

## **REGULATIONS**

Approved by the Board of Directors on 11.11.2010, and subsequently amended by the Board of Directors on 26.02.2015, prior approval of the Nominations and Compensations Committee on 26.02.2015

### **LIMIT ON THE NUMBER OF DIRECTORSHIPS THAT MAY BE HELD BY DIRECTORS OF IMMOBILIARE GRANDE DISTRIBUZIONE Società di Investimento Immobiliare Quotata S.p.A.**

#### **Article 1 – Purpose**

1.1 These regulations govern, in accordance with Art.1.C.3 of the Corporate Governance Code for Listed Companies, the maximum number of directorships or statutory auditorships that may be held in other companies as better specified and described in the table attached, deemed to be compatible with holding the office of director of Immobiliare Grande Distribuzione Società di Investimento Immobiliare Quotata S.p.A. (hereinafter referred to as IGD).

1.2 IGD directors shall accept the assignment when they believe they can dedicate the time needed to successfully carry out their duties, taking into account both the extent to which they are involved in other professional activities and assignments, as well as the number and the nature of the offices held in each board of other companies, while bearing in mind the responsibilities associated with acting as a director of IGD.

#### **Article 2 – Criteria used to evaluate other offices held.**

2.1 The Board of Directors determined the limit on the number of assignments that may be held based not on the simple amount of the latter, but rather by attributing a specific score to each office held which takes into account the nature and the size of the company, as well as the position that the IGD director holds in other companies, bearing in mind that the amount of time and commitment that the director must dedicate to each assignment varies greatly and assigning a limit, therefore, is extremely subjective.

2.2 The Board of Directors, having acknowledged that the limits on the number of assignments that may be held must be differentiated based on the different roles held by the director in IGD and bearing in mind the commitment connected to each of these functions, established that the criteria relating to the score to be assigned each office and the maximum number allowed should vary based both on the different office held, namely Chairman, executive director, non-executive director or independent director of IGD, as well as the possible membership to one or more committees – different from the Chairman's Committee – instituted within the IGD Board of Directors.

#### **Article 3 – Definitions**

For the purposes of these Regulations:

- when calculating the score and the maximum allowable, offices held by IGD directors in the following are taken into account:
  - a) in companies listed on regulated markets (including foreign);
  - b) in banks or insurance companies;
  - c) in financial companies, primarily retail organizations;

d) in large companies, precisely those companies that singly or, in the event consolidated financial statements are prepared, as a Group exceed at least two of the following limits in a year:

- revenue of at least €50 million;
- at least 250 employees;
- assets shown in the statement of financial position of at least €43 million;

Hereinafter the companies indicated in a), b), c) and d) will be referred to jointly as **Group A**

e) in companies other than those belonging to Group A (hereinafter referred to as **Group B**);

- for the purposes herein an executive director of another company includes the Chief Executive Officer, as well as the (i) Chairman of the Board of Directors or Supervisory Board; (ii) member of the Advisory Board; (iii) Sole Administrator;

- for the purposes herein a non-executive director of another company includes (i) a director without operating powers; (ii) member of the Board of Statutory Auditors; (iii) member of the Supervisory Board.

#### **Article 4 – Score attributed to each office and maximum allowed**

4.1. The score, determined as per Article 4.2 below, attributed to each type of office held in other Companies has the same value for all the offices held in IGD (Chairman, Vice Chairman, Executive Director, Non-Executive Director, Independent Director) while the total cumulative amount allowable relative to each single office held in IGD is different.

4.2 The score is determined as followed and shown in Table A attached:

- a) the office of executive director in Group companies = 1.5 points;
- b) the office of non-executive director in companies considered part of Group A = 1 point;
- c) the office of executive director in companies belonging to Group B = 1 point;
- d) the office of non-executive director in companies belonging to Group B = 0.75 points.

4.3 For the Chairman or Vice Chairman of IGD the total score for offices held in other companies should not exceed 15.

4.4. For the Chief Executive Officer IGD the total score for offices held in other companies should not exceed 13.

4.5 For non-executive and/or independent directors being also members of one or more Committees constituted within the IGD's Board of Directors – different from the Chairman's Committee - the total score for offices held in other companies should not exceed 20.

4.6 For non-executive and/or independent directors, without being part of any of the IGD's Board of Directors' internal Committees, the total score for offices held in other companies should not exceed 22.

#### **Article 5 – Procedure in the event an appointee's assignments exceed the maximum allowed**

5.1. The Directors will advise the Board of Directors of any new appointments in a timely manner and, if the limits indicated are exceeded, the Board will examine the case in order to understand if the offices held in other companies are indeed incompatible with acting as a director of IGD, giving less weight to instances in which the limits were exceeded as a result of offices held in parent companies, subsidiaries or companies subject to joint control of the companies belonging to Group B. If any exceptions are, subsequently, agreed upon by the Board of Directors information will be provided in the annual corporate governance report.

5.2. In the event the Directors fail to comply with the Regulations, the Board will make reference to this violation in the annual report on corporate governance.

5.4. Each year when the Board of Directors meets to approve the draft full year financial statements, and as requested by the Company, the Board will provide information about any directorships held and any changes that have occurred since the last report or, at any rate, with respect to the information already in the Company's possession.

**Article 6 – Approval and amendment of the regulations**

6.1. The Board of Directors will verify the adequacy of these Regulations over time and approve any needed amendments and/or additions.

6.2 The Nominations and Compensations Committee provides opinion on issues pursuant to art. 1.C.3 of the Corporate Governance Code.

6.3 The Board of Directors will provide the shareholders with any findings relative to the limits on the number of offices that may be held in the annual report on corporate governance.

**TABLE “A”**

<b>IGD S.p.A.</b>	<b>Group A)</b>		<b>Group B)</b>		
	Listed companies, insurance companies, banks, banking foundations, financial companies or large companies *		Companies other than those that are part of <b>Group A)</b>		
<b>Offices held in IGD</b>					Maximum score allowed
	Score assigned to each office held		Score for each office		
	Executive	Non Executive	Executive	Non Executive	
<b>Chairman and Vice Chairman</b>	1.5	1	1	0.75	15
<b>Executive Director</b>	1.5	1	1	0.75	13
<b>Non-Executive Director and Independent Director <u>member of one or more Commitees</u></b>	1.5	1	1	0.75	20
<b>Non-Executive Director and Independent Director <u>NOT member in any Commitee</u></b>	1.5	1	1	0.75	22