



***REPORT ON CORPORATE GOVERNANCE AND THE SHAREHOLDING  
STRUCTURE***  
***pursuant to art. 123-bis of the Consolidated Financial Act***  
(traditional administration and control model)

***Report approval date: 15 March 2017***  
***Year to which the Report refers: 2016***

***[www.irce.it](http://www.irce.it)***

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## **GLOSSARY**

**Code/Corporate Governance Code:** the Corporate Governance Code of listed companies approved in July 2014 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria.

**Civil Code / c.c.:** the Italian civil code.

**Board:** the Board of Directors of the Issuer.

**Issuer:** the issuer of securities to which the Report refers.

**Year:** year to which the Report refers.

**Consob Issuers' Regulations:** Regulations issued by Consob with resolution no. 11971 of 1999 (as subsequently amended) concerning issuers.

**Consob Markets Regulations:** Regulations issued by Consob with resolution no. 16191 of 2009 (as subsequently amended) concerning markets.

**Consob Co-related Parties Regulations:** Regulations issued by Consob with resolution no. 17221 of 12 March 2010 (as subsequently amended) concerning operations with co-related parties.

**Report:** the report on corporate governance and corporate structure which companies are obliged to draft in compliance with art. 123-bis of the Consolidated Financial Act.

**Consolidated Financial Act:** Legislative Decree n.58 of 24 February 1998.

## 1. Issuer profile

### GOVERNANCE

The company's governance structure is based on the traditional model and is composed of the Shareholders' Meeting, the Board of Directors and the Board of Statutory Auditors.

### MISSION

The IRCE Group is an important industrial player of European significance, which produces and trades the following products:

- winding wires for electrical machines. This type of product is used in a wide range of applications such as engines and electric generators, transformers, inductors and relays, and its use has grown over the years mainly due to the constant expansion of automation. The production of wires represents around 80% of the group's total turnover.
- insulated electrical cables. This product is used in the production of civil and industrial electric systems and for the supply and connection of electrical equipment. The production of insulated electrical cables represents around 20% of the group's total turnover.

### CORPORATE RESPONSIBILITY

With Board of Directors' resolution of 28th March 2008 with latest up-date on 13th December 2014, the company established its Code of Ethics which states all the rights, duties and responsibilities of the members of the Company with respect to all the subjects with whom it has relations in achieving its own corporate object (clients, debtors, suppliers, employees and/or external collaborators, shareholders, supervisory bodies, institutions); it is therefore a directive with rules of conduct that must be taken into consideration in daily work and in respect of the laws and regulations in force in all the Countries in which the Company operates. The code establishes reference standards and rules of conduct aimed at strengthening company decision-making processes and guiding the conduct of all company collaborators.

## 2. Information on Ownership Structure as at 15 March 2017

(pursuant to art. 123-bis, paragraph 1 of the Consolidated Financial Act)

a) Structure of share capital (pursuant to art. 123-bis, paragraph 1, letter a) of the Consolidated Financial Act)

The share capital is composed of ordinary shares, ownership of which entails full observance of the Articles of Association and the resolutions of the Shareholders' Meeting; subscribed and paid-up share capital amounts to € 14,626,560 divided into 28,128,000 ordinary shares. The shares are fully subscribed and paid up and bear no rights, privileges or restrictions as far as dividend distribution and capital repayment are concerned.

Share capital is composed of the following categories of shares:

**TABELLA 1: INFORMAZIONI SUGLI ASSETTI PROPRIETARI**

STRUTTURA DEL CAPITALE SOCIALE				
	N° azioni	% rispetto al CS	Quotato/ non quotato	Diritti e obblighi
Azioni ordinarie	28.128.000	100%	MTA	Ogni azione da' diritto ad un voto. I diritti e gli obblighi degli azionisti sono quelli previsti dagli artt. 2346 e ss c.c.

**b) Restrictions regarding the transfer of shares** (pursuant to art. 123-bis, paragraph 1, letter b) of the Consolidated Financial Act)

There are no restrictions regarding the transfer of shares.

**c) Significant equity investments** (pursuant to art. 123-bis, paragraph 1, letter c) of the Consolidated Financial Act)

From communications made in compliance with art. 120 of the Consolidated Financial Act and from communications made by significant subjects in compliance with art. 152-octies of the Issuers' Regulations, subjects who own, directly or indirectly, shares with voting rights in excess of 2% of the share capital are as follows:

PARTECIPAZIONI RILEVANTI NEL CAPITALE			
Dichiarante	Azionista diretto	Quota % su capitale ordinario	Quota % su capitale votante
AEQUAFIN S.p.A.	AEQUAFIN S.p.A.	50,004%	50,004%
ANNA MARIA MONGARDI	ANNA MARIA MONGARDI	3,899%	3,899%
ORFEO DALLAGO	ORFEO DALLAGO	2,088%	2,088%

Note that:

- the business of the Holding Company Aequafin S.p.A. is limited to owning the sole significant holding represented by the control package of IRCE S.p.A.

**d) Shares granting special rights** (pursuant to art. 123-bis, paragraph 1, letter d) of the Consolidated Financial Act)

No shares have been issued that grant special control rights.

**e) Employee stock ownership: mechanism for exercising voting rights** (pursuant to art. 123-bis, paragraph 1, letter e) of the Consolidated Financial Act)

There is no employee stock ownership plan.

**f) Restrictions on voting rights** (pursuant to art. 123-bis, paragraph 1, letter f) of the Consolidated Financial Act)

There are no restrictions on voting rights.

**g) Agreements among shareholders** (pursuant to art. 123-bis, paragraph 1, letter g) of the Consolidated Financial Act)

The Company is not aware of any agreements among shareholders in compliance with art. 122 of the Consolidated Financial Act.

**h) Change of control clauses** (pursuant to art. 123-bis, paragraph 1, letter h) of the Consolidated Financial Act)

Neither the company nor its subsidiaries have entered into significant agreements that shall be effective, modified or terminated in the event of changes of control of the contracting company.

The Articles of Association of IRCE S.p.A. do not depart from the provisions on passivity rules laid down by art. 104, paragraphs 1 and 2 of the Consolidated Financial Act, nor do they envisage the application of the neutralisation rules contemplated by art. 104-bis, paragraphs 2 and 3 of the Consolidated Financial Act.

**i) Proxies to increase share capital and authorisations to purchase treasury shares** (pursuant to art. 123-bis, paragraph 1, letter m) of the Consolidated Financial Act)

No proxies had been assigned to the Board for the increase in share capital in compliance with art. 2443 of the civil code or for the issue of financial instruments.

On 14 March 2016, the Shareholders' Meeting resolved to authorise the purchase and disposal of treasury shares in compliance with art. 2357 et seq. of the Italian Civil Code; the authorisation had a duration of 18 months. The face value of the purchased shares could not exceed one fifth of the capital. The number of treasury shares that could be purchased could not exceed 5,625,600. The number of treasury shares in portfolio as at 31.12.2016 is equal to 1,411,774, corresponding to 5.02% of share capital.

**l) Management and coordination activities** (pursuant to art. 2497 et seq. of the Italian Civil Code)

Although the majority shareholder, Aequafin S.p.A. does not perform management and coordination activities in compliance with art. 2497 et seq. of the civil code.

Note that:

- the information required by art. 123-bis, paragraph 1, letter i) of the Consolidated Financial Act ("agreements between the company and Directors, ... which envisages indemnities in the event of resignations or dismissals without just cause or if their employment ceases following a public purchase bid"), is not contained in the Report on remuneration published in compliance with art. 123-ter of the Consolidated Financial Act since indemnities of this kind are not envisaged;
- the information required by art. 123-bis, paragraph 1, letter l) of the Consolidated Financial Act ("provisions applicable to the nomination and replacement of directors ... and to the amendment of the Articles of Association, if different from legislative and regulatory ones applicable as a supplementary measure"), are illustrated in the section of the Report dedicated to the Board of Directors (Section. 4.1.)

