



**REGULATIONS OF THE
NOMINATION AND REMUNERATION COMMITTEE
OF
OVS S.p.A.**

**Approved by the Board of Directors of OVS S.p.A. on June 23, 2014, effective as of March 2, 2015,
as last amended by the Board of Directors on March 22, 2018.**

1. ARTICLE 1

PURPOSE AND SCOPE

- 1.1 These regulations (the “**Regulations**”) govern the composition, duties and functioning of the Nomination and Remuneration Committee of OVS S.p.A. (the “**Company**”), established by the Board of Directors’ resolution adopted on 23 June 2014, effective as of 2 March 2015 (hereinafter, the “**Nomination and Remuneration Committee**”), to implement the recommendations of the Code of Conduct issued by the Corporate Governance Committee for Listed Companies set up at the Borsa Italiana S.p.A. (the “**Code of Conduct**”).

2. ARTICLE 2

APPOINTMENT AND COMPOSITION

- 2.1 The Nomination and Remuneration Committee members and its chairman (the “**Chairman**”) shall be appointed and removed by Board of Directors’ resolution.
- 2.2 The Nomination and Remuneration Committee shall consist at least of three members, namely non-executive directors, a majority of which shall be independent according to the standard of independence required by the Code of Conduct. At least one Committee member shall have adequate knowledge and experience in financial matters or remuneration policies, to be assessed by the Board of Directors at the time of appointment. The Chairman shall be appointed from among the independent directors.
- 2.3 On proposal of the Chairperson, the Nomination and Remuneration Committee shall appoint a secretary, who need not be one of its members.
- 2.4 The directors shall accept the office as Nomination and Remuneration Committee members only if they are convinced that they can devote the time required to diligently carry out their duties.
- 2.5 Unless otherwise determined by the Board of Directors at the time of appointment, the term of office of the Nomination and Remuneration Committee members shall be the same as that of the Board of Directors to which these members shall belong.

3. ARTICLE 3

DUTIES

- 3.1 The Nomination and Remuneration Committee shall have the following proactive and advisory duties:
- (a) to express opinions to the Board of Directors regarding the size and composition of the Board itself and make recommendations on the professional figures whose presence on the Board would be desirable, as well as on issues related to the maximum number of positions as director or auditor in companies listed on Italian or foreign regulated markets and in financial, banking, insurance or large companies, which can be considered compatible with the effective performance as a director of the listed issuer, and on the authorisations of the Shareholders’ Meetings granted to the directors to operate in derogation of the general ban on competition referred to in Article 2390 of the Civil Code;
 - (b) to propose directorship candidates to the Board of Directors in cases of co-option, should it become necessary to replace independent directors;

- (c) to oversee the annual self-assessment program on the performance of the Board of Directors and its Committees, in compliance with the Corporate Governance Code, and deals with the preliminary activity for appointing an external consultant for such self-assessment;
- (d) to submit proposals to the Board of Directors to define the remuneration policies for directors and key management personnel;
- (e) to regularly assess the adequacy, overall consistency and practical application of the remuneration policies for directors and key management personnel, also on the basis of information provided by the managing directors; to submit proposals to the Board of Directors on the matter;
- (f) to submit proposals or express opinions to the Board of Directors on the remuneration for executive directors and other directors holding specific offices, as well as on setting the performance targets related to the variable component of the said remuneration, monitoring the implementation of the decisions taken by the Board itself and the actual achievement of the performance targets;
- (g) to express an assessment on particular and specific remuneration issues which the Board may have requested it to examine.

3.2 The Nomination and Remuneration Committee shall be entitled to have access to information and to the corporate departments and structures, ensuring appropriate functional and operational links with these for the performance of their duties. The Nomination and Remuneration Committee may use external consultants at the Company's expense, but always within the budget limits approved by the Board of Directors, subject to verification that such consultants are not placed in situations that compromise their independent judgment in practice and, in particular, that they do not provide the human resources department, the directors or the key management personnel with any services of such significance as to concretely affect the independent judgment of the consultants themselves.

3.3 The Nomination and Remuneration Committee Chairman shall report *(i)* to the Board of Directors, at least once every six months, on the Committee's activities; and *(ii)* to the Shareholders' Meeting, on an annual basis in conjunction with the approval of the financial statements, on the procedures adopted for the exercise of its functions.

4. ARTICLE 4 CONVOCATION, PROCEEDINGS AND MINUTES OF MEETINGS

4.1 The Nomination and Remuneration Committee shall be convened by its Chairman, whenever the Chairman deems it appropriate, but at least once every six months or when requested either by the executive directors or the Chairman of the Board of Statutory Auditors or the Chairman of the Board of Directors.

4.2 Notice of the meeting, stating the date, time and place of the meeting and the list of items to be discussed, together with all information required for discussion, shall be sent by the Chairman or by the Secretary, if appointed, on proposal of the Chairman, at least five days before the date set for the meeting. In urgent cases, the notice period may be shorter.

4.3 The Nomination and Remuneration Committee meetings shall be chaired by the Chairman or, if he or she is absent or unable to participate, by the member chosen by the participants.

4.4 The Nomination and Remuneration Committee meetings shall be attended by the Chairman of the Board of Statutory Auditors (or by another auditor appointed by the Chairman); in any case

the other auditors may also attend. The Nomination and Remuneration Committee Chairman shall be entitled to invite to the Nomination and Remuneration Committee meetings any other person whose attendance may be of assistance to the Nomination and Remuneration Committee for the more efficient execution of its functions.

- 4.5 No director may attend Nomination and Remuneration Committee meetings in which proposals are submitted to the Board of Directors on his or her own remuneration.
- 4.6 The Nomination and Remuneration Committee meetings may also be held by telecommunication means, provided that all participants can be identified and that such identification is recorded in the relevant minutes, and that they are able to follow and participate in real time in the discussion of the topics addressed and to exchange documentation, if so required. In such cases, the meeting shall be considered as held where both the Chairman and the Secretary who records the minutes are physically located.
- 4.7 The Nomination and Remuneration Committee meetings shall be minuted. The Chairman and the Secretary shall sign the minutes of the meetings, to be kept by the Secretary in chronological order.
- 4.8 The majority of the members in office must attend the Nomination and Remuneration Committee meetings for the same to be valid.
- 4.9 The decisions of the Nomination and Remuneration Committee shall be taken by absolute majority of the members in office. 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.

**5. ARTICLE 5
*AMENDMENTS TO THE REGULATIONS***

- 5.1 The Nomination and Remuneration Committee shall review the adequacy of these Regulations regularly, but at least once annually, and submit any amendments or additions to the Board of Directors.