

## ESG Committee Charter

### 1. Purpose

- 1.1. The Environmental, Social and Governance Steering ("ESG") Committee of Stevanato Group S.p.A. is a standing committee established by the Board of Directors of the Company from among their number.
- 1.2. The primary objective of the Committee is to assist the Board in supporting the Company's on-going commitment to environmental, health and safety, corporate social responsibility, diversity and inclusion, corporate governance, sustainability, and other public policy matters relevant to the Company and the Group (collectively, the "**ESG Matters**"). The Committee is a cross-functional management committee of the Company. Its purpose is to assist the Board in: (i) setting the Sustainability Strategy (as defined below), including as regards financial and non-financial targets and key performance indicators ("**KPIs**"), (ii) developing, implementing, reviewing and monitoring initiatives and policies based on the Sustainability Strategy, (iii) overseeing communications with employees, investors and stakeholders of the Company with respect to ESG Matters and ancillary matters thereto, and (iv) monitoring and assessing developments relating to, and improving the Company's understanding of, ESG Matters.

### 2. Definitions

"**Board**" means the Board of Directors of the Company;

"**Committee**" means the ESG Committee of the Company;

"**Company**" means Stevanato Group S.p.A.;

"**Italian Civil Code**" means the Italian civil code as enacted by royal decree no. 262 of March 16, 1942, and as amended and supplemented;

"**Senior Management**" means the Chief Executive Officer ("**CEO**"), Chief Financial Officer ("**CFO**"), Chief Operating Officer ("**COO**"), Chief Technology Officer ("**CTO**"), Chief Business Officer ("**CBO**"), General Counsel (or equivalent) ("**GC**"), the high-level executives that report directly to the CEO and/or CFO and/or COO and/or CTO and/or CBO and/or GC and any other employee of the Company as it may be determined by the CEO to constitute senior management of the Company.

### **3. Membership**

- 3.1. The Committee shall comprise at least two and no more than ten members. Members of the Committee shall be appointed by the Board upon recommendation of the nominating and corporate governance committee of the Company.
- 3.2. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as Senior Management and external advisers may be invited to attend for all or part of any meeting, as and when appropriate or necessary.
- 3.3. Appointments to the Committee are made by the Board and shall be for a period of up to three years extendable by no more than two additional three-year periods.
- 3.4. The Board shall appoint the Committee chairman who, unless otherwise determined by the Board, shall be an independent non-executive director. In the absence of the Committee chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting. The duties of the Committee chairman will be limited to calling meetings, preparing the agenda in consultation with the Board chairman, the CEO and Committee secretary, chairing and coordinating the meeting, and reporting conclusions and recommendations to the Board, ensuring the Committee carries out its responsibilities in a timely and effective manner, and following up on decisions made by the Committee. The Committee chairman will not have any other duties or authority internally or externally.

### **4. Secretary**

The Company secretary shall act as the Committee secretary and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

### **5. Conflicts at Meetings**

Each member of the Committee shall disclose to the Committee:

- a) any personal financial interest (other than as a shareholder of the Company) in any matter to be considered and decided by the Committee; and
- b) any potential conflict of interest arising from a cross-directorship. Any such member shall abstain from voting on resolutions of the Committee in relation to which such

interest exists and from participating in the discussions concerning such resolutions and (if so required by the Board) shall resign from the Committee.

## **6. Quorum**

- 6.1. The quorum necessary for the transaction of business shall be a simple majority of the Committee members.
- 6.2. The Committee shall act on the affirmative vote of a majority of members present at a quorate meeting.
- 6.3. In the event that the number of Committee members voting in favor of a proposal and the number of Committee members voting against such proposal are equal, the Chairman shall have a casting vote.

## **7. Frequency of Meetings**

- 7.1. The Committee shall meet at least quarterly at appropriate intervals in the financial reporting and audit cycle and otherwise as required.
- 7.2. Should an urgent meeting be required at short notice, such meeting may be held by means of a teleconference or by the circulation of a proposed resolution to all members. Any such resolution signed by all the members of the Committee will be as effective as if it had been approved at a meeting of the Committee.
- 7.3. Any member of the Committee shall be able to recommend specific items for the agenda to the Committee secretary.

