

**By-laws of Industrie De Nora S.p.A.****TITLE I****INCORPORATION - NAME - REGISTERED OFFICE AND DURATION OF THE COMPANY****Article 1**

1.1 A joint-stock company (*società per azioni*) named "**Industrie De Nora S.p.A.**", is incorporated, governed by these by-laws.

**Article 2**

2.1 The company has its registered office in Milan (MI).

2.2 The Company may establish, modify and close secondary offices, branches, offices, representative offices, agencies and establishments of every kinds in Italy and abroad, as required from time to time.

**Article 3**

3.1 The duration of the Company is set until 31 December 2050 and may be extended in accordance with the applicable legislation in force from time to time. The right of withdrawal is excluded for shareholders who did not participate in the approval of the relevant resolution.

**TITLE II****PURPOSE OF THE COMPANY****Article 4**

4.1 The Company's business purpose is to carry out the following activities, in Italy and abroad:

- (i) the design, construction and marketing of electrodes and electrolyzers for electrochemical systems; the performance of research, industrial development and the supply of goods and services in the field of chemical, electrochemical, petrochemical, and related technologies, accessories and applications, including on behalf of third parties;
- (ii) the design, construction, engineering and consulting activities in the field of chemical and electrochemical systems and equipment; it may acquire and exploit industrial patents and/or trademarks or obtain licences from third parties for the use of those patents and trademarks; it may respond to requests for offers or participate in contracts, subcontracts and tenders in any form called by third parties and/or public administrations, both in Italy and abroad, for the construction of chemical or electrochemical systems or parts of systems, alone or in association with other companies or entities.
- (iii) the design, development, production, assembly, marketing, maintenance, technical assistance, installation and/or supervision of appliances, instruments, systems and equipment for the filtration, desalination, purification, disinfection and treatment of marine, civil, industrial and other waters, including drinking water and/or waste water, by means of different electrochemical and other technologies and processes such as, without limitation, chlorination, filtration, ozonation, and advanced oxidation processes achieved through the combination of different technologies.
- (iv) marketing and technical assistance of machines that produce solutions suitable for curative treatment and prevention of diseases typical of fruit and vegetable plants; the treatment of fruit and vegetable products after harvesting; washing and disinfection of instruments, furniture and work surfaces inside agricultural companies, livestock farms, domestic and professional environments.
- (v) activities of design, experimentation, production, distribution, trade, import, export, assumption of agency contracts for import and/or export, technical assistance and after-sales support for electrochemical systems for the production of biocides, aqueous solutions

for use as sanitising agents, nutraceuticals, oxidants and curative and prevention treatments of bacteriological, fungal and viral diseases typical of fruit and vegetable plants in general; the assumption of concessions, agencies and commercial representations of national or foreign firms in the agricultural, food, mass retail and catering sectors; the supply of services, marketing and technical support of machines for the production of solutions suitable for disinfection, sterilisation and preservation of hygiene in general.

- (vi) the production and trade, excluding retail sale reserved to pharmacies, import, export, assumption of agency contracts, concessions and commercial representations of national or foreign firms in the pharmaceutical, parapharmaceutical, health and cosmetics industries for the import and/or export of pharmaceutical and galenic products, medical and surgical devices and medical equipment of all classes, cosmetics and chemical products in general, along with the implementation of studies and market research in relation to the foregoing;
- (vii) consultancy services in the IT sector, including for third parties; the provision of administrative, financial, technical and commercial management services to investee companies, excluding all professional activities, the purchase, sale and exchange of properties of any type; the management of company-owned properties; the conduct of any activity in the field of construction, therein including demolition, construction, renovation and maintenance works, both ordinary and extraordinary; the assumption and granting of works contracts of any type in the construction field with private and public entities and the performance of the related services.

The Company may also carry out, on a non-prevailing basis, all commercial, industrial, financial, securities and real estate operations that are necessary and related to the achievement of the corporate purpose; it may therefore obtain investments, stocks and shares in other companies, enterprises, entities, institutions, associations and bodies, even consortia, in any form in which they are established, having a similar or related purpose to its own, within the limits permitted by law, even providing in favour of the same, where necessary, unfunded or other guarantees, including funded guarantees, even in relation to banks and credit institutions; the financial operations, therein including the purchase of investments, must not, however, be carried out in relation to the public.

### **TITLE III**

#### **CAPITAL - SHARES - WITHDRAWAL – BONDS - FINANCIAL INSTRUMENTS**

##### **Article 5**

5.1 The share capital is EUR 18.268.203,90, represented by 51.203.979 ordinary shares (the “**Ordinary Shares**”) and 150.481.195 shares with multiple voting rights (the “**Multiple Voting Shares**”), with no indication of the nominal value. The Ordinary Shares and Multiple Voting Shares are subject to the dematerialisation regime and entered into the centralised management system for financial instruments pursuant to the applicable laws and regulations.

The share capital may also be increased by resolution of the Shareholders' Meeting by issuing shares with rights other than ordinary shares and by contributions other than in cash, or by offsetting liquid and payable debts to the Company, in accordance with and to the extent permitted by law.

