



## Human Resources Committee Charter

# HUMAN RESOURCES COMMITTEE CHARTER

*Approved by the Board of Directors of Autogrill S.p.A. on 24 January 2013  
and amended on 20 December 2016*



## Human Resources Committee Charter

### AUTHORITY AND RESPONSIBILITIES

The Human Resources Committee (the “**Committee**”) of Autogrill S.p.A. (“**Autogrill**” or the “**Company**”) incorporates within its functions those of a "Remuneration Committee" as set out in Article 6 of the corporate governance code approved by the Corporate Governance Committee in December 2011, as modified in July 2014 and July 2015 (the “Corporate Governance Code”); the principles and criteria provided therein shall be referred to in this Charter in their entirety.

The Committee shall inform, advise and make proposals to the Company’s board of directors (the “**Board of Directors**”). In particular, the Committee shall:

- (i) submit proposals to the Board of Directors in order to determine the general remuneration policy, in the form of “guidelines” of the group that Autogrill belongs to (the “**Group**”), of the Chair of the Board of Directors (the “**Chair**”), of the executive directors, of the directors covering particular offices, of the key management executives and of the Top Management of the Company (the “**Top Management**”) and Group (subsidiaries of Autogrill S.p.A.);
- (ii) submit proposals to the Board of Directors concerning the total, fixed and variable, cash and/or equity based compensation of the Chair and Vice Chair Executive Director/s (where applicable) of the Board of Directors, of the Chief Executive Officer (the “**Chief Executive Officer**”) and other directors of the Company holding particular positions and concerning the determination of incentive, retention and/or attraction plans for the above-mentioned persons;
- (iii) within the context of incentive, retention and attraction plans, assess whether the proposals the Chief Executive Officer shall make to the Board of Directors to determine the criteria for the total, fixed and variable, cash and/or equity-based compensation of key management executives and Top Management of the Company and the Group are adequate; with the assistance of the "Group Human Resources and Organization" and of the Administrative, Financial and Strategic Planning Departments, the Committee shall assess whether the performance objectives of the Company and the Group on which variable component of the above-mentioned compensations is based are adequate;



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- (iv) monitor the implementation of the decisions adopted by the Board of Directors on compensation policies by the management and Companies of the Group, ensuring, in particular, that the performance targets have effectively been achieved;
- (v) periodically assess the suitability, overall consistency and practical application of the general policy for the remuneration of executive directors, other directors holding particular positions, key management executives and Top Management, making use in this last regard of information provided by the Chief Executive Officer; make proposals to the Board of Directors on the matter.

Furthermore, the Committee shall:

- (vi) evaluate the proposals of the Chief Executive Officer: (a) on the composition criteria, profiles and names of the management and control bodies members of subsidiaries of strategic importance, (b) on the policies for the strategic development of "human resources", with the support of the "Group Human Resources and Organization" Department, the Administrative, Financial and Strategic Planning Departments of the Company and (c) on hiring and appointing key management executives for the Company and the Group.

In order to perform its responsibilities, the Committee may access corporate information and functions and use external consultants, at the expense of the Company, within the limits of the allocations set by the Board of Directors, taking into consideration that the latter should not find themselves in situations that could compromise their independence of judgement.

The Chair of the Committee shall periodically report to the Board on the Committee's activities.

At the Annual General Meeting of the Company, the Committee or the Board (based on the information provided by the Committee) shall report on the above-mentioned compensation policies and the Committee (through its Chair or any other member of the Committee) shall report on the exercise of its functions.



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### MEETINGS

The Committee Chair shall call a meeting of the Committee whenever he/she deems it appropriate or at the request of one of the Committee members. Committee meetings shall be convened with at least five-day prior notice. The call, sent by the Committee Secretary, may be made via fax or e-mail. In the event of an emergency, the existence of which shall be determined by the Committee Chair, the meeting may be convened with one day's prior notice. The Committee may validly meet even without prior notice, if all its members are present.

The Chair and the Chief Executive Officer of the Company are usually invited to take part in the meetings. The Chair of the Board of Auditors shall also be invited to the meetings, and may delegate another Standing Auditor to attend.

In cases in which it deems it appropriate, the Committee may invite, from time to time, other parties within the Company or the Group, in relation to the corporate functions and organizations affected by the matters dealt with, or others external to them, including members of other committees within the Board of Directors, whose presence is considered to be of assistance to the Committee in performing its functions.

No Director shall participate in meetings of the Committee in which proposals to the Board of Directors regarding their compensation are being analysed and formulated.

The Committee Secretary shall take minutes of the meetings, which may be approved at the next meeting. At the next meeting, the Committee Chair shall inform the Board of Directors in relation thereto.