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# Report on corporate governance and ownership structure

At 31 December 2021



# **Report on corporate governance and ownership structure**

*at 31 December 2021*

Pursuant to art. 123-bis Consolidated Law on Finance  
*(traditional management and control model)*

Approved by the Board of Directors of Be Shaping the Future S.p.A. on 15 March 2022 and available to the public on the website [www.be-tse.it](http://www.be-tse.it)

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## Main definitions

The main definitions used in this Report, in addition to those contained in the body of the document, are illustrated below.

<b>Director or Directors</b>	member or members of the Board of Directors of the Issuer.
<b>Shareholders' Meeting</b>	the Meeting of the Issuer's shareholders.
<b>Borsa Italiana</b>	Borsa Italiana S.p.A..
<b>Italian Civil Code</b>	Italian Royal Decree no. 262 of 16 March 1942, as amended from time to time.
<b>Corporate Governance Code</b>	the current Corporate Governance Code for listed companies, in the January 2020 version, approved by the Corporate Governance Committee and promoted by Borsa Italiana, ABI, Ania, Assogestioni, Assonime and Confindustria and available on the Borsa Italiana website at <a href="http://www.borsaitaliana.it">www.borsaitaliana.it</a> .
<b>Board of Statutory Auditors</b>	the Board of Statutory Auditors of the Issuer.
<b>Corporate Governance Committee</b>	the Italian Corporate Governance Committee established by Business associations (ABI, ANIA, Assonime, Confindustria) and professional investors (Assogestioni) as well as Borsa Italiana.
<b>Board or Board in Office, or Board of Directors</b>	the Issuer's Board of Directors.
<b>Consob</b>	means the National Commission for Companies and the Stock Exchange (Commissione Nazionale per le Società e la Borsa).
<b>Date of Reference</b>	31 December 2021.
<b>Issuer, Be or the Company</b>	Be Shaping the Future S.p.A.
<b>FY or FY 2021</b>	the financial year which ended on 31 December 2021 to which this Report refers.
<b>Group or Be Group</b>	the group of companies established by Be and by the companies controlled directly and indirectly by the same pursuant to art. 93 of the Consolidated Law on Finance.
<b>Stock Market Regulation Instructions</b>	the Stock Market Regulation instructions, as amended and supplemented from time to time.
<b>MAR</b>	(EU) Regulation no. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation).
<b>Body or Supervisory Body</b>	the Supervisory Body of the Issuer pursuant to Italian Legislative Decree 231/2001.
<b>Be RPT Procedure</b>	Be's internal procedure for related party transactions approved by the Board of Directors on 12 March 2010 (subsequently amended on 23 January 2014, 13 February 2014, 15 May 2014, 1 July 2014 and, lastly, 11 May 2017).
<b>Stock Market Regulations</b>	the Regulations of the markets organised and managed by Borsa Italiana, as amended and supplemented from time to time.
<b>Consob RPT Regulations</b>	the Regulations issued by Consob with resolution no. 17221 of 12 March 2010 (as subsequently amended) regarding related party transactions.
<b>Issuers' Regulation</b>	the implementing Regulation of the Consolidated Law on Finance concerning the regulation of issuers, issued by Consob with resolution 11971 of 14 May 1999, as amended and supplemented from time to time.
<b>Report</b>	this Report on corporate governance and ownership structure, prepared pursuant to art. 123-bis of the Consolidated Law on Finance.
<b>Report on Remuneration</b>	the Report on the remuneration policy and on fees paid, prepared pursuant to art. 123-ter of the Consolidated Law on Finance and art. 84-quater of the Issuers' Regulation, available by law at the registered office and on the website of the Issuer at <a href="http://www.be-tse.it">www.be-tse.it</a> .
<b>ICRMS</b>	the internal control and risk management system adopted by the Company.
<b>Statutory Auditor or Statutory Auditors</b>	member or members of the Board of Statutory Auditors of the Issuer.
<b>Articles of Association</b>	the articles of association of the Issuer.
<b>Consolidated Law on Finance</b>	Italian Legislative Decree no. 58 of 24 February 1998, as amended and supplemented from time to time.

## 1. Profile of Be Group

The Be Group (Be for short) is one of the leading Italian players in the IT Consulting sector. The Group provides Business Consulting, Information Technology, Professional Services and Digital Business (this last CGU created starting from the first half of 2020). A combination of specialist skills, advanced proprietary technologies and a wealth of experience enable the Group to work with leading financial and insurance institutions and Italian industries to improve their competitive capacity and their potential to create value. With nearly 1,800 employees and branches in Italy, Germany, United Kingdom, Switzerland, Austria, Poland, Luxembourg, Czech Republic, Ukraine, Albania, Spain and Romania, in 2021 the Group recorded total revenues of Euro 235.3 million.

Be, listed on the high performance (requirement) equities segment (STAR) of the Euronext Milan market of Borsa Italiana, performs management and coordination activities for the Group companies pursuant to articles 2497 et seq. of the Italian Civil Code, through control and coordination of operating, strategic and financial decisions of the subsidiaries and through management and control of reporting flows in readiness for preparation of the annual and interim accounting documents.

### Business areas

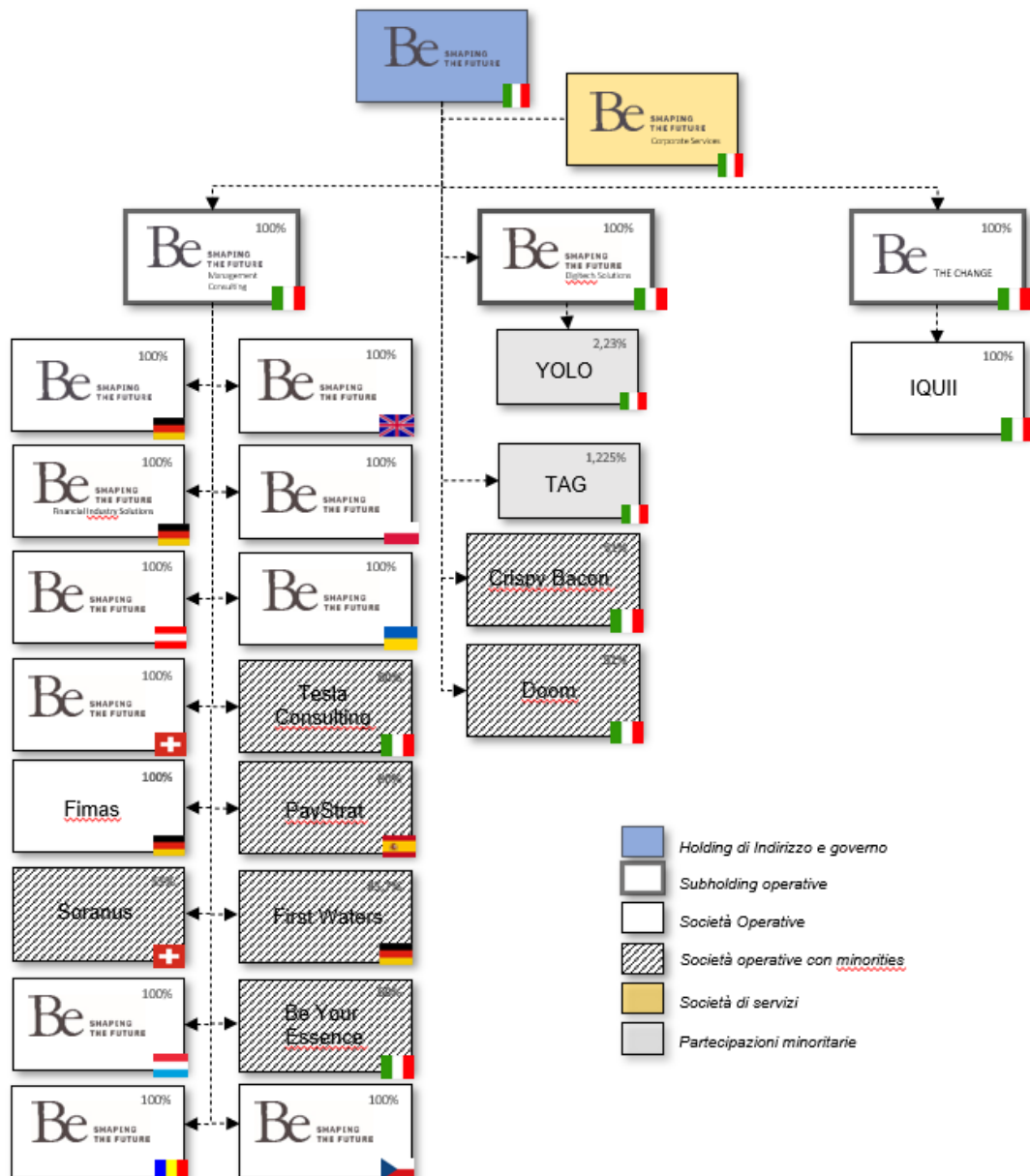
The Be Group specialises in the IT Consulting segment of the Financial Services sector. The organisation is divided by design into the different specialisations of business consulting, the provision of solutions and platforms and the professional services of the ICT Solutions segment and the new Digital business unit.

The model is that of a specialised company built around business, functional or process-related systems:

- a) **Business Consulting** focuses on the capacity to support the financial services industry in implementing business strategies and/or creating important plans for change. Its specialist skills are in constant development in the areas of payment systems, planning & control methods, regulatory compliance, information gathering and corporate governance systems for financial processes and asset management;
- b) **ICT Solutions**, i.e. the capacity to bring together business skills and technology solutions, products and platforms, creating theme-based business lines also as part of highly specialised segment-leading applications;
- c) **Digital business** is the segment that aims to assist customer companies, and in particular the European Financial Industry, in implementing the digital transformation generated by the new business channels. In particular, the Group's offer focuses on the development of web, mobile and social media applications, the production and distribution of digital content, vertical digital solutions and support for human mobility.

The services provided by the Group during the year addressed three main types of customers: 1) financial institutions, such as: *i*) banks and insurance companies (Finance Area); *ii*) operators belonging to the utilities sector and to industry (Industry Area); 2) to a lesser extent, central public administrations (CPA); and 3) other domestic public organisations and local public administrations (LPA).

The following chart shows the Group structure at the Date of Reference.



The Be Group is aware that the role of management consulting has changed over time, as well as the fact that it is now widely accepted that every company, in addition to generating profit, must also have a positive impact on society and on the environment. It is committed to building a sustainable economy that generates long-term benefits through the entire organisation of which it is composed.

Social responsibility is held under special consideration by the Be Group and plays an important role in building a better work world and a responsible community able to protect the environment, develop its people and prosper, promoting innovation and generating new business. The Be Group is aware that the most important impact it can have on society is to sustain stability and global and local economic growth its activities.

Operational leadership of Corporate Social Responsibility of the Be Group is assigned to the Chief Executive Officer, who establishes the objectives and ensures that the sustainability developments are monitored. In order to strengthen strategic support and governance for sustainability, he is supported

in this task by a specific organisational Corporate Social Responsibility department that was created in 2021 and is responsible for monitoring and reporting on sustainability impacts.

Therefore, in the belief that ethics in conducting business should be pursued together with the success of the company and the reduction of risk, the Be Group, in order to increase the value for shareholders and develop the skills and professional growth of its human resources, adapts its internal and external activities to comply with the principles of transparency, fairness, professional commitment and moral rigour contained in its Code of Ethics, which identifies the shared values, principles and duties in terms of business management, labour standards, respect for human rights and respect for the environment, with respect to which all those who work for Group companies must adhere.

In this regard, reference is also made to the Non-Financial Statement pursuant to Legislative Decree no. 254/2016 published by the Company, available at [www.be-tse.it/en/sustainability](http://www.be-tse.it/en/sustainability).

### **System of Governance**

In compliance with the provisions of art. 123-bis of the Consolidated Law on Finance, on the occasion of the Shareholders' Meeting convened to approve the financial statements, Be draws up an annual report on its system of governance, indicating the level of compliance with the principles and the recommendations contained in the Corporate Governance Code and with international best practices.

In line with the Articles of Association, the Issuer is organised according to the traditional management and control model set forth in articles 2380-bis and foll. of the Italian Civil Code, with the presence of the following bodies and committees:

- a) Shareholders' Meeting;
- b) Board of Directors;
- c) Board of Statutory Auditors;
- d) Appointments and Remuneration Committee;
- e) Control and Risk Committee;
- f) Supervisory Body;
- g) Independent Auditors.

Information on the Company's governance structure and on the implementation of the recommendations of the Corporate Governance Code is illustrated below.

### **Non-financial statement**

The Company has published, on a mandatory basis, the Non-Financial Statement pursuant to Legislative Decree no. 254/2016, available at <https://www.be-tse.it/en/sustainability>.

### **SME**

The Company is classified as a "SME" as set forth in art. 1, paragraph 1, letter w-quater.1 of the Consolidated Law on Finance and art. 2-ter of the Issuers' Regulation. Based on the data available to the Company, at the Date of Reference, the value of consolidated revenues was Euro 235,257 thousand, of which Euro 232,923 thousand for operating revenues and Euro 2,334 thousand for other revenues and income; the Company's capitalisation value on the same date was Euro 353,839,279.

The Company does not fall within the definition, pursuant to the Corporate Governance Code, of a "large company" or a "concentrated ownership company" (see paragraphs 4.3, 4.7. 7.1 and 7.2 of the Report, which illustrates the use of the relative flexibility options for the application of the Corporate Governance Code).

## 2. Information on ownership structure (pursuant to art. 123-bis, paragraph 1, of the Consolidated Law on Finance) at 31/12/21

### a) Share capital structure (pursuant to art. 123-bis, paragraph 1, letter a) of the Consolidated Law on Finance)

At the Date of Reference, Be's issued and fully paid-up share capital totalled Euro 27,109,164.85 divided into 134,897,272 ordinary shares with no face value indicated pursuant to art. 2346, paragraph 3 of the Italian Civil Code.

At the Date of Reference, the Company had not issued categories of further shares with respect to ordinary shares or other financial instruments that give the right to subscribe newly-issued shares.

At the Date of Reference, there were no share-based incentive plans that entailed even free share capital increases.

SHARE CAPITAL STRUCTURE				
	No. of shares	No. of voting rights	Listed (indicate the markets) / unlisted	Rights and obligations
Ordinary shares	134,897,272	134,897,272	FTSE All-Share Capped, FTSE Italia All-Share, FTSE Italia STAR, FTSE Italia Small Cap, FTSE Italia Tecnologia, FTSE Italia Tecnologia	The ordinary shares are registered, indivisible, freely transferable and grant their holders equal rights. The possibility of increasing the vote is not envisaged.
Preferred shares	/	/	/	/
Shares with multiple voting rights	/	/	/	/
Other categories of shares with voting rights	/	/	/	/
Savings shares	/	/	/	/
Convertible savings shares	/	/	/	/
Other categories of shares without voting rights	/	/	/	/
Other	/	/	/	/



The Shares have no face value.

At the Reference Date, the Company held 7,157,460 treasury shares, equal to 5.31% of the share capital.

**b) Restrictions to the transfer of securities (pursuant to art. 123-bis, paragraph 1, letter b), of the Consolidated Law on Finance)**

At the Date of Reference, the Articles of Association did not envisage restrictions to the transfer, or limitations to the possession of the shares of the Issuer, or preference clauses.

**c) Significant shareholders (pursuant to art. 123-bis, paragraph 1, letter c), of the Consolidated Law on Finance)**

Significant shareholders of Be, with direct or indirect interests, according to the correspondence received from the Company pursuant to art. 120 of the Consolidated Law on Finance up until the Date of Reference are shown below:

<b>SIGNIFICANT SHAREHOLDERS</b>			
<b>Declarant</b>	<b>Direct shareholder</b>	<b>% of ordinary share capital</b>	<b>% of voting share capital</b>
Tamburi Investment Partners S.p.A.	Tamburi Investment Partners S.p.A.	28.28%	28.28%
Stefano Achermann	Stefano Achermann	4.73%	4.73%
	Innishboffin S.r.l.	8.04%	8.04%
	<b>Total Stefano Achermann</b>	12.77%	12.77%
Carlo Achermann	Carma Consulting S.r.l.	2.15%	2.15%
Be	Be	5.31%	5.31%

As at the date of approval of this Report, the Company holds 7,157,460 treasury shares, representing 5.31% of share capital.

**d) Securities that grant special rights (pursuant to art. 123-bis, paragraph 1, letter d), of the Consolidated Law on Finance)**

At the Date of Reference, the Company's shares are ordinary, named and freely transferable, and each of the same grants one voting right in ordinary and extraordinary Shareholders' Meetings. Each share grants the same equity and administrative rights, in accordance with the applicable provisions of the Law and the Articles of Association.

The Company has not issued securities that grant special rights of control, and the Articles of Association do not envisage premium shares or shares with multiple voting rights. The Company is subject to the special powers of the Italian State pursuant to Law Decree no. 21 of 15 March 2012, converted with Law no. 56 of 11 May 2012.

**e) Shares held by employees: mechanism to exercise voting rights (pursuant to art. 123-bis, paragraph 1, letter e), of the Consolidated Law on Finance)**

At the Date of Reference, there are no share-based arrangements in place with employees.

**f) Restrictions to voting rights (pursuant to art. 123-bis, paragraph 1, letter f), of the Consolidated Law on Finance)**

At the Date of Reference, there are not restrictions to voting rights. Specifically, there are no restrictions on voting rights at a specific percentage or certain number of votes, terms enforced to exercise the voting right or systems in which, with the cooperation of the Company, the financial rights connected to the securities are separate from their ownership.

**g) Shareholders' agreements (pursuant to art. 123-bis, paragraph 1, letter g), of the Consolidated Law on Finance)**

On 26 March 2018, Stefano Achermann, Carlo Achermann, iFuture Power in Action S.r.l. and Tamburi Investment Partners S.p.A. (**TIP**) finalised a shareholders' agreement, considered relevant pursuant to art. 122 of the Consolidated Law on Finance, with a view to coordinating the possible exercise of the rights and the prerogatives of the Parties acting as shareholders of Be (the **2018 Agreement**).

On 6 November 2020, a total proportional spin-off of iFuture Power in Action S.r.l. in favour of Carma Consulting S.r.l. and Innishboffin S.r.l., companies respectively controlled by Carlo Achermann and Stefano Achermann, was stipulated.

On 16 November 2020, to account for the aforementioned spin-off, Stefano Achermann, Carlo Achermann, Carma Consulting S.r.l., Innishboffin S.r.l. and TIP finalised a shareholders' agreement, with the same content as the 2018 Agreement, considered relevant pursuant to art. 122 of the Consolidated Law on Finance, with a view to coordinating the possible exercise of the rights and the prerogatives of the parties acting as shareholders of Be, with duration of 3 years from the signing date (the **Shareholders' Agreement**).

On 26 November 2020, TIP purchased an additional 5,500,000 ordinary shares of Be and, consequently, the parties to the Shareholders' Agreement signed - on 30 November 2020 - an amendment to the agreement in order to contribute the additional shares purchased by TIP.

On 22 June 2021, Stefano Achermann sold to Innishboffin S.r.l., its subsidiary, which purchased 207,039 ordinary Be shares, already assigned to the Shareholders' Agreement.

On 10 September 2021, Carma Consulting S.r.l. sold no. 85,000 ordinary Be shares, which are therefore no longer transferred to the Shareholders' Agreement. Subsequently, on 27 September 2021, Carma Consulting sold to TIP, which purchased, 1,070,000 ordinary Be shares, already contributed to the Shareholders' Agreement.

More specifically, pursuant to the Shareholders' Agreement:

- (i) with a view to identifying the initiatives that are the most suitable and useful to enhance their investment in the Company, the Parties have decided to discuss this at meetings, which will be convened when deemed necessary, by one of the same, without prejudice to the opportunity for the Parties to meet whenever a Shareholders' Meeting has been planned;

- (ii) without prejudice to the Parties' right to purchase shares of Be, or to transfer all or part of the shares that are covered by the Shareholders' Agreement (the **Syndicated Shares**), each Party has undertaken (a) to advise the other Parties in writing of any purchase of Be shares or of any transfer of Syndicated Shares that the same makes, within and not exceeded 5 working days from the date on which said transaction was finalised; and (b) to advise of changes to the Shareholders' Agreement in accordance with the terms and the procedures envisaged by the law in force at the time;
- (iii) each Party has undertaken vis-à-vis the other Parties not to make purchases of additional Be shares with respect to the Syndicated Shares or other transactions or agreements of any nature or type, which would lead to a joint obligation of the Parties to make a public tender offer on Be's shares pursuant to the provisions of the law or regulations in force at the time.

The arrangements contained in the Shareholders' Agreement regarded 58,287,622 ordinary shares of the Company, corresponding to 43.21% of the Company's share capital.

#### **h) Change of control clauses (pursuant to art. 123-bis, paragraph 1, letter h), of the Consolidated Law on Finance) and provisions of the Articles of Association regarding public tender offers (pursuant to articles 104, paragraph 1-ter and 104-bis, paragraph 1, of the Consolidated Law on Finance)**

Be and its subsidiaries are not parties, within the scope of their ordinary activities, to contracts that contain change of control clauses, with the exception of a loan agreement signed by Be and a major Italian bank. This agreement contains clauses that may allow this institute to terminate or withdraw from the contract if a third party acquires direct or indirect control of Be.

The provisions of the Articles of Association do not exempt the regulation of the passivity rule envisaged by art. 104, paragraphs 1 and 1-bis, of the Consolidated Law on Finance. Furthermore, the Articles of Association do not envisage the application of the neutralisation rules envisaged by art. 104-bis, paragraphs 2 and 3, of the Consolidated Law on Finance.

#### **i) Delegations to increase share capital and authorisation to purchase treasury shares (pursuant to art. 123-bis, paragraph 1, letter m), of the Consolidated Law on Finance)**

During the Financial Year, the Shareholders' Meeting has not delegated the Board of Directors to increase the Company's share capital.

Pursuant to article 7 of the Articles of Association, the Extraordinary Shareholders' Meeting - and therefore not the Board of Directors - may issue participatory financial instruments.

On 22 April 2021, the Shareholders' Meeting (i) revoked the resolution approving the purchase and disposal of treasury shares passed on 22 April 2020 and (ii) approved, on the proposal of the Board of Directors, and with the favourable opinion of the Board of Statutory Auditors, a plan for the purchase and sale, in one or more tranches, also on a rotating basis, of the Company's ordinary shares, up to the maximum number permitted by the Law (represented by a number of shares not exceeding 20% of share capital), also to be calculated on the basis of legislative and regulatory provisions in force at the time and the share capital existing at the time of each purchase, also considering the shares of Be that may be, on each occasion, held by the Company's subsidiaries and in any event within legal limits.

The authorisation was issued, as this is deemed to be a valid instrument, which will enable the Company to pursue the following objectives: (i) the sale and/or the exchange of treasury shares in view of and/or as part of agreements with strategic partners, which are part of the Company's growth plans; (ii) the performance of investment transactions consistent with the Company's strategic guidelines, also by means of the swap, exchange, contribution, transfer or any other deed of disposal of the treasury shares, for the acquisition of equity investments or share packages or other extraordinary transactions, including therein those relating to extraordinary funding, which imply the assignment or disposal of treasury shares (such as by way of example, mergers, spin-offs, issue of convertible bonds or warrants, etc.); (iii) the allocation (of all or part) of its treasury shares, at the discretion of the Board of Directors, to the implementation of incentive plans based on Be's shares for Directors and/or key employees of the Company or of the companies controlled by the same.

The authorisation was also issued to enable the Company - in the event that it is not necessary to use all of the treasury shares for which the purchase for the above-indicated purposes - to carry out measures to stabilise the Company's shares, in accordance with legislative and regulatory provisions in force, by facilitating trading of said securities at time of scarce market liquidity, and by encouraging regular trading.

The unit price for the purchase and disposal of treasury shares was established on a case by case basis for each transaction, taking into consideration the share capital and shareholders' equity, as well as the necessary flexibility for these types of transactions, as follows: (a) at a minimum price not less than 10% (ten percent) of the reference price that the stock will have recorded in the stock market session of the day prior to the day in which each individual transaction takes place; (b) at a maximum price no greater than 10% (ten percent) of the reference price that the stock will have recorded in the stock market session of the day prior to the day in which each individual transaction takes place, without prejudice to (i) the power of the Board of Directors to establish, on each occasion, any further conditions, procedures and terms of the deed of disposal and that (ii) said price limit in the case of disposal will not apply to disposal measures other than the sale, and specifically in the event of the swap, exchange, contribution, transfer or other deed of disposal of treasury shares made as part of the acquisition of equity investments or the implementation of industrial projects or other extraordinary funding transactions, which imply the assignment or the disposal of treasury shares (such as by way of example, mergers, spin-offs, issue of convertible bonds or warrants etc.) or in the event of the assignment of the shares to directors and/or employees of the Company or of companies controlled by the same (for example, as part of incentive plans based on Be shares). In these cases, different criteria may be applied, in line with the objectives pursued and taking market practices, the instructions of Borsa Italiana S.p.A. and the recommendations of Consob into account.

The shares may be purchased up until the end of the eighteenth month from the date on which the Shareholders' Meeting resolved to approve the same.

The purchase transactions may be performed on the market, in one or more tranches, also on a rotating basis, in accordance with legal restrictions, on regulated markets in accordance with the modus operandi established in the regulations for the organisation and management of said markets and agreed with Borsa Italiana, which enable equal treatment of shareholders to be observed, pursuant to article 132 of the Consolidated Law on Finance (as subsequently amended and supplemented) and of art. 144-bis, paragraph 1, letter b), of the Issuers' Regulation, as well as in compliance with any other applicable legislation, or following a different procedure, where permitted by art. 132, paragraph 3, of the Consolidated Law on Finance, or by other legislative or regulatory provisions applicable at the time of the transaction. The purchase transactions may also be performed through the use of public tender offers or public exchange offers pursuant to art. 144-bis, paragraph 1, letter a) of the Issuers' Regulation, subject to a resolution of the Board of Directors in accordance with legislation in force.

Transactions to dispose of treasury shares purchased and held in the portfolio on each occasion, within legal limits, may be carried out at any time without time limits - with a view to pursuing the objectives illustrated above - even before the purchases, in one or more tranches, on the market, *en bloc* or through offers to shareholders and employees, to external staff and Directors have been exhausted, or as a consideration in the event of the swap, exchange, contribution, transfer or other deed of disposal of treasury shares made as part of the acquisition of equity investments or the implementation of industrial projects or other extraordinary funding transactions, which imply the assignment or the disposal of treasury shares (such as by way of example, mergers, spin-offs, issue of convertible bonds or warrants etc.) or as part of share-based incentive plans. The Company may carry out measures to stabilise the Company's shares, as well as intervene on the performance of the securities with regard to contingent market situations, by facilitating the trading of said securities at times of scarce market liquidity, and by encouraging regular trading. The Shareholders' Meeting also authorised the Board of Directors to establish on each occasion, in accordance with legislative and regulatory provisions, any other term, procedure and condition of the arrangements for the shares that is deemed to be most suitable.

