



**REPORT ON CORPORATE GOVERNANCE AND THE COMPANY'S  
OWNERSHIP STRUCTURE PURSUANT TO ARTICLE 123 bis OF  
LEGISLATIVE DECREE NO. 58/1998  
(traditional administration and audit mode)**

**Name: *I.M.A. Industria Macchine Automatiche Spa***

**Web site: [www.ima.it](http://www.ima.it)**

***Financial Year of Reference of the 2013 Report***

***Approved by the Board of Directors Spa on 14 March 2014***

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## **Glossary**

**Code:** the Corporate Governance Code for listed Companies approved in December 2011 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria.

**Cod. civ./ c.c.:** Civil Code

**BoD:** the Board of Directors of IMA.

**“IMA” or the “Company”:** the listed company to which this Report is referred to

**Financial Year:** financial year ended 31st December 2013.

**Issuers Regulations:** the Regulations concerning issuers published by Consob in resolution n. 11971 of 1999.

**Markets Regulations:** the Regulations concerning markets published by Consob in resolution n. 16191 of 2007.

**Related Parties Regulations:** the Regulations issued by CONSOB under resolution no. 17221 of 12 March 2010 (as subsequently amended) regarding related parties transactions.

**Report:** the Corporate Governance Report which companies are required to prepare in accordance with article 123-bis of the TUF.

**TUF:** Legislative Decree 24th February 2008 n. 58 (Consolidated Finance Act).

## 1. Company Profile

Established in 1961, IMA is world leader in the design and manufacture of automatic machines for the processing and packaging of pharmaceuticals, cosmetics, tea, coffee and foods. The system of corporate governance adopted by IMA envisages the distribution of functions and powers in accordance with the traditional form of corporate governance, represented by the Shareholders' Meeting, the BoD and the Board of Statutory Auditors.

### 2. Information on ownership structure (in compliance with art. 123 bis, paragraph 1, TUF)

*-a- Structure of the paid-up capital (in compliance with art. 123 bis, paragraph 1, lett. a, TUF)*

Share capital on 31<sup>st</sup> December 2012 stands at Euro 19,150,560.00 divided into 36,828,000 ordinary shares with a par value of Euro 0.52.

The Company's shares are as per Annexe 1 below.

The Company's shares are listed on the STAR segment of Borsa Italiana S.p.A.

No financial instruments that convey the right to acquire newly issued shares through subscription are outstanding.

The Company has not approved stock options, stock grant, ecc. Plans.

*-b- Security Movement Restrictions (in compliance with art. 123 bis, paragraph 1, lett. b, TUF)*

As at Report date there are no restrictions on the movement of Company stock.

*-c- Shareholders with significant Equity Interests (in compliance with art. 123 bis, paragraph 1, lett. c, TUF)*

On the basis of the shareholders' register and taking into account communications received either pursuant to article 120 TUF or otherwise, shareholdings – whether direct or indirect – in the Company in excess of 2 per cent of share capital at the date of the present Report are as listed in Annexe 1 below.

*-d- Securities entitling holders to special rights (in compliance with art. 123 bis, paragraph 1, lett. d, TUF)*

As at Report date no securities entitling holders to special rights as to Company control or granting them special powers have been issued by the Company.

*-e- Employee equity stake: exercise of voting right (in compliance with art. 123 bis, paragraph 1, lett. e, TUF)*

As at Report date no employee shareholding is provided for.

*-f- Voting right restrictions (in compliance with art. 123 bis, paragraph 1, lett. f, TUF)*

As at Report date no voting right restriction has been provided for.

*-g- Inter-shareholder agreements (in compliance with art. 123 bis, paragraph 1, lett. g, TUF)*

On 6 September 2013 the agreement between the shareholders Rufus S.r.l., Morchella S.r.l. and SO.FI.M.A. Società Finanziaria Macchine Automatiche S.p.A. stipulated on 3 September 2009, modified on 3 July 2010 and tacitly renewed without modifications for a further three-year period, was resolved on 3 December 2012. On 3 September 2013 Rufus S.r.l. and Morchella S.r.l. sold their entire shareholding in IMA to third parties. Previously, these shares all formed part of the shareholders' agreement.

Notice of early termination of the agreement was published in "MF", a daily newspaper, on 6 September 2013 and filed at the Bologna Companies Register on the same day.

On 6 September 2013, the agreement between the shareholders Rufus S.r.l., Morchella S.r.l. and SO.FI.M.A. Società Finanziaria Macchine Automatiche S.p.A. stipulated on 3 September 2009, modified on 4 July 2010 and tacitly renewed without modifications for a further three-year period, was resolved on 3 December 2012.

This agreement, which was due to expire on 3 December 2012, was tacitly renewed, without amendments, for a further three years, i.e. until 3 December 2015.

Notice of the tacit renewal of the agreement was given by publishing an extract in the "Il Sole 24 Ore" daily newspaper on 8 December 2012 and then deposited at the Bologna Companies Register on 10 December 2012.

*-h- Change of control clause (in compliance with art. 123 bis, paragraph 1, lett. h, TUF) and provisions relating to takeover bids (in compliance with art. 104, paragraph 1 ter, and 104 bis, paragraph 1, TUF)*

As at Report date no material agreement envisaging its becoming effective, being changed or expiring in case of principal of same being taken over has ever been entered into either by IMA or any other of its subsidiaries, excepting for some loan, the agreements of which may provide for the Company to fully pay the loan back in the event of changes parent company.

IMA's Articles of Association do not derogate from the provisions of the passivity rule provided by art. 104, paragraphs 1 and 2 of the CFA and do not provide for application of the neutralization rules laid down in art. 104 bis, paragraphs 2 and 3 of the CFA.

*-i- Authorisation to increase company capital and acquire own shares (in compliance with art. 123 bis, paragraph 1, lett. m, TUF)*

The Extraordinary Shareholders' Meeting voted on 28 January 2011 to grant a mandate to the BoD for a period of five years from the date of the resolution under art. 2443 of the Cod. Civ. to increase the share capital for payment in one or more tranches by up to a maximum at par of Euro 1,773,200 by issuing a maximum of 3,410,000 ordinary shares of par value Euro 0.52 each, to be placed exclusively with third parties excluding current shareholders' option rights, in accordance with art. 2441.4.2 and/or art. 2441.5 of the Cod. Civ.; consequent amendment of art. 5 of the Articles of Association.

On 21 March 2011 the BoD has approved the partial execution of the mandate under article 2443 of the Italian Cod. Civ., granted by the Extraordinary Shareholders' Meeting on 28 January 2011 to increase the Company's share capital by payment, in one or more tranches, by a nominal amount of Euro 1,418,560.00 and, in any case, within the limit of 10% of the share capital of IMA by issuing 2,728,000 new ordinary shares of par value Euro 0.52 each, excluding pre-emption rights pursuant to Article 2441, section four, second paragraph, of the Italian Cod. Civ., to be offered to "qualified investors" in Italy (as defined by Article 34-subsection 3, paragraph 1b) of Issuers Regulation ) and institutional investors abroad, with the explicit exclusion of the United States, Canada, Japan and any other country in which the offer or sale of the shares on offer would be prohibited by applicable law.

On 22 March 2011 the Company acknowledged that the subscription for the capital increase approved by IMA's BoD has been successfully concluded.

The Shareholders' Meeting of 22 April 2011 has approved the purchase of own shares as provided for under Statute 2357 of the Italian Cod. Civ..

The BoD has therefore being authorised by the Shareholders' Meeting to purchase Company's own shares up to maximum provided by law, taking into account already owned shares, and up to available reserves and qualifying distributions on the basis of the last approved balance sheet and of the Board's empowerment to transfer or dispose of Company's own shares.

The Shareholders' Meeting has authorised acquisition and/or transfer and/or disposal of own shares for the purpose of stock stabilisation as may be required and in general for implementing own share purchasing plans for increasing stock value to the advantage of shareholders.

Likewise, the Shareholders' Meeting of 27 April 2012 renewed the authorisation of the purchase of treasury shares, pursuant to art. 2357 of the Civil Code, for a further twelve month period.

Accordingly, on several occasions during the year, the Company exercised its right to perform operations on its own shares by purchasing a total of 31,914 shares equal to 0.087% of the share capital.

The Shareholders' Meeting of 24 April 2013 renewed the authorisation for the purchase of treasury shares, pursuant to art. 2357 of the Civil Code, for a further twelve-month period.

However, the Company did not exercise its right to carry out transactions in its own shares.

At the date of this report, IMA owns 5,500 treasury shares.

*-l- Management and Co-ordination Activity (in compliance with art. 2497 c.c.)*

Notwithstanding that it is controlled by SO.FI.M.A. Società Finanziaria Macchine Automatiche S.p.A., IMA is in no way subject to the former's management or co-ordination activity, as envisaged under Statutes 2497 and following of the Italian Civil Code.

