



**REPORT ON CORPORATE GOVERNANCE
AND OWNERSHIP STRUCTURE**

pursuant to article 123-bis of the Consolidated Finance Act

(traditional administration and control model)

(Translation from Italian original which remains the definitive version)

Issuer: Landi Renzo S.p.A.

Web Site: www.landi.it

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GLOSSARY

Board of Directors: the Issuer's Board of Directors.

Borsa Italiana: Borsa Italiana S.p.A.

Civil Code/C.C.: the Italian Civil Code.

Consob Issuers' Regulations: the Regulations issued by Consob by virtue of Resolution 11971/1999 (and subsequent amendments) regarding issuers.

Consob Stock Market Regulations: the Regulations issued by Consob by virtue of Resolution 16191/2007 (and subsequent amendments) regarding Stock Markets.

Consolidated Finance Act: Legislative Decree 58 of 24 February 1998 (the Italian Consolidated Finance Act), as amended.

Instructions to the Stock Market Regulations: the Instructions to the Regulations of the Stock Markets organised and managed by Borsa Italiana.

Issuer, Landi Renzo or the Company: Landi Renzo S.p.A.

Period: the financial period covered by the Report refers.

Report: the report on corporate governance and the structure of ownership that companies are obliged to prepare in accordance with Article 123-*bis* of the Consolidated Finance Act.

Self-Regulatory Code: the Self-Regulatory Code for listed companies approved by the Corporate Governance Committee in December 2011 and promoted by Borsa Italiana, Abi, Ania, Assogestioni, Assonime and Confindustria.

Stock Market Regulations: the Regulations of the Stock Markets organised and managed by Borsa Italiana.

1. **ISSUER PROFILE**

The Issuer has adopted a traditional system of governance based on the presence of three bodies: the Shareholders' Meeting, the Board of Directors and the Board of Auditors. The auditing of the accounts is entrusted by law to an auditing firm. The Issuer adheres to the Self-Regulatory Code in accordance with the method described below.

The following Sections provide information regarding the ownership structure and describe the relative and actual methods of implementation that the Company has already adopted, namely the changes that the Company is pursuing with respect to the compliance model outlined in the Self-Regulatory Code.

This Report, prepared in accordance with the legal obligations laid down for companies listed on the screen-based equity market (*Mercato Telematico Azionario*) organised and managed by Borsa Italiana, together with all the documents referred to herein, may be downloaded from the Company's website, www.landi.it, Investor Relations section.

2. **INFORMATION ON THE STRUCTURE OF OWNERSHIP (PURSUANT TO ARTICLE 123-BIS, SUBSECTION 1, OF THE CONSOLIDATED FINANCE ACT) AS AT 31 DECEMBER 2012**

This Section 2 has been prepared pursuant to the terms and effects of Article 123-bis, subsection 1, of the Consolidated Finance Act. Any information (i) required by the aforesaid Article 123-bis, subsection 1, letter i) is provided in the Report on remuneration published pursuant to Article 123-ter of the Consolidated Finance Act, (ii) the information required by the aforesaid Article 123-bis, subsection 1, letter l), is provided in the chapter of the Report dealing with the Board of Directors (Section 4.1), and finally, (iii) the other information required by article 123-bis that is not mentioned in this Section 2, is to be understood as not applicable to the Company.

(a) **Shareholding structure (pursuant to article 123-bis, subsection 1, letter a) of the Consolidated Finance Act)**

Landi Renzo's share capital is equal to Euro 11,250,000, fully subscribed and paid up, and consists of 112,500,000 ordinary shares with a nominal value of Euro 0.10 each (the "**Shares**"), traded on the screen-based equity market (*Mercato Telematico Azionario*) organised and managed by Borsa Italiana. This information is also shown in Table 1 attached to the Report.

As of the date of this Report, no special classes of shares have been issued, such as shares without voting rights or with limited voting rights, nor other securities granting the right to subscribe newly issued shares.

(b) **Restrictions on the transfer of securities (pursuant to article 123-bis, subsection 1, letter b) of the Consolidated Finance Act)**

As of the date of this Report, the Shares are freely transferable by deed *inter vivos* and/or by succession *mortis causa* and are subject to the circulation

regime envisaged for shares issued by listed companies registered under Italian law.

(c) **Significant shareholdings (pursuant to article 123-bis, subsection 1, letter c) of the Consolidated Finance Act)**

As of the date of this Report, on the basis of the records in the Shareholders' Book and in the light of the notifications received under Article 120 of the Consolidated Text, the following parties, directly or indirectly, own more than 2% of the Company shares.

Declarer	Direct shareholder	% of ordinary share capital	% of shares with voting rights
Trust Landi (trust regulated by Jersey law, in which trustee is Stefano Landi)	Girefin S.p.A.	54.667	54.667
	Gireimm S.r.l.	4.444	4.444
Impax Asset Management Limited	Impax Asset Management Limited	2.637	2.637
Aerius Investment Holding AG	Aerius Investment Holding AG	2.311	2.311

(d) **Securities to which special rights are attached (pursuant to article 123-bis, subsection 1, letter d) of the Consolidated Finance Act)**

As of the date of this Report, all the Company's shares are registered, freely transferable and indivisible, and each of them entitles the holder to cast one vote in Ordinary and Extraordinary Company Shareholders' Meetings. Each share confers the same proprietary and administrative rights in accordance with the applicable provisions of law and of the Articles of Association.

Therefore, as of the date of this Report, the Company has not issued any securities conferring special controlling rights.

(e) **Employees' shareholdings: mechanism for the exercise of voting rights (pursuant to article 123-bis, subsection 1, letter e) of the Consolidated Finance Act)**

As of the date of this Report, there are no arrangements for employees to hold shares in the Company.

(f) **Restrictions on voting rights (pursuant to article 123-bis, subsection 1, letter f) of the Consolidated Finance Act)**

As of the date of this Report, there are no restrictions on voting rights.

(g) **Shareholders' agreements (pursuant to article 123-bis, subsection 1, letter g) of the Consolidated Finance Act)**

As of the date of this Report, the Company is not aware of any agreements among shareholders as per Article 122 of the Consolidated Text.

(h) **Change of control clauses (pursuant to article 123-bis, subsection 1, letter h) of the Consolidated Finance Act)**

As of the date of this Report, neither the Company nor its subsidiaries have stipulated any important agreements that take effect, are amended or are terminated in the event of any change in the Issuer's major shareholder, with the exception of (i) two loan agreements entered into on 13 October 2008, for the purpose of the 100% acquisition of the share capital of Lovato Gas S.p.A. In particular, both the said loan agreements contain a clause for the complete repayment of the loan in the event that Girefin S.p.A. and Gireimm S.r.l. reduce their holdings in the Company to below 50.1%, subject to the prior agreement of the lending bank; in such event, should the Company fail to fulfil the relative repayment obligation, the banks shall also be entitled to rescind the relative agreement pursuant to, and for the purposes of, article 1456 of the Italian Civil Code; and (ii) two loan agreements entered into on 24 October 2012 effective until 11 December 2017, both aimed at financing a research and development project in the power train sector, which contain a clause providing for full repayment of the loan in case of other persons taking over control of the Company or Mr Stefano Landi or his family members reducing their shareholding in the Company to below 50,1%. It is specified that the right to full repayment can be exercised by the lender at its own discretion and that, upon occurrence of the aforesaid events, should the Company not comply with its repayment obligation, the lender is also entitled to terminate the relevant agreement pursuant to article 1456 of the Italian civil code.

(i) **Delegated powers to increase share capital, and authorisations to purchase treasury shares (pursuant to article 123-bis, subsection 1, letter m) of the Consolidated Finance Act)**

The Shareholders' Meeting of 24 April 2012 authorised the Board of Directors, and the Managing Director acting on behalf of the said Board, also through its own attorneys appointed for this purpose, pursuant to, and for the purposes of, article 2357 of the Italian Civil Code, to purchase Company's treasury shares, in quantities, at the price, and under the terms and conditions reported below:

- (i) the shares may be purchased on one or more occasions, within the 18 months following the date of the shareholders' meeting's resolution, within the limits of the reserves available and profit available for distribution shown in the last approved financial statements, in accordance with those regulations governing listed companies, that is, in accordance with the provisions of article 144-bis of the Consob Issuers' Regulations and article 132 of the Consolidated Finance Act, and in accordance with the provisions of the Stock Market Regulations and of all other applicable regulations, including those established by Directive 2003/6/EC;

- (ii) the purchase price of each share shall be no more than 20% higher or lower than the reference price recorded by the security on the Stock Market in the session preceding each transaction;
- (iii) the maximum number of shares purchased may not have an aggregate nominal value, including any shares held by the subsidiaries, higher than one-fifth of the share capital.
- (iv) On the same occasion the Shareholders' Meeting also resolved:
- (v) under Article 2357-*ter*, subsection 1, of the Italian Civil Code, to authorise the Board of Directors to dispose, in whole or in part, without any time limits, of its treasury shares purchased even before having completed the purchases; shares may be sold, on one or more occasions, on regulated markets and/or unregulated markets, or off-market, also by offering them to the public and/or to Shareholders, by institutional placement, by placement of purchase coupons and/or warrants or as a consideration for acquisitions or public swap offers at a price that must not be more than 20% lower or higher than the reference price recorded by the security on the Stock Market in the session preceding each transaction; nevertheless, these price limits will not apply if the shares are sold to employees, including executives, executive directors and collaborators of Landi Renzo and its subsidiaries within the framework of stock option incentive plans intended for such persons;
- (vi) under Article 2357-*ter*, subsection 3, of the Italian Civil Code, to authorise the Board of Directors to make all the accounting entries necessary or opportune, as regards transactions involving treasury shares, in compliance with those legal provisions in force and with the applicable accounting principles.

As of the date of this Report, the Company has neither purchased nor disposed of any treasury shares.

The Board of Directors' meeting of 14 March 2013 resolved to submit to the Shareholders' Meeting a proposal to extend the power to purchase and dispose of treasury shares under the same terms and conditions as approved by the previous shareholders' meeting.

(j) **Management and coordination (pursuant to articles 2497 ff. of the Italian Civil Code)**

Landi Renzo deems that Girefin S.p.A. does not carry out management and coordination activities, operating as the former does completely free of any entrepreneurial or corporate control by the latter controlling company. For example, Landi Renzo independently manages its treasury and business relations with customers and suppliers, and independently establishes its own industrial plans and/or budgets.

The information requested by article 123-*bis*, first paragraph, letter i), of the Consolidated Financial Act (benefits for directors in case of resignation, dismissal or termination of employment following public tender offers) are described in the section of the Report devoted to compensation of directors.

The information requested under article 123-*bis*, first paragraph, letter l) of the Consolidated Finance Act (appointment and replacement of directors and changes to the articles of association) are described in the section of the Report devoted to the Board of Directors.

3. **COMPLIANCE**

Landi Renzo has complied with the provisions and recommendations of the Self-Regulatory Code drafted by the Listed Companies' Corporate Governance Committee and published in December 2011 (the "**Self-Regulatory Code**"), available for public viewing on the Borsa Italiana website www.borsaitaliana.it.

Neither the Issuer nor its subsidiaries of strategic importance, are subject to provisions of any laws other than Italian law affecting the Issuer's corporate governance structure.

4. **BOARD OF DIRECTORS**

4.1 **Appointment and replacement of directors, and amendments to the Articles of Association (pursuant to article 123-*bis*, subsection 1, letter l) of the Consolidated Finance Act)**

The Shareholders' Meeting establishes the number of members of the Board of Directors, at the time of their appointment, within those limits set out in subsection 4.2 below. The directors shall hold office for a period of no more than three financial years, and they may be re-elected.

Under Article 14 of the Company's Articles of Association, regarding the appointment and replacement of the Board of Directors and/or its members, establishes that the members of the Board of Directors are elected from lists of candidates according to the following procedures, in compliance with legislation, including regulatory, on gender balance in force at the time. Shareholders holding, even jointly, at least 2.5% of the share capital representing shares that confer voting rights at shareholders' meetings held to deliberate the appointment of the members of the governing body, or such other proportion of the share capital as may be determined at any one time by Consob, in accordance with the rules applicable to the Company, may present a list of candidates, the number of which shall not be greater than the number of directors to be elected, to be arranged in progressive order. This level of ownership is consistent with that determined by Article 144-*quater* of the Consob Issuers' Regulations. The notice calling the shareholders' meeting will state the level of ownership required to present a list of candidates.

Each shareholder, the shareholders adhering to a shareholders' agreement relevant under Article 122 of the Consolidated Finance Act, the parent company, the subsidiary companies and companies subject to joint control, may not present or join in the presentation of more than one list, not even through a third party or a trust

company, nor may they vote for different lists, and each candidate may only stand in one list, otherwise they will be adjudged ineligible. Candidatures and votes expressed in breach of this restriction shall not be attributed to any list.

Lists must be deposited at the Company's registered office at least 25 (twenty-five) days prior to the date scheduled for the Shareholders' Meeting (on first calling), without prejudice to other forms of publicity provided for by law, including regulatory provisions, in force at the time. The notice calling the shareholders' meeting will provide instructions to allow remote deposit of the list by distance communication. Ownership of the amount of shares required to present a list must be proven with the methods and at the terms required under the law and regulatory provisions in force at the time. Should mandatory gender allocation criteria be applicable, each list that presents at least 3 (three) candidates shall include a number of candidates of the least represented gender equal to the minimum requested by applicable law and regulatory provisions in force at the time. Those documents provided for by article 14 of the Issuer's Articles of Association and by the applicable provisions of law and regulations shall be presented together with each list. Those lists presented without observing the aforesaid provisions shall be deemed as not presented.

Each eligible person has the right to vote for one list. When voting has been completed, those candidates from the two lists who have obtained the greatest number of votes shall be elected, according to the following principles:

- (a) from the list that has obtained the highest number of votes (the "**Majority List**"), the same number of directors shall be elected as make up the Board of Directors, as established beforehand by the Shareholders' Meeting, minus; members are taken, in accordance with the said numerical limitation, on the basis of the numerical order in which they appear in the list;
- (b) from the list that has obtained the second highest number of votes, provided that it is not connected in any manner, even indirectly, in accordance with the applicable laws and regulations, with the shareholders that presented or voted for the Majority List (the "**Minority List**"), one Director is taken, and that Director shall be the one who appears first, in numerical order, on that list.

The candidate chosen as number one candidate on the Majority List shall be elected Chairperson of the Board of Directors.

Unless otherwise provided for, in the event of parity of votes, the senior candidate shall be elected.

In the event that following the election of candidates in the aforesaid manner, a number of independent directors have not been appointed, in accordance with the provisions of the law governing auditors, equal to the minimum number established by law in relation to the overall number of members of the Board of Directors, then the first non-independent candidate elected in numerical order from the Majority List, shall be replaced by the first independent candidate (in numerical order) not elected taken from the same list, or in the absence thereof, by the first independent candidate (in numerical order) not elected taken from the other lists, according to the number of votes that each candidate has obtained. This replacement procedure shall be followed

until the independent directors – pursuant to the legal provisions governing statutory auditors - elected to the Board of Directors is at least equal to the legal minimum. Finally, should this procedure fail to provide the aforesaid result, then replacement shall be established by a resolution passed by the relative majority of the Shareholders' Meeting, subject to the presentation of candidates possessing the aforesaid requirements. In addition, in the event that following the election of candidates in the aforesaid manner, a composition of the Board of Directors has not been reached in accordance with the provisions of the law on gender balance in force at the time, then the last candidate of the less represented gender elected in a numerical order from the Majority List shall be replaced by the first candidate of the less represented gender (in numerical order) not elected taken from the same list, or in the absence thereof, by the first candidate of the less represented gender (in numerical order) not elected from the other lists, according to the number of votes that each candidate has obtained. This replacement procedure shall be followed until a composition of the Board of Directors is reached which complies with the laws on gender balance in force at the time. Finally, should this procedure fail to provide the aforesaid result, then replacement shall be established by a resolution passed by the relative majority of the Shareholders' Meeting, subject to the presentation of candidates belonging to the less represented gender.

