



Regulations of the Audit and Risk Committee

Approved by the Board of Directors on June 27, 2024

Regulations of the Control and Risk Committee of Olidata S.p.A.

Index

1. Scope of application
2. Composition and duration
3. Skills
4. Operation
5. Verbalization
6. Information flows
7. Confidentiality
8. Amendments to the Regulations

1. Scope of application

1. These regulations of the Audit and Risk Committee ("**Regulations**") govern the organization and operation of the Audit and Risk Committee ("**the Committee**") of the Company Olidata S.p.A. ("**the Company**").
2. These Regulations are approved by the Board of Directors.
3. The Committee shall operate in accordance with and within the limits of the provisions of these Regulations. In any case, the powers of the Board of Directors remain unaffected.

2. Composition and duration

1. The Committee consists of a minimum number of 3 members, appointed by the Board of Directors of the Company from among its members.

2. The Committee consists exclusively of nonexecutive directors, the majority of whom are independent, and is chaired by an independent director. Members of the Board of Statutory Auditors are invited to all Committee meetings as non-voting auditors. The Chairman of the Supervisory Board, or another member designated by him, is also invited to attend the Committee as a non-voting auditor.
3. Committee members must have knowledge and skills to fully understand and monitor the Company's control strategies and guidelines.
4. The term of office given to the Committee is equal to the term of the Board of Directors that appointed the members of the Committee. Early termination, for any cause whatsoever, of the Board of Directors shall result in the immediate termination of the Committee.
5. The members of the Committee, except in the case of resignation, forfeiture or revocation, remain in office for the entire duration of the mandate conferred on the Committee. The members of the Committee shall fall from office in the event of early termination for any cause of the respective office held on the Board of Directors. Committee members may also be dismissed at any time by resolution of the Board of Directors.
6. In case of termination of office of a member of the Committee for any cause, the Board of Directors shall appoint a new member as a replacement. The members so appointed shall hold office until the natural expiration of the term of office of the replaced member.
7. The Board of Directors, at the time of the resolution establishing the Committee appointed the Chairman of the Committee ("Chairman"). If the Chairman is absent or unable to attend, he/she shall be replaced by the oldest Committee member present at the meeting.
8. The Chairman regulates and coordinates the collegial activities of the Committee members. After consultation with the Chief Executive Officer, the Chairman, in particular, convenes the Committee, presides over its meetings, sets the Agenda, coordinates its work, and ensures that adequate information is provided to all Committee members on the matters on the Agenda.
9. The Committee, upon the proposal of its Chairman, appoints a Secretary, who is entrusted with the task of taking minutes of meetings and assisting the Committee in carrying out its activities.

3. Skills

1. The Committee fulfills the function of supporting the Board of Directors in establishing, implementing, and continuously improving an internal control and risk management system in order to contribute to the sustainable success of the Company.

2. The Committee has propositional, advisory and assurance functions. In particular, the Committee is called upon to support the evaluations and decisions of the Board of Directors, in its tasks of:

a) definition of the guidelines of the internal control and risk management system in accordance with the Company's strategies and evaluation, at least annually, of the adequacy of the same system in relation to the characteristics of the enterprise and the risk profile assumed, as well as its effectiveness;

b) appointing and dismissing the head of the *Internal Audit* Department and setting remuneration consistent with corporate policies, ensuring that he or she is provided with adequate resources to perform his or her duties;

c) approval, at least annually, of the work plan prepared by the head of the *Internal Audit* function, after consultation with the Supervisory Board and the Person Responsible for Managing the Enterprise;

d) assessment of the appropriateness of taking measures to ensure the effectiveness and impartial judgment of other corporate functions referred to in (e) below, verifying that they are equipped with appropriate professionalism and resources;

e) assignment to the Supervisory Board of the supervisory functions referred to in Article 6, co. 1, letter b), of Legislative Decree No. 231/2001;

f) evaluation, in consultation with the Supervisory Board, of the results set forth by the statutory auditor in the letter of suggestions, if any, and in the additional report addressed to the Supervisory Board;

g) description, in the corporate governance report, of the main features of the internal control and risk management system and the methods of coordination between the parties involved in it, indicating the models and national and international *best practices of reference*, expressing its overall assessment of the adequacy of the system itself and giving an account of the choices made regarding the composition of the supervisory body referred to in (e) above.