In compliance with art. 37, paragraph 2, of CONSOB's Market Regulations, below we explain the reasons why we believe that IMA is not subject to management and coordination on the part of the Parent Company SO.FI.M.A. Società Finanziaria Macchine Automatiche S.p.A: as a matter of fact all decision making and management policy definition and implementation and the actual day-to-day running of IMA itself are in no way affected by the holding company, as also ensured

by the fact that IMA's Board of Directors includes a fair number of independent directors such as to carry weight with any of the Board's final resolutions on any matter.

Further witnessing to IMA's stated business independence is the fact that the Company has full and unconditional powers of negotiation with all of its customers, suppliers and banks of reference, and also the fact that IMA or any of its subsidiaries and SO.FI.M.A. Società Finanziaria Macchine Automatiche S.p.A. do not have any centralised cash account in common.

It should be noted that:

- the information required under article 123-bis, subsection 1(i) ("*agreements between the company and its directors ... which provide for bonuses in the case of dismissal or firing without good cause, or if their contracts of employment are terminated following a public offer of purchase*") is listed in the report on Directors' compensation published pursuant to art. 123 ter TUF.;

- the information required under article 123-bis, subsection 1(l) ("*the rules applicable to the appointment or replacement of directors ... and amendments to the articles of association, if different from any additional rules of law or regulations that may be applicable*") is illustrated in the section of the Report dedicated to the Board of Directors (Section 4.1).

### 3. Compliance

IMA complies with Borsa Italiana's Code with the exception hereinafter.

The Company and its subsidiaries having strategic relevance are not subject to foreign rules that exercise influence over IMA corporate governance.

The Report at 31 December 2013 was executed pursuant to the new Borsa Italiana S.p.A. format dated January 2013.

The Code is published in Borsa Italiana website (<http://www.borsaitaliana.it>).

### 4. Board of Directors

**-4.1.-appointment and replacement** (in compliance with art. 123 bis, paragraph 1, lett. l, TUF)

The Company bylaws envisage that the Company is managed by a BoD composed of a number of members that may vary from five to fifteen.

In order to adjust the Articles of Association to the provision of L. n. 120 dated 12th July 2011 on gender balance of BoD and Audit Statutory Board members, BoD voted on 26<sup>th</sup> September 2012 the amendment of articles 15 and 23.

The provisions, which are aimed at ensuring compliance with the said law, will be applicable as from the first renewal of the Board of Directors and Board of Statutory Auditors subsequent to this date and for three consecutive mandates.

The art. 15 of the Company bylaws ensures that the appointment of BoD through the list vote mechanism.

The lists, accompanied by the professional curricula of each nominated person and signed by the Shareholders presenting them, must be filed at the registered offices at least 15 (fifteen) days prior to the date of the Shareholders' Meeting in first calling, together with the documentation that demonstrates the right to present such lists. Each list must be filed together with declarations from each candidate accepting their nomination and declaring, under their own responsibility, that there are no reasons for ineligibility or incompatibility, as defined by law, and that they satisfy the requirements specified by law or in the related regulations.

Lists may only be presented by shareholders who alone or together with other shareholders own at least 2.5% (two point five percent) of the Company's share capital as is established by law and by CONSOB Communication n. 18775 dated 29 January 2014.

Each list must contain:

- candidates must be of both genders in order to ensure the composition of BoD in compliance with regulatory of gender balance;
- at least two candidates meeting the independence requirements established for statutory auditors in art. 148.3 TUF.

On the completion of voting, the candidates on the two lists that obtained the largest number of votes are elected, on condition that these exceed half of the percentage of capital required for the presentation of lists, to be determined at the time of voting, on the following basis:

(a) the number of directors drawn from the list that obtains the largest number of votes is one less than the total number of members of the BoD established previously by the Shareholders' Meeting; within this numeric limit, the candidates are elected in the numerical order in which they appear on the list;

(b) one director, being the first candidate on the list, is drawn from the list obtaining the second largest number of votes that is not related in any way, directly or indirectly, with the Shareholders who presented or voted for the Majority List.

In accordance with regulatory of gender balance, each list must contain at least two candidates meeting the independence requirements established for statutory auditors in art. 148.3 TUF.

If the election of candidates using the above procedure does not secure the appointment of the number of Independent Directors required by current regulations:

(i) if there is a Majority List, the number of candidates who are not independent (representing the number of missing Independent Directors) and who were elected last in numerical order on the Majority List will be replaced in numerical order by the unelected Independent Directors on that list;

(ii) in the absence of a Majority List, the number of candidates who are not independent (representing the number of missing Independent Directors) and who were elected last in the lists from which no Independent Director was drawn will be replaced in numerical order by the unelected Independent Directors on those lists.

Furthermore in the case in which, applying the procedures previously described, the composition of the Board of Directors does not allow the compliance with the regulatory of gender balance, the last candidate taken from the only one list presented will be excluded or, where more lists are presented, from Majority List, and will be replaced by the first unelected candidate belonging to the gender less represented, drawn from the same list as the candidate excluded; the same procedure shall be applied such as to ensure the requirements provided by the regulatory of gender balance in force from time to time.

If it is not possible to comply, totally or partially, with regulatory of gender balance, the Assembly integrates the body with a majority vote, ensuring the fulfilment of the requirements.

In the absence of lists, the Board of Directors is appointed, in respect of the gender balance in force from time to time, at the Shareholders' Meeting with the majorities established by law.

If one or more Directors cease to serve for whatever reason, they are freely replaced in accordance with the law, in respect of the gender balance in force from time to time. Except that if a Director who ceases to serve is the Director elected from the Minority List, the Director appointed in replacement must be drawn from that Minority List, in respect of the gender balance in force from time to time.

IMA as a company admitted to STAR segment of Mercato Telematico Azionario organised and managed by Borsa Italiana S.p.A. shall apply regarding the composition of the BoD and rules and functions of the executive and independent directors as provided for art. 2 and 3 the Code.

The succession plan for executive directors was not subject to assessment by the Board, since IMA does not pertain to the FTSE MIB index.

#### ***-4.2.-composition (in compliance with art. 123 bis, paragraph 1, lett. d, TUF)***

The Board of Directors, which composition is as per Annexe 2 below, was appointed by the Shareholders' Meeting of 27 April 2012 on the basis of the sole list of names submitted to it by the then majority shareholder, SO.FI.MA. Società Finanziaria Macchine Automatiche Spa.

Furthermore, the number of Board members was set at twelve by the aforementioned Shareholders' Meeting, all of whom shall remain in office until the Shareholder's Meeting called to approve the annual balance sheet closed as at 31 December 2014 convenes.

The Directors names of the SO.FI.MA. Società Finanziaria Macchine Automatiche Spa list hereinbefore were as follow: 1) Marco Vacchi, 2) Alberto Vacchi, 3) Andrea Malagoli; 4) Maria Carla Schiavina, 5) Gianluca Vacchi, 6) Luca Poggi, 7) Romano Volta, 8) Marco Galliani, 9) Pierantonio Riello, 10) Paolo Frugoni, 11) Enrico Ricotta, 12) Italo Giorgio Minguzzi, 13) Stefano Malagoli, 14) Maurizia Malagoli e 15) Alessandra Schiavina.

The shareholders with a majority of 66,474% resolved to appoint a board of directors set at twelve; the composition of the actual BoD is the same of the previously one.

No changes have been made to the BoD composition following the end of the financial year.

Personal traits and professional qualifications of each director are listed below:

- MARCO VACCHI: born in Castenaso (Bologna) on 30 July 1937, married with one son. Formerly employed in the field of land reclamation, dredging and construction, together with IDICE S.p.A. he is involved in the construction of major public works. A distinguished entrepreneur, he has helped to develop IMA from a medium-sized industry into a leader of its market sector, and was Chairman of the Board of Directors from 1982 until June 2007. In 2004 his contribution to industry was rewarded with the title *Cavaliere del Lavoro*.

- ALBERTO VACCHI: born in Bologna on 17 February 1964, he is married with one son. A law graduate and businessman, he has been Managing Director of IMA since 1996 and Chairman of the Board since 2007. He is continuing the hard work of the Vacchi family (the main shareholder) in its endeavours to establish IMA on the international stage. A member of the National and Regional Executive Committee of Confindustria On 7 June 2011 he has been appointed President of Unindustria Bologna for the period 2011-2015. On 27 June 2013 he was elected as a member of the Board of Directors of UCIMA (the Italian Association of Automatic Packing and Packaging Machine Manufacturers) until June 2017.

- ANDREA MALAGOLI: born in Modena on 30 September 1965, he is married with one daughter. A graduate in Economics and Business Studies, he is a businessman and Executive Director of IMA, with delegated powers for the pharmaceutical business and Far East Market. The former head of AFC and General Manager, he has an excellent knowledge of the Group's structure and internal organisation.

- MARIA CARLA SCHIAVINA: born in Bologna on 29 March 1965, she is married with two children. A businesswoman and graduate in Economics and Business Studies, she is a non-executive director who has for years been responsible for the administrative management of Schiavina S.r.l.

