

*[DRAFT CONTAINING AMENDMENTS PROPOSED TO THE EXTRAORDINARY  
SHAREHOLDERS' MEETING]*

**BY-LAWS**

**SECTION I**

**NAME - PURPOSE - REGISTERED OFFICE - DURATION**

**Article 1 – Company Name**

- 1.1 A limited liability company is hereby incorporated called:  
**"TAMBURI INVESTMENT PARTNERS S.P.A."**  
**in short T.I.P. S.p.A. or TIP S.P.A.**

**Article 2 – Purpose**

- 2.1 The Company's object is the exercise, not vis-à-vis the public, of the business of acquiring shareholdings, i.e. the acquisition, holding and management of rights, whether or not in the form of securities, in other companies.
- 2.2 The Company, in addition to the above activities, may carry out corporate consultancy regarding financial structuring, industrial strategy and related matters, in addition to consultancy and services in the area of mergers and business surveys.
- 2.3 With regards to the above scope of operations, the Company may carry out any related and/or necessary activities in pursuit of the corporate purpose. The Company may however, where considered necessary by the Board of Directors in pursuit of the above purpose, carry out all financial, commercial, industrial, securities investment and property transactions.
- 2.4 The following activities are excluded: the management of public savings; the provision of investment services; reserved professional activities; financial activities reserved by law to particular categories; the provision to the public of investment holding activities, the granting of loans and in any form covered by Legislative Decree No. 58 of 24 February 1998 and Article 106 of Legislative Decree No. 385 of September 1993.

**Article 3 – Registered Office**

- 3.1 The Company's registered office is in Milan.
- 3.2 The registered office of the Company may be transferred to any location in the same municipality, or to other municipalities in Italy, by a simple motion of the Board of Directors, subject however to the condition that the transfer of the registered office overseas should be approved by the Extraordinary Shareholders' Meeting.
- 3.3 The Company, with motion of the Board of Directors, may set up, change or close, in localities other than that of the registered office, including overseas, branches, offices, agencies and representative offices.

**Article 4 – Domicile**

- 4.1 With regards to transactions with the Company, the domicile of the shareholders shall be, for all legal effects and for the purposes of these By-Laws, that stated in the shareholders' register, while the domicile of the Directors and of the Statutory

Auditors shall be elected as the registered office of the Company, except where otherwise communicated in writing to the Company.

#### **Article 5 – Duration**

- 5.1 The duration of the Company is until December 31, 2050 and may be extended in compliance with the applicable legal provisions, with the exclusion, in accordance with Article 11 below of these By-Laws, of the right to withdrawal for Shareholders not agreeing with the relative motion.

### **SECTION II**

#### **SHARE CAPITAL – SHARES – BONDS – WITHDRAWAL**

#### **Article 6 – Share capital**

- 6.1 The share capital is €95,877,236.52, divided into 184,379,301 ordinary shares, with no indication of nominal value.
- 6.2 The extraordinary shareholders' meeting of 29 April 2020 resolved, after revoking the mandate to increase the share capital granted to the Board of Directors on 14 July 2016, to grant the Board of Directors a mandate to increase the share capital, against payment, up to a maximum amount of € 1,500,000,000 (one billion five hundred million), including any share premium, to be paid within 5 (five) years of the date of the resolution, by issuing ordinary shares with no nominal value, with the same characteristics as those in circulation and regular vesting, excluding option rights pursuant to Art. 2443, paragraph 4, first sentence of the Italian Civil Code, in so far as it shall be carried out: (i) with contributions in kind with ordinary shares of Asset Italia S.p.A. as their object; and (ii) in favour of shareholders of Asset Italia S.p.A. other than the Company, so that the Board of Directors can (and will) fulfil the obligations assigned to it in the context of the Asset Italia Project; all with the right to define the terms and conditions of the increase, in compliance with any legislative and regulatory provision and, in particular, in compliance with the provisions of Art. 2441, paragraph 6 of the Italian Civil Code, with the widest powers to establish methods, terms and conditions for the capital increase, in accordance with the limits indicated above, including, purely by way of example and without limitation, the power to determine the number and issue price of the shares to be issued (including any share premium), it being understood that the share capital shall be increased by a nominal amount corresponding to 1/1,000 (one thousandth) of the lesser of: (i) the value attributed to the ordinary shares of Asset Italia S.p.A. forming the object of contribution by the expert appointed for the purpose; and (ii) €1,500,000,000 (one billion five hundred million).
- 6.34 The share capital may also be increased with non-cash contributions, within the limits permitted by law.
- 6.45 Shareholders may not exercise their pre-emptive rights on newly-issued shares, pursuant to Art. 2441, paragraph 4 of the Italian Civil Code, within the limits of 10% (ten per cent) of the pre-existing share capital, provided that the issue price corresponds to the market value of the shares and this is confirmed in a specific report of the auditing company appointed to conduct the statutory audit of the

Company.

- 6.56** For the purposes of the increase in share capital, the Extraordinary Shareholders' Meeting may grant the Board of Directors, pursuant to Art. 2443 of the Italian Civil Code, the right to increase the share capital, on one or more occasions, up to a determined amount and for a maximum period of five years from the date of the resolution.
- 6.67** The Shareholders' Meeting may resolve to reduce the share capital by assigning to Shareholders or groups of Shareholders certain corporate activities or shares or quotas of other companies in which the Company has a joint shareholding, all within the limits established in Articles 2327 and 2413 of the Italian Civil Code by the applicable law and respecting the Shareholders' right to equal treatment.

### Article 7 – Shares

- 7.1** The shares are indivisible, and the Company only recognises one Shareholder as the holder of each share. These are registered and cannot be converted into bearer shares, even in the event that the law allows this. All shares are freely transferable. Each share entitles the holder to one vote, except as provided in paragraph 7.2 below. Classes of shares provided with different rights may be created, within the scope permitted by law.
- 7.2** (a) Each share belonging to the same person with entitlement to exercise voting rights for a continuous period of 24 (twenty-four) months from the date of inclusion in the list provided in letter (b) below shall be allocated 2 (two) votes.  
(a-bis) To the extent permitted by the law in effect from time to time, 1 (one) further vote shall also be attributed on the elapsing of the 12 (twelve) month period following the accrual of the 24 (twenty-four) month period described in item (a) above, to each share belonging to the same person included in the list cited in item (b) below, up to an overall maximum of 3 (three) votes per share (including the increase cited in item (a) above)  
(b) The conditions for granting increased voting rights shall be verified by the Board of Directors and, on its behalf, by the Chairman or by directors appointed for this purpose, including by using assistants who are specifically appointed for this purpose, on the basis of the results of an appropriate list (the "List") kept by the Company, in accordance with applicable legislation and regulations, in accordance with the following provisions:  
(i) the shareholder who intends to be included in the List shall make a request to the Company by attaching or sending the certificate issued by the authorised intermediary, attesting to the legitimacy to exercise the rights relating to the shares registered with the same intermediary, in accordance with the laws and regulations in effect;  
(ii) the Company shall ensure that it is entered on the List by the 5th (fifth) trading day following the end of each calendar month in which the shareholder's request was received, accompanied by the above certification;  
(iii) the List shall contain an indication of the identification data of the shareholders who have requested registration, the number of shares for which registration has been requested, indicating the transfers and restrictions relating thereto, and the

registration date;

