
SOGEFI S.P.A.

RULES FOR

RELATED-PARTY TRANSACTIONS

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1. FOREWORD

This procedure for related party transactions (**Procedure**) was approved by the Board of Directors of SOGEFI S.p.A. (the **Company**), at the meeting held on October 19 2010, after first hearing the favourable opinion of the Internal Control Committee, to which the Board of Directors of the Company had – with its resolution of July 22 2010 – entrusted the work relating to the valuation of the transparency and the substantial and procedural correctness of transactions with related parties, in accordance with the terms of Consob Resolution no. 17221 of March 12 2010 and subsequent amendments (**Consob Regulations**).

The Procedure was adopted in accordance with the terms of Article 2391-*bis* of the Civil Code and also of Articles 113-*ter*, 114, 115 and 154-*ter* of Legislative Decree no. 58 of February 24 1998 (**Consolidation Law**), and with the rules adopted with Resolution no. 11971 of May 14 1999 and subsequent amendments and additions (**Regulations for Issuers**). The Procedure takes effect as from December 1 2010.

The Procedure has the purpose of establishing principles of conduct that the Company is required to adopt in order to guarantee that transactions with related parties are managed correctly. To this end, the Procedure (i) sets out the criteria and the procedures for the identification of the Company's related parties and defines the criteria for updating the list of related parties; (ii) sets out the principles for identifying related party transactions; (iii) regulates the procedures for the Company to carry out related party transactions, even through subsidiaries, fiduciaries or an intermediary, identifying appropriate internal rules of conduct to ensure that these transactions are transparent and substantially and procedurally correct; (iv) sets out the procedures for fulfilling disclosure obligations on related parties transactions.

This Procedure is an essential part of the system of internal control of the group headed by the Company and of the organizational model as per the provisions of Legislative Decree no. 231 of June 8 2001. The Procedure also has validity as instructions given by the Company to its subsidiaries in accordance with the terms of Article 114, paragraph 2, of the Consolidation Law.

The Board of Directors of the Company assesses at regular intervals – even in the light of changes to the shareholding structure of the Company and in any case at least once a year – the need to modify and integrate this Procedure, taking into account any legislative and/or regulatory changes and any future market practice.

2. DEFINITIONS

- 2.1 Unless indicated otherwise, definitions given in the Consob Regulation and its annexes shall apply.
- 2.2 For the purposes of this Procedure the following definitions shall also apply:
- 2.2.1 “**Related Directors**”: the directors who, in relation to a specific transaction, are the counterparty of the transaction or are related parties of the counterparty.
- 2.2.2 “**Independent Directors**”: the directors recognized as independent by the Company in accordance with the terms and criteria for application of the Code of Conduct for Listed Companies promoted by Borsa Italiana S.p.A., to which the Company declared to comply with, as it stated in its Report on Corporate Governance and Ownership

Structure published pursuant to Article 123-*bis* of the Consolidation Law.

- 2.2.3 “**Key Management Personnel**”: refers to the following:
- (i) the members of the Board of Directors of the Company;
 - (ii) the members in office of the Board of Statutory Auditors of the Company;
 - (iii) the General Manager of the Company;
 - (iv) the manager charged with preparing the Company’s financial reports, as per the terms of Article 154-*bis* of the Consolidation Law;
 - (v) any other persons who may be identified by the Board of Directors of the Company even with the proposal of the Chief Executive Officer; and
 - (vi) individuals as per the above items (i) to (v) of the parent company of the Company, if any.
- 2.2.4 “**Significant Interest**”: refers to the interest of a Related Party of the Company that is such that an independent individual acting with professional diligence might consider that the said Related Party could either directly or indirectly obtain an advantage or a disadvantage of any kind from a transaction entered into with one or more other Related Parties.
- There is no Significant Interest in the event of participation in a tax consolidation agreement in which there are other Related Parties involved, when these transactions are carried out at the same reciprocal conditions.
- 2.2.5 “**Related Parties**”: in relation to the Company, this refers to Key Management Personnel and any other individuals identified in accordance with the definitions contained in Consob Regulation and with Article 2427, paragraph 2, of the Civil Code. To this end, the manager charged with preparing the Company’s financial reports keeps and updates the list of Related Parties, where appropriate with the aid of the corporate compliance department.
- 2.2.6 “**Unrelated Shareholders**” refers to individuals who have the right to vote at the Shareholders’ meeting of the Company, who are not (i) the counterparty of a particular transaction; or (ii) Related Parties of the Company and related parties of the counterparty of a particular transaction.
- 2.2.7 “**Interested Individuals**”: refers to the individuals indicated in Article 5.1 below.
- 2.2.8 “**Transactions of Greater Importance**”: means transactions – including homogeneous transactions or those carried out in execution of a single strategy with the same Related Party or with individuals related both to the latter and to the Company - in which at least one of the relevance indexes indicated in Annex 3 of Consob Regulation is exceeded, based on the parameters identified in Article 3 of this Procedure.
- 2.2.9 “**Transactions of Lesser Importance**”: are those other than Transactions of Greater Importance and the transactions for smaller amounts described in Article 4.4 below.

