ESRS 2, Paragraphs 43 and 45, in addition to that reported in this paragraph, please refer to the content of Sustainability Reporting, contained in the Directors' Report as at 31 December 2024, paragraph 2.1.8, published on the Issuer's website at [www.luvegroup.com](http://www.luvegroup.com), in the section "*Investor*" - "*Investor Relations*" - "*Reports*".





## 13. Shareholders' Meeting



## 13.0 SHAREHOLDERS' MEETING

The Shareholders' Meeting resolves on the matters within its competence pursuant to the applicable legislation. The Articles of Association do not provide for further specific competences. It should be noted that the Articles of Association, pursuant to art. 2365, Paragraph 2 of the Italian Civil Code, attributes the Board of Directors with the competence to resolve mergers in the cases set forth in articles 2505 and 2505-*bis* of the Italian Civil Code, the opening and closing of secondary offices, the reduction in share capital in the event of the withdrawal of Shareholders, the adjustment of the Articles of Association in line with the regulatory provisions and the transfer of the company's headquarters within Italy.

Pursuant to art. 11 of the Articles of Association, the Shareholders' Meetings are called according to the methods and terms prescribed in the currently applicable law and regulations.

As a rule, all directors participate in the Shareholders' Meetings. For the validity of constitution and the resolutions of the Shareholders' Meeting, both ordinary and extraordinary, the applicable legal provisions apply pursuant to art. 11 of the Articles of Association.

With regards to the modification of the Articles of Association, each change must be adopted in observance of the applicable legislative and regulatory principles, with the specification that the Board of Directors is attributed the responsibility to resolve on the matters set forth in art. 2365, paragraph 2 of the Italian Civil Code, including therein adjustments of the Articles of Association into line with the regulatory provisions.

Pursuant to art. 6-*bis* of the Articles of Association, introduced by the Shareholders' Meeting on 30 October 2018, and last amended by the Shareholders' Meeting of 28 April 2023, each shareholder has the opportunity to obtain increased voting rights.

In particular, each share will have the right to a double vote, provided that the voting right remains with the same subject as a result of a legitimate right (full ownership with voting rights, bare ownership with voting rights or usufruct with voting rights) for a continuous period of 24 months (the "Period") from the date of registration of in the list specifically instituted by the Company (the "Special List").

In compliance with the provisions of art. 6-*bis* of the Articles of Association, the Board of Directors has established the Special List and has identified the person responsible for managing it. The procedures for maintaining the Special List are defined in a specific regulation published on the Company's website [www.luvegroup.com](http://www.luvegroup.com), section "Investor" – "Corporate governance & shareholders" – "The group" – "Share capital" – "Increased voting rights". At the date of this Report, 3,262,622 shares of the 22,234,368 ordinary shares have matured the right to increased voting rights.

In application of the provisions of art. 143-*quater*, paragraph 5 of the Consob Issuers' Regulation, the Company has published the names of shareholders with an interest of over 5% that have obtained increased voting rights in the above-mentioned section of its website. The list of relevant shareholders pursuant to art. 143-*quater* is available on the Company's website [www.luvegroup.com](http://www.luvegroup.com), section "Investor" – "Corporate governance & shareholders" – "The group" – "Share capital" – "Increased voting rights".



The legitimate right to take part in the Shareholders' Meeting and exercise the right to vote is governed by the legislation and regulations currently in force; art. 12 of the Articles of Association, and most recently amended by the Shareholders' Meeting of 29 April 2024, envisages that the proxy for representation in the shareholders' meeting may also be notified to the Company electronically, through transmission by certified e-mail in accordance with the procedures stated in the notice of call.