- GIANLUCA VACCHI, born in Bologna on 5 August 1967, graduated in Economics and Business Studies from the University of Bologna in 1993. He is a businessman and revenue officer, and holds a significant share in the entity that controls IMA. He acted as an investor-relator for IMA between 1995 and 1997, and currently works in the private equity sector, via the finance company First Investments S.p.A.

- LUCA POGGI, born in Bologna on 14 May 1961, graduated in Economics and Business Studies from Bologna University in 1984. He has been a member of the Italian College of Chartered Accountants and Tax Consultants since 1986 and registered on the roll of Freelance Journalists since 1995. An expert on tax and corporate law, he has long-standing collaborations with several specialised publications. He is the main partner of Poggi & Associati, a firm of tax and financial consultants whose clients include leading industrial multinational groups, specialising in advice on corporate taxation, M&A, and extraordinary finance. Since 2003 he has also given advice on private equity transactions set up by private operators and professional investors.

- PAOLO FRUGONI: born in Rome on 24 April 1947; graduated with the highest grade and honour in Medicine and Surgery in 1971 at the University of Padua; he took a Postgraduate Diploma in Oncology in 1976 at the Faculty of Medicine and Surgery at the University of Ferrara; subsequently, he acted as assistant professor at the Institute of Pathology at the University of Padua; oncology teacher at Gyneacology Specialization School in 1977 at the University of Padua; he took a Postgraduate Diploma in Business Organization (CUOA) in 1978 at the Faculty of Engineering, University of Padua, and from 1978; shareholder and director of Autofrance R.R. S.r.l., a Renault dealer in Padua from 1979 to 1998; he was from 1982 to 1984 director of Firs S.p.A. at that time a listed company; he is currently a partner and director of Immobiliare Indipendenza S.r.l. (real estate).

- PIERANTONIO RIELLO: born in Venice on 31 October 1959. He has a background in economics, and began his business career in the field of communications, which paved the way for the establishment of a company specialising in programmable electronics for the IT sector, expanding the sphere of activity of his family's businesses. In 1993 he also entered the mobile telephony industry, acquiring Telital, a company which he developed and then sold five years later to the Generali Group. He then turned his attentions to the energy industry, transforming Industrie Riello into Italy's leading manufacturer of uninterruptible power supplies. He then expanded his activities to the international scene, establishing a presence in every country in Europe.

- MARCO GALLIANI: born in Bologna on 20 February 1954. A law graduate, he works in the family's metallurgy business (extrusion of aluminium and production of semi-finished silver and silver alloy products).

- ROMANO VOLTA: born in Bologna on 15 February 1937, he is married with three children. He holds an honours degree in Electronic Engineering from Bologna University. Initially a teacher and university lecturer, he embarked on an innovative business career in the field of bar code readers and optic-electronic controls for industrial automation with the company Datalogic S.p.A., listed on the Italian stock exchange. Subsequently, through ACZON S.p.A., he broadened his field of activity into pharmaceutical research and biotechnologies, specialising in oncology. From 1998 – 2004 he was asked to act as Chairman of the Bologna Manufacturers' Association. In 1997 he was awarded the title *Cavaliere del Lavoro*.

- ITALO GIORGIO MINGUZZI: born in Cesena on 7 April 1944, he is married with two children. He graduated in law and was a professor in business law at the Faculty of Economics and Commerce at Bologna University for 30 years. Today, he is a director and auditor of several listed companies. He also practices as a lawyer, specialising in commercial and international contracts. He has published numerous works on international contracts, antitrust and arbitration.

- ENRICO RICOTTA: born in Rome on 22 January 1956. He graduated with honours in Economics from the University of Rome, and later obtained an MBA from ISTAO. He is the author of several publications on industrial policy. The founding partner of Mandarin Capital Partners, he has acquired thirty years' experience in industry, consulting, corporate finance and private equity. As the managing partner of DRKB Fund Italia, he has carried out nine investments, and holds Board-level positions in eleven companies. He is a former General Manager of IMI-ABN Amro where he managed investments in six industrial enterprises. Prior to that he was a partner in Strategie & Accordi, a consulting firm specialising in strategic analysis and joint ventures, CEO of Start (the Montedison Group), a company responsible for transnational technology transfer, a Project Manager at Montedison and a Marketing Manager at Merloni.

The curricula of the directors appointed by the Shareholders Meeting, together with the documentation required by the Articles of Association, were deposited at the Company's head office by the shareholder SO.FI.M.A. Società Finanziaria Macchine Automatiche Spa at the time the list for the appointment of directors was presented and simultaneously published on the Company's website ([www.ima.it](http://www.ima.it)), where they are still available.

General criteria as to the maximum permissible number of executive and auditory offices that may be held in other corporate business enterprises without detriment to the effective performance of duties and obligations incumbent upon an IMA Board member were defined by the Board in full session on 25 October 2006 and on 29 October 2007.

The Board's resolution as to the aforementioned item may be summed up as follows:

a) no more than three (3) executive officer appointments may be held by a Company director in any regulated market-listed corporate business enterprise, holding or stock-broking company, bank, insurance company, or in general in any such corporate business organisation if considerable size;

b) no more than five (5) non-executive or independent officer appointments may be held by a Company director in any regulated market-listed corporate business enterprise;

c) no more than six (6) non-executive or independent appointments may be held by a Company director in any holding or stock-broking company, bank, insurance company, or in general in any such corporate business organisation if of considerable size;

d) no more than six (6) auditor appointments may be held by a Company director in any supervisory body of a regulated market-listed corporate business enterprise, holding or stock-broking company, bank, insurance company, or in general in any such corporate business organisation if of considerable size;

e) no more than an overall total of twelve (12) appointments in any of the capacities as specified under points a) to d) above may be held by a Company director.

The foregoing limitations shall not apply to any directorship appointment in IMA Group companies, be it a parent company, holding or subsidiary, or in any other small company, regardless of its business activity, as contemplated under Art. 144-duodecies of the Issuing Regulation, nor to any auditing appointment in any supervisory body thereof.

It is the Chairman's duty to ensure a constant flow of information to the directors to make them aware of changes in legislation and regulations that will have an impact on the Company.

**-4.3.- Role of the Board of Directors** (in compliance with art. 123 bis, paragraph 2, lett. d, TUF)

The BoD met eight times during 2013 with each meeting lasting approximately one hours and an thirty minutes on average.

The frequency with which Directors attended the meetings of the Board of Directors is summarized in Annexe 2.

Executive Responsible for the Preparation of the Company's Accounting Documents was present at the Board Meeting having a subject matter the approval of the Financial Statements as at 31 December 2012 and the Half Year Report as at 30 June 2013.

On 24 January 2014 the Company released a calendar showing the meetings scheduled for the Board of Directors in 2014; a total of four meetings have been scheduled for 2014.

As at March 2014 the Board of Directors had already met three times.

The documentation relating to items on the agenda of the Board of Directors meeting for enabling the directors to take its decisions are made available to its members according to adequate timing.

During the course of the meetings, the Chairman encouraged contributions from all of the directors to foster a fruitful debate.

The Board of Directors is the body responsible for laying down the strategic and operational guidelines of the Company and of the Group that it heads up.

It is the exclusive responsibility of the Board of Directors to examine and approve the business plans of the Company and of the Group and to regularly monitor their implementation, as well as to define IMA's corporate governance system and the corporate structure of the Group.

\* \* \*

The BoD evaluates, paying particular attention to the meetings called to approve financial reports, the general performance of the Company, and periodically comparing the results achieved with those planned.

\* \* \*

On 27 April 2012, the BoD decided that it had exclusive power with regard to the examination and the approval in advance of the transactions carried out by IMA and its subsidiaries having a significant impact on the company's profitability, assets and liabilities or financial position.

\* \* \*

With regard to identifying transactions with strategic, economic, equity or financial significance for IMA, transactions with an economic value of more than € 10 million will be considered in this category.

\* \* \*

On 15 May 2013, the Board performed an evaluation of the size, composition and functioning of the Board itself, and its committees. The result of this evaluation was positive, also considering the fact that the Board members include representatives of diverse disciplines, thus guaranteeing adequate decision-making capabilities.

The BoD has not availed itself of external advisers for this evaluation.

The BoD came not with orientations to shareholders about professional personages, their presence is requested, before the appointment of the same BoD.

\* \* \*

Basis of art. 15 of bylaws the directors are not required to comply with the no-competition restrictions laid down by art. 2390 c.c., unless decided otherwise by the stockholders' meeting. IMA Shareholders meeting has not resolved the observance of it.

#### **-4.4.- Bodies with Delegated Powers**

##### *Chairman and Managing Director*

Pursuant to art. 22 of the Statute, the Chairman of the BoD is the legal representative of the company and signs on its behalf.

Art. 17 of the Statute envisages that meetings of the BoD are called by the Chairman of the BoD. The Chairman of the BoD also coordinates the work of the Board and ensures that all directors are supplied with adequate information about the matters placed on the agenda for discussion.

