

MINUTES OF THE GENERAL MEETING OF A LISTED COMPANY

REPUBLIC OF ITALY

In the year 2006 (two thousand and six)

on day 7 (seven)

in the month of February

at 9.40 a.m. (nine forty).

In Pontenuovo di Magenta, in the office in via De Medici 17.

The following person appeared in the presence of myself, **Carlo**

Marchetti, notary in Rho, registered in the Milan College of

Notaries:

- **Giuseppe GAROFANO**, born in Nereto (Teramo) on 25 January 1944, domiciled in via dei Bossi 4, Milan for the purposes of office,

of whose personal identity I, notary, can be certain, who in his capacity as Chairman of the Board of Directors and in the interests of the listed company:

"Reno de Medici S.p.A."

having registered office in Via dei Bossi 4, Milan, fully paid up share capital of euro 148,342,940.35, registration number in the Milan Companies' Register and tax code: 00883670150, registration number in the Milan Administrative and Economic Repertory: 153186,

requests me to consist of the extraordinary general

shareholders' meeting of the aforesaid company, gathered here in third call in accordance with the legitimate notice included herein to discuss and resolve upon the topics included on the agenda also included herein.

I give my assent to this request and confirm the matters that follow.

Pursuant to article 11 of the company's articles of association, the person appearing before me takes the chair of the meeting in his aforementioned capacity.

The Chairman:

- notifies the meeting that in addition to the presence of the Chairman, the following persons are in attendance as members of the Board of Directors: Carlo PERETTI, Ignazio CAPUANO, Marco BAGLIONI, Piergiorgio CAVALLERA, Mario DEL CANE, Giancarlo DE MIN and Vincenzo NICASTRO; the remaining two members of the Board of Directors, Michael Groller and Ambrogio ROSSINI, have justified their absence;

- notifies the meeting that in addition all the standing statutory auditors are present, being Sergio PIVATO (Chairman), Carlo TAVORMINA and Gabriele TOSI;

- recalls in this respect that on 31 December 2005 (a date subsequent to the calling of this present meeting), as notified pursuant to law, the Deputy Chairman of the Board of Directors, Ugo Dell'Aria Burani, handed in his resignation for

personal reasons; notice of his resignation was received by the company in the first days of January;

- confirms that the extraordinary general meeting of shareholders has been properly convened in third call for today, at this location and time, pursuant to law and the company's articles of association, as per the notice published in the Official Journal of the Republic of Italy - Notice Sheet, Second Part - of 30 December 2005, no. S-13102, and in the daily newspaper MF Milano Finanza on 30 December 2005, with the following

agenda

1. Approval of the plan for the partial and proportional demerger of Reno De Medici S.p.A. into RDM Realty S.p.A., a newly established company.

Related and consequent resolutions.

- notifies the meeting that the meetings convened in first call on 2 February 2006 and in second call on 6 February 2006 were unattended, as stated in minutes in the company's records, and that in this respect the apposite notices were published in the daily newspaper MF Milano Finanza on 1 February 2006 and 3 February 2006.

The Chairman notifies and informs the meeting in addition that:

- a control of proxy forms has been performed pursuant to law

and the company's articles of association;

- a list of the names of those attending either in person or by proxy, including all the information required by Consob, will be attached to this minute as an integral part thereof, together with a list of the names of the persons admitted as observers;

- pursuant to Italian Legislative Decree no. 196/2003 (the law regulating the protection of personal data), the data regarding those attending this meeting will be collected and processed by the company exclusively for the purpose of fulfilling the mandatory requirements regarding meetings of this nature and corporate matters, as specified in the details provided in article 13 of the aforementioned Legislative Decree placed at the disposal of all those participating;

- this minute will include a summary of the interventions made at the meeting and the names of the speakers, together with the replies provided and any statements of comment;

- the proceedings of this meeting will be recorded in sound for the sole purpose of facilitating the preparation of the minutes; the recording will be stored only for that period of time strictly necessary for the preparation of the minutes, after which it will be cancelled, as specified in article 13 of Legislative Decree no. 196/2003 placed at the disposal of all those participating;

- experts, financial analysts, accredited journalists and representatives of the independent auditors have been granted permission to attend today's meeting; in addition, certain of the company's employees and collaborators are in attendance in order to assist with matters of a technical or organisational nature regarding the proceedings.

