

ASCOPIAVE S.p.A.
Extraordinary and Ordinary General Meeting of 29 April 2021
Annex D) to no. 70278/45474 of rep.

ASCOPIAVE S.p.A.
ARTICLES OF ASSOCIATION

CONSTITUTION - LOCATION - DURATION

Article 1

Name

1.1 A joint-stock company called "ASCOPIAVE S.p.A." is established.

Article 2

Location

2.1 The Company is based in Pieve di Soligo (Treviso).

2.2 The administrative body may set up branch offices, subsidiaries, warehouses, both in Italy and abroad, as well as transfer the company headquarters within the same municipality of Pieve di Soligo.

Article 3

Duration

3.1 The duration of the Company is fixed until 31 December 2060 and may be extended by law.

SUBJECT

Article 4

Corporate Purpose

4.1 The Company, directly or indirectly, therefore also by means of subsidiaries and/or investee companies, or through agreements with other parties, both in Italy and abroad, has as its object:

- a. generally and teleologically, the exercise of business activity with the aim of pursuing sustainable success as the creation of long-term value for the benefit of its shareholders and other relevant *stakeholders* of the Company;
- b. the exercise, for civil, agricultural, craft and industrial uses, together with the design and/or construction of the necessary works and plants, of activities of production and/or extraction and/or cultivation, supply and/or import, storage, transport, distribution, metering, export, supply and sale including outside pipelines and installations, of natural gas, or LPG, or biogas, or biomethane, or hydrogen, or other similar gases, in both liquid and gaseous form, or of mixtures that, as a result of technological and regulatory developments, become available, either as fuels or as energy carriers. Performances and services ancillary and/or instrumental to the aforesaid activities are included;
- c. the exercise, for civil, agricultural, craft and industrial purposes, together with the design and/or construction of the necessary works and plants, of activities

of production, supply and/or import, storage, transport, distribution, metering, export, supply and/or sale of electrical energy however produced, whether from traditional sources or from renewable sources of any kind that, due to technological and regulatory developments, become available. This includes ancillary and/or instrumental performances and services to the aforesaid activities;

d. the design, implementation, management and/or operation of integrated and intelligent systems and services in favour of *smart cities, smart grids*; this includes ancillary and/or instrumental performances and services to the aforesaid activities;

e. the design, implementation and/or management of mobility support systems and services; this includes ancillary and/or instrumental performances and services to the aforementioned activities;

f. the management, for civil, agricultural, craft and industrial uses, together with the design and/or construction of the necessary works and plants, of the typical activities of the integrated water service/cycle, i.e. the collection, adduction or derivation, lifting, transport and distribution, sale of water, sewerage and wastewater treatment services including collection and adduction services for multiple uses and wastewater collection, purification, discharge and recycling services and related control activities, for mixed civil and industrial uses, as well as the design, construction and management of works for the protection, monitoring and enhancement of water bodies and the development of projects and plants for the recovery of energy and the efficiency of the integral water cycle. Performances and services ancillary and/or instrumental to the above activities are included;

g. the management, for civil, agricultural, craft and industrial uses, together with the design and/or construction of the necessary works and plants, of the activities typical of the services relating to district heating/cooling, the recovery of energy from any source and, in general, energy efficiency, thus, by way of example but not limited to, the activities of production and/or recovery, transport, management and sale of heat, the construction, modernisation, installation, management and maintenance of thermal power plants or plants for air conditioning, cooling, treatment, construction and management of combined heat and power plants, the provision and management of integrated energy services, the management and marketing of energy efficiency certificates and similar, the construction and

management of plants fuelled by renewable and assimilated energy sources, the implementation and management of energy efficiency and energy saving measures, as well as the recovery of energy, in any form that may become available due to technological and regulatory developments. This includes ancillary and/or instrumental performances and services to the aforesaid activities;

h. the management, for any use whatsoever, together with the design and/or construction of the necessary works and plants, of the activities typical of telematic, computer and telecommunications services, therefore, by way of example but not limited to, the activities of construction or purchase or rental, installation, cabling, management, maintenance and operation of fixed and/or mobile telematic systems or networks, in whatever technique realised, design, realisation or acquisition, management, promotion, maintenance and operation of computer systems, design, management and transmission of telecommunications (e.g. Internet, telephony and multimedia, computer and data storage and transmission services), under public concession or on the open market, in whatever form they become available due to technological and regulatory developments. This includes ancillary and/or instrumental performances and services to the aforesaid activities;

i. the provision and marketing, for civil, agricultural, craft and industrial uses of the services referred to in the previous point;

j. the management, for civil, agricultural, craft and industrial purposes, together with the design and construction of the necessary works and plants, of the activities typical of other network services, including the related activities of design, installation, maintenance, development, connection, management, supply and sale, which, at present or in the future, due to technological and regulatory developments, fall within the scope of the aforesaid category. Performances and services ancillary and/or instrumental to the aforesaid activities are included;

k. the management, together with the design and/or construction of the works and plants necessary for the valorisation and energy recovery of waste, residues and productions from agricultural, craft and industrial activities, including biomasses and assimilated products, pertaining both to the differentiated waste chain and to that of undifferentiated waste and to waste-to-energy, as well as the related collection, transport, management and treatment activities in consideration of technological evolution. This includes ancillary and/or instrumental performances and services to the aforesaid activities;

l. the management, together with the design and/or construction of the necessary works and plants, of other public services and/or public utilities, connected and/or

related to t h e above, including public lighting systems on behalf of the administrations and/or public bodies in charge, also through the realisation and execution of related public works. This includes ancillary and/or instrumental performances and services to the aforesaid activities;

m. its own activities and/or activities related to the management of shareholdings in other companies or entities, including those pertaining to the exercise of administrative rights and, where the prerequisites by law exist, to the exercise of management and coordination powers, pursuant to and within the limits of the pro tempore regulations in force;

n. the provision, in favour of the parent company, the reference shareholders and the companies controlled by them, both directly and indirectly, as well as in favour of the subsidiaries and participated companies, both directly and indirectly, as well as the companies that entertain with Ascopiave S.p.A. specific negotiated relationships, services of a general nature, such as, by way of example but not limited to, technical services, asset management, administrative, accounting, financial, tax, corporate and legal services, as well as collection, payment and funds transfer services, including through centralised treasury contracts, in addition to activities related to the granting and/or obtaining of loans in favour of the aforementioned companies, in any form, in compliance with the laws in force for the time being;

o. the purchase, management, leasing (excluding financial leasing), construction and renovation on one's own account or under contract, exchange, leasing, conversion, demolition, trading, constitution of rights in rem and sale, including fractional sale of civil, industrial and any other kind of real estate;

p. operating as an E.S.Co. (Energy Service Company), pursuant to and for the purposes of Legislative Decree 115/08 and Resolution 103/03 of the Authority for the Regulation of Energy Networks and Environment and subsequent amendments and additions, promoting, developing and installing projects aimed at improving energy efficiency and maintaining the costs related to the equipment installed for this purpose (so-called optimisation of energy consumption), carrying out, on behalf of the customer, activities for the procurement of financial resources for the implementation of said projects and assuming the related technological risk, against the performance of both the management of the design/construction and the maintenance of the plants designed/constructed; providing its customers with a set of integrated services for the implementation and possible subsequent management of interventions for energy saving or, in other words, for the compression of energy demand and the reduction of polluting emissions.