**3. Compliance** (pursuant to art. 123-bis, paragraph 2, letter a) of the Consolidated Financial Act)

IRCE S.p.A. has adopted an internal organisational structure and a standard system of corporate governance, which complies, essentially, with the Corporate Governance Code for listed companies approved in 2006 by the Italian Corporate Governance Committee and sponsored by Borsa Italiana S.p.A., lastly updated in July 2015.

The Corporate Governance Code is accessible to the public on the website of the Italian Corporate Governance Committee

<http://www.borsaitaliana.it/borsaitaliana/regolamenti/corporategovernance/codice2015.pdf>

The Issuer and the subsidiaries are not subject to non-Italian legal provisions that influence the corporate governance structure of the Issuer itself.

## 4. Board of Directors

### 4.1 Appointment and replacement (pursuant to art. 123-bis, paragraph 1, letter l) of the Consolidated Financial Act)

In compliance with the Articles of Association, the company is administered by a Board of Directors composed of a minimum of three and a maximum of twelve members elected on the basis of lists of candidates presented by the shareholders that hold, in total, a shareholding quota no lower than that established by the Consob Issuers' Regulations, and who have the obligation of proving ownership of the number of shares necessary at presentation of the lists within the deadline of two days prior to the shareholders' meeting in first call.

In compliance with the Consob Issuers' Regulations, the interest necessary for presenting the list will be indicated each time in the notice of call of the Shareholders' Meeting convened to resolve on the appointment of the directors.

Each shareholder, as well as the shareholders belonging to one same group (for the definition of which reference should be made to the relevant legal provisions and regulations) or subscribing to a shareholder agreement regarding company shares, cannot present or vote, directly, by third parties, or via trust companies, more than one list.

The lists presented must observe the principles laid down in art. 147-ter, paragraph 1-ter, of the Consolidated Financial Act in order to ensure that the allotment of the directors to be elected guarantees a gender balance.

At least one of the members of the Board of Directors is expressed by a minority list, as prescribed by art. 147-ter, paragraph 3 of the Consolidated Financial Act.

Each candidate may be presented in only one list under penalty of non-eligibility and must be in possession of the integrity requirements provided by the applicable legal and regulatory provisions.

Each list must include a number of candidates equal at least to the minimum number, and not higher than the maximum number minus one, of directors who can be appointed in compliance with the articles of association, listed in progressive order, of which a number equal at least to the one laid down by the Consolidated Financial Act, regulations of the supervisory authority and/or codes of conduct of market management companies, must be in possession of the independence requirements provided by the above regulations.

The lists must be lodged at company headquarters at least fifteen days prior to the date fixed for the shareholders' meeting in first call.

Together with each list, within the presentation deadline, the shareholders that present it must lodge: a detailed information brief regarding the personal and professional characteristics of the candidates, declarations with which the individual candidates irrevocably accept the office, where appointed, and state, under their own responsibility, the inexistence of causes of ineligibility or incompatibility, as well as the meeting of the requirements prescribed by the law for assumption of the office, and any possession of independence requirements.

Lists that have been presented without observing the above-mentioned provisions are considered as not having been presented.

If two or more lists should be presented and admitted, the number of directors will be equal to that of the candidates of the list that has obtained the most votes plus one.

In this case, based on the outcome of voting, the candidates of the list that has obtained the most votes and the first candidate in the list that has obtained the second best result and that is not in any way connected to the shareholders of the list with the most votes, will be elected.

The director taken from the minority list must be in possession of the independence requirements prescribed by applicable legislative provisions, rules of the supervisory authority and/or codes of conduct of market management companies.

If only one list should be presented, or admitted to voting, the number of directors will be equal to the number of candidates of said list, who will be appointed as directors.

If an equal number of votes are obtained from more than one list, crucial for the purposes of the election procedure, a second ballot will be held between such lists by all the shareholders present in the meeting.

The Board of Directors remains in office for the period established by the shareholders' meeting at the time of nomination, for a maximum of three financial years, and precisely until the date the shareholders' meeting is called for approving the financial statements of the last financial year of the period of office. Directors whose period of office has expired may be re-elected.

If, during the financial year, for any reason, one or more directors should cease to hold office, the others shall take measures to replace them with a resolution approved by the Board of Statutory Auditors; the directors appointed in this way remain in office until the next Shareholders' Meeting. If such a director should be the member voted by the minority list, replacement is made preferably by selecting a candidate, in progressive order, from the list to which the director being replaced belonged, provided that the candidate is still eligible and willing to accept the office.

If, due to resignations or other causes, the majority of members of the Board of Directors no longer exist, the entire board will fall from office and the directors remaining in office must urgently convene the Shareholders' Meeting to nominate the new board.

For other aspects not covered by the Articles of Association, reference must be made to the provisions of the law and regulations in force.

The Articles of Association do not envisage requirements of independence, integrity and professionalism beyond those established for auditors in compliance with art. 148 of the Consolidated Financial Act for assuming the office of director.

The company is not subject to further sector provisions concerning the composition of the Board of Directors.

The lists presented by shareholders must observe the principles laid down in art. 147-ter, paragraph 1-ter, of the Consolidated Financial Act in order to ensure that the allotment of the directors to be elected guarantees a gender balance.

## **Succession plans**

In consideration of the structure and the size of the group, the Board of Directors has not adopted succession plans for executive directors considering the replacement procedures adopted appropriate for ensuring continuity and certainty for corporate management.

### **4.2 Composition** (pursuant to art. 123-bis, paragraph 2, letter d) of the Consolidated Financial Act)

In compliance with corporate Articles of Association, the Board of Directors is composed from three to twelve members, elected by the Shareholders Meeting. They remain in office for a period of no more than three financial years, established at the time of nomination, and fall from office on the date of the Shareholders' Meeting called to approve the financial statements relating to the last financial period of their office.

At closure of the financial year 2016, the Board of Directors is composed as follows:

- Filippo Casadio (Chairman of the Board of Directors, Executive Director);
- Francesco Gandolfi Colleoni (Executive Director);
- Gianfranco Sepriano (Non-executive Director);
- Orfeo Dallago (Lead Independent Director);
- Francesca Pischedda (Independent Director);



- Gigliola Di Chiara (Independent Director):

The Board in office was nominated by the ordinary Shareholders' Meeting of 28/04/2016 for the financial years 2016, 2017 and 2018 and shall expire on the date of the Shareholders' Meeting convened to approve the financial statements for f/y 2018. Only one list was presented by the shareholder Aequafin Spa. Said list was unanimously approved by the voters.

A brief description follows of the personal and professional characteristics of each director in office (in compliance with art. 144-decies of Consob Issuers' Regulations) on the basis of the declarations provided by each one and attached to the lists as well as any subsequent updates notified by those concerned.

### **Chairman of the Board of Directors – Filippo Casadio**

A graduate in Economy and Commerce from Turin University, since 2008 he has been Chairman of the Board of Directors of IRCE S.p.A.

### **Executive Director – Francesco Gandolfi Colleoni**

A graduate in Engineering from Turin Polytechnic, since 1993 he has been Director of Research and Development at IRCE S.p.A.

### **Non-executive Director – Gianfranco Sepriano**

A graduate in Economy and Commerce from Bocconi University of Milan, he worked at Chase Manhattan Bank as head of para-banking activities in Italy, for Ansaldo S.p.A. as financial co-director, for Montedison Group as member of staff of the group management Committee, for Unione Manifatture S.p.A. as managing director, for Finanziaria italiana di Partecipazioni S.p.A. as merchant banking executive and since 2000 he works as a consultant.