- (iv) following the registration request: (iv.1) the intermediary shall report the transfers of shares with increased voting rights to the Company, including for the purposes of fulfilling the obligations established by applicable legislative and regulatory provisions; (iv.2) the holder of the shares for which registration was made on the List, or the holder of the in rem right that grants voting rights, shall in any case immediately notify the Company of any case of cessation of increased voting rights or of the associated conditions;
- (v) after 24 (twenty-four) months have passed since the date of inclusion in the List, without ceasing to fulfil the relevant prerequisites, each share for which inclusion was made confers 2 (two) votes at all ordinary and extraordinary shareholders' meetings, the date of which, certifying entitlement to attend shareholders' meetings and to exercise voting rights (the record date), falls one day after the said deadline of 24 (twenty-four) months;
- (vi) the List shall be updated in accordance with the notifications and reports made by intermediaries and shareholders, pursuant to applicable legislative and regulatory provisions. In particular, in the following cases the Company shall make a cancellation from the List: (vi.1) waiver by the concerned party; (vi.2) notice by the concerned party or by the intermediary proving that the conditions for the increase in voting rights no longer hold, or the loss of ownership of the legitimising right in rem and/or the relevant voting right; (vi.3) automatically, if the Company is notified of the occurrence of events that result in the disappearance of the conditions for the increase in voting rights or the loss of ownership of the legitimising right in rem and/or the associated voting right;
- (vii) the List is updated by the 5<sup>th</sup> (fifth) trading session after the end of each subsequent calendar month and, in any case, by the so-called record date provided by the regulations in effect in relation to the right to attend and vote at the Shareholders' Meeting: (vii.1) on the event that results in the loss of the increase in voting rights or the failure to accrue the same before the expiry of the period of 24 (twenty-four) months, with consequent deletion from the List; or (vii.2) on the accrual of the increase in voting rights coinciding with the expiry of the period of 24 (twenty-four) months from the date of inclusion in the List, with consequent inclusion in an appropriate section of the List, indicating the transfers and restrictions relating to these, as well as the deeds of waiver and the date of achievement of the increase in voting rights;
- (viii) the results of the List shall be made available to shareholders, at their request, including on an electronic medium in a commonly used format;
- (ix) the Company shall disclose, through publication on its website, the names of shareholders with shareholdings that exceed the threshold indicated in Article 120, paragraph 2, of Legislative Decree No. 58 of 24 February 1998, that have requested inclusion in the List, with an indication of the relevant shareholdings and the date of inclusion in the List, together with all the other information required by current laws and regulations, without prejudice to the other disclosure obligations imposed on holders of significant shareholdings;
- (x) in the event of application of the preceding point (a-bis), the following provisions shall apply: after the 12 (twelve) month period following the accrual of the 24 (twenty-four) month period from the date of inclusion in the List,

without the relevant prerequisites having disappeared, each share which was registered shall grant 1 (one) further vote, up to an overall maximum of 3 (three) votes per share (including the increase cited in item (a) above) at all ordinary and extraordinary shareholders' meetings with a date on which entitlement to attend the shareholders' meeting and to exercise voting rights is attested (the so-called record date), falling on a day following the expiry of each further 12 (twelve) month period; the updating of the List, pursuant to point (vi) above, shall also be carried out, by the same methods and deadlines, on maturing of the further increase in voting rights coinciding with the expiry of the 12 (twelve) month period following the elapsing of the 24 (twenty-four) month period from the date of inclusion in the List, with the relevant section of the List also indicating the amount of the increase in votes.

(c) Increased voting rights shall cease: (i) in the event of the transfer of shares for consideration or free of charge, including the creation or disposal of rights of pledge, usufruct or other constraint on the shares by virtue of which the shareholder registered in the List is deprived of voting rights, or (ii) in the event of the direct or indirect transfer of controlling interests in companies or entities holding shares with increased voting rights above the threshold established in Article 120, paragraph 2 of Legislative Decree No. 58 of 24 February 1998.

(d) The increased voting right:

(i) shall be retained in the event of succession due to death in favour of the heir and/or legatee;

(ii) shall be retained in the event of a merger (including cross-border merger) or demerger of the holder of shares in favour of the company resulting from the merger or which is the beneficiary of the demerger;;

(iii) shall extend proportionally to newly issued shares in the event of a capital increase pursuant to Article 2442 of the Italian Civil Code and of a capital increase through new contributions made with the exercise of the option right;

(iv) may also be allocated to shares granted in exchange for those to which increased voting rights are attributed, in the event of a merger (including cross-border merger) or a demerger, if provided in the relevant plan;

(v) shall be preserved in the event of a transfer from one portfolio to another of the UCITS managed by the same entity.

(e) Persons entitled to increased voting rights may irrevocably waive the increased voting rights at any time (as a whole or in part), by written notice to be sent to the Company, it being understood that the increased voting rights may be re-acquired with respect to the shares for which they were waived by re-registration on the List and the full completion of the period of continuous ownership of the shares.

(f) Increased voting rights shall also be counted for the determination of quora for constituting Shareholders' Meetings and passing resolutions relating to percentages of share capital, but which do not have any effect on the rights, other than the voting rights, of the holders of certain percentages of the share capital.

(g) For the purposes of this paragraph 7.2, the concept of control is that established by the legislation governing listed issuers.

**7.3** The Company may issue participating financial instruments, provided with equity or

administrative rights, in accordance with the applicable provisions ~~The Board of Directors is responsible for issuing such financial instruments, without prejudice to the mandatory competence of the Extraordinary Shareholders' Meeting in the event of the issuance of financial instruments in favour of employees of the Company or subsidiaries, pursuant to Art. 2349 of the Civil Code. With the resolution of issuance, the characteristics of the issued financial instruments are established, specifying, in particular, the rights they confer, the penalties in the event of failure to make the promised payments and any causes of forfeiture or redemption, and with the procedures provided by law.~~

~~7.34~~ Financial instruments are represented by registered ~~debt~~ securities.

~~7.5~~ The Company may request that intermediaries identify shareholders, using the procedures established by current regulations, who hold shares in excess of a certain percentage of the share capital with voting rights, established by legislation in effect at the time. The costs of the identification process shall be borne by the Company. The Company shall be required to make the same request to intermediaries, at the request of shareholders representing a certain minimum shareholding established by the Consob pursuant to the legislation applicable at the time, to be proven by the filing of appropriate documentation. Without prejudice to the provisions of the legislation and regulations currently in effect, the costs relating to the request for identification of shareholders at the request of shareholders shall be divided equally between the Company and the requesting shareholders.  
The Company or shareholders who have made a request pursuant to the foregoing paragraphs may limit the request to identify shareholders who have not expressly prohibited the disclosure of their data to those parties who have a stake equal to or above a certain threshold identified by the applicant.

