

Procedure for transactions with related parties

pursuant to Art. 4 of CONSOB Regulation no. 17221 of 12 March 2010 and subsequent amendments.

Updated text approved by
by the Board of Directors of Hera S.p.A.
on 30 June 2021, with effect from 1 July 2021

Table of Contents

1. PREAMBLE	page 3
2. DEFINITIONS	page 3
3. COMMITTEE FOR TRANSACTIONS WITH RELATED PARTIES	page 7
4. TRANSACTIONS WITH RELATED PARTIES UNDER THE RESPONSIBILITY OF THE BOARD OF DIRECTORS	page 7
4.1 Procedures for Transactions of Lesser Importance	page 7
4.2 Procedures for Transactions of Greater Importance	page 8
4.3 Procedures for framework resolutions	page 9
5. TRANSACTIONS WITH RELATED PARTIES FALLING WITHIN THE REMIT OF THE SHAREHOLDERS' MEETING	page 9
6. TRANSACTIONS WITH RELATED PARTIES CARRIED OUT BY SUBSIDIARIES	page 10
7. CASES OF EXCLUSION FROM THE APPLICATION OF THE PROCEDURE	page 10
8. COMMUNICATIONS	page 11
8.1 Public disclosure regarding Transactions of Greater Importance pursuant to art. 5 paragraphs 1, 2, 3, 4, 5, 6 of the OPC [Related Parties Transaction] Regulation	page 11
8.2 Disclosure to Consob regarding Transactions of Greater Importance within the normal course of business, in case of derogation from the publication obligations for Transactions of Greater Importance pursuant to Art. 5 paragraphs 1 to 7 of the OPC Regulation and art. 13 paragraph 3 lett. c)	page 12
8.3 Public disclosures regarding Transactions of Lesser Importance pursuant to art. 7 paragraph 1 letter g) of the OPC Regulation	page 13
8.4 Disclosure obligations relating to framework resolutions pursuant to Art. 12 paragraph 2 of the OPC Regulation	page 13
8.5 Financial information on transactions with related parties in the interim management and annual management report pursuant to Art. 5 paragraph 8 of the OPC Regulation	page 13
8.6 Disclosures regarding insider (price sensitive) information pursuant to art. 6 of the OPC Regulation	page 14
8.7 Disclosure obligations of the Related Parties	page 14
9. APPLICATION AND REVISION OF THE PROCEDURE	page 14

1. PREAMBLE

This procedure (the “Procedure”) governs transactions with Related Parties carried out by Hera S.p.A. (“Hera” or the “Company”) and its subsidiaries, in accordance with the provisions of the Regulation adopted by the National Commission for Companies and the Stock Exchange – Consob with resolution no. 17221 of 12 March 2010 (the “OPC Regulation”) and its subsequent amendments and additions.

2. DEFINITIONS

2.1 In addition to the definitions contained in other articles, the terms and expressions with an initial capital letter used in this Procedure have the meaning attributed to them below, with the same meaning being applied to both the singular and the plural.

Independent Directors: the directors recognised as independent by the Company pursuant to the Corporate Governance Code of the Listed Companies of Borsa Italiana S.p.A. (the “Corporate Governance Code”), which the Company has declared adherence to in the “Report on Corporate Governance and Ownership Structure” pursuant to art. 123-bis of the Consolidated Law.

Non-Related Directors: directors other than the counterparty to a particular transaction and the Related Parties of the counterparty.

Directors involved in the transaction: the directors who have an interest in the transaction, on their own behalf or on behalf of third parties, which is conflicting with the company’s interests. These contribute to the achievement of the constituent quorum of the administrative body but are excluded from the decision-making quorum.

Key management personnel: the persons who have the power and responsibility, directly or indirectly, to plan, manage and control the activities of the company, including the directors (executive or otherwise) of the company itself [IAS 24, paragraph 9].

Control¹: is defined in IFRS 10 and is used with the meaning specified in that IFRS [IAS 24, paragraph 9], to which reference is made.

Joint control²: is defined in IFRS 11 and is used with the meaning specified in that IFRS [IAS 24, paragraph 9] to which reference is made.