In its meeting of 27 April 2012, the BoD resolved to appoint Mr. Alberto Vacchi as Chairman and Managing Director of the Company; Mr. Alberto Vacchi has been holding both offices since 26 June 2007.

With a specific mandate issued on 27 April 2012, the BoD delegated to Alberto Vacchi all powers, to be exercised individually, for the ordinary and extraordinary administration of the Company, with the sole exception of the following rights and powers that were not delegated to him:

- the power to purchase, sell, exchange, contribute, swap, transfer or receive, on any basis and for whatever reason, shares or equity interests in companies, associations or bodies;
- the power to purchase, sell, exchange, contribute, swap, transfer or receive, on whatever basis and for whatever reason, including for rental or other purposes, lines of business, businesses or business units of any kind;
- the power to purchase, sell, exchange, contribute, swap, transfer or receive, on whatever basis and for whatever reason, including rentals for more than nine years, of real estate in the form of either land or buildings;
- the power to give secured or other guarantees, and give sureties or letters of patronage, except (in relation to the sureties and letters of patronage) for those given on behalf of direct or indirect subsidiaries of the Company;
- the power to grant beneficial rights over the assets of the Company.

By virtue of the delegation of these powers, for which there is no situation of interlocking directorates provided for under point 2.5 of the Code, he qualifies as chief executive officer of IMA.

The concentration of offices in one single individual satisfies valuable organizational requirements due to concentration of equity holding.

##### *Honorary Chairman*

On 26 June 2007 Mr. Marco Vacchi was appointed as Honorary Chairman of the Company.

##### *Report to the Board of Directors*

In accordance with art. 17 of the Statute, the Directors with delegated powers must provide the information required by art. 150 of TUF and art. 2381 of the Italian Civil Code to the Board of Directors and the Board of Statutory Auditors, at least every three months, at the time of Board meetings or in a written communication.

On different occasions during 2013, Delegated Functions duly reported to the Board as to activities performed according to their brief and empowerment at the Board's first available meeting.

#### **-4.5.- Other Executive Directors**

There is another director on IMA's Board who qualifies as executive. On 27 April 2012, the director Andrea Malagoli, who until 1 June 2010 held the position of General Manager of the Company, was granted specific delegated powers for pharmaceuticals and for the Far East, in virtue of which he has taken on the position of Managing Director of IMA.

#### **-4.6.- Independent Directors**

In accordance with the procedure adopted by the BoD to verify the independence of Directors, Directors must declare their eligibility to qualify as independent Directors when slates of candidates for election are filed and when they are nominated, and their credentials are verified by the BoD at the first meeting held after their nomination.

At the first BoD meeting, on the basis of information submitted by Directors and of that generally available to the Company, the BoD has found same to have the necessary prerequisites of independence as stated by them and in accordance with provisions under Article 147-ter, paragraph 4, of TUF, under the Voluntary Self-regulatory Code.

At the meeting on 14 May 2013, the Board checked whether its members still complied with the independence requirements.

The BoD has duly given notice of the above to the market.

The following list details independent Directors according to self-submitted information:

- PAOLO	FRUGONI
- MARCO	GALLIANI
- PIERANTONIO	RIELLO

Independence has been found by the Board of Directors under Article 147-ter, paragraph 4, of TUF and under Articles 3.C.1 and 3.C.2 of the Voluntary Self-regulatory Code.

The assessment of the independence of the members of the Board of Directors was followed by the Board of Statutory Auditors, which also carried out the checks for which it was competent.

Those listed as candidates for appointment to the board as independent directors have taken a commitment to communicate immediately any changes to the information provided to date, especially anything relating to their independence.

#### **-4.7.- Lead Independent Director**

Since 2006 IMA's Board of Directors has set up the office of *Lead Independent Director*. This resolution was adopted with a view to ensuring ever better Company practice according to best international standards and to provisions contemplated under the Code, where designation of a *Lead Independent Director* is especially recommended in case of the BoD' Chairperson also holding the office of Managing Director.

The Lead Independent Director represents a point of reference and coordination for the requests and suggestions of the independent directors.

This role was covered beginning from 27 April 2012 by Paolo Frugoni.

The Lead Independent Director was, among other things, able to call - autonomously or on the request of the other directors - special meetings of just the independent directors to discuss topics that concern the functioning of the Board of Directors, using the facilities offered by the company.

During 2013 no meetings of independent directors only were convened,

## **5. Handling of Company Information**

On 30 November 2006 the BoD approved a special procedure for the management and communication of documents and informations concerning IMA with particular regard to price-sensitive informations.

IMA paid special attention to the disclosure to third parties of informations concerning them. This procedure is an integral part of Model 231.

Communications from the company follow the principles contained in the "Guide to Market Information" issued by Borsa Italiana and the Instructions to the Regulations of Markets Organized and Managed by Borsa Italiana S.p.A.

## **6. Internal Committees Of The Board Of Directors (in compliance with art. 123 bis, paragraph 2, lett. d, TUF)**

Even though the Code recommends listed issuers to set up a Remuneration Committee, a Control and Risk Committee and a Nomination Committee, it also explained that their functions could be delegated to a lower number of committees, providing they comply with the rules for their composition indicated in each case by the Code.

At the board meeting of 27 April 2012, IMA therefore decided to set up as from that date a single committee that brings together the functions, duties and powers previously assigned to the Remuneration Committee, Control and Risk Committee and a Nomination Committee and therefore all of the functions and duties suggested or attributed to these committees by the Code.

Considering the number of directors, the Board was of the opinion that a single committee would still be able to achieve the objectives of the Code.

**7. Nomination Committee**  
**8. Remuneration Committee**  
**9. Control and Risk Committee**

As mentioned above, the BoD appointed a single Committee combining the functions, duties and powers previously assigned to the Remuneration Committee, Control and Risk Committee and a Nomination Committee

The information relevant to composition and performance of the Committee are listed as per Annexe 2.

The Committee consists of the following three non-executive directors, the majority of whom are independent:

- Marco	Galliani	Independent Director
- Maria Carla	Schiavina	Non-executive Director
- Pierantonio	Riello	Independent Director

On 2012 the independent director Mr. Marco Galliani was appointed as Chairman of the Committee.

On 27 April 2012 the BoD has evaluated Mr. Marco Galliani, Mrs. Maria Carla Schiavina and Mr. Pierantonio Riello, as the members of the committee that have an adequate experience in accounting and finance; the Code suggests that at least one member of the Committee have an adequate experience.

The meetings were attended by the Chairman of the Board of Statutory Auditors or by his nominee.

The Committee met five times during 2013.

Agenda items, the discussion of which has been duly recorded in meeting minutes, included the following items

- examination of the proposals submitted by auditing firms to be appointed as the independent auditors;
- drafting of the Report on Remuneration to introduce to the Shareholders' Meeting;
- adequacy and uniformity of the accounting policies used in preparing the consolidated financial statements;
- auditing of incentives by which part of remuneration of executive directors is variable and subject to the attainment of given economic targets relevant to fiscal year 2012;
- preparing the Report of the Committee on its activities and the adequacy of the system of internal control;
- examination of reports on the evaluation of the system of internal control and risk management;
- checking the work performed and assessing the adequacy of the system of internal control;
- final report on the work performed in 2012 by the Supervisory Board and the activity plan for 2013;
- examination of the criteria used in the periodic assessment of the members of the Supervisory Board, including their suitability and independence;
- periodic assessment of the policy for the remuneration of directors and key management personnel;
- periodic assessment of the policy for the remuneration of directors and key management personnel;
- criteria for the compensation to be paid to the Manager Responsible for the Preparation of Financial Reports, given the particular nature of this position;
- relations with the Company's other control bodies and reviewing the work that they have performed.

The person in charge of internal audit participated in some meeting of the committee upon invitation of the same.

With reference to the items herein before, the Committee was watchful to ensure correct implementation of afore-described criteria.

The Committee had direct access to all useful information for the performance of its duties; during 2013 the Committee has not availed itself of external advisers.

### **10. Director's Remuneration**

Regarding the information of this paragraph please refer to the Compensation Report published pursuant to art. 123 ter TUF.

### **11. Internal Control and Risk Management System**

The internal control and risk management system is the set of rules, procedures and organizational structures aimed at making possible a sound and correct management of the Company consistent with the established goals, through adequate identification, measurement, management and monitoring of the main risks.

The BoD defined the guidelines of internal control and risk management system.

Details of the main characteristics of the risk management and internal control systems relating to financial information (also at consolidated level) can be found in Appendix 1.

#### **- 11.1. - Executive Director to superintend the functioning of the internal control and risk management system**

On 30 November 2006 the BoD of IMA appointed Alberto Vacchi, as an Executive Director to superintend the functioning of the internal control and risk management system.

