



RELATED PARTIES TRANSACTION DISCIPLINE REGULATION

(UPDATED DECEMBER 20, 2018)

RELATED PARTIES TRANSACTIONS DISCIPLINE REGULATION

This regulation ("RPT Regulation") has been approved by the Board of Directors of Olidata S.p.A. ("Company" or "Olidata"), at the meeting of December 20, 2018, pursuant to art. 2391-bis c.c. and of the Regulation containing provisions on transactions with related parties, adopted with resolution no. 17221 of March 12, 2010 and subsequently amended by resolution no. 17389 of June 23, 2010, n. 19925 of March 22, 2017 (corrected with resolution No. 20250 of December 28, 2017) and no. 19974 of April 27, 2017 ("CONSOB Regulation").

1. INTRODUCTION

The RPT Regulation identifies the principles to which the Company abides in order to ensure the transparency and substantial and procedural correctness of the transactions with related parties ("RPT") carried out by the Company, directly or through its subsidiaries.

For the pursuit of the aforementioned purpose, the bodies involved in the examination and approval of the RPT and the bodies responsible for supervising compliance with the RPT Regulation, each for their own competence, privilege the consideration of the substance of the relationship and not simply the legal form of the same.

The RPT Regulation will come into force starting from the date on which the shares of the Company will be admitted to listing on the regulated market organized and managed by Borsa Italiana S.p.A.

2. ADVERTISING

The RPT Regulation is published on the Company's website and can be accessed at www.olidata.com

3. DEFINITION OF RELATED PART

In compliance with the provisions of Attachment 1 of the CONSOB Regulation, a person is qualified as a party related to the Company ("Related Party" or, in the plural, "Related Parties") if:

- (a) directly or indirectly, also through subsidiaries, trustees or interposed persons:
 - (i) controls the Company, is controlled, or is subject to joint control with respect to the Company;
 - (ii) holds a stake in the Company that may exert significant influence over the latter;
 - (iii) exercises control over the Company in conjunction with other parties;
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- (b) is an associated company of the Company;
- (c) is a joint venture in which the Company is a participant;
- (d) is one of the executives with strategic responsibilities of the Company or its parent company;
- (e) is a close family member of one of the subjects referred to in letters (a) or (d);
- (f) is an entity in which one of the parties referred to in letters (d) or (e) exercises control, joint control or significant influence or holds, directly or indirectly, a significant portion, in any case not less than 20%, of voting rights;
- (g) Is a supplementary pension fund, collective or individual, Italian or foreign, set up for the employees of the Company, or any other entity related to it.

4. DEFINITION OF OPERATION WITH CORRELATED PART

RPT means any transfer of resources, services or obligations between related parties regardless of whether a consideration has been agreed, including:

- mergers, demergers by incorporation and strictly non-proportional demergers, where they are carried out with Related Parties;
- any decision regarding the allocation of remuneration and economic benefits, in any form, to the members of the administrative and control bodies and executives with strategic responsibilities (unless otherwise provided by the CONSOB Regulation and without prejudice to the exemptions referred to in paragraph 7 below).

5. DEFINITION OF INDEPENDENCE REQUIREMENTS

(i) Directors who meet the independence requirements are considered independent directors (i) established in article 148 paragraph 3 of Legislative Decree no. 58/1998 ("Consolidated Text" or "TUF"); (ii) established by the Regulations adopted by Consob resolution no. 16191 of October 29, 2007, for companies subject to management and coordination, noting in particular for this purpose the fact that the director does not hold the office of director even in the company that exercises direction and coordination²; (iii) required by the Corporate Governance Code (approved by the Corporate Governance Committee of Borsa Italiana S.p.A. in March 2006 and most recently amended in December 2011)³.

² Should the Company cease to be subject to other management and coordination activities, this requirement will automatically be less.

³ In the event that the Company should cease to adhere to the Corporate Governance Code, or the CONSOB should declare that the independence requirements set forth therein are not at least equivalent to those identified pursuant to art. 148, paragraph 3 of the TUF, this requirement will automatically be less.

