



CORPORATE GOVERNANCE REPORT

Issuing Body: Exprivia S.p.A

Web Site: www.exprivia.it

Reference Accounting period: 2008

Approved by: Exprivia S.p.A Ordinary Meeting of 31 March 2009

1. ISSUING BODY PROFILE

In obedience to the Company by-laws, the finance and the control model adopted by Exprivia S.p.A (below indicated as "**Exprivia**" or "**Company**" or "**Issuing Body**" or "**Group Leader**") is the traditional one i.e. based on the Board of Directors – Audit Committee pairing; in detail the Company Governance model features:

- a Board of Directors;

- a Board of Auditors appointed to supervise the law respect and the deed of incorporation, and also respect for the correct administration principles in carrying out the Company's activities and to check the adequacy of the organisational structure of the internal control system and the Company's administration-accounting system;

- a Shareholders' Meeting, able to deliberate according to the law projections and those of the Articles of Association in ordinary or extraordinary meetings :

The Company and its bodies confirm their activity to the principles of correct Company and business management, also with respect of the Exprivia Group holding Companies.

2. CORPORATE ORGANIZATION

Corporate Capital structure

During the 2008 financial period, the Exprivia General Meeting has approved a transaction for the increase of the capital stock payment through the offer to the Exprivia shareholders', with pre-emptive right, of a maximum of N. 8.783.460 new shares with a par value of Euro 0,52 each one. They are listed in the informative schedule with the authorized issue by the National Commission for Listed Companies and the Stock Exchange (ital. Consob) in force since the 9th of July 2008, with protocol N. 8065016. The informative statement is available on the issuing Company internet web site in the section "*Investor – Capital Operations*".

At the operation end, the increase of the capital stock payment was totally subscribed and paid. The Exprivia capital stock is equal to Euro 26.368.918, 16, same as of N. 50.709.458 ordinary shares overall.

The Exprivia shares are quoted since August 2000 on the Italian Stock Exchange Share Telematics Market and by 28 September 2007, Exprivia has been acknowledged as STAR Segment. There are no presented shares categories with limited or debarred voting.

The Exprivia extraordinary meeting of the 3 August 2006, has approved a transaction for the Capital Stock increase with the purpose of a share incentive plan (Stock Option) according to the Civil Code sub-section 4, second term, in conformity with the articles of incorporation art.5 of nominal Euro 1.560.000,00 by the issue of N. 3.000.000 Exprivia new ordinary shares, of Euro 0,52 each, raising the subscription in favour of the Directors, Executives, Management of the same Company and the Subsidiaries.

In compliance with the provisions of the art. 114-bis of the Legislative Degree N. 58/98 **Consolidated Law on Financial Intermediation** (ital. "**TUF**" or "**Testo Unico**") with effective date 12 January 2006, by the art. 84-bis Issuing Regulations introduced by the National Commission for Listed Companies and the Stock Exchange (ital. Consob) deliberation n. 15915 of the 3 May 2007 with effective date 1 September 2007 and by the transitional provisions defined for the Plan submitted to the qualified body decision for the related carrying out previous than 1 September 2007, the Stock Option plan information is available on the issuing Company internet web site in the section "*Investor – Stock Options Plan*".

Considerable Participation with capital

According to the stock ledger results as integrated by the reached communications according to the TUF art.120 and by the available information, the Exprivia shareholding structure is:

Contribution to the Share Capital		
51,472 %	Abaco Innovazione S.p.A. (*)	26.101.190
5,510 %	Merula S.r.l. (**)	2.794.207
2,127 %	Data Management S.p.A. (***)	1.078.516
3,711 %	Cattolica Partecipazioni S.p.A.	1.881.736
37,180 %	Freely-negotiable shares	18.853.809
100,00 %	Total shares	50.709.458

(*) Abaco Innovazione SpA: controlled Company by Abaco Systems & Services Srl that, according to the TUF art.93, is not controlled by any other Company. The Abaco Systems & Services Srl is shared in this way: Favuzzi Domenico by the 45,33%, Savelli Valeria by the 33,17% and D'Imperio Marco by the 21,50%.

(**) Merula S.r.l.: controlled Company by Ing. Domenico Di Paola.

(***) Data Management SpA: controlled Company by Almeyida S.A. - Luxemburgish Company - does not result controlled by any party, according to the TUF art.93

Stock transfer restrictions

The following stock transfer restriction is in force dating from the current report:

Abaco Innovazione SpA has undertaken a one-sided commitment to not dispose, starting from 30 November 2007 for the later 24 months, the 95% of the Exprivia total shares, by the same kept since the 30 November 2007. In this way the undertaken commitment allows Innovazione SpA to give an effective tie on the shares in favour of banks on the basis of what is required by the loan contracts, as well as to execute the possible share transfer in favour of banks, as required in compliance with the loan contracts stipulated by them.

Stock shares with special rights

The Issuing Body share capital is composed only by ordinary shares.

Therefore no other financial instruments or shares class are allowed, the ordinary shares holders have no different rights than those only represented by their common stock.

Staff members share holding: assertion facility of voting rights

Not available assertion facility of the voting rights within a possible system of the staff members share holding.

Voting right restrictions

The Issuing Body share capital is composed only by ordinary shares.

Therefore no other financial instruments or shares class are allowed, the holders have no voting rights different than the common stock.

Agreement among the shareholders'

Abstract of the Corporate agreements amendments transmitted to the National Commission for Listed Companies and the Stock Exchange (ital. Consob) according to the TUF art. 122, and by the available carrying out regulations.

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Under the **National Commission for Listed Companies and the Stock Exchange** (ital. Consob) deliberation. N.11971 in force since 14 May 1999 (as further modified and integrated; here below "**Consob deliberation**"), the Corporate agreements current modification (here below "**Corporate agreements**") are notified between Abaco Innovazione S.p.A., with registered office in Molfetta (Bari), Viale Adriano Olivetti s.n.c., Tax Number, VAT Number and registration number in the Registrar of Companies in Bari 05434040720, (here below, "**Abaco**") and Merula S.r.l. with registered office in Bari, Via Massaua n. 18, VAT Number n. 03408380727 and registered at the Registrar of Companies in Bari (here below, "**Merula**").

The Corporate agreements are contained within a contract (here below "**Contratto**") with subject the purchase by Exprivia S.p.A. (as further defined) of the global share capital of the Company Svimservice S.p.A, with registered office in Bari, Via Massaua n. 18, VAT Number n. 04051440727, registered at the Registrar of Companies in Bari n. 08336080588 (here below "**Svimservice**"). The contract stipulated on the 9 August 2007 among Exprivia S.p.A. in vest of buyer, and the Svimservice partners (included Merula as holding company) in vest of vendor, as well as Abaco, duly some guarantee terms acquired according to the Contract terms and to the commitment inside the Corporate agreements.

The Corporate agreement contents whose Contract are already issued according to the law with abstract dated 10 August 2007 and advertised in the daily magazine "Finanza e Mercati" ("**Estratto 2007**"), with a complete recall as far as expressly unforeseen in the current contract.

As at 30 November 2007 (the "**Data del Closing**"), following to the effected realization of the Svimservice total share capital transfer expected by Contract, the Corporate agreements ("**Pattuizioni Parasociali Attuate**") have been implemented, under the terms already issued according to the law with abstract dated 14 February 2008 and advertised in the daily magazine "Finanza e Mercati" ("**Precedente Estratto**") with a complete recall as far as expressly unforeseen in the current contract.

As up to the 19 November 2008 an agreement has been underwritten between Merula, Abaco and Exprivia modifying some Corporate realized agreements ("**Pattuizioni Parasociali Modificate**") as here on the following terms:

1. Company with financial instruments subject of the "Corporate Modified Agreements" ("**Pattuizioni Parasociali Modificate**")

The modified Corporate agreements have as objective the Exprivia Company, with registered office in Molfetta (Bari) , Viale Adriano Olivetti s.n.c., share capital of Euro 26.368.918,16 subscribed and paid-up, registered at the Registrar of Companies in Bari with tax number 00721090298, Economic Administrative index n. 481202, VAT Number. N. 09320730154, Company listed on the MTA market – STAR segment of the Italian Stock Exchange (here below "**Exprivia**").

2. Financial instruments subject of the Corporate Modified Agreements and related ratio vs. the share capital

The Modified Corporate agreements cover the transferability limits on 2.794.207 (two million seven hundred ninety four thousand two hundred and seven) Exprivia's ordinary shares, of Euro 0,52 par value each one, corresponding to the 5,510 % of the subscribed and paid-up Exprivia share capital. This common stock has been assigned to Merula, following the realization at the Closing Date of an increase of the Exprivia capital with the pre-emptive right exclusion according to the Civil Code art. 2440 and 2441, sub-section 4, (here below, "**Reserved Capital Increase**"), in kind paid-up shares through the allotment by Merula of the second tranche of Svimservice shares, corresponding to the 23% left over share capital, detected by Merula itself.

3. Party subscribing to the Corporate Modified Agreements

The Modified Corporate agreements Party are Abaco and Merula.

Party subscribing to the agreement	Share Number of shareholder pact	% vs. total	% vs. Exprivia share capital
Merula Srl	2.794.207	100 %	5,510 %
Abaco Innovazione SpA	0	0 %	0 %
Total	2.794.207		5,510 %

4. Exprivia control in virtue of the Corporate Modified Agreements

Abaco exercises control by right on Exprivia according to the Civil Code articles 2359, sub-section 1, n.1, and 93 of the Consolidation Act.

5. Corporate Modified Agreements contents

5.1 Exprivia ordinary shares non transferability obligation

Following to the subscription of the Corporate Modified Agreements, the non transferability obligation as detailed in the paragraph 2 of the 2007 Abstract and of the 2007 previous Abstract ((here below, "**Locked-Up**"), with an expiry date of 30 November 2009, which has been cancelled since the 20 November 2008.

5.2 Terms and time of the shares transferability following the Locked-Up expiry period.

Unchanged the terms and time of the shares transferability following the Lock-Up expiry period, as described in the 2007 Abstract, or better: Merula could transfer the held Exprivia ordinary shares (a) freely if these shares will be transferred away from the market (b) by written communication to Exprivia with a notice of at least 2 working day, if these shares will be transferred into the MTA- STAR segment on condition that in a number, it's not over (x) the 30% of the Exprivia ordinary shares volume changed on the MTA-STAR segment one working day prior to the foreseen allotment and (y) the 1,5% of Exprivia share capital.

6. Corporate Agreements length

The Corporate agreements have a short duration: 3 (three) years since the date of the Contract subscription according to the article 123, sub-section 1 of the Consolidation Act.

Subject to the withdrawal at any time, according to the article 123, sub-section 3 of the Consolidation Act.

Molfetta, 25 November 2008

This abstract has been published on the daily "la Repubblica" at 27 November 2008.

Shareholders' proxies to increase share capital and company's owned shares procurement authorization

The Exprivia Ordinary general meeting of shareholders' of the 17 November 2008, approved the new authorization issue of the purchase and the owned shares provision according to the Civil Code articles 2357 e 2357-ter. This new authorization request is tied to the need of 18 months protraction for the authorization given the 27 April 2007 and expired the 26 October 2008.

The main purpose of the authorization issue of the purchase and the owned shares provision is to provide the Company with an outstanding instrument of strategic and operational flexibility able to dispose of one's purchased shares, beyond the one's already held, for the :

- purchase transaction or assumption of shareholdings;
- stabilization interventions on the stocks quotations;
- possible subservience to a stock option plan;
- trading operation on the own shares, in obedience to the new formulation of the Civil Code article 2357, sub-section 1, through the later operations of the owned shares purchase or selling.

