



Appointment of the Board of Statutory Auditors and its Chairman and definition of remuneration.

Summary of the proposals received Curricula Vitae with personal and professional characteristics of each candidate, including the list of directorships and control positions held in other companies.

The full original signed document is available in the Italian Section of the website.

Statutory Auditors

List n.1. submitted by the Shareholder BasicWorld S.r.l. holdings n. 22,206,065 shares representing 33.128% of the share capital:

Standing Statutory Auditors:

1. Sergio Duca
2. Alberto Pession
3. Gianna Luzzati

Substitute Auditors:

1. Maurizio Ferrero
2. Simonetta Mattei

Sergio Duca

Graduated with honors in Economics and Business from the "Bocconi" University in Milan. A certified chartered accountant and auditor, as well as auditor authorized by the U.K. Department of Trade and Industry, he acquired broad experience through the PricewaterhouseCoopers network as the external auditor of important Italian listed companies, including Fiat, Telecom Italia, and Sanpaolo IMI. He was the chairman of PricewaterhouseCoopers S.p.A. from 1997 until July 2007, when he resigned from his office and ceased to be a shareholder of that firm because he had reached the age limit provided for by the bylaws. After serving as, among other things, member of the Edison Foundation's advisory board and the Bocconi University's development committee, as well as chairman of the Bocconi Alumni Association's board of auditors and a member of the board of auditors of the ANDAF (Italian Association of Chief Financial Officers), he was chairman of the board of statutory auditors (and then regular auditor) of Exor until January 2016 and of GTech until April 2015, chairman of the board of auditors of Compagnia di San Paolo and of Silvio Tronchetti Provera Foundation, as well as chairman of the board of statutory auditors of Tosetti Value SIM. Chairman of the board of directors of Orizzonte SGR until October 2016, he was also an independent director of Autostrade Milano-Torino and Sella Gestione SGR. Member of the Ned Community, the Italian association of non-executive directors, he currently holds high offices on the boards of directors and the boards of statutory auditors of important Italian and foreign companies, associations, and foundations, serving as chairman of the board of auditors of the Foundation for the school of the Compagnia di San Paolo and ISPI (Institute for the Study of International Politics), as well as member of the board of directors, senior non-executive director and chairman and financial expert of the audit committee of Ferrari, member of the board of directors as well as of the audit, risk management and corporate governance committees of the Turkish listed company Tofaş, member of the board of statutory auditors of Basic Net and member of the board of auditors of the Intesa San Paolo Foundation. He has been Chairman of Enel's Board of Statutory Auditors since April 2010.

Last updating as of: August 31, 2018

ALBERTO PESSION
DOTTORE COMMERCIALISTA

via Ottavio Assarotti 7
10122 Torino
tel. (011) 197.03.869 - fax (011) 197.03.871
email: alberto.pession@studiopmv.it

PROFESSIONAL CURRICULUM

Personal data

Born in Torino on July 16, 1965
Resident in Agliè (district of Torino)
Domiciled at his own Professional Office in Torino
Married

Education

1983: graduated at High School - Liceo Classico Collegio San Giuseppe in Torino

1987-1988: attended training course for Italian Army reserve officer and graduated as Lieutenant at the Alpine Military School of Aosta

1989: graduated at the Torino Economics University

1990: qualified as Italian Chartered Accountant by the bar held at Torino University

1990: entered in Register of Chartered Accountants of Torino - section A

1990-1994 : contributor to "Eutekne", professional updating magazine in corporate and tax domain

1994-1998 : board member of the Association of Torino Young Chartered Accountants

since 1995: entered in the first Register of Italian Auditors by Ministerial Decree June 13, 1995

1996-2003: delegated member for the Torino district at the National Pension Fund of the Chartered Accountants

since 1997: entered in the Register of the Judge Consultants at the Torino Court

since 1998: member of A.N.T.I. – Italian Tax Consultants Association



ALBERTO PESSION
DOTTORE COMMERCIALISTA

since 2008: entered from the beginning in the new Register of Chartered Accountants of Torino - section A (reg. number 1205)

Training

1989-1999: professional apprenticeship and subsequent collaboration at "Rosso Gili Bava - Chartered Accountants Office" of Torino

2000-2001: partner at "Rosso Gili Bava - Chartered Accountants Office" of Torino

2002-2003: partner at "Dondona - Chartered Accountants Office" of Torino

since 2003: founding partner at "Pession Vercellio - Chartered Accountants Office" of Torino

Activity performed

Corporate and tax consultancy, including assistance for the ordinary fulfillments (financial statements, contracts, tax revenues) and for special operations (merger and acquisition, demerger, company branches sales).