¹ **Control:** *An investor, regardless of the nature of its relationship with an entity (the investee entity), must ascertain whether it is a controlling entity by assessing whether it controls the investee entity.*

An investor controls an investee when it is exposed to, or holds rights to, variable returns arising from its relationship with that investee and at the same time has the ability to affect those returns by exercising its power over that investee.

Therefore, an investor controls an investee if and only if it concurrently has:

- a) the power over the investee;*
- b) the variable yield exposure or entitlements arising from the relationship with the investee;*
- c) the ability to exercise its power over the investee to affect its return from the investee. [...] (IFRS 10)*

² **Joint Control:** *the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control (IFRS 11).*

Significant Influence³: is defined in IAS 28 and is used with the meanings specified in that IAS [IAS 24, paragraph 9], to which reference is made.

Related Party Transaction: A related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged. (IAS 24 (9)). It indicates the transactions defined as such by the international accounting standards adopted in accordance with the procedure laid down in Article 6 of Regulation (EC) No 1606/2002.

These transactions include: (a) mergers, demergers by incorporation or demergers in a strictly non-proportional sense, if carried out with Related Parties; (b) decisions relating to the assignment of remuneration and economic benefits, in any form, to the members of the administrative and control bodies and to the Key Management Personnel.

Transactions involving smaller amounts: indicates Transactions with Related Parties in which the foreseeable maximum amount of the consideration or foreseeable maximum value of the services to be borne by the company does not exceed, for each transaction:

- €1,000,000 for transactions in which the related party is a legal entity;
- €300,000 for transactions in which the related party is a natural person;

Transactions of Greater Importance: indicates the transactions in which at least one of the following significance indices, applicable depending on the specific transaction, exceeds the 5% threshold:

- (a) equivalent-value relevance ratio: it is the ratio between the value of the transaction and the net equity drawn from the most recent balance sheet published (consolidated, if so prepared) by the company or, for listed companies, if greater, the capitalization of the company recorded at the end of the last trading day covered by the most recent periodic accounting document published (annual or half-yearly financial report or interim management report). For a transaction with specified economic conditions, the value of the transaction is:
 - (i) for cash components, the amount paid by/to the contractual counterparty;
 - (ii) for components consisting of financial instruments, the fair value

³ **Significant Influence**: the power to participate in the determination of the financial and management policies of an entity without having Control or Joint Control of that entity. Significant Influence can be obtained through the holding of shares, statutory clauses or agreements. If an entity owns, directly or indirectly (for example through Subsidiaries), 20% or more of the votes exercisable in the shareholders' meeting of the investee, it is presumed to have a Significant Influence, unless it can be clearly demonstrated that this is not the case. Conversely, if the entity owns, directly or indirectly (for example, through Subsidiaries), a share of less than 20% of the votes exercisable in the shareholders' meeting of the subsidiary, it is assumed that the investor does not have a Significant Influence, unless such influence can be clearly demonstrated. A substantial or majority ownership by another investor does not necessarily preclude an entity from having significant influence. The existence of Significant Influence is usually evidenced in one or more of the following ways:

- a) representation on the board of directors, or equivalent governing body of the investee;
- b) participation in the policy-making process, including participation in decisions about dividends or other distributions;
- c) material transactions between the entity and the investee;
- d) interchange of managerial personnel;
- e) provision of essential technical information. (IAS 28)

determined, on the date of the transaction, in accordance with the international accounting standards adopted by Regulation (EC) No. 1606/2002;

- (iii) for financing transactions or the granting of guarantees, the maximum amount payable.

If the economic conditions of the transaction depend in whole or in part on quantities that are as yet unknown, the equivalent value of the transaction is the maximum value receivable or payable under the agreement;

- (b) Asset relevance ratio: is the ratio between the total assets of the entity involved in the transaction and the total assets of the company. The data to be used must be taken from the most recent balance sheet (consolidated, if prepared) published by the company; where possible, similar data must be used to determine the total assets of the entity the transaction refers to. For transactions involving the acquisition and sale of equity investments in companies that affect the consolidation area, the value of the numerator is the total assets of the investee, regardless of the percentage of available capital. For the acquisition and sale of equity investments in companies that have no effect on the scope of consolidation, the value of the numerator is:
 - (i) for acquisitions, the value of the transaction plus any liabilities of the acquired company assumed by the purchaser;
 - (ii) for disposals, the consideration of the transferred asset.

