



RAI WAY S.p.A.

PROCEDURE FOR RELATED PARTY TRANSACTIONS

Text approved by the Board of Directors on 4 September 2014 and amended by resolution of the Board of Directors on 22 June 2021

TABLE OF CONTENTS

1.	INTRODUCTION	2
2.	DEFINITIONS	2
3.	RELATED PARTIES FUNCTION	5
4.	THE COMMITTEE	6
5.	EXEMPTIONS	8
	5.1. Transactions of Limited Value	8
	5.2. Certain types of intra-group transactions	8
	5.3. Regular Transactions	8
	5.4. Compensation and remuneration plans.....	9
	5.5. Transactions aimed at all shareholders on equal terms.....	9
	5.6. Instructions issued by Authorities	10
	5.7. Situations of urgency	10
	5.8. Periodic reporting on Related Party Transactions subject to exemption ..	10
6.	RULES GOVERNING RELATED PARTY TRANSACTIONS	10
	6.1. Transactions of Lesser Significance	10
	6.2. Transactions of Greater Significance.....	11
	6.3. Transactions attributed to the shareholders' meeting.....	12
	6.4. Framework Resolutions	13
	6.5. Related Party Transactions carried out by Subsidiary Companies	14
7.	COMMUNICATIONS	14
8.	GENERAL PROVISIONS	14

1. INTRODUCTION

This procedure (the “**Procedure**”) is adopted pursuant to article 2391-bis of the Italian Civil Code, the CONSOB regulation adopted with resolution No. 11971 of 14 May 1999 (the “**Issuers' Regulation**”) and the regulation adopted by CONSOB with resolution No. 17221 of 12 March 2010 and subsequent amendments and additions thereto (the “**CONSOB Regulation**”), also taking into account the indications and clarifications provided in its own communications by CONSOB itself.

The purpose of the Procedure is to establish the principles of conduct that Rai Way S.p.A. (“**Rai Way**” or the “**Company**”) is obliged to adopt in order to guarantee a correct management of operations with related parties. To this end, the Procedure: (i) determines the criteria and methods for identifying and mapping the Company's related parties, defining the criteria and timing for updating the list of related parties and the corporate structures responsible for its maintenance; (ii) establishes the principles for identifying related party transactions prior to their conclusion; (iii) regulates the procedures for carrying out - on behalf of the Company, also through its subsidiaries, trustees or intermediaries - related party transactions, identifying internal rules of conduct suitable for ensuring the transparency and substantive and procedural correctness of such transactions; and also (iv) establishes the procedures for fulfilling the related disclosure obligations.

This Procedure was approved by the board of directors of the Company on 4 September 2014, became effective as of the date of commencement of the trading of Rai Way's ordinary shares on the Electronic Stock Market organised and managed by Borsa Italiana S.p.A. and was amended by resolution of the Board of Directors on 22 June 2021, following opinion with the Committee (as defined below).

2. DEFINITIONS

- 2.1. Capitalised terms not expressly defined in this Procedure shall have the meaning attributed to them by the CONSOB Regulation.
- 2.2. In addition to the definitions contained in the Introduction, the capitalised terms and expressions used in this Procedure have the meaning attributed to them below, it being specified, however, that the same meaning applies to both the singular and the plural:

Independent Directors: the directors of the Company recognised as independent by the Company pursuant to art. 148, paragraph 3, of Legislative Decree No. 58 of 24 February 1998 (the “**TUF**”, Consolidated Law on Finance), and to the Corporate Governance Code, as well as pursuant to the pro-tempore sector regulations in force that may be applicable to Rai Way in relation to the activity carried out.

Directors Involved in the Transaction: the directors of the Company who have an interest in the Related Party Transaction, on their own behalf or on behalf of third parties, which conflicts with that of the Company.

Unrelated Directors: the directors of the Company other than the counterparty of a given transaction and the Related Parties of the counterparty.

Corporate Governance Code: the Corporate Governance Code for Listed Companies approved and published by the Corporate Governance Committee of Borsa Italiana S.p.A.

Related Parties Committee or Committee: the committee responsible for performing the functions under the CONSOB Regulation which are assigned by the Company to the committee appointed, from time to time, by the board of directors of the Company pursuant to Article 3, Recommendation 16 and Article 6, Recommendation 32 (c) of the Corporate Governance Code and currently referred to as the “Audit and Risk and Sustainability Committee”.