Should the first two or more lists obtain the same number of votes, then the shareholders' Meeting shall vote again, this time for those lists only. The same rule shall apply in the event of parity between those lists coming second in terms of numbers of votes that are not connected, directly or indirectly, with those shareholders who have presented or voted for the competing list.

In the event of further parity between lists, the list presented by shareholders possessing the majority shareholding, or subordinately by the list presented by the greatest number of shareholders, shall prevail. In all aforementioned cases, the composition of directors shall secure compliance with the aforesaid requirement of gender balance, where so required by law provisions and regulations in force at the time.

In the event of only one list, or no list, being presented, the Shareholders' Meeting shall be decided according to the majorities established by law, without having to observe the abovementioned procedure, without prejudice for compliance with the gender balance requirement specified above, where required by law provisions and regulations in force.

For the purpose of the division of those directors to be elected, no account shall be taken of lists that have failed to gain a percentage of votes at least equal to one half of the number required by the present Articles of Association, or by CONSOB, for the presentation thereof.

If, during the course of the year, one or more Directors are missing, then in order to ensure that the majority continues to be constituted by directors appointed by the Shareholders' Meeting, the following procedure shall be followed, in accordance with article 2386 of the Italian Civil Code:

- (a) the Board of Directors shall arrange for the replacement of the missing director from among those belonging to the same list as the latter, and the

Shareholders' Meeting shall vote, in accordance with the legally-required majorities, in observance of the same principle;

- (c) in the event that the aforesaid list does not contain candidates not previously elected, or candidates with the called-for requirements, or for any reason it is not possible to observe (a) above, then the Board of Directors shall arrange for the replacement, and the Shareholders' Meeting shall vote for said replacement, in accordance with the legal majorities of those without a list vote.

In any case, the Board of Directors and the Shareholders' Meeting shall proceed to make the appointment in order to ensure the minimum number of independent directors required by the law in force at the time, subject to compliance with the aforementioned gender balance requirement, where so prescribed by law and regulatory provisions in force at the time.

However, should the majority of directors cease to exist, then the entire Board of Directors shall be deemed as having resigned, with effect from its reconstitution.

At least one of the members of the Board of Directors, or two if the Board is composed of more than seven members (or of a different minimum number required by the applicable regulation), shall satisfy the criteria of independence called for in the case of statutory auditors by the provisions of law in force at the time.

The independent director, pursuant to the provisions of the law governing statutory auditors, who subsequent to his/her appointment, no longer satisfies the requirements of independence, shall immediately notify the Board of Directors of this circumstance, and shall no longer hold office. A director's loss of independence, as defined above, shall not automatically lead to loss of office if the said requirement is satisfied by the minimum number of directors as established by the laws in force, or by the codes of conduct that the Company has declared it abides by.

Furthermore, pursuant to article 18 of the Articles of Association, the Board of Directors shall, in addition to the widest possible powers concerning the ordinary and extraordinary administration of the Company, is also vested with responsibility for the following:

- (a) merger resolutions in the cases contemplated in Articles 2505 and 2505-*bis* of the Italian Civil Code, including those mentioned for demergers in Article 2506-*ter* of the Italian Civil Code;
- (d) opening and closing secondary offices;
- (e) reducing the share capital in the event of the withdrawal of a shareholder;
- (f) adapting the Articles of Association in accordance with new provisions of law;
- (g) identifying the Directors with the power to represent the Company;
- (h) moving the registered office within the country;

- (i) appointing and discharging the executive in charge of preparing corporate accounting documents.

The Board of Directors must ensure that the executive in charge of preparing corporate accounting documents has sufficient powers and resources to perform the duties assigned to him by law and that administrative and accounting procedures are observed in actual practice.

In urgent circumstances relating to transactions with related parties that are not under the responsibility, or subject to the authorisation, of the Shareholders' Meeting, the Board of Directors will have the right to approve these transactions with related parties, even where they are implemented through subsidiaries, in derogation of the customary provisions of the internal procedure for related-party transactions adopted by the Company, subject to compliance with and at the conditions set out in the procedure.

It should be noted that the Board of Directors, having considered the structure and the size of the Group, has not adopted any succession plan for executive directors as it deems that the replacement procedures adopted are adequate to guarantee the continuity and certainty of corporate governance.

4.2 **Composition (pursuant to Article 123-bis, subsection 2, letter d) of the Consolidated Finance Act)**

Under Article 14 of the Articles of Association, the Company is governed by a Board of Directors composed of from 5 (five) to 9 (nine) members, who need not be shareholders, as previously decided by the Shareholders' Meeting at the times of the appointment of the Board of Directors.

On 22 April 2010 the Shareholders' Meeting appointed the Board of Directors, setting the number of its members at 7 (seven). The Directors will serve until the approval of the financial statements at 31 December 2012. All members were elected from the sole list presented jointly by the majority shareholders Girefin S.p.A. and Gireimm S.r.l.

The list set-out the following candidates:

- Stefano Landi, born in Reggio Emilia, on 30 June 1958, Chairman;
- Giovannina Domenichini, born in Casina (Reggio Emilia), on 6 August 1934, Director;
- Claudio Carnevale, born in Nole Canavese (TO), on 5 April 1961, Director;
- Carlo Coluccio, born in Reggio Emilia, on 4 July 1958, Director;
- Alessandro Ovi, born in Carpineti (Reggio Emilia), on 14 January 1944, Independent Director;
- Tomaso Tommasi di Vignano, born in Brescia, on 14 July 1947, Independent Director;

- Carlo Alberto Pedroni, born in Reggio Emilia, on 28 December 1948, Director.

All the candidates of the sole list to be presented were elected with 15 votes in favour. The voting share capital attending the shareholders' meeting represented 98.72% of the share capital.

Directors Alessandro Ovi and Tomaso Tommasi di Vignano stated that they met the qualifications required for Independent Directors at the time of their appointment in accordance with Article 148 of the Consolidated Finance Act and Article 3 of the Self-Regulatory Code.

The Board of Directors is obliged, on a yearly basis, to consider whether Directors described as "independent" at the time of their appointment still satisfy the independence criteria laid down in the laws and regulations applicable at the time.

The purpose of the presence of two Independent Directors is to provide further safeguards of good corporate governance by means of discussion and debate among all the Directors. The contribution made by the Independent Directors also allows the Board to verify that cases of potential conflict between the interests of the Company and its majority shareholder are evaluated with an appropriate degree of independent judgment.

The members of the Board of Directors serving as of the date of this Report are shown in the table below.

Forename and surname	Position	Place and date of birth	Type of Director	of Audit Risk Committee	and Remuneration Committee
Giovannina Domenichini	Honorary Chairman	Casina (Reggio Emilia), 6 August 1934	Non-Executive		
Stefano Landi	Chairman of the Board of Directors	Reggio Emilia, 30 June 1958	Non-Executive		
Claudio Carnevale	Managing Director	Nole Canavese (Turin), 5 April 1961	Executive		
Carlo Coluccio	Director	Reggio Emilia, 4 July 1958	Non-Executive	Chairman	Chairman
Carlo Alberto Pedroni	Director	Reggio Emilia, 28 December 1948	Executive		

Alessandro Ovi	Director	Carpineti (Reggio Emilia), 14 January 1944	Non-Executive and Independent ¹	Member	Member
Tomaso Tomasi di Vignano	Director	Brescia, 14 July 1947	Non-Executive and Independent ¹	Member	Member

The addresses of all the members of the Board of Directors are, by virtue of their positions, care of the Company's registered office. There is a family relationship between Directors Giovannina Domenichini and Stefano Landi, in that Stefano Landi is Giovannina Domenichini's son.

Each Director's personal and professional characteristics are briefly set out below in accordance with Article 144 *decies* of the Consob Issuers' Regulations.

Giovannina Domenichini. In 1954 Giovannina Domenichini founded Officine Renzo Landi together with her husband. Subsequently, following the Issuer's incorporation, she took on the position of Sole Director and in 1987 became the Chairman of the Board of Directors. On 22 April 2010 she became, and to date still is, non-executive Honorary Chairman. In 1990 she was awarded the honour of *Commendatore dell'ordine al merito della Repubblica Italiana* and, on 19 October 2011, the honour of *Cavaliere del Lavoro*.

Stefano Landi. A founder member of the Issuer, he has been Managing Director from 1987 to 2010. Since 22 April 2010 he holds the office of Chairman, in addition to positions in other companies of the Landi Renzo group. In 2006 the specialised press included Landi among the top ten managers in the automotive sector. Since July 2010 he holds the office of President of the Industrial Association of the Province of Reggio Emilia and in December 2010 he received the E&Y Entrepreneur of the Year award. He also holds the office of director in Noema Life S.p.A. and in Best Union Company S.p.A..

Carlo Coluccio. A graduate in Engineering at Bologna University, Carlo Coluccio started his working experience at Jori S.p.A. – RCF S.p.A., and continued at Omac S.p.A. In 1993, he moved to Landi S.r.l. in the position of Managing Director. He also holds the office of director at Consorzio Ecogas - a consortium of producers of LPG and natural gas systems for automobiles - as well as the position of general manager at Reggio Emilia Innovazione, a public company active in innovation and applied R&D.

Alessandro Ovi. A graduate in Nuclear Engineering at the Milan Polytechnic, Alessandro Ovi continued his academic career as a researcher at the Massachusetts Institute of Technology, Cambridge, Massachusetts. He has served as Managing Director of Tecnitel, in the Telecom group, as Central Manager in IRI for the internationalisation of the group and as Special Advisor to the Chairman of the

¹ Independent as per Article 148 of the Consolidated Finance Act and Article 3 of the Self-Regulatory Code.

European Committee for Innovation. He is a Life Trustee of Carnegie Mellon University and a member of the Advisory Board of the MIT Media Lab. Finally, he is a member of the Boards of Directors of Al MAVIVA S.p.A.

Tomaso Tommasi di Vignano. A graduate in law, Tomaso Tommasi di Vignano began his working life with SIP S.p.A. in Human Resources in 1989, acting as the Manager of the Group Human Resources Department. He was Managing Director of Iritel S.p.A. from 1992 to 1994, and in this capacity he led the transformation of the company during the process of its merger with Telecom Italia S.p.A. From 1994 to 1997 he was a General Manager of Telecom Italia S.p.A. as Manager of the International Division, the Business Customer Division and the Residential Customer Division. Subsequently he became the Managing Director of STET and of Telecom Italia S.p.A. From 1999 to 2002 he was Managing Director of ACEGAS S.p.A. He has been at the head of the Hera group since November 2002, acting as Chairman of the Board of Directors. He is currently member of the Board of Directors of the companies Hera Comm S.r.l., Heraambiente S.p.A., Hera Trading S.r.l. and Aimag S.p.A.

Carlo Alberto Pedroni. A graduate in Economics and Business, Carlo Alberto Pedroni began his working life with Istituto Bancario Banca Agricola Commerciale, acquiring skills in several fields. After experiences with companies such as Apple and Cantieri Navali Ferretti, he has been a partner in Mai-Pedroni Consulting since 1994; in 2007 he became the Managing Director of the Berloni group. He is currently Chairman of the Board of Directors of the company VO2 Max Team S.r.l., member of the Board of Directors of Mobirolo S.p.A., and Managing Director of the subsidiary Lovato Gas S.p.A.

Claudio Carnevale. A graduate in Electronic Engineering at Turin Polytechnic, where he specialised in automatic controls, whilst person in charge of a research team at the FIAT Research Centre (1988-1996) developed a series of projects and products within the automotive sector, concerning modern control methods applied to engine control and modern control techniques applied to vehicle control. As head of a research and development team at SAGEM SA, France (1996-1998), he developed projects and products within the automotive sector, concerning torque-based and direct injection engine control systems, and cylinder-by-cylinder A/F control using a linear oxygen sensor. He was director of the business unit Engine Control Systems at SAGEM SA, France, from 1998 to 2000. From 2000 to 2002 he was Worldwide Marketing Director for Texas Instruments in the "vehicle motion" sector. From 2002 to 2008 he was the Landi Renzo group's Sales and Marketing Director, and since 2008 he has been Director of the Landi Renzo group's Business and Product Development department. He is currently also Managing Director of the Company.

The table below shows the managerial and auditing positions held in listed and unlisted companies by member of the Company's Board of Directors as of 31 December 2012.

Forename and surname	Company in which an external position is held	Position
Giovannina Domenichini	Girefin S.p.A. Immobiliare L.D. Parma S.r.l.	Chairman of the Board of Directors Sole Director

	M.R.A. S.r.l.	Sole Director
Stefano Landi	Girefin S.p.A.	Managing Director
	Gireimm S.r.l.	Sole Director
	Finecobank Banca Fineco	Director
	Lovato Gas S.p.A.	Chairman of the Board of Directors
	Best Union Company S.p.A.	Director
	Bioener S.p.A.	Chairman of the Board of Directors
	Esselle S.r.l.	Sole Director
	Ghenos S.r.l.	Chairman of the Board of Directors
	Noemalife S.p.A.	Director
	SAFE S.p.A.	Chairman of the Board of Directors
	Trust Landi	Trustee
Carlo Coluccio	Consorzio Ecogas	Director
	Reggio Emilia Innovazione S.c.a.r.l.	General Manager
	Bioener S.p.A.	Director
Alessandro Ovi	Almaviva S.p.A.	Director
	STMicroelectronics	Director
	Tech Rev S.r.l.	Sole Director
Tomaso Tommasi di Vignano	Hera S.p.A.	Chairman of the Board of Directors
	Hera Comm S.r.l.	Director
	Hera Trading S.r.l.	Director
	Heraambiente S.p.A.	Director
	Aimag S.p.A.	Director
	Roma Pony Club (Associazione Sportiva)	Deputy-Chairman
	Acegas-Aps S.p.A.	Director
Carlo Alberto Pedroni	VO2 Max Team S.r.l.	Chairman of the Board of Directors
	Mobirolo S.p.A.	Director
	Lovato Gas S.p.A.	Managing Director
Claudio Carnevale	-	-

It should be noted that, having regard to article 1.C.3 of the Self-Regulatory Code, which provides for the Board of Directors to issue guidance regarding the maximum number of positions as director and auditor in listed companies, finance, banking and insurance houses or large-size companies, the Board has decided to adopt the following general criteria:

1. an executive director shall not hold (a) the office of executive director in another Italian or foreign listed company, banking or finance house; or (b) the office of non-executive director or auditor (or member of other control bodies) in more than three of the aforesaid companies; and
2. a non-executive director should not hold, in addition to the office held in the Company: (a) the office of executive director in more than one of the aforesaid companies and the office of non-executive director or auditor (or member of other control bodies) in more than three of the aforesaid companies; or (b) the office of non-executive director or auditor in more than six of the aforesaid companies.

It should be also noted that the limitation on the number of offices does not apply to offices held in companies of the Landi Renzo group.

Should the aforesaid limit be exceeded, the directors shall inform the Board of Directors forthwith, which shall assess the situation in light of the interests of the Company and shall invite the Director to take any decision stemming therefrom.

