

Solid World Group S.p.A.



PROCEDURE FOR SUBMITTING TO THE EURONEXT GROWTH ADVISOR THE  
ASSESSMENT OF INDEPENDENT DIRECTORS PURSUANT TO ARTICLE 6-BIS OF THE EURONEXT GROWTH  
MILAN ISSUERS' REGULATION

*Document approved by the Solid World Group S.p.A. Board of Directors  
on June 29, 2022*

Procedure for submitting to the Euronext Growth Advisor the assessment of Independent Directors pursuant to Article 6-*bis* of the Euronext Growth Milan Issuers' Regulation

This procedure (the "Procedure") is designed to regulate the mechanism to assess the independence requirements pursuant to Article 148, paragraph 3 of Legislative Decree No. 58 of February 24, 1998 (the "CFA") for the candidate(s) for the office of Independent Director of the Board of Directors of Solid World Group S.p.A. (the "Company"), by Integrae SIM S.p.A. ("Integrae SIM") in its capacity as Euronext Growth Advisor (the "EGA"), pursuant to Article 6-*bis* of the Euronext Growth Milan Issuers' Regulation (the "EGM Issuers' Regulation").

1. On each renewal of the Company's Board of Directors, during the period between the 15<sup>th</sup> and 10<sup>th</sup> day prior to the conclusion of the submission deadline for nominations for the office of Director of the Company, each shareholder entitled to make such nominations may submit to the EGA the name of the candidate(s) for Director that they consider to meet the independence requirements established for Statutory Auditors in Article 148, paragraph 3 of the CFA, for the purpose of the assessment pursuant to Article 6-*bis* of the EGM Issuers' Regulation.
2. The proposing shareholder may nominate up to a maximum of 3 candidates for the role of Independent Director. In this event, the shareholder must list the nominees in descending order of priority by assigning them a sequential number. The EGA will respect this number in its assessment, beginning with the candidate listed first.
3. Accompanying each name submitted to the EGA for assessment, the proposing shareholder must also submit the following documentation to the EGA:
  - (i) the questionnaire at Annex A) attached to this procedure, duly completed and signed by the candidate for Independent Director;
  - (ii) detailed and up-to-date CV of the candidate for Independent Director;
  - (iii) certified email address of the proposing shareholder.
4. It remains understood that, without prejudice to the minimum documentation required as per Paragraph 3 above, the EGA reserves the right to request, at its own discretion and at any stage of this procedure, that the proposing shareholder provide any further documents and information considered necessary or useful to carry out the assessment. Documents related to the assessment of the Company's Independent Director pursuant to Article 6-*bis* of the EGM Issuers' Regulation may be made public only by the EGA.
5. In the event that the EGA positively evaluates at least one of the applications submitted by the proposing shareholder, it will provide feedback to the proposing shareholder by registered email within four days of its receipt of the

documentation. In this case, the EGA will also notify the Company of the positive outcome of the assessment.

6. Should the EGA determine that the conditions are not met for a positive assessment, it may request a meeting with the proposing shareholder via registered email. During this meeting, further candidates will be examined, pursuant to Article 6-*bis* of the EGM Issuers' Regulation and without prejudice to the prerogatives granted to the EGA by that Article. It remains understood that, including for the purpose of this meeting, the EGA will retain the power referred to in paragraph 4 above.
7. The EGA assessment governed by this procedure shall be based solely on the documentation made available by the proposing shareholder without any verification by the EGA of its contents. The EGA will therefore rely, with no independent verification obligations, on the truthfulness, completeness and accuracy of this documentation, it being consequently understood that under no circumstances will the EGA conduct independent verifications of the information received from the proposing shareholder.
8. The proposing shareholder must safeguard the EGA and its representatives, Directors, Statutory Auditors, General Managers, employees and consultants (each one an "Indemnified Party") against any damage, cost, loss, claim, obligation, or expense (including reasonable and documented legal expenses incurred by each Indemnified Party) deriving therefrom suffered by said party or that said party may suffer as a result of any initiative and/or action relating to the incompleteness, untruth or inaccuracy of the contents of the documentation submitted to the EGA as per paragraph 3 above.
9. Where the assessment of the Independent Director pursuant to Article 6-*bis* of the EGM Issuers' Regulation is to be carried out as part of the co-option of a new Director by the Board of Directors, this procedure will be applied *mutatis mutandis* and the documentation referred to in paragraph 3 above must be sent - depending on the case and in application of the provisions of the Company's By-Laws - by the Company's Board of Directors or by the proposing shareholder.
10. All communications should be made by certified email. Communications to EGA should be sent to [integraesim@legalmail.it](mailto:integraesim@legalmail.it) from a certified e-mail address.
11. This procedure does not replace the subsequent checks on the requirements, including regarding independence, of the members of the administrative body, which will be carried out by the competent bodies of the Company.

