

Industrie De Nora S.p.A.

**POLICY TO MANAGE DIALOGUE WITH SHAREHOLDERS
AND THE FINANCIAL COMMUNITY**

INTRODUCTION

Industrie De Nora S.p.A. (the "**Company**") firmly believes in the importance of committing to transparent, proactive and constructive communication with shareholders - both institutional investors or *retail* shareholders (together the "**Shareholders**" and with financial analysts, investors, *ratings* agencies and other financial intermediaries (jointly the "**Financial Community**"). From that standpoint, from the date of the first listing on the stock exchange of its shares, the Company has taken a series of actions to encourage the pursuit of the above-mentioned objectives.

In order to further promote open, constant dialogue with the Shareholders and the Financial Community, to guarantee the systematic disclosure of exhaustive, transparent and timely information on its activities and in *compliance* with the recommendations of the Corporate Governance Code promoted by the Corporate Governance Committee of Listed Companies established at Borsa Italiana S.p.A. (the "**Corporate Governance Code**") to which the Company adheres, on 18 February 2022, the Board of Directors of the Company (the "**Board of Directors**") adopted this Policy to manage dialogue with shareholders" (the "**Policy**").

This Policy also represents the reference point that acts as the inspiration for similar policies adopted by the other Group companies with shares and/or bonds listed on regulated markets, in accordance with the specific nature of the corporate governance structures of companies involved.

This Policy is published and made available to the public in the Investors Section of the Internet website of the Company (www.denora.com).

A description of this Policy will also be put into the "Report on corporate governance and ownership structures" of the Company in accordance with article 123 *-bis* of Legislative Decree 58/1998.

1. PERSONS RESPONSIBLE

The Company seeks to establish and maintain a constant, fair, transparent and constructive dialogue with the Shareholders and the financial community in accordance with the provisions of the law and regulations in effect.

Relations with the Shareholders and the Financial Community are held by the following persons: (i) the Chairperson, (ii) the Chief Executive officer, (iii) the Investor Relator and (iv) the *Chief Financial Officer*. These parties, for specific matters or particular events, will avail of the support of other corporate departments (including the *Marketing and Business Development* department).

The Board of Directors is responsible for high profile strategic communications and supervision of the communication processes for the information relating to the Company. The Board of Directors also ensures that the departments involved have the means necessary to organise and manage the dialogue with the Shareholders and the Financial Community.

The Chief Executive Officer, supported by the Investor Relator ("**IR**") is responsible for the proper application of this Policy, which may be updated or amended by the Board of Directors, also taking into account any feedback which emerges during interactions with the Shareholders and the Financial Community.

2. BASIC PRINCIPLES

The Company operates in accordance with the following principles in its management of the dialogue with the Shareholders and the Financial Community,:

- transparency;
- clarity;
- timeliness;
- equal treatment and access to the information;
- *compliance*;

avoiding all forms of unjustified selective information in accordance with prevailing laws on the management of relevant and inside information.

In order to check the proposals or the requests for dialogue by the Shareholders, and if necessary, regarding the mechanisms used to carry out the dialogue, the Company may take account of various factors, including jointly, such as: (i) any previous interactions regarding the same matters; (ii) the potential interest of the matter to deal with for a more or less large number of Shareholders, also taking account of the number of requests made, including previously, on the same matter; (iii) the amount and characteristics of the Shareholders interested in the dialogue; (iv) the actual relevance of the dialogue and its expected usefulness, including from the perspective of creating medium-long term value; and (v) the outcome of the previous shareholders' meeting votes on the matter.

If, during meetings with Shareholders and/or members of the Financial Community, inside information is provided or information that could create a situation of substantial informational misalignment to the advantage of the participants at those meetings, the Company will promptly make said information public.

3. ROLE OF THE INVESTOR RELATOR

The Investor Relator supervises the communication between the Company and the Shareholders and the Financial Community and is chosen by the Company from among the persons who have the objective ability to ensure that the best possible performance of the dialogue functions with the market. If the IR is absent or temporarily unavailable, he/she will be replaced by the *Chief Financial Officer* of the Company.

Shareholders and members of the Financial Community may request information and give their opinions by contacting the Investor Relator at the addresses indicated on the Company's website. The IR will ensure that a response is promptly given to all appropriate requests made by the Shareholders in accordance with the general principles defined by this Policy, the company provisions regarding *market abuse* and the related laws in effect for listed companies.

The IR supervises preparation of the press releases, including those relating to periodic information and those relating to extraordinary transactions under the responsibility of the governing body (mergers, demergers, acquisitions, capital increases, changes to the articles of association, etc.).

