



REGULATIONS OF  
THE NOMINATION  
AND REMUNERATION  
COMMITTEE

Approved by the Board of Directors of Piovan S.p.A. on July 6, 2018, effective as of the first day of trading and subsequently updated on March 19, 2021.



**1. ARTICLE 1**  
**PURPOSE AND SCOPE**

- 1.1 These regulations (the “**Regulations**”), updated following the entry into force of the Corporate Governance Code issued by the Committee for the Corporate Governance of Listed Companies established by Borsa Italiana S.p.A. (the “**Corporate Governance Code**”), govern the composition, duties and functioning of the nomination and remuneration committee of Piovan S.p.A. (the “**Company**”), established by the Board of Directors’ resolution adopted on July 6, 2018, effective as of the date for the start of trading (hereinafter, the “**Nomination and Remuneration Committee**” or the “**Committee**”).

**2. ARTICLE 2**  
**APPOINTMENT AND COMPOSITION**

- 2.1 The Nomination and Remuneration Committee members and its chairperson (the “**Chair**”) shall be appointed and removed by resolution of the Board of Directors.
- 2.2 The Nomination and Remuneration Committee shall consist of at least 3 members, namely non-executive directors, a majority of which shall be independent according to the standards of independence required by the Corporate Governance Code. At least one committee member shall have adequate knowledge and experience in financial matters or remuneration policies, to be assessed by the Board of Directors at the time of appointment. The Chair shall be appointed from among the independent directors.
- 2.3 Upon a proposal of the Chair, the Nomination and Remuneration Committee shall appoint a secretary, who does not need to be one of its members.
- 2.4 The directors shall accept the office as Nomination and Remuneration Committee members only if they are convinced that they can devote the time required to diligently carry out their duties.
- 2.5 Unless otherwise determined by the Board of Directors at the time of appointment, the term of office of the Nomination and Remuneration Committee members shall be the same as that of the Board of Directors to which these members belong.

**3. ARTICLE 3**

**DUTIES**

- 3.1 The Nomination and Remuneration Committee shall have the following proactive and advisory duties:

- (a) to support the Board of Directors in the definition of the optimal composition of the Board and its committees and in the self-evaluation of the Board and its Committees;
- (b) to assist the Board of Directors in identifying candidates in case of directors co-optation;
- (c) to support the Board of Directors in the development, updating and implementation of any succession plan for the chief executive officer and the other executive directors;
- (d) to assist the Board of Directors in defining the remuneration policies for directors and key management personnel;
- (e) to regularly assess the adequacy, overall consistency and practical application of the policy for the remuneration of directors and key management personnel;
- (f) to submit proposals or express opinions to the Board of Directors on the remuneration for executive directors and other directors holding specific offices, as well as setting the performance targets related to the variable component of the said remuneration, monitoring the implementation of the decisions taken by the Board itself and the actual achievement of the performance targets;
- (g) to express an assessment on particular and specific remuneration issues which the Board of Directors may request it to examine.

3.2 The Nomination and Remuneration Committee shall be entitled to have access to information and to the corporate departments and structures, ensuring appropriate functional and operational links with these for the performance of its duties. The Nomination and Remuneration Committee may use external consultants at the Company's expense and, in any event, within the budget limits approved by the Board of Directors, subject to verification that such consultants are not in situations that actually compromise their independent judgment and, in particular, that they do not provide the human resources department, the directors or the key management personnel with any services of such significance as to concretely affect the independent judgment of the consultants themselves.

3.3 The Chair of the Nomination and Remuneration Committee shall report *(i)* to the Board of Directors, at least once every six months, on the Committee's activities, and *(ii)* to the Shareholders' Meeting, on an annual basis on the occasion of the approval of the financial statements on the procedures adopted for the exercise of its functions.

**4. ARTICLE 4**  
***CONVOCATION, CONDUCT AND MINUTES OF MEETINGS***

- 4.1 The Nomination and Remuneration Committee shall be convened by its Chair, whenever the Chair deems it appropriate and at least once every six months, or when requested either by the executive directors or the Chair of the Board of Statutory Auditors or the Chair of the Board of Directors.
- 4.2 The notice of call, stating the date, time and place of the meeting and the list of the items on the agenda, together with all information required for the discussion, shall be sent by the Chair or by the Secretary, if appointed, upon the instructions of the Chair, at least five days before the date set for the meeting. In case of urgency, the notice period may be shorter.
- 4.3 The Nomination and Remuneration Committee meetings shall be chaired by the Chair or, if he or she is absent or unable to participate, by a member chosen by the attendees.
- 4.4 The Nomination and Remuneration Committee meetings shall be attended by the Chair of the Board of Statutory Auditors (or by another auditor appointed by the Chair); in any case the other auditors may also attend. The Nomination and Remuneration Committee Chair is entitled to invite to the Nomination and Remuneration Committee meetings any other person whose attendance may help the Nomination and Remuneration Committee to better perform its functions.
- 4.5 No director shall attend Nomination and Remuneration Committee meetings in which proposals are submitted to the Board of Directors relating his or her remuneration.
- 4.6 The Nomination and Remuneration Committee may also hold its meetings by telecommunication means, provided that all participants can be identified and that such identification is acknowledged in the relevant minutes, and that they are able to follow and participate in real time in the discussion of the matters under examination and, if need be, to exchange documents.
- 4.7 The Nomination and Remuneration Committee meetings shall be reported in writing. The Chair and the secretary shall sign the minutes of the meetings, to be kept by the secretary in chronological order.
- 4.8 The majority of the members in office must attend the Nomination and Remuneration Committee meetings for the same to be valid.
- 4.9 The decisions of the Nomination and Remuneration Committee shall be taken by absolute majority of the members in office.

**5. ARTICLE 5**  
***AMENDMENTS TO THE REGULATIONS***

5.1 The Nomination and Remuneration Committee shall regularly review the adequacy of these Regulations at least annually, and submit any amendments or additions to the Board of Directors.

**6. ARTICLE 6**  
***FINAL PROVISIONS***

6.1 For any matter not expressly regulated herein and for any matter relative to the functioning and functions of the Committee, reference shall be made to the provisions of the Corporate Governance Code, in the version in force from time to time, as applicable.





Regulations of the nomination and  
remuneration committee  
of Piovan S.p.A.

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