### **Lead Independent Director – Orfeo Dallago**

A graduate in Political Economy from Trento University, since 1987 he has been working at the Banca di Credito Cooperativo di Tuenno e Valle di Non.

### **Independent Director – Francesca Pischedda**

A graduate in Economy and commerce from Bologna University, she is registered in the Register of accountants of Bologna and in the Register of Legal Auditors and is employed free-lance mainly as a consultant in corporate, fiscal and accounting matters.

### **Independent Director – Gigliola Di Chiara**

A graduate in Economy and commerce from Ancona University, she is registered in the Register of accountants of Bologna and in the Register of Legal Auditors. She works on a free-lance basis mainly as a consultant in corporate, fiscal and accounting matters, in "M&A" operations, turnaround projects and in the drafting of financial statements and consolidated financial statements (ITA Gaap and IAS/IFRS).

### **Maximum number of offices covered in other companies**

Considering that the current members of the Board of Directors do not cover positions in other companies, the Board has not defined the general criteria concerning the maximum number of offices of administration and control in other companies that can be considered compatible with an effective performance of the role of director of the company, also taking into account the participation of directors in the committees set up within the Board (application criteria 1.C.3).

### **Induction Programme**

No specific induction programmes were envisaged. The board members however receive information on the business sector in which the company operates, on corporate dynamics and their development as well as the reference regulatory and self-governance framework.

### **4.3. Role of the Board of Directors** (pursuant to art. 123-bis, paragraph 2, letter d) of the Consolidated Financial Act)

During 2016, the Board of Directors held 8 meetings lasting for an average of two hours. The attendance percentages are shown in Table 2 attached to this Report.

In implementation of the obligations stated for listed issuers by art. 2.6.2 of the Market Rules of Borsa Italiana S.p.A., the company shall inform Borsa Italiana, within thirty days of the end of the previous solar financial year, on the Calendar of corporate events.

In compliance with art. 20 of the Articles of Association, the Board of Directors is invested with the widest powers for ordinary and extraordinary management of the company, without limitations, with the authority of carrying out all actions that it considers appropriate for achieving corporate purposes, except for those that are reserved by the law to the Shareholders' Meeting.

The Board of Directors is also responsible in the case of mergers on the cases provided by articles 2505 and 2505 bis of the Italian Civil Code, for setting-up and closing branches, for updating the articles of association to regulatory provisions and for reducing share capital in the event of the withdrawal of a shareholder and in the case provided by art. 2446, last paragraph, of the Italian Civil Code. In such cases art. 2436 of the Civil Code shall be applied.

The Board of Directors may delegate part of its powers to the Chairman and/or to the Managing Directors and/or to the executive committee, if nominated, and/or to the Vice Chairman.

The Board of Directors may also nominate one or more special proxy holders for specific actions or categories of actions, establishing their remuneration and limits of representation.

In particular, among the topics specified in the Code, the Board has exclusive responsibility for the following:

#### in compliance with the provisions of the Articles of Association:

- it establishes, after examining the proposals of the relevant Committee, the remuneration of the managing directors and of those that cover special offices;
- it grants and repeals powers of directors, defining limitations and operating procedures;

#### as far as it falls within the principle of the articles of association regarding ordinary and extraordinary management:

- it examines and approves the strategic, industrial and financial plans of the company and periodic monitoring of their implementation;
- it examines and approves the strategic, industrial and financial plans of the Group to which the company belongs, and periodic monitoring of their implementation;
- it defines the corporate governance system;
- it defines the structure of the Group to which the company belongs;

- it verifies the adequacy of the organisational, administrative and general accounting structure of the company and of the Group, with particular reference to the internal control and risk management systems;
- it assesses the general performance of the management periodically comparing the results achieved with the scheduled ones;
- it assesses the adequacy of the organisational, administrative and accounting structure of the subsidiaries having strategic significance, with particular reference to the internal control and risk management system.

With regard to examination and approval by the Board of transactions with significant economic, capital and financial importance, the following transactions are the exclusive decision-making responsibility of the Board, and therefore cannot be delegated: the acquisition of equity investments and/or companies or company branches by the company for an amount, including financial debts comprised in the acquired equity investment and/or company or company branch, over € 10,000,000.00 and the sale of equity investments and/or companies or company branches the value of which, including financial debts comprised in the sold equity investment and/or company or company branch, is over € 10,000,000.00 and the issue of guarantees and sureties and real rights or similar obligations on company assets that are not deemed of interest to the Company and/or connected to the ordinary management of amounts over € 10,000,000.00 and the prior approval of the transactions with related parties.

The Chairman of the Board of Directors ensures that the documentation relating to the topics on the agenda are notified to the directors and statutory auditors with suitable notice with respect to the date of the board meeting and also ensures that the topics on the agenda are allocated sufficient time for a constructive debate to take place, encouraging the intervention of directors' in the meetings.

The meetings of the Board of Directors are attended by the Manager responsible for preparing the corporate accounting documents and the management control manager, for providing the appropriate explanations about the topics on the agenda.

The meetings are convened and chaired by the Chairman who coordinates their activity and guides the way they take place.

The Company Articles of Association does not stipulate a minimum number of meetings.

The Board of Directors can, by law, establish a remuneration for the Directors holding special offices.

The Board assesses the general business performance when examining the annual Budget.

When discussing the matters for which it is responsible the Board also assesses the adequacy of the organisational, administrative and general accounting structure of the company.

The Shareholders' Meeting has not authorised any departures from the ban of competition provided by art. 2390 of the Civil Code.

#### **4.4. APPOINTED BODIES**

##### **Managing Directors**

None of the current Directors in office has received management appointments.

### **Chairman of the Board of Directors**

In order for the company management to operate better and for more efficient corporate governance, the Board has granted some of its powers to the Chairman.

The Chairman has all the powers of ordinary and extraordinary administration, with the exclusion of those powers that are the exclusive responsibility of the Board, and also carries out an operating role within the organisational structure of the company.

The Chairman is the Company's chief executive officer.

The Chairman has an investment in the company Aequafin S.p.A. that holds the majority of the issuer's share capital.

**Executive Committee** (pursuant to art. 123-bis, paragraph 2, letter d) of the Consolidated Financial Act)

The company has not nominated an Executive Committee.

### **Information to the Board**

Within the terms provided by art. 150, paragraph 1 of the Consolidated Financial Act, the Chairman reports to the Board of Directors and the Board of Statutory Auditors on the general business performance and the outlook for operations and on the most significant transactions carried out by the company and its subsidiaries.

### **4.5 Other executive directors**

In addition to the Chairman, the current Board of Directors also has another Executive Director, Mr Francesco Gandolfi Colleoni, who covers a management role within the company as Manager responsible for the Research and Development area.

### **4.6. Independent Directors**

Three independent directors are also members of the company's Board of Directors.

In order to identify the independent directors, the instructions given by the Corporate Governance Code were followed; in particular a director cannot usually be qualified as independent in the following, non-peremptory cases:

- a) if, directly or indirectly, even through subsidiaries, trustees or third parties, such director controls the issuer or is able to have over it a significant influence, or participates in a shareholder agreement through which one or more persons can control or have a significant influence over the issuer;
- b) if such director is, or has been in the previous three financial years, a prominent representative of the issuer, of one of its subsidiaries having strategic importance or of a company subject to joint control with the issuer, or of a company or a body which, even together with others through a shareholder agreement, controls the issuer or is able to have a significant influence over it;
- c) if, directly or indirectly, such director has, or has had in the previous financial year, a significant commercial, financial or professional relationship with the issuer, one of its subsidiaries, or with any of their prominent representatives, with an entity that controls the issuer, or with their prominent representatives or is, or has been in the previous three financial years, an employee of one the aforementioned entities;

- d) if such director receives, or has received in the previous three financial years, from the issuer or from a subsidiary or parent company a significant remuneration in addition to the fixed compensation of the issuer's non-executive director, including therein participation in incentive plans linked to the company's performance;
- e) if such director has been a director of the issuer for more than nine years in the last twelve years;
- f) if such director has the office of executive director in another company in which an executive director of the issuer has the position of director;
- g) if such director is a shareholder or director of a company or of an entity belonging to the network of the company appointed to perform the accounting audit of the issuer;
- h) if such director is a close relative of a person who is in one of the situations mentioned in the previous points.