At the Date of Reference, the Company held 7,157,460 treasury shares in the portfolio, representing 5.31% of share capital.

As at the date of approval of this Report, the Company holds 7,157,460 treasury shares, representing 5.31% of share capital.

At a meeting on 15 March 2022, the Board of Directors resolved to submit a proposal to renew the authorisation to purchase and dispose of treasury shares to the Shareholders' Meeting; in this respect, the Board specifically resolved:

- to revoke, for the portion not yet carried out, the resolution authorising the purchase and disposal of treasury shares, approved by the Shareholders' Meeting on 22 April 2021;
- to authorise, pursuant to and for the purposes set forth in article 2357 of the Italian Civil Code, the purchase, in one or more tranches, also on a rotating basis, of a maximum number (i.e., maximum quantity of treasury shares held in the portfolio on a case-by-case basis) of shares of the Company which, pursuant to article 2357, third paragraph of the Italian Civil Code, represents 20% of the share capital as per resolution, and increases and/or reductions of capital during the authorisation period, or the number of a possible different percentage that may be established by regulatory changes that take place during the authorisation period, also taking into account the shares that may be held by subsidiaries of the Company on a case-by-case basis and in any case pursuant to the legal limits, for the purposes pursuant to the Board of Directors' report, and under the following terms and conditions (as well as, in any case, in accordance with the conditions governed by the legislation in effect at the time, outlining the conditions with regard to the trading of treasury shares, in terms of purchase price and daily volumes, and in accordance with (EU) Regulation no. 596/2014, of the relative EU and national implementation legislation and market practices in effect at the time, as established by the relative supervisory authorities pursuant to art. 13 of (EU) Regulation no. 596/2014):
  - that the shares may be purchased up until the end of the eighteenth month from the date of the resolution;
  - that the purchase transactions may be performed on the market, in one or more tranches, also on a rotating basis, in accordance with legal restrictions, on regulated markets in accordance with the *modus operandi* established in the regulations for the organisation and management of said markets and agreed with Borsa Italiana S.p.A., which enable equal treatment of shareholders to be observed, pursuant to article 132 of Italian Legislative Decree no. 58 of 24 February 1998 (as subsequently amended and supplemented) and of article 144-bis, paragraph 1, letter b), of the Regulation adopted with Consob resolution no. 11971/1999 (as subsequently

amended and supplemented), as well as in compliance with any other applicable legislation, or following a different procedure, where permitted by article 132, paragraph 3, of the aforementioned Italian Legislative Decree no. 58 of 24 February 1998, or by other legislative or regulatory provisions applicable at the time of the transaction. The purchase transactions may also be performed through the use of public tender offers or public exchange offers pursuant to article 144-bis, paragraph 1, letter a) of the aforementioned Consob Regulation 11971/1999, subject to a resolution of the Board of Directors in accordance with legislation in force;

- that the unit price for the purchase and disposal of treasury shares will be established on a case-by-case basis for each day of operation, taking into consideration the share capital and shareholders' equity, as well as the necessary flexibility for these types of transactions, as follows: (a) at a minimum price not less than 10% (ten percent) of the reference price that the stock will have recorded in the stock market session of the day prior to the day in which each individual transaction takes place; (b) at a maximum price no greater than 10% (ten percent) of the reference price that the stock will have recorded in the stock market session of the day prior to the day in which each individual transaction takes place and in any case not higher than the price of Euro 3.45, i.e. the price at which Engineering Ingegneria Informatica S.p.A. is expected to promote the compulsory public tender offer on shares of the Company, as part of the transaction pursuant to the press release dated 12 February 2022, without prejudice to (i) the power of the Board of Directors to establish, on each occasion, any further conditions, procedures and terms of the deed of disposal, that (ii) said price limit in the case of disposal will not apply to disposal measures other than the sale, and specifically in the event of the swap, exchange, contribution, transfer or other deed of disposal of treasury shares made as part of the acquisition of equity investments or the implementation of industrial projects or other extraordinary funding transactions, which imply the assignment or the disposal of treasury shares (such as by way of example, mergers, spin-offs, issue of convertible bonds or warrants etc.) or in the event of the assignment of the shares to directors and/or employees of the Company or of companies controlled by the same (for example, as part of incentive plans based on Be shares). In these cases, different criteria may be applied, in line with the objectives pursued and taking the relative current market practices as established by the supervisory authorities in accordance with art. 13 of (EU) Regulation no. 596/2014, the instructions of Borsa Italiana S.p.A. and the recommendations of Consob into account; and that (iii) the consideration limit in the case of purchase will not be applicable in the event of extraordinary circumstances on the market;
- that pursuant to the applicable regulatory provisions, the purchase of treasury shares will involve a reduction in shareholders' equity for an equal amount, through recognition of a specific item under liabilities, with negative sign;
- to authorise, pursuant to and for the purposes set forth in article 2357-ter of the Italian Civil Code, the disposal, in one or more tranches, of the treasury shares purchased and held in the portfolio on a case-by-case basis, pursuant to the legal limits, for the purposes pursuant to the Board of Directors' report, and under the following terms and conditions (as well as, in any case, in accordance with the operating methods envisaged pursuant to the provisions of (EU) Regulation no. 596/2014, of the relative EU and national implementation legislation and the market practices in effect at the time, as established by the relative supervisory authorities pursuant to art. 13 of (EU) Regulation no. 596/2014):
  - shares may be sold at any time without time limits;
  - disposal transactions may be carried out even prior to having completed the purchases and may take place in one or more tranches on the market, *en bloc* or through offers to shareholders and/or employees, to external staff and/or directors, or as consideration in the event of the swap, exchange, contribution, transfer or other deed of disposal of

treasury shares made as part of the acquisition of equity investments or the implementation of industrial projects or other extraordinary funding transactions, which imply the assignment or the disposal of treasury shares (such as by way of example, mergers, spin-offs, issue of convertible bonds or warrants etc.) or as part of share-based incentive plans to directors and/or employees of the Company or of its subsidiaries; the Company may also use the shares for transactions to support market liquidity, in order to facilitate trading of the shares during periods of low market liquidity and encouraging regular performance of negotiations.

- that the price limit for disposals will not apply to disposal measures other than the sale, and specifically in the event of the swap, exchange, contribution, transfer or other deed of disposal of treasury shares made as part of the acquisition of equity investments or the implementation of industrial projects or other extraordinary funding transactions, which imply the assignment or the disposal of treasury shares (such as by way of example, mergers, spin-offs, issue of convertible bonds or warrants, etc.) or in the event of the assignment of the shares to employees, partners, directors (for example, as part of share-based incentive plans); in such cases, different criteria may be used, in line with the objectives and taking into account the current market practice as established by the supervisory authorities in accordance with art. 13 of (EU) Regulation no. 596/2014, the instructions of Borsa Italiana S.p.A. and the Consob recommendations;
- that the Board of Directors has the right to establish on each occasion, in accordance with legislative and regulatory provisions, any other term, procedure and condition of the arrangements for the shares that is deemed to be most suitable;
- to grant to the Chairman and CEO, severally and not jointly, with the express right to delegate the broadest powers necessary or appropriate to implement this resolution, also approving any and all executive provisions of the relative purchase programmes, including, by way of example but not limited to, the appointment of intermediaries to coordinate and execute the relevant transactions, fulfilling all the obligations provided for by the regulations in force;
- to expressly acknowledge that, in application of the so-called whitewash pursuant to art. 44-bis, paragraph 2, of Consob Regulation no. 11971/1999, in the event of approval of this authorisation resolution to purchase (and sell) treasury shares with the majority envisaged by said provision, the treasury shares purchased by the Company in implementation of said authorisation resolution will not be excluded from ordinary share capital (and will therefore be included within it) if, due to the purchases of treasury shares, a shareholder exceeds the threshold pursuant to art. 106 of the Consolidated Law on Finance.

## **1) Management and coordination (pursuant to art. 2497 et seq. of the Italian Civil Code)**

At the Date of Reference, the Issuer is not subject to the management and coordination of any company.

\* \* \*

Note that: (i) the information required by art. 123-bis, paragraph 1, letter i), of the Consolidated Law on Finance is illustrated in the Report on Remuneration published pursuant to art. 123-ter of the Consolidated Law on Finance; and that (ii) the information required by art. 123-bis, paragraph 1, letter l), of the Consolidated Law on Finance is illustrated in the chapter of the Report on the Board of Directors.

### **3. Compliance (pursuant to art. 123-bis, paragraph 2, letter a), of the Consolidated Law on Finance)**

The Company complies with the Corporate Governance Code, accessible to the public on the website of the Corporate Governance Committee at <https://www.borsaitaliana.it/comitato-corporate-governance/codice/2020.pdf>.

In this Report, the recommendations which the Company has not, at present, decided to partially or fully implement, are justified - in accordance with the “comply or explain” principle, which underpins the Corporate Governance Code and EU Recommendation no. 208/2014.

\* \* \*

Note that neither the Issuer nor its strategically relevant subsidiaries are subject to legislation that is not Italian, which influences the corporate governance structure of the Issuer.

## **4. Board of Directors**

### **4.1. Role of the Board of Directors (pursuant to art. 123-bis, paragraph 2, letter d), of the Consolidated Law on Finance)**

The point of reference for the company’s organisation is the Board of Directors, which is functionally responsible for strategic and organisational matters and for ensuring that the necessary controls are in place to monitor the Company’s performance.

The Board of Directors:

- with a view to pursuing sustainable success, has assigned operational leadership of Corporate Social Responsibility of the Be Group to the Chief Executive Officer, who establishes the objectives and ensures that the sustainability developments are monitored (see the relative point under paragraph 1 of this Report);
- ensures an adequate internal division of its functions and has established internal committees with the functions of conducting preliminary assessments, providing advice and making proposals, in particular with regard to appointments and remuneration, control and risks and related parties (see paragraphs 9 and 10), also taking into account the recommendations of the laws and regulations in force and the Corporate Governance Code;
- conducts and supervises the various management activities of the company, operating based on the general principles of compliance with the provisions on market abuse, in light of the provisions of the law and regulations in force from time to time, the rules of corporate governance defined by the Company and other internal regulatory sources applicable from time to time;
- promotes dialogue with shareholders by ensuring that the topics discussed with them concern matters within the competence of the Board itself, also through its internal committees. In particular, the topics for discussion with shareholders generally concern:
  - the pursuit of sustainable success;



- environmental, social and governance issues (ESG);
- economic-financial/operating performance (financial and non-financial results and targets);
- corporate strategy (business plan and sustainability plan, including environmental policies);
- share capital structure;
- corporate governance (e.g. aspects relating to the appointment and composition of the Board of Directors, also in terms of size, professionalism, integrity, independence and diversity, the tasks and functions of the board committees, etc.);
- the policies on remuneration of directors and executives with strategic responsibilities and their implementation;
- the risk management and internal control system.

### **Reserved powers**

To exercise the functions for which it is exclusively responsible for, and listed in art. 1 of Recommendation no. 1 of the Corporate Governance Code, and for the ordinary and extraordinary management of the Company, the Board of Directors is awarded, under art. 17 of the Articles of Association, the widest and unlimited powers for the ordinary and extraordinary management of the Company, with the sole exclusion of resolutions which the law reserves to the Shareholders' Meeting.

Pursuant to art. 17 of the Articles of Association, the Board of Directors has the following faculties:

- (i) the decision to merger in the cases set forth in articles 2505 and 2505-bis of the Italian Civil Code;
- (ii) the opening and the closing of secondary offices;
- (iii) the reduction of the share capital if a shareholder withdraws;
- (iv) the amendment of the Articles of Association to legislative provisions;
- (v) the transfer of the registered office within the Province;
- (vi) policy-making and periodically checking the adequacy and the effective functioning of the internal control system, ensuring that the main company risks have been identified and are adequately managed;
- (vii) examining and approving related party transactions, as defined by IAS 24 and by Attachment 1 to the Consob RPT Regulations.

Moreover, as resolved by the Board of Directors in the meeting held on 22 April 2020, and pursuant to art. 2381 of the Italian Civil Code, without prejudice to the power awarded to the Chairman and to the CEO, on joint signature, to take measures that are the responsibility of the Board of Directors, if the same are urgent, in the Company's interest, with the obligation to report back to the Board of Directors at the next meeting of the same, the Board has exclusive powers relating to the following:

1. the approval of strategic and organisational policies for the company (including therein plans, programmes and budgets);
2. agreements with operators in the same business, other domestic or foreign companies or groups, of strategic relevance beyond standard operations;

3. share capital increases, incorporation, transformation, requests for the Company's shares to be admitted to trading in specific stock market segments, mergers, spin-offs, liquidations, entering into shareholder agreements, relating to direct subsidiaries;
4. the purchase, exchange and sale of real estate, as well as leases for a term exceeding nine years;
5. financial sale or purchase transactions, medium and long term, exceeding Euro 5,000,000 per transaction;
6. issue of guarantees for amounts exceeding Euro 5,000,000 per transaction;
7. acquisition and disposal, also through the exercise or waiver of option rights, assignment, usufruct, pledges and any other conveyance, also as regards joint ventures, relating to equity investments in companies or subjecting the same investments to restrictions;
8. sale, assignment, rental, usufruct and any other conveyance, also as regards joint ventures, or subjecting the company or divisions of the same to restrictions;
9. concluding, amending, settling, permitting novation, renewing, extending (also tacitly), reaching agreement on any dispute regarding payables exceeding Euro 1,500,000 per year;
10. hiring, transferring, suspending and dismissing executives whose annual gross salary exceeds Euro 400,000.00, establishing the conditions, qualifications, category and level, determining remuneration, fees and awards.

As the matters set forth in Recommendation no. 1 of the Corporate Governance Code cannot be delegated to the Chief Executive Officer, they are considered to be reserved to the scope of the Board of Directors. By way of example, the following are considered to be reserved to the Board of Directors:

- a) periodic monitoring of the implementation of business plans;
- b) definition of the corporate governance system of the Issuer and of the relative Group structure;
- c) assessment of the adequacy of the organisational, administrative and accounting structure of the Issuer and of the strategically relevant subsidiaries;
- d) adoption of a procedure for the internal management and external communication of documents and information concerning the Issuer.

The validity of the resolutions of the Board of Directors are subject to the provisions of art. 2388 of the Italian Civil Code, without prejudice to the fact that resolutions on the following topics:

- (i) any matter regarding investments and/or disinvestments for an amount exceeding Euro 10,000,000 or, if lower, to an amount corresponding to 20% of the Company's Statement of Financial Position assets, as stated on the last approved financial statements;
- (ii) approval of the Company's budget and business plan (which must include the plan of investments and the financial plan);
- (iii) proposals for amendments to the Articles of Association, to be submitted to the Shareholders' Meeting,

will be adopted as valid with the favourable vote of a number of Directors corresponding to the number of Directors in attendance minus 1 (one) person.

### **Resolutions passed**

During FY 2021, the Board of Directors, *inter alia*, proceeded to:

- a) analyse and approve the business plan for FY 2022;
- b) monitor the implementation status of the 2020-2022 business plan;
- c) approve the draft financial statements and the consolidated financial statements as at 31 December 2020 and the related non-financial statement;
- d) assess the organisational, administrative and accounting structure of the Company;
- e) resolve on significant transactions with related parties whenever opportunities for profitable and constructive intercompany relations arose;
- f) fulfil the reporting obligations to the Board of Statutory Auditors pursuant to art. 150 of Legislative Decree 58/1998;
- g) assess and update the Organisation, Management and Control Model pursuant to Legislative Decree 231/01;
- h) update the procedure for transactions with related parties;
- i) update the Group regulations;
- j) adopt the new Corporate Governance Code;
- k) plan the purchase of treasury shares.

During FY 2021, the Board of Directors did not deem it necessary or appropriate to draw up reasoned proposals to be submitted to the shareholders' meeting in terms of definition of the corporate governance system.

In FY 2021, the Board of Directors adopted the policy to manage dialogue with its shareholders in general, pursuant to Recommendation 3 of the Corporate Governance Code. On this issue, please refer to section 16 of this Report.

With regard to the additional powers of the Board of Directors, please refer to the relevant sections of this Report, i.e. section (i) 4.2 concerning its appointment and replacement, (ii) 4.3 concerning its composition, (iii) 4.4 regarding its functioning (iv) 7 regarding self-assessment, (v) 8 regarding the remuneration policy, (vi) 9 regarding the internal control and risk management system.

Lastly, note that during 2019, on the proposal of the Chairman, in agreement with the Chief Executive Officer, a procedure was adopted for the internal management and external communication of documents and information concerning the issuer, with particular reference to privileged information.

At the date of this Report, the Shareholders' Meeting has not authorised departures from the non-competition clause envisaged by art. 2390 of the Italian Civil Code.

## **4.2. Appointment and replacement (pursuant to art. 123-bis, paragraph 1, letter l), of the Consolidated Law on Finance)**

The appointment and replacement of Directors is governed by the law in force, as endorsed and integrated, to the extent permitted by the provisions of the Articles of Association.

The Issuer is not subject to any further rules with respect to the Consolidated Law on Finance as regards the composition of the Board of Directors.

With regard to the **appointment** of directors, pursuant to art. 15 of the Articles of Association, the Company is managed by a Board of Directors comprised, alternatively, by 9 (nine), 11 (eleven) or 13 (thirteen) members, according to the resolution made by the Shareholders' Meeting at the

time of appointment of the members of the Board of Directors. To this end, shareholders attending and eligible to vote at the Shareholders' Meeting will be given the opportunity to choose between the three possible compositions of the Board of Directors and the composition that has been voted by the highest percentage of ordinary share capital will be considered approved.

All Directors must meet the requirements of eligibility, professionalism and honourability envisaged by the law and by other applicable provisions. Pursuant to art. 147-ter, paragraph 4, of the Consolidated Law on Finance, at least two Directors must meet the requirements of independence requested therein. The Articles of Association do not envisage requirements of independence in addition to those established for statutory auditors pursuant to art. 148 of the Consolidated Law on Finance, nor requirements of honourability and/or professionalism for appointment to the position.

The Directors appointed must immediately inform the Company if they no longer meet the above-cited requirements of independence or honourability, as well as in the event of their ineligibility or incompatibility. The failure to meet the requirements of independence as defined above by a Director does not lead to the dissolution of the Board, if said requirements are met by a minimum number of Directors, who must meet them in accordance with the law in force or according to the Corporate Governance Code.

The Directors do not have to be shareholders and have a term of office of three financial years, ending on the date of the Shareholders' Meeting convened to approve the financial statements drawn up for the last financial year of their term of office. They may be re-elected.

The appointment of the Board of Directors is made by the Shareholders' Meeting on the basis of lists submitted by the shareholders, unless there are different and further provisions envisaged by mandatory laws or regulations.

A list for the appointment of Directors may be submitted by shareholders who, alone or jointly with others, at the time of registration of the lists at the registered office - which must be made at least twenty-five days before the date set for the Shareholders' Meeting convened to resolve on the appointment of the Directors - hold a shareholding corresponding to at least the minimum established by Consob pursuant to article 147-ter, paragraph 1, of the Consolidated Law on Finance.

Pursuant to art. 144-quater of the Issuers' Regulation, said shareholding is equal to:

1. (a) 0.5% of share capital for companies whose market capitalisation is greater than fifteen billion euro; (b) 1% of share capital for companies whose market capitalisation is greater than one billion euro and less than or equal to fifteen billion euro; (c) 2.5% of share capital for companies whose market capitalisation is less than or equal to one billion;
2. 4.5% of share capital for companies whose market capitalisation is less than or equal to three hundred and seventy-five million euro if, on the reporting date for the year, the following conditions are met: (a) the float is higher than 25%; (b) no shareholder or shareholders belong to a shareholders' agreement envisaged by article 122 of the Consolidated Law on Finance which holds a majority of voting rights that may be exercised for resolutions of shareholders' meetings regarding the appointment of the members of management bodies.

The Articles of Association do not expressly provide for the possibility for the outgoing Board of Directors to submit any list.

The lists envisage a number of candidates that does not exceed 13 (thirteen), each of which corresponding to a consecutive number. Each list must contain and expressly indicate, with a consecutive number not exceeding nine, at least two Independent Directors pursuant to art. 147-ter, paragraph 4, of the Consolidated Law on Finance. Each list must also expressly indicate, if relevant, all Directors that meet the requirements of independence envisaged by the codes of conduct drawn up by the company which

manages regulated markets or by trade associations. If mandatory criteria regarding gender are applicable, each list that includes at least three candidates must contain a number of candidates of the less-represented gender that is at least equal to the minimum required by the rule in place on each occasion.

The lists must also contain, even as appendices: (i) information relating to the identity of the shareholders that submitted them; (ii) exhaustive information on the personal and professional characteristics of the candidates; (iii) a declaration of the candidates containing their acceptance of the candidature and a statement that they meet the requirements of independence, where indicated as Independent Directors pursuant to art. 147-ter of the Consolidated Law on Finance or as Independent Directors pursuant to the above-cited codes of conduct. The ownership of the percentage of share capital required for the submission of the list is established on the basis of the shares that are registered in the name of the shareholder or, collectively of the shareholders, who has/have submitted the list on the day on which this is registered at the Company, with reference to the share capital subscribed at the same date. The relative statement may be sent to the Company also subsequent to the registration of the list as long as the Company receives it within the term envisaged for the publication of the lists by the Company.

The lists are made available to the public, by the Company, at the registered office, on the website and using other methods envisaged by the law and regulations in force, at least twenty-one days before the date of the Shareholders' Meeting on first and second call. The lack of one of the above-cited appendices or failure to submit the statement confirming ownership of the percentage of share capital required to submit the list will result in the inefficacy of the registration of the list, which will be considered as never having been submitted. In the event in which a number of lists are submitted, the same must not be related to one another in any way, even indirectly. Therefore, each shareholder may not submit or contribute to submitting more than one list, even through a third party or a trust company. Furthermore, shareholders that are considered as related pursuant to the applicable provisions of the law or of regulations in force at the time, may not submit or contribute to submitting more than one list. If these rules are infringed, the vote of the shareholder will not be taken into account for any of the lists submitted. A candidate may only appear on one list, otherwise he/she will be considered ineligible.

For the election of the members of the Board of Directors - also to ensure the election of the minimum number of Directors from the minority lists based on the requirements of art. 147-ter, paragraph 3, of the Consolidated Law on Finance - the procedure is as follows:

- (a) if only one list is submitted, the members of the Board of Directors will all be taken from said list;
- (b) if two or more lists are submitted:
  - i. from each of the lists (the **Other Lists**) that have obtained, respectively, the second, the third and the fourth highest number of votes, as long as not related in any way, even indirectly, between them and/or with the list that obtained the highest number of votes (the **Majority List**), the candidate indicated with the first number of each of the Other Lists will be extracted, it being hereby understood that in this way a number of Directors of between a minimum of one (if only two lists are submitted) and a maximum of three (if four or more lists are submitted) will be extracted;
  - ii. the remaining members of the Board of Directors will be extracted from the Majority List, the number of which was previously established by the Shareholders' Meeting; within these numerical limits, the candidates indicated on the list in consecutive order will be elected.

In the case of equal votes between one or more lists, in order to establish the ranking of the same lists, the Shareholders' Meeting will vote again, voting only on said lists.

For the purpose of the above, the highest number of votes means the votes that represent the highest number of shares.

The Articles of Association therefore do not envisage (based on that permitted by art. 147-ter, paragraph 1 of the Consolidated Law on Finance) that, as regards the distribution of the Directors to be elected, lists that have not achieved a percentage of votes corresponding to at least half of that required by the Articles of Association for the submission of the same, are not considered.

In order to ensure that the distribution of the Directors to be elected is made in accordance with gender requirements, the following mechanism is applied:

- (a) in place of the last candidate of the more-represented gender on the Majority List, the next candidate of the less-represented gender of the same list will be considered elected, or if this is not possible and in any event if this is not sufficient to ensure compliance with the minimum quorum of the less-represented gender;
- (b) in place of the candidate that belongs to the more-represented gender taken from the first of the Other Lists, the first candidate of the less-represented gender according to the consecutive order not elected from said Other List will be considered elected.

If said procedure does not guarantee the above-indicated result, the replacement will be made on a resolution of the Shareholders' Meeting by a majority vote, following the submission of candidates belonging to the less-represented gender.

To guarantee the election of the minimum number of independent Directors based on the requirements of art. 147-ter, paragraph 4, of the Consolidated Law on Finance, if one or more independent Directors are lacking, they will be elected as follows:

- (a) in place of the non-independent candidates taken from the Majority List as last in consecutive order, the first independent candidates that have not been elected from the same list will be elected, or if this is not possible and in any event if this is not sufficient to ensure the election of the required number of Independent Directors;
- (b) in place of the non-independent candidate taken from the first of the Other Lists, the first independent candidate according to the consecutive order not elected from said list will be considered elected.

This replacement procedure will continue until such time as Board of Directors is comprised by a number of Independent Directors corresponding at least to the minimum envisaged by the law, or by regulations, instructions or codes of conduct drawn up by the company that manages the market in which the company's shares are admitted, to which the company is obliged or which the company declares to observe. If said procedure does not guarantee the latter indicated result, the replacement will be made on a resolution of the Shareholders' Meeting by a majority vote, following the submission of candidates that meet the cited requirements.

The Board of Directors elects a Chairman from its members, which must be one of the members of the Board taken from the Majority List, pursuant to article 15 of the Articles of Association, and the terms of office of the same will be the full term of office as Director.

With regard to the **replacement** of Directors, article 15 of the Articles of Association envisages that if during the year, one or more of the Directors leaves the Board, as long as the majority is comprised by Directors appointed by the Shareholders' Meeting, the provisions of art. 2386 of the Italian Civil Code will be applied as follows:

- (a) the Board of Directors will proceed with the replacement based on those belonging to the same list as the departed Director and the Shareholders' Meeting will resolve, by the legal majority, respecting the same criteria;

- (b) if there are no unelected candidates remaining on the afore-mentioned lists or there are no candidates with the requirements requested, or in any event, if for some reason it is not possible to meet the provisions of letter (a), the Board of Directors will provide for the replacement, and the Shareholders' Meeting will subsequently resolve, on a legal majority, without list votes.

