

# 7 – CHARTER OF THE NOMINATING, CORPORATE GOVERNANCE AND SUSTAINABILITY COMMITTEE

This document has been translated into English for the convenience of readers outside Italy.  
The original Italian document should be considered the authoritative version.

## COMPOSITION

The Nominating, Corporate Governance and Sustainability Committee is composed of at least three Directors, the majority of whom independent.

The Board of Directors appoints the members of the Committee and its Chairman.

The Committee may name a secretary that need not be one of its members; the Secretary draws up the minutes of the meetings.

## DUTIES

The Nominating, Corporate Governance and Sustainability Committee is entrusted with the following advisory duties:

- select and propose to the Board of Directors, on the occasion of co-optation to the Board, nominees for the post of member of the Board of Directors, indicating their names and/or the necessary qualifications;
- recommend to the Board of Directors, on the occasion of renewal of mandates, nominees for the post of member of the Board of Directors, indicating their names and/or the necessary qualifications;
- submit opinions to the Board of Directors regarding the size and composition of the Board, and on the professional and managerial skills whose presence within the Board is considered appropriate;
- evaluate, on an annual basis, the activities performed by the Board of Directors and its Committees;
- examine proposals presented by the Chief Executive Officer regarding appointment and succession plans of members of the Group Executive Council and managers with strategic responsibility;
- periodically update the Board of Directors on new corporate governance regulations and present proposals to update the company's system accordingly;
- evaluate proposals relating to strategic guidelines for sustainability-related issues, present, where appropriate, opinions to the Board of Directors, review the annual Sustainability Report.

The Chairman of the Committee reports to the Board of Directors on the activities performed.

## MEETINGS

The Committee will be called by its Chairman whenever he deems it appropriate or following a request by the Chief Executive Officer, and in any case at least twice a year.

The Chairman of the Committee may invite other individuals to attend the meetings whenever their presence may help the Committee to perform its functions.

The Committee may rely on the support of external counsel at the Company's expense.

Committee meetings may be held with the support of telecommunication devices (videoconference, conference call, etc.). Under these circumstances, the meeting will be deemed to have been held at the location where the Chairman and the Secretary drawing up the minutes are present.

### **AMENDMENTS TO THE CHARTER**

The Committee shall annually review the adequacy of this Charter and propose amendments to the Board of Directors, if any.

Approved: Board of Directors Meeting of 24 October 2007

Revised: Board of Directors Meeting of 22 July 2009