

## ARTICLES OF ASSOCIATION<sup>1</sup>

### **TITLE 1 NAME - OBJECTS - REGISTERED OFFICE - DURATION Article 1 - Name**

The Company's name is RENO DE MEDICI S.p.A.

### **Article 2 - Objects Clause**

The Company's objects are:

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 processes related thereto;

. chemicals in general and igniting matches, including, but not limited to, any operations complementing, or intermediate in, the production processes 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

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<sup>1</sup> This document is an English translation from Italian. The Italian original shall prevail in case of difference in interpretation and/or factual errors.

collection of savings among the general public, and of any activities reserved to other entities by law.

### **Article 3 - Registered Office**

The Company has its registered office in Milan.

The Company may set up or suppress any secondary, satellite or branch offices, warehouses or local departments, whether in or outside Italy.

The domicile of each shareholder or any other addresses or contacts to which any reports or notices are validly delivered pursuant hereto or otherwise served by the Company, shall be deemed to be the address appearing the Company's register of members as notified by the person concerned for the purpose thereof.

### **Article 4 - Duration**

The duration of the Company expires on 31 December 2100.

## **TITLE II CAPITAL Article 5 - Share Capital**

The Company's capital amounts to EUR 140.000.000 divided into 377,800,994 shares without a nominal value, broken down as follows:

- 377,531,909 ordinary shares, and
- 269,085 saving shares convertible into ordinary shares on request from their holders at any time during February or September of each year.

The rights written on, and the characteristics of, each class of shares are as determined by law and specified herein (Articles 6 and 22 hereof).

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

### **Article 6 - Shares and debentures**

The Company's shares may be either registered or issued to the bearer at the holder's election and own cost, unless the applicable law requires otherwise. Ordinary shares issued upon conversion of saving shares shall vest as from 1 January or 1 July of the previous year, depending on whether the saving shares so converted vested as from 1 January or 1 July, as the case may be.

Saving shares carry no voting rights in either Ordinary or Extraordinary Shareholders' Meetings, nor the right to initiate Shareholders' Meetings.

The provisions of law governing the representation, entitlement and trading of shareholding interests evidenced by securities traded in regulated markets shall apply in any event.

Reduction of the share capital due to losses does not savings shares except for the portion of the loss that does not find capacity in the portion of capital represented by the other shares.

In case of delisting of the Company's ordinary or saving shares, the saving shares shall retain their rights and characteristics. The common representative of saving shareholders shall, through the delivery of appropriate notices, receive adequate information about any corporate transactions likely to affect the performance of that class of shares in the market. The Company may issue debentures or bonds in any form to the extent permitted by law.

#### **Article 7 - Classes of Shares**

The Company's saving shares and other classes of shares may be issued both at the time of any new issue, in compliance with the provisions of Article 2441 of the Italian Civil Code, and at the time of converting shares of any other class already issued. The right to convert shall be vested in the shareholders by a resolution adopted by an Extraordinary Shareholders' Meeting, at which the terms, period and manners of exercise in respect thereof shall be determined. No resolution to issue shares of one class having the same characteristics as those then outstanding requires to be confirmed by the special meeting of either that or any other class of shareholders.

#### **TITLE III GENERAL MEETINGS Article 8 - Convening and Attending**

The Shareholders' Meeting shall be called by means of a notice containing the information required by current legislation, to be published within the legal timescales:

- on the Company's website;

- where required by mandatory order or decision of the directors, including in summary form, in the Official Gazette of the Italian Republic or in one of the following newspapers: Il Sole 24 Ore, MF - Milano Finanza, Finanza & Mercati; - in any other manner required by laws and regulations in force at the time.

Pursuant to article 2369 of Italian Civil Code the notice of call may also contain the date of a possible second call and, in the case of an extraordinary meeting, a third call. The relevant provisions of law and the Company's Articles shall apply to how Shareholders' Meetings shall be attended. The proxy to attend the Shareholders' Meeting could be notified to the Company also sending the document to e-mail address stated in the notice.