Related Parties Function: the internal structure of Rai Way, with the functions set forth in Article 3 below, formed by the manager in charge of drawing up the corporate accounting documents, the manager of the structure in charge of legal and corporate affairs and the manager of the Audit Function of the Company as well as - exclusively in relation to Related Party Transactions in which the Related Party is an Executive with Strategic Responsibilities and which concern remunerations and economic benefits, in any form, attributed or assigned to that same person - the human resources and organisation manager.

Significant Interest: the interest of a Related Party of the Company such as to lead an independent person, acting with professional diligence, to believe that such Related Party may obtain, directly or indirectly, an advantage or disadvantage of any kind from the execution of a certain transaction with one or more other Related Parties.

In particular, it is considered a significant interest, with respect to a company, to hold - directly or indirectly - a share of more than 5% (five per cent) of the share capital or to share, between the company and the Subsidiary or Associated Company with which the transaction is carried out, one or more directors or other Executives with Strategic Responsibilities who benefit from incentive plans based on financial instruments (or in any case from variable remuneration) that depend, directly and to a significant extent, on the results achieved by that Subsidiary or Associated Company.

Transactions of Limited Value: Related Party Transactions in which - without prejudice to the application of any other grounds for exclusion provided for by this Procedure - the foreseeable maximum compensation or the foreseeable maximum value of the services to be provided by the Company does not exceed, for each transaction, or even cumulatively over the year in the case of Related Party Transactions concluded with the same Related Party which are homogeneous or carried out in execution of a unitary plan, the threshold of Euro 200,000.00 (two hundred thousand/00) with the exception of the following specific thresholds:

- (i) with reference to Related Party Transactions in which the Related Party is (a) a natural person - without prejudice to point (ii) below - or (b) a legal person or another entity (including professional associations) that is a Related Party by virtue of existing links with a natural person referred to in letter (a), the above threshold is Euro 70,000 (seventy thousand/00);
- (ii) with reference to Related Party Transactions in which the Related Party is an Executive with Strategic Responsibilities and the Related Party Transaction concerns the remuneration and economic benefits, in any form, attributed or assigned to the same, the above threshold is equal to Euro 50,000 (fifty thousand/00) or, only in the cases in which the same transaction concerns the fixed component of the

remuneration of an Executive with Strategic Responsibilities other than Non-Executive Directors and Statutory Auditors, to Euro 25,000 (twenty-five thousand/00) considered, for the purposes of the relative calculation, on an annual basis.

Transactions of Greater Significance: Related Party Transactions - including transactions of the same type or carried out in execution of a unitary plan with the same Related Party or with subjects related to both this party and to the Company - in which is exceeded at least one of the significance indicators set forth in Annex 3 to the CONSOB Regulation.

Transactions of Lesser Significance: Related Party Transactions other than Transactions of Greater Significance and Transactions of Limited Value.

Regular Transactions: Related Party Transactions, including those that qualify as Transactions of Greater Significance, which:

1. are carried out as part of the regular business or related financial activities of the Company, or of the Subsidiary Company in the case of Related Party Transactions in which the Subsidiaries are parties;
2. are concluded under market equivalent or standard terms, i.e:
 - (i) on terms similar to those usually applied to unrelated parties for transactions of similar nature, size and risk;
 - (ii) on terms based on regulated tariffs or imposed prices;
 - (iii) on terms corresponding to those applied to parties with whom the company is obliged by law to contract for a specific compensation; or
 - (iv) at the end of an open competition.

Related Party: a party defined as such by the international accounting standards adopted from time to time in accordance with the procedure referred to in article 6 of regulation (EC) No. 1606/2002.

Unrelated Shareholders: subjects that have the right to vote at the Company's Shareholders' Meeting which are different from the counterparty to a given transaction and from subjects related both to the counterparty to a given transaction and to the Company.

- 2.3. The terms “**Related Parties**” (as indicated above) as well as “**Related Party Transactions**”, “**Control**”, “**Joint Control**”, “**Significant Influence**”, “**Executives with Strategic Responsibilities**”, “**Close Family Members**” have the meaning attributed to them by the international accounting standards adopted in accordance with the procedure set forth in article 6 of regulation (EC) No. 1606/2002 in force from time to time, and for “**Subsidiary Companies**”, “**Associated Companies**” and “**Joint Ventures**” are intended, consequently, those qualifying as such on the basis of the aforementioned standards.
- 2.4. The interpretation of the definitions of Related Party and Related Party Transaction and of the other definitions set forth in paragraph 2.3 above is made by referring to all the international accounting standards adopted in accordance with the procedure set forth in

art. 6 of Regulation (EC) No. 1606/2002. When examining each relationship with Related Parties, the focus must be on the substance of the relationship and not simply on its legal form.

