



**INTERNAL REGULATION OF THE RELATED  
PARTIES COMMITTEE  
OF OVS S.p.A.**

**Document approved by the Board of Directors of OVS S.p.A. at its meeting on 19  
September 2018 in force as of 19 September 2018**

**1. ARTICLE 1**

***COMPOSITION***

- 1.1. The Related Parties Committee of OVS S.p.A. (hereinafter, for the sake of brevity, the “**Committee**”), set up pursuant to the Procedure for Transactions with Related Parties, adopted by the Board of Directors at its meeting on July 23, 2014, in force as of March 02, 2015, as subsequently revised by the same Board of Directors (hereinafter, for the sake of brevity, the “**Procedure**”, which contains the definitions of the terms beginning with a capital letter indicated in these regulations), shall be composed of at least three Directors, holding the independence requirements provided for by the Self-Regulation Code for listed companies, one of whom shall be appointed as the Chair of the Committee.
- 1.2. The Chair and the other members of the Committee shall be appointed by the Board of Directors and may be revoked by the Board of Directors with properly justified resolutions.
- 1.3. The Committee, on a proposal of the Chair, shall appoint a secretary, who does not necessarily need to be chosen among the Committee’s members, and who shall be entrusted with the drawing up of the minutes of its meetings.

**2. ARTICLE 2**

***DUTIES***

- 2.1 The Committee shall perform the duties set forth in the applicable laws and regulations, as well as in the Procedure referred to in the preceding Article 1.1. Without prejudice to the provisions of article 4, paragraph 3, of Consob Resolution n. 17221 March 12, 2017, the Committee may propose to the Board of Directors amendments or integrations to the aforesaid Procedure.
- 2.2 The Committee shall be entitled to request any information necessary for the performance of its duties. The Committee may also avail itself, at the expense of the Company, of the assistance of one or more experts of its choice, identified among individuals of proven independence, professionalism and expertise on the subject-matter of the Related-Party Transactions on which the Committee is required to issue its opinion. The expert is appointed by the Chairman of the Committee by letter signed by the Chief Executive Officer or by the Chairman of the Board of Directors.
- 2.3 The Board of Directors, upon request and after consulting the Committee, establishes an annual spending budget available to the Committee for the performance of its activities and the performance of its functions.

**3. ARTICLE 3**

***CONVOCATION, CONDUCT AND MINUTES OF THE MEETINGS***

- 3.1 The Committee shall meet whenever it is required to perform the duties it has been assigned with by the applicable laws and regulations as well as by the Procedure referred to in the preceding Article 1.1.
- 3.2 The notice of meeting—specifying the date, time and place of the meeting, and the list of matters to

be discussed—shall be sent to the members of the Committee by the secretary, upon the instructions of the Chair, at least three days prior to the date set for the meeting; in case of urgency, the foregoing term may be shortened up to a minimum advance notice of at least twenty-four hours.

- 3.3 The Committee's meetings shall be led by the Chair or, if he/she is absent or has an impediment, by the individual appointed by the attending members of the Committee.
- 3.4 The Chairman of the Board of Statutory Auditors, or another Standing Statutory Auditor appointed by the Chairman, takes part in the work of the Committee; in any case the other auditors may also attend. The Chair of the Committee may, also upon request of each member, on the occasion of each meeting, invite other members of the Board of Directors, or executives or third parties whose presence may help the Committee to better perform its duties.
- 3.5 The Committee may hold its meetings also through telecommunication means, provided that all participants can be identified and that such identification is acknowledged in the relevant minutes. In addition to the foregoing, all participants must be able to follow and participate in real time in the discussion of the matters under examination, and, if need be, exchange documents.
- 3.6 In order for the Committee's meetings to be valid, the presence of the majority of the members in office is required.
- 3.7 The Committee shall make decisions by an absolute majority of the members in attendance. If the Committee consists of an even number of members and during the first vote the number of votes are the same, a new vote is made and the Chairman shall have the casting vote.
- 3.8 The Committee's meetings shall be documented in minutes, signed by the person who chairs the meeting and the secretary. The secretary shall also be in charge of keeping those minutes in a chronological order and to send a copy thereof to the members of the Committee and to the standing auditors, as well as, as soon as finalized, to the Chair of the Board of Directors and the Chief Executive Officer.

#### **4. ARTICLE 4**

##### ***AMENDMENTS TO THESE REGULATIONS***

- 4.1 The Committee shall periodically, and in any case at least every three years, evaluates the adequacy of these Regulations, and submit to the Board of Directors any proposals of amendment and integration thereto, taking into consideration, among others, legislative changes and/or of changes of the Procedure as well as of the ownership structure of the Company, if any.