#### **Article 9 - Proxies**

Any holder of right voting may have him/herself represented by a proxy appointed in writing, in compliance with the provisions of Article 2372 of the Italian Civil Code, unless other provisions of law require otherwise.

#### **Article 10 - Constitution of Shareholders' Meetings and Valid Resolutions**

The relevant provisions of law and the Company's Articles shall apply to any Shareholders' Meetings, whether Ordinary or Extraordinary, as to both their proper constitution and the validity of the resolutions to be taken thereat.

#### **Article 11 - The Chair**

Each Shareholders' Meeting shall be presided over by either the chairperson of the Board of Directors or by a deputy chairperson if the chairperson is absent or prevented from doing so, or else by a person designated at that Shareholders' Meeting if such deputy chairperson is absent or prevented from doing so.

The chair of the meeting shall, him/herself or through the agency of persons designated by him/her, have the duty to establish the right to attend the meeting and the validity of any proxies, and to decide any disputes in connection therewith.

It is the chair's responsibility to direct the discussion and determine in which order and according to which procedure votes shall be cast (by open poll in any event).

The chair is assisted by a secretary designated by the meeting. A secretary's assistance is not required when the minutes of the meeting are taken by a notary public.

Any resolutions adopted by a Shareholders' Meeting shall be evidenced by minutes signed by the chair and by either the appointed secretary or a notary public as the minutes-taker.

#### **TITLE IV**

##### **MANAGING BODIES Article 12 - The Board of Directors**

The Company is managed by a Board of 5 to 15 directors, whose term of office is three consecutive financial years expiring on the date of the Shareholders' Meeting called to approve the financial statements for the last year of their term in office, whereupon they may be reappointed. The conditions for the expiry of their term in office, their reappointment and their replacement are governed by law and by the Company's Articles. The directors must hold all the requisites called for by law and by the regulations on this matter; a minimum number of directors, corresponding to the minimum established by these laws and regulations, must possess the requisites of independence called for by article 148, paragraph 3, of Legislative Decree no. 58/1998.

If a Director no longer has these requisites he shall fall from office. If a director no longer has the requisite of independence as defined above, this shall not cause him to fall from office if the requisites continue to be held by the minimum number of directors that must hold the requisite pursuant to prevailing laws and regulations.

Before appointing the members of the Board, the Shareholders' Meeting shall determine their number and the duration of their term. Where the number of directors is determined as less than the highest number permitted, a Shareholders' Meeting may increase their number at any time during their term in office. The new directors appointed in this way shall fall from office

at the same time as those who were already in office at the time of such new appointments.

The appointment of the Board of Directors shall be carried out, in compliance with legislation in force at the time regarding gender balance, on the basis of lists presented by shareholders in accordance with the procedures specified below, in which candidates shall be assigned a sequential number..

The lists presented by shareholders and signed by those presenting them must be lodged at the Company's registered office at least twenty-five days prior to that determined as the date of the Shareholders' Meeting in first call; the lists shall be made available to whoever makes a request and shall be subject to all the other forms of communication provided by the laws and regulations prevailing at the time.

No shareholder, shareholders who are members of a shareholders' pact pursuant to article 122 of Legislative Decree no. 58/ 1998, the controlling entity or companies under common control pursuant to article 93 of Legislative Decree no. 58/ 1998, shall present, or shall take part in the presentation of, neither by intermediate third party or trustees, more than one single list, nor may they vote for any other list; no person may be a candidate in more than one list, failing which he or she shall be ineligible. The names of persons included in voting lists prepared in breach of the above and the votes cast in breach shall not be assigned to any list.

Only those shareholders who on their own or together with other presenting shareholders hold a total number of shares with voting rights that represent at least 2.5% of share capital with voting rights in the Ordinary Shareholders' Meeting or, the different percentage permitted by any applicable laws and regulations, shall have the right to present lists.

