

**REPORT ON CORPORATE GOVERNANCE AND OWNERSHIP
STRUCTURES**

in compliance with art. 123-bis of the TUF (Consolidated Italian Law on Finance)

Issuer: SeSa S.p.A – Via Piovola, 138 50053 Empoli (FI)

Website: www.sesa.it

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REPORT ON CORPORATE GOVERNANCE AND OWNERSHIP STRUCTURES

GLOSSARY

Code/Code of Self-discipline: the Code of Self-discipline of listed companies approved in July 2015 by the Committee for *Corporate Governance* and promoted by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria, available for consultation at www.borsaitaliana.it, in the section “Borsa Italiana – Regulation – *Corporate Governance*”.

Civ. Code/ c.c.: the Italian Civil Code.

Board or Board of Directors: the Board of Directors of the Issuer.

Sesa, Issuer or Company: the issuer of listed stocks to which the Report refers.

Year: the business year to which the Report refers. Taking into account that the Company's business year ends on the 30th of April, the period between 1 May 2016 and 30 April 2017.

Instructions for Regulation of the Borsa: the Instructions for Regulation of the markets organised and managed by Borsa Italiana S.p.A..

MTA: the Mercato Telematico Azionario (the electronic stock exchange) organised and managed by Borsa Italiana S.p.A..

Regulation of the Borsa: the Regulation of the markets organised and managed by Borsa Italiana S.p.A.. (as subsequently amended).

Consob Issuers' Regulation: the Regulation issued by Consob with resolution no. 11971 of 1999 (as subsequently amended) relating to issuers.

Consob Regulation of Related Parties: the Regulation issued by Consob with resolution no. 17221 dated 12 March 2010 (as subsequently amended) relating to transactions with related parties.

Report: the report on corporate governance and ownership structures which companies are required to draw up in compliance with art. 123-*bis* of the TUF .

Articles of Association: the Articles of Association of Sesa adopted by the extraordinary Shareholders' Meeting held on the 15th of July 2013, effective from the date of the launch of trading of the Company's stocks on the MTA (from 22 October 2013), as subsequently amended.

TUF: Legislative Decree 58 (Consolidated Law on Finance) dated 24 February 1998).

1. ISSUER'S PROFILE

The Sesa Group is an operator of reference in Italy in value added distribution (VAD) of some of the leading software and hardware products available on the market and in the supply of software, technology, services and advice aimed at training and supporting companies as the final users of IT (source: Sirmi, June 2013).

On the whole, the Sesa Group is able to offer a wide range of software and hardware products, as well as the advisory activity required to guarantee their use and integration, thanks to a high capacity for interaction with customers and the high level of training quality offered.

The Issuer's ordinary shares and warrants are admitted to trading on the MTA from 22 October 2013 (the "Listing Date").

From 16 February 2016, the Issuer's ordinary shares are traded in the STAR Segment of the Mercato Telematico Azionario di Borsa Italiana S.p.A. (MTA).

Intermonte SIM S.p.A. will act as specialised operator in compliance with the Regulation of Borsa Italiana S.p.A. and the relative Instructions.

The Company, within the context and to allow the admission of its shares to the MTA, has adopted the necessary and appropriate resolutions, effective from the Listing Date, with the aim of aligning its corporate governance system with the legislative and regulatory provisions in force, as well as the principles contained in the Code. In consideration of the above, the information contained in this Report, unless otherwise specified, refers to the Year corresponding to the period from 1 May 2016 to 30 April 2017.

The Issuer is organised according to the traditional management and audit model pursuant to articles 2380-bis et seq. c.c., with the Shareholders' Meeting, the Board of Directors and the Board of Statutory Auditors.

2. INFORMATION ON OWNERSHIP STRUCTURES (pursuant to art. 123bis TUF) at 30/04/2016

a) Share capital structure (art. 123-bis, par. 1, lett. a), TUF)

Share capital at 30 April 2017

On 30 April 2017 the share capital subscribed and paid in amounted to 37,126,927.50 euros.

We wish to inform you that, during the year, the Extraordinary Shareholders' Meeting resolved, on 26 August 2016, to cancel 156,511 treasury shares with no indication of the nominal value, maintaining the increase in share capital unchanged. As a result of the aforesaid cancellation, the number of shares that make up the share capital has been reduced from 15,651,101 to 15,494,590.

Categories of shares that make up the share capital at 30 April 2017:

Share Capital Structure

	no. of shares	% of the s.c.	Listed (indicate the markets) / unlisted	Rights and obligations
Ordinary Shares	15,494,590	100.00%	MTA	Every ordinary share entitles the holder to one vote. The rights and obligations of shareholders are those envisaged by articles 2346 et seq. c.c.

Share capital on the Report date

On the Report date, the share capital subscribed and paid in amounted to 37,126,927.50.

b) Restrictions to the transferral of securities (art. 123-bis, par. 1, lett. b), TUF)

There are no restrictions to the transferral of securities, limitations to possession or clauses for approval of the Issuer or other possessors.

c) Significant investments in the capital (art. 123-bis, par. 1, lett. c), TUF)

On this date of the Report and in relation to the information received by the Issuer on this date, Shareholders who hold, directly or indirectly, more than 2% of the share capital, through pyramidal or cross investment structures, in compliance with that indicated in the communications issued in accordance with art. 120 TUF, are listed in the following table.

Declarant	Direct shareholder	% share of ordinary capital	% share of voting capital
HSE S.p.A.	ITH S.p.A	52.814%	52.814%
Amiral Gestion	Amiral Gestion	4.943%	4.943%
Franklin Templeton Institutional LLC	Franklin Templeton Institutional LLC	4.860%	4.860%

d) Securities that grant special rights (art. 123-bis, par. 1, lett. d), TUF)

No securities granting special controlling rights or special powers assigned to the securities have been issued.

e) Employee participation in the shareholder structure: voting mechanism (art. 123-bis, par. 1, lett e), TUF)

There is no system for employee participation in the shareholder structure

f) Restrictions to voting rights (art. 123-bis, par. 1, lett. f), TUF)

There are no restrictions to voting rights.

g) Agreements among shareholders (art. 123-bis, par. 1, lett. g), TUF)

On the date of this Report, the Issuer is not aware of any corporate agreements that are relevant in accordance with art. 122 TUF in relation to the Issuer's shares.

h) Clauses of change of control (art. 123-bis, par. 1, lett. h), TUF) and provisions of the articles of association on Public Purchase Offers (articles 104, par. 1-ter, and 104-bis, par. 1, TUF)

The distribution agreements signed by Sesa and/or its subsidiaries with the major commercial partners contain clauses which allow the counterparties to review their position in the event of a change of control.

As regards the loan agreements entered into or in progress during the year ending on 30 April 2017, as usual for this type of transaction, Computer Gross Italia S.p.A. and Var Group S.p.A. signed agreements in compliance with which a change in control of the contracting company may lead to the termination of the benefit of the term.

Specifically, with reference to the agreement which explicitly envisage the expiry of the benefit of the term (residual capital at 29 April 2017), the following should be noted.

- On 12 Maggio 2015, Var Group S.p.A. signed a loan agreement with UBI Banca for Euro 1,500,000 of which there is a residual amount of Euro 790,049.64;

- On 4 November 2015, Computer Gross Italia S.p.A. signed a loan agreement with CR Firenze for Euro 9,500,000 of which there is a residual amount of Euro 7,500,000;
- In data 1 February 2016, Computer Gross Italia S.p.A. signed a loan agreement with CR Firenze for Euro 3,000,000 of which there is a residual amount of Euro 1,003,245.53;
- On 29 June 2016, Var Group S.p.A. signed a loan agreement with UBI Banca for Euro 2,500,000 of which there is a residual amount of Euro 1,810,417.96.

The provisions of the Issuer's Articles of Association are compliant with the *passivity rule* envisaged by art. 104, paragraphs 1 and 1-bis of the TUF. It should also be noted that the Issuer's Articles of Association do not envisage the application of the neutralisation rules contemplated by art. 104-bis, paragraphs 2 and 3 of the TUF.

j) Mandates to increase the share capital and authorisation for the purchase of treasury shares (art. 123-bis, par. 1, lett. m), TUF)

During the Year, the Shareholders' Meeting did not assign the Board the faculty to increase the share capital in compliance with art. 2443 c.c., or to issue investment financial instruments.

On 26 August 2016, the authorisation to purchase ordinary treasury shares, passed by the ordinary shareholders' meeting on 28 August 2015, expired.

Therefore, the ordinary shareholders' meeting held on 26 August 2016 authorised the purchase and disposal of ordinary shares to give the Company a useful and strategic investment opportunity for every purpose allowed by the then provisions in force, also in relation to the Company's future requirements, including the purposes contemplated in the "market practices" allowed by Consob in compliance with art. 180, par. 1, lett. c), of the TUF with resolution no. 16839 dated 19 March 2009 and in EU Regulation no. 596/2014 dated 16 April 2014 and relative implementing provisions.

With reference to the above, the Shareholders' Meeting:

- 1) authorised, in accordance with, by the effects and within the limits of art. 2357 of the c.c., the purchase, in one or more moments, until the date of approval of the financial statements relating to the year ending 30 April 2017 and not beyond a period of eighteen months from the resolution date, of a number of ordinary Sesa shares with no indication of the nominal value, not in excess of 10% of the share capital represented by ordinary shares and for a maximum countervalue of 1,500,000.00, issuing mandate to the Board of Directors to identify the amount of shares to purchase in relation to each of the above purposes, prior to the start of each individual purchase programme, at a price no higher than the highest between the price of the last independent transaction and the price of highest independent offer in the trading venues where the purchase takes place, on the understanding that the per-unit price cannot be below a minimum of 20% or above a maximum of 10% with respect to the arithmetic mean of the official prices registered by Sesa S.p.A. stock on the Mercato Telematico Azionario during the ten business days of the stock exchange prior to each individual purchase;
- 2) issued mandate to the Board of Directors and to its Chairman and the Managing Director, individually, to go ahead with the purchase of ordinary shares, at the conditions and for

the purposes mentioned above, assigning them, once again individually, the most extensive powers for the performance of the purchase transactions pursuant to this resolution and for every other formality relating to them, including the granting of assignments to intermediaries enabled in compliance with the law and with the faculty to appoint special proxies. The purchases will be made using methods that are able to ensure the equal treatment of the shareholders, with the graduality considered appropriate in the interests of the Company and according to that allowed by the legislation in force, with the methods envisaged by art. 144-*bis*, par. 1, lett. b) of Consob Regulation 11971/1999, as subsequently amended, and taking into account the market practices relating to the purchase of treasury shares admitted by Consob in compliance with art. 180, par. 1, lett. c), of Legislative Decree 58/1998 with resolution no. 16839 dated 19 March 2009, as well as EU Regulation no. 596/2014 dated 16 April 2014 and relative implementing provisions;

- 3) authorised the Board of Directors and its Chairman and the Managing Director, individually, in compliance with and by the effects of art. 2357-*ter* c.c., to dispose of all or part of the ordinary shares purchased on the basis of the authorising resolution, or held in the Company's portfolio, at any time, in one or more moments, by selling them on or off the stock exchange, also via the transferral of real and/or personal guarantees, including, by way of example, stock loans, in observance of the laws and regulations in force at any given time and for the pursuit of the aims pursuant to the aforesaid resolution, with the terms, methods and conditions of the deed of disposal of the treasury shares considered most appropriate in the interest of the Company, assigning them, once again individually, the most extensive powers for the performance of the disposal transactions pursuant to this resolution and for every other formality relating to them, including the granting of assignments to intermediaries enabled in compliance with the law and with the faculty to appoint special proxies, on the understanding that (i) the per-unit sale price (or the per-unit value established within the scope of the disposal transaction) cannot be below a minimum of 20% with respect to the arithmetic mean of the official prices registered by Sesa S.p.A. stock on the Mercato Telematico Azionario during the twenty business days of the stock exchange prior to each transaction; and (ii) the deeds of disposal of treasury shares placed at the service of any programmes for the distribution of stock options or stocks to Company directors or employees, may take place at the price determined by the pertinent corporate bodies within the scope of the aforesaid programmes, free of charge, where envisaged in the plans for the free assignment of stocks approved by the pertinent corporate bodies. The authorisation pursuant to point 3) above has been agreed to without time limits.

Lastly, the same Shareholders' Meeting arranged to ensure, in compliance with the law, that the purchases authorised be contained within the limits of the distributable profits and available reserves resulting from the last financial statements (including interim statements) approved at the time of the transaction, that the total quantitative limit is not higher than the maximum established by the legislation in force, also taking into account the shares acquired by subsidiaries, and that, at the time of the purchase and sale of treasury shares, the necessary accounting entries be made, in observance of the provisions of the law and the applicable accounting standards.

On the date of this Report, Sesa holds 52,363 treasury shares in its portfolio, equating to 0.33794375% of the share capital.

l) Management and coordination activity

Despite being indirectly controlled by HSE S.p.A. , through ITH S.p.a., in compliance with art. 93 TUF, the Issuer does not consider itself subject to the management and control of the parent company in compliance with articles 2497 et seq of the Italian Civil Code, and 37,, of Consob Regulation no. 11960/2007.

With regard to this matter, the Company feels that it is not subject to the direction and management of any company, in that: (i) the Company operates independently in corporate and business terms, carrying out its own negotiations with customers and suppliers and defining its own strategic and development lines without any supervision of parties outside of the Company; (ii) ITH does not exercise centralised group functions involving Sesa (e.g.: strategic planning, control, group corporate and legal affairs); and (iii) the Company's Board of Directors operates in full managerial independence.

With reference to the further disclosures pursuant to art. 123-*bis* TUF, it should be noted that:

- as regards information on the agreements between the Company and the Directors which envisage indemnities in the case of resignations or dismissals without just cause, or if the relationship ends following a public purchase offer (art. 123-*bis*, par. 1, lett. i), see paragraph 9 and the Remuneration Report drawn up in compliance with art. 123-*ter* of the TUF and art. 84-*quater* of the Consob Issuers' Regulation available in the terms of the law on the Company's website at www.sesa.it in the “*Investor Relations-Shareholders' Meetings*” section;
- as regards information on the appointment and replacement of Directors (art. 123-*bis*, par. 1, lett. l), part 1), see paragraph 4.1; as regards information on the main characteristics of the risk management and internal audit systems (art. 123-*bis*, par. 2, lett. b), see paragraphs 10 and 11;
- as regards information on the mechanisms that govern the workings of the Shareholders' Meeting, its main powers, Shareholder rights and the methods of exercise (art. 123-*bis*, par. 2, lett. c), see paragraph 16;
- as regards information on the composition and operations of the management and auditing boards and their Committees (art. 123-*bis*, par. 2, lett. d), see paragraphs 4, 6, 7, 8, 10, 13 and 14.

3. COMPLIANCE

The Issuer has complied with the Code, the text of which, updated to July 2015, is accessible to the public on the website of the Committee for Corporate Governance, at <http://www.borsaitaliana.it/comitato-corporate-governance/codice/2015clean.pdf>.

Neither the Issuer, nor its subsidiaries are subject to non-Italian legal provisions which influence the Issuer's Corporate Governance structure.

4. BOARD OF DIRECTORS

4.1 Appointment and replacement of Directors (art. 123-bis, paragraph 1, lett. l), TUF)

In accordance with art. 15 of the Articles of Association, the Company is managed by a Board of Directors made up of a minimum of three and a maximum of nine Directors. The Directors hold office for no more than three terms and such office expires on the date of the Shareholders' Meeting called to approve the financial statements relating to the last year of their office, notwithstanding the causes of termination envisaged by the law and the Articles of Association. Before proceeding with the appointment, the Shareholders' Meeting determines the number of members and the Board's duration in office.

The provisions of the Articles of Association that regulate the composition and appointment of the Issuer's Board of Directors also guarantee the respect of the provisions on the defence of the rights of minorities and the balance between genres in the composition of the Board of Directors, as well as the presence of an adequate number of Directors in possession of the requisites of independence pursuant to art. 148, par. 3, TUF, as briefly described below.

The Directors must have the requisites envisaged by the legislation in force at *any given time*. A minimum number of the Directors, corresponding to the minimum envisaged by the same legislation must have the requisites of independence pursuant to art. 148, par. 3, TUF. The absence of such requirements determines the termination of the Director's office.

The absence of the requisites of independence indicated in art. 148, par. 3, TUF in a Director does not determine termination of office if the requisites are still held by the majority of the Directors who, in compliance with the legislation in force, must possess said requisites. For the requisites of independence of the board of directors, see paragraph 4.6.

