

GUIDELINES REGARDING THE NEW BOARD OF STATUTORY AUDITORS
OF PIOVAN S.P.A.
TO BE ELECTED AT THE NEXT SHAREHOLDERS' MEETING

Document prepared by the outgoing Board of Statutory Auditors at its meeting on
March 15, 2024

*based on the Standards of conduct for the Board of Statutory Auditors of listed companies
issued by the Italian Council of Accountants and Accounting Experts of 21/12/2023*

Dear Shareholders,

the approval of the financial statements for the year ending December 31, 2023 concludes the term of the current Board of Statutory Auditors, and the next Shareholders' Meeting must therefore renew the Board of Statutory Auditors.

1. INTRODUCTION AND OVERVIEW

The “*Standards of conduct for the Board of Statutory Auditors of listed companies*” issued by the Italian Council of Accountants and Accounting Experts (*Consiglio Nazionale Dottori Commercialisti ed Esperti Contabili*) on December 21, 2023 recommends, among other matters, that in view of the renewal of the Board of Statutory Auditors, the Statutory Auditors submit to the Issuer a document summarizing their activities, indicating the number of meetings and the commitment required, thereby enabling Shareholders and candidates for the role of Statutory Auditor to assess the appropriate characteristics, skills and professionalism, commitment and time required for the role, along with the adequacy of the remuneration for the performance of it (Standard Q.1.5).

On the basis of its experience and after the self-assessment process carried out, the current Board of Statutory Auditors of Piovan S.p.A. therefore provides these “Guidelines regarding the New Board of Statutory Auditors of Piovan S.p.A.” for Shareholders and candidates for the role of Statutory Auditors. The document contains a summary of the skills and professionalism - in addition to those required by law and in line with the “*Diversity Policy - Diversity Guidelines for the Board of Directors and the Board of Statutory Auditors*”, approved by the Board of Directors on September

10, 2020 - which can contribute to the efficient and effective functioning of the Board of Statutory Auditors, as well as a summary indication of the activities performed and the commitment required.

* * *

2. COMPOSITION OF THE BOARD OF STATUTORY AUDITORS - RELEVANT CHARACTERISTICS

Based on its experience, the outgoing Board of Statutory Auditors has identified the adequate availability of time to devote to the role as one of the key characteristics in the effective performance of it.

To monitor the actual functioning of the internal control and risk management system, in addition to adequate scheduling of the Board of Statutory Auditors own activities and periodic meetings (single or joint with the Control, Risks and Sustainability Committee), attendance to the internal Board committees is essential. This enables in-depth analysis of the issues and decision topics considered more briefly by the Board of Directors.

The entirety of Piovan Board of Statutory Auditors participates in all internal Board committees (except in the event of justified absences), even though the rules of those committees deem the presence of the Board Chairperson alone sufficient.

The characteristics of competence, professionalism and experience are also essential for the members of the Board of Statutory Auditors. The responsibilities assigned to the body's supervisory activities, including as the Internal Control and Audit Committee, require that the professionals appointed must have adequate experience in the corporate governance of listed companies and, preferably, awareness of the relevant issues posed by both sustainability considerations and ongoing developments in the sector in which the company operates.

In line with the *"Diversity Policy - Diversity Guidelines for the Board of Directors and the Board of Statutory Auditors"* approved by the Board of Directors on September 10, 2020, the Board of Statutory Auditors also recognizes the value of diversity in its composition both in terms of gender (which is required by law) and professional diversity, maintaining a balanced combination of tenure in office and age, in the interests of equilibrium between the requirements of continuity and renewal.

The Board of Statutory Auditors notes that, pursuant to Article 25 of the By-Laws and for the purposes of the professionalism requirements under Ministerial Decree No. 162 of March 30, 2000, *“subjects relating to the Company's sectors of activity are deemed to be strictly related to the Company's business, as well as subjects relating to private law, administration, taxation, economics and finance, and those relating to the economy, organization and corporate finance”*.

