

**RULES  
OF THE CONTROL, RISK AND SUSTAINABILITY COMMITTEE  
OF ANIMA HOLDING S.P.A.**

**(APPROVED BY THE BOARD OF DIRECTORS ON 6 FEBRUARY 2014 AS AMENDED AND SUPPLEMENTED  
LAST APPROVAL ON 20 DECEMBER 2024)**

**Article 1. CONSTITUTION AND PRESIDENCY**

- 1.1 Pursuant to the Articles of Association, the Control, Risk and Sustainability Committee (hereinafter referred to as **the "CCRS"** or the **"Committee"**) of Anima Holding S.p.A. (hereinafter referred to as the **"Company"**) is established by resolution of the Board of Directors.
- 1.2 The Committee shall be composed of at least three Directors who meet the independence requirements set forth in the *Corporate Governance* Code for Listed Companies (hereinafter the '**Code**'), as incorporated in the Articles of Association. Alternatively, the Committee may be composed of at least three non-executive Directors, the majority of whom shall be independent. In any case, the Chairman of the Committee shall be chosen among the independent Directors, excluding – if a member of the CCRS - the Chair of the Board of Directors.
- 1.3 As a whole, the CCRS has adequate expertise in the financial sector to assess the relevant risks. At least one member of the Committee must have adequate experience in accounting and finance or risk management, to be assessed by the Board of Directors at the time of appointment.
- 1.4 The Chair of the CCRS, who is in charge of coordinating and planning the Committee's activities and guiding the conduct of its meetings, is appointed by the Board of Directors at the time of appointment. Failing this, the Chairperson is elected by the Committee at the first meeting following the appointment.
- 1.5 The Committee, upon the Chair's proposal, may appoint a secretary, also a permanent one, who may also be chosen from outside its members and, in this case, from among the Company's managers or employees, who is entrusted with the task of drawing up the minutes of the Committee's meetings, as well as liaising between the Committee's functions and the relevant structures of the Company and its subsidiaries.
- 1.6 If, for any reason whatsoever, a member of the CCRS leaves office, the Board of Directors shall appoint a new member in compliance with the indications set forth in the previous paragraphs. In any case, the Committee member who intends to resign shall promptly inform the Board of Directors.
- 1.7 The duration of the term of office of the CCRS coincides with that of the Board of Directors that appointed it, the early termination of which, for any reason whatsoever, determines the immediate forfeiture of the CCRS. During the term of office, the Board of Directors may make changes to the composition of the Committee.
- 1.8 Committee members are entitled to reimbursement of expenses incurred in connection with their office. The Board of Directors may award further remuneration to the them.

**Article 2. MEETINGS AND DELIBERATIONS**

- 2.1 The CCRS meets as often as necessary in any case with sufficient frequency to ensure the proper performance of its functions and tasks (normally at least quarterly).
- 2.2 The CCRS also meets when requested by the Chairman of the Board of Directors, the Chairman of the Board of Auditors, or the Director in charge of the Internal Control and Risk Management System.
- 2.3 The CCRS normally meets at the Company's registered office (or by means of remote communication pursuant to p. 2.6 below); if necessary, it may also meet at another location indicated in the notice of call.
- 2.4 The notice of the meeting, containing the date, time and place of the meeting, as well as the list of items to be discussed, is sent by the Chair - or, in the event of his absence or impediment, by another member of the Committee delegated by the Chair - through the Corporate Affairs Department at least three calendar days in advance, by e-mail. In the event of urgency, a meeting may be convened with a 24 hours' notice. In any case, the participation of members in the meetings shall be deemed as a waiver of the convocation formalities provided for in these Rules of Procedure. For further modalities of convocation and prior sending of supporting documentation for meetings, the provisions regulating the functioning of meetings of the B.o.D. shall apply, insofar as they are compatible.
- 2.5 Meetings of the CCRS are chaired by the Chair and, in his absence or impediment, by an independent member appointed by a majority of attendees.

- 2.6 Meetings of the CCRS may also be held by tele-conference and video-conference, provided that all participants can be identified and are allowed to simultaneously follow and intervene in the discussion of the topics addressed, as well as to view documents in real time.
- 2.7 Meetings of the CCRS are normally attended by all members of the Board of Statutory Auditors.
- 2.8 The heads of Internal Audit and Risk Management (CRO), as well as the heads of the Group Compliance and Group Investment Risk Divisions, also participate in the work of the CCRS.
- 2.9 Depending on the issues discussed, the Chair may invite one or more of the following to take part in meetings: The Chair of the Board of Directors, the Chief Executive Officer, the Director in charge of the Internal Control and Risk Management System (if different from the Chief Executive Officer and not a member of the Committee), the General Manager, the members of the Supervisory Body established pursuant to Italian Legislative Decree 231/2001, the representatives of the auditing firm, the Group CFO, the Manager in charge of drafting the corporate accounting documents and the heads of the corporate functions of the Company and its subsidiaries (including, in particular, the heads of the other corporate control functions where applicable).
- 2.10 Additionally, the Chair may also invite – depending on the issues discussed: members of the boards and control bodies of the Subsidiaries (including, in particular, the Chair or all the members of the Control and Risk Committee if established and the Chair or all the members of the Board of Statutory Auditors).
- 2.11 For meetings of the CCRS to be valid, a majority of its members must be present.
- 2.12 Resolutions are passed by a majority vote of those present, or unanimously if the CCRS has three members and two are present at the meeting.
- 2.13 Meetings of the CCRS are recorded in minutes that are signed by the chair of the meeting and the secretary and kept by the secretary or the Corporate Affairs Department in chronological order, together with supporting documentation.
- 2.14 The Chair of the CCRS reports to the Board of Directors on the work of the CCRS at the first available meeting and, in any case, at least every six months.
- 2.15 The other provisions governing the functioning of meetings of the B.o.D. apply, insofar as they are compatible.