Practice: corporate firms (mainly small and medium sized capital companies) operating in all business areas (manufacturing, trade, facilities).

Auditing Activity: experience gained from assignments in medium-sized Companies, among them:

- A.B.C. Farmaceutici S.p.A. (Ivrea - TO)
(pharmaceuticals manufacturing - annual turnover of 40 Mio Eur)
- BASICNET S.p.A. (Torino)
(apparel, footwear and accessories sector – Company listed on the MTA market Italian Stock Exchange – consolidated annual turnover 180 Mio Eur)
- ALPITOUR WORLD HOTELS & RESORT S.p.A. (Torino)
(travel commodities – annual turnover of 50 Mio Eur)
- COMPAGNIA GENERALE TRATTORI - C.G.T. S.p.A. (Vercelli)
(italian dealer of U.S. Caterpillar Group– annual turnover of 400 Mio Eur)
- EDEN VIAGGI S.p.A. (Pesaro – PU)
(travel commodities – annual turnover of 250 Mio Eur)
- EMU GROUP S.p.A. (Marsciano - PG)
(furniture manufacturing – annual turnover of 30 Mio Eur)



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- GRUPPO FINI S.p.A. (Ravarino - MO)
(food manufacturing – annual turnover of 40 Mio Eur)
- ITAL BROKERS S.p.A. (Genova)
(insurance broker – annual turnover of 30 Mio Eur)
- SYMPAK CORAZZA S.p.A. (Bologna)
(packaging machinery manufacturing – annual turnover of 30 Mio Eur)
- SIRELMA GROUP S.r.l. (Busano - TO)
(steel pressing manufacturing - annual turnover of 40 Mio Eur)
- SPARCO S.p.A. (Torino)
(automotive goods – annual turnover of 50 Mio Eur)
- TESA S.p.A. (Vercelli)
(corporate holding – consolidated annual turnover of 850 Mio Eur)
- UNO MAGLIA S.p.A. (Montevarchi – AR)
(clothing production – annual turnover of 40 Mio Eur)
- WISH S.p.A. (Milano)
(holding company – consolidated annual turnover of 1.120 Mio Eur)

Foreign Languages

Italian (native), English, French, Spanish

Torino, March 16, 2019

A handwritten signature in blue ink, consisting of stylized, overlapping loops and curves, likely representing the name Alberto Pession.

Gianna Luzzati

Dottore Commercialista



CURRICULUM VITAE

Personal informations

Gianna Luzzati

Torino, Corso Giovanni Lanza n. 103

Date of birth: 9/11/1962

Place of birth: Turin

Italian tax code: LZZ GNN 62S49 L219B

Office in Turin, Via Roma 235, 10123 - TORINO

Tel. 011/5201400 - fax 011/54.24.14

E-mail gianna.luzzati@studiobzdl.it PEC gianna.luzzati@legalmail.it

Registered in the "Ordine dei Dottori Commercialisti" of Turin from 18/12/1989 n. 1081;

Registered in the "Albo dei Revisori Contabili" according to the D.Lgs. 27/1/92 n. 88 and the D.P.R. 20/11/92 n. 474 con D.M. del 12/4/95 G.U. n. 46 bis del 16/6/95 nr. 33.504.

Education

March 1986	Degree in "Business ad Administration" at the University of studies of Turin with the score of 103/110
March 1989	State Examination for the licence of Chartered Accountant
December 1989	Enrolment in the "Albo dei Dottori Commercialisti" of Turin
April 1995	Enrolment in the "Registro dei Revisori Contabili"- Italian Auditors.

Work experiences

- April 1986 - July 1987 Financial analysis department in a financial company in Milan; with tasks in financial analysis, Index control and technical balance sheet analysis;
- December 1987 - December 1999 full-time consultant c/o "Studio del Dott. Giorgio Zucchetti" in Turin. Focusing in the area of tax and corporate consultancy, with a particular reference to the corporations and extraordinary operations;
- Since February 2000 Co-founder of "Studio BZDL" now re-named "D'Amico-Luzzati".

Specializations

- Corporate consultancy, draft of financial statements and tax declaration, focusing on the corporations;
- Extraordinary operations; mergers and acquisitions;
- Issuance of a bond loans;
- No profit companies.
- Skills on team bulding and personal organizaton.
- Great passion for art and sport.