The Chairman furthermore:

- confirms that the company's share capital amounts to Euro 148,342,940.35 and consists of 269,714,437 shares, of which 269,200,159 are ordinary shares and 514,278 are convertible savings shares, each of nominal value Euro 0.55, and that the company's shares are admitted for trading on the Star section of the Telematic Share Exchange administered and managed by Borsa Italiana S.p.A.;

- notifies the meeting that as a consequence of purchases of own shares authorised by a resolution of shareholders in ordinary general meeting, the company holds at present 7,513,443 own shares without voting rights pursuant to article 2357-ter of the Italian civil code;

- declares that on the basis of the entries in the shareholders' register and taking into account the revisions regarding today's meeting, the notices received pursuant to article 120 of Italian Legislative Decree no. 58/98 and other available information, those persons who own shares, directly

or indirectly, which in total exceed 2% of the company's subscribed and paid-up share capital are the following:

Shareholder	No. of shares	% of capital
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BANCA INTESA S.P.A.	17,451,102	6.483%
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Directly:

- owned	9,169,450	3.406%
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- pledged	24,003	0.009%
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Owned indirectly

through:

- Cassa di Risparmio

di Parma e Piacenza S.p.A.	770,020	0.286%
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- Banca Intesa

- Mediocredito S.p.A.	7,487,629	2.781%
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SANTANDER INVESTMENT

SERVICES SA

on behalf of

third parties	19,503,229	7.245%
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QUATTRODUEDE

HOLDING BV

Owned indirectly

through:

I2 Capital S.p.A.	9,730,000	3.614%
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ALERION INDUSTRIES S.p.A.	67,311,149	25.004%
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Owned directly

- declares that he is not aware of any shareholders' agreements, or other non-corporate agreements not subject to public scrutiny, pursuant to article 122 of Italian Legislative Decree no. 58/98, which have as their subject the company's shares;

- notifies the meeting that the company is not bound by the management and coordination of other companies;

- formally requests those in attendance at today's meeting to declare where applicable if they are not permitted to vote pursuant to prevailing provisions of the law or the company's articles of association.

Continuing, the Chairman:

- notifies the meeting of the means by which the proceedings will be managed and votes held, before then passing to a discussion of the matter on the agenda: on registering for entry to the meeting, each shareholder and each proxy received an attendance form, or a number of forms if he is attending as a proxy for more than one shareholder and has expressed his intention, for those for whom he is a proxy, to cast a "vote against";

- begs those in attendance on their own behalf or as a proxy not to leave the meeting within the limits of the possible; if someone must, however, leave the meeting before the vote or before the proceedings are completed, he is asked to return

the attendance form to the appropriate member of staff; if the person should return to the meeting, the form will be returned to him and his attendance will be recorded again;

- notes that in the case of the issue of more than one form to a single proxy, if that person should leave the meeting having handed over only one or a few, but not all, of his forms to the member of staff, and thereby remains holding other forms not handed over, that person shall be automatically considered under the procedure as having left the meeting and shall be excluded from the vote. Before voting takes place, a list will be made of those shareholders who are present and the details of those who have stated that they do not want to take part in the vote will be verified. Voting will take place on a show of hands, with the requirement that those who vote against the motion or abstain should state their name and the number of shares held on their own behalf or as proxy.

The Chairman declares that as there are 24 shareholders in attendance who represent either on their own behalf or as proxy 81,427,252 ordinary shares, representing 30.25% of ordinary share capital, the extraordinary general meeting of shareholders in third call is validly constituted pursuant to the law and the company's articles of association and may pass resolutions on the matter included on the agenda.

Passing therefore to discussion on the single matter included on the agenda

1. Approval of the plan for the partial and proportional demerger of Reno De Medici S.p.A. into RDM Realty S.p.A., a newly established company.

Respective resolutions and matters consequent.

the Chairman first of all describes in a summarised manner the reasons for the demerger operation, proposing not to read the Report of the Board of Directors prepared for this purpose in order to leave more time for discussion.

The meeting approves this unanimously.