6. MAJOR RELEVANCE TRANSACTIONS

6.1 For the most relevant RPTs ("Major Relevance RPT"), the following RPTs are intended:

- (i) the RPTs for which at least one of the Relevance Indexes (as defined in paragraph 6.2 below), applicable according to the specific transaction, exceeds 5%;
- (ii) le OPC concludere con la società controllante quotata (ove ve ne sia una), o con soggetti correlati a quest'ultima che risultino a loro volta correlati anche alla Società, qualora almeno uno degli Indici di Rilevanza (come di seguito definiti al paragrafo 6.2) risulti superiore a 2,5%;
- (iii) the transactions for which the Board of Directors, on the occasion of the first Board meeting in which the transaction is discussed, still considers it appropriate to apply on a voluntary basis the procedure for the Greater Relevance RPTs, taking into account the particularities of the individual transaction and / or specific context in which it is inserted.

6.2 For the purposes of identifying the MAs of Major Relevance pursuant to the present RPT Regulation, the following relevance indices apply ("Relevance Indexes"):

- (i) Index of Relevance of the countervalue: identifies the ratio between the counter-value of the RPT and the net equity taken from the most recent consolidated balance sheet published by the Company or, if greater, the capitalization of the Company recognized at the close of the last open market day included in the reference period of the most recent published periodical accounting document (annual or semi-annual financial report or interim management report).

If the economic conditions of the RPT are determined, the counter-value of the RPT is:

- a) for cash components, the amount paid to / by the contractual counterparty;
- b) for components consisting of financial instruments, the fair value determined, on the date of the RPT;
- c) for the loan or guarantee granting RPT, the maximum amount payable.

If the economic conditions of the RPT depend, in whole or in part, on quantities that are not yet known, the counter-value of the RPT is the maximum value that can be received or payable under the agreement;

- (ii) Asset Relevance Index: identifies the ratio between the total assets of the entity subject to the RPT and the total assets of the Company. The data to be used must be taken from the most recent consolidated balance sheet published by the Company. Where possible, similar data should be used to determine the total assets of the entity subject to the RPT.

For RPT for the acquisition or sale of investments in companies that have an impact on the consolidation area, the value of the numerator is the total assets of the investee, regardless of the percentage of capital subject to disposal.

For RPT for the acquisition and sale of investments in companies that do not affect the scope of consolidation, the value of the numerator is:

- a) In the case of acquisitions, the counter value of the RPT plus the liabilities of the acquired company that may have been acquired by the acquirer;
- b) in the case of sales, the consideration for the asset sold.

For RPT's acquisition or transfer of assets other than social investments, the value of the numerator is:

- a) in the case of acquisition, the greater of the consideration and the carrying amount that will be assigned to the asset (following the RPT);
- b) in the event of sale, the carrying amount of the asset (before the transaction);

- (iii) Relevance of liabilities Index: identifies 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 consolidated balance

sheet published by the Company. Where possible, similar data must be used to determine the total liabilities inherent in the company or business unit acquired.

- 6.3 All RPTs that can not be defined as RPTs of Greater Relevance pursuant to paragraphs 6.1 and 6.2 above are defined as minor relevance RPTs ("RPT of Minor Relevance"), unless they are applied to any of the cases of exclusion provided for by the CONSOB Regulation or the cases of exemption referred to in Article 7 below.

7. EXEMPTION CASES

- 7.1 In addition to the cases for which the CONSOB Regulation provides for the exclusion of the application of the related regulations⁴, the Company avails itself of the following exemptions, provided optionally by the CONSOB Regulation.

In particular, they are excluded from the provisions contained in the present RPT Regulation, within the maximum limits of the provisions of the CONSOB Regulation:

- (i) RPTs whose value does not exceed Euro 1,000,000 ("scarce RPT");
- (ii) compensation plans based on financial instruments approved by the shareholders' meeting pursuant to art. 114 bis of the Consolidated Law and related executive transactions;
- (iii) the resolutions, other than those provided for in paragraph 1 of art. 13 of the CONSOB Regulation, concerning the remuneration of directors vested with special duties (as well as other executives with strategic responsibilities) that are consistent with the remuneration policy in place with the Company, adopted with the involvement of the remuneration committee, composed in compliance with the provisions of point (ii) of paragraph 3 of the art. 13 of the CONSOB Regulation, and illustrated in the report pursuant to article 123-ter TUF submitted to the advisory vote of the shareholders' meeting;
- (iv) the Standard RPTs, as defined in paragraph 7.2 below and as provided for therein;