In any event, the Board of Directors and the Shareholders' Meeting will provide for the appointment in order to ensure the presence of a number of Independent Directors corresponding at least to the minimum envisaged by the law, or by regulations and relative *pro tempore* instructions in force or codes of conduct drawn up by the company that manages the market in which the company's shares are admitted, to which the company is obliged or which the company declares to observe, without prejudice to the requirement for gender equality, as indicated above, where required by legislative or regulatory provisions in force at the time.

If there is no longer a majority of Directors, the entire Board of Directors will be considered dissolved, and will be re-established according to the procedure envisaged by article 15 of the Articles of Association.

With regard to information on the role of the Board of Directors and the board committees in the processes of self-assessment, appointment and succession of directors, refer to section 6 of this Report.

#### **4.3. Composition (pursuant to art. 123-bis, paragraph 2, letters d) and d-bis), of the Consolidated Law on Finance)**

Following the expiry of the three-year mandate awarded to the Board of Directors, the Shareholders' Meeting held on 22 April 2020 appointed the current members of the Board of Directors on the basis of the two lists submitted, respectively:

- i. by the shareholder iFuture Power in Action S.r.l., at the time holder of 13,519,265 ordinary shares of the Company, corresponding to 10.022% of Be's share capital (**List 1**)<sup>1</sup>;
- ii. by the shareholder Axxion S.A., at the time holder of 13,487,712 ordinary shares of the Company, corresponding to 9.90% of Be's share capital (**List 2**)<sup>2</sup>.

List 1 obtained the majority of votes, specifically, 55,961,617 votes; List 2 obtained the second-highest number of votes, specifically, 14,138,950 votes. The share capital present with voting rights at the time of said resolution corresponded to 51.96% of the entire share capital.

The Board of Directors constituted in this way and in office on the Date of Reference is in office until the date of the Shareholders' Meeting convened to approve the financial statements for the year ending 31 December 2022.

The number of Independent Directors, equal to 6, with relation to the total number of Board members, is in line with the provision set forth in Principle VI and Recommendation no. 5 of the Corporate Governance Code, in addition to articles 147-ter, paragraph 4 and 148, paragraph 3 of the Consolidated Law on Finance, art. 2.2.3, paragraph 3, letter m) of the Stock Market Regulations and art. IA.2.10.6 of the Stock Market Regulation Instructions.

There are two executive directors and seven non-executive directors on the Board, all with professionalism and expertise in the tasks assigned to them in accordance with art. 2 Principle V of the Corporate Governance Code (see the curriculum vitae of the directors referred to in this section).

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<sup>1</sup> The candidates included on List 1 are as follows: Carlo Achermann; Stefano Achermann; Claudio Berretti; Francesca Moretti; Lucrezia Reichlin; Cristina Spagna; Anna Maria Tarantola; Claudio Roberto Calabi; Claudio Cornini; Manuela Mascarini; Anna Kunkl; Giulia Palucci; Patrizio Sforza.

<sup>2</sup> The candidates included on List 2 are as follows: Gianluca A. Ferrari; Francesco Defila.

The number and skills of non-executive directors are such as to ensure that they have a significant influence on board resolutions and to guarantee effective management monitoring. In compliance with art. 2 Principle VI of the Corporate Governance Code, a significant component of non-executive directors is independent (6 out of 7).

Note also that the composition of the Board of Directors is in line with the provisions contained in art. 147-ter of the Consolidated Law on Finance as regards the balance between genders in the composition of management bodies of listed companies.

All of the members of the Board of Directors meet the requirements of honourability set forth in art. 2 of the Regulation of the Italian Ministry of Justice no. 162/2000, as referred to by art. 147-quinquies of the Consolidated Law on Finance, and there are no situations of ineligibility or disqualification envisaged by art. 2382 of the Italian Civil Code or, depending on the case, by art. 148, paragraph 3, of the Consolidated Law on Finance, as referred to by art. 147-ter, paragraph 4 of the Consolidated Law on Finance.

On the closing date of the Financial Year, no changes had been made to the composition of the Board. The table below contains the list of members of the Board in Office, as described above.



BOARD OF DIRECTORS													
Position	Members	Year of birth	Date of first appointment (*)	In office since	In office until	List (submitters) (**)	List (M/m) (***)	Executive	Non-Executive	Independent Code	Independent Consolidated Law on Finance	No. of other positions (****)	Equity investment (*****)
Chairman	Carlo Achermann	1944	24-Apr-10	22-Apr-20	Approval of Financial Statements 2022	shareholders	M	x				1	8/8
Chief Executive Officer	Stefano Achermann • ◇	1969	24-Apr-10	22-Apr-20	Approval of Financial Statements 2022	shareholders	M	x				N/A	8/8
Director	Claudio Berretti	1972	18-May-07	22-Apr-20	Approval of Financial Statements 2022	shareholders	M		x			6	8/8
Director	Claudio Roberto Calabi ○	1948	26-Apr-18	22-Apr-20	Approval of Financial Statements 2022	shareholders	M		x	x	x	1	8/8
Director	Francesca Moretti	1974	22-Apr-20	22-Apr-20	Approval of Financial Statements 2022	shareholders	M					N/A	8/8
Director	Gianluca Antonio Ferrari	1991	22-Apr-20	22-Apr-20	Approval of Financial Statements 2022	shareholders	M		x	x	x	2	7/8
Director	Lucrezia Reichlin	1954	27-Apr-17	22-Apr-20	Approval of Financial Statements 2022	shareholders	M		x	x	x	4	5/8
Director	Cristina Spagna	1971	22-Apr-20	22-Apr-20	Approval of Financial Statements 2022	shareholders	M		x	x	x	1	8/8
Director	Anna Maria Tarantola	1945	12-June-14	22-Apr-20	Approval of Financial Statements 2022	shareholders	M		x	x	x	N/A	7/8

No. of meetings held during the Year: 8

Directors who left the board during the financial year

N/A

**Quorum required for the submission of the lists by minorities for the election of one or more members (pursuant to art. 147-ter, of the Consolidated Law on Finance): 4.5%****Note 1:**

The symbols indicated below must be entered in the “Position” column:

- This symbol indicates the director in charge of the ICRMS.
- ◊ This symbol indicates the main person in charge of the management of the issuer (Chief Executive Officer or CEO).
- This symbol indicates the Lead Independent Director (LID).

**Note 2**

(\*) The date of first appointment of each director means the date on which the director was appointed for the first time (ever) to the Board of Directors of the Issuer.

(\*\*) This column indicates whether the list from which each director was drawn was submitted by shareholders (indicating “Shareholders”) or by the Board of Directors (indicating “BoD”).

(\*\*\*) This column indicates whether the list from which each director was taken is a “majority” list (indicating “M”), or a “minority” list (indicating “m”).

(\*\*\*\*) This column indicates the number of positions as director or statutory auditor held by the person in question in other companies listed on regulated markets or in companies of a relevant size. In the Report on corporate governance, the positions are indicated in full.

(\*\*\*\*\*) This column indicates the attendance of the directors no longer in office at meetings of the BoD and of committees respectively (indicate the number of meetings attended with respect to the total number of meetings that the same could have attended; e.g. 6/8; 8/8, etc.).

At the end of the FY, no office of any Director was terminated and, after the Date of Reference, there were no changes in the composition of the Board of Directors.

The personal details and professional experience of the members of the Board of Directors currently in office are illustrated below:

### **Carlo Achermann**

Born in Rome on 1 February 1944, after studying Economics, he starting his working life with the IRI Group (Cementir S.p.A.). He then held the position of CEO of the Italian companies of the Onward Kashiya Group, and later the position of CEO of a company of the Reply Group. In 2007, he started working with the Be Group (formerly Dataservice) becoming the first Chairman of the subsidiary companies, a position which is still in place for Be Digitech Solutions S.p.A., IQUII S.r.l. and Tesla Consulting S.r.l.s., and, since 2014, is Chairman of the Be Group. Mr. Carlo Achermann is Managing Director of Be Management Consulting S.p.A., Independent Director of OVS S.p.A. and Independent Director of Terra Moretti S.r.l.

### **Stefano Achermann**

Born in Rome on 10 June 1969, he has a degree in Economics and was in charge of Guidelines and Systems for the Capitalia Group and Chairman of Capitalia Informatica until 2007, as well as holding various posts in the same group. In the past, he was the Co-founder and Chief Executive Officer of E-Finance Consulting Reply and between 1999 and 2001, he worked with McKinsey&Company. At the date of this Report, in addition to being the Chief Executive Officer of Be, Mr. Achermann is also the Chief Executive Officer of Be Management Consulting S.p.A. (of which he is also General Manager), Be Digitech Solutions S.p.A., IQUII S.r.l., Dream of Ordinary Madness and Be Your Essence. He is a Director of Be UK Ltd and Managing Director of Tesla Consulting S.r.l. Mr. Stefano Achermann has received the honour award of Cavaliere Ordine al Merito (order of merit for labour) of the Republic of Italy and the 2019 Ambrogino d'Oro (civic merit award for the city of Milan) and is Executive Vice Chairman of the Associazione Per Milano Ente del Terzo Settore (non-profit association). In June 2021, he was awarded the title of Officer of the Italian Republic. Also in 2021, he received the Grandi Guglie award of the city of Milan and Ambassador of the City in the world from Centro Studi Grande Milano.

### **Claudio Berretti**

Born in Florence on 23 August 1972, resident in Milan. Graduate of Business Economics. He won a study grant awarded by Banca Commerciale Italiana and a European Community study grant for work projects abroad. Prior to his current position, he worked with “Federtessile” in Milan, Fiat UK Ltd and Magneti Marelli UK, and from 1995 to date with TIP, a company that specialises in consultancy for extraordinary financial transactions and in investments in listed and unlisted companies. Since 2004, he has been the General Manager of TIP. In addition to the position of Director of Be, he holds the following other positions: general manager and executive director of TIP; Director of Alpitour S.p.A., Director of Alimentiamoci S.r.l., Director of Alpiholding S.r.l., Director of Asset Italia S.p.A., Director of Chiorino S.p.A., Director of Clubitaly S.p.A., Director of Dovevivo S.p.A., Director of Doom S.r.l., Director of DV Holding S.p.A., Director of Interpump Group S.p.A., Director of Digital Magics S.p.A., Director of ITH S.p.A., Director of MyWoWo S.r.l., Director of Monrif S.p.A., Director of Neos S.p.A., Director of SeSa S.p.A., Director of Talent Garden S.p.A., Director of Sant’Agata S.p.A., Director of Voihotels S.p.A. and Director of Vianova S.p.A.

### **Gianluca A. Ferrari**

Born in Pontiac (USA) in 1991, he graduated in Economics and Business from the LUISS Guido Carli university in Rome, and is founder and Chief Investment Officer for Clearway Capital, an investment company focused on improving the corporate sustainability of its investee companies. Gianluca previously held the position of Investment Director for Shareholder Value Management, an investment company based in Frankfurt (Germany) and one of the largest foreign investors in small and mid-cap Italian businesses, where he was predominantly responsible for transactions in

Southern Europe and in the United Kingdom. Previously, he managed AlcoInvest, a start-up which he founded. He is also a Director of the Retelit group, a telecommunications company listed on the Milan Stock Exchange. In 2015, he published “Value Investing: the definitive guide to investing in shares” (Hoepli), the first book on value investing in Italian, for which he received the Italia Giovane Award.

### **Claudio Roberto Calabi**

Born in Turin on 20 April 1948, he obtained a degree in Economics and Business from the University of Turin. Between 1972 and 2017 he held the position of Chief Executive Officer and/or General Manager in a number of important companies. At present, as well as being a Director of Be, he is the Chairman with delegation rights of Risanamento S.p.A., Chairman of Milano Santa Giulia S.p.A., Chairman of EPRICE S.p.A., Chairman with delegation rights of Italtel S.p.A., Deputy Chairman of GLF Grandi lavori Fincosit S.p.A., Chairman of the Board of Receivers of Camuzzi S.p.A. in liquidation, Board Director of La Scuola S.p.A., Director of ICM S.p.A., Treasurer of the non-profit Association Convivio.

### **Francesca Moretti**

Francesca Moretti was born in Chiari, in the province of Brescia, on 1 March 1974. After graduating from high school, she undertook a training period in the family business, Bellavista (Franciacorta-Brescia), dealing with the production side. In 1997, her father assigned Petra to her, a new wine business that the Terra Moretti Holding Group had acquired in Tuscany. With the collaboration of Professor Attilio Scienza, Francesca followed the zoning project for the 300 hectares acquired, while simultaneously earning her degree in Food Technology with a focus on Viticulture and Oenology. She currently holds various positions as Managing Director or Board Director in companies of the Terra Moretti Holding Group in the wine sector and construction industry, such as Terra Moretti S.p.A., Soc. Agr. Petra S.r.l., Holding Terra Moretti S.r.l. and Moretti S.p.A. She is also name partner of Soc. Agr. Bellavista s.s. Since 2020, she has held the role of Chairperson of Terra Moretti Distribuzione.

### **Cristina Spagna**

A graduate in Pedagogy from the University of Turin in 1994, between February 1996 and January 1999 she worked for a company that specialises in personnel research and selection, Start International Account HR, and, later, between January 1999 and December 2001, she held the position of HR Manager at Fujitsu Siemens. At present, she is the Managing Director of Kilpatrick Group SA, where she is in charge of the following business areas: executive search headhunting, business development, new market development and supervision of subsidiaries, executive coaching and the organisation and definition of corporate strategies. Since 2014, she has held the position of Chairperson of the Appointments and Remuneration Committee of Be Shaping the Future S.p.A. (BET.MI) and since 2020 is HR Advisor for the Board of StartUp Bakery. She is Non-Executive Director and Chairperson of the Appointments and Remuneration Committee of Antares Vision S.p.A.

### **Anna Maria Tarantola**

Currently Chairperson of the Centesimus Annus Pro Pontifice Foundation, of the Per Milano Onlus Association and of the Italian Section of the Société des Membres de la Légion d'Honneur at the Holy See. She is a member of the Steering Committee of the Unicredit Foundation, of the Steering Committee of the Banca Impresa Observatory, of the AIAF Advisory Board, of the Steering Committee of the University Centre for the Social Doctrine of the Church of Università Cattolica and the Archbishop's Commission for the Promotion of the Common Good. She has been Accountant General of the Bank of Italy and General Officer in charge of the Supervision of credit companies and banking groups. In 2009, she joined the Management Board of the Bank of Italy following her appointment as Deputy General Manager. As BI representative, she has

held various positions both in Italy and abroad, including at the Banking Supervision Committee, Frankfurt, the Financial Security Committee, the Interbank Deposit Protection Fund, and the City of Milan's Justice Table. Chairperson of RAI from July 2012 to August 2015, Deputy Chairperson of the EBU - European Broadcasting Union in 2014/2015. Member of the Board of Directors of Istituto per l'Enciclopedia Italiana Treccani in the years 2012/2015. Adjunct Professor of Monetary Economics, Banking Technique and Public Controls over Banking Groups at Università Cattolica del Sacro Cuore of Milan from the late 1980s to 2002. She is an auditor. Grande Ufficiale (Grand Officer) of the Order of Merit of the Italian Republic, Officer of the Order of the Legion d'Honneur, Ambrogino d'Oro of the City of Milan and recipient of the Bellisario Award 2011.

### Lucrezia Reichlin

Lucrezia Reichlin is Professor of Economics at the London Business School. Reichlin is a non-executive member of the Board of Directors of AGEAS Insurance Group, Morgan Stanley International and its subsidiary in Germany, Messaggerie Italiane and Hope Sicav SB spa. She is also Trustee of the International Financial Reporting Standards Foundation and of the Center of Economic Policy Research and member of the Scientific Board of various research institutes in a number of countries. Reichlin earned her Ph.D. in economics from New York University. She has taught in various universities in Europe and in the United States. From 2005 to 2008, she was Director General for Research at the European Central Bank. She has been and continues to be an advisor to various central banks. From 2009 to 2018 she was part of the BoD of Unicredit and from 2013 to 2016 she was Chairperson of the Scientific Council of the think-tank Bruegel. Reichlin has numerous publications in the field of econometrics and macroeconomics in leading international scientific journals. As recognition for her contributions, she has been elected Fellow of the Econometric Society, British Academy, European Economic Association and Accademia Europea. In 2016, she received the Birgit Grodal Award by European Economic Association and the Isaac Kerstenetzky Scholarly Achievement Award. In 2015 she was appointed Grande Ufficiale della Stella d'Italia (Grand Officer) by the President of the Republic.

\* \* \*

The management and control positions held as at the Date of Reference by each member of the Board in Office in other Group companies and in other companies listed on regulated markets, including those abroad, and in financial, banking, insurance companies or in companies of a relevant size, are shown in the table below.

Director	Position	Company	Listed
Carlo Achermann	<i>Managing Director</i>	Be Management Consulting S.p.A.	NO
	<i>Executive Chairman</i>	Be Solutions S.p.A.	NO
	<i>Chairman</i>	IQUII S.r.l.	NO
	<i>Chairman</i>	Dream of Ordinary Madness S.r.l.	NO
	<i>Chairman</i>	Tesla Consulting S.r.l.	NO
	<i>Chairman</i>	Be Corporate Services SpA	NO
	<i>Chairman</i>	Be TheChange S.r.l.	NO
	<i>Chairman</i>	Crispy Bacon S.r.l.	NO
	<i>Independent Director</i>	OVS SpA	YES

	<i>Independent Director</i>	Terra Moretti S.r.l.	NO
<b>Stefano Achermann</b>	<i>CEO and General Manager</i>	Be Management Consulting S.p.A.	NO
	<i>Chief Executive Officer</i>	Be Solutions S.p.A.	NO
	<i>Chief Executive Officer</i>	IQUII S.r.l.	NO
	<i>Director</i>	iBe Tse Ltd.	NO
	<i>Chief Executive Officer</i>	Be Your Essence S.r.l.	NO
	<i>Chief Executive Officer</i>	Dream of Ordinary Madness S.r.l.	NO
	<i>Chief Executive Officer</i>	Be Corporate Services S.p.A.	NO
	<i>Chief Executive Officer</i>	Crispy Bacon S.r.l.	NO
	<i>Chief Executive Officer</i>	Be TheChange S.r.l.	NO
	<i>Chief Executive Officer</i>	Tesla Consulting S.r.l.	NO
	<i>Director</i>	Human Mobility S.r.l. company in liquidation	NO
	<i>Director</i>	Innishboffin S.r.l.	NO
	<i>Executive Vice Chairman</i>	Per Milano Ente del Terzo Settore (non-profit association)	NO
	<b>Claudio Berretti</b>	<i>General Manager and Director</i>	Tamburi Investment Partners S.p.A.
<i>Director</i>		Dovevivo S.p.A.	NO
<i>Director</i>		Alpiholding S.r.l.	NO
<i>Director</i>		Alpitour S.p.A.	NO
<i>Director</i>		Interpump Group S.p.A	YES
<i>Director</i>		Alimentiamoci S.r.l.	NO
<i>Director</i>		Asset Italia S.p.A.	NO
<i>Director</i>		Vianova S.p.A.	NO
<i>Director</i>		Chiorino S.p.A.	NO
<i>Director</i>		Clubitaly S.p.A.	NO
<i>Director</i>		DV Holding S.p.A.	YES
<i>Director</i>		Digital Magics S.p.A.	Shares traded on AIM Italia
<i>Director</i>		Dream of Ordinary Madness S.r.l.	NO
<i>Director</i>		ITH S.p.A.	NO
<i>Director</i>		Monrif S.p.A.	YES
<i>Director</i>		My WoWo S.r.l.	NO
<i>Director</i>		Neos S.p.A.	NO
<i>Director</i>		Sant'Agata S.p.A.	NO
<i>Director</i>	SeSa S.p.A.	YES	

	<i>Director</i>	Talent Garden S.p.A.	NO
	<i>Director</i>	Voihotels S.p.A.	NO
<b>Claudio Roberto Calabi</b>	<i>Chairman with delegation rights</i>	Risanamento S.p.A.	YES
	<i>Chairman</i>	Milano Santa Giulia S.p.A.	NO
	<i>Deputy Chairman</i>	GLF Grandi lavori Fincosit S.p.A.	NO
	<i>Chairman of the Board of Receivers</i>	Camuzzi S.p.A. in liquidation	NO
	<i>Director</i>	La Scuola S.p.A.	NO
	<i>Director</i>	ICM S.p.A.	NO
	<i>Director</i>	EPRICE S.p.A.	YES
	<i>Chairman with delegation rights</i>	Italtel S.p.A.	NO
<b>Francesca Moretti</b>	<i>Member of Executive Board</i>	Associazione Per Milano Ente del Terzo Settore (non-profit association)	NO
<b>Gianluca A. Ferrari</b>	<i>Director</i>	Retelit S.p.A.	YES
	<i>Director</i>	Retelit Digital Services SpA	YES
	<i>Chief Investment Officer / Managing Director</i>	Clearway Capital Advisors GmbH	NO
	<i>Chief Investment Officer / Managing Director</i>	Clearway Capital GmbH	NO
<b>Lucrezia Reichlin</b>	<i>Non-Executive Director</i>	Hope Sicav	YES
	<i>Non-Executive Director</i>	Morgan Stanley international	NO
	<i>Non-Executive Director</i>	Messaggerie italiane	NO
	<i>Non-Executive Director</i>	Ageas insurance group	NO
<b>Cristina Spagna</b>	<i>Receiver</i>	Plus Value SRL in liquidation	NO
	<i>Director</i>	Kilpatrick SA	NO
	<i>Non-Executive Director</i>	Antares Vision S.p.A.	YES
<b>Anna M. Tarantola</b>	<i>Chairman</i>	Centesimus Annus Pro Pontifice Foundation	NO
	<i>Chairman</i>	Italian section of Societ� des Membres de la L�gion d'Honneur at the Holy See  Per Milano Ente del Terzo Settore (non-profit association)	NO

## Diversity criteria and policies

The Issuer applies diversity criteria to the Board of Directors regarding aspects such as age, gender and their educational and professional backgrounds.

In particular, as regards the management body, the less-represented gender accounts for 44.44% of all Board members (and therefore more than 1/3).

The average age of the Directors is as follows: 11.1% between 31 and 40, 33.4% between 41 and 50 and the remaining 55.5% over 50.

The diversity of the professional profiles and educational backgrounds of the Directors (illustrated above) ensure the Board the expertise needed to manage the Company.

On 5 March 2019, following the recommendations of the previous code of self-regulation and the letter of the Chairman of the Corporate Governance Committee, Be adopted a specific policy on diversity pursuant to art. 123-bis, paragraph two, letter d-bis), of the Consolidated Law on Finance, through implementation of a policy on diversity for the composition of the management bodies that seeks to guarantee the smooth operation of the Board of Directors by regulating its composition and envisaging that the members of the same possess the personal and professional requirements that guarantee the highest level of diversity and expertise. This policy promotes corporate social responsibility to the extent to which inclusion, integration and non-discrimination may contribute to removing obstacles to economic and social order that restrict individual freedom, in application of the principle of equality.

The Be Group perceives diversity as a strength which enables it to establish corporate bodies that include different values, perspectives, expertise and ideas with a view to encouraging and enriching debate. The aspects of diversity considered by the Be Group regard in particular gender, age and professional diversity.

The policy on diversity for the composition of the management bodies is available on the Company's website *www.be-tse.it*.

The Group guarantees and promotes diversity and respect for gender equality within the company organisation as well. In fact, no discrimination of any kind is tolerated. Compliance with the provisions on diversity, contained in the Code of Ethics adopted by the Company, constitutes an integral part of the contractual obligations of employees. In accordance with the regulations of the individual Countries, and their violation by employees constitutes, depending on the case in question, a disciplinary offence (subject to sanction according to the applicable regulations) and/or a contractual breach that may involve the payment of any damages arising from this violation with respect to the Company. The approach adopted by the Be Group is also based on considering diversity as an asset through which to take advantage of all of the benefits it provides to the Group's cultural and professional portfolio. In fact, cultural and individual differences are some of the critical success factors to achieve sustainable growth over time. This approach focuses on inclusion and non-discrimination as leverage to improve the company's performance and enhance talent, regardless of gender. In 2021, the Group launched a communication programme on the social channel LinkedIn to raise awareness of diversity, inclusion and disability issues. In addition, the Be Group promoted and supported a project and an awareness and training campaign to combat gender-based violence and promote the inclusion and enhancement of female talent.

For additional information, reference is also made to the Non-Financial Statement (paragraph "7.3 Diversity and Equal Opportunities") pursuant to Legislative Decree no. 254/2016 published by the Company, available at [www.be-tse.it/en/sustainability](http://www.be-tse.it/en/sustainability).



### **Maximum number of positions held in other companies**

With regard to what is envisaged by Recommendation no. 15 of the Corporate Governance Code as regards the opinion of the Board of Directors as to the maximum number of positions as director or statutory auditor in other listed companies, or in companies of a relevant size, note that the Board - not qualifying as a "large company" has not adopted any general criteria, but has made an assessment of the compatibility of the above-indicated positions with the assignments entrusted to the respective directors by Be and has issued a positive opinion, retaining that said positions are compatible with the efficient performance of the role assigned to each individual Director, also taking into account their participation in the committees established within the Board.

### **4.4. Functioning of the Board of Directors (pursuant to art. 123-bis, paragraph 2, letter d), of the Consolidated Law on Finance)**

In 2021, the Board of Directors adopted its own board regulations, in line with the provisions of art. 3, Principle IX and Recommendation no. 11 of the Corporate Governance Code which, together with the Articles of Association, dictates the rules for the functioning of the same (and its committees), including the methods for taking the minutes of the meetings and the procedures for the management of information to the directors.

#### **Conduct of Board Meetings**

The Board of Directors is convened by the Chairman, or in the event of his absence or impediment, by the Managing Directors, where appointed, periodically or at any time it is considered appropriate or on the request of at least 2 Directors. The Board of Directors may also be convened, after notifying the Chairman of the Board of Directors, by at least 2 Statutory Auditors.

The Board is convened by a notice that must be sent to Directors and Statutory Auditors at least 7 days before the meeting, containing a brief indication of the items to be discussed. For urgent matters, the term may be shorter, but never less than 2 days. Meetings are convened in accordance with the terms above, by sending a registered letter, telegram, fax or e-mail message to each Director and Standing Auditor, with confirmation of the receipt of the notice of call. If a notice of call is not sent, a Board meeting is legitimately held with the presence of the majority of its members and the majority of the members of the Board of Statutory Auditors, only on condition that all members of the Board of Directors and of the Board of Statutory Auditors with a right to attend have been informed of the meeting and of the items on the agenda and any absent members have communicated in writing, by letter, fax, e-mail message or other suitable means, that they will not oppose the discussion of the items on the agenda.

