



CONTROL AND RISK COMMITTEE REGULATION

Article 1

These regulations (“**Regulation**”) govern the operation of the Control and Risk Committee (“**Committee**”) established by resolution of the Board of Directors (“**Board**”) of ESPRINET SPA (“**Company**”) on 29 April 2024.

Article 2 - Composition

- 2.1** The Committee is appointed by the Board and consists of at least three non-executive directors. All the members of the Committee are independent in the opinion of the Company, taking into account the cases of non-independence, which are not mandatory, as indicated by recommendation no. 7 of the Corporate Governance Code for listed companies. As a whole, the committee has adequate expertise in the sector in which the Company operates, functional to assessing the related risks; at least one member of the Committee has adequate experience in accounting and financial matters or risk management, to be assessed by the Board at the time of appointment.
- 2.2** The Committee remains in office for the entire period in which its members hold the office of directors of the Company.
- 2.3** If one or more members of the Committee should leave office for any reason, the Board will replace them with a specific resolution.
- 2.4** The Committee appoints the Chairperson, who is responsible for coordinating and planning the activities of the Committee and guiding the conduct of its meetings.
- 2.5** The Committee appoints a secretary, also chosen from outside the members of the Committee, who is entrusted with the task of drawing up the minutes of the meetings.

Article 3 - Duties

The Committee is responsible for assisting the Board with investigations, makes proposals and provides advice, so that the main risks faced by the Company and its subsidiaries are correctly identified as well as adequately measured, managed and monitored, also determining the degree of compatibility of said risks with company management that is consistent with the strategic targets identified, in order to contribute to the sustainable success of the Company.

In this context, the Committee is entrusted in particular with the following duties:

- a) supporting the Board with carrying out the tasks entrusted to the latter regarding internal control and risk management by the Corporate Governance Code of Listed Companies relating to:
 - i. definition of the guidelines for the internal control and risk management system in accordance with the company's strategies;
 - ii. definition of the NIS2 Organizational Model (EU Directive 2022/2555) as provided for under measure GV.RR (Responsibilities, Roles and related powers) of Annex I, ACN Determination No. 379907 of 19 December 2025, and Legislative Decree No. 138/2024 (the so-called ‘NIS Decree’);
 - iii. ascertaining that the main risks faced by the Company are adequately identified and managed;
 - iv. appointment and revocation of the Head of Internal Audit, ensuring that he/she has sufficient resources to carry out his/her duties, and on those relating to remuneration, in consistently with company policies;
 - v. approval, at least once a year, of the work plan prepared by the Head of Internal Audit, having consulted the Board of Statutory Auditors and the CEO;
 - vi. assessment of the opportunity to adopt measures to ensure the effectiveness and impartiality of judgment of the other corporate functions involved in the controls (such as the risk management, legal risk oversight and compliance functions);
 - vii. attribution to the Supervisory Board of the supervisory functions pursuant to Article 6, paragraph 1, letter b) of Italian Legislative Decree no. 231/2001;