In order to carry out the activities constituting its corporate purpose, as identified above, the Company, on a non-prevalent, occasional and instrumental basis, in consideration of technological developments and subject to compliance with applicable and pro tempore regulations in force, may, directly or indirectly:

i. perform *marketing*, promotion, contracting, data acquisition and management, commercial and customer relations management, invoicing, collection management, extrajudicial debt collection, electronic processing and mailing activities, and any related services or activities;

ii. undertake study, consultancy and design assignments in favour of the parent company, the reference shareholders and the companies directly or indirectly controlled and participated by them, as well as in favour of the subsidiaries and participated companies and/or third parties with which the Company has specific negotiating relationships, within the scope of the activities included in its own corporate purpose or in that of the companies in which it participates, as well as in compliance with the laws and regulations in force at the time;

iii. carry out scientific/technical research activities inherent to its own corporate purpose, or that of the companies in which it participates, or even inherent to a different purpose, provided that, in the latter case, they are linked by a connection of instrumentality and/or they are ancillary to its corporate purpose;

iv. register, acquire, use and assign patents, trademarks, *know-how*, licences for industrial concessions and industrial property rights of any kind, provided they are inherent to its corporate purpose, or that of the companies in which it participates, or even inherent to a different purpose, provided that, in the latter case, they are linked by a connection of instrumentality and/or they are ancillary to its corporate purpose;

v. acquire, directly or indirectly, for the sole purpose of stable investment and not for placement on the market, shareholdings and interests in (or enter into agreements and collaborations with) other companies or enterprises or other similar entities, whether Italian or foreign, having similar purpose or purposes akin, connected, instrumental or complementary to its own, or to those of the companies in which it participates or even having a different purpose, provided that, in the latter case, the investment in said shareholdings or interests is included in its corporate purpose, being able to provide real and/or personal guarantees (and in particular sureties) for obligations, both its own and those of third parties, connected to the performance of the company's business, also in favour of entities and companies, whether controlled or participated in, even if indirectly, as well as third parties with which the Company has specific

business relations, in compliance with the legislation in force at the time;

vi. carry out any industrial, commercial, securities, real estate and financial transaction (including the provision of services of any kind) however connected, aimed at the pursuit, even indirectly, of its corporate purpose, or that of the companies in which it participates, with the strict exclusion of transactions involving the solicitation of public savings, fiduciary activity, the collection of savings from the public and any other activity qualifying as a reserved activity pursuant to the legislation in force at the time;

vii. take loans from shareholders and purchase treasury shares, within the limits and in compliance with applicable and *pro tempore* regulations in force;

viii. carry out public services and utilities for which it is entrusted by the public authorities, including through the realisation and execution of related public works, as well as through investee companies, in compliance with the applicable *pro tempore* regulations;

ix. publish, reproduce, print and disseminate, also free of charge, non-newspapers produced on paper or computer media and intended for publication and/or dissemination to the public by any means, including electronic, current or future, on the Internet and/or other telecommunication and dissemination networks;

x. carry out the development and implementation of professional training courses related to the corporate purpose on its own or on behalf of third parties.

Some of the activities falling within the aforementioned corporate purpose (at present, for example, natural gas distribution and electricity distribution) are subject to functional separation (*unbundling*) according to applicable legal and/or regulatory provisions. In this regard, the Company, in compliance with the principles of cost-effectiveness and profitability, without prejudice to the requirements of confidentiality of company data, carries out its corporate purpose by pursuing the goal of promoting legality, competition, efficiency and adequate levels and standards of quality in the provision of services, guaranteeing the neutrality of the management of infrastructures that are essential for the development of a free energy market, preventing discrimination in access to commercially sensitive information and preventing the cross-transfer of resources between segments of the supply chains.

SHARE CAPITAL

Article 5

Share Capital

5.1 The share capital is Euro 234,411,575.00 (two hundred and thirty-four million four hundred and eleven thousand five hundred and seventy-five/00), subdivided

in 234.411.575 (two hundred and thirty-four million four hundred and eleven thousand five hundred and seventy-five) ordinary shares with a nominal value of Euro 1.00 (one) each.

The Shareholders' Meeting may resolve on capital increases, setting terms, conditions and modalities.

When increasing the share capital, contributions may be made in cash, goods in kind, receivables and, more generally, with all assets susceptible to economic valuation, as decided by the Shareholders' Meeting.

The Extraordinary Shareholders' Meeting may resolve to increase the capital by issuing shares, also of special classes, to be assigned free of charge to its own employees and employees of subsidiary companies in application of Article 2349 of the Civil Code.

5.2 Pursuant to Article 2441(4), second sentence, of the Italian Civil Code, shareholders' pre-emptive rights on newly issued shares may be excluded to the extent 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 special report by the company appointed to audit the Company's accounts.

Article 6

Shares

6.1 Shares are registered and indivisible and, according to the various categories, confer equal rights on the holders.

6.2 Being a shareholder entails full and absolute adherence to the articles of association of the Company and these Articles of Association.

6.3 The Company may acquire and hold treasury shares for the purposes and in the manner prescribed by law.

6.4 The issuance of share certificates is excluded as the Company's shares are subject to the compulsory dematerialisation regime of issued financial instruments, in accordance with applicable regulatory provisions. The Company's shares are entered into the centralised management system provided for by Legislative Decree no. 58 of 24 February 1998.

6.5 Each share gives the right to one vote.

6.6 Notwithstanding paragraph 6.5 above, each share shall entitle the holder to two votes per share if both of the following conditions are met:

(i) the right to vote was held by the same person by virtue of a legitimising right in rem (full or bare ownership with voting rights or usufruct with voting rights) for a continuous period of at least twenty-four months;

(ii) the recurrence of condition (i) is attested by continuous registration, for a period of at least twenty-four months, in the special list specifically established by the Company in accordance with the provisions of this Article

(the "Special List") by means of a special notice attesting to the share ownership referring to the expiry date of the continuous period issued by the intermediary where shares are deposited, in accordance with the regulations in force.