3. IDENTIFICATION OF TRANSACTIONS OF GREATER IMPORTANCE

For the purposes of identifying the Transactions of Greater Importance, the manager charged with preparing the Company’s financial reports:

- (i) identifies at regular intervals the capitalization value (from figures published by

Borsa Italiana S.p.A.) and the consolidated net equity of the group (from the most recent financial accounts published) on the basis of which the relevance indexes shall be calculated; and

- (ii) records and updates the value of transactions of a homogeneous nature or which are part of a single strategy put in place with the same Related Party or with parties who are related parties both of the latter and of the Company, unless there is any reason for exemption as per Article 4 below.

4. TRANSACTIONS EXEMPT

This Procedure does not apply to the transactions indicated in this Article 4, except for the provisions specifically indicated:

4.1 Compensation and remuneration plans

- (i) Resolutions adopted by the Shareholders' Meeting as per Article 2389, first paragraph, of the Civil Code, in relation to compensation to which members of the Board of Directors of the Company are entitled;
- (ii) Resolutions adopted by the Board of Directors of the Company on the subject of remuneration of directors holding particular offices which is part of a total amount previously approved by the Shareholders' Meeting as per the terms of Article 2389, third paragraph, of the Civil Code;
- (iii) Resolutions adopted by the Shareholders' Meeting as per the terms of Article 2402 of the Civil Code, relating to the compensation to which members of the Board of Statutory Auditors are entitled;
- (iv) Compensation plans based on financial instruments approved by the Shareholders' Meeting as per the terms of Article 114-*bis* of the Consolidation Law and transactions implementing these plans; and
- (v) Resolutions on remuneration of directors holding particular offices, other than those indicated in points (i) and (ii) above, and of other Key Management Personnel of the Company in compliance with the conditions specified in Article 13, paragraph 3), letter b) of Consob Regulations.

For the resolutions stated in points (iv) and (v) above, there is only an obligation to make a periodic disclosure in accordance with Article 5, paragraph 8, of Consob Regulations while the resolutions mentioned in points (i), (ii) and (iii) above are totally exempt from the application of this Procedure.

4.2 Regular transactions concluded at market or standard equivalent terms

Regular transactions entered into by the Company – and by the subsidiaries of the Company, who from time to time carry out the transactions pursuant to Article 8 below – to which conditions are applied similar to those usually applied to unrelated parties for transactions of a corresponding nature, extent and risk, or are based on regulated rates, fixed prices or those applied to individuals or entities with whom the Company is obligated by law to contract at a certain price.

In the event of regular transactions concluded at market or standard equivalent terms, the Company is obliged only to provide the periodic disclosure as per the terms of Article 5, paragraph 8, and Article 13, paragraph 3, letter c) of Consob Regulations.

In any case the disclosure obligation as per Article 66 of the Rules for Issuers still remains in force if the conditions stated in Article 114, paragraph 1, of the Consolidation Law are met.

4.3 Transactions with or between subsidiaries and with associated companies

Transactions entered into by the Company with its subsidiaries or between companies that are

controlled, even jointly, by the Company, and transactions that the Company enters into with its associated companies when in the subsidiaries or associated companies which are the counterparties of the transaction, there is not a Significant Interest of Related Parties other than the subsidiaries or associated companies taking part in the said transactions, all of which shall be assessed also in light of the criteria laid down by Consob.