Article 12 also provides that the Board of Directors may designate, on each occasion, for each Shareholders' Meeting, one or more parties to whom those entitled to vote may grant proxies, also on an exclusive basis, pursuant to applicable laws and regulations currently in force, providing information in compliance therewith. In the event that the Board of Directors avails itself of this right, envisaging, if permitted by the laws and regulations currently in force, that participation in the Shareholders' Meeting and the exercise of voting rights shall take place exclusively through the representative designated by the Company pursuant to art. 135-undecies of the Consolidated Law on Finance, the notice of call of the Shareholders' Meeting may indicate, in the manner and within the limits allowed by the laws and regulations currently in force, that participation may take place for all eligible parties also or solely by means of telecommunication, in compliance with the conditions set forth for meetings of the Board of Directors in article 18, paragraph 3 of the Articles of Association, without the need for the Chairman of the Shareholders' Meeting, the secretary and/or the notary to be in the same place.

During the Financial Year, before the amendment to the Articles of Association cited above, in accordance with the provisions of art. 106, paragraph 4, of Italian Decree Law no. 18 of 17 March 2020 ("Cura Italia" – Save Italy Decree) converted, with amendments into Italian Law no. 27 of 24 April 2020, as subsequently amended, for the Shareholders' Meeting held on 29 April 2024 to approve the financial statements as at 31 December 2023, the meeting was conducted solely in the presence of the representative designated by the Company pursuant to art. 135-undecies of the Consolidated Law on Finance; the Directors and Statutory Auditors, as well as other legally eligible parties, other than those with voting rights, participated in the Shareholders' Meeting by means of telecommunication that allowed their identification.

For the Shareholders' Meeting called to approve the financial statements as at 31 December 2024, the Board of Directors positively assessed the opportunity to use the online participation instruments permitted by current laws and regulations in force.

\* \* \*

During the Financial Year, the shareholders who control the Issuer did not submit to the Shareholders' Meeting any proposals regarding issues on which a specific proposal had not been formulated by the directors.

\* \* \*

With regards to the regulation of the activities of the Shareholders' Meeting, both ordinary and extraordinary, it should be pointed out that, on 10 March 2017, the Shareholders' Meeting adopted the "*Shareholders' Meeting Regulations of LU-VE S.p.A.*", in order to guarantee the correct and organised functioning of the meeting and, in particular, the right of each shareholder to take part, follow the debate, express his/her opinion on the matters being discussed and the right to exercise his/her vote. This regulation – published on the website [www.luvegroup.com](http://www.luvegroup.com), section



“Investor” – “Corporate Governance & shareholders” – “Codes of conduct & corporate documents” – “Corporate documents” – represents an effective tool for guaranteeing the protection of the rights of all Shareholders and the correct establishment of the intent of the Shareholders’ Meeting.

The Shareholders' Meeting Regulations specify the procedures for attending and participating in shareholders' meetings, the procedures for verifying the legitimacy to attend the Shareholders' Meeting and access to the meeting's premises, the opening and conduct of the meeting's work, the discussion of the points in the agenda, voting and closing of proceedings.

As dictated by art. 8 of the Shareholders’ Meeting Regulations, all those who attend the Shareholders’ Meeting are entitled to take the floor on each of the items put up for discussion, by presenting a written request to the Chairman of the Meeting containing an indication of the matter to which the request refers, which may be presented as long as the Chairman of the Meeting has not declared the discussion closed on the matter to which the request to speak refers. Taking into account the subject matter and importance of individual items on the agenda, when opening the meeting the Chairman of the meeting can specify the period of time – in any event not less than five minutes – allotted to each speaker to complete their speech. Those who have already participated in the discussion can ask to take the floor again in relation to the same topic, after the replies stage has ended.