\* \* \*

The Executive Director in charge of the Internal Control and Risk Management System has:

- ad identificare i principali rischi aziendali e li ha sottoposti all'esame del Consiglio;
- a dare esecuzione alle linee di indirizzo definite dal Consiglio, provvedendo alla progettazione, realizzazione e gestione del sistema di controllo interno, verificandone l'adeguatezza complessiva, l'efficacia e l'efficienza;
- ad implementare tale sistema alla dinamica delle condizioni operative e al panorama legislativo e regolamentare.

During the course of the year no problems or critical issues arose that needed to be reported by the Executive Director to the Committee, to enable it to take appropriate action.

#### **- 11.2. - Person in charge for Internal Audit**

Pursuant to appointment by the Board of Directors against proposal thereof by the Executive Director, until dismissal at any future date, Mr. Claudio Rizzi is in charge of the Company's as Internal Audit.

Mr. Rizzi is accountable to hierarchical superior, the Service Direction, solely in his corporate role as Quality & Compliance Manager.

\* \* \*

The person in charge of internal audit has direct access to all useful information for the performance of his/her duties.

During 2013 the person in charge of internal audit reported about his activity to the committee on 14 March 2013, on 15 May 2013 and on 11 December 2013.

The main activities conducted by the Person in charge for Internal Audit during the year have consisted of executing and completing tests concerning compliance with administrative and accounting procedures in relation to law 262/05, for the Company and its main subsidiaries, for the processes included in the scoping.

The Person in charge for Internal Audit also tested organisational procedures in relation to law 231/01, with regard to IMA and IMA INDUSTRIES S.r.l..

The Person in charge of Internal Audit carried out the activities and controls established at the Company and the major subsidiaries for the management of risks identified by the Executive

Director in charge of the internal control system, as indicated in paragraph 11.1; in particular, the whole area of patent management was analysed during the year.

Although specific financial resources and staffing were made available to the internal audit function to perform its duties, the related remuneration, as proposed by the Manager in charge of the internal control system and risk management prior to the consent of the Committee and the Board of Statutory Auditors, was not set by the Board, but by the Personnel Department, as in the past.

### **- 11.3. - Organizational Model pursuant to Legislative Decree 231/2001**

On 27 March 2008 the BoD has adopted the Organizational Model of organisation, Management and control envisaged by the regulation of Legislative Decree 231/2001.

The adoption of the mentioned Model has involved the adoption and/or the change of some Company's internal procedures.

Together with the adoption of the Model pursuant to Legislative Decree 231/2001 the Company has adopted a Code of Ethics and appointed the Monitoring Unit.

The members of Monitoring Unit are:

- avv. Maria Lucia Sireci – Chairman, a professional with a legal background with particular knowledge of the Company's organisational and corporate structure;
- dott. Gerardo Diamanti, a professional with an economic background and specific competence in controlling cash flows;
- dott. Mario Panzeri, a professional corporate consultant with specific experience in supervisory committees and expertise in protocols and procedures.

The task of Monitoring Unit is to oversee the functioning and observance of the Model of Organisation, Management and Control and its effective ability to prevent crimes being committed; Monitoring Unit is required to report to the Board of Directors and the Board of Statutory Auditors at least once every six months.

The members of the monitoring unit don't hold any office of the Company and they have the specific professional competencies to perform the activities assigned and to act with continuity.

The Monitoring Unit shall remain in office indefinitely.

The Model was not updated in 2013.

Model of Organisation, Management and Control is accessible at Company website, and more precisely at <http://www.ima.it>.

The wholly owned and direct subsidiaries Ima Industries S.r.l., Corazza S.p.A. and Gima S.p.A. have long been adapted to the provisions of Legislative Decree 231/01, adopting their own organizational model.

Despite having taken into consideration new legislation that provides for the possibility to assign the functions of the Supervisory Board to the Board of Statutory Auditors, the Board of Directors has decided, for the moment, not to take up this option, but is willing to examine its feasibility in the near future.

### **- 11.4. – Independent Auditor**

PricewaterhouseCoopers S.p.A.'s mandate came to an end with the approval of the financial statements at 31 December 2012 and, as laid down by law, could not be renewed.

Having taken note of the favourable opinion of the Board of Statutory Auditors, the Shareholders' Meeting of 29 April 2013 approved the appointment of Reconta Ernst & Young S.p.A. to audit IMA's separate and consolidated financial statements for the nine years from 2013 to 2021.

### **- 11.5. - Executive Responsible for the Preparation of the Company's Accounting Documents**

On 28 January 2010, the BoD appointed Sergio Marzo as Manager Responsible for the Preparation of Financial Reports, in accordance with art. 25 of the Articles of Association and having heard the opinion of the Board of Statutory Auditors.

Sergio Marzo has all of the requirements laid down in art. 25 of the Articles of Association: at least three years' experience in administration, finance and control and the integrity required for directors.

The Manager Responsible for the Preparation of Financial Reports has all the powers necessary to fulfil his duties, including an expense budget.

The Manager Responsible for the Preparation of Financial Reports reports twice a year to the BoD on the activity carried out as well as on the expenditure.

### **- 11.6. – Coordination between those involved in the system of internal control and risk management**

Regular meetings are held between those involved in the system of internal control and risk management to facilitate an exchange of information relevant to the conduct of their duties.

## **12. Interests Of Directors And Related Party Transactions**

On 1 December 2010, the Board approved, in accordance with the provisions of CONSOB's Related Parties Regulation, a specific procedure, which was drawn up taking into consideration the instructions subsequently provided by CONSOB on how to apply the new rules with communication DEM/10078683 of 24 September 2010.

The purpose of this procedure, which is published on the Company's website ([www.ima.it](http://www.ima.it)), is to lay down the approach to be taken in identifying, reviewing and approving transactions to be carried out by IMA, or by its subsidiaries, with related parties to ensure that they are transparent and fair from both a substantial and procedural point of view.

Related-party transactions are identified in accordance with the guidelines of the CONSOB regulation.

More relevant related-party transactions are submitted for advance approval by the Board, which in turn has to obtain the consent of a special committee made up solely of independent directors; to express their opinion, this committee can also make use of outside experts, who also have to be independent.

The related party transaction relevant to the year 2013 are shown in note to IMA's annual financial statements.

The Board of Directors has not adopted operating solutions suitable to facilitate the identification and an adequate handling of those situations in which a director is bearer of an interest on his/her behalf or on behalf of third parties.

## **13. Appointment of Statutory Auditor**

The Articles of Association expressly provide for Auditors to be designated according to prevailing applicable law and regulations to ensure the gender balance pursuant to article 148.1 TUF and to ensure designation of a serving and alternate Auditor by minority shareholders.

The lists presented have two sections: one for the appointment of serving Auditors and the other for the appointment of alternate Auditors. The lists contain a number of candidates that does not exceed the number of Auditors to be elected, listed in numerical sequence. Each candidate may only be included on one list or, otherwise, will be ineligible for election; the first two candidates in the respective sections of the lists must be of both genders

Lists may only be presented by Shareholders who alone or together with other shareholders own at least 2.5% (two point five percent) of the shares with voting rights, or such different threshold as is established in the legal requirements and the related regulations. With regard to this item see as is established by CONSOB Communication n. 18775 dated 29 January 2014.

The lists, signed by those presenting them, must be filed at the company's registered offices at least twenty-five days prior to the date fixed for the Stockholders' Meeting in first calling.

At the time of presenting the list, the total percentage ownership held must be specified, together with all the other documentation required by law and the regulations. In order to provide evidence of the ownership of the minimum investment necessary to present the lists, the shareholders have to submit, together with the list, the relevant statement including any information related to the identity of the shareholder/shareholders presenting the list, the share capital percentage of their legal ownership applicable at the time of the list submission and the certification of the percentage required by the laws applicable at the time of the list submission at the company's offices. The related certification may also be submitted after filing, provided submission is within twenty one day prior to the date established for the Shareholders' meeting at first calling.

By the twenty-fifth day prior to the date of the Shareholders' meeting at first calling, a description of the professional curricula of each candidate is filed together with each list, including a declaration from each candidate accepting the nomination and confirming, under their own responsibility, that there are no conflicts of interest or reasons why they cannot be elected, and that they meet the requirements of office set down in the regulations and the Statute.

In the event that at the date of the above deadline only a single list has been deposited, or only lists presented by shareholders who, on the base what is set out above, are connected with each

other in the sense of the regulations in force, lists may be presented up to the fifth day following that date. In this case the threshold is reduced by one half.

The first two candidates in the respective sections of the list that obtains the largest number of votes are elected as serving Auditors and alternate Auditors, together with the first candidate in the respective sections of the list obtaining the second largest number of votes that is not related in any way, directly or indirectly, with the Shareholders who presented or voted for the Majority List.

In the event of a voting tie involving two or more lists, the oldest candidates, in respect of the gender balance in force from time to time, will be elected as Auditors to the extent of the places available. The candidate on the Minority List is the Chairman; the previous period applies if two or more lists obtain the same number of votes.