The appointment of the Board of Directors takes place, in observance of the discipline in force at *any given time* for the balance between genres, on the basis of lists presented by the Shareholders using the methods specified below, in which the candidates must be listed under a progressive number. For the presentation, deposit and publication of the lists, in addition to that envisaged by the Articles of Association, the provisions of the law and regulations in force at any given time apply.

Every Shareholder, the Shareholders adhering to a significant corporate agreement in accordance with art. 122 TUF, the parent, the subsidiaries and companies subject to common control in compliance with art. 93 TUF, cannot present or take part in the presentation, not even through another person or a trust company, of more than one list, nor may they vote for different lists, and each candidate may only appear in one list otherwise they shall be disqualified from election. Adhesions and votes expressed in breach of this prohibition will not be attributed to any list.

Only Shareholders who, acting alone or with other Shareholders, hold a total voting rights representing at least 2.5% of the share capital entitled to vote at the ordinary shareholders' meeting, or representing another percentage established by the law or regulations can present lists. With resolution no. 20001 dated 17 May 2017, Consob determined the share required for presentation of lists of candidates for the election of the Issuer's board of directors as 2.5% of the share capital (being updated).

Together with each list, within the respective terms indicated above, it is necessary to deposit (i) the information relating to the identity of the Shareholders that have presented the list, indicating the total share held; (ii) the declarations with which the individual candidates accept their candidacy and certify, under their own responsibility, the non-existence of causes for ineligibility and incompatibility, as well as the existence of the requirements for the respective offices; (iii) a *curriculum vitae* regarding the personal and professional characteristics of each candidate with the possible indication of the suitability of the candidate to be qualified as independent.

From the first renewal of the board of directors after the admission of the ordinary shares to trading on a regulated market, the lists with at least three candidates must be made up of candidates belonging to both genres, so that at least one third (rounded up) belong to the genre with fewest representatives.

The lists presented without observing the above provision are considered as not having been presented.

The Board of Directors will be elected as follows:

- a) the Directors will be taken from the list that receives most votes, in the progressive order in which they are listed, apart from one;
- b) the remaining Director is taken from the minority list, in no way connected, not even indirectly, to those who presented or voted the list indicated under letter a), and which obtained the second highest number of votes. Should the minority list pursuant to letter b) fail to achieve a percentage of votes at least equal to half of that required, in compliance with the above, for the presentation of the lists, all the Directors to be elected will be taken from the list pursuant to point a).

In the event of an even vote between the lists, the list presented by the Shareholders with the highest shareholding at the time of presentation of the list, or by the highest number of Shareholders. If, with the candidates appointed using the above methods, it is not possible to ensure the appointment of a number of independent Directors pursuant to art. 148 TUF equating to the minimum number established by law in relation to the total number of Directors, the non-independent candidate pursuant to art. 148 TUF elected last in progressive order in the list that received the highest number of votes, pursuant to letter a) above, will be replaced by the first independent candidate pursuant to art. 148 TUF according to the progressive order of the same list, not elected, or, otherwise, by the first independent candidate pursuant to art. 148 TUF according to the progressive order of the other lists, not elected, or, according to the number of votes obtained by each one. This replacement procedure will be used until the Board of Directors is made up of a number of independent Directors pursuant to art. 148 TUF equating to at least the minimum number established by law. Lastly, if this procedure does not ensure the required result, the replacement will take place with the resolution made by the Shareholders' Meeting with the relative majority following presentation of candidacies of subjects in possession of the aforesaid requirements. Moreover, if, with the candidates elected with the methods indicated above, it is not possible to ensure the composition of the Board of Directors in compliance with the regulations *in force at the time* to uphold the balance of genres, the candidate of the genre most represented, elected as last in progressive order in the list that has received the highest number of votes, will be replaced by the first candidate of the genre least represented of the list, not elected, in accordance with the progressive order. This replacement procedure will be used until the Board of Directors is made up in compliance with the regulations *in force at the time* in relation to the balance of genres. Lastly, if this procedure does not ensure the required result, the replacement will take place with the resolution made by the Shareholders' Meeting with the relative majority following presentation of candidacies of subjects belonging to the genre least represented. If just one list is presented or if no list is presented at all, the Shareholders' Meeting passes resolution with the legal majorities, without observing the above procedure, in order to ensure (i) the

presence of independent Directors pursuant to art. 148 TUF equating to at least the minimum number established by the legislation in force at the time and (ii) the respect of the regulations in force at the time in relation to the balance of genres.

If, during the year, one or more Directors should cease to hold office, as long as the majority is still made up of Directors appointed by the Shareholders' Meeting, the following procedure shall be adopted in compliance with art. 2386 c.c.:

- a) the Board of Directors proceeds with the replacement, choosing from the members of the same list to which the Director no longer in office belonged and the Shareholders' Meeting passes resolution with the legal majorities, respecting the same criterion;
- b) should there be no more candidates not previously elected or candidates with the necessary requirements on the aforesaid list, or if, for any reason, it is not possible to respect the provisions of letter a), the Board of Directors goes ahead with the replacement, as subsequently provided for by the Shareholders' Meeting, with the legal majorities without considering the list vote.

In any case, the Board of Directors and the Shareholders' Meeting will go ahead with the election in order to ensure: (i) the presence of the total minimum number of independent Directors pursuant to art. 148 TUF required by the legislation *in force at the time*; and (ii) the respect of the regulations *in force at the time* in relation to the balance of genres.

If the majority of the Directors elected by the Shareholders' Meeting should cease to hold office due to resignation or another cause, the entire Board shall cease to hold office, effective from the date of the subsequent reconstitution of such body. In this case, the Shareholders' Meeting must be called urgently by the Directors still in office to elect the new Board of Directors.

The Directors cease to hold office in the cases envisaged by the law and by the Articles of Association.

In the meeting held on 14 July 2017, the Board decided not to adopt a plan for the succession of the executive directors, taking into account the current shareholder structure as well as the practice for attributing the office of Executive Director to subject who have matured significant experience within the Company.

4.2 Composition (art. 123-bis, paragraph 2, lett. d), TUF)

The Shareholders Meeting held on 28 August 2015 appointed the new Board of Directors for three years, until the approval of the financial statements relating to the year ending 30 April 2018, determining the number of members of the Board as eight.

On this matter, it should be noted that the members of the Board of Directors in office were appointed by the Shareholders Meeting with the legal majorities on the basis of the proposal presented by ITH S.p.A., without applying the list vote mechanism, as only one list was presented by the aforesaid majority shareholder ITH S.p.A..

The Board of Directors in office is made up as follows:

- Paolo Castellacci (Chairman)
- Moreno Gaini (Deputy Executive Chairman)
- Giovanni Moriani (Deputy Executive Chairman)
- Alessandro Fabbroni (Managing Director)
- Angelica Pelizzari (Director)
- Luigi Gola (Director)

- Angela Oggionni (Director)
- Giovanna Zanotti (Director)

The members of the Board of Directors include three independent directors, Mr Luigi Gola, Ms Angela Oggionni and Ms Giovanna Zanotti, in compliance with art. 148, par. 3, of the TUF, as mentioned by art. 147-ter, par. 4, of the TUF and by art. 3 of the Code of Self-discipline, in compliance with art. 2.2.3, par. 3, letter l) of the Regulation of the Borsa and by art. IA.2.10.6 of the Instructions for Regulation of the Borsa - both applicable to issuers in possession of STAR qualification.

At the end of 2015, the members of the Board of Directors were:

- Paolo Castellacci (Chairman)
- Moreno Gaini (Deputy Executive Chairman)
- Giovanni Moriani (Deputy Executive Chairman)
- Alessandro Fabbroni (Managing Director)
- Luca Fabio Giacometti (Director)
- Angelica Pelizzari (Director)
- Giovanna Zanotti (Director)
- Luigi Gola (Director)

The *curricula vitae* of the Directors, containing thorough information on the personal and professional characteristics of each one of them, are available on the Company website, in the section “*Corporate governance – Board of Directors*”.

Structure of the Board of Directors and Committees

Board of directors												Audit and risks committee			Remun. Committee		Strategic Committee	
Office	Members	Year of birth	Date of first appointment *	In office since	In office until	List **	Exec.	Non-Exec	Indep. Code	Indep. TUF	No. other offices ***	(*)	(*)	(**)	(*)	(**)	(*)	(**)
Chairman#	Paolo Castellacci	30/03/1947	30/01/2013	22/02/2013	approval of the financial statements 30/04/2018	NA	Yes				8	3/6					2/2	M
Managing Director*#	Alessandro Fabbroni	03/03/1972	27/11/2012	27/11/2012	approval of the financial statements 30/04/2018	NA	Yes				6	6/6					2/2	M
Deputy Chairman#	Moreno Gaini	14/09/1962	22/02/2013	22/02/2013	approval of the financial statements 30/04/2018	NA	Yes				4	6/6						
Deputy Chairman#	Giovanni Moriani	19/11/1957	22/02/2013	22/02/2013	approval of the financial statements 30/04/2018	NA	Yes				8	6/6					2/2	M
Director	Angela Oggionni	08/06/1982	28/08/2015	28/08/2015	approval of the financial statements 30/04/2018	NA		Yes	Yes	Yes	3	6/6						
Director	Angelica Pelizzari	18/10/1971	22/02/2013	22/02/2013	approval of the financial statements 30/04/2018	NA		Yes			7	6/6	3/3	M	3/3	M	2/2	M
Director	Giovanna Zanotti	18/03/1972	22/02/2013	22/02/2013	approval of the financial statements 30/04/2018	NA		Yes	Yes	Yes	1	6/6	3/3	P	3/3	M		
Director	Luigi Gola	13/09/1933	15/07/2013	15/07/2013	approval of the financial statements 30/04/2018	NA		Yes	Yes	Yes	/	6/6	3/3	M	3/3	P	2/2	P
DIRECTORS WHO CEASED TO HOLD OFFICE DURING THE YEAR OF REFERENCE																		
	None																	
No. of meetings held during the year of reference: 6						Audit and Risks Committee: 3				Remun. Committee: 3				Strategic Committee: 2				
Indicate the quorum required for presentation of the lists by the minorities for the election of one or more members (pursuant to art. 147-ter TUF):2.5%																		

NOTES

The symbols indicated below must be entered into the "Office" column:

• This symbol indicates the director appointed for the internal audit and risk management system.

◊ This symbol indicates the Issuer's chief executive officer.

◦ This symbol indicates the Lead Independent Director (LID).

* The date of first appointment of each director is the date on which the director was appointed for the first time (absolutely) in the Issuer's Board of Directors.

** This column indicates the list from which each director is taken ("M": majority list; "m": minority list; "BoD": list presented by the BoD; "NA": if the directors have been appointed by the Shareholders Meeting with the legal majority, following presentation of a single list of candidates).

*** This column indicates the total number of offices of director or auditor covered by the party concerned in other companies listed on regulated markets (including foreign markets), in financial, banking and insurance companies or those of considerable dimensions. In the Report on corporate governance, the offices are indicated in full.

(*) This column indicates the participation of the directors in the meetings of the BoD and the committees respectively (indicate the number of meetings in which the director participated compared to the total number of meetings in which he could have participated; e.g.: 6/8; 8/8 etc.).

(**). This column indicates the qualification of the board member within the Committee: "C": chairman; "M": member.

N.a.: not applicable.

This symbol indicates an office in the Board of Directors of the Sesa Foundation, a non-profit organisation with aims of social solidarity set up on 8 July 2014

Maximum accumulation with offices held in other companies

In the meeting held on 14 July 2017, the Board did not define the general criteria relating to the maximum number of management and auditing assignments in other companies which might be considered compatible with the effective pursuit of the role of Director of the Issuer, notwithstanding each Board Member's right to assess the compatibility of the offices of director and auditor, held in other companies listed on regulated markets (including foreign markets), in financial, banking and insurance companies or those of considerable dimensions, with the diligent pursuit of the tasks undertaken as Board Member of the Issuer.

During the session held on 14 July 2017, the Board, in consideration of the outcome of the check on the offices held by its Members in other companies, felt that the number and the quality of the offices held does not interfere and is therefore compatible with the effective pursuit of the office of Director of the Issuer.

As regards the offices held, on the date of this report, by the Directors of the Issuer in other companies listed on regulated markets (including foreign markets), financial, banking and insurance companies or those of considerable dimensions, please see the table below.

Name and surname	Company	Office in the company or investment held	Assignments of Management and Control
Paolo Castellacci	Computer Gross Italia S.p.A.	Chairman of the Board of Directors	Management
	Computer Gross Nessos S.r.l.	Chairman of the Board of Directors	Management
	Integration Customer Center S.r.l.	Chairman of the Board of Directors	Management

	Var Group S.r.l. *	Chairman of the Board of Directors	Management
	ITF S.r.l.	Chairman of the Board of Directors	Management
	ITH S.p.A.	Chairman of the Board of Directors	Management
	Promobit S.r.l. †	Chairman of the Board of Directors	Management
	Sesa S.p.A.	Chairman of the Board of Directors	Management
	HSE S.p.A.	Board Member	Management
	Var Group S.p.A. ‡	Board Member	Management
	Arcipelago Cloud S.r.l.	Chairman of the Board of Directors	Management
	Inn-3D S.r.l.	Appointed Board Member	Management
Moreno Gaini	Computer Gross Italia S.p.A.	Deputy Chairman of the Board of Directors	Management
	ITF S.r.l. §	Appointed Board Member	Management
	CGN S.r.l.	Board Member	Management
	Sesa S.p.A.	Deputy Chairman of the Board of Directors	Management
	HSE S.p.A.	Appointed Board Member	Management
	ITH S.p.A.	Board Member	Management
Giovanni Moriani	Delta Phi Sigla S.r.l.	Chairman of the Board of Directors	Management
	M.K. Italia S.r.l.	Board Member	Management
	Openia Software & Consulting S.r.l.	Deputy Chairman of the Board of Directors	Management
	Sesa S.p.A.	Deputy Chairman of the Board of Directors	Management
	Sirio Informatica e Sistemi S.p.A.	Director	Administration
	Var Group S.p.A.	Chairman of the Board of Directors	Management
	Var Applications S.r.l. **	Chairman of the Board of Directors	Management
	Var Group S.r.l.	Board Member	Management
	HSE S.p.A.	Board Member	Management

* Office terminated 15/03/2017

† Office terminated 06/09/2016

‡ Office terminated 17/05/2016

§ Office terminated 02/05/2017

** Office terminated 01/08/2016

	ITH S.p.A.	Board Member	Management
Alessandro Fabbroni	ICT Logistica S.p.A.	Appointed Board Member	Management
	ITH S.p.A.	Appointed Board Member	Management
	Idea Point S.r.l.	Board Member	Management
	Sesa S.p.A.	Managing Director	Management
	Arcipelago Cloud S.r.l.	Appointed Board Member	Management
	Ipo Challenger 1 S.p.a.	Board Member	Management
	Sailing S.r.l.	Director	Management
	ITF S.r.l. ^{††}	Board Member	Management
Angela Oggioni	Ipoc S.r.l.	Board Member	Management
	Sesa S.p.A.	Board Member	Management
	Italian Wine Brands S.p.A.	Board Member	Management
	Electa Ventures S.p.A.	Board Member	Management
Luigi Gola	Sesa S.p.A.	Board Member	Management
Angelica Pelizzari	Anthos Vermögensverwaltungs GmbH, Munich (Germany)	Sole Director	Management
	Facile.It S.p.A.	Board Member	Management
	Facile.It Broker di Assicurazioni S.r.l.	Board Member	Management
	Immobiliare.it S.p.A.	Managing Director	Management
	Sesa S.p.A.	Board Member	Management
	Uala S.r.l.	Board Member	Management
	Feries Srl	Board Member	Board Member
	Electa Ventures S.p.A.	Board Member	Management
Giovanna Zanotti	Aletti & C. Banca di Investimento Mobiliare S.p.A. ^{‡‡}	Board Member	Management
	Sesa S.p.A.	Board Member	Management
	Banca Akros Spa	Board Member	Management

Induction Programme

The characteristics of the information of the board and the information supplied by the Strategic Committee and by the Managing Director allow the Directors, also through participation in the relative initiatives in the forms considered most appropriate, to obtain adequate knowledge of the business sector in which the Issuer operates, of the company dynamics and their evolutions, of the principles of correct risk management, as well as the relative legislative and self-regulatory

^{††} Office terminated 02/05/2017

^{‡‡} Office terminated 30/02/2017

framework of reference. . In particular, during the meetings of the Strategic Committee, prompt updates were supplied in relation to the various market studies – published by national and international trade associations – relating to the Issuer’s reference sector, in order to highlight the evolutionary trends of the sector in which the Issuer operates.