6.7 The acquisition of the increased voting right will be effective at the earlier of: (i) the fifth trading day of the calendar month following the day on which the conditions required by the Articles of Association for the increased voting right are fulfilled; or (ii) the so-called record date of any Shareholders' Meeting, determined pursuant to applicable law, following the date on which the conditions required by the Articles of Association for the increased voting right are fulfilled.

6.8 The Company establishes and maintains at its registered office, in compliance with the forms and contents provided for by applicable laws and regulations, the Special List, in which shareholders wishing to benefit from the increase in voting rights must register. In order to obtain inclusion in the Special List, the person entitled pursuant to this Article must submit a special application, enclosing a communication attesting to the share ownership - which may also concern only part of the shares held by the holder - issued by the intermediary where the shares are deposited pursuant to applicable regulations. The surcharge may also be claimed for only part of the shares held by the holder. In the case of entities other than natural persons, the application must specify whether the entity is subject to direct or indirect control by third parties and the identification data of the controlling entity, if any.

6.9 The Special List is updated by the Company by the fifth trading day after the end of each calendar month and, in any case, by the so-called record date provided for by the regulations in force in relation to the right to attend and vote at the Shareholders' Meeting.

6.10 The provisions relating to the shareholders' register and any other related provision, including with regard to the disclosure of information and the right of inspection of shareholders, as well as the provisions that the Board of Directors will make available by means of specific regulations published on the Company's website, shall apply to the Special List, *mutatis mutandis*.

6.11 The Company proceeds to the removal from the Special List - resulting in the automatic loss of eligibility for enhanced voting rights - in the following cases:

(i) waiver, in whole or in part, by the person concerned of the benefit of the vote increase, it being understood that the waiver shall be deemed irrevocable;

(ii) communication by the data subject or intermediary proving that the conditions for a surcharge of the right to vote no longer apply or the loss of the ownership of the legitimating right in rem and/or the related voting right;

(iii) ex officio, if the Company becomes aware of the occurrence of facts entailing the loss of the prerequisites for the increase of the voting right or the loss of the ownership of the legitimating right in rem and/or of the related voting right.

6.12 Notwithstanding the provisions of Section 6.13 below, the increase in voting rights shall cease:

(i) in the event of a transfer for valuable consideration or free of charge of the share, it being understood that "transfer" also means the establishment of a pledge, usufruct or other encumbrance on the share when this entails the loss of the shareholder's voting rights;

(ii) in the event of the direct or indirect disposal of controlling interests in companies or entities holding shares with increased voting rights above the threshold provided for in Article 120(2) of Legislative Decree No. 58 of 24 February 1998.

6.13 The increased voting rights already accrued or, if not accrued, the period of ownership required to accrue the increased voting rights are retained in the event of:

(i) succession by reason of death in favour of the heir and/or legatee;

(ii) merger or demerger of the holder of the shares in favour of the company resulting from the merger or recipient of the demerger, subject to paragraph 6.12(ii);

(iii) transfer from one portfolio to another of CIUs managed by the same entity;

(iv) pledge, usufruct or other encumbrance with retention of voting rights to the pledgee or the bare owner;

(v) transfer between companies belonging to the same group (meaning subsidiaries, parent companies and companies subject to the same control).

6.14 The increased voting rights extend to the shares (the 'New Shares'):

(i) of a free capital increase pursuant to Article 2442 of the Italian Civil Code to which the holder is entitled in relation to shares for which the increased voting rights have already accrued (the 'Original Shares');

(ii) due in exchange for the Original Shares in the event of a merger or demerger, if so provided for in the relevant plan and under the terms specified therein;

(iii) subscribed by the holder of Original Shares in the exercise of the pre-emptive right pertaining to such shares in the context of a capital increase by means of new contributions.

6.15 In the assumptions set out in paragraph 6.14, the New Shares acquire the voting surplus (x) for the New Shares to which the holder is entitled in respect of shares for which the voting bonus has already accrued, from the time of registration in the Special List, without the need for a further accrual of the continuous holding period; (y) for the

New Shares to which the holder is entitled in respect of shares for which the voting bonus has not already accrued (but in the process of accruing), from the time of the completion of the holding period calculated from the original registration in the Special List.

6.16 The increased voting right may be reacquired with respect to the shares for which it was forfeited, or otherwise lost pursuant to Section 6.11 above, with a new entry in the Special List and the full expiry of the continuous membership period of not less than twenty-four months.

6.17 The increase in voting rights is also counted for the purposes of determining constitutive and deliberative quorums that refer to share capital ratios, but has no effect on rights, other than voting rights, accruing by virtue of the possession of certain share capital ratios.

6.18 For the purposes of this Article, the notion of control is that provided for in the regulatory framework for listed issuers.

Article 6-bis

Voting restrictions

6-bis. 1 No person entitled to vote who is an operator in the sector of production and/or distribution and/or transport and/or purchase and/or sale of natural gas and/or electricity and/or energy efficiency and/or water service and/or network service in general ("**Operator**") may exercise, in any capacity whatsoever, voting rights to an extent exceeding 5% of the total voting rights exercisable at the Shareholders' Meeting. The same limitation to the voting right also applies to each person entitled to vote who belongs to a Group in which there is an Operator, where the term "Group" shall be construed as meaning the companies controlled, controlling or subject to the same control, pursuant to Article 93 of Legislative Decree No. 58/1998, as the person entitled to vote.

6-bis. 2 Voting rights held by the party referred to in paragraph 1 above (the "**Interested Party**") that exceed the threshold of 5% of the total voting rights exercisable at the Shareholders' Meeting shall be suspended and may not be validly exercised, without prejudice to any further administrative rights and property rights pertaining to all the shares held by the Interested Party. Suspended voting rights are counted for the purpose of the regular constitution of the Shareholders' Meeting, but not for the purpose of calculating the resolution quorum. In case of non-compliance, the resolution may be challenged pursuant to Article 2377 of the Civil Code if the suspended votes were decisive for the outcome of the resolution.

6-bis. 3 For the purpose of complying with the limitation on the exercise of voting rights referred to in paragraph 1 of this Article, account shall be taken of the voting rights that can be exercised in any capacity, directly or indirectly,

including through trust companies or intermediaries, (i) by the Interested Subject; (ii) by the parent company of, companies directly or indirectly controlled by, and companies subject to joint control with, the Interested Subject (for this purpose, the notion of control pursuant to Article 93 of Legislative Decree No. 58 of 24 February 1998);

(iii) by companies included in the portfolio of collective investment undertakings managed on a discretionary basis by an Interested Subject, by the parent company of, or companies directly or indirectly controlled by, or under common control with, an Interested Subject; (iv) by parties who subscribe to a shareholders' agreement- or any other type of agreement

- concerning shares of the Company, regardless of the validity of such agreement, to which an Interested Subject or the parent company of, companies directly or indirectly controlled by, or companies subject to common control with, an Interested Subject is a party.