Meetings of the Board of Directors may be held also by video or tele-conference, on condition that this is noted in the notice of call and on condition that all attendees can be identified, are able to follow the discussion and to intervene in real time and that examining documents and passing resolutions is guaranteed to take place at the same time.

The organisation of the meeting is entrusted to the Chairman, who ensures that sufficient time is dedicated to the items on the agenda to enable constructive debate, encouraging, during the meetings, contributions by Directors.

The Chairman of the Board of Directors and the Chief Executive Officer work (i) to ensure that the documentation relating to the items on the agenda are made aware to the Directors and the Statutory Auditors a reasonable amount of time before the date of the meeting, so that the same can take part in an informed discussion on the items that have been submitted for their examination and approval, and adopting procedures to ensure the confidentiality of the data and

the information provided and (ii) to take any need for confidentiality and price sensitivity relating to several topics into due consideration. The completeness and timeliness of information provided prior to a meeting of the Board of Directors is guaranteed by: (i) sending a notice of call containing a brief indication of the items to be discussed at least 7 days before the meeting, in the majority of cases, and at least 2 days before the meeting in urgent cases, in accordance with that envisaged by the Articles of Association; (ii) involving the relevant company offices that manage and coordinate the preparation of the documents relating to the items contained on the agenda, which is sent at least 2 days before the date of the meeting, except in urgent cases, in which case the Chairman ensures that adequate in-depth information is provided at the board meeting in question. The supporting documentation made available to directors and statutory auditors, if not attached to the minutes, is kept in the Company's records, at least until the end of the board mandate.

Board meetings are held with the participation of the Board secretary, as well as, where deemed appropriate, corporate functional heads and external consultants involved in the items on the agenda, with a view to providing all Directors with the in-depth analysis needed to acquire adequate information on the Company's operations. Parties external to the Board may also attend Board meetings, if invited.

In this regard, note that during the Financial Year, on the invitation of the Chairman, the Executive in charge of preparing the company's accounting documents, the Head of the Internal Audit function, the head of the Group's "Strategic Planning" division, the Group Legal Counsel, the head of the Investor Relation function, as well as other parties who have contributed to providing greater detail on the items on the agenda, as well as the Board of Statutory Auditors, attended the meetings of the Board.

Pursuant to art. 15 of the Articles of Association, specific minutes of the meetings of the Board of Directors must be drawn up. The minutes must indicate the discussions, the resolutions taken, as well as any dissent or vote against the directors.

The minutes of the meetings are managed by the Secretary, or - if different - by the secretary of the meeting, except in cases in which, by law, it is necessary for the minutes to be drawn up by a notary. Following the meeting, a draft of the minutes is sent to all directors and statutory auditors for any comments and observations, which will be collected by the Secretary. Supplemented, if necessary, with any comments received by the Secretary, the final text of the minutes of each meeting is transcribed in the appropriate corporate register by the competent corporate structures, after approval by the Board of Directors at the next meeting. The minutes, drawn up in Italian, are signed by the Chairman of the meeting and by the Secretary (of the Board or of the meeting).

Part of the minutes, relating to the resolutions adopted that require immediate execution, may be certified and extracted by the Chairman and Secretary of the meeting, even pending completion of the process of drafting and subsequent transcription of the minutes themselves.

The functioning of the Board of Directors was respected during the course of the year and, in particular, all the documentation related to the pre-meeting information was promptly provided to all directors.

### **Frequency of Board Meetings**

In the Financial Year, the Board held 8 meetings, regularly attended by the Directors. More specifically, given a total attendance percentage of 93% and an attendance of Independent Directors of 89.6%, the attendance percentage of each Director was as follows: (i) 100% for Carlo Achermann; (ii) 100% for Stefano Achermann; (iii) 100% for Claudio Berretti; (iv) 100% for Claudio Roberto Calabi; (v) 100% for Francesca Moretti; (vi) 87.5% for Gianluca A. Ferrari; (vii) 62.5% for Lucrezia Reichlin; (viii) 100% for Cristina Spagna; and (ix) 87.5% for Anna Maria Tarantola.

All meetings were convened in accordance with the articles of association. The meetings held during the FY lasted an average of approximately 82 minutes. The meetings were held exclusively by electronic means until the last quarter of the FY; starting from the meeting of the Board of Directors on 3 November 2021, access to the Company's registered office was again authorised, although participation through video/audio-conference participation was still permitted.

In the current financial year 2022, at the date of this Report, 3 meetings of the Board in Office have already taken place and a further 4 meetings are planned.

### **Activities performed**

The following paragraphs illustrate the main activities performed by the Board during the FY, in accordance with that envisaged by the applicable legislative and regulatory provisions, including those of the Corporate Governance Code:

- (i) examined the overall performance of the Group's operations, the quarterly, six-monthly and yearly results, the general policies relating to human resource management, significant transactions, related party transactions, taking into consideration the information received from delegated bodies and comparing the results recorded with those planned;
- (ii) received continuous information on the process of the preparation of the non-financial statement set forth in Italian Legislative Decree 254/2016, and made the appropriate decisions in this regard;
- (iii) examined and gave approval for transactions - considered significant from a strategic, economic or equity perspective for the Issuer - of the Issuer and its subsidiaries.

The Issuer decided not to establish specific criteria to identify transactions that are considered significant from a strategic, economic, equity or financial perspective for the Company itself, as said criteria are established individually for each of the transactions at the time the same are approved. If the Company intends to perform significant transactions, the CEO presents a summary of the analyses conducted in terms of strategic coherence, economic feasibility and expected return for the company to the Board of Directors.

At the meeting held on 15 March 2022, the Board positively assessed the substantial adequacy of the organisational, administrative and accounting structure of the Issuer and its subsidiaries, also with specific reference to the ICRMS after obtaining the opinion of the Control and Risk Committee, and also on the basis of assessment made by the Company's Head of the internal audit function. The assessment of the administrative and accounting structure was also conducted on the basis of feedback from management at the Group's subsidiaries.

At the cited meeting of 15 March 2022, the Board also conducted a self-assessment of the functioning of the Board itself and of its Committees pursuant to Principle IV and art. 4, Recommendation no. 21 of the Corporate Governance Code. This assessment process was conducted in February 2022, regarded FY 2021 and was conducted via a questionnaire distributed to all Directors, with the assistance of the Law Firm Orsingher Ortu Avvocati Associati, which provided support to the Issuer for the performance of the corporate governance activities of the same.

For more detailed information on the results of the self-assessment process, please refer to section 7 of this Report.

## **4.5. Role of the Chairman of the Board of Directors**

In exercising the functions assigned to it by law, the Articles of Association and other provisions established by the Internal Regulations for the functioning of the Board of Directors, as well as in line with the recommendations of the Corporate Governance Code, the Chairman of the Board

of Directors, with the support of the Secretary of the Board of Directors, oversees the effective functioning of the Board's work, carrying out a role of connection between executive and non-executive directors.

In particular, the Chairman, with the assistance of the Secretary, oversees: (i) that the pre-meeting information and supplementary information provided during the meetings are suitable to enable the directors to act in an informed manner in performing their role; (ii) that the activities of the Committees are coordinated with the activities of the Board of Directors, inter alia by participating in the meetings of the Committees; (iii) in agreement with the Chief Executive Officer, that the executives of the Company and those of the companies of its Group and the managers of the subject relative corporate functions are invited and attend the Board meetings, also at the request of individual directors, to provide the necessary details on the items on the agenda; (iv) that all members of the Company's Board of Directors and Board of Statutory Auditors may participate, 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 operates, of the dynamics and their development also with a view to the sustainable success of the company itself as well as the principles of proper risk management and the reference regulatory and self-regulatory framework; (v) the adequacy and transparency of the management body's self-assessment process.

In particular, during the Year, the Chairman of the Board of Directors, in compliance with Recommendation 12 of the Corporate Governance Code, oversaw the suitability and timeliness of the pre-meeting information, also in compliance with the internal regulations on functioning of the Board of Directors adopted by the Company (and described in section 4.4 of this Report), simultaneously in agreement with the Chief Executive Officer that the right of participation by individual directors at board meetings is guaranteed, if necessary by anticipating/postponing said meetings. In addition, in 2021, the Chairman of the administrative body guaranteed coordination of the activities of the board committees with the activities of the Board of Directors, presiding over their functions of conducting preliminary assessments, providing advice and making proposals.

Based on the various matters discussed and related requirements, the Chairman invited the relative parties involved in the resolutions passed, as well as experts on the specific issues. Indeed, the following individuals regularly participated in the meetings of the board: Manuela Mascarini as executive in charge of preparing the company's accounting documents, Luca Londer as head of strategic planning, Massimo Leopizzi as General Counsel of the Group, Simona Pastorino as head of the Internal Audit functions, Claudio Comini, as investor relator, Andrea Angrisani, as head of international network development, and Eugenio Fabris, HR head of the group.

The Chairman also oversaw the implementation of an Induction Programme in which Directors could take part, with a view to providing them with an adequate understanding of the business sector in which the Issuer operates, of business dynamics and their evolution, of the principles of good risk management and of the legislative and self-regulatory framework of reference. In particular, an information session was scheduled in March 2021, with approximately 12 meetings held in webinar mode during the year. Furthermore, with a view to maintaining said knowledge and understanding, the Directors receive the necessary information and updates on the above-mentioned topics whenever necessary.

In addition, the Chairman verified, also through the involvement of a law firm, the adequacy and transparency of the Board's self-assessment process that was carried out during 2021. The analysis was conducted through the anonymous completion of a questionnaire by each Director, aimed at formulating a self-assessment of the Board of Directors and the Committees. The assessment focused on the most important aspects of the Board's profile, such as: (i) size, composition and functioning of the Board of Directors; (ii) size, composition and functioning of committees within the Board of Directors; (iii) communication between the Board of Directors and top management - induction programme; (iv) Corporate governance and risk governance.

On 30 July 2021, the Board of Directors adopted the policy of dialogue with its shareholders and the Chairman, during the meeting of 15 March 2022, informed the Board on the development and contents of the dialogue that took place during the last months of the year.

### **Secretary of the Board of Directors**

On 29 March 2021, the Board of Directors appointed Massimo Leopizzi, Group General Counsel, as secretary of the Board, in line with the provisions of art. 3, Recommendation no. 18, of the Corporate Governance Code.

The Secretary of the Board is appointed - and, if necessary, dismissed - by the Board of Directors, on the proposal of the Chairman, who also assesses the existence of adequate professional requirements.

The Chairman instructs the Secretary to call, organise, conduct and prepare the documentation for the meetings of the Board of Directors.

The Secretary supports the activities of the Chairman and provides, with impartiality, assistance and advice to the Board on all aspects relevant to the proper functioning of the corporate governance system.

## **4.6. Executive Directors**

### **Chief Executive Officer**

By a resolution of the Board of Directors on 22 April 2020, the Chief Executive Officer, Stefano Achermann, was invested with the following powers:

- a) to manage, direct and administer the operations of the Company by providing guidance, coordination and control of the activities of subsidiaries, each of which involved in the production of goods and services, consistent with its corporate purpose;
- b) to establish the strategic guidelines of the Company and of the Group as regards its policy on alliances, acquisitions/disposals of new business activities, measures to develop the current perimeter to be submitted to the Board of Directors, ensuring - once approved - the necessary coordination and control activities as regards the actions of subsidiaries, associates or investee companies with a view to achieving the Group's objectives;
- c) to define the Company's organisation through the company areas and functions reporting to the same. In particular, inter alia: human resources and trade union relations, quality control and customer satisfaction, strategic planning and investor relations, legal and corporate affairs, administration and the financial statements, financial and treasury activities and control and management;
- d) to implement the resolutions of the Board of Directors by taking the measures, also as regards extraordinary administration, resolved upon by the Board;
- e) to resolve upon and to take all measures that are included in the ordinary management of the Company;
- f) to draw up, circulate and monitor compliance, by all subsidiaries, of Group regulations that establish the matters that require the prior authorisation of the Issuer;
- g) to exercise the responsibility of the employer (set forth in Italian Legislative Decree 81/08 et seq.), of data controller (set forth in Italian Legislative Decree 196/03) as well as executive in charge of security.

The assignments and the powers assigned above are also expressly intended to include, by way of example but not limited to the following powers, which may be exercised by the Chief Executive

Officer, with a single signature, unless otherwise envisaged in point 29 below and with the faculty to sub-delegate, and in any event without prejudice to the powers reserved to the Board of Directors:

1. to represent the Company before any ordinary or special judicial or administrative authority, in any proceeding and at any level or jurisdiction, also on the occasion of revocation or cessation, with the power to decide, propose and sign any declaration, application, exception, appeal, opposition, defence and any document of any nature; to file and to re-file lawsuits and to waive the same, to submit claims, to bring civil action in criminal proceedings, to represent Group companies in criminal proceedings as the injured party, to refer any disputes that may arise to arbitration or amicable composition for settlement, either on the basis of a clause in the contract itself or a separate submission agreement, appointing the arbitrators and seeing to all the formalities also relating to the consequent decision of the arbiters; to represent the Company in insolvency proceedings; to conciliate or settle disputes in a court of law; to submit or refer oaths; to submit and respond to questions and enquires also as regards civil fraud; to make and demand legal deposits giving receipt and discharge thereof; to perform all of the above all through special proxies, with the power to appoint lawyers and proxies, issuing the relative general or special powers of attorney for litigation on behalf of Group companies and to elect domicile, as well as to appoint special proxies to represent the Company;
2. to perform any transaction at the department of motor vehicles and/or the relative public motor vehicle register relating, inter alia, to the transfer of ownership of motor vehicles, to update certificates and to sign the relative contracts and documents on behalf of the Company;
3. opening and closing current bank and post office accounts and making transactions on the same; drawing bank cheques, requesting bankers' drafts, payment orders or credit orders, within the limits of the sums that are available, making payments of company debts of any amount or nature, in any form; issuing, signing and endorsing drafts agreed with Italian and foreign customers to cover the Company's supplies; in general performing any transaction relating to amounts, securities, receivables, commercial bills, currency etc.;
4. signing Company correspondence;
5. guiding, controlling and monitoring the performance of the companies directly or indirectly controlled, reporting to the Board of Directors on activities and on transactions considered important from an economic, financial or equity perspective performed by the same;
6. making proposals to the Company's Board of Directors regarding any changes to the organisational structure of the Group, also by means of extraordinary transactions on share capital, with a view to assuring the Group's operational unity, as well as technical and administrative policies;
7. to handle relations and to represent the Company before the Bank of Italy as regards all financial, currency and other types of transactions;
8. to handle relations with - and to represent the Company before - Consob and Borsa Italiana and any other public or independent authority;
9. to handle relations with banks and/or investment firms;
10. to represent the Company in Italy and abroad before any body and/or office of the European Union, the state administration, territorial and non-territorial bodies, public and private offices, trade and trade union organisations, customs offices, post and telegraph offices;
11. to represent the Company, by submitting applications, petitions, appeals and claims to the judicial and administrative authorities, and to any other public and/or independent authority,

such as by way of example, the antitrust authorities, the authority for the protection of personal data, the Italian communications authority, the electricity and gas authorities, with the power to take legal action and appear before the court, also appointing lawyers and proxies for litigation;

12. to represent the Company before Chambers of commerce and the offices of company registers, requesting, depositing and/or collecting any certificate, declaration, document, deed in general, as well as letters, registered letters, insured letters, parcels, valuables, securities, goods etc. at/from the same, as well as from other public or private administrative, financial and postal offices; to enter into any contract with public and/or private entities to obtain the utilities needed to attain the corporate purpose;
13. to represent the Company before the general management, the registry office, the technical tax offices, the district tax offices, VAT offices, municipal offices, including those responsible for local taxes and, in general, before central and local financial administrations and public territorial entities, to sign and submit appeals, income tax returns of the Company, substitute tax declarations and any other declaration envisaged by tax legislation; to submit appeals against any deed and/or order issued by the above-cited financial administrations before the tax commissions and any other competent judging body, to submit appeals and counter-appeals, to accept and sign the relative settlements, agreeing on all of the terms, including economic terms; to sign statistical reporting forms, and any other document required for transactions related to international trade, exports, imports and the transit of goods;
14. to submit applications and to file any paperwork with a view to obtaining financial and/or tax benefits, from community, primary and secondary national legislation and/or from legal provisions issued by territorial public bodies and/or by other public bodies;
15. as regards bank transactions and financial transactions in general, negotiating and obtaining, from banks and credit institutions, loans and credit facilities in Euro or in a foreign currency, that may be used in any form up to a maximum of Euro 5,000,000 per transaction, with express power to sign the relative annexed and ancillary contracts and agreements; opening and closing current bank and post office accounts and making transactions on the same; organising the approval and the use of credit lines; negotiating and defining funding and borrowing conditions and means also in the interests of subsidiaries controlled directly or indirectly; obtaining (bank or insurance) sureties, endorsements, guarantees in general for the obligations undertaken by the Company with third parties and in the interests of the former; issuing or arranging the issue of unsecured guarantees from banks and financial companies in the Company's interest, or in the interest or, in any event, in favour of and to the benefit of companies directly or indirectly controlled by the same, for the continuation of its operations; drawing bank cheques, requesting bankers' drafts, payment orders or credit orders, within the limits of the sums that are available; endorsing, negotiating and issuing receipts for cheques and money orders originated by the Company or endorsed to the same; obtaining the relative amounts of the same, challenging the same; cashing and discounting bills and drafts originated by the company or endorsed to the same, and issuing receipts; obtaining the return on the same, challenging the same; opening and closing bank and post office accounts, making payments into and withdrawals from the same, issuing receipts; cashing amounts, as well as money orders, cheques, bills and securities at banks, collecting receivables and valuables from any party and for any reason due to the Company; making payments of company debts of any amount or nature, in any form; issuing, signing and endorsing drafts agreed with Italian and foreign customers to cover the Company's supplies; in general performing any transaction relating to amounts, securities, receivables, commercial bills, currency etc.; to make transfers of funds and perform other intragroup financial transactions with subsidiary companies, without any limit to the amount;

16. again with regard to financial transactions, signing finance lease contracts, on condition that the lease of the goods relates to the corporate purpose, with a term not exceeding nine years and a maximum amount of Euro 5,000,000 per year; performing factoring transactions, signing the relative contracts, establishing the receivables to be assigned, the price of the assignments, establishing the conditions of the factoring arrangement, agreeing on pacts and clauses, as a real or binding right;
17. representing the Company vis-à-vis insurance and reinsurance companies, submitting claims for damages, overseeing appraisals, accepting settlements, agreeing on all of the terms, including economic terms;
18. participating and competing in public tenders in general, announced by any public and/or private, international, Community, national and/or local entity, and in judicial auctions, representing the Company at each stage of the relative proceedings, signing applications, petitions and correspondence;
19. finalising, amending, resolving and allowing novation, renewals, extensions (including tacit renewals), settling all disputes relating to the following purchase agreements: a) purchase agreements regarding the Company's movable assets and property, directly or indirectly related to the company business (excluding the equity investments that would be registered as long-term investments for which a specific resolution of the Board is required), including the equipment for the Company's plant, office furniture, raw materials, motor vehicles and any other type of movable asset subject to registration; b) lease contracts with a term not exceeding nine years, for the lease, loan for use, of movable assets and real estate; c) service provision agreements, sub-agreements and any type of supply agreement; shipment agreements for the transport of people and/or items by land, air or sea; d) insurance and reinsurance contracts for any risk and any amount; e) mandate, commission or agency agreements (with or without representation), distribution, brokerage, deposit and/or consignment stock, advertising, sponsorship, general consulting agreements; f) contracts relating to software and/or hardware; g) contracts relating to intangible assets relating to intellectual property; h) any other purchase contract. The power set forth in point 19) above, may be exercised for contracts with annual amounts equal to but not exceeding Euro 1,500,000;
20. as regards safety in the workplace, accident prevention and environmental protection (also of the work environment), performing all that is necessary, including allocating tasks and appointing delegates responsible for this area, which also act as proxies, to ensure full compliance with health and safety legislation in the workplace and the protection and safeguarding of the environment and the health of workers; representing the company in relations with third parties, including consultants, and with the administrative and judicial authorities, within the powers awarded in this point; organising and overseeing the provision of the utmost information to workers (dependent, auxiliary and/or external) on any general or specific risks they may be exposed to during the performance of their work, informing the same of the essential rules of prevention, safety and hygiene by means of posters containing extracts of the same displayed in the workplace and in any event using any suitable means that may promote and ensure immediate awareness; drawing up and implementing adequate internal rules on protection, safety and hygiene for the workplace, in compliance with legislative provisions; ensuring, checking and demanding, also in application of regulations and the law, that everyone complies with legislative and internal provisions regarding safety, protection and environmental and food hygiene, but using everything made available to the same; ensuring and overseeing that all safety devices and means of personal protection are always used and are in a good state of repair, using specific personnel to check this, who must report any non-fulfilments as necessary; continuously checking that all plant, equipment and other articles meet legal requirements, updating the same to new technologies



in safety, hygiene and ecology and to that required by fire prevention laws; handling compliance of an administrative nature relating to ecology and to health and safety in the workplace;

21. representing the Company with regard to labour inspection agencies, trade unions, labour offices, social security and/or national insurance entities; ensuring that the compulsory ledgers and the documents required by labour and social security laws and regulations are properly kept; signing and submitting declarations, communications, certifications for legal purposes as regards social security and/or welfare, as well as relating to insurance against accidents in the workplace, handling and/or settling disputes agreeing on all terms, including economic ones;
22. hiring, transferring, suspending and dismissing personnel of any category or level, with the exclusion of executives whose annual gross salary exceeds Euro 400,000.00, establishing the conditions, qualifications, category and level, determining remuneration, fees and assignments; drawing up work training contracts and consulting contracts; appointing and dismissing agents, sub-agents, commissioners, door-to-door salespeople, representatives and in general commercial staff for the sale of the Company's products and services in Italy and abroad;
23. requesting sole ownership certificates in general (with no exceptions or exclusions) and certificates for patents, industrial inventions and utility models, extensions and addendums, in Italy or abroad, and protecting the Company's intellectual property rights; requesting the registration of trademarks, however constituted, in Italy and abroad, fulfilling any consequent requirement;
24. participating in public auctions, tenders and private invitations also for supplies to public administrations, making commitments and acting in the name of the company when guaranteeing the relative documents and/or any agreements related to the same;
25. participating in all public sessions of awarding commissions for public auctions, tenders and private invitations, negotiated procedures announced by central and local public administrations, and by any public or private body or entity. Performing all actions and transactions that are instrumental, supplemental or in any event consequential to those indicated in the points above;
26. appointing and dismissing general and special proxies, establishing their powers within the scope of his own and any fee due; assigning, changing and withdrawing consulting and professional collaboration assignments;
27. representing the Company in the ordinary and extraordinary shareholders' meetings of investee companies and/or entities, with all relevant powers of representation and authorisation, and, to this end, establish assignees or delegates in accordance with the law;
28. opening or closing branches, offices, deposits, agencies and representation offices in Italy and abroad that are not secondary offices;
29. taking any measures, with the joint signature of the Chairman, that are the responsibility of the Board of Directors, if the same are urgent, in the Company's interest, with the obligation to report back to the Board at the next meeting of the same.

By virtue of the powers awarded by the Board of Directors, the Chief Executive Officer, Mr. Stefano Achermann, is considered the person in charge of company management. It should also be noted that there are no interlocking directorate situations relating to Mr. Stefano Achermann.

Pursuant to art. 18 of the Articles of Association, the Chairman of the Board of Directors has the power to sign on behalf of the Company and to legally represent the same before third parties

and the courts. To the extent of the delegation, Mr. Stefano Achermann, Chief Executive Officer, also has the power to sign on behalf of the Company and to represent the same.