It should be noted, also in compliance with IA 2.10.1, par. 2, of the Instructions for Regulation of the Borsa that, in compliance with art. 2.2.3, par. 3, lett. 1) of the Regulation of the Borsa, restricted to issuers in possession of STAR qualification, the composition of the Board of Directors, as well as the role and the functions of the non-executive and independent directors are regulated with respect for the principles and applicative criteria envisaged by articles 2 and 3 of the Code, as explained in further detail herein.

4.3 Roles of the Board of Directors (art. 123-bis, paragraph 2, lett. d), TUF)

The Board of Directors plays a central role in the company organisation and the functions and responsibility of strategic and organisational direction answer to it. It is also responsible for checking the existence of the controls necessary to monitor the performance of the Issuer and of the Sesa Group companies.

Each member of the Board of Directors is required to pass resolution diligently and independently, pursuing the aim of creating value for the Shareholders, and undertakes to dedicate the time necessary to the office held within the Company to guarantee the diligent pursuit of his/her duties, regardless of the offices held outside the Sesa Group, being aware of the responsibilities inherent in the office held.

To this end, each candidate for the office of Director preventively assesses, at the time of acceptance of the office in the Company and regardless of the limits established by the law and regulations that might be applicable with regard to the limitation of the accumulation of offices, the capacity to perform, with the due attention and effectiveness, the tasks assigned to him/her, taking into particular consideration the total commitment required by the offices held outside the Sesa Group.

Each member of the Board of Directors is also required to inform the Board of the undertaking of the office of director or statutory auditor in other companies, in order to permit the fulfilment of the reporting obligations in compliance with the laws and regulations applicable.

In compliance with art. 18 of the Articles of Association, the Board of Directors is granted the broadest powers for the ordinary and extraordinary management of the Company, with the faculty to perform all the deeds considered appropriate for the pursuit of the business purpose, excluding only those reserved to the Shareholders Meeting by law.

In compliance with art. 15 of the Articles of Association, the board of directors is granted the faculty, notwithstanding the concurrent competence of the extraordinary Shareholders' Meeting, to take on the resolutions concerning mergers and demergers in the cases envisaged by articles 2505 and 2505-bis, c.c., the setting up or shutting down of secondary offices, the indication of which among the Directors shall represent the Company, the reduction of the share capital in the event of withdrawal by a Shareholder, the adaptations of the Articles of Association to legislative provisions, the transferral of the registered office within Italy, all in compliance with art. 2365, par. 2, c.c.

In any case, the competence assigned to the Shareholders' Meeting and the board of directors jointly with regard to transactions with related parties, remain valid, in compliance with articles

13 and 23 of the Articles of Association and the of the Related Parties Procedure (as defined herein) adopted by the Board of Directors on 23 September 2013. For more information, see paragraph 12 of this Report.

The Board of Directors - within the limits of the applicable provisions of the law, regulations and the articles of association - may appoint one or more Managing Directors or an Executive Committee (art. 16 of the Articles of Association). They hold the powers of management assigned to them when they were elected (art. 18 of the Articles of Association).

On the date of this Report, the Board of Directors had not set up an Executive Committee. For information on the appointment and the functions of the appointed bodies, see paragraph 4.4.

In compliance with the law, during meetings and at the intervals indicated by the applicable provisions, the Board of Directors and the Board of Statutory Auditors are informed, also by the delegated bodies, on the activities performed by the Company and by its subsidiaries, on the general progress of operations and on the foreseeable outlook, as well as major economic, financial and equity transactions, with particular regard to the transactions in which Directors hold interest in their own right or that of third parties, or which are influenced by the subject excising management and coordination. Communication is usually released during board meetings, and at least on a quarterly basis. When particular circumstances make it appropriate, it may also be released in writing to the Chairman of the Board of Statutory Auditors.

In compliance with art. 17 of the Articles of Association, the Bard of Directors meets, also outside of the registered office as long as the meeting takes place within the European Union, every time that the chairman considers it appropriate, or when a meeting is requested by a Managing Director (if appointed) or by at least two Directors, notwithstanding the powers of convocation attributed to other subjects in compliance with the law. For the resolutions of the Board of Directors to be valid, the effective presence of the majority of Directors in office and the favourable vote of the majority present are necessary. In the event of a draw, the chairman's vote carries.

In compliance with art. 2381 c.c., the Chairman of the Board coordinates the works and ensures that adequate information on the matters recorded in the agenda are supplied to all board members.

The prompt and complete nature of the pre-meeting information is guaranteed by sending the documentation at least seven days before the date of the Board Meeting. This term is usually respected in the dispatch of documentation for the Board Members.

Board meetings may be attended also by executives of the Issuer and the Management Group to provide appropriate details on the items on the agenda.

Taking into account the mandates granted to the Directors, as explained in the next paragraph, the following are reserved to the Board, in compliance with the provisions of the applicative criterion 1.C.1. lett. a) of the Code:

- the examination and approval of the Issuer's strategic, industrial and financial plans, as well as the regular monitoring of their implementation;
- the examination and approval of the strategic, industrial and financial plans of the group led by the Issuer, as well as the regular monitoring of their implementation;
- the definition of the Issuer's corporate governance system;
- the definition of the structure of the group led by the Issuer.

The Board, during the meeting held on 28 August 2015, attributed to the Chairman, the Managing Director and the two Deputy Chairman the powers pursuant to paragraph 4.4.

The Board met six times during the Year, on the following dates:

- 30/05/2016;
- 14/07/2016;
- 13/09/2016;
- 21/12/2016;
- 21/02/2017;
- 14/03/2017.

For the percentage of attendance of the meetings by each director, please see the Table “Structure of the Board of Directors and Committees” in paragraph 4.2.

Minutes were recorded for all the meetings. During the periodical meetings, the Board of Directors and the Board of Auditors, also through the appointed bodies, were informed of the activities performed and the main financial, economic and equity operations carried out by the Company or by the subsidiaries and the outlook of operation.

The board meetings lasted an average of approximately 32 minutes.

At least three Board Meetings are planned for 1 May 2017 – 30 April 2018. In addition to those already held on 10 May 2017, the calendar of the main corporate events 2017/2018 (already communicated to the market and to Borsa Italiana S.p.A. in compliance with regulations) envisages at least three more meetings on the following dates: 14 July 2017, 13 September 2017, 19 December 2017.

During the session held on 14 July 2017, the Board assessed the adequacy of the Issuer's organisational, administrative and general accounting value along with that of the subsidiaries characterised by strategic importance, as prepared by the Managing Director, with particular reference to the Risk Management and Audit System, in compliance with applicative criterion 1.C.1. lett. c) of the Code of Self-Discipline. In performing this inspection, the Board of Directors: i) on a preliminary basis, confirmed the identification in the subsidiaries Computer Gross Italian S.p.A and Var Group S.p.A as those holding strategic importance, in that they represent the main sources of the development of the Group's characteristic business activity; ii) it then not only checked the existence and the implementation of a Risk Management and Audit System by the Issuer and the subsidiaries, but also proceeded regularly with a detailed examination of the structure of said system, its suitability and its effective and tangible operation.

To this end, the Board of Directors regularly received and examined the reports drawn up by the Manager of the Internal Audit Function, which had already been examined by the Audit and Risks Committee and by the Managing Director, in order to check (i) whether the structure of the Internal Audit and Risk Management System employed by the Company and by the subsidiaries really is effective for the pursuit of the aims and (ii) whether any weaknesses reported implicate the need to improve the system.

The Board of Directors also, during the annual approval of the draft financial statements:

- a) examines the significant business risks brought to its attention by the Managing Director and assess how they have been identified, assessed and managed. To this end, particular attention is paid to examining the changes that have taken place during the last year of reference, in the type and the extension of risks and the assessment of the response to these changes by the Issuer and the subsidiaries;
- b) assesses the efficiency of the Internal Audit and Risk Management System in coping with these risks, placing particular attention on any inefficiencies that have been reported;
- c) considers which actions have been taken or must be promptly undertaken to rectify the situation;
- d) prepares any additional policies, processes and behavioural rules which allow the Issuer and the subsidiaries to react adequately to new risk situation or those that have not been properly managed.

During the Year, the Board assessed the general performance of management, taking into particular consideration the information received from the Directors holding mandates and comparing the results attained with those scheduled.

In consideration of the mandates granted to the Executive Directors, pursuant to paragraph 4.4., you are informed that during the session held on 14 July 2016 the Board resolved, in compliance with applicative criterion 1.C.1. lett f) of the Code, that the operations of the Issuer and of its subsidiaries that occupy a significant strategic, economic, equity and financial role for said Issuer must be reserved to the board of directors. During the session held on 14 July 2017, the Board confirmed its conviction that, in addition to the operations of the Issuer, also those of its subsidiaries that occupy a significant strategic, economic, equity and financial role for said Issuer must be reserved to the board of directors. To this end, the Board has established during the meeting on 17 July 2015 the general criteria for identifying the operations that play a significant strategic, economic, equity and financial role for said Issuer: in particular, the Board examines and approves the strategic business choices and all those operations that are of particular importance, having assumed a behavioural standard that considers operations that might condition, either positively or negatively but considerably, the activity and the operating results as significant.

On 14 July 2017, the Board carried out its annual assessment for the Year, in compliance with the applicative criterion 1.C.1. lett. a) of the Code, in the belief that the composition and the operation of the board of directors are adequate in relation to the operational and organisational needs of the Company; also taking into account the presence, out of a total of eight members, of four non-executive Directors, who also guarantee an appropriate composition of the Committees set up within the Board. This assessment process took place in June/July 2017. It concerned the Year and was carried out on the basis of a questionnaire for the self-assessment of the Board of Directors, which was sent to all the Board Members. The questionnaire - divided into various areas of investigation (i.e.: composition, structure, dimension, operation and dynamics of the Board, interaction with *management*, *risk governance*, composition and structure of the Committees) and with the possibility to make comments and proposals - was filled in by all the Directors and shared by the Board. As stated above, the outcome of the assessment was that the Board of Directors and the relative Committees was found suitable for the pursuit of the respective functions.

On this matter, it should be noted that the Board, taking into account the outcome of the assessment made during 2015-2016, informed the shareholders, before the appointment of the new Board, on 28 August 2015, and therefore, prior to the entry into force of the amendments made in July 2015 to the Code of Self-Conduct, of indications on the professional figures whom it is felt should be part of the Board. In particular, the Board asked, within the scope of the relative explanatory report to the Shareholders Meeting, that the Shareholders, when presenting the lists: (i) maintain the existing ratio of Executive Directors to Non-Executive Directors (ii) remember that the presence of qualified persons and experience in the reference sector is helpful in order to support the Board in the analysis of the scenarios and in the understanding of the evolution of the business and markets.

The Shareholders' Meeting has not authorised exceptions to the ban on competition envisaged by art. 2390 c.c.

4.4 Appointed bodies

Chairman and Deputy Chairmen of the Board of Directors

In accordance with the Articles of Association, the Chairman of the Board of Directors holds the powers of the chair of the Shareholders' Meeting (art. 12), to call Board Meetings and the coordinate the work carried out during them (art. 17). the power to represent the Company before third parties and in judgement, without limits of any kind (art. 19).

The Chairman, Paolo Castellacci, is not the Issuer's *chief executive officer*.

The Board of Director passed a resolution on 28 August 2015 assigning the Chairman of the Board of Directors all the powers of ordinary administration due to the Board of Directors with regard to the management of relations with vendors and suppliers, business development activities, institutional relations and the powers of extraordinary administration, including the purchase, sale, exchange or granting of shareholdings, real estate or business branches and the stipulation of mortgages and leases for amounts up to 5,000,000 euros. He also holds all the powers or legal and procedural representation of the company.

The Board believes that the granting of operational mandates to the Chairman meets the Issuer's appreciable organisational needs lying in the streamlining of the operation of the Company's Board of Directors.

The meeting of the Board of Directors held on 28 August 2015 also appointed two Deputy Chairmen, Moreno Gaini and Giovanni Moriani, granting them the mandates described below.

The Board assigned the Executive Deputy Chairman Moreno Gaini all the powers of ordinary administration held by the Board of Directors for the management of shareholdings in the *Information Technology* value distribution through the subsidiary Computer Gross Italia S.p.A. and the other subsidiaries belonging to the IT value distribution.

With reference to the Executive Deputy Chairman Giovanni Moriani, the Board has assigned him all the powers of ordinary administration held by the Board of Directors with regard to the management of investments held in the *software* and *system integration* services system through Var Group S.p.A.

Managing Director

The Board of Directors can appoint one or more Managing Directors to whom to delegate its powers and attributions, within the limits of the law and the Articles of Association (art. 16).

On the date of this Report, the office of Managing Director is held by Alessandro Fabbroni.

The Board of Directors passed resolution on 28 August 2015 assigning the Managing Director currently in office, Alessandro Fabbroni, the powers of ordinary administration held by the Board of Directors in relation to the management of business functions of administration, finance, investor relation, management audits, legal office and fulfilment of corporate obligations, management of human resources, organisation and IT, including the faculty to hire and fire employees, the management of relations with welfare and social security departments, the performance of bank and factoring transactions and the application to banks and financial institutions and of investments belonging to the corporate division of the Sesa Group. The Managing Director was also assigned, during the same board meeting on 28 August 2015, powers of ordinary administration relating to the management of relations with suppliers and clients, and, particularly, by way of example, the powers necessary for the signing of agreements for the purchase and sale of products and services, for the payment of suppliers and to demand and collect sums of money due to the company from anyone and for any reason, issuing receipt; sign and present all declarations and communications to be presented to the authorities and financial offices, in relation to any taxes, in the cases and within the terms envisaged by the provisions in force. In compliance with art. 19 of the Articles of Association, the Managing Director represents the Company within the limits of his powers of management.

Executive Committee

The Issuer's Board has not formed an Executive Committee within its structure.

Reporting to the Board

The appointed bodies reported promptly to the Board of Directors and to the Board of Statutory Auditors at the first useful board meetings, on the activities performed, the general performance of operations and the foreseeable outlook, as well as the most important transactions in terms of size and characteristics carried out by the Company and its subsidiaries.

4.5 Other executive board members

The Issuer has no other Executive board members.

4.6 Independent directors

In compliance with the combined provisions of articles 147-ter, par. 4 and 148, par. 3 TUF and in observance of art. 3 of the Code, compliant with art. 2.2.3, par. 3, lett. l) of the Regulation of the Borsa and with art. IA 2.10.6 of the Instructions of the Regulation of the Borsa – both applicable to issuers admitted to the STAR segment - the Board of Directors currently comprises three Independent Directors (Angela Oggioni, Giovanna Zanotti and Luigi Gola), who:

- (i) *do not control the Issuer, either directly or indirectly, even through subsidiaries, trusts or intermediaries, nor are they able to exercise considerable influence over it;*

- (ii) *do not take part, either directly or indirectly, in any corporate agreement through which one or more subjects might exercise control or a considerable influence over the Issuer;*
- (iii) *are not and have not been during the previous three years, leading exponents (meaning the Chairman, legal representative, Chairman of the Board, an Executive Director or an executive holding strategic responsibilities) of the Issuer, of one of its subsidiaries holding strategic importance, of a company subject to joint control with it, of a company or an organisation which, even jointly with others by way of a corporate agreement, controls the Issuer or is able to exercise considerable influence over it;*
- (iv) *do not have, or have not had during the previous year, either directly or indirectly (for example through subsidiaries or companies in which they are leading exponents in the sense indicated under point (iii) above, or in their capacity as partners of a professional studio or of a consulting company), a significant commercial, financial or professional relationship: (a) with the Issuer, with one of its subsidiaries, or with any of their leading exponents, in the sense indicated under point (iii) above; (b) with a subject that, also jointly with others through a corporate agreement, controls the issuer, or - being a company or an organisation - with the leading exponents, in the sense indicated under point (iii) above, thereof, and do not have, or have not had during the previous three years, a relationship of employment with the aforementioned subjects;*
- (v) *notwithstanding that indicated under point (iv) above, they do not have freelance or employment relationships, or other equity or professional relationships such as to compromise their independence: (a) with the Issuer, with its subsidiaries or parent companies or which companies subject to joint control; (b) with the Directors of the Issuer; (c) with spouses, family members or relations up to the fourth degree of the Directors of the companies pursuant to point (a);*
- (vi) *do not receive and have not received during the previous three years, from the Issuer or from a subsidiary or a parent company, significant remuneration in addition to the "fixed" emolument of Non-executive Director of the Issuer, including participation in incentive-based plans linked to business performance, also on a stock basis;*
- (vii) *have not been Directors of the Issuer for more than nine of the last twelve years;*
- (viii) *do not hold office as Executive Director in another company in which an Executive Director of the Issuer holds office as a director;*
- (ix) *are not shareholders or directors of a company or of an organisation belonging to the network of the company appointed to carry out the auditing of the Issuer's accounts;*
- (x) *are not closely related to a person who is in one of the situations pursuant to the previous points and are not spouses, family members or relations up to the fourth degree of the Directors of the Issuer, of its subsidiaries, of its parent companies and those subject to joint control.*

The Board assesses the existence and the permanence of the above requirements, on the basis of the information that those concerned are required to supply under their own responsibility, or the information available to the Board.

