

**TERMS OF REFERENCE OF THE
CONTROL, RISKS AND SUSTAINABILITY COMMITTEE**

(approved by the Board of Directors on 28 April 2023)

Introduction

These Terms of Reference govern the composition, duties, and rules of functioning of the Control, Risks and Sustainability Committee set up within the Board of Directors of Mundys S.p.A. ("**Mundys**" or the "**Company**") in accordance with the By-Laws of the Company.

Art. 1

Composition and Appointment

The Control, Risks and Sustainability Committee of Mundys (hereafter the "**Committee**") shall be appointed and composed (also with reference to the Chairman of the Committee), in compliance with the provisions set forth in art. 24¹ of the By-Laws of the Company.

Without prejudice to the above – and to any different resolution taken by the competent bodies in compliance with the abovementioned article of the By-Laws of the Company – the term for which a person holds office as a member of the Committee shall be the same as the term for which that person holds office as director on the Board of Directors. In case of early termination of such person's office as director, for any cause or reason whatsoever, such person's office as member of the Committee shall terminate.

The Chairman of the Committee shall direct and coordinate the works of the Committee and shall act as the Committee's spokesperson to the Board of Directors. The Chairperson may also undersign, on behalf of the Committee, reports, opinions, proposals and documents, approved by the Committee, to be submitted to the Board of Directors.

The Secretary of the Board of Directors shall also serve as Secretary of the Committee to ensure coordination between the activities of the Board of Directors and the activities of the various Board committees. The Secretary shall support the Committee in carrying out its duties and shall draft the minutes of meetings (in Italian and English language) to be signed by the Chairman of the Committee and the Secretary; the members of the Committee are entitled to submit comments to the draft minutes before the minutes is signed. In case of his/her unavailability for a specific meeting, the Secretary will appoint a substitute for that meeting.

Art. 2

Role and Duties

The Committee shall act as advisory body to the Board and shall be entitled to issue opinions to the Board and represent its views in the capacity of its area of responsibility, without any decision-making, veto or binding opinion's power.

The Committee shall perform its duties towards and for the benefit of the Board of Directors in its collegiality.

The Committee shall be in charge of supporting, through proposals and suggestions, the assessments and decisions of the Board of Directors relating to:

- (i) the internal control and risk management system and the approval of periodic financial and non-financial reports with an adequate investigation activity; and

¹ Art. 24 of the current By-laws of the Company will become art. 38 of the By-laws of the Company which will enter into force following the completion of the merger of Schemaquarantadue S.p.A. and Schema Alfa S.p.A. into the Company as resolved by the extraordinary shareholders' meeting of the Company on 15 February 2023.

- (ii) the promotion of the progressive integration of environmental, social and governance factors into the Company's activities aimed at generating medium and long-term sustainable value for shareholders and other stakeholders.

In this context, the Committee shall support the Board by possibly providing its prior opinion on the following matters:

1. definition of the guidelines of the internal control and risk management system in line with the strategies of the Company and evaluation, at least annually, of the adequacy of such system with the characteristics of Mundys and the risk profile, as well as of its effectiveness;
2. approval, at least annually, of the work plan prepared by the head of the Internal Audit department, upon consultation with the board of statutory auditors and the Chief Executive Officer and the Chairman of the Board of Directors;
3. proposal to appoint and terminate the head of the Internal Audit department, proposal to define the relevant remuneration in line with Company policies after consultation with the Remuneration Committee, ensuring that the Internal Audit department has adequate resources, from a qualitative and quantitative standpoint, to carry out the relevant duties;
4. granting of supervisory functions to the Board of Statutory Auditors or a specifically established body pursuant to art. 6, paragraph 1, sub-section. b) of Legislative Decree no. 231/2001. Where such body is not the Board of Statutory Auditors, evaluation of the advisability of appointing, within the body, at least one non-executive director and/or a member of the Board of Statutory Auditors and/or the holder of legal or control functions of the Company, to ensure coordination between the different parties involved in the internal control and risk management system;
5. evaluation, upon consultation with the Board of Statutory Auditors, of the results submitted by the statutory external auditor in any letter of suggestions and in the additional report sent to the Board of Statutory Auditors and/or any other report or documentation concerning any issues arising during the audit activities;
6. description, in the report on corporate governance included into the Annual Financial Report pursuant to art. 123-*bis* comma 2, lett b) of the Italian Consolidated Financial Act, of the main characteristics of the internal control and risk management system and the methods of coordination among the subjects involved (also in relation to the main characteristics of existing risk management and internal audit systems used in relation to the financial reporting process, including consolidated reports, where applicable) and providing information about the reference models and best practices adopted, the Board's overall assessment of the adequacy of the system itself and the composition of the control body referred to in point 4 above.