The Board of Statutory Auditors has also identified teamwork as another fundamental element in its efficient and effective functioning. This is expressed in a constant exchange of opinions and sharing of the work program and the methods used to report the activities. While the Chairperson of the Board of Statutory Auditors may be the first point of call in relations with the other Corporate Boards and with individuals within the company more generally - and particularly with those responsible for managing the internal control and risk management system - only through coordinated action and a spirit of cohesion within the Board of Statutory Auditors it is possible to deal with the complexities of the role in a constructive and balanced manner.

* * *

3. ACTIVITIES PERFORMED AND COMMITMENT REQUIRED

The current Board of Statutory Auditors comprises the Board Chairperson and two Statutory Auditors, serving for the full three-year term 2021-2023.

As required by the Standards of conduct for the Board of Statutory Auditors of listed companies (issued by the Italian Council of Accountants and Accounting Experts), the Board of Statutory Auditors has deemed it appropriate to provide the following guidance to enable Shareholders and candidates for the role of Statutory Auditor to assess the adequacy of the remuneration for the office of Statutory Auditor, including in relation to the time commitment required to perform the office and the professional skills and experience needed.

Considering the year 2023, the Board of Statutory Auditors held the following number of meetings:

- no. 9 minuted meetings, frequently involving the independent audit firm.

The average duration of Board of Statutory Auditors meetings was approximately two hours and 30 minutes.

One Statutory Auditor is also a member of the Company's Supervisory Body (*Organismo di Vigilanza*), and the Chairperson of the Board of Statutory Auditors sometimes attends the meetings of the Supervisory Body, depending on the specific items on the Agenda.

The attendance at Statutory Auditors' meetings was 100%, and no assistance was used in the performance of their duties.

Furthermore, in 2023, the Chairperson of the Board of Statutory Auditors and the Statutory Auditors attended all of the meetings of the Piovani S.p.A. Board of Directors and internal committees and the Shareholders' Meeting, as follows:

- Board of Directors: 6 meetings (100% attendance - excluding the justified absence of a single member at an unscheduled meeting);
- Control, Risks and Sustainability Committee; 5 meetings (100% attendance);
- Nomination and Remuneration Committee: 4 meetings (100% attendance);
- Related Parties Committee: 1 meeting (100% attendance);
- Shareholders' Meeting: 1 Ordinary Shareholders' Meeting (100% attendance).

The Board of Statutory Auditors held two joint meetings with the Control, Risks and Sustainability Committee, and the entirety of the Board of Statutory Auditors attended all of the meetings of the Committee.

Consideration should also be given to the time spent preparing for meetings, which requires that copious documentation be prepared and various minutes reviewed, and which entails frequent informal meetings.

More meetings may be needed, leading to a greater time commitment required to the Statutory Auditors, in years featuring extraordinary events, as foreseen for fiscal year 2025/2026, which will be affected by the selection process for the independent audit firm to be appointed for the nine-year period 2027-2035, or as in the case of fiscal years affected by M&A transactions.

In line with the provisions of the Corporate Governance Code, the Standards of conduct for the Board of Statutory Auditors of listed companies provide that the remuneration of the members of the Board of Statutory Auditors must be adequate and in any case determined considering the competence, professionalism and time commitment required for the office, taking into account its complexity, including in relation to the size and activity carried out by the issuer and the extent and

complexity of its organizational structure.

In determining adequate remuneration, particular attention should also be paid to the Statutory Auditors' constant commitment in their office and their active participation in the meetings of internal Board committees. As such, when determining the remuneration of the Board of Statutory Auditors the aforementioned Standards of Conduct (Rule Q.1.5) recommends also taking into account the remuneration paid to Non-Executive Directors and the criteria for the fees for internal committee participation.

In this regard, the outgoing Board of Statutory Auditors believes that in determining its remuneration in 2021, due consideration was given to the criteria set forth above, and that the same criteria will be appropriately assessed in light of the increased size of the issuer's business and the consequent extension of its organizational structure.

Padua, March 15, 2024

The Board of Statutory Auditors of Piovan S.p.A.

Carmen Pezzuto - Chairperson

Luca Bassan - Statutory Auditor

Patrizia Santonocito - Statutory Auditor