The Board of Directors, on the basis of the declarations made by the directors and of the information available to the Company, ascertained, on the first useful occasion following appointment, this being the meeting held on 28 August 2015, the existence of the requirements of independence, in compliance with the provisions of art. 3 of the Code, and articles 147-ter, paragraphs 4 and 148, paragraph 3 of TUF, of the directors Luigi Gola, Angela Oggionni and Giovanna Zanotti. The Board then announced the outcome of its assessments in a release to the market.

It should be noted that, during the meetings held on 14 July 2016 and 14 July 2017, the Board carried out the annual check on the requisites of independence in relation to the Independent Board Members in compliance with the applicative criterion 3.C.4 of the Code. It should be noted that, in compliance with art. 12, par. 2 of the Issuer's Articles of Association, "*the absence of the requisites of independence indicated in art. 148, par. 3, TUF in a Director does not determination termination of office if the requisites are still held by the majority of the Directors who, in compliance with the legislation in force, must possess said requisites*".

In carrying out the above assessments, the Board has applied all the criteria envisaged by the Code.

In the board sessions held on 28 August 2015, 14 July 2016 and 14 July 2017, the Board of Statutory Auditors acknowledged that the criteria and the procedures adopted by the Board to assess the requisites of independence have been correctly applied.

The Independent Directors met during the Year in the absence of the other Directors three times, on the following dates: 14 June 2016, 21 November 2016, and 17 March 2016.

4.7 *Lead independent director*

The Company did not appoint a Lead independent director, taking into account the fact that the conditions pursuant to art. 2.C.3 of the Code of Self-discipline do not exist; in fact, the Chairman of the Board of Directors is not the person ultimately responsible for the management of the Company, nor does he control the Company.

5. HANDLING OF CORPORATE INFORMATION

Procedure for internal management and external communication of Privileged Information

During the session held on 25 June 2013, the Board adopted a procedure for internal management and external communication of Privileged Information.

The above procedure came into force from the date of deposit with Borsa Italiana of the application for admission to the negotiations of ordinary shares and warrants of the Company on the MTA.

To this end, it should be noted that the procedure in question was amended on 1 July 2016 by the Managing Director, Alessandro Fabbroni, implementing article 7 of said procedure, to adapt it to the provisions of EU regulation 596/2014 (which came into force from 3 July 2016), as well as the relative EU regulations delegated and of execution, also taking the opportunity to simplify the format, effective from 3 July 2016. During the meeting held on 14 July 2016, the Board of Directors expressed its approval of the work of the Managing Director, ratifying all the amendments and integrations to the procedure in question.

The procedure for internal management and external communication of Privileged Information, as amended, contains the provisions relating to the management of confidential information and to the management and external communication of privileged information pursuant to articles 7 of EU regulation 596/2014 and 181 of the TUF regarding the Issuer and subjects with a controlling relationship with it, including the Company's subsidiaries. Privileged information is subject, in compliance with the law, to a general obligation of immediate communication to the public in compliance with the methods established in said procedure.

All members of the corporate boards, employees and collaborators of the Company and its subsidiaries who have access for any reason to confidential and privileged information are required to respect the above procedure.

The term privileged information is used to describe information of a precise nature – directly or indirectly concerning the Company or its financial instruments, not of public dominion and suitable, if made public, to considerably influence the price of the financial instruments.

Procedure for the management of the Group Register of persons with access to Privileged Information

With particular reference to the obligation for listed issuers, their subsidiaries and the people who act in their name and on their behalf, to set up and manage a register of persons who have access to privileged information pursuant to art. 115-*bis* of the TUF and to articles 152-*bis* et seq. of the Consob Issuers' regulation, during the meeting held on 25 June 2013, the Board of Directors adopted a "**Procedure for the management of the Group Register of persons with access to Privileged Information**". The above procedure came into force from the moment that the application for admission to trading of the Company's ordinary shares and warrants on the MTA was presented to Borsa Italiana.

It should be noted that, on 30 May 2016, the Board of Directors amended the aforementioned procedure in order to adapt it to the regulatory innovations introduced by art. 18 of EU Regulation no. 596/2014, prior to its entry into force on 3 July 2016. To this end, the Board of Directors, in the aforementioned meeting on 30 May, resolved to grant mandate to the Chairman, Paolo

Castellacci, so that he could make the amendments to the procedure that would become necessary following any regulatory interventions by Consob.

As no amendments have been made by Consob, the Chairman, implementing article 9 of the procedure in question, amended it on 1 July 2016, in order to adapt it fully to the provisions of EU regulation 596/2014, as well as the executive aspects contained in the EU execution regulation 347/2016, effective from 3 July 2016. During the meeting held on 14 July 2016, the Board of Directors approved the Chairman's actions, ratifying all the amendments and integrations made by him.

Internal Dealing Procedure

As regards management of the fulfilment of reporting obligations deriving from the discipline of *Internal Dealing* pursuant to art. 114, par. 7 of the TUF and of articles 152-sexies, 152-septies and 152-octies of the Consob Issuers' Regulation, the Issuer's Board resolved, on 25 June 2013, to implement the Procedure for fulfilment of the obligations on the matter of *Internal Dealing* (the "**Internal Dealing Procedure**"), aimed at ensuring the utmost transparency and homogeneity of reporting to the market. The above procedure came into force from the Listing Date.

On this matter, it should be noted that the Internal Dealing Procedure was first amended, during the year, and on 22 December 2015 to be precise, by the Board of Directors, with the aim of simplifying it and making it more functional to the operating needs which emerged from the applicative practices of said procedure, as much on the part of the Major Companies (as defined in the reference legislation) as of the Company, in observance of the primary and secondary legislation *pro tempore* in force, and in relation to the indications expressed by Consob on the matter.

Moreover, it should be noted that the above procedure has recently been altered by the Board of Directors, on 30 May 2016, with the aim of adapting it to some of the provisions contained in art. 19 of EU regulation no. 596/2014, and prior to the entry into force of the latter, scheduled for 3 July 2016. In particular, the most important innovation for the Issuer, implemented with the amendment, consists in extending the black-out period from 15 to 30 days before the board meetings called to approve the period results. It should also be noted that the Board of Directors, in the aforementioned meeting held on 30 May 2016, resolved to issue a mandate to the Chairman Mr Paolo Castellacci, so that he could make the amendments to the Internal Dealing Procedure that would have been necessary following any interventions by Consob and/or Borsa Italiana, aimed at adapting the Italian secondary legislation to the amendments made by EU legislation no. 596/2014, or, in the absence of amendments to the Italian regulations on the matter, to fully adapt the same procedure to the provisions contained in art. 19 of EU regulation no. 596/2014.

As no regulatory amendments have been made by Consob and as Borsa Italiana has eliminated the possibility of a black-out period – along with the correlated discipline – as a specific requirement for inclusion within the STAR segment, this period now being considered as applicable to all issuers in force of article 19, paragraph 11 of EU regulation 596/2014, the Chairman amended the internal dealing procedure on 1 July 2016, in order to adapt it fully to the new regulation introduced with the aforementioned EU regulation 596/2014, the EU delegate regulation 522/2015 and the EU execution regulation 523/2016, effective from 3 July 2016. During the meeting held on 14 July 2016, the Board of Directors approved the Chairman's actions, ratifying all the amendments and integrations made by him to the procedure in question.

The Internal Dealing procedure and details of the operations carried out during the year such as to require relative communications are available on the Company website, www.sesa.it, in section "*Corporate Governance – Internal Dealing*".

6. COMMITTEES WITHIN THE BOARD CONSIGLIO (art. 123-bis, paragraph 2, lett. d), TUF)

The Remuneration Committee, the Audit and Risk Committee, the Committee for Transactions with Related Parties and the Strategic Committee have been set up within the Board.

It should be noted, in compliance with IA 2.10.1, par. 2, of the Instructions for Regulation of the Borsa that, in compliance with art. 2.2.3, par. 3, lett. m) of the Regulation of the Borsa, restricted to issuers in possession of STAR qualification, the setting up and the function of the committees within the Board of Directors are regulated with respect for the principles and applicative criteria envisaged by art. 4 of the Code, as explained in further detail herein.

A committee that performs the functions of two or more committees envisaged in the Code has not been set up, nor has a different distribution of their functions been envisaged.

According to that resolved by the Board on 19 July 2013, as confirmed recently in the board meeting on 28 August 2015 the Strategic Committee, a committee not envisaged by the Code, is made up of 5 members: (a) Chairman of the Board of Directors and Managing Director as rightful members; and (b) the other members chosen according to the best skills and willingness to do the job.

Following the renewal of the company boards by the Shareholders Meeting on 28 August 2015, during the meeting held on the same date the Board of Directors confirmed the members of the Strategic Committee, until the approval of the financial statements for the financial year ending 30 April 2018, the Directors Luigi Gola (Chairman), Paolo Castellacci (rightful member), Alessandro Fabbroni (rightful member), Angelica Pelizzari and Giovanni Moriani.

The Strategic Committee is an advisory body which offers non-restrictive opinions to the Board of Directors on: (i) market analyses and strategic scenarios for the development of Group business; (ii) the preparation of industrial Group plans; and (iii) operations/projects with a relevant strategic content for the Group, such as, for example, assessment of entry into new geographic and business markets, and high profile joint ventures with industrial groups.

In compliance with the Regulation of the Strategic Committee approved by the Board during the session held on 23 December 2013, the Committee meets as often as is necessary for the pursuit of its functions or when the Chairman sees fit, also by request of one or more of its members.

By invitation of the Chairman, the meetings of the Committee may be attended, in relation to the single items on the agenda, by non-members of the committee whose contribution to the work is considered useful.

The participant who holds a personal interest or represents the interest of a third party with reference to the subject of the discussion, shall inform the Committee and abstain from taking part in the resolution.

The Board of Directors is informed by the Chairman of the resolutions passed by the Committee at the first useful meeting.

During the Year, the Strategic Committee met on 9 May 2016, and 3 February 2017.

In the pursuit of its activities, the Committee has the possibility to access the information and business functions necessary for the performance of its tasks.

The average duration of the meetings was about 1 hour.

Two meetings were held during the year.

Minutes were recorded for all the Committee meetings.

In the pursuit of its activities, the Committee had the possibility to access the information and business functions necessary for the performance of its tasks.

7. APPOINTMENTS COMMITTEE

It should be noted that, considering the dimensions and the organisational structure of the Company, as well as its stock structure - characterised by a high level of concentration -, the Board Of Directors, during the meeting held on 14 July 2017, did not feel - as things stand - confirmed that it sees no need to set up a Committee for the appointment of Directors.

8. REMUNERATION COMMITTEE

On 25 June 2013, the Company's Board of Directors, in compliance with the Code, set up a Remuneration Committee.

It should be noted that, in compliance with IA 2.10.1, par. 2, of the Instructions for Regulation of the Borsa, which, in compliance with art. 2.2.3, par. 3, lett. n) of the Regulation of the Borsa, limited to issuers in possession of STAR qualification, the Remuneration Committee is made up of Non-executive Directors, most of whom are independent.

Following the renewal of the company boards by the Shareholders Meeting on 28 August 2015, during the meeting held on the same date, the Issuer's Board of Directors appointed, until the approval of the financial statements for the financial year ending 30 April 2018, as members of the Remuneration, the Independent Director Luigi Gola (Chairman), the Independent Director Giovanna Zanotti and the Non-executive Director Angelica Pelizzari.

It should be noted that, in the Issuer's opinion, in accordance with and by the effects of art. 6.P.3 of the Code of Self-discipline, all the members of the Remuneration Committee are recognised as possessing adequate knowledge and experience of financial matters or remuneration policies.

No Director takes part in the meetings of the Remuneration Committee in which proposals to the Board of Directors relating to his/her remuneration are formulated.

Functions assigned to the Remuneration Committee

The Remuneration Committee is a consultative and propositive body with the task of formulating proposals for the definition of the policy for the remuneration of directors and executives with strategic responsibilities and presenting them to the Board.

The setting up of this Committee guarantees the most extensive information and transparency on payments due to Executive Directors, as well as the respective methods used to determine them. It is, however, understood that, in conformity to art. 2389, par. 3 c.c., the Remuneration Committee holds propositive functions only, while the power to determine the remuneration of the Directors holding special offices is handled by the Board of Directors, having heard the opinion of the Board of Statutory Auditors.

According to that resolved the Board of Directors on 25 June 2013 and according to the Regulation of the Remuneration Committee adopted by the Board on 23 December 2013, in addition to that envisaged by the Remuneration Policy adopted by the Company (cf. paragraph 9 of this Report), the Remunerations Committee is also responsible for the tasks pursuant to art. 6 of the Code, particularly:

- a) proposing the adoption of the policy for remuneration of Directors and executives with strategic responsibilities and any amendments and/or integrations of the same, with reference to the group as a whole. Therefore, the retributive policies of the group's two main subsidiaries, Computer Gross Italia S.p.A. and Var Group S.p.A. will be analysed and a check will be run to ensure that there are no more executives with strategic responsibilities within the group setting;
- b) regularly assessing the adequacy, the overall consistency and the tangible application of the policy for the remuneration of directors and executives with strategic responsibilities of Sesa Group, using the information supplied by the managing directors; formulating proposals on the matter to the Board of Directors;
- c) expressing opinions to the Board of Directors on the remuneration of executive directors and the directors who hold particular offices, also establishing the performance targets related to the variable component of such remuneration; monitoring the application of the decisions made by the Board, particularly checking that the performance targets have been reached.

Regulation of the Remuneration Committee approved by the Board on 23 December 2013

In compliance with that envisaged by art. 4, applicative criterion 4.C.1, lett. e) f the Code of Self-discipline, in the pursuit of its functions, the Remuneration Committee has the faculty to access information and the business functions necessary for the pursuit of its tasks, also engaging external consultants.

In compliance with the Regulation of the Remuneration Committee, the Committee Chairman is responsible for planning and coordinating the Committee's activities, presiding over and guiding the relative meetings, representing the Committee at the meetings of the Board of Directors, and signing the opinions and any reports to be submitted to the Board of Directors, in the Committee's

name. When absent or impeded in any way, the Chairman is replaced for all purposes by the eldest Committee member.

In compliance with the above Regulation, the Committee meets as often as is necessary for the pursuit of its functions or when the Chairman sees fit, also by request of one or more of its members.

The meeting is called by the Chairman or whomsoever is acting in his stead, using any means suitable to reach all those concerned, including phone calls and e-mails, at least two business days before the date set for the meeting, apart from in emergencies, in which case a shorter period of notification is allowed. The call to the meeting must also be brought to the attention of the Chairman of the Board of Statutory Auditors.

The Committee meetings are held - also by audio or video-conference - at the registered office or in another place, and are presided over by the Chairman or, in the event of his absence or impediment, by the eldest Committee member.

For the meetings to be valid, the presence of the majority of the members is required. Minutes are drawn up of the meetings of the Remuneration Committee. The resolutions passed by the Committee are announced by the Chairman of the Board of Directors at the first useful meeting.

The work of the Committee is attended by the Chairman of the Board of Statutory Auditors or another auditor appointed by him. By invitation of the Chairman, the meetings of the Committee may also be attended, in relation to the single items on the agenda, by other non-members of the committee whose contribution to the work is considered useful.

The participant who holds a personal interest or represents the interest of a third party with reference to the subject of the discussion, shall inform the Committee and abstain from taking part in the resolution, on the understanding that no Director takes part in the meetings of the Committee in which proposals to the Board of Directors relating to his/her remuneration are formulated.

During the Year, the Remuneration Committee met on 30 May 2016, 17 November 2016, and 9 February 2017.

Minutes were drawn up of the meetings of the Remuneration Committee.