⁴ The CONSOB Regulation does not apply (i) to the resolutions of the shareholders' meeting referred to in Article 2389 paragraph 1 of the Civil Code, relating to the fees due to the members of the board of directors and the executive committee nor (ii) to the resolutions of the board of directors referred to in article 2389 paragraph 3 of the Italian Civil Code, relating to the remuneration of directors vested with special offices, falling within the total amount previously determined by the shareholders' meeting pursuant to article 2389 paragraph 3 of the Italian Civil Code nor (iii) transactions to be carried out on the basis of instructions for stability purposes issued by Supervisory Authorities, or on the basis of provisions issued by the parent company for the execution of instructions issued by Supervisory Authorities in the interest of group stability, compliance with the information obligations set forth in the CONSOB Regulation.

- (v) RPTs with or between subsidiaries (also jointly) by the Company, as well as RPTs with associated companies, provided that in the subsidiaries or affiliated counterparties of the RPT there are no interests of other Related Parties of the Company qualified as significant pursuant to next paragraph 7.3;
- (vi) urgent RPTs, in compliance with the provisions of paragraph 7.4 below.

7.2 For the purposes of this RPT Regulation, ordinary RPTs concluded on terms equivalent to market or standard conditions (RPT Standard) are those RPTs that fall within the ordinary year of operating activity and related financial activity⁵, concluded under conditions similar to those usually applied to unrelated parties for transactions of a similar nature, entity and risk, that is based on regulated tariffs or imposed prices, or charged to parties with whom the Company is obliged by law to contract a specific fee. In any case, in relation to the RPT Standards of Greater Relevance, the Company fulfills the following information obligations:

- (i) communicates to the CONSOB the counterparty, the object and the consideration of the RPTs that benefited from the exemption within 7 days from the approval of the transaction or, if the competent body has decided to present a contractual proposal, from the moment to which the contract (also preliminary) is concluded or, in cases of competence or authorization of the Shareholders' Meeting, from the approval of the proposal to be submitted to the meeting;
- (ii) indicates in the interim management report and in the annual management report, as part of the public disclosure of financial reports⁶, which among the RPTs subject to the disclosure obligations indicated in the latter provision have been concluded using the exemption.

⁵ Pursuant to Article 3 of the Notice, an operation is "ordinary" when two selective criteria are simultaneously satisfied. Firstly, the transaction must be attributable to the operating activity or, alternatively, to the related financial activity. Secondly, the same transaction must also fall within the ordinary financial year of the operating activity or related financial activity. By operating activity we mean the whole (i) of the main activities generating the company's revenues and (ii) of all the other management activities that are not classified as investment or financial. In identifying the ordinary exercise, we must also take into account the object, recurrence, function or purpose, size, terms and conditions of the contract, nature of the counterparty and timing.

⁶ Pursuant to Article 3 of the Notice, an operation is "ordinary" when two selective criteria are simultaneously satisfied. Firstly, the transaction must be attributable to the operating activity or, alternatively, to the related financial activity. Secondly, the same transaction must also fall within the ordinary financial year of the operating activity or related financial activity. By operating activity we mean the whole (i) of the main activities generating the company's revenues and (ii) of all the other management activities that are not classified as investment or financial. In identifying the ordinary exercise, we must also take into account the object, recurrence, function or purpose, size, terms and conditions of the contract, nature of the counterparty and timing; *c) on any modification or development of transactions with related parties described in the last annual report that have had a significant effect on the financial position or the results of the companies in the reference period*"

The exemption referred to in paragraph 7.1, point (v) above (ie, transactions with or between subsidiaries and / or affiliates), does not apply if, with reference to the RPT, there are "significant interests" of other Related Parties of the Company⁷. To this end, "interests" are considered "significant" those interests generated by participatory or patrimonial relationships with the subsidiaries or associates of Olidata that are counterparties to a specific RPT, where the aforesaid relationships are such as to directly, exclusively or in priority, influence the managerial choices of the Company, of the subsidiary or of the associated company to satisfy the interest of which another Company Related Party is a bearer. For example, "significant interests" may be considered to exist if:

- (i) there is a significant receivable, towards a subsidiary company, by the Company's Chief Executive Officer, which may incentivize the conclusion of transactions that enable the subsidiary to strengthen its assets, although not advantageous for the Company;
- (ii) the parties involved in the transaction share one or more directors or managers with strategic responsibilities, and these parties benefit from incentive plans based on financial instruments (or variable remuneration) depending on the results achieved by the subsidiaries or associates with which the operation is carried out. The assessment of significance must be carried out in light of the weight that the remuneration depends on the performance of the subsidiary or associate (including the aforementioned incentive plans) with respect to the overall remuneration of the director or manager with strategic responsibilities;
- (iii) the subsidiary or associated company of the transaction is also owned (even indirectly, through parties other than the Company) by the party that controls the Company and the effective weight of that investment exceeds the effective weight of the investment held by the same person in the Company. For the purposes of assessing this effective weight, direct holdings are weighted for the whole, while the indirect holdings are weighted according to the percentage of share capital held in the subsidiaries through which the investment in the Related Party is held. If the interest in the Related Party is flanked by other economic interests, these interests are considered together with those deriving from the interest calculated according to its effective weight.

7.3 L'esenzione di cui al paragrafo 7.1 (vi) che precede (i.e., le OPC urgenti) è subordinata alla sussistenza delle seguenti condizioni:

- (A) RPT's which are not under the Assembly's responsibility of the Assembly, nor subject to authorization by the assembly:
 - (i) for the RPTs of Major Relevance, the information obligations set forth in art. 5 of the CONSOB Regulation;

⁷ Pursuant to art. 21 of the Communication "the significance of the interests of other related parties in the subsidiary or associated company is left to the discretionary assessment of the companies required to apply the Regulation according to the general criteria indicated in the procedures. In this context, companies can draw indications from any balance sheet transactions existing between subsidiaries or associates, on the one hand, and other related parties of the company, on the other".

- (ii) if the RPT falls within the competence of a delegated body, the chairman of the Board of Directors and, in the event that they are not an unrelated independent director, also the Chairman of the RPT Committee (or other independent director, previously appointed, which has the power to convene meetings between only independent directors), must be informed of the reasons for urgency before the completion of the operation;
 - (iii) the RPTs must subsequently be subject, without prejudice to their effectiveness, to a non-binding resolution adopted by the first ordinary shareholders' meeting;
 - (iv) the body that convenes the meeting held to resolve pursuant to the previous point (iii) must prepare a report containing an adequate justification of the reasons for the urgency;
 - (v) the control body must report to the meeting its assessments on the existence of the reasons for urgency;
 - (vi) the report and the assessments referred to in points (iv) and (v) above must be made available to the public (at least twenty-one days before the date set for the meeting referred to in point (iii) above) at the headquarters and in the manner indicated in Part III, Title II, Chapter I of the Regulation adopted by Consob resolution no. 11971/1999 ("Issuers Regulation"). These documents may be contained in the information document referred to in Article 5, paragraph 1 of the CONSOB Regulation;
 - (vii) no later than the day following the day of the meeting referred to in point (iii) above, the information on the results of the meeting must be made available to the public (in the manner indicated in Part III, Title II, Chapter I of the Issuers' Regulation). vote, with particular regard to the total number of votes cast by unrelated shareholders.
- (B) RPT pertaining to the meeting, or which must be subject to authorization by the assembly:
- (i) recurrence of "cases of urgency connected to situations of corporate crisis", for which it is intended by way of example:
 - cases of significant losses pursuant to art. 2446 and 2447 c.c.;
 - situations in which the Company is subject to bankruptcy proceedings or situations in which there are uncertainties about the business continuity expressed by the Company or its auditor ;
 - financial non-performing situations that are expected to lead, in a short time (according to the resolution of the Board of Directors that convenes the shareholders' meeting) to a significant reduction in capital pursuant to the aforementioned art. 2446 and 2447 c.c.;
 - (ii) that the body called to convene the assembly prepares a report containing an adequate justification of the reasons for the urgency;
 - (iii) that the supervisory body should report to the meeting its assessments on the existence of the reasons for urgency;
 - (iv) that the report and assessments referred to in points (ii) and (iii) above are made available to the public (at least 21 days before the date set for the meeting) at the registered office and in the manner indicated in Part III , Title II, Chapter I, of the Issuers Regulation. These documents may also be contained in the information document referred to in Article 5, paragraph 1 of the CONSOB Regulation;

- (v) if the assessments made by the supervisory body referred to in point (iii) above are negative, that the shareholders' meeting will deliberate according to the mechanism of the c.d. whitewash referred to in paragraph 8.3.7 below;
- (vi) if the evaluations are positive, that information about the results of the vote is made available to the public (with the modalities indicated in Part III, Title II, Chapter I of the Issuers Regulation), with particular detail regarding the total number of votes cast by unrelated shareholders.