Annexes:

A) Questionnaire

ANNEX A

Procedure for submitting to the Euronext Growth Advisor the assessment of Independent Directors pursuant to Article 6-*bis* of the Euronext Growth Milan Issuers' Regulation

QUESTIONNAIRE

FOR THE CANDIDATE FOR INDEPENDENT DIRECTOR OF THE ISSUER

(THE "COMPANY")

1. PERSONAL INFORMATION

Name	
Date and place of birth	
Nationality	
Tax No.	
Address (domicile for office)	
Education level	

2. CURRICULUM VITAE

A detailed, updated and signed curriculum vitae for the candidate should be to be attached, and must include:

- a) educational qualification, including the date and institution at which it was obtained;
- b) academic titles;
- c) overview of relevant work and professional experience and positions held (indicating the periods for which they were held).

\*\*\*\*\*

Name of all corporations or partnerships (including the Company and its subsidiaries, parent companies, and jointly controlled companies) of which the candidate has been a member of the administrative, management, or supervisory bodies in the past five years, indicating whether s/he is still a member of such bodies as of today, according to the table below:

Company name	Position*	Position status**

\* Director/Statutory Auditor/liquidator/etc.

\*\* Currently held/no longer held

Indicate whether one or more of these companies has been subject to bankruptcy proceedings of any kind or compulsory liquidation in the last five years.

Yes

No

If yes, please indicate which companies and the type of procedure:

.....  
.....  
.....

Indicate whether, in the last five years, the candidate has been an unlimited partner in companies competing with the Company, or whether s/he has carried on a competing business on his/her own behalf or on behalf of a third party, or whether s/he has been a Director or General Manager in competing companies, indicating whether this relationship is ongoing as of today's date.

Yes

No

If yes, please indicate which companies and the type of role performed:

.....  
.....  
.....

\*\*\*\*\*

State the name of all corporations or partnerships (including the Company and its subsidiaries, parent companies, and jointly controlled companies) in which the candidate has been a shareholder in the past five years, indicating whether s/he is still a shareholder in these companies as of today, according to the table below:

Any shareholdings in listed companies that represent less than 0.1 percent of the investee company's share capital are excluded from the listing requirement.

Company name	Shareholding (%)	Shareholding status**

\*\* Currently held/no longer held

3. POTENTIAL CONFLICTS OF INTEREST AND SIGNIFICANT RELATIONSHIPS

Specify whether there are any potential conflicts between the candidate’s private interests and/or obligations and those of the Company, its main shareholders, customers, suppliers (and/or subsidiaries, parent companies, companies under joint control).

Yes

No

If yes, describe the relevant circumstances:

.....

.....

.....

Give details of any fact or circumstance that could impinge upon the candidate’s suitability for the position of Independent Director of the Company.

.....

.....

.....

4. INDEPENDENCE REQUIREMENTS

To assess the existence of the independence requirements established by Legislative Decree No. 58/1998 (the “CFA”), confirm satisfaction of the requirements of Article 148, paragraph 3, of the CFA, as referred to in Article 147-ter, paragraph 4, of the CFA, a provision the contents of which I declare that I am well aware:

Yes

No

Specifically:

- a) indicate if the candidate is disqualified, unauthorized, bankrupt or has been sentenced to a penalty

that prevents him/her from holding, even temporarily, a public office or if s/he is unable to hold executive office.