Conforming to the current provision, the allowed authorization is for a maximum number of shares of which the par value does not exceed the tenth part of the share capital, considering to that end the shares held by the Company, for 363.247, with a maximum number of purchasable share equal to 4.707.698.

The purchase authorization is allowed for 18 months, starting the 17 November 2008, while the transfer authorization has no time limits.

The minimum purchase price can not be lower than 20% of the referenced price average that the stock will have registered during the three Stock Exchange sessions prior the completion of every single purchase transaction.

The maximum purchase price can not be higher than 20% of the referenced price average that the stock will have registered during the three Stock Exchange sessions prior the completion of every single purchase transaction.

The transfer operations executed on the Italian Stock Exchange market, will be carried out at the price quoted by the market during that day of the executed operation.

The transfer operations executed outside of the Italian Stock Exchange market with a price that can not be lower than the 20% of the arithmetical average official price quoted by the Exprivia share on the reference market during the 90 days preceding the transfer date.

The transfer operations for the stock option plan will be executed according to conditions foreseen by the Stock Option Plan approved by the Shareholders' Meeting

The purchase transfer of owned shares will be executed, according to the legislative degree articles 132 of 24 February 1998 n. 58 and the article 144-bis, sub-section 1, letter b) and c) Issuer Regulations issued by the National Commission for Listed Companies and Stock Exchange (ital. CONSOB) with resolution dated 14 May 1999, n. 11971 and further amendments, following the operational procedure defined by the body rules and markets management in order to ensure the equal treatment among the shareholders'.

Change of control clause

During 2008 a medium term loan has been granted with BNL (Banca Nazionale del Lavoro) and other banks to support the purchase transaction of Svimservice SpA e Wel.Network SpA. at the end of 2007. The financing foresees specific restrictions and obligations on the Issuer and his endorser according to a standard classification for this kind of transaction.

The "Change of Control" is included among these commitments: it draws up the case in the way that (i) Abaco Innovazione SpA will stop to hold the direct sharing equal to the 40% of the Issuer ordinary share capital and the related voting rights, with also the incapacity to have a predominant position of influence on the Beneficiary meeting.i), including the nomination of the Board of Directors members majority (ii) Abaco System and Services s.r.l. will stop to hold the direct sharing equal to the 50% of the Abaco Innovazione SpA share capital and dott. Domenico Favuzzi will stop to hold the direct sharing of the 12.8% of the same share capital, and/or (iii) dott. Domenico Favuzzi will stop to hold the direct sharing of Abaco System and Services S.r.l. equal to the 45.33%.

The relations among Abaco Innovazione SpA, Abaco System and Services s.r.l. and dr. Domenico Favuzzi, are described in the previous chapter "Considerable participation with capital".

The observance commitment lackness has to be considered as "Dis-claimer Case" or better a case enabling the financiers to cancel the medium term financial contract.

The informative statement is available on the issuing Company internet web site in the section "Investor – Capital Operations" and already evidenced on the previous chapter "Share capital structure"

Directors Indemnity in case of dismissal or termination following to a purchase public offer

No agreement has been arranged between the Issuer and the members of the board for the indemnity in case of dismissal or termination / revocation without true and just cause or if the employment separation is due to the purchase of a public offer.

3. COMPLIANCE

The Exprivia Corporate Governance system integrates the rules and procedures environment, stated by the Articles of Association and by the law applicable provisions, where the management and control of the Corporate is issued.

It is essentially based on the acceptance of the principles and recommendations of the new Code of Practice issued the 26 March 2007 by the Italian Stock Exchange. On the same date this accomplishment has been deliberated during the BoD meeting for the Company's Corporate Governance structure adjustment, following the STAR Segment principles.

According to the Italian Stock Exchange S.p.A Regulations article 2.6.2, sub-section 1 the Company will provide, within the 31 January of every year, the issue of a yearly calendar of the corporate events to the Market management company.

4. Management and Co-ordination Activity

At the current report publishing issue, the Società Abaco System & Services S.r.l., with registered office in Molfetta (Bari), Viale Adriano Olivetti s.n.c., registration number 03739180721 in the Registrar of Companies in Bari, holds indirectly, through Abaco Innovazione SpA, the Issuer control according to the Consolidated Law on Financial Intermediation ("TUF") art. 93

5. BOARD of DIRECTORS

Nomination

With date 29 June 2007 the Corporate by Laws art.14 regulating the Board of Directors appointment has been modified, this will take place on the basis of "lists" presented by the shareholders' with the here following indicated procedure.

Each list must indicate, through a progressive number, at least three Directors, i.e. the minimum number set out by the Articles of Association, including the independent Directors.

The only shareholders' have the right to present their lists who, alone or with other stockholders, are overall shareholders' representing at least the 2,5% of the share capital with

the right to vote in the ordinary shareholders' meeting, that is the representatives of the lower percentage that is established by indisputable provisions or regulations.

Each Shareholder, those joining a sizeable voting pact (of Legislative decree 58/1998 art.122), the Group leader, the subsidiaries and those subject to common control (of Legislative decree 58/1998 art. 93), cannot present or take part in, the presentation of more than one list nor can they vote for different lists, not even through intermediaries or trustee Companies.

Each Candidate can be only in one list at the risk of being declared ineligible.

The Shareholders' presented lists, signed by those representing them, must be lodged in the Company's registered offices, available to anyone who asks for them, at least 15 days before the day of the Shareholders' meeting first call and they are subject to the another form of publications set out by the current pro tempore legislation.

Along with each list, it must also be deposited (i) the information on the shareholders' identity presenting the list and the percentage stock holding overall; (ii) the appropriate certificate issued by a qualified intermediary, as per the law proving ownership of the number of shares necessary for the lists presentation; (iii) the declarations with which each candidate accepts his candidature and certifies, on his own responsibility, that the cause of ineligibility and incompatibility do not exist, and also the attending requirements set out legislations in force for the respective positions; (iv) the declarations on the necessary possession of the requirements independence issued by the candidates on their own responsibility, as per the applicable legislative and regulatory provisions; (v) the curricula vitae concerning the personal and professional features of each candidate.

The lists presented without respecting the above provisions will be considered as not presented.

The Board of Directors election will take place as follows:

- a) The Directors to be elected, except one, will be put, with a progressive order, in the list obtaining the highest number of Shareholders' votes ("Majority List");
- b) A Director, with the first number of the candidates list, will be selected from the list with the second higher votes number of which is not connected in any way, even indirectly, with the shareholders' who presented or voted the majority list ("Minority List").

For this purpose they are not considered in the lists which have not obtained a vote percentage equal to at least half of that required for the list presentation (1.25%).

If the candidate's minimum number appointment is not elected with the independence requirements set out by the law, a provision is made for the replacement procedure , according to the Articles of Association art.14.

If or not presented a single list, the shareholders' meeting will decide the majority, without respecting the above described procedure.

If one or more directors are lost during the accounting period, it does not present a problem, as long as the majority is still made up of the appointed directors by the shareholders' meeting, the arrangements will be made according to the Italian Civil Code art. 2386, as detailed in the Articles of Association art 14.

The new art.14 of the Articles of Association , regulating the Board of Directors appointment, has been adopted, for the first time, by the Issuer on the date of 31 March 2008, when expired the BoD previous assignment during the 2007 adoption of the balance sheet.

The Assembly informative statement is available on the issuing Company internet web site in the section "*Investor – Company briefing*".

Composition

According to the art. 14 of the Articles of Association, the BoD can be made up from a minimum of three members up to a maximum of seven, even if non associates, according to the Shareholders' meeting provisions.

The Directors in charge of the time defined on the appointment, and no longer than three fiscal years, lose the right at the date of the balance sheet adoption related to their appointed last activity, with a possible re-eligibility.

In case of the lack of the in office members of the board majority, the whole board of directors will fall. In accordance with the Civil Code art. 2386 provisions, the shareholders' general meeting will be called for its full reconstitution.

The Board of Directors is composed by executive directors (see "Proxy Body") and also by non executive directors.

An appropriate number of non executive directors result as independent in order to maintain an autonomous judgment. In the way that the regulations applicability, they don't have reference to the Company, even indirectly, or to the people in relationship with the Company or to the controlled ones. The current BoD appointed by Exprivia Shareholders' meeting of 31 March 2008 and whose term of office will expire with the closure of the 2010 Balance Sheet, is made up as follows:

BoD Member	Position	Executive / Non Executive	Place and date of birth
Domenico Favuzzi	Chairman and Managing Director	Executive	Molfetta (BA) 18/04/1962
Giancarlo Di Paola	Vice President	Executive	Bari 22/05/1952
Pierfilippo Vito Maria Roggero	Independent Director	Non executive	Milano 22/06/1954
Alessandro Laterza	Independent Director	Non executive	Bari 9/02/1958
Dante Altomare	Vice President	Executive	Molfetta (BA) 18/09/1954
Filippo Giannelli	Non independent Director	Executive	Camposampiero (PD) 16/09/1971
Rosa Daliso	Non independent Director	Non executive	Margherita di Savoia (FG) 5/04/1966

All the Board Members, elected by the candidates list drawn up and unanimously voted, are domiciled for their position in the Company registered office in Molfetta (BA) Viale Adriano Olivetti s.n.c.

On 31 March 2008, the Board of Directors confirmed that the positions maximum number that each Director could hold in other quoted and non quoted Companies is equal to ten.

During the same meeting, the Board of Directors considered that the number of other positions held by the board members in other quoted companies- financial – banking – insurance and other important companies is compatible with the effective performance of the directors respective positions carried out by each member.

The following prospect figures the main positions held by the BoD members, during the last five years, by supervisory or financial or management authorities of other companies as well as own shareholding in different unquoted companies during the same reference period.