- viii. evaluating, after consultation with the Board of Statutory Auditors, the results described by the independent auditor in any letter of suggestions and in the report on the fundamental issues emerging during auditing;
 - ix. describing, in the corporate governance report, the main characteristics of the internal control and risk management system and expressing its opinion on the overall adequacy of the latter.
- b) Assessing, having consulted the Financial Reporting Officer, the independent auditor and the Board of Statutory Auditors, the correct use of the accounting standards and their consistency for the purposes of preparing the consolidated financial statements and the proper use of applicable standards for sustainability reporting purposes;
 - c) evaluating the suitability of periodic financial and sustainability information in correctly representing the business model, the company's strategies, the impact of its activities and the performances achieved;
 - d) examining the content of sustainability information for the purposes of the internal control and risk management system;
 - e) expressing opinions on the specific aspects regarding identification of the main corporate risks and supporting the assessments and the decisions of the Board relating to management of the risks deriving from prejudicial events which the latter has gained knowledge of;
 - f) reviewing the periodic reports on the assessment of the internal control and risk management system and those of particular importance which are prepared by the Internal Audit department and by the Tax Risk Management department;
 - g) monitoring the independence, adequacy, effectiveness and efficiency of the work carried out by the Internal Audit department and by the Tax Risk Management department;
 - h) asking the Internal Audit department to carry out checks in specific operational areas and to report, at the same time, to the Chairperson of the Board of Statutory Auditors;
 - i) performing any additional duties that are assigned to it by the Board;
 - j) reporting to the Board of Directors, at least upon the approval of the annual and half-yearly financial report, on the activities conducted and the adequacy of the internal control and risk management system with respect to the characteristics of the business and the risk profile assumed, as well as on its effectiveness;
 - k) assessing the findings that come to light from the Supervisory Board's reports pursuant to Italian Legislative Decree no. 231/2001 and from the surveys and examinations carried out by third parties;
 - l) assessing the findings arising from the Contact Point's reports as provided for under Legislative Decree 138/2024;
 - m) expressing opinions to the Board of Directors on the rules of transparency and substantive and procedural correctness of transactions with related parties and those where a director has an interest either on his/her own behalf or on behalf of third parties, as well as carrying out the tasks attributed to the Committee pursuant to the Consob regulation containing provisions governing related-party transactions adopted by means of resolution no. 17221 of 12 March 2010 and subsequently amended by means of resolution no. 17389 of 23 June 2010, no. 19925 of 22 March 2017 and no. 19974 of 27 April 2017, no. 21396 of 10 June 2020 and no. 21624 of 10 December 2020, especially:
 - i. with regard to transactions of "minor importance", without prejudice to the decision-making structure adopted by the Company through the conferral of proxies and powers and prior to the approval of the transactions, express a reasoned non-binding opinion on the Company's interest in carrying out the transaction as well as on the convenience and substantial correctness of the related conditions;
 - ii. with regard to transactions of "major importance", participate in the negotiation phase and in the preliminary phase through the receipt of a complete and timely flow of information and express for the benefit of the Board a prior reasoned favourable opinion on the Company's interest in carrying out the transaction in question as well as on the convenience and substantial correctness of the related conditions.

Article 4 - Calling, conducting and taking the minutes of meetings

- 4.1** The Committee meets as often as necessary to ensure that its own tasks are carried out correctly and shall be convened at the company's registered office (or at another place specified by the Chairperson) at the initiative of the Chairperson or following a written request from even just one of its members. The Committee may have access to the information and company departments necessary to carry out its tasks and may make use of external consultants at the Company's expense, within the limits of the budget approved by the Board.
- 4.2** The notice of call, containing an indication of the day, time and place of the meeting and the list of items to be discussed, is sent by the secretary, who coordinates with the Chairperson, as a rule, at least five days before the date set for the meeting; in cases of urgency, the deadline may be reduced to 24 hours.
- 4.3** The documentation illustrating the issues to be discussed is normally sent five days before the date set for the meeting, which may be reduced to three days in exceptional cases and which may take place within a shorter deadline but in any case by the day before the meeting.
- 4.4** The meetings of the Committee may also be held by means of telecommunication, provided that all the participants can be identified and this identification is acknowledged in the relative minutes and they are allowed to follow the discussion and to intervene in real time in the discussion of the topics dealt with, exchanging documentation if necessary.
- 4.5** Committee meetings are chaired by the Chairperson, or if he/she is absent or unavailable, by the eldest member.
- 4.6** The members of the Board of Statutory Auditors must be invited to the meetings of the Committee, so that they can participate if they see fit. The Chairperson may occasionally invite other members of the Board to Committee meetings, or invite persons whose presence may be helpful in ensuring a better performance of the Committee's duties, as competent in the subject matter, after informing the Chief Executive Officer.
- 4.7** For Committee meetings to be validly held, a majority of active members must be present. The Committee takes decisions by an absolute majority of those present.
- 4.8** Minutes are taken of Committee meetings. The secretary draws up the minutes of the meetings. The minutes are signed by the Chairperson of the meeting and the secretary.

Article 5 - Disclosure

The Chairperson, or in his/her absence, a member of the committee designated by him/her, reports to the Board the activities carried out by the Committee.

Article 6 - Expenses

- 6.1** The Committee has an annual budget allocated to it by the Board for the performance of its duties.
- 6.2** The members of the Committee are entitled to the reimbursement of expenses incurred to attend the meetings.

Article 7 - Amendments to the regulation

The Committee periodically verifies the adequacy of this Regulation and presents any amendments or additions to the Board of Directors.