5.2 In resolutions to increase the paid-up share capital, pre-emptive rights may be excluded to a maximum extent of 10% of the pre-existing share capital, pursuant to and for the purposes of Article 2441(4), second sentence, of the Civil Code.

5.3 The Extraordinary Shareholders' Meeting may grant the directors the power to increase the share capital in one or more instalments pursuant to Article 2443 of the Civil Code. The Extraordinary Shareholders' Meeting of 18 February 2022 resolved to grant the Board of Directors, effective as from the first day of trading of the Company's shares on Euronext Milan, pursuant to art. 2443 of the Civil Code, for a period of five years from the date of said resolution, the power to increase the share capital, free of charge and divisible, and in several tranches, to service share-based incentive plans, for a maximum amount of 20 (twenty) million euros, through

the issue of ordinary shares with no indication of par value, having the same characteristics as those in circulation, with regular enjoyment, and the exclusion of option rights pursuant to Article 2441, paragraphs five and eight of the Civil Code, at an issue value equal to the accounting parity of the Ordinary Shares at the date of the implementation of the delegated powers with the allocation of the same amount as profits and/or profit reserves as resulting from the latest approved financial statements pursuant to Article 2349 of the Civil Code.

- 5.4 The Extraordinary Shareholders' Meeting may resolve, pursuant to and for the purposes of Article 2349, first paragraph of the Civil Code, to allocate profits to the employees of the Company or its subsidiaries by issuing special classes of shares, as well as to allocate financial instruments, other than shares, to the employees of the Company or its subsidiaries in accordance with Article 2349, second paragraph of the Civil Code.
- 5.5 Ordinary Shares are indivisible, freely transferable and confer on their holders equal rights. In particular, each ordinary share confers the right to one vote at ordinary and extraordinary general meetings of the Company as well as other property and administrative rights pursuant to these by-laws and the applicable legislation.
- 5.6 The Multiple Voting Shares are equally indivisible and confer the same rights as the Ordinary Shares, with the sole exception of the following:
  - (i) each Multiple Voting Share entitles the holder to three votes pursuant to Article 2351 of the Civil Code at ordinary and extraordinary shareholders' meetings of the Company and in compliance with any legal limits;
  - (ii) they are automatically converted into Ordinary Shares at the rate of 1 (one) Ordinary Share having the same characteristics as the Ordinary Shares for each Multiple Voting Share (without the need for a resolution, either by the special meeting of the shareholders holding Multiple Voting Shares, or by the Shareholders' Meeting of the Company) in the event of a Transfer (as defined below) of Multiple Voting Shares to persons who are not already holders of Plural Voting Shares, unless the transferee (each of the transferees referred to in clauses (1), (2) and (3), being an "**Authorised Transferee**") is (1) an Affiliate of a shareholder who is already a holder of Multiple Voting Shares (2) an Affiliate of the transferor; or (3) an Affiliate of the Effective Holder or one of the Effective Holders of the transferor, provided that in such case, if the transferee loses their *status* as Permitted Transferee after the completion of the Transfer, all Multiple Voting Shares that they hold shall be automatically converted into Ordinary Shares, at the rate of 1 (one) Ordinary Share having the same characteristics as the Ordinary Shares for each Multiple Voting Share, unless the Multiple Voting Shares are re-transferred by such transferee to the transferor with effect *ex nunc* from the date on which the transferee loses the *status* of Authorised Transferee;
  - (iii) they may be converted, in whole or in part, and also in several *tranches*, into Ordinary Shares at the simple request of the holder thereof, to be sent to the Chairman of the Board of Directors of the Company and in copy to the Chairman of the Board of Statutory Auditors, at the rate of 1 (one) newly issued ordinary share having the same characteristics as the Ordinary Shares for each Multiple Voting Share.

The occurrence of a case of conversion pursuant to paragraph (i) or (ii) shall be certified by the Board of Directors by a resolution passed with the legal majorities. In the event of omission by the Board of Directors, the occurrence of the conversion prerequisite shall be certified by the Board of Statutory Auditors with a resolution passed with the favourable vote of the majority of those present.

Under no circumstances may the Ordinary Shares be converted into Multiple Voting Shares.

For the purposes of the foregoing:

- (i) "**Affiliate**" means, with reference to a subject: (a) any company or other entity which, directly or indirectly, is Controlled by such person or which, directly or indirectly, controls such person or which is, directly or indirectly, under common Control with such person, or