The Board carries out its own assessments of the requirements laid down by the Corporate Governance Code for directors qualified as independent and periodically assesses the independence of the directors.

The Board has ascertained that three of its members (Francesca Pischedda, Gigliola Di Chiara and Orfeo Dallago) are in possession of the requirements of independence according to the criteria contained in the Corporate Governance Code for listed Companies, making the result of their assessments known.

In particular, Director Orfeo Dallago, who currently holds a 2.08% stake in IRCE S.p.A., is considered to possess the requirement of independence.

Moreover, in compliance with application criterion 3.C.5 of the Corporate Governance Code, the Statutory Board of Auditors has verified the application of the criteria and procedures of ascertainment adopted by the Board of Directors for assessing the independence of its own members, and deemed them to conform to the indications provided by the Corporate Governance Code.

Once a year, the Board of Directors verifies the existence of the requirements of independence laid down by the Corporate Governance Code and by art. 148, paragraph 3 of the Consolidated Financial Act for the independent directors.

During the financial year, a meeting of the independent directors was held in the absence of the other directors, in order to protect the interests of the minority shareholders.

On the date this report was drafted, the directors who, in the lists for the nomination of the Board, had indicated they were suitably qualified as independent, have maintained their independence.

#### **4.7. Lead independent director**

In line with the policies established by the Corporate Governance Code for listed companies, since the role of Chairman of the Board of Directors coincides with that of the main person responsible for managing the company, the Board appointed an independent director as *Lead Independent Director*.

The lead independent director acts as a point of reference and coordination of the requests and contributions of the non-executive directors and collaborates with the chairman of the board of directors to guarantee that the directors receive complete and timely information flows.

The Board appointed Mr Orfeo Dallago as Lead Independent Director.

#### **5. Processing of corporate information**

The Board has drafted a procedure for the external communication of price sensitive documents and information regarding the company... Such procedure envisages that the external communication of said documents and information should take place via the Investor Relations Office. The Investor Relations

Office defines the contents of the communication through the drafting of a press release and ensures that the communication complies with the requirements laid down by the relevant applicable legislation.

Such a press release is submitted to the Chairman for final approval before being released.

The communication relating to price sensitive information is sent beforehand to the Consob and to Borsa Italiana via the NIS (Network Information System) circuit, according to the procedures laid down by the relevant applicable regulations.

The press release is also made public on the website [www.irce.it](http://www.irce.it)

The Board of Directors of IRCE SPA has also approved the "*Internal Dealing*" Code of Conduct in implementation of art. 2.6.3 of Borsa Italiana S.p.A. Regulations.

In particular, the company shall inform the market of the declarations received by *Significant Persons* according to the following time scale:

- a) in cases in which an individual declaring party has carried out transactions for a combined amount of € 50,000.00 or more during the quarter, IRCE SPA shall notify the transactions within the tenth day on which the stock exchange is open following the last day of the calendar quarter;
- b) in cases in which the transactions of an individual declaring party exceed the combined amount of € 250,000.00, IRCE SPA shall notify the transactions within one day of receiving the declaration of the *Significant Person*.

## **6. Committees within the Board** (pursuant to art. 123-bis, paragraph 2, letter d) of the Consolidated Financial Act)

The following committees are set up within the Board of Directors:

- Control and Risks Committee;
- Remuneration Committee.

Under the coordination of the Chairman, no functions of one or more committees laid down by the Corporate Governance Code have been reserved within the Board.

No further committees in addition to those reported in this Section have been set up.

## **7. Nomination Committee**

Taking into account the structure and size of the company, no Nomination Committee was established within the Board of Directors. The relevant functions, as indicated in the Corporate Governance Code, are therefore fulfilled by the Board of Directors.

## **8. Remuneration Committee**

Reference should be made to the parts concerning the Remuneration Report published in compliance with art. 123-ter of the Consolidated Financial Act.

## **9. Remuneration of directors**

Reference should be made to the parts concerning the Remuneration Report published in compliance with art. 123-ter of the Consolidated Financial Act.

## 10. Control and Risks Committee

In fulfilment of that established by art. 4 of the Corporate Governance Code, the Board of Directors established within it the Control and Risks Committee with consultation and proposing functions.

**Composition and functioning of the Control and Risks Committee** (*pursuant to art. 123-bis, paragraph 2, letter d) of the Consolidated Financial Act*)

The Committee, which will remain in office until approval of the financial statements as at 31/12/2018, is formed by Gigliola Di Chiara (Independent Director), acting as Chairwoman, and by Gianfranco Sepriano (Non-executive Director) and Orfeo Dallago (Independent Director).

The Chairwoman coordinates the discussions and the meetings are recorded regularly in minutes.

The Chairman of the Board of Auditors or another auditor designated by him may take part in the discussions of the Control and Risks Committee and the other auditors can, in any case, also take part. The Chairman of the Board of Directors may also attend the Committee's meetings.

During 2016, the Committee met 4 times, as illustrated in Table 2 attached to this Report, while the meetings lasted an average of two hours.

It is estimated that during 2017 the number of meetings that will be held by the Committee shall not be fewer than those held during the previous financial year.

The Control and Risk Committee therefore results to be composed of three of the six members of the Board of Directors selected from the non-executive directors, the majority of whom are independent.

The Committee members must possess knowledge, skills and experiences that will allow them to fully understand and monitor the strategies and risk tendencies of the company.

At least one member of the Committee possesses adequate experience of accounting and financial matters and risk management.

During its own meetings, the Committee interacted, by agreement and for discussing individual topics, with the function of Internal Audit, with the Chairman of the Board of Auditors and with the Management control Manager.

### Functions attributed to the control and risks committee

The Committee formulates its own opinion to the Board of Directors concerning:

- the guidelines of the internal control and risk management systems;
- the adequacy of the internal control system and risks management with respect to the characteristics of the enterprise and the assumed risk profile, as well as its efficacy;
- the plan of work drafted by the internal audit officer;
- the results illustrated by the legal auditor in any letter containing suggestions and in the report on the fundamental matters emerged during the legal audit.

The Committee has the following functions:

- a) to assist the board in carrying out its duties in compliance with art. 7.C.1 of the Corporate Governance Code;
- b) to assess, together with the manager responsible for preparing the corporate accounting documents and the auditors, the correct implementation of accounting standards and, in the case of groups, their consistency for the purposes of drafting the consolidated financial statements;
- c) to express opinions on specific aspects regarding the identification of the main corporate risks and the design, implementation and management of the internal control system;

- d) to examine the periodic reports concerning the assessment of the internal control and risk management systems, and those of particular significance drafted by the Internal Audit Function;
- e) to monitor the independence, adequacy, effectiveness and efficiency of the internal audit function;
- f) to ask the internal audit to carry out checks on specific operating areas, notifying the Chairman of the Board of Statutory Auditors about this at the same time;
- g) to support with adequate preliminary activity, the assessments and decisions of the Board of Directors concerning the management of risks deriving from prejudicial events about which the Board of Directors has become aware.

The Chairwoman of the Control and Risks Committee reports to the Board of Directors, during the first useful meeting, on the activity carried out and on the adequacy of the internal control and risks management system.

During 2016 four Committee meetings were held during which the work plan drafted by the internal audit function, its reports, the procedure relating to the accounting cycle and to reporting by subsidiary companies, were examined.