3. The Committee, in assisting the Board of Directors:

a) evaluate, after consulting the manager in charge of preparing corporate accounting documents, the statutory auditor and the Supervisory Board, the correct use of accounting standards

and, in the case of groups, their uniformity for the purpose of preparing consolidated financial statements;

b) assess the suitability of periodic financial and non-financial information to fairly represent the company's *business* model, strategies, the impact of its activities, and the *performance* achieved;

c) Examines the content of periodic non-financial information relevant to the internal control and risk management system. It examines, in particular, (i) *the* activity plans and periodic, annual and infra-annual reports of the Company's control functions, prior to their submission to the Board of Directors; (ii) the inspection reports of the Supervisory Authorities, and any responses formulated by the Company, including the action plans prepared by the Company; (iii) any findings emerging from the reports of the internal control functions, the Board of Statutory Auditors or the Supervisory Board, and the related action plans prepared by the Company. It provides, at the request of the Board of Directors, support on the analysis of specific internal procedures governing the system of internal controls, for the purpose of improving the Company's risk control and management system, in compliance with the general principles dictated on the subject as well as the requirements that must be met by the Company's control functions. The Committee may, in any case, request and/or receive information within the internal control and risk management system that is useful for the performance of the above tasks;

d) with specific reference to the *Internal Audit* function: (i) reviews periodic and special reports prepared by the function; (ii) makes recommendations to the Board of Directors on the appointment and dismissal of the Person Responsible for the Management of the Company; (iii) provides an annual opinion to the Board of Directors on how the *Internal Audit* function fulfills its responsibilities; (iv) is involved by the *Internal Audit* function in the process of developing the Company's *audit* plan; (v) documents how the Committee is informed of the *Internal Audit* function; and (vi) reviews the report on *audit* results prepared by the *Internal Audit* function;

e) expresses opinions on specific aspects relating to the identification of major business risks and supports the Board of Directors' assessments and decisions relating to the management of risks arising from prejudicial facts of which the Board of Directors has become aware;

f) monitor the autonomy, adequacy, effectiveness and efficiency of the *Internal Audit* function;

g) may assign the *Internal Audit* function to conduct audits of specific operational areas, simultaneously notifying the Chairman of the Supervisory Board;

h) report to the board of directors, at least at the time of the approval of the annual and semi-annual financial report, on its activities and the adequacy of the internal control and risk management system.

4. In general, the Committee, in the performance of its duties, draws on the support of the Company's corporate control functions to gather any information relevant to the proper performance of its activities. The Committee shall promptly exchange relevant information with the Supervisory Board in the performance of its duties.

5. The Committee may use, at the Company's expense, outside consultants identified by the Committee.

4. Operation

1. The Committee shall meet periodically, usually on the dates established in the annual calendar of meetings, approved by the Committee, upon the proposal of the Chairman. The Committee may, in any case, be convened by the Chairman whenever the meeting is deemed necessary or appropriate for the effective performance of the duties set forth in Article 3.

2. The schedule of Committee meetings and any changes to it shall be submitted in advance to the Secretary of the Board of Directors for coordination with the meetings of the Board and other Committees.

3. The convocation of the Committee is made by the Chairman - or in case of his impediment by the most senior member of the Committee - by means of written communication to be sent, also by e-mail, possibly by the Secretary, to each member of the Committee, to the Board of Auditors and to the Chairman of the Supervisory Board, at least 3 days before the date set for the meeting or, in cases of urgency, at least 24 hours before.

4. Meetings held without formal convocation are also valid as long as all members of the Committee are present and no one opposes the discussion of items on the Agenda.

5. The documentation relating to the items on the agenda shall be made available to the members of the Committee by the Secretary at the same time as the notice of the meeting and, in any case, no later than 3 days before the date of the meeting, except for proven reasons of necessity. In the case of formulating opinions and/or proposed resolutions to be submitted to the Board of Directors, the supporting documentation must necessarily include the proposed resolution.