- (b) in the case of a natural person, the spouse and/or first degree descendants of such person or their respective Affiliates pursuant to letter (a);
- (ii) “**Beneficial Owner**” means the person identified pursuant to Article 20 of Legislative Decree No. 231 of 21 November 2007;
- (iii) “**Control**”, “**Controlling**” and similar expressions mean (also with reference to natural persons) the relationships provided for under paragraph 1, number 1) of Article 2359 of the Civil Code and Article 93 of Legislative Decree No. 58/1998 or, with reference to a person constituted under a law other than Italian law, indicate (a) the direct or indirect ownership of more than 50% of the voting rights exercisable in the ordinary shareholders' meeting (or other equivalent body) of such person, or (b) the right to appoint, or cause to be appointed, at least the majority of the members of the board of directors (or other similar management body) of such Person;
- (iv) “**Transfer**”: means any deal, negotiation or other operation or series of acts of disposition and/or alienation which results in (even if only temporarily), directly or indirectly, voluntarily or compulsorily, for a consideration and/or free of charge, the transfer to third parties of ownership and/or actual possession and/or bare ownership and/or holding and/or any other real or personal right of enjoyment, depending on the context, of any Share in the broadest sense of the aforementioned terms and thus, including sale, merely by way of example but without limitation, expropriation, donation, transfer free of charge, exchange, contribution in kind, forced sale, block sale, transfers that achieve the merger, demerger or liquidation of the company, transfers by virtue of the rental or sale of the business or business branch, *swap*, *datio in solutum*, and any other transaction having a transferring effect, the creation of pledge rights, mortgages, usufruct, option rights, or any other third-party right or guarantee of any kind, as well as any other transaction or series of transactions having an equivalent effect.

The Company may proceed with the issuance of Multiple Voting Shares limited to the cases of (a) capital increase pursuant to Article 2442 of the Civil Code or by means of new contributions without exclusion or limitation of option rights, in each case in combination with Ordinary Shares as described below; and (b) merger or demerger.

In the event of a share capital increase under option to be carried out through the issuing of Ordinary Shares only, the right to subscribe to the Ordinary Shares issued shall be granted to all shareholders in proportion and in relation to the number of shares - whether Ordinary Shares or Multiple Voting Shares - held by each of them at the time the capital increase is carried out.

In the event of a capital increase to be implemented by issuing Ordinary Shares and Multiple Voting Shares: (i) the percentage of issued Ordinary Shares and Multiple Voting Shares shall be in proportion to the percentage of Ordinary Shares and Multiple Voting Shares into which the share capital is divided at the date of the relevant resolution and (ii) the newly issued Ordinary Shares and Multiple Voting Shares must be offered for subscription to the individual shareholder in relation and in proportion, respectively, to the Ordinary Shares and the Multiple Voting Shares held by same at the time the share capital increase is carried out, specifying that the Multiple Voting Shares may only be subscribed to by shareholders who already hold Multiple Voting Shares.

In the event that the Company participates in a merger by absorption as the acquiring company or in a merger of its own, the holders of the Multiple Voting Shares will be entitled to receive, within the scope of the exchange ratio, shares with the same characteristics - at least with respect to multiple voting rights - of the Multiple Voting Shares, within the limits of the law and compatibility.

- 5.7 The capacity of Shareholder constitutes, *per se*, acceptance of these by-laws.
- 5.8 The domicile of Shareholders vis-à-vis the Company shall be understood as elected, for all legal purposes, at the domicile recorded in the Shareholders' Register.
- 5.9 Any introduction, amendment or removal of restrictions on the circulation of shares does not confer the right of withdrawal to the Shareholders who did not participate in the approval of the related resolution.

## Article 6

6.1 Each Shareholder has the right to withdraw from the Company in the cases provided for by law, subject to Art. 3.1 and Art. 5.9 of these by-laws.

#### **Article 7**

7.1 The issue of non-convertible bonds is resolved by the directors who determine the terms and conditions, including placement, in accordance with the laws and regulations in force from time to time.

7.2 Pursuant to the laws and regulations in force from time to time, the Company may issue special categories of shares with different rights, including as regards the impact of losses, determining their content by virtue of the relevant resolution, as well as participative financial instruments and financial instruments that make terms and conditions of the repayment of the capital subject to the economic performance of the Company.

### **TITLE IV**

#### **SHAREHOLDERS' MEETING**

#### **Article 8**

8.1 Ordinary and Extraordinary Shareholders' Meetings are generally held in the municipality where the registered office of the Company is located, unless otherwise resolved by the Board of Directors and provided that it is in Italy.

8.2 The Board of Directors may provide, in relation to individual meetings, that those entitled to attend the meeting and exercise voting rights may participate in the meeting by electronic means, including exclusively. In this case, the call notice shall specify, also by means of reference to the Company's website, the aforesaid methods of participation (omitting, in the case of a Shareholders' Meeting held exclusively by means of telecommunications, the indication of the physical location of the meeting).

8.3 The Ordinary Shareholders' Meetings and Extraordinary Shareholders' Meetings are usually held in single call as per law. The Board of Directors may, however, if it deems it appropriate and by expressly stating so in the call notice, determine that the Ordinary and Extraordinary Shareholders' Meetings be held in several calls.

8.4 Shareholders' Meetings shall be convened in compliance with the terms prescribed by the laws and regulations in force from time to time, by means of a call notice to be published on the Company's website, as well as in the manner prescribed by the laws and regulations in force from time to time with not less than the minimum notice required by law with respect to the date established for the Shareholders' Meeting.

#### **Article 9**

9.1 The right to participate in the Shareholders' Meeting and exercise voting rights is governed by the applicable legislation in force from time to time.

#### **Article 10**

10.1 Those entitled to vote may be represented at the Shareholders' Meeting in accordance with the law, by means of a proxy issued in the manner provided for by the applicable regulations. The proxy may also be notified to the Company electronically, in the manner specified in the call notice.

