

Quantitative and Qualitative Significance Criteria for Potentially Relevant Relationships for the Assessment of Independent Directors

Defined by the Board of Directors of CastaDiva Group S.p.A. pursuant to Article 6-bis of the Euronext Growth Milan Issuers' Regulation on 28/01/2026

PREAMBLE

Pursuant to Article 6-bis of the Euronext Growth Milan Issuers' Regulation, the Company's Board of Directors:

- following the appointment of a director who qualifies as independent and subsequently at least once a year, assesses—on the basis of the information provided by the director concerned or otherwise available to the issuer—the relationships that could be, or appear to be, such as to compromise the independence of judgment of that director;
- for the purpose of carrying out such assessment, predefines—at least at the beginning of its term of office—the quantitative and qualitative criteria of significance of potentially relevant relationships for the evaluation of independence, and discloses them through a press release.

In compliance with Article 6-bis of the Euronext Growth Milan Issuers' Regulation, the Board of Directors of Casta Diva Group S.p.A. ("**Casta Diva**" or the "**Company**"), at its meeting held on January 28, 2026, defined the quantitative and qualitative criteria for assessing the significance of potentially relevant relationships for the purpose of evaluating the independence of independent directors (the "**Quantitative Criteria**" and the "**Qualitative Criteria**", or collectively, the "**Criteria**")

In this regard, it should be noted that according to the combined provisions of art. 147-ter, paragraph 4, and 148, paragraph 3, of the TUF (as referred to in the Articles of Association) the following are not independent:

- (i) those who find themselves in the conditions provided for by art. 2382, of the Civil Code;
- (ii) the spouse, relatives, in-laws up to the fourth degree of the directors of the Company, the directors, the spouse, relatives and in-laws up to the fourth degree of the directors of the companies controlled by it, of the companies that control it and of those subject to common control;
- (iii) those who are linked to the Company or its subsidiaries or to the companies that control it or to those under common control or to the directors of the company and to the persons referred to in letter b) (collectively, "**Relevant Persons**") by self-employment or subordinate employment relationships or by other relationships of a financial or professional nature that compromise their independence

In the meeting of 28/01/2026, the Board of Directors therefore defined the following Criteria, applicable to requirement (iii), in order to assess whether any "financial or professional relationships" maintained by the director with the Relevant Persons are such as to compromise their independence.

1. QUANTITATIVE CRITERIA

According to the resolutions of the Company's Board of Directors, a director's independence is deemed to be impaired where "**relationships of a financial or professional nature**" are maintained by the director—directly or indirectly—with the Relevant Parties, and such relationships result in the exceeding of one of the following thresholds during a financial year:

- the recognition in favour of the director of total remuneration and income, individually or cumulatively, of an amount exceeding Euro 100,000.00; or in the event of exceeding the aforementioned threshold
- the recognition in favour of the director of total remuneration and income, individually or cumulatively, exceeding 30% of the director's annual income.

Where relationships with the Relevant Parties are maintained by the director **indirectly**—for example, through controlled companies or as a partner of a professional firm or consulting company (hereinafter, the "Legal Entity")—relationships are generally considered significant where they result, whether individually or cumulatively, in annual economic compensation exceeding **30% of the Legal Entity's annual turnover**.

For the purposes of the assessment, **additional remuneration** received by the director for roles within the Company is deemed "significant" where, on an aggregate annual basis, it exceeds **50% of the fixed annual remuneration** received by such director for the office of director of the Company. The additional remuneration to be taken into account in assessing independence requirements includes **any additional compensation** granted by the Company, or by its subsidiaries or parent companies, including indirectly, in addition to the fixed remuneration for the office and the remuneration received for participation in any internal board committees.

1. QUALITY CRITERIA

Even if the Quantitative Criteria are not met, a financial or professional relationship is to be considered "significant" if it is deemed by the Board of Directors to be suitable for influencing the independence of judgment and independence of a director of the Company in the performance of his or her duties.

Therefore, by way of example, the professional relationship with the Relevant Persons relating to important transactions of the Company and any group headed by it may be considered "significant".

The significance of the relationships is assessed taking into account the overall professional activity normally carried out by the director, the tasks normally entrusted to him, as well as the relevance that these relationships may assume for the director in terms of reputation.

In addition to the above, the Board of Directors has the right to consider as relevant, for the purposes of assessing the independence of the director, any further element deemed useful and/or appropriate in relation to the specific situations concerning the same (*e.g.*, position, individual characteristics and overall professional activity), adopting additional criteria and/or partially different from the Qualitative Criteria described, that in any case privilege substance over form.

In particular, the Board of Directors may, among other things, give adequate justification at the time of resolution:

- also take into consideration relationships which, although devoid of content and economic character or economically insignificant, are particularly relevant for the prestige of the director concerned or likely to have a concrete impact on his independence and autonomy of judgment;
- evaluate, on the basis of concrete circumstances, the existence and/or maintenance of the independence requirements for a director even in the presence of one of the Criteria adopted.