The resolutions passed by the Committee were announced by the Chairman of the Board of Directors at the first useful meeting.

The Remuneration Committee meetings lasted approximately 1 hour

At least two Remuneration Committee meetings are planned for 2017/2018, in addition to that already held on 30 May 2017.

During the Year, the activities performed by the Remuneration Committee were focused mainly on supervising the policy for the remuneration of directors and executives with strategic responsibilities in the Company, to submit to the approval of the Company's Board of Directors.

(this was an activity performed during the year and regarding this report). The Committee also acknowledged the following activities performed by the Group's Human Resources Department:

- company welfare programme and loyalty of the Group's human resources;
- recruitment and development of human capital;
- proposal for the review of the expiring stock grant plan.

The work of the Remuneration Committee was attended by the Chairman of the Board of Statutory Auditors.

In the pursuit of its activities, the Remuneration Committee had the possibility to access the information and business functions necessary for the performance of its tasks, particularly involving the Group's human resources department.

No financial resources were destined to the Remuneration Committee, in that it uses the Issuer's business structures and means for the pursuit of its tasks.

9. REMUNERATION OF DIRECTORS

The remuneration of the Directors is established by the Shareholders' Meeting. In compliance with art. 15 of the Articles of Association, the Shareholders Meeting can determine a total amount for the remuneration of all the directors, including those holding particular offices, to be divided by the Board in compliance with the law. The Directors are entitled to reimbursement of the expenses sustained in the performance of their functions. The ordinary Shareholders' Meeting may also acknowledge the directors a payment and an indemnity at the end of their mandate, also in the form of an insurance policy.

The Company's Remuneration Policy was adopted by the Board of Directors on 14 July 2016, as proposed by the Remuneration Committee, and was subject to the consultative vote of the ordinary Shareholders' Meeting on 26 August 2016. The above Remuneration Policy referred to the Year did not present significant changes compared to that subject to the consultation vote of the shareholders' meeting held on 28 August 2015.

It should also be noted, in compliance with IA 2.10.1, par. 2, of the Instructions for Regulation of the Borsa that, in compliance with art. 2.2.3, par. 3, lett. n) of the Regulation of the Borsa, restricted to issuers in possession of STAR qualification, the remuneration of Directors is regulated with respect for the principles and applicative criteria 6.C.4, 6.C.5 and 6.C.6 envisaged by art. 6 of the Code.

On 28 August 2015, at the time of renewal of the Issuer's company boards the ordinary Shareholders' Meeting resolved the total amount of the annual payments due to the entire board of directors for the years for which the Board shall remain in office, as indicated below:

- Euro 515,000 for year 1 May 2015 – 30 April 2016;
- Euro 515,000 for year 1 May 2016 – 30 April 2017;
- Euro 515,000 for year 1 May 2017 – 30 April 2018;
- Euro 40,000 a month for the period from 30 April 2018 until the date of approval of the financial statements closed at 30 April 2018.

The Board of Directors, during the meeting held on 28 August 2015, resolved to make the gross payments for the year. In particular, during the afore-mentioned meeting on 28 August 2015, the Board resolved to pay the gross payments to the Directors, as illustrated below:

Payments for the first year 1 May 2015 – 30 April 2016:

- fixed payment (RAL) of Euro 236,000 for the Chairman of the Board of Directors, Mr Paolo Castellacci;
- fixed payment (RAL) of Euro 18,000 for each director;
- variable payment (RAL) of Euro 36,000 for the Chairman of the Board of Directors, Mr Paolo Castellacci;
- variable payment (RAL) of Euro 10,000 for each executive director.

Payments for the year 1 May 2016 – 30 April 2017:

- fixed payment (RAL) of Euro 236,000 for the Chairman of the Board of Directors, Mr Paolo Castellacci;
- fixed payment (RAL) of Euro 18,000 for each director;
- variable payment (RAL) of Euro 36,000 for the Chairman of the Board of Directors, Mr Paolo Castellacci;
- variable payment (RAL) of Euro 10,000 for each executive director.

Payments for the year 1 May 2017 – 30 April 2018:

- fixed payment (RAL) of Euro 236,000 for the Chairman of the Board of Directors, Mr Paolo Castellacci;
- fixed payment (RAL) of Euro 18,000 for each director;
- variable payment (RAL) of Euro 36,000 for the Chairman of the Board of Directors, Mr Paolo Castellacci;
- variable payment (RAL) of Euro 10,000 for each executive director.

Monthly payments for the period from 30 April 2018 until the date of approval of the financial statements at 30 April 2018:

- fixed payment (RAL) of Euro 18,500 for the Chairman of the Board of Directors, Mr Paolo Castellacci;
- fixed payment (RAL) of Euro 1,500 for each director.

It should also be noted that, during the same session held on 28 August 2015, the Board resolved to assign (i) to the Chairman of the Remuneration Committee, an emolument of Euro 8,000 gross and, to the other members, an emolument of Euro 6,000 gross for the pursuit of the activities connected to their office; (ii) to the Chairman of the Risks and Control Committee, an emolument of Euro 8,000 gross and, to the other members, including the appointed director, an emolument of Euro 6,000 gross per year, for the pursuit of the activities connected to their office; (iii) to the Chairman of the Strategic Committee an emolument of 8,000.00 euros gross and the other members an emolument of 6,000.00 euros gross for the year for the pursuit of the activities relating to the office.

The remuneration of the non-executive Directors and the independent directors consists of a fixed annual payment and payment for participating in committees as stated above.

The remuneration of the executive Directors for the year of consisted of a fixed payment and variable payment. The variable payment is determined on the basis of reaching specific annual quantitative targets related to performance indices. For the year from 1 May 2016 to 30 April 2017, a total variable component of 66,000 euros gross was paid.

As regards incentive plans based on financial instruments adopted by the Company, it should be noted that, on 28 August 2015, the ordinary Shareholders' Meeting approved, in accordance with and by the effects of art. 114-*bis* of the TUF, the creation of an incentive and loyalty plan called the “Stock Grant Plan”, up to a maximum of 105,000 treasury shares reserved for directors with

executive offices and to executives with strategic responsibilities in Sesa S.p.A. The characteristics of the Stock Grant Plan, including conditions and requirements for implementation, are described in the informative document drawn up in compliance with art. 84-*bis* of the Consob Issuers' Regulation. On 12 September 2015, following a proposal by the Remuneration Committee, the Issuer's Board of Directors approved the Regulation of the Stock Grant Plan resolved by the aforesaid shareholders' meeting held on 28 August 2015, in accordance with and by the effects of art. 114-*bis* of the TUF. Having heard the opinion of the remuneration Committee, the Board of Directors also (i) identified the beneficiaries of the Plan as the Company's Executive Directors, (Paolo Castellacci - Chairman, Giovanni Moriani - Deputy Chairman, Alessandro Fabbroni - Managing Director, Moreno Gaini - Deputy Chairman), and (ii) resolved to split equally among them the right to free assignment, subject to achieving the value creation targets at Group level (EBITDA, financial position and EVA) set for 2015, 2016 and 2017, the total of 105,000 ordinary shares at the service of the Stock Grant Plan. On 14 July 2017, the Board of Directors, having heard the opinion of the Remuneration Committee and checked that the Annual Target for the year from 1 May 2016 to 30 April 2017 had been reached, along with the Three-Year Target (as defined in the relative informative document drawn up in compliance with article 84 bis of the Consob Issuers' Regulation), assigned 13,250 ordinary shares in the Company to each of the beneficiaries of the Plan.

To this end, it should be noted that, with the end of the Year, the Stock Grant Plan approved by the ordinary shareholders' meeting on 28 August 2014 came substantially to its expiry.

The Remuneration Policy for 2017-2018 includes, therefore, the activation of a new incentive and loyalty plan, reserved for executive directors of Sesa S.p.A., meaning those of the subsidiaries Var Group S.p.A. and Computer Gross Italia S.p.A. ("Stock Grant Plan 2017/2020"), up to a maximum of 189,000 ordinary shares. This plan was submitted by the board of directors to the ordinary shareholders' meeting on 14 July 2017, called to approve the financial statements at 30 April 2017.

The remuneration of the Executive Directors (apart from the Chairman) also envisages *fringe benefits*, such as pension, insurance and additional healthcare policies, as envisaged by the collective national labour contract for Industrial and Commercial Executives (e.g.: Fondo Mario Negri, Fondo Pastore, Fasdac, Fasi and Previndai as well as an extra professional life and accident insurance policy). No other non-monetary benefits are envisaged.

With particular reference to the agreements that envisage indemnities in the event of early termination of the relationship, Sesa and the Group companies indicate that no agreements were signed for advance regulation of the acknowledgement of such indemnities.

The remuneration of Executives with strategic responsibilities (who also hold office as Executive Director) for the year of reference consists of a fixed payment and a possible variable payment. The variable payment is determined on the basis of reaching specific annual quantitative targets related to performance indices. For the year from 1 May 2016 to 30 April 2017, a director with strategic responsibilities (also holding office as Managing Director) was paid a variable component of 35,000.00 euros gross.

It should also be noted that, in relation to the variable components of remuneration recognised in favour of executive directors, contractual agreements are envisaged, allowing the Company to request the full or partial refund of the variable components of the remuneration paid (or to withhold sums subject to deferral), determined on the basis of data which, as proven by the

competent company departments within a set term from disbursement, are shown to be manifestly incorrect (so-called clawback clause).

No agreements were entered into with executives with strategic responsibilities which regulate *ex ante* the economic aspects in the event of termination of office or relating to the possible early dissolution of the relationship by the Company or the party concerned.

For information on the Remuneration Policy adopted by the Issuer, please see the Remuneration Report drawn up in compliance with art. 123-ter of the TUF and art. 84-quater of the Consob Issuers' Regulation available within the terms of the law on the Company website at www.sesa.it in the "*Investor Relations / Meetings*" section.

Mechanisms to provide incentives for the Manager of the Internal Audit Function and the Director appointed to draw up the corporate accounting documents

There are no mechanisms to provide incentives for the Manager of the *Internal Audit* Function and the Director appointed to draw up the corporate accounting documents

10. AUDIT AND RISKS COMMITTEE

The Company's Board of Directors, in compliance with the Code, set up an Audit and Risks Committee.

It should be noted, in compliance with IA 2.10.1, par. 2, of the Instructions for Regulation of the Borsa that, in compliance with art. 2.2.3, par. 3, lett. o) of the Regulation of the Borsa, restricted to issuers in possession of STAR qualification, the Company has appointed an audit and risks committee in observance of principle 7.P.4 and with the functions pursuant to applicative criteria 7.C.1 and 7.C.2 envisaged by art. 7 of the Code.

The most important information on composition, operation and tasks assigned to it.

Composition and operation of the Risks and Control Committee (pursuant to art. 123-bis c.2 lett.D TUF)

As regards the composition of the Committee, please refer to that described in the table in paragraph 4.2 of this report.

The information contained in this table is joined by the following:

- the work of the Risks and Control Committee is coordinated by a chairman and the meetings are recorded in minutes;
- the Committee met three times during the year ending 30 April 2017, on 30 May 2016, 17 November 2016 and 9 February 2017;
- the average duration of the Committee meetings was one hour;
- the meetings held during the year were attended by every Committee member, as well as the Chairman of the Board of Directors;
- during the year from 1 May 2017 – 30 April 2018 two meetings were scheduled and one of them was held on 30 May 2017.

In compliance with principle 7.P.4. and applicative criterion 4.C.1. lett.a), the Risks and Control Committee is made up of three members, two of which independent and one non-executive. The Committee chairman was chosen from among the Independent Directors. At the time of the appointment of the committee, the Board of Directors deemed the experience held by all the members with regard to accounts and finance and/or risk management to be adequate;

In compliance with applicative criterion 4.C.1. lett. f) the meetings of the Risks and Control Committee were attended during the year by the Chairman of the Board of Statutory Auditors (applicative criterion 7.C.3.). Moreover, with reference to the single items on the agenda, the meetings were also attended by: *the Managing Director and the Director appointed to carry out the internal audit; the Head of Internal Auditing, the Head of Management Control and Group Administration Processes, the Head of Administration, the Head of Investor Relations and the Head of Human Resources;*

Attendance by people other than the Chairman of the Board of Statutory Auditors took place, as required by the Committee, for all the meetings, in order to guarantee adequate support for the requirements formulated by its members.

Functions assigned to the Audit and Risks Committee

In particular, the Committee, in assisting the Board of Directors:

- assesses, together with the director appointed to draw up the company's accounting documents, and having heard the independent auditor and the Board of Statutory Auditors, the correct use of the accounting standards and, in the case of groups, their homogeneity for the purposes of drawing up the consolidated financial statements;
- expresses opinions on specific aspects relating to the identification of the main business risks;
- examines the periodical reports on the assessment of the internal audit and risk management system and those of particular importance prepared by the Internal Audit function;
- monitors the autonomy, adequacy, effectiveness and efficiency of the Internal Audit function;
- may ask the Internal Audit function to carry out checks on specific operational areas, issuing reports on said checks to the Chairman of the Board of Statutory Auditors;
- reports to the Board at least once every six months, at the time of approval of the annual and half-year financial reports, on the activities performed, as well as on the adequacy of the internal audit and risk management system;
- supports, with an adequate preparatory activity, the assessments and decisions of the board of directors relating to the management of risks deriving from prejudicial facts of which the Board of Directors has become aware. To this end, it should be noted that this new function was assigned to the Audit and Risks Committee by the Board of Directors during the session held on 14 July 2017, according to that envisaged by applicative criterion 7.C.2 lett. g) of the Code of Self Conduct, as amended in July 2015.

The Committee gives opinions to the Board of Directors for the purposes of:

- a) definition of the guidelines of the internal audit and risk management system, so that the main risks relating to the issuer and its subsidiaries are correctly identified, and adequately measured, managed and monitored, also determining the degree of compatibility of these risks with a management of the business that is consistent with the strategic aims identified;
- b) assessment at least annually, of the adequacy of the internal audit and risk management system with respect to the characteristics of the business and the risk profile undertaken, as well as its effectiveness;
- c) approval at least annually, of the work plan prepared by the Manager of the Internal Audit Functions, having heard the board of Statutory Auditors and the Director appointed to oversee the internal audit and risk management system;
- d) description, in the report on corporate governance of the main characteristics of the internal audit and risk management system and the methods of coordination among the parties involved in it, expressing its assessment of the adequacy of said system;
- e) assessment, having heard the Board of Statutory Auditors, of the results disclosed by the independent auditor in the letter of suggestions (where presented) and in the report on the fundamental issues that emerged during the independent audit;
- f) appointment and revocation of the manager of the internal audit function; adequacy of the resources available to the Manager of the internal audit function with respect to the fulfilment of his duties; definition (by the Board of Directors) of the remuneration of the manager of the internal audit function in line with company policies.
- g) definition of remuneration of the Manager of the internal audit function in keeping with company policies.

It should also be noted that the Issuer has identified in the Risks and Control Committee, the body responsible for transactions with related parties, which, in compliance with the Correlated Parties Procedure, takes on the role of Related Parties Committee (see paragraph 12).

The committee has its own operating regulations.

In compliance with the Regulation of the Audit and Risks Committee, the Committee has access to the information and business functions necessary for the pursuit of its tasks, and may engage external consultants, within the terms established by the Board of Directors. The Committee pursues its tasks with the aid of the Company structures and means.

The opinions, proposals and resolutions of the Committee are recorded in the minutes of the meeting. Minutes are drawn up of the meetings and the minutes, signed by the chairman and secretary of the meeting, are filed by the Company.

The Board of Directors is informed by the Chairman of the committee of the resolutions passed by the Committee at the first useful meeting.

No financial resources were destined to the Audit and Risks Committee, in that it uses the Issuer's business structures and means for the pursuit of its tasks.

During the Year, the Audit and Risks Committee met on 30 May 2016, 17 November 2016 and 9 February 2017.

During the Year, with reference to the single functions assigned to it, the Audit and Risks Committee, as resulting also from the minutes of the meetings, entered into the following activities:

- assessment of the content of the half-year and annual Audit Report with reference to the year ending 30 April 2017 and the main aspects of the Audit plan for the year ending 30 April 2018 drawn up by Internal Auditing;
- assessment of the content of the Report on the activity performed by the Regulatory Body and the Regulatory Programme 2016/2017;
- assessment of the content of the Report on Corporate Governance and the Ownership Structures in compliance with art. 123-bis del TUF.
- update of the Risks and Control Committee Regulations;
- assessment of the outcome of the update to model 231/2001;
- attainment of information on the main Group risks and disputes in progress;
- assessment of the internal audit and risk management system.