In the absence of a Significant Interest of other Related Parties, for the transactions described in this Article 4.3, the Company is required only to make the periodic disclosures indicated in Article 5, paragraph 8, of Consob Regulations.

4.4 Transactions for smaller amounts

Transactions with a unit amount of less than Euro 150,000.

5. PUBLICATION OF THE PROCEDURE AND COLLECTION OF INFORMATION

5.1 The Chief Executive Officer of the Company shall deliver a copy of this Procedure, through the appropriate Company departments, to the individuals indicated below (the “**Interested Individuals**”):

- (i) the parties who exercise control over the Company;
- (ii) the Key Management Personnel;
- (iii) the subsidiaries; and
- (iv) the associated companies.

This procedure shall also be given to the other managers of the Company.

5.2 The Chief Executive Officer of the Company shall send, through the appropriate Company departments, a copy of this Procedure to any individuals who subsequently become Interested Individuals and managers of the Company.

5.3 In the event that any amendment or addition is made to this Procedure, the Chief Executive Officer of the Company shall provide an updated copy of the Procedure to the Interested Individuals and to the managers of the Company through the appropriate Company departments.

5.4 Interested Individuals who are private individuals shall fill in, sign and return the form given in Annex 1 to the Chief Executive Officer of the Company with a copy also to the manager charged with preparing the Company’s financial reports no later than 3 (three) days after receipt of the Procedure.

5.5 At least once every three months the Chief Executive Officer of the company, through the appropriate Company departments, shall send the Interested Individuals who are private individuals a communication asking whether there have been any changes to the information given to the Company on the form contained in Annex 1. If there are any changes, the Interested Individuals who are private individuals must send the Chief Executive Officer, and a copy also to the manager charged with preparing the Company’s financial reports, an updated version of the form in Annex 1.

5.6 On receipt of the information referred to in Articles 5.3, 5.4 and 5.5, the manager charged with preparing the Company’s financial reports shall update the list of Related Parties with the assistance of the corporate compliance department.

5.7 The subsidiaries and associated companies of the Company shall inform the Chief Executive Officer of the Company promptly, with a copy also to the manager charged

with preparing the Company's financial reports, of any sale or purchase of shareholdings in other companies that could cause a change in their consolidation areas and/or of the acquisition or the loss of significant influence.

6. THE COMMITTEE FOR RELATED PARTY TRANSACTIONS

- 6.1** The committee functions for Related Party transactions are assigned to the committee for Related Party transactions which consists solely of independent directors who are the same as those who are members of the Internal Control Committee (the "Committee").
- 6.2** Whenever in relation to a specific transaction there are one or more Directors on the Committee who are Related Parties, the latter are replaced by unrelated independent directors who shall be selected in order of seniority in terms of length of service as directors of the Company or, where the seniority is identical, the more senior directors in terms of age shall be selected.
- 6.3** The functioning of the Committee, the procedures for adopting decisions and calculating majorities are the same as those set out in the Company Bylaws for the decisions adopted by the Board of Directors of the Company.
- 6.4** In the event of the coordinator of the Committee being a Related Party in relation to a specific transaction, the coordination of the works of the Committee shall be assigned to the Committee member with most seniority in terms of length of service as director of the Company or, where the seniority is identical, to the more senior director in terms of age.
- 6.5** The Committee may, at the Company's expense, seek the assistance of one or more independent experts to be selected among entities with recognized professionalism and competence on the subject of the resolutions to be adopted. These experts shall be appointed by the Chief Executive Officer at the indication of the Committee. The Committee shall be responsible, in any case, for managing the relationship with the independent experts and establishing the economic conditions for carrying out the work involved and the opinion of the independent experts shall be addressed to the Committee.
- 6.6** The position of independent expert cannot be assigned to persons or entities who:
- (i) are counterparties of the transaction;
 - (ii) are Related Parties and/or related parties of the counterparty of the transaction;
 - (iii) have any economic, patrimonial and/or financial relations with a) the Company; b) individuals or entities that control the Company; c) the subsidiaries of the Company or companies controlled by the same entity as the Company; and/or d) the directors of the companies indicated in a), b) and c) above such that their independence could be compromised; or
 - (iv) are shareholders or directors of a company or an entity connected with the company appointed to audit the Company's accounts.