Yes

No

If yes, specify the relevant circumstances:

.....  
.....  
.....

b) indicate whether (i) the candidate is the spouse or a relative or relative-in-law within the fourth degree of one of the Company's Directors and/or one of the candidates for the office of Director of the Company proposed by the same shareholder who is proposing him/her as an Independent Director and/or, to the best of his/her knowledge, one of the candidates for Director of the Company proposed by other shareholders, or (ii) s/he is a Director or the spouse or a relative or relative-in-law within the fourth degree of the Directors of any of the subsidiaries, parent companies, or jointly controlled companies:

Yes

No

If yes, describe the relevant relationship:

.....  
.....  
.....

c) indicate whether the candidate is linked to the Company or to its subsidiaries, parent companies or companies subject to common control or to the members of the Company's Board of Directors and to the persons referred to in the preceding paragraph by self-employment or employment relationships or by other relationships of a share capital or professional nature

Yes

No

If yes, describe the relevant relationships:

.....  
.....  
.....

5. REQUIREMENTS OF GOOD STANDING

To assess the existence of the requirements of good standing as per the Company's By-Laws, confirm that the candidate meets the requirements of good standing for the office in line with the regulatory provision pursuant to Article 147-*quinquies* of the CFA and, therefore, Ministerial Decree No. 162 of March 30, 2000, the contents of which I declare that I am well aware:

Yes

No

If no, give a description of why these requirements are not met:

.....  
.....  
.....

Specifically:

a) indicate if the candidate has been subject to prevention measures imposed by legal authorities in accordance with Law No. 1423 of December 27, 1956 or Law No. 575 of May 31, 1965 and subsequent amendments and supplements, except where discharged;

Yes

No

If yes, specify the relevant circumstances:

.....  
.....  
.....

b) indicate whether the candidate has been convicted with an irrevocable sentence or at his/her request (and in the latter case without prejudice to the cancellation of the offense), subject to the effects of rehabilitation, to:

- 1) imprisonment for one of the offences under the rules governing banking, financial and insurance activities and the rules covering markets and financial instruments, tax affairs and payment instruments;
- 2) imprisonment for one of the offenses under section No. XI of book V of the Civil Code and Royal Decree No. 267 of March 16, 1942;
- 3) imprisonment for a period of not less than six months for an offense against the public sector, public confidence, heritage, public order or public finances;
- 4) imprisonment for a period of not less than one year for any offense with criminal intent.

Yes

No

If yes, specify the relevant circumstances:

.....  
.....  
.....

c) indicate whether any of the penalties provided for in subsection (b)(1), (2), (3), and (4) above have been imposed at the request of the party, except in the event of the cancellation of the offense.

Yes

No



If yes, specify the relevant circumstances:

.....  
.....  
.....

The undersigned is aware of the responsibilities that s/he will incur in the event of false, incomplete, or otherwise untrue statements.

This questionnaire may be made public as part of the documentation relating to the assessment of the Company's Independent Director pursuant to Article 6-bis of the Euronext Growth Milan Issuers' Regulation.

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Article 148, paragraph three of the CFA:

*“The following may not be elected Statutory Auditors, and if elected relinquish their office:*

- a) candidates meeting the conditions set out in Article 2382 of the Civil Code;*
- b) the spouses, relatives or relatives by marriage to the fourth degree of the Directors of the Company; Directors, spouses, relatives or relatives by marriage to the fourth degree of the Directors of the subsidiaries of the Company, of the companies that control it or are subject to common control;*
- c) anyone related by independent or subordinated employment (or any other monetary or professional relationship which may compromise their independence) to the Company or any subsidiaries or companies that control the Company or are subject to any common control, or to the Directors of the company or any of the parties described at letter b) above.*

Article 147-quinquies of the CFA:

*“1. Individuals executing management and control duties must fulfill the good standing requirements established for members of corporate boards by the regulation issued by the Ministry for Justice in accordance with Article 148, paragraph 4.*