\* \* \*

During the Financial Year, only one Shareholders' Meeting was held, on 29 April 2024, in which the Board of Directors reported to the shareholders on the activities carried out and planned, by making available the documentation relating to the matters covered by the Shareholders' Meeting and encouraging shareholders to submit questions or to request additions to the items on the agenda. At this meeting, the Board of Directors submitted to the Shareholders' Meeting, for the ORDINARY PART: (i) the Approval of the Financial Statements as at 31 December 2023, accompanied by the Directors' Report, the Board of Statutory Auditors' Report and the Report of the Auditing Firm. Presentation of the Consolidated Financial Statements as at 31 December 2023. Presentation of the LU-VE Group's Sustainability Report 2023 containing the consolidated non-financial statement pursuant to Italian Legislative Decree no. 254/2016. Related and consequent resolutions; (ii) the Proposal for the allocation of the profit for the year and distribution of the dividend. Related and consequent resolutions; (iii) the Annual report on the remuneration policy and the remuneration paid: 3.1 approval of the “2024 Remuneration Policy” contained in Section I, pursuant to art. 123-ter, paragraph 3-bis of Italian Legislative Decree no. 58/98; 3.2 advisory vote on the “Fees paid in the 2023 financial year” contained in Section II, pursuant to art. 123-ter, paragraph 6 of Italian Legislative Decree no. 58/98; (iv) the Proposal to authorise the purchase and disposal of treasury shares, subject to revocation of the resolution passed by the Shareholders' Meeting of 28 April 2023. Related and consequent resolutions; for the EXTRAORDINARY PART: (i) the Proposal to amend Article 12 of the Articles of Association. Related and Consequent Resolutions.

The Shareholders' Meeting of 29 April 2024 was held in the presence of 10 (ten) directors out of 10 (ten) in office, (in particular, the Chairman Matteo Liberali, the Vice Chairman Pier Luigi Faggioli, the directors Michele Faggioli, Anna Gervasoni, Stefano Paleari, Laura Oliva, Fabio Liberali, Roberta Pierantoni, Raffaella Cagliano and Carlo Paris were present); and the entire Board of Statutory Auditors (the Chairman of the Board of Statutory Auditors, Mara Palacino, and the



standing auditors Paola Mignani and Domenico Angelo Magno Fava were present). During the Shareholders' Meeting, the Board of Directors endeavoured, also through the publication of the documentation required by the laws and regulations in force, to ensure shareholders adequate disclosure so that they could take, with full knowledge of the facts, the decisions within their competence at the shareholders' meeting. The Chairman of the Control and Risk Committee and of the Remuneration and Appointments Committee did not take the floor, considering the disclosure already provided to shareholders with the Report on Corporate Governance relating to the year 2023 and with the Remuneration Report (containing the Remuneration Policy relating to the 2024 financial year and the description of the remuneration paid in 2023 in application of the 2023 Remuneration Policy), both published within the terms and in the manner required by current legislation, to be sufficient.

\* \* \*

During the financial year, the Board of Directors did not consider it necessary to draft motivated proposals to be submitted to the Shareholders' Meeting regarding either the choice and characteristics of the corporate model, or the size, composition and appointment of the Board and the term of office of its components, nor to the articulation of the administrative and equity rights of the shares nor to the percentages established for the exercise of the prerogatives set up to protect minority interests, as the current governance system has already been assessed as adequate and appropriate to the needs of the Company.





## 14. Additional corporate governance procedures

Report on Corporate Governance and Ownership Structures 2024



## 14.0 ADDITIONAL CORPORATE GOVERNANCE PROCEDURES

(pursuant to art. 123-bis, paragraph 2, letter a), second part of the Consolidated Law on Finance)

The Company did not adopt any additional corporate governance procedures with respect to those described in this Report.





## 15. Changes after the close of the Financial Year



## 15.0 CHANGES AFTER THE CLOSE OF THE FINANCIAL YEAR

The changes in the Company's governance structure, which occurred after the closing date of the financial year and up to the date of approval of this Report, are reported below.

With the approval of the financial statements as at 31 December 2024, the term of office of the Supervisory Body of LU-VE S.p.A. appointed in 2022, expired.

On 13 March 2025, the Board of Directors resolved to confirm the following as members of the new Supervisory Body: Mr. Marco Romanelli (Chairman), Ms. Elena Negri and Mr. Andrea Colombo, for the duration of three years and therefore until the approval of the draft separate and consolidated financial statements as at 31 December 2027.