BoD Member	Company where carried on the external activity	Position	Status
Domenico Favuzzi	Sezione Terziario Innovativo e Comunicazione di Confindustria Bari	Chairman and Board of Directors Member	In office
	Abaco Innovazione	Chairman and Shareholder	In office
	Abaco Systems & Services	Shareholder	In office
	ACS S.p.A.	Director	In office
	Spegea S.C. a r.l	Vice-president	In office
	Svimservice S.p.A.	Chairman	In office
	Wel.Network S.p.A.	Chairman	In office
	Sezione Terziario Avanzato dell'Assindustria di Bari	Member of the Board	Resigned
	Infobyte S.p.A.	Director	Resigned
	Svimservice S.p.A.	Chairman and managing director	In office
GianCarlo Di Paola	IDP S.r.l.	Sole Director	In office
	Aplomb S.r.l.	Sole Director	In office
	Spegea S.C. a r.l	Chairman	In office
	Al Faro S.r.l.	Sole Director	Resigned
Pierfilippo Vito Maria Roggero	Ruhl S.r.l.	Sole Director	Resigned
	Fujitsu Siemens Computers S.p.A.	Chairman and managing director	In office
	Aitech Assinform - Associazione di settore di Confindustria	Vice-Chairman deputy	In office
	Confindustria Bari	Chairman	In office
	Fondazione Rico Semeraro	Director	In office
	Man'è	Director	In office
	Comitato promotore di Fondirigenti	Director	In office
	SFC - Confindustria	Director	In office
	LuiSS - Libera Università Internazionale degli Studi Sociali Guido Carli	Director	In office
	Scuola di alta formazione Spegea	Chairman	Resigned
Alessandro Laterza	Comitato Locale Pugliese Unicredit	Chairman	In office
	Comitato scientifico dell'Associazione Studi e Ricerche per il Mezzogiorno	Member of the scientific board	In office
	ICTechnology (Infocamere-Unioncamere)	Director	In office
	Comitato Interassociativo per la Formazione di Sistema	Chairman	In office
	Comitato tecnico per il Credito riservato alle Piccole e Medie Imprese	Member of the Board	Resigned
	Commissione Cultura	Member of the Board	Resigned
	Comitato tecnico confederale Education	Member of the Board	Resigned
	Comitato Mezzogiorno	Member of the Board	Resigned
	Abaco Innovazione S.p.A.	Director and Shareholder	In office
	Dante Altomare	Exprivia Projects S.p.A.	Sole Director
Svimservice S.p.A.		Director	In office
Filippo	Wel.Network S.p.A.	Director	In office

Giannelli	Abaco Innovazione SpA.	Shareholder	In office
	GST S.r.l.	Director	Resigned
Rosa Daliso	Abaco Innovazione S.p.A.	Shareholder	In office
	Abaco Innovazione S.p.A.	Director	Resigned

The 31 March 2008, with the adoption of the 2007 balance sheet, the previous BoD appointment has expired, which was elected by the general meeting of the 29 June 2005, and composed in this way :

BoD Member	Position	Executive / Non Executive	Mandate Expires
Francesco Gardin	Chairman	Executive	Closure of 2007 accounting period
Domenico Favuzzi	Managing Director	Executive	Closure of 2007 accounting period
Dante Altomare	Non independent director	Executive	Closure of 2007 accounting period
Giorgio De Porcellinis	Non independent director	Non executive	Closure of 2007 accounting period
Antonio Forte	Non independent director	Non executive	Closure of 2007 accounting period
Pierantonio Ciampicali	Independent Director	Non executive	Closure of 2007 accounting period
Pierfilippo Vito Maria Roggero	Independent Director	Non executive	Closure of 2007 accounting period

The articles of incorporation do not foresee a minimum term of the BoD meetings, which are in any case periodically planned on average every month and with the steady and regular attendance by all the directors and the BoA members.

The BoD is called by the Chairman if, each time in his opinion, results in the Company's interest. The BoD is also convened, according to the law and the articles of incorporation under the request of the directors or the BoA.

The Chairman arranges the board activity, chairs the meeting process and the votes. He verifies the Board Members and Auditors are timely informed on the topical subjects, taking care of the documentation delivery at least 5 days before the board meeting, excepted the force majeure cases.

As usual procedure the BoD will provide, as topic agenda, the last board minutes reading and approval.

During the 2008 a total of 17 BoA meetings have been called, with the following operatively:

Position	Member	Holding office		Executive	Non executive	Independent	n. calls	% attendance
		from	to					
Chairman	Gardin Francesco	1-gen-08	31-mar-08	X			4	100%
Director	De Porcellinis Giorgio	1-gen-08	31-mar-08		X		4	100%
Director	Ciampicali Pierantonio	1-gen-08	31-mar-08			X	4	50%
Director	Forte Antonio	1-gen-08	31-mar-08		X		4	100%
Managing Director and/or Chairman	Favuzzi Domenico	1-gen-08	In office	X			17	100%
Director or Vice President	Altomare Dante	1-gen-08	In office	X			17	76%
Vice President	Di Paola Giancarlo	31-mar-08	In office	X			13	100%
Director	Roggero Pierfilippo	1-gen-08	In office			X	17	88%
Director	Laterza Alessandro	31-mar-08	In office			X	13	100%
Director	Daloiso Rosa	31-mar-08	In office		X		13	100%
Director	Giannelli Filippo	31-mar-08	In office	X			13	92%

The following board general meeting 2009 calendar of the balance sheet approval, has been notified to the market on the 27 January:

- 27 February - BoD approval of the Balance Sheet project of 31/12/08
- 31 March – Ordinary General Meeting of the 31/12/2008 Balance Sheet approval
- 13 May - BoD Balance Sheet (Statement) Q1 2009
- 7 Augusto - BoD Balance Sheet intermediate H1 2009
- 13 November - BoD Balance Sheet (Statement) Q3 2009

Board of Directors role and power

The Board of Directors is invested with the widest powers for the ordinary and extraordinary management of the company, without exception, with full authority for the fulfilment and achievement of the company's aims.

BoD can, therefore, undertake any type of obligation and carry out any capital provision without limitations of any kind, as everything which, by law, is not specifically reserved for deliberation by the shareholders' meetings.

BoD is responsible for the strategic and organisational policies and the check on the trends in the company and the Exprivia group.

In particular, on the basis of the Articles of Association, the usual company procedure and the extension of the powers of attorney conferred, the Board of Directors is exclusively responsible for the following powers:

- a) election of a Chairman and, if necessary, a vice president from among its members, if the shareholders' meeting has not done so;
- b) appointment of an Executive Committee and/or one or more managing directors;
- c) grant and revocation of the attorney power to the Chairman, vice president, managing directors, Executive Committee and one or more directors defining the limits and methods of the operation; likewise, establishing the frequency, in any case not less than every three months, with which the delegated bodies must report to the Board on the work carried out in the exercise of the powers of attorney conferred on them;

- d) appointment of one or more general-directors, if the shareholders' meeting has not done so, and also special powers of attorney for certain deeds or categories of deeds, determining the work, attributions and powers, respecting the limitations of the law;
- e) after examination of the proposals of the Committee Salaries and obtaining the opinion of the Board of Auditors, determination of the remuneration of the managing directors, the other directors covering particular positions and the general-director and the division of the overall payment due to members of the Board, if the shareholders' meeting has not done so;
- f) examination and approval of the strategic, industrial and financial plans of the company and subsidiaries, the system of company management and the structure of the Exprivia group;
- g) assess to the adequacy of the organisation, administration and general accounting of the company and subsidiaries as set out by the managing directors, with particular reference to the system of internal control and the management of conflicts of interest;
- h) examination and approval of the annual budget and related business plan presented by the managing directors, company and the subsidiaries, identifying any changes during the accounting period;
- i) assess to the general trend in management, periodically comparing the results attained from the planned ones and taking into consideration the information received from the delegated bodies;
- j) prior examination and approval of the operations of the company and subsidiaries when these have a significant strategic, economic, capital or financial importance for the company, paying particular attention to the situations in which one or more directors have a personal interest or of a third party and, more generally, to operations with affiliates; establish general criteria for the identification of operations of particular importance for this purpose;
- k) approval of the employment of senior managers, subject to the definition of payment and qualifications, and the possible interruption of the employment relationship;
- l) report to the shareholders during the meeting through the Chairman;
- m) at least once a year, carry out an assessment of the denomination, composition and operation of the Board and its Committees, if necessary expressing orientation on the professionals whose presence on the Board is considered suitable;
- n) supply information on how Art. 1 of the Self-Discipline Code of quoted companies is applied and, in particular, the number of meetings of the Board and Executive Committee, where existing, held during the accounting period and the relative attendance, in percentages, of each director in the report of company management;
- o) The following competences are also attributed to the Board of Directors:
 - I. merger decisions in cases as per Arts. 2505 and 2505-b;
 - II. adaptation of the Articles of Association to legal provisions;
 - III. the transfer of the registered office in a national context.

Proxy Bodies

The Issuer BoD, during the meeting of 31 March 2008, assigned to the Chairman and Managing Director dr. Domenico Favuzzi for the mission of the executive management and the Company activity boost.

The Board noticed that the Chairman and Managing Director plurality of offices, even if not aligned to the International best practice, is justified by the organizing requirements of a medium size Company such as Exprivia.

During the same meeting of 31 March 2008, with the purpose to ensure the Company operating activity in case of the impediment or absence by the Chairman and Managing Director, the board invested the Vice President Executor Director ing. Dante Altomare and avv. Giancarlo Di Paola.

The Chairman – the Managing Director and the Vice Presidents are now vested with the following powers:

	Chairman and Managing Director	Vice President
	Powers to be exercised at any time	Powers can be exercised with MD absence or indisposition
1	As per Art. 18 of the Articles of Association, representation of the company with third parties and in law, with the right to move judicial and administrative action, complaints and proceedings at every degree of judgement and also for revocation or cassation sentences, and also use of the signing authority.	As per Art. 18 of the Articles of Association, representation of the company with third parties and in law, with the right to move judicial and administrative action, complaints and proceedings at every degree of judgement and also for revocation or cassation sentences, and also use of the signing authority.
2	Employ staff, with the exclusion of senior managers, in the framework of the employment programmes set by the Board of Directors, defining salary and position.	Employ staff, with the exclusion of senior managers, in the framework of the employment programmes set by the Board of Directors, defining salary and position.
3	Manage the salary policies, career advancement, any disciplinary provisions and dismissal of staff, excluding senior managers, in the compatibility framework set by the Board of Directors. Manage the salary policies of senior managers with economic operations whose value doesn't increase the cost to the company of each senior manager by more than 20%, keeping the Board of Directors informed, in the compatibility framework set by the Board of Directors and within the limits set by the Salaries Committee.	Manage the salary policies, career advancement, any disciplinary provisions and dismissal of staff, excluding senior managers, in the compatibility framework set by the Board of Directors. Manage the salary policies of senior managers with economic operations whose value doesn't increase the cost to the company of each senior manager by more than 20%, keeping the Board of Directors informed, in the compatibility framework set by the Board of Directors and within the limits set by the Salaries Committee.
4	Confer consultancy roles on companies and/or professionals in relation to specific services not linked to the industrial work of production, in the context of the estimate approved by the Board of Directors. Roles can be attributed to each company and/or consultant for amounts of not more than Euro 150,000.00 (one hundred and fifty thousand/00) throughout each accounting period.	Confer consultancy roles on companies and/or professionals in relation to specific services not linked to the industrial work of production, in the context of the estimate approved by the Board of Directors. Roles can be attributed to each company and/or consultant for amounts of not more than Euro 150,000.00 (one hundred and fifty thousand/00) throughout each accounting period.
5	Confer roles on trustees, agents, representatives and resellers where the relative payments are mainly of commission.	Confer roles on trustees, agents, representatives and resellers where the relative payments are mainly of commission.
6	Represent the company to all effects in relation to its work and without limits of amount for: taking part, with the most extensive powers, also through Temporary Business Associations and/or Consortia, in private negotiations, auctions, held or published by private businesses or bodies and/or public government, regional or local businesses or bodies and any other public administration in Italy and abroad; participate in setting up Temporary Business Associations, Consortia or joint ventures, sign the relative contracts with the widest powers to sign all the necessary and opportune documentation, including the issue of mandates and/or proxies to 'Group leader' businesses; sign offers and sales contracts for products and/or services; operate as agent and/or representative	Represent the company to all effects in relation to its work and without limits of amount for: taking part, with the most extensive powers, also through Temporary Business Associations and/or Consortia, in private negotiations, auctions, held or published by private businesses or bodies and/or public government, regional or local businesses or bodies and any other public administration in Italy and abroad; participate in setting up Temporary Business Associations, Consortia or joint ventures, sign the relative contracts with the widest powers to sign all the necessary and opportune documentation, including the issue of mandates and/or proxies to 'Group leader' businesses; sign offers and sales contracts for products and/or services; operate as agent and/or representative