6. The meeting notice shall contain the day, time and place of the meeting and the list of matters to be discussed.

7. The meetings of the Committee may be held at the registered office or in the different place indicated in the notice of meeting and may, also, be held by audio or video conference, provided that all participants can be identified and are allowed to follow the discussion, receive, transmit and/or view documents, intervene orally and in real time on all topics, as well as to deliberate at the same time. In case of different modes of participation, the meeting is considered to be held at the place where the Committee Chairman is located.

8. The Chairman may from time to time invite to the Committee's meetings members of the Board of Directors or other endoconsiliar Committees of the Company, as well as any external consultants of which the Committee or the Board of Directors avail themselves, the heads of the control and risk management functions and the personnel of the organizational units of the Group and of the investee companies, any other third party whose presence may be of assistance to the best performance of the Committee's functions by reason of the subject matter dealt with.

9. Committee meetings shall be conducted in such a way as to ensure that the investigative documents are available to the Board of Directors within the timeframe prescribed in the Board Rules, where possible at least 48 hours in advance of the Board meeting.

10. The Committee is duly constituted with the presence of the majority of its members, and resolutions are validly passed by an absolute majority of those present.

11. Acknowledgements, recommendations, and opinions formulated by the Committee as a result of the evaluations and examinations conducted pursuant to Article 3 shall be represented to the Board of Directors by the chairperson, or, in his or her absence by another member of the Committee, as part of specific items placed on the Agenda of the Board meeting.

12. The Committee shall submit to the Board of Directors, at least once a year, a report on its activities on matters within its competence.

5. Verbalization

1. Minutes of the meetings and deliberations of the Committee shall be recorded in writing at the end of the meeting by the Secretary.

2. The minutes of the meetings, signed by the Chairman and the Secretary, are kept by the Legal and Corporate Affairs Area or the Secretary, in a manner, including digital, suitable to ensure chronological order, finality, accessibility and confidentiality. The minutes are made available to the members of the Committee, the Board of Auditors, the Supervisory Board and the Board of Directors.

3. The minutes shall be prepared in summary form, reporting the main speeches, summarized by the Secretary. The minutes shall record, in particular, those parts of the illustration that provide essential supplementary elements to the documentation presented, questions and answers necessary to clarify the documentation, substantive comments that are relevant or whose verbalization is expressly requested, and voting declarations by the members of the Committee. The draft minutes prepared by the Secretary are submitted to the Chairman of the Committee before signing.

4. The minutes, as a rule, include as an annex the documentation made available to the Committee.

6. Information flows

1. The Committee ensures a regular flow of information with the Board of Directors, the Board of Statutory Auditors and the Supervisory Board, for the purpose of timely exchange of information relevant to the performance of their respective duties and coordination of activities in areas of common competence, in order to ensure the orderly conduct of business activities.

2. The Committee receives from the control and risk management functions, on a periodic basis, illustrative reports on their activities and interventions, including reports of any critical issues.

7. Confidentiality

1. The conduct of meetings is confidential. Committee members and other persons present at meetings, including those who may be invited to attend, are required to keep confidential the documents and information acquired in the performance of their duties. It is absolutely forbidden to disclose outside the Company news, data and documents pertaining to the meetings

themselves; minutes and resolutions are considered strictly confidential documents of the Company. The Chairman or the Secretary - having consulted with the President - may allow copies or excerpts of the minutes to be released even to favors other than the members of the Committee and the Board of Directors provided that this is done exclusively for the Company's internal purposes.

8. Amendments to the Regulations.

1. These Rules and Regulations, and subsequent amendments thereto, are approved by the Committee in accordance with the powers and responsibilities conferred upon it by the Board of Directors of the Company.

2. The Committee shall periodically review the adequacy of these Rules and Regulations and, if necessary, submit to the Board of Directors any proposals for amendments or additions, other than those referred to in the preceding paragraph, in order to adapt the Rules and Regulations to legislative or regulatory measures, resolutions of the Board, or organizational changes in the Company.