Article 7

Bonds

7.1 The Company may issue registered and bearer bonds in accordance with the law.

7.2 Convertible bonds may also be issued, subject to the provisions of the law.

7.3 The Board of Directors is responsible of issuing ordinary bonds. The issuance of convertible bonds or bonds with warrants is resolved upon by the Extraordinary Shareholders' Meeting, which also determines the exchange ratio, the period and the manner of conversion, in compliance with the provisions of the regulations applicable from time to time.

Article 8

Domicile of the Member

8.1 The domicile of the shareholders, for all relations with the Company, is deemed to be elected at the address shown in the shareholders' register.

Article 9

Withdrawal of a Member

9.1 Withdrawal may be exercised by the shareholder, in the manner provided for by law, only in the cases in which withdrawal is provided for by mandatory provisions of law and is in any case excluded in the case of extension of the term of duration as well as the introduction, amendment, removal of restrictions on the circulation of shares.

ASSEMBLY
Article 10
Assembly

10.1 The Assembly is ordinary and extraordinary in accordance with the law.

10.2 The Shareholders' Meeting is convened at the registered office or elsewhere in the country, by means of a notice to be published in the manner and within the terms provided for by the regulations in force from time to time.

10.3 The Ordinary and Extraordinary Shareholders' Meetings shall normally be held in a single call, without prejudice to the right of the Board to decide that both the Ordinary and Extraordinary Shareholders' Meetings shall be held in more than one call; in this case, the notice of call shall state the date of the second and, if necessary, the third call, which may not be held on the same day as the first and second call, respectively.

10.4 Ordinary Shareholders' Meetings are called in the cases provided for by law and whenever the Board of Directors deems it appropriate, but in any case at least once a year within one hundred and twenty days from the end of the financial year; this term may be extended up to one hundred and eighty days when the Company is required to prepare consolidated financial statements or when particular circumstances relating to the Company's structure and purpose so require. In the latter cases, the directors shall state the reasons for the extension in the report provided for by Article 2428 of the Italian Civil Code.

10.5 Shareholders' Meetings are also convened by the Board of Directors at the request of as many shareholders as represent at least the percentage of the share capital required by the laws in force from time to time, or by the Board of Statutory Auditors or at least 2 (two) members thereof.

Article 11
Speaking in the Assembly

11.1 The Shareholders' Meeting may be attended by those persons entitled to vote who have obtained from the authorised intermediary certification of their entitlement to attend pursuant to the regulations in force from time to time.

11.2 Any person entitled to attend the Shareholders' Meeting may be represented by written proxy by another person, even if not a shareholder, in compliance with the law. The proxy may also be conferred electronically, in the manner established by the regulations in force from time to time. The electronic notification of the proxy may be made, in accordance with the provisions indicated in the notice of call, by using the appropriate section of the Company's website or by sending the document to the Company's certified e-mail address.

11.3 The Company may designate for each meeting a person to whom those entitled to vote may grant proxy, with voting instructions, for all or some of the proposals on the agenda.

Article 12

Chairman and Assembly procedures

12.1 The notice of call may provide that attendance at the Shareholders' Meeting may take place by means of telecommunications, provided that the collegial method and the principle of good faith and equal treatment of shareholders are respected. In particular, it is necessary that:

(i) the Chairman of the General Meeting, also through his bureau, is allowed to ascertain the identity and legitimacy of those present, to regulate the meeting procedures, and to ascertain and proclaim the results of the vote;

(ii) it is possible for the person taking the minutes to adequately perceive the meeting events being recorded;

(iii) those present are allowed to participate in the discussion and simultaneous voting on the items of the agenda;

(iv) the notice of meeting indicates the audio/video locations connected by the Company, in which the participants may attend, and/or the modalities for participation by telematic means, the meeting being deemed to be held in the place where the person taking the minutes will be present.

12.2 The Shareholders' Meeting is chaired by the Chairman of the Board of Directors or, in the event of his absence or impediment, by the Vice-Chairman, if appointed; in the event of the absence or impediment of the latter as well, the Shareholders' Meeting elects, by majority vote of those present, the Chairman of the meeting. The Chairman is assisted by a secretary, who may or may not be a member, appointed by the Assembly, and, when deemed appropriate, by two scrutineers. Where required by law or by the will of the Chairman of the Assembly, the functions of secretary shall be performed by a Notary Public.

12.3 It is the duty of the Chairman of the meeting, who may avail himself of the services of special appointees: to ascertain the right of members to attend (also by proxy and audio/video conference means); to ascertain that the meeting is duly constituted and that there is a quorum to pass resolutions; to direct and regulate the discussion and establish the voting procedures; to ascertain and proclaim the results of votes.

12.4 The procedures of the General Assembly are governed by the General Assembly Regulations approved by resolution of the Ordinary General Assembly.

Article 13

Validity of the resolutions of the Assembly

13.1 For the constitution and resolutions of the Ordinary and Extraordinary Shareholders' Meeting, the provisions of the law and of these Articles of Association shall be observed.

ADMINISTRATION - SOCIAL REPRESENTATION

Article 14

Composition of the Board of Directors

14.1 The Company is administered by a Board of Directors consisting of seven members, including non-members.

14.2 Directors hold office for three financial years and expire on the date of the Shareholders' Meeting convened to approve the financial statements for the last financial year of their office and may be re-elected.

Article 15

Appointment of the Board of Directors

15.1 The entire Board of Directors is appointed on the basis of lists submitted by the shareholders and/or by the outgoing Board of Directors, in which the candidates must be listed in sequential order.

15.2 Only shareholders who, alone or together with other shareholders, hold, on the date of submission of the list, a number of shares with voting rights in the Shareholders' Meeting resolutions on the appointment of the members of the administration and control bodies ("Relevant Shares") representing at least 2.5% of the share capital, or, if different, the shareholding in the share capital required for the submission of lists by the applicable laws and regulations ("Shareholding Quota"), shall have the right to submit lists. The Shareholding Quota shall be indicated in the notice of call of the Shareholders' Meeting called to resolve on the appointment of the Board of Directors.