In order to maintain an adequate knowledge of the business segment in which the company is active, the directors receive, information and updates, periodically or at any time as necessary, on the business segment in which the Issuer operates and reference regulations, including through documents prepared by the Company.

4.3 **Role of the Board of Directors (pursuant to Article 123-bis, subsection 2, letter d) of the Consolidated Finance Act)**

The Board of Directors is the corporate body responsible for the governance of the Company and has the powers assigned to it by law and by the Articles of Association. It is organised and operates in such a way as to ensure the effective and efficient performance of its functions. Its Directors act and adopt resolutions knowledgeably and autonomously, pursuing the objective of creating value for the Company's shareholders and reporting management performance at Shareholders' Meetings.

In accordance with article 18 of the Company Articles of association, the Board of Directors is vested with the widest powers for the day-to-day and extraordinary management of the Company and has the power to carry out all the acts it considers expedient or helpful for the achievement of its corporate purpose, only excluding those for which the Shareholders' Meeting is solely responsible by law or under the Articles of Association.

The Board of Directors is also vested with responsibility for the following:

- i. merger resolutions in the cases contemplated in Articles 2505 and 2505 *bis* of the Italian Civil Code, including those mentioned for demergers in Article 2506 of the Italian Civil Code;
- ii. opening and closing secondary offices;
- iii. reducing the share capital in the event of the withdrawal of a shareholder;
- iv. adapting the Articles of Association in accordance with new provisions of law;
- v. identifying the Directors with the power to represent the Company;
- vi. moving the registered office within the country;
- vii. appointing and discharging the executive in charge of preparing corporate accounting documents.

The Board of Directors must ensure that the executive in charge of preparing corporate accounting documents has sufficient powers and resources to perform the duties assigned to him by law and that administrative and accounting procedures are observed in actual practice.

In urgent circumstances relating to transactions with related parties that are not under the responsibility, or subject to the authorisation, of the shareholders' meeting, the Board of Directors will have the right to approve these transactions even where they are implemented through subsidiaries, departing from the customary provisions of the internal guidelines for related-party transactions adopted by the Company, subject to compliance with and at the conditions set out in the guidelines.

Although the Articles of Association do not stipulate a minimum frequency of meetings, it is now the practice for the Board of Directors to meet at least once a quarter on the occasion of the approval of the interim financial statements. Board Meetings are scheduled on the basis of a calendar approved at the beginning of the year in order to help to ensure that as many members as possible attend. The corporate calendar may be consulted on the Company's website, in the Investor Relations section.

During the last financial period, the Board of Directors held 9 meetings, lasting 60 minutes on average, duly attended by all Members (overall attendance was in fact 92.06%). As far as regards, in particular, the percentage of the attendance of independent directors, the two independent directors Alessandro Ovi and Tomaso Tommasi di Vignano attended 78% of the meetings. At least 5 meetings are scheduled for the current financial period, and one of these was held on 5 March 2013.

The meetings of the Board of Directors can be attended also by non-members of the Board of Directors, upon invitation. Specifically, they can be attended by executives of the Issuer and the Landi Renzo group, where their attendance provides a contribution to the necessary in-depth review of the items on the agenda. In 2012 nine meetings were attended by executives of the Issuer.

Directors and Auditors receive the papers and information necessary to enable them to express themselves knowledgeably on the subjects submitted for their examination

and approval, with a suitable amount of time in advance of the meeting. The work of the Board of Directors is organized by the Chairman, who ensures that each item on the agenda is given the time necessary for a constructive debate.

For matters specified in article 1.C.1 of the Self-Regulatory Code no powers have been granted to the Managing Director and they must therefore be considered to be the sole responsibility of the Board of Directors. For example, it must be deemed that the Board is responsible for considering and approving:

- (a) the Issuer's strategic, business and financial plans;
- (a) the strategic, business and financial plans of the Group that the Issuer leads;
- (b) the Issuer's system of corporate governance;
- (c) the structure of the Group.

In carrying out their duties, Directors examine the information they receive from the delegated bodies, also asking these bodies for clarification, further details or additional data that they consider necessary or appropriate. To this end, at least quarterly, the Managing Director provides the Board of Directors with adequate information regarding general management performance and its foreseeable prospects and on the most significant transactions carried out by the Company or its subsidiaries.

In order to implement article 1 and the relative criteria for the application of the Self-Regulatory Code, the Board of Directors, in its meeting of 14 November 2012, completed a successful review of the size, composition and workings of the Board of Directors, of the Audit and Risk Committee and of the Remuneration Committee, including in relation to the independent directors. Moreover, on the same date, the Board of Directors, also on the basis of reports from the executive manager in charge of supervising the internal audit system and from the Chairman of the Audit and Risk Committee, reviewed the adequacy of the general organisational, administrative and accounting structure of the Issuer and that of its strategically relevant subsidiaries, in relation to the internal audit system and the management of conflicts of interest and has approved the Company's overall system of governance. In addition to the delegation of powers and functions, including provision for the formation of committees within the Board of Directors, of which further mention will be made below, this system also includes rules of procedure governing transactions with related parties and transactions in which a Director has an interest.

The Issuer has also identified the subsidiaries that are strategically relevant based on criteria which take into account the revenues, independence of production, research, development and innovation of products, as well as the range of products, the positioning of the product and of the brand. The subsidiaries which have been identified as having strategic relevance are Lovato Gas S.p.A. and A.E.B. S.p.A.

In the meeting on 22 April 2010 the Board of Directors - having reviewed the proposals from the appropriate committee and having heard the opinion of the Board of Statutory Auditors – decided how to allocate the aggregate compensation to be paid to the members of the Board of Directors and, on 13 May 2010, decided on the

compensation to be paid to the Managing Director and to the other Directors who have special roles and responsibilities.

The Board of Directors evaluated the general performance of operations, with regard in particular to the information received from the Company's delegated bodies and periodically comparing the results achieved with those forecasted.

The Board examined and approved in advance the transactions of significant strategic, economic and financial importance for the Issuer carried out by the Issuer and its subsidiaries.

Section 11 below should be referred to for information regarding the procedure followed by the Board in carrying out intra-group transactions and transactions with other related parties.

The Board of Directors adopted qualitative and quantitative criteria to identify own and its subsidiaries' significant transactions. Qualitative criteria refer to transactions concerning the acquisition or disposal of holdings, the setting up of new companies and/or joint ventures, of business units, assets and contributions in kind, corporate investments and/or divestiture, the raising of loans, the entry into and/or exit from geographical markets and/or strategic types of business. Quantitative criteria refer to transactions other than those described above, whose value exceeds the quantitative limit of the powers conferred to the Managing Director.

The Board of Directors adopts resolutions on the significant transactions identified as above, both of a qualitative and quantitative nature, based on the information and reports provided from time to time by the Managing Director.

The Company has deemed it not necessary to determine specific criteria to be used to define transaction that are strategically, economically or financially material for the Company, because those criteria are defined for each individual transaction at the time it is approved.

Article 14 of the Articles of Association states that the Directors are subject to the non-competition rule laid down in Article 2390 of the Italian Civil Code unless they are exonerated from this rule by the Shareholders' Meeting. As of the date of this Report, the Shareholders' Meeting has not given permission for any exceptions to the non-competition rule.

4.4 **Delegated bodies**

Managing Directors

The Board of Directors' Meeting of 22 April 2010 vested the Managing Director, Claudio Carnevale, with the powers necessary for the day-to-day management of the Company.

The following are Mr. Claudio Carnevale's principal duties, together with the ceilings for the amounts and issues in respect of the powers bestowed:

- (a) the supervision, subject to his full decisional power and responsibility, directly and/or indirectly through chosen collaborators, without prejudice to the

personal responsibility of the latter, of the Company's productive, marketing and financial sectors;

- (b) purchases, sales, permutations and all other transactions involving the acquisition or sale of machinery, plant, equipment, vehicles, company products and movable property in general, including those recorded in public registers, for a sum of up to Euro 10,000,000 per transaction, agreeing upon the conditions, prices and terms of payment;
- (c) the acquisition of services, stocks, basic components and raw materials, semi-finished goods and materials required by the Company for its production; the handling of all bureaucracy and procedures concerning the importation of basic components and raw materials, and the implementation and completion of all measures regarding said activities, including those related to manufacturing and consumer taxes, inland revenue and state monopoly duties;
- (d) the stipulation, amendment and termination of leasehold agreements with terms of less than 9 years, of leasing agreements including those for real estate, of rental and gratuitous loan agreements for moveable properties and real estate, and of insurance policies, for a sum of no more than Euro 10,000,000 per agreement with powers to sign the same agreements with the terms and conditions that will be established; the payment and collection of the agreed prices, and the receipting and completion of any other related procedures;
- (e) the stipulation, amendment and termination of agency, distribution, representation, brokerage and business procurement agreements, including those subject to sole agency, for the best possible placing of the Company's products;
- (f) the stipulation, amendment and termination of contracts for services, works, consultancy, hire, supply, transport, storage and shipping, for a sum of no more than Euro 10,000,000 per transaction;
- (g) purchases and sales, and foreign currency transactions in general, within the framework of the currency regulations in force at the time;
- (h) the purchase, underwriting, transfer or swapping of shares, quotas, bonds or other financial instruments and holdings in other companies, including newly-incorporated companies, within the framework of the day-to-day management of the Company's financial liquidity;
- (i) the registration of trademarks and patents, the granting and utilisation of industrial property rights, and all those measures required by the patenting procedure, such as the submission of applications for corrections, amendments, extensions of confidentiality and divisions; the submission, and the defending against, administrative actions, interferences and administrative appeals; and in general, any actions required in order to apply for, obtain and preserve patents; the signature of any documents required in order to exercise the abovementioned powers granted; the appointment, for such purpose, of patent representatives in Italy and abroad, bestowing upon said persons the

respective powers; the purchase and sale of licences pertaining to patents, trademarks, models and any intellectual property rights related to the corporate purpose, and any actions and operations, vis-à-vis public administrations, public authorities and offices, required in order to obtain concessions, licences, permits and authorisations of any kind in general;

- (j) any receipt and collection in any form, also by means of endorsement, of amounts, claims, payment orders, security deposits both from the issuing institution, public savings and loan bank, treasuries, the railway, post and telegraph offices, and any Italian or foreign public or private body, issuing valid receipts and releases;
- (k) the performance of all banking operations – including the taking out of new credit lines and short, medium and long-term loans, obtaining credit in a current account, credit requests in general, even in the form of debenture loans, the constitution of deposits of securities for custody or administration – for an amount no greater than Euro 20,000,000 per single operation. The Managing Director may carry out transactions on the credit lines within the above limits per operation and may also terminate relations;
- (l) the endorsement, also for discounting and collection, receipt of payment and issuance of receipts in respect of bills of exchange, cheques and money orders, including payment orders of the state treasury, regions, provinces, municipalities and any other public entity or any public fund; issuance of cheques on bank accounts, including liability accounts, of the Company within the credit limits granted by the bank to the Company;
- (m) the payment or receipt of sums, receivables, interest, dividends, cheques and payment orders from whoever issues them in favour of the Company;
- (n) the receipt from post and telegraph, customs, railway, shipping and transport companies and, generally, from any public office, any company or premise, of money orders, parcels, letters, including registered and insured letters with declarations of value, goods, money, etc., issuing receipts and releases;
- (o) the issue of patronage letters to subsidiaries, for sums of up to Euro 5,000,000 per transaction;
- (p) the execution and settlement of insurance contracts of any kind, execution of relevant policies with powers to settle and request, in the case of a claim, the relevant indemnity, the issue of receipts to payors, settlement and payment of any other indemnities due to third parties in respect of any claim;
- (q) the hiring and firing of executives, middle managers and office staff, and the establishment of their duties and remuneration in accordance with the legal and regulatory provisions in force at the time;
- (r) the signing of correspondence and any other document requiring the Company's signature and with regard to any business coming within the delegated powers;

- (s) the representation of the Company vis-à-vis Health and Social Insurance Bodies, and the fulfilment of those obligations arising from the labour law provisions in force at the time, in particular as far as regards insurance, benefit and other contributions;
- (t) the representation of the Company vis-à-vis trade union and business organisations, and before employment offices and arbitration boards, with the power to reach settlements;
- (u) the representation of the Company in legal proceedings (either as plaintiff or defendant), at any level or stage of judgement (for or against), before any Court in Italy or abroad, including the Supreme Court of Cassation, the Court of Auditors, the Council of State, the Constitutional Court, the Court of Appeal, the Courts, the Office of the Justice of the Peace, and for any civil, criminal and/or administrative proceedings, and of the Company before all levels of tax court, and any Jurisdictional Tax Authority, together with the appointment of duly qualified lawyers, accountants, attorneys as required by law;
- (v) the submission of protests and the application for injunctions; bringing preventive and enforcement proceedings; participation in bankruptcy and insolvency proceedings, lodging claims and declaring the truthfulness thereof; proposing and accepting real offers; bringing administrative and judicial proceedings before any level and kind of court, including the Court of Cassation and Appeal; submissions to arbitration and the reaching of friendly settlements; the appointment of lawyers, barristers and experts, the revocation of their powers, and their replacement; replying to questioning, deferring, referring and responding to oaths; the submission and signing of any claims, briefs or documents; agreeing, settling and mediating legal dispute; discontinuing legal proceedings and accepting discontinuance thereof; the performance of anything else required – all powers deemed duly conferred for such purpose – in order to fully represent the Company before the court;
- (w) the signing of declarations in respect of direct and indirect taxes, and taxes generally, forms and questionnaires, the acceptance and rejection of assessments, conclusion of agreements and settlements, the challenge of actions, presentation of applications, appeals, complaints, briefs and documents before any tax office or commission, of any kind or level;
- (x) the execution of any necessary formalities before the Companies' Register and any other competent office;
- (y) the delegation, by granting specific powers of attorney, of any and all of the above-attributed powers to the person(s) deemed most appropriate based on professional skill and capability;
- (z) the management, guidance, and organisation of all aspects pertaining to workplace health and safety, in all of the productive units and in other places of work of the Company, and for this purpose, is considered an "Employer" within the meaning of Legislative Decree 81/2008 as subsequently amended and supplemented, with powers to execute, in this capacity, any document,

carry out any formalities or any action necessary to comply with the above-mentioned legislative decree and all of the regulations and provisions regarding workplace health and hygiene and safety, the prevention, protection and safeguard with respect to workers' psychological and physical well-being, with full financial independence and independent spending authority in executing these powers. More specifically, by way of example, but not limited thereto, the Managing Director has the following powers:

- the implementation through the competent internal and external advisory bodies, of any additional, amending, supplementing laws and regulations adopted, or which may be adopted, regarding the safety of workers, prevention of accidents and protection of hygiene in the workplace, and performance of any obligations envisaged under the above-mentioned laws and regulations;
 - the assessment of risks, drafting of the relevant risk assessment document (DVR), and appointment of risk prevention and protection department (RSPP) manager;
 - the delegation, by granting specific powers of attorney, of the functions and powers attributed under this power of attorney, which may be delegated under Legislative Decree 81/2008, to the person(s) deemed most appropriate based on professional skill and capacity to ensure the prompt and constant performance, using the utmost diligence, of the workplace health and safety obligations envisaged, granting them spending authority and the management, organisation and control powers required by the nature of the duties, and authorising, as appropriate, the sub-delegation of specific duties by them to other persons;
 - to ensure financial coverage for all activities which exceed the managerial and financial independence of the delegates pursuant to the above sub-paragraph and which are deemed necessary and appropriate to comply with laws and regulations, and oversee the delegates in terms of their capabilities and correct performance of the duties assigned to them, by adopting and effectively implementing the verification and control model under article 30 of Legislative Decree 81/2008 and Legislative Decree 231/2001;
 - the representation of the Company before Public Administrations, public and private offices and entities to carry out any actions and operations necessary to obtain permits, licences, and other authorisations generally related to the performance of the Company's business, and in particular, related to the health and safety of workers;
- (aa) the management, guidance and organisation of aspects pertaining to the protection of the environment, with powers to take any action necessary to comply with applicable laws. More specifically, by way of example, but not limited thereto, the Managing Director is granted the following powers:

- the implementation, through the competent internal and external advisory bodies of the Company, of all additional, amending, supplementing laws issued, or which may be issued, pertaining to the protection of the environment, and compliance with the obligations envisaged under the above-mentioned laws and regulations;
 - the delegation, by granting specific powers of attorney, of the functions and powers attributed under this power of attorney to the persons deemed most appropriate based on professional skill and capability to ensure the prompt and continuing performance, using the utmost diligence, of the obligations set forth concerning the protection of the environment, granting them spending authority and the powers of management, organisation and control necessary based on the nature of the duties delegated, and authorising, as appropriate, the sub-delegation of specific duties by its delegates to additional persons;
 - to ensure financial coverage for any activities which exceed the managerial and financial independence of the delegates pursuant to the above sub-paragraph and which are deemed necessary and appropriate to comply with laws and regulations;
 - the representation of the Company before Public Administrations, public entities and offices to carry out any actions and operations needed to obtain permits, licenses, and other authorisations generally and to present commencement notices, in relation to the pursuit of the Company's business, and in particular, related to the protection of the environment.
- (bb) the management, guidance and organisation of aspects pertaining to the protection of personal data held by the Company, with powers to take any action and carry out any formality necessary to comply with the applicable regulations. More specifically, by way of example, but not limited thereto, the Managing Director has the following powers:
- the implementation, through the competent internal and external advisory bodies of the Company, of all additional, amending, supplementing laws issued, or which may be issued, pertaining to data protection, and compliance with the obligations envisaged under the above-mentioned laws and regulations;
 - the delegation, by granting specific powers of attorney, of the functions and powers attributed under this power of attorney to the persons deemed most appropriate based on professional skill and capability to ensure the prompt and constant performance, using the utmost diligence, of the obligations set forth in relation to the protection of personal data, in particular identifying the persons responsible for processing the data, granting them spending authority and the powers of management, organisation and control necessary based on the nature of the duties delegated, and authorising, as appropriate, the sub-delegation of specific duties by its delegates to additional persons;

- ensure financial coverage for any activities which exceed the managerial and financial autonomy of the delegates pursuant to the above sub-paragraph and which are deemed appropriate for compliance with the laws and regulations;
 - represent the Company before Public Administrations, public entities and offices to carry out any actions and operations needed to obtain concession grants, licenses, and other authorisations generally and to present commencement notices in relation to the performance of the Company's business, and in particular, related to the protection of data.
- (cc) full powers and discretion, in performing the functions in subparagraphs (z), (aa) and (bb), including of a financial nature and with independent spending authority, with the Managing Director or his delegates or any sub-delegates assuming, each within the limits of his/her functions and powers, any criminal liability arising from any breach of the applicable obligations with regard to the health and safety of workers, the protection and safeguard of the environment, and the protection of personal data, and conferred under this resolution;
- (dd) the power, in exercising the functions in subparagraphs (z), (aa) and (bb), to revoke powers of attorney, proxies, and generally any other appointment granted by the Company within its organisational structure, pertaining to functions and powers in relation to worker health and safety, environmental safeguard and protection, and protection of personal information.

By virtue of the powers vested upon him by the Board of Directors, the Managing Director, Claudio Carnevale, qualifies as the main responsible of corporate governance. It should also be noted that no interlocking situation occurs with regard to Mr Claudio Carnevale.

On 22 April 2010, the Board of Directors conferred upon Director Carlo Alberto Pedroni the responsibility to coordinate the Company's relations with foreign companies, and the responsibility and all necessary and/or proper powers for the management and representation of the Landi Renzo group's foreign companies, with full decisional power and responsibility regarding the corporate management of the said foreign companies, directly and/or through appointed collaborators, without prejudice to the responsibility of the latter.

The Chairman of the Board of Directors is the legal representative of the Company, with the right to sue and be sued in judicial and out-of-court proceedings and before any authorities and/or third party and in respect of any deed.

Chairman of the Board of Directors

The Chairman of the Board of Directors, Mr. Stefano Landi, who acts as trustee for the Landi Trust which has indirect control over the Issuer, was vested with the following managerial powers by the Board of Directors of 22 April 2010:

- (a) the legal representation before any authority with respect to, and to independently sign, any document or declaration pursuant to article 21 of the

Company Articles of Association without restriction other than pursuant to the articles of association or law;

- (b) the calling of meetings of the Board of Directors ensuring board members are provided, reasonably in advance of the meeting date (except in urgent cases), with the documentation and information necessary to allow the Board to resolve, in an informed manner, upon the matters on the agenda;
- (c) the coordination of the activities of the Board of Directors and conduct of the relevant meetings;
- (d) the receipt of proposals presented by the Managing Director and provision of an opinion to the Board of Directors on the Company and group's overall objectives, strategies, policies and decisions;
- (e) the coordination of the expansion strategy of the Company and the group both along internal and external lines;
- (f) to ensure implementation of resolutions adopted by the Board of Directors;
- (g) the coordination of institutional communications for both the Company and the group.

More specifically, the Board of Directors decided to grant to Stefano Landi, Chairman of the Board of Directors the above roles, responsibilities and powers so that he, taking into account the substantial experience he has with the company, could be the appropriate lead person to coordinate and to define the strategy and objectives of the Company and of Landi Renzo group, and so that he may coordinate how disclosure is made.

Reporting to the Board of Directors

At least every quarter, the Managing Director provides the Board of Directors with adequate information regarding general management performance and its foreseeable prospects, as well as regarding the transactions carried out by the Company and its subsidiaries that are of the greatest importance by size and characteristics.

The Directors report to the Board of Auditors in good time, and in any event at least every quarter, at Board of Directors' Meetings or meetings of the Executive Committee, if one has been appointed, or also in the form of a written memorandum to the Chairman of the Board of Auditors, on the activities performed and the transactions carried out by the Company and its subsidiaries that are of the greatest economic and financial importance and of the greatest significance for the Company's assets, in order to enable the Landi Renzo Board of Auditors to assess whether the transactions that have been resolved and implemented comply with the law and the Articles of Association or are not, on the other hand, clearly imprudent and in conflict with the resolutions passed by the Shareholders' Meeting, or are such as to impair the integrity of the Company's assets.

In particular, Directors report on transactions in which they have an interest, either on their own account or on behalf of third parties, and on any atypical or unusual transactions or any transactions with related parties.

4.5 **Other Executive Directors**

There are two executive directors on the Company's Board of Directors, namely Claudio Carnevale, who holds office as Managing Director, and Carlo Alberto Pedroni, who is responsible for the foreign companies in the Landi Renzo group, and for the coordination, supervision and monitoring of these foreign companies.

4.6 **Independent Directors**

The Self-Regulatory Code recommends the election to the Board of Directors of a suitable number of independent directors. On the basis of the guidelines set out in the Self-Regulatory Code, a director shall not be considered independent if he/she:

- (a) controls the issuer, either directly or indirectly through subsidiaries, trust companies or intermediaries, or is capable of exercising considerable influence over the Issuer, or is party to any shareholders' agreement whereby one or more subjects may exercise control or a considerable influence over the Issuer;
- (b) is, or was during the previous three financial years, an important member of the Issuer, or of a strategically-important subsidiary of the latter, or of a company subject to joint control together with the Issuer, or of a company or body that, also together with others through a shareholders' agreement, controls the issuer or is capable of exercising considerable influence over it;
- (c) directly or indirectly (for example, through subsidiaries or through companies in which he/she is an important member, or as partner of a professional firm or consultancy firm) has, or had during the previous year, important commercial, financial or professional relations:
 - (i) with the Issuer, a subsidiary thereof, or any of the important figures within the said companies;
 - (ii) with a person that, also together with others pursuant to a shareholders' agreement, controls the Issuer, or – in the case of a company or entity – with the relevant top managers;
 - (iii) or is, or was during the previous three years, an employee of one of the aforesaid subjects;
- (d) receives, or during the previous three financial years received, from the Issuer or from a subsidiary or parent company, a significant additional payment on top of the "set" remuneration as non-executive director of the Issuer and the fee for participating in the committees recommended by the Self-Regulatory Code, including participation in incentive plans linked to the company performance, including share plans;
- (e) was a director of the Issuer for more than nine of the last twelve years;
- (f) holds the position of executive director on the board of another company in which the issuer's managing director also holds the position of director;

- (g) is a shareholder or director of a company or an entity belonging to the network of the company appointed to perform legal audit of the Issuer;
- (h) is a close relative of a person in one of the situations described in the previous points.

The Company's present Board of Directors includes two directors who possess the requirements of independence provided for by Stock Market Regulations and by the Self-Regulatory code, namely Messrs. Alessandro Ovi and Tomaso Tommasi di Vignano. These said directors possess the requirements called for by article 148, subsection three, of the Consolidated Finance Act. The number of independent directors, given the total number of members of the Board of Directors, is in line both with the provisions of article 148 of the Consolidated Finance Act and with the Stock Market Regulations (article I.A.2.10.6).

The Board of Directors and the Board of Statutory Auditors have verified the said directors' possession of the requirements of independence, on the basis of the declarations these directors themselves made to this end pursuant to article 148 of the Consolidated Finance Act and to article 2.2.3., subsection three, letter 1) of the Stock Market Regulations.

In particular, at the meeting held immediately after the Shareholders' Meeting that appointed the Board itself on 22 April 2010, the Board of Directors carried out the due checks on whether non-executive directors Alessandro Ovi and Tomaso Tommasi di Vignano satisfied the aforesaid criteria of independence, on the basis of the information provided by those concerned. On this occasion, the Board of Auditors verified and reached a favourable conclusion on the correct application of the criteria and the inquiry procedures adopted by the Board of Directors to assess the independence of its members. The assessment was disclosed through a notice to the market on 22 April 2010. During the Period, the Board of Directors again completed the due checks on whether the non-executive directors Alessandro Ovi and Tomaso Tommasi di Vignano satisfied the criteria of independence, during the meeting held on 15 March 2012. During the meeting, the Board of Statutory Auditors verified and reached a favourable conclusion on the correct application of the criteria and the inquiry procedures adopted by the Board of Directors to assess the independence of its members.

In the course of the Period, the independent directors meet once without the other Directors of the Company. The independent directors had provided evidence of their eligibility as independent directors in the lists for the appointment of the Board of Directors and, as far as the Issuer is aware, they committed themselves to preserving their independence during the term of their office.

4.7 **Lead Independent Director**

On 22 April 2010 the Board of Directors meeting appointed, in accordance with article 2 of the Self-Regulatory Code, the independent director, Mr. Alessandro Ovi, as lead independent director.

The lead independent director represents a point of reference and coordination for the applications and contributions of the non-executive Directors to improve the

functioning of the Board of Directors, co-operates with the Chairman of the Board of Directors to ensure that directors receive complete and timely flows of information, and has powers to convene specific meetings of the independent directors to discuss matters considered to be of interest to the functioning of the Board of Directors and management of the company.

During the Period, the lead independent director actively participated to the meetings of the Board of Directors, coordinating as necessary and suitable, the requests and the contributions of the non-executive directors, and especially those of the independent directors.

5. **HANDLING OF CORPORATE INFORMATION**

The Company has launched a procedure for the internal management and the public disclosure of inside information, implementing the provisions laid down in the legislation on market abuse, also establishing procedures for the registration of persons with access to inside information.

In general terms, the procedure vests the Managing Director, with the support of the executive in charge of preparing corporate accounting documents and of the Investor Relations Manager, with responsibility for the internal handling and the public disclosure of inside information, the methods of handling inside information, the methods of handling market rumours, disciplinary action in the event of delayed disclosure to the market, the procedures governing the registration of persons with access to inside information, the persons authorised to conduct relations with the public and the persons bound by confidentiality obligations.

In conformity to the provisions of market abuse law, the Company has adopted the Internal Dealing Code, which was drafted in accordance with Article 152 *sexies* and following of Consob Issuers' Regulations.

In accordance with this Code, a number of key personnel, understood as those with normal access to inside information and with the power to take management decisions that may affect the Company's trend and prospects, as well as the persons closely connected to them, are under an obligation to make disclosures to the market regarding transactions carried out on the listed securities issued by the Company.

The Internal Dealing Code provides for ceilings and deadlines for market disclosures, with relative sanctions in line with the relevant Consob provisions. Said Code also contains clauses governing the black-out period.

During the Period, the Company did not circulate notices regarding insider trading as the required conditions did not apply.

6. **COMMITTEES WITHIN THE BOARD OF DIRECTORS (PURSUANT TO ARTICLE 123-BIS, SUBSECTION 2(D), OF THE CONSOLIDATED FINANCE ACT)**

The Board of Directors has not set up any internal committees other than those provided for by the Self-Regulatory Code, other than the Committee for Related-Party Transactions, in compliance with Consob Regulation no. 17221 of 12 March 2010.

Details of any said committees under the Self-Regulatory Code are given in the following chapters of this report. Details of the Committee for Related-Party Transactions are given in section 12 of this report.

7. **APPOINTMENT COMMITTEE**

The Board of Directors has decided not to set up an internal committee to manage proposals of appointments because, as of the date hereof, it has not yet deemed it necessary, especially taking into account the Landi Renzo group structure and the Company's ownership structure.

8. **REMUNERATION COMMITTEE**

Composition and working of the Remuneration Committee (pursuant to article 123-bis, subsection 2, letter d) of the Consolidated Finance Act)

As of the date of this Report, the Remuneration Committee is composed of three directors: Carlo Coluccio as Chairman, Alessandro Ovi and Tomaso Tommasi di Vignano. The latter are Non-Executive Directors and independent. Alessandro Ovi and Tomaso Tommasi di Vignano have suitable knowledge of and experience in accounting and financial matters.

The members of the Remuneration Committee receive an annual gross remuneration sum for their work, as resolved by the Shareholders' Meeting on 22 April 2010.

The Remuneration Committee has its own internal rules, which provide, among other things, for the Managing Director to attend Committee Meetings without the right to vote, provided that the discussions and relative resolutions do not involve proposals concerning his own remuneration.

The Directors are required to abstain from participating to meetings of the Board of Directors when proposals relating to their own compensation are being discussed.

The Remuneration Committee met once during the Period. The meeting lasted 50 minutes. Directors Carlo Coluccio and Tomaso Tommasi di Vignano were in attendance, as was Mr Fiorenzo Oliva, in his capacity as Company advisor, on proposal of the Committee. Also all the members of the Board of Statutory Auditors participated to the Meeting.

Considering the nature of the activity carried out by the Remuneration Committee, the Company elected not to provide the Committee with any predetermined spending amount, and to consider any spending requirements as they arise.

At least one meeting of the Remuneration Committee is planned for the current year. Minutes of the Remuneration Committee's meeting have been duly kept.