For the acquisition and sale of other assets (other than the acquisition of an investment), the value is:

- (i) for acquisitions, the greater of the consideration and the book value that will be attributed to the asset;
 - (ii) for disposals, the book value of the asset;
- (c) liability relevance ratio: is the ratio between the total liabilities of the acquired entity and the total assets of the company. The data to be used must be taken from the most recent balance sheet (consolidated, if prepared) published by the company; where possible, similar data must be used to determine the total liabilities of the acquired company or business unit.

Transactions of Lesser Importance: Transactions with Related Parties other than Transactions of Greater Importance and Transactions involving smaller amounts.

Regular Transactions: Transactions with Related Parties that: (a) fall within the normal course of the company's business; and (b) are concluded at conditions that are: (i) similar to those usually applied to unrelated parties for transactions of a corresponding nature, extent and risk, (ii) based on regularly applied rates or imposed prices, or that (iii) are analogous to the conditions applied to parties for which the law requires specified rates to be applied.

Related Party: are the entities defined as such by the international accounting standards adopted in accordance with the procedure referred to in Article 6 of Regulation (EC) No 1606/2002. Below is an extract, as shown in the Appendix to the OPC Regulation. A related party is a person or entity that is related to the entity that prepares the financial statements.

- (a) A person or a close family member of that person is related to an entity that prepares the financial statements if that person:
 - (i) has joint control or control of the reporting entity;
 - (ii) has a significant influence on the reporting entity; or
 - (iii) is one of the key management personnel of the reporting entity or its parent.
- (b) An entity is related to an entity that prepares financial statements if any of the following conditions apply:
 - (i) the entity and the entity that prepares the financial statements are part of the same group (which means that each parent, subsidiary and group company 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 that the other entity is a member of);
 - (iii) both entities are joint ventures of the same third party;
 - (iv) an entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the employees of the reporting entity or a related entity;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in point (a)(i) has a significant influence on the entity or is one of the key management personnel of the entity (or its parent) (IAS 24, paragraph 9).

In 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 a related company and the investor that has significant influence over the related company are related to each other] [IAS 24 (12)].

Issuers' Regulation: the regulation adopted by Consob resolution no. 11971 of 14 May 1999 and subsequent amendments and additions thereto.

Non-Related Shareholders: parties with voting rights who (i) are not parties to a specific transaction and (ii) are not related to that counterparty and the Company.

Close Family Member: each family member of a person who is expected to influence, or be influenced by, that person in his or her relationships with the company, including (a) that person's children and spouse or domestic partner; (b) the children of that person's spouse or domestic partner; (c) the dependants of that person or that person's spouse or domestic partner [IAS. 24, 9].

Consolidated Law: Legislative Decree no. 58 of 24 February 1998 and subsequent amendments and additions thereto.

- 2.2** In examining each related party relationship, attention should be paid to the substance of the relationship and not simply to its legal form.

3. COMMITTEE FOR TRANSACTIONS WITH RELATED PARTIES

The Committee for Transactions with Related Parties (hereinafter the “Committee”), as established by the Board of Directors as a part thereof in compliance with the provisions of the OPC Regulation, has the task of evaluating, to the extent of its remit, transactions with Related Parties pursuant to the OPC Regulation and expressing to the Board of Directors its opinion on the rules regarding the transparency and substantive and procedural correctness of transactions with Related Parties. The composition of the Committee coincides with that of the Control and Risk Committee.

