

## **ESG GOVERNANCE OVERSIGHT**



ENAV's corporate governance structure, in line with the social relevance of its activities, is geared towards achieving the sustainable success of the company, through the creation of value over the medium to long term and the balancing of the interests of all stakeholders.

#### **Board of Directors**

The Board of Directors plays a leading role in guiding the sustainable success of the Company. It defines strategies and monitors their implementation, pursuing an ethical and socially responsible business model.

The Board of Directors periodically monitors and supervises the implementation and alignment of the ESG strategic objectives and, in particular, supervises risks related to climate change, ensuring that the strategic decisions climate challenges and opportunities into account.

In addition, the Board of Directors approves:

- The Sustainability Plan, which defines relevant ESG projects in line with the Group's industrial strategy;
- Corporate communication on sustainability at Group level (Consolidated Sustainability Report).

## **Sustainability Committee**

# The Committee supports the Board of Directors on sustainability matters.

The internal Committee, composed of all nonexecutive and independent directors, has consultative and recommendatory duties on ESG issues.

It monitors ESG strategies and also reviews structure and content of the Consolidated Sustainability Report.

The Committee may issue opinions on specific sustainability issues, such as suggesting corrective and improvement measures to mitigate climate risks and capitalise on opportunities, overseeing sustainability policies (human rights, ethical business conduct) and stakeholder engagement.

# Control, Risks and Related Parties Committee

The integration of relevant ESG issues into the business is constantly monitored also from a risk perspective thanks to the Internal Control and Risk Management System (ICRMS) and the oversight that the Control, Risks and Related Parties Committee ensures in this area in supporting the activities of the Board of Directors.

### **Remuneration Committee**

# It assists the Board of Directors in the development of a policy for the remuneration of Directors and Top Management that is conductive to the Company's sustainable success. In this context, the Group's remuneration policy for Directors and Top Management includes short- and medium- to long-term sustainability targets.

# **Appointments and Governance Committee**

It supports the Board of Directors with investigative, propositional and advisory functions in evaluations and decisions on appointments.



## **ESG Steering Committee**

Its purpose is to ensure the coordination of processes and initiatives with potential ESG impacts, taking into account stakeholder requests and ensuring a constant flow of information on current policies and activities, as well as on guidelines, best practices and regulatory updates in the sector. This steering committee plays a key role in managing sustainability issues because, due to the organisational responsibilities given to it, the company members who compose the ESG Steering Committee are responsible for the management of all material impacts, risks and opportunities (IRO) and, therefore, for the implementation of the company's ESG commitments. The members of the ESG Steering Committee report directly to the Chief Executive Officer.

### **Chief Financial Officer**

At Group level, the CFO oversees the governance of economic, financial and sustainability processes, as well as financial and ESG disclosure and the strategic direction of related policies.

### **Head of Sustainability**

Reports directly to the Group Chief Financial Officer (CFO); is responsible for defining the ESG strategy and implementing related actions and is the executive role in charge of overseeing sustainability.

It develops sustainability initiatives and promotes the integration of ESG topics into the corporate strategy, also analysing the impact of business operations on climate change and coordinating the Group's decarbonisation initiatives.