Duties of the Remuneration Committee

The duty of the Remuneration Committee is to formulate proposals to the Board of Directors, in the absence of those directly concerned if these are members of the Committee, regarding the remuneration of the Managing Director and those directors who hold particular positions; it also periodically appraises the criteria adopted for the

remuneration of key executives, supervising their application and making general recommendations on the matter.

9. **DIRECTORS' REMUNERATION**

As regards remuneration, under the Articles of Association the Shareholders' Meeting assigns the Board of Directors emoluments that may consist of a fixed and a variable portion throughout the term of its mandate. The variable portion is commensurate to the achievement of certain objectives and/or to the economic results attained by the Company.

As regards the variable portion of the remuneration, under Italian Stock Market Regulations, in order to enter the STAR segment, the Company is required to appoint an internal Remuneration Committee and to provide that a significant part of the remuneration of Executive Directors and other top executives be calculated on an incentive basis.

See the report on remuneration, published pursuant to Article 123-ter of the Consolidated Finance Act for information regarding the remuneration policy generally, stock option incentive plans, and the compensation of executive directors, managers with strategic responsibilities, and non-executive directors, as well as incentive mechanisms for persons responsible for internal auditing and the managers responsible for the preparation of corporate accounting documents.

Directors' indemnity in the event of their resignation, dismissal or termination of employment following a takeover bid (pursuant to article 123-bis, subsection 1, letter i) of the Consolidated Finance Act)

As of the date of this Report, there are no agreements between the Company and the members of its Board of Directors that envisage the payment of indemnity in the event of their resignation, dismissal and/or termination of employment without due cause, or in any case of termination of employment following a takeover bid.

10. **AUDIT AND RISK COMMITTEE**

Composition and working of the Audit and Risk Committee (pursuant to article 123-bis, subsection 2, letter d) of the Consolidated Finance Act)

As of the date of this Report, the Audit and Risk Committee is composed of 3 directors: Carlo Coluccio, as Chairman, Alessandro Ovi and Tomaso Tommasi di Vignano, all non-executive directors, two of whom are independent. Alessandro Ovi and Tomaso Tommasi di Vignano have suitable knowledge of and experience in accounting and financial matters.

The members of the Audit and Risk Committee receive an annual gross remuneration for their work, as resolved by the Board of Directors on 22 April 2010.

The Audit and Risk Committee has its own set of regulations. During the course of the year, the Committee examined, *inter alia*, those activities pertaining to the internal audit system and the organisational Model provided for by Italian Legislative Decree

231/2001, and it provided the Board of Directors with assistance when called upon to do so.

The Audit and Risk Committee met 5 times during the period ended as at 31 December 2012. All the members of the Audit and Risk Committee and, without voting rights, all standing Statutory Auditors were present at the meeting held on 5 March 2012, which lasted 30 minutes. The meeting was also attended by Mr. Fiorenzo Oliva, in his capacity as Company advisor, without the right to vote. The meeting held on 15 March 2012, lasting 60 minutes, was attended by the members of the Audit and Risk Committee, Messrs. Carlo Coluccio and Tomaso Tommasi di Vignano and, without voting rights, all standing Statutory Auditors and Messrs Enrico Gardani, as head of internal audit and member of the Supervisory Board, and Fiorenzo Oliva, as Company advisor. The meeting held on 14 May 2012, lasting 30 minutes, was attended by the members of the Audit and Risk Committee Messrs Carlo Coluccio and Alessandro Ovi, and, without the right to vote, by all the permanent members of the Board of Statutory Auditors and by Messrs. Enrico Gardani, in his capacity as internal audit manager and member of the Supervisory Board, and Fiorenzo Oliva in his capacity as Company advisor. The meetings held on 28 August 2012, each lasting 30 minutes, were attended by the members of the Audit and Risk Committee Messrs Carlo Coluccio and Alessandro Ovi, and, without the right to vote, all of the standing members of the Board of Statutory Auditors and by Messrs. Enrico Gardani, as head of internal audit and member of the Supervisory Board, and Fiorenzo Oliva, as Company advisor. The meeting of 14 November 2012, lasting 30 minutes, was attended by the members of the Audit and Risk Committee Messrs Carlo Coluccio and Tomaso Tommasi di Vignano, and, without voting rights, all standing Statutory Auditors, and Messrs Enrico Gardani, as head of internal audit and member of the Supervisory Board, and Fiorenzo Oliva, as Company advisor.

At least 4 meetings of the Audit and Risk Committee are planned for the current year, and one of these was held on 5 March 2013. Minutes of the Audit and Risk Committee's meetings have been duly kept.

Duties and powers of the Audit and Risk Committee

The Board of Directors ensures that its appraisals and decisions with regard to the internal audit system, the approval of the financial statements and half-year reports and the relations between the Issuer and the auditing firm are supported by satisfactory preliminary work. To this end, the Board of Directors set up an Audit and Risk Committee composed of Non-Executive Directors, the majority of whom are Independent Directors. At least one member of the Audit and Risk Committee should have satisfactory experience in accounting and financial matters, to be assessed by the Board of Directors at the time of his appointment.

With the help of the Audit and Risk Committee, the Board of Directors:

- (a) sets down the guidelines for the internal audit and risk management system so that the main risks faced by the Issuer and its subsidiaries are correctly identified and properly measured, managed and monitored, also deciding on the degree of compatibility of these risks with a corporate governance in line with the strategic objectives set;

- (b) at least once a year assesses the adequacy of the internal audit and risk management systems in consideration of the characteristics of the company and its risk profile, as well as effectiveness of the same;
- (c) at least once a year, approves the working plan prepared by the head of internal audit, having heard the Board of Statutory Auditors and the director in charge of the internal audit and risk management system;
- (d) in its corporate governance report, describes the main features of the internal audit and risk management system, expressing its opinion on the adequacy of the same;
- (e) having heard the Board of Statutory Auditors, assesses the results laid down by the legal auditor in the letter of recommendations and in the report on the fundamental issues highlighted by the legal audit.

Moreover, the Board of Directors, at the proposal of the Director in charge of the internal audit and risk management system, having received the preliminary favourable opinion of the Audit and Risk Committee, and having heard the Board of Statutory Auditors:

- appoints or discharges the head of internal audit;
- ensure that he/she is endowed with resources adequate for the performance of his/her duties;
- sets his/her remuneration in line with the policies of the Company.

In addition to assisting the Board of Directors in the performance of the above duties, the Audit and Risk Committee:

- a) with the executive in charge of the preparation of the corporate accounting records and having heard the legal auditor and the Board of Statutory Auditors, verifies that accounting principles have been correctly followed and, in the case of groups, that they are consistent for the purposes of the consolidated financial statements;
- b) expresses opinions regarding specific aspects involving the identification of the main corporate risks;
- c) reviews periodic reports concerning the assessment of the internal control and risk management system, and periodic reports of particular relevance prepared by the internal audit function;
- d) monitors the independence, adequacy, effectiveness and efficiency of the internal audit function;
- e) may request the internal audit function to perform controls on specific operational areas, concurrently notifying the chairman of the board of statutory auditors thereof;

- f) reports to the Board of Directors at least every six months on the occasions of the approval of the annual and half-year reports regarding the activities carried out and the adequacy of the internal audit and risk management system.

During performance of its duties, the Audit and Risk Committee has the authority to access the company information and functions as necessary for it to perform its duties.

During the meetings held in 2012, the Committee focused in particular on the following:

- the updates set out in the latest edition of the Self-Regulatory Code of listed companies;
- the criteria and findings relating to the application of impairment testing process to the value of equity investments in subsidiary companies;
- the quarterly and annual results in order to assess the proper application of accounting principles and consistency of the same for the purpose of drawing up the consolidated financial statements;
- periodic reports and the working plan prepared by the head of internal audit;
- periodic reports of the Supervisory Body pursuant to Legislative Decree 231/2001;
- updates of the Organizational, Management and Control Model pursuant to Legislative Decree 231/2001;
- reports on activities prepared by the Director in charge of the internal audit and risk management system; and
- assessment of the adequacy of the internal audit and corporate risk management system.

Considering the nature of the activities of the Audit and Risk Committee, the Company has decided not to grant the committee a predefined expense limit, preferring to consider on a case by case basis the expenses that may be needed from time to time.

11. **INTERNAL AUDIT SYSTEM**

The internal audit system is the collection of rules, procedures and organisational structures designed to permit the correct management of the company, in line with the set objectives, through the due identification, measurement, management and monitoring of the principal risks involved.

The Board of Directors assesses the adequacy of internal audit in consideration of the characteristics of the company on a yearly basis.

In defining strategic, business and financial plans, the Board of Directors identified the nature and level of risk compatible with the strategic objectives of the Issuer and defined the guidelines for the internal audit and risk management system.

The guidelines provided by the Landi Renzo group's internal audit system, as established by the company's Board of Directors with the aid of the Audit and Risk Committee, perceive the internal audit system as a transversal process integrated with all corporate activities, based upon the international principles of Enterprise Risk Management, and in particular on the Framework CoSo Report indicated by the 2002 Sarbanes-Oxley Act as the benchmark best practice for the architecture of internal audit systems. The internal audit system is designed to help the group achieve its own performance and profitability targets, obtain reliable economic-financial information and ensure conformity with the laws and regulations in force, thus avoiding damage to the company's image and financial losses. Within the framework of this process, particular importance is given to the identification of company objectives and to the classifications and management of those risks associated with these objectives, through the implementation of specific actions designed to contain such risks. Corporate risks may be of various kinds: strategic risks, operating risks (associated with the efficacy and efficiency of corporate operations), reporting risks (associated with the reliability of economic-financial information), and finally, compliance risks (concerning observance of the laws and regulations in force, thus avoiding financial losses and/or damage to the company's image). All risks may also be of an exogenous or endogenous nature vis-à-vis the Landi Renzo group.

The persons in charge of the various company departments identify and assess their respective risks, and see to identifying risk containment and reduction measures (so-called "primary line control").

The above activities are supplemented by the controls carried out by the Manager Responsible for the preparation of corporate documents and his/her staff (the so-called "second-level control") and by the head of internal audit (the so-called "third-level control"), who assess, on an on-going basis, the effectiveness and efficiency of the internal audit system, through risk assessment, cyclical audit and follow-up management.

The following are details of the main structural elements on which the Company's internal audit system is based.

The structural features of the control environment

- Code of Ethics – The Landi Group's Code of Ethics, approved in March 2008, sets out the principles and values underlying its way of doing business, together with the rules of conduct and implementation rules pertaining to said principles. The Code of Ethics is an integral part of the Organizational, Management and Control Model pursuant to Italian Legislative Decree 231/2001. The Code of Ethics, which is binding on the conduct of all the employees of the Group, has been revised within the framework of the programme for the updating of 231 Model, following the introduction of environmental crimes. The new Code of Ethics came into force in August 2012.
- Organisational structure - The Landi Renzo group's general organisational arrangements are defined by a series of internal organisational communications issued by the Human Resources Department, as recommended by the Managing Director. The Landi Renzo group's structure,

the organisational charts and the organisational measures can be consulted by all employees on the Company's Intranet site;

- Powers and powers of attorney – In accordance with corporate organisational developments and the further strengthening of the principle of segregation of duties, during the course of 2012 a series of special, operative and spending powers were granted to the company's main Managers and existing powers were adequately updated.
- Human Resources – The Landi Renzo group possesses a formal procedure for the selection and hiring of personnel, and the planning and management of training. Pay policy, in keeping with best practices and the market, envisage a share of variable remuneration for senior managers and executives.

Instruments designed to safeguard operating targets

- Strategic planning, management control and reporting – during 2012 the Landi Renzo group utilised a reporting instrument aimed at tracking the accounting figures and comparing them to the budget and forecasting figures. This reporting instrument also supports processing of "what if analysis" at a high degree of detail, processing different hypothetical scenarios on various items of the profit and loss accounts on a rolling basis over 12 months.
- Enterprise Risk Management (ERM) – On the basis of a project that was started and completed in 2008, those companies within the Landi Renzo group deemed to be of importance for this purpose were the beneficiaries of a newly-created risk management system based on the principles of ERM. This system includes management of risks relating to the financial data disclosure process pursuant to Article 123-*bis*, subsection 2(b) of the Consolidated Finance Act, the main characteristics of which are described in a separate paragraph below. This system has led to the identification of a map of corporate processes, of the principal associated risks (prioritised according to their probability and their potential economic impact), and finally, actions to be taken in order to contain residual risks. The Landi Renzo group's main risks and uncertainties are listed in a special chapter of the Management Report;
- Company operating procedures system – The administrative procedure manuals, drawn up in accordance with Italian Law 262/2005 on the safeguarding of savings, together with the working procedures and instructions issued by the Quality System, and finally the organisational guidelines issued by the Human Resources Department, ensure the correct implementation of corporate guidelines, and thus the reduction of risks associated with the achievement of company objectives;
- Information systems – The Landi Renzo group's information system has been created using the very latest technologies and packages. Use of the system is governed by a series of internal procedures that guarantee safety and safeguard data, privacy and the correct utilisation of the system by users.

Instruments designed to safeguard compliance targets

- Corporate Ethics and Compliance Model pursuant to Italian Legislative Decree 231/2001 – See section 11.3 below.
- Accounting control model pursuant to Italian Law 262/2005 regarding the protection of savings – during the course of 2008, the Landi Renzo group began, and completed, a project designed to conform the system to the requirements of Italian Law 262/2005. This project was conducted in the following stages:
 - identification of the Landi Renzo group's entities constituting the subject-matter of the analysis (scoping);
 - determination of the relevant accounting items, of the processes that feed said items, and of the respective process owners;
 - overview of the existing control system through an interview with the head of administration;
 - scheduling and conducting of interviews with the process owners in order to identify the following for each process: the activities (objectives) and their respective product inputs and outputs, the risks inherent in each activity, the existing controls aimed at containing said risks, the controls suggested by best practices, and in the case of gaps, the corrective measures to be taken in order to manage the residual risk;
 - drafting of the Manuals of administrative procedures pursuant to Italian Law 262/2005 (hereinafter "Manuals") for the validation of the process owners and the subsequent issue of the final version of said Manuals, approved by the latter and by the executive appointed to edit accounting and corporate documents.

The Manuals of administrative procedures pursuant to Italian Law 262/2005, are constantly updated by the administrative department in such a way that they are always in line with the dynamics of corporate operations. The administrative department, under the supervision of the head of internal audit, carries out and formalises specific tests designed to ascertain whether the controls provided for by the manuals have been observed and performed. Any significant procedural discrepancies, differences and/or departures are promptly notified to the executive appointed to draft corporate accounting documents, in order that the due corrective measures be taken.

Instruments designed to safeguard reporting targets

- Accounting information and financial reporting – The aforesaid Manuals of administrative procedures pursuant to Italian Law 262/2005, together with the Landi Renzo group's Accounting Manual, safeguard the correct drafting and reporting of accounts and of statutory and consolidated financial statements;
- Inside information – The procedures for the internal handling, and the communication to the outside world, of inside information are constantly

updated, in order to maintain said procedures in line with Community directives on market abuse;

- Internal communications – The head of internal audit has easy and direct access to all information which is expedient for the performance of his/her duties. This aids the prompt acquisition of information concerning company management which, at the same time, is promptly analysed in order to identify the associated risks and, where deemed opportune, included in the economic-financial reporting.

Instruments for monitoring the internal audit system

The abovementioned instruments of control are monitored not only by those persons in charge of the various company departments, but also independently by the head of internal audit, who shall constantly monitor the effectiveness and efficacy of the internal audit system, through risk assessment, the cyclical performance of audits, and the subsequent management of the follow up.

