



# **REGULATIONS OF THE SUSTAINABILITY COMMITTEE OF IGD SIIQ S.P.A.**

Disclosure to the Board of Directors of IGD S.p.A. in the meeting of 4 August 2022.

## **ARTICLE 1**

### **PRELIMINARY PROVISIONS**

1.1. These regulations (hereinafter also the "Regulations"), govern the composition and appointment, method of operation, duties and functions, as well as the powers and means of the Sustainability Committee (hereinafter also the "Committee") of IGD Siiq S.p.A. (hereinafter also the "Company").

## **ARTICLE 2**

### **APPOINTMENT AND COMPOSITION**

2.1 IGD's Board of Directors is the promoter of the group's commitment to sustainability, it approves the sustainability strategy and report, annually assessing socio-environmental performance. Functionally, IGD's Operating Department, made up of the Chief Executive Officer and the heads of the various Departments (Directors), has decided to set up a Sustainability Committee to be entrusted with specific tasks and functions, as detailed in Art. 4 below.

2.2 The Operating Management appoints and dismisses the members of the Committee, identifying its Coordinator (hereinafter also the "Coordinator") among them.

2.3 The Committee is made up of at least one representative from each Department into which the Company is divided. It is the Directors themselves who propose their own representative to the Operating Management.

## **ARTICLE 3**

### **OPERATION**

3.1 The Coordinator organizes the activities of the Committee, he represents it, he calls, chairs and directs the meetings, informing the Operating Management of the resolutions passed by the Committee at the first useful meeting; with the collaboration of the Head of Marketing and Social Responsibility (who replaces him in his duties in case of absence or impediment) plans and defines the work agenda.

3.2 The Head of Marketing and Corporate Social Responsibility, also through a service representative, performs the role of Committee Secretary (hereinafter the "Secretary") and assists the Committee and the Coordinator in the performance of their duties.

3.3 An additional representative of the Marketing and Social Responsibility Department is invited to attend the meetings of the Committee; the Coordinator of the Committee may also invite other representatives of the relevant corporate departments competent on specific issues to individual meetings or parties outside the Company to provide information and express an opinion on individual relevant agenda items.

3.4 The Committee shall meet with the frequency needed to discharge its duties, and in any case when the meeting is necessary or opportune.

3.5 Notices convening meetings are sent, on instruction from the Committee Coordinator, to all members by the Secretary by email or via other telecommunication means, to the addresses indicated by each recipient.

3.6 The call notice includes notification: (i) of the location of the meeting (normally the Company's offices) which can be omitted if the meeting is convened exclusively via telematic means, (ii) the date and time of the meeting, as well as (iii) the list of agenda items.

3.7 The notice is sent as a rule at least 5 (five) days before the date set for the meeting. In case of need and urgency, said notice may be sent at least 12 (twelve) hours before the time set for the meeting.

3.8 The Committee meeting may be held via conference call or video conference on condition that all participants can be identified, are provided with the documentation relating to the agenda items and can follow the discussion and speak in real time on the matters discussed. The meeting is considered to be held in the place where the Coordinator of the Committee is located. In the case of meetings carried out exclusively via telecommunication means, these can be convened without indication of a physical location.

3.9 Committee meetings are valid wherever at least the majority of acting members are present and decides by the absolute majority of those present. In case of deadlock the Committee Coordinator shall have the casting vote.

3.10 The Secretary shall draw up the minutes of the meetings. The draft minutes are submitted by the Secretary to the Coordinator of the Committee and the other members for any observations; the minutes are then normally approved at the next meeting of the Committee.

## **ARTICLE 4**

### **COMMITTEE TASKS AND FUNCTIONS**

4.1 The Committee carries out investigation, proposal and consultation functions with regard to the Operating Management on matters of sustainability, understood as the guidelines, processes, initiatives and activities intended to oversee the commitment of the Company to sustainable development along the value chain. It refers to the Head of Marketing and Social Responsibility for the identification of the issues, for the analyses, for the connection with the various corporate functions and for the monitoring of the results obtained in sustainability.

Specifically, the Committee:

- a) Submit proposals on sustainability policies aimed at ensuring the creation of value over time for shareholders and for all other stakeholder in the long-term with regard to the principles of sustainable development; to this end, it identifies the relevant issues and defines the materiality analysis, which forms the basis of the corporate sustainability strategy;
- b) formulates proposals for the integration of Environmental, Social and Governance aspects (the latter intended with reference to sustainability) in the overall business strategy;
- c) examines, evaluates and formulates proposals to the Operating Management regarding the Group's environmental, social and governance strategy, supporting the Operating Management in preparing the Sustainability Plan;
- d) periodically monitors and evaluates the progress and implementation of the activities and projects of the Sustainability Plan.

4.2 The Committee, in addition:

- a) supervises the policies and, more generally, the issues of sustainability and responsible innovation connected with the exercise of the business and the stakeholder engagement activity;
- b) monitors the Company's guidelines and positioning with regard to financial markets on the issue of sustainability, with reference also to the placement of the Company on the ethical/sustainability indices, in collaboration with the Investor Relations Department;

- c) examines national, European and international undertakings, initiatives and laws with regard to sustainability and the participation of the Company in such context;
- d) is responsible for managing the sustainability reporting activities, to be submitted to the Operating Management and, subsequently, to the Board of Directors;
- e) expresses, at the request of the Operating Management or the Board of Directors, an opinion on other matters regarding sustainability;
- f) analyzes the trend of ESG risks in a logic of integration into the ERM matrix;
- g) promotes the spread of the sustainability culture among employees, shareholders and, more generally, stakeholders.

4.3 The Committee, after every meeting, updates the Operating Management, at the first available meeting, on the topics discussed and the comments, recommendations and opinions formulated therein. It also reports to the Board of Directors, at least once every six months, not later than the date for the approval of the annual and half-yearly report, on its activities and on the progress of the Sustainability Plan, within the broader achievement of the Business and Strategic Plan.

4.4 The Environmental Management Strategy Committee, which reports to the Sustainability Committee, monitors and reviews the developments in environmental performance and implements the Environmental Management Strategy in IGD's freehold assets.

## **ARTICLE 5**

### **POWERS AND MEANS**

5.1 The Committee annually defines an expense budget to be submitted to the approval of the Operating Management; in particular it may, within the terms laid down, from time to time, have recourse to external consultants who are not in situations such as might compromise their independence of judgement.

**ARTICLE 6**  
**DUTIES OF THE COMMITTEES MEMBERS**

6.1 The members of the Committee are required to perform their duties in compliance with the principles of professionalism, transparency and independence of judgement, abstaining from any behaviour not compliant with the same.

6.2 In particular, in addition to compliance with the Procedure for the public disclosure of privileged information adopted by the Company and to the regulations on the matter, the members of the Committee are required to keep confidential any data and information acquired during the fulfilment of their office for purposes other than the performance of their duties.

**ARTICLE 7**  
**FINAL PROVISIONS**

7.1 The Committee periodically verifies the adequacy of these Regulations and submits any proposals for amendments or additions to the Operating Management.