#### **Article 8 – Representative securities**

**8.1** Share certificates may not be issued as the Company is subject to the mandatory dematerialisation rules for issued financial instruments, as per the applicable regulatory provisions. The ordinary shares of the Company are traded within the centralised management system pursuant to Legislative Decree No. 58 of February 24, 1998.

#### **Article 9 – ~~Shareholder contributions and loans~~ *(repealed article)***

~~9.1~~ ~~Cash payments made by shareholders to the Company may be made within the limits established by law:~~

- ~~a) in the form of a capital contribution without a right to repayment;~~
- ~~b) in the form of an interest bearing or non-interest bearing loan with a natural right to repayment, even if not in proportion to their respective shares of capital, in accordance with the applicable legislative and regulatory provisions.~~

#### **Article 10 – ~~Bonds~~ *(repealed article)***

~~10.1~~ ~~The Company may issue registered or bearer bonds, including convertible bonds or bonds with warrants, as provided by law.~~

~~10.2~~ ~~The issuance of bonds, where these are not convertible, shall be decided by the Board~~



~~of Directors, in compliance with the formalities provided by Art. 2410, paragraph 2, of the Italian Civil Code and other applicable legal provisions. The issuance of convertible bonds or bonds with warrants shall be decided by an Extraordinary Shareholders' Meeting, which shall also determine the exchange ratio, period and conversion methods, pursuant to the provisions of Art. 2420-bis of the Italian Civil Code and other applicable legal provisions. The Shareholders' Meeting may delegate to the Board of Directors the powers necessary for the issuance of convertible bonds pursuant to Article 2420-ter of the Italian Civil Code and other applicable legal provisions.~~

#### **Article 11 – Withdrawal**

- 11.1** The Shareholders have the right to withdrawal where established by law. Withdrawal is not permitted for motions regarding the extension of the Company's duration.

### **SECTION III** **SHAREHOLDERS' MEETINGS**

#### **Article 12 - Calling of the Shareholders' Meeting, constitution, object, ~~inclusion in the agenda and submission of new proposals for resolutions~~**

- 12.1** The Shareholders' Meeting shall be ordinary and extraordinary pursuant to the law. ~~The Ordinary Shareholders' Meeting shall approve the financial statements; shall appoint and dismiss the members of the Board of Directors; shall appoint the Board of Statutory Auditors and its Chairman; shall grant and revoke the mandate of the entity responsible for the statutory audit of the accounts; shall determine the remuneration of the Directors and Statutory Auditors, as well as the consideration in favour of the subject responsible for the statutory audit of the accounts; shall decide on the liability action against the Directors and Statutory Auditors; shall approve and amend any regulations governing the Shareholders' Meeting's work; shall decide on other matters attributed by law to its powers, as well as on any authorisations required by By laws for the performance of acts by the Directors.~~
- ~~**12.2** The Extraordinary General Meeting shall decide on the matters established by law.~~
- 12.32** The Shareholders' Meeting shall be called by the Board of Directors at the registered office or elsewhere, provided that it is within Italy, as indicated in the notice of calling, except as provided in paragraph 13.2 below.  
The notice of calling shall be published within the deadlines and in the manner established by the legislative and regulatory provisions in effect.
- 12.43** The notice of the General Meeting shall contain the information indicated ~~Art. 125-bis, paragraph 4 of Legislative Decree No. 58 of 24 February 1998, and in the other~~ in the other applicable legal and regulatory provisions.
- 12.54** The Ordinary Shareholders' Meeting shall be called in the cases provided by law and whenever the administrative body considers it appropriate, but in any case, at least once a year within 120 (one hundred and twenty) days of the end of the financial year; this period may be extended up to 180 (one hundred and eighty) days, if the Company is required to prepare consolidated financial statements or if particular circumstances relating to the structure and company object so require. ~~In these latter~~

~~cases, the Directors shall indicate the reasons for the extension in the report provided in Art. 2428 of the Italian Civil Code~~

**12.65** The Shareholders' Meeting shall also be called by the Board of Directors at the request of as many Shareholders as represent at least one twentieth of the share capital, within the limits of the provisions of Art. 2367, last paragraph, of the Italian Civil Code, or by the Board of Statutory Auditors (or by at least 2 (two) members of the same).

**12.76** Extraordinary Shareholders' Meetings may be called whenever the administrative body considers it appropriate or when requested, pursuant to the provisions of law and for items reserved to these.

~~**12.8** Shareholders who represent at least one fortieth of the share capital, including jointly, may, within the deadlines, in the manner and in compliance with the formalities provided by applicable legislative and regulatory provisions, request the inclusion of the list of items to be discussed, indicating in the request the additional items proposed by them or submitting proposals for resolutions on items already on the agenda.~~

### **Article 13 – ~~Entitlement to attend~~ Intervene in Shareholders' Meeting**

**13.1** Those parties who are entitled to vote, for whom the Company has received a notice issued by the authorised intermediary certifying their legitimacy within the deadlines established by applicable laws and regulations, may attend the Shareholders' Meeting.

**13.2** Pursuant to Article 2370, paragraph 4, of the Italian Civil Code, attendance at the Shareholders' Meeting may take place by means of telecommunications, within the limits of what may be provided by the notice of calling and by the methods permitted by the chairman of the meeting. In the notice of calling of the meeting, it may be established that the Shareholders' Meeting is held exclusively by means of telecommunications, in the manner and within the limits set forth in the pro tempore regulatory provisions in force, omitting an indication of the physical location of the meeting.

### **Article 14 - Representation at Shareholders' Meetings**

**14.1** Those parties entitled to vote may be represented by a written power of attorney, or one granted by electronic document signed in electronic form pursuant to ~~Art. 21, paragraph 2, of Legislative Decree No. 82 of 7 March 2005~~ the laws in effect from time to time, provided that they comply with the provisions of Art. 2372 of the Italian Civil Code and of the other applicable regulatory provisions. The electronic notification of the power of attorney may be made: (i) through the use of a specific section of the Company's website; or (ii) by message addressed to the certified e-mail address specifically indicated by the Company; or (iii) using another tool for electronic transmission of equal certainty and effectiveness, all in accordance with the methods indicated in the notice of calling.

**14.2** The Company has the right to designate, for each ~~General Shareholders'~~ Meeting, one or more persons to whom the holders of voting rights may grant, pursuant to Art. 135-undecies, by the end of the Legislative Decree No. 58 of 24 February 1998, a power of attorney with voting instructions on all or some of the proposals on the



agenda, ~~giving appropriate notice in the notice of calling of the meeting by the end of the second trading day prior to the date set for the General Meeting, including at a meeting called after the first one.~~ In the event of exercise of this right, the designated parties and the procedures for the granting of powers of attorney shall be indicated in the notice of calling of the Shareholders' Meeting. The power of attorney nevertheless shall not affect the proposals for which no voting instructions have been given.

14.3 Ordinary and extraordinary Shareholders' Meetings may be held exclusively with the intervention of the designated representative cited in Article 135-undecies of Legislative Decree No. 58 of 24 February 1998, where permitted by, and in accordance with the legislation, including regulatory provisions, in effect at the time.

