

STRUCTURE OF THE BoD AND THE COMMITTEES (year 2008)

Board of Directors							Internal Audit Committee •		Compensation Committee ♦		Appointments Committee (if any) ◊		Executive Committee (if any)	
Office	Members	Executive	Non-executive	Independent	****	Number of other roles **	***	****	***	****	***	****	***	****
Chairman	Giliberti Enrico		x		100	1								
Managing Director	Majocchi Luca	x			100	1								
Director	Belloni Antonio		x		91	1			x	100				
Director	Benassi Lino			x	100	5	x	100						
Director	Cossutta Dario		x		82	-			x	100				
Director	Di Palo Carmine		x		91	-								
Director	Gros Pietro Gian Maria			x	82	5			x	100				
Director	Lanari Luigi		x		64	4								
Director	Lucchini Marco		x		91	-	x	100						
Director	Marini Michele		x		100	-								
Director	Masera Pietro		x		82	-								
Director	Reboa Marco ¹			x	50	6 ²	x	33						

¹ Prof. Marco Reboa resigned as of August 29, 2008; The Ordinary Meeting of January 26, 2009 appointed Prof. Alberto Giussani, who had already been co-opted by the Board on December 23, 2008.

² Prof. Reboa, until August 29, 2008, held the following roles: Director of ENI S.p.A., Interpump S.p.A. and IMMSI S.p.A., Chairman of the Board of Directors of Intesa Investimenti, Chairman of the Board of Statutory Auditors of Luxottica Group and Auditor of the Lactalis Italia S.p.A. Group.

Director	Volpi Nicola		x		73	2								
<ul style="list-style-type: none"> • Summary of reasons for absence of Committee or for different composition to that recommended by the Code: 														
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<ul style="list-style-type: none"> ◇ Summary of reasons for different composition (if applicable) to that recommended by the Code: <i>It was not deemed necessary to set up, within the Board of Directors, an Appointments Committee tasked with proposing director level posts, given also that - as mentioned in the Report – a list-based voting system has been put in place to guarantee clear election procedures and a well-composed Board.</i> 														
Number of meetings held in 2008			<i>BoD:11</i>	<i>Internal Audit Committee: 4</i>	<i>Compensation Committee:7</i>	<i>Appointments Committee:-</i>	<i>Executive Committee:-</i>							

NOTES

*An asterisk beside a name indicates whether the director was designated via lists submitted by the minority.

**This column shows the number of offices held by the person concerned as a director or statutory auditor in other companies listed on regulated Italian and foreign markets; in financial, banking and insurance companies; or in companies of major size. In the main body of the Corporate Governance Report offices held are indicated in full.

***In this column “X” indicates that a director is a member of the committee concerned.

**** This column indicates directors’ percent attendance respectively of Board and committee meetings.