

# **ANIMA HOLDING SPA**

## **REGULATION FOR THE RELATED PARTIES' TRANSACTIONS COMMITTEE**

*(approved by the Board of Directors on 13 March 2014 and subsequent amendments and additions)*

### **Article 1**

#### Object and definitions

- 1.1** This regulation establishes the organizational and operating rules of the Committee for Related Parties Transactions, established pursuant to and for the purposes of the procedure for related party transactions, adopted by the Board of Directors of Anima S.p.A. on 13 March 2014 (the "Procedure") and made up of at least three Independent Directors appointed by resolution of the Company's Board of Directors (the "Committee" or "CPC"). The independent Chairman cannot be appointed to the CPC.
- 1.2** The terms indicated in these regulations with initial capital letters have the same meaning attributed to these terms in the definitions contained in the Procedure.

### **Article 2**

#### Chairman and Secretary

- 2.1** The Chairman of the Committee is elected by the Board of Directors of the Company.
- 2.2** In case of absence or impediment, the Chairman is replaced by the oldest director.
- 2.3** On the proposal of the Chairman, the Committee appoints a secretary, also chosen from outside its own members, with the task of drawing up the minutes of the meetings.

### **Article 3**

#### Duties of the Chairman

Unless otherwise decided by the Committee with reference to the specific transaction, it is the responsibility of the Chairman to:

- keep in contact with the RPT Control and the other functions of the Company involved in the Procedure;
- receive the information referred to in the Procedure and request information and make comments to the delegated bodies and persons in charge of the Transaction with Related Parties.

## **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** The Committee is called by the Chairman and with 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.

## **Article 7**

### **Minutes**

- 7.1** The meetings of the Committee result from minutes which, signed by the person chairing the meeting and the secretary, are kept by the secretary (or the Corporate Affairs Service) in chronological order, together with the supporting documentation of the meeting.
- 7.2** The additional provisions governing the functioning of the meetings of the Board of Directors apply, insofar as they are compatible, for the procedures for taking minutes and keeping the documentation.

## **Article 8**

### **Confidentiality**

The members of the Committee will abide by the strictest confidentiality and secrecy with regard to all data, information and news provided and discussed in relation to the activities of the Committee itself and undertake not to disclose them in any way or to issue press releases and / or statements regarding their work.

## **Article 9**

### **Changes to the Regulation and final provisions**

- 9.1** The changes and additions to the Regulations are approved by the Board of Directors, upon proposal or with the favorable opinion of the Committee.
- 9.2** Purely formal changes (eg adjustments to regulatory provisions or changes in the organizational structure of the Company or the Group) can be directly implemented by the CPC on the proposal of the Chairman.
- 9.3** Although not expressly provided for in this Regulation, the provisions of law, regulations, the Articles of Association, the Procedure and other internal reference regulations apply.