	for third parties. Refer the features of the operations individually exceeding the amount of Euro 10 million to the first Board meeting.	for third parties. Refer the features of the operations individually exceeding the amount of Euro 10 million to the first Board meeting.
7	Take on financing in the appropriate technical forms, with a maximum total limit of credit lines for the company of Euro 15,000,000.00 (fifteen million/00), also requesting, using and accepting credit lines based on the cession of credits arising from the company activity, of exceeding that maximum amount of 2,000,000.00 (two million/00) for any further temporary credit lines whose duration must not exceed three months.	Take on financing in the appropriate technical forms, with a maximum total limit of credit lines for the company of Euro 15,000,000.00 (fifteen million/00), also requesting, using and accepting credit lines based on the cession of credits arising from the company activity, of exceeding that maximum amount of 2,000,000.00 (two million/00) for any further temporary credit lines whose duration must not exceed three months.
8	Carry out all banking operations, including opening current accounts and their operation within the credit lines granted, using credit lines for cash and signature. Sign cheques and payment documents on company current accounts to a maximum amount of Euro 2,000,000.00 (two million/00) for each operation.	Carry out all banking operations, including opening current accounts and their operation within the credit lines granted, using credit lines for cash and signature. Sign cheques and payment documents on company current accounts to a maximum amount of Euro 2,000,000.00 (two million/00) for each operation.
9	Sign leasing operations, agreeing the amounts and conditions, up to a maximum of Euro 200,000.00 (two hundred thousand/00) for each operation.	Sign leasing operations, agreeing the amounts and conditions, up to a maximum of Euro 200,000.00 (two hundred thousand/00) for each operation.
10	Take on undertakings in the sphere of ordinary administration and arrange for all current and/or investment expenditure for the purchase of services and capital goods to the maximum amount of Euro 1,000,000.00 (one million/00) for each operation, in conformity with the budget approved annually by the Board of Directors.	Take on undertakings in the sphere of ordinary administration and arrange for all current and/or investment expenditure for the purchase of services and capital goods to the maximum amount of Euro 1,000,000.00 (one million/00) for each operation, in conformity with the budget approved annually by the Board of Directors.
11	As per Art. 17 of the Articles of Association and in the limits of his power, issue special powers of attorney to third parties for the fulfilment of the categories of ordinary administration, and also for extraordinary administration, defined from time to time by the Board of Directors.	As per Art. 17 of the Articles of Association and in the limits of his power, issue special powers of attorney to third parties for the fulfilment of the categories of ordinary administration, and also for extraordinary administration, defined from time to time by the Board of Directors.

The 31 January 2006, rag. Pietro Sgobba, actually Exprivia Finance and Administration Director, has been appointed Special Attorney with separate signatures and, up to revocation, in charge of the following proxies needful for an effective execution of his administrative and financial functions:

- a) to effect every banking transaction on the Company payable and active accounts, utilize lines of cash and signing, to issue cheques and payment orders, with a maximum legal ceiling of 100.000,00 Euro per transaction within the allowed credit limits. The maximum limit of 1.000.000,00 Euro is for any operation payment of corporation tax, rate, public revenue, local authorities or public entities taxes;
- b) to raise funds in the technical correct form, within the credit limit granted by the Company, also requesting to make use of use and accepting the credit line based on invoice advances and/or assignation of debts from the Company's activity;
- c) to take any transaction, with a maximum legal ceiling of 2.000.000,00 Euro on the Company's banking current account or on the subsidiaries or related to undercurrent with the Corporate subsidiaries or associate 'pro tempore' relations;
- d) to deliver a deed effect at the Public Debt Administration, Bank of Italy, Ministry of the Treasury, Ministry of Finance, other Ministries, State Treasury, Post Office, Bank for deposit and loans, public territorial body, any chartered foundation or association for the company ordinary management, including the signature of statement, communication, declaration, and other similar documents;
- e) to clear off correspondence – insured, ordinary, registered, telex, telegram or other documents, package, envelopes, goods or anything sent or received by the Company giving quittance, when required, and disclaiming all responsibility. Here above with post office, State Railways and any other public, local, national authorities and other companies such as, Airlines and Shipping Companies, carriers, and as a rule any natural person or public body;

- f) to issue, on behalf of the Company, any statement, certification compensation to the third parties;
- g) to release payroll accounts and declaration concerning the employees, either for the social security agency, insurance company, health maintenance organization or other private, public body. To attend the observance of Company required fulfilment such as withholding agent (subscribing the advance withholding tax payment forms of the employees, agents, other collaborators and undersigning the related certification). Furthermore having the right to subscribe, to this performance end, any declaration and certificate or act;
- h) to bear any current expenditure and / or investment for the services and capital goods, within the total of 100.000,00 Euro per operation, in the limits of the cash budget approved by the BoA. In these limits, to dispose of any current expenditure for the purchase of products and services directly connected to the acquired supply for the Company's clients, with a limit of 500.000,00 Euro per operation.

The 4 December 2007, messrs. Dante Altomare, Giorgio Cioni e Filippo Giannelli, Company's managers, appointed as special attorneys up to the revocation, are operating in the offices of Rome and Milan with the following powers needful to carry on the role of the Company sales representatives:

- a) to represent the Company for all practical purposes with his activity without amount limit with the purpose of: competing with plenipotentiary powers - also through the business combine and/or association - by private treaty and auction, call for tenders noticed by private enterprise, public corporation, local and regional authorities, and any other public administration in Italy or abroad . Furthermore taking part in the association, partnership, business combine, stipulating a contract with full power in order to subscribe all the needed documentation, including the release of power of attorney and/or mandate to the "Parent Companies", making a contract of services/products selling; operating as agent or representative on third parties account. Without delay it is requested to report to the Managing Director each operation with an amount of over 10 million Euro;
- b) to negotiate, draw up and rescind - in vest of supplier or transferor without the amount limit- the contracts or agreements related to the Company management: to fill the orders and the clients orders confirmation; to draw up the licence fee contracts for registered trade mark, brand, other intellectual ownership and technologies; to make a contract of sales, tender, supply of services and/or goods and/or technical assistance and/or maintenance, sub-supply with the exclusion of the leasing, loan, rent, free loan contracts. Without delay it is requested to report to the Managing Director each operation with an amount of over 10 million Euro;

The 18 July 2008 the same proxy has been also given to Company manager dr. Stefano Ferrara.

The 4 December 2007 mr. Francesco Greco, actually Exprivia Human Resources Director , has been appointed as Special Attorney up to the removal, with the following powers needful to carry on his role:

- a) to take any operation with the Social Security Institutions, Department of Labour, Labour Exchange, Board of Labour and Social Security, and with the all competent public authorities for the paper related to the personnel administration and management;
- b) to represent the Company vs. the trade organization and unions;
- c) to engage personnel, with the exception of the managers defining the qualification and the remuneration, in conformity with the BoA recruitment program;
- d) to manage the policy of wage increases, careers development, disciplinary payoff and personnel dismissal , excluding the managers and inside the compatibility environment decided by the BoA. To represent the Company - in the positive and negative judgement- related to the labour dispute, at any level and/or any step, making up a difference compromising the employees, workmen, cadres , excluding the managers;
- e) to clear off correspondence - insured, ordinary, registered, telex telegram or other documents, package, envelope, goods or anything sent or received by the Company giving quittance, when required, and disclaiming all responsibility. Here above with post office, State Railways and any other public, local, national authorities and other companies such as , Airlines and Shipping Companies , carriers, and as a rule any natural person or public body;
- f) to issue, on behalf of the Company, any statement, certification compensation to the third parties;
- g) to release payroll accounts and declaration concerning the employees, either for the social security agency, insurance company, health maintenance organization or other private, public body. To attend the observance of Company required fulfilment such as withholding agent (subscribing the advance withholding tax payment forms of the employees, agents, other collaborators and undersigning the related certification). Furthermore having the right to subscribe, to this performance end, any declaration and certificate or act;

The appointed bodies report to the BoA for the activities carried out during the practice of the

granted power for the quarterly board meeting development. It has been also provided a suitable information to update regularly the Board of unusual operations or with related elements of which the approval is not directly reserved to the Board.

The Issuer believes no needful to form an executive committee having confidence that the current organizational structure is compatible with the operative requirements of the single Subsidiaries.

Other Executive Councillors

During the 31 March 2008 general meeting, the BoD, taking into account the accepted commitment in the Group Leader Company and in the Subsidiaries according to the art.2 self-discipline code, confirmed:

- 1 the Councillor dr. Filippo Giannelli in charge as Executive Director;
- 2 the Councillor dr. Rosa Daliso in charge as Non Executive Director.

Independent Directors

The Independent Members of the Board, as professional skill and through a dialectical measure and with a freedom of sense, take care of the management's problems and the analysis of the Company's concerns. The Board Members particular professionalism consolidated in this sector allows the concrete contribution to the Corporate strategic guidelines and the Group development initiatives.

The Corporate by-laws foreseen proceedings and adopted by the BoA for the independence audit according to the art. 148, sub-section 3, law decree 58/1998, forecasts the existence requirement by the Director's declaration, and the assessment by the BoA in the first meeting following the appointment. Furthermore the independent Director accepts the engagement for communicating duly to the BoA the situation event where the condition is debarred at the same time as the position.

As above defined the independence lost requirement by a Director does not determine the decay if the conditions remain inside the Directors minimum number that in accordance with the current regulation have to own this requirement.

During the Report on the Corporate Governance, the BoD renews the request to the interested directors and tests further elements by them provided.

The Board of auditors takes care of the criteria rights application and also the adopted procedures ascertainment, to evaluate every year the independence of his members, notifying the controls result in the meeting report.

The Directors independence is periodically examined by the BoA and their valuation result is communicated to the market.

The Directors independence has been evaluated looking to substance not the form, considering the director non-independence in the following hypothesis:

- a) if, directly or indirectly, even through Subsidiaries, trustee or through a third party, he controls the Company or he is able to exert a strong influence, or he takes part in a social contract in which one or more parties can exert a strong influence on the company;
- b) if he is, or has been during the 3 previous exercises, an outstanding representative of the company, of one subsidiary with a strategic importance or a controlled company, or a company and/or corporate body, also with others with a social pact, controls the company being able to exert a strong influence;
- c) if, directly or indirectly, (i.e. through Subsidiaries or the one's where he is an important

representative, or in vest of partner with a consultancy or a professional office) he had or has during the 3 last operating years a remarkable business, finance, professional relation with:

- the Company or its subsidiary or with some of the considerable representative;
 - a party controlling the Company also with others through a social pact;
 - otherwise he is or has been during the 3 last operating years a staff member responding to one of the above mentioned parties;
- a) if he receives or has received, during the operating last 3 years, by the company or a subsidiary or a controlling company, a relevant additional remuneration compared with the "one shot" emolument as Non Executive Director of the Company, including the incentive sharing plan tied to the company's performance, even if shares bonus
 - b) if in charge as executive director in another company, where the executive director of the company is also appointed as director;
 - c) if he is a stockholder or a director of a company belonging to the company in charge of the company's audit;
 - d) if he is a close relative of a person involved in one of the above mentioned situations.

The assembly of the 31 March 2008 has appointed messrs. Ing. Pierfilippo Roggero e dr. Alessandro Laterza as Independent Directors. After their nomination, in order to verify their independence by the BoA, they have confirmed the legitimation requirement and will honour the pledge, communicating duly to the Board any event impacting the incurred obligations.