10.2 The Company does not avail itself of the power provided by law to designate the representative to whom shareholders may grant proxy with voting instructions on all or some of the proposals on the agenda of the Shareholders' Meeting.

10.3 The conduct of the Shareholders' Meetings is governed by special regulations approved by resolution of the Ordinary Shareholders' Meetings.

#### **Article 11**

11.1 The Shareholders' Meeting is chaired by the Chairman of the Board of Directors or, in the absence or incapacity thereof, by the Vice-Chairmen (if appointed) or the Managing Director, if appointed and present; failing this, the Shareholders' Meeting shall elect its own Chairman.

- 11.2 The Chairman of the Shareholders' Meeting is assisted by a secretary, who may or may not be a shareholder, appointed by those present, and who may appoint one or more scrutineers. In cases provided for by law or when deemed appropriate by the Chairman, the minutes shall be drawn up by a notary public chosen by the Chairman, acting as secretary.
- 11.3 The resolutions of the Shareholders' Meeting shall be recorded in minutes, drawn up in accordance with the applicable legislation in force from time to time and signed by the Chairman and the secretary or the notary public chosen by the Chairman.

### **Article 12**

- 12.1 The Shareholders' Meeting resolves on all matters within its competence by law.
- 12.2 The resolutions of the Shareholders' Meeting are adopted with the majorities required by law.
- 12.3 The resolutions of the Shareholders' Meeting, passed in accordance with the law and these by-laws, are binding on all Shareholders, even if they have not attended or dissented.

## **TITLE V**

### **BOARD OF DIRECTORS**

#### **Article 13**

- 13.1 The Company is managed by a Board of Directors composed of a minimum of 5 (five) and a maximum of 12 (twelve) members, shareholders or non-shareholders. The Shareholders' Meeting, before proceeding with their appointment, determines the number of members of the Board of Directors within the above limits.
- 13.2 The directors are appointed for a period of three years, or for the shorter period established by the Shareholders' Meeting at the time of their appointment, and are eligible for re-election. Their appointment expires on the date of the Shareholders' Meeting called to approve the financial statements for the last financial year of their term, except for the causes of termination and forfeiture provided for by the applicable legislation and these by-laws.
- 13.3 The Directors are appointed by the Shareholders' Meeting on the basis of lists submitted by the shareholders, in compliance with the applicable laws and regulations in force from time to time, and according to the gender balance, in which the candidates, not exceeding the maximum number of Directors set forth in Article 13.1 of these by-laws, and in possession of the requirements set forth by the applicable laws and regulations from time to time, must be listed by means of a sequential number.

Each list must indicate which candidates meet the independence requirements established by the laws and regulations in force from time to time. Each list must also include at least one candidate meeting the aforementioned independence requirements, to be indicated at the top of the list. Lists that present a number of candidates equal to or greater than 3 (three) must be made up of candidates belonging to both genders, in accordance with the regulations *pro tempore* in force concerning the balance between genders.

Only those shareholders who, alone or together with other shareholders, own shares (be they Ordinary Shares or Multiple Voting Shares) representing a percentage of the share capital not lower than the percentage laid down for the Company by the laws and regulations in force from time to time are entitled to submit lists. The call notice of the Shareholders' Meeting called to deliberate on the appointment of the Board of Directors states the percentage share of the share capital required for the submission of candidate lists.

Each shareholder (as well as (i) shareholders belonging to the same group, meaning the parent company, including non-corporate bodies, pursuant to Article 2359 of the Civil Code and Article 93 of Legislative Decree No. 58/1998 and each company controlled by, or under the common control of, the same company, or (ii) shareholders that are parties to the same shareholders' agreement pursuant to Article 122 of Legislative Decree No. 58/1998, or (iii) shareholders that are otherwise related to each other by virtue of relevant relations according to applicable laws and/or regulations in force at the time) may submit or concur to the submission of only one list, under penalty of the list being disqualified. Each candidate may only appear on one list under penalty of ineligibility.

Together with each list, within the terms provided for by the laws and regulations in force from time to time, declarations must be filed by each candidate accepting their candidacy and certifying, under their own responsibility, that there are no causes of ineligibility and incompatibility, and that they meet the requirements prescribed by the regulations in force for the respective positions. Together with the declarations, a *curriculum vitae* will be filed for each candidate concerning their personal and professional characteristics, with an indication of their suitability to qualify as independent, pursuant to the laws and regulations in force, as well as any codes of conduct on corporate governance that may have been adopted by the Company. Lists for which the aforementioned requirements are not observed shall be considered as not submitted.

Appointed directors must inform the Board of Directors without delay of the loss of independence requirements, as well as of the occurrence of grounds for ineligibility or incompatibility. If a director no longer meets the independence requirements, they will not be disqualified if the requirements continue to be met by the minimum number of directors required by the laws and regulations in force from time to time.

Each person entitled to vote (as well as (i) shareholders belonging to the same group, meaning the parent company, including non-corporate bodies, pursuant to Article 2359 of the Civil Code and Article 93 of Legislative Decree No. 58/1998 and each company controlled by, or under the common control of, the same company, or (ii) shareholders that are parties to the same shareholders' agreement pursuant to Article 122 of Legislative Decree No. 58/1998, or (iii) shareholders that are otherwise related to each other by virtue of relevant relations according to applicable laws and/or regulations in force at the time) may only vote for one list.

