



FINE FOODS & PHARMACEUTICALS N.T.M. S.p.A.

ENGAGEMENT POLICY

(DIALOGUE WITH SHAREHOLDERS

AND OTHER STAKEHOLDERS MANAGEMENT POLICY)

Document approved by the Fine Foods & Pharmaceuticals N.T.M. S.p.A. Board of Directors on 30 March 2022

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This Engagement Policy has been translated into English solely for the convenience of the international reader. In the event of conflict or inconsistency between the terms used in the Italian version and the English version, the Italian version shall prevail, as the Italian version constitutes the sole official document.

1. Introduction

Fine Foods believes that defining, developing and maintaining open, transparent and continuous dialogue with shareholders/Investors and the market brings Investors (as current and potential shareholders) and issuers significant benefits and creates value in the medium-long term.

Issuers, such as Fine Foods, carry out multiple dialogue management activities through corporate-managed communication channels, including conference calls, meetings, roadshows with Investors and analysts, or through its website. Another significant opportunity for shareholders and the issuers' top management is to meet and exchange views in Shareholders' Meetings and using shareholders' legal tools.

Issuers like Fine Foods, which follow the Corporate Governance Code, must adopt a shareholder dialogue policy. This follows a Board resolution, taken at the Chairman's proposal and formulated in agreement with the Chief Executive Officer. This considers the commitment policies adopted by institutional Investors and asset managers which regulate direct Dialogue between the latter and Board of Directors members. Under applicable laws and regulations, institutional Investors and asset managers must adapt and publicise their policies and describe how they integrate their engagement, as shareholders, into their investment strategy.

This Policy regulates the out-of-the-meeting dialogue between the Board and Investors' representatives on issues under the Board's responsibility. It sets dialogue rules and identifies involved parties, topics, timing and interaction channels. Other policies, guidelines, conduct code, initiatives and activities adopted by Fine Foods remain valid and applicable for other types of dialogue management.

This Policy identifies the Board of Directors, and the Chairman, as contact for dialogue between the Company and Investors. The relevant departments and CEO support the Chairman. A single contact guarantees the Company more efficient coordination and the best functionality and flexibility in its dialogue with Investors, which must comply with Recommendation no. 3 of the Corporate Governance Code. This recommendation assigns the Chairman the task of keeping the Board of Directors informed on the development and contents of the dialogue with Shareholders.

The Policy is available on the Company's website at www.finefoods.it in the "Governance - Engagement Policy section". The Engagement Policy and Dialogue management results are reported annually in the Corporate Governance and Ownership Structure Report.

2. Glossary and definitions

Acronym/Term	Definitions
Chief Executive Officer	The Board of Directors member to whom specific powers have been delegated under Article 2381 of the Italian Civil Code, with the title of Chief Executive Officer, as they are responsible for the Company management.
Directors	Fine Foods Board of Directors members
Shareholders' Meeting	Company Shareholders' Meeting
Shareholders	Holders of ordinary shares issued by Fine Foods
Retail Shareholders	Small Shareholders, other than institutional or other professional Investors, who hold ordinary shares primarily for savings purposes