## **16. Considerations on the letter of the Chairman of the Corporate Governance Committee**

## 16.0 CONSIDERATIONS ON THE LETTER OF THE CHAIRMAN OF THE CORPORATE GOVERNANCE COMMITTEE

The recommendations formulated in the letter of 17 December 2024 by the Chairman of the Corporate Governance Committee, Mr. Massimo Tononi, were examined by the Board of Directors at the meeting on 20 February 2025, during which observations were formulated in this regard, taking into account the outcomes of the examination of the aforementioned letter, conducted by the Remuneration and Appointments Committee (at the meeting on 5 February 2025) and by the Control and Risk Committee (at the meeting on 17 February 2025), each regarding the matters within their competence.

With reference to the areas for improvement indicated in the letter, the following is noted.

- Completeness and timeliness of pre-board information:** with the **first recommendation**, companies are invited to “*provide all relevant information on how Recommendation 11 is applied, bearing in mind that failure to set deadlines for the prior submission of information to the board and committees and/or failure to provide information on whether deadlines are actually met and/or failure to provide, in the board's regulation or adopted in practice, for the possibility of an exemption from the timeliness of disclosure for confidentiality reasons, may permit the disapplication of Recommendation 11 of the Code. In the event of the effective disapplication, companies are therefore invited to clearly state this in the corporate governance report, illustrating: the reasons for the disapplication, how the decision to disapply was made within the company, and how compliance with Principle IX of the Code is to be ensured*”. The Board of Directors of LU-VE approved the «Regulation of the Board and of the Internal Board Committees of LU-VE S.p.A.» (last updated on 13/11/2024 - the «Regulation»), which defines the relevant rules of functioning of the Board and of its internal Committees, including the procedures for the management of disclosures to directors. In particular, with regard to the deadline deemed reasonable for the sending of disclosure to the Board and the Committees in advance, it is noted that (i) the Board has determined at least 3 working days prior to the meeting as the reasonable notice for sending documentation to the directors, except in cases of urgency. The same deadline is envisaged in the Regulation for the Committees; (ii) the deadline was substantially complied with, as regards the meetings of the Board of Directors and Committees held in financial year 2024. It should also be noted that, in compliance with that decided by the Board at its meeting of 21 February 2024, when examining the second recommendation (pre-board disclosure) formulated by the Corporate Governance Committee for 2024, the Company specified in the 2024 Corporate Governance Report that: the Regulation does not provide for exemptions to compliance with the aforementioned deadline for reasons of confidentiality, and that the profile of the timeliness and adequacy of the pre-board disclosure was the subject of a specific query during the self-assessment, summarising the relative results (see Section 7.1 of this Report); the deadline set for the submission of pre-board documentation (...) was substantially met.
- Transparency and effectiveness of remuneration policy:** with the **second recommendation** companies are invited to “*provide all relevant information on how Recommendation 27 is applied, taking into account that the provision in the remuneration*



policy of variable components linked to generic sustainability objectives, the specific assessment parameters of which are not provided, and/or one-off extraordinary disbursements, the nature and targets of which are not identified and adequate decision-making procedures are not defined, may result in the disapplication of Recommendation 27 of the Code. In the event of the effective disapplication, companies are therefore invited to expressly state this in the corporate governance report, illustrating: the reasons, how the decision to disapply was made within the company, and how compliance with Principle XV of the Code is to be ensured". With regard to the two elements of the remuneration policy covered by the second recommendation 2025 (i.e. ESG performance targets and extraordinary one-off bonuses), it should be noted that LU-VE's Remuneration Policy for 2024 (prepared by the Board of Directors on the proposal of the Remuneration and Appointments Committee, and approved by the Shareholders' Meeting of 29 April 2024) envisages: (i) well-identified and measurable ESG performance targets for the Executive Directors, the General Manager and Key Management Personnel, both with respect to the MBO (except for certain Key Management Personnel), and with respect to the 2023-2025 LTI Plan, addressed to the Directors with Proxy (CEO and CSDO), the General Manager, Key Management Personnel and, possibly, selected managers of the Group; (ii) in order to reward individual or collective results that are particularly significant for the Company and the Group, the possibility for the General Manager and Key Management Personnel to receive one-off monetary bonuses up to a maximum of 25% of the Gross Annual Remuneration for the period to which they refer, including any sums awarded for non-compete clauses. In particular, these one-off bonuses may be established by the Board, on the proposal of the Chief Executive Officer (formulated, for Key Management Personnel, in agreement with the General Manager) and subject to the favourable opinion of the Remuneration and Appointments Committee. For the General Manager and Key Management Personnel, LU-VE's 2024 Remuneration Policy also provides for the possibility of awarding one-off monetary bonuses on recruitment ("entry bonuses"), which are therefore not considered monetary incentives.

