



REGULATION OF THE
BOARD OF DIRECTORS

Approved by the Board of Directors on November 11, 2021

ARTICLE 1

Introduction

1.1 This regulation (the "**Regulation**") governs the functioning of the Board of Directors of Piovan S.p.A. (the "**Company**"), in compliance with the law, regulations and the By-Laws (the "**By-Laws**"), as well as in accordance with the principles and recommendations of the Corporate Governance Code promoted by Borsa Italiana S.p.A.'s Corporate Governance Committee for Listed Companies (the "**Corporate Governance Code**"), with which the Company complies.

The Regulation has been adopted by the Board of Directors of the Company (the "**Board of Directors**" or the "**Board**") pursuant to Article 3, Recommendation No. 11 of the Corporate Governance Code. The Company will provide adequate information on the main contents of the Regulation and on compliance with the procedures concerning the timeliness and adequacy of the information provided to the Directors in the Company's "Corporate Governance and Ownership Structure Report".

ARTICLE 2

Composition of the Board of Directors

2.1 Pursuant to Article 14 of the By-Laws, the Company is managed by a Board of Directors comprising a maximum of seven members. Before appointing a new Board, the Company's Shareholders' Meeting (the "**Shareholders' Meeting**") must first determine the number of Board members according to the above limits. The Directors are appointed for a period of three years, or for a lesser period, although not greater than three years, as established on appointment, and may be re-elected.

2.2 The Board of Directors is made up of Executive, Non-Executive and Independent Directors, in accordance with the provisions of applicable legislation and the recommendations of the Corporate Governance Code.

2.3 Pursuant to the law and the Corporate Governance Code, the Board of Directors shall assess the independence of each Non-Executive Director, on the basis of the information provided by them, (i) immediately after appointment and (ii) during their term of office, upon the occurrence of circumstances relevant to independence and, in any case, at least once a year. For the purposes of assessing independence, in addition to the circumstances that compromise or appear to compromise independence expressly set out in the Corporate Governance Code and in relation to the specific situations identified, the Board may consider any additional element deemed useful and appropriate, adopting additional criteria that give priority to substance over form.

2.4 Where required by the Corporate Governance Code, the Board of Directors shall appoint an Independent Director as Lead Independent Director. Where appointed, the Lead Independent Director performs the functions assigned to him/her by the Corporate Governance Code. Specifically, he/she: (i) acts as a point of reference and coordination for

the contributions of the Non-Executive Directors and, in particular, of the Independent Directors; and (ii) co-ordinates the meetings of the Independent Directors.

ARTICLE 3

Board Committees

- 3.1 From among its members, the Board of Directors shall establish committees with investigative, recommendatory and advisory functions in the areas of appointments, remuneration, control and risk and sustainability, in view of the recommendations set out in the Corporate Governance Code (the "**Committees**"). The functions of one or more Committees may be merged or retained by the Board of Directors, under the co-ordination of the Chairperson, in accordance with the provisions of the Corporate Governance Code.
- 3.2 The Board of Directors, usually during the first meeting following the reappointment of the corporate boards, defines the tasks of the Committees, determines their composition and appoints their members and the respective chairpersons.
- 3.3 The composition, performance and activities of the Committees are governed by specific Regulations approved by the Board of Directors upon proposal of the respective chairpersons and published on the Company's website.
- 3.4 Pursuant to Consob Regulation No. 17221 of March 12, 2010 on related party transactions, as subsequently amended and updated, and in compliance with the "Procedure for the regulation of transactions with Related Parties" approved by the Board of Directors of the Company, a Related Parties Committee has also been established.
- 3.5 The Board of Directors may, where necessary, establish other committees with recommendatory, control and/or advisory functions, determining their tasks and responsibilities.

ARTICLE 4

Chairperson of the Board of Directors

- 4.1 Pursuant to Article 15.1 of the By-Laws, the Board of Directors elects a Chairperson from among its members - if the Shareholders' Meeting has not already done so - and may appoint one or more Vice-Chairs, who shall replace the Chairperson in the event of his/her absence or impediment.
- 4.2 In the exercise of the functions assigned to it by law, the By-Laws and this Regulation, and in line with the recommendations of the Corporate Governance Code, the Chairperson of the Board of Directors, with the support of the secretary of the Board meeting, ensures the effective functioning of the Board proceedings.
- 4.3 Specifically, with the help of the Secretary (where appointed), the Chairperson ensures:

- (i) that the pre-meeting information and supporting documents are made available to the Directors and Statutory Auditors at the appropriate time and using suitable IT tools that guarantee the confidentiality of the information;
- (ii) that such documentation allows the Directors, in the performance of their duties, to act in an informed manner and to express themselves with knowledge of the matters under discussion; and
- (iii) that the activities of the Board Committees are co-ordinated with the activities of the Board of Directors, facilitating communication between the various corporate boards.