*2. The non-fulfillment of such requisites will result in the relinquishment of office.*

Decreto 30 marzo 2000, n. 162

**Regolamento recante norme per la fissazione dei requisiti di professionalità e onorabilità dei membri del collegio sindacale delle società quotate da emanare in base all'articolo 148 del decreto legislativo 24 febbraio 1998, n. 58.**

**IL MINISTRO DELLA GIUSTIZIA DI CONCERTO CON IL MINISTRO DEL TESORO, DEL BILANCIO  
E DELLA PROGRAMMAZIONE ECONOMICA**

Visto il testo unico delle disposizioni in materia di intermediazione finanziaria emanato con decreto legislativo 24 febbraio 1998, n. 58;

Visto l'articolo 148, comma 4, del testo unico, in base al quale i membri del collegio sindacale delle società quotate devono possedere i requisiti di onorabilità e di professionalità stabiliti con regolamento del Ministro della giustizia, adottato di concerto con il Ministro del tesoro, del bilancio e della programmazione economica, sentiti la Consob, la Banca d'Italia e l'Isvap;

Visto l'articolo 13, comma 2, del testo unico, richiamato dall'articolo 148, comma 4, in base al quale il difetto dei requisiti determina la decadenza dalla carica, che va dichiarata dal consiglio di amministrazione entro trenta giorni dalla nomina o dalla conoscenza del difetto sopravvenuto; Sentita la Consob; Sentita la Banca d'Italia; Sentito l'Isvap;

Visto l'articolo 17, comma 3, della legge 23 agosto 1988, n. 400; Udito il parere del Consiglio di Stato espresso nell'adunanza della sezione consultiva per gli atti normativi in data 20 marzo 2000;

Vista la nota prot. n. 683/U-24/7-2 del 28 marzo 2000 con la quale, ai sensi dell'articolo 17, comma 3, della citata legge n. 400/1988, lo schema di regolamento è stato comunicato alla Presidenza del Consiglio dei Ministri; Adotta il seguente regolamento:

**Art. 1**

**(Requisiti di professionalità)**

1. Le società italiane con azioni quotate nei mercati regolamentati italiani o di altri Paesi dell'Unione europea scelgono tra gli iscritti nel registro dei revisori contabili che abbiano esercitato l'attività di controllo legale dei conti per un periodo non inferiore a tre anni, almeno uno dei sindaci effettivi, se questi sono in numero di tre, almeno due dei sindaci effettivi, se questi sono in numero superiore

a tre e, in entrambi i casi, almeno uno dei sindaci supplenti.

2. I sindaci che non sono in possesso del requisito previsto dal comma 1 sono scelti tra coloro che abbiano maturato un'esperienza complessiva di almeno un triennio nell'esercizio di:

a) attività di amministrazione o di controllo ovvero compiti direttivi presso società di capitali che abbiano un capitale sociale non inferiore a due milioni di euro, ovvero

b) attività professionali o di insegnamento universitario di ruolo in materie giuridiche, economiche, finanziarie e tecnico-scientifiche, strettamente attinenti all'attività dell'impresa, ovvero

c) funzioni dirigenziali presso enti pubblici o pubbliche amministrazioni operanti nei settori creditizio, finanziario e assicurativo o comunque in settori strettamente attinenti a quello di attività dell'impresa.

3. Ai fini di quanto previsto dal comma 2, lettere b), e c), gli statuti specificano le materie e i settori di attività strettamente attinenti a quello dell'impresa. Gli statuti possono prevedere ulteriori condizioni aggiuntive per la sussistenza dei requisiti di professionalità previsti dai commi precedenti.

4. Non possono ricoprire la carica di sindaco coloro che, per almeno diciotto mesi, nel periodo ricompreso fra i due esercizi precedenti l'adozione dei relativi provvedimenti e quello in corso hanno svolto funzioni di amministrazione, direzione o controllo in imprese:

a) sottoposte a fallimento, a liquidazione coatta amministrativa o a procedure equiparate;

b) operanti nel settore creditizio, finanziario, mobiliare e assicurativo sottoposte a procedure

di amministrazione straordinaria.