- 2.5. In the Appendix to this Procedure is reported, for ease of reading, the definition of Related Party Transaction and Related Party pursuant to the international accounting standards adopted in accordance with the procedure as per article 6 of the regulation (EC) No. 1606/2002 currently in force, as well as the additional definitions functional to them provided by the same international accounting standards. For the purposes of this Procedure, the international accounting standards adopted in accordance with the procedure referred to in article 6 of the regulation (EC) No. 1606/2002 in force at the time of the commencement of negotiations relating to the Transaction shall be considered. The Appendix shall be deemed to be automatically updated to reflect changes in the relevant accounting standards, without applying the provisions established for amending this Procedure. Each update of the Appendix shall be promptly reported to the Committee by the Related Parties Function.

3. RELATED PARTIES FUNCTION

- 3.1. The Related Parties Function, with the help of the structures that report to its members, has the task of:
- (i) supervising the mapping of Related Parties, in order to allow the relative list to be promptly updated and in any case at least quarterly, specifying that in those cases where the identification of a Related Party is complex or controversial, the Related Parties Function may avail itself of the assistance and advice of one or more experts and may request an opinion from the Committee; to this end, the head of the Audit Function, as a member of the Related Parties Function, is responsible for reporting to the Committee cases in which the identification of a Related Party is complex or controversial;
 - (ii) overseeing the investigation relating to the identification of Transactions of Greater Significance and Transactions of Lesser Significance, making sure that for each of them the specific decision-making process set forth in this Procedure is respected;
 - (iii) assisting the board of directors and/or the delegated bodies in assessing the existence of exemption hypotheses pursuant to Article 5 below;
 - (iv) guaranteeing the transparency, documentary evidence and traceability of transactions carried out with Related Parties, even in the case of transactions that are exempt pursuant to Article 5 below;
 - (v) assisting the Committee in exercising its functions pursuant to this Procedure and the CONSOB Regulation.
- 3.2. For the purposes of identifying Transactions of Greater Significance, the executive responsible for preparing the corporate accounting documents, in his capacity as a member

of the Related Parties Function:

- (i) identifies and periodically updates the values shown in Annex 3 to the CONSOB Regulation, on the basis of which the significance indicators are calculated; and
- (ii) records and updates the countervalues of transactions that are homogeneous in nature or form part of a unitary plan, which are entered into with the same Related Party or with parties related both to the latter and to the Company, as well as the countervalues of any transaction entered into in execution of the same framework resolutions, as provided for in Paragraph 6.4 below, without prejudice to the application of one of the exemption cases provided for in Article 5 below.

4. THE COMMITTEE

- 4.1. The composition of the Committee must meet the requirements established by the CONSOB Regulation for the purposes of assessing Transactions of Lesser Significance and Transactions of Greater Significance and the additional tasks assigned to the Committee pursuant to this Procedure.
- 4.2. In the event of dissolution, for any reason whatsoever and where permitted, of the committee appointed, from time to time, by the Company's board of directors pursuant to art. 3, Recommendation 16 and art. 6, Recommendation 32 (c) of the Corporate Governance Code to which the Company assigns the functions of the Committee, the board of directors of the Company shall proceed directly to establish a new Committee, identifying the directors called upon to be members on a permanent basis, even by assigning the relative functions to one of the committees already established within itself, the composition of which meets the requirements established by the CONSOB Regulation for the purposes of assessing Transactions of Lesser Significance and Transactions of Greater Significance and the additional tasks assigned to the Committee itself. If, in relation to a specific Related Party Transaction, there are one or more directors within the Committee who are counterparty to the transaction or Related Parties to the counterparty, these shall be replaced with Unrelated Directors, including Independent Directors if that's the case pursuant to the Consob Regulation, to be identified among those who have been members of the Company's board of directors for the longest time or, in the event of equal seniority in the position, with the older member. If the director to be replaced is also chairman of the Committee, the chairmanship shall go to the Unrelated Independent Director with the longest seniority as a member of the Committee or, failing that, as a member of the board of directors.
- 4.3. If, for any reason, the Committee is not composed by the number of Independent Directors and/or Unrelated Directors required by the CONSOB Regulation in relation to a specific Related Party Transaction and it is not possible to make a replacement pursuant to Paragraph 4.2 above, the Committee's functions shall be performed by the Unrelated Independent Director(s) present. If there are no Unrelated Independent Directors, these functions will be carried out by the board of statutory auditors of the Company or by an independent expert appointed by the board of directors with the favourable opinion of the

board of statutory auditors or lastly, if for any reason it is not possible to proceed in any of the above ways, the transaction must be authorised in advance by the shareholders' meeting in accordance with art. 2364, paragraph 5, of the Italian Civil Code.