The resolutions passed by the Committee were announced by the chairman to the Board of Directors at the first useful meeting.

During the board meeting held on 14 July 2017, the Chairman of the Audit and Risks Committee reported to the Board of Directors in the activities pursued and the adequacy of the Internal Audit and Risk Management System.

11. INTERNAL AUDIT AND RISK MANAGEMENT SYSTEM

The Board of Directors of Sesa Spa established the type and level of risk compatible with the Issuer's strategic aims, including in its assessments all the risks that can be of importance to the medium/long-term sustainability of the Issuer's activity, both during the preparation for the listing and systematically in relation to the indications supplied by the Audit and Risks Committee.

The type and level of the company's perceived risks are reported specifically in the Annual Financial Report at 30 April 2017.

The Board of Directors has defined the guidelines of the Internal Audit and Risk Management System (hereinafter "IARMS"), identifying its definition in line with the international reference standards. In particular, it is identified as the *combination of rules, procedures and organisational structures created to allow, thanks to an adequate process of identification, measurement, management and monitoring of the main risks, the healthy, correct running of the business in line with the targets set. This system contributes to guaranteeing the respect of laws and regulations, the reliability of the financial information, the efficiency and effectiveness of business operations and the defence of the company's equity.*

The Board of Directors, in line with the contents of par. 7.C.1 of the code of self-discipline, performs the role of guiding and assessing the adequacy of the internal audit and risk management system. To this end, the Board:

- (i) defines the guidelines of the internal audit and risk management system, so that the main risks relating to the issuer and its subsidiaries are correctly identified, and adequately measured, managed and monitored, also determining the degree of compatibility of these risks with a management of the business that is consistent with the strategic aims identified;
- (ii) assesses, at least annually, the adequacy of the internal audit and risk management system with respect to the characteristics of the business and the risk profile undertaken, as well as its effectiveness;
- (iii) approves, at least annually, the work plan prepared by the Manager of the *Internal Audit Functions*, having heard the board of Statutory Auditors and the Appointed Director;
- (iv) describes, in the report on corporate governance, the main characteristics of the internal audit and risk management system, expressing its assessment of the adequacy of said system;
- (v) assesses, having heard the Board of Statutory Auditors, the results disclosed by the independent auditor in the letter of suggestions (where presented) and in the report on the fundamental issues that emerged during the independent audit.

For the exercise of these functions, the Board engages the services of the Appointed Director for the Internal Audit and Risk Management System and an Audit and Risks Committee.

The Appointed Director has been identified as the Managing Director, Alessandro Fabbroni. For information on the Appointed Director, see paragraph 11.1.

As regards reporting on the main characteristics of the internal audit and risk management systems existing in relation to the financial reporting process, the information requested by annex 1 of the Format on the corporate governance report is supplied below.

MAIN CHARACTERISTICS OF THE INTERNAL AUDIT AND RISK MANAGEMENT SYSTEMS EXISTING IN RELATION TO THE FINANCIAL REPORTING PROCESS

1) WHEREAS

For the definition of the design of the internal audit and risk management system, the Sesa Group adheres to the principles dictated by the international reference models and *best practices* (Enterprise Risk Management–CoSO Report) and those applied at national level (Code of self-discipline – Borsa Italiana).

In relation to the financial reporting process, the internal audit and risk management system is an integral part of the IARMS and aims to guarantee the reliability, accuracy and promptness of all financial reporting.

The financial reporting process refers to all the activities performed by the Company in service of market transparency and defence of assets, as required by the articles of the Consolidated Law on Finance (legislative decree, 58/98), by the issuer's regulation (Consob resolution no. 11971/99).

The Company's financial reporting process aims to provide reasonable certainty of the reliability and promptness of the financial reporting and of the capacity of the process used to prepare the financial statements to generate the financial report in compliance with international accounting standards.

Compliant with the law, the Executive Appointed to prepare the company's accounting documents is responsible for the internal audit system on the matter of financial reporting and, to such end, he has drawn up the administrative and accounting procedures for the formation of the periodical accounting documentation and every other financial communication certifying the adequacy and the effective application during the period to which the aforesaid accounting documents refer with a special report on the statutory, half-year and consolidated financial statements.

2) DESCRIPTION OF THE MAIN CHARACTERISTICS OF THE INTERNAL AUDIT AND RISK MANAGEMENT SYSTEMS EXISTING IN RELATION TO THE FINANCIAL REPORTING PROCESS

In order to favour the easy reading of this paragraph, as suggested by the Borsa Italiana format, it has been structured in the following two sections:

a) *Phases of the internal audit and risk management systems existing in relation to the financial reporting process*

The Company operates using an internal audit and risk management system structured at company/group level (entity level) and at process level.

At *entity level* the company uses organisational tools and mechanisms to outline the competence and governance responsibilities system with regard to the identification, assessment, management and monitoring of the risks connected with the compliance of the financial reporting with respect to the legislation in force and the internal procedures adopted.

At *process level* the company has formalised a system of procedures and a system for their management. The procedures relating to financial reporting concern: the bookkeeping process; the preparation of the financial reports; the fulfilment of obligations linked to financial reporting. The procedures are also accompanied by special annexes indicating the control standards for each process.

Characteristic elements of the company's *control governance* in relation to the risk management process phases are described below:

SYSTEM PHASES	MAIN INFORMATION ON PERFORMANCE OF THE ACTIVITIES
- Identification of the financial reporting risks	<p>The risks relating to the reliability of financial reporting are identified with regard to the claims on which the financial statements are based (validity, completeness, accuracy, data protection) for each company included in the consolidation setting.</p> <p>The risks connected with the conformity of the financial reporting are also identified in relation to <i>compliance</i> with Model 231 and the Code of Ethics adopted by the Company and its main subsidiaries.</p>
- Assessment of the financial reporting risks	<p>The main risk is that linked to a single area of the financial statements or to a group of transactions, and the possibility that it might generate tangible errors, despite internal audits. The assessment of financial reporting risks takes place in consideration - at individual entity level: of the type of characteristic assets, the complexity of the management operations and the sector of activity.</p> <p>The risks connected with the conformity of the financial reporting are also assessed in relation to <i>compliance</i> to Model 231 and the Code of Ethics adopted by the Company and its main subsidiaries.</p>
- Identification of audits on the risks identified	<p>The identification of the internal audits on the risks identified takes place by obtaining the following information:</p> <ol style="list-style-type: none"> 1. the monitoring activities existing for each administrative-accounting process active at individual entity level 2. the characteristics (automatic/manual; key/non-key) and the frequency of the audits identified; 3. the subjects involved in the performance of the audits; <p>The general and specific checks that characterise the procedures relating to financial reporting are also identified and regularly monitored/updates in the Special Part of Model 231 adopted by the Company.</p>
- Assessment of audits on the risks identified	<p>The assessment of internal audits on the risks identified takes place systematically, at least every six months, thanks to appropriate effectiveness tests carried out also with the methodological support of a specialised consulting company.</p> <p>The general and specific checks envisages for the procedures relating to financial reporting in the Special Part of Model 231 adopted by the Company are periodically assessed using a systematic process for the self-assessment of the managers, with the support of the internal auditing function, as formalised in the annual internal audit programmes.</p>

For the performance of the internal audit and risk management system existing in relation to the financial reporting process, as described above, the Company has identified as the reference framework and the “Enterprise Risk Management – Integrated Framework” issued by C.O.S.O. in 2013.

During the year that has just ended, it developed the integrated compliance system at group level, aimed at ensuring the alignment of the documentation relating to the internal audit activities and avoiding duplications of checks and shortcomings in the reporting flows between the department/functions involved in the internal audit activities. The project concerns: the **instructions issued by the legislator** (Legislative Decree 231/01, Law 262/05, Statutory, welfare and taxation legislation),

the instructions issued by **certification bodies** (ISO Certification of management systems), **internal regulations** (Code of Ethics, Code of Conduct, Internal Regulations, Specific Procedures and Instructions).

The reporting flows with which the company management is informed on the adequacy and on the operational success of the internal audit and risk management system existing in relation to the financial reporting process are guaranteed by the following documents:

- half-year report by the Manager of the Internal Auditing function to the Board of Directors;
- half-year report by the Regulatory Body to the Board of Directors (for aspects relating to the implementation of Model 231);
- letter of suggestions of the company appointed to independently audit the accounts;
- specific reports presented by the appointed director.

b) Roles and Functions involved in the internal audit and risk management systems existing in relation to the financial reporting process

The **Board of Directors** is responsible for the internal audit system and establishes the guidelines, while the Managing Director of the function (Alessandro Fabbroni) supervises its operation during the year. The assessment of the adequacy of the internal audit system is the job of the Board of Directors, assisted by the **Audit and Risks Committee** and the **Internal Auditing** function.

The **Board of Statutory Directors** supervises the adequacy of the internal audit system in accordance with and by the effects of article 149 of Legislative Decree 58/98 (TUF). In particular, it supervises the adequacy of the Company's organisational structure in terms of competence, the internal audit system and the administrative and accounting system, as well as the reliability of the latter in correctly portraying the management facts. It also supervises the tangible implementation of the rules of corporate governance envisaged by the Code of Self-discipline to which the Company adheres.

The **Regulatory Body** is the internal body with independent powers of initiative and control, assigned the task of supervising the operation, effectiveness and observance of the Organisational and management model pursuant to Legislative Decree 231/2001, also updating it. The Regulatory Body draws up the annual oversight plan and a half-year report to the Board of Directors, through the Audit and Risks Committee, with regard to the checks carried out and their outcome; this report is also transmitted to the Board of Statutory Auditors.

The **Manager of the Internal Audit function** carries out, consistently with the Audit Mandate assigned, checks on the adequacy of the procedures and internal audits with respect to the risks connected to the reliability of the financial reporting, as well as checks on the respect of the procedures by company operators.

The **Appointed Executive for the preparation of the company's accounting documents** oversees the risk management and control process relating to the financial reporting process.

The appointed administrative body and the Appointed Manager, who have prepared administrative and accounting procedures for the formation of the statutory and consolidated financial statements, certify that:

- these procedures are adequate and were effectively applied during the period;
- the statutory and consolidated financial statements are prepared in compliance with the applicable international accounting standards;
- the statutory and consolidated financial statements correspond to the results of the books and the accounting entries;
- the statutory and consolidated financial statements provide a truthful and correct portrayal of the equity, economic and financial situation of the issuer and the group of companies included in consolidation;
- The report on operations which accompanies the statutory and consolidated financial statements, which are part of the annual financial report, comprises a reliable analysis of the performance and the operating result, as well as the situation of the Parent Company and the group of companies included in consolidation, together with the description of the main risks and uncertainties to which the Group companies are exposed;
- the interim report on operations, accompanying the abbreviated half-year financial statements, contains a reliable analysis of the information pursuant to par. 4 of article 154-ter, TUF.

Lastly, the **operational management** of the individual Group companies is assigned to the first level control on risks included within their processes.

The **operational management** of the different phases of the internal audit and risk management system existing in relation to the financial reporting process is carried out by the Appointed Executive for the preparation of the company's accounting documents, with the support of the manager of the Internal Auditing function.

The **check on the design and effectiveness of the internal audits** is carried out by the Board of Statutory Auditors, the Regulatory Body (for aspects relating to the implementation of Model 231), the Manager of the Internal Auditing function (in compliance with the audit mandate and the annual programme), the subject appointed to carry out the independent audit of the accounts (for aspects relating to the auditing process).

On 14 July 2016, the Board of Directors approved the annual audit plan for the year ending 30 April 2017, prepared by the manager of the Internal Auditing function, having heard the Board of Statutory Directors and the director appointed for the internal audit and risk management system.

On 14 July 2017, the Board of Directors approved, in compliance with applicative criterion 7.C.1, lett. b) of the Code, the adequacy of the Internal Audit and Risk Management System with respect to the characteristics of the business and the risk profile undertaken, as well as its effectiveness.

In compliance with applicative criterion 7.C.1, lett. d) of the Code, it should be noted that, for the above assessment, the Board of Directors used the information supplied by the Appointed Director for the Internal Audit and Risk Management System, the Audit and Risks Committee, the Manager of the Internal Audit Function and the Board of Statutory Auditors.

11.1 Appointed Director for the Internal Audit and Risk Management System

On 28 August 2015, the Board confirmed as Appointed Director for the Internal Audit and Risk Management System, the Managing Director, Alessandro Fabbroni.

The Appointed Director, in line with the contents of par. 7.C.4 of the code of self-discipline, performs his tasks within the scope and in implementation of the guidelines established by the Board, enlisting the aid of the Manager of the Internal Audit Function and in particular:

- (i) identified the main business risks, taking into account the characteristics of the activities performed by the issuer and by its main subsidiaries, and submitting them periodically to the examination of the Board of Directors, having also heard the opinion of the audit and risks committee;
- (ii) implemented the guidelines defined by the Board of Directors, taking care of the planning, accomplishment and management of the internal audit and risk management system and constantly verifying its adequacy and effectiveness;
- (iii) took care of the adaptation of said system to the dynamics of the operating conditions and the legislative and regulatory panorama;
- (iv) may ask the Internal Audit Function to carry out checks on specific operational areas, reporting at the same time to the Chairman of the Board of Directors, the Chairman of the Audit and Risks Committee and the Chairman of the Board of Statutory Auditors. It should be noted that, during the Year, the Appointed Director did not use the above power;
- (v) reports promptly to the Audit and Risks Committee (or to the Board of Directors) in relation to problems and critical situations that have arisen in the pursuit of his activity or which have been brought to his attention, so that the Committee (or the Board) can take the necessary steps.

The Appointed Director performed the functions established by the Board. These are joined by the coordination of the auditing bodies (Committees, Regulatory Body, Board of Statutory Auditors) attending the periodical meetings.

11.2 Manager of the Internal Audit Function

The Board, with the approval of the Audit and Risks Committee and of the Board of Statutory Auditors, upon proposal of the Appointed Director for the Internal Audit and Risk Management System, with resolution dated 22 December 2015 confirmed Michele Ferri as Manager of the Internal Audit Function, renewing the mandate for three more years.

The Manager of the Internal Audit Function is not responsible for any operational area and is subordinate to the Board.

The Manager of the Internal Audit Function checks, both continually and in relation to specific needs, and in observance of the international standards, the operational success and suitability of the internal audit and risk management system, employing an *audit* plan, approved by the Board of Directors, based on a structured processes of analysis and prioritisation of risks.

The resources made available to the Manager of the Internal Audit Function have been assessed by the Board and found adequate to the performance of the activities required.

The Manager of the *Internal Audit* Function, appointed to check the effectiveness, adequacy and effective operation of the internal audit and risk management system, in line with the regulations contained in par. 7.C.5 of the code of self-discipline:

- (i) checked, both continually and in relation to specific needs, and in observance of the international standards, the operational success and suitability of the internal *audit* and risk management system, employing an audit plan, approved by the Board of Directors, based on a structured processes of analysis and prioritisation of risks;
- (ii) had direct access to all the information useful for the pursuit of the assignment;
- (iii) prepared periodical reports containing adequate information on his activity, on the methods used to manage risks and on respect of the plans defined to limit them. The periodical reports contain an assessment of the suitability of the internal audit and risk management system;
- (iv) promptly prepared reports on events of particular importance;
- (v) transmitted the reports pursuant to points iii) and iv) to the Chairmen of the Board of Statutory Auditors, the Audit and Risks Committee and the Board of Directors, as well as the Appointed Director;
- (vi) checked, within the scope of the *audit* plan, the reliability of the reporting systems including the account disclosure systems.

Following the activities performed during the Year, the Manager of the Internal Audit Function found no urgent elements which required a specific report and performed specific activities with respect to the checks on reliability of the reporting systems.

For the execution of the auditing activities during 2016-2017, envisaged by the audit plan, the Internal Auditing Function was able to engage in-house work teams dedicated to the development of special projects linked to the integration of the auditing procedures among different areas of control (Legislative Decree 231/2001, Law 262/2005, Quality management system) at group level for the identification and formalisation of centralised procedures and harmonised protocols at corporate level.

The in-house resources used devoted an adequate number of hours to the pursuit of the plan and involved skills relating to management control, reporting systems and legal and corporate aspects, as well as all the managers involved in preparing the operational procedures.

As far as external resources are concerned, the monitoring of the internal audit system was carried out with the organisational consulting services of KPMG Spa for methodological assistance, with the performance of checks on the operational efficiency of the internal audit system, relating to the administrative and accounting procedures of SESA S.p.A. and the Group presiding over the preparation of the financial report, with a view to standardising the methodological approach and improving the level of assurance in relation to presidia pursuant to Law 262\2005.