The following shall be lodged together with each list within the terms described above: (i) (ii) the statements made by the individual candidates in which they accept their nomination, affirm under their own responsibility that there are no reasons

for which they are ineligible or incompatible with the position and confirm that they possess the requisites for the respective positions; (iii) a curriculum vitae of each candidate relating to his or her personal and professional characteristics, with a description as appropriate of the reasons justifying why he or she should be considered to be independent pursuant to article 148, paragraph 3 of Legislative Decree no. 58/1998.

Within the terms enacted for the publication of the lists by the Company, it shall have to file an appropriate certificate issued by an intermediary qualified pursuant to law that demonstrates the ownership of the number of shares required to present the list when it was filed at the Company. .

Lists that present three or more candidates must also include candidates of different genders, so that at least one-fifth of the candidates belong to the less represented gender (at the time of the first term of office beginning after August 12, 2012) and then one-third (rounded upwards).

Any lists presented without following the preceding requirements shall be considered as not having been presented.

The election of the Board of Directors shall proceed as follows:

- a) all the directors except one shall be taken from the list obtaining the highest number of votes, in the sequential order in which they are stated in the list;
- b) the remaining director shall be taken from the minority list which obtained the second highest number of votes cast by the shareholders; this list shall not be connected in any way whatsoever, not even indirectly, with either the list referred to at paragraph a) or with those who presented or voted in favor of the list referred to at paragraph a).

To this purpose, any lists which fail to receive a number of votes equal to at least one half of those required to present the lists, as referred to at the eighth paragraph of this article, shall nonetheless not be taken into consideration. If the candidates elected by the above-mentioned procedure are insufficient to ensure that the number of directors holding the independence requisite established for Statutory Auditors in

article 148, paragraph 3 of Legislative Decree no. 58/1998 are appointed, which is equal to the minimum number established by law in relation to the total number of directors, the non-independent director who was elected last in the sequential order of the list obtaining the highest number of votes, as referred to in paragraph a) of the preceding paragraph, shall be replaced by the first, in sequential order, unelected independent candidate of the same list or, in default, by the first unelected independent candidate in sequential order of the other lists, on the basis of the votes they each obtained. This replacement procedure shall continue until the Board of Directors consists of the number of members needed to hold the requisites called for by article 148, paragraph 3 of Legislative Decree no. 58/1998, equal to at least the minimum number provided by law. If this procedure is unable to ensure that the required result is obtained, then a replacement shall be found by passing a resolution by a relative majority at a General Shareholders' Meeting, upon the presentation for appointment of candidates holding the mentioned requisites.

If, moreover, with the candidates elected in the manner indicated above, the composition of the Board of Directors does not comply with the rules in force at the time regarding gender balance, the candidate of the better represented gender elected as last in sequential order in the list obtaining the highest number of votes shall be replaced by the first unelected candidate of the less represented gender from the same list according to the sequential order. This replacement procedure shall be carried out until it is ensured that the composition of the Board of Directors complies with the rules in force at the time regarding gender balance. Finally, if this procedure fails to produce the result indicated above, the replacement shall be made by a resolution passed by the Shareholders' Meeting by a simple majority, following the submission of nominations of individuals belonging to the less represented gender.

If a single list is presented, or no list is presented, the Shareholders' Meeting may decide on the basis of the legal

majorities, without having to follow the procedure referred to above, and in such a way as to ensure the presence of the minimum number of independent directors provided for ByLaws and by law, as well as in compliance with the legislation in force regarding the gender balance.

Different or additional provisions of mandatory laws or regulations remain binding.