- 4.4. It is understood that, in case of involvement of the board of statutory auditors acting as the Committee pursuant to Paragraph 4.3 above, the statutory auditors who have an interest, on their own behalf or on behalf of third parties, in the execution of the Related Party Transaction shall be required to inform the remaining members, specifying the nature, terms, origin and extent of such interest.
- 4.5. The mode of operation, the decision-making procedures and the determination of majorities within the Committee are the same as those described in the Company's articles of association for decisions by the board of directors, without prejudice to compliance with the relevant provisions of the CONSOB Regulation.
- 4.6. In case the Company is subject to management and co-ordination activities, for Related Party Transactions influenced by these activities, the opinions issued by the Committee or by the persons referred to in Paragraph 4.3 above shall give a precise indication of the reasons and convenience of the transaction, if necessary also in the light of the overall result of the management and co-ordination activities, or of transactions designed to fully eliminate the damage resulting from the single Related Party Transaction.
- 4.7. The Committee may choose to be assisted by one or more independent experts with recognised skills and experience in the issues involved in the transaction, to be appointed by the chief executive officer upon recommendation by the Committee itself and with expenses to be borne by the Company. The Committee shall verify in advance the independence of the experts, taking into account the reports indicated in paragraph 2.4 of Annex 4 to the CONSOB Regulation. With reference to each Transaction of Lesser Significance, the maximum amount of expenditure shall be equal to 0.5% (zero point five per cent) of the transaction value and, in any case, shall not exceed Euro 20,000.00 (twenty thousand/00), unless a waiver is granted by the board of directors due to particular needs or circumstances. In any event, the Committee is responsible for managing relations with the independent experts, and the opinions of said experts are to be provided to the Committee itself. The appointment of an independent expert may not be entrusted to persons who:
 - (i) are counterparties to the transaction;
 - (ii) are Related Parties of the Company and/or related parties of the counterparty to the transaction;
 - (iii) are actually having, or have had in the past, economic, patrimonial and/or financial relationships with: (a) the Company or the counterparty in the transaction; (b) entities that control the Company or the counterparty in the transaction; (c) companies controlled by the Company or by the counterparty in the transaction and companies subject to common control with the Company or the counterparty in the transaction; and/or (d) directors of the companies indicated in points (a), (b) and (c) above, to the extent that such present or past relationships are likely to compromise their independence and autonomous judgement; or

(iv) are partners or directors of a company or an entity related to the company that is appointed to audit the Company's accounts.

4.8. The selected independent expert, prior to the conferral of the mandate, must declare his or her own independence, indicating any economic, patrimonial and financial relation pursuant to Paragraph 2.4 of Annex 4 to the CONSOB regulation, giving reasons why such relations are not relevant for the purposes of assessing independence, as well as any other information useful for assessing independence.

5. EXEMPTIONS

The CONSOB Regulation and this Procedure do not apply to Related Party Transactions: I) as per paragraphs 5.1, 5.4 (a) and (b), 5.5 and 5.6, pursuant to the provisions of art. 13 - paragraphs 2, 1, 1-bis and 4 respectively - of the CONSOB Regulation, and II) as per paragraphs 5.2, 5.3, 5.4, (i) and (ii), as well as 5.6 and 5.7, pursuant to what is allowed by art. 13 - paragraphs 3, 4 and 6 respectively - of the CONSOB Regulation.

5.1. Transactions of Limited Value:

The provisions of this Procedure do not apply to Transactions of Limited Value.

5.2. Certain types of intra-group transactions

The provisions of this Procedure shall not apply to Related Party Transactions with or between Subsidiary Companies, even jointly, as well as to those with Associated Companies, provided that within the Subsidiaries or the Associates that are counterparties to the transaction there are no Significant Interests from other Related Parties of the Company. In this case, the disclosure requirements set forth in art. 5, paragraph 8, of the CONSOB Regulation shall remain effective.