- **Executive role of the Chairman:** with the **third recommendation**, companies are invited to "to provide all relevant information on how Recommendation 4 is applied, bearing in mind that the lack of an adequately justified explanation of the decision to award the Chairman significant management powers (whether CEO or not) may constitute a disapplication of Recommendation 4 of the Code. In the event of the effective disapplication, companies are therefore invited to clearly state this in the corporate governance report, illustrating: the reasons, how the decision to disapply was made within the company, and how compliance with Principles V and X of the Code is to be ensured". At its meeting of 28 April 2023, held following the Shareholders' Meeting that renewed the corporate bodies, the Board of Directors confirmed its willingness to maintain the office of CEO of the Company in the hands of Mr. Matteo Liberali, who was appointed Chairman of the Board of Directors by the Shareholders' Meeting. This choice was justified in consideration of the fact that «Mr. Matteo Liberali has held the position of Group CEO since LU-VE's listing on the Stock Exchange, decisively contributing to its national and international development in terms of dimensional growth and marginality through the promotion of extraordinary operations and the identification of strategic lines of growth; his many years of experience in the sector in which LU-VE Group operates allow him to play a key role within the Group in inspiring, guiding and coordinating actions and conduct to achieve the corporate targets set by the Board. Moreover, this decision is also based on the authoritativeness and credibility of



*Matteo Liberali towards external stakeholders and on his ability of exercising, within the Board, guidance and coordination powers and balanced steering of the Board's activities. Lastly, it was decided that the role of company Chairman which Matteo Liberali is called upon to carry out, does not prejudice the continuation of his role as chief head of the company, which he has carried out since 2015, and this in view of the recent introduction in the company's governance of the figure of General Manager, called upon to support him in the conduct of all the Group's ordinary management activities» (see Section 4.6 of this Report). This justification was confirmed at the meeting of the Board of Directors on February 20, 2025.*

Within its scope, the Board of Statutory Auditors examined the recommendations made in the cited letter jointly with the Control and Risk Committee at the committee meeting held on 17 February 2025 and with the Remuneration and Appointments Committee at the committee meeting held on 5 February 2025.

\* \* \*

The implementation of the principles and recommendations contained in the letters of December 2020, December 2021, December 2023 and January 2023 formulated by the Chairmen who have served on the Corporate Governance Committee, was monitored by the Board of Directors at its meeting of 20 February 2025 and, for the parts falling within its competence, by the Remuneration and Appointments Committee (at its meeting of 5 February 2025) and the Control and Risk Committee (at its meeting of 17 February 2025).