### **Chairman of the Board of Directors**

By a resolution of the Board of Directors on 22 April 2020, the Chairman, Carlo Achermann, was invested with the following powers:

1. to represent the Company before any ordinary or special judicial or administrative authority, in any proceeding and at any level or jurisdiction, also on the occasion of revocation or cessation, with the power to decide, propose and sign any declaration, application, exception, appeal, opposition, defence and any document of any nature; to file and to re-file lawsuits and to waive the same, to submit claims, to bring civil action in criminal proceedings, to represent Group companies in criminal proceedings as the injured party, to refer any disputes that may arise to arbitration or amicable composition for settlement, either on the basis of a clause in the contract itself or a separate submission agreement, appointing the arbitrators and seeing to all the formalities also relating to the consequent decision of the arbiters; to represent the Company in insolvency proceedings; to conciliate or settle disputes in a court of law; to submit or refer oaths; to submit and respond to questions and enquires also as regards civil fraud; to make and demand legal deposits giving receipt and discharge thereof; to perform all of the above all through special proxies, with the power to appoint lawyers and proxies, issuing the relative general or special powers of attorney for litigation on behalf of Group companies and to elect domicile, as well as to appoint special proxies to represent the Company;
2. to perform any transaction at the department of motor vehicles and/or the relative public motor vehicle register relating, inter alia, to the transfer of ownership of motor vehicles, to update certificates and to sign the relative contracts and documents on behalf of the Company;
3. opening and closing current bank and post office accounts and making transactions on the same; drawing bank cheques, requesting bankers' drafts, payment orders or credit orders, within the limits of the sums that are available, making payments of company debts of any amount or nature, in any form; issuing, signing and endorsing drafts agreed with Italian and foreign customers to cover the Company's supplies; in general performing any transaction relating to amounts, securities, receivables, commercial bills, currency etc.;
4. signing Company correspondence;
5. guiding, controlling and monitoring the activities of the companies directly or indirectly controlled, wherever located, reporting to the Board of Directors on their business activities and on transactions considered important from an economic, financial or equity perspective;
6. defining the management and development activities and any portfolio restructuring of the investee companies, also through acquisitions, extraordinary capital transactions or sales of companies and/or of business divisions;
7. to handle relations with banks and/or investment firms;
8. to represent the Company in Italy and abroad before any body and/or office of the European Union, the state administration, territorial and non-territorial bodies, public and private offices, trade and trade union organisations, customs offices, post and telegraph offices;
9. to represent the Company, by submitting applications, petitions, appeals and claims to the judicial and administrative authorities, and to any other public and/or independent authority, such as by way of example, the antitrust authorities, the authority for the protection of personal data, the Italian communications authority, the electricity and gas authorities, with

the power to take legal action and appear before the court, also appointing lawyers and proxies for litigation;

10. to represent the Company before Chambers of commerce and the offices of company registers, requesting, depositing and/or collecting any certificate, declaration, document, deed in general, as well as letters, registered letters, insured letters, parcels, valuables, securities, goods etc. at/from the same, as well as from other public or private administrative, financial and postal offices; to enter into any contract with public and/or private entities to obtain the utilities needed to attain the corporate purpose;
11. to represent the Company before the general management, the registry office, the technical tax offices, the district tax offices, VAT offices, municipal offices, including those responsible for local taxes and, in general, before central and local financial administrations and public territorial entities, to sign and submit appeals, income tax returns of the Company, substitute tax declarations and any other declaration envisaged by tax legislation; to submit appeals against any deed and/or order issued by the above-cited financial administrations before the tax commissions and any other competent judging body, to submit appeals and counter-appeals, to accept and sign the relative settlements, agreeing on all of the terms, including economic terms; to sign statistical reporting forms, and any other document required for transactions related to international trade, exports, imports and the transit of goods;
12. to submit applications and to file any paperwork with a view to obtaining financial and/or tax benefits, from community, primary and secondary national legislation and/or from legal provisions issued by territorial public bodies and/or by other public bodies;
13. as regards bank transactions and financial transactions in general, negotiating and obtaining, from banks and credit institutions, loans and credit facilities in Euro or in a foreign currency, that may be used in any form up to a maximum of Euro 5,000,000 per transaction, with express power to sign the relative annexed and ancillary contracts and agreements; opening and closing current bank and post office accounts and making transactions on the same; organising the approval and the use of credit lines; negotiating and defining funding and borrowing conditions and means also in the interests of subsidiaries controlled directly or indirectly; obtaining (bank or insurance) sureties, endorsements, guarantees in general for the obligations undertaken by the Company with third parties and in the interests of the former; issuing or arranging the issue of unsecured guarantees from banks and financial companies in the Company's interest, or in the interest or, in any event, in favour of and to the benefit of companies directly or indirectly controlled by the same, for the continuation of its operations; drawing bank cheques, requesting bankers' drafts, payment orders or credit orders, within the limits of the sums that are available; endorsing, negotiating and issuing receipts for cheques and money orders originated by the Company or endorsed to the same; obtaining the relative amounts of the same, challenging the same; cashing and discounting bills and drafts originated by the company or endorsed to the same, and issuing receipts; obtaining the return on the same, challenging the same; opening and closing bank and post office accounts, making payments into and withdrawals from the same, issuing receipts; cashing amounts, as well as money orders, cheques, bills and securities at banks, collecting receivables and valuables from any party and for any reason due to the Company; making payments of company debts of any amount or nature, in any form; issuing, signing and endorsing drafts agreed with Italian and foreign customers to cover the Company's supplies; in general performing any transaction relating to amounts, securities, receivables, commercial bills, currency etc.; to make transfers of funds and perform other intragroup financial transactions with subsidiary companies, without any limit to the amount;
14. again with regard to financial transactions, signing finance lease contracts, on condition that the lease of the goods relates to the corporate purpose, with a term not exceeding nine years

and a maximum amount of Euro 5,000,000 per year; performing factoring transactions, signing the relative contracts, establishing the receivables to be assigned, the price of the assignments, establishing the conditions of the factoring arrangement, agreeing on pacts and clauses, as a real or binding right;

15. representing the Company vis-à-vis insurance and reinsurance companies, submitting claims for damages, overseeing appraisals, accepting settlements, agreeing on all of the terms, including economic terms;
16. appointing and dismissing general and special proxies, establishing their powers within the scope of his own and any fee due; assigning, changing and withdrawing consulting and professional collaboration assignments;
17. representing the Company in the ordinary and extraordinary shareholders' meetings of investee companies and/or entities, with all relevant powers of representation and authorisation, and, to this end, establish assignees or delegates in accordance with the law;
18. opening or closing branches, offices, deposits, agencies and representation offices in Italy and abroad that are not secondary offices;
19. to take any measures, with the joint signature of the CEO, that are the responsibility of the Board of Directors, if the same are urgent, in the Company's interest, with the obligation to report back to the Board at the next meeting of the same.

The Board of Directors decided to award the Chairman proxies for the more efficient and smooth running of the Company's business operations.

The Chairman is not the main party responsible for the Issuer's management, nor is he a majority shareholder of the Issuer.

### **Executive Committee pursuant to art. 123-bis, paragraph 2, letter d) of the Consolidated Law on Finance**

As at the Date of Reference, the Executive Committee has not been established.

### **Disclosure to the Board by the Directors/Delegated bodies**

At least every quarter, the Chief Executive Officer provided adequate information to the Board of Directors on the general performance of operations and on its foreseeable outlook, as well as on significant transactions, in terms of size or characteristics performed by the Company and its subsidiaries.

At meetings of the Board of Directors, the Directors reported to the Board of Statutory Auditors promptly, and every quarter, on the activities performed and on transactions considered significant from an economic, financial and equity perspective, performed by the Company and by subsidiaries, with a view to enabling the Board of Statutory Auditors to assess whether the transactions approved and set in place are compliant with the law and with the Articles of Association and are not manifestly imprudent or go against the resolutions passed by the Shareholders' Meeting, or are such that they compromise the integrity of shareholders' equity.

More specifically, the Directors report on transactions in which they have an interest, on their own behalf or on behalf of third parties and on any atypical, unusual or related party transactions.

### **Other Executive Directors**

At the Date of Reference, in addition to the CEO and the Chairman, no other Directors have been awarded powers.

## 4.7. Independent Directors and Lead Independent Director

Pursuant to the combined provisions of articles 147-ter, paragraph 4 and 148, paragraph 3 of the Consolidated Law on Finance, and with that envisaged by art. 2.2.3, paragraph 3, letter m) of the Stock Market Regulations and by art. IA.2.10.6 of the Stock Market Regulation Instructions, as well as in compliance with the recommendations of the Corporate Governance Code, the Board of Directors currently has 6 Independent Directors, namely Gianluca A. Ferrari, Claudio Roberto Calabi, Cristina Spagna, Lucrezia Reichlin, Anna Maria Tarantola and Francesca Moretti.

The above Independent Directors have indicated their suitability by declaring, on their appointment, to meet the requirements of independence envisaged by art. 148, paragraph 3 of the Consolidated Law on Finance, and article 2 of Recommendation no. 7 of the Corporate Governance Code.

Indeed, the procedure followed by the Board to verify independence envisages that the Director states that said requirement is met at the time his/her candidature is submitted, as well as at the time the appointment is accepted, and that it is subsequently confirmed by the Board of Directors.

The Board decided that the information aspects requested of the Independent Directors at the time of their acceptance of office, through the completion of a specific form at the time of the signature of the statement of independence (which must be updated at least once a year), were sufficiently analytical to enable the Board to make the appropriate assessments as to the fulfilment or otherwise of the requirement. For the purpose of said assessments, the Board of Directors did not deem it appropriate to establish quantitative and qualitative criteria *ex ante* to assess the significance (i) of any business, financial or professional relationships with the Company or with the Group companies - or the relative executive directors or top management - or with a party that, including together with others through a shareholders' agreement, controls the Company (or with the relative executive directors or top management); (ii) of any additional remuneration, preferring to examine the business, financial and professional relationships that may have been entered into and any additional remuneration on the basis of their actual relevance on a case-by-case basis, also taking into account the economic-financial situation of the party concerned. To this end, relationships which, although not significant from an economic perspective, are of particular importance for the prestige of the interested party, were also taken into consideration.

At the meeting held on 15 March 2022, the Board of Directors again provided for the appropriate checks to be made regarding the independence requirements of each Independent Director, also based on the information provided by the interested party. The outcome of said assessments was announced to the market in a press release dated 15 March 2022, available on the Company's website <https://www.be-tse.it/it/investors/comunicati-stampa>.

On this occasion, the Board of Statutory Auditors confirmed that it had conducted all of the necessary checks regarding the correct application of the assessment procedures adopted by Board of Directors to assess the independence of its members. The results of these checks were included in the report of the Board of Statutory Auditors to the Shareholders' Meeting pursuant to art. 153 of the Consolidated Law on Finance, to which the reader should refer.

Each director has provided all the elements necessary or useful for the aforementioned assessments by the Board.

Since the Company does not qualify as a "large company", in line with the provisions of art. 2, Recommendation no. 5, of the Corporate Governance Code, the Independent Directors met during the Year without the other Directors during the meetings of the Control and Risk Committee and the Appointments and Remuneration Committee, but no *ad hoc* meetings were held.

Pursuant to art. 3, Recommendation no. 13 of the Corporate Governance Code, the Board of Directors must designate an independent director as Lead Independent Director in the following cases: a) if the Chairman of the Board of Directors is the Chief Executive Officer or holds

significant management powers; b) if the office of Chairman is held by an individual who controls the company, even jointly.

Pursuant to art. 3, Recommendation no. 13 of the Corporate Governance Code, the Board of Directors has designated an independent director as Lead Independent Director, as the Chairman of the Board of Directors has significant management powers.

In particular, at the meeting of the Board of Directors on 30 July 2021, Claudio Roberto Calabi was appointed as Lead Independent Director of the Company, in compliance with the provisions of the Corporate Governance Code.

## 5. Management of company information

The Company has adopted procedures for the internal management and external communication of documents and information regarding the Issuer, with particular reference to the privileged information set forth in the MAR.

More specifically, the Issuer has adopted:

- a) the procedure for the internal management and communication to the public of privileged information (the **Privileged Information Procedure**), in compliance with the provisions set forth, *inter alia*, in the MAR, in Implementing Regulation (EU) 347/2016 of the Commission regarding lists of persons with access to the privileged information set forth in art. 18 of the MAR and in Commission Implementing Regulation (EU) 1055/2016, which establishes the technical standards for implementation as regards the technical tools for the adequate communication to the public of privileged information and to delay the communication to the public of privileged information and the provisions set forth in the Commission Implementing Regulation (EU) 347/2016, approved by the Board of Directors of Be at a meeting held on 7 July 2016, later amended on 10 November 2016 and most recently on 18 December 2019;
- b) the internal procedure for internal dealing (the **Internal Dealing Procedure**), in compliance with art. 114, paragraph 7 of the Consolidated Law on Finance and the relative regulatory implementing provisions, which reflect the provisions regarding transactions performed by persons who exercise management, control and supervisory functions of the Company set forth in art. 19 of the MAR, Delegated Regulation (EU) 522/2016 of 17 December 2015, Implementing Regulation (EU) 523/2016 and Consob Communication no. 0061330 of 1 July 2016, approved by the Board of Directors of Be, held on 7 July 2016, later amended on 10 November 2016, 11 May 2017 and most recently on 18 December 2019.

The Privileged Information Procedure seeks to regulate: (a) the management and the treatment of privileged information regarding the Company and its subsidiaries; as well as (b) the procedures to follow for the communication of this information internally and externally to the company. The Privileged Information Procedure establishes the tasks and the responsibilities of the functions involved, identifies criteria, procedures and the timing of the different procedural stages, established the appropriate levels of decision-making for the circulation of announcements and of information, dictates to this end provisions addressed to providing an exhaustive and timely flow of information within the companies that are part of the Group, as well as between the same and the Issuer, with a view to complying with disclosure obligations, regarding price sensitive matters, vis-à-vis the market and the bodies that control the market.

The Internal Dealing Procedure envisages that a series of relevant parties are subject to a market disclosure obligation as regards transactions performed on the listed financial instruments issued by the Company. The Internal Dealing Procedure envisages thresholds and terms for communication to

the market and relative penalties in line with that established by applicable legislative provisions on the matter, and therefore also contains a provision regarding the so-called black-out periods.

A copy of the Privileged Information Procedure and of the Internal Dealing Procedure is available on the Company's website <https://www.be-tse.it/it/investors/sistema-di-governance>.

## **6. Board Committees (pursuant to art. 123-bis, paragraph 2, letter d), of the Consolidated Law on Finance)**

In compliance with the provisions of the Corporate Governance Code, the Board of Directors has established two internal committees: the Control and Risk Committee and the Appointments and Remuneration Committee.

The Committees represent a part of the Board of Directors, whose objective is to offer advice and make proposals, with a view to improving the functioning and the policy-making ability of the Board of Directors.

The Control and Risk Committee, in relation to which reference is made more specifically to paragraph 9 of this Report, has also been assigned functions and duties regarding transactions with related parties.

The Appointments and Remuneration Committee, whose composition and functioning is more specifically described in paragraph 8.2 of this Report, performs the committee functions for appointments, as well as the committee functions for remuneration, and was established in accordance with the conditions envisaged by the Corporate Governance Code.

This decision was taken on the basis of the Company's organisational requirements, the functioning and the size of the Board of Directors.

The individual directors called to sit on the Committees were identified by the Board on the basis of their expertise and experience in relation to the matters and activities assigned to each Committee, avoiding an excessive concentration of offices. There are no Committees with less than 3 members and the work of the same is coordinated by a Chairman.

The duties and operating rules of each Committee, including the reporting methods, are governed by a specific resolution passed by the Committees.

On the Date of Reference, there were no additional committees to those recommended by the Corporate Governance Code.

Board of Directors		Control and Risk Committee		Appointments and Remuneration Committee	
Office/Position	Members	(*)	(**)	(*)	(**)
Chairman	Carlo Achermann	N/A	N/A	N/A	N/A
Chief Executive Officer	Stefano Achermann	N/A	N/A	N/A	N/A
Director	Claudio Berretti	N/A	N/A	4/4	M
Independent Director	Claudio Roberto Calabi	7/7	P	N/A	N/A
Independent Director	Francesca Moretti	7/7	M	N/A	N/A
Independent Director	Gianluca Antonio Ferrari	6/7	M	N/A	N/A
Independent Director	Lucrezia Reichlin	N/A	N/A	N/A	N/A
Independent Director	Cristina Spagna	N/A	N/A	4/4	P
Independent Director	Anna Maria Tarantola	N/A	N/A	3/4	M

Notes:

(\*) This column indicates the attendance of the directors at meetings of the committees (indicate the number of meetings attended with respect to the total number of meetings that the same could have attended; e.g. 6/8; 8/8, etc.).

(\*\*) This column indicates the position of the director within the committee: “C”: Chairman; “M”: Member.

## 7. Self-assessment and succession of directors

### 7.1 Self-assessment

The Board of Directors periodically assesses the size, composition and actual functioning of the Board itself and its Committees, considering the role played by the Board in defining strategies and monitoring operating performance and the adequacy of the system of internal control and risk management. The Company discloses this assessment in the Report on Corporate Governance and Ownership Structure, assessing the opportunity to also disclose information relating to the outcome of the assessment.

By resolution of 5 March 2021, although the Company does not qualify as a “large company”, the Board of Directors made the decision to carry out the self-assessment procedure on an annual basis (and not three years, as required by Recommendation 22 of the Corporate Governance Code).

The Chairman, with the assistance of the Secretary, ensures the adequacy and transparency of the self-assessment process. Where deemed appropriate, the Board of Directors may entrust a Committee with the task of assisting it in self-assessment activities or the Lead Independent Director.

At the meeting of 15 March 2022, the Board conducted a self-assessment of the functioning of the Board itself and of its Committees pursuant to principle IV and art. 4, Recommendation no. 21 of the Corporate Governance Code. This assessment process was conducted in February 2022, regarded FY 2021 and was conducted via a questionnaire distributed to all Directors, with the assistance of the Law Firm Orsingher Ortu Avvocati Associati, which provided support to the Issuer for the performance of the corporate governance activities of the same.



The self-assessment questionnaire was organised into different sections (i.e.: (i) the size, composition and functioning of the Board; (ii) the size, composition and functioning of committees within the Board; (iii) communication between the Board and top management - induction programme; (iv) corporate governance and risk governance) with regard to which Directors were asked to make evaluations regarding, inter alia, (a) the efficacy of functioning of the Board, considering, in particular the contribution of the Board of Directors to drawing up strategic plans and monitoring the performance of operations, on the adequacy of the ICRMS, (b) the adequacy of the composition of the Board, in regard to the competences and the diversity aspects and, in general (c) topics with relation to which the Corporate Governance Committee - in a letter sent by its Chairman to all listed companies - requested that issuers better implement the recommendations contained in the Corporate Governance Code. More specifically, these topics regarded: (a) pre-meeting information; (b) the application of the independence criteria recommended by the Corporate Governance Code; (c) assessment of the board's contribution to definition of the strategic plans; (d) board reviews; (e) the timeliness and completeness of activities in regard to the appointment and succession of Directors; (f) the remuneration of executive Directors.

Said questionnaire also gave the opportunity to make suggestions and comments and, once completed by all Directors, the Board shared the results in the aforementioned meeting on 15 March 2022. The responses to the questionnaire showed that a large majority of the Directors described a positive framework and offered suggestions for improvements.

More specifically, from the results of the self-assessment process, the following should be noted:

- (i) the size and composition of the Board was assessed as positive, as well as the quantitative and qualitative profile of the same; in this regard, the composition of the Board in terms of the weighting of the different components (executive, non-executive and independent) and professionalism was assessed as positive; the diversity aspect (with reference to gender, age and managerial expertise of the Directors) was also considered positive;
- (ii) the functioning of the Board was considered positive, with reference in particular to the frequency, level of attendance and duration of meetings; nevertheless the area for partial improvement was found to be pre-meeting information and specifically it was suggested that the documentation for meetings of the Board of Directors should be made available sufficiently in advance so as to allow the Directors to make a careful assessment of the topics on the agenda;
- (iii) the information flows between the Board of Statutory Auditors and Company functions were considered to be satisfactory;
- (iv) the duration of the meetings of the Board and of the Board committees was considered fully adequate; with specific regard to Board meetings, the same were also considered as balanced between management presentations and board debate;
- (v) the organisation of the currently-envisaged board committees (Control and Risk Committee and Appointments and Remuneration Committee) was deemed satisfactory, and the composition of the same was assessed as positive in terms of the skills and professional experience represented, which enables the contribution made in specific areas of expertise to be appreciated, and ensures the prompt and correct performance of the tasks asked of the same;
- (vi) the functioning of the committees was assessed as positive with regard to its operation and the information provided to the Board;
- (vii) the information provided by the Chief Executive Officer to the Board of Directors was considered adequate, as well as the efforts made by the Chairman to encourage significant discussion within the board;

- (viii) the Board also appreciated the initiatives taken to encourage the widest attendance possible of shareholders at Shareholders' Meetings and to facilitate the exercise of shareholders' rights and the role of the Board in drawing up strategic plans and in monitoring the performance of the Company's operations;
- (ix) the remuneration policy adopted by the Company for the executive directors was considered to be sufficiently clear and complete, and the opportunity to strengthen the connection between variable remuneration and long-term performance objectives including, where relevant, non-financial parameters, was highlighted;
- (x) the opportunity to assign to a board committee specific functions with regard to sustainability in order to support the Board was highlighted.

The opinions of all Directors (including those of independent Directors) were generally aligned to one another.

## 7.2 Succession plans

At its last renewal in April 2020, the Board of Directors in office at the time expressed an opinion on its qualitative and quantitative composition, considered optimal, also taking into account the results of its own self-assessment. The opinion was published on the Issuer's website well in advance (8 days) with respect to the notice of call of the shareholders' meeting for renewal of the Board.

On that occasion, those who had submitted a list were not asked to provide specific information on the compliance of the candidates with the aforementioned orientation, since the lists filed contained all the appropriate information for the assessment, also in terms of diversity criteria.

In compliance with the provisions of Recommendation no. 24 of the Corporate Governance Code, the Company - not qualifying as a "large company" - decided not to draw up a succession plan for the Chief Executive Officer and the Executive Directors, also in consideration of the existence of mechanisms within the Group that envisage global growth bonuses in favour of particularly key resources within the Group, upon achievement of specific results, with a view to developing said resources.

## 8. Remuneration of Directors - Appointments and Remuneration Committee

### 8.1 Remuneration of Directors

As regards remuneration, the Articles of Association envisage that the Shareholders' Meeting awards the Board of Directors, for the term of its mandate, an emolument, which may be formed by a fixed part and a variable part, the latter proportional to the achievement of certain objectives and/or to the economic results recorded by the Company.

With regard to the policy for the remuneration of Directors and of executives with strategic responsibilities (where present), please refer to the contents of the Report on Remuneration published pursuant to art. 123-ter of the Consolidated Law on Finance and, in particular:

- with regard to the Remuneration Policy, see paragraph 1.2 "Purpose, principles and process for the definition and approval of the Remuneration Policy";

- with regard to the remuneration of executive and non-executive Directors, the remuneration components, the remuneration plans based on shares and other financial instruments, and the timing for vesting and disbursement of remuneration, see paragraphs 1.3 “Remuneration of Directors” and 1.4 “Remuneration of Executive Directors”, in addition to paragraph 1.9 “Share-based incentive plans”;
- with regard to the remuneration of top management, see paragraph 1.7 “General managers and Executives with strategic responsibilities”;
- with regard to the compensation of directors in the event of resignation, dismissal or termination of employment, see paragraph 1.8 “Indemnity for resignation, dismissal or termination of employment”.

All further information relating to the tasks and functioning of the Appointments and Remuneration Committee in relation to the preparation, approval, possible revision and implementation of the Remuneration Policy can be found in section 1, paragraph 1.1 “Process for the preparation, approval, possible revision and implementation of the Remuneration Policy” of the Report on the Remuneration Policy and on fees paid (available on the Company’s website <https://www.be-tse.it/it/investors/sistema-di-governance>).

\* \* \*

### **Indemnity for Directors in the event of their resignation, dismissal without just cause or the termination of the employment contract following a takeover bid (pursuant to art. 123-bis, paragraph 1, letter i), of the Consolidated Law on Finance)**

At the date of this Report if the employment contract with the Chief Executive Officer, Mr. Stefano Achermann, is terminated, the Company will pay the same an indemnity corresponding to one year of fixed salary.

## **8.2. Remuneration Committee**

### **Composition and functioning (pursuant to art. 123-bis, paragraph 2, lett. d), of the Consolidated Law on Finance)**

In accordance with the provisions of art. 2.2.3, paragraph 3, letter n) of the Stock Market Regulations, applicable to issuers with shares traded on the Euronext STAR Milan market, as well as in compliance with the provisions of the Corporate Governance Code, the Board of Directors has established an internal Appointments and Remuneration Committee, in accordance with the Corporate Governance Code.

Following the appointment of the Board of Directors approved by the Shareholders’ Meeting on 22 April 2020, on 22 April 2020 the Board of Directors renewed the composition of the Appointments and Remuneration Committee, appointing independent Director Cristina Spagna (who acts as chairperson of the Committee), non-executive Director Claudio Berretti and independent Director Anna Maria Tarantola as members of the same. Therefore, during the Financial Year, the Committee was comprised by 3 members, with a majority of independent Directors (2/3).

Given the professional expertise and experience of the Committee members, Recommendation no. 26 of the Corporate Governance Code, is fulfilled, regarding adequate knowledge and experience in financial matters and remuneration policies.

In a resolution dated 9 May 2013, the Board of Directors in office at that time, established that the Committee:

- (i) was to be convened on the initiative of the Chairperson of the Committee:
  - a) when the same deemed it necessary or when the other two members requested a meeting;
  - b) with notice to be sent, also by fax or e-mail, to the individual members of the Committee, to the Chairman of the Board of Statutory Auditors, or to another Auditor designated by the same, and to the Chairman of the Board of Directors, at least 5 days before the meeting, containing a summary of the items to be discussed, it being understood however, that even if the notice is not sent, the Committee would be considered legally constituted with the presence of all of its members and of the Chairman of the Board of Statutory Auditors, or by the other Auditor designated by the same;
- (ii) was to meet at the registered office or elsewhere, as long as in a European Union country, specifying that Committee meetings could be held also by video or teleconference, on condition that all attendees can be identified, are able to follow the discussion and to intervene in real time in the debate on the items on the agenda, and to receive, transmit and see documents, and that examining documents and passing resolutions is guaranteed to take place at the same time;
- (iii) would be validly constituted with the presence of the majority of members in office and resolve on the basis of an absolute majority, but in any event, with the favourable vote of the Independent Director, if only one independent member has been appointed to the Committee;
- (iv) draw up minutes on its activities and resolutions, signed by the Chairperson of the Committee and by another member in attendance;
- (v) would approve on the basis of an absolute majority, but in any event, with the favourable vote of the Independent Director, if only one independent member has been appointed to the Committee, any further rules needed for its functioning.

These rules also apply to the current Appointments and Remuneration Committee, the work of which is coordinated by the Chairperson of the Committee.

Directors must refrain from attending Committee meetings in which proposals are made to the Board regarding their remuneration.

During the Financial Year, the Appointments and Remuneration Committee met 4 times. The meetings lasted an average of 29 minutes and the attendance level was 91.66%. More specifically, the attendance level of Cristina Spagna was 100%, that of Claudio Berretti was 100% and that of Anna Maria Tarantola 75%. During said meetings, the Committee, *inter alia*: (a) established whether the objectives relating to the payment of the variable part of remuneration of executive Directors for 2020 had been achieved; (b) assessed the adequacy, the overall consistency and the effective implementation of the remuneration policy adopted by the Company; (c) expressed its opinion on the report on remuneration pursuant to art. 123-ter of the Consolidated Law on Finance and on the annual report on corporate governance and ownership structure pursuant to art. 123-bis of the Consolidated Law on Finance; (d) assessed the activities performed during the Financial Year and those planned for 2021; (e) acknowledged the recommendations for corporate governance by the Corporate Governance Committee; (f) examined the amendments to the incentive plan for certain key people.

In the current year, 2022, on the date of this Report, one meeting of the Committee in office has already taken place and at least two more are planned.

Minutes were regularly drawn up of Committee meetings.

The Committee Chairperson informed the Board of Directors, at the first possible meeting, on the meetings of said Committee and on the matters that were discussed, in accordance with the provisions of art. 3, Recommendation no. 17 of the Corporate Governance Code.

Non-members also attended Committee meetings, without voting rights, upon invitation by the Chairman of the Committee and after informing the Chief Executive Officer, with regard to specific items on the agenda. The Statutory Auditors also attended these meetings, again without voting rights. Specifically, Stefano de Angelis, as Chairman of the Board of Statutory Auditors, Giuseppe Leoni and Rosita Natta, as Standing Auditors, took part in all meetings of the Committee.

There were no changes in the composition of the Committee during the year.

