

**CONTROL, RISK AND SUSTAINABILITY COMMITTEE REGULATION**  
**OF**  
**AQUAFIL S.P.A.**

Approved by the Board of Directors of Aquafil S.p.A. on March 14, 2024

**1. ARTICLE 1  
SCOPE AND APPLICATION**

- 1.1. The regulation ("**Regulation**") governs the composition, duties and operation of the Control, Risks and Sustainability Committee of Aquafil S.p.A. ("**Company**"), established - in implementation of the recommendations of the Corporate Governance Code promoted by the Corporate Governance Committee for Listed Companies established at Borsa Italiana S.p.A. ("**Self-Governance Code**") - with Board of Directors resolution adopted on August 18, 2020 ("**Control, Risks and Sustainability Committee**").

**2. ARTICLE 2  
APPOINTMENT AND COMPOSITION**

- 2.1. The members of the Control, Risks and Sustainability Committee and its Chairperson ("**Chairperson**") are appointed and dismissed by the Board of Directors.
- 2.2. The Control, Risks and Sustainability Committee is composed of three Directors considered independent as per Article 147-ter, paragraph 4 of Legislative Decree 58/98 ("**CFA**"), in addition to the provisions of the Corporate Governance Code. Alternatively, the Control, Risks and Sustainability Committee is composed of three Non-Executive Directors, the majority of whom independent; in this case, the Chairperson is chosen from among the independent directors. At least one member of the Control, Risks and Sustainability Committee must have adequate accounting and financial experience, to be evaluated by the Board of Directors on appointment.
- 2.3. The Control, Risks and Sustainability Committee, on the proposal of the Chairperson, appoints a secretary, who may also be a non-member.
- 2.4. Directors should only accept an appointment to the Control, Risks and Sustainability Committee when they consider that they can dedicate the necessary time to ensure a diligent undertaking of their duties.
- 2.5. Except where otherwise decided by the Board of Directors on appointment, the mandate for the Control, Risks and Sustainability Committee is the same as that of the Board of Directors, on which its members also sit.

**3. ARTICLE 3  
DUTIES**

- 3.1. The Control, Risks and Sustainability Committee shall assist the Board of Directors through investigative, proposal and consultation duties, evaluations and decision-making concerning the internal control and risks management system and also in relation to the approval of the interim financial reports.
- 3.2. The Control, Risks and Sustainability Committee also has the duty to assist the Board of Directors in executing duties concerning:
- (i) defining the guidelines of the Internal Control and Risk Management System in line with the Company's strategies;
  - (ii) evaluating at least annually, the compliance of the internal control and risk management system with the particular characteristics of the Company and the risk profile assumed, as well as its adequacy;
  - (iii) the appointment and dismissal of the Internal Audit Manager, and in defining his or her remuneration, in line with corporate policies, ensuring that he or she is provided with adequate resources to carry out his or her tasks. If the Board of Directors entrusts the Internal Audit Function, as a whole or in segments, to an

entity external to the Company, the Committee supports the Board in ensuring that said external entity meets the appropriate requirements of professionalism, independence and organisation, and must provide adequate justification for this choice in the Corporate Governance Report;

- (iv) the approval, at least once a year, of the audit plan prepared by the Internal Audit Manager, after consulting the Board of Statutory Auditors and the Chief Executive Officer;
- (v) assessing the appropriateness of adopting measures to ensure the effectiveness and impartial judgment of the other corporate functions specified in *Recommendation 32(e)* (i.e. the other corporate functions involved in controls, such as risk management and legal and non-compliance risk oversight functions - in relation to the size, sector, complexity and risk profile of the enterprise), verifying that they are equipped with appropriate professionalism and resources;
- (vi) the assignment to the Supervisory Board or to a specially constituted oversight board pursuant to Article 6, paragraph 1, letter b), of Legislative Decree No. 231/2001, without prejudice to the fact that - in the event that the board does not coincide with the control board - the Committee will support the Board of Directors in assessing the advisability of appointing to the board at least one Non-Executive Director and/or member of the control board and/or the holder of legal or control functions of the company, in order to ensure coordination between the various parties involved in the Internal Control and Risk Management System;
- (vii) following consultation with the control board, assessing the conclusions set out by the legal auditor in any letter of recommendations and in the additional report addressed to the control board;
- (viii) describing, in the Corporate Governance Report, the main features of the Internal Control and Risk Management System and the methods of coordination between the parties involved, indicating the models and national and international reference best practices, expressing its overall assessment of the adequacy of the system and outlining the choices made in relation to the composition of the Supervisory Board.