The Chairman recalls in addition that:

- having been lodged at the company's registered office, the demerger plan was registered with the Milan Companies' Registrar on 30 December 2005;
- the required documents have been lodged pursuant to article 2501 *septies* of the Italian civil code, as recalled in article 2506 *ter* of the Italian civil code when referring to demergers, noting in this respect that pursuant to article 2506 *ter*, paragraph 3, of the Italian civil code, as the matter regards a proportional demerger into a newly established company, a fairness report on the share exchange is not required;

- the Report of the Board of Directors, the demerger plan and the reference balance sheet at 30 September 2005 are at the disposal of all those attending and are included as a single attachment to these minutes at "A";

- the resolution regarding the demerger plan which must be approved by shareholders in extraordinary general meeting will in addition be considered for approval by a general meeting of savings shareholders, who will also have a withdrawal right, with the assignment of ordinary shares of the recipient company to the savings shareholders of the demerging company in exchange.

In regard to the contents of the articles of association of the recipient company RDM Realty S.p.A., attached to the demerger plan at "B", the Chairman takes the opportunity to clarify certain matters as follows, recalling also the reserve included in the final paragraph of the demerger plan:

1. in article 5 of the aforementioned articles of association, which regards share capital, it is opportune - for increased clarity - to indicate explicitly that the 269,714,437 shares of the recipient company will not have a nominal value, as extensively described in the demerger plan and the Report of the Board of Directors;

2. it is necessary to eliminate the reference in article 11 to the fact that secret votes are prohibited and that in article

18 to the Chairmanship of the Board of Statutory Auditors, as the so-called Savings Law (Law no. 262 of 28 December 2005, effective from 12 January 2006) is now effective (this occurred subsequent to the preparation of the demerger plan);

3. moreover it appears preferable, in the interests of all the shareholders, to ensure that the option delegated to the Directors to increase share capital, which will be introduced in the Memorandum of Association of the recipient company RDM Realty S.p.A. pursuant to article 2443 of the Italian civil code, be maintained for the full maximum amount, without in any way making changes to the programme of integration with Adriatica Turistica S.p.A. described in the Report.

Finally, with regard to the appointment of the independent auditors, the Chairman recalls that the auditors will be appointed for a term of six years, again pursuant to Law no. 262 of 28 December 2005, and advises the meeting that the opinion of the Board of Statutory Auditors on this matter has been distributed to those attending (attachment "B").

At the request of the Chairman, I, as notary, confirm that the proposed resolution has been read and declare the discussion open, reminding those who wish to speak to make a request for this in advance, giving their name at the same time.

Before opening the discussion to the floor, the Chairman

briefly returns to the principal reasons for the proposed operation. He reminds everyone, in particular, how the work of restructuring carried out on the company's manufacturing operations has led to a recovery of efficiency, a recovery which in its turn represents the presupposition for a relaunch of manufacturing activities on the European market. It has now become necessary to concentrate on putting the Group's financial structure back into equilibrium, especially in consideration of the upcoming due date for repayment of the bonds.

As a result of numerous analyses carried out with various banks, the most advantageous route for refinancing the company has been identified in setting up traditional medium and long term mortgage loans. The proposed demerger, therefore, has in its intention also a functional purpose, that of creating the premises for opening up new credit channels; from which, the Chairman emphasises, all shareholders will clearly be able to benefit.

Continuing, Mr. Garofano returns to the manufacturing prospects of the new recipient company, reminding the meeting that the main mission of this company will be to obtain approval for changing the use of a number of pieces of land owned by the Group and then developing them: this development

may at some times consist in fitting out the areas as logistical bases for industry, at others in entry into the tourist sector. The recipient company's plans also envisage that a series of properties be let to generate rental income.

At the end of the Chairman's speech, the shareholder Laudi takes leave to speak and observes firstly how the unstinting commitment of the company's top management has already ensured that there has been a significant reduction in the Group's overall debt. He therefore expresses his consent to the proposed operation, with the wish that the recipient company already gain a listing on the stock exchange in 2006.

The Chairman replies immediately to this point, in order to clarify that the beneficiary company will be listed from birth, and that this is expected to occur by the end of the first half of 2006.

After expressing his agreement to the underlying reasons for the demerger, Braghero proposes that the parameter to be used as a reference for the fees of the Statutory Auditors should be represented solely by the prevailing professional tariffs issued by the *Ordine dei Dottori Commercialisti* (the Italian Institute of Accountants); Mr. Garofano immediately expresses his agreement to this proposal.