The BoD of the 31 March 2008 has verified and confirmed the independence legitimation requirement of dr. Alessandro Laterza and ing. Pierfilippo Roggero in obedience to the art. 3 of the Self-Discipline Code and has required to the BoA Chairman, with a feed back by part of the committee, the check of the correct enforcement criteria and the procedure assessment carried on by the Board for the members independence evaluation.

Lead Independent Director

The BoD of the 31 March 2008, taking note that the number of Non Executive Directors is lower than the attending Executive Directors, furthermore considering the roll accumulation of the same legal personality in vest of Chairman and Managing Director, appointed the director ing. Pierfilippo Roggero as "*lead independent director*" according to the art.2 of the Self-Discipline Code.

The BoD has asked to the "*lead independent director*", ing. Pierfilippo Roggero, to arrange periodically and autonomously a muting among the Independent Directors according to the Self-Discipline Code art. 3,C.6. in order to make own remarks on the Company's management.

CORPORATE INFORMATION HANDLING

The directors and auditors are required to maintain the confidentiality of the documents and the information acquired in the performance of their work and to respect the procedure adopted by the company for the internal management and the external communication of such documents and information.

On 18 December 2008, the BoD updated an internal procedure, with effective date on March 2006, for the correct management of the external communication of documents and information concerning the company, with particular reference to privileged information to be issued as soon as possible.

The internal procedure is aimed at preventing the communication of information to the market, above all when the information is '*price sensitive*', can occur in a selective form, in an untimely manner, and in an incomplete and inadequate form.

Important information is spread in the following ways:

- the 'Communications and *Investor Relations*' function co-ordinates with the managing director, contacting the Italian Stock Exchange. if there are any doubts to establish when a fact, event or piece of news involving the company or group is the subject of a release to the market;
- once the need to issue a communication has been confirmed, the 'Communications and *Investor Relations*' function prepares the text of the release in collaboration with the company's structures involved in the specific subjects which are to be released to the market, ensuring to check that there are the requirements of information necessary for the national and international financial intermediaries;
- the managing director examines the text of the release and, in relation to its subject matter, submits it to the Board of Directors, Executive Committee or Chairman for approval. In case of very urgent communication release, the Managing Director will provide the final approval upon agreement with the Vice President in charge or/and the senior adviser and/or the Lead Independent Director;
- once the definitive text has been approved, the 'Communications and *Investor Relations*' function arranges for it to be sent in the manner indicated by the Regulations and Instructions issued by "CONSOB" and the Italian Stock Exchange through the NIS electronic circuit;
- the 'Communications and *Investor Relations*' function arranges for the transmission to other press agencies and daily newspapers (also through external consultants) and the financial community enrolled in the Investor Relations (IR) database;
- the press release is then forwarded internally to the whole group structure and is also included in the company web site in the special section.

On 27 March 2006, the Board of Directors approved the setting up of a 'Register of Important People' as per the combined Article 115-b of Legisl. Decr. 58 of 24 February 1998 and its following modifications and integrations and Article 152-b *et seq.* of the Issuer Regulations. This Register, which came into force on 1 April 2006, shows the name, with other identifying elements, of people who, because of the work or profession performed, have access to information of a non-public nature, directly or indirectly concerning Exprivia or other companies in the group reporting to Exprivia, which, if made public, could have a significant influence on the prices of the financial instruments issued by the company. The Register is kept in Exprivia by the 'Communications and *Investor Relations*' function which is responsible for the institution, management and updates, also in the interest of subsidiary companies to Exprivia.

Exprivia is responsible for the institution, management and maintenance of the Register, also with reference to all the companies of the group, as per Article 152-b, sub-section 4 of the Issuer Regulations, also ensuring that the internal policies relating to the circulation and monitoring of the privileged information between the companies of the group and Exprivia allow exact fulfilment of the associated obligations.

Communication procedure for operations on financial instruments of the company made by important and closely linked people

In compliance with Articles 152-f and following of the Issuer Regulations (the 'Procedure'), the

Internal Dealing procedure, which came into force on 1 April 2006, has been updated, with the contextual repeal of the legislation on *Internal Dealing* set out by the Italian Stock Exchange Regulation; adaptation to this requirement was approved by the Board of Directors on 27 March 2006.

The Procedure is aimed to discipline the information obligations with National Commission for Listed Companies and Stock Exchange (CONSOB) and the public of operations on financial instruments made, also through intermediaries, by people who carry out administrative, control or management functions in a quoted issuer, by senior managers with normal access to privileged information as per Article 114, sub-section 1, of the Single Text on Financial Intermediation, and have the power to adopt management decisions which may have an influence on the evolution and future prospects of the quoted issuer, i.e., by anyone who holds shares amounting to at least 10% of the company's capital, and also any other person controlling the quoted issuer. The Procedure in particular, identifies the following for the purposes of compliance with the communication requirements:

- important people;
- operations defined as important;
- the terms within which the important people must advise the company of completion of the operation.

In accordance with the provisions of the Procedure and on the basis of the information received, the company will advise the market of operations for an overall cumulative amount of Euro 5,000 (five thousand/00) by the end of the year; the amount is calculated by reference to the shares below for deriving connected financial instruments. The amount of Euro 5,000 is calculated by summing the operations relating to shares and financial connected instruments, made on behalf of each important person and those made on behalf of the people closely connected to those people. Further, in the procedure, bans on the important people referring to the performance of the above-mentioned operations in specific periods of time are set out, and also the right of the Board of Directors to proceed with modifications and/or integrations to the people identified as important or those connected with them.

The *Internal Dealing* internal

The *Internal Dealing* Behaviour Code statement is available on the issuing Company internet web site in the section "*Investor – Company briefing*".

7. INTERNAL BOARD COMMITTEE

The Board of Directors of the Issuing Company has deliberated to make use, according to the Self-discipline Code art. 5.C.1, a Technical Committee on Salaries and an Internal Control, composed exclusively of non-executive Directors, with consultative and propositional functions.

The Board has not considered necessary to constitute a Nominations' Committee since the Society has adopted the list vote as clause for the nomination of the Directors. The description of such clause has been widely described in previous article concerning the procedure of nomination of the BoD.

8. NOMINATIONS COMMITTEE

As already said, both previous and present Board of Directors have considered not necessary to constitute a Committee for the Nominations.

The application of the nomination's clauses of the BoD on the basis of the lists presented by the minority and majority partners, pursuant to Art. 14 of the Statute, has taken place for the first time during the meeting of 31 March 2008.

In such occasion, the BoD with an ended office term, has deliberated the constitution of a "Committee of Lists" composed of two non-executive members of the Board, of the Responsible of Corporate Affairs of the Parent Company and of a trustworthy lawyer with the aim of monitoring the presentation process of the minority and majority lists, verifying the corrected application of the terms foreseen in the Statute and in the Issuers' Regulations and assuring the subsequent corrected notice to the market as foreseen in the National Commission for Listed Companies and the Stock Exchange (CONSOB) Regulations.

The Committee of Lists has carried out his task in the previewed terms and has concluded his activity with the publication of the lists introduced in accordance with Art. 14 and 23 of the Statute and pursuant to the Art. 144 art. of the Issuers' Regulations and reporting to the Board of Directors on 26 March 2008.

9. SALARIES COMMITTEE

The BoD is also supported by the Salaries Committee in the fulfilment of the own institutional functions.

This Committee has the task to formulate proposals to the BoD in accordance with the Board of the Auditors, in the absence of the parties directly concerned, for the Salaries, included the eventual plans of stock option or shares' allocation, of the Managing directors and of those who hold particular positions, as well on indication of the Managing directors, for the determination of the salaries criteria of the Company's top management.

Moreover, the Committee has the task to go into the topics regarding the definition of the general trends about the salaries and managerial policies of the management, the executives and the level managers.

The Salaries Committee in office till the 31 March 2008 was composed by:

- Pierantonio Ciampicali (Lead Independent Director), Chairman of the Committee;
- Pierfilippo Roggero (Independent Director)
- Antonio Forte (Director, not independent);

The Salaries Committee, named from the new Board of Directors on the 31 March 2008, is currently composed by:

- Pierfilippo Roggero (Lead Independent Director), Chairman of the Committee;
- Alessandro Laterza (Independent Director);
- Rosa Daloso (non-Executive Director);

During the financial year 2008, the Salaries Committee was convened 4 times; in all the meetings, the Committee activity was carried out with the participation of all its members, the Chairman of the Auditing Committee and, upon request, of the Responsible of the Corporate Affairs.

Moreover, the meetings of the Salaries Committee were attended by other subjects on demand of the same Committee in order to report on the Agenda single issues.

The Committee hasn't specific financial resources at disposal, but in the course of its functions it had the possibility to have access to the information and to the business functions necessary for performing its tasks and to avail itself of external advisors.

10. DIRECTORS SALARIES

The Salaries of Directors are fixed by the law and in accordance with the shareholders' meeting Statute. In particular, Art. 22 of the Articles of Association set out, "The shareholders' meeting

can assign the Board with a fixed, single or periodic indemnity, if necessary, also aligned to the results of the company. This indemnity will be shared among the directors in the manner the Board will decide.”

In any case, the directors are entitled to reimbursement of the expenses sustained in the exercise of their functions.

The payments of the managing directors and directors with particular positions are set out by the BoD, after hearing the opinion of the Board of Auditors, on the proposal of the special technical Committee on Salaries, set up for this purpose.

The payments made to the executives directors and to the top managers are also defined according to the company's results attained and/or the achievement of specific, preset objectives.

The followings are the gross salaries assigned to the managing directors of the Group Leader for the implementation of their functions, also in the other societies included in the consolidation area, during the financial year 2008.

BoD Member	Appointments in the 2008	Emoluments 2008	Bonus and incentives
Francesco Gardin	Chairman up to 31 March	€ 55.000	-
Domenico Favuzzi	Managing director and from 31 March also Chairman	€ 290.000	-
Dante Altomare	Executive director up to 31 March, and further Vice President	⁽¹⁾ € 62.600	€ 11.425
Giorgio De Porcellinis	Non executive Director up to 31 March	No emoluments	-
Antonio Forte	Non executive Director up to 31 March	€ 3.125	-
Pierantonio Ciampicali	Independent Director up to 31 March	€ 5.000	-
Pierfilippo Roggero	Independent Director	€ 18.125	-
Giancarlo Di Paola	Vice President up to 31 March	⁽¹⁾ € 250.000	⁽²⁾ € 491.026
Alessandro Laterza	Independent Director up to 31 March	€ 11.250	-
Giannelli Filippo	Executive Director from 31 March	⁽¹⁾ € 88.008	€ 19.922
Daloiso Rosa	Non Executive Director from 31 March	⁽¹⁾ € 37.282	€ 1.500

(1) The Ing. Altomare, avv. Di Paola, dr. Giannelli and dr.ssa Daloiso emoluments represent the gross salary received in vest of executives and/or employees and/or directors of Exprivia and/or of other Subsidiaries

(2) Inside the bonus and other incentive is included the premium distributed as provided by the collaboration contract undersigned with Giancarlo Di Paola in parallel with the connected Svimservice purchase contract; the amount includes the licence of the company car use.