Uboldo, 13 March 2025

On behalf of the Board of Directors

The Chairman and Chief Executive Officer

Mr. Matteo Liberali



# Tables

Report on Corporate Governance and Ownership Structures 2024

## TABLES

### TABLE 1: INFORMATION ON OWNERSHIP STRUCTURES

SHARE CAPITAL STRUCTURE				
	no. of shares	no. of voting rights	listed (indicate markets)/unlisted	rights and obligations
Ordinary shares	22.234.368	25.496.990	listed on the Euronext Milan market managed by Borsa Italiana S.p.A.	as per law and Articles of Association
<i>- of which with increased voting rights</i>	3.262.622	6.525.244	listed on the Euronext Milan market managed by Borsa Italiana S.p.A.	as per law and Articles of Association
Preference shares	-	-	-	-
Shares with multiple voting rights	-	-	-	-
Other categories of shares with voting rights	-	-	-	-
Savings shares	-	-	-	-
Convertible savings shares	-	-	-	-
Other categories of shares without voting rights	-	-	-	-
Other	-	-	-	-
SIGNIFICANT EQUITY INVESTMENTS IN THE SHARE CAPITAL				
Declarant	Direct shareholder	% share of share capital	% share of voting capital	
Matteo Liberali	Finami S.p.A.	45,8210%	50,9511%	
Michele Faggioli	G4 S.r.l.	16,0035%	14,2783%	





TABLE 2: STRUCTURE OF THE BOARD OF DIRECTORS AT THE CLOSING DATE OF THE FINANCIAL YEAR

Board of Directors													
Office	Members	Year of birth	Date of first appointment (*)	In office since	In office until	List (presenters) (**)	List (M/min) (***)	Exec.	Non-exec.	Indep. Code	Indep. Consolidated Law on Finance	No. of other offices (****)	Participation (*****)
Chairman and CEO • ◊	Matteo Liberali	1968	15-mag-03	28/04/2023	Approval of Financial Statements as at 31/12/2025	Shareholders	M	x				0	8/8
Vice Chairman	Pier Luigi Faggioli	1936	18-lug-14	28/04/2023	Approval of Financial Statements as at 31/12/2025	Shareholders	M	x				0	8/8
Director with Proxy (CSDO) ^	Michele Faggioli	1967	18-lug-14	28/04/2023	Approval of Financial Statements as at 31/12/2025	Shareholders	M	x				0	7/8
Director	Raffaella Cagliano	1970	29-apr-20	28/04/2023	Approval of Financial Statements as at 31/12/2025	Shareholders	M		x	x	x	0	7/8
Director	Anna Gervasoni	1961	10-mar-17	28/04/2023	Approval of Financial Statements as at 31/12/2025	Shareholders	M		x	x	x	2	8/8
Director	Fabio Liberali	1963	23-ott-08	28/04/2023	Approval of Financial Statements as at 31/12/2025	Shareholders	M		x			0	8/8
Director	Laura Oliva	1968	10-mar-17	28/04/2023	Approval of Financial Statements as at 31/12/2025	Shareholders	M		x			0	8/8
Director o	Stefano Paleari	1965	28-apr-15	28/04/2023	Approval of Financial Statements as at 31/12/2025	Shareholders	M		x	x	x	1	8/8
Director	Carlo Paris	1956	28-apr-23	28/04/2023	Approval of Financial Statements as at 31/12/2025	Shareholders	m		x	x	x	2	8/8
Director	Roberta Pierantoni	1971	10-mar-17	28/04/2023	Approval of Financial Statements as at 31/12/2025	Shareholders	M		x			4	8/8
<b>No. of meetings held during the Financial Year: 8</b>													
<b>Quorum required for the submission of lists by minorities for the election of one or more members (Article 147-ter of the Consolidated Law on Finance): 2.5% of the share capital</b>													
<b>NOTES</b>													
The following symbols must be entered in the "Office" column:													
• This symbol indicates the director in charge of the internal control and risk management system.													
◊ This symbol indicates the person primarily responsible for the management of the issuer (Chief Executive Officer or CEO).													
^ This symbol indicates the Director with Proxy (Chief Strategic Development Officer or CSDO)													
o This symbol indicates the Lead Independent Director (LID).													
(*) The date of first appointment of each director means the date on which the director was appointed to the Issuer's Board of Directors for the first time (ever).													
(**) This column indicates whether the list from which each director was drawn was submitted by shareholders ("Shareholders") or by the Board of Directors ("BoD").													
(***) This column indicates whether the list from which each director was drawn is "majority" ("M") or "minority" ("m").													
(****) This column shows the number of offices of director or statutory auditor held by the person concerned in other listed or large companies.													
(*****) This column shows the directors' attendance at board meetings (number of meetings attended out of the total number of meetings that could have been attended; e.g. 6/8; 8/8 etc.).													