Principal characteristics of the risk management system and internal audit system in relation to the process for the disclosure of financial data pursuant to 123-bis, subsection 2(b) of the Consolidated Finance Act

In relation to the process for the disclosure of financial data, the risk management system should not be considered separately from the internal audit system, because they are both elements of the same system.

The aim of the risk management and internal audit system in relation to the process for the disclosure of financial data is to guarantee the reliability, accuracy and timeliness of the same.

For each company of the Landi Renzo group (entity level) and for each process (process level), inherent risks capable of affecting financial data disclosure, controls in place to prevent them and, where gaps exist, remedial actions to be implemented to manage residual risk have been identified.

The monitoring and control activities are carried out on three levels:

- first-level control (the so-called "primary line control") inherent in the performance of operating processes and assigned on an on-going basis by the operating management/ process owner;
- second-level control, i.e., those checks performed by the manager in charge of the preparation of corporate accounting documents and his/her team, to monitor the risk management and control process in relation to the disclosure of financial data process, securing consistency of the same with the company objectives;
- third-level control, i.e. on-going independent monitoring by the head of internal audit in relation to the effectiveness and efficiency of the internal audit system with respect to financial data disclosure process, through risk assessment, the periodic audits and follow-up management.

Overall assessment of the suitability of the internal audit system

On the basis of the information and findings received with the support of investigations carried out by the Audit and Risk Committee, the head of internal audit, and the Supervisory Body pursuant to Italian Legislative Decree 231/2001, the Board of Directors believes that the Landi Renzo group's internal audit system is suitable and efficient and effectively operational, and thus apt to secure an acceptable level of overall risk in consideration of the business carried out by the company, the company's characteristics and the market in which it operates.

11.1 Director in charge of supervising the operation of the internal audit and risk management system

At the 22 April 2010 meeting, the Board of Directors, with the approval of the Audit and Risk Committee, selected the Managing Director Claudio Carnevale as the Executive Director in charge of supervising the operation of the internal audit system. The Board of Directors of 14 November 2012 confirmed the appointment, and in line with the changes made to the Self-Regulatory Code, appointed the Managing Director Mr Claudio Carnevale as the Director in charge of the internal audit and risk management system, vesting him with the functions set forth by the Self-Regulatory Code.

The director in charge of the internal audit and risk management system: (a) identifies the major corporate risks, bearing in mind the nature of the business carried out by the Issuer and its subsidiaries, and submits them periodically for review to the Board of Directors; (b) implements the guidelines set by the Board of Directors, and sees to the planning, establishment and management of the internal audit and risk management system, and verifies on an on-going basis its suitability and effectiveness; (c) procures that the system be adapted to the dynamics of operating conditions and to the legislative and regulatory framework; (d) may request the internal audit function to carry out controls on specific operational areas and on the compliance of corporate operations with internal policies and procedures, concurrently notifying thereof the Chairman of the Board of Directors, the Chairman of the Audit and Risk Committee and the Chairman of the Board of Statutory Auditors; and (e) promptly notifies the Audit and Risk Committee (or the Board of Directors) of any issues or problems found in performing its tasks or learnt in any way whatsoever, so that the Committee (or Board) may take appropriate measures.

During the period, the director in charge of supervising the operation of the internal audit and risk management system did not submit any proposal to the Board of Directors for the appointment, revocation and compensation of the head of the internal audit function, as he deemed it as not necessary to appoint other heads of the internal audit functions or revoke the head of the internal audit function in charge.

11.2 Head of the internal audit function

The Board of Directors, at the proposal of the Director responsible for the functioning of the internal audit and risk management system, in consultation with the Audit and Risk Committee, appointed Enrico Gardani as the Internal Audit Manager, stating that Gardani is not responsible for any area of operations and is not hierarchically under any operations area manager, including the Administration, Finance and Control

department. Moreover, on 13 May 2008, upon proposal by the executive manager responsible for the supervision of the functioning of the internal audit system, and having obtained the opinion of the Audit and Risk Committee, the Board of Directors set the compensation for Mr Enrico Gardani consistently with company policies. The Board of Directors of 14 November 2012 confirmed the appointment, and in line with the changes made to the Self-Regulatory Code, appointed Mr Enrico Gardani as the head of the internal audit function, vesting him with the functions set forth by the Self-Regulatory Code.

The head of the internal audit function has, *inter alia*, the duty to verify that the internal audit system is always adequate, fully operational and functional and reports on his work to the Audit and Risk Committee, the Board of Auditors and the Director in charge of supervising the operation of the internal audit and risk management system.

The head of the internal audit function has had direct access to all the information required for the performance of his duties, and has been provided with sufficient funds, for each year of his appointment, up to a maximum gross sum of Euro 50,000.

The Issuer has formed an internal audit office entirely composed of in-house personnel, headed by the head of the internal audit function.

The activities of the head of the internal audit function, consistently with the Landi Renzo group's audit plan approved at the beginning of each year by the Board of Directors, and defined following a risk-based approach, have focused on the following areas:

- Operational audit – regarding the company's basic objectives, including performance, profitability and conservation of resources;
- Reporting audit – refers to the preparation and publication of reliable financial statements, including interim reports, summary financial statements and the economic and financial figures shown therein, and publication of results disclosed to the public;
- Compliance audit – regarding compliance of the above-mentioned activities with laws and regulations which the company is subject to including analyses and adjustments pursuant to Italian Law 262/2005 on the protection of savings, and under Italian Legislative Decree 231/2001 on the responsibility of entities;
- other activities of the internal audit areas; drafting and provision of documents in support of the workings of the Audit and Risk Committee and the Supervisory Body, including the audit plan of which the Supervisory Programme, pursuant to Italian Legislative Decree 231/2001, is an integral part.

11.3 **Compliance model pursuant to Legislative Decree 231/2001**

The Board of Directors, in compliance with the terms laid down in Article 2.2.3, paragraph 3 (j) of the Stock Market Regulations, approved its Corporate Ethics and Compliance Model in accordance with Article 6 of Legislative Decree 231/2001 (the

"**Model**"), as subsequently amended. The Model was drafted on the basis of the guidelines of the Italian Confederation of Industrialists' and in compliance with applicable legislation.

With the adoption and effective implementation of the Model, the Company will not be liable for offences committed by "top" managers and persons subject to their supervision and instructions.

The Model lays down a series of rules of conduct, procedures and control activities as well as a system of powers and delegated responsibilities whose purpose is to prevent the occurrence of the criminal offences expressly listed in Legislative Decree 231/2001. A disciplinary system has also been introduced to be applied in the event of breaches of the provisions of the Model.

In order to implement the Model, a supervisory body (the "**Supervisory Body**") was set up, with the functions contemplated in Article 6, subsection 1(b) of Legislative Decree 231/2001. The Supervisory Body is composed of Messrs Enrico Gardani, Domenico Aiello and Daniele Ripamonti, who have been re-appointed for a term of office ending upon approval of the financial statements for the period ending on 31 December 2012.

Every six months, the Supervisory Body informs the Board of Directors in writing on the implementation and actual awareness of the Corporate Ethics and Compliance Model within each Company department.

The Model was updated in order to include environmental crimes among conditions of corporate liability pursuant to Legislative Decree 231/2001. The Board of Directors acknowledged and approved such changes in its meeting of 28 August 2012.

The Model has been published and circulated to all personnel, outside collaborators, customers, suppliers and partners in the form required by law.

Finally, again in the framework of the activities to be carried out in order to implement the Model, the Board of Directors adopted the Landi Renzo group's Code of Ethics. In fact, as specified in the Italian Confederation of Industries guidelines, the adoption of ethical principles that have a role to play in the prevention of criminal offences is an essential element in a preventive control system. Specifically, the Landi Renzo Code of Ethics sets out corporate values and the combination of rights, duties and responsibilities of its addressees and provides for the imposing of sanctions, independently and autonomously of those laid down in the national collective labour agreement.

Pursuant to article IA.2.10.2, subsection 2, of the Instructions to the Regulations of Borsa Italiana, on 14 June 2012 the representative Stefano Landi duly certified the Company's approval on 20 March 2008 of the Organisational, Management and Control Model pursuant to article 6 of Legislative Decree 231/2001 and the composition of the Supervisory Board. Said certification is part of the documentation requested annually by Borsa Italiana from those companies listed in the STAR segment, in order that they may remain listed as such.

During 2012, the Supervisory Body met 5 times. As of the date hereof, the Board of Directors did not deem it necessary to vest the Board of Statutory Auditors with the functions of supervisory body.

11.4 **Auditing firm**

On 7 March 2007, at the reasoned proposal of the Board of Auditors, the Shareholders' Meeting appointed the KPMG S.p.A. firm of auditors, with head office at Via Vittor Pisani 25, Milan, as the Company's auditors of the statutory and consolidated financial statements for the period 2007-2015 and to carry out limited audits of the Landi Renzo group's consolidated half-year reports during the same period.

11.5 **Executive in charge of preparing corporate accounting documents**

Paolo Cilloni, executive in charge of the Issuer's administration, finance and control department, and General Manager, was appointed, pursuant to article 154-*bis* of the Consolidated Finance Act, by the Board of Directors of the Company on 22 April 2010, with the approval of the Board of Auditors, as the Executive in charge of preparing corporate accounting documents, as he satisfies the requirements for the appointment and, in particular, has a proven expertise in accounting and finance, in line with the requirements of Article 24 of the articles of association.

The Board of Directors' meeting of 22 April 2010 granted the Executive in charge of preparing corporate accounting documents, Paolo Cilloni, sufficient resources and powers for him to perform his assigned duties, it being understood that the Managing Director is obliged to report on the matter to the Board of Directors and to ensure that such means and resources are provided and that administrative and accounting procedures are actually observed. In addition, the Board of Directors decided the remuneration the Executive concerned should receive for the performance of these duties.

11.6 **Co-ordination of persons involved in the internal audit and risk management system**

As of the date hereof, the Issuer has not considered the adoption of any procedure to co-ordinate the various persons involved in the internal audit and risk management system, as it deems that the bodies and various functions are adequately and efficiently integrated with one another, without duplicating any activity.

12. **DIRECTORS' INTERESTS AND TRANSACTIONS WITH RELATED PARTIES**

In compliance with Consob Regulation no. 17221 of 12 March 2010 (the "**Related Parties Regulation**", on 29 November 2010, the Board of Directors has (i) adopted a new internal procedure setting forth the rules and principles to follow to ensure the transparency and fairness, in substance and procedure, of transactions with related parties entered into by Landi Renzo, directly, or through or its direct or indirect subsidiaries, and (ii) also appointed a Committee for Related Party Transactions composed of two independent directors (Tomaso Tommasi Vignano and Alessandro Ovi). In accordance with the Related Parties Regulation, the new internal procedure

was approved by the Board of Directors with the approval of the Committee for Related Party Transactions.

The following are the most significant aspects of the procedure:

- (a) the classification of "Related Party Transactions" as transactions of Greater Importance (transactions with a counter value or asset or liability relevance index that exceeds the 5% threshold), Negligible Value (transactions with such a low value as not to involve any prima facie material risk to investor protection and are therefore excluded from the scope of application of the new procedure, identified by the Company as transactions with a value not exceeding Euro 200,000), and Lesser Importance (residual category including Related Party Transactions other than those of Greater Importance or of a Negligible Value);
- (b) the rules on transparency and communications to the market have become stricter in the case of transactions of Greater Importance, requiring publication of a specific information sheet;
- (c) the particularly important role attributed to the Committee for Related Party Transactions in the procedure to evaluate and approve transactions;

This Committee is responsible for ensuring the substantial fairness of transactions with related parties and issuing an opinion on the interests of the company in carrying out the transaction as well as the financial appropriateness (*convenienza*) and fairness of the relevant conditions. In the case of transactions classified as having Lesser Importance, the Company may in any case precede with the transaction despite an unfavourable opinion of the Committee for Related Party Transactions. In this event, information regarding the transactions approved in the relevant quarter must be provided to the public within fifteen days of the close of each financial quarter, despite the unfavourable opinion, specifying the reasons why the Company did not agree with the opinion of the Committee for Related Party Transactions.

The Board of Directors is exclusively responsible for the approval of Transactions of Greater Importance and the Committee has a broader role. The Committee takes part in the negotiations phase of the transaction, during which it receives full and timely information from the delegated bodies and parties responsible for conducting the negotiations and may request additional information and provide any considerations. In addition, if the Committee for Related Party transactions gives an unfavourable opinion, the Board of Directors cannot approve the Transactions of Greater Importance.

In urgent circumstances relating to transactions with related parties that are not under the responsibility, or subject to the authorisation, of the shareholders' meeting, the Board of Directors will have the right to approve these transactions with related parties, even where they are implemented through subsidiaries, in derogation of the customary provisions of the internal procedure for related-party transactions adopted by the Company, subject to compliance with and at the conditions set out in the procedure.

The above procedure applicable to related party transactions is available on the Company's website: <http://www.landi.it>, in the Investor Relations section.

Considering the limited number of circumstances in which a Director has an interest, for his or her account or on behalf of a third party, and because of the adequate functioning of the procedure for related party transactions, the Board of Directors has determined it is not necessary to adopt additional operating solutions to define and to manage circumstances where a Director has an own or third-party interest, which circumstances will be analysed on a case-by-case basis by the Managing Director.

13. **APPOINTMENT OF STATUTORY AUDITORS**

Under Article 22 of the Company's Articles of Association, the Board of Auditors is composed of three Statutory and two Alternate Auditors, who can be re-elected.

The Board's functions, duties and term are as laid down by law. When the members of the Board are appointed, the Shareholders' Meeting determines their remuneration, also in the light of their participation in any internal committees. Auditors are entitled to the refund of the expenses they incur in the exercise of their functions.

The members of the Board of Auditors must satisfy the requisites of good character, professionalism and independence required under the law and regulations.

The members of the Board of Auditors are elected, in compliance with gender-balance law in force at the time, from lists presented by the shareholders, in which the candidates must be listed in progressive number order, so that the minority is assured the appointment of one Statutory and one Alternate Auditor. The lists must not contain a higher number of candidates than those to be elected.

In addition, where mandatory gender allocation criteria apply, each list with at least 3 candidates (considering both sections) shall include a number of candidates of the less represented gender equal at least to the minimum number envisaged under applicable law and regulations in force at the time. Should the section of alternate auditors of these lists have at least 2 candidates, they shall be of different genders.

Shareholders holding, even jointly, at least 2.5% of the share capital representing shares that confer voting rights at shareholders' meetings held to deliberate the appointment of the members of the governing body, or such other proportion of the share capital as may be determined from time to time by Consob, in accordance with the rules applicable to the Company, may present a list of candidates. The notice calling the shareholders' meeting will state the level of ownership required to present a list of candidates.

Each shareholder, the shareholders adhering to a shareholders' agreement relevant under Article 122 of the Consolidated Text, the parent company, the subsidiary companies and companies subject to joint control may not present or join in the presentation of more than one list, not even through a third party or a trust company, nor may they vote for different lists, and each candidate may only stand in one list, on pain of ineligibility. Candidatures and votes expressed in breach of this prohibition shall not be attributed to any list.

Lists must be deposited at the Company's registered office at least 25 days prior to the date scheduled as prescribed by law, including regulatory provisions, applicable at the time. The notice calling the shareholders' meeting will provide instructions to allow remote deposit of the list by distance communication. Ownership of the amount of shares required to present a list must be proven with the methods and at the terms required under the law and regulatory provisions in force at the time.

