

AUDIT COMMITTEE

Terms of Reference

15 FEBRUARY 2021



MONTETITOLI

A EURONEXT COMPANY

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1. SCOPE

This Terms of Reference establish the functioning of the Audit Committee ("Committee"), provided for by article 48 of the Delegated Rules (EU) 2017/392, 11 November 2016 ("Delegated Rules CSDR").

The Committee identifies with the Board of Statutory Auditors. The provisions of this Terms of Reference are to be referred to the Board of Statutory Auditors.

2. ACTIVITIES

The Committee oversees the adequacy, completeness and actual functioning of the internal controls system set out by the Company.

For such purposes it obtains any information considered relevant and the related company documentation from the other corporate bodies and from the managers who are responsible for the different Company functions. In particular, it receives and analyses:

- i. the annual activity plans prepared by the Chief Risk Officer, Chief Compliance Officer and Head of Internal Audit and the periodical reports prepared by such functions;
- ii. the Risk register and the risk management procedures prepared by the Company;
- iii. the annual report to the Authorities on the organizational structure and risk management;
- iv. the interim reports issued by the Surveillance Body established pursuant to Legislative Decree 231/2001 and by the persons responsible for anti-money laundering and privacy;
- v. the interim reports issued by the Head of finance on the financial information process.

The Committee may ask the Internal Audit function to carry out audits on specific operational areas, informing in parallel the Chairman of the Board of Directors.

The Committee may share information with the auditor or the audit firm and ask to be informed on the results of the controls carried out.

For the purpose of assessing the adequacy of the internal control system, the Committee shall inform the Board of Directors periodically, and at least on an yearly basis, on any potential risk or lack in the internal control system, urge for corrective measures and monitor their implementation.

The Committee shall refer on its activity in the Report, drafted pursuant to article 2429, paragraph 2 of the Italian Civil Code, by the Board of Statutory Auditors for the benefit of the Shareholders' meeting convened for the approval of the financial statements and the Management Report.

The Committee periodically, and at least once during its three-years term of office, shall assess its performance and may recommend potential changes. The Board of Directors is informed on the outcome of such assessment.

3. MEETINGS AND RESOLUTIONS

The Committee shall meet as frequently as necessary to perform its duties, normally on a quarterly basis.

The Committee may invite the following persons to attend the meetings:

- the Board of Directors' members,
- the General Manager,
- the Chief Risk Officer, the Chief Compliance Officer and the Head of Internal Audit or delegated persons,
- the Head of Finance or delegated persons,
- the Surveillance Body,
- the audit manager or delegated persons;
- persons responsible for anti-money laundering and privacy,
- other employees of the Company or group employees and external independent advisors, in consideration of their relevant expertise and of the importance of their contribution to the activities of the Committee .

The secretary of the Board of Directors is the Committee's Secretary and drafts the minutes of the meetings.

Rules provided for the Board of Statutory Auditors (article 2404 of Italian Civil Code) and the applicable statutory regulations shall apply unless expressly provided in these Terms of Reference.



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