

SANLORENZO

**REGULATION
OF THE NOMINATION COMMITTEE**

Sanlorenzo S.p.A.

Updated as of 24 October 2019

LEGAL NOTICE

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1. Introduction

- 1.1 This regulation (the "**Regulation**") regulates (i) the composition, (ii) the duties and (iii) the functioning of the Nomination Committee (the "**Nomination Committee**" or the "**Committee**") of Sanlorenzo S.p.A. (the "**Company**"). The Committee was established - also in implementation of the recommendations of the Corporate Governance Code of listed companies prepared by Borsa Italiana S.p.A. (the "**Corporate Governance Code**") - by resolution of the board of directors adopted on 24 October 2019 and with effect from the trading start date of the Company's shares.

2. Appointment, removal and composition of the Nomination Committee

- 2.1 The members of the Nomination Committee and its chairman are appointed by resolution of the board of directors.
- 2.2 The Nomination Committee is made up of three directors, of which at least two must have the requirements of independence envisaged by Article 147-ter, paragraph 4 of Italian Legislative Decree no. 58 dated 24 February 1998 as well as recognised by the board of directors in possession of the requirements of independence envisaged by the Corporate Governance Code.
- 2.3 In any case, the chairman of the Committee is chosen among the independent directors.
- 2.4 The directors accept the role of members of the Nomination Committee only when they believe that they can dedicate the necessary time to carry out diligently their duties.
- 2.5 Unless otherwise decided by the board of directors at the time of appointment, the duration in office of the members of the Nomination Committee is equated to that of the board of directors to which the members belong. The termination for any reason of the role of director involves automatically and immediately the removal from the Committee.
- 2.6 The board of directors may revoke, at any time, the members and chairman of the Nomination Committee; they may not make claims or invoke rights in relation to the revocation.
- 2.7 The board of directors establishes, at the time of appointment or even later, the budget assigned to the Nomination Committee to carry out its functions and duties.
- 2.8 Any fee for participating in the Nomination Committee is established by the board of directors. In any case, expenses reasonably incurred and documented for the exercise of the role will be reimbursed.

3. Functions of the Nomination Committee

- 3.1 The Nomination Committee has the following functions of investigative, propositional and consultative nature towards the board of directors for identifying the optimal composition of the board of directors itself:
- (i) providing opinions to the board of directors on the size and composition of the same and expressing recommendations on the professional figures whose presence within the board is deemed opportune, as well as on the maximum number of assignments as director or statutory auditor in other companies listed on regulated markets (even foreign) and in financial, banking or insurance companies of significant sizes that can be considered compatible with the effective conduct of the role as director of the Company and on any shareholders' meeting authorisations granted to the directors to operate in derogation of the prohibition on competition envisaged by Article 2390 of the Italian Civil Code;
 - (ii) suggesting to the board of directors any candidates to the role of directors in cases of co-opting, if it is necessary to replace independent directors;
 - (iii) providing opinions to the board of directors on the composition of the committees established within the same;

(iv) completing the preliminary investigation in the event of any decision made by the board of directors to adopt a plan for the succession of executive directors.

3.2 The Nomination Committee also performs the additional duties attributed to it by the board of directors and in accordance with the existing regulations.

4. Functioning methods of the Nomination Committee

4.1 The Nomination Committee meets upon the convocation of its chairman each time he/she deems it opportune, and in any case, at least annually, or when two of its members, or the chairman of the board of statutory auditors, or the chairman of the board of directors makes a written request to the chairman of the Committee.

4.2 The Nomination Committee, at the proposal of its chairman, may designate permanently a secretary of the Committee, who need not be member.

4.3 The chairman of the board of statutory auditors or another standing auditor designated by him/her attends at meetings of the Nomination Committee; the other statutory auditors may also participate.

4.4 The directors, heads of the company functions of the Company and of the subsidiaries, or other persons whose presence may be of assistance for the best conduct of the functions of the Committee itself, who are invited by its chairman, may also attend at meetings of the Nomination Committee.

4.5 The Nomination Committee is called via registered letter, certified email, fax or ordinary email, sent to the members of the Committee and to the auditors at least three days before (in urgent cases, by telegram, certified email, fax or email sent at least twenty-four hours before) the date of meeting, to the domicile or address as communicated to the Company by each member and standing auditor in office. The notice must contain the indication of the day, time and location of the meeting and the agenda.

4.6 Meetings of the Nomination Committee are chaired by its chairman or, in his/her absence or if he/she is unable to attend, by the member chosen by the attendees.

4.7 Meetings of the Nomination Committee may even be held by means of telecommunication, provided that the requirements stated by Article 17.4 of the Company's by-laws for meetings of the board of directors held by means of telecommunication are respected.

4.8 Minutes must be taken of meetings of the Nomination Committee. The minutes are prepared and signed by the chairman of the meeting and by the secretary, who, if not appointed in accordance with above Article 4.2, is designated by the chairman of the meeting and may even be chosen from outside the members of the Committee; the minutes are filed with the records of the Company.

4.9 In order for meetings of the Nomination Committee to be valid, the presence of the majority of its members in office is required; to calculate the majority for resolutions, the abstaining directors are not considered as present. In the case of equal votes, the vote of the chairman of the Committee, if present, prevails.

4.10 For anything not envisaged by the regulation, the rules of the by-laws of the Company, which regulate meetings of the board of directors, shall apply to meetings of the Nomination Committee *mutatis mutandis*.

5. Prerogatives of the Nomination Committee

5.1 For the conduct of its functions and duties, the Nomination Committee has the right to access the necessary company information and functions and it may use, at the Company's expense and within the limits of the budget approved by the board of directors in accordance with Article 2.7 above, external consultants who are not in situations that compromise their independence. The Committee shall check

in advance that the external consultant is not in situations that compromise his independence of judgment.

6. Amendments to the Regulation

- 6.1 The Nomination Committee checks periodically, but at least annually, the adequacy of the Regulation and submits any amendments or additions for the examination of the board of directors.