#### **Article 15 – Chairperson and running of the Shareholders' Meeting**

- 15.1 The Shareholders' Meeting is presided over by the Chairperson of the Board of Directors or, where absent or unable to do so, the Vice Chairperson; in the case of numerous Vice Chairpersons, by the Vice Chairperson granted powers in accordance with Article 24 below or, where absent or unable to do so, the eldest Vice Chairperson; where the latter is absent or unable to do so, the Shareholders' Meeting elects the chair of the meeting by simple majority. The Chairperson is assisted by a Secretary, who may also be a non-shareholder, appointed by the Shareholders' Meeting and, where considered appropriate, by two tellers. In accordance with law or where requested by the Chairperson of the Shareholders' Meeting, the functions of the secretary may be exercised by a notary. The minutes should be prepared in accordance with Article 2375 of the Italian Civil Code.
- 15.2 The Chairperson of the meeting, who may avail of the support of appointees: verifies the right to attend, including by proxy, of those present; declares whether the Shareholders' Meeting is validly constituted and the reaching of the necessary quorum; oversees the discussion and establishes the voting method; declares the outcome of voting.
- 15.3 Where differing proposals concerning the same matter on the agenda are proposed, the Chairperson, where considering such appropriate, can put them to the vote in turn, having first established the order in which they are to be considered. In this case, the motion achieving the statutory majority of votes or as established by the laws is considered approved. Where during the voting one or more motions achieve the above-stated majority, the Chairperson may decide to not submit the others for consideration.

#### **Article 16 – Validity of motions**

- 16.1 The Shareholders' Meeting is validly constituted in first call where at least half of the share capital is represented. It resolves by an absolute majority of the capital present, without prejudice to the provisions of the following Articles 17.2 for the appointment of the Board of Directors and Article 26.3 for the appointment of the Board of Statutory Auditors.
- 16.2 In second call, the Shareholders' Meeting validly decides upon the matters on the agenda regardless of the amount of the share capital represented at the Shareholders'

- Meeting, with a majority of the share capital represented at the meeting, subject to Articles 17.2 and 18 below for the appointment of the Board of Directors and Articles 26.3 and 26.6 below for the appointment of the Board of Statutory Auditors.
- 16.3** The Extraordinary Shareholders' Meeting is validly constituted and decides, on the matters within its scope in accordance with Article 2365 of the Civil Code, specifically placed on the agenda, with the majorities established by Article 2368, paragraph 2, of the Civil Code, in first call and according to the majorities established by Article 2369, paragraphs 3 and 7 of the Civil Code, for calls subsequent to the first. As an exemption to that above, the Extraordinary Shareholders' Meeting may amend this Article 16 and Articles 17 and 26 below with a qualified majority of 67% of the share capital.

#### **SECTION IV**

#### **ADMINISTRATION - SIGNATURE AND COMPANY REPRESENTATION**

##### **Article 17 – Composition and appointment of the Board of Directors**

- 17.1** The Company, pursuant to paragraph 2, Section VI-*bis*, Chapter V, Title V, Book V of the Italian Civil Code, is administered by a Board of Directors composed of between a minimum of 9 (nine) and a maximum of 13 (thirteen) members, as determined by a resolution of the Shareholders' Meeting, in compliance with the regulations governing the balance between the male and female gender set out in the applicable provisions of the law and regulations and by these By-Laws. The Board of Directors consists of executive and non-executive members, including non-shareholders, of whom at least 2 (two) meet the independence requirements established in Article 148, paragraph 3, of Legislative Decree No. 58 of 24 February 1998.
- 17.2** The appointment of the Board of Directors takes place on the basis of slates in which the candidates are progressively numbered.
- 17.2.1** The slates must contain no more than 14 (fourteen) candidates. At least one candidate from each slate must meet the requirements of independence requirements established current legislative and regulatory provisions. Candidates meeting the said independence requirements must be specifically indicated. Slates containing a number of candidates equal to or greater than three must be made up of candidates belonging to both genders, so that a number of candidates belonging to the less represented gender is at least equal to the number established by the legal and regulatory provisions in force at the time.
- 17.2.2** Those who, alone or together with others, represent the overall percentage of the capital with voting rights at the Ordinary Shareholders' Meeting established by the applicable legislative and/or regulatory provisions in force are entitled to present slates. The percentage shareholding required to submit a slate is indicated in the notice of the Shareholders' Meeting called to resolve on the appointment of the members of the Board of Directors.
- 17.2.3** Each Shareholder (as well as (i) shareholders belonging to the same group, i.e. the controlling party, which may be non-corporate pursuant to Article 2359 of the Italian Civil Code, and any company controlled by or under the common control of the said

party, or (ii) shareholders that are parties to the same shareholder agreement pursuant to Article 122 of Legislative Decree No. 58 of 24 February 1998, or (iii) shareholders that are otherwise associated with each other by virtue of significant relationships pursuant to applicable laws and/or regulations) may submit or contribute to the submission with other shareholders, directly, through an intermediary, or through a trust company, a single slate of candidates, under penalty of disqualification of the list.

**17.2.4** Each candidate may be presented on one slate only, under penalty of ineligibility.

**17.2.5** The slates presented must be filed, including by means of remote communication, at the Company's registered office at least by the twenty-fifth day preceding the date of the Shareholders' Meeting called to resolve on the appointment of members of the Board of Directors. Together with each slate, the following documents must be filed within the said deadline:

- a) a list of Shareholders submitting the slate, indicating their name, company name or denomination, registered office, registration number in the Company Registry or equivalent and the percentage of the capital held by them in total;
- b) the curriculum vitae of each candidate, containing comprehensive information on their personal and professional attributes;
- c) a declaration by Shareholders other than those who hold, even jointly, a controlling interest or a relative majority interest, attesting to the absence of relations of connection with the latter;
- d) declarations in which each candidate accepts his/her candidacy and also certifies, under his/her own responsibility, the non-existence of grounds for incompatibility and ineligibility, their possession of the requirements of integrity and professionalism to hold the position of Director of the Company as established in current legislation, as well as, if possessed, the independence requirements as established in applicable laws and regulations.
- e) ownership of the minimum shareholding required for the presentation of the slates is determined having regard to the shares registered in favour of the shareholder on the day on which the slates are filed with the Company.

The relevant certification can also be produced after filing, provided that it is produced within the deadline for the publication of the slates by the Company.

**17.2.6** Slates are made available to the public, in accordance with the law, at the registered office, on the website and in the other ways provided for by the applicable legislative and regulatory framework.

**17.2.7** Each Shareholder (as well as (i) shareholders belonging to the same group, i.e. the controlling party, which may be non-corporate pursuant to Article 2359 of the Italian Civil Code, and any company controlled by or under the common control of the said party, or (ii) shareholders that are parties to the same shareholder agreement pursuant to Article 122 of Legislative Decree No. 58 of 24 February 1998, or (iii) shareholders that are otherwise associated with each other by virtue of significant relationships pursuant to applicable laws and/or regulations) are entitled to vote for one slate only.