If one or more directors should fall from office at any time during the financial year, provided that the majority continues to consist of directors appointed by the Shareholders' Meeting, the provisions of article 2386 of the Italian Civil Code shall apply as follows:

a) the Board of Directors shall make the replacement from the same list as that to which the former director or directors belonged, ensuring however that there is still the number of directors having the independence requisites called for by article 148, paragraph 3 of Legislative Decree no. 58/1998, equal to at least the minimum number provided by law, and the Shareholders' Meeting shall pass its resolution with the majorities provided by law following the same criteria;

b) if there are no unelected candidates in the list referred to or if there are no candidates in the list having the requisites called for, or in any event when for whatever reason it is not possible to follow the requirements set out in paragraph a), the Board of Directors shall make the replacement, as shall the Shareholders' Meeting subsequently, with the majorities without a list vote provided by law.

In any event, the Board and the Shareholders' Meeting shall carry out the appointment in such a way as to ensure the presence of the minimum number of independent directors required by legislation in force at the time as well in compliance with the legislation in force regarding the gender balance. However, the Shareholders' Meeting may decide to reduce the number of members of the Board to the number of directors in office for the remaining period of their term.

If one half or more of the directors appointed by the Shareholders' Meeting fall from office for any reason, then all the members of the Board shall be deemed fallen from office; in that case, the directors still in office shall convene a Shareholders' Meeting forthwith to appoint a new Board.

In a similar manner, the Board shall remain in office until the Shareholders' Meeting has passed a resolution for its renewal; until that takes place the Board of Directors may only carry out acts having the nature of ordinary administration.

The members of the Board shall be entitled to be paid emoluments to be recognized as charges in the Company's financial statements. The amount of such emoluments shall be determined by the Shareholders' Meeting and remain unchanged until a new resolution is adopted in respect thereof.

The members of the Board shall also be entitled to the reimbursement of any expenses incurred in discharging their duties in office.

#### **Article 13 - Company officers**

The Board of Directors shall elect a chairperson of the Board from among its members and may elect one or two deputy chairpersons. It shall appoint a secretary, who may or may be not a member of the Board.

The Board of Directors, upon the mandatory opinion of the Board of Statutory Auditors, shall appoint and revoke the appointment of the Manager proposed to prepare the accounting records pursuant to article 154-bis of Legislative Decree no. 58/1998 and shall determine his remuneration. The Manager proposed to prepare the corporate accounting records shall be in possession of all the requisites for respectability provided by prevailing legislation for persons performing administrative and managerial functions and the professional requisites distinguished by specific skills in accounting and financial matters, and this shall be verified by the Board of Directors itself. The Board of Directors shall carry out supervision to ensure that that the Manager proposed to prepare the accounting records is granted adequate powers and means to perform the duties assigned to him

or her and that administrative and accounting procedures are actually followed.

#### **Article 14 - Board meetings**

The Board of Directors may be convened at or outside the Company's registered office by the chairperson or, if the chairperson is absent or prevented from doing so, by a deputy chairperson or by the eldest director in this order, whenever he or she deems it appropriate or when a request to that effect is made in writing by at least four directors. The Board of Directors may also be convened by at least one Statutory Auditor giving prior notice to the chairperson to that effect.

Notice to convene shall be given by registered mail, telegram, telefax or electronic mail to be sent at least three days prior to the date of meeting or, in the case of urgency, at least one day in advance.

Board meetings shall be presided over by the chairperson of the Board or a person acting in his/her stead. Each Board meeting shall be deemed validly convened when a majority of the directors in office are in attendance. Resolutions shall be taken by an absolute majority of the attendees. The presiding person shall have the casting vote in case of a tie. The attendees at any meeting of the Board may participate in the meeting from a distance via any audiovisual means of connection.

However, if this is the case,

- a) each attendee shall be identified at each point across the connection line;
- b) each attendee shall be allowed to take the floor, to express his/her views orally, and to inspect, receive or transmit documents, and simultaneously to participate in the discussion and in taking resolutions; provided that each meeting of the Board shall be deemed held at the location where both the chair and the secretary are simultaneously present.

