



INTERNAL CONTROL COMMITTEE

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1. Purpose

This document presents and reports the establishment and the members of the Internal Control Committee.

2. Establishment and Members

Consistently with the recommendations of the Code of Self-regulation of Borsa Italiana S.p.A., the Board of Directors of Alerion Clean Power S.p.A. has established an Internal Control Committee with advisory and indicative tasks, comprising the following members:

- Michelangelo Canova (non-executive director)
- Alessandro Crosti (non-executive and independent director)
- Pasquale Iannuzzo (non-executive and independent director)

The Chairman of the Board of Statutory Auditors, or another Statutory Auditor who may be appointed from time to time, participates in the work of the Committee. The Chairman of the Board of Directors or another Executive Director may also participate whenever deemed necessary or appropriate in relation to the issues being considered and to the identification of adequate solutions to critical or potentially critical situations.

The Internal Control Committee

- elects its Chairman from among its members;
- draws up its own internal operating regulations;
- meets when called by the Chairman or his/her substitute;
- deliberates by majority voting.

Any Committee members with a personal interest in any issue under deliberation must inform the Committee and abstain from the deliberation.

Information concerning the deliberations must be made available to the Board of Directors during the first useful meeting. Said deliberations are of a merely advisory and indicative nature and are in no way binding on the Board of Directors.

3. Tasks

The Committee, partly on the basis of the information received from the Internal Control Manager:

- a) assists the Board of Directors in performing its tasks;
- b) assesses the work plan and the activities performed by the Internal Control Manager;
- c) together with the Company and Group administrative director and the independent firm of auditors, assesses the suitability and homogeneity of the accounting standards used to draw up the consolidated financial statements;
- d) assesses the proposals formulated for appointing the independent auditor, as well as the reports and letter of suggestions issued by the independent firm of auditors appointed to perform this activity;
- e) sends a brief written report to the Board of Directors, at least upon approval of the annual and interim financial statements, concerning the activities performed and the adequacy of the internal control system;
- f) performs any additional tasks attributed by the Board of Directors, particularly as regards relations with the independent firm of auditors.