**17.2.8** The election of the Board of Directors shall be conducted as follows: a) if no slate is submitted, the Shareholders' Meeting shall decide by majority vote in accordance with law; b) if only one slate is submitted, all the members of the Board of Directors to

be elected shall be taken from it; c) if, on the other hand, two or more slates are submitted: (i) all members of the Board of Directors shall be taken from the slate obtaining the highest number of votes, based on the progressive number with which the candidates are listed on that slate, up to the number of Directors to be elected minus one; (ii) the slate obtaining the second-highest number of votes and which is not connected in any way, even indirectly, with the shareholders who submitted or voted for the slate obtaining the highest number of votes, taking into account the progressive order, shall be used to elect the remaining Director indicated on that slate. Also be drawn from the same slate shall be all Directors who - for any reason - could not be drawn from the slate indicated in letter (i) above, until all directorships have been filled; d) in the event of a tied vote (i.e. if two lists have obtained the highest number of votes, or the second highest number of votes), a new vote shall be held by the Shareholders' Meeting, by means of list vote, to elect the entire Board of Directors; e) if, at the end of voting, not enough Directors with the independence requirements as established by current legislation are elected, the candidate elected last in numerical order in the slate obtaining the highest number of votes who does not meet the independence requirements shall be replaced by the first unelected candidate from the same list who does meet the requirements, or, failing this, by the first unelected candidate meeting the said requirements taken from the slate obtaining the second highest number of votes. This procedure, if necessary, shall be repeated until the number of Directors meeting the independence requirements to be elected has been completed or the slates have been exhausted. If, having adopted the above criterion, it has not been possible to complete the number of Directors to be elected, the vacant directorships shall be appointed immediately by the Shareholders' Meeting on the proposal of the Shareholders present, by resolution adopted by simple majority; f) in the event that the slate obtaining the second highest number of votes fails to reach a percentage of votes equal to at least half of that required for submission of lists as provided for above, all the Directors to be elected shall be taken from the slate obtaining the highest number of votes cast by the Shareholders, based on the sequential number by which the candidates are listed in the slate; g) in accordance with the provisions of paragraph 17.2.3 above, if the slate that obtained the second highest number of votes has received the vote of one or more that are deemed to be associated with the slate that obtained the highest number of votes, such votes shall not be taken into account. Consequently, the remaining elected Director is the one indicated with the first sequential number in the slate that obtained the second highest number of votes calculated without considering the votes of the related parties, while if, without considering these votes, the minimum quorum referred to in letter f) above is not obtained from any slate, the Directors are taken from the slate that obtained the highest number of votes, based on the sequential number with which the candidates are listed in the slate.

If the composition of the ensuing collegiate body does not observe the rules on gender balance dictated by these by-laws, the candidate of the most represented gender elected last in progressive order on the slate that obtained the highest number of votes shall be replaced by the first candidate of the less represented gender not elected on the same slate according to the progressive order. This replacement

procedure shall be followed until the Board of Directors is composed of a number of Directors of the less represented gender which is at least equal to the number set forth in the provisions of law and regulations in force at any given time. If, finally, this procedure does not ensure the result indicated above, the replacement shall be made by a resolution adopted by the Shareholders' Meeting with a relative majority, following the submission of candidacies by persons belonging to the less represented gender.

- 17.2.9** If for any reason the appointment of one or more directors cannot take place as provided in this article, the legal provisions on the appointment of directors shall apply, without observing the aforementioned slate voting procedure, it being understood that the candidates for the office must have accepted their candidacy and certified, under their responsibility, that there are no grounds for their ineligibility or incompatibility, and that they possess the requirements established by the applicable regulations, in compliance with the rules concerning gender balance dictated by applicable laws and regulations and by these By-laws.
- 17.3** The term of office of the Board of Directors is three financial years, it being understood that the Directors' term of office expires on the date of the Shareholders' Meeting convened to approve the financial statements for the last financial year of the three-year period. The Directors may be re-elected.
- 17.4** Independent Directors are required to immediately notify the Board of Directors of the fact that they no longer meet the legal requirements for independence. The loss of these requirements entails their disqualification from holding office, when the minimum number of Directors meeting the independence requirements established by law is no longer met. In such cases, the provisions of Article 18 shall apply.

#### **Article 18 - Replacement of the directors**

- 18.1** In the event that one or more Directors cease holding office, and provided that this cessation does not result in the departure of the majority of Directors elected by the Shareholders' Meeting, the Board of Directors shall replace them pursuant to the law, in compliance with the rules on gender balance established by the applicable legal and regulatory provisions and by these By-laws. If the outgoing Director had been drawn from the list that obtained the second highest number of votes, the replacement shall be made by appointing the first eligible candidate willing to accept the position from the same list to which the outgoing Director belonged, or, if this is not possible, by appointing the first eligible candidate willing to accept the position, drawn, in sequential order, from candidates from the other lists other than the list that obtained the highest number of votes, if more than 2 (two) lists were presented who—that have reached the minimum quorum described in the preceding Art-paragraph 17.2.78, item f) above, according to the number of votes obtained by each list. The replacement shall remain in office until the next Shareholders' Meeting and, where confirmed, shall continue until the subsequent Shareholders' Meeting and, if confirmed, shall his or her mandate shall expire with the Directors in office when he/she joined the Board.
- 18.2** If the Director whose mandate ceases is an Independent Director, another Independent Director shall be co-opted. For this purpose, the replacement shall be

made by appointing the first eligible candidate willing to accept the position on the same list as the Director who ceased to hold office, or, if this is not possible, by appointing the first eligible candidate willing to accept the position, drawn, in progressive order, from among the candidates on the other lists who have reached the minimum quorum cited in ~~the preceding Art. paragraph~~ 17.2.78, item f) above, according to the number of votes obtained by each list. The replacement shall remain in office until the next Shareholders' Meeting and, where confirmed, mandate of his or her replacement ~~this or her mandate~~ shall expire with the Directors in office when he/she joined the Board.

**18.2-bis** In the event of the cessation of a person of the less represented gender, the replacement shall be made by appointing a person of the same gender by “moving down” the unelected members of the same list to which the terminated person belonged. The mandate of his or her replacement shall expire together with those of the Directors who are in office when he or she joins the Board.

**18.3** If it is not possible to proceed as indicated in the preceding ~~Arts-paragraphs~~ 18.1, 18.2 and 18.2-bis above, due to the absence of lists or the unavailability of candidates, the Board of Directors shall co-opt, pursuant to ~~Article~~ 2386 of the Italian Civil Code, by a Director chosen by it according to the criteria established by law and in compliance with the rules on gender balance dictated by the applicable provisions of law and regulations and by these By-laws. The Director so co-opted shall remain in office until the next Shareholders' Meeting, which shall confirm or replace him/her according to the ordinary methods and majorities, as an exception to the list voting system indicated in ~~the preceding Article paragraph~~ 17.2 above.