## **8. Notice of Meetings**

- 8.1. Meetings of the Committee shall be convened by the Committee secretary at the request of the Committee chairman or by the Board chairman.
- 8.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than two working days before the date of the meeting.
- 8.3. Any member of the Committee shall be able to recommend specific items for the agenda to the Committee secretary.

## 9. Minutes of Meetings

- 9.1. The Committee secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.
- 9.2. Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee.
- 9.3. Once approved, minutes should be circulated to all other members of the Board unless it would be inappropriate to do so in the opinion of the Committee chairman.

## 10. Annual General Meeting

The Committee chairman should attend the annual general meeting to answer questions from Company shareholders regarding the Committee's activities.

## 11. Duties

- 11.1. The Committee should carry out the duties below for the parent company, major subsidiary undertakings and the Company group ("**Group**") as a whole, as appropriate.
- 11.2. The principal responsibilities of the Committee shall be to:
  - a) review, challenge, and oversee the content of and approach to the strategy concerning ESG Matters (the "**Sustainability Strategy**") taking into account the Group's purpose, culture and values and recommending the Sustainability Strategy for approval of the Board;
  - b) assist the Board in overseeing internal and external communications regarding the Company's and the Group's position and approach to ESG Matters and ancillary matters thereto, including advising the Board as regards shareholder proposals and other significant shareholder concerns relating or connected to ESG Matters;
  - c) ensure the Sustainability Strategy is considered by the Board as part of the overall business strategy of the Group;
  - d) review, challenge and approve annual sustainability KPIs and related targets in line with the Sustainability Strategy;

- e) where relevant and as applicable, review reports from Senior Management and other Company committees concerning ESG Matters and sustainability KPIs and ensure alignment of related matters with the Group's core purpose and Sustainability Strategy;
- f) at frequent intervals, and no less than on an annual basis, review the key sustainability related non-risk policies, ensuring compliance across the Group and overall alignment with the Sustainability Strategy;
- g) keep up to date with ESG best practice and thought leadership, keeping under review the extent and effectiveness of the Group's external reporting of relevant sustainability performance, and its participation in external benchmarking indices;
- h) review compliance with material regulation and legislation on ESG/sustainability issues, and any public ESG/sustainability-related commitments voluntarily subscribed to by the Group; and
- i) consider any other matters as may be requested by the Board.

11.3. The Committee shall consider and address sustainability matters for the following key headline items, with a full schedule of actions under those headings to be agreed and reviewed annually by the Committee and reported to the Board including, but not limited to:

- a) responsible investment;
- b) environment and climate; and
- c) people (diversity and inclusion) and communities, including alignment of the Sustainability Strategy with the Group's corporate purpose, values and culture.

## **12. Delegation of Authority**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. In addition, the Committee may, in its discretion and subject to the requirements of applicable law (including, but not limited to, the Italian Civil Code), authorize one or more officers of the Company to take certain actions on its behalf.

## **13. Reporting Responsibilities**

- 13.1. The Committee chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 13.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

#### **14. Other Matters**

14.1. The Committee shall:

- a) have access to sufficient resources in order to carry out its duties;
- b) give due consideration to laws, regulations, including the general duties of directors set out in the Italian Civil Code,;
- c) arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval; and
- d) in consultation with the Board chairman, ensure that all items requiring the Committee's approval are appropriately tabled.

14.2. The Committee shall review and reassess the adequacy of these terms of reference at least annually, and otherwise as it deems appropriate and recommend changes to the Board.

#### **15. Authority**

- 15.1. The Committee is authorized to seek any information it requires from the Senior Management who is directed to co-operate with the Committee.
- 15.2. The Committee is authorized by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

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As adopted by the Board of Directors on June 16, 2021.