In the event that upon expiry of the term for the presentation of lists only one list has been presented, or only lists presented by shareholders connected with each other under the laws and regulations in force have been presented, it will be possible to present lists until the third day after that date of expiry. In this case, shareholders that, alone or with other shareholders, own overall treasury shares representing half of the share capital threshold specified in the above provisions, may present lists.

If no list is presented, the Shareholders' Meeting adopt resolutions by the statutory majority without observing the procedure described below, provided it complies with the gender-balance requirement specified above, where so required by law and regulatory provisions in force at the time.

In all cases, the following documents must be deposited together with each list and within the times specified above: (i) information regarding the shareholders presenting the list and the total number of shares they hold; (ii) declarations from the individual candidates to the effect that they agree to stand for election and that they certify, on their own responsibility, that there are no causes of their incompatibility or ineligibility, including the accumulation of positions in accordance with the applicable laws and regulations, and also that they satisfy any requirements that may be laid down for the positions involved; and (iii) CVs with full information regarding the personal and professional characteristics of each candidate, specifying the administration and auditing functions exercised in other companies. Lists presented by shareholders other than those holding, even jointly, a controlling or relative majority shareholding must also attach a certificate to the effect that there are no relationships connecting them with controlling or relative majority shareholders in accordance with the regulation in force. Lists presented that do not comply with these provisions shall be considered as not having been presented.

The procedure for the election of the Auditors is as follows:

- (a) from the list that has obtained the highest number of votes (the "**Majority List**"), two Statutory and one Alternate Auditor are taken on the basis of the numerical order in which they appear in the list;
- (b) from the list that has obtained the second highest number of votes, provided that it is not connected in any manner, even indirectly, in accordance with the applicable laws and regulations, with the shareholders that presented or voted for the Majority List (the "**Minority List**"), the remaining Statutory and the other Alternate Auditor are taken on the basis of the numerical order in which they appear in the list.

If the first two, or more than two, lists obtain an equal number of votes, a further ballot by the Shareholders' Meeting will take place, whereby only such lists will be voted for. The same rule applies in the event of an equal number of votes being cast

for lists in second place, provided that they are not connected, even indirectly, in accordance with the laws and regulations in force.

In the event that the lists continue to obtain an equal number of votes, the list will prevail that is presented by the shareholders with more equity in the company, or, subordinately, the list that is presented by the greater number of shareholders. In all the events specified above, the composition of statutory auditors shall satisfy the aforementioned gender balance requirements, if so required by the law and regulatory provisions in force at the time.

If the above procedure does not ensure a composition of the Board of Statutory Auditors, in terms of standing members, which complies with the law on gender balance in force at the time, the last elected candidate of the most represented gender (in numerical order) in the Majority List shall be replaced by the first non-elected candidate of the less represented gender (in numerical order) of the same list, or in the absence thereof, by the first non-elected candidate of the less represented gender (in numerical order) of the other lists, based on the number of votes obtained by each of them. This procedure shall apply until a composition of the Board of Statutory Auditors is reached which complies with the law on gender balance in force at the time. Should this procedure not lead to the results specified above, the replacement will be made according to a resolution adopted by the Shareholders' meeting with the relative majority, subject to the presentation of candidates of the less represented gender.

The candidate elected in first place in the Minority List is appointed as the Chairman of the Board of Auditors.

Auditors lose office if they cease to satisfy the requirements laid down by law and in the Articles of Association.

In the event of the replacement of an Auditor elected from the Majority List, his place is taken by the first Alternate Auditor belonging to the same list as the replaced Auditor, or, if this does not secure compliance with the aforementioned gender balance requirement, the first alternate auditor who, following the numerical order in which the alternate auditors are listed, satisfies such requirement. Should the preceding provisions of this clause be not applicable, the replacement shall be made by the Shareholders' Meeting, which shall adopt resolutions with the majorities set forth by applicable law provisions, subject to the presentation of candidates of the less represented gender.

If Statutory and/or Alternate Auditors need to be appointed to make up the number of members of the Board after the replacement of a Statutory and/or Alternate Auditor elected in the Majority List, the Shareholders' Meeting adopts a resolution by the statutory majority, should the application of the criteria set out in the preceding paragraph not result in the integration of the number of members of the Board, without prejudice to the aforementioned gender balance requirement, where so required by law and regulatory provisions in force at the time.

In the event of the replacement of an Auditor elected from the Minority List, his place is taken by the alternate auditor belonging to the same list of the replaced Auditor, or subordinately, by the candidate immediately following in the same list as that of the

replaced Auditor, or, again subordinately, by the first candidate in the minority list that obtained the second highest number of votes, without prejudice to the aforementioned gender balance requirement, where so required by law and regulatory provisions in force at the time. In the absence thereof, the replacement shall be made by the Shareholders' meeting, which shall adopt resolutions with the relative majority and in compliance with the above requirements. This does not affect the fact that the Chairman of the Board of Auditors remains the Auditor from the Minority List.

If Statutory and/or Alternate Auditors need to be appointed to make up the number of members of the Board after the replacement of a Statutory and/or Alternate Auditor elected in the Minority List, the Shareholders' Meeting adopts a resolution by the statutory relative majority, choosing from the candidates appearing in the list to which the Auditor to be replaced belonged, or appearing in the minority list that obtained the second highest number of votes, without prejudice to the aforementioned gender balance requirement, where so required by law and regulatory provisions in force at the time. In the absence thereof, the replacement shall be made by the Shareholders' meeting, which shall adopt resolutions with the relative majority and in compliance with the above requirements.

When the Shareholders' Meeting is called upon, in accordance with Article 2401, paragraph 1, of the Italian Civil Code, to appoint or replace one of the Auditors elected from the Minority List, any votes cast by shareholders that hold a controlling or relative majority interest, even jointly, are not taken into consideration.

Board of Statutory Auditors' meetings may also be held by audio and video link in accordance with the procedures set forth in the Company Articles of association.

14. **STATUTORY AUDITORS (PURSUANT TO ARTICLE 123-BIS, SUBSECTION 2(D) OF THE CONSOLIDATED FINANCE ACT)**

The Company's Board of Auditors, appointed by the Ordinary Shareholders' Meeting on 22 April 2010, whose term will expire on the approval of the financial statements at 31 December 2012, is composed as follows.

Forename and Surname	Position	Serving since	% attendance at Board of Auditors' Meetings
Luca Gaiani	Chairman of the Board of Auditors	22 April 2010	100%
Massimiliano Folloni	Statutory Auditor	22 April 2010	100%
Marina Torelli	Statutory Auditor	22 April 2010	100%
Filippo Nicola Fontanesi	Alternate Auditor	22 April 2010	-
Filomena Napolitano	Alternate Auditor	22 April 2010	-

All the auditors were elected from a single list, presented jointly by the majority shareholders Girefin S.p.A. and Gireimm S.r.l.

The list included the following candidates:

- Luca Gaiani, born in Modena, on 27 January 1960, Chairman;
- Massimiliano Folloni, born in Novellara (Reggio Emilia), on 30 marzo 1950, Statutory Auditor;
- Marina Torelli, born in Modena, on 26 April 1961, Statutory Auditor;
- Filippo Nicola Fontanesi, born in Reggio Emilia, on 27 July 1967, Alternate Auditor;
- Filomena Napolitano, born in Nola (Napoli), on 10 March 1970, Alternate Auditor.

All the candidates from the single list presented were elected with 26 votes in favour. The voting share capital attending the meeting represented 100% of the share capital.

The personal and professional characteristics of each Auditor are briefly set out below, in accordance with Article 144 *decies* of the Consob Issuers' Regulations.

Luca Gaiani. A graduate in Economics and Commerce at the University of Modena, Gaiani has been a chartered accountant (CPA) and enrolled as external auditor since 1984. He at present practises in Modena. He cooperates for the *Il Sole 24Ore* daily newspaper, and other several professional magazines and newspapers and he teaches in certain courses for the training of chartered accountants and officers of the Financial Administration.

Massimiliano Folloni. Folloni has been a qualified accountant since 1981 and was appointed as an Official Auditor in 1992. He has been included in the Register of Auditors since 1995, and acts as Auditor for some industrial and commercial companies.

Marina Torelli. Marina Torelli has been on the Reggio Emilia Register of Accountants since 1989 and in the Register of Auditors since 1995. She is a practicing accountant and acts as Auditor of several industrial and commercial companies. She is also Chairman of the Board of Directors of an industrial company in Reggio Emilia.

Filippo Nicola Fontanesi. Fontanesi qualified as an accountant in 1994, has been on the Reggio Emilia Register of Accountants since 1995 and the Register of Auditors since 1999. He is a member of the Reggio Emilia Accountants' Association, and is an Auditor for some industrial and commercial companies in Reggio Emilia.

Filomena Napolitano. Filomena Napolitano has been on the Reggio Emilia Register of Accountants since 1998 and on the Register of Auditors since 1999. She has performed institutional assignments for the Court of Reggio Emilia as a Receiver in Bankruptcy. She is an Auditor in some industrial and commercial companies.

The table below shows the administrative and auditing positions held in listed and unlisted companies by members of the Company's Board of Auditors as of 31 December 2012.

Forename surname	and	Company for which the external work is carried out	Position
Luca Gaiani		Landi Renzo S.p.A.	Chairman of the Board of Auditors
		Kerakoll S.p.A.	Chairman of the Board of Auditors
		Cittanova 2000 S.p.A.	Chairman of the Board of Auditors
		Parco Olmi S.p.A. (formerly Parco Ottavi Spa)	Chairman of the Board of Auditors
		Modena Aceti S.r.l.	Chairman of the Board of Auditors
		Fin Firel S.p.A.	Chairman of the Board of Auditors
		F.Ili Parmigiani S.p.A.	Chairman of the Board of Auditors
		Pallacanestro Olimpia Milano S.r.l.	Chairman of the Board of Auditors
		CMB Cooperativa Muratori Braccianti	Chairman of the Board of Auditors
		Grandi Salumifici Italiani S.p.A.	Chairman of the Board of Auditors
		Grim S.p.A.	Chairman of the Board of Auditors
		Alcisa Italia S.p.A.	Chairman of the Board of Auditors
		Gruppo Alimentare in Toscana	Chairman of the Board of Auditors
		Frantoio Gentileschi S.p.A.in liq.	Chairman of the Board of Auditors
		8A+Investimenti S.p.A.	Statutory Auditor
		Lovato Gas S.p.A.	Statutory Auditor
		Safe S.p.A.	Statutory Auditor
		I.S. Holding S.p.A.	Statutory Auditor
		La Ciminiera S.p.A.	Statutory Auditor
		IMAF S.p.A.	Statutory Auditor
	Montecarlo S.p.A.	Statutory Auditor	
	Giorgio Armani S.p.A.	Statutory Auditor	
	Profassmo.it S.r.l.	Director	
Massimiliano Folloni		T.I.E. S.p.A.	Chairman of the Board of Auditors
		Girefin S.p.A.	Statutory Auditor

	Immobiliare Suzzarese S.p.A.	Statutory Auditor
	A.E.B. S.p.a.	Chairman of the Board of Auditors
	Gli Olmi S.p.A.	Statutory Auditor
	Lovato Gas S.p.A. Confagricoltura Reggio Emilia- (Associazione)	Chairman of the Board of Auditors
	Bioener S.r.l.	Chairman of the Board of Auditors
	Welfare Italia S.p.A.	Statutory Auditor
	SAFE S.p.A.	Statutory Auditor
	Nuova Mini-Mec S.r.l.	Alternate Auditor
	Tecnove S.r.l.	Alternate Auditor
	I.R.S. S.p.A.	Alternate Auditor
	Lodi Luigi e Figli - S.r.l.	Alternate Auditor
	Società Italiana Werisa di Legnani Cav. Antonio S.p.A.	Alternate Auditor
	Carpenfer S.p.A.	Alternate Auditor
Marina Torelli	Lodi Luigi e Figli - S.r.l.	Chairman of the Board of Auditors
	I.R.S. S.p.A.	Chairman of the Board of Auditors
	Tecnove S.r.l.	Chairman of the Board of Auditors
	SAFE Spa	Chairman of the Board of Auditors
	Carpenfer S.p.A.	Standing Auditor
	T.I.E. S.p.A.	Standing Auditor
	Girefin S.p.A.	Standing Auditor
	S.I.C.E. – S.p.A.	Standing Auditor
	Nuova Mini-Mec S.r.l.	Standing Auditor
	Bioener – S.r.l.	Standing Auditor
	A.E.B. S.p.A.	Standing Auditor
	Lovato Gas S.p.A.	Standing Auditor
	Consorzio Scandiano Zerosei Società Cooperativa	Standing Auditor
	CMR Industriale S.p.A.	Standing Auditor
	Gli Olmi S.p.A.	Alternate Auditor
	C.M.E. S.r.l.	Chairman of the Board of Directors

Nicola Filippo Fontanesi	Casa di Cura Villa Verde S.r.l.	Statutory Auditor
	Iren Mercato S.p.A. Archimede S.p.A.	Statutory Auditor Statutory Auditor
	G.Guerra Group S.p.A.	Statutory Auditor
	Mirco Landin S.p.A.	Chairman of the Board of Auditors
	Coalpi S. Coop. in concordato preventivo	Chairman of the Board of Auditors
	Torreggiani & C. S.p.A.	Alternate Auditor
	Bertani S.p.A.	Alternate Auditor
	Coopservice Soc. coop. per azioni	Alternate Auditor
	Prefabbricati Canossa S.r.l.	Alternate Auditor
	Intesa S.r.l.	Alternate Auditor
	Sisma S.p.A.	Alternate Auditor
	Aeterna S.r.l.	Assignee in bankruptcy
	Ceramica Grand Prix S.p.A.	Assignee in bankruptcy
	Bioera S.p.A.	Judicial Commissioner
	Menzio S.a.s.	Assignee in bankruptcy
	Codes cooperativa distribuzione e servizi soc. coop.	Liquidator
	O.M.S.A S.r.l.	Liquidator
Effemme Data Service di Fontanesi, Manni & C.	Unlimited partner	
Filomena Napolitano	T.I.E. S.p.A.	Alternate Auditor
	Girefin S.p.A.	Alternate Auditor
	Nuova Mini-Mec S.r.l.	Alternate Auditor
	Albacem S.r.l.	Alternate Auditor
	A.E.B. S.p.A.	Alternate Auditor
	I.R.S. S.p.A.	Statutory Auditor
	Lovato Gas S.p.A.	Alternate Auditor
	Lodi Luigi e Figli S.r.l.	Alternate Auditor
	Tecnove S.r.l.	Alternate Auditor
	Elettrometalli S.r.l.	Assignee in bankruptcy

I Ciclamini S.r.l.

Sole Auditor

Carpenfer S.p.A.

Statutory Auditor

Nine meetings of the Board of Auditors were held during the course of the Year, lasting an average of 100 minutes each. At least six meetings of the Board of Auditors are planned for the current year, and three of these have been held already on 27 February 2013, 5 March 2013 and 13 March 2013. In order to maintain an adequate knowledge of the segment in which the Company is active, periodically and at any time as necessary, the auditors receive information and updates on the segment in which the Issuer operates and reference legislation, including through documents prepared by the Company.

On being appointed, the members of the Board of Auditors declared, on their own responsibility, that they satisfied the independence criteria laid down in applicable laws and regulations. The Board of Auditors deemed that its members continued to satisfy the requirements of independence during the Period.

Under paragraph 8.C.3 of the Self-Regulatory Code, Auditors that have an interest, either on their own account or on behalf of third parties, in a certain transaction to be carried out by the Issuer must give the other Auditors and the Chairman of the Board of Directors prompt and full information regarding the nature, the terms, the origin and the scope of their interest.