TABLE 3: STRUCTURE OF THE BOARD COMMITTEES AT THE CLOSING DATE OF THE FINANCIAL YEAR

B.o.D.		Control and Risk Committee (***)		Remuneration and Appointments Committee (***)		Independent Committee (***)	
Position/Qualification	Members	(*)	(**)	(*)	(**)	(*)	(**)
Non-executive director - independent as per the Consolidated Law on Finance and/or the Code	Paleari Stefano	7/7	P	6/6	P	0/0	P
Non-executive director - independent as per the Consolidated Law on Finance and/or the Code	Raffaella Cagliano					0/0	M
Non-executive director - non-independent	Roberta Pierantoni			6/6	M		
Non-executive director - independent as per the Consolidated Law on Finance and/or the Code	Anna Gervasoni	6/7	M	6/6	M		
Non-executive director - independent as per the Consolidated Law on Finance and/or the Code	Carlo Paris					0/0	M
Non-executive director - non-independent	Laura Oliva	7/7	M				
<b>No. of meetings held during the Financial Year:</b>		<b>7</b>		<b>6</b>		<b>0</b>	
<b>NOTES</b>							
(*) This column shows the directors' attendance at committee meetings (number of meetings attended out of the total number of meetings that could have been attended; e.g. 6/8; 8/8 etc.).							
(**) This column indicates the title of the director within the committee: "P": chairman; "M": member.							
(***) With reference to related party transactions, the Control and Risk Committee is responsible for " <i>Transactions of Lesser Significance</i> ", as regards " <i>Transactions of Lesser Significance</i> ", the Remuneration and Appointments Committee is responsible for those concerning the remuneration of directors and other Key Management Personnel, while the Independent Committee is responsible for " <i>Transactions of Greater Significance</i> ".							



TABLE 4: STRUCTURE OF THE BOARD OF STATUTORY AUDITORS AT THE CLOSING DATE OF THE FINANCIAL YEAR

Board of Statutory Auditors									
Office	Members	Year of birth	Date of first appointment (*)	In office since	In office until	List (M/m) (**)	Indep. Code	Attendance at Board meetings (***)	No. of other offices (****)
Chairman	Mara Palacino	1970	2023	28/04/2023	Approval of Financial Statements as at 31/12/2025	m	x	23/23	2
Standing Auditor	Paola Mignani	1966	2017	28/04/2023	Approval of Financial Statements as at 31/12/2025	M	x	23/23	16
Standing Auditor	Domenico A. M. Fava	1966	2023	28/04/2023	Approval of Financial Statements as at 31/12/2025	M	x	23/23	15
Alternate Auditor	Michela Marcarini	1959	2023	28/04/2023	Approval of Financial Statements as at 31/12/2025	M	x	NA	24
Alternate Auditor	Alessia Fulgeri	1971	2023	28/04/2023	Approval of Financial Statements as at 31/12/2025	m	x	NA	13
Number of meetings held during the Reporting year: 23									
Quorum required for the submission of lists by minorities for the election of one or more members (Article 147-ter of the Consolidated Law on Finance): 2.5% of the share capital									
<b>NOTES</b> (*) The date of first appointment of each Statutory Auditor means the date on which the Statutory Auditor was first appointed (ever) to the Issuer's Board of Statutory Auditors. (**) This column indicates whether the list from which each statutory auditor was drawn is "majority" ("M") or "minority" ("m"). (***) This column shows the attendance of the statutory auditors at the meetings of the board of statutory auditors (number of meetings attended out of the total number of meetings that could have been attended; e.g. 6/8; 8/8 etc.). (****) This column shows the number of offices of director or statutory auditor held by the person concerned pursuant to art. 148-bis of the Consolidated Law on Finance and the relative implementing provisions contained in the Consob Issuers' Regulation. The complete list of offices is published by Consob on its website pursuant to art. 144-quinquiesdecies of the Consob Issuers' Regulation.									