At the end of the vote, the candidates from the two lists with the highest number of votes will be elected, according to the following criteria:

- (a) a number of directors equal to the total number of directors to be elected, except for 1 (one), shall be drawn from the list that has obtained the majority of votes cast, in the sequential order in which they appear on the list;
- (b) the last remaining director, who shall in any case meet the independence requirements established by the laws and regulations in force from time to time, shall be taken from the list that came second by number of votes obtained ("minority list"), which shall not be connected in any way, not even indirectly, with the shareholders who submitted or voted for the list that came first by number of votes.

In the event of a tie in the list of votes, a new vote will be held by the entire Shareholders' Meeting and the candidates who obtain a simple majority of votes will be elected.

If, at the end of the voting, not enough directors are elected who meet the independence requirements provided for by the laws and regulations in force, the candidates who do not meet such requirements, elected as the last in numerical order on the list that obtained the highest number of votes, shall be excluded and shall be replaced by the next candidate that meets the independence requirements drawn from the same list as the excluded candidates. This procedure, if necessary, will be repeated until the number of independent directors to be elected is completed. Furthermore, if the candidates elected in the manner described above do not ensure the composition of the Board of Directors in accordance with the laws and regulations in force from time to time concerning gender balance, the candidate of the most represented gender elected last in numerical order in the list that received the highest number of votes shall be replaced by the first candidate of the least represented gender that is not elected in the same list in numerical order. This replacement procedure shall take place until it is ensured that the composition of the Board of Directors complies with the applicable *pro tempore* regulations on gender balance. If this procedure ultimately fail to secure the aforementioned result, the replacement will take place by resolution passed by the Shareholders' Meeting by relative majority, subject to the submission of nominations of persons belonging to the less represented gender.

If only one list is submitted, the directors shall be taken from the list submitted, provided that it has obtained the approval of the simple majority of the votes cast, and if the number of directors thus elected does not correspond to the number of board members determined by the Shareholders' Meeting, or if no list is submitted, or if the list submitted does not allow for the appointment of

independent directors in compliance with the laws and regulations in force, the Shareholders' Meeting shall resolve with the legal majorities; all of which shall be subject to compliance with the pro tempore regulations in force concerning gender balance.

For the appointment of directors who, for whatever reason, were not appointed pursuant to the above procedures, the Shareholders' Meeting shall resolve with the legal majorities, in such a way as to ensure that the composition of the Board of Directors complies with the applicable legislations and these by-laws.

The list system of voting applies only in the case of the appointment of the entire Board of Directors.

The Shareholders' Meeting, including during the term of appointment, may vary the number of directors, always within the limit set forth in Section 13.1, and shall make the relevant appointments with the legal majorities. The directors thus elected will leave along with the other appointees.

13.4 If one or more directors steps down from their position during the financial year, Article 2386 of the Civil Code shall apply. In any case, the replacement of outgoing directors is carried out by ensuring the presence of the necessary number of directors who meet the independence requirements established by law and in compliance with the pro tempore regulations in force concerning gender balance.

#### **Article 14**

14.1 The Board of Directors shall elect a Chairman from among its members - if the Shareholders' Meeting has not already done so - and may appoint one or more Vice-Chairmen, who replace the Chairman in the absence or incapacity thereof.

14.2 The Board, on the proposal of the Chairman, appoints a secretary, also chosen from outside its own members.

#### **Article 15**

15.1 The Board is convened at the registered office or at a different location indicated in the call notice by the Chairman or, in the absence or incapacity thereof, by the Vice-Chairman, if one has been appointed. The Board may also be convened by the auditors, or when a written request is made by at least 2 (two) directors to deliberate on a specific matter to be indicated in the request.

15.2 The Board shall be convened by notice sent by registered letter or e-mail, at least 3 (three) days before the date of the meeting, or, in cases of urgency, at least 1 (one) day before the date of the meeting.

15.3 Board meetings may also be held by means of remote telecommunication, provided that all participants can be identified and that such identification is recorded in the relevant minutes, and they are allowed to follow the discussion and intervene in real time and on equal terms in the discussion of the items on the agenda.

#### **Article 16**

16.1 The meetings of the Board are chaired by the Chairman or, in the absence or incapacity thereof, by the Vice-Chairman, if one has been appointed. Failing that, they are chaired by the administrator appointed by those present.

#### **Article 17**

17.1 The meetings of the board shall be validly held if the majority of the relevant members in office is in attendance (including by audio and/or video conference).

17.2 The resolutions of the board of directors shall be adopted with the favorable vote of the majority of the directors in attendance, without counting those who have abstained for the calculation of the majority.

#### **Article 18**

18.1 The resolutions of the Board of Directors are recorded in the minutes that, signed by the person chairing the meeting and the secretary, are transcribed in a special book kept in accordance with the

law.

18.2 Copies of the minutes are authentic if signed by the Chairman of the meeting and the Secretary.

### **Article 19**

19.1 The management of the Company is the exclusive responsibility of the Board of Directors, which is entitled to carry out any action which is deemed appropriate or necessary for the achievement of the corporate purpose.