The provisions of the law and current regulations apply if just one list is presented, or just lists from shareholders who are associated with the shareholders who presented or voted for the Majority List.

In respect of the gender balance in force from time to time, if a serving Auditor has to be replaced, the first alternate on the same list as the retired person takes over until the next Stockholders' Meeting.

If just one list is presented, or in the case of a voting tie between two or more lists, the first serving auditor drawn from the list of the past Chairman will serve as Chairman until the next Shareholders' Meeting.

In respect of the gender balance in force from time to time, if a serving Auditor or the Chairman has to be replaced in circumstances where only one list was presented, their places are taken until the next Stockholders' Meeting by, respectively, the next alternate Auditor or serving Auditor in sequence on the corresponding sections of the list.

#### **14. Composition and Functioning of the Board of Statutory Auditors (in compliance with art. 123 bis, comma 2, paragraph d, TUF)**

Information on the membership of the Board of Statutory Auditors are listed in the Annexe n. 3 below.

The mandate of the previous Board of Statutory Auditors, in office for the period 2010-2012, expired at the Ordinary Shareholders' Meeting of 24 April 2013.

The ordinary shareholders' meeting held on 24 April 2013 appointed the Board of Statutory Auditors in charge as at date Report that will remain in office until approval of the financial statements as of 31 December 2015.

Appointments were made pursuant to submission of only one proposals list by the majority shareholder, SO.FI.M.A. Società Finanziaria Macchine Automatiche Spa, and on the basis thereof twenty - five (25) days prior to the Shareholders' Meeting on Company HQ premises, and appointee-designate names were duly disclosed by publication on the Company's website ([www.ima.it](http://www.ima.it)), detailing overall percent of Company stock held.

Proposals were duly complemented by exhaustive information detailing the personal and professional qualifications of each appointee-designate as well as by a statement from each attesting to having the necessary prerequisites for office under law and to be willing to accept said office.

The Shareholders acting on his/her behalf or by proxy having 70.577% of the shares resolved by a majority to appoint the Board of Statutory Auditors as it is at the moment.

During the 2013 fiscal year Statutory Auditor met seven times. Each meeting lasting approximately one hour and twenty minutes on average.

As at March 2014 the Board of Directors, that is required to have a meeting each ninety days at least, had already met one time.

The composition of Board of Statutory Auditors has not changed of 31st December 2013.

Personal traits and professional qualifications of each director are listed below:

- GIACOMO GIOVANARDI: born in Modena on 4 December 1961, he is listed on the register of Chartered Accountants and Tax Consultants, and on the Register of Auditors. Since 1986 he has worked as a chartered accountant, and in 1995 he became a partner in Studio Bertoli Giovanardi Grimaldi & Partners, a firm of consultants providing legal, fiscal, financial and administrative advice to companies, businesses and individuals. He is a Board member and auditor for various industrial, commercial and property firms.

- ROBERTA DE SIMONE, born in Forlì on 16 November 1964, is listed in the register of Chartered Accountants and Tax Consultants of Forlì, and in the Register of Auditors. She has worked as a Chartered Accountant since 1994, advising businesses on fiscal and corporate matters and insolvency proceedings. She is a Board member of various industrial firms.

- RICCARDO PINZA: born in Forlì on 2 October 1969, he is a registered lawyer in Forlì. Since 1996 he has carried on the legal profession together with his father, Roberto Pinza, who founded the Studio Legale Pinza, and various colleagues, specialising in civil law, corporate law and labour law. He sits on the Board of Directors of various manufacturing companies.

The curricula of the directors currently in office, together with the documentation required by the Articles of Association, were deposited at the Company's head office by the shareholder SO.FI.M.A. Società Finanziaria Macchine Automatiche Spa at the time the list for the appointment of directors was presented and simultaneously published on the Company's website ([www.ima.it](http://www.ima.it)), where they are still available.

\* \* \*

The Board of Auditors has periodically checked the independence of its members having regard to the criteria provided by the Code with reference to the directors.

\* \* \*

The Company has not approved a special procedure for the auditor who has an interest, either directly or on behalf of third parties, in a certain transaction of the Company, shall timely and exhaustively inform the other auditors and the Chairman of the Board of Directors about the nature, the terms, origin and extent of his/her interest.

Anyway the members of the Statutory Auditors, also in compliance with the ethics laws which rules they have to observe, have to inform it of any interest.

\* \* \*

The Board of Statutory Auditors also monitored the adequacy of the internal control system and that of the administrative and accounting system and the latter's reliability in correctly representing transactions.

The Board of Statutory Auditors monitored the independence of the external auditor, verifying both its compliance with the applicable provisions of law and the nature and amount of non-audit services provided to IMA and its subsidiaries by Reconta Ernst & Young S.p.A. and entities belonging to the latter's international network

\* \* \*

The Board of Auditors has coordinated its activity with that of committee; Chairman of the Board of Auditors has participated in all the meetings of internal and remuneration committee.

The Board of Auditors also liaises with the other internal auditing bodies, in particular with the (Executive) Director responsible for preparing the company and accounting records, the head of internal auditing and the Supervisory Committee.

## **15. Investor Relations**

Pursuant to Criteria 9.C.1 of the Code there is a special section on the website (<http://www.ima.it>) that may be easily identified and accessed, in which the information concerning IMA that is material for its shareholders is available, so as to allow the shareholders an informed exercise of their rights

IMA publishes through its internet site texts of press releases and paid notices published by the Company in the press with regard to rights inherent in the securities it has issued, the documentation relevant to the shareholders meeting and the documentation available to the public.

A member of the IMA staff has been appointed investor relations manager to handle dealings with the Italian and international financial communities and with all the Company's shareholders (*investor relations manager*).

This position is held by Mr. Andrea Baldani.

## **16. Shareholders' Meetings**

The contents of the Article 10 of the bylaws is as follow:

### **Art. 10**

*Stockholders' meetings are called by the directors through a notice to be published on the company website as well as according to the related regulations. The stockholders' meeting is held in the municipality where the company has its registered offices, or elsewhere in Italy, the European Union or Switzerland.*

*The notice of meeting may indicate the date for the second or, in the case of extraordinary meetings, the third callings should a voting quorum not be achieved at the earlier attempts; in the absence of the above indication, the second and/or third callings of meetings must be made within thirty days of, respectively, the first or the second calling.*

*Requests to add items to the agenda of Shareholders' Meetings may be presented by Shareholders, to the extent allowed by law.*

*The legitimate attendance of the shareholders' meetings and the exercise of voting rights is regulated in accordance with current law.*

*Participation at the Shareholders' Meeting, in compliance with the law, is available to the holders of voting rights having a statement issued by the certified intermediary that legitimates the right to attend and vote; the statement must reach the company in compliance with the regulations.*

\* \* \*

The Shareholders' Meeting held on 5 May 2000 approved the regulations for shareholders' meetings (available from the company's website: <http://www.ima.it>) which govern the orderly and functional conduct of the company's shareholders' meetings, partly with a view to encouraging the widest possible participation by shareholders.

In order to adjust the Regulations for Shareholders' Meetings to the provisions of Decree 27 of 27 January 2010 the Extraordinary Shareholders' Meeting voted on 28 January 2011 the amendment of the Regulations for Shareholders' Meetings.

\* \* \*

The BoD has reported on its activity to the shareholders' meeting in the report on operations. The BoD has made every effort to disseminate the documentation concerning the items on the agenda and to ensure that shareholders receive sufficient information to enable them to take informed decisions on the matters for which the shareholders' meeting is competent.

As regards the market capitalisation of IMA's shares, it is worth noting that the price went from Euro 14.40 at the beginning of the year to Euro 28.00 at the end of the year.

## **17. More of Corporate Governance Pratices**

On 21 July 2008, the Board approved a procedure (available on the company's website <http://www.ima.it>) concerning transactions in the company's shares either directly or through intermediaries by significant persons and related parties, by stipulating black-out periods during which these individuals are not able to buy or sell shares at specific times of the year.

The approved procedure was then subject to a number of updates that were authorised by the Board of Directors, most recently on 14 November 2013.

During 2013 nineteen transactions were reported and the filings can be seen on the Company's website.

## **18. Changes and revisions as at date of closing of financial year of reference**

On 4 February 2014, IMA S.p.A. signed a preliminary contract (subject to the condition precedent of obtaining the necessary antitrust clearances) with the shareholder of Transworld Packaging Holding B.V., the holding company of the ILAPAK Group, for the purchase of an

additional 30% stake in the share capital of Transworld Packaging Holding B.V., bringing IMA's investment in the ILAPAK Group to 81%.

On 6 February 2014, IMA signed an agreement with the European Investment Bank for a loan of 29 million euros.

The loan has a maximum duration of six years and is guaranteed 50% by SACE, an Italian insurance and financial group.