### **Functions of the Appointments and Remuneration Committee**

As resolved by the Board of Directors at the meeting held on 22 April 2020, following the recommendations set forth in art. 4 of the Corporate Governance Code, as regards appointments, this Committee has the following functions:

- a) to provide opinions to the Board of Directors regarding the size and composition of the same;
- b) to make recommendations regarding the professional figures whose presence within the Board is deemed necessary, as well as on the topics set forth in art. 3, Recommendation no. 15 of the Corporate Governance Code. In the latter regard, note that (i) pursuant to art. 3, Recommendation no. 15, the Board provides its own guidelines as to the maximum number of positions as director or statutory auditor that can be held in other companies listed on regulated markets (also abroad), in financial, banking, insurance companies, or in companies of a significant size, which may be considered compatible with the effective performance of the position as Director of the Issuer, taking into account the participation of the Directors in Committees established with the Board. To this end, the Board identifies general criteria differentiated according to the commitment of each role (executive, non-executive or independent Director), also in relation to the nature and size of the companies in which the offices are held as well as their possible membership in the Issuer's group;
- c) to propose candidates to the Board of Directors for the post of Director in the event of co-optation, or when an Independent Director needs to be replaced;
- d) to provide support to the Board of Directors when the latter, in accordance with legislative provisions in force, submits a list for the renewal of the Board itself.

In the performance of its functions, the Committee was able to access the information and liaise with the company functions required to fulfil its assignment, and did not seek the services of external consultants.

Given the type of activity the Appointments and Remuneration Committee is engaged in, the Company decided not to allocate this Committee with a set spending budget, preferring to consider spending requirements at the time the same arise.

With regard to remuneration, the Committee, in line with the provisions of art. 5, Recommendation no. 25 of the Corporate Governance Code:

- a) periodically assesses the adequacy, the overall coherence and the effective implementation of the Remuneration Policy for Directors and Executives with strategic responsibilities, using, for the latter, information provided by CEOs; makes proposals to the Board of Directors on these matters;
- b) submits proposals or provides opinions to the Board of Directors on the remuneration of the Executive Directors, of other Directors in specific positions and of executives with

strategic responsibilities, as well as on setting performance objectives correlated to the variable component of said remuneration; monitors the application of the decisions adopted by the Board, checking in particular whether performance objectives have actually been achieved.

The Committee did not use the services of an external consultant to obtain information on market practices regarding remuneration policies.

For further information on the functions of the Appointments and Remuneration Committee, please refer to the relevant sections of the Report on Remuneration published pursuant to art. 123-ter of the Consolidated Law on Finance.

## 9. Risk Management and Internal Control System

### 9.1. ICRMS

#### Introduction

The ICRMS complies with the guidelines contained in the Corporate Governance Code.

The ICRMS is comprised by a set of rules, procedures and organisational structures which seek to make a proactive contribution - through an adequate process to identify, measure, manage and monitor the main risks - to safeguarding the Be Group's assets, to running the Group in an efficient and effective manner in line with the business strategies established by the Board of Directors, to the reliability, accuracy and timeliness of financial (and other) information and, more generally, to complying with legislative and regulatory provisions in force.

This system, as an integral part of business activities, involves and applies to the entire organisational structure of the Be Group: from the Board of Directors of Be and of the companies controlled by the same, to Group management and employees. More specifically, the Be Group has an internal control system to oversee the process through which financial disclosures are prepared, which is part of the wider ICRMS. The aim of this system is to guarantee that administrative-accounting processes are adequately managed and to ensure, with reasonable certainty, the reliability of financial disclosures and the ability of the financial statement preparation process to produce timely and reliable accounting and financial information, according to the accounting standards adopted.

The risk management system must not be considered separately from the internal control system with regard to the financial disclosure process; both are elements of the same system.

The ICRMS is also responsible for supporting the assessments and decisions of the Board of Directors relating to the internal control and risk management system and the approval of periodic financial and non-financial reports, also in order to contribute to the sustainable success of the Company, assisting the Board of Directors, in compliance with the provisions of art. 6 of the Corporate Governance Code.

#### Key principles

When drawing up strategic, business and financial plans, the Board of Directors establishes the nature and the level of risk that is compatible with the strategic objectives of the Issuer, including in its assessment, all of the risks that may be important in terms of the medium-long term sustainability of the Issuer's business activities.

With the assistance of the Control and Risk Committee, the Board of Directors established the guidelines of the ICRMS, so that the main risks to which the Company and its subsidiaries are exposed may be correctly identified, as well as adequately measured, managed and monitored, also

establishing to what extent said risks permit the business to be managed in accordance with the strategic objectives identified.

### **Description**

The structure and operating procedures of the ICRMS for financial disclosure adopted by the Issuer are briefly illustrated below, with specific reference to its structure and to the roles and functions involved.

The internal control system for financial disclosure is defined as the set of activities that seek to identify and assess the actions or the events, the presence or absence of which could partially or totally compromise achieving the objectives of dependability, accuracy, reliability and timeliness of financial disclosures.

As part of a wider process to update the company's framework of provisions, the Company continued work to rationalise the accounting and administrative procedures which support the financial statement formation process. The procedures were revised on the basis of:

- (a) a mapping of the administrative and accounting processes of all Group companies, identifying the supervisory mechanisms/relative organisational responsibilities able to meet the need for transparency in financial statements and of operations in general, both as regards Italian Law 262/2005 and with reference to other legislative provisions relating to corporate governance (Italian Legislative Decree 231/2001, Italian Legislative Decree 196/03 etc.);
- (b) a risk analysis (made for each company/business process) to complete, add to/update that already conducted in previous years, based on international best practices in order to identify and assess the areas of risk in which events could occur, which would compromise the reliability of financial disclosures;
- (c) the auditing of the main business processes to check the effective implementation of existing controls.

The assessment model envisages the following macro-steps:

- (a) risk identification and assessment;
- (b) assessment of the adequacy of control activities;
- (c) check of the functioning of the control system;
- (d) monitoring and development of the control system.

The responsibilities for the implementation, application and maintenance of the ICRMS are identified and circulated within the organisation. More specifically, the Be Group's control model currently envisages the involvement, in addition to the Board of Directors, the Chief Executive Officer and the Control and Risk Committee, of the following:

- (a) the Director in charge of the ICRMS, delegated to check the correct functioning and the overall adequacy of the ICRMS;
- (b) the Executive in charge of preparing the company's accounting documents, tasked with implementing the administrative-accounting procedures that discipline the formation of periodic financial disclosures;
- (c) the Board of Statutory Auditors, whose task is to supervise compliance with the principles of correct management and the adequacy of the ICRMS;
- (d) the Supervisory Body, whose task is to supervise the adequacy of the organisational solutions adopted to implement the ICRMS and in particular with regard to the organisational model pursuant to Italian Legislative Decree 231/01;

- (e) the Head of the internal audit function, whose task is to check the implementation and suitability of the ICRMS.

With reference to this latter position, the Board resolved to envisage that, within the above-described department, the Head of the internal audit function should directly report to the Chairperson of the Control and Risk Committee, to ensure better efficiency of the ICRMS.

At least once a year, the Board approved the work plan drawn up by the Head of the internal audit functions, following consultation with the Control and Risk Committee, the Board of Statutory Auditors and the Director in charge of the ICRMS.

The ICRMS, although not prepared on the basis of specific models or best practices, reflects the recommendations of the Corporate Governance Code dictated in this regard.

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Pursuant to Recommendation no. 33 lett. a) of the Corporate Governance Code, during the Financial Year, the Board assessed the adequacy of the ICRMS with respect to the business characteristics and to the risk profile undertaken, as well as its effectiveness. Said assessment was supported by the information flows activated during the course of the Financial Year between the Control and Risk Committee, the Supervisory Body, the Board of Statutory Auditors, the internal audit function and the Director in charge of the ICRMS. These information flows indicate and analyse the activities carried out by the Control and Risk Committee during the reference Year, in addition to the assessments of the Committee in relation to the adequacy of the ICRMS. The reports drawn up by the executive in charge of preparing the company's accounting documents also contribute to the formation of information flows, in which it was reported that during the Year no changes were made to the organisational, administrative and accounting structure, and that no significant critical issues or exceptions were observed from the second-level compliance tests pursuant to Law 262/05, carried out in strategic geographical areas for the Company and for the Group.

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Moreover, note that during FY 2019, the Company appointed Massimo Leopizzi as Group General Counsel, DPO (Data Protection Officer) as well as head of the Group compliance function, thereby further strengthening the system of safeguards to ensure proper functioning of the ICRMS.

## 9.2. Director in charge of the Internal Control and Risk Management System

At the meeting held on 22 April 2020, the Board of Directors resolved to appoint the Director in charge of the ICRMS as Stefano Achermann, Chief Executive Officer, to oversee the functioning of the internal control system, as well as coordinate all parties involved in the ICRMS.

More specifically, by virtue of the above resolution, Mr. Stefano Achermann was assigned the following powers with regard to the above-cited functions:

- (a) to provide for the identification of the main company risks, taking into account the characteristics of the businesses performed by the Company and its subsidiaries, and to periodically submit them to the Board of Directors for examination;
- (b) to implement the guidelines defined by the Board of Directors, providing for the design, creation and management of the ICRMS, continuously checking the overall adequacy and effectiveness of the same;



- (c) to ensure that the system has been adapted to meet changing operating conditions and the legislative and regulatory framework;
- (d) to request the internal audit function to conduct audits on specific areas of operation and on compliance with the internal rules and procedures for company operations, promptly also informing the Board of Directors, the Chairperson of the Control and Risk Committee and the Chairman of the Board of Statutory Auditors;
- (e) to promptly report to the Control and Risk Committee (or to the Board of Directors) with regard to any problem or critical issue that emerged as part of his work or which he became aware of, so that the Committee (or the Board) could take the necessary measures.

The CEO has ensured that the ICRMS has been adapted to meet changing operating conditions and the legislative and regulatory framework, to implement the guidelines defined by the Board of Directors, providing for the design, creation and management of the ICRMS, continuously checking the overall adequacy and effectiveness of the same. For this task, Mr. Stefano Achermann is assisted by the Control and Risk Committee and by the Head of the internal audit function.

The risk analysis exercise conducted in 2021 and in previous years, enabled the main risks relating to the Group's main business processes to be identified, with specific reference to legislative compliance and to strategic, operational, financial and reporting risks, taking the characteristics of the business the Company is engaged in into account. These risks were brought to the attention of the Board by means of the periodic reports of the Head of the internal audit function.

Based on the results of the risk analysis exercise, the procedural framework was updated and the internal control system was adapted, checking overall adequacy in terms of the legislative and regulatory framework and its efficiency and effectiveness with a view to changing operating conditions.

The Director in charge of the ICRMS reported promptly to the Control and Risk Committee and to the Board of Directors with regard to any issues and problems that arose as part of his work or which he became aware of, as well as areas for improvement, so that the Committee and the Board could take the necessary measures.

### 9.3. Control and Risk Committee

#### Composition and functioning

The Board of Directors has established an internal Control and Risk Committee envisaged by art. 3, Recommendation no. 16 and art. 6 of the Corporate Governance Code - which also performs the functions of Committee for Related Party Transactions of the Company - in order to ensure that its decisions relating to the ICRMS, and to the approval of periodic financial reports, as well as those relating to related party transactions, are supported by adequate preparatory work.

The Control and Risk Committee in office consists of Claudio Roberto Calabi (Independent Director and Committee Chairman), Gianluca A. Ferrari (Independent Director) and Francesca Moretti (Independent Director) - appointed by a resolution of the Board of Directors on 22 April 2020.

Therefore, during the Financial Year, the Committee was comprised by 3 independent members. The qualification of independence was assessed by the Board of Directors at the meeting held on 11 March 2021.

Given the professional expertise and experience of the Committee members, Recommendation no. 35 of the Corporate Governance Code is fulfilled, regarding adequate knowledge and experience in financial, accounting and risk management matters.

In a resolution dated 9 May 2013, the Board of Directors in office at that time, established that the Committee:

- (i) was to be convened on the initiative of the Chairperson of the Committee:
  - a. when the same deemed it necessary or when another 2 members requested a meeting;
  - b. with notice to be sent, also by fax or e-mail, to the individual members of the Committee and to the Chairman of the Board of Statutory Auditors, or to another Auditor designated by the same, and to the Chairman of the Board of Directors, at least 5 days before the meeting, it being understood however, that even if the notice is not sent, the Committee would be considered legally constituted with the presence of all of its members and of the Chairman of the Board of Statutory Auditors, or by the other Auditor designated by the same;
- (ii) was to meet at the registered office of the Company or elsewhere, as long as in a European Union country, specifying that meetings of the Control and Risk Committee could be held also by video or teleconference, on condition that all attendees can be identified, are able to follow the discussion and to intervene in real time in the debate on the items on the agenda, and to receive, transmit and see documents, and that examining documents and passing resolutions is guaranteed to take place at the same time;
- (iii) would be validly constituted with the presence of the majority of members in office and resolve on the basis of an absolute majority, but in any event, with the favourable vote of the Chairperson;
- (iv) draw up minutes on its activities and resolutions, signed by the Chairperson of the Committee and by another member in attendance;
- (v) would approve on the basis of an absolute majority, but in any event, with the favourable vote of the Chairperson, any further rules needed for its functioning.

On a proposal of the Committee in office at the time, formulated at the meeting held on 23 October 2013, in a resolution passed on 24 October 2013, the Board of Directors added to the rules for the functioning of the Committee with reference to the previous point (iv) in the following terms: *“shall record the minutes of its discussions and resolutions signed by the Chairperson of the Committee and by another member in attendance or invited to the meeting. It is hereby understood that the other member or attendee who, jointly with the Chairperson, draws up and signs the minutes of each meeting, may attend the meeting from a venue other than that in which the Chairperson of the Committee is present, as long as at least one other member of the Committee is present in the same place or another person invited to attend the activities of the Committee”*.

These rules also apply to the Committee in office, whose work is coordinated by the Chairperson of the Committee.

The Committee in Office met 7 times, with meetings lasting an average of 39 minutes and attendance of 95%. More specifically, the overall attendance of Francesca Moretti was 100%, that of Gianluca A. Ferrari was 86% and the overall attendance of Claudio Roberto Calabi was 100%.

The Committee Chairperson informed the Board of Directors, at the first possible meeting, on the meetings of said Committee and on the matters that were discussed, in accordance with the provisions of art. 3, Recommendation no. 17 of the Corporate Governance Code.

In order to fulfil the tasks assigned to it, the Committee:

- (i) is assisted by the internal audit function;
- (ii) accesses the information needed and involves the relative company functions to fulfil its tasks;
- (iii) may request the assistance of external professionals, within the limits of the budget established by the Board of Directors, in particular for the advance assessment of related party transactions, which are then submitted to the approval of the Board of Directors.

At its meetings, the Committee, *inter alia*:

- (i) examined the procedures followed to collect financial information;
- (ii) examined the situation of relationships and transactions with related parties to assess the significance of the same for the purposes of the application of the provisions of the Consob RPT Regulations and the procedure adopted by the Company in this regard;
- (iii) examined the status of internal audit activities and the relative results;
- (iv) made assessments on the adequacy of the ICRMS, in accordance with the provisions of art. 6, Recommendation no. 35, lett. h) of the Corporate Governance Code;
- (v) examined the organisational restructuring plan for Italian companies and the reorganisation works on the digital hub;
- (vi) analysed the work to update the data collection needed in order to prepare the annual declaration set forth in Italian Legislative Decree no. 254 of 30 December 2016;
- (vii) requested the internal audit function to conduct audits on specific areas of operation;
- (viii) assessed the adequacy of the resources available to the Head of the internal audit function in order to carry out his duties, as well as the remuneration of the Head of the internal audit function with respect to company policy.

In the current Financial Year, on the date of this Report, 3 meetings of the Committee have already taken place and at least an additional 3 are planned.

Minutes were regularly drawn up of Committee meetings.

The Committee Chairperson informed the Board of Directors, at the first possible meeting, on the meetings of said Committee and on the matters that were discussed, in accordance with the provisions of art. 3, Recommendation no. 17 of the Corporate Governance Code.

Non-members also attended Committee meetings, without voting rights, upon invitation by the Chairman of the Committee and after informing the Chief Executive Officer, with regard to specific items on the agenda. The Statutory Auditors also attended these meetings, again without voting rights. Specifically, Stefano de Angelis, as Chairman of the Board of Statutory Auditors, Giuseppe Leoni and Rosita Natta, as Standing Auditors, took part in all meetings of the Committee.

There were no changes in the composition of the Committee during the year.

### **Functions assigned to the Control and Risk Committee**

In a resolution passed on 22 April 2020, the Board of Directors decided that the Committee, in line with the provisions of art. 6, Recommendation no. 35 of the Corporate Governance Code, with regard to identifying and assessing risks, should substantially provide advice and make proposals to the Board. The task of the Committee is to provide support, by means of adequate prior analysis, to the assessments and decisions of the Board of Directors regarding the ICRMS, as well as those relating to the approval of periodic financial reports.

In particular, the Board has expressly resolved that the Committee, in assisting the Board of Directors:

- a) should assess, upon consultation with the Executive in charge of preparing the company's accounting documents, the independent auditor and the Board of Statutory Auditors, the correct use of accounting standards and, in the case of groups, their coherence for the preparation of the consolidated financial statements;
- b) should provide opinions on specific aspects relating to identifying the company's main risks;
- c) should examine the periodic reports regarding the assessment of the ICRMS, and in particular those drawn up by the internal audit function;
- d) should monitor the autonomy, adequacy, effectiveness and efficiency of the internal audit function;
- e) may request the internal audit function to conduct audits on specific areas of operation, promptly also informing the Chairman of the Board of Statutory Auditors;
- f) should report to the Board, at least every six months, at the time of the approval of the annual and interim financial statements, on the work performed as well as on the adequacy of the ICRMS;
- g) should provide support, through adequate preliminary activities, to the assessments and decisions of the Board regarding the management of risks resulting from prejudicial events that the Board has become aware of.

Furthermore, the Control and Risk Committee gives its prior non-binding opinion to the Board of Directors regarding decisions concerning:

- a) establishing the guidelines of the ICRMS, so that the main risks to which the Company and its subsidiaries are exposed are correctly identified, as well as adequately measured, managed and monitored, also establishing to what extent said risks permit the business to be managed in accordance with the strategic objectives identified;
- b) assessing, at least annually, the adequacy of the ICRMS with respect to business characteristics and to the risk profile undertaken, as well as its effectiveness;
- c) approving, at least annually, the work plan drawn up by the Head of the internal audit function, following consultation with the Board of Statutory Auditors and the Director in charge of the ICRMS;
- d) illustrating, in the report on corporate governance, the main characteristics of the ICRMS and the procedures implemented for the coordination the parties involved in the same, stating its assessment on the adequacy of the same;
- e) assessing, following consultation with the Board of Statutory Auditors, the results reported by the Independent Auditors in any letter containing suggestions and in the report on any fundamental matters that emerged at the time of external auditing;
- f) appointing and revoking the Head of the internal audit function, assessing the adequacy of the resources available to the Head of the internal audit function in order to carry out his duties, as well as establishing the remuneration of the Head of the internal audit function consistent with company policy.

In the performance of its functions, the Committee was able to access the information and liaise with the company functions required to fulfil its assignment, as well as use the services of external consultants.

Given the type of activity the Committee is engaged in, the Company decided not to allocate this Committee with a set spending budget, preferring to consider spending requirements at the time the same arise.

As already mentioned, the Committee has also been assigned the tasks, functions and powers envisaged by Consob RPT Regulations, in line with that envisaged by the same regulation and as confirmed by the procedure adopted by the Company regarding related party transactions.

#### 9.4. Head of the Internal Audit Function

Pursuant to the provisions under art. 6, Recommendation no. 33, lett. b) of the Corporate Governance Code, internal audit activities have been partly outsourced to a professional with proven experience and who is highly reliable, Simona Pastorino, appointed on 25 September 2014 by the Board of Directors in office at the time (following the favourable opinion of the Control and Risk Committee and after consultation with the Board of Statutory Auditors) as a consultant to Be, who, effective 30 September 2014, holds the position of Head of the internal audit function with a view to implementing the guidelines of the ICRMS. The Head of the internal audit function - who meets requirements of professionalism, independence and organisation - is assisted by the Group's internal resources who are professionally suitable to be able to provide support to Ms. Pastorino in performing her duties.

On 7 February 2020, the Board of Directors (following the favourable opinion of the Control and Risk Committee and after consultation with the Board of Statutory Auditors) appointed Federico Maurizio D'Andrea as consultant of Be to conduct internal audit activities, together with Simona Pastorino, as well as - effective 20 March 2020 - the role of head of the internal audit function, in order to implement the guidelines of the ICRMS. Mr. D'Andrea meets the requirements of professionalism, independence and organisation.

On 22 April 2020, the Board of Directors, following refusal of the appointment by Mr. D'Andrea for personal reasons, decided to appoint Simona Pastorino as Head of the internal audit function until revocation, with a view to operational continuity.

The Company's decision to partly outsource the internal audit function was taken in consideration of the greater expertise and efficiency that external consultants specialised in internal control can guarantee, also given the size of Be and its increasing internationalisation.

Remuneration of the internal audit function was established by the Board of Directors (following the favourable opinion of the Control and Risk Committee and after consultation with the Board of Statutory Auditors) in line with company policy. The Board ensures that the Head of the internal audit function has been provided with adequate resources to perform their duties.

To ensure greater efficiency of the ICRMS, the Head of the internal audit function reports directly to the Chairperson of the Control and Risk Committee, is independent from the operational heads, including in the Company's Administration and Finance area, has direct access to all information needed to fulfil her assignment and reports periodically on her activities to the Chairs of the Board of Statutory Auditors, of the Control and Risk Committee, of the Board of Directors and of the Supervisory Body.

The Head of the internal audit function:

- a) verifies, both on a continuous basis and based on specific requirements and in compliance with international standards, the implementation and the suitability of the ICRMS, through an audit plan, once a year, approved by the Board of Directors, based on a structured process to analyse and prioritise the main risks;
- b) has direct access to all information needed to perform his/her tasks;

- c) prepares periodic reports containing adequate information on his/her activities, on the manner in which risk management is conducted as well as on the plans drawn up and their containment, in addition to an assessment of the suitability of the ICRMS and transmits this report to the Chairmen of the Board of Statutory Auditors, of the Control and Risk Committee, of the Board of Directors as well as to the director in charge of the ICRMS;
- d) prepares timely reports on events of particular importance and transmits them to the Chairpersons of the Board of Statutory Auditors, of the Control and Risk Committee as well as to the director in charge of the ICRMS;
- e) verifies, within the audit plan, the reliability of the information systems, including the accounting systems.

As part of the audit plan, on the mandate of the Control and Risk Committee, the independent assessment of the operations of the internal control system for financial disclosure has been allocated to the internal audit function. On the basis of the activities performed (second level compliance tests) by the Executive in charge of preparing the company's accounting documents, the internal audit function conducts assessments (third level compliance tests) on the effective application of the administrative-accounting processes of the Issuer and of Group companies and, by means of a specific plan of operations, organises the activities of these companies, establishing the procedures to check the effectiveness of the controls.

The control method adopted is based on international best practices and the extent of the controls depends on an assessment of the level of risk of administrative-accounting and management processes. The internal audit function seeks to verify the effective application of existing processes and to share the results of testing any improvement measures identified with the managers/persons in charge of accounting and corporate disclosure for each Group company, in order to enable timely and adequate plans of action to be drawn up.

The overall results of testing are summarised in a report drawn up by the internal audit function to enable the Executive in charge of preparing the company's accounting documents and the CEO and the Director in charge of the internal control system to assess the adequacy of the administrative-accounting processes adopted to prepare the financial statements for the year, the half-year condensed financial statements and the consolidated financial statements.

Furthermore, in line with the audit plan approved by the Board of Directors on 11 March 2021, during the Financial Year the following activities were performed for the parent company and/or for the main subsidiaries:

#### Operational and Financial Audit

The audit activities carried out in H1 were:

1. Auditing of the formation process (Be Shaping The Future Management Consulting S.p.A.),
2. Penetration test on the public perimeter used by the Be Group (Italy) to present services and applications,
3. Fimas GmbH: Auditing of revenues and third parties process.

The audit activities carried out in H2 were:

1. Auditing of the formation process for Revenues: Iquii S.r.l.,
2. Management of remote working following the Covid-19 emergency (Italian companies of the Be Group),

3. Management of M&A transactions: auditing of processes for the acquisition of companies and integration into the Be Group,
4. Be Shaping The Future GmbH: Follow-up on auditing of the “Third Parties” process,
5. Be Shaping The Future GmbH: Follow-up on auditing of the “Revenue” process,
6. Data Governance & Data Security on the unstructured data perimeter (sharepoint, intranet and network shares),
7. Follow-up on auditing of the Transfer Pricing process,
8. Auditing of the accuracy of the process of formation, management and storage of IT documents (electronic invoicing, VAT registers, etc.).

Note that for the Financial Year in question, these activities were carried out by the Head of the Internal Audit Function, Simona Pastorino, while the audits “Penetration tests on the public perimeter used by the Be Group (Italy) to present services and applications” and “Data Governance & Data Security on the unstructured data perimeter (sharepoint, intranet and network shares)” were carried out by the Group company Tesla Consulting S.r.l.

Furthermore, in line with the audit plan approved by the Board of Directors, in FY 2021, in addition to the activities outlined above, the following activities were performed for the Issuer and/or for the main subsidiaries:

- a) checking and monitoring activities required by the Supervisory Body set forth in Italian Legislative Decree 231/01;
- b) audits pursuant to Italian Law 262/05 as regards the implementation of second level controls performed by the Executive in charge of preparing the company's accounting documents, relating to administrative and accounting processes for the formation of the financial statements, including compliance tests on the level II personnel cycle as assigned by the Executive in charge of preparing the company's accounting documents;
- c) monitoring plans of action - shared with top management - for auditing activities conducted in previous periods.

More specifically, the Head of the internal audit function conducted the following audits for the Supervisory Body.

for H1:

- Auditing of health and safety in the workplace: examination of the protocols implemented to deal with the Covid-19 emergency (Be Shaping The Future DigiTech Solutions S.p.A., Be Shaping The Future Management Consulting S.p.A.),
- Auditing of the supplier qualification process (Be Shaping The Future DigiTech Solutions S.p.A., Be Shaping The Future Management Consulting S.p.A.),
- Auditing of the updating, adequacy and effectiveness of the Organisation, Management and Control Model in the prevention of crimes of Be Shaping The Future S.p.A. (pursuant to Italian Legislative Decree 231/2001).

for H2:

- Auditing of health and safety in the workplace: examination of the protocols implemented to deal with the Covid-19 emergency (Be Shaping The Future Corporate Services S.p.A.),
- Auditing of the mandatory training process in relation to legislative developments (e.g. pursuant to Italian Legislative Decree 231/2001, Italian Legislative Decree 81/08, GDPR) - Be Shaping the Future S.p.A., Be Shaping the Future Management Consulting S.p.A., Be

Shaping the Future DigiTech Solutions S.p.A., Be Shaping the Future Corporate Services S.p.A.,

- Follow-up on auditing of employee training and development - Be Shaping The Future DigiTech Solutions S.p.A.,
- Follow-up on auditing of employee training and development - Be Shaping The Future Management Consulting S.p.A.,

All audit/follow-up activities planned in the second half of the 2021 audit plan have been completed.