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CFO	Fine Foods Chief Financial Officer
Board of Directors	Fine Foods Board of Directors
Corporate Governance Code	The Corporate Governance Code, approved by the Corporate Governance Committee, promoted by Borsa Italiana S.p.A., ABI, ANIA, Assogestioni, Assonime and Confindustria in January 2020, which the Company follows
Committees	Committees with investigative, propositional and advisory functions, have been set up within the Board of Directors
Environment, Social and Governance or ESG Committee	Social and Environmental Sustainability Committee, set up within the Board of Directors
Directors	Board of Directors members
Proxy advisors	A person who analyses, on a professional and commercial basis, the information disseminated by the Company and, where appropriate, other Company information to inform their client Investors on voting decisions by providing research, advice or voting recommendations related to the exercise of voting rights
Dialogue	The activity covered by this Policy includes out-of-the-meeting Dialogue between the Board of Directors and Investors representatives on matters under the Board's responsibility relating to corporate governance, social and environmental sustainability, policies on the remuneration of directors and managers with strategic responsibilities and their implementation, and internal control and risk management system.
Fine Foods / Company	Fine Foods & Pharmaceuticals N.T.M. S.p.A., with its registered office in Verdellino (BG), Via Berlino no. 39, Zingonia, tax code, VAT no. and Bergamo Companies Register no. 09320600969, REA BG - 454184
Investor Relations - IR Department	Fine Foods Investor Relations department
Group	The Group comprises Fine Foods and the companies under its direct or indirect control, as established by applicable regulations.
Investors	The Company's Shareholders and current and potential institutional Investors, and others who have an interest in the ordinary shares issued by the Company
Policy	This Policy, which governs Dialogue management
Chairman	The Chairman of the Board of Directors
TUF	Consolidated Law on Financial Intermediation, or Legislative Decree no.58 of 24 February 1998.

3. Regulatory reference and approval

This Policy formalises the Company's approach to the Dialogue management for those aspects involving Board of Directors members. It incorporates the rule of conduct into the Company's corporate governance system contained in Recommendation no. 3 of the Corporate Governance Code, which is reproduced below.

3. At the Chairman's request and in agreement with the Chief Executive Officer, the Board of Directors adopts and describes a policy for managing Dialogue with shareholders in the Corporate Governance Report, considering the engagement policies adopted by institutional investors and asset managers.

The Chairman shall ensure that the Board of Directors is informed on the development and important contents of the Dialogue with all shareholders by the next meeting.

The Recommendation and this Policy increase the level of transparency and Dialogue between Investors and issuers to foster long-term value creation.

The Policy was approved by the Board of Directors, with the favourable opinion of the Environment, Social and Governance Committee, based on a Chairman request and in agreement with the Chief Executive Officer. During the preliminary stage, the Board of Directors and ESG Committee considered the commitment policies adopted and communicated to the public by institutional Investors and asset managers under applicable laws and regulations.

The Chairman informs the Board of Directors by the next meeting on the development and important contents of the Dialogue held between the Directors and Investors, under Recommendation no. 3 of the Corporate Governance Code.

4. Objectives

The Policy and Dialogue management objective is to foster Fine Foods' transparency towards the financial community and markets by building, maintaining and developing a dynamic relationship of trust with Investors. It safeguards their legitimate interests and requests, which the Board of Directors can consider in carrying out its role of strategic direction and monitoring of management performance, with the ultimate objective of guiding the Company towards its sustainable success, under the recommendations of Article 1 of the Corporate Governance Code, according to which:

I. The governing body guides the Company towards its sustainable success.

II. The governing body defines Company and group strategies consistent with principle I and monitors their implementation.

III. The governing body defines the corporate governance system best suited to company business conduct and the pursuit of its strategies, considering any independence provided for by law. If necessary, it assesses and promotes the appropriate changes, submitting them to the shareholders' meeting.

IV. The governing body promotes the best Dialogue with the shareholders and other company-relevant stakeholders.

Fine Foods has adopted this Policy to govern the traditional dialogue methods and the Dialogue between the Board of Directors and Investors on matters under the Board's responsibility, according to the Corporate Governance Code Recommendations, the engagement policies adopted by institutional Investors, asset managers and international best practices.

This Policy:

- identifies and governs the out-of-the-meeting Dialogue between the Board of Directors and Investors' representatives on issues under the Board's responsibility;

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- defines the Dialogue rules, identifying the parties, criteria for assessing requests, topics, internal governance processes, timing and interaction channels.

As an Italian-listed company, Fine Foods acts with diligence and transparency. It ensures these Policy principles and criteria and internal Company and Group policies comply with applicable laws and regulations through efficient and effective processes for equal treatment of Investors and market integrity. The Company operates under these general principles:

- transparency of the information provided during the Dialogue. Information shall be clear, complete, correct, truthful and not misleading;
- equal treatment of the bearers of Fine Foods financial instruments;
- compliance with applicable legal and regulatory provisions, including those on market abuse, internal governance rules, ensuring the application of the collaboration and transparency principles when dealing with supervisory authorities and relevant administrations.