15.3 Each shareholder may submit (or participate in submitting) and vote for only one list, even if through a third party or trust company. The following must also submit (or participate in submitting) and vote for a single list: (i) shareholders belonging to the same Group (meaning subsidiaries, parent companies and companies subject to the same control pursuant to Article 93 of Legislative Decree No. 58 dated 24 February 1998, (ii) shareholders complying with the same Shareholders' Agreement pursuant to Article 122, Legislative Decree n. 58/1998 on the shares of the Company, or in any case to agreements or understandings relating to the shares of the Company (iii) shareholders who are otherwise associated with each other by virtue of associative relationships relevant under applicable laws and regulations, it being understood in any case that, for the purpose of the election of Directors of the Company, undertakings for the collective investment (UCITS) shall not be deemed to be

associated with entities belonging to the Group to which the intermediary managing them belongs. If a shareholder who is connected - according to the criteria set in the points (i), (ii) and (iii) of this provision - to the shareholder who submitted and voted the Majority List (as defined *below*) (a) submits a Minority List (as defined *below*), such list shall not be considered for the purpose of electing a director pursuant to Article 15.12 below; or (b) votes for a list other than the Majority List, such vote shall not be taken into account if it was decisive for the election of the minority director referred to in Article 15.12(ii) below.

15.4 The lists of candidates, signed by the shareholders submitting them, or by the shareholder with the proxy to submit them, and accompanied by the documentation required by these Articles of Association, shall be filed at the Company's registered office, also by means of remote communication and in accordance with the procedures and terms provided for by the laws in force from time to time and indicated in the notice of call of the Shareholders' Meeting. The filing of the list of candidates shall also be valid for the calls of the Shareholders' Meeting subsequent to the first one, if provided for.

15.5 In order to prove ownership of the number of Relevant Shares representing at least the Shareholding, a copy of the notice issued by the authorised intermediary must be filed at the company's registered office, within the terms set forth by the laws and regulations in force from time to time. In this regard, it should be noted that ownership of the Shareholding is determined by taking into account the shares that are registered in favour of the shareholder on the day on which the lists are filed with the issuer; the relevant certification may also be produced after the filing, provided that it is within the deadline set for the publication of the lists.

15.6 Each candidate may only run in one list, under penalty of ineligibility.

15.7 Each list shall contain a number of candidates not less than one. The candidates shall be ordered by sequential numbering.

15.8 The first candidate on each list must meet the independence requirements provided for by the legislation applicable from time to time and by the codes of conduct drawn up by market management companies to which the Company has adhered. Lists with at least three candidates cannot be composed only of candidates belonging to the same gender (male or female). Such lists shall include a number of candidates of the less represented gender such as to ensure that the composition of the Board of Directors complies with the legal and regulatory provisions, as applicable from time to time, on gender balance (male and female).

15.9 Together with each list, the following must also be deposited at the registered office within the aforementioned

deadline:

(i) the list of shareholders submitting the list, indicating their name, company name or denomination, registered office, registration number in the Company Register or equivalent, and the percentage of the share capital represented by Relevant Shares held by them in total on the date of presentation of the list; this provision does not apply to the list to be presented by the outgoing Board of Directors;

(ii) the curriculum vitae of each candidate, containing comprehensive information on their personal and professional characteristics;

(iii) the declaration by which the individual candidate accepts his/her candidature and attests, under his/her own responsibility:

- the non-existence of grounds for ineligibility, incompatibility and disqualification under the legislation in force from time to time;

- the possession of the requirements of honourableness and professionalism prescribed by the laws and/or regulations in force and applicable to hold the office of director of the Company;

- whether they meet the independence requirements provided for in the applicable legislation from time to time; and

(iv) any other or further declarations, information and/or documents required by law and applicable regulations.

A list of candidates for which the requirements of the preceding paragraphs have not been observed shall be deemed not to have been presented. Notice of the lists presented shall be given in the cases and in the manner established by the provisions in force.

15.10 For the purposes of the allocation of the directors to be elected in accordance with the following provisions, no account shall be taken of lists that do not obtain a percentage of votes equal to at least half of that required for the submission of such lists under these Articles of Association.

15.11 If only one list is submitted, the Shareholders' Meeting shall vote on it and, if it obtains the relative majority of the votes, all the members of the Board of Directors shall be drawn from that list in compliance with the laws and regulations in force from time to time, also with regard to gender balance (male and female). In the event that the only list submitted and obtaining a relative majority of votes does not contain a sufficient number of candidates to ensure that the number of seven directors is reached, all the candidates listed therein shall be drawn from that list and appointed as directors, and the remaining directors shall be appointed by the Shareholders' Meeting with the ordinary procedures and majorities, without application of the list voting mechanism and in compliance with the law, without prejudice to the provisions of Article

15.15. If no lists are submitted, or if only one list is submitted and it does not obtain a relative majority of the votes, or if the number of directors elected on the basis of the lists submitted is less than the number of directors to be elected, or if the entire Board of Directors is not to be renewed, or if no list has obtained a number of votes equal to at least the minimum threshold set forth in Section 15.10 above, the Shareholders' Meeting shall pass resolutions in the ordinary manner and with the ordinary majorities, without application of the list voting mechanism and in compliance with the law, without prejudice to the provisions of Section 15.15.

15.12 If, on the other hand, two or more lists are submitted, obtaining a number of votes equal to at least the minimum threshold set forth in Section 15.10 above, the Board of Directors shall be elected as follows:

(i) from the list obtaining the highest number of votes (the **"Majority List"**) all the candidates up to a maximum of six shall be drawn and elected directors, in the progressive order in which they are indicated on the list, subject to the following provisions to ensure gender balance in compliance with the applicable provisions of the law and regulations; and

(ii) 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 presented or voted for the Majority List (the **"Minority List"**), one director shall be drawn and elected, in the person of the candidate indicated with the first number in the list;

(iii) in the event of a tie between two or more lists, the candidates of the list submitted by shareholders owning the largest shareholding or, secondarily, by the largest number of shareholders shall be elected, subject to the provisions set forth below to ensure gender balance in compliance with the applicable provisions of the law and regulations.

If, at the end of the vote, the legal and regulatory requirements concerning the balance between male and female gender are not met, the candidate of the most represented gender elected last in numerical order from the Majority List shall be excluded and shall be replaced by the first non-elected candidate belonging to the other gender, drawn from the same list.

This replacement will be carried out until a number of candidates belonging to the least represented gender are elected such as to ensure that the composition of the Board of Directors complies with the legal and regulatory provisions, in force from time to time, on gender balance (male and female). In the event that it is not possible to implement this replacement procedure in order to ensure compliance with the legal and regulatory provisions, in force from time to time, on the subject of gender balance (male and female), the missing directors shall be elected by the

Shareholders' Meeting in the ordinary manner and with ordinary majorities, after nominating candidates belonging to the less represented gender.