7. RULES FOR RELATED PARTY TRANSACTIONS

7.1 Exclusive competence and limits to the delegation of powers

- 7.1.1 The decision and the execution of Transactions of Lesser Importance may be delegated to one or more members of the Board of Directors of the Company (even on the strength of managerial powers already assigned), with single or joint signatures.
- 7.1.2 The Transactions of Greater Importance are in the exclusive competence of the Board of Directors of the Company except for matters reserved by law or by the Bylaws to the competence of the Shareholders' Meeting.

7.2 Examination of the transaction and briefing of the Committee

- 7.2.1 Individuals who intend to enter into a transaction on behalf of the Company or one of its subsidiaries must first check to see whether the counterparty of such a transaction is on the list of Related Parties – prepared in accordance with Article 2.2.5 above – following the procedures set out by the manager charged with preparing the Company's financial reports. To this end, when the direct counterparty of the transaction is a party acting on behalf of a third party, the Chief Executive Officer of the Company (and/or any other individual who has been assigned powers to carry out specific transactions) is required to check whether the final beneficiary of the transaction is on the list of Related Parties and to keep the evidence of such check.
- 7.2.2 An individual, who intends, on behalf of the Company or of one of its subsidiaries, to enter into a transaction with a Related Party, indentified as per the terms of Article 7.2.1 above, shall promptly inform the Chief Executive Officer of the Company, even through his or her superior in the company hierarchy.
- 7.2.3 The Chief Executive Officer, after consulting as appropriate with the coordinator of the Committee and with the Chairman of the Board of Directors of the Company, shall decide whether the proposed transaction is of a greater importance or of a lesser importance on the basis of the parameters calculated by the manager charged with preparing the Company's financial reports as per Article 3 above.
- 7.2.4 When a transaction with a Related Party is considered likely, the Chief Executive Officer of the Company must promptly notify the Committee in writing a summary of the transaction which specifies:
- (i) the Related Party that is the counterparty of the transaction;
 - (ii) the nature of the relationship with the Related Party;
 - (iii) whether the transaction is a Transaction of a Greater Importance or a Transaction of a Lesser Importance;
 - (iv) the conditions of the transaction, including an indication of the procedures for the execution of the same, how the price is calculated, its terms and conditions;
 - (v) why it is in the interests of the Company to enter into the transaction; and
 - (vi) the reasons behind the transaction and any risks that could result from entering into it.
- 7.2.5 On the basis of the information communicated as per the terms of Article 7.2.4(i) above, if, a member of the Committee is a Related Director in relation to a specific transaction, he or she shall promptly inform the Chairman of the Board of Directors of

the Company and the Committee so that he or she can be replaced with the substitute identified following the procedures given in Article 6.2.

7.3 Procedure for Transactions of Greater Importance

7.3.1 In addition to what is specified in Articles 7.1 and 7.2 above, in the case of a Transaction of a Greater Importance:

- (i) as from when the notification as per Article 7.2.4 has been given, the Chief Executive Officer shall keep the Committee constantly updated as to the state of the negotiations and the relative investigatory process, shall provide the members of the Committee with the information and the documents that they may require and shall take their observations into account for any further continuation in the negotiations;
- (ii) the Chief Executive Officer shall send the proposed resolution regarding the transaction to the Committee with sufficient notice, and in any case at the latest by the day on which the notice of call of the Board of Directors' meeting of the Company is sent out;
- (iii) the Committee shall send to the Board of Directors of the Company, at least 3 days before the board meeting is due to take place, its binding opinion on the appropriateness and the substantial correctness of the conditions of the transaction to be carried out, giving the reasons for its opinion and any conditions on which the conclusion of the transaction is subject to;
- (iv) in the event of the Committee expressing an unfavourable opinion on a certain transaction, the Board of Directors of the Company may vote to submit the transaction to the decision of the Shareholders' Meeting, attaching to the proposed resolution the opinion (or opinions) of the Committee and of any independent experts appointed;
- (v) while respecting the quorums necessary for an ordinary or extraordinary Shareholders' meeting and its resolutions to be valid, the transaction cannot be put in place if it is not approved by the Shareholders' Meeting with the vote in favour of the majority of the Unrelated Shareholders voting at the meeting, provided that they represent at such a meeting at least 10% of the share capital with voting rights. To this end, before dealing with the items on the agenda, those entitled to exercise their voting rights are required to specify whether they have any related party relationship for the specific transaction on the agenda.