3.3. The Control, Risks and Sustainability Committee, in assisting the Board of Directors:

- a) evaluated, having consulted the Executive Officer for Financial Reporting following the approval of the internal audit firm and the Board of Statutory Auditors, the correct application of the accounting principles and, in the case of groups, their uniformity in the preparation of the consolidated financial statements;
- b) assessed the suitability of periodic financial and non-financial information to correctly represent the Company's business model, strategies, impact of its activities and performance, co-ordinating with any Committee as per recommendation 1, letter a) of the Corporate Governance Code;
- c) examined the periodic non-financial information relevant to the Internal Control and Risk Management System;
- d) expresses opinions on specific aspects concerning the identification of the main corporate risks and supporting the assessments and decisions of the Board of Directors relating to the management of risks arising from prejudicial events of which the Board has become aware;

- e) examined the periodic reports and those of particular relevance prepared by the Internal Audit Function;
- f) monitored the independence, adequacy, efficacy and efficiency of the Internal Audit department;
- g) entrusted the Internal Audit Function with verifications on specific operational areas, simultaneously communicating such to the Chairperson of the Board of Statutory Auditors;
- h) reported, at least upon the approval of the annual and half-yearly accounts, to the Board of Directors on the work carried out and on the adequacy of the Internal Control and Risk Management System.

3.4. The Control, Risks and Sustainability Committee is also the body responsible for assessing the Sustainability Report, which contains the non-financial disclosure pursuant to European Directive 2014/95/EC. As the body responsible for sustainability, the Control, Risks and Sustainability Committee:

- (i) undertook proposal and consultative functions with regard to sustainability regulation, i.e. the processes, initiatives and activities required to communicate the company's commitment to sustainable development throughout the supply chain.
- (ii) also examined the contents of the sustainability report relevant to the Internal Control and Risk Management System; and
- (iii) examined and evaluated the sustainability policies aimed at ensuring the creation of value over time for the majority of shareholders and for all other stakeholders over a medium-long term period in accordance with the principles of sustainable development; as well as the guidelines, objectives and consequent processes of sustainability and sustainability reporting submitted annually to the Board of Directors, including, in particular, the sustainability report

3.5. The Control, Risks and Sustainability Committee may access all information and departments necessary for the undertaking of their duties, as well as utilise outside consultants where their independence of judgement is not affected, within the budget approved by the Board of Directors.

#### **4. ARTICLE 4 CALL, EXECUTION AND MINUTE-TAKING OF MEETINGS**

4.1. The Control, Risks and Sustainability Committee meets when considered appropriate by its Chairperson, although at least on a half-yearly basis, or upon request from two of its members, the Chairperson of the Board of Statutory Auditors, the Head of the Internal Audit Department or the Chairperson of the Board of Directors.

4.2. The call notice, with the date, time and place of the meeting, in addition to the Agenda, accompanied by the necessary information to facilitate discussion, is sent by the Secretary, on the indication of the Chairperson, at least five days before the date established for the meeting. In cases of urgency, this period may be shorter, while however requiring minimum notice of 24 hours.

4.3. The meetings of the Control, Risks and Sustainability Committee are chaired by the Chairperson or, in the case of his/her absence or impediment, by a member chosen by attendees.

4.4. The Chairperson of the Board of Statutory Auditors attends the Control, Risks and Sustainability Committee meetings (or another Statutory Auditor nominated by him/her),

while the other Statutory Auditors may also attend. The Chairperson on a case by case basis may invite to meetings of the Control, Risks and Sustainability Committee other members of the Board of Directors and the Board of Statutory Auditors, the independent auditors, the heads of the various departments within the Company and the subsidiaries, or other parties whose presence may assist the functions of the Control, Risk and Sustainability Committee. The heads of corporate functions of the Company and its subsidiaries are expected to attend Committee meetings when invited. They will be given at least five days' notice of the Committee meeting. If they are unable to attend in person, they will participate in the meeting by video conference. If they are justifiably unable to attend, including by videoconference, these individuals must attend the next meeting of the Committee.

- 4.5. The meetings of the Control, Risks and Sustainability Committee may be held also through telecommunications, provided that all the participants can be identified and such identification is acknowledged in the minutes of the meeting and that they are allowed to follow and participate in real time in the discussion of the matters considered and exchange documents where required.
- 4.6. Meetings of the Control, Risks and Sustainability Committee are minuted. The Chairperson and the secretary sign the minutes of the meetings which are archived by the secretary in chronological order.
- 4.7. Control, Risks and Sustainability Committee meetings shall be validly constituted when the majority of its members in office are present.
- 4.8. Motions of the Control, Risks and Sustainability Committee are passed by absolute majority.

**5. ARTICLE 5  
AMENDMENTS TO THE REGULATION**

- 5.1. The Control, Risks and Sustainability Committee periodically verifies, although at least on an annual basis, the adequacy of the present Regulation and submits any amendments or supplements to the Board of Directors for approval.