The resolutions of the Board of Directors may be preceded by the sending, on the initiative of one or more directors, of the resolution proposal, which must be sent to all the directors and

statutory auditors by any means capable of providing proof of receipt. The proposal must clearly show whatever is necessary to ensure adequate information on the matters to be considered, as well as the exact text of the resolution to be adopted. The directors shall have a period of 3 (three) days in which to forward any comments or observations, unless the proposal indicates a different period, which may not however be less than 3 (three) or more than 15 (fifteen) days. In such an event, at the next meeting of the Board of Directors - which may also be held by means of audiovisual conferencing systems - the Board shall immediately proceed to vote on the proposal already circulated in advance, without prejudice to any requests for additional clarifications or discussion.

At each Board meeting, and on a quarterly basis at least, the directors and the Statutory Auditors shall be informed, whether by the managing officers or otherwise, including in respect of the Company's subsidiaries, of the general performance and likely developments of the Company's operations that are most relevant to its profits and losses, assets and liabilities, and financial position, notably with respect to any transaction in which any director has an interest as principal or on behalf of any third party, or any transaction on which the directing or coordinating entity, if any, has an influence.

The Statutory Auditors may also, if timely reporting is required, make their reports directly or on the occasion of a meeting of the executive committee. **Article 15 - Corporate powers**

The Board of Directors shall be vested with the broadest powers for the ordinary and extraordinary management of the Company's affairs. Therefore, the Board may perform any acts, including acts of disposition, as it may deem appropriate for the achievement of the Company's objects, only to the exclusion of any acts expressly reserved to the Shareholders' Meeting by law. Subject to the provisions of Articles 2420-ter and 2443 of the Italian Civil Code, the Board of Directors shall be responsible for any resolutions to be taken, subject to compliance with

Article 2436 of the Italian Civil Code in any event, in respect of:

- legal mergers in any of the events provided for by Articles 2505 and 2505-*bis* of the Italian Civil Code, including by reference to Article 2506-*ter* of the Italian Civil Code if a demerger is envisaged;
- the setting-up or suppression of local offices;
- the transfer of the registered office anywhere within the national jurisdiction;
- the indication of which directors shall have powers of legal representation;
- any capital reduction on a withdrawal; and
- any amendments to be made to the Articles of Association for compliance with any applicable laws or regulations.

The resolutions related to the matters listed below, come within the exclusive jurisdiction of the Board of Directors and are made with the favorable vote of the majority of Directors in charge:

- a) any proposal to be submitted to the Extraordinary Shareholders' Meeting that refers to or has the effect of increasing the Company's share capital, excepting proposals to reduce and concurrently increase the share capital, pursuant to Article 2446 or Article 2447 of the Italian Civil Code;
- b) any purchase, sale, leasing of businesses, branches of business, assets, including securities or shareholdings (including the purchase or sale of treasury shares or redeeming shares) representing fixed assets, corresponding to a value exceeding Euros 10,000,000.00 (in words: ten million Euros/zero zero cents) for each individual transaction or for a series of related transactions (namely, functional to implement the same transaction);
- c) any proposal to be submitted to the Shareholders' Meeting relating to the distribution of dividends and/or reserves, in any form, and/or transactions relating to the voluntary

reduction of the share capital or any resolution to distribute advances on dividends

- d) raising loans, mortgages and other financial debts of any nature, having due dates exceeding eighteen months, corresponding to a value exceeding Euros 10,000,000.00 (in words: ten million Euros/zero zero cents) for each individual transaction or for a series of related transactions (namely, functional to implement the same transaction);
- e) to appoint and revoke the Managing Director and the Administration and Finance Director, as well as the assignment, change and revocation of the powers conferred on the parties that hold such offices, which at the date the Managing Director is first appointed, shall comply with the powers in force at the date the Shareholders' Agreement is entered into;
- f) fees due and payable to the Company's Managing Director for any reason whatsoever and the remuneration policies referred to the top management;
- g) approval of strategic plans, annual and long-term budgets and significant strategic changes to such plans and/or budgets.