Ozzano dell'Emilia, 14 March 2014  
On behalf of the Board of Directors  
The Chairman  
Alberto Vacchi

## ANNEX 1: INFORMATION ON OWNERSHIP STRUCTURE

	<b>Number of Shares</b>	<b>% of total shares capital</b>	<b>Listed</b>	<b>Rights and Obligations</b>
Ordinary Shares	36.828.000	100%	Listed on STAR Segment Borsa Italiana Spa - Segmento STAR	Right to vote the Company's ordinary and extraordinary shareholders meetings

## ANNEX 2: STRUCTURE OF THE BOARD OF DIRECTORS AND THE BOARD COMMITTEE

<b>Main Shareholders</b>			
<b>Declarant</b>	<b>Direct Shareholder</b>	<b>Percent share on ordinary capital</b>	<b>% share on voting capital</b>
Lopam Fin Spa	SO.FI.M.A. Società Finanziaria Macchine Automatiche Spa.	66,219%	66,219%
Folco Gaia Francesca	Folco Finanziaria Immobiliare S.r.l.	3,530%	3,530%

## ANNEX 2: STRUCTURE OF THE BOARD OF DIRECTORS AND THE COMMITTEES

Board of Directors											Internal Audit and Remuneration Committee		Incidental Nomination Committee		Incidental Executive Committee		Incidental Other Committee		
Position	Members	Position held from	Position held till	Slate (M/m) *	Exec.	Non exec.	Independent as per Code requirements	Independent as per TUF requirements	% **	Number Of other positions ***	****	**	****	**	****	**	****	**	
Honorary Chairman	Vacchi Marco	04.01.82	31.12.14	M		x			7/8	4									
Chairman and Executive Managing Director	Vacchi Alberto	09.11.88	31.12.14	M	x				88	5									
Director	Minguzzi Italo Giorgio	14.12.93	31.12.14	M		x			8/8	3									
Director	Schiavina Maria Carla	09.11.88	31.12.14	M		x			8/8	9	X	5/5							
Director	Vacchi Gianluca	14.12.93	31.12.14	M		x			8/8	5									
Director	Malagoli Andrea	16.05.96	31.12.14	M	x				7/8	1									
Director	Poggi Luca	16.05.96	31.12.14	M		x			5/8	3									
Director	Pierantonio Riello	28.04.09	31.12.14	M		x	x	x	48	//	X	1/5							
Director (1)	Volta Romano	27.04.00	31.12.14	M		x			7/8	3									
Director (2)	Marco Galliani	28.04.09	31.12.14	M		x	x	x	5/8	1	x	4/5							
Director	Enrico Ricotta	28.01.10	31.12.14	M		x			8/8	7									
Lead Independent Director	Paolo Frugoni	15.12.11	31.12.14	M		x	x	x	7/8	//									
Directors leaving the office during Financial Year																			
Indicate the quorum requested for the presentation of lists for the last election of the directors: 2,5%																			
Number of meetings during Financial Year						BoD: 8			IA and RC : 5			CR: //		CN: //		CE: //		Other Committee //	

### LEGEND

\* This column "M" indicates that the director was elected from the so-called majority slate; "m" that the director was elected from a minority slate

\*\* This column indicates director's Board and committees meetings attendance rate during the Financial Year .

\*\*\* This column indicates the total number of positions held as director or auditor in other companies listed on regulated markets (including foreign markets) in financial companies, banks, insurance companies or companies of a considerably large size.

\*\*\*\* This column "X" indicates that the director holds a position in the Committee.

### ANNEX 3: STRUCTURE OF THE STATUTORY BOARD

Statutory Board							
Position	Members	Position held from	Position held till	Slate (M/m) *	Independent as per Code requirements	% **	Number Of other positions ***
Chairman (1)	Giacomo Giovanardi	27.04.07	Unitl the adoption of the balance sheet as at 31 December 2015	M	x	7/7	//
Statutory Auditor	Roberta De Simone	24.04.13	Unitl the adoption of the balance sheet as at 31 December 2015	M	x	4/4	//
Statutory Auditor	Riccardo Pinza	28.04.10	Unitl the adoption of the balance sheet as at 31 December 2015	M	x	7/7	//
Alternate Auditor	Coraducci Vittorio	26.04.04	Unitl the adoption of the balance sheet as at 31 December 2015	M			
Alternate Auditor	Federico Ferracini	28.04.10	Unitl the adoption of the balance sheet as at 31 December 2015	M			
Alternate Auditor	Giovanna Bolognese	24.04.13	Unitl the adoption of the balance sheet as at 31 December 2015	M			
Auditors leaving the office during Financial Year							
Presidente (2)	Piero Aicardi	27.04.01	// Unitl the adoption of the balance sheet as at 31 December 2012	M	x	3/3	//
Sindaco Supplente (2)	Fabio Porcellini	28.04.10	// Unitl the adoption of the balance sheet as at 31 December 2012	M			

**NOTE**

\* This column "M" indicates that the director was elected from the so-called majority slate; "m" that the director was elected from a minority slate.

\*\* This column indicates statutory auditor's rate of attendance at meetings of the Board of Statutory Auditors during the fiscal year from the time of taking up the position.

\*\*\* This column indicates the number of post as director or auditor held by the person concerned, considered significant in terms of art. 148 bis TUF. The complete list of the appointments is published by Consob on its website pursuant to art. 144 quinquiesdecies Issuers Regulations.

(1) Previously one of the acting statutory auditors, from 24 April 2013 he now holds the position of Chairman.

(2) He ceased to hold office from 24 April 2013.

## **Schedule 1**

### **“MAIN CHARACTERISTICS OF EXISTING RISK MANAGEMENT AND INTERNAL AUDIT SYSTEMS IN RELATION TO THE PROCESSING OF FINANCIAL INFORMATION” PURSUANT TO ART. 123-BIS, PARAGRAPH 2, LETT. B), TUF**

#### **1) Introduction**

The internal audit and risk management system relating to the financial information disclosure (the “System”) is a process implemented by IMA SpA that extends to the Group’s main companies. Its aim is to provide reasonable assurance about the achievement of the following objectives relating to consolidated financial information:

- assurance, i.e. the information must be accurate and conform to the accounting standards, applicable laws and regulations;
- accuracy, i.e. the information must be neutral, precise and free from any distortions intended to influence stakeholders' decisions in order to obtain a given result;
- reliability, i.e. complete and clear enough to enable informed decisions by investors and facilitate the understanding of complex aspects of the company without being excessive or superfluous;
- timely, i.e. it must respect the deadlines stipulated for publication.

The Board, directors and other designated officers of the company are responsible for carrying out the process that makes up the System.

An integral part of this process is the system for managing risks related to financial information.

The System has been designed and implemented by taking into account the requirements of law 262/2005 (“the Savings Act”), using international best practices as a reference.

In particular, the planning, implementation, monitoring and periodic evaluation of the System is based on the standard known as the “CoSO Report – Internal Control Integrated Framework”.

The model has been adopted in reference to financial information objectives, and includes the following components:

- the control environment
- risk assessment
- control activities
- information and communications
- monitoring.

The control environment is defined and circulated by the parent company, namely by the Board, internal audit functions and top level directors in particular. It is implemented by means of a Corporate Governance structure, the definition of a policy and organisational structure, the granting of powers and responsibilities, and by the company's own philosophy and management style. The Code of Ethics and Organisational Model issued by the Board represent the foundation of the control environment.

The risk assessment process is implemented at Group and entity level, and also at process level. The assessment is conducted according to common guidelines that each company can adopt in accordance with its environment and particular risks.

Control activities are generally conducted at entity level by the corporate functions responsible for managing the various processes and risks (process owners), with the exception of activities linked to the consolidation process which are controlled directly by the parent company.

The information required for the performance of operational, control and monitoring activities is mainly circulated on the operational information system, which is why this is an integral part of the System.

Communications between business units, Management and audit functions regarding the System and related activities take place through channels that are pre-determined by procedural systems and Group governance.

The System is monitored periodically, at intervals linked to the dates on which financial information is published. Monitoring covers both the assessment of the control plan implemented to counter any risks identified, and the effective application and operation of these controls.

**2) Description of the main characteristics of the risk management and internal control systems relating to the financial information process**

2a) *Phases of the internal audit and risk management system relating to the financial information process.*

The phases that make up the System are as follows:

- Identification of risks relating to financial information
- Assessment of risks relating to financial information
- Identification of controls on the identified risks
- Evaluation of controls on the identified risks
- Reporting to Management in relation to the appropriateness and operativity of the System.

The above phases result in the following reports being made, based on the model "CoSO Report – Internal Control Integrated Framework":

<i>Phases of the IMA system</i>	<i>Component of the model "CoSO Report – Internal Control Integrated Framework"</i>
Identification of risks on financial information	Risk assessment
Assessment of risks on financial information	Risk assessment
Identification of controls on the risks identified	Control activities
Evaluation of controls on the risks identified	Monitoring
Reporting to company management concerning the appropriateness and operativity of the System	Information and communications

The following paragraphs describe the guidelines, criteria and main characteristics of the phases of the IMA System, with reference to their design, implementation and monitoring.

