

**POLICY ON DIVERSITY CRITERIA FOR THE
COMPOSITION OF GOVERNANCE BODIES of
PRIMA INDUSTRIE S.P.A.**

Approved by the Board of Directors on 17/12/2021

1. Introduction

- 1.1. Prima Industrie S.p.A. (hereinafter "Prima Industrie" or the "Company") recognizes the value of diversity at group level, as well as at the level of its governance bodies in all aspects, including age, gender, skills, training and professional profile.
- 1.2. The Corporate Governance Code invites the Companies to define the diversity criteria for the composition of the administration and control bodies and to identify, also taking into account their own ownership structures, the most suitable instrument for their implementation.
- 1.3. The legislative decree 24 February 1998, n. 58, in art. 123-bis paragraph 2, provides that listed companies report, in their report on corporate governance and ownership structures, a description of the diversity policies applied in relation to the composition of the governance bodies in relation to aspects such as age, gender composition and educational and professional background, as well as a description of the objectives, methods of implementation and results of these policies.
- 1.4. This policy refers to the composition of the Board of Directors and the Board of Statutory Auditors of Prima Industrie and is aimed in particular at the persons involved in the selection and appointment process of the members of the Board of Directors and the Board of Statutory Auditors of the Company, namely:
 - to shareholders who, in accordance with the law and the Articles of Association, intend to present lists of candidates for the appointment of the Board of Directors and the Board of Statutory Auditors;
 - to the shareholders' meeting called to appoint the Board of Directors and the Board of Statutory Auditors;
 - to the Board of Directors of the Company, as well as to the shareholders, in the event that - during the term of office - it becomes necessary to replace a member of the Board of Directors pursuant to art. 2386 cod. civ.

2. Purpose

The main purpose of this policy is to identify the criteria for a qualitative - quantitative composition of its governance bodies functional to an effective performance of the tasks and responsibilities entrusted, to help maximize the quality and effectiveness of the Board of Directors's decision-making process, as well as the activity of the Board of Statutory Auditors, also through the presence of people who ensure a sufficient diversity of points of view and skills necessary for understanding the risks and opportunities, including strategic ones, relating to the corporate activity of Prima Industrie.

3. Board of Directors

- 3.1. In line with the provisions of the Corporate Governance Code, the Board of Directors of Prima Industrie carries out, at least every three years, in view of its renewal, a self-assessment concerning the size, composition and concrete functioning of the body itself and of its own committees, also considering the role played in defining strategies and monitoring management trends and the adequacy of the internal control and risk management system.
- 3.2. The Company establishes that the Board of Directors possesses, as a whole, adequate professional and managerial skills with regard to the product and geographic markets in which the Company operates, its business model, the governance system, the regulatory framework and regulation in which it operates, on the subject of control and risk management. To this end, the Company asks the shareholders to file, together with the lists, the curriculum vitae of each candidate, containing the personal and professional characteristics, with any indication of the eligibility to qualify as independent.
- 3.3. In any case, the Company recommends evaluating the international profile of candidates and their educational, cultural and experience profiles.
- 3.4. In order to ensure an adequate balance of the age and seniority aspects of office, the Company recommends shareholders to consider candidates belonging to different age groups and admits the re-election of directors in order to enhance the continuity in the management of activities of the Board of Directors and of the Board Committees, without prejudice to compliance with the criteria established by the applicable legislation and the Corporate Governance Code, for the purposes of the independence of the directors, subject to justified exceptions.
- 3.5. The Company ensures access to the Board of Directors for the less represented gender, establishing that the lists must be composed of candidates belonging to different genders in accordance with the provisions of the Articles of Association and in compliance with the pro tempore regulations in force relating to the balance between the genres.
- 3.6. The Company reminds shareholders, when submitting the lists for the renewal of the Board of Directors, to provide for a number of independent directors in line with the provisions of the Articles of Association and pursuant to art. 147-ter paragraph IV of the Legislative Decree February 24, 1998, n. 58 and pursuant to the Corporate Governance Code. Furthermore, the Company, as long as it is listed in the STAR Segment, guarantees that there is an adequate number of independent directors in compliance with the Instructions for the Regulations of the Markets Organized and Managed by Borsa Italiana S.p.A.
- 3.7. The outcome of the independence assessments is disclosed to the market immediately after the appointment, by means of a specific press release and, subsequently, in the corporate governance report. On such occasions, the criteria used are indicated and if a director has been deemed independent despite the occurrence of one of the situations indicated as compromising independence, a clear and reasoned reason for this choice is provided in relation to the position and individual characteristics of the person. valued.

4. Board of Statutory Auditors

- 4.1 With reference to the composition of the Board of Statutory Auditors, it is recalled that, pursuant to current legislation and the Articles of Association, at least one of the standing auditors and at least one of the alternate auditors must be chosen from among those enrolled in the register of statutory auditors who have exercised the statutory auditing of accounts for a period of not less than three years.
- 4.2 In order to ensure an adequate balance of the age and seniority aspects of office, the Company recommends shareholders to consider candidates belonging to different age groups and admits the re-election of Statutory Auditors in order to enhance the continuity of management of the activities of the Board of Statutory Auditors.
- 4.3 The Company ensures that the less represented gender has access to the Board of Statutory Auditors, establishing that the lists must be made up of candidates belonging to different genders in accordance with the provisions of the Articles of Association and in compliance with the pro tempore regulations in force concerning the balance between the genres.
- 4.4 The Company establishes that the Statutory Auditors possess the independence requisites envisaged by the applicable legislation.
- 4.5 The outcome of the independence assessments is disclosed to the market immediately after the appointment, by means of a specific press release and, subsequently, in the corporate governance report. On such occasions, the criteria used are indicated and if a member of the supervisory body has been deemed independent despite the occurrence of one of the situations indicated as compromising independence, a clear and reasoned reason for this choice is provided in relation to the position and the individual characteristics of the assessed subject.

5. Update

The Board of Directors periodically checks the adequacy of this Policy, the updates of which must be approved by the Board of Directors, with the exception of those of lesser importance required by mandatory regulations, for which a permanent delegation is conferred on the Chairman who reports to the Board on first useful opportunity.