In carrying out its functions, the Control and Risks Committee has the right to access the information and company functions necessary for performing its duties and may use external consultants, within the terms established by the Board.

## **11. Internal control and risk management systems**

In fulfilment of the provisions of the Self-discipline Code, the Board of Directors establishes the policies of the internal auditing system and periodically verifies its adequacy and effective functioning, making sure that the main corporate risks are adequately identified and managed.

The internal control system is based on identification of the main risks related to the specific business carried out by the company and compliance with the relevant corporate prevention procedures.

As part of the internal control and risks management systems concerning the financial reporting process, IRCE S.p.A. has drafted administrative and accounting procedures for the preparation of the financial statements and consolidated financial statements and for any other communication of a financial nature.

The objectives of the financial reporting process can be identified in terms of the trustworthiness, accuracy, reliability, and timely nature of the disclosures themselves. Risk management activities are an integral part of the internal control system.

The company has adopted the Co.S.O Framework as a reference model.

### **11.1 Director appointed to the internal control and risk management systems**

The Chairman of the Board of Directors is the director appointed to supervise the functions of the internal control and risks management systems.

In his capacity as Body with management function, he reports constantly to the Board of Directors on all the aspects of corporate management, including verification of the overall adequacy of the efficacy and efficiency of the internal control and risks management systems.

During the year, no need emerged to refer urgently to the Control and Risks Committee or to the Board of Directors concerning any problems and critical aspects that may have emerged in performing its own activities or about which it may have become aware.

The Director appointed to the internal control and risks management system may ask the internal audit officer to carry out checks on specific operating areas and in respect of the internal rules and procedures



in executing corporate operations, giving notification of this simultaneously to the Board of Directors, the Chairwoman of the Control and Risks Committee and the Chairman of the Statutory Board of Auditors.

### **11.2. Internal Audit**

The Board of Directors assigned the Internal Auditing activity to an external professional, Mr Fabrizio Bianchimani and defined his remuneration in line with corporate policies and ensured that the same is provided with adequate resources for carrying out his own responsibilities.

Mr. Fabrizio Bianchimani was given direct access to all information useful for carrying out his duties.

The main activities carried out during the financial year were as follows: verification of the transactions and adequacy of the internal control and accounting systems, control of the correct observance of accounting and administrative procedures, providing periodic reports on the status of the internal control system and reporting any critical aspects of the system itself.

Bearing in mind the previous established scope of application, with reference to the Parent Company, during 2016 the Internal Audit performed control tests on the most risky processes, in particular sales and distribution and purchasing and inventory management, as well as, according to a rotation rationale, on some processes considered to represent a normal risk, in particular the preparation of the financial statements and the consolidation process.

### **11.3. Organisational Model pursuant to Italian Legislative Decree 231/2001**

Sensitive to the need to guarantee conditions of transparency and correctness in conducting corporate business, and to protect the expectations of shareholders and those that work for and with the company, IRCE S.p.A. has considered it in compliance with corporate policies to proceed with implementing the organisational, management and control model pursuant to Legislative Decree 231/2001.

Such an action was also undertaken with the conviction that adoption of the Organisational Model could be a valid instrument in order to make those working for the company more sensitive to adopting, when carrying out and conducting their own activities, correct and linear behaviour aimed at preventing the risk of committing the crimes covered in Legislative Decree 231/2001.

The company condemns behaviour contrary to current legal provisions and to the ethical principles also stated in the Code of Ethics.

IRCE S.p.A. was inspired by the "Guidelines for the construction of organisation, management and control models" pursuant to Legislative Decree n.231 of Confindustria of 8 June 2001, which provide guidance for interpreting and analysing the legal and organisational implications deriving from the introduction of Legislative Decree 231/2001

The Organisational Model, in the version currently adopted, intends specifically preventing the following types of predicate offence, as mentioned in the corresponding article of the Decree indicated at the side: Crimes against the Public Administration (articles 24 and 25), Corporate crimes (art. 25-ter), Crimes of market abuse (art. 25-sexies), Crimes of manslaughter and serious or very serious injury committed with breach of health and safety protection laws (art. 25-septies), Crimes regarding receiving, recycling and utilisation of money, assets or utilities of illegal provenance (art. 25-octies), Information technology crimes and illegal processing of data (art. 24 bis), Crimes against public faith (art. 25-bis), Crimes against industry and commerce (art. 25-bis.1), Environmental crimes (art. 25-undecies), Crime concerning the employment of citizens of foreign countries not in possession of a regular residence permit (art. 25-duodecies).

Having stated the above, during the month of July 2016 IRCE appointed the consultancy company Soluzioni Srl to draft and implement the project for revising and updating the currently adopted Model

231 and all the accompanying documentation, for designing an update of the information flows system and the auditing system in support of the activities of the Supervisory Authority. In carrying out this assignment, Soluzioni Srl provided support to the corporate managers for carrying out a preliminary assessment for the identification of risks – in relation to the various cases of predicate offence currently provided by Legislative Decree 231/2001 – to which the company is most greatly exposed, also in consideration of the regulatory development which took place after approval of the currently adopted organisation, management and control Model.

At the same time as the first edition of the Organisational Model was adopted, a Supervisory Body was set up for observing and interpreting the Organisational Model.

During 2016, the Company approved the new articles of association of the Supervisory Body and the same Body within it adopted rules for its functioning.

The Supervisory Body currently in office nominated by the Board of Directors on 05/09/2016 is composed as follows:

- Mr. Francesco Bassi, professional;
- Mr. Gabriele Fanti, professional;
- Mr. Gianluca Piffanelli, company employee.

Mr. Francesco Bassi was appointed Chairman of the Supervisory Body.

The Supervisory Body will remain in office for three years and more precisely until 31 August 2019.

During 2016, 4 meetings were held and minutes were regularly recorded.

#### **11.4. Independent Auditors**

The Shareholders' Meeting of 29/04/2011 appointed PricewaterhouseCoopers Spa to carry out the legal audit of the financial statements for the financial year and the consolidated financial statements of the group, and also to carry out the audit of the six-monthly report of IRCE S.p.A. for each of the financial years from 2011 to 2019.

#### **11.5 Manager responsible for preparing the corporate accounting documents**

The Board of Directors nominated Ms Elena Casadio, head of administration and finance of the company and director with proven professionalism and experience in financial and accounting matters, as "Manager responsible for preparing the corporate accounting documents".

In compliance with art. 24 of the Articles of Association: "Following the favourable opinion of the Board of Statutory Auditors, the Board of Directors appoints a manager, with proven professionalism and experience in finance and accounting, responsible for preparing the corporate accounting documents and fulfilling the duties laid down by current legal and regulatory provisions concerning periodic reporting."

#### **11.6 Coordination among subjects involved in the internal control and risk management systems**

Following agreement and in order to discuss individual topics, the Control and Risks Committee meetings are attended by the Chairman of the Statutory Board of Auditors, the Manager responsible for preparing the corporate accounting documents and the Manager responsible for the Internal Audit.

#### **12. Director interests and related-party transactions**

In fulfilment of art. 4 of the Regulation on related-party transactions adopted by the Consob with resolution No. 17221 of 12 March 2010, the Board of Directors has adopted (with Resolution of 30

November 2010) a procedure for the management and approval of related-party transactions; this procedure, published on the company's website, is applied, in compliance with said regulation, starting from 1st January 2011.

The procedure is available on the website [www.irce.it](http://www.irce.it) in the Investor relation/Corporate governance section.

The Board did not consider it necessary for further operating solutions to facilitate identification of the situations in which a director is the holder of an interest on his own behalf or on behalf of third parties.

