

ANTIBIOTICOS

19 - 09 - 1996



[translated from Italian]

PROTOCOL OF AGREEMENT

On 19 September 1996 there met in Rome:

for the company ANTIBIOTICOS:

Mssrs. Massimo Casoli, Carmelo Teti, Vincent Anton Anton and Miguel Angel Rodriguez

assisted by Dr. Paolo Greppi, Industrial Relations Manager for the Montedison Group;

for FIA-UGT, Mr. José Antonio Carro Moreno;

for FITEQA-CC.OO., Mr. Rafael Martinez Parra;

for FULC (FILCEA-CGII, FLERICA-CISL, UILCER-UIL), Messrs. Eduardo Guarino, Antonino Scalfaro, Romano Bellissima, Lori Carlini, Paolo Bicicchi and Carlo Testa

assisted by EMCEF, represented by Messrs Dario Ilossi and José Ramon Sanchez.

IN VIEW OF THE FACT THAT

- 1) The European Directive 94/95 has instituted the European Works Council in order to promote and improve workers' rights to information and consultation in undertakings and groups of undertakings on a European Community scale;
- 2) ANTIBIOTICOS belongs to the Montedison Group and works in bulk pharmaceuticals with production units in two Community Member States at present, namely, Italy and Spain, situated respectively in Rodano (Lombardy Region), Settimo Torinese (Piemonte Region) and with management situated in Milano and also Leon (Castilla y Leon Region) and in Madrid;
- 3) ANTIBIOTICOS has the firm intention to subscribe to the principles set forth in the above-mentioned Directive, in line with its own policy of information, consultation, joint involvement and responsabilization of the workers;

IT IS AGREED

- 1) To institute an ANTIBIOTICOS European Works Council (hereinafter referred to as 'Council');
- 2) That the Council may not replace the institutional roles and tasks of the Trade Union representations of the Workers, nor limit their rights as recognized in the legal and contractual dispositions in force in Italy and in Spain.

Matters for Information and Consultation

The Council shall be informed and consulted on the development of the activities of ANTIBIOTICOS, and in particular on the following subjects of transnational interest:

- economic and financial situations;
- activity and investment plans of particular importance;
- employment situation and perspectives;
- reorganization plans with impact at a transnational level;
- plans for the development of the European or extra-European production assets;
- major modifications in the organization of work and the introduction of new production processes;
- aspects concerning environmental health and working safety;
- formation and plans for the development of human resources;
- positive action for equal opportunities.

COMPOSITION OF THE COUNCIL

Taking into account the present structure of ANTIBIOTICOS as regards the number of production sites located in Italy and in Spain and of the number of workers in each country, the Council shall be composed of seven members, including three Spanish delegates and four Italian delegates.

The members of the Council shall be employees of ANTIBIOTICOS, selected from the freely elected delegates (RSU and SECCIONES SINDACALES INTERCENTRO) within the Trade Union organizations that are signatories to the present agreement. Their remaining on the Council shall be linked to the continuation of their mandate in the RSU or the SECCIONES SINDACALES INTERCENTRO.

Furthermore, in view of the importance of the subjects dealt with by the Council, it shall be appropriate for delegates from the National Federations (FIA-UGT, FITEQA-CC.OO, FILCEA-CGIL, FLERICA-CISL, UILCER-UIL) to participate.

MEETINGS OF THE COUNCIL

The Council shall meet as a rule once a year on the occasion of the presentation of the Annual Report.

If reasons of particular importance emerge and if one of the parties signatory to the present agreement so proposes, extraordinary meetings may also be held.

The management of ANTIBIOTICOS shall be represented by the Managing Director (*Amministratore Delegato*) and the Personnel Management.

Furthermore, a representative of the ENCEF may take part in the meetings.

For each country, two alternate members shall be nominated to substitute the titular members referred to in the above item if the latter be unable to attend.

The date and place of the meeting shall be fixed by ANTIBIOTICOS.

The agenda shall be proposed jointly by the signatory parties.

The date, place and proposed agenda shall be communicated 30 days in advance to the Council members, to whom any necessary documentation shall also be sent.

The Council members may send requests for modifications or additions to the secretariat which is defined in the following item.

The meeting with the Management of ANTIBIOTICOS shall be preceded by a meeting of the workers' trade union delegates.

Simultaneous interpretation shall be provided for both meetings, as well as Italian and Spanish translations of the necessary documents.

At the end of the meeting, minutes shall be written which, after approval from the participants, shall be sent to each of the Council members.

ORGANIZATION AND COVERING OF COSTS

At the ANTIBIOTICOS Central Management Offices, a technical secretariat shall be instituted for the preparation and the organization of the meetings. This secretariat shall provide all that is necessary for the functioning of the Council.

The Council may give itself its own house rules.

The costs incurred for the organization of the meetings, for the participants' travel, board and lodging, and for the simultaneous interpretation service shall be borne by ANTIBIOTICOS.

The members of the Council shall enjoy paid leave in order to take part in the meetings and in order to fulfil their functions.

Furthermore, specific training courses for the Council members may be agreed upon.

PROTECTION OF THE COUNCIL MEMBERS

The Council members shall enjoy the protective measures provided for by the legal dispositions resulting from the directive and by national legislation and contracts.

SECRECY

Those taking part in the Council meetings shall be under obligation not to reveal any information having a confidential character.

COMMUNICATION OF THE COUNCIL MEMBERS' NAMES

The Trade Union organizations that are signatory to the present agreement shall communicate the names of the Council members to the Management of ANTIBIOTICOS by 31 October of this year.

TERM OF THE AGREEMENT

Following a request from one of the parties signatory to the present agreement made at least six months in advance, the present agreement may be renewed subsequent to assessment of the experience acquired, and taking into account the development of ANTIBIOTICOS and of national and European Community legislation.

NOTIFICATIONS OF THE AGREEMENT

The present agreement shall be notified to the Italian and Spanish Ministries of Labour and for legal requirements, if provided for, to the EU Commission.

MONTEDISON, ANTIBIOTICOS, EMCEF, FITEACA-CCOO, FIA-UGT, FULC

Signatures