5.3. Regular Transactions

The provisions of this Procedure shall not apply to Regular Transactions, it being understood that, if they are Transactions of Greater Significance, and without prejudice to the provisions of Article 17 of regulation (EU) No. 596/2014 and Article 6 of the CONSOB Regulation:

- (i) the Company, within the deadline indicated in art. 5, paragraph 3, of the CONSOB Regulation, will notify CONSOB and, through the Related Parties Function, the Independent Directors who shall express opinions on Related Party Transactions, the counterparty, the object, the consideration of the transactions that have benefited from the exclusion as well as the reasons why the transaction is considered a Regular Transaction, providing objective evidence;
- (ii) the Company shall indicate in the interim management report and in the annual management report, as part of the information required by art. 5, paragraph 8, of the CONSOB Regulation, which of the transactions subject to the disclosure requirements indicated in the latter provision were concluded with recourse to the exclusion provided for in this Paragraph.

In any case, the information obligations provided for by art. 5, paragraph 8, of the CONSOB Regulation remain valid.

The exemption referred to in this Paragraph does not apply to Regular Transactions executed with the entity that Controls the Company.

The Independent Directors expressing opinions on Related Party Transactions, based on the information received pursuant to letter (i) of this Paragraph 5.3, shall verify without delay, and in any case within 7 (seven) days of the communication, the proper application of the exemption conditions for the Transactions of Greater Significance defined as Regular Transactions.

5.4. Compensation and remuneration plans

The provisions of this Procedure shall not apply to resolutions:

- (a) as per article 2389, paragraph 1, of the Italian Civil Code, relating to the compensation due to the members of the board of directors and of the executive committee, if appointed, and to resolutions concerning the remuneration of directors holding particular offices that fall within the overall amount previously determined by the shareholders' meeting pursuant to article 2389, paragraph 3, of the Italian Civil Code;
- (b) as per art. 2402 of the Italian Civil Code, relating to the compensation due to the members of the Board of Statutory Auditors.

Without prejudice to the obligations set out in art. 5, paragraph 8, of the CONSOB Regulation, the provisions of this Procedure shall also not apply to:

- (i) compensation plans based on financial instruments approved by the shareholders' meeting pursuant to Article 114-bis of the TUF and to the related executive transactions;
- (ii) resolutions - other than those referred to in points (a) and (b) above - concerning the remuneration of directors holding special offices as well as other Executives with Strategic Responsibilities, provided that:
 - the Company has adopted a remuneration policy approved by the shareholders' meeting;
 - a committee composed exclusively by non-executive directors, the majority of whom are Independent Directors, was involved in defining the remuneration policy;
 - the remuneration awarded is identified in accordance with such policy and quantified on the basis of criteria not involving discretionary assessments.

5.5. Transactions aimed at all shareholders on equal terms

This Procedure does not apply to transactions aimed at all shareholders on equal terms,

including:

- (a) capital increases in option, including those servicing convertible bonds, and free capital increases pursuant to article 2442 of the Italian Civil Code;
- (b) demergers in the strict sense, whether total or partial, with proportional share allocation criteria;
- (c) reductions in share capital by means of reimbursement to shareholders pursuant to article 2445 of the Italian Civil Code and purchases of treasury shares pursuant to article 132 of the TUF.

5.6. Instructions issued by Authorities

Without prejudice to the provisions of art. 5 of the CONSOB Regulation, this Procedure does not apply to transactions to be carried out on the basis of instructions for stability purposes issued by supervisory authorities, or on the basis of instructions issued by the parent company for the execution of instructions issued by supervisory authorities in the interest of group stability.

5.7. Situations of urgency:

Without prejudice to the provisions of art. 5 of the CONSOB Regulation, where applicable, and to the competence of the board of directors in the cases referred to in Paragraph 6.2 (a), in cases where the Related Party Transaction does not fall within the competence of the shareholders' meeting and does not need to be authorised by it, and provided that it is allowed by the Company's articles of association, the provisions of this Procedure do not apply to Related Party Transactions that are approved in situations of urgency, provided the compliance with the safeguards referred to in art. 13, paragraph 6, of the CONSOB Regulation.

5.8. Periodic reporting of Related Party Transactions subject to exemption

Without prejudice to the provisions of Paragraph 5.3 (i) dealing with Regular Transactions, the Related Parties Function shall inform at least once a year the Independent Directors who express opinions on Related Party Transactions about Transactions of Greater Significance for which one of the cases of exemption has been identified pursuant to Paragraphs from 5.1 to 5.7 above.