**18.4** In the event that the majority of the Directors cease holding office, the entire Board shall be regarded as having lapsed and the Shareholders' Meeting shall be called immediately to appoint the new Directors. In the period prior to the appointment of the new Board, the outgoing Directors may only carry out acts of ordinary administration.

#### **Article 19 - Appointment and powers of the Chairman**

**19.1** If not appointed by the Shareholders' Meeting, the Chairman shall be elected by the Board from among its own members. ~~He~~The Board may also elect one or more Deputy Chairmen to replace him ~~in the event of his absence or impediment, according to what is decided by the Board at the time of his appointment~~. The office of Chairman and that of Deputy Chairman are not incompatible with that of the Managing Director.

**19.2** The Chairman shall chair the Board meetings. In the event of his absence or impediment, the chair shall be assumed by the Deputy Chairman vested with powers or, in the absence or impediment of the Deputy Chairman vested with powers, by the eldest Deputy Chairman or, in the absence or impediment of this latter party as well, by the Board Member appointed by a majority of the Directors present.

**19.3** The Secretary may be chosen from time to time, including from among persons who are not Board members.

**19.4** In the event of the Chairman's absence or impediment, the Deputy Chairman holding powers for all purposes respectively or, in the absence or impediment of the



Deputy Chairman holding powers, by the eldest Deputy Chairman. In the event of the absence or impediment of all the Vice-Chairmen, the powers of the Chairman shall be referred to the other Directors in the order of succession established by the Board of Directors.

#### **Article 20 - Meetings of the Board of Directors**

- 20.1 The Board of Directors shall meet at the registered office of the Company or at another location, provided that it is in Italy, without prejudice to the provisions of paragraph 20.3, whenever the Chairman considers it necessary. Without prejudice to the powers of calling reserved for the Statutory Auditors in the cases provided by law, the Board meeting shall be called by the Chairman or, in the event of his absence or impediment, by the Deputy Chairman vested with powers, by electronic means, fax, letter or telegram by e-mail or other means ensuring its timely receipt, to be sent to each Director and Statutory Auditor at least 3 (three) days before the date set for the meeting; in the event of urgency, this deadline may be reduced to 1 (one) day 24 (twenty-four) hours before the date set for the meeting. In addition to indicating the day, time and place of the meeting, the notice of calling shall also contain a list of the items to be discussed.
- 20.2 The Board of Directors shall also be validly constituted ~~if when a majority of Directors in office is present~~; in the absence of formal calling, the Board of Directors shall be validly constituted when all the Directors in office and all the Statutory Auditors are present.
- 20.3 ~~Pursuant to Art. 2388, paragraph 1, of the Italian Civil Code, participation in meetings of the Board of Directors may be validly held by~~ may take place via means of telecommunications, teleconference and/or video conference only if this method of participation and intervention of the Directors is within the limits of any provisions of the notice of calling and in the manner permitted by the person chairing the meeting, and provided that:
- a) ~~the notice of calling~~ Chairman and the Secretary of the meeting were present at the same location as the meeting;
  - b) ~~the other senior figures at the terminals guarantee the precise identification of persons entitled to attend, as well as the possibility for all participants to intervene orally, in real time, on all topics and to receive and transmit documents.~~
- ~~The meeting shall be regarded as held in the location where the Chairman and the Secretary are present~~ In the notice of calling, it may be established that the Board meeting shall be held exclusively by means of telecommunications, omitting the indication of the physical location of the meeting.
- 20.4 Resolutions of the Board shall be recorded in the minutes signed by the Chairman and by the Secretary, or in the minutes in the form of an authenticated document, pursuant to the law.

#### **Article 21 - Meetings of the Board of Directors**

- 21.1 For resolutions of the Board of Directors to be valid, the presence of a majority of the Directors in office and the favourable vote of a majority of those present is required.
- 21.2 In the event of a tied vote on a resolution, a resolution that receives the vote in favour of the Chairman or, if the Chairman is absent, of the person chairing the meeting, shall be

deemed passed.

#### **Article 22 - Powers of the administrative body**

- 22.1** In particular, as provided in By-laws, the Board of Directors is vested with the broadest powers for the ordinary and extraordinary management of the Company, without exception, and has the power to perform any acts that it considers appropriate for the implementation and achievement of the corporate objectives, excluding only those that the law peremptorily reserves for the Shareholders' Meeting.
- 22.2** In addition to the matters indicated in ~~the previous Arts. 21.2 and 21.3~~ [paragraph 22.1 above](#) and without prejudice to the provisions of Arts. 2420-ter and 2443 of the Italian Civil Code, the Board of Directors may adopt resolutions, in compliance with Art. 2436 of the Italian Civil Code, relating to:
- so-called simplified mergers or demergers, pursuant to Arts. 2505, 2505-bis, 2506-ter, last paragraph of the Italian Civil Code;
  - the establishment or closure of secondary offices;
  - transfer of the registered office within Italy;
  - an indication of which Directors have powers of legal representation;
  - capital reduction following withdrawal;
  - adaptation of By-laws to legislative provisions;
- it being understood that such resolutions may in any case be adopted by the Shareholders' Meeting in extraordinary session.
- 22.3** As an exception to the provisions of Art. 104, paragraph 1, of Legislative Decree No. 58 of 24 February 1998, and without prejudice to the powers of the Shareholders' Meeting provided by law or by these By-laws, the Board of Directors and any delegated bodies of the Board of Directors are entitled to decide and carry out, without the need for authorisation of the Shareholders' Meeting, all acts and transactions that may conflict with the achievement of the objectives of a takeover and/or exchange offer promoted on the shares and/or other financial instruments issued by the Company. As an exception to the provisions of Art. 104, paragraph 1-bis of Legislative Decree No. 58 of 24 February 1998, and without prejudice to the powers of the Shareholders' Meeting provided by law or by these By-laws, the Board of Directors and any delegated bodies shall also be entitled, without the need for authorisation of the Shareholders' Meeting, to implement decisions, not yet implemented as a whole or in part and even if not included in the normal course of the Company's activities, the implementation of which may conflict with the achievement of the objectives of a takeover and/or exchange offer promoted on the shares and/or other financial instruments issued by the Company.

#### **Article 23 - Representation**

- 23.1** The Chairman of the Board of Directors (or in the event of his absence or impediment, the Deputy Chairman vested with powers pursuant to Art. 24) shall be the legal representative of the Company, with the use of company signature, both with regard to third parties and in legal proceedings. The Chairman shall supervise the successful performance of the Company and ensure the adoption of resolutions

of the Shareholders' Meeting and the Board of Directors.

**23.2** The other Directors shall be responsible for representing the Company within the limits of the powers delegated to them by the Board of Directors.

**23.3** The company shall also be represented by its general manager, directors and agents, within the limits of the powers granted to them at the time of their appointment.

#### **Article 24 - Managing Directors**

**24.1** Within the limits provided by Art. 2381 of the Italian Civil Code, the Board of Directors may delegate its powers to an Executive Committee composed of no fewer than 3 (three) and no more than 5 (five) members. The Chairman and the Deputy Chairman, vested with powers of the Company, shall form part of the Executive Committee pursuant to the law.