### **13. Appointment of the Statutory Auditors**

Nomination of members of the Statutory Board of Auditors is governed by art. 23 of the Articles of Association. The Shareholders' Meeting elects a Board of Statutory Auditors composed of 3 (three) standing Statutory Auditors and 2 (two) substitute Statutory Auditors. The Board of Statutory Auditors is nominated on the basis of lists provided by the shareholders, in which the candidates must be listed using a progressive number. The list is composed of two sections: one containing the three names of the candidates to the position of standing Statutory Auditor and the other containing the two names of the candidates to the position of substitute Statutory Auditor. Only shareholders who together hold an interest no lower than that laid down by the Consob Issuers' Regulations, and that have the obligation of proving ownership of the number of shares necessary for presenting the lists within the deadline laid down by the current pro-tempore regulations have the right to provide lists. In compliance with the Consob Issuers' Regulations, the interest necessary for presenting the list will be indicated each time in the notice of call of the Shareholders' Meeting convened to resolve on the appointment of the statutory auditors. Each shareholder, as well as the shareholders belonging to one same group (for the definition of which reference should be made to the relevant legal provisions and regulations) or subscribing to a shareholder agreement regarding company shares, cannot present or vote, directly, by third parties, or via trust companies, more than one list. Any candidate appearing on more than one list shall be disqualified; under penalty of ineligibility or annulment, each Statutory Auditor must meet the requirements of integrity and professionalism laid down by applicable legal provisions and regulations, must cover offices of standing Statutory Auditor in no more than five issuers (for the definition of which reference should be made to the relevant legal provisions and regulations) and administration and control offices in companies as per Book V, Title V, Chapters V, VI and VII of the Italian Civil Code within the maximum limit allowed by applicable legal provisions and/or regulations. Outgoing standing and substitute Statutory Auditors can be re-elected. The lists must be lodged at the headquarters of the company within the deadline provided by the applicable pro-tempore provision and this will be mentioned in the call notice. Together with each list, within the presentation deadline, the shareholders that present it must lodge: a detailed information brief regarding the personal and professional characteristics of the candidates, declarations with which the individual candidates irrevocably accept the office, where appointed, and state, under their own responsibility, the inexistence of causes of ineligibility or incompatibility, as well as the meeting of the requirements prescribed by the law and by the articles of association for assumption of the office, where the conditions exist, the declaration stating the absence of any forms of association with shareholders who hold, also jointly, a controlling or majority holding. Lists that have been presented without observing the provisions of this article are considered as not having been presented.

The Statutory Auditors are elected as follows:

1. two standing statutory auditors and one substitute statutory auditor are selected from the list that obtained the highest number of votes in the Shareholders' Meeting, in the progressive order in which they are listed in the sections of the list;
2. the remaining standing statutory auditor and the other substitute statutory auditor are selected from the list that obtained the highest number of votes in the Shareholders' meeting after the first one and that is not connected, according to the law and regulations in force, with the shareholders that have presented or voted the list resulting first in terms of numbers, in the progressive order in which they are listed in the sections of the list;

3. if an equal number of votes are obtained from more than one list, crucial for the purposes of the election procedure, a second ballot will be held between such lists by all the shareholders present in the meeting.

The standing statutory auditor indicated as the first candidate in the list that has obtained the highest number of votes after the first in the shareholders' meeting will be appointed as chairperson of the Board of Statutory Auditors. If only one list is presented, the candidates indicated in said list will be elected, by relative majority vote, and the first candidate will be appointed as chairperson. If the requirements provided for by law and/or by the articles of association cease to be met, the Statutory Auditor will fall from office. In the case of the replacement of a Statutory Auditor, the substitute Statutory Auditor belonging to the same list as the former will take over. The powers, duties and functions of the Board of Statutory Auditors and its members are governed according to that provided by the relevant provisions.

The lists presented by the shareholders must comply with the principles laid down by art. 148, paragraph 1-bis of the Consolidated Financial Act to ensure that the allotment of the statutory auditors to be elected guarantees a gender balance.

#### **14. Composition and functioning of the Statutory Board of Auditors (art. 123-bis, paragraph 2, letter d) of the Consolidated Financial Act)**

The composition of the Statutory Board of Auditors in office on the closing date of the financial year, as illustrated in Table 3 attached to this report, is as follows:

- Chairman: Mr Fabio Senese;
- Standing Statutory Auditor: Mr Adalberto Costantini;
- Standing Statutory Auditor: Ms Donatella Vitanza;
- Substitute Statutory Auditor: Mr Gianfranco Zappi;
- Substitute Statutory Auditor: Ms Claudia Maresca.

The Shareholders' Meeting that nominated the Statutory Board of Auditors met on 28/04/2014 on the basis of current Articles of Association rules. The election for the three-year period 2014 – 2016 took place according to the criterion of the list vote. The only list presented was that of the majority shareholder Aequafin S.p.A. and the candidates were elected unanimously.

A brief description follows of the personal and professional characteristics of each Standing Statutory Auditor (in compliance with art. 144-decies of Consob Issuers' Regulations) on the basis of the declarations provided by each one and attached to the lists as well as any subsequent updates notified by those concerned.

#### **Chairman of the Statutory Board of Auditors – Mr Fabio Sense**

He is registered in the Bologna register of accountants and tax advisors and in the Register of Legal Auditors. He works freelance mainly in national and international tax consultancy and in the management of tax assessment, collection and litigation procedures. He has worked as a technical consultant in civil and criminal proceedings.

He has covered and still covers the positions of Statutory Auditor and Legal Auditor in companies operating in various production and service sectors, including those of navigation, transports, construction, fashion, medical biology, industry and commerce.

#### **Standing Statutory Auditor – Mr Adalberto Costantini**

He is an Accountant and Legal Auditor registered in the Bologna register of accountants since 1993.

He has many years' experience in the auditing of important Italian groups and companies listed in the Stock Exchange in his capacity as senior manager of Ernst & Young Italia, auditing division of the Bologna office.

Since 2011 he has been working as a professional Accountant and Legal Auditor in particular with regard to: corporate consultancy, corporate assistance in administrative and accounting matters, legal and voluntary auditing, corporate assessments, equity and economic due diligence, preparation of budgets and economic-financial outlook systems, support within the sphere of Italian Legislative Decree 231/2001.

During his professional career he has covered and covers numerous positions as a Statutory Auditor and legal Auditor in private companies and non-profit bodies and he has also covered the position of director in local utility companies subject to public control.

### **Standing Statutory Auditor – Ms Donatella Vitanza**

She is an Accountant and Legal Auditor registered in the Bologna register of accountants since 1991. In 2016, she was awarded a master's degree in Business Administration from Bologna Business School.

She exercises his profession mainly involving corporate, fiscal and company consultancy and legal auditing.

She has covered and currently covers offices of Statutory Auditor and Legal Auditor in private companies. She has been an auditor of Irce SpA since 2014.

Since 2017, she has been a board member of the Bologna register of accountants and tax advisors.

During 2016 6 meetings of the Board of Auditors were held at company headquarters. The meetings lasted on average around two hours.

The Chairman of the Board of Directors reported in an adequate and timely manner to the Board of Directors on the business carried out, the general management performance and its foreseeable development, as well as on the most significant operations – in terms of size and characteristics – carried out by the Issuer and its subsidiaries, as prescribed in compliance with the law and the corporate bylaws and therefore with a frequency of at least every three months.

Since the beginning of 2017 up to the date of approval of this document, one meeting of the Board was held. It is expected that during 2017 the Statutory Board of Auditors will hold a number of meetings in line with those held during the previous financial year.

No changes have been made to the composition of the Board between closure of the financial year and the date this document was approved.

The Board of Directors has ensured verification of the ascertainment of the requirements of integrity, professionalism and independence of the Statutory Auditors.

The Board has also verified that its members are qualified to carry out the functions of the control body from the point of view of professionalism, availability of time and independence.