6. RULES GOVERNING RELATED PARTY TRANSACTIONS

6.1. Transactions of Lesser Significance

- (a) The board of directors and the bodies with delegated powers shall approve Transactions of Lesser Significance subject to the reasoned and non-binding opinion of the Committee, which shall express its views on the Company's interest in carrying out the transaction as well as on the appropriateness and substantive fairness of the related conditions (this opinion shall be attached to the minutes of the Committee meeting). In cases where the

Transaction of Lesser Significance is, for whatever reason, resolved by the Board of Directors, including the cases referred to in art. 2391, first paragraph, second part, of the Italian Civil Code, the Directors Involved in the Transaction are required to abstain from voting on the relative resolutions, even though their presence is counted for the purposes of the constituent quorum provided for by the law and by the articles of association and without prejudice to the fact that they may participate in the discussion during the meeting.

- (b) The chairman of the board of directors and/or the chief executive officer of the Company shall ensure that the members of the Committee receive in a timely manner, by email or other electronic means provided for by the Company (i.e. by fax), complete and adequate information concerning the Transaction of Lesser Significance as well as, in the case of transactions defined as standard or equivalent, objective evidence in this regard. If the Transaction of Lesser Significance falls within the competence of the board of directors, the chairman or the chief executive officer shall ensure that the same information is promptly transmitted to the directors and members of the board of statutory auditors, by email or other electronic means provided for by the Company, i.e. by fax.
- (c) In case the transaction falls within the board's jurisdiction, the Committee must provide its opinion prior to the final approval of the Transaction of Lesser Significance by the board of directors. In other cases, before the Company undertakes to execute it.
- (d) Resolutions of the board of directors approving a Transaction of Lesser Importance must be properly justified, taking into account the benefit for the Company once the transaction is executed, together with the fairness and appropriateness of the underlying terms and conditions.
- (e) The delegated bodies shall report at least quarterly to the board of directors and to the board of statutory auditors concerning the execution of Transactions of Lesser Significance.
- (f) Without prejudice to the provisions of article 17 of regulation (EU) No. 596/2014 and art. 6 of the CONSOB Regulation, within fifteen days from the end of each quarter of the financial year the Company shall make available to the public, at the registered office and in the manner indicated in Title II, Chapter I, of the Issuers' Regulation, as well as on its website, a document indicating the counterparty, the object and the consideration of the Transactions of Lesser Significance approved in the quarter of reference in the presence of a negative opinion of the Committee (or of the other parties set out in Paragraph 4.4 above), as well as the reasons why it was decided not to agree with this opinion. Negative opinions of the Committee (or of the other parties indicated above in Paragraph 4.4) are attached to the document.

6.2. **Transactions of Greater Significance**

- (a) The board of directors is the sole body responsible for approving Transactions of Greater Significance. The Directors Involved in the Transaction shall abstain from voting on the related resolutions, even though their presence is counted for the purposes of the constituent quorum provided for by the law and by the articles of association and without prejudice to the fact that they may participate in the discussion during the meeting.
- (b) The Committee shall be promptly involved in the negotiation and preliminary investigation phase, receiving complete and detailed information concerning the Transactions of Greater

Significance, pursuant to the provisions of Paragraph 6.1(b) above, with the faculty of requesting further information and providing observations to the delegated bodies or entities responsible for conducting the negotiations or investigation. The Committee may delegate one or more of its members for this purpose. Sections 6.1(c) and 6.1(d) above shall apply mutatis mutandis to the Committee.

- (c) The board of directors resolves on Transactions of Greater Significance:
 - (i) based on the favourable opinion of the Committee in the interest of the Company upon completion of the transaction as well as on the appropriateness and substantive fairness of the related conditions (this opinion shall be attached to the minutes of the Committee meeting); or
 - (ii) with the favourable vote of the majority of the Unrelated Independent Directors present on the board (without prejudice to the majorities required for the adoption of board resolutions pursuant to the law and the articles of association).
- (d) Even in the event of an unfavourable opinion by the Committee or, as appropriate, of a dissenting majority vote by the Independent Unrelated Directors, the board of directors may approve a Transaction of Greater Importance under the following circumstances: (i) if permitted by the Company's articles of association, the ordinary shareholders' meeting has previously authorised the transaction; (ii) provided that the Unrelated Shareholders attending the meeting at the time of voting represent at least ten per cent of the share capital with voting rights, the majority of such Unrelated Shareholders do not vote against the transaction. To this end, prior to the start of shareholder resolutions, those with voting rights are required to report any connections they may have with the specific transaction to be approved, or to provide a written statement of the lack thereof.
- (e) Within the terms and according to the procedures established by art. 5 of the CONSOB Regulation, the Company makes available to the public an information document drawn up in accordance with Annex 4 to the same CONSOB Regulation.

