



Regulations of the Related Party Transactions Committee

Approved by the Board of Directors on June 27, 2024

Regulations of the Related Party Transactions Committee of Olidata S.p.A.

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1. Scope of application.

1. Without prejudice to the provisions of the current provisions of the Procedure for Related Party Transactions ("**RPT Procedure**") adopted by Olidata S.p.A. ("**the Company**"), these regulations govern the organization and functioning of the Related Party Transactions Committee ("**the Committee**") of the Company ("**Regulations**").

The Regulations dictate the principles to which the Company adheres in order to ensure the transparency and substantive and procedural fairness of related party transactions conducted directly or through subsidiaries.

2. these Regulations shall be approved by the Board of Directors.
3. the Committee operates in accordance with and within the limits of the provisions of these Regulations and the RPT Procedure. 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. In exercising its powers, the Committee has the right to be assisted, at the Company's expense, by one or more independent experts of its choice. In this case, the Committee shall verify the independence of the experts in advance, taking into account the RPT Procedure approved by the Board of Directors
5. 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. 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 Committee fulfills the function of supporting the Board of Directors by expressing, where required by the RPT Procedure, adopted by the Company, a prior and reasoned opinion:

1. on the Company's interest in entering into Related Party Transactions, as well as on the appropriateness and substantive and procedural fairness of the relevant terms and conditions;
2. On the procedures that the Company is required to adopt in order to ensure the transparency and substantive and procedural fairness of Related Party Transactions.
- 3.

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 members of the Committee are entitled to an annual compensation established by the Board of Directors upon the proposal of the Appointments and Remuneration Committee, subject to the favorable opinion of the Board of Statutory Auditors
4. 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.
5. Meetings held without formal convocation are also valid provided that all members of the Committee are present and no one opposes the discussion of items on the Agenda.
6. The documentation related 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.
7. The meeting notice shall contain the day, time and place of the meeting and the list of matters to be discussed.
8. The meetings of the Committee may be held at the registered office or at 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.

9. 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.

10. Committee meetings shall be conducted in such a way as to ensure that the investigative documentation is 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.

11. 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.

12. The acknowledgments, 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, failing that, by another member of the Committee, as part of specific items placed on the Agenda of the Board meeting.

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