Teaching activities

- Teaching activities at Master in Tax Law in Law department of UNITO in Turin.
- Teaching in the preparation class for the State Examination for the licence of Chartered Accountant.
- Speaker for the real estate tax group of "ODCEC" of Turin.

Conoscenza delle lingue

- English: Advanced certificate in Cambridge English and daily practice with foreign customers
- French: Alliance Française certificate and daily practice with foreign customers.

Torino, 18 marzo 2019

Gianna Luzzati





CONTACT MAURIZIO

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Maurizio Ferrero

Partner

Office : RSM Studio Palea Lauri Gerla – Turin

Services : Tax, Business Consulting, Wealth management, Specialist services, Transaction Advisory and M&A

Sectors : Energy, Financial services, Manufacturing, Automotive, Private Equity, Real Estate & Construction, Retail/Consumer Products

BIOGRAPHY

Dottore Commercialista (CPA), Certified Auditor and Technical Advisor of the Judge

Member of the Board of Auditors for non-profit organizations

RSM National ITAX Leader

Member of the Board of Directors of RSM Studio Palea Lauri Gerla

Member of the Technical-Scientific Committee for the Innovation of Synergia Consulting Group

Career:

- Partner of RSM Studio Palea Lauri Gerla
- Partner of Studio Palea
- Teacher of Tax Legislation at the Turin Business School, 1995–2005

Expertise:

- Corporate, tax and legal consulting, including financial market law for IPO, MTB (OPA)
- Valuation of companies and corporations; drawing up of evaluation reports

- Consulting, negotiation, as well as tax and contractual assistance in business combinations
- Tax and bookkeeping due diligence as transaction support
- Consulting on tax, financial market law and financial statements for OICVM and financial agents (SGR / SIM)
- Tax and legal consulting to banking and non-banking foundations
- IAS compliant company tax

Industries:

- Industry
- Trade
- Finance
- Asset management (mutual funds and real estate)
- Real estate

Simonetta Mattei
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E.mail: simonetta.mattei@studiodondona.it

PERSONAL DATA

Date of birth: 2 April 1967
Place of birth: Turin
Nationality: Italian

EDUCATION

- **High School Diploma (Classico)** at Classical Lyceum “Vittorio Alfieri”, Turin
- **Degree (B Sc.) in Economics** at Turin University, Dept. of Economics

QUALIFICATIONS

- **Enrollment in Register of Chartered Accountants**
- **Auditor**

PROFESSIONAL EXPERIENCE

- Present: Associated Professional at **Studio Dondona** in Turin.

Consultant for mainly Corporate Bodies with particular professional interest in:

- Company consultancy for preparation and compilation of end-of-year Tax returns for Annual Financial statement as well as consultancy on Direct and Indirect Taxes
- Civil and fiscal consultancy on special events (mergers, divisions, transformations, contributions, share transfer, due diligence etc)
- Civil and fiscal consultancy for non commercial bodies
- Consultancy for companies, individual companies and/or individuals on fiscal and inheritance matters
- Fiscal assistance on taxation

I have acted as Auditor for limited companies as well as chartered accountant for non commercial bodies. You can find them in the datasheets annexed.

- From June 2002 up to June2004: Administrator for “**ABIT**”

The role of Administrator for the Dairy group consists of both administrative and fiscal duties, as well as the implementation of my own internal procedures program with a view to optimizing the organization and efficiency of the company resources.

I was also responsible for the group's monthly economic/assets reports, which were used for management checking protocols, and consisted of balance sheets (including taxation values as well as notes for financial statements and management reports).

I have supported auditing companies in the certification of periodic returns as well as contributing to the editing of the establishment of bodies.

I have also been involved in the entire process of updating of company bookkeeping, and in particular with regard to Company and Board of Manager meetings. I have also assisted in the periodic Auditing activities

- Between 1994 and 2002: Activities for Professional Chartered accountants:

Studio Luca TARDITI (1994/1996)
Studio Alessio BERARDINO (1997/1999)
Studio Lorenzo FERRERI (2000/2002)

- 1993/1994: Commercial, Management and Administrative activities for commercial companies.

STUDIES AND SPECIALIZATION

Lecturer for the training school “Scuola di alta formazione Piero Piccatti dell’Ordine dei Dottori Commercialisti di Torino” which prepares for state exams (three year or special modules) with respect to “ Fiscal Aspects of financial Statements”

COMPUTER AND LANGUAGES

- Competent in Office (word e excel),
- English and French; Good oral and written capacity

I allow the use of my personal details as expressed by Decreto Legislativo 196/2003,.

Torino, 18 marzo 2019

Simonetta Mattei