19.2 In addition to exercising the powers granted at law, the Board of Directors shall resolve upon the following matters:

- (a) mergers and demergers, in the cases provided by law;
- (b) the opening or closing of secondary offices;
- (c) the granting of the power to represent the Company to one or more directors;
- (d) the reduction of the share capital in the event of the withdrawal of one or more shareholders;
- (e) the amendment of the by-laws to comply with regulatory provisions;
- (f) the transfer of the registered office within Italy.

The above powers of the Board of Directors does not exclude the concurrent jurisdiction of the Shareholders' Meeting in the same matters.

19.3 The delegated bodies report to the Board of Directors and the Board of Statutory Auditors - or, in the absence of delegated bodies, the Directors report to the Board of Statutory Auditors - at least on a quarterly basis, and in any event during the Board of Directors' meetings - on the activities carried out, the general performance of the business and its foreseeable evolution, as well as on the most significant economic, financial and asset-related transactions, and in any case, on the most significant transactions given their size or characteristics, carried out by the Company and its subsidiaries; in particular, they report on transactions in which they have an interest, either on their own or on behalf of third parties, or which are influenced by the person exercising management and coordination activities, if any.

### **Article 20**

20.1 The Board of Directors may delegate, within the limits set forth in Article 2381 of the Civil Code, its own powers to an Executive Committee, defining its powers and the number of its members, or to one or more of its members, possibly with the title of Managing Directors, determining the content, limits and any procedures for exercising the delegation. The delegated bodies are entitled to appoint, within the scope of their powers, special attorneys in fact (either employees of the Company or third parties) for specific acts or for categories of acts, with the right to sub-delegate.

20.2 The Board of Directors may appoint one or more General Managers, Deputy General Managers, Managers, Attorneys-in-fact and Agents, also within the Board of Directors, for specific acts or categories of acts, determining their powers, including powers of corporate representation, as well as any remuneration.

20.3 The Board of Directors may appoint one or more committees from among its members with advisory, consultative and investigative functions, determining their powers and responsibilities.

20.4 The Board of Directors (i) appoints and revokes a manager responsible for the company's financial reports, subject to the mandatory but non-binding opinion of the Board of Statutory Auditors; (ii) determines its term of office and (iii) grants powers and resources appropriate for the performance of its duties.

The manager responsible for preparing the company's financial reports shall have significant professional experience in accounting, economics and finance, of at least five years, and shall also have any additional requirements established by the Board of Directors and/or the legal and regulatory provisions in force from time to time.

## **Article 21**

- 21.1 The legal power to represent the Company and the authority to sign for the Company lies with the Chairman of the Board of Directors and, in the event of the Chairman's absence or impairment, with the Vice Chairman, if appointed. It is also attributed to the Managing Directors, if appointed, within the limits of their powers.
- 21.2 The aforesaid legal representatives shall be entitled to grant powers to represent the Company, including in court proceedings, with the power to sub-delegate.

## **Article 22**

- 22.1 The members of the Board of Directors are entitled to an annual remuneration, including in the form of profit-sharing or subscription rights, to be determined by the Shareholders' Meeting. The remuneration remains unchanged until otherwise resolved by the Shareholders' Meeting. The Shareholders' Meeting may establish an overall amount of remuneration for all directors, including those vested with particular offices.
- 22.2 The remuneration of the directors vested with particular offices in accordance with the by-laws is determined by the Board of Directors, having received the relevant opinion of the Board of Statutory Auditors, within the limits of the total amount, if any, determined the Shareholders' Meeting.
- 22.3 Directors are entitled to reimbursement of expenses incurred in the performance of their duties.

## **Article 23**

- 23.1 The Chairman performs the functions provided for by the law and regulations in force from time to time and by these by-laws. In particular the Chairman:
  - (a) has the power to represent the Company pursuant to Article 21.1 above;
  - (b) presides over the Shareholders' Meeting pursuant to Article 11.1 above, taking appropriate measures for the orderly conduct of the discussion and voting, defining the procedures and ascertaining the results;
  - (c) convenes and presides over the Board of Directors pursuant to arts. 15 and 16.1 above; sets the agenda, coordinates their work and ensures that adequate information on the items on the agenda is provided to all directors, taking into account the circumstances of the case;
  - (d) verifies the implementation of the resolutions of the Board of Directors.

## **TITLE VI**

### **BOARD OF AUDITORS, STATUTORY AUDIT AND RELATED PARTY TRANSACTIONS**

## **Article 24**

- 24.1 The Shareholders' Meeting appoints the Board of Statutory Auditors, consisting of 3 (three) statutory auditors, and determines their remuneration. The Shareholders' Meeting also appoints 3 (three) alternate auditors.

The powers, duties and term of office of the Statutory Auditors are established by law.

Those who exceed the limits to the number of permitted positions, or for whom there are causes of ineligibility and disqualification, or who do not meet the requirements of integrity and professionalism established by the laws and regulations in force, cannot be elected as Statutory Auditors, and if elected, shall forfeit their position. For the purposes of Article 1(2)(b) and (c) of Ministry of Justice Decree No. 162 of 30 March 2000, which set forth the requirements of integrity and professionalism, the following matters shall be deemed to be closely connected with the scope of the Company's business: private, administrative and tax law, business administration and financial management and the matters related to the Company's business sector.