4. TRANSACTIONS WITH RELATED PARTIES UNDER THE RESPONSIBILITY OF THE BOARD OF DIRECTORS.

4.1 Procedures for Transactions of Lesser Importance

- (a)** The Board of Directors and the delegated bodies approve the Transactions of Lesser Importance once the Committee has expressed its reasoned and non-binding opinion regarding whether completion of the operation is in the interest of the Company as well as on the convenience and substantial correctness of the related conditions.
- (b)** The Chairman/Chief Executive Officer shall ensure that the members of the Committee receive, in a timely manner, by email or other suitable means, complete and adequate information regarding the Transaction of Lesser Importance as well as, in the case of transactions defined as standard or equivalent thereto, objective elements of feedback in this regard. The chairman or chief executive officer shall ensure that the same information is transmitted to the directors and statutory auditors by e-mail or other appropriate means at least three days prior to the board meeting.
- (c)** The Committee must deliver its opinion before the final approval of the Transaction of Lesser Importance and this opinion shall be annexed to the minutes of the Committee meeting.
- (d)** The Committee may be assisted by one or more independent experts of its choice, at the expense of the Company, after their independence has been verified in accordance with the rules, including the applicable regulations. In this case, the Committee must comply with the budget limits set by the Board of Directors.
- (e)** If at least three Independent and Non-Related Directors do not sit on the board of directors, the opinion provided for in paragraph (a) above shall be rendered by an independent expert, appointed by the chairman of the board of directors, after consulting the chairman of the board of statutory auditors.
- (f)** For transactions falling within the remit of the Board of Directors, the

directors involved in the transaction must abstain from voting on the same; the latter do contribute to the achievement of the constituent quorum however.

- (g) The resolutions of the board of directors approving a Transaction of Lesser Importance must be adequately motivated, taking into account whether concluding such transaction is in the interest of the Company, as well as the convenience and substantial correctness of the underlying conditions.
- (h) The delegated bodies report at least quarterly to the board of directors and the board of statutory auditors on the execution of Transactions of Lesser Importance.

4.2 Procedures for Transactions of Greater Importance

- (a) The Chairman/Managing Director shall ensure that the Committee is involved in a timely manner in the negotiation phase and in the preliminary investigation phase by receiving complete, adequate and updated information on the Transaction of Greater Importance, in accordance with the provisions of paragraph 4.1(b) above. The Committee shall be entitled to request information, providing their commentary to the delegated bodies and to the persons in charge of conducting the negotiations or the investigation. The Committee may delegate one or more of its members for this purpose.
- (b) The Committee shall deliver its opinion before the final approval of the Transaction of Greater Importance and this opinion shall be annexed to the minutes of the Committee meeting.
- (c) The Committee may be assisted by one or more independent experts of its choice, at the expense of the Company, after their independence has been verified in accordance with the rules, including the applicable regulations. In this case, the Committee must comply with the budget limits set by the Board of Directors.
- (d) For transactions falling within the remit of the Board of Directors, the directors involved in the transaction must abstain from voting on the same; they do however contribute to the achievement of the constituent quorum.
- (e) The resolutions of the board of directors approving a Transaction of Greater Importance must be adequately motivated, taking into account whether concluding such transaction is in the interest of the Company, as well as the convenience and substantial correctness of the underlying conditions.
- (f) The Board of Directors resolves on the Transactions of Greater Importance:
 - (i) only after a reasoned favourable opinion of the Committee indicated in the previous point (b) on whether concluding the transaction is in the interest of the Company as well as on the convenience and substantial correctness

of the related conditions; or alternatively

- (ii) with the favourable vote of the majority of unrelated Independent Directors (subject to the majorities required for the adoption of board resolutions in accordance with the law and the articles of association).
- (g) If at least three Independent and Non-Related Directors do not sit on the board of directors, the opinion provided for in paragraph (e)(ii) above shall be rendered by an independent expert, appointed by the chairman of the board of directors, after consulting the chairman of the board of statutory auditors.
- (h) The independent directors who express opinions on related party transactions shall be provided, at least on an annual basis, with information on exemptions that have been applied to cases involving transactions of greater importance.