5. Parties involved in the Dialogue

Dialogue management is entrusted to the Board of Directors, its Chairman acting on its behalf and supported by the Chief Executive Officer.

The CFO and IR Department support the Chairman and Chief Executive when carrying out Dialogue management preliminary and organisation phases under the Board of Directors' responsibility. They request the support of the relevant corporate departments, depending on the topics and on behalf of the Chairman and/or Chief Executive Officer.

This is without prejudice to the different responsibilities and attributions entrusted within the Company and Group organisational structure, to the corporate departments delegated to manage the ordinary Dialogue not covered by this Policy.

Based on the topics to be discussed or requests received from Investors, the Chairman, in agreement with the Chief Executive Officer, supported by the CFO and IR department, will coordinate the Dialogue with other Board of Directors members depending upon their involvement in the matter (e.g. as Committee chairmen or members),

If the Chairman is unavailable, their functions under this Policy shall be taken over by a Vice-Chairman (if appointed), under the Company's Articles of Association, or by a different Director delegated by the Board. In both cases, they shall promptly inform the Chairman, or, if the latter is unavailable, the CEO, on the results of the work carried out and coordinate with the latter to report to the Board of Directors at the next meeting.

The IR and *Communication (Media Relations)* Departments are the organisational units designated to receive and collect requests made by Investors and Analysts, *Retail* Shareholders and media representatives, and ensure the coordination of the works and dialogue contents with the parties.

6. Dialogue topics

The topics discussed in the Dialogue with Investors concern matters under the Board of Directors' responsibility, including its Committees. The discussion topics under the Dialogue with Investors concern:

- the pursuit of sustainable success;
- corporate governance, such as issues relating to the corporate governance system, Board of Directors appointment and composition, including the number of members, professionalism, integrity, independence and diversity, Board Committee composition, duties and functions, CEO succession plan, and any other executive Directors, etc.;
- social and environmental sustainability;

- policies on the remuneration of directors and managers with strategic responsibilities and their implementation;
- internal control and risk management system.

The Policy scope does not include the aspects of dialogue management relating to the Shareholders' Meeting, as these are governed by laws, regulations, and the Articles of Association. The Policy does not cover activities related to, including but not limited to, the submission of pre-meeting requests, shareholders' speeches at the Shareholders' Meeting, submission of lists of candidates for the appointment of corporate bodies, requests for additions to the Shareholders' Meeting agenda and activities to assist shareholders in ensuring their participation in the Shareholders' Meeting.

The Policy includes different contacts for the Shareholders' Meetings or their preparatory phase. These include clarification requests on Shareholders' Meeting's agenda items, which require a direct Dialogue with Directors and do not fall within the normal processes governed by listed companies' legislation on Shareholders' Meetings.

7. Dialogue Management

Based on the discussion topic, Dialogue activities may be carried out, depending on the case and subject to the Company's assessment, in the following ways:

- **(i) one-way**, i.e., with only the Investors presenting their views to the Company on specific issues, or **(ii) two-way**, i.e., with effective exchange of information between the Investors and the Directors involved; and
- **(i) bilateral**, i.e. with the participation of only one Investor each time, or **(ii) collective**, i.e. with the simultaneous participation of several Investors.

8. Dialogue activation procedures

8.1 Dialogue between the Investors and the Board of Directors may take place according to this Policy and may be initiated:

- a. at the written request of an Investor (reactive engagement)**, if the latter deems it necessary to initiate the Dialogue with the Board of Directors considering the information published on the Company's website or the additional information provided by the Company and notwithstanding the dialogue held with the relevant departments. The request must be addressed to the IR Department at ir@finefoods.it.