7.4 The exemption assumptions envisaged in this article can be applied, mutatis mutandis, also to the RPTs carried out through subsidiaries.

8. PROCEDURES FOR RELATED PARTIES TRANSACTIONS

8.1 RPT Committee and equivalent offices

8.1.1 The approval of the RPT is subject to the prior opinion of a committee established within the Board of Directors ("RPT Committee"). In the case of an RPT of Major Relevance, the RPT Committee will be composed exclusively of non-executive and independent directors. In the case of an RPT of Minor Relevance - unless otherwise provided by other legal or regulatory provisions applicable to the company at a specific point in time - the RPT Committee may be composed of mostly independent non-executive directors.

8.1.2 The RPT Committee, in issuing the opinions referred to in articles 8.2.3 and 8.3.2 below, has the right to be assisted by one or more independent (unrelated) experts of their choice, at the expense of the Company.

8.1.3 Should one or more members of the RPT Committee be related to a given RPT in relation to which the RPT Committee should issue its opinion, they will - where possible - be replaced, with reference to all the obligations related to this RPT, by others unrelated and / or independent non-executive directors (depending on the case), in order of seniority (ie the replacement will be the senior non-executive and / or independent director).

If, with respect to a specific RPT, there are at least three non-executive and / or independent non-related directors, the functions of the RPT Committee will be carried out by the two unrelated independent directors present, or alternatively by the board of statutory auditors, provided that the members of the board who have an interest, on their own account or on behalf of third parties, in the transaction, will inform the other auditors, specifying their nature, terms, origin and scope. In the event that the board of statutory auditors is not in a position to perform the aforementioned functions, the Board of Directors, after consulting the RPT Committee, shall appoint an expert identified among subjects of recognized professionalism and competence on the subject matter of the RPT, ascertaining the independence and the absence of conflicts of interest.

8.2 Procedure for Minor Relevance RPT

8.2.1 The approval of the RPT Minor Relevance is the responsibility of the delegated bodies ("Delegates") who, depending on the case, are competent in relation to the specific RPT of Minor Relevance on the basis of the powers conferred upon them by virtue of the Board's appointment resolution as delegated

body of society. Should there be no delegates, the competence for the approval of the RPT's of Minor Relevance rests with the Board of Directors of the Company.

8.2.2 Where deemed appropriate, the delegates may always submit to the collegial approval of the Board of Directors the RPT of Minor Relevance with respect to which they would be competent pursuant to paragraph 8.2.1 above.

8.2.3 The Minor Relevance RPT are approved after the non-binding opinion of the RPT Committee.

8.2.4 With an adequate time in advance prior to the date of approval of the transaction, the competent body to deliberate on the RPT of Minor Relevance and the RPT Committee shall be provided with complete and adequate information on the specific RPT to be approved, including, in particular, information concerning the nature of the relationship, the execution modalities of the transaction, the conditions (including the conditions) for the realization, interest and underlying reasons and any risks for the Company.

8.2.5 The bodies that have approved the RPTs provide the Board of Directors and the Board of Statutory Auditors with complete information, at least quarterly, regarding the execution of the RPTs of Minor Relevance.

8.2.6 The minutes of any resolutions approving the RPTs of Minor Relevance bear adequate justification regarding the Company's interest in completing the transaction as well as the convenience and substantial correctness of the related conditions.

8.2.7 If the RPT Committee has issued a negative opinion on one or more RPT of Minor Relevance, the Company (within fifteen days from the end of each quarter of the year) makes available to the public (at the registered office and in the manner indicated in the Part III, Title II, Chapter I of the Issuers' Regulation) a document containing the indication of the counterparty, of the object and of the consideration of all the RPTs of Minor Relevance approved in the reference quarter despite the aforementioned negative opinion, as well as the reasons for the which it was decided not to share this opinion. Within the same term, the opinion of the RPT Committee is made available to the public as an attachment to the information document or on the Company's website.