The Committee, in supporting the Board, may also carry out the following tasks:

- a) evaluation, upon consultation with the manager in charge of drafting the corporate accounting documents, the external auditor, and the board of statutory auditors, of the correct use of accounting standards and their consistency for the purposes of drafting the consolidated financial statements;
- b) evaluation of the suitability of periodic financial and non-financial information to properly represent the business model, the corporate strategies, the impact of its activity and the performance achieved, and the pursuit of the objectives of the sustainability plan;
- c) examination of the content of periodic non-financial information also relevant for the purposes of the internal control and risk management system, with the evaluation of the completeness and transparency of the information provided through these documents;

- d) examination of the periodic risk reports drafted by the Chief Risk Officer concerning the identification, assessment, management and monitoring of the main business risks as per the Company's risk model;
- e) review of the reports from the relevant senior management providing information on risk management, also with regard to the asset condition, the prevention and detection of bribery and fraud (together with details of any material non-compliance and any cases of bribery occurred) and regular updates from appropriate senior management on the process for identifying, quantifying, mitigating, measuring and responding to cyber-security risks;
- f) delivery of opinions on (i) specific aspects relating to the identification of the main business risks, also in relation to climate change as well as all initiatives undertaken in this area, and (ii) the assessments and decisions of the Board relating to the management of risks deriving from prejudicial facts of which the Board has become aware;
- g) examination of the periodic reports and those of particular importance drafted by the Internal Audit department;
- h) monitoring of the adequacy, effectiveness, and efficiency of the Internal Audit department, also concerning the implementation of the audit plan;
- i) request to the Internal Audit department the performance of checks on specific operational areas, upon communication to the Chair of the Board of Statutory Auditors;
- j) reporting to the Board, at least when approving the annual and half-yearly financial report, on the activity carried out and on the adequacy of the internal control and risk management system;
- k) periodical evaluation of the overall insurance coverage system and its adequacy with the characteristics of Mundys and the risks connected with the activities carried out by the Company and its group.

With reference to the sustainability matters, the Committee shall support the Board also by means of:

- I) examining the Company's business plan in advance, also carrying out an analysis of the issues relevant to long-term value generation;
- II) preparing proposals for the integration of environmental, social and corporate governance aspects (the latter to be intended in terms of sustainability), including climate change-related issues, into the overall business strategy to prepare guidelines to subsidiaries;
- III) examining, evaluating and preparing proposals to the Board of Directors on the Company group's environmental and social strategy, including climate change strategies, annual targets, and targets to be achieved, taking into account potential projects on these issues and monitoring their implementation over time;
- IV) delivering its opinion on the sustainability plan aimed at ensuring medium and long-term value generation for all stakeholders, in line with the principles of sustainable development;
- V) expressing opinions on the annual and multiannual sustainability objectives to be achieved, on the initiatives and programs promoted by the Company to achieve them, on the integration of sustainability in business processes and periodically monitoring its progress;
- VI) monitoring the Company's placement on financial markets in terms of sustainability, with particular reference to the Company's placement in the main sustainability indices;

- VII) supporting the dissemination of the culture of sustainability among employees, shareholders, and, more generally, stakeholders;
- VIII) monitoring national and international sustainability initiatives and the Company's participation in them, as well as regulatory evolution and best practices in this area, to consolidate the Company's reputation in terms of sustainability;
- IX) performing any additional tasks assigned to it by the Board of Directors.

