



# **REMUNERATION AND STOCK OPTION PLANS COMMITTEE**

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## 1. Purpose

This document presents and reports the establishment and the members of the Remuneration and Stock Options Plans 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 Remuneration and Stock Option or Share Allocation Plans Committee, comprising the following members:

- Michelangelo Canova (non-executive director)
- Graziano Visentin (non-executive and independent director)

The Remuneration and Stock Option Plans 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 unanimously.

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

## 3. Tasks

The Committee has the following tasks:

- to make proposals to the Board, in the absence of the interested parties, for the remuneration of Directors holding particular offices, normally envisaging that part of the overall remuneration be linked to the business results achieved by the Company and by the Group and, possibly, to the reaching of specific objectives that must be indicated in advance;
- when requested by the Chairman, to formulate proposals for determining the criteria for remunerating the Senior Management of the Company and for adopting any stock option or share allocation plans.