If, at the end of the voting, the number of independent directors required by the applicable laws and regulations is not ensured, the non-independent candidates elected as last in numerical order from the Majority List shall be excluded and shall be replaced with the first independent candidates not elected in the same list. If said procedure does not ensure the election of the number of independent directors required by the applicable regulations, the missing directors shall be elected by the Shareholders' Meeting with the ordinary procedures and majorities, subject to the submission of nominations of candidates who meet the independence requirements set forth by the regulations in force from time to time.

15.13 Should one or more directors taken from the Majority List (the "Majority Directors") cease to hold office during the financial year for any reason whatsoever, and provided that such cessation does not cause the majority of the directors elected by the Shareholders' Meeting to cease to hold office, the following procedure shall be followed:

(i) the Board of Directors replaces the outgoing Majority Directors by co-optation, pursuant to Article 2386 of the Italian Civil Code, it being understood that, where one or more of the outgoing Majority Directors are independent directors, other independent directors must be co-opted, and the applicable provisions on gender balance must also be complied with;

(ii) the directors thus co-opted shall remain in office until the next Shareholders' Meeting, which shall confirm or replace them with the ordinary procedures and majorities, notwithstanding the list voting system indicated in this Article 15.

15.14 If, during the course of the financial year, one or more directors taken from the Minority List (the "Minority Director") should cease to hold office for any reason whatsoever, and provided that such cessation does not cause the majority of the directors elected by the Shareholders' Meeting to cease to hold office, the following procedure shall be followed:

(i) the Board of Directors shall replace the outgoing Minority Directors with the first unelected candidates belonging to the same list, provided they are still eligible and willing to accept the office, or, failing that, to the first list following by number of votes among those that have reached a number of votes equal to at least the minimum threshold set forth in paragraph 15.10 above, provided that the applicable provisions on gender balance are complied with in both alternative cases. The replacements shall remain in office until the next Shareholders' Meeting, which shall

confirm or replace them with the ordinary procedures and majorities, notwithstanding the list voting system indicated in this Article 15;

(ii) In the event that one or more of the ceased Minority Directors are independent directors, they must be replaced with other independent directors;

(iii) If it is not possible to proceed within the above terms, due to the inability of the lists or the unavailability of the candidates, the Board of Directors shall co-opt, pursuant to Article 2386 of the Italian Civil Code, a director chosen by the Board according to the criteria established by law, so as to comply with the statutory and regulatory provisions concerning the presence of the minimum number of independent directors, the balance between genders and, where possible, the principle of minority representation. The director thus co-opted shall remain in office until the next Shareholders' Meeting, which shall confirm or replace him/her with the ordinary procedures and majorities, as an exception to the list voting system indicated in this Article 15.

15.15 If, for any reason, the appointment or replacement of one or more directors cannot be carried out in accordance with the provisions of this Article, the provisions of the law on the appointment of directors shall apply, without complying with the procedure set forth in the preceding paragraphs, it being understood that the candidates for the office must have accepted their candidacy and certified, under their own responsibility, the non-existence of causes of ineligibility and incompatibility, as well as that they meet the requirements prescribed by the applicable laws and these Articles of Association, including, if necessary, the independence requirements set forth in these Articles, and also without prejudice to the need to ensure that the applicable provisions on the presence of a minimum number of independent directors and gender balance set forth by law are complied with and that the overall composition of the Board of Directors complies with the law and the Articles of Association.

Article 16

Chairman - Vice-Chairman - Secretary

16.1 The Board of Directors, unless the Shareholders' Meeting has already done so by majority resolution in accordance with the law, elects among its members a Chairman and, if it deems it appropriate, a Vice-Chairman and a Secretary (the latter not necessarily a Director).

Article 17

Board Meeting

17.1 Meetings of the Board of Directors are convened by the Chairman or the Vice-Chairman, if appointed, by a Managing Director or by the Board of Statutory Auditors or by one of the Statutory Auditors, after notifying the Chairman, at the

registered office or elsewhere in the country. The Board of Directors may also be convened without indication in the relevant notice of a specific physical location of convocation, in which case the participants shall take part exclusively by means of remote telecommunications in the manner set forth in paragraph 17.4 below.

17.2 The Board of Directors is convened by telefax, letter or telegram, to be sent at least five calendar days prior to the date set for the meeting, to each director and statutory auditor, or, within the same term, by email to the email address that may be communicated by the directors and statutory auditors; in the event of urgency, this term may be reduced to 24 hours. The notice of call shall contain, in addition to an indication of the day and time at which the board meeting is to be held, a list of the items to be discussed.

17.3 The Board of Directors is validly constituted if, even in the absence of formal convocation, all the directors in office and all the statutory auditors are present.

17.4 Meetings of the Board of Directors may be validly held with participants located in several places, whether contiguous or distant, connected by video or audio conference provided that the collegial method and the principles of good faith and equal treatment of directors are respected. In this case, it is necessary that:

(i) the Chairman of the meeting is allowed to unequivocally ascertain the identity and legitimacy of those present, to regulate the meeting procedures, and to ascertain and proclaim the results of the vote;

(ii) it is possible for the person taking the minutes to adequately perceive the events being recorded;

(iii) participants are allowed to exchange documents and otherwise participate in real time in the discussion and simultaneous voting on the items of the agenda.

The meeting is deemed to be held at the place where the person taking the minutes is present, whether or not a physical place of convocation is provided.

17.5 The resolutions of the Board of Directors are recorded in the minutes signed by the Chairman and the Secretary.

Article 18

Validity of resolutions of the Board of Directors

18.1 For the resolutions of the Board of Directors to be valid, the participation of the majority of the directors in office is required.

18.2 The Board of Directors resolves with the favourable vote of the majority of the directors present. In the event of an equal number of votes, the decision obtaining the vote of the Chairman of the Board of Directors shall be deemed approved.

Article 19

Powers of the Board of Directors

19.1 The Board of Directors is vested with the broadest powers for the ordinary and extraordinary management of the Company, with no exceptions whatsoever, and has the power to perform all acts it deems appropriate for the implementation and achievement of the corporate purposes, with the sole exception of those that the law peremptorily reserves to the Shareholders' Meeting.

19.2 The directors report to the Board of Statutory Auditors pursuant to Article 150 of Legislative Decree No. 58 of 24 February 1998, on a quarterly basis by means of a written report or also orally during the meetings of the control body.

19.3 Within the limits of the law and the Articles of Association, the Board of Directors may delegate its powers to individual directors and/or an executive committee, determining their powers. It may appoint, also from outside the Board, general managers, directors and attorneys for specific acts or categories of acts.