7.4 Procedure for Transactions of Lesser Importance

7.4.1 In addition to what is stated in Articles 7.1 and 7.2 above, in the event of a Transaction of Lesser Importance:

- (i) the Committee shall send to the Chief Executive Officer (and/or any other individual who has been assigned powers to carry out specific transactions) its non-binding opinion on the appropriateness and the substantial correctness of the conditions of the transaction, before the presentation of the contractual proposal or, in the case of a decision entrusted to the Board of Directors of the Company, at least 3 days before the scheduled date of the Board of Directors' meeting;

- (ii) the Chief Executive Officer (and/or any other individual who has been assigned powers to carry out specific transactions), having consulted where appropriate with the coordinator of the Committee and the Chairman of the Board of Directors of the Company, can put forward the proposal that the procedure for Transactions of Greater Importance be adopted even for Transactions of Lesser Importance.

7.5 Transactions within the competence of the Shareholders' Meeting

- 7.5.1 If the transaction to be carried out is one of the subjects within the competence of the Shareholders' Meeting or has to be authorized by the latter, the same procedures contained in Articles 7.2, 7.3 and 7.4 must be observed *mutatis mutandis*, distinguishing between whether a Transaction of a Greater Importance or a Transaction of a Lesser Importance is involved. In such cases the Committee must give its reasoned opinion as to whether or not it is in the interests of the Company to carry out the transaction, and whether the conditions of the same are appropriate and substantially correct. This opinion shall be given when the proposed resolution to be submitted to the Shareholders' Meeting is approved by the Board of Directors of the Company.
- 7.5.2 The opinions of the Committee and of any independent experts appointed shall be attached to the proposed resolution approved by the Board of Directors of the Company.
- 7.5.3 When, in relation to a Transaction of a Greater Importance, a proposed resolution to be submitted to the Shareholders' Meeting is approved by the Board of Directors of the Company in the presence of a negative opinion of the Committee, the transaction – while respecting the quorums necessary for an ordinary or an extraordinary Shareholders' meeting and its resolutions to be valid – cannot be executed unless it is also approved with the vote in favour of the majority of the Unrelated Shareholders voting at the meeting, provided that they represent at such a meeting at least 10% of the share capital with voting rights. To this end, before dealing with the items on the agenda, those entitled to exercise their voting rights are required to specify whether they have any related party relationship for the specific transaction on the agenda.

8. TRANSACTIONS EFFECTED BY SUBSIDIARIES

- 8.1 The procedures specified in Articles 7.2, 7.3 and 7.4 above shall apply even when a Related Party transaction is effected by a subsidiary of the Company and the Board of Directors of the Company or the Chief Executive Officer of the Company (or another individual who has been assigned powers to carry out specific transactions) examine or give its prior approval to the transaction to be effected, in accordance with the regular practice adopted by the Company in dealing with its subsidiaries.
- 8.2 The Chief Executive Officer (and/or another individual who has been assigned powers to carry out specific transactions), having heard the coordinator of the Committee and the Chairman of the Board of Directors of the Company, can at any one time put before the Board of Directors of the Company the proposal that the procedures described in Articles 7.2, 7.3 and 7.4 above be applied by the Company even to related party transactions entered into independently by the subsidiaries of the Company.

9. FRAMEWORK RESOLUTIONS

- 9.1 The Board of Directors of the Company can adopt framework resolutions for homogeneous transactions to be contracted with certain categories of Related Parties

and/or with parties related both to the latter and to the Company. In this case the procedures indicated in Articles 7.2, 7.3 and 7.4 must be followed *mutatis mutandis*, distinguishing on the basis of the probable maximum amount of the transactions needing resolution between transactions requiring application of the procedures for Transactions of Greater Importance or those for Transactions of Lesser Importance. These procedures shall not be applicable to individual transactions concluded under the framework resolution approved by the Board of Directors of the Company.