While carrying out such a verification, it was confirmed that the members of the Statutory Board of Auditors are in possession of the requirements of independence according to the criteria laid down by the Corporate Governance Code and by art. 148, paragraph 3 of the Consolidated Financial Act. In carrying out such assessments, the Board applied the criteria laid down by the Code with reference to directors.

Any statutory auditor who, on his own behalf or on behalf of third parties, has an interest in a specific company transaction shall inform the other statutory auditors and the Chairman of the Board of Directors immediately and in detail about the nature, terms, origin and extent of his own interest.

The members of the Board of Statutory Auditors have adequate knowledge of the industry in which the Issuer operates, of the company dynamics and their development as well as the legislative and self-regulatory reference framework.

Legislative Decree no. 39/2010, "Implementation of directive 2006/43/CE, regarding the legal audits of annual accounts and consolidated accounts, which amends directives 78/660/EEC and 83/349/EEC, and which revokes directive 84/253/EEC", identified the Board of Auditors as the Control and Risks and Auditing Committee with supervisory functions on: i) financial reporting process; ii) efficacy of internal audit systems; iii) legal audit of annual accounts and consolidated accounts; iv) independence of the legal auditing company, in particular regarding the provision of non-auditing services to the body undergoing the legal audit of accounts.

In carrying out its work, the Board of Statutory Auditors coordinated with the Internal Control Manager, examining the activities carried out by the latter, and with the Control and Risks Committee, taking part in its meetings.

The Board of Auditors also:

- obtained information on the activity carried out by the Supervisor Body established pursuant to Legislative Decree n. 231/2001 within the sphere of the adopted organisational model;
- it held periodic meetings with the appointed internal auditing company also with the purpose of receiving information about the nature and extent of any services other than the auditing of accounts provided to the Issuer and to its subsidiaries by the same legal Auditing Company and the bodies belonging to the network of the same.

Remuneration of the auditors is commensurate with the commitment required, the importance of the covered role and the dimensional and sectorial characteristics of the company.

## **15. Relations with shareholders**

IRCE S.p.A. has set up a special section on its own website, easily identifiable and accessible under the heading Investor Relations of the menu located at the top of the home page, in which it provides information considered significant for shareholders, so as to allow shareholders to exercise their own rights consciously.

The Board of Directors has appointed an Investor relation Manager in the person of Mr Gianfranco Sepriano: tel. 0382 77535 - e-mail gianfranco.sepriano@irce-group.com.

## **16. Shareholders' Meetings** (pursuant to art.123-bis, paragraph 2, letter c) of the Consolidated Financial Act)

The functioning of the Shareholders' Meeting is governed by articles 9 to 14 of the corporate Articles of Association.

The regularly convened shareholders' meeting represents all shareholders and its resolutions taken in compliance with the law and the articles of association oblige all shareholders. It is ordinary or extraordinary according to the law.

Both the ordinary and extraordinary shareholders' meeting must be called via a notice to be published within the deadlines and with the procedures laid down by the law.

Representation in the shareholders' meeting is subject to the law. Shareholders who have sent, at least two working days before the meeting, the communication made by the intermediary, in compliance with their own accounting entries, in favour of the subject to whom the voting right is due, may take part in the shareholders' meeting. Each shareholder who is entitled to take part in the Shareholders' Meeting may be represented by another person in compliance with the law, by means of a written proxy or a proxy communicated electronically when provided by appropriate regulatory provisions and in accordance with the procedures established in them. In the last case, the electronic notification of the proxy may be made using the specific section of the Company website according to the procedures specified in the call notice.

The law will be applied for establishing the Shareholders' Meetings and for the validity of their resolutions, both during ordinary and extraordinary sessions.

The whole Board of Directors takes part in the Shareholders' Meetings and refers on the activity carried out and scheduled and shall ensure that the shareholders receive adequate information about the elements necessary so that they can take the relevant shareholders' meeting decisions with awareness.

During the shareholders' meeting for approval of the financial statements, the Chairwoman of the Remuneration Committee reported to the shareholders on the procedures for exercising the functions of the committee.

As for the functioning of the Shareholders' Meeting, the Rules for Shareholders' Meetings were approved as required by art. 12.4 of the Corporate Governance Code; this document is available on the company's website in the Investor relations/corporate governance section.

During the financial year there were no significant changes in the market capitalisation of company shares and in the shareholding structure.

#### **17. Further procedures of corporate governance** (pursuant to art.123-bis, paragraph 2, letter a) of the Consolidated Financial Act)

No Committees in addition to those described in the previous Sections were nominated, while adoption of the Organisational Model in compliance with Legislative Decree 231/2001 is discussed in paragraph three of Section 11.

#### **18. Changes since closure of the reference financial year**

No changes were made to the corporate governance structure between closure of the financial year and the date of approval of this document.

Imola, 15 March 2017

**TABLE 2: COMPOSITION OF THE BOARD OF DIRECTORS AND THE COMMITTEES**

BOARD OF DIRECTORS													Control and Risks Committee		Remuneration Committee		Related-party Committee			
Office	Members	Year of birth	Date of first appointment *	In office from	In office until	List (M/m)**	Executive	Non-executive	Independent as per the Code	Independent as per the Consolidated Financial Act	No. of other offices ***	(*)	(**)	(*)	(**)	(*)	(**)	(*)		
Chairman	Filippo Casadio	1948	1987	28/04/2016	2018	M	X				4	8/8								
Director	Francesco Gandolfi Colleoni	1947	1990	28/04/2016	2018	M	X				0	7/8								
Director	Gianfranco Sepriano	1946	1990	28/04/2016	2018	M		X			3	8/8	M	4/4	M	1/1				
Director	Orfeo Dallago	1964	2009	28/04/2016	2018	M		X	X	X	0	8/8	M	4/4	M	1/1	C	1/1		
Director	Francesca Pischedda	1975	2013	28/04/2016	2018	M		X	X	X	0	8/8			C	1/1	M	1/1		
Director	Gigliola Di Chiara	1968	2016	28/04/2016	2018	M		X	X	X	1	5/5	C	4/4			M	1/1		
DIRECTORS WHOSE OFFICE ENDED DURING THE YEAR																				
-																				
												<b>Number of meetings during the year:</b>		<b>8</b>	<b>CRC:</b>	<b>4</b>	<b>RC:</b>	<b>1</b>	<b>RPC:</b>	<b>1</b>

Quorum for presenting the lists by the minority for the election of one or more members (pursuant to art. 147-ter Cons. Fin. Act): 2%

## NOTES

\* By first date of nomination of each director we mean the date on which such director was nominated for the first time (ever) in the Issuer's Board of Directors.

\*\* This column indicates the list from which each director was selected (M: majority list; m: minority list; BoD: list presented by the BoD).

\*\*\* This column indicates the number of offices held as director or statutory auditor at other companies listed on a regulated market, in Italy or abroad, as well as in financial, banking, insurance companies or companies of significant sizes.

(\*) This column indicates the attendance of directors at meetings respectively of the BoD and Committees (indicate the number of meetings they have attended compared with the overall number of meetings which they should have attended; e.g. 6/8 etc.).

(\*\*) This column indicates the position of the director within the Committee: C, Chairman; M, Member.