In its activities, the IR will use various communication tools (telephone, computer and company website) and will have its own *mailing list* which can be subscribed to by sending a request. Through, inter alia, the *mailing list*, press releases and quarterly presentations are promptly sent, as soon as the

Company has completed the *procedure* to disclose the economic-financial data and/or the information of an inside nature as required under prevailing laws.

4. OPERATIONAL COMMUNICATION METHODS

This Policy does not apply to the cases in which the requests for dialogue with the Company or the requests for meetings come from parties (such as customers, suppliers, other stakeholders), who, even though classifiable as Shareholders, are motivated by other interests besides those linked to their present or potential investment in the capital of the Company: these relations will be governed by various instruments, policies and organisational provisions as provided for in relation to the main interest of the requesting party.

The main ways that the Company can communicate and interact with the Shareholders and the Financial Community are set out below:

COMMUNICATION METHODS	
Periodic Information	For example: annual financial report, sustainability report, periodic accounting information and information connected to the shareholders' meetings (notice calling the meeting, report and Directors' report, Q&A files relating to the items on the agenda for the Shareholders' Meetings)
Shareholders' Meetings	The shareholders' meeting is the decision-making collegial body of the Company and may be held on an ordinary or extraordinary basis in accordance with the matters to be decided upon and approved
Press Releases	Press releases are issued to the public through the regulated information dissemination system IINFO (www.iinfo.it) and the Company website
Website	All the information aimed at Shareholders and the Financial Community is promptly made available on the Internet website www.denora.com , <i>Investors</i> section and <i>Governance</i> section; the other sections of the website contain further detailed information that allows informed opinions to be developed regarding the Company and the group.
Conference call/audio webcast	Following the release of a press release relating to the economic-financial data for the period or events connected to " <i>price sensitive</i> " information, these <i>calls</i> may be accompanied by a presentation promptly published on the above-mentioned Internet website
Roadshows and Investor Conferences	Meetings with current and potential investors are usually accompanied by a presentation; the issues discussed relate to information previously disclosed to the market when the results or relevant Company events are published
Meetings upon request / Company visits	Meetings upon request (" Meetings upon Request ") - also in accordance with the topic under discussion and according to the cases

COMMUNICATION METHODS

and subject to assessment by the Company - can be held using a *one-way* mechanism, i.e. providing that it is only the Investors who will express their ideas on specific issues, or using a *two-way* mechanism, i.e. providing for an effective exchange of information between the Investors and the Company, on a bilateral basis (i.e. in the presence of only one Investor) or on a collective basis (i.e. in the presence of a number of Investors). They are usually accompanied by a presentation; the issues discussed relate to information previously disclosed to the market when the results or relevant Company events are published. Company visits - also upon request - may also include a visit to the production and development departments of the Company.

Social Channels

In order to permit the Shareholders to stay constantly up to date on the most recent news regarding the Company, it is present on a number of social channels managed by the *Marketing* department.

Contacts with specific company departments

Contacts with the *Marketing* department, with regard to relations with the media, and with the *Legal* department, with regard to the exercise of specific rights of the shareholders and their attendance at shareholders' meetings

Before the presentations or meetings with the Shareholders and with the Financial Community, and in general, for events that regard inside information and/or economic-financial information of the Company (especially for approval of the profits/losses for the period), the IR, in coordination with the *Legal* department, will first send an email to CONSOB and Borsa Italiana with the documentation that will be used for discussion purposes. After having checked that it has been already sent to CONSOB and Borsa Italiana - the IR, helped by the corporate departments involved as the occasion arises, will make the material available on the Internet site of the Company so that it can be consulted before the meeting or the event. Afterwards, the market will be notified of the publication of the documentation by issuing a press release. The presentation will be available on the company Internet site in the Investors section, also after the occurrence of the event/meeting.

5. MEETING PROCEDURES

The IR, or a replacement for the IR identified by the Chairperson or the Chief Executive Officer, will attend the events and meetings with the Shareholders and the Financial Community aimed at illustrating the informational documentation on the Company. Any participation by other parties, including the Chairperson or the Chief Executive Officer, will be decided as the occasion arises according to availability. The IR keeps and updates a register (the "**Meetings Register**") indicating: the date and place of each meeting/event, list of outside participants and the company representatives and the main issues dealt with.

In order to ensure more efficient pursuit of the goal of equal treatment and access to information, in the 30 days before publishing the economic-financial results of the Company, no Meetings upon Request /Company visits can be organised with Shareholders or with the Financial Community. Any

exceptions to this rule will have to be previously approved by the Chairperson or the Chief Executive Officer and must be appropriately justified in the Meetings Register.