6.3. Transactions attributed to the shareholders' meeting

- (a) If the transaction to be carried out falls within the competence of the Shareholders' Meeting or has to be authorised by it, the same procedures indicated in Sections 6.1 and 6.2 above shall be followed, mutatis mutandis, making the distinction as to whether it is a Transaction of Greater Importance or a Transaction of Lesser Importance. In such cases, the Committee must issue a reasoned opinion at the time of the approval, by the Board of Directors of the Company, of the resolution proposal to be submitted to the shareholders' meeting.
- (b) Proposed resolutions relating to Transactions of Greater Significance may be approved even in the presence of a contrary opinion from the Committee or the persons indicated in Paragraph 4.4 above. In this case, the board of directors shall not implement the resolutions of the shareholders' meeting or carry out the management actions authorised by the same if - without prejudice to the compliance with the constituent and resolution quorums required for the adoption of shareholders' resolutions, both ordinary or extraordinary - the resolutions in question are not approved also with the favourable vote of the majority of

the voting Unrelated Shareholders, provided that the latter represent at least ten per cent of the share capital with voting rights at the meeting. To this end, prior to the start of shareholder resolutions, those with voting rights are required to report any connections they may have with the specific transaction to be approved, or to provide a written statement of the lack thereof.

- (c) Where expressly permitted by the articles of association, the procedures may provide that, in cases of urgency connected with situations of corporate crisis, without prejudice to the provisions of article 5 of the CONSOB Regulation (where applicable), Related Party Transactions may be implemented as an exception to the provisions of letters (a) and (b) above, provided that, at least 21 days before the date of the shareholders' meeting called to resolve, they are made available to the public in the manner indicated in Title II, Chapter I, of the Issuers' Regulation:
- (i) a report of the board of directors providing adequate reasons for the urgency of the matter; and
 - (ii) a report by the board of statutory auditors, containing the assessment given by the monitoring body of the existence of the reasons for urgency, it being understood that in the event of a negative assessment, letter (b) above of this Paragraph shall apply. By the end of the day following the meeting, the Company shall make available to the public, according to the procedures indicated in Title II, Chapter I, of the Issuers' Regulation, the information regarding the results of the vote, with particular regard to the number of total votes cast by Unrelated Shareholders.

6.4. Framework Resolutions

- (a) The board of directors may approve, with a single resolution, a series of homogeneous Related Party Transactions with the same Related Parties or with certain categories of Related Parties.
- (b) In the case referred to in letter (a) above, without prejudice to the provisions of Article 5 above:
 - (i) the provisions of Paragraphs 6.1 and 6.2 above apply to the framework resolution of the administrative body according to the expected maximum amount of the Related Party Transactions that are the subject to it, considered cumulatively;
 - (ii) the provisions of articles 6.1 and 6.2 above do not apply to single Related Party Transactions concluded in execution of a framework resolution of the board of directors, provided that the resolution:
 - (1) is effective for no more than one year;
 - (2) refers to Related Party Transactions that are sufficiently determined;
 - (3) indicates the foreseeable maximum amount of transactions that may be carried out in implementation of the resolution during the period in which the resolution is effective;

- (4) contains an adequate explanation of the terms of the transactions;
- (iii) on a quarterly basis, the chairman or the chief executive officer shall report to the board of directors on the implementation of the framework resolutions;
- (iv) in case the foreseeable maximum amount of Related Party Transactions concluded in execution of a framework resolution of the board of directors exceeds the relevance threshold referred to in the definition of “Transactions of Greater Significance”, the Company makes available to the public, within the terms and according to the procedures set out in art. 5 of the CONSOB Regulation, an information document prepared in accordance with Annex 4 to the CONSOB Regulation.

6.5. Related Party Transactions carried out by Subsidiary Companies

- (a) The Procedure also applies to Related Party Transactions in which Subsidiaries are parties and which are examined in advance by the board of directors or by an Executive with Strategic Responsibilities of the Company, it being understood that the provisions of Article 5 above also apply to Related Party Transactions in which Subsidiaries are parties. In order to implement the provisions of letter (a) above, Subsidiaries shall promptly inform the chief executive officer of the Company and the Related Parties Function of the Related Party Transactions that they intend to approve, transmitting the information and documentation required to implement the provisions of this Procedure.

