

Article 4

Convening of the Committee

- 4.1** The Committee meets whenever it is appropriate to carry out the tasks established by the Procedure and in any case whenever it is deemed necessary by the Chairman.
- 4.2** ~~7 K H & R P P L W W H H~~ the support of the Corporate Affairs Service, particular formalities, usually via e-mail, with notice of three calendar days (except in cases of urgency, in which the Committee can be convened without formalities and specific terms of notice).
- 4.3** The provisions governing the functioning of the Board of Directors' meetings apply, insofar as they are compatible, for the procedures for convening and managing the information and document flows.

Article 5

Conduct of meetings

- 5.1** Committee meetings are chaired by the Chairman.
- 5.2** The meetings of the Committee can be held in any place, even outside the registered office of the Company, also by means of telecommunication, provided that all the participants can be identified and this identification is acknowledged in the relative minutes and they are allowed to follow the discussion and to intervene in real time in the discussion of the topics addressed, exchanging documentation if necessary.
- 5.3** When invited by the Chairman or on the basis of the items on the agenda, the Chief Executive Officer, the Chairman of the Board of Directors, the Chairman of the Board of Statutory Auditors and, if appointed, the legal advisor of the CPC may participate in the meetings of the Committee.
- 5.4** The Chairman may, from time to time, invite to the meetings of the Committee other independent Directors, Statutory Auditors and other persons whose presence may help to better perform the functions of the Committee itself .

Article 6

Constitutive and deliberative quorums

- 6.1** The presence of the majority of the members in office is required for the Committee meetings to be valid.
- 6.2** The Committee passes resolutions by a majority of the members in office.
- 6.3** Where the Committee is composed of three members and two members are present at the meeting, the CPC deliberates unanimously.