**24.2** Within the limits provided by Art. 2381 of the Italian Civil Code, the Board of Directors may also delegate its powers to one or more of its members with the status of Managing Directors, by means of separate and/or joint powers, establishing the limits of the power of attorney. The Board of Directors may also delegate particular functions or special assignments to individual members.

The Board of Directors may appoint directors, representatives and agents in general, including from among persons external to the Board, to carry out certain acts or categories of acts.

**24.3** The bodies or Managing Directors, where appointed, are required to comply with the obligations provided by law and to report, including orally, to the Board of Directors and the Board of Statutory Auditors pursuant to Art. 2381, paragraph 5, of the Italian Civil Code, by the final deadline established in the same article.

**24.4** The Directors shall report to the Board of Statutory Auditors pursuant to Art. 150 of Legislative Decree No. 58 of 24 February 1998, on a quarterly basis by written report or even orally during the meetings of the supervisory body.

#### **Article 25 – Directors' Remuneration**

In addition to the reimbursement of expenses incurred by reason of their office, the Shareholders' Meeting may grant the members of the Board an annual fee determined in accordance with Article 2389 of the Italian Civil Code. This provision applies without prejudice to Article 2389, paragraph 3, of the Civil Code, for the remuneration of the members of the Executive Committee and/or of the Directors holding special offices, as such remuneration may be determined by the Board of Directors in consultation with the Board of Statutory Auditors, in the absence of a resolution of the Shareholders' Meeting setting the remuneration due to all members of the Board of Directors, including with regard to remuneration for special duties – in accordance with Article 2389, first paragraph, of the Italian Civil Code.

### **SECTION V** **SUPERVISORY BODIES**

#### **Article 26 - Board of Statutory Auditors**

**26.1** The Board of Statutory Auditors is composed of three Standing Auditors, of which

at least one is a member of the less represented gender, and two Alternate Auditors, one for each gender, appointed by the Shareholders' Meeting and in possession of the requirements of eligibility, integrity and professionalism established by the applicable laws and regulations. In particular, for the purposes of paragraph 10 of the Decree of the Ministry of Justice No. 162 of 30 March 2000, matters strictly related to the Company's business activities are understood, *inter alia*, as administrative law, political economy, and financial science. Persons who are in situations of incompatibility as provided for by the applicable laws and regulations and those who hold management and control positions at other companies exceeding the limits established by the applicable laws and regulations may not be appointed as statutory auditors, and if they are elected, they shall forfeit their office.

- 26.2** The Board of Statutory Auditors monitors compliance with the law and the By-laws, compliance with the principles of proper administration, and in particular the adequacy and proper functioning of the organisational, administrative and accounting structure adopted by the Company. The Board of Statutory Auditors shall meet at least every ninety days on the initiative of any of the Statutory Auditors.
- 26.3** Appointment to the Board of Statutory Auditors takes place on the basis of slates in which the candidates are listed according to a progressive number. The slate consists of two sections: one for candidates for the office of standing auditor, and the other for candidates for the office of alternate auditor. The lists must contain at least one candidate for the office of standing auditor and one candidate for the office of alternate auditor. The number of candidates on each list may not exceed the maximum number of members to be elected. Slates containing three or more candidates in either or both sections must include candidates that ensure a fair gender balance in compliance with the legal and regulatory provisions in force at any given time.
- 26.3.1** Only those who, alone or together with others, represent the overall percentage established by the applicable laws and/or regulations for submitting slates of candidates for appointment of the Board of Directors are entitled to submit slates. The percentage shareholding required to submit a slate is indicated in the notice of the Shareholders' Meeting called to resolve on the appointment of the members of the Board of Statutory Auditors.
- 26.3.2** Each Shareholder (as well as (i) shareholders belonging to the same group, i.e. the controlling party, which may be non-corporate pursuant to Article 2359 of the Italian Civil Code, and any company controlled by or under the common control of the said party, or (ii) shareholders that are parties to the same shareholder agreement pursuant to Article 122 of Legislative Decree No. 58 of 24 February 1998, or (iii) shareholders that are otherwise associated with each other by virtue of significant relationships pursuant to applicable laws and/or regulations) may submit or contribute to the submission with other shareholders, directly, through an intermediary, or through a trust company, a single slate of candidates, under penalty of disqualification of the list.
- 26.3.3** Each candidate may be presented on one slate only, under penalty of ineligibility.
- 26.3.4** The slates submitted must be filed at the Company's registered office, including by means of a distance communication, at least by the twenty-fifth day prior to the date

of the Shareholders' Meeting called to resolve on the appointment of the members of the Board of Statutory Auditors. Together with each slate, the following documents must be filed within the said deadline:

- a) a list of Shareholders who submit the slate, indicating their name, company name or denomination, registered office, the registration number in the Register of Companies or equivalent and the percentage of the capital held in total;
- b) the curriculum vitae of each candidate, containing comprehensive information on their personal and professional attributes;
- c) a declaration by Shareholders other than those who hold, even jointly, a controlling interest or a relative majority interest, attesting to the absence of relations of connection with the latter;
- d) declarations in which each candidate accepts his/her candidacy, provides a list of any administration and/or control positions held in other companies and also certifies, under his/her own responsibility, the non-existence of grounds for incompatibility and ineligibility, their possession of the requirements of integrity and professionalism as established in current legislation to hold the position of Statutory Auditor of the Company.
- e) ownership of the minimum shareholding required for the presentation of the slates is determined having regard to the shares registered in favour of the shareholder on the day on which the slates are filed with the Company. The relevant certification can also be produced after filing, provided that it is produced within the deadline for the publication of the slates by the Company.

**26.3.5** Slates are made available to the public, in accordance with the law, at the registered office, on the website and in the other ways provided for by the applicable legislative and regulatory framework.

**26.3.6** If only one slate has been submitted by the deadline for submission of slates, or slates have been submitted only by shareholders associated with each other pursuant to Article 26.3.2 above, other slates may be submitted up to the fifth day following the deadline. Notice of this shall be given in the manner set out in the provisions in force, and the minimum percentage for the submission of the slates established in Article 26.3.1 above shall be reduced by one half.

**26.3.7** The election of the Statutory Auditors shall proceed as follows:

- a) 2 (two) Standing Auditors and 1 (one) Alternate Auditor shall be taken from the slate receiving the highest number of votes at the Shareholders' Meeting, according to the progressive order in which the candidates are listed in the sections of the slate;
- b) the remaining standing auditor and the other alternate auditor are taken from the slate obtaining the second-highest number of votes at the Shareholders' Meeting according to the progressive order with which the candidates are listed in the sections of the slate.