7. COMMUNICATIONS

- (a) The Related Parties of the Company, including the person who controls the Company itself, shall promptly communicate to the Related Parties Function all the necessary information to allow the Company to comply with the obligations provided for by the CONSOB Regulation and the Procedure.
- (b) Without prejudice to the publication of this Procedure on the Company’s website and to any further provisions of the Consob Regulation, the Related Parties Function, with the help of the structures reporting to its members, shall ensure that an updated copy of the Procedure is sent to the Company’s Parent Company, to the Executives with Strategic Responsibilities, as well as to Company’s executives other than the latter, to the Subsidiary Companies, the Associated Companies and the Joint Ventures.
- (c) Subsidiary Companies, Associated Companies and Joint Ventures shall promptly notify the Related Parties Function of any acts of disposition or purchase of shares in other companies that might result in a change in their respective scope of consolidation and/or in the acquisition or loss of Significant Influence.
- (d) The chief executive officer, also through his delegates, and the relevant corporate structures, as well as, in particular, the Subsidiaries, shall ensure that all Related Party Transactions approved and concluded pursuant to this Procedure are promptly notified to

the executive responsible for preparing the Company's financial reports, for the purposes of disclosure obligations provided by art. 154-bis of the TUF.

8. GENERAL PROVISIONS

- (a) In the event of amendments to the provisions of the TUF and/or the Issuers' Regulation and/or the CONSOB Regulation, the references to the articles thereof in this Procedure shall be deemed to refer, in case the articles have the same content, to the amended provisions.
- (b) If, as a result of changes in the law or regulations, the content of one or more articles contained in this Procedure should become contrary to the applicable regulations, they shall be deemed to be automatically replaced.
- (c) The board of directors, with the support of the Related Parties Function, shall assess at least every two years whether to revise the Procedure, taking into account, inter alia, any changes in the ownership structure, any legislative and regulatory changes, the information received pursuant to Paragraph 5.8 and Paragraph 5.3 (i), the results of the activities of verification carried out pursuant to Paragraph 5.3, last paragraph, and, more in general, the effectiveness of the procedures in practice. Any amendment shall be approved with the prior approval of the Committee.

Appendix

DEFINITIONS OF RELATED PARTIES AND RELATED PARTY TRANSACTIONS AND DEFINITIONS FUNCTIONAL TO THEM PURSUANT TO THE INTERNATIONAL ACCOUNTING STANDARDS

1. Definitions of related parties and related party transactions pursuant to the international accounting standards

Related Parties

A Related Party is a person or entity that is related to the reporting entity.

- (a) A person or a close family member of that person is related to a reporting entity if such person:
 - (i) has control or joint control over the reporting entity;
 - (ii) has significant influence over the reporting entity; or
 - (iii) is one of the executives with strategic responsibilities of the reporting entity or one of its parents.

- (b) An entity is related to a reporting entity if any of the following conditions applies:
 - (i) the entity and the reporting entity are members of the same group (which means that each parent, subsidiary and company of the group is related to the others);
 - (ii) an entity is an associate or joint venture of the other entity (or an associate or joint venture that is part of a group of which the other entity is a member);
 - (iii) both entities are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is represented by a post-employment benefit plan in favour of the employees of the reporting entity or of an entity related to the reporting entity;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has a significant influence over the entity or is one of the executives with strategic responsibilities of the entity (or of a parent of the entity);
 - (viii) the entity, or any member of a group to which it belongs, provides key management services with strategic responsibilities to the reporting entity or to the reporting entity's parent (IAS 24, paragraph 9).

Regarding the definition of related party, an associate includes the subsidiaries of the associate and a joint venture includes the subsidiaries of the joint venture. Therefore, for example, a subsidiary of an associate and the investor that has significant influence over the associate are related to each other [IAS 24, paragraph 12].

Related Party Transactions

A related party transaction is a transfer of resources, services or obligations between an entity and a related party, regardless of whether a price is charged [IAS 24, paragraph 9]

2. Definitions functional to those of “Related Parties” and “Related Party Transactions” pursuant to the international accounting standards

The terms “control”, “joint control” and “significant influence” are defined in IFRS 10, IFRS 11 (Arrangements for Joint Control) and IAS 28 (Investments in Associates and Joint Ventures) and are used with the meanings specified in those IFRSs [IAS 24, paragraph 9].

Executives with Strategic Responsibilities

Executives with strategic responsibilities are those individuals who have the power and responsibility, directly or indirectly, of planning, directing and controlling the activities of the company, including directors (whether executive or otherwise) of the company itself [IAS 24, paragraph 9].

Close Family Members

Close family members of a person are those family members who are expected to influence, or be influenced by, that person in their relation with the society, including:

- (a) the children and spouse or partner of that person;
- (b) the children of that person's spouse or partner;
- (c) the dependants of that person or that person's spouse or domestic partner [IAS 24, par. 9].