The 20 December 2006, the 28 February 2008 and 9 April 2008, according to the Stock Option Plan regulations for the years 2006-2011 and listening the Remuneration Committee opinion, the BoD has assigned the following Stock Option rights to the Directors currently in office since the 31 March 2008:

DOMENICO FAVUZZI – CHAIRMAN

- as at 20/12/2006: 200.000 options of application for 1 new share, every option to be exercised within the 30 June 2010 at € 0,8918 each ; these options have yet become due;
- as at 28/02/2008: 200.000 options of application for 1 new share, every option to be exercised within the 30 June 2011 at € 1,6582 each; these options have not yet become due;

- as at 9/04/2008: 200.000 options of application for 1 new share, every option to be exercised within the 30 June 2011 at € 1,577 each; these options have not yet become due;

DANTE ALTOMARE – VICE PRESIDENT

- as at 20/12/2006: 40.000 options of application for 1 new share, every option to be exercised within the 30 June 2010 at € 0,8918 each ; these options have yet become due;
- as at 28/02/2008: 35.000 options of application for 1 new share, every option to be exercised within the 30 June 2011 at € 1,6582 each; these options have not yet become due;
- as at 09/04/2008: 40.000 options of application for 1 new share, every option to be exercised within the 30 June 2011 at € 1,577 each; these options have not yet become due.

FILIPPO GIANNELLI – EXECUTIVE DIRECTOR

- as at 20/12/2006: 50.000 options of application for 1 new share, every option to be exercised within the 30 June 2010 at € 0,8918 each; these options have yet already become due;
- as at 28/02/2008: 50.000 options of application for 1 new share, every option to be exercised within the 30 June 2011 at € 1,6582 each ; these options have not yet become due;
- as at 09/04/2008: 50.000 options of application for 1 new share, every option to be exercised within the 30 June 2011 at € 1,577 each; these options have not yet become due.

ROSA DALOISO – NON EXECUTIVE DIRECTOR

- as at 20/12/2006: 6.000 options of application for 1 new share, every option to be exercised within the 30 June 2010 at € 0,8918 each; these options have yet become due;
- as at 28/02/2008: 6.000 options of application for 1 new share, every option to be exercised within the 30 June 2011 at € 1,6582 each ; these options have not yet become due;
- as at 09/04/2008: 6.000 options of application for 1 new share, every option to be exercised within the 30 June 2011 at € 1,577 each; these options have not yet become due.

Senior Managers Remuneration

At the 31 December 2008 the closure of the fiscal period, the Company's top directors have received a global compensation of Euro 886.794,63.

The following table figures the gross earnings (with the provision exclusion of a distinct mention of the possible bonus, the company's car benefit and the severance indemnity) paid to

the issuer main directors or by the Group companies during the 2008 fiscal period.

BoD Member	Position	Compensation by the Issuer and/or Corporate associates	
		Gross earnings	Received bonus and incentives depending on the 2008 cash rules
Agosti Ubaldo	Exprivia Production Director	€ 65.000,00	€ 10.875,00
Baldini Stefano	Wel.Network Managing Director	€ 200.000,00	€ 21.426,39
De Michele Francesco	Svimservice Coordination Director	€ 156.000,00	€ 24.595,00
Di Giulio Stefano	Wel.Network general mgr.	€ 120.000,00	€ 30.486,24
Ferrara Stefano (*)	Health & Local Authorities Sales Director	€ 100.887,00	€ 8.000,00
Greco Francesco	HR Director	€ 69.230,00	€ 8.950,00
Sgobba Pietro	Fianance & Admn. Director	€ 70.678,00	€ 667,00

(*) – The dr Stefano Ferrara gross earning is referred to the 25/02/2008 – 31/12/2008 period in vest of Exprivia SpA manager and for the May/December period as Svimservice adviser.

According to the Stock Option Plan regulations for the years 2006-2011 and listening the Remuneration Committee opinion, the BoD has assigned the following Stock Option right to the following main Directors:

UBALDO AGOSTI – PRODUCTION DIRECTOR

- as at 20/12/2006: 50.000 options of application for 1 new share, every option to be exercised within the 30 June 2010 at € 0,8918 each; these options have yet to become due;
- as at 28/02/2008: 48.400 options of application for 1 new share, every option to be exercised within the 30 June 2011 at € 1,6582 each ; these options have not yet become due;
- as at 09/04/2008: 50.000 options of application for 1 new share, every option to be exercised within the 30 June 2011 at € 1,577 each; these options have not yet become due.

STEFANO FERRARA – HEALTH AND LOCAL AUTHORITIES SALES DIRECTOR

- as at 28/02/2008: 25.500 options of application for 1 new share, every option to be exercised within the 30 June 2011 at € 1,6582 each ; these options have not yet become due;
- as at 09/04/2008: 25.000 options of application for 1 new share, every option to be exercised within the 30 June 2011 at € 1,577 each; these options have not yet become due.

FRANCESCO GRECO – HUMAN RESOURCES DIRECTOR

- as at 28/02/2008: 15.000 options of application for 1 new share, every option to be exercised within the 30 June 2011 at € 1,6582 each ; these options have not yet become due;
- as at 09/04/2008: 10.000 options of application for 1 new share, every option to be

exercised within the 30 June 2011 at € 1,577 each; these options have not yet become due.

PIETRO SGOBBA - FINANCE AND ADMINISTRATION DIRECTOR

- as at 20/12/2006: 20.000 options of application for 1 new share, every option to be exercised within the 30 June 2010 at € 0,8918 each ; these options have yet become due;
- as at 28/02/2008: 20.000 options of application for 1 new share, every option to be exercised within the 30 June 2011 at € 1,6582 each; these options have not yet become due;
- as at 09/04/2008: 20.000 options of application for 1 new share, every option to be exercised within the 30 June 2011 at € 1,577 each; these options have not yet become due.

11. INTERNAL CONTROL COMMITTEE

In order to check the correct operation of the system of internal control, the Board of Directors makes use of an Internal Control Committee with consultative and propositional functions, consisting of non-executive directors, most of whom are independent. The Chairman of the Board of Auditors, or another auditor designated by him, takes part in the work of the Internal Control Committee. Where considered appropriate, in relation to the questions to be dealt with, the Internal Control Committee and the Board of Auditors meet together.

In addition to assisting the Board of Directors to perform the tasks in relation to internal control, the Committee also:

- a) assesses the correct use of the accounting principles and their homogeneity for the purposes of drawing up the consolidated balance sheet, with the senior manager responsible for drawing up the company accounting documents and the auditors;
- b) at the request of the executive director, gives opinions on specific aspects referring to the identification of the main company risks and also the design, development and management of the system of internal control;
- c) examines the *internal audit* plan prepared by the internal control manager and the periodic reports prepared by him;
- d) assesses the offers formulated by auditing companies to obtain the relative position, as well as the work plan prepared for the auditing and the results shown in the report and any suggestions of letter proposal;
- e) oversees the efficacy of the auditing process;
- f) makes assessments and validations of internal company procedures, also overseeing the correct application and rapid updating of the Corporate Governance regulations;
- g) refers to the Board at least once every six months, when the half-yearly balance sheet and report are approved, on the work performed on the adequacy of the system of internal control.

The Internal Control Committee in charge up to the 31 March 2008 was composed by the following members:

- ✓ Pierantonio Ciampicali (independent director), Co-ordinator of the Committee;
- ✓ Pierfilippo Roggero (independent director);
- ✓ Antonio Forte (non independent director).

The Internal Control Committee, appointed by the new BoA, in the 31 March 2008, is currently

composed by:

- ing. Pierfilippo Roggero (*Lead Independent Director*), Committee Chairman;
- dott. Alessandro Laterza (Independent Director);
- dr.ssa Rosa Dalloso (Non Executive Director);

During the 2008 corporate year, the Internal Control Committee met 5 times, in all the meetings the Committee developed its assignments with the attendance of the BoA Chairman, BoA members and the corporate business responsible, as guest.

Under Committee call, other bodies were attending the meeting, for the agenda topics reporting.

The Committee has not in hand specific financial resources but, on the course of its functions, it obtained the access to the company's resources and information of the assignments achievement, also making use of consultants.

During the 2008 the Internal Control Committee developed a fundamental role for the global share capital acquisition of Network Services Srl Company, as detailed in the Issuer web site section "*Investor – Capital Operations*".

12. INTERNAL CONTROL SYSTEM

The system of internal control is all part of the rules, procedures and organisational structures aimed at allowing the healthy and correct conduct of the business, consistent with the present objectives through an appropriate process of identification, measurement, management and monitoring of the main risks. An effective system of internal control contributes to guaranteeing the safeguard of the assets, the efficiency and effectiveness of company's operations, the reliability of the financial information, and respect for the laws and regulations. The Board of Directors is responsible for the system of internal control, of which it sets the policy lines and periodically checks the adequacy and effective operation, ensuring that the main company risks are identified and managed in a suitable manner.

The Board of Directors ensures that its assessments and decisions related to the system of internal control, approval of the balance sheets and half-yearly reports and the relationships between the issuer and external auditor are supported by an appropriate preparatory enquiry. For this purpose, the Board of Directors will set up an Internal Control Committee, consisting of non-executive directors, most of whom are independent. In compliance with the provisions of the Self-Discipline Code, and at the suggestion of the Internal Control Committee, the Board of Director has also:

- a) identified the function of Executive Director responsible for overseeing the functions of the whole system of internal control in the managing director, Domenico Favuzzi;
- b) attributed the *Internal Audit* function, i.e., the role of internal control officer to the Quality and Organisation manager, Rosa Dalloso;
- c) formally attributed the role of senior manager responsible for the company accounting documents drawing up to the Administration and Finance Director, Pietro Sgobba.

These roles were attributed on the 27 March 2006 and confirmed by the previous BoA on the 26 March 2007.

The mansion function has been further confirmed, by the current BoA, on the 9 April 2008, under the advice of the new Internal Control Committee.

ORGANIZATIONAL MODEL ex. Legisl. Dec. 231/2001

From 31/03/2008 Exprivia has implemented a proper Model of Organization, Management and

Control according to Legisl. Dec. 231/2001 and has instituted a Supervisory Body, in charge of the whole Group, composed by the following members: Mr. Angelantonio De Palma as Chairman, Mr. Giulio Guarino as member and Mrs. Mariacecilia Guglielmi as member.

Moreover, the BoD has made available an annual amount of Euro 10,000.00 as expenses fund for the operating of the Supervisory Body and has provided for the realization of a system enabling all Group's staff to put itself in direct communication with the Supervisory Body itself.

From April 2008 to the date of issuing of the present Report, the Supervisory Body met six times.

Among the propaedeutic procedures for the implementation of the Model, with the SB's participation, there have been the followings:

- a) regulations approval for the operation of the Supervisory Body sent formally to the BoA and to Chief executives
- b) provision of the clause to insert into the contracts templates to underwrite together with the Suppliers; this clause is included in all the new contracts, therefore the activity can be thought as concluded and the process as settled.
- c) provision of the informative letter already sent to all active customers; it will be sent to all new customers; the activity can be thought as concluded and the process as regulated.
- d) provision of the informative letter to the new employees in addition to the kits of company's communications, delivered on the occasion of their admission in the company; the activity is implemented for the new employees of Exprivia S.p.A. from the beginning of 2009.
- e) preparation of the informative letter sent to all Directors of the subsidiary companies wherewith they have been demanded to verify the adequacy of the model to their business reality, to signal eventual situations which can represent some anomalies or inapplicability of the Model and to name a Company's reference position for the application of the Model.
- f) definition of the sessions, times and modalities of the training schedule; the process has been started from the Human Resources Direction with the convocation of the parties interested in the single formative sessions.

