



**REGULATIONS**  
**OF THE**  
**SUSTAINABILITY COMMITTEE**

**ARTICLE 1 - PRELIMINARY PROVISIONS**

These Regulations (“**Regulations**”) define the composition, the appointment, the duties and the operating rules of the Sustainability Committee (“**Committee**”) of SAFILO GROUP S.p.A (“**Company**”).

**ARTICLE 2 - COMPOSITION**

The members of the Committee are appointed and may be dismissed by means of a resolution of the Board of Directors.

The Committee is composed of members chosen among members of the Board of Directors of the Company and managers of the Group, taking into account their role and the functions performed in connection with sustainability matters. The number of the Committee members is established by the Board of Directors at the time of appointment, and in any case such number shall be included between a minimum of 4 and a maximum of 7 members.

Except for resignation or revocation, the members of the Committee remain in office for a three-year period corresponding to the office term of the Board of Directors that has appointed them. Any members appointed as replacement of the original members will expire together with those in office at the time of their appointment.

**ARTICLE 3 - CHAIRMANSHIP**

The Committee appoints among its members a Chairman whose responsibility is to convene and lead the meetings of the Committee, coordinating and planning the activities of the Committee.

**ARTICLE 4 - MEETINGS**

The Committee is convened, for the performance of its duties, by the Chairman any time he/she deems it necessary, on his/her initiative or following a written request from at least one member, and in any case always prior to the meeting of the Board of Directors called to resolve upon the approval of the annual non-

financial statements.

The meetings are held at the registered office of the Company or in another location indicated by the Chairman, or exclusively by means of teleconference and/or videoconference (and, therefore, not in a specific physical place) in compliance with the conditions set forth below.

The notice, including the date, time and location, if any, of the meeting as well as the list of the items to be discussed, shall be sent by email to each one of the members with at least a 5 day notice, or at least a 2 day notice in case of an emergency.

The Committee may however take valid decisions, even without a formal notice of call, if all the members are present.

The Chairman presides over the Committee meetings, in his/her absence or impediment the oldest member will take the chair; participation to the Committee meetings via video and/or teleconference is permitted (of some or of all its members, in case the meeting is convened exclusively by means of teleconference and/or videoconference), on condition that it is possible to identify all participants (and such identification must be reported in the related minutes) and they must be able to follow the discussion of the items on the agenda and intervene in real time and exchange, if it is the case, documents.

The members of the Board of Statutory Auditors may participate to the meetings.

The Chairman may invite to attend the meetings of the Committee, without voting rights, the Chairman of the Board of Directors and the Chief Executive Officer-(should they not be included among the members of the Committee itself), other Directors, the managers of the audit company appointed from time to time to issue the report provided by Legislative Decree No. 254 of December 30, 2016 (“**D. Lgs. 254/2016**”) and external third parties whose presence may be of help in the better performance of the Committee’s functions, and also, by informing the Chief Executive Officer, the managers of the corporate functions, competent with reference to the topics on the agenda.

The supporting documentation shall be made available to the members of the Committee on the same date the meeting notice of call is sent out, when possible, and in any case at least two days before the Committee meeting, save for exceptional justified cases when the documentation can be provided directly during the meeting.

The confidentiality of the documentation supporting Committee meetings is guaranteed through the use of a dedicated online platform where the documentation to be discussed during the Committee is uploaded, with password-protected access.

In the performance of its duties, the Committee is entitled to have access to the Company information and functions necessary for the performance of its tasks, as well as to consult with external advisors of its choice and at the Company’s expenses, provided that they are bound by a confidentiality agreement and on condition that their independence and lack of conflicts of interests have been verified, chosen among subjects of renowned professionalism and competence.

#### **ARTICLE 5 - ESTABLISHMENT AND RESOLUTIONS**

The Committee meetings are validly held if the majority of its members are in attendance.

The resolutions of the Committee are considered valid with a favourable vote from the majority of the

members in attendance. Should the votes be equal, the person chairing the meeting will have the casting vote.

#### **ARTICLE 6 - MINUTES**

Minutes must be taken of the meetings of the Committee which, transcribed in the book held for this purpose, must be signed by the person chairing the meeting and the secretary appointed from time to time, even from among those who are not members of the Committee.

The minutes of the meetings of the Committee are filed in chronological order. Copy of the minutes shall be sent to the members of the Committee and of the Board of Statutory Auditors.

#### **ARTICLE 7 - NOTIFYING THE BOARD OF DIRECTORS**

The Chairman of the Committee notifies the Board of Directors of all activities it carries out at the first possible Board meeting, and in any case on a half-yearly basis.

#### **ARTICLE 8 - REMUNERATION**

The members of the Committee have the right to be reimbursed for expenses incurred for reasons relating to their office and the Board of Directors may award additional remuneration to the members.

#### **ARTICLE 9 - FINANCIAL RESOURCES**

Financial resources, adequate to the performance of its duties, shall be made available to the Committee. To this end, the Board of Directors may alternatively resolve to allocate an ad hoc budget to the Committee or, from time to time, to pay for expenses that could be needed.

#### **ARTICLE 10 – DUTIES OF THE COMMITTEE**

The Committee, in compliance with the recommendations of the Corporate Governance Code for Listed Companies, in the version in force from time to time (the “Code”) has the duty to support the Board of Directors, with preliminary, proposing and consultative functions, in the evaluations and the decisions relating to the pursuit of the Group’s sustainable success. In this regard, the Committee shall:

- a. supervise sustainability issues related to the relevant business and to its interactions with all the stakeholders;
- b. support the Board of Directors in the definition of the sustainability strategy, also through:
  - 1) the analysis of matters that are relevant for the long-term value generation and the definition of the materiality matrix;
  - 2) the development of an action plan to address the relevant sustainability items, through the identification of the related actions, necessary resources and the related benefits;
- c. monitor the actual implementation of the sustainability strategy approved by the Board of Directors;

- d. oversee the evolution of sustainability also in the light of the related international guidelines and principles, monitoring the Group positioning on the market with reference to sustainability topics (such as for example green bonds, participation and inclusion in sustainability indexes, ESG principles and performance);
- e. verify the general layout of the consolidated non-financial report and the development of the related contents and the completeness and transparency of the information provided by means of the said non-financial report, reporting the results of its examination, through its Chairman, to the Control and Risk Committee entrusted with the task of assessing whether the periodic financial and non-financial information is suitable to correctly represent the company's business model, its strategies, the impact of its business and the performance achieved;
- f. express opinions on policies and information related to sustainability;
- g. express opinions, upon request of the Board of Directors, on any other matter related to sustainability.

#### **ARTICLE 11 - AMENDMENTS**

These Regulations may be amended by resolution of the Board of Directors, which may from time to time delegate to its members any power to amend these Regulations, within specific limits of their powers.

The Committee verifies periodically the adequacy of the present Regulations and submits to the Board of Directors any proposal of amendment or integration.