4.3 Procedures for framework deliberations.

- (a) The board of directors may approve, by 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 indicated in the previous point (a) and without prejudice to the provisions of the following article 8.4:
 - (i) the provisions of articles 4.1 (“Procedures for Transactions of Lesser Importance”) and 4.2 (“Procedures for Transactions of Greater Importance”) above apply to the framework resolution of the administrative body according to the foreseeable maximum amount of the Related Party Transactions that are the subject of it, considered cumulatively;
 - (ii) on a quarterly basis, the chairman or one of the delegated directors shall update the board of directors on the implementation of the framework resolutions;
 - (iii) framework resolutions shall not be effective for more than one year, they must refer to sufficiently specified transactions and must state at least the foreseeable maximum amount of the transactions to be carried out during the reference period, together with the reasons for the envisaged conditions.

5. TRANSACTIONS WITH RELATED PARTIES FALLING WITHIN THE REMIT OF THE SHAREHOLDERS' MEETING.

- (a) When a Transactions of Lesser Importance or a Transaction of Greater Importance falls within the remit of the shareholders' meeting, or must be authorised by it, the provisions of articles 4.1 (“Procedures for Transactions of Lesser Importance”) and 4.2 (“Procedures for Transactions of Greater

Importance”) apply with reference to the board of directors’ approval of the proposed resolution to be submitted to the shareholders’ meeting.

- (b) The shareholders’ meeting cannot approve a proposal for a resolution in relation to which the Committee has expressed a negative opinion.

6. TRANSACTIONS WITH RELATED PARTIES CARRIED OUT BY SUBSIDIARIES

- (a) The Procedure also applies to Related Party Transactions to which Subsidiaries are parties and which are previously examined or approved by the board of directors, it being understood that the provisions of article 7 below also apply to Related Party Transactions to which Subsidiaries are parties.
- (b) In order to implement the provisions of point (a) above, the Subsidiaries shall promptly inform the Director of Legal and Corporate Affairs of the Company of the Related Party Transactions they intend to approve, sending him the information and documentation necessary to implement the provisions of this Procedure.

7. CASES OF EXCLUSION FROM THE APPLICATION OF THE PROCEDURE

The provisions of the Regulation and this Procedure do not apply:

- (a) to transactions of a small amount;
- (b) pursuant to Art. 13 paragraph 1 of the OPC Regulation, to the resolutions of the shareholders’ meeting referred to in Art. 2389 of the Italian Civil Code, relating to the remuneration due to the members of the board of directors and the executive committee, the resolutions of the board of directors regarding the remuneration of directors holding particular positions that fall within the total amount previously determined by the shareholders’ meeting pursuant to Article 2389 paragraph 3 of the Italian Civil Code, as well as the resolutions of the shareholders’ meeting referred to in Article 2402 of the CC relating to the remuneration due to the members of the board of statutory auditors;
- (c) to transactions approved by the company and addressed to all shareholders on equal terms, including:
 - i. rights issues, including those servicing convertible bonds, and free capital increases provided for in Article 2442 of the Civil Code;
 - ii. demergers in the strict sense, whether total or partial, with proportional share allocation;
 - iii. to the reductions of the share capital by reimbursement to shareholders provided for in Article 2445 of the Italian Civil Code and the purchase of treasury shares pursuant to Article 132 of the Consolidated Law.
- (d) to the remuneration plans based on financial instruments approved by the

shareholders' meeting pursuant to Art. 114-bis of the Consolidated Law and the related executive transactions;

- (e) to the resolutions, other than those referred to in point (b), on remuneration of directors and advisers in particular positions as well as other key management personnel, provided that:
 - (i) the company has adopted a remuneration policy approved by the shareholders' meeting;
 - (ii) the definition of the remuneration policy has involved a committee consisting exclusively of directors or non-executive directors with an independent majority, such as the Remuneration Committee;
 - (iii) the remuneration awarded is identified in accordance with that policy and quantified on the basis of criteria that do not involve discretionary valuations;
- (f) Regular Transactions that are concluded at arm's length or under standard conditions;
- (g) without prejudice to the provisions of paragraph 8.5 below, to transactions with or between Subsidiaries, even jointly, as well as to those with Associated Companies, provided that in the Subsidiaries or Associated Companies that are counterparties to the transaction there are no significant interests of other Related Parties of the Company, taking into account the indications and guidelines established by Consob. The Company shall assess the significance of the interests on the basis of any financial and/or shareholding relationships between Subsidiaries or Associates and other Related Parties of the Company and in compliance with the corporate procedures established for this purpose; interests deriving from the mere sharing, between the Company and Subsidiaries or Associates, of one or more directors or other Key Management Personnel shall not be considered as significant interests.