The Model of Organization, Management and Control, can be downloaded from the web site of the Issuing Company in the section "*Investor – Company's Briefing*".

AUDITING SOCIETY

On the 29 June 2005, the Meeting of Exprivia S.p.A., entrusted the society PKF Italia S.p.A. with the auditing for the three-year period 2005 - 2007 pursuant to the Art. 159 of the Legisl. Dec. n 58 of the 24 February 1998.

On the 27 April 2007, the Meeting of Exprivia has extended the assignment duration to the auditing society, pursuant to Article 8 of the Legisl. Dec. 303 of the 29 December 2006, till the financial year 2013.

The same assignment to the society PKF Italia S.p.A. has been attributed by the other societies of the Exprivia Group.

13. INTERESTS OF THE DIRECTORS AND OPERATIONS WITH CORRELATED PARTIES

In conformity with the applicable legislative and regulatory provisions, on 26 March 2007, the

Board of Directors adopted a procedure for the completion of company operations infra-group and with other affiliates, aimed at ensuring that the operations in which a director with a personal or third party interest, and those with affiliates are performed in a transparent manner, respecting the criteria of substantial and procedural correctness.

See the indications of International Accounting Standards, and especially IAS 24 adopted according to the procedure of Art. 6 of Regulation (CE) 1606/2002, for the current notion of affiliate, as clarified by Article 2 (h) of the "CONSOB" Regulations adopted with Decision 11971 dated 14 May 1999 and further modifications and integrations (the 'Issuer Regulation').

Following to the renewal of the Board of Directors, on the 31 March, they now are classified as Exprivia Group correlated parts as follows:

- o Aplomb S.r.l., the landlord of the real estate in Bari, where Svimservice currently operates, of which Mr. Giancarlo Di Paola, member of the executive Board of the Society, is the associate and sole director;
- o Mr. Domenico Di Paola, the landlord of the Svimservice guestrooms in Bari and Milan, control partner of Merula as well as brother of avv. Giancarlo Di Paola.

Always subsequent to the renewal of the Board of Directors, from April 1st 2008, the societies Geosim, Impression, Saint Vincente and Brainspark are no more correlated parts of Exprivia Group as the correlation was imputable to the presence of the Exprivia former Chairman, member also of the Boards of Directors of the aforesaid societies.

Following the acquisition of the full share capital of Network Services Srl, this society, classified in the financial year 2007 as Correlate, is now embodied in the Subsidiary Companies.

The operations with correlated parts introduced by the Issuing Body are included in the normal enterprise management and are regulated as per the market standard conditions.

The fulfilment procedure of the social operations infra-group and with the other correlated parties is published in the Issuing Company internet web site in the section "*Investor - Company Briefing*"

14. NOMINATION OF THE AUDITORS

The Board of Auditors consists of three statutory auditors and two supplementary ones, appointed by the shareholders' meeting and re-eligible. The attributions, duties and length of the appointment are those set out by the law.

The auditors remain in office for three accounting periods and expire on the date of approval of the balance sheet relating to the last accounting period of their appointment.

Persons in the situations of incompatibility set out by the law, i.e., without honour or professionalism together with the requirements referring to the limit of the accumulation of assignments set out by the law and/or the secondary implementation regulations, cannot be appointed auditors and, if elected, forfeit the appointment.

On June 29th 2007, Art. 23 of the Articles of Association regulating the appointment of the Board of Auditors were modified. Effective from the next renewal, this will take place on the basis of lists presented by shareholders in accordance with the procedures specified below in order to ensure the appointment of a statutory and a supplementary auditor to the minority.

Lists of two sections will be presented. One section will be for the appointment of statutory auditors and the other for that of supplementary auditors. The list will give the names of one or more candidates, indicated with a progressive number.

The shareholders who, on their own or with others, represent at least 2.5% of the shares with voting rights in the ordinary shareholders' meetings or the lower percentage established or

summoned by binding legal or regulatory provisions, have the right to present a list.

Each shareholder, those joining a significant voting pact as per Art. 122, Legisl. Dec. 58/1998, the parent company, subsidiaries and those subject to control in common as per Art. 93 of Legisl. Dec. 58/1998, cannot present nor take part in the presentation of more than one list, not even through intermediaries or a trustee company, nor can they vote for different lists, and each candidate can only be presented in one list, at the risk of being declared ineligible.

The lists, signed by those presenting them, must be lodged in the company's registered offices at least 15 days before the day of the first call of the shareholders' meeting, subject to any other forms of publication and manner of deposit prescribed by the regulations, including the current, pro tempore, regulatory one.

If only one list is deposited in the aforesaid term of 15 days, or only lists presented by interconnected shareholders as per the current legislative and regulatory provisions, further lists can be presented up to ten days before, which set for the first call of shareholders' meeting. In this case, the shareholders who, on their own or with others are, altogether, holders of shares representing half of the capital threshold previously identified (1.25%), have the right to present additional lists.

The following must, in any case, be deposited with each list, within the terms indicated above: (i) the information relating to the identity of the shareholders presenting the list and the percentage of the stake held by them overall; (ii) the appropriate certification issued by the qualified intermediary in accordance with the law proving ownership of the number of shares necessary for the presentation of the list; (iii) the declarations with which each candidate accepts his candidature and certifies, on his own responsibility, that there are no causes of ineligibility and incompatibility, including the cumulative limit of assignments of roles in accordance with the applicable legislative and regulatory provisions, and also that there are the prerequisites prescribed for the respective assignments; and (iv), the curriculum vitae with full and complete information concerning the personal and professional data of each candidate, with the indication of the administrative and control positions covered in other companies.

Lists presented by shareholders other than those holding, also with others, a controlling stake or relative majority must also have a declaration concerning the absence of connections with the later as per the regulations in force.

The first two candidates of the list obtaining the greatest number of votes and the first candidate on the list which is second in number of votes and which, in accordance with the legislation, including regulatory laws, in force, is not connected, even indirectly, with the shareholders presenting or voting the list obtaining the greatest number of votes, are elected statutory auditors.

The first candidate on the list which obtained the greatest number of votes and the first candidate on the list coming second in number of votes are elected as supplementary auditors.

The first candidate of the second list, who received the greatest number of votes in the shareholders' meeting, will be given the presidency of the Board of Auditors.

If only one list is presented, the presidency of the Board will be assumed by the candidate statutory auditor indicated in first place.

If no list is presented, the shareholders' meeting will deliberate with the legal majorities, without respecting the planned procedure.

If the requirements are no longer fulfilled, the Auditor will terminate his office.

If an auditor is replaced, the supplementary auditor from the same list will take over. The presidency of the Board of Auditors will always go to the auditor from the minority list.

When the shareholders' meeting has to arrange for the appointment of the statutory and/or supplementary auditors necessary for the integration of the Board of Auditors, provision has

been made for a replacement procedure, described in detail in Art. 23 of the Articles of the Statute.

The auditors will act autonomously and independently, also in respect of the shareholders electing them.

The Corporate by-laws are detailed on the Issuer web site in the section "Investor – Company briefing".

15. AUDITORS

The current BoA, appointed by the 31 March 2008 Exprivia shareholders' annual meeting, with the office term at the 2010 year end, is composed of this way:

Member of the board	Position	Birth place and date
Renato Beltrami	Chairman	Storo (TN) 07/12/1942
Gaetano Samarelli	Statutory Auditor	Molfetta (BA) 07/12/1945
Ignazio Pellecchia	Statutory Auditor	Bari 28/06/1968
Leonardo Giovanni Ciccolella	Supplementary Auditor	Bari 24/06/1964
Mauro Ferrante	Supplementary Auditor	Bisceglie (BA) 01/11/1964

All the BoA members have been appointed by the list presented and voted by the majority.

The in office Auditors detect the independence requirements wanted by the auditor's law as such as those stated by the directors' code. The board has verified the requirement prerequisite during the general meeting of the 4 April 2008 when the Corporate governance has been considered.

In the following list the main holding appointments offices during the last 5 years by part of the BoA in the supervisory authorities, administration, or management inside other companies and the unquoted share holding of other companies during the same reference period.

BoD Member	Company where carried on the external activity	Position	Position status
Renato Beltrami	Cassa Rurale di Darzo e Lodrone (TN)	Chairman of the Board of directors	In office
	Exprivia Solutions S.p.A.	Chairman of BoA	In office
	Clinichall S.r.l.	Chairman of BoA	In office
	Svimservice	Chairman of BoA	In office
	Wel.Network	Chairman of BoA	In office
	GST S.r.l.	Chairman of BoA	In office
	Compagnia di Sviluppo S.r.l.	Chairman of BoA	In office
	Arici Fratelli S.r.l.	Chairman of BoA	In office
	Mediocredito Trentino Alto Adige S.p.A.	Statutory Auditor	In office
	A.C.S. S.p.A.	Statutory Auditor	In office
	Dosso Alto S.p.A.	Statutory Auditor	In office
	Salumificio Aliprandi S.p.A.	Statutory Auditor	In office
	Pervoice S.r.l.	Statutory Auditor	In office
	Valle Bianca S.p.A.	Statutory Auditor	In office
	E.B.S. S.r.l.	Statutory Auditor	In office
Renato Beltrami	Euroboiler S.r.l.	Statutory Auditor	In office
	Garioni Naval S.p.A.	Statutory Auditor	In office
	Venzia Holding S.p.A.	Chairman of BoA	Completed
	OMP Piccinelli S.r.l.	Chairman of BoA	Completed
	Ille Prefabbricati S.p.A.	Chairman of BoA	Completed

	Comap Italia S.r.l.	Statutory Auditor	Completed
	Comap Industria S.p.A.	Statutory Auditor	Completed
	Nova Comet S.r.l.	Statutory Auditor	Completed
	Entratech S.r.l.	Director	Completed
	Viaggi & Turismo Marozzi S.r.l.	Chairman of BoA	In office
	Exprivia Solutions S.p.A.	Statutory Auditor	In office
	Oleificio Cooperativo Goccia di Sole	Statutory Auditor	In office
	BIOGENE - Consorzio per lo studio e l'applicazione della Bioinformatica	Statutory Auditor	In office
Gaetano Samarelli	Svimservice S.p.A.	Statutory Auditor	In office
	Fondazione Musicale "Vincenzo Maria Valente"	Statutory Auditor	In office
	Spegea S.C. a r.l	Chairman of BoA	In office
	Azienda Servizi Municipalizzati - settore raccolta e smaltimento rifiuti - di Molfetta	Board Auditor Chairman	Completed
	Fonderie e Smalterie "Palbertig" S.p.A.	Chairman of BoA	Completed
	Metra Puglia S.r.l.	Statutory Auditor	Completed
	Aemmeci S.r.l.	Statutory Auditor	Completed
	Filmer S.r.l.	Statutory Auditor	Completed
	ASV Autolinee e Autoservizi S.p.A.	Statutory Auditor	In office
	Consorzio Campus Virtuale	Statutory Auditor	In office
Ignazio Pellecchia	Spegea S.C. a r.l	Statutory Auditor	In office
	Coalpa S.p.A.	Statutory Auditor	Completed
	Svimservice	Statutory Auditor	Completed
	Teleco Sud S.p.A..	Statutory Auditor	Completed
Leonardo Giovanni Ciccolella	Abaco	Chairman of BoA	In office
	Exprivia Projects S.p.A.	Statutory Auditor	In office
	Promove S.r.l.	Statutory Auditor	In office
	Exprivia	Statutory Auditor	Completed
Mauro Ferrante	Abaco	Statutory Auditor	In office
	Exprivia Projects S.p.A.	Chairman of BoA	In office
	Exprivia Solutions S.p.A.	Statutory Auditor	In office
	Promove S.r.l.	Chairman of BoA	In office

No one of the above listed BoA members:

- has relationships with the other BoA members and with the leading directors;
- was BoA member in other administration or supervision body or Shareholder in other Companies;
- have had sentences of fraud offence;
- was bankrupted or connected to moratorium or to liquidation of a Company where he was in charge of the above assignments;
- had formal indictment and/or penalties from public authorities/regulations.