19.4 The Board of Directors may also establish from among its members one or more committees with proposing and/or advisory functions, and approve their respective organisational regulations governing their composition, duties and meeting procedures. In assessing the advisability of setting up such committees, whose members it appoints, determining their remuneration, if any, the Board of Directors takes into account the need to ensure that Ascopiave's corporate governance system is in line with the provisions of current regulations.

19.5 The delegated bodies are required to report to the Board of Directors and the Board of Statutory Auditors, at least on a quarterly basis, on the occasion of Board of Directors' meetings, or if particular timing requirements make it preferable, even indirectly, in written and verbal form, on the general performance of operations, its foreseeable evolution and the most significant transactions, due to their size and characteristics, carried out by the Company and its subsidiaries.

19.6 The Board of Directors is responsible for resolutions, to be taken in compliance with the legislation in force from time to time, concerning:

- mergers or demergers pursuant to Articles 2505, 2505-bis, 2506-ter, of the Italian Civil Code;
- establishment or suppression of branch offices;
- transfer of the registered office within the national territory;
- indication of which directors have legal representation;
- Reduction of capital following the withdrawal of one or more shareholders;
- adaptation of the Articles of Association to regulatory provisions;
- issue of non-convertible bonds;

on the understanding that such resolutions may also be passed

by the Extraordinary Shareholders' Meeting.

Article 20

Social representation

20.1 Representation of the Company before third parties and in court is assigned to the Chairman of the Board of Directors and, if appointed, to the Vice-Chairman.

20.2 Representation of the Company shall also be vested in the directors, general managers, managers and proxies indicated in Article 19 above, within the limits of the powers conferred on them pursuant to the same Article 19.

Article 21

Remuneration of the Board of Directors

21.1 Directors are entitled to reimbursement of expenses incurred by reason of their office. The Shareholders' Meeting may grant them remuneration and participation in profits.

21.2 The remuneration of directors holding special offices is determined by the Board of Directors, upon the proposal of the Remuneration Committee, if appointed, after hearing the opinion of the Board of Statutory Auditors.

CONTROLLING BODIES

Article 22

Composition and Appointment of the Board of Auditors

22.1 The Board of Statutory Auditors consists of three statutory auditors and two alternate auditors whose term of office is three financial years and who may be re-elected.

At least one of the regular auditors must be: (i) female, if the majority of the regular auditors are male; (ii) male, if the majority of the regular auditors are female, unless otherwise provided for by the legal and regulatory provisions, in force from time to time, regarding gender distribution (male and female).

The entire Board of Statutory Auditors is appointed on the basis of lists submitted by shareholders. For the purposes of submitting these lists, as well as electing the members of the Board of Statutory Auditors and replacing any members that leave office, the laws and regulations in force shall apply, without prejudice to the rules specified below.

22.2 Shareholders who, alone or together with other shareholders, hold at least the Shareholding referred to in Article 15.2 at the time of submitting the lists, shall have the right to submit lists. The Shareholding shall be indicated in the notice of call of the Shareholders' Meeting called to resolve on the appointment of the Board of Statutory Auditors.

22.3 Each list must consist of two sections: one for the appointment of the statutory auditors, the other for the appointment of the alternate auditors. The lists must indicate at least one candidate for the office of Standing Auditor and one candidate for the office of Alternate Auditor. Each candidate may only be nominated in one list,

under penalty of ineligibility.

Lists containing a total of three or more candidates must contain a sufficient number of candidates in both sections to ensure that the composition of the Board of Statutory Auditors, both in its effective and alternate components, complies with the legal and regulatory provisions in force from time to time on gender balance (male and female).

22.4 The lists, signed by the shareholders submitting them, or by the shareholder who has been delegated to submit them, and accompanied by the documentation required by these Articles of Association and by the applicable laws and regulations, must be filed at the Company's registered office within the terms set forth in the applicable laws and regulations.

22.9. In the event that only one list of candidates or no list at all has been submitted by the deadline established by the applicable laws and regulations, the Shareholders' Meeting shall decide by a relative majority of those entitled to vote present, without prejudice to the need to comply with the provisions of the following Article 22.9. In the event of a tie between several candidates, a ballot shall be held between them, by means of a further vote at the Shareholders' Meeting, subject in all cases to gender balance.

If, on the other hand, two or more lists are submitted, the election of the Board of Statutory Auditors shall be conducted as follows:

(i) (a) two standing auditors and (b) one alternate auditor shall be taken from the list that has obtained the majority of votes, in the progressive order in which they are indicated in the various sections of the list, without prejudice to the provisions set forth below to ensure the balance between genders in compliance with the applicable provisions of the law and regulations;

(ii) (a) one statutory auditor, who shall also act as Chairman of the Board of Statutory Auditors, and (b) one alternate auditor and, if available, additional alternate auditors, to replace the minority member, up to a maximum of three, shall be taken from the list that came second by number of votes and that is not connected, not even indirectly, with the shareholders who submitted or voted for the list that came first by number of votes, in the progressive order in which they are indicated in the various sections of the list. In the absence thereof, the first candidate for such office taken from the first list following by number of votes and who is not connected, not even indirectly, with the shareholders who submitted or voted for the list that came first by number of votes, shall be appointed Alternate Auditor;

(iii) in the event of a tie between two or more lists, the candidates of the list submitted by shareholders owning the largest shareholding or, secondarily, by the largest number

of shareholders shall be elected as Statutory Auditors, always in compliance with the applicable provisions on gender balance.

If, at the end of the vote, the legal and regulatory requirements concerning gender balance are not met, the candidate for standing auditor of the most represented gender elected as last in numerical order from the list that obtained the highest number of votes shall be excluded and shall be replaced by the next candidate, drawn from the same list, belonging to the other gender.

22.7 If, for any reason whatsoever, one or more statutory auditors taken from the list that obtained the highest number of votes (the "Majority Auditors") leave office during the financial year, they shall be replaced - where possible - by the alternate auditor belonging to the same list as the auditor leaving office, subject to compliance with the applicable provisions on gender balance. If it is not possible to proceed within the above terms, the Shareholders' Meeting must be convened, so that it can provide for the integration of the Board of Statutory Auditors with the ordinary procedures and majorities, as an exception to the list voting system indicated in this Article 22 and always in compliance with the applicable provisions on gender balance.

22.8 If during the financial year, for any reason, the standing auditor taken from the first list following the list that obtained the highest number of votes (the "Minority Auditor") ceases to hold office, he shall be replaced by the alternate auditor belonging to the same list as the outgoing auditor, subject to compliance with the applicable provisions on gender balance (male and female). If it is not possible to proceed within the above terms, the Shareholders' Meeting must be convened, so that it can integrate the Board of Statutory Auditors with the ordinary methods and majorities, as an exception to the list voting system indicated in this Article 22, in order to respect, where possible, the principle of minority representation and the applicable provisions on gender balance.