#### **Article 16 - Executive Committee**

The Board of Directors may appoint, and determine the number of members of, an executive committee, to which it may delegate any of its own duties other than those specifically reserved to the Board of Directors by law.

The chairperson of the Board, and the deputy chairperson(s) and managing director(s), if any is appointed, shall be members of the executive committee in their own right. The executive committee may choose a secretary of the committee, who may be not one of its members.

The rules set out in Article 14 hereabove shall apply to the meetings of the executive committee to the extent applicable.

#### **Article 17 - Managing Director(s) - Managers**

The Board of Directors may appoint one or several managing directors and determine their representation or other powers and emoluments.

The Board of Directors may also appoint general or other managers and attorneys-in-fact to perform individual acts or categories of acts, and determine their representation or other powers.

#### **Article 18 - Representation Powers**

The chairperson and the deputy chairperson(s) shall severally have the power to represent the Company in transactions with third parties and in court, and they may also issue powers to attorneys-in-fact and lawyers. Representation powers shall also be vested in the managing director(s) to the extent of his/her/their responsibilities.

### **TITLE V STATUTORY AUDITORS AND LEGAL AUDITING OF ACCOUNTS**

#### **Article 19 - Appointment and Remuneration of Statutory Auditors**

The Company's Shareholders' Meeting shall appoint, and determine the remuneration of, a board of three standing and two substitute Statutory Auditors, who may be reappointed. The Statutory Auditors' powers, duties and term in office shall be as provided for by law.

The Statutory Auditors must hold the requisites called for by prevailing laws and regulations.

The appointment of the statutory auditors shall be carried out, in compliance with the rules in force at the time regarding the gender balance, on the basis of lists submitted by the shareholders according to the procedures set out in the following paragraphs, in order to ensure the appointment of one permanent auditor and one deputy auditor for the minority interests.

The lists shall bear the names of one or more candidates, to which a sequential number is assigned, and shall indicate whether a person is a candidate for the position of standing auditor or substitute auditor.

The number of candidates on the list shall not exceed the number of Board members to be appointed.

Lists that present a total of three or more candidates must be composed of candidates belonging to both genders, so that at least one-fifth of the candidates belong to the less represented gender (at the time of the first term of office beginning after August 12, 2012) and then one-third (rounded upwards) for the post of permanent statutory auditor and then one-fifth (at the time of the first term of office beginning after August 12, 2012) and then one-third (rounded upwards) of the candidates for the post of deputy statutory auditor.

Only those shareholders who on their own or together with other presenting shareholders hold a total number of shares with voting rights that represent at least 2.5% of share capital with voting rights in the Ordinary Shareholders' Meeting or, the different percentage permitted by any applicable laws and regulations, shall have the right to present lists.

No shareholder, shareholders who are members of a shareholders' pact pursuant to article 122 of Legislative Decree n. 58/ 1998, the controlling entity or companies under common control pursuant to article 93 of Legislative Decree no. 58/ 1998, shall present, or shall take part in the presentation of, either by intermediate third party or trustees, more than one single list, nor may they vote for any other list; no person may be a candidate in more than one list, failing which he or she shall be ineligible. The names of persons included in voting lists prepared in breach of the above and the votes cast in breach shall not be assigned to any list.

The lists presented by shareholders and signed by those presenting them must be lodged at the Company's registered office at least twenty-five days prior to that determined as the date of the Shareholders' Meeting in first call, and mention of this shall be made in the notification of the meeting, without altering in any way the other forms of communication provided by the laws and regulations prevailing at the time.

In the event that only one list has been lodged by the end of the term permitted, or if lists have been lodged solely by inter-related shareholders as established by applicable regulations,

then lists may be lodged until the fifth day following that date. In this case the thresholds provided by the bylaws for the lodging of lists shall be reduced by one half.