As at 31 March 2008, with the 2007 balance sheet approval, it has expired the previous BoA assignment, appointed during the 29 June 2005 general meeting, and in this way composed:

BoD Member	Position	Term office	Note
Renato Beltrami	Chairman	Closure of 2007 accounting period	Confirmed in the BoA
Gaetano Samarelli	Statutory Auditor	Closure of 2007 accounting period	New Appointment

Leonardo Giovanni Ciccolella	Statutory Auditor	Closure of 2007 accounting period	New Appointment
Maria Rachele Capurso	Supplementary Auditor	Closure of 2007 accounting period	New appointment
Giorgio Cimarolli	Supplementary Auditor	Closure of 2007 accounting period	Appointed in the BoA

During the 2008 they have not occurred situations for which the BoA have to declare own or third party interests for the Company defined operation.

The 2008 BoA operativity has been :

Position	Member	Holding Office		Audits checks		CDA		Internal Control Committee		Remuneration Committee	
		from	unto	n. calls	% attendance	n. calls	% attendance	n. calls	% attendance	n. calls	% attendance
Chairman	Renato Beltrami	1-gen	in office	5	100 %	17	100 %	5	100 %	4	100 %
Statutory Auditor	Gaetano Samarelli	1-gen	in office	5	100 %	17	100 %	-	-	-	-
Statutory Auditor	Leonardo Ciccolella	1-gen	31-mar	1	100 %	4	100 %	-	-	-	-
Statutory Auditor	Ignazio Pellecchia	31-mar	in office	4	100 %	13	100 %	-	-	-	-
Supplementary Auditor	Maria Rachele Capurso	1-gen	31-mar	-	-	-	-	-	-	-	-
Supplementary Auditor	Giorgio Cimarolli	1-gen	31-mar	-	-	-	-	-	-	-	-
Supplementary Auditor	Leonardo Ciccolella	31-mar	in office	-	-	-	-	-	-	-	-
Supplementary Auditor	Mauro Ferrante	31-mar	in office	-	-	-	-	-	-	-	-

The BoA, during the execution of one's duty, is regularly connected with the Internal Audit function and the Internal Control Committee.

The Issuer BoA members cover similar assignments in other controlled or shared Companies, inside the Exprivia Group Leader, particularly:

Company/Member	Exprivia Solutions SpA	Exprivia Projects SpA	Svimservice SpA	Wel.Network SpA	Spegea S.c. arl	G.S.T. Srl	PerVoice SpA	Clinic Hall Srl
Renato Beltrami	Chairman of BoA		Chairman of BoA	Chairman of BoA		Chairman of BoA	Statutory Auditor	Chairman of BoA
Gaetano Samarelli	Statutory Auditor		Statutory Auditor		Chairman of BoA			
Leonardo Ciccolella	Supplementary Auditor	Statutory Auditor	Supplementary Auditor	Supplementary Auditor	Supplementary Auditor			
Ignazio Pellecchia					Statutory Auditor			

Maria Rachele Capurso	Supplementary Auditor	Statutory Auditor						
Mauro Ferrante	Statutory Auditor	Chairman of BoA	Supplementary Auditor	Supplementary Auditor				

The BoA remuneration is established by the assembly on the basis of the respective professional roll rates.

The total fees acknowledged to the Group Leader auditors are detailed as follows, considering the accounting period 2008 for their performances, and eventually, also for the Subsidiaries.

RENATO BELTRAMI – CHAIRMAN

Euro 101.144,67 including the remuneration for the position here above indicated – with the exclusion of non-monetary benefit, bonus or other incentives.

GAETANO SAMARELLI – STATUTORY AUDITOR

Euro 41.880,25 including the remuneration for the position here above indicated - with the exclusion of non-monetary benefit, bonus or other incentives.

LEONARDO GIOVANNI CICCOLELLA – AUDITOR

Euro 16.624,34 including the remuneration for the position here above indicated - with the exclusion of non-monetary benefit, bonus or other incentives.

IGNAZIO PELLECCIA – STATUTORY AUDITOR

Euro 11.175,75 including the remuneration for the position here above indicated - with the exclusion of non-monetary benefit, bonus or other incentives.

RACHELE RACHELE CAPURSO – SUPPLEMENTARY AUDITOR

Euro 2.707,12 for the position here above indicated - with the exclusion of non-monetary benefit, bonus or other incentives.

GIORGIO CIMAROLLI – SUPPLEMENTARY AUDITOR

No remuneration and non-monetary and/or monetary benefits, bonus or other incentives.

MAURO FERRANTE – SUPPLEMENTARY AUDITOR

Euro 6.912,83 for the position here above indicated – with the exclusion of non-monetary benefit, bonus or other incentives.

16. RELATIONS WITH THE SHAREHOLDERS'

The Company has instituted an "Investor" local proper section, easy of use web site Internet, where are available all the Issuer information of particular interest by its shareholders', this allowing to the shareholders' a mindful management of its own rights.

With the compliance of the communication procedure of the documents and information concerning the Company, Exprivia has established a specific facility (*Communication and Investor Relations*) appointed to ensure a continuous, transparent and complete dialogue with the members and the institutional investors..

The above said function, directly reporting to the Managing Director, supports him for the communication activity to the financial community (institutional investors, analysts) concerning the strategies and the Company's topics. This is to allow a total and faithful evaluation of the Company.

As help tools to the above activity, a proper *Investor Relator* data base has been developed,

containing the list of subjects, authorities, individuals, all interested to receive by e-mail the Company's information (press release, balance sheets, news etc). Furthermore the section *Investor Relations* has been set up inside the web site in order to release all the relevant financial news of the Company.

Finally an electronic box email has been implemented and aimed to the financial community (IR@exprivia.it) where any information requirement can be addressed.

The dialogue procedure does not provide any information on matter of great importance beforehand in communication to the market.

17. Shareholders meeting

According to the law and the articles of incorporation, the shareholders' with voting rights can attend to the general meeting. According to the provision in force, providing for these, a communication from their intermediaries, at least two working days before the first day of the next convening general meeting.

The Assembly, fixed by the BoA in the notice of meeting, can be held nearby the legal office or other districts, on condition that it is in Italy.

The ordinary general meeting of shareholders' is called, at least once per year, within 120 days after the year end or within 180 days, when the Company is in charge to drawing up the consolidated balance sheet or when demanded by particular requirements related to the Company structure.

The ordinary and extraordinary shareholders' general meeting is called every time the BoD thinks it is advisable or as provided for by the law.

The general meeting of shareholders' is also called, by the BoA or by the two statutory auditors, subject to written communication to the Chairman of the BoA.

The ordinary general meeting of shareholders' is called through a notice containing the indication of the day, hour, meeting location and the referenced items list. It is published in the Republic Official Gazette or at least in one of the following daily papers: «Finanza e Mercati, Il Sole 24 ore, La Repubblica, MF», at least 15 days earlier than the Assembly's call, apart from the different term provided by the special laws concerning the companies with shares quoted in the controlled markets.

The Company promotes and makes easier the Shareholders' attendance to the meetings, especially by releasing any kind of information and explanation in order to facilitate the member's presence.

In order to give full value to the meeting institute a proper regulation has been approved, such as the power expression of the member's self-organization, finalized to regulate the ordinary and extraordinary Assembly's arranged development, also ensuring the intervention on the agenda topics by the entitled Shareholders'.

The Assembly detailed rules of identification procedure, the delegates and associates admittance, state the intervention time and methods on the single matters put on the agenda, leading the votes and the results proclamation.

The Assembly informative statement is available for the public nearby the Company's legal office and nearby the office where the general meetings are carried out.

During 2008 the Shareholders' annual meeting has been called 3 times:

- The 12 of February the Extraordinary Assembly has been convened nearby the head office for the approval:

- The increase of the paid share capital, among shares splitting, to be offered as option to the members under the art 2441, sub-section 1, Civil Code, within the 31 December 2008, for a maximum of 10.000.000,00 (ten million euro), overprice included;
- Alterations concerning and consequent to the art.5 of the Articles of incorporation.
- The 31 of March the ordinary general meeting of shareholders' has been called nearby the head office for:
 - The submission and approval of the balance sheet closed the 31 December 2007; presentation and report of the BoA management and auditing company; following resolutions;
 - The Group balance sheet, referred to the 31 December 2007 year end, of the BoA management, the BoA report and the auditing company;
 - The Counsellors number establishment and the BoA appointment according to the company by-laws art 14, and the remuneration definition;
 - The Board of auditors appointment, according to the company by-laws art.2, and the remuneration definition;
- The 17 November, the ordinary general meeting of shareholders' has been called nearby the head office for the approval:
 - Authority to the share buyback and disposition according to the Civil Code articles 2357 and 2357ter..

18. Changes at the closing of the corporate year

Since 2008 closing of the corporate year, the Corporate Governance has not had changes in its structure , as detailed in the current report.

Self-discipline code Forecast

	YES	NO	Summary of the reasons for any change from the Code recommendations
System of delegations and operations with affiliates			
The BoD has distributed the delegations defining their:			
a) limits	X		
b) operation methods	X		
c) information frequency	X		
Has the BoD reserved the right to examine and approve operations of particular economic financial and capital importance (including operations with affiliates)?	X		
Has the BoD defined guidelines and criteria for the identification of remarkable operations?	X		
Are the above pointed guidelines and criteria described in the report?	X		
Has the BoD defined special procedures for the examination and approval of operations with the affiliates?	X		
Are the operations approval procedures with affiliates described in this report?	X		
Procedures of the most recent appointment of Directors and Auditors			
Did the deposit of the auditor position nomination director take place at last 10 days in advance?	X		
Were the Director nomination position accompanied by full information?	X		
Were the Directors nomination position accompanied by the suitability warnings to declare themselves as independent?	X		
Did the nomination deposit for the auditor position occurs at least 10 days in advance?	X		
Were the auditor position nomination joined by an exhaustive information?	X		
Meetings			
Has the Company approved the Meeting Regulations?	X		
Are the rules attached to the report for the information given (or clearly shown where to require or download a copy) ?	X		
Internal Control			
Has the Company appointed the officers for the internal control?	X		
Are the appointed ones not as staff of the operational responsible?	X		
Organizational Unit supervising the internal control	Quality and Organisation		
Investor Relations			
Has the Company appointed an <i>Investor Relations Manager</i> ?	X		
Organizational Unit and reference of the <i>Investor Relations Manager</i>	<i>Investor Relations Manager</i> Via Carlo Esterle,9 – 20132 – Milano Tel. 02280141 – Fax 022610853 e-mail: alessia.vanzini@exprivia.it		

Molfetta, 27 February 2009

Chairman and Managing Director

Dott.Domenico Favuzzi