For FY 2021, a budget of Euro 35,000 (of which Euro 15,600.00 including VAT has been used) was made available to the Head of the internal audit function in order to perform their duties.

## 9.5. Organisational Model pursuant to Italian Legislative Decree 231/2001 and Supervisory Body

The Organisation, Management and Control Model pursuant to Italian Legislative Decree 231/2001 (the **231 Decree**) of Be (the **Model** or **OMCM**) was adopted on 20 December 2018 and subsequently updated (most recently on 6 May 2021) and is comprised of the following:

- a) General part, which mainly covers the following aspects:
  1. General principles of Italian Legislative Decree 231/2001;
  2. Description of the profile of the Be Group, of the Company and of the relative business areas;
  3. Supervisory Body;
  4. Formation and circulation of the Model (internal and external);
  5. Penalty system.
- b) Special Part A: business areas in which the offences envisaged by articles 24, 25 and 25-decies of Italian Decree 231 could be committed;
- c) Special Part B: business areas in which the offences relating to organised crime (art. 24-ter of Italian Decree 231) and the transnational offences set forth in art. 10 of Italian Law 146/06 could be committed;
- d) Special Part C: business areas in which the offences set forth in art. 25-ter lett. d) of Italian Decree 231 and the administrative offences and unlawful acts of the abuse of privileged information and market manipulation set forth in the Consolidated Law on Finance and in art. 25-sexies of Italian Decree 231 could be committed;
- e) Special Part D: business areas in which the offences set forth in art. 25-septies of Italian Decree 231 and regarding the crimes of manslaughter or serious or very serious personal injury committed as a violation of the laws on the protection of health and safety in the workplace could be committed;
- f) Special Part E: business areas in which the offences set forth in art. 25-octies of Italian Decree 231 regarding the offences of receipt, laundering and use of money, assets or benefits of illegal origin, as well as self-money laundering could be committed;



- g) Special Part F: business areas in which the offences set forth in art. 25-novies of Italian Decree 231 regarding the offences relating to infringement of copyright and in art. 24-bis regarding IT offences could be committed;
- h) Special Part G: business areas in which the environmental offences envisaged by articles 25-undecies of Italian Decree 231 could be committed;
- i) Special part H: business areas in which the offence of employing citizens of third countries without regular residence permits set forth in art. 25-duodecies of Decree 231 could be committed;
- j) Special Part I: business areas in which the offences envisaged by articles 25-quinquiesdecies of Italian Decree 231 could be committed.

The Model refers to the Group procedure regarding information flows to the Supervisory Body and from the Supervisory Body to corporate bodies.

The Code of Ethics was revised to apply to both Italian and foreign legal entities and it was decided to remove the Code from the OMCM so that it constitutes a separate body coinciding with the version approved by the Board of Directors on 2 August 2016.

Be's Model and the Code of Ethics referred to above are available on the Company's website at <https://www.be-tse.it/investor/corporate-governance/>.

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At a session held on 28 April 2011, the Shareholders' Meeting delegated the Board of Directors:

- the right to revoke the mandate of one (or all) members of the Supervisory Body if the requirements that must be met for the exercise of this function are no longer met, or when cases of incompatibility for members of the Body in question arise, or, also when the work performed points to the need to do so;
- at the end of each term in office of the Supervisory Body, to organise its renewal by verifying, before any new appointments, that the requirements expressly requested by the Decree for each member of the Supervisory Body are met.

The Supervisory Body, invested with the powers of control and supervision of compliance and efficacy of the OMCM since 22 April 2020, is organised as follows: Federico Maurizio d'Andrea (Chairman), Massimo Leopizzi and Iole Anna Savini.

The Supervisory Body, whose term ends on the date of approval of the 2022 Financial Statements by the Shareholders' Meeting, has its own internal regulations, which have been reviewed and updated by the Supervisory Body in office, and worked on the basis of a specific activity plan, which - for the year in question - was drawn up according to the following main areas of intervention:

- i. analysis and updating of the OMCM;
- ii. monitoring and implementation of training on "231", "GDPR" and other mandatory issues;
- iii. sharing of information with the Chief Executive Officer and Chairman of the Board of Directors of Be SpA on the reorganisation of the Be Group (M&A transactions);
- iv. sharing of information with the Board of Statutory Auditors, the independent auditors and the Internal Audit function;
- v. audit and examination of the audit reports/testing activities for the year 2021;
- vi. monitoring of the main organisational and structural changes of the Be Group: discussions with the Group's Key Managers;

- vii. analysis of information flows for the year 2021;
- viii. analysis and monitoring of activities with regard to the COVID-19 health emergency: sharing of information with the RSPP (Health and Safety Officer) - Fabrizio Testi and with the Group Head of Human Resources & Organization - Eugenio Giovanni Fabris;
- ix. whistleblowing: monitoring of regulatory updates, definition and launch of the relative adaptation process.

During the FY, the Supervisory Body met regularly to perform the planned activities as well as to discuss the results of the audits.

The Body also conducted periodic interviews with the functional heads of the most sensitive areas and continuously monitored the planned updating of the Model. The edition of the Model currently also includes the recent changes introduced for whistleblowing: in this regard, the Company has set dedicated information channels in place, continuously monitored by the Supervisory Body, and has adopted software for the receipt and management of the relative reports.

Within the scope of the above areas of intervention, the Body has dedicated particular attention to updating of the Special Part of the OMCM.

The Supervisory Body paid particular attention to the activities implemented by the Company with regard to the COVID-19 health emergency.

In addition to the above, with a view to fruitful collaboration, the Body held meetings during the FY with the Control and Risk Committee, with the Board of Statutory Auditors and with the independent auditors, as well as with the supervisory bodies of subsidiaries. The content of the meetings of the Supervisory Body is reported in minutes held in the files of the same Body. During the Financial Year, the Supervisory Body reported to the Board of Directors by means of periodic disclosures.

## 9.6. Independent Auditors

The independent auditors are tasked with auditing the accounts, assessing the reliability of the financial statements and expressing an opinion on the compliance of said financial statements with the relevant legislative framework.

On 22 April 2021, the Shareholders' Meeting resolved to assign independent auditors PricewaterhouseCoopers S.p.A. the task of (i) auditing the accounts of Be for the nine-year period 2021-2029 and (ii) limited auditing of the Be consolidated NFS for the three-year period 2021-2023.

During the Year, the Board, after consulting the Board of Statutory Auditors, assessed the considerations of the independent auditors, at the meeting of 11 March 2021 with reference to the 2020 financial year and at the meeting of 30 July 2021 with reference to the interim financial statements at 30/06/21.

## 9.7. Executive in charge of preparing the company's accounting documents

The main task of the Executive in charge of preparing the Be Group's accounting documents, is to implement the administrative-accounting procedures that discipline the formation of periodic company financial disclosures, monitoring the application of the same and, jointly with the CEO,

issuing a statement confirming fulfilment of the above and the “reliability” of the financial documentation circulated.

Pursuant to art. 16 of the Articles of Association, the Board of Directors of the Issuer, following the mandatory opinion of the Board of Statutory Auditors, appoints an Executive in charge of preparing the company’s accounting documents, as set forth in art. 154-bis of the Consolidated Law on Finance. The Executive in charge of preparing the company’s accounting documents must be chosen on the basis of criteria of professionalism and expertise, from executives who have a total of at least three years’ experience in administrative functions with companies, consultancy firms or professional firms.

After checking the above-cited requirements of honourability and professionalism, by means of a resolution made on 22 April 2020, the Board of Directors confirmed the appointment of Manuela Mascarini, Head of the Be Group’s Administration and Finance function, as Executive in charge of preparing the company’s accounting documents, with a term of office until the date of the Shareholders’ Meeting convened to approve the financial statements for the year ending 31 December 2022, when the term of office of entire Board of Directors of the Company will expire.

At the above-mentioned meeting, Manuela Mascarini was formally awarded all the powers required to correctly perform the tasks required by law. More specifically, for the entire duration of the office of Executive in charge of preparing the company’s accounting documents, Manuela Mascarini was awarded the following powers:

- a) to ensure compliance, directly and/or through co-workers, with all legislation and/or obligations relating to tax and fiscal matters in general;
- b) to access any type of information and/or document regarding the Company and/or group companies, deemed relevant and/or necessary to perform the tasks required by law;
- c) to take any necessary and/or appropriate action to perform her tasks, with a view to pursuing the objectives envisaged by the law.

The Board of Directors also resolved to grant the Executive in question an annual expenditure budget of Euro 20,000.00 to perform all of the activities entailed by the position of Executive in charge of preparing the company’s accounting documents.

## **9.8. Coordination between parties involved in the Internal Control and Risk Management System**

The Issuer has not formalised procedures for the coordination of the various parties involved in the ICRMS, as it considered the bodies and the various functions to be sufficiently and efficiently coordinated with one another, interacting in a constructive manner on an ongoing basis.

Although no specific procedures are in place in terms of the ICRMS, the following are envisaged:

- (i) that the entire Board of Statutory Auditors, or the majority of its standing members, attend the meetings of the Control and Risk Committee;
- (ii) that the Head of the internal audit function periodically reports on the results of their supervision and monitoring activities to the Director in charge of the ICRMS, to the Control and Risk Committee and Supervisory Body, as well as to the Board of Directors and Board of Statutory Auditors.

## 10. Directors' interests and related party transactions

In a meeting held on 11 November 2010, in order to implement Consob RPT Regulations, the Board of Directors established guidelines, specifying the (quantitative and/or qualitative) criteria to be used to identify transactions which, given their specific importance in economic, equity or financial terms, or for reasons of opportunity, must be examined and approved by the Board.

In compliance with the provisions of the Consob RPT Regulations, the Board of Directors therefore (i) following the approval of the Control and Risk Committee (in its role as Committee for Related Party Transactions) adopted the Be RPT Procedure approved by the Board of Directors on 12 March 2010 (later amended on 23 January 2014, 13 February 2014, 15 May 2014, 1 July 2014, to change the reference to art. 114, paragraph 1 of the Consolidated Law on Finance with the reference to art. 17 of the MAR, on 11 May 2017 and, lastly, on 30 July 2021, to implement the appropriate amendments in accordance with the Corporate Governance Code), which seeks to establish the rules and the principles to be observed in order to ensure the transparency and substantial and procedural correctness of the related party transactions performed by Be, directly or through companies directly and/or indirectly controlled by the same, and (ii) as illustrated earlier in this Report, assigned the Control and Risk Committee the functions and the tasks of the Committee for Related Party Transactions.

The most important aspects of the procedure are as follows:

- the classification of "Related Party Transactions" as Ordinary Transactions (meaning those that fall under ordinary operations and the relative financial activities of the Company and which are completed at conditions equivalent to market or standard conditions), of Greater Importance (meaning those in which the relevance index of the counter value or of the assets or of the liabilities surpasses the threshold of 5%), Transactions for Smaller Amounts (meaning related party transactions for amounts not exceeding Euro 50,000.00 (fifty thousand) if the related party is a natural person, or transactions for amounts not exceeding Euro 100,000.00 (one hundred thousand) if the related party is a legal person), and Transactions of Lesser Importance (a residual category which encompasses related party transactions that are not Transactions of Greater Importance or Transactions for Smaller Amounts);
- the rules for transparency and market disclosure, in the case of Transactions of Greater Importance, requiring the publication of a specific disclosure document;
- the particularly important role played by the Control and Risk Committee (in its capacity as Committee for Related Party Transactions) in the procedure to assess and approve related party transactions.

This Committee is assigned the task of guaranteeing the substantial correctness of transactions with related parties, by issuing an opinion on the interest of the Company in performing a specific transaction as well as on the reasonableness and correctness of the relative conditions. In the case of transactions classified as Transactions of Lesser Importance, the Company may proceed with the transaction in any event, even if the opinion of the Committee is negative. In this case, within fifteen days of the closure of each quarter of the year, a disclosure must be made to the public of the transactions approved in the relative quarter, despite said negative opinion, with an indication of the reasons for the disagreement with the opinion of the Committee for Related Party Transactions.

In the case of transactions classified as Transactions of Greater Importance, the approval of which is reserved exclusively to the Board of Directors, the Committee plays an even wider role insofar as it is required to intervene during negotiations relating to the transaction, and to this end must receive a complete and timely flow of information from the delegated bodies and the parties in charge of conducting the negotiations, and is able to request additional information of the same and to make observations. Furthermore, if the opinion of the Committee is negative, the Board of Directors may: (i) approve the Transaction of Greater Importance taking the findings reported by the Committee into

full consideration; or, alternatively (ii) approve the Transaction of Greater Importance despite the advice against it, or in any event, without considering the findings of the Committee, on condition that the performance of the transaction is authorised by the Shareholders' Meeting pursuant to that envisaged by art. 6.8 of the procedure; or, lastly (iii) not to approve the Transaction of Greater Importance and therefore not to execute the same.

Without prejudice to price sensitive disclosures and to the periodic disclosures required by art. 154-ter of the Consolidated Law on Finance, the Be RPT Procedure requires market disclosure for Transactions of Greater Importance, within 7 days of the approval of the transaction or from the signature of the contract, and within 15 days in the case of a number of combined transactions with the same related party.

The announcement to the market must be made by means of the publication of a disclosure document, drawn up in compliance with Appendix 4 of the Issuers' Regulation.

Pursuant to art. 150 of the Consolidated Law on Finance, the Directors report on a quarterly basis to the Board of Statutory Auditors on related party transactions performed in the quarter (including therein delegated transactions), as well as - on the end-date of the quarter - on the current status of transactions, whose execution, due to their characteristics, is time-delayed or periodic.

More specifically, the Board of Directors, represented by the Chief Executive Officer or by another person specifically delegated, illustrates relevant information regarding individual transactions they are aware of to the Board of Statutory Auditors.

As indicated above, during the FY, the Board of Directors and the Control and Risk Committee examined the situation of relationships and transactions with related parties. Minutes were taken of the same.

The above procedure for related party transactions is available on the Company's website <https://www.be-tse.it/procedura OPC.pdf>

To ensure the proper functioning of the procedure for related party transactions, the Board of Directors decided that it was not necessary to adopt further operating solutions to identify and manage situations in which a Director has an interest, on his/her own behalf or on behalf of third parties.

## 11. Board of Statutory Auditors

### 11.1. Appointment and replacement

The Articles of Association (art. 19) envisage that, without prejudice to situations of ineligibility and/or incompatibility envisaged by law, persons who already hold the position of statutory auditor in more than five companies whose shares are listed on regulated markets, with the sole exclusion of companies that directly or indirectly control the Company, or are controlled by the same, may not be elected Statutory Auditors, equally those who do not meet the requirements of honourability and professionalism required by the laws in force may not be elected statutory auditors.

If the same no longer meet said requirements, the Statutory Auditor loses his/her position.

The Board of Statutory Auditors is elected by the Shareholders' Meeting, which votes on a list basis, according to the following procedure.

Only shareholders who alone or together with other shareholders, represent at least 2.5% of shares with voting rights in the Ordinary Shareholders' Meeting or, if lower, a different percentage established by Consob in its regulations, may submit a list.

Each shareholder, as well as shareholders belonging to the same group (meaning the controlling party, even if not an enterprise pursuant to art. 2359 of the Italian Civil Code and the subsidiaries of the same party), or who are part of a shareholders' agreement pursuant to art. 122 of the Consolidated Law on Finance, may not submit, either directly or through a third party or a trust company, more than one list, as this will result in the inadmissibility of all of the lists submitted in infringement of this paragraph, regardless of the order of submission.

The list is comprised of two sections, one for candidates to the office of standing auditor, the other for candidates to the office of alternate auditor; candidates are listed in each section by means of consecutive numbers.

Each candidate may appear on one list only, otherwise he/she will be considered ineligible.

Where, with reference to the mandate in question on each occasion, mandatory criteria regarding the division between genders (male and female) are applicable, each list that includes at least three candidates must contain a number of candidates of the less-represented gender that is at least equal to the minimum quota applicable on each occasion (both as regards the position of Standing Auditor and that of Alternate Auditor).

The lists must be registered pursuant to articles 148, paragraph 2, and 147-ter of the Consolidated Law on Finance.

Lists for which the above provisions have not been observed, will be considered as not having been presented.

Statements of each candidate, accepting the candidature and confirming, under their own responsibility, subject to forfeiture, the non-existence of causes for ineligibility and incompatibility, as well as the fulfilment of the requirements envisaged by law, must be registered with each list submitted.

All those with voting rights may only vote for one list.

Two Standing Auditors and one Alternate Auditor will be appointed from the list that obtains the highest number of votes, according to the consecutive number with which the candidates are listed on the same, in the respective sections.

One Standing Auditor and one Alternate Auditor will be taken from the list that obtains the highest number of votes, from the lists submitted and voted by minority shareholders, as long as not related, pursuant to the law and regulations, to shareholders that have submitted or voted for the list illustrated in the previous paragraph, and in the consecutive order with which they appear on the list, in the respective sections.

If, due to the application of that envisaged above, any minimum quota of the less-represented gender applicable on each occasion to members of this body is not respected (both as regards the position of Standing Auditor and that of Alternate Auditor) in place of the last candidate of the more-represented gender on the Majority List, the next candidate of the less-represented gender of the same list will be considered elected.

The Chairman of the Board of Statutory Auditors is appointed by the Shareholders' Meeting from the Statutory Auditors elected by minority shareholders.

In the case of equal votes between the lists, the entire Shareholders' Meeting will vote again on the lists that obtained the same number of votes.

If a single list is submitted for voting, or if a single list is admitted for voting, or if lists are not submitted by minority shareholders, prompt notice will be given of this circumstance, according to the procedures envisaged by the law in force, in order for lists to be submitted up until the fifth day after the term envisaged for their registration at the Company's registered office.

In this case, the percentage of voting rights required to submit a list is half the original one.

In the event that a Statutory Auditor leaves, until the end of the term of office of the other Statutory Auditors, where possible, the first Alternate Auditor on the same list as the one leaving will take over, unless, to respect any minimum gender quotas that may be applicable, a different Alternate Auditor on the same list may be necessary.

If in neither case, the minimum gender quota that may be applicable is not respected, a Shareholders' Meeting must be convened to appoint a Statutory Auditor of the less-represented gender.

If it is not possible to appoint one or more Statutory Auditors using the method of voting for lists, the Shareholders' Meeting will resolve according to the legal majority.

The Issuer is not subject to any further rules with respect to the Consolidated Law on Finance as regards the composition of the Board of Statutory Auditors.

## **11.2. Composition and functioning of the Board of Statutory Auditors (pursuant to art. 123-bis, paragraph 2, lett. d), of the Consolidated Law on Finance)**

In addition to the supervisory and control functions envisaged by art. 149 of the Consolidated Law on Finance, the Board of Statutory Auditors oversees the process of financial disclosure and the effectiveness of the ICRMS, also in the role of "Committee for internal control and auditing" pursuant to Italian Legislative Decree 39/2010.

In performing its functions, the Board of Statutory Auditors is assisted by Company structures, specifically by the internal audit function and by the Administration and Finance function.

Furthermore, pursuant to article 19 of Italian Legislative Decree 39/2010, the Board of Statutory Auditors performs the functions assigned to it in its capacity as "Committee for internal control and auditing". In this capacity, the Board of Statutory Auditors oversees:

- a) the financial disclosure process;
- b) the effectiveness of the internal control system, the internal auditing system and if applicable, the risk management system;
- c) the independent auditing of annual accounts and of consolidated accounts;
- d) the independence of the independent auditor or the independent auditing firm, specifically with regard to the provision of non-auditing services to the entity subject to independent auditing.

As already envisaged by the Consolidated Law on Finance and currently regulated by art. 13 of Italian Legislative Decree no. 39/2010, the Board of Statutory Auditors makes a justified proposal to the Shareholders' Meeting regarding the assignment of the independent auditors and the fee to be paid to the same. Furthermore, pursuant to art. 19, paragraph 1, letters c) and d), of the cited decree, the Board of Statutory Auditors oversees the independent auditing of the accounts, verifying that legislative provisions regarding the nature and the entity of services other than auditing provided to the Group directly and through companies belonging to its network are respected. The outcome of supervisory activities is stated in a Report prepared in accordance with art. 153 of the Consolidated Law on Finance.

Meetings of the Board of Statutory Auditors may be held by video or teleconference, on condition that all attendees can be identified with certainty, are able to follow the discussion and to intervene in real time in the debate on the items on the agenda, and to transmit and see documents. Once said requirements are fulfilled, the meeting of the Board of Statutory Auditors is considered to be held in the place in which the member chairing the meeting and the person taking the minutes are located, in order to enable the minutes to be transcribed to the relevant register and signed.

The Board of Statutory Auditors is formed by a Chairperson, two Standing Auditors and two Alternate Auditors, which remain in office for three years and may be re-elected.

The Shareholders' Meeting held on 22 April 2021 appointed the Board of Statutory Auditors in office on the Date of Reference on the basis of a single list, submitted by the shareholder Innishboffin S.r.l. - holder, at the time of submission of said list, of 10,640,753 shares, representing 7.888% of share capital.

Said list indicated the following candidates: Stefano De Angelis (Chairman), Giuseppe Leoni (Standing Auditor), Rosita Francesca Natta (Standing Auditor), Roberta Pirola (Alternate Auditor), previously members of the Board of Statutory Auditors whose term of office terminated with the approval of the financial statements at 31 December 2020, in addition to Susanna Russo (Alternate Auditor).

This Board of Statutory Auditors - following the favourable vote of 84,085,066 shares, representing 99.82% of voting capital - will remain in office until the date of the Shareholders' Meeting convened to approve the financial statements for the year ending 31 December 2023.

The share capital present with voting rights at the time of said resolution corresponded to 62.44% of the entire share capital. The table below shows the list of members of the Board of Statutory Auditors currently in office.

On the closing date of the Financial Year, no changes had been made to the composition of the Board of Statutory Auditors.



<b>Board of Statutory Auditors</b>									
<b><i>Position</i></b>	<b>Members</b>	<b>Year of birth</b>	<b>Date of first appointment (*)</b>	<b>In office since</b>	<b>In office until</b>	<b>List (**)</b>	<b>Independent Code</b>	<b>Attendance of Board meetings (***) Note 1</b>	<b>No. of other positions (****)</b>
<b>Chairman</b>	<b>Stefano De Angelis</b>	27/07/60	10/05/2012	22/04/21	Approval of Financial Statements 2023	Only one list submitted	yes	100%	6
<b>Standing Auditor</b>	<b>Giuseppe Leoni</b>	02/10/53	23/04/2015	22/04/21	Approval of Financial Statements 2023	Only one list submitted	yes	100%	13
<b>Standing Auditor</b>	<b>Rosita Natta</b>	14/06/72	23/04/2015	22/04/21	Approval of Financial Statements 2023	Only one list submitted	yes	100%	15
<b>Alternate Auditor</b>	<b>Susanna Russo</b>	13/01/61	22/04/2020	22/04/21	Approval of Financial Statements 2023	Only one list submitted	yes	-	-
<b>Alternate Auditor</b>	<b>Roberta Pirola</b>	29/05/71	23/04/2015	22/04/21	Approval of Financial Statements 2023	Only one list submitted	yes	-	-
<b>Number of meetings held during the year under analysis: 8</b>									
<b>Statutory auditors who left the board during the financial year</b>									
<b>Alternate Auditor</b>	<b>Biones Ferrari</b>	04/01/59	23/04/2015	26/04/18	Approval of Financial Statements 2020	-	-	-	-
<b>Indicate the quorum required for the submission of the lists by minorities for the election of one or more members (pursuant to art. 148 of the Consolidated Law on Finance): 2.5%</b>									

**NOTES**

(\*) The date of first appointment of each statutory auditor means the date on which the auditor was appointed for the first time (ever) to the Board of Statutory Auditors of the issuer.

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(\*\*) This column indicates the list from which each statutory auditor was taken (“M”: majority list; “m” minority list).

(\*\*\*) This column indicates the attendance of the statutory auditors at meetings of the Board of Statutory Auditors (indicate the number of meetings attended with respect to the total number of meetings that the same could have attended; e.g. 6/8; 8/8 etc.).

(\*\*\*\*) This column indicates the number of positions as director or statutory auditor held by the person in question pursuant to art. 148-bis of the Consolidated Law on Finance and the relating implementing provisions contained in the Issuers’ Regulation. The full list of positions is published by Consob on its website pursuant to art. 144-quinquiesdecies of the Issuers’ Regulation.

***Note 1: the total number of meetings refers to those held between 1 January 2021 and the Date of Reference.***

The main personal and professional characteristics of each Statutory Auditor pursuant to art. 144-decies of the Issuers' Regulation are illustrated below:

### **Stefano De Angelis**

Born in Rome on 27 July 1960, after obtaining a degree in economics and business studies with the highest mark, he worked as a chartered accountant for "Studio Vaglio Dottori Commercialisti" in Rome, where he was mainly involved in insolvency proceedings and tax and accounting matters. In 1990, he founded "Studio De Angelis Dottori Commercialisti"; he has been a partner of "Coccia De Angelis & Associati Studio Legale e Tributario" since 2000. He has been registered as a Chartered Accountant and Accounting Expert in Rome since 1988. He has been enrolled on the Register of Legal Auditors since 1995. He is an expert in tax law - specialising in particular in the area of sports, entertainment, international conventions against double taxation - corporate law, administrative and accounting reviews, tax planning and extraordinary operations such as mergers, spin-offs, transformations and conferrals. He has acquired significant experience as a receiver, auditor, statutory auditor and member of supervisory bodies pursuant to Italian Legislative Decree 231/2001 of companies also listed on regulated markets, belonging to corporate Groups of domestic and international importance. He has been a court-appointed expert in Rome since 1993 relating to accounting and financial statement matters. Between 2003 and 2017, he was a member of the Technical Control Commission (COM.TE.C.) for the Italian Basketball Federation (F.I.P.), as regards the accounts and financial statements of professional Companies in League Series A.