Continuing, Braghero also states that he is in agreement with the proposed amendment regarding the method of voting

consequent upon the enactment of the Savings Law.

Finally, referring to the comments included at page 21 of the Report of the Board of Directors regarding the fact that Alerion is prepared to make a Public Tender Offer for the recipient company, where required by the law, he asks if Alerion intends in any event to keep the recipient company listed.

The Chairman believes that is in the full interest of Alerion that the recipient company should keep its listing status, continuing with the programmes for growth that it intends to take forward.

After stating that he hopes that future meetings will be held in places which are more accessible to shareholders, Zola requests information on the state of play on the bonds and the announced increase in the share capital of the recipient company.

The Chairman, referring again to the matters already described in the Report of the Board of Directors, once more recalls the fact that the bonds issued by Reno De Medici will be repaid on their due date which falls in May 2006, when the new mortgage loans referred to previously will be set up.

As for the increases in share capital which it is envisaged that the recipient company will approve, an amount of 30 million euros of these will be employed to reduce the Group's

debt, with a further 20 million euros to be used in financing the manufacturing activities of the company itself. Again at Zola's request, Mr. Garofano describes in addition the operation in progress for the purchase of Adriatica Turistica S.p.A., once more recalling the matters extensively described in the Report of the Board of Directors.

Again replying to Zola's questions, Mr. Garofano in addition briefly runs through the operations carried out after 30 September 2005 (pages 12 of the Report of the Board of Directors), stressing that these operations, which were completed by 20 December 2005, took place between Group companies and that their purpose was precisely to lay the way for the demerger proposed today.

Taking leave to speak anew, Zola in conclusion requests information as to the location of the registered office of the new company and as to its Directors, recommending in respect of these latter that the Board of Directors should not approve fees for special engagements that are excessively high.

In reply to these final questions, the Chairman lists the names of the proposed members of the Board of Directors of the recipient company, noting specifically that the Directors Peretti and Nicastro will also have the role of Independent Directors; in addition, he advises the meeting that the

registered office of the recipient company will initially be established in via dei Bossi, while waiting to find a suitable and independent arrangement.

Finally, Fabris takes leave to speak, to express his appreciation of the proposed operation, emphasising in particular that the decision to proceed with a demerger, a choice preferred over other possible solutions, will enable all shareholders to take part in the new activities that are to be undertaken.

As no other person requests leave to speak, the Chairman:

- declares the discussion closed;
- notifies the meeting that at this moment there are 24 shareholders in attendance on their own behalf or as proxies holding 81,427,252 ordinary shares, equivalent to 30.25% of ordinary share capital;
- renews his request to those attending to declare where applicable if they are not permitted to vote, inviting them not to leave the room prior to the completion of the voting procedure;
- at 11.05 a.m. requests a vote on a show of hands on the proposed resolution which has been read to the meeting and is transcribed hereafter, which includes the clarifications and amendments proposed by the Chairman and by the meeting itself:

"This meeting

- having taken vision of and approved the balance sheet at 30 (the thirtieth of) September 2005 (two thousand and five) provided to those in attendance (and included at attachment "A"),

resolves

1.) *to approve the plan for the partial and proportional demerger of Reno De Medici S.p.A.[registered with the Milan Companies Registrar on 30 (the thirtieth of) December 2005 (two thousand and five)], through the assignment of the assets and liabilities described in the demerger plan itself (point 3.1) and at attachment "C" to the plan, to a newly established recipient company whose memorandum of association shall have the following contents:*

a.) *name: **RDM Realty S.p.A.**;*

b) *objects:*

a) *to engage in industrial, commercial, and service activities, whether in or outside Italy, that are related to, instrumental for, or connected with, the following business segments:*

- pulp and paper, and cardboard packaging, including, but not limited to, any operations complementing, or intermediate in, the production process related thereto;- chemical in general and igniting matches, including, but not

limited to, any operations complementing, or intermediate in, the production process related thereto;