- 9.2** Framework resolutions shall not be effective for more than one year, they must be adopted for an annual disbursement figure identified by the Board of Directors of the Company when the resolution is approved and must contain specific reasons for the conditions identified.

10. OBLIGATIONS FOLLOWING EXECUTION OF THE TRANSACTIONS

- 10.1** On the basis of the information provided by the manager charged with preparing the Company's financial reports, the Chief Executive Officer sends to the coordinator of the Committee and to the Board of Directors of the Company, at least once every three months, detailed information on the transactions previously approved by the Board of Directors of the Company and/or executed by the Chief Executive Officer (or by another individual authorized by the Company to carry out specific transactions), including the individual transactions put in place in execution of the framework resolutions previously approved by the Board of Directors of the Company in accordance with the terms of Article 9.

- 10.2** In particular, on the basis of the information provided by the manager charged with preparing the Company's financial reports, the Chief Executive Officer informs the coordinator of the Committee and the Board of Directors of the Company of the terms and conditions at which the transactions were executed and describes any changes introduced to ensure that any conditions specified by the Committee in its opinion on the transaction were complied with.

- 10.3** Individuals who have effected transactions with Related Parties, on behalf of the Company or of one of its subsidiaries, shall promptly notify the manager charged with preparing the Company's financial reports of the transactions effected. The manager charged with preparing the Company's financial reports records the said transactions in the list of transactions with Related Parties, where appropriate with the aid of the corporate compliance department.

11. DISCLOSURE TO THE PUBLIC AND TO CONSOB REGARDING RELATED PARTY TRANSACTIONS

- 11.1** The manager charged with preparing the Company's financial reports collects all the information necessary to comply with the obligations regarding disclosure to the public and to Consob set forth by Articles 5, 6, 12, paragraph 2, and 13, paragraph 3, letter c) of Consob Regulations, where applicable, following the procedures and time frames stated therein.

- 11.2** To enable the Company to fulfil its disclosure requirements, the subsidiaries must send all the information required by Articles 5 and 6 of Consob Regulations without delay. More specifically, the subsidiaries shall send to the manager charged with preparing the Company's financial reports:

- (i) by the 10th day of the month following the close of the calendar quarter, a list of the Related Party transactions effected in the said calendar quarter;
- (ii) within 5 days of the approval of the transaction or from the conclusion of any contract which determines an excess of at least one of the relevance indexes stated in Annex 3 of Consob Regulations, information regarding Related Party transactions, even on an aggregate basis for homogeneous transactions, which considered together exceeded at least one of the relevance indexes.

12. CHECK THAT THE PROCEDURE IS BEING IMPLEMENTED

12.1 The internal control officer of the Company, as part of his or her duties, periodically – in any case at least every three months – shall check that the obligations contained in this Procedure are being complied with by the appropriate departments of the Company and shall report back to the Committee and to the Board of Statutory Auditors with his or her observations.

ANNEX 1

I the undersigned _____

- declare that I have received a copy of the procedure for transactions with Related Parties (the “**Procedure**”), approved by the Board of Directors of the Company on October 19 2010, after first obtaining the favourable opinion of the Internal Control Committee:

- (i) I declare that I have read and understood the provisions indicated in the Procedure;
- (ii) I hereby give the following contact details: Tel. no. _____, fax no. _____ and e-mail address _____;

where applicable, as a Related Party of the Company:

- (iii) I hereby indicate the following persons as closed relatives, as defined in Annex 1 of Consob Resolution no. 17221 of March 12 2010 and subsequent amendments:

_____,
_____.

- (iv) I hereby declare that as of the date of this declaration, I and my closed relatives exercise control, joint control or a significant influence, as defined in Annex 1 of Consob Resolution no. 17221 of March 12 2010 and subsequent amendments, over the following companies:

_____,
_____.

- (v) I undertake to inform of any other companies over which I and my closed relatives may exercise control, joint control or a significant influences in good time so that Related Party transactions may be identified correctly.

(Date)

(Signature)

In accordance with and as a result of Legislative Decree 196/2003, I the undersigned consent to the processing of the personal information contained in this form by the Company for the purposes pertaining to this Procedure. I the undersigned do also declare that I have been informed by the Company of the rights assigned by Article 7 of Legislative Decree 196/2003.

(Date)

(Signature)