The first candidate on the slate indicated in letter b) above shall be appointed as Chairman of the Board of Statutory Auditors;

- c) in the event of a tie (i.e., if two slates have both obtained the highest number of votes, or the second-highest number of votes), if the tie has occurred for slates that have both obtained the second-highest number of votes, the candidate from

the slate that obtained the vote of the highest number of shareholders shall be elected;

- d) candidates drawn from the slates shall be elected according to the criteria indicated in letters a), b) and c) above, without prejudice to the provisions of letters e) and f) below;
- e) in the event that only one slate is duly presented, all the statutory auditors to be elected shall be drawn from that list. The candidate indicated with the first progressive number in the Standing Auditors section shall be the Chairman of the Board of Statutory Auditors;
- f) if the slate that obtained the second highest number of votes has received the vote of one or more persons that are deemed to be associated, pursuant to Article 26.3.2, with the slate that obtained the highest number of votes, such votes will not be taken into account. Consequently, if without considering these votes, another list is the second most voted list, the remaining standing Auditor and the remaining alternate Auditor (if provided for) will be those indicated with the first progressive order number in the respective sections of said other slate.

If the composition of the collegiate body in the category of Standing Auditors or Alternate Auditors does not permit the respect of gender balance, taking into account their order of listing in their section, the last elected member of the slate that obtained the highest number of votes and belonging to the most represented gender shall be replaced to ensure compliance with the requirement by the first unelected candidate of the same slate and of the same section belonging to the less represented gender.

- 26.4** If the requirements of the law and the By-laws are no longer met, the Statutory Auditor shall cease to hold office.
- 26.5** In the event of the replacement of a Statutory Auditor, the alternate Statutory Auditor belonging to the same slate as the one terminated will take over - where possible - until the first subsequent meeting, it being understood that the Chair of the Board of Statutory Auditors will remain in the hands of the Statutory Auditor drawn from the slate that has obtained the second highest number of votes.
- 26.6** If it is not possible to proceed within the terms and conditions indicated above, a Shareholders' Meeting must be convened to appoint the Statutory Auditors necessary to complete the body, in compliance with the principle of representation of minorities in the Board of Statutory Auditors, as provided for by law.
- 26.7** The substitution procedures indicated in the previous paragraphs must in all cases ensure compliance with the rules on gender balance established by the applicable laws and regulations and by these By-laws.
- 26.8** Statutory Auditors shall hold office for three financial years, expiring on the date of the Shareholders' Meeting called to approve the financial statements for the third financial year of their mandate. They may be re-elected.
- 26.9** Meetings of the Board of Statutory Auditors may also be held by teleconference and/or videoconference provided that: a) the Chairman and the person taking the minutes are present in the same place as the meeting; b) all participants can be identified and are allowed to follow the discussion, to receive, transmit and view documents, to intervene orally and in real time on all items. If these requirements are met, the Board of Statutory Auditors is deemed to be held in the place where the



Chairman and the person taking the minutes are located.

## **SECTION VI**

### **FINANCIAL STATEMENTS AND PROFITS**

#### **Article 27 – Statutory audit**

- 27.1** The statutory audit of the Company's accounts is performed by an independent auditing firm listed in the register of statutory auditors and audit firms in accordance with applicable legislation.
- The mandate for the statutory audit of the accounts is granted by the Shareholders' Meeting, on the reasoned proposal of the Board of Statutory Auditors, and may be renewed in accordance with current and applicable legislation. The Shareholders' Meeting determines the fee due to the independent audit firm for the entire duration of its assignment.
- 27.2** The award and revocation of the mandate and of duties, powers and responsibilities is governed by current and applicable statutory and/or regulatory provisions.
- 27.3** The Board of Statutory Auditors and the independent auditors exchange relevant data and relevant information on a timely basis for the performance of their respective duties.
- The work performed by the independent auditors is documented in a special register kept at the Company's registered office.

#### **Article 28 – Financial Reporting Officer**

- 28.1** The Board of Directors, after obtaining the opinion of the Board of Statutory Auditors, which is mandatory but not binding, resolves on the appointment of a Financial Reporting Officer (the "Officer"), establishing the relevant remuneration.
- 28.2** Individuals who do not meet the integrity requirements established by legislation applicable to those who perform administrative and management functions, and who have not gained adequate experience in positions of responsibility in the exercise of duties in administrative and accounting matters in corporations or entities operating in the credit, financial or insurance sectors, or in any case in sectors closely connected or inherent to the Company's business, may not be appointed as Financial Reporting Officer and, if already appointed, shall forfeit their office.
- 28.3** The Board of Directors shall grant the Officer adequate powers and means for the exercise of the duties assigned to him or her, in accordance with the provisions of Article 154-bis of Legislative Decree No. 58 of 24 February 1998 as amended.
- 28.4** The term of office of the Officer is three years and may be renewed one or more times.
- 28.5** If the Officer ceases to hold office or their employment at the Company is terminated for any reason, the Board of Directors shall promptly replace him or her by appointing another Officer, subject to mandatory but non-binding consultation with the Board of Statutory Auditors. The Officer appointed in this manner shall remain in office for a further three years.
- 28.6** The Manager exercises the powers and competences attributed to him in accordance with the provisions of Article 154-bis of Legislative Decree No. 58 of 24 February

1998, as well as the related implementing regulatory provisions.

- 28.7 The Officer participates in meetings of the Board of Directors when matters falling within the Officer's remit are discussed.

#### **Article 29 – Financial year and financial statements**

- 29.1 The financial year ends on 31 December of each year.
- 29.2 At the end of each financial year, the administrative body prepares the financial statements in accordance with law.

#### **Article 30 - Allocation of profits**

- 30.1 The net profits shown in the financial statements, after deduction of 5% (five per cent) to be allocated to the legal reserve until it has reached one fifth of the share capital, shall be allocated to the shares, unless otherwise decided by the Shareholders' Meeting.
- 30.2 Dividends shall be paid starting on the due date and at the banks established annually by the Board of Directors.
- 30.3 Dividends not collected within five years of the day on which they become payable shall be time-barred in favour of the Company.
- 30.4 The Board of Directors may resolve to distribute interim dividends according to the procedures and subject to the conditions provided in Art. 2433-bis of the Italian Civil Code.

### **SECTION VII DISSOLUTION**

#### **Article 31 - Liquidation**

- 31.1 In the event of dissolution of the Company, the Extraordinary Shareholders' Meeting; ~~with the majorities cited in the preceding Art. 16.3,~~ above, shall establish the liquidation procedures and appoint and possibly replace liquidators, establishing their powers and remuneration.
- 31.2 The administrative body shall cease to hold office on the date of entry in the Companies Register of the appointment of the liquidators and shall immediately make the deliveries provided in the last paragraph of Art. 2487-bis of the Italian Civil Code.

### **SECTION VIII TRANSACTIONS WITH RELATED PARTIES**

#### **Article 32 - Transactions with related parties**

- 32.1 Transactions with related parties shall be concluded in accordance with the procedure approved by the Board of Directors by way of application of the legislation, including regulations, in effect from time to time. The procedures adopted by the Company for transactions with related parties may provide for the right to assert the exceptions provided by Arts. 11, paragraph 5, and 13, paragraph 6 of the Regulation containing provisions on related-party transactions adopted by Consob with Resolution No. 17221 of 12 March 2010, as subsequently amended, in relation to the conclusion of transactions with related parties in cases of urgency (possibly also related to company

crisis situations).