**Identification of risks on financial information:**

In accordance with the requirements stipulated in law no. 262/2005 ("The Savings Act"), the scoping process at entity level and process level with regard to the potential impact on financial information is based on consolidated balance sheet data.

The first phase consists of determining the overall materiality threshold, which in line with the most common international best practices is set at 5% of pre-tax

profits. On a prudential basis, a planning materiality of 75% of the overall amount is then calculated.

Planning materiality identifies the significant accounts or balance sheet aggregates included in the scope.

The scope thus includes all the internal processes which contribute to the significant accounts.

The second phase determines the income statement and balance sheet drivers required to identify the entities to be included in the scope, known as the material control units.

The drivers used are, respectively, the consolidated net income and net consolidated invested capital. The Material Control Units are represented by the Group companies which have at least one driver that is 5% higher than the consolidated figure.

Scoping of the System is followed by an identification of the risks related to financial information.

This phase considers the risks related to hypothetical events which, if they occurred, could compromise the achievement of System objectives, i.e. the reliability, accuracy and timeliness of the financial information.

At the level of processes and transactions, these objectives reflect those that are generally classifiable according to the CAV(IA)R model as follows:

- completeness of transactions and data
- accuracy of transactions and data
- validity of transactions and data
- restriction of access to transactions and data.

In line with the reference model, the above risks are identified by using international best practices, which are analysed and then adapted to reflect the specific nature of the Group and each company. This analysis results in an overall definition of the risks which will then undergo a further assessment.

The potential risks may derive from unintentional errors or fraudulent actions, as they can both have a significant effect on financial information.

#### Assessment of risks related to financial information:

The assessment of risks relating to financial information is initially a test of "inherent risk", i.e. it does not take into account the controls put in place to mitigate the risks.

The assessment of the importance of each risk is carried out with reference to the following aspects:

- the extent to which the adverse event (risk) will affect the objectives relating to financial information
- the probability of the adverse event occurring.

The above aspects are quantified and normalised using qualitative measurements, based on analyses carried out internally by the relevant functions, taking into account any historic data that may be available.

The results of each of the above are cross-referenced in order to obtain a final quantitative assessment of the inherent risks.

#### Identification of controls to counter the risks identified:

To counter the inherent risks identified, the subsequent analysis involves identifying the type of controls in order to construct a System that will reduce the risk to an acceptable level (residual risk).

The analysis is based on a mapping of the controls currently in place, and their correlation with each risk, and an evaluation of the extent to which the controls are able to detect each risk.

The detection threshold refers to the extent to which a control is able to highlight or prevent the occurrence of an adverse event (risk), and is assessed by taking into account various factors and intrinsic characteristics such as:

- whether the control is carried out prior to, or simultaneously with, the activities under examination (preventive controls), or ex-post (detection controls).

- the complexity of execution
- the level of automation (manual/automatic control)
- level of coverage (100% control or sample check)

The overall detection threshold of each risk, thanks to the controls defined within the System, is then cross-referenced against an assessment of the inherent risk, in order to quantify the related residual risk (i.e. the risk remaining after the System controls have been implemented).

The residual risks are then compared against the level of risk acceptable to the Company, in order to determine the adequacy of the System as it stands.

The result of this phase is the final definition of the System used by the Company in order to guarantee its objectives in relation to financial information.

Assessment of controls to counter the identified risks:

Each year, the Company evaluates the System both in terms of its design and operativity.

The periodic assessment of the "design", i.e. the capacity of each control to mitigate the residual risk to an acceptable level, is carried out mainly by considering any potential changes which may have occurred since the previous assessment, that could influence the appropriateness of the controls. These may include changes to the company's organisation, the market, products, internal procedures, personnel, management, technological developments, IT upgrades, restructuring programmes or decentralisation.

The periodic evaluation of the System's operativity, i.e. checks to ensure that the controls are effectively carried out in accordance with the design, is carried out by means of an internal audit plan.

The techniques used during the audit mainly consist of an examination of the findings arising from the controls on the System, and, if possible, a repeat of the controls themselves.

The sampling of the audited activities and information is determined in accordance with the best practices of the reference model.

Reporting to management in relation to the adequacy and operativity of the System

The Company has introduced specific information flows so that Management and internal audit functions are kept periodically updated about the adequacy and operativity of the System.

These reports are issued every six months, at the same time as publication of the main financial statements, i.e. the consolidated balance sheets for the first half of the year, and for year-end.

The reports contain details of the scheduled, ongoing and completed assessments of the System, and a description of the findings pertaining to financial information, including any shortcomings.

The process of evaluating the shortcomings and any corrective action to be undertaken (or already undertaken) involves Management, depending on the gravity of the situation. The effectiveness of any action undertaken to eliminate the shortcoming will then be evaluated.

At the specific request of Management or the competent internal audit function, extra reports or additional controls may be put in place.

*2b) Roles and functions involved*

In order to guarantee the effective operation of the System, the Company has defined the responsibilities associated with each phase of risk management, implementation, operativity and monitoring of controls.

These responsibilities are summarised in the following table:

<i>Phase or activity</i>	<i>Primary responsibility</i>	<i>Support</i>
Identification of System	Managing Director	Internal Audit

scope and risks relating to financial information	Director responsible for preparing company accounts	
Assessment of risks relating to financial information	Managing Director Director responsible for preparing company accounts	Internal Audit
Identification of controls to counter the risks identified, and assessment of residual risk	Director responsible for preparing company accounts	Internal Audit
Execution of controls to counter the risks identified	Directors responsible for each business unit	-
Assessment of control plan to counter the risks identified	Managing Director	Director responsible for preparing company accounts
Assessment of operativity of controls to counter the risks identified	Managing Director	Internal Audit
Reporting to Management in relation to System adequacy and operativity	Director responsible for preparing company accounts	-
Reporting to internal audit functions in relation to System adequacy and operativity	Internal Audit	-

## Schedule 2

### THE POSITIONS HELD BY IMA'S PRESENT DIRECTORS AS DIRECTOR OR AUDITOR IN OTHER COMPANIES LISTED ON REGULATED MARKETS INCLUDING FOREIGN MARKETS IN FINANCIAL COMPANIES, BANKS, INSURANCE COMPANIES OR COMPANIES OF A CONSIDERABLY LARGE SIZE ACCORDING TO SELF-SUBMITTED INFORMATION

#### **Galliani Marco**

- Cassa di Risparmio di Ravenna (Director)

#### **Malagoli Andrea**

- SO.FI.M.A. S.p.A. (Director)

#### **Minguzzi Italo Giorgio**

- Fondazione Ducati Corse S.p.A. (Member of the Management Committee)
- Ghisamestieri S.r.l. (Director)
- Unitec S.p.A. (Director)

#### **Poggi Luca**

- Inver Holding S.p.A. (President)
- Tesmec S.p.A. (Director)
- SO.FI.M.A. S.p.A. (Director)

#### **Ricotta Enrico**

- GVS S.p.A. (Director)
- Mandarin Capital Management SA (Director)
- Mecaer S.p.A. (Director)
- Italmatch S.r.l. (Director)
- Dedalus S.p.A. (Director)
- Euticals S.p.A. (Director)
- Mandarin Capital II Partners Sicar (Director)

#### **Schiavina Maria Carla**

- Consorzio Schiavina-Adanti (Chairman)
- Eredi Schiavina S.r.l. (Chairman)
- Immobiliare Schiavina S.r.l. (Vice Chairman)
- Murazzi Ecostruttura-Mecos S.r.l. (Vice Chairman)
- Schiavina S.r.l. (Chairman)
- SO.FI.M.A. S.p.A. (Director)
- Broletto S.c. a r.l. (Vice President)
- Euridice S.c. a r.l. (Vice President)
- Dadò (Chairman)
- Lido S.c. a r.l. (Vice President)

#### **Vacchi Alberto**

- ALVA S.p.A. (Sole Director)
- SO.FI.M.A. S.p.A. (Director)
- Etrusco S.r.l. (Sole Director)
- Bologna Fiere S.r.l. (Director)
- Maestrale Investimenti S.r.l. (Sole Director)
- Nemo Investimenti S.r.l. (Sole Director)

#### **Vacchi Gianluca**

- SO.FI.M.A. S.p.A. (Director)
- Eleven Finanziaria S.r.l. (Sole Director)
- Boato Holding S.p.A. (President)
- Cofiva S.A. (Director)
- First Investment S.p.A. (Sole Director)

#### **Vacchi Marco**

- Banca di Bologna Credito Cooperativo SCRL (Chairman)
- B Group S.p.A. (Director)
- Lopam Fin S.p.A. (Chairman)

- SO.FI.M.A. S.p.A. (Chairman)
- De Toschi . (Vice President )

**Volta Romano**

- Datalogic S.p.A. (Chairman)
- Hydra S.p.A. (Chairman)
- San Paolo IMI Fondi Chiusi SGR S.p.A. (Director)