

# Procedure for fulfilling obligations under art. 150, clause 1, consolidated finance acts

## Premise

This procedure (hereafter “Procedure ex 150”) is an integral part of art. 18 of the bylaws and is designed to provide a clear description of the rules of conduct the Company must comply with regarding notices to statutory auditors pursuant to art. 150 of the consolidated finance laws.

For the purposes of Procedure ex 150, the terms in capital letters not defined herein have the same meanings as when used in the Procedure for Significant Operations and Operations with Correlated Parties (“Procedure”).

## Art. 1 Type and frequency of information

Within 45 days of the end of each calendar quarter the Board submits to the statutory audit committee, through the executive directors, a written report on:

- a. activities carried out;
- b. major income, financial and equity operations (hereafter “Major Operations”) as indicated in art. 3 hereunder;
- c. operations with correlated parties;
- d. atypical or unusual operations;
- e. and any other activity or operation which the Board deems should be notified to the statutory auditors.

Operations which are the object of special communications in the course of Board meetings are not to be included in this report.

## Art. 2 Activities carried out

Information on activities carried out (see art. 1 above) refers to executive activities and the development of operations already voted by the Board, as well as the activities of Board committees. In particular, the report covers activities carried out by the executive directors, including any activities they carry out through Company structures or those of its subsidiaries, in the exercise of the powers assigned to them, including initiatives undertaken and projects commenced.

## Art. 3 Major operations

For the purposes of this procedure, Major Operations - as well as operations that are the exclusive reserve of the Board pursuant to art. 2381, Civil Code, the Company’s by-laws and the Procedure - are operations having parameters of importance half those indicated by the Procedure for operations with non-correlated parties.

Information on Major Operations focuses mainly on strategic ends, compatibility with budgets and industrial plans, executive details (including terms and conditions, also economic), developments and expected returns, as well as any negative implications for Group business.

## Art. 4 Operations with correlated parties

All Operations with Correlated Parties must be communicated to the statutory auditors, excepting those between Group companies:

- in compliance with the Transfer Pricing Policy (where applicable);
- at arm's length;
- typical;
- usual.

Information on Operations with Correlated Parties as defined in the preceding paragraph covers the underlying interest, the purpose within the context of the Group (in the case of operations with Group companies) and the executive details of such operations (including terms and conditions, also economic) and in particular the evaluation procedures used.

## Art. 5 Atypical or unusual operations and other operations

Information on atypical or unusual operations and on all other activities or operations about which it is deemed advisable to provide information shall make clear the underlying interest and illustrate how the operations will be implemented (detailing terms and conditions, also economic), with special focus on the evaluation procedures followed.

## Art. 6 Procedure for collecting information

To enable the executive directors to draw up the report indicated in art. 1 above, the following persons must provide the information detailed hereunder in a quarterly report (within 10 business days of the end of each quarter).

1. Those reporting direct to the executive directors must communicate to same (and in copy to the Group administration officer) on the activities carried out by their structures, highlighting in particular i) operations and activities indicated in art.1 a) to e) above, ii) executive activities and developments of operations already voted by the Board, and iii) activities carried out under the powers invested in the executive directors, including initiatives undertaken and projects commenced.
2. The secretaries/co-ordinators of the internal control committee, the human resources committee and the innovation and technology committee must provide the executive directors with information on their committees' activities (also in copy to the Group administration officer).

At the end of each calendar quarter, the Group administration officer collects the information thus provided and draws up a report (which must first be signed by an executive director) to submit to the statutory auditors within 45 days of the end of the quarter and in any case no later than the Board meeting called to approve the report for the period in question.