22.9 The Shareholders' Meeting required to resolve on the integration of the Board of Statutory Auditors shall in any case appoint or replace the members of said Board, without prejudice to the need to ensure that the applicable provisions on gender balance are complied with and that the overall composition of the Board of Statutory Auditors complies with the applicable laws and regulations as well as these Articles of Association.

22.10. Without prejudice to the provisions of the preceding paragraph, if the Shareholders' Meeting has to provide for the integration of the Board of Statutory Auditors, it shall pass resolutions with the ordinary methods and majorities, as an exception to the list voting system indicated in this Article 22, a system that only applies in

the case of renewal of the entire Board of Statutory Auditors.

Article 23

Duties of the Board of Statutory Auditors and Operating Procedures

23.1 The Board of Statutory Auditors monitors compliance with the law and the Articles of Association, compliance with the principles of proper administration and, in particular, the adequacy of the organisational, administrative and accounting structures adopted by the Company and their actual functioning, as well as the manner in which the corporate governance rules laid down in the relevant regulations are actually implemented.

23.2 For the purposes of the provisions of Article 1(2) (b) and (c) of Ministerial Decree No. 162 of 30 March 2003, matters and sectors of activity strictly pertaining to those of the business carried out by the Company are to be understood as those matters and sectors of activity connected or inherent to the business carried out by the Company and referred to in Article 4 of these Articles of Association.

23.3 The Board of Statutory Auditors meets at least every ninety days at the initiative of any one of the auditors. It is validly constituted with the presence of the majority of the auditors and resolves with the favourable vote of the absolute majority of the auditors present.

Meetings of the Board of Statutory Auditors may also be held with the participants located in several places, whether contiguous or distant, audio or audio-video connected, provided that the collegial method and the principles of good faith and equal treatment of the members are respected. In this case, it is necessary that:

- (i) it is possible for the Chairman of the meeting to unequivocally ascertain the identity and legitimacy of the participants and to regulate the meeting procedures;
- (ii) it is possible for the person taking the minutes to adequately perceive the events being recorded;
- (iii) participants are allowed to exchange documents and otherwise participate in real time in the discussion and simultaneous voting on the items of the agenda.

23.4 The meeting is deemed to be held at the place where the person taking the minutes is present both in the event that no physical place of convocation is provided and in the event that a physical place of convocation is provided.

Article 24

Statutory Audit

24.1 The statutory auditing of the accounts is performed by an auditing company meeting the legal requirements. The conferral and revocation of the appointment, duties, powers and responsibilities are governed by the applicable statutory and/or regulatory provisions in force.

Article 25

Manager in charge of preparing corporate accounting documents

25.1 The Board of Directors, subject to the opinion of the Board of Statutory Auditors, which is obligatory but not binding, appoints a manager responsible for preparing the company's accounting documents (hereinafter referred to as the 'Executive in Charge of Financial Reporting' for brevity) and establishes his remuneration.

25.2 Individuals who do not meet the following professional requirements may not be appointed to the position of Executive in Charge of Financial Reporting and, if already appointed, shall forfeit the same position:

(i) have a university degree in economics, finance or business management and organisation;

(ii) have a total experience of at least three years in the exercise of:

- administration or control activities or management tasks with executive functions in corporations, or

- administrative or management functions or positions as auditor or consultant such as chartered accountant in entities operating in the credit, financial or insurance sectors or in any case in sectors closely connected or inherent to the activity exercised by the Company, involving the management of economic and financial resources.

Furthermore, persons who do not meet the honourability requirements provided for by the regulations in force from time to time for persons performing administrative and management functions may not be appointed to the position of Executive in Charge of Financial Reporting and, if already appointed, shall forfeit the same position. The Board of Directors shall grant the Executive in Charge of Financial Reporting adequate powers and means to perform the tasks assigned to him in compliance with the provisions, including regulations, in force from time to time.

25.3 Should the Executive in charge of Financial Reporting cease to hold office, the Board of Directors shall promptly replace him by appointing another Executive in charge of Financial Reporting, subject to the mandatory but non-binding opinion of the Board of Statutory Auditors. The termination of the employment relationship between the Executive in Charge of Financial Reporting and the Company shall constitute cause for termination.

25.4 The Executive in Charge exercises the powers and competences assigned to him in accordance with the provisions, including regulations, in force from time to time.

25.5 The Executive in Charge of Financial Reporting attends meetings of the Board of Directors where matters falling within his competence are discussed.

BALANCE SHEET AND PROFITS

Article 26

Business year

26.1 The financial year ends on 31 December of each year.

26.2 At the end of each financial year, the administrative body compiles the social balance sheet in accordance with the law.

Article 27

Profit-sharing

27.1 The net profit resulting from the financial statements, after deduction of 5% to be allocated to the legal reserve until the latter has reached one-fifth of the share capital, shall be allocated to the shares, unless the Shareholders' Meeting resolves otherwise.

27.2 The Board of Directors may approve the distribution of interim dividends in the cases and according to the procedures set forth in Article 2433-bis of the Italian Civil Code.

27.3 The payment of dividends shall be carried out at the time and in the cases determined annually by the Board of Directors.

27.4 Dividends not collected within five years from the day on which they became payable are time-barred in favour of the Company.

DISSOLUTION AND LIQUIDATION

Article 28

Dissolution

28.1 Should the Company be wound up at any time and for any reason, the Extraordinary Shareholders' Meeting shall determine the manner of liquidation and appoint one or more liquidators and determine their powers.

Article 29 - Related Party Transactions

29.1 The company approves transactions with related parties in accordance with applicable laws and regulations, as well as with its own Articles of Association and the internal procedures adopted by the company in this regard.

29.2 These procedures may provide for the exclusion from their scope of application of urgent transactions, including those falling within the purview of the Shareholders' Meeting, to the extent permitted by applicable laws and regulations.

29.3 The procedures may provide for the Board of Directors to approve transactions of major significance notwithstanding the contrary opinion of the committee of independent directors responsible for issuing the opinion on the transaction, provided that the performance of such transactions is authorised by the Ordinary Shareholders' Meeting pursuant to Article 2364(1)(5) of the Civil Code.

29.4 In the event referred to in the preceding paragraph, as well as in the event that a proposed resolution to be

submitted to the Shareholders' Meeting in connection with a transaction of greater significance is approved in the presence of a contrary opinion of the competent committee of independent directors, the Shareholders' Meeting shall pass resolutions with the majorities provided for by law, provided that if the unrelated shareholders present at the Shareholders' Meeting represent at least 10% of the share capital with voting rights, the majority of the unrelated shareholders voting at the Shareholders' Meeting do not vote against.