The Committee shall carry out any additional advisory tasks assigned to it by the Board of Directors with reference to any of the abovementioned matters (or, however, consistent with the scope of the Committee) and shall periodically report to the Board of Directors on the activities carried out.

Art. 3

Call, functioning, frequency

The convening notice (indicating the place, day and time of the meeting and the agenda to be dealt with) and the relevant supporting documentation (in English language, provided that for documents required by law to be drafted in Italian, an English courtesy translation shall be provided) shall be sent by e-mail at least 3 (three) days before the meeting or, in case of urgency, at least 24 (twenty-four) hours in advance. The supporting documentation shall also be uploaded on the relevant electronic platform within the same deadline.

A meeting of the Committee convened without observance of the above procedures shall in any case be valid if all members of the Committee attend the meeting and no one declares not to be sufficiently informed on the matters of the agenda.

The meetings of the Committee may also be held via audio/videoconference provided that all participants can be identified, and this identification is recorded in the related minutes and are allowed to follow the discussion and to take the floor during the debate.

The Committee shall meet whenever the Chairman deems it appropriate or upon request of any of its members.

Where deemed advisable, the Committee may, to better plan its activities, draft an annual calendar of its meetings.

For the purpose of the preparation of any and all the opinions, analysis, reports, advice or other documents that need to be prepared by the Committee, the Committee, in its collegiality, shall be entitled to request to the Secretary and/or the relevant members of the Company's management team to prepare any such required materials.

Art. 4

Quorum

The validity of meetings of the Committee requires the presence of the majority of the members in office and the opinions of the Committee shall be approved by an absolute majority of those present. In the event that the Chairman is absent or unable to attend a meeting, such meeting shall be chaired by the oldest Committee member (in terms of age).

Art. 5

Permanent Participants and Attendees

The Committee shall be composed of 2 (two) Directors “A” and 1 (one) Director “B” (acting as chairman) appointed as set out in Art. 1 above in compliance with the Company’s By-Laws.

The Board of Statutory Auditors shall be permanently invited to the meetings of the Committee. As provided in clause 6.2.6 of the Shareholders’ Agreement concerning the Company dated November 13, 2022 (as it may be amended from time to time) and the relevant provision of the Company’s By-laws, also the Observers (if appointed) can attend the meetings of the Committee.

The Chairman of the Board is entitled to attend to the meetings of the Committee whenever he thinks it is necessary.

The meetings, upon invitation of the Chair of the Committee, may also be attended, depending on the matters of the agenda, by:

- Chief Executive Officer
- Chief Financial Officer
- Chief Sustainability & Innovation Officer
- Internal Audit, Risk & Compliance Officer
- General Counsel.

The Committee, in its collegiality, shall also be entitled to invite additional attendees to its meeting(s), to the extent deemed necessary or desirable to support the functions and deliberations of the Committee itself.

All persons invited to attend the meetings of the Committee shall be bound by appropriate confidentiality obligations (whether by law or by contract) also, if applicable, pursuant to the non-disclosure agreement entered into on 17 February 2023 between the Company, Edizione S.p.A., Sintonia S.p.A., BIP-V Hogan (Lux) SCSp, BIP Hogan (Lux) SCSp, Blackstone Infrastructure Associates (Lux) Hogan S.à.r.l., Fondazione Cassa di Risparmio di Torino, Schemaquarantadue S.p.A. and Schema Alfa S.p.A..

Art. 6

Powers and resources

The Board of Directors shall ensure that the Committee has the right to access the information and corporate functions as necessary for the performance of its duties.

The engagement of external consultants will take place within the budget set by the Board of Directors and with prior approval by the Board of each engagement.

Art. 7

Amendments to the Terms of Reference

These Terms of Reference (and any amendments thereof) shall be adopted by resolution of the Board of Directors.

The Committee periodically checks the suitability of these Terms of Reference and submits to the Board of Directors any proposals for possible amendments and/or additions.