8.3 Procedure for Major Relevance RPT

8.3.1 The competence to deliberate on the Major Relevance RPTs (exclusively) belongs to the Board of Directors which decides upon the outcome of a detailed examination of the operations and their characteristic elements. This examination must be supported by sufficient documentation to illustrate the reasons for the RPT, the convenience, as well as the substantial correctness of the conditions under which the RPTs are concluded.

8.3.2 The Board of Directors resolves on the RPTs of Major Relevance upon the motivated favorable opinion of the RPT Committee.

8.3.3 The company representative or the representative who initiated the negotiations or, as the case may be, the Board of Directors (in the person of its chairman or any of its members) shall inform the RPT Committee without delay of the start of negotiations and state of the same. The RPT Committee or one or more components delegated by the same ("Delegate Component/s to the Negotiations"), take part in the negotiation phase and in the preliminary phase relative to the RPT of Major Relevance by receiving a complete and timely information flow with the right to request information and to make

observations to the delegated bodies and to the persons responsible for conducting the negotiations or the preliminary investigation.

- 8.3.4 With adequate anticipation of the date scheduled for the approval of the transaction, the Board of Directors and the RPT Committee are provided with complete and adequate information on the specific RPT to be approved, including, in particular, information regarding the nature of the correlation, to the execution modalities of the transaction, to the conditions (including economic conditions) for the realization, interest and underlying motivations and any risks for the Company.
- 8.3.5 The delegated body of the competent company in relation to the execution of the individual RPTs of Major Relevance provides the Board of Directors, the Board of Statutory Auditors and the RPT Committee with complete information, at least quarterly, regarding the execution of the RPT of Major Relevance.
- 8.3.6 The minutes of the approval decisions of the RPTs of Major Relevance bear adequate motivation regarding the Company's interest in completing the transaction as well as the convenience and substantial correctness of the related conditions.
- 8.3.7 The Board of Directors may approve the RPTs of Major Relevance despite the adverse opinion of the RPT Committee, provided that the fulfillment of these RPT is authorized, pursuant to Article 2364, paragraph 1, number 5) of the Code of Civil Procedure. assembly. According to the provisions of art. 11, paragraph 3 of the CONSOB Regulation (c.d. whitewash mechanism), the approval of the Shareholders' Meeting is considered approved on condition that:
1. the constitutive and deliberative quorum envisaged by the Company's by-laws are reached
 2. if the unrelated shareholders present at the meeting represent at least 10% of the share capital with voting rights, the majority of unrelated voting shareholders do not vote against the transaction.

For the purposes of this article 8.3.7, the quality of related or unrelated partner will be declared by the Chairman of the meeting, on the basis of the information in his possession and those that he may specifically request during the meeting.

- 8.3.8 On the occasion of the RPT of Major Relevance carried out by the Company or even by a subsidiary thereof, the Company prepares (pursuant to Article 114, paragraph 5 of the TUF) an information document prepared in compliance with Annex 4 of the CONSOB Regulation.

8.4 Shareholder Meetings Procedures of competence or authorization

- 8.4.1 In the event that, on the basis of statutory provisions or by-laws, the RPTs are the responsibility of the shareholders' meeting or must be authorized by the latter, during the negotiation phase, in the phase of the preliminary investigation and in the approval phase of the proposed resolution to be submitted to the Shareholders' Meeting, the procedure envisaged in the previous article 8.2 for the RPT of Minor Relevance or the procedure set out in the previous article 8.3 for the RPTs of Major Relevance applies, as applicable.

The resolution proposal concerning an RPT of Major Relevance to be submitted to the Shareholders' Meeting can be approved also in the presence of a contrary opinion of the RPT Committee under the conditions set out in the previous article 8.3.7.

8.5 Subsidiaries operations procedures

8.5.1 In the event that the Company examines or approves transactions carried out by subsidiaries, with or without prejudice compliance with the information obligations provided for by art. 5 of the CONSOB Regulation.

9. MANAGER RESOLUTIONS

9.1 The Board of Directors of the Company may approve manager resolutions in relation to a series of homogeneous RPTs ("Uniform RPT"), implemented with certain Related Parties identified from time to time by the Board of Directors ("Specified Related Parties"), as set out below.