The following shall be lodged with each list at the Company's registered office within the terms for lodging the lists: (a) summarized information regarding the presenting shareholders (including the total percentage of shares held); (b) a statement by the shareholders who do not hold, also jointly, a controlling or relative majority holding, in which they declare that they have no relationship as defined by the applicable regulations with those having such holding, (c) exhaustive details of the professional and personal characteristics of each candidate; (d) the statements with which each candidate accepts his or her nomination and affirms under his or her own responsibility that there are no reasons for which they are ineligible or incompatible with the position and confirm that they possess the requisites called for by prevailing laws and regulations to be appointed as Statutory Auditors; (e) and a list of any management or control positions held by each candidate in other companies. The first two candidates on the list obtaining the highest number of votes shall be elected as permanent statutory auditors, as shall the first candidate from the list obtaining the second-highest number of votes who is not related directly or indirectly to the shareholders who submitted, or voted on, the list that obtained the highest number of votes in compliance with the legislation in force regarding gender balance.

The first deputy auditor candidate from the list that obtained the highest number of votes, and the first deputy auditor candidate from the list with the second-highest number of votes, shall be elected as deputy statutory auditors pursuant to the preceding paragraph in compliance with the legislation in force regarding gender balance.

If there is a tied vote between two or more lists, the oldest candidates shall be elected statutory auditors until the number of posts to be assigned is reached and in such a way as to allow a composition of the Board of Statutory Auditors that complies

with the legislation in force regarding gender balance. More precisely, if the above procedures do not ensure a composition of the Board of Statutory Auditors that complies, in terms of its permanent members, with the legislation in force at the time regarding gender balance, the necessary replacements shall be made from the permanent auditor candidates on the list that obtained the highest number of votes, according to the sequential order in which the candidates are listed..

The candidate of the list that obtained the second highest number of votes shall be the Chairman of the Board, in all cases in accordance with the matters described in the preceding paragraphs.

If a single list or no list is proposed, the candidates on the list, or those for whom the Shareholders' Meeting voted (provided they obtain a simple majority of the votes cast by the Shareholders' Meeting) shall be elected as permanent and deputy statutory auditors respectively without prejudice to compliance with the legislation in force at the time regarding gender balance.

If any auditor so appointed fails to meet the integrity and professional requirements under the applicable regulations or under these Articles, then he or she shall be deemed fallen from office forthwith

If a statutory auditor is substituted, he/she shall be replaced by the deputy statutory auditor on the same list as the departing auditor, or failing this, if a minority statutory auditor leaves his/her position, he/she shall be replaced by the candidate who is next on the same list and of the same gender as the candidate leaving his/her position, or alternatively, by the first candidate on the minority list that received the second-highest number of votes, all in compliance with the legislation in force regarding gender balance..

It remains understood that the Chairman of the Board of Statutory Auditors shall be an auditor of the minority.

When the Shareholders' Meeting must appoint the permanent and/or deputy auditors needed to make up the Board of Statutory

Auditors, the procedure shall be as follows: if statutory auditors elected from a majority list must be replaced, the appointment is made by a simple majority vote with no list restrictions; if, on the other hand, it is necessary to replace statutory auditors elected from a minority list, the Shareholders' Meeting shall replace them by a simple majority vote and shall make the selection from the candidates on the list that provided the statutory auditor to be replaced, or on the minority list that had the second highest number of votes, and in such a way as to ensure compliance with the legislation in force regarding gender balance.

If, for any reason, the above procedures do not result in the replacement of statutory auditors designated by the minority, the Shareholders' Meeting shall carry out the replacement by a simple majority vote. However, when determining the results of this vote, the calculation shall not include the votes of shareholders who, according to the communications made pursuant to current regulations, hold - directly or indirectly, individually, or jointly with other shareholders who are party to the same significant shareholders' agreement pursuant to Article 122 of Legislative Decree 58/1998 - a simple majority of votes that can be exercised at a Shareholders' Meeting, nor the votes of shareholders who control, are controlled by or are subject to the joint control of those shareholders, all and always in such a way as to ensure compliance with the legislation in force regarding gender balance.