- 24.2 The Statutory Auditors and Alternate Auditors are appointed by the Shareholders' Meeting, in compliance with the applicable rules in force from time to time on gender balance, on the basis of lists submitted by the shareholders, in compliance with the applicable legal and regulatory

provisions in force from time to time, in which the candidates must be listed with an assigned sequence number and their number must not exceed the number of members of the body to be appointed. Each list, if it contains more than one candidate, must consist of two sections: one for the appointment of statutory auditors and one for the appointment of alternate auditors. The first candidate in each section must be selected from among statutory auditors (*revisori legali*) listed in the appropriate register and must have exercised the activity of statutory auditor for a period of at least three years.

Lists that present a total number of candidates equal to or greater than 3 (three) must be made up of candidates belonging to both genders, in accordance with the regulations in force from time to time in relation to the balance between genders.

Only shareholders who, alone or together with other shareholders, own shares (whether Ordinary Shares or Multiple Voting Shares) representing a percentage of the share capital not lower than the percentage laid down for the Company by the laws and regulations in force from time to time, are entitled to submit lists. The call notice of the Shareholders' Meeting convened to resolve on the appointment of the Board of Statutory Auditors indicates the percentage shareholding required for the submission of lists of candidates. Each shareholder (as well as (i) shareholders belonging to the same group, meaning the parent company, including non-corporate bodies, pursuant to Article 2359 of the Civil Code and Article 93 of Legislative Decree No. 58/1998 and each company controlled by, or under the common control of, the same company, or (ii) shareholders that are parties to the same shareholders' agreement pursuant to Article 122 of Legislative Decree No. 58/1998, or (iii) shareholders that are otherwise related to each other by virtue of relevant relations according to applicable laws and/or regulations in force at the time) may submit or concur to the submission of only one list, under penalty of the list being disqualified. Each candidate may only appear on one list under penalty of ineligibility.

Together with each list, within the deadline for submission prescribed by current legislation, declarations must be filed by each candidate accepting their candidacy and certifying, under their own responsibility, that there are no causes of ineligibility and incompatibility, and that the regulatory and statutory requirements for the position are met. Any list for which the above terms are not observed shall be deemed as not submitted. Together with the declarations, a *curriculum vitae* will be filed for each candidate regarding personal and professional characteristics and a list of directorships and auditing positions held by each candidate in other companies shall be included.

For the submission, filing and publication of lists, the provisions of the law and regulations in force from time to time shall apply. The lists are divided into two sections: one for candidates for the office of Standing Auditor and the other for candidates for the office of Alternate Auditor.

Each person entitled to vote (as well as (i) shareholders belonging to the same group, meaning the parent company, including non-corporate bodies, pursuant to Article 2359 of the Civil Code and Article 93 of Legislative Decree No. 58/1998 and each company controlled by, or under the common control of, the same company, or (ii) shareholders that are parties to the same shareholders' agreement pursuant to Article 122 of Legislative Decree No. 58/1998, or (iii) shareholders that are otherwise related to each other by virtue of relevant relations according to applicable laws and/or regulations in force at the time) may only vote for one list.

The Statutory Auditors shall be elected as follows:

- (a) from the list that obtained the highest number of votes at the Shareholders' Meeting, 2 (two) regular members and 2 (two) alternate members shall be drawn, based on the sequential order in which they are listed in the sections of the list;
- (b) the remaining regular member - who shall assume the position of Chairman of the Board of Statutory Auditors - and the other alternate member shall be drawn from the list that came second by number of votes obtained and that is not connected in any way, not even indirectly, with the shareholders who submitted or voted for the list that came first by number of votes, according to the progressive order in which they are listed in the sections of the list. In the event that several minority lists obtain the same number of votes, the oldest candidate on the list, standing auditor and alternate auditor, shall be elected;
- (c) if only one list is submitted, the entire Board of Statutory Auditors shall be drawn from it,

provided that it has obtained the approval of a simple majority of votes.

In the event that only one list has been filed by the deadline for the submission of lists, or only lists submitted by shareholders who, on the basis of the declarations made pursuant to paragraph 9, letter b) of this Article, are connected with each other pursuant to Article 144-quinquies, first paragraph, of Consob Regulation 11971/1999, lists may be submitted up to the third calendar day following that date. In that case, the percentage of the share capital required for the presentation of the list is reduced to half.

If the above procedures do not ensure that the composition of the Board of Statutory Auditors, vis-à-vis its standing members, complies with the pro tempore regulations on gender balance, the necessary replacements will be made, from among the candidates for the position of Statutory Auditor of the list that obtained the highest number of votes, according to the progressive order in which the candidates are listed.

In the event that the statutory and regulatory requirements are no longer met, the auditor shall forfeit their position.

If, for any reason, a statutory auditor ceases its office during the year, it shall be replaced, where possible, by the alternate auditor belonging to the same list as the departing auditor or, failing that, if the auditor taken from the list obtaining the second highest number of votes leaves its position, it shall be replaced by the next candidate on the same list to which the departing auditor belonged, or, secondarily, by the first candidate on the list obtaining the second highest number of votes.