The external consulting services of experts were also engaged for the update of the Company's Form 231 and for the relative formation.

During the year, the Internal Auditing function also engaged the consulting services of third-party experts in the management of quality systems, with whom it was possible to go ahead with the adoption of a new system for the integrated management of documentation at group level, while ensuring that each individual subsidiary retains sufficient independence.

The total amount of resources outside the company can be quantified as 70,000 euros,

for the implementation of the integrated compliance project

In compliance with the audit plan for FY 2016/17, the activities of the Internal Audit Function, regarded:

- support with identifying and assessing business risks, as well as defining risk monitoring and mitigation tools;
- support with integration of the internal audit systems and the integrated management of group compliance with regard to matters relating to the adoption of the company's Model 231, the Code of the Ethics, protocols pursuant to Law 262/2005 and the quality management system;
- checks on the existing business procedures, according to Audit Plan;
- operating control tests for the purposes of certification pursuant to art. 154-bis of the TUF.

The Internal Audit function is assigned to in-house personnel, with the exception of that stated above, and exclusively for methodological support activities aimed at guaranteeing an adequate comparison of the activities entered into and the executive methods. The checks envisaged by the audit plan were carried out by the manager of the Internal Auditing function.

11.3 Organisation Model pursuant to Legislative Decree 231/2001

Sesa Spa and the strategic subsidiaries (Computer Gross Italia Spa and Var Group Spa) have adopted a model of organisation, management and control, in compliance with Legislative Decree 231/2001. The model in question is integrated into the broader internal audit system adopted by the company. The offences monitored by form 231 of Sesa SpA are all those envisaged by Legislative Decree 231/2001 updated with the legislative innovations introduced during 2016. The last update of the model dates back to December 2016.

The Regulatory Body is made up of three external members. The existing Body was appointed on 28 August 2015 by the Board of Directors, for a duration of three years.

The Chairman of the Regulatory Body is also a member of the Board of Statutory Auditors of Sesa Spa, and this ensures constant functional coordination between the activities of the two bodies.

This organisational model is articulated as follows:

- **Group code of ethics**, indicating the general principles (integrity, honesty, correctness, professionalism, continuity and attention to people) that inspire the Sesa Group and which qualify the fulfilment of the working obligations and behaviour in the workplace;
- The **risk assessment process** for the prevention of offences pursuant to Legislative Decree 231/2001, which envisages an adequate *risk* management process; in particular, the activities qualifying the model are the identification of the risks that offences will be committed, the assessment of the internal audit system existing within the Company in terms of capacity to reduce the risks identified to an acceptable level, the management of risks in the strict sense, the monitoring of the internal audit systems and the preparation of an adequate reporting flow among the various parties involved in the process envisaged by the model;

- **Map of the business areas at risk**, which envisages that the identification of the risks of the committing of offences pursuant to Legislative Decree 231/2001, shall take place via the identification of the alleged offences and their periodical update, the identification of sensitive processes or activities for the purposes of the committing of offences pursuant to Legislative Decree 231/2001, the identification of the hypothetical methods for the implementation of offences by sensitive process, the identification of the activities and mechanisms of control deemed suitable to prevent the committing of offences in the implementation methods envisaged.
- **Regulatory body**: checks the respect of the methods and procedures envisaged in the organisational model; formulates proposals to the Board of Directors or the pertinent business functions for any updates and adaptations of the organisational model adopted; prepares an oversight programme which is submitted to the Audit and Risks Committee and the Board of Directors, and prepares, for the same bodies, a half-year report on the activities performed.

Model 231 and the Code of Ethics can be consulted in the "*Corporate Governance*" section of the Issuer's website at www.sesa.it.

11.4 Independent auditor

On 15 July 2013, the Company's ordinary Shareholders' Meeting, by proposal of the Board of Statutory Auditors, resolved to grant PricewaterhouseCoopers S.p.A. the job of auditing the Company's statutory and consolidated financial statements for the years from 30 April 2015 to 30 April 2022, in compliance with articles 14 and 16 of Legislative Decree 39/2010, as well as the auditing of the accounts limited to the Company's half-year financial report, for the half-years ending 31 October for the years starting from 2013.

11.5 Executive Appointed to prepare the corporate accounting documents and other auditing roles and functions within the company

In compliance with art. 20 of the Articles of Association, the Board of Directors, with the compulsory approval of the Board of Statutory Auditors, appoints and revokes the appointment of the executive appointed to prepare the corporate accounting documents, who is assigned the powers and functions established by law and by the other applicable provisions, as well as the powers and functions established by the Board at the time of appointment or by subsequent resolution. The Board of Directors also determines the payment of the aforesaid executive. The executive appointed to prepare the corporate accounting documents must possess, in addition to the requisites of honour prescribed by the regulations in force for those performing functions of administration and management, requisites of professionalism characterised by specific expertise in administrative and accounting matters. Such expertise, to be ascertained by the Board of Directors, must be acquired through experience working in a position of adequate responsibility for a congruent length of time.

On 28 August 2015, the Issuer's Board of Directors, after checking the requisites pursuant to art. 20 of the Articles of Association, with the approval of the Board of Statutory Auditors, resolved (i) the confirmation of Alessandro Fabbroni as executive appointed to prepare the corporate accounting documents (ii) attribution to Mr Fabbroni of the powers and functions pursuant to art. 154-bis TUF and to the applicable provisions of the law and regulation. During the same meeting, the Board also established the payment of the appointed executive.

Another function that qualifies the Company's internal audit and risk management system is that appointed to carry out Management control.

In this sense, the Company interprets the function, assigning it a strategic role in the identification, assessment and monitoring of economic-financial risks, in support of the choices made by the Company's executive management. The main tasks can be summarised as follows:

- planning and budgeting for the definition of strategic and current aims;
- monitoring of the economic and financial events recorded during the year by period of accrual;
- monitoring of the economic and financial events during the year at consolidated level.

Within the scope of the strengthening and improvement activities relating to the internal audit and risk management system, the Appointed Director, being the Nominated executive, defined within the overall control system a specific plan for the implementation of law 262/2005, identifying and using a budget of specific human and financial resources, within the scope of which he also engaged the methodological and controlling support of a third party in addition to the independent auditor, identified as KPMG S.p.A., specifically appointed on the basis of a long-term mandate in compliance with the ongoing nature of audits. The plan for the implementation of law 262/2005 was subject to systematic monitoring (at least quarterly) and falls within the scope of the internal audit activities defined in the annual audit plan (statement 6 – Assistance with audits and tests 262\2005 and analysis of the outcomes).

11.6 Coordination between the subject involved in the Internal Audit and Risk Management System

The methods of coordination set up by the Issuer among the various parties involved in the Internal Audit and Risk Management System guarantee, an effective and efficient sharing of information among the bodies with these functions.

The coordination of the various parties involved in the internal audit and risk management system (Board of Directors, Appointed Director for the internal audit and risk management system, Audit and Risks Committee, Board of Statutory Auditors, Regulatory Body, Internal Audit Function, Executive Appointed to prepare the corporate accounting documents and other business roles and functions with specific tasks in relation to internal audit and risk management) is ensured by the continuous flow of reports between said parties, achieved through periodical meetings. In particular, the Manager of the Internal Audit Function attended the meetings of the Board of Statutory Auditors, the Regulatory Body, and the Audit and Risks Committee, as well as continuous meetings with the Appointed Executive and with the managers of the various company functions.

The Chairman of the Board of Statutory Auditors attended the meetings of the Audit and Risks Committee and a member of the Board of Statutory Auditors is Chairman of the Regulatory Body.

The Board of Statutory Auditors and the Regulatory Body meet every six months with the representative of the independent auditor appointed to carry out the audit of the company accounts.

The Regulatory Body regularly meets the Risks and Control Committee.

Moreover, the Appointed Director and the managers of the various company functions intervened during some of the meetings of the Board of Statutory Auditors and the Regulatory Body.

12. INTERESTS OF DIRECTORS AND TRANSACTIONS WITH RELATED PARTIES.

With a view to implementing the applicative criteria envisaged by the Code, the Issuer has defined and implemented specific procedures on the matter of transactions with related parties, suited to guaranteeing the Directors complete and thorough information on the type of transactions.

Procedure for Transactions with Related Parties

In the meeting held on 23 September 2013, the Board of Directors resolved the adoption of the "*Procedure for transactions with related parties*" (the "**Related Parties Procedure**") adopted in compliance with Consob Regulations 17221 of 12 March 2010, as subsequently amended and integrated (the "**Related Parties Regulation**"), effective from the Listing Date. This procedure is aimed at regulating transactions with related parties performed by the Company, also through subsidiaries in compliance with art. 2539 c.c. or subject to management and coordination activities to guarantee their substantial and procedural correctness, as well as the correct reporting to the market.

The Issuer identified the Audit and Risks Committee as the body competent for transactions with related parties, which, in compliance with the Related Parties Procedure, takes on the role of the Related Parties Committee. You are reminded that the Audit and Risks Committee is made up of the Independent Director, Giovanna Zanotti (Chairman), the Independent Director, Luigi Gola, and the Non-executive Director, Angelica Pelizzari. In compliance with the Related Parties Procedure, if the two Independent Directors are not present, or where, in relation to a determined transaction with related parties, one or more components of the Related Parties Committee declare a relationship with reference to the specific transaction in defence of the substantial correctness of the transaction, transactions with related parties are approved following definition, by the Board of Directors, of presidia equivalent to those indicated above in defence of the substantial correctness of the transaction, including the enlistment of the aid of the Board of Statutory Auditors or of an independent expert. If the Board of Directors enlists the aid of the Board of Statutory Auditors, the members of said Board who have a vested interest in the transaction, either directly or through third parties, will inform the other Auditors, stating the nature, terms, origin and extent.

The Related Parties Committee regulates the identification, approval and management of transactions with related parties. In particular, the Related Parties Procedure:

- regulates the methods used to identify the related articles, defining the methods and timing for the preparation and update of the list of related parties and identifying the competent business functions;
- identifies the rules for identifying transactions with related parties prior to their completion;
- regulates the procedure for carrying out transactions with related parties by the Issuer, also through subsidiaries in compliance with art. 2359 c.c. or companies subject to management and coordination activities.
- establishes the methods and timing for the fulfilment of reporting obligations towards corporate bodies and the market.

In compliance with paragraph 5 of the Related Parties Procedure, Directors with a vested interest in a transaction must promptly and thoroughly inform the Board of Directors of the existence of such interest and its circumstances, assessing, case by case, whether it is necessary for them to leave the board meeting when it is time to pass resolution or to abstain from voting. If the Director concerned is a Managing Director, the transaction will not be performed. In these cases, the resolutions of the Board of Directors adequately motivate the reasons and convenience for the Issuer of the transaction.

It should also be noted that, from 26 August 2016 (date of approval of the financial statements relating to the year from 1 May 2015 to 30 April 2016) the Company is no longer considered as a company recently listed in compliance with art. 3 of the Related Parties Regulation, and therefore, from such date, it applies to transactions with related parties the procedure envisaged by art. 8 of the Regulation, in place of that previously applied and identified in compliance with the principles and rules pursuant to art. 7 of the same regulation.

It should be noted that a company is qualified as a "recently listed company", in accordance with art. 3, par. 1, lett. g) of the Regulation, during the period between the Listing Date and the date of approval of the financial statements relating to the second year after the year in which the company was listed, and that the ordinary shares and warrants of the Issuer are admitted to negotiations on the MTA from 22 October 2013, i.e.: the year from 1 May 2013 to 30 April 2014.

The Related Parties Procedure and relative annexes can be consulted on the Issuer's website at www.sesa.it, in the "*Corporate Governance*" section.

13. APPOINTMENT OF THE STATUTORY AUDITORS

In compliance with art. 21 of the Articles of Association, the Board of Statutory Auditors is made up of three effective and two supplementary auditors, who hold office for three years. Said office expires on the date of the Shareholders' Meeting called to approve the financial statements relating to the last year of their office and they can be re-elected.

The provisions of the Articles of Association that regulate the composition and appointment of the Board of Statutory Auditors of the Issuer are also suitable to guarantee the respect of the provisions on the defence of minorities and the balance between genres in the composition of the board of statutory auditors.

The Auditors have to be in possession of the requirements envisaged by law, by the Articles of Association and by other applicable provisions, also with regard to the limit to the accumulation of offices. For the purposes of art. 1, par. 3 of Decree of the Ministry of Justice no. 162, dated 30 March 2000, the matters (juridical, economic, financial and technical-scientific) and the sectors of activity connected with or inherent in the activity performed by the Company and pursuant to the business purpose must be considered as strictly relating to those of the business exercised by the Company.

Those in situations of incompatibility, as envisaged by the law, cannot be appointed as Statutory Auditors and, if elected, shall forfeit their office.

The appointment of the Board of Statutory Auditors takes place, in observance of the discipline in force at any given time for the balance between genres, on the basis of lists presented by the Shareholders, in which the candidates must be listed under a progressive number. The lists is made up of two sections: one for candidates for the office of Statutory Auditor and the other for candidates for the office of Supplementary Auditor. For the presentation, deposit and publication of the lists, in addition to that envisaged by the Articles of Association, the provisions of the law and regulations in force at any *given time apply*.

From the first renewal of the Board of Statutory Auditors after the admission of the ordinary shares to trading on a regulated market, the lists with at least three candidates must be made up of candidates belonging to both genres, so that at least one third (rounded up) of the candidates for the office of Statutory Auditor and at least one third (rounded up) of the candidates for the office of Supplementary Auditor belong to the genre with fewest representatives.

Every Shareholder, the Shareholders adhering to a significant corporate agreement in accordance with art. 122 TUF, the parent, the subsidiaries and companies subject to common control in compliance with art. 93 TUF, cannot present or take part in the presentation, not even through another person or a trust company, of more than one list, nor may they vote for different lists, and each candidate may only appear in one list otherwise they shall be disqualified from election. Adhesions and votes expressed in breach of this prohibition will not be attributed to any list.

Only Shareholders who, acting alone or with other Shareholders, hold total voting rights representing at least 2.5% of the share capital entitled to vote at the ordinary shareholders' meeting, or representing another percentage established by the law or regulations can present lists. With resolution no. 20001 dated 17 May 2017, Consob determined the share required for presentation of lists of candidates for the election of the Issuer's board of auditors as 2.5% of the share capital.

The lists must be accompanied by:

- a) from the information relating to the identity of the Shareholders who presented the lists with the indication of the total percentage held in the capital;
- b) a declaration by the Shareholders other than those who hold, even jointly, a controlling or majority share, certifying the absence of relations connecting them, as envisaged by the regulatory legislation in force, to the latter;
- c) a detailed description of the personal characteristics of the candidates, as well as a declaration by the same candidates certifying, under their own responsibility, the non-existence of causes for ineligibility and incompatibility, the possession of the requirements envisaged by law and their acceptance of the candidacy, as well as the list of management and auditing offices that might be held in other companies.

The list presented without observing the above provisions will be considered as not having been presented. Every person entitled may vote for one list only.

The election of the Auditors proceeds as follows:

- a) two effective members and one supplementary member will be taken from the list that received most votes at the Shareholders' Meeting, in the progressive order in which they are listed in the sections of said list;
- b) one effective member (who will be Chairman of the Board of Statutory Auditors) and one supplementary member will be taken from the list that received the second highest number of votes at the Shareholders' Meeting and which, in compliance with the regulatory legislation in force, is not connected, not even indirectly, with those who presented or voted for the list that obtained the highest number of votes, in the progressive order in which they are listed in the

sections of said list.

In the event of an even vote between the lists, the list presented by the Shareholders with the highest shareholding at the time of presentation of the list, or by the highest number of Shareholders.

If, with the candidates elected with the methods indicated above, it is not possible to ensure the composition of the Board of Statutory Auditors, in terms of effective members, in compliance with the regulations in force at the time to uphold the balance of genres, the candidates for the office of effective auditor in the list that has received the highest number of votes, will be replaced according to the progressive order in which the candidates appear in the list.

In the event of replacement of an Auditor, the supplementary auditor belonging to the same list as the auditor being replaced will take his place, allowing for that envisaged for the appointment of the chairman and respecting the regulations in force at the time to uphold the balance of genres.

The previous rulings on the election of Auditors do not apply in the Shareholders' Meetings for which just one list has been presented or voted for, or in the event that no list has been presented at all. In these cases the Shareholders' Meeting passes resolution with the relative majority, notwithstanding the respect of the regulations in force at the time with regard to the balance between genres.