ARTICLE 5

Secretary of the Board of Directors

- 5.1 Pursuant to Article 15.2 of the By-Laws and in compliance with the recommendations of the Corporate Governance Code, upon proposal of the Chairperson, the Board may appoint - and, if required, revoke - a secretary (the "**Secretary**"), who may also be a non-member. The role of Secretary requires adequate corporate and corporate governance experience and in the management of corporate secretarial activities for listed companies. In the event of the absence or impediment of the Secretary, the Board of Directors, upon the proposal of the Chairperson (or, in their absence, of the person presiding over the meeting), may appoint a substitute to perform the duties of secretary for the individual Board meeting.
- 5.2 In carrying out his/her duties, the Secretary (where appointed) shall have adequate resources to carry out his/her tasks, including with the assistance of external consultants engaged by the Company to provide specific services.
- 5.3 Where appointed, the Secretary supports the activities of the Chairperson, within the terms set out in this Regulation, and provides impartial support and advice to the Board on any issue that is relevant for the proper functioning of the Company's corporate governance system.

ARTICLE 6

Meetings call and information flows

- 6.1 In compliance with the provisions of Article 16 of the By-Laws, the Board meets at the registered office or in another place indicated in the call notice by the Chairperson or, in his/her absence or impediment, by the Vice-Chair, where appointed. The Board may also be called by the Statutory Auditors, or on the written request of at least two Directors to consider a specific issue, which shall be indicated in the request.
- 6.2 The Board shall meet in accordance with the procedures and terms provided for in the By-Laws.

- 6.3 The call notice is signed by the Chairperson, or by the person who convenes the Board in the cases indicated in Article 6.1 of this Regulation, and is normally drawn up by the latter with the assistance of the Secretary, where appointed. The notice shall contain at least an indication of the day, time and place of the Board meeting, as well as the items on the Agenda, and shall provide information on how to participate. The Directors may request that the Chairperson add items to the Agenda; should the Chairperson decide not to comply with the request, the Chairperson shall promptly inform the Director concerned.
- 6.4 Board meetings may also be held remotely by means of telecommunication systems, provided that all participants can be identified and such identification is acknowledged in the minutes of the meeting, and that they are able to follow and participate in the discussion of the Agenda items in real time and on the basis of equal information. Where these conditions are met, the Board of Directors shall be deemed held in the place where the Chairperson is and where the secretary must also be in order to allow the related minutes to be drawn up and signed.
- 6.5 The documentation supporting the items on the Agenda shall be made available to the members of the Board of Directors and the Board of Statutory Auditors usually by the third day prior to the day set for the meeting, except in special cases of necessity or urgency, when the documentation is made available as soon as possible. In any case, if it is not possible to provide the necessary information well in advance, with the help of the Secretary (where appointed) the Chairperson may ensure that adequate and timely information is provided during the Board's meetings.
- Where the documentation is particularly complex and extensive, with the help of the Secretary (where appointed) and of the functions involved in the issues under discussion, the Chairperson may provide a document summarising the most significant points and, if necessary, the motions proposed to the Board for the specific item on the Agenda.
- 6.6 The documentation prepared for Board meetings and any other document shared with Directors and Statutory Auditors shall be made available by the Secretary (where appointed) or by other collaborators supporting him/her, by means of a specific electronic platform for document management and sharing, which guarantees the necessary confidentiality. Where circumstances require, the pre-consultation notice shall be sent directly by email, it being understood that it may, where appropriate, be protected by an access password provided in a separate message.
- 6.7 Directors and Statutory Auditors are required to inform the Chairperson of the Board of Directors and the Board of Statutory Auditors of any interest, on their own behalf or on behalf of third parties, that they may have in relation to the matters or issues examined by the Board, specifying their nature, terms, origin and scope. This information shall be provided, at the latest, during the discussion of the relevant item on the Agenda.

ARTICLE 7

Conduct of meetings

- 7.1 In compliance with the provisions of Article 17 of the By-Laws, Board meetings are chaired by the Chairperson or, in his/her absence or impediment, by the Vice-Chair, where appointed.
- 7.2 Meetings of the Board of Directors shall be validly constituted when at least half the members in office are present. Board of Directors motions shall be taken by an absolute majority of the votes cast by those present, with abstentions not counted in calculating the majority. The Board of Directors is considered validly constituted when all of the Directors and all of the Statutory Auditors are present.
- 7.3 The order of discussion of items on the Agenda shall be determined by the person presiding over the meeting and may differ from the order originally set out in the call notice, unless the Board of Directors objects. The Board devotes the time it deems necessary and sufficient for an exhaustive discussion of each item on the agenda, also in consideration of the documentation previously shared, to allow informed decisions to be taken.
- 7.4 Board motion proposals are normally formulated by the Chairperson, though each Director may propose alternative formulations. Any dissent expressed during discussion or voting is duly recorded in the minutes, with an indication of any reasons given by the dissenting Director.
- 7.5 Decisions are taken on a collective basis in compliance with the statutory majority and the By-Laws. Each Director takes part in discussions with full knowledge of the facts, independence of judgement and with the diligence required by the nature of the office and his/her specific competences. It is the duty and responsibility of each Director and Statutory Auditor to request additional information, should she/he consider the existing information to be insufficient in order to express an informed opinion on the subjects under discussion, by reporting the need for it at the Board meeting or, with reference to the information received prior to the meeting, also by e-mail well in advance.
- 7.6 Where necessary or appropriate, including upon request of individual Directors, the Chairperson may invite Company and/or Group Executives and/or other persons (including those outside the Company), to participate in Board meetings, where their presence is deemed useful in relation to the matters under discussion. These subjects shall be required to comply with the same confidentiality obligations provided for Directors and Statutory Auditors pursuant to Article 9 of this Regulation.