**TABLE 3: COMPOSITION OF THE BOARD OF STATUTORY AUDITORS**

BOARD OF STATUTORY AUDITORS									
Office	Members	Year of birth	Date of first appointment *	In office from	In office until	List **	Independent as per the Code	Board meetings attended ***	No. of other offices ****
Chairman	Fabio Senese	1961	2014	28/04/2014	2016	M	X	6/6	10
Standing Statutory Auditor	Donatella Vitanza	1966	2014	28/04/2014	2016	M	X	6/6	9
Standing Statutory Auditor	Adalberto Costantini	1965	2011	28/04/2014	2016	M	X	6/6	13
Substitute Statutory Auditor	Gianfranco Zappi	1938	2014	28/04/2014	2016	M	X	0	14
Substitute Statutory Auditor	Claudia Maresca	1982	2014	28/04/2014	2016	M	X	0	0
STATUTORY AUDITORS WHOSE OFFICE ENDED DURING THE YEAR									
-									
Number of meetings during the year:			6						
Quorum for presenting the lists by the minority for the election of one or more members (pursuant to art. 148-ter Cons. Fin. Act): 2%									

## NOTES:

\* By date of first nomination of each statutory auditor we mean the date on which the statutory auditor was nominated for the first time (ever) in the Issuer's Board of Statutory Auditors.

\*\* This column indicates the list from which each statutory auditor was selected (M: majority list; m: minority list).

\*\*\* This column indicates the attendance of the statutory auditors at the meetings of the Board of Statutory Auditors (indicate the number of meetings they attended compared with the overall number of meetings they should have attended; e.g. 6/8 etc.).

\*\*\*\* This column indicates the number of offices held as director or statutory auditor by the person concerned in compliance with art. 148-bis of the Consolidated Financial Act and the relevant implementation provisions contained in the Consob Issuers' Regulations.

The complete list of offices is published by Consob on its own website in compliance with art. 144-quinquiesdecies of Consob Issuers' Regulations.

Those holding office of member of the control body of only one Issuer are excluded from such disclosure obligation.

# **IRCE SPA Group**

**Annual Report of the Manager responsible for preparing the  
corporate accounting documents**

**Year 2016**

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## **ANNUAL REPORT OF THE MANAGER RESPONSIBLE FOR PREPARING THE CORPORATE ACCOUNTING DOCUMENTS**

### **INTRODUCTION**

Article 154-bis of the Consolidated Financial Act - incorporating the provisions of Italian Law No. 262 of 28 December 2005 (Provisions for the protection of savings and the regulation of financial markets) and its subsequent amendments, as well as Italian Legislative Decree No. 195/2007 on Transparency – has introduced the mandatory role of the “Manager responsible for preparing the corporate accounting documents” with specific responsibilities regarding provision of a true and fair view of the assets, liabilities, financial position and profit or loss of the listed issuers, while also extending the scope of application to companies issuing financial instruments and which are listed on regulated markets.

The Manager responsible for preparing the corporate accounting documents is responsible for the System and, to this end, defines the administrative-accounting procedures for drafting the periodic accounting documents and any other financial communication, certifying, together with the Chairman, the adequacy and effective implementation during the period to which the documents refer.

The Board of Directors is responsible for appointing and establishing the duration of the office of the Manager responsible for preparing the corporate accounting documents and also, in compliance with article 154-bis of the Consolidated Financial Act, makes sure that the same is in possession of adequate powers and means to exercise the assigned tasks and that he/she also observes said procedures.

The controls established to protect financial reporting are subject to evaluation and monitoring in order to check, over time, both its “design”, i.e. the abstract suitability to mitigate identified risks in an acceptable manner, and the actual “operating powers”, i.e. their actual operation. The verification activities related to the adequacy and actual operation of the System are the responsibility of the Manager responsible for preparing the corporate accounting documents, through his/her own structure and through the direct involvement of the management responsible for the activities/processes, also through the support of the Internal Audit Office.

The objective of this document is therefore to fully report the activities implemented by IRCE S.p.A., ranging from the identification of the scope of consolidation under analysis, the outcomes of assessments of the reliability and adequacy of the internal control system and which could affect accounting and financial reporting that is functional to the certifications required by regulations, as listed below:

1. DEFINITION OF THE SCOPE OF APPLICATION
2. FORMALISATION OF PROCESSES AND ANALYSIS OF RISKS AND CONTROLS
3. TEST OF EFFECTIVENESS OF CONTROLS
4. EVALUATION OF EXCEPTIONS

As part of the internal control and risks management systems concerning the financial reporting process, IRCE S.p.A. has drafted administrative and accounting procedures for the preparation of the financial statements and consolidated financial statements and for any other communication of a financial nature.

The objectives of the financial reporting process can be identified in terms of the trustworthiness, accuracy, reliability, and timely nature of the disclosures themselves. Risk management activities are an integral part of the internal control system.

The company has adopted the Co.S.O Framework as a reference model.

This Report is presented to the Board of Directors and the Board of Statutory Auditors of IRCE SPA, in order to allow for the fulfilment of the activity pursuant to Article 154-bis, paragraph 4, of the Consolidated Financial Act, as well as to issue – on the part of the delegated Administrative Body and the Manager responsible for preparing the corporate accounting documents himself/herself – the certification of adequacy, compliance, suitability, correspondence and effective application of the administrative and accounting procedures for the preparation of the financial statements of the year and of the consolidated financial statements

## 1. DEFINITION OF THE SCOPE OF APPLICATION

During the phase of *definition of the scope of application* the following are identified:

- a) the Companies of the group which are deemed significant on the basis of quantitative and qualitative criteria and in terms of their contribution to the consolidated financial reporting in the year in question;
- b) significant accounts by means of quantitative measurements and additional refinements of qualitative nature ("*significant items*");
- c) company processes ("*significant processes*") which are associated with the accounts that must be subjected to testing activities for the *significant locations* previously defined

The objectives of the control – which aim to prevent any errors/fraud that could occur during the activities of initiation, registration, management and reporting of a transaction – have been identified by IRCE by taking into account:

- the significant accounts, i.e. the items of the financial statements which are individually significant in terms of materiality;
- the administrative and accounting processes which generate the significant accounts which are identified as specified above;
- the relevance of the abovementioned processes which are identified at the level of each company that belongs to the scope of consolidation.

IRCE S.p.A. has identified the scope of application on the basis of the materiality of the significant accounts, and their associated administrative-accounting processes for each individual company of the Group, for the consolidated financial statements.

In particular:

- companies in the Group whose assets or turnover are respectively 2% higher than the total consolidated assets or 5% higher than the total consolidated turnover were considered significant and therefore included in the possible scope of application;

- the selection of significant accounts was implemented by calculating a threshold of Group materiality by using a benchmark which utilises a threshold value between the higher of 1% of Shareholders' Equity and 5% of profit before tax;
- the most risky processes for the purposes of prescriptions pursuant to Italian law 262 were identified.

In order to confirm the company and process scope of application derived from the materiality analysis, the company has also implemented subsequent qualitative analysis.

By applying the model, it has been possible to identify the risk profile inherent in each process and the associated control activities used for monitoring purposes; the procedures and control grids for each process, which turned out to be sensitive on the basis of the abovementioned criteria, were formalised.

## **2. FORMALISATION OF PROCESSES AND ANALYSIS OF RISKS AND CONTROLS**

On an annual basis, the company:

- monitors the processes which significantly contribute to feeding into the items of the consolidated financial statements;
- defines and implements testing plans;
- guarantees the resolution of detected critical factors.

The Manager responsible for preparing the corporate accounting documents is responsible for mapping the processes and identifying the controls.

Bearing in mind the previous established scope of application, with reference to the Parent Company, during 2016 the Internal Audit performed control tests on the most risky processes, in particular sales and distribution and purchasing and inventory management, as well as, according to a rotation rationale, on some processes considered to represent a normal risk, in particular the preparation of the financial statements and the consolidation process.

The subsidiaries belonging to the IRCE S.p.A. Group are independently responsible for their own internal control system regarding financial reporting processes. Each company, in the person of its CFO, is responsible for ensuring its own compliance to the provisions established by Italian law 262 through a reporting process defined by the parent company.

The results of the testing activities and the improvement plans (the so-called corrective actions) are defined and immediately shared with the Chairman of the Board of Directors and the Control and Risks Committee.

Imola, 15 March 2017