### **Article 3. FUNCTIONS, OBJECTIVES AND TASKS**

- 3.1 The CCRS is required to perform all the tasks assigned by the Corporate Governance Code to the control and risk committee, also taking into account the provisions applicable to supervised subsidiaries, and in particular:
  - to assist and support the Board of Directors, ensuring to provide an adequate preliminary activity, in evaluations and decisions relating to the Internal Control and Risk Management System of the Company and the Group (hereinafter "SCIGR") and in those relating to the approval of periodic financial reports;
  - express its opinion to the Board of Directors on the following topics:
    - the definition of the SCIGR's guidelines in line with the strategic guidelines of the Company and the Group;
    - the assessment, at least once a year, the adequacy and effectiveness of the SCIGR (of the Company and the Group), with respect to the characteristics of the business and the risk profile assumed, as well as the adequacy of the Internal Audit and other control functions;
    - the appointment, dismissal and remuneration - consistent with the policies in force - of the head of the Internal Audit function and, upon request of the Board of Directors where deemed appropriate with reference to the Group's control systems, of the other corporate control functions;
    - approval, at least once a year, of the work plan prepared by the head of the Internal Audit function and the head of the Group Compliance function, after consulting with the Board of Statutory Auditors and the Director in charge of the Internal Control and Risk Management System;
    - assessment of the yearly activity outline planning of the activities of the subsidiaries' control functions;
    - the description, as part of the corporate governance report, of the main features of the SCIGR, expressing the CCRS' evaluation of its adequacy;
    - the assessment, in consultation with the Board of Statutory Auditors, of the results set out by the statutory auditor in the letter of suggestions, if any, and in the additional report addressed to the auditing body;

- assessing, in consultation with the manager in charge of preparing corporate accounting documents, the external auditor and the Board of Statutory Auditors, the correctness and uniformity of application of accounting standards to the preparation of the consolidated financial statements;
- assessing the suitability of periodic information (financial and non-financial) to fairly represent the company's business model, strategic guidelines, the impact of its activities and the performances achieved;
- examining the content of periodic non-financial information (if any) relevant to the internal control and risk management system;
- express opinions on specific aspects relating to the identification of the main corporate risks and support the assessments and decisions of the Board of Directors relating to the management of risks arising from prejudicial events of which the latter has become aware;
- examining the periodic, specific, or summary reports prepared by the Internal Audit function, Risk Management and the other corporate control functions, and assessing any critical issues and remarks formulated by them;
- monitor the autonomy, adequacy, effectiveness and efficiency of the Internal Audit function and the adequacy and effectiveness of the Risk Management division;
- requesting the Internal Audit function and the Group Compliance function, where it deems it necessary or appropriate, to carry out checks on specific operational areas, simultaneously notifying the Chair of the Board of Statutory Auditors;
- report to the Board of Directors, at least once every six months, normally on the occasion of the approval of the annual and half-yearly financial report, on the activities carried out, as well as on the adequacy of the SCIGR;
- evaluate any reports received from the Director in charge of the Internal Control and Risk Management System or from the Risk Management Department concerning problems and critical issues related to the SCIGR and take appropriate action;
- perform any further tasks assigned by the Board of Directors.

3.2 The CCRS also supports the Board of Directors, in an advisory and propositional capacity, by overseeing sustainability issues related to the Group's activities. In particular:

- oversees the assessment of the environmental, economic and social impacts of business activities;
- expresses opinions on initiatives and programmes promoted by the Company and the Group in the area of Environmental and Social Sustainability and Corporate Governance ('ESG');
- monitors compliance with corporate rules on ESG issues and the company's ranking in the main applicable sustainability ratings and indices;
- examines non-financial information prepared by the competent functions of the Company;
- when instructed by the Board of Directors, formulates opinions and proposals concerning specific corporate social responsibility issues.

#### **Article 4. POWERS**

4.1 In order to perform the tasks entrusted to it, the CCRS may avail itself of the assistance of internal employees as well as, at the Company's expense and within the limits of the budget approved by the Board of Directors, of external professionals, provided that they are appropriately bound to confidentiality.

4.2 In performing the tasks referred to in Article 3 above, the CCRS may:

- access information and company functions as necessary for the performance of their duties;
- examine and discuss with corporate management and the head of the Internal Audit function and the heads of the other corporate control functions the most significant findings, the reasons given and any difficulties encountered in the course of its work;
- meet with management to review the main corporate risks, as identified by the Director in charge of the Internal Control and Risk Management System, and the measures taken by management to prevent, monitor and control these risks.

**Article 5. AMENDMENTS TO THE REGULATION AND FINAL PROVISIONS**

- 5.1 Amendments and additions to the Rules and Regulations are approved by the Board of Directors, upon the proposal or favourable opinion of the Committee.
- 5.2 Amendments of a purely formal nature (e.g. adaptations to regulatory provisions or reflecting changes in the organisational structure of the Company or the Group) may be directly adopted by the CCRS on the proposal of the Chair.
- 5.3 For all matters not expressly provided for in these Rules, the provisions of the law, the Articles of Association and the internal regulations implementing the Corporate Governance Code shall apply.