The request must specify the following:

- the topics to be discussed and a preview of any opinion/position against the proposed topic;
 - the reasons why the Investor intends to establish the Dialogue with the Board of Directors, specifying the other types of dialogue in which the Investor has previously participated (with the IR Department or other company departments) and the reasons why they did not consider them sufficient;
 - the method the Investor intends to use to conduct the Dialogue (one-way, two-way, bilateral or collective), as specified in paragraph 7;
 - if not an individual, those who would like to participate in the Dialogue on the applicant's behalf, specifying their role in the Investor's organisation and contact details;
 - Dialogue timetable;
- b. on the company's initiative (proactive engagement)**, the Chairman, in agreement with the Chief Executive Officer, and at the request or initiative of the Board of Directors, through the organisation of one-way or two-way, bilateral or collective meetings, with one or more investors, in which one or more Company Directors or managers may participate in the cases and under the procedures established by this Policy, supported by the corporate departments.

The Company may send a written request for additional information from the Investors or their Proxy Advisors to carry out a more appropriate assessment.

9. Timing

Dialogue with Investors, initiated at their request or the Company's initiative, under the procedures provided for by the Policy, is complementary to Shareholders' participation in the Shareholders' Meeting. It may occur throughout the year, except for the legal "black-out periods."

Dialogue initiatives with Investors and their Proxy Advisors to participate in the Shareholders' Meetings, or other dialogue initiatives which are deemed necessary or appropriate for the Company and which concern information already made public by the Company, are always allowed.

10. Assessment criteria

In agreement with the Chief Executive Officer, the Chairman, with the support of the CFO, IR Department and other relevant departments shall make a case-by-case assessment whether they should accept a Dialogue request or initiate a Dialogue. This decision shall be in the Company's best interests and by considering, for example, the following:

- compliance with relevant legal, regulatory or self-regulatory limits;
- topic relevance with the subjects specified in paragraph 6, the request's seriousness and topic significance;
- earlier Dialogue on the same topics;
- potential topic interest for a large number of Investors, relevant types of Investors or the market, considering previous requests on the same topic;
- the Dialogue request relevance and foreseeable usefulness for long-term value creation, and considering previous Dialogue;
- conduct of the Investor requesting the Dialogue in previous interactions with the Company, including previous general meeting votes, Dialogue opportunities and/or other corporate events;
- size, features and type of Investor requesting or receiving the Dialogue and the nature and strategy of the investment;
- the foreseeable approach of the requesting Investor on the Dialogue request subject, considering the engagement policies adopted by institutional Investors and asset managers regarding investment and corporate governance; and
- features of the positions previously expressed and/or activism initiatives implemented by the Investor for the Company or other issuers, including the types and contents of the activism previously adopted, and the presence of any actual or potential conflict of interest.

The Policy does not apply to cases in which requests for Dialogue with Fine Foods come from parties (such as clients, suppliers, other stakeholders) who, although qualifying as Investors, are motivated by interests other than those linked to their current or potential investment in the Company capital. These relations will be regulated by the various methods, policies and organisational provisions for the party's prevailing interest.

11. Dialogue request acceptance or rejection

The Chief Executive Officer, with the support of the CFO, IR Department and any other departments involved, assesses whether to:

- (a) **accept the request** based on the assessment criteria defined in paragraph 10 above and initiate the Dialogue, carrying out any related activity; or

- (b) **accept the request** based on the assessment criteria defined in paragraph 10 above, but the Dialogue will be conducted differently from the methods requested by the Investor based on the assessment; or
- (c) **reject the request** considering the Company's best interests based on the assessment criteria set out in paragraph 10 above and/or any other relevant circumstances. The IR Department keeps a record of the reasons for the rejection to allow adequate disclosure to the Board of Directors.

The decisions taken under this paragraph 11 shall be communicated to the Investors who have requested the engagement by the IR Department.