8. COMMUNICATIONS.

8.1 Public disclosure of Transactions of Greater Importance pursuant to paragraphs 1, 2, 3, 4, 5, 6 of the OPC [Related Parties Transaction] Regulation

- (a) When Transactions of Greater Importance take place, including through Subsidiaries, without prejudice to the disclosure obligations referred to in art. 17 of Regulation (EU) no. 596/2014, the Company shall prepare an information document drawn up in accordance with Annex 4 of the OPC Regulation (hereinafter the "**Information Document**"). This document shall be made available to the public at the registered office and in the manner indicated in the Issuers' Regulations within 7 days of the approval of the transaction by the Board of Directors, or, in the event that the Board of Directors decides to present a contractual proposal, from the moment the contract, including the preliminary one, is concluded according to the applicable regulations.
- (b) For Transactions of Greater Importance that fall within the remit of the Shareholders' Meeting or that are subject to its authorisation, the aforementioned

Information Document shall be made available to the public within 7 days of the approval by the Board of Directors of the proposal to be submitted to the Shareholders' Meeting.

- (c) The Company shall also prepare the Information Document if, during the financial year, it concludes transactions with the same Related Party, or with parties related both to the latter and to the Company, that are homogeneous or carried out in execution of a single scheme, which, although not qualifying individually as Transactions of Greater Importance, exceed the thresholds of significance that this Procedure applies to such transactions, if considered cumulatively. In this case, the Information Document shall be made available to the public, at the company's registered office and according to the procedures indicated in the Issuers' Regulation, within 15 days from the approval of the transaction or from the conclusion of the contract that results in the aforementioned materiality thresholds being exceeded and shall contain information on all transactions considered for the purposes of cumulation, also on an aggregate basis for homogeneous transactions.
- (d) If the transactions that result in the materiality thresholds being exceeded are carried out by Subsidiaries, the Information Document shall be made available to the public within 15 days from the time the Company is informed that the transaction was approved or the conclusion of the contract that determines the materiality. To this end, the Subsidiaries shall promptly communicate to the Company's Central Legal and Corporate Department the information necessary to allow the Company to fulfil its obligations under the OPC Regulation and the Procedure.
- (e) Within the same time limits provided for making the Information Document available to the public referred to in the previous points, the Company shall make available to the public, as an annex to the Information Document or on the website, the opinion of the Committee, any opinion of the independent experts chosen pursuant to article 7, paragraph 1, letter b) of the OPC Regulation and the opinions issued by any experts qualified as independent which may have been used by the Board of Directors.
- (f) If, in relation to a Transaction of Greater Importance, the Company must prepare an Information Document pursuant to Articles 70 paragraphs 4 and 5 ("Mergers, divisions and capital increases by contribution of assets in kind") and 71 ("Acquisitions and disposals") of the Issuers' Regulation, it may publish a single document containing the required information. In this case, the Information Document is made available to the public, at the registered office and in the manner indicated in Part III, Title II, Chapter I of the Issuers' Regulation, within the shorter of the times provided by each of the applicable legal provisions.

8.2 Information to Consob on Transactions of Greater Importance, in the event of derogation from the publication obligations envisaged for Transactions of Greater Importance pursuant to Art. 5, paragraphs 1 to 7 of the OPC Regulation and Art. 13, paragraph 3, letter c)

In the event of a derogation from the publication obligations provided for transactions of greater importance in Article 5, paragraphs 1 to 7 of the OPC Regulation, without prejudice to the provisions of Article 17 of Regulation (EU) No 596/2014:

- (i) within seven days of the approval of the transaction by the relevant body or

from the time the contract, even if in preliminary form, is concluded, the companies shall inform Consob and the directors or independent directors who express opinions on transactions with related parties of 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 to be regular and concluded at arm's length or at standard conditions, providing objective evidence to this end;

- (ii) in the context of the information provided for in paragraph 8.5 below, it is necessary to indicate in the interim management report and the annual management report which of the transactions subject to the disclosure requirements indicated in the latter provision have been concluded using the exclusion provided for herein.