- agriculture, forestry and animal farming, and the processing of any products associated therewith, including food items;

b) to engage in real estate transactions, including, but not limited to, the finance leasing of real estate assets;

c) to invest in, and to provide finance and technical and financial coordination to, any enterprises, bodies corporate, public corporations, consortia, partnerships or associations, whether in or outside Italy; and to purchase and sell, trade in, hold in possession, manage and place in the market any government or private securities. The Company may perform any acts and transactions, and enter into any contracts deemed to be necessary or appropriate to accomplish its objects, including by creating personal guarantees, endorsements, and security interests in general on behalf of any third parties, to the exclusion of the collection of savings among the general public, and of any activities reserved to other entities by law;

c.) registered office: in Milan;

d.) duration: to 31 (the thirty first of) December 2050 (two thousand and fifty);

e.) share capital: Euro 14,759,000 (fourteen thousand seven

hundred and fifty nine thousand) consisting of 269,714,437 (two hundred and sixty nine million seven hundred and fourteen thousand four hundred and thirty seven) ordinary shares without nominal value, shares that shall be assigned to the shareholders of the demerging company Reno De Medici S.p.A. in the same proportion as their holdings in the share capital of the demerging company itself and, in particular, given that the shares of the recipient company do not have nominal value, in the ratio of 1 (one) share of the recipient company for every 1 (one) ordinary or savings share of the demerging company. The shares issued by the recipient company shall moreover also be assigned to the demerging company itself as a consequence of the fact that the latter company holds certain of its own shares;

f) Articles of Association: these are attached to the present minutes at "C"; compared to the text of the Articles attached at "B" to the demerger plan, the attached articles will include the amendments proposed above and, as a consequence, the possibility for the Board of Directors to increase share capital by payment in one or more stages, with or without a premium, but in any case respecting option rights, during the period ending 31 (the thirty first of) December 2010 (two thousand and ten), up to a total amount of Euro 100,000,000 (one hundred million);

g.) *managing body: the company shall initially be managed by a Board of Directors consisting of 5 (five) members, which shall remain in office for the first three fiscal periods and therefore until the approval of the financial statements prepared for the third fiscal period; the members of this first Board shall be:*

- *Giuseppe Garofano (Chairman);*
- *Amedeo Brunello;*
- *Valerio Fiorentino;*
- *Carlo Peretti;*
- *Vincenzo Nicastro;*

noting that the persons indicated above could be subject to change in the event that they are unable to or do not wish to accept the appointment. The emoluments to which the members of the Board of Directors shall be entitled pursuant to article 2389, first paragraph, of the Italian civil code shall amount in total to Euro 50,000 (fifty thousand). Those Directors to whom specific functions are delegated shall be entitled to emoluments determined by the Board of Directors, pursuant to article 2389, third paragraph of the Italian civil code, having heard the opinion of the Board of Statutory Auditors;

h) *Board of Statutory Auditors: the company shall have a Board of Statutory Auditors for its first three fiscal periods and, as a result, until the approval of the financial statements*

prepared for the third fiscal period, who shall be paid an annual fee determined at the minimum professional tariffs established by the Ordine dei Dottori Commercialisti (the Italian Institute of Accountants); the Board shall consist of the following persons:

- as standing auditors:

-- Carlo Tavormina (Chairman);

-- Fabrizio Colombo;

-- Laura Guazzoni;

- as alternate auditors:

-- Antonio Liberato Tuscano;

-- Myrta De Mozzi,

noting that the persons indicated above could be subject to change in the event that they are unable to or do not wish to accept the appointment;

i) Independent Auditors: pursuant to article 159 of Italian Legislative Decree no. 58/98, the company shall have as independent auditors PricewaterhouseCoopers S.p.A., appointed for six fiscal periods to perform an audit of the company's statutory accounts and consolidated accounts, to perform a review of the half-year accounts and to carry out periodic auditing procedures, at a fee of Euro 27,000 (twenty seven thousand) for each fiscal period and in accordance with the engagement letter attached at "D" to these minutes;

2.) to reduce the share capital of the demerging company, for deployment of the funds for the demerger, and consequently effective on the date of the demerger itself, by Euro 16,182,866.22 (sixteen million one hundred and eighty two thousand eight hundred and sixty six point twenty two) - and thereby from Euro 148,342,940.35 (one hundred and forty eight million three hundred and forty two thousand nine hundred and forty point thirty five) to Euro 132,160,074.13 (one hundred and thirty two million one hundred and sixty thousand and seventy four point thirteen) - by the reduction of the nominal value of each of the 269,714,437 (two hundred and sixty nine million seven hundred and fourteen thousand four hundred and thirty seven) shares of nominal value Euro 0.55 (nought point fifty five) to a nominal value of Euro 0.49 (nought point forty nine), noting that solely for arithmetical purposes, in order to ensure that the nominal value of each of the shares of the demerging company remains with two decimal points, a "reserve for the rounding of the nominal value of shares" of Euro 1,423,866.22 (one million four hundred and twenty three thousand eight hundred and sixty six point twenty two) will be established at the time of the demerger, as part of the reduction in capital, but without changing the company's equity;