12. Dialogue conduct procedures

If the request for a Dialogue is accepted or a Dialogue is started, the Chairman and/or CEO, with the support of the CFO, IR department, internal departments and external consultants, will:

- a. define Dialogue conduct procedures (one-way, two-way, bilateral or collective), any conditions to which the engagement is subject and the related timeframe;
- b. ensure adequate preparation of meetings with the Investors, coordinating the flow of information and the collection by the relevant corporate departments of the information necessary to participate in two-way meetings;
- c. based on meeting procedures, the topics to be discussed or requests received from the Investors, invite to participate in the Dialogue the Chairman or CEO, the other Company Directors and managers who have the most relevant knowledge and skills to provide information relevant to the Dialogue.

13. Information provided in the Dialogue and Internal Reporting

The information provided to Investors complies with the principles established and the limits set by the Law. This includes the prohibitions on selective disclosure of sensitive information and the equal treatment of holders of listed financial instruments under Article 92 of the Consolidated Law on Finance and regulations on the prevention of market abuse and the dissemination of inside information.

Investors are liable for any use of information received by the Company that breaches legal obligation or is detrimental to Group or third-party interests.

The information provided by the Company is proportionate and adequate to the Investor's request and relevant to the topics for which the Investor has requested the Dialogue, considering the Group's interests and policy limitations. Such information is correct and consistent with the information already made public by the Company.

During the meetings, only the topics agreed in advance between the Company and Investors may be addressed. If topics or questions raised in a meeting go beyond those agreed, the Company's representatives may decide to suspend the meeting, carry out the necessary verifications, including involving other departments, or end the meeting under the assessment criteria set out in paragraph 10.

Directors invited to participate in the engagement meetings shall follow the general principle of no mandate constraint for those who have submitted their candidacy or voted for their appointment. Under this procedure, the Directors involved in the Dialogue and managers taking part in the meetings shall refrain from disclosing material¹, inside² or confidential information concerning the Company or Group, in compliance with applicable regulations.

The Chairman shall ensure that the Board of Directors is informed of the engagement development and significant contents and any new requests.

¹ Under the Consob Guidelines no. 1/2017 on the "Management of inside information."

² As defined in Article 7 of Regulation (EU) no. 596/2014.

14. Other channels for managing Dialogue with Investors

The Dialogue between the Company, Investors, stakeholders and the market can be carried out through other channels and communication methods, which are not governed by this Policy but are mentioned below.

The official place for the Company and Shareholders to interface is the Shareholders' Meeting. This includes preliminary and informative activity and exercise of the related participation and voting rights.

There are various bilateral (Fine Foods representatives and individual Investor's representatives) or collective meetings (Fine Foods representatives and several Investors' representatives) that are usually organised and managed during the financial year by the relevant company departments as part of the activities entrusted to the CEO and delegated by him to the various company departments, including IR.

These channels are the following:

- **direct communications with the financial community**, including the dissemination of the integrated annual report and consolidated financial statements, quarterly and half-year financial information, communications to the public, press releases on the main quarterly, half-year and annual performance data, meetings with analysts, journalists and press conferences, and further conferences in Italy or abroad;
- **the Company's institutional website**, on which information dedicated to Investors is made available in a timely, accurate and complete manner;
- **announcements made to the market** through the Regulated Information Dissemination System (SDIR) chosen by the Company;
- **social media**;
- **Investor Days**, organised periodically on strategic issues and results achieved;
- **relations with the IR Department**, which coordinates, analyses and manages relations and contacts with Investors;
- relations with the department responsible for coordinating, analysing and managing relations and contacts with retail Investors and Proxy Advisors for aspects relating to the Company's corporate governance and Shareholders for participation in the Shareholders' Meeting;
- relations with other **relevant departments** (e.g., the Communication - Media Relations departments for contacts with the media);
- **other communication channels**.

15. Responsibility for updating the Policy

The Board of Directors shall monitor and assess the adequacy, consistency and compatibility of this Policy with the latest best practices and principles, its practical implementation and any need to update it.

If significant changes are necessary, the Chairman will formulate a proposal to the ESG Committee, in agreement with the CEO, and Board of Directors, except for changes required by mandatory rules, for which the Chairman may act independently, informing the Board of Directors of any Policy amendments at the next meeting, after the ESG Committee examination.