8.3 Public disclosures regarding Transactions of Lesser Importance pursuant to art. 7 par. 1 g) of the OPC Regulation

If the committee expresses a negative opinion, within 15 days from the end of each financial year quarter and without prejudice to the provisions of Article 114, paragraph 1 of the Consolidated Law, the Company shall make available to the public, at the Company's registered office and according to the procedures provided for in Part III, Title II, Chapter I of the Issuers' Regulations, a document containing an indication of the counterparty, the object, the consideration of the Transactions of Lesser Importance approved in the quarter of reference, as well as the reasons why it was decided not to share this opinion. Within the same deadline, the opinion shall be made available to the public as an annex to the information document or on the Company's website.

8.4 Disclosure obligations relating to framework resolutions pursuant to Art. 12, par. 2 of the OPC Regulation

On the occasion of the approval of a framework resolution referred to in Article 4.3 above, the Company shall publish an information document, if the foreseeable maximum amount of the transactions covered by the same resolution exceeds the materiality threshold established in this Procedure. The provisions of art. 8.1 c) above do not apply to individual transactions concluded in implementation of a framework resolution that is the subject of an information document.

8.5 Financial information on transactions with related parties in the interim management and annual management report pursuant to Art. 5 paragraph 8 of the OPC Regulation

The chairman or the delegated bodies shall ensure that all Related Party Transactions approved pursuant to the OPC Regulation and the Procedure are promptly notified to the company's financial reporting manager, for the purposes of fulfilling the disclosure obligations under Article 154-*bis* of the Consolidated Law.

In the interim management report and in the annual management report pursuant to Art. 154-*ter*, the Company will also provide the following information regarding:

- i) individual Transactions of Greater Importance concluded in the reference period;
- ii) any individual Transactions with Related Parties, concluded in the reference

period, that have had a significant impact on the Company's balance sheet or results;

- iii) any change or development of the Related Party Transactions described in the last annual report that had a material effect on the balance sheet or on the results of the Company in the reference period. The Company will also indicate which of the transactions subject to the disclosure obligations have been concluded using the exclusion referred to in Article 7 above.

8.6 Disclosures regarding insider (price sensitive) information pursuant to art. 6 of the OPC Regulation.

If a Transaction with Related Parties is disclosed through the dissemination of a communication pursuant to Art. 17 of Regulation (EU) No. 596/2014, the latter shall contain at least the following information in addition to that required by the aforementioned standard:

- i) a description of the transaction;
- ii) an indication that the counterparty to the transaction is a Related Party and a description of the nature of the relation;
- iii) the company name or the name of the counterparty to the transaction;
- iv) whether or not the transaction exceeds the materiality thresholds identified by this Procedure and indication of any subsequent publication of the information document as provided for in Article 8 of this Procedure;
- v) the procedure that has been or will be followed for the approval of the transaction and, in particular, if the company has made use of an exclusion pursuant to Art. 7 of this Procedure;
- vi) any approval of the transaction despite the Committee's or independent expert's contrary opinion.

8.7 Disclosure obligations of the Related Parties

The Company's Related Parties shall promptly communicate to the Company's Central Legal and Corporate Department the information necessary to allow the Company to fulfil its obligations under the OPC Regulation and the Procedure.

9. APPLICATION AND REVISION OF THE PROCEDURE

- 9.1 The Company shall apply the Procedure with effect from 1 January 2011. Changes to the Procedure are applied from the date indicated from time to time in the relevant amending resolution.
- 9.2 At least every three years, the Company shall assess whether to proceed with a revision of the Procedure, taking into account, among other things, any changes in the ownership structure, as well as the effectiveness demonstrated by the same in practice. The decision to amend the procedure must be taken after the Committee has delivered a favourable opinion.