### **Giuseppe Leoni**

He is a member of the Association of Certified Accountants of Milan and enrolled on the Register of Legal Auditors. He holds the position of Chairman of the Board of Statutory Auditors or Standing Auditor and Non-Executive Director in various companies, also listed on regulated markets. His office is in Milan, where he works as a Chartered Accountant with specific regard to legal, fiscal and economic matters, related to extraordinary management transactions (mergers, concentrations, transformations and spin-offs), contractual matters (licensing agreements, acquisitions and sales of shareholdings and of industrial complexes, sales of going concerns in general) and tax planning. He started working as a statutory auditor for Reconta Ernst Young S.p.A.. The educational and professional training conducted in Studio Guasti, comprised by numerous professionals (notaries, lawyers and accountants) who work together and who have different areas of expertise, targets their consulting and advisory work to the area of extraordinary business transactions as well as business assessment processes. He participates as a lecturer in professional training seminars organised by the SDA Bocconi in Milan, regarding tax matters, with specific reference to the aspects relating to extraordinary business transactions.

### **Rosita Francesca Natta**

Born in Milan on 14 June 1972, after gaining a degree in business and economics with full marks (specialising in economic policy) from the Business University Luigi Bocconi in Milan, she became a member of the Association of Certified Accountants of Milan and enrolled on the Register of Legal Auditors. She is a partner of Studio Pirola Pennuto Zei & Associati, where she is mostly involved in tax, organisational and contractual consultancy and advice, M&A for medium-large sized companies mainly operating in the industrial, commercial and financial sectors. Over the years, she has acquired significant experience in extraordinary finance transactions, in transfer pricing studies, in disputes with the tax authorities in corporate restructuring. She has gained significant experience as a director or member of control bodies in companies belonging to leading Italian or foreign groups. She carries out the role of director or member of control bodies in companies belonging to leading Italian or foreign Groups. She also works in the area of public law as well as lecturing in tax and legal matters at courses run by Studio Pirola, Pennuto, Zei & Associati.

**Roberta Pirola**

Born in Milan on 29 May 1971, after gaining a degree in business and economics, with top marks, from the Business University Luigi Bocconi in Milan, she became a member of the Association of Certified Accountants of Milan and enrolled on the Register of Legal Auditors. Since January 1997, she has worked with Studio Pirola Pennuto Zei & Associati, which she became a partner of in 2006. She specialises in tax and corporate consultancy, also relating to the reorganisation of domestic and foreign companies. Over the years, she has gained significant experience in relations with the tax authorities, in the pre-dispute area. She assists leading customers in important tax disputes. She also has experience in due diligence and assistance for acquisitions. She is a Statutory Auditor for a number of important companies of domestic and international groups (in the sectors of large-scale retail distribution, fashion, the food industry and insurance). She has considerable experience as a member of the Supervisory Body of an important industrial group.

**Susanna Russo**

Graduated with full marks in Economics and Business from “La Sapienza” University of Rome. She has been registered as a Chartered Accountant and Accounting Expert since 1988. She has been enrolled on the Register of Legal Auditors since 1995. She exclusively carries out her profession with particular regard to corporate, tax and auditing consultancy for companies and non-commercial entities. In joint-stock companies, she is a Standing Auditor (also in a company listed on a regulated market), Independent Auditor and member of supervisory bodies pursuant to Legislative Decree no. 231/2001. She also holds the position of Supervisory Body in non-commercial entities of national importance. She is a representative of the Cassa Nazionale di Previdenza ed Assistenza a favore dei dottori Commercialisti (national association of chartered accountants). She is a member of the Third Sector and Non-Profit Commission of the Association of Chartered Accountants of Rome. She is a member of the Regional Disciplinary Board of the Association of Chartered Accountants of Rome.

**Table of positions held in the FY in addition to those held in Be at the Date of Reference:**

<b>Standing Auditor</b>	<b>Position</b>	<b>Company</b>	<b>Listed</b>
<b>Giuseppe Leoni</b>	<i>Non-Executive Director</i>	Etro S.p.A.	NO
	<i>Standing Auditor</i>	Sogefi Filtration Italy S.p.A.	NO
	<i>Standing Auditor</i>	Sogefi Suspensions Heavy Duty Italy SpA	NO
	<i>Standing Auditor</i>	Sogefi Suspensions Passenger Car Italy SpA	NO
	<i>Chairman of the Board of Statutory Auditors</i>	Quartieri Durini S.p.A.	NO
	<i>Standing Auditor</i>	Reda S.p.A.	NO
	<i>Chairman of the Board of Statutory Auditors</i>	Posa S.p.A.	NO
	<i>Standing Auditor</i>	Trasporti Agricoli S.r.l.	NO
	<i>Standing Auditor</i>	Sella Personal Credit S.p.A.	NO
	<i>Non-Executive Director</i>	Gefin S.p.A.	NO
	<i>Non-Executive Director</i>	Confezioni & Facon S.r.l.	NO
	<i>Chairman of the Board of Statutory Auditors</i>	Intrum Italy S.p.A.	NO
	<i>Standing Auditor</i>	Nephis S.r.l.	NO
<b>Stefano De Angelis</b>	<i>Chairman of the Board of Statutory Auditors</i>	Be Shaping the Future Management Consulting S.p.A.	NO
	<i>Standing Auditor</i>	Be Shaping the Future Digitech Solutions S.p.A.	NO
	<i>Standing Auditor</i>	Be Shaping the Future Corporate Services S.p.A.	NO
	<i>Chairman of the Board of Statutory Auditors</i>	Cereria Di Giorgio S.p.A.	NO
	<i>Chairman of the Board of Statutory Auditors</i>	RCS Sport. S.p.A.	NO
	<i>Standing Auditor</i>	Human Mobility S.r.l. in liquidation	NO
<b>Rosita Natta</b>	<i>Standing Auditor</i>	Compagnia Italia Sali S.p.A.	NO
	<i>Standing Auditor</i>	BE S.p.A.	NO
	<i>Standing Auditor</i>	Solidpower S.p.A.	NO
	<i>Partner Director</i>	La Nuvola S.N.C. Società agricola di Francesco Natta	NO
	<i>Chairman of the Board of Statutory Auditors</i>	Dexxon Italia S.p.A.	NO
	<i>Sole Auditor</i>	Gravotech Italia S.r.l.	NO
	<i>Chairman of the Board of Statutory Auditors</i>	Tate & Lyle Italia S.p.A.	NO
	<i>Director</i>	Jacob Cohen Company S.p.A.	NO
	<i>Director</i>	Neorurale S.p.A.	NO
	<i>Director</i>	Meno Energia S.r.l.	NO
	<i>Chairman of the Board of Directors</i>	Neoruralehub S.r.l.	NO
	<i>Standing Auditor</i>	<i>Groupe Psa Italia S.p.A.</i>	NO
	<i>Standing Auditor</i>	<i>Psa Retail Italia S.p.A.</i>	NO
	<i>Director</i>	M&M S.r.l.	NO
<i>Director</i>	S.I.S. Segnaletica industriale stradale S.r.l.	NO	

## Diversity criteria and policies

The characteristics of the members of the Board of Statutory Auditors are suitable to ensure an adequate level of diversity regarding aspects such as age, the breakdown of gender and their educational and professional backgrounds. More specifically, the Board of Statutory Auditors is comprised by 3 standing members and 2 alternate members; the less-represented gender accounts for 40% of the members of the Board, whose average age is for 40% between 41 and 50, and for the remaining 60% above 50. The diversity of the professional backgrounds and education of the Statutory Auditors (illustrated above) ensure that the Board of Statutory Auditors has the necessary and appropriate expertise needed to perform its functions.

On 4 March 2019, the Board of Statutory Auditors, following the recommendations of the previous code of self-regulation and the letter of the Chairman of the Corporate Governance Committee, adopted a specific policy on diversity pursuant to art. 123-bis, paragraph two, letter d-bis of the Consolidated Law on Finance for the composition of the control body, which seeks to guarantee the good functioning of the same, regulating the composition of the same and envisaging that its members meet all of the personal and professional requirements that ensure the highest level of diversity and expertise. This policy promotes corporate social responsibility to the extent to which inclusion, integration and non-discrimination may contribute to removing obstacles to economic and social order that restrict individual freedom, in application of the principle of equality.

The Be Group perceives diversity as a strength that enables corporate bodies to be formed that have different values, points of view, expertise and ideas so as to encourage and enrich debate.

The aspects of diversity considered by the Be Group regard in particular gender, age and professional diversity.

The policy on diversity for the composition of the control body is available on the Company's website and on the Issuer's website [www.be-tse.it](http://www.be-tse.it).

## Meetings, independence and remuneration

During the year, 8 meetings of the Board of Statutory Auditors were held, with an average duration of 2 hours each. The percentage of overall attendance was 100% for all Standing Auditors. For the current year, at least 8 meetings of the Board of Statutory Auditors are planned, of which 3 have already been held in 2022.

The Board of Statutory Auditors has overseen the independence of the independent auditors, verifying compliance with the relevant legislative provisions, and has also confirmed the absence of services other than auditing provided to the Issuer and to its subsidiaries by the same independent auditors and by entities belonging to the network of the same, with the exception of the assignment regarding the issue of a statement stating the compliance of the consolidated non-financial statement set forth in Italian Legislative Decree 254/2016 for the period 2020-2023, with regard to which, the Board of Statutory Auditors expressed a favourable opinion.

In conducting its activities, the Board of Statutory Auditors has coordinated with the Control and Risk Committee, the Supervisory Body and with the internal audit function by attending all meetings held by said Committee and by organising periodic meetings with the Supervisory Body and the internal audit function.

The Chairman of the Board of Directors ensures that the Statutory Auditors obtain an adequate understanding of the business sector in which the Issuer operates, of business dynamics and their evolution, of the principles of correct risk management as well as the relative legislative and self-regulatory framework of reference. In particular, during meetings of the Board which are held at the Company's registered office during the FY, the Statutory Auditors have received continuous information on each specific sector in which the Issuer conducts its business

activities in order to better understand the underlying business dynamics and the relative developments that occurred during the FY.

Given the professional expertise and experience of the members of the Board of Statutory Auditors, as well as their in-depth knowledge of the Company and of the group, the professionalism of the function is ensured, in addition to the independence of the control body, also in light of the following.

At the time of their appointment, the members of the Board of Statutory Auditors have stated, under their own responsibility, to meet the requirements of independence envisaged by the applicable legislative and regulatory standards. The Board of Statutory Auditors assessed the independence of its members as soon as possible after their appointment, and subsequently, annually, at its meetings and, most recently, at the meeting held on 16 February 2022. At the last meeting, all of the criteria envisaged by the Consolidated Law on Finance, the Issuers' Regulation and the Corporate Governance Code were materially applied.

In carrying out the above assessments, all the information made available by each member of the Board of Statutory Auditors was considered, assessing all the circumstances that appear to compromise the independence identified by the Consolidated Law on Finance and the Corporate Governance Code.

Note that no member of the Board of Statutory Auditors has family ties to the members of the Board of Directors or other Company executives.

It should also be noted that in said meeting of the Board of Statutory Auditors, it was recalled that:

a) Standing Auditor Rosita Natta is an associate of Studio Pirola Pennuto Zei & Associati, which the Company and several group companies have commissioned to perform several assistance activities. The Board of Statutory Auditors, considering that (i) Ms. Natta does not provide any professional services to the Group on behalf of Studio Pirola Pennuto Zei & Associati and (ii) the contained and insignificant economic amount of said professional services with respect to the overall fees of this firm, based on the assumption that the high level of professionalism of Ms. Natta and the absence of situations or circumstances that compromise her independence guarantee, in any event, compliance with principle VIII and art. 2, Recommendation no. 7 of the Corporate Governance Code, confirmed that the above cited requirements continue to be fulfilled for Ms. Natta as well, privileging for the same a profile of substance (over form) in the assessment of the composition of the Board of Statutory Auditors;

b) the Chairman, Stefano De Angelis, has been a standing auditor of the Company since April 2012 and therefore in 2021 exceeded the duration limits set forth in recommendation no. 7, letter e), art. 2 of the Corporate Governance Code. The Board has assessed the existence of the independence requirement, privileging a profile of substance (over form), despite his tenure as statutory auditor for more than 9 years in the last 12 years, taking into account that the absence of factual elements, objective and unambiguous, which demonstrate the existence of particular ties with the Company or parties related to it (such as, for example, shareholders with a significant equity investment, etc.), such as in particular: i) the absence of significant commercial, professional or personal relations between Mr. De Angelis and the Company, as well as the companies belonging to the same group and the shareholders with significant equity investments, ii) the recognised professional and ethical position of the auditor, iii) the reduced impact of remuneration due to Mr. De Angelis for the office of auditor (in the Company and in the other companies of the Be Group), and contributed by the same to the professional association of which he is a member, with respect to the total amount of remuneration due to the latter for carrying out his activities and contributed by the same professional association, as resulting from the information provided to the Board by Mr. De Angelis, as well as the fact that he holds the position of member of the control bodies of some Group companies (in line with

the recommendation contained in Consob Communication no. 97001574 of 20 February 1997, which provides for the role of “Statutory Auditor” of the Group).

The results of said assessment were sent to the Board of Directors and communicated to the market in a press release dated 15 March 2022.

The Chairman of the Board of Statutory Auditors promptly reports to the Board of Directors on the results of checks regarding the existence of the requirements of independence of the members of the Board of Statutory Auditors, in accordance with the provisions of Article 148 of the Consolidated Law on Finance as well as the Articles of Association and the Corporate Governance Code, also in light of statements signed by the same auditors certifying the possession of the aforementioned requirements.

The remuneration of the Statutory Auditors is proportional to the commitment required of the same, to the importance of the position held as well as the size of the company and the industry it operates in.

### **Management of interests**

Pursuant to the provisions of art. 6, Recommendation no. 37 of the Corporate Governance Code, it is envisaged that a Statutory Auditor who, on his own behalf, or on behalf of third parties, has an interest in a specific transaction of the Issuer, must promptly and exhaustively inform the other Statutory Auditors and the Chairman of the Board of Directors of the nature, terms, origin and extent of his interest.

## **12. Relations with Shareholders**

The Company has an institutional website, [www.be-tse.it](http://www.be-tse.it) and a specific section relating to financial information (Investors), which is easy to find and can be accessed through a direct link from the home page of the website, provides information regarding the Issuer that is important to its Shareholders, so that the latter are aware of how to exercise their rights. More specifically, the specific section of the website contains press releases, quarterly accounts, interim reports, financial statements, documents registered with Consob, the Articles of Association, regulations for Shareholders’ Meetings, the organisational model pursuant to Italian Legislative Decree 231/01.

The person in charge of handling relations with shareholders is the Investor Relator, currently Claudio Cornini, appointed by the Board of Directors on 1 August 2019. Furthermore, on 16 October 2019, the Board of Directors resolved to maintain the roles of “Person in Charge” and “Information Officer” pursuant, respectively, to the Internal Dealing Procedure and the Privileged Information Procedure adopted by the Company under Patrizio Sforza, previous Investor Relator. Subsequently, on 5 March 2020, the Board of Directors resolved to appoint as “Person in Charge” and “Information Officer” pursuant, respectively, to the Internal Dealing Procedure and the Privileged Information Procedure, Massimo Leopizzi, Group General Counsel and DPO, as well as head of Group compliance, considering it more efficient to concentrate all responsibilities strictly linked to continuous monitoring of compliance with the primary and secondary legislation, as amended and supplemented, under one individual.

In accordance with the provisions of Principle IV of the Corporate Governance Code, the Board promotes, through the most appropriate forms, dialogue with shareholders and with other significant stakeholders of the company. In this respect, the establishment of a corporate office to handle shareholder relations was evaluated, but - given the characteristics of the Company - it was decided that all matters regarding corporate information and managing relations with shareholders could be



effectively and efficiently performed by a single manager, the Investor Relator. The Investor Relator is assisted by a company that specialises in strategic consulting and institutional communication. The Company seeks to maintain continuous dialogue with the market, in accordance with regulations on the circulation of privileged information. Company conduct and procedures seek to avoid disclosure asymmetries.

During 2021, the Board of Directors adopted its own policy to manage dialogue with its shareholders in general, taking into consideration the engagement policies adopted by the institutional investors and by the asset managers, in accordance with the provisions of art. 1, Recommendation no. 3 of the Corporate Governance Code.

This policy aims to manage the dialogue with shareholders in general in relation to issues within the Board's competence, defining the principles and identifying the interlocutors, the topics subject to discussion, the timing and the channels of interaction. The policy, as well as all dialogue management activities, aims to promote Be's transparency towards the financial community and the markets, by building, maintaining and developing an active relationship of trust with shareholders. The information provided to shareholders as part of the dialogue with the Company must in fact be clear, complete, correct and true and not misleading or confusing, allowing investors to develop an informed assessment of Be. The policy also aims to safeguard legitimate interests and requests at all times, which the Company's Board of Directors is able to take into account in its role of strategic guidance and monitoring of operating performance.

In particular, the topics for discussion with shareholders generally concern:

- the pursuit of sustainable success;
- environmental, social and governance issues (ESG);
- economic-financial/operating performance (financial and non-financial results and targets);
- corporate strategy (business plan and sustainability plan, including environmental policies);
- share capital structure;
- corporate governance (e.g. aspects relating to the appointment and composition of the Board of Directors, also in terms of size, professionalism, integrity, independence and diversity, the tasks and functions of the board committees, etc.);
- the policies on remuneration of directors and executives with strategic responsibilities and their implementation;
- the risk management and internal control system.

Refer to the Shareholder Dialogue Policy, available at: [https://www.be-tse.it/Politica\\_gestione\\_dialogo\\_azionisti.pdf](https://www.be-tse.it/Politica_gestione_dialogo_azionisti.pdf)

## 13.Shareholders' Meetings

The Articles of Association envisage that Shareholders' Meetings are to be convened by the Board of Directors, by the Board of Statutory Auditors in accordance with the law, or by at least two members of the Board of Statutory Auditors, after notifying the Chairman of the Board of Directors. The Board of Directors will promptly convene a Shareholders' Meeting also on the request of shareholders, in accordance with the procedures and terms set forth in art. 2367 of the Italian Civil Code.

Shareholders' Meetings may also be held at a venue other than the registered office, as long as in Italy, and convened by means of a notice published pursuant to art. 2366, second paragraph of the Italian Civil Code and art. 125-bis of the Consolidated Law on Finance.

The Ordinary Shareholders' Meeting must be convened at least once a year, within 120 days of the end of the financial year. However, if legal requirements are met, the Ordinary Shareholders' Meeting may be convened within 180 days of the end of the financial year.

Shareholders who, also jointly, represent at least one fortieth of share capital, may add to the items on the agenda, indicating in their request further items to be discussed or submitting proposals for resolutions on items that already appear on the agenda, within the limits and with the procedures envisaged by the law. Those who possess voting rights may individually submit proposals for resolutions to the Shareholders' Meeting. Requests to add to the list of items on the agenda is not permitted for matters on which the Shareholders' Meeting resolves, by law, on the proposal of the Directors or based on a draft or a report drawn up by the same, other than the report on the items on the agenda.

Those with voting rights may formulate questions on items on the agenda also before the Shareholders' Meeting, as long as within the terms envisaged for the notice of call, by certified e-mail, using the specific e-mail address of the Company indicated in the notice of call. The Company is not bound to response if the relevant information is available on the Company's website in a "Frequently asked questions" format, or whenever it is necessary to protect the confidentiality and the interests of the Company.

The Ordinary Shareholders' Meeting is validly constituted and resolves in first, second and subsequent calls, according to the majorities established by the law.

The Ordinary Shareholders' Meeting is validly constituted according to the majorities established by the law and resolves in first, second and subsequent calls with the favourable vote of shareholders that represent at least 75% of the share capital represented by the Shareholders' Meeting.

The Shareholders' Meeting may also, inter alia, resolve in an ordinary or extraordinary session on the following:

- a) the appointment and the revocation of members of the Board of Directors and of the Board of Statutory Auditors and on the relative remuneration and responsibilities;
- b) the approval of the financial statements and the allocation of profit;
- c) the purchase and the sale of treasury shares;
- d) amendments to the Articles of Association;
- e) the issue of convertible bonds or warrants;
- f) the issue of financial instruments.

In compliance with the provisions of art. 2365 of the Italian Civil Code, the Articles of Association envisage that decisions on the following are not resolved by the Shareholders' Meeting but by the Board of Directors:

- a) the decision to merger in the cases set forth in articles 2505 and 2505-bis of the Italian Civil Code;
- b) the reduction of the share capital if a shareholder withdraws;
- c) the transfer of the registered office within the Province;
- d) the opening and the closing of secondary offices;
- e) the amendment of the Articles of Association to legislative provisions.

Pursuant to art. 11 of the Articles of Association, those who possess voting rights pursuant to art. 83-sexies of the Consolidated Law on Finance may participate in the Shareholders' Meeting. Those who possess voting rights may be represented at Shareholders' Meetings pursuant to art. 2372 of the Italian Civil Code and 135-novies of the Consolidated Law on Finance. In the notice of call, the Board of Directors will specify the procedure for the electronic notification for delegating votes. The Chairman of the Shareholders' Meeting must establish the right to participate in the same, also with regard to the fulfilment of the provisions regarding representation by proxy.

The right of each shareholder to take the floor on the items under discussion is guaranteed by the Chairman of the Shareholders' Meeting, who coordinates speakers at the meeting and runs the same.

The Board of Directors has reported to the Shareholders' Meeting on the activities performed and planned, and has made efforts to ensure that shareholders have been adequately informed on the necessary matters, so that the same may take decisions, in full knowledge, referred to the Shareholders' Meeting.

During the Financial Year, at the Meeting held on 22 April 2021, the following individuals were present through audio and video connection: Chairman Carlo Achermann, Chief Executive Officer Stefano Achermann, as well as Claudio Roberto Calabi and Anna Maria Tarantola. For the Board of Statutory Auditors, the following individuals were present through audio and video connection: Chairman Stefano De Angelis, and Giuseppe Leoni.

Pursuant to Recommendation no. 2, lett. d) of the Corporate Governance Code, the Board of Directors did not deem it necessary to propose changes to the Articles of Association to the Shareholders' Meeting, regarding the percentages established for the exercise of prerogatives set in place to protect minorities, insofar as - in application of art. 144-quater of the Issuers' Regulation for the submission of lists for the appointment of members of the Board of Directors and of the Board of Statutory Auditors - articles 15 and 19 of the Articles of Association of the Issuer require, as regards the Board of Directors, a shareholding corresponding to at least the minimum established by Consob pursuant to art. 147-ter, paragraph 1, of the Consolidated Law on Finance and, as regards the Board of Statutory Auditors, a threshold of 2.5% of shares with voting rights in the ordinary Shareholders' Meeting, or, if less, a different percentage established by Consob.

In this regard, note that, with decision no. 60 of 29 January 2022, Consob established 4.5% as the percentage shareholding required for the submission of lists of candidates.

During the Year, the Board of Directors did not deem it necessary to submit to a shareholders' meeting specific proposals regarding the choice and characteristics of the corporate model applied, or the size, composition and appointment of the Board and the term of office of its members, or details of the administrative and equity rights of the shares and the percentages established to exercise the prerogatives intended to protect minorities, having assessed how the current corporate governance system is adequate and functional to the needs of the company.

Each share is entitled to one vote and therefore there are no premium shares or shares with multiple voting rights.

In order to guarantee that the Ordinary and Extraordinary Shareholders' Meetings are run correctly, the Company complies with a specific regulation (the **Regulation**), approved by a resolutions of the Shareholders' Meeting on 28 September 2001, which is available to shareholders at the registered office and on the Company's website [http://www.be-tse.it/wp-content/uploads/2015/10/Regolamento\\_Assemblea\\_2013.pdf](http://www.be-tse.it/wp-content/uploads/2015/10/Regolamento_Assemblea_2013.pdf).

The right of each shareholder to take the floor on the items under discussion is guaranteed by the following provisions, contained in art. 6 of the Regulation:

- a) those legally entitled to exercise voting rights may request to take the floor on the items under discussion once only, making observations, requesting information and, if necessary, formulating proposals;

- b) the request may be made until such time as the Chairman has declared the discussion on the relevant item on the agenda closed;
- c) the Chairman establishes the manner in which the speaker makes said request, the order of speakers and the maximum amount of time for which they may speak, based on the topic and the importance of the individual items on the agenda;
- d) those who have requested the floor have the right to briefly respond to questions;
- e) based on the topic and on the importance of the individual items under discussion, as well as the number of parties requesting the floor, the Chairman establishes the length of time for which a speaker may speak and for questions in order to guarantee that the Shareholders' Meeting can cover all relevant matters in a single meeting;
- f) before the established length of time for the speech and for questions is over, the Chairman invites the speaker to draw his conclusions.

During the Year no significant changes occurred as regard the market capitalisation of the Issuer's shares, nor in the composition of its corporate structure.

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Given the extraordinary necessity to contain the negative effects of the COVID-19 epidemiological emergency, pursuant to the provisions of article 106, paragraph 4, of Law Decree no. 18 of 17 March 2020, containing "Measures to strengthen the national health service and economic support for families, workers and businesses related to the COVID-19 epidemiological emergency", at the Shareholders' Meeting of 22 April 2021, as well as to reduce the restrictions and rules that make it difficult or burdensome to attend the meeting and the exercise of voting rights by shareholders, the Company envisaged that participation in the meeting and the exercise of voting rights by those entitled could take place exclusively through the designated representative appointed for this purpose pursuant to article 135-undecies of the Consolidated Law on Finance.

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During the Year, no communications to the public were necessary in advance with regard to matters on which the directors had not formulated a specific proposal (except with reference to the proposal by shareholder Tamburi Investments Partners S.p.A. with reference to the composition of the Board of Statutory Auditors and the term of office and relative remuneration).

#### **14. Additional corporate governance practices (pursuant to art. 123-bis, paragraph 2, letter a), second part, of the Consolidated Law on Finance)**

The Issuer has decided not to apply additional corporate governance practices with respect to those already indicated in the point above and contained in the specific obligations envisaged by the law and/or by regulations.

## 15.Changes since the end of the year under analysis

No changes have occurred between the end of the Financial Year and the date of this Report, with the exception of that already reported herein.

## 16.Comments on the letter dated 22 December 2021 of the Chairman of the Corporate Governance Committee

The recommendations made in the letter dated 22 December 2021 of the Chairman of the Corporate Governance Committee were brought to the attention of the Control and Risk Committee at a meeting held on 14 December 2021, the Appointments and Remuneration Committee at a meeting held on 15 March 2022 and the Board of Directors at a meeting held on 14 December 2021, and at said meeting, they were also submitted to the Board of Statutory Auditors within the scope of the same.

The same recommendations were considered at the time of the self-assessment of the Board of Directors with a view to verifying the effectiveness of compliance with the Code and to identify any measures for improvement in the areas in which the Corporate Governance Committee had requested better compliance with the recommendations contained in said Code.

The results of said assessments are illustrated in this Report, also through reference to specific company documents (e.g. Report on Remuneration).

**Rome, 15 March 2022**

For the Board of Directors

Chairman

*Carlo Achermann*