5. Non possono inoltre ricoprire la carica di sindaco i soggetti nei cui confronti sia stato adottato il provvedimento di cancellazione dal ruolo unico nazionale degli agenti di cambio previsto dall'articolo 201, comma 15, del decreto legislativo 24 febbraio 1998, n. 58, e gli agenti di cambio che si trovano in stato di esclusione dalle negoziazioni in un mercato regolamentato.

6. Il divieto di cui ai commi 4 e 5 ha la durata di tre anni dall'adozione dei relativi provvedimenti. Il periodo è ridotto ad un anno nelle ipotesi in cui il provvedimento è stato adottato su istanza dell'imprenditore, degli organi amministrativi dell'impresa o dell'agente di cambio.

Art. 2  
(*Requisiti di onorabilità*)

1. La carica di sindaco delle società indicate dall'articolo 1, comma 1, non può essere ricoperta da coloro che:

a) sono stati sottoposti a misure di prevenzione disposte dall'autorità giudiziaria ai sensi della legge 27 dicembre 1956, n. 1423, o della legge 31 maggio 1965, n. 575, e successive modificazioni e integrazioni, salvi gli effetti della riabilitazione;

b) sono stati condannati con sentenza irrevocabile, salvi gli effetti della riabilitazione:

1) a pena detentiva per uno dei reati previsti dalle norme che disciplinano l'attività bancaria, finanziaria e assicurativa e dalle norme in materia di mercati e strumenti finanziari, in materia tributaria e di strumenti di pagamento;

2) alla reclusione per uno dei delitti previsti nel titolo XI del libro V del codice civile e nel regio decreto del 16 marzo 1942, n. 267;

3) alla reclusione per un tempo non inferiore a sei mesi per un delitto contro la pubblica amministrazione la fede pubblica, il patrimonio, l'ordine pubblico e l'economia pubblica;

4) alla reclusione per un tempo non inferiore ad un anno per un qualunque delitto non colposo.

2. La carica di sindaco nelle società di cui all'articolo 1, comma 1, non può essere ricoperta da coloro ai quali sia stata applicata su richiesta delle parti una delle pene previste dal comma 1, lettera b), salvo il caso dell'estinzione del reato.

Art. 3  
(*Accertamento dei requisiti*)

1. Il consiglio di amministrazione delle società indicate dall'articolo 1, comma 1, accerta la sussistenza dei requisiti previsti dagli articoli 1 e 2.

2. Con riferimento alle fattispecie disciplinate in tutto o in parte da ordinamenti stranieri, l'accertamento della sussistenza delle situazioni previste dall'articolo 1, commi 4 e 5, e dall'articolo 2, è effettuato dal consiglio di amministrazione delle società sulla base di una valutazione di equivalenza sostanziale.

Art. 4  
(*Società operanti nei settori sottoposti a vigilanza*)

1. Le disposizioni del presente regolamento si applicano anche ai sindaci delle società di cui all'articolo 1, comma 1, che operano in settori sottoposti a vigilanza unitamente alle disposizioni di settore che prevedono ulteriori condizioni per la sussistenza dei requisiti di professionalità e onorabilità dei sindaci.

Art. 5  
(*Norma transitoria*)

1. I collegi sindacali delle società di cui all'articolo 1, comma 1, già nominati restano in carica fino all'approvazione del bilancio relativo all'esercizio in corso alla data di entrata in vigore del presente regolamento. Il presente decreto, munito del sigillo dello Stato, sarà inserito nella Raccolta ufficiale degli atti normativi della Repubblica italiana. È fatto obbligo a chiunque spetti di osservarlo e di farlo osservare.

Roma, 30 marzo 2000

*Il Ministro della giustizia:*  
DILIBERTO

*Il Ministro del tesoro, del  
bilancio e della  
programmazione economica:*  
AMATO

*Visto, il Guardasigilli:*  
FASSINO

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Date.....

Candidate's full name.....

Signature.....