The Board of Auditors satisfied itself concerning the independence of the auditing firm, verifying both compliance with the regulatory provisions governing the matter and the nature and extent of the services other than accounts audit provided to the Issuer and its subsidiaries by the auditing firm and the offices belonging to its network.

In carrying out its business, the Board of Auditors cooperated with the Audit and Risk Committee, the Supervisory Board and the head of the internal audit.

15. **RELATIONS WITH SHAREHOLDERS**

The Issuer has set up a special section called "Investor Relations" in its website, easily identifiable and accessible, which provides the information regarding the Issuer that is of importance to its shareholders in order to enable them to exercise their rights knowledgeably.

Mr Pierpaolo Marziali has been made responsible for the management of relations with shareholders, acting as Investor Relations Manager.

In view of the Issuer's organisational structure, it was decided not to set up a Company office for the management of relations with shareholders.

16. **SHAREHOLDERS' MEETINGS (PURSUANT TO ARTICLE 123-BIS, SUBSECTION 2(C) OF THE CONSOLIDATED FINANCE ACT)**

With regard to shareholders' participation in Shareholders' Meetings, Article 11 of the Issuer's Articles of Association states: "Shareholders with voting rights may take part in Shareholders' Meetings if an attestation confirming their right to participate is provided in accordance with the terms and conditions set out the laws and regulations from time to time applicable. Each person entitled to vote may be represented at Shareholders' Meetings by third parties by issuing a written proxy in conformity to and within the limits laid down by law. Notice of the proxy can be given to the company electronically, via certified e-mail sent to the company e-mail address set out in the notice calling the shareholders' meeting. The company does not designate a representative to whom to confer proxies from the shareholders".

The Company has decided not to adopt rules for Shareholders' Meetings since it considers that the powers vested by the Articles of Association in the Chairman of the Meeting, who is responsible for directing the proceedings, including the determination of the order and system of voting, enable the Chairman to ensure that the Meeting takes place in an orderly manner, moreover averting the risks and problems that could arise from a failure on the part of the Meeting to comply with regulatory provisions.

The Board of Directors calls an Ordinary Shareholders' Meeting at least once a year within 120 days after the end of the financial period, or within 180 days if the conditions required under the law are met.

The governing body also calls a Shareholders' Meeting, either Ordinary or Extraordinary, whenever it deems it appropriate to do so or as required by law, or at the request of at least two members of the Board of Statutory Auditors in accordance with the provisions of current legislation.

Shareholders' Meetings are called by means of a notice specifying the day, hour and venue of the meeting, a list of the items on the agenda, and the other information as required under the applicable law and regulations. The Meeting notice must be published, within the times laid down by the provisions of the applicable legislation, on the website of the Company and as may otherwise be required by the laws and regulations applicable from time to time.

The same notice may also specify another day for a possible second call and, if necessary, a third call meeting should the first or the second not be attended.

The Board of Directors, if it deems it suitable, can decide that the ordinary and extraordinary meeting can be held at the same call, in which case the majority thresholds set out in the law will apply.

Shareholders that, even jointly, represent at least one-fortieth of the share capital may request items to be added to the agenda, specifying in their request the additional subjects that they propose, or submit proposals on subjects already reflected in the items on the agenda, to the extent permitted, and at the terms and conditions, under the law. Persons entitled to vote may individually submit proposals to be resolved upon by the Shareholders' Meeting.

Requests to add items to the agenda as per the paragraph above, however, are not allowed with regard to matters on which the Shareholders' Meeting, by law, deliberates at the request of the Company Directors or on the basis of a project or report prepared by same, different than the report on the items on the agenda.

Within the terms set forth in the notice of a meeting, those entitled to vote can submit questions relating to the items on the agenda by certified electronic mail, using the specific company address set out for this purpose in the notice calling the Shareholders' Meeting.

The Company is not required to provide an answer if the relevant information is on the company website in a "question and answer format", or if it is so necessary to safeguard confidentiality and the interests of the company.

Both Ordinary and Extraordinary Shareholders' Meetings are constituted and adopt valid resolutions by the statutory majorities.

The Chairman of the Shareholders' Meeting will ensure that each shareholder has the right to take the floor in relation to the items being discussed by coordinating speakers and managing the evolution of the meeting.

During the shareholders' meeting, the Board of Directors reported on activities carried out and planned for the future, and took all the necessary steps to ensure that shareholders were duly provided with the information required in order that they might knowingly take the decisions they were entitled to take.

During the course of the Period there were no significant variations in the composition of the Issuer's shareholding structure; the Board of Directors therefore deemed it unnecessary to consider proposing to the Shareholders' Meeting any amendments to the Articles of Association regarding the percentages established for the exercise of actions and of the prerogatives safeguarding minority shareholders' interests.

On 29 April 2011, the extraordinary Shareholders' Meeting approved the amendment of articles 5, 10, 11, 14, 18, 22, and 23 of the Company Articles of association to adapt to the significant evolution of the legislation applicable to listed companies after the entry into force of the following legislation:

- Legislative Decree No. 27 of 27 January 2010, implementing Directive 2007/36/CE on the exercise of certain rights of shareholders in listed companies;
- Regulations setting out provisions on transactions with related parties, adopted by Consob with Resolution No. 17221 of 12 March 2010, as amended.

The foregoing legislative provisions have significantly affected the way listed companies operate, by requiring that listed companies update their articles of association and their internal regulations accordingly. Certain of the new provisions were mandatory, and prevailed over any inconsistent provisions of the articles of association, while certain others were optional, and could be implemented, or not, at the choice of the Company. In both cases, however, the new legislative provisions

required a review of the Company articles of association, to render it compliant, in full, with the legislative amendments. Because none of the amendments necessary were on matters among those set forth in Article 2437, subsection one, of the Civil Code, it was not possible for any of the shareholders to exercise the right of withdrawal.

It should be noted that, pursuant to article 18 of the Articles of Association, the Board of Directors of 31 November 2012 resolved to amend the Articles of Association, and namely the provisions of articles 10, 11, 14 and 22, in order to bring the content of such articles in line with the amendments made to the legislation applicable to listed companies following the entry into force of the following legislation:

- Legislative Decree No. 27 of 27 January 2010 implementing Directive 2007/36/EC concerning the exercise of certain rights of shareholders of listed companies ("**Shareholders' Rights Directive**");
- Law No. 120 of 12 July 2012, published on the Official Journal of the Republic of Italy of 28 July 2011 ("**Law No. 120/2011**");
- Legislative Decree No. 91 of 18 June 2012, as amended by notice published on the Official Journal of the Republic of Italy No. 155 of 5 July 2012.

Having regard to the Shareholders' Rights Directive, it should be pointed out that an amendment of the Articles of Association to bring them in line with the provisions introduced by Legislative Decree No. 27 of 27 January 2010 had already been resolved upon by the Shareholders' Meeting of 29 April 2011. The Board of Directors though deemed it appropriate to make further amendments in order to secure a higher degree of compliance with the provisions of Legislative Decree No. 27 of 27 January 2010.

Having regard to gender balance in the composition of corporate bodies, the Law 120/2011, carrying provisions on the parity of access to managing and control bodies in companies listed on regulated markets, modified articles 147-*ter* and 148 of the Consolidated Finance Act on the composition of managing and control bodies, stipulating that at least one third of both bodies should be made up of the less represented gender (reduced to one fifth for the first term of office).

In particular, Consob deemed it appropriate to leave large discretion to listed companies in identifying, in their articles of association: (i) the procedure for the creation of the lists as well as the supplementary criteria for the identification of the individual members of governing bodies in compliance with gender balance requirements at the end of the voting procedure, with the only limit that compliance with gender allocation criteria cannot be required for lists with a number of candidates lower than three, (ii) the procedure for the replacement of the members of governing bodies who cease during their term of office, taking into account gender allocation criteria, and (iii) the procedure that allows the exercise of the rights of appointment, where provided, not to conflict with the provisions of articles 147-*ter*, paragraph 1-*ter*, and 148, paragraph 1-*bis* of the Consolidated Finance Act.

On this occasion, for the purpose of improving the wording in some clauses of the Articles of Association and providing consistency of the wording throughout the

Articles of Association, it was also resolved to adopt clarifications and stylistic changes.

17. **FURTHER CORPORATE GOVERNANCE PRACTICES (PURSUANT TO ART. 123-BIS, SUBSECTION 2(A) OF THE CONSOLIDATED FINANCE ACT)**

The Issuer has decided not to apply any practice for its corporate governance other than those described in the paragraphs above, and set forth as specific obligations by provisions of laws and/or regulations.

18. **CHANGES SINCE THE CLOSING OF THE REFERENCE YEAR**

No changes have been made to the structure of corporate governance since the closing of the year in question.

TABLES

TABLE 1: INFORMATION REGARDING THE STRUCTURE OF OWNERSHIP

<i>STRUCTURE OF SHARE CAPITAL</i>				
	No. of shares	% of share capital	Listed (indicate markets/non listed)	Rights and obligations
Ordinary shares	112,500,000	100%	Listed (MTA)	As per Italian Civil Code and regulations
Shares with limited voting rights	-	-	-	-
Shares with no voting rights	-	-	-	-

<i>MAJOR HOLDINGS</i>			
Declarant	Direct shareholder	% of ordinary capital	% of voting capital
Landi Trust (trust regulated by Jersey law, where the trustee is Stefano Landi)	Girefin S.p.A.	54.667	54.667
	Gireimm S.r.l.	4.444	4.444
Impax Asset Management Limited	Impax Asset Management Limited	2.637	2.637
Aerius Investment Holding AG	Aerius Investment Holding AG	2.311	2.311

TABLE 2: STRUCTURE OF THE BOARD OF DIRECTORS AND OF THE COMMITTEES

Office	Name	In office since	In office until	First appointed on	List (M/m) *	Executive	Non-executive	Independence under the Self-Regulatory Code	Independence under the Consolidated Finance Act	** (%)	No. of additional roles ***	AUDIT RISK COMMITTEE		AND REMUNERATION COMMITTEE		RELATED-PARTY TRANSACTION COMMITTEE.		
												****	**	****	**	****	**	
Honorary Chairman	Giovannina Domenichini	Shareholders' Meeting of 22 April 2010	Approval of financial statements for the period ending on 31 December 2012	16.05.2007	M		x			89%	3							
Chairman	Stefano Landi			16.05.2007	M		x			100%	11							
Managing Director	Claudio Carnevale			24.04.2009	M	x				100%	-							
Director	Carlo Alberto Pedroni			07.01.2008	M	x				83%	3							
Director	Carlo Coluccio			22.04.2010	M		x			100%	3	x	100%	x	100%			
Director	Alessandro Ovi			16.05.2007	M		x	x	x	78%	3	x	60%	x	0%	x		-
Director	Tomaso Tommasi di Vignano			16.05.2007	M		x	x	x	78%	7	x	60%	x	100%	x		-
Ownership required to present a list of candidates at the last election: 2.5%																		
Number of meetings held during the Period:										Board of Directors: 9		Internal Audit Cmte: 5		Remuneration Cmte: 1		Related Party Transactions Cmte: 0		
NOTES																		
* This column shows whether the candidate was elected from the majority shareholder list (M) or the minority shareholder list (m).																		
** This column shows the percentage of meetings (Board of Directors and each committee) attended by the Director, during the Director's actual term of office.																		
*** This column shows the offices as director or as auditor held by the Director in other listed companies, financial companies, banks, insurance firms or large companies.																		
**** This column shows, with an "X", which Director is a member of this Committee.																		

TABLE 3: STRUCTURE OF THE BOARD OF STATUTORY AUDITORS

Office	Name	In office since	In office until	List (M/m) *	Independence under the Self-Regulatory Code)	** (%)	Number of other offices held ***
Chairman	Luca Gaiani	22 April 2010	Approval of the financial statements for the period ending on 31 December 2012	M	x	100%	23
Statutory Auditor	Massimiliano Folloni	22 April 2010	Approval of the financial statements for the period ending on 31 December 2012	M	x	100%	16
Statutory Auditor	Marina Torelli	22 April 2010	Approval of the financial statements for the period ending on 31 December 2012	M	x	100%	16
Alternate Auditor	Filippo Nicola Fontanesi	22 April 2010	Approval of the financial statements for the period ending on 31 December 2012	M	x	N/A	19
Alternate Auditor	Filomena Napolitano	22 April 2010	Approval of the financial statements for the period ending on 31 December 2012	M	x	N/A	12
Ownership required to present a list of candidates at the last election: 2.5%							
Number of meetings held during the Period: 9							
NOTE							
* This column shows whether the candidate was elected from the majority shareholder list (M) or the minority shareholder list (m).							
** This column shows the percentage of meetings of the Board of Statutory Auditors attended by this Auditor, during the actual term of office.							
*** This column shows the offices as director or as auditor held by the Auditor pursuant to Article 148-bis of the Consolidated Finance Act.							

TABLE 4: OTHER SELF-REGULATORY CODE PROVISIONS

	YES	NO	Summary of justification for any departure from the recommendations of the Self-Regulatory Code
System of delegated powers and transactions with related parties			
Has the Board of Directors granted delegated powers laying down:			
a) their limits?	X		
b) the methods according to which they are exercised?	X		
c) reporting frequency?	X		
Has the Board of Directors kept the responsibility for scrutinising and approving transactions of particular economic and financial importance, and transactions materially affecting the Company's assets (including transactions with related parties)?	X		
Has the Board of Directors laid down guidelines and criteria for the identification of "significant" transactions?	X		
Are the above guidelines and criteria described in the report?	X		
Has the Board of Directors laid down special procedures for the scrutiny and approval of transactions with related parties?	X		
Are the procedures for the approval of transactions with related parties described in the report?	X		
Procedures adopted for the latest appointment of Directors and Auditors			
Were details of the candidates for positions as Directors deposited at least ten days in advance?	X		

Were details of the candidates for positions as Directors accompanied by full information?	X		
Were details of the candidates for positions as Directors accompanied by information regarding their suitability to be described as Independent Directors?	X		
Were details of the candidates for positions as Auditors deposited at least ten days in advance?	X		
Were details of the candidates for positions as Auditors accompanied by full information?	X		
Shareholders' Meetings			
Has the Company approved Shareholders' Meeting Rules?		X	The Company has not adopted rules for Shareholders' Meetings since it considers that the powers vested by the Articles of Association in the Chairman of the Meeting, who is responsible for directing the proceedings, including the determination of the order and system of voting, enable the Chairman to ensure that the meeting takes place in an orderly manner, moreover averting any inconvenience that could arise from a failure on the part of the Meeting to comply with regulatory provisions.
Are the Rules attached to the report (or is it specified where they can be obtained/downloaded)?	N/A		
Internal auditing			
Has the Company appointed persons responsible for internal auditing?	X		
Are the persons responsible independent of managers of operations areas?	X		
Organisational unit responsible for internal auditing (under Article 9.3 of the Self-Regulatory Code)	X		

<i>Investor Relations</i>			
Has the Company appointed an Investor Relations Manager?	X		
Organisational unit and contacts (address, telephone, fax and e-mail) of the Investor Relations Manager	<p><i>Investor Relations:</i> Pier Paolo Marziali, <i>Investor Relations Manager</i></p> <p>Ufficio <i>Investor Relations</i> Landi Renzo S.p.A. Via Nobel, 2/4 Cavriago Reggio Emilia</p> <p>Tel: + 39 0522 9433 E-mail: investorrelationslandi.it@landi.it</p>		