



Regulations of the Nomination and Remuneration Committee

Approved by the Board of Directors on June 27, 2024

Regulations of the Nomination and Remuneration Committee of Olidata S.p.A.

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1. Scope of application.

1. These Regulations of the Nomination and Remuneration Committee ("**Regulations**") govern the organization and functioning of the Nomination and Remuneration 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.

3. Committee members must possess 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 disqualification of the Committee.

5. The members of the Committee, except in the event 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 the event of the termination of the office of a member of the Committee for any cause, the Board of Directors shall make known by means of a communiqué, disseminated at the outcome of the internal processes leading to the award or recognition of any indemnity and/or other benefits, detailed information on the matter:

- (a) to the granting or recognition of allowances and/or other benefits, the circumstances justifying their accrual (e.g., due to expiration of office, revocation from office, or settlement agreement), and the deliberative procedures followed within the company for this purpose;
- (b) the total amount of the indemnity and/or other benefits, their components (including non-monetary benefits, retention of rights related to incentive plans, consideration for non-competition commitments or any other compensation awarded for any reason and in any form) and the timing of their disbursement (distinguishing the portion paid immediately from that subject to deferral mechanisms);
- (c) to the application of any claw-back clauses or withholding of part of the sum;
- (d) compliance of the elements indicated in (a), (b) and (c) above, with a clear indication of the reasons and deliberative procedures followed in case of deviation, even partial, from the policy itself;
- (e) information about the procedures that have been or will be followed to replace the terminated executive director or general manager.

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. Having consulted 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

The Nomination and Remuneration Committee is vested with dual responsibilities:

- i. supports the Board of Directors in the processes of appointment and succession of Directors and in the self-evaluation activities of the Board of Directors itself and its committees ("**Appointments Scope**")
- ii. Advises the Board of Directors on policies and procedures governing the Remuneration of Directors, members of the Supervisory Board and top management ("**Remuneration Scope**")

- In the area of Appointments, the Committee supports the Board of Directors:

- a) in the self-assessment of the Board of Directors and its committees;
- (b) in defining the optimal composition of the Board of Directors and its committees;
- (c) in identifying candidates for the office of director in case of co-option;
- d) in the possible submission of a list by the outgoing Board of Directors to be implemented in a manner that ensures its transparent formation and presentation;
- (e) in preparing, updating and implementing any succession plan for the CEO and other executive directors.

The self-assessment focuses on the size, composition, and actual functioning of the Board of Directors and its committees, also considering its role in defining strategies and monitoring management performance and the adequacy of the internal control and risk management system. The self-assessment is conducted at least every three years, in view of the renewal of the Board of Directors.

- In the area of Remuneration, the Committee:

- (a) assist the Board of Directors in the development of the remuneration policy;
- (b) submit proposals or express opinions on the remuneration of executive directors and other directors holding special offices as well as on the setting of performance targets related to the variable component of such remuneration;
- (c) monitor the actual implementation of the remuneration policy and verify, in particular, the actual achievement of performance targets;
- (d) periodically evaluate the overall adequacy and consistency of the policy for the remuneration of directors and top management.

In order to have people with appropriate competence and professionalism, the remuneration of directors, both executive and nonexecutive, and members of the Supervisory Board is defined taking into account the remuneration practices prevalent in the relevant industries and for companies of similar size, also considering comparable foreign experiences and using an independent consultant if necessary.

The policy for the remuneration of executive directors and top management defines:

- (a) a balance between the fixed component and the variable component that is appropriate and consistent with the company's strategic objectives and risk management policy, taking into account the characteristics of the company's business and the sector in which it operates, while still providing that the variable portion represents a significant part of the total remuneration;
- (b) maximum limits on the disbursement of variable components;
- (c) performance objectives, to which the disbursement of variable components is linked, predetermined, measurable and linked in significant part to a long-term horizon. They are consistent with the company's strategic objectives and are aimed at promoting its sustainable success, including, where relevant, non-financial parameters;
- (d) an appropriate deferral timeframe for the payment of a significant portion of the variable component, consistent with the characteristics of the business activity and related risk profiles;
- (e) contractual arrangements that allow the company to demand repayment, in whole or in part, of variable components of remuneration paid (or to withhold amounts subject to deferral), determined on the basis of data later shown to be manifestly erroneous and such other circumstances as may be identified by the company;
- (f) clear and predetermined rules for the possible payment of severance pay for the termination of the administrative relationship, which define the upper limit of the total amount payable by linking it to a certain amount or a certain number of years of remuneration. Such allowance shall not be paid if the termination is due to the achievement of objectively inadequate results.

4. Operation

1. The Committee shall meet periodically, normally 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 meetings of the Committee and any amendments thereto shall be submitted in advance to the Secretary of the Board of Directors for coordination with 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 notice to be sent, including by e-mail, possibly by the Secretary, to each member of the Committee, to the Board of Auditors, at least 3 days before the date set for the meeting or, in cases of urgency, at least 24 hours in advance.
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 set forth in the Rules of the Board of Directors, 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.

13. No director takes part in the Committee meetings where proposals regarding his or her remuneration are made.

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 these Rules and Regulations to legislative or regulatory measures, resolutions of the Board, or organizational changes in the Company.