6. INVOLVEMENT OF THE MEMBERS OF THE BOARD OF DIRECTORS IN THE DIALOGUE WITH THE INSTITUTIONAL INVESTORS

6.1 If an Institutional Investor, despite the dialogue carried out with the Investor Relations divisions of the Company and if necessary with other top managers of the company who are knowledgeable on the matters being discussed, have further questions on significant aspects of the matters dealt with therein, the Investor may ask for said meeting to be followed up by a meeting with one or more representatives of the Board of Directors of the Company.

In that case, the Institutional Investor will make a specific written request addressed to the Investor Relations department of the Company, specifying the matters that they wish to explore further, the reasons why they wish to explore them and their representatives that will take part in the interactions with the Board of Directors, indicating the role and the contacts.

The Investor Relations divisions, coordinating with the Legal office, will promptly inform the Chairperson of the Board of Directors - who in turn will promptly inform the other members of the Board of Directors - of all requests made by the Institutional Investors in accordance with this paragraph.

Where the circumstances so warrant, the Investor Relations divisions will organise a specific meeting involving the members of the Board of Directors in accordance with the provisions of the paragraphs below of this article.

6.2 The Chief Executive Officer, in his/her capacity as the person in charge of running the Company, is the person most qualified to engage with the Institutional Investors, providing all clarifications on the matters that fall within the operational powers given to him/her at the meetings with the Investors as requested in accordance with paragraph 6.1 above.

6.3 The Chairperson of the Board of Directors, considering the role covered and the powers given to him/her, is also entitled, if he/she thinks it advisable, to meet the Institutional Investors, being represented by and/or availing of, if necessary, the support of the Chief Executive Officer and/or the top managers of the Company who are competent in the matters forming the subject matter being dealt with.

The Chairperson of the Board of Directors, in accordance with the Chief Executive Officer, may ask other members of the Board of Directors to take part in the meetings with the Institutional Investors pursuant to paragraph 6.1 above, if their attendance could be useful in accordance with the matters to be dealt with, also taking account of the respective board committees they belong to. In that case, the Chairperson of the Board of Directors and the Chief Executive Officer will first agree, with the other members of the Board of Directors asked to take part at those meetings, on the position to take on the issues that will be dealt with in order to ensure coordination and uniformity of policy in the interests of the Company and of the Group.

6.4 When taking meetings with the Institutional Investors in accordance with this article, the members of the Board of Directors who take part will not divulge information of a confidential nature, or that could even potentially be considered as inside information concerning the Company or the De Nora Group.

6.5 In order to decide whether to accept or reject a request made, and to establish the procedures necessary, the Chairperson of the Board of Directors and the Chief Executive Officer will, with the support of the Investor Relations division, make an assessment on a case by case basis, in accordance with the best interests of the Company, including but not limited to considering the following, the pertinence of the topics and their potential interest and relevance, the size and characteristics and type of requesting party and the previous activist initiatives put in place and behaviour of the requesting party.

If a request is refused, the Investor Relations divisions will ensure that the requesting party is promptly informed.

7. DIALOGUE SUBJECTS WITH THE SHAREHOLDERS

Using the procedure described under article 4 of this Policy, the Company will provide the Shareholders and the Financial Community with various types of information, including that concerning its activities, strategies and *performance*. Special attention will also be given to the information relating to environmental, social and *governance* matters (known as "ESG") as they are considered by the Company to be relevant to establish a corporate identity of sustainability integrated with the *business* and aimed at creating current and future value. Therefore, during the meetings with the Shareholders, matters relating to the economic-financial *performance* and the group strategy will not be the only matters discussed, but non-financial issues will also be dealt with (for example the corporate governance mechanisms, issues relating to sustainability and the internal control and risk management system).

More specifically, the various matters that can be discussed with the Shareholders and the Financial Community include in particular: economic-financial/operating *performance* (both in terms of financial and non-financial results); group corporate strategy; matters relating to sustainability; remuneration policies of the Shareholders; corporate governance mechanisms; corporate capital structure; mergers, demergers, acquisitions or other extraordinary transactions; structure and composition of the Board of Directors and the internal board committees and the *management* remuneration policies.

8. PERIODIC UPDATE OF THE COMPANY CORPORATE BODIES

The Chief Executive Officer, with the support of the IR, periodically updates the Board of Directors, generally by the next meeting, on the development and significant contents of the dialogue with the Shareholders.

9. CONTACTS

The Shareholders and the members of the Financial Community may contact the Company through the following email address: ir@denora.com or at the contacts indicated as the occasion arises in the Investors section of the website www.denora.com.