3.) as a consequence of the matter resolved at point **2.)** and

therefore effective on the effective date of the demerger, to amend article 5 (five) of the articles of association of the resolving demerging company as follows:

"The company's share capital is Euro 132,160,074.13 (one hundred and thirty two million one hundred and sixty thousand and seventy four point thirteen) consisting of 269,714,437 shares each of nominal value of Euro 0.49 divided into:

- 269,200,159 ordinary shares
- 514,278 savings shares convertible into ordinary shares at the request of the holder in February and September of each year.

The rights and characteristics of the shares are as determined by law and as specified in articles 6 and 22 herein.

The company's share capital may be increased also through contributions other than cash to the extent permitted by law.";

4.) to instruct the company's pro tempore legal representatives, also severally or through deed of attorney, to carry out the following when the conditions exist:

a.) to draw up the Demerger Deed of Reno De Medici S.p.A. through the establishment of RDM Realty S.p.A., **subject to the granting by Borsa Italiana S.p.A. of admission to trading of the shares of the recipient company on one of the markets regulated and administered by Borsa Italiana S.p.A. and to the**

authorisation by Consob for the recipient company to proceed

with the issue of the listing prospectus, and to sign any supplementary or amending deeds, determining every step of the operation and preparing an analytical description of the assets to be demerged using all the technical and legal elements which may be necessary or appropriate, each action being carried out within the terms of the demerger plan and the matters resolved therein, making any changes whatsoever to the documentation that may be required to formalise the operation, including any requests that may be made by Borsa Italiana S.p.A. or Consob or by other competent authorities;

b.) to formalise appointments to the Board of Directors and to the Board of Statutory Auditors of the recipient company on drawing up the Demerger Deed, regarding the establishment of RDM Realty S.p.A., in accordance with the resolutions adopted by the general meeting of shareholders and, in the event that the Directors or Statutory Auditors stated above are unable to or do not wish to accept the appointment, to take such action as may be necessary to supplement or replace these persons in these Boards, in order to ensure that each has at least the minimum number of members as determined by the articles of association at the date that the company is formally established by deed;

c.) to perform each and every act and formality that they

believe necessary or appropriate to execute the resolutions adopted above, in particular making such changes of a non-substantial nature as may be required during the registration procedure with the competent Companies' Registrar and, especially, to sign whatsoever deed may be required to take the demerger operation to its conclusion;

5.) to grant the Board of Directors and, severally, the company's pro tempore legal representatives on behalf of the Board, all the widest powers, none of which shall be excluded or excepted, to take the project to list the company to fulfilment and to request and obtain admission to trading of the ordinary shares of the recipient company on one of the markets regulated and administered by Borsa Italiana S.p.A."

The shareholders in general meeting approve the resolution by a majority vote.

There are no votes against.

Abstentions: 39 shares (Zola).

The remaining 81,427,213 shares are in favour.

Details are provided in the attachments.

The Chairman declares the result.

As the matters included on the agenda are now completed, the Chairman expresses his thanks to those who have attended and

declares the meeting closed at 11.07 a.m. (seven minutes past eleven).

The Chairman hands over to me as notary:

- the text of the articles of association of the recipient company RDM Realty S.p.A., which is inclusive of the clarifications approved above, attached at "C" as stated above;
- the list of those attending, with details of the vote taken, which I attach to these minutes at "E".

For the purposes of the determination of the notary's fees, it is noted that the net equity transferred under the demerger amounts to Euro 14,759,000 (fourteen million seven hundred and fifty nine thousand).

I have read these minutes to the person appearing in my presence, omitting a reading of the attachments as he is exempt from such requirement, who approves them and signs them together with myself.

These minutes consist of twelve sheets, written by mechanical means by a person in whom I trust and by my own hand prepared, consisting of twenty six pages and the twenty seventh up to this point.

Signed: Giuseppe Garofano

Signed: Carlo Marchetti