9.2 In the event that it envisages a series of Uniform RPTs with one or more of the Specified Related Parties during a given period of time not exceeding one year, the Board of Directors may approve a single manager resolution, with effectiveness not exceeding one year, concerning all the RPTs with the Related Parties Specified to be realized during the period of effectiveness of the manager resolution. The manager resolution must specify the predictable maximum amount ("Maximum Amount") of the Uniform RPTs to be achieved in the effective period of the same and must justify the conditions foreseen for the realization of such uniform RPTs.

9.3 The Board of Directors meeting for the approval of a manager resolution will identify, first of all, the Maximum Amount, calculating the relevance of each of the foreseen Uniform RPTs in application of the Relevance Indices indicated in art. 6.2 above and then adding the results obtained with respect to each applicable Relevance Index.

9.4 In the event that the Maximum Amount is higher than any of the applicable thresholds of relevance identified by art. 6.1, the Company (i) will approve the resolution - according to the procedure indicated in art. 8.3 of the present RPT Regulation and (ii) will publish a (single) informative document pursuant to art. 8.3.8.

9.5 In the event that the Maximum Amount, calculated according to the provisions of art. 9.3, is lower than the threshold referred to in art. 6.1 in application of all the relevance indices identified by art. 6.2, the Board of Directors will approve the manager resolution according to the procedure indicated in art. 8.2.

9.6 The procedures set out in articles 8.2 and 8.3 will not be applied to the single uniform RPTs subject to a uniform resolution

9.7 The corporate bodies responsible for the implementation of the uniform RPTs subject to a framework resolution will provide the Board of Directors with complete information, at least quarterly, on the implementation of the resolution itself.

10. OBLIGATIONS OF FUNCTIONAL INFORMATION TO THE IDENTIFICATION OF THE RELATED PARTIES

10.1 executives with strategic responsibilities (including the effective directors and statutory auditors) of the Company or its parent company,

- (i) executives with strategic responsibilities (including the effective directors and statutory auditors) of the Company or its parent company;

- (ii) the subjects who, directly or indirectly, through one or more intermediaries, control, even jointly with other subjects, the Company, are controlled, or are subject to common control and the parties that hold a stake in the Company such as to exercise a significant influence on the latter,

transmit in writing to the Company all information necessary to allow the correct assessment of their classification as Related Parties and about the identification of other parties qualifying as Related Parties by virtue of various kinds of links with them.

To the controlling subjects and to the other subjects indicated in the art. 114, paragraph 5, TUF, the disclosure obligations set forth in art. 4, paragraph 8 of the CONSOB Regulation⁸.

10.2 Any variation in the course of the year of the information / data transmitted will be promptly communicated in writing to the Company by the aforementioned subjects.

10.3 For the implementation of the RPT Regulation, the Company prepares, and constantly updates, on the basis of the available evidence and the declarations received, a list of the Related Parties, which is brought to the attention of the central and peripheral structures of the Company.

11. FINAL PROVISIONS

11.1 In order to ensure coordination with the administrative and accounting procedures referred to in Article 154-bis of the TUF, quarterly periodic information on the RPTs of Minor Relevance, RPTs of Greater Relevance and Uniform RPTs (as per articles 8.2.5, 8.3. 5 and 9.7) are also provided to the manager responsible for preparing the accounting and corporate documents.

11.2 The Board of Statutory Auditors oversees the compliance of this procedure with the general principles indicated in the CONSOB Regulation.

11.3 The Manager in charge oversees its compliance and reports to the Company's meeting pursuant to article 153 of the TUF.

11.4 The Board of Directors assesses at least once every three years whether to proceed with a review of the present procedure taking into account, among others, the effectiveness demonstrated in the application practice and any changes that may have occurred in the Company's ownership structure. The amendments to this procedure are approved by the Board of Directors upon the opinion of the Committee appointed pursuant to art. 4, paragraph 3, of the CONSOB Regulation.

Article 4, paragraph 8 of the CONSOB Regulation: "The controlling subjects and the other subjects indicated in article 114 paragraph 5 of the Consolidated Law, which are related parties of the companies, provide the latter with the necessary information in order to identify the parties related and operations with the same.