The members of the Board of Statutory Auditors attend General Shareholders' Meetings and the meetings of the Board of Directors as well as those of the Executive Committee where this exists. The Board of Statutory Auditors shall meet at least once every ninety days.

The meetings of the Board of Statutory Auditors may also be held by audioconference or videoconference, on the condition that all the participants can be identified and that they are able to follow the discussion and intervene in real time on the matters

being discussed. In this case, the meeting of the Board of Statutory Auditors is deemed to take place at the Company's registered office, where at least one Statutory Auditor must be present.

#### **Article 20 - LEGAL AUDITING OF ACCOUNTS**

The Company's legal auditing of accounts shall be audited by a firm of independent auditors registered in the official register of independent auditors and duly appointed and operating under the applicable law.

#### **TITLE VI FINANCIAL STATEMENTS AND PROFITS Article 21 - Financial Year**

The Company's financial year shall end on 31 December each year. Where any special circumstances so require to the extent established by the Company's directors under the applicable law, the annual Shareholders' Meeting may be convened within 180 days of the end of the relevant financial year.

#### **Article 22 - Profits**

The net profits shown on the approved financial statements, after deduction of legal reserves, shall be distributed to the savings shares up to the amount of 0.49 (and therefore of € 0.0245). . Unless decided otherwise by the Shareholders' Meeting, the remaining profits after allocation to the savings shares of the preferential dividend established in the previous paragraph:

- a) shall first be distributed to the ordinary shares up to a maximum of 3% of the amount of € 0.49 (and therefore of 0.0147) if fully paid-up, or of the smaller paid-up proportion if partially paid-up;
- b) shall then be distributed in equal measure to the savings shares and the ordinary shares up to a maximum of a further 2% of the amount of € 0.49 (and therefore of 0.0098) , so that the savings shares are allocated a dividend up to a maximum of 7% of the amount of € 0.49 (and therefore of 0.0343) and the ordinary shares are allocated a dividend up to a maximum of 5% of the amount of € 0.49 (and therefore of 0.0245) if fully paid-up, or the smaller paid-up proportion if partially paidup.

Any additional excess earnings shall be distributed to all saving and ordinary shares equally, unless the Shareholders' Meeting has resolved that all or some of such excess earnings should be applied towards appropriations to provisions or special reserves, or else carried forward.

If, in any one financial year, a dividend is distributed to the saving shares in a lower proportion of earnings than indicated in the first paragraph of this Article 22, then the resulting difference shall be used to increase the preferred dividend distributable in the two financial years next following.

In case any reserves are distributed, the saving shares will carry the same rights as the other shares.

The Board of Directors may decide to distribute an interim dividend if the requirements and conditions provided for by Article 2433-bis of the Italian Civil Code are satisfied. On the dissolution of the Company, the savings shares shall have pre-emption in the repayment of capital, up to the amount of € 0.49 per share.

The rules of this Article regarding distribution among the shares shall also apply to any profits that emerge during the liquidation of the Company after full repayment of all shares, whether ordinary or savings, on the understanding that on the dissolution of the Company the savings shares have pre-emption in the repayment of capital up to the amount of 0.49 per share. Dividends not collected within 5 years from the date on which they became payable shall revert to the Company. **TITLE VII**

#### **LIQUIDATION Article 23 - Dissolution and liquidation**

In case the Company is dissolved, the Shareholders' Meeting shall determine the liquidation procedure and appoint, and determine the powers and remuneration of, one or several liquidators.

#### **TITLE VIII GENERAL PROVISION Article 24 - Applicability by Reference**

Any matters not expressly provided for in these Articles shall be determined by reference to the applicable provisions of law. The provisions aimed at ensuring compliance with the legislation in force concerning gender balance shall be applied from the

first renewal of the Board of Directors and the Board of Statutory Auditors after August 12, 2012 and for three consecutive terms of office.