ARTICLE 8

Meeting minutes

- 8.1 Pursuant to Article 19 of the By-Laws, Board of Directors motions are recorded in minutes that are transcribed in a designated book kept in accordance with law and signed by the Chair of the meeting and the meeting secretary.
- 8.2 Solely to facilitate the recording of the minutes, and unless otherwise ordered by the Chairperson, Board meetings may be recorded by audio-video means. Those attending the meeting shall be informed in advance of any such recording. These recordings shall be deleted as soon as the related minutes are transcribed in the book.
- 8.3 Except where provided for by current legislation in which the minutes are required to be drawn up by a Notary, the minutes of the meetings shall be taken by the Secretary, or, in his/her absence, by the secretary of the meeting.
- 8.4 For the purposes of sharing, the draft minutes prepared by the secretary shall be submitted to the Chair of the meeting, and the final text of the minutes shall normally be submitted to the Board of Directors for approval at the next available meeting. The minutes shall then be transcribed in the book of Board of Directors' motions by the competent corporate functions. Any supporting documentation provided to Directors and Statutory Auditors that is not directly attached to the minutes is retained in the Company's records.
- 8.6 If a Board motion requires immediate execution, the text of the minutes may be shared by email to Directors and Statutory Auditors for their approval (including tacit approval). Pursuant to Article 19.2 of the By-Laws, copies of minutes shall be deemed valid if signed by the Chairperson and the secretary of the meeting.

ARTICLE 9

Confidentiality and privacy obligations

- 9.1 Members of the Board of Directors and the Board of Statutory Auditors are required to keep the documents and information acquired in the performance of their duties confidential, including after their term of office has expired, and may not use such information for purposes other than the performance of those duties, without prejudice to the obligations imposed by the law and by the competent authorities and without prejudice to the provisions of the current Internal management of inside information policy and the Policy for managing the dialogue with shareholders or any other regulations and/or procedures adopted by the Board of Directors.
- 9.2 Each Director and Statutory Auditor is individually responsible for:
- (i) guaranteeing and maintaining the utmost confidentiality with regard to the documents and information received, taking all appropriate precautions;

(ii) ensuring the confidentiality of their authentication data for the electronic document management and sharing platform used by the Company;

Directors and the Statutory Auditors are also subject to specific obligations and prohibitions regarding access to information classifiable as “relevant” or “inside” information, according to the “Internal procedure for the management of inside information” and the applicable Market Abuse regulation.

- 9.3 The Company's external relationships and dealings are reserved to the Company's Chairperson, Chief Executive Officer and Investor Relator. All other Directors and Statutory Auditors are expressly forbidden from commenting externally, including to the press, on the activities and decisions of the Board of Directors and the Board of Statutory Auditors without explicit authorisation from the Chairperson, except where strictly required to do so by the competent authorities, and in any case with the undertaking to disclose the minimum information required by the authority.
- 9.4 Each Director and Statutory Auditor is individually responsible for understanding and applying current legislation and internal procedural rules on the management of inside information and the transactions carried out by him/her or on his/her behalf involving Company shares or related financial instruments.

ARTICLE 10

Board Induction

10.1 The Chairperson - also with the support of persons appointed for this purpose - ensures that all members of the Board of Directors and the Board of Statutory Auditors may take part, after their appointment and during their term of office, in initiatives aimed at providing them with adequate knowledge of the business sectors in which the Company and the Group operate, of corporate dynamics and changes therein, including as regards the Company's sustainable success, in addition to the principles of proper risk management and of the reference regulatory and self-regulatory framework.

ARTICLE 11

Final provisions

- 11.1 The Board of Directors shall periodically verify the adequacy of this Regulation and approve any amendments or additions thereto, with the exception of those consisting in the implementation of legislative, regulatory or statutory changes, for which permanent delegation of authority is given to the Chairperson, who shall report to the Board at the earliest opportunity.
- 11.2 With regard to any matter not expressly mentioned herein and concerning the functioning and functions of the Board, reference shall be made to the provisions contained in the most recent edition of the Corporate Governance Code.

11.3 In the event of discrepancies or doubts as to interpretation, the provisions of the most recent edition of the By-Laws shall prevail over the content of this Regulation.



Regulation of the
Board of Directors
of Piovan S.p.A.

PIOVAN S.p.A.
Via delle Industrie 16 – 30036
S. Maria di Sala VE - Italy