When the Shareholders' Meeting has to appoint the effective and/or supplementary Auditors necessary to complete the Board of Statutory Auditors, the following procedure is applied: if it is necessary to replace the Auditors elected in the majority list, the appointment takes place with a relative majority vote, with list restrictions; if, however, it is necessary to replace Auditors elected in the minority list, the Shareholders' Meeting replaces them with a relative majority vote, choosing from among the candidates indicated in the list to which the Auditor to be replaced belonged.

If the application of these procedures does not allow, for any reason, the replacement of the Auditors appointed by the minority, the Shareholders' Meeting will vote with the relative majority. However, in the inspection of the results of this last election, the votes of those who, according to the communications made in accordance with the regulations in force, hold, even indirectly or jointly with other Shareholders adhering to a significant corporate agreement in accordance with art. 122 TUF, the relative majority of the votes exercisable at the Shareholders' Meeting, as well as those of the Shareholders who control, are controlled or subject to joint control by them, will not be counted.

The replacement procedure pursuant to the previous paragraphs must ensure the respect of the discipline in force at the time with regard to the balance between genres.

14. BREAKDOWN AND OPERATION OF THE BOARD OF STATUTORY AUDITORS

The Shareholders Meeting held on 28 August 2015 appointed the new Board of Statutory Auditors, which will hold office for three years, until the approval of the financial statements relating to the year ending 30 April 2018.

On this matter, it should be noted that the members of the Board of Statutory Auditors in office were appointed by the Shareholders Meeting with the majorities envisaged by article 21 of the Articles of Association, or with the relative majority, on the basis of the proposal presented by ITH S.p.A., notwithstanding the observance of the regulations *pro tempore* in force in relation to the balance between genres, without applying the list vote mechanism, as only one list was presented by the aforesaid majority shareholder ITH S.p.A..

The Board of Statutory Auditors in office is made up as follows:

- Prof. Sergio Menchini (Chairman);
- Mr Luca Parenti (Standing Auditor);
- Ms Chiara Pieragnoli (Standing Auditor);
- Prof. Fabrizio Berti (Supplementary Auditor);
- Ms Daria Dalle Luche (Supplementary Auditor).

At the end of 2015, the members of the Board of Statutory Auditors were:

- Mr Luca Parenti (Chairman);
- Mr Guido Riccardi (Standing Auditor);
- Ms Chiara Pieragnoli (Standing Auditor);
- Mr Maurizio Salom (Supplementary Auditor);
- Mr Fabrizio Berti (Supplementary Auditor).

For more information on the members of the Board of Statutory Auditors, see the Issuer's website at www.sesa.it, in the “*Corporate Governance/Board of Statutory Auditors and Independent Auditor*” section, where the CVs of the Statutory Auditors are available, indicating their professional characteristics.

Structure of the Board of Statutory Auditors

Office	Members	Year of birth	Date of first appointment *	In office since	In office until	List **	Indep. Code	Participation in the meetings of the Board ***	No. other offices ****
Chairman	Sergio Menchini	27/09/1958	28/08/2015	28/08/2015	approval of the financial statements 30/04/2018	N.A.	X	6/6	2
Effective Auditor	Chiara Pieragnoli	11/11/1972	22/02/2013	22/02/2013	approval of the financial statements 30/04/2018	N.A.	X	6/6	/
Effective Auditor	Luca Parenti	05/06/1958	22/02/2013	22/02/2013	approval of the financial statements 30/04/2018	N.A.	X	5/6	23
Supplementary Auditor	Daria Dalle Luche	01/06/1963	28/08/2015	28/08/2015	approval of the financial statements 30/04/2018	N.A.	X	n.a.	n.a.
Supplementary Auditor	Fabrizio Berti	20/06/1959	22/02/2013	22/02/2013	approval of the financial statements 30/04/2018	N.A.	X	n.a.	n.a.

AUDITORS WHO CEASED TO HOLD OFFICE DURING THE YEAR OF REFERENCE									
	None								
Number of meetings held during the year of reference: 6									
Indicate the quorum required for presentation of the lists by the minorities for the election of one or more members (pursuant to art. 147-ter TUF): 2.5%									

NOTES

* The date of first appointment of each auditor is the date on which the auditor was appointed for the first time (absolutely) in the Issuer's Board of Statutory Auditors.

** This column indicates the list from which each auditor is taken ("M": majority list; "m": minority list), ; "NA": if the directors have been appointed by the Shareholders Meeting with the majorities envisaged by article 21 of the Articles of Association, or with the relative majority, following presentation of a single list of candidates).

*** This column indicates the participation of the auditors in the meetings of the Board of Auditors (indicate the number of meetings in which the auditor participated compared to the total number of meetings in which he could have participated; e.g.: 6/8; 8/8 etc.).

**** This column indicates the number of offices of director or auditor covered by the party concerned in compliance with art. 148-bis TUF and the relative provisions of implementation contained in the Consob Issuers' Regulation. The complete list of offices is published by Consob on its website in compliance with art.144-quinquiesdecies of the Consob Issuers' Regulation.

During the Year, the Board of Statutory Auditors met six times.

The average duration of the meetings was over 80 minutes.

Minutes were recorded for all the meetings.

At least four meetings of the Board of Statutory Auditors are planned for the year from 1 May 2017 to 30 April 2018.

It should be noted that the Chairman of the Board of Statutory Auditors informed the Chairman of the Board of Directors, in a letter dated 14 October 2015, on the basis of the declarations received from each auditor, that he verified and ascertained, on the first useful occasion after their appointment, the existence of the requirements of independence of the Auditors, in compliance with article 8 of the Code and 148, paragraph 3 of the TUF, applying the criteria envisaged by the Code with reference to the independence of the directors- The Board then released the result of the assessments carried out by the Board of Statutory Auditors in an announcement issued to the market.

On 30 May 2017, the Board of Statutory Auditors also announced the annual check on the requirements of independence of the Auditors, in compliance with article 8 of the Code and 148, paragraph 3 of the TUF, applying the criteria envisaged by the Code with reference to the independence of the directors, certifying the continued possession by each Auditor of such requirements for 2016/2017. The outcome of this check was shared with the Board of Directors on 14 July 2017.

The Issuer has not envisaged a specific obligation for a Statutory Auditor who, on his own behalf or that of a third party, holds an interest in a determined Company transaction, in that it is believed that it is his deontological duty to inform the other Statutory Auditors and the Chairman of the Board of Directors if a Statutory Auditor holds, on his own behalf or that of a third party, an interest in a determined transaction of the Issuer.

The Board of Statutory Auditors supervised and will continue to supervise the independence of the independent auditor, certifying the respect of the legislative provisions on the matter and the nature and extent of services other than the auditing of the accounts of the Issuer and its subsidiaries by the independent auditor and by entities belonging to its network.

The Board constantly maintained the usual initiatives of coordination with the Audit and Risks Committee and with the Internal Audit Function. For information on methods of coordination, see paragraph 11.

Induction Programme

The characteristics of the information of the board and the information supplied by the Strategic Committee and by the Managing Director allow the Statutory Auditors, also through participation in the relative initiatives in the forms considered most appropriate, to obtain adequate knowledge of the business sector in which the Issuer operates, of the company dynamics and their evolutions, of the principles of the correct management of risks, as well as the relative legislative and self-regulatory framework of reference.

The Board of Statutory Auditors exercises the powers and functions assigned to it by the law and by the other provisions applicable.

15. RELATIONS WITH SHAREHOLDERS

The Company found it to be in its specific interest - as well as being its duty to the market - to set up an ongoing dialogue, from the moment of Listing, based on the reciprocal understanding of the roles, with the Shareholders and with institutional investors; a relationship destined to be pursued in observance of the "Procedure for internal management and external reporting of Privileged Information" described in paragraph 5.

It was decided that this relationship with Shareholders and institutional investors can be facilitated by the formation of dedicated business structures manned by adequate organisational means and staff.

To this end, the Investor Relations functions was created, in compliance with art. 9 of the Code, to pursue relations with Shareholders and institutional investors, and carry out, if necessary, specific tasks in the management of price sensitive information and in relations with Consob and Borsa Italiana S.p.A.

On the date of this report, the manager of the Investor Relations function is Conxi Palermo.

The main documents on the matter of Corporate Governance and the Code of Ethics can also be consulted at the website indicated above.

The Board will assess the implementation of additional activities to speed up and facilitate access to information concerning the Issuer which are of importance to its Shareholders.

16. SHAREHOLDERS' MEETINGS (art. 123-bis, paragraph 2, lett. c), TUF)

As already explained in the Report, the Issuer's Articles of Association implement the provisions of Legislative Decree 27/2010 implemented by Directive 2007/36/EC and containing the regulation of the exercise of certain rights of the shareholders of listed companies, as well as Legislative Decree 91/2012 (the "corrective decree").

In compliance with art. 9 of the Articles of Association, the withdrawal right is regulated by the law. Therefore, in compliance with art. 2437, paragraphs 1 and 2 c.c., Shareholders who have not taken part in the resolutions concerning: a) the amendment of the business purpose clause, when this allows a significant change of the company's activity; b) the transformation of the company; c) the transferral of the registered office abroad; d) the repeal of the status of liquidation e) the elimination of one or more causes of withdrawal envisaged by art. 2437, par. 2 c.c. or by the Articles of Association; f) the amendment of the criteria for the determination of the value of the share in the event of withdrawal; g) amendments of the Articles of Association concerning voting or attending rights; h) the extension of the Company's term of duration; i) the introduction or removal of restrictions to the circulation of stock, are entitled to withdraw all or part of the stocks. Every agreement aimed at excluding the withdrawal right or making it harder to apply in the cases listed above, is null and void. Moreover, in compliance with art. 2437-*quinquies* c.c., Shareholders who do not take part in the resolution implicating the exclusion of stocks from the listing, are entitled to withdraw.

In compliance with art. 10 of the Articles of Association, the Shareholders' Meeting is convened within the terms indicated by the law and regulations in force *at the time*, via notification to be published on the Company's website, and with the methods envisaged by the law and regulations in force at the time. In the notification convening the Meeting, there may be a second date for a further call, in case the previous Shareholders' Meeting does not result legally valid. If the date for second or further Shareholders' Meetings is not indicated in the notification, they will take place within thirty days of the date indicated in the letter convening the first Shareholders' Meeting. The Shareholders' Meeting may also be convened outside the Municipality where the registered office is located, as long as it is held within Italy.

The ordinary Shareholders' Meeting to approve the financial statements must be convened within 120 days of the end of the financial year, in the cases envisaged by art. 2364, par. 2, c.c., and as long as it is allowed by law, within 180 days of the end of the financial year.

In compliance with art. 11 of the Articles of Association, all those with voting rights are entitled to take part in the Shareholders' Meeting.

Legitimation to take part in the Shareholders' Meeting and to exercise the voting right is certified by a communication to the Company by the intermediary assigned the task of keeping the accounts in compliance with the law, on the basis of the evidence of the relative bookkeeping entries at the end of the business day of the seventh open day on the market prior to the date set for the Shareholders' Meeting, received by the Company within the terms of the law. To this end, the date of the first call is considered, as long as the dates of further calls are indicated in the single notification; otherwise the date of each call will be considered.

Those who are entitled to vote may appoint representatives by mandate in compliance with the law. The electronic notification of the mandate may be carried out using the methods indicated in the call, via certified e-mail to the address indicated in the notification or using a special section of the Company's website. The Company is entitled to designate a subject to whom the Shareholders' made grant mandate for representation at the Shareholders' Meeting in compliance with art. 135-*undecies* TUF, indicating this in the letter convening the Shareholders' Meeting. For everything not otherwise provided for by the Articles of Association, intervention and voting are regulated by the law.

To exercise the rights of minorities such as (i) convening the Meeting by request of the Shareholders; (ii) the right to request additions to the agenda and to present new proposals for resolution; (iii) the right to ask questions before the Meeting, the provisions of the law and regulations apply.

The ordinary Shareholders' Meeting is competent for: a) approval of the financial statements; (b) appointment and repeal of the Directors, Auditors and Chairman of the Board of Statutory Auditors and, when envisaged, the independent auditor; (c) determination of the payment of Directors and Auditors; (d) resolution on the responsibility of Directors and Auditors; (e) resolution on other items attributed by law to the Shareholders' Meeting, as well as any authorisations that might be required by the Articles of Association for the performance of acts by the Directors, notwithstanding their responsibility for the performance of the acts of Directors with regard to transactions with related parties, in compliance with art. 2364, art. 1 no.5, c.c., as envisaged by art. 13) of the Articles of Association), in conformity to that envisaged by the laws and regulations in force at the time; (f) approve any regulation of the tasks of the shareholders' meeting; (g) pass resolution on anything else for which it is competent in compliance with the law and the Articles of Association.

The extraordinary shareholders' meeting passes resolution on the amendments of the Articles of Association, the appointment, the replacement and the powers of liquidators and on every other matter expressly attributed to it by law. The Board of Directors is assigned the competence to pass resolution on the matters indicated in art. 15 of the Articles of Association, notwithstanding the fact that said competence may be remitted to the extraordinary Shareholders' Meeting (see paragraph 4.3).

In compliance with art. 13 of the Articles of Association, the resolutions of the ordinary and extraordinary Shareholders' Meetings are passed by the majorities required by law.

The amendments of art. 13 and art. 6 (as far as they are still applicable on the date of this Report) of the Articles of Association are approved by the extraordinary Shareholders' Meeting with the favourable vote of as many shareholders as represent, at any call, at least two thirds of the share capital.

The Shareholders' Meeting must be held using methods such as to ensure that those entitled to attend are able to be aware of the events in real time and to freely decide and freely and promptly express their vote. To facilitate intervention in the Shareholders' Meeting and exercising of voting rights of those holding them, the Issuer's Articles of Association (art. 11) envisaged that the Shareholders' Meeting may be held with interventions from several places, adjacent or remote, connected by video or audio, as long as the joint method and the principles of good faith and equal treatment of the Shareholders are respected.

It should be noted that the Company has not made provision for the adoption of meeting regulations in compliance with art. 9.C.3 of the Code of Self-discipline, in that the Board of Directors does not - at this time - consider it necessary, as recently confirmed during the meeting

held on 14 July 2017, taking into account the Shareholder structure, characterised by a high level of concentration, also feeling that, generally speaking, Shareholders must be guaranteed maximum participation and expression in the debate.

During the Year and up until the date of this Report, the Shareholders' Meeting of the Issuer met once, on 26 August 2016.

During the above-mentioned Shareholders' Meeting, the Chairman of the Board of Directors, the Executive Deputy Chairman Gaini Moreno, the Managing Director Fabbroni Alessandro and the Board Member Gola Luigi intervened.

The Board also took action to ensure that the shareholders received adequate information on the element necessary for them to make their decisions in an informed manner.

On the Issuer's website, at www.sesa.it in the "Investor Relations - Shareholders' Meetings" section, the following (among others) are available in relation to each meeting: i) notification convening the meeting; ii) copy of the minutes of the Meeting; iii) summarised report of the elections; iv) documents, reports and proposals of resolution submitted to the Shareholders' Meeting.

As regards the rights of Shareholders not indicated in this Report, please see the laws and regulations in force at the time.

During the meeting held on 14 July 2017, in conformity to applicative criterion 9.C.4 of the Code, the Board of Directors did not find it necessary to propose amendments to the Articles of Association to the Shareholders Meeting in relation to the percentages established for the exercise of the prerogatives placed in defence of minorities, in that - in application of art. 144-*quater* of the Consob Issuer's Regulation for the presentation of lists for the election of the members of the Board of Directors and the Board of Statutory Auditors - articles 15 and 21 of the Issuer's Articles of Association refer to a share of at least the amount determined by Consob in compliance with the law and regulations. On this matter, it should be noted that, with resolution no. 20001 dated 17 May 2017, Consob determined the share required for presentation of lists of candidates for the election of the Issuer's boards of directors and auditors as 2.5% of the share capital.

**FURTHER CORPORATE GOVERNANCE PRACTICES (art. 123-bis,
paragraph 2, lett. a), TUF)
17.**

The Issuer does not adopt any corporate governance practices in addition to those envisaged by legislation or regulations and described in this Report.

18. CHANGES SINCE THE END OF THE YEAR OF REFERENCE

There have been no changes to the *corporate governance* structure since the end of the Year, apart from those specifically highlighted in this Report.

Empoli (FI), 14 July 2017
For the Board of Directors

The Chairman of the Board of Directors
Paolo Castellacci