This is without prejudice to the fact that the chairman of the Board of Statutory Auditors shall be the auditor presented by the list that came second by number of votes obtained ("minority list") and that the composition of the Board of Statutory Auditors shall comply with the regulations in force from time to time in relation to gender balance.

Should the Shareholders' Meeting need to appoint statutory and/or alternate auditors necessary to complete the Board of Statutory Auditors, the following procedure shall apply: if it is necessary to replace auditors elected from the list that obtained the majority of the votes, the appointment is made by relative majority vote without any list restriction; if it is necessary to replace auditors elected from the list that obtained the second highest number of votes, the Shareholders' Meeting replaces them by relative majority vote, selecting them where possible from the candidates indicated in the list to which the auditor to be replaced belonged, or from the minority list that obtained the second highest number of votes.

If the application of these procedures does not allow, for any reason, the replacement of the auditors designated by the minority, the Shareholders' Meeting shall proceed with a relative majority vote, subject to the submission of candidates by the shareholders who, alone or jointly with others, hold shares representing at least the percentage referred to above in relation to the list submission procedure. However, in ascertaining the results of this last vote, the calculation shall not include the votes of those shareholders who, according to the communications made pursuant to the applicable regulations, hold, even indirectly or jointly with other shareholders, who are parties to a shareholders' agreement pursuant to Article 122 of Legislative Decree No. 58/1998, a relative majority of the votes that can be exercised at the Shareholders' Meeting, as well as the votes of those shareholders that control, are controlled or are subject to joint control with the same.

The replacement procedures referred to in the preceding paragraphs must in any case ensure compliance with the applicable rules on gender balance.

- 24.3 Outgoing auditors are eligible for re-election.
- 24.4 The meetings of the Board of Statutory Auditors can also be held via remote telecommunication, provided that all the participants can be identified and their identification is recorded in the relevant minutes and that they are allowed to follow the discussion and intervene in real time in the discussion of the topics addressed, exchanging documentation if necessary; if these conditions are met, the Board of Statutory Auditors is deemed to be held in the place where the person chairing the meeting is located.
- 24.5 The Board of Statutory Auditors may, after notifying the Chairman of the Board of Directors, convene the Shareholders' Meeting or the Board of Directors. The relevant powers may also be

exercised by at least 2 (two) Statutory Auditors in the event the Shareholders' Meeting is convened, and by at least 1 (one) Statutory Auditor in the event the Board of Directors is convened.

#### **Article 25**

- 25.1 The statutory audit of the accounts is performed by an external auditing company (*società di revisione*) that meets the legal requirements and is appointed by the Ordinary Shareholders' Meeting upon the reasoned proposal of the Board of Statutory Auditors.
- 25.2 The appointment, dismissal, requirements, assignments, responsibilities, powers, obligations and remuneration of the persons, in any way, entrusted with the statutory audit of the accounts, shall comply with the applicable legislation in force from time to time.

#### **Article 26**

- 26.1 The Company approves transactions with related parties in accordance with the provisions of the law and regulations in force from time to time, the provisions of the by-laws and the procedures adopted to ensure their transparency and substantial correctness.
- 26.2 The procedures adopted by the Company in relation to transactions with related parties may provide that, in the event of urgency, transactions with related parties that do not fall within the jurisdiction of the Shareholders' Meeting and do not need to be authorised by same, may be executed in derogation to the ordinary procedures established therein, subject to compliance with the conditions set out in the laws and regulations in force from time to time.

### **TITLE VII**

#### **FINANCIAL STATEMENTS AND REPORTED EARNINGS**

#### **Article 27**

- 27.1 The financial year ends on 31 December of each year.
- 27.2 At the end of each financial year, the Board of Directors shall, in accordance with the applicable legal requirements, prepare the company balance sheet. The Shareholders' Meeting for the approval of the financial statements must be convened in compliance with the applicable laws and regulations in force from time to time.
- 27.3 The net profits resulting from the duly approved financial statements, less the amounts to be allocated to the legal reserve, until the latter has reached the legal limit, shall be distributed to the Shareholders by the Shareholders' Meeting, unless the Shareholders' Meeting itself resolves on special allocations to extraordinary reserves or for other purposes, or decides to allocate them in whole or in part to subsequent financial years.
- 27.4 The Board of Directors may resolve to distribute interim dividends to the shareholders during the financial year, subject to the requirements and conditions provided by law.

#### **Article 28**

- 28.1 Dividends not collected within five years of the day on which they become payable shall be forfeited in favour of the Company by direct appropriation to a reserve.

### **TITLE VIII**

#### **DISSOLUTION AND LIQUIDATION OF THE COMPANY**

#### **Article 29**

- 29.1 In the event of the Company's dissolution, the Shareholders' Meeting shall determine the liquidation procedure and appoint one or more liquidators, establishing their powers and remuneration.

**TITLE IX**  
**GENERAL AND TRANSITIONAL PROVISIONS**  
**Article 30**

30.1 For anything not expressly provided for in these by-laws, the provisions of the Civil Code and the relevant special legislation shall apply.