

BY-LAWS

NAME - REGISTERED OFFICE – OBJECTS - DURATION

Article 1. Name

- 1.1 A limited liability Company is hereby constituted called "F.I.L.A. - Fabbrica Italiana Lapis ed Affini – Limited Company" abbreviated to "F.I.L.A. S.p.A." or with the abbreviated words preceded by the symbol of the stylised lily, as follows:



Article 2. Registered Office

- 2.1 The registered office of the Company is in Pero (Milan).
- 2.2 The Board of Directors have the right to establish and close branches and subsidiary offices, administrative and operating offices, agencies, representative branches and correspondents in Italy and abroad, as well as to transfer the registered office within Italy.
- 2.3 The domicile of the shareholders, directors, statutory auditors and the independent audit firm, as far as the Company is concerned, is the address recorded in the Shareholder's Register.

Article 3. Objects

- 3.1 The business purpose of the Company is the production and marketing of products, tools, supports and accessories for colouring, writing, highlighting and modelling and decorative items that are used mainly in games, study, work, industry, hobbies and in figurative and graphic art.
- 3.2 The Company may carry out, provided that it is in furtherance of corporate objectives and not otherwise, all the operations of a commercial, industrial, financial, investment and real estate nature held by the Board of Directors necessary or useful for the development of business activities. In particular, the Company may agree to loans, provide guarantees, sureties and any other guarantee, including collateral, provided that they are used exclusively for the benefit and in the context of the subsidiaries within the consolidation scope, and not in favour of third parties; may acquire, either directly or indirectly, interests and holdings in other companies or businesses having similar or connected corporate objects and provide technical and/or financial assistance and co-ordination to these companies and services in general. Financial activities and the

acquisition of investments may not be carried out in relation to the public and must be conducted in full compliance with the applicable regulations in force at the given time.

Article 4. Duration

The duration of the Company is until December 31, 2100 and may be extended by decision of the Shareholders' Meeting.

SHARE CAPITAL - SHARES - WITHDRAWAL

Article 5. Share Capital and Shares

- 5.1 The share capital amounts to Euro **37,170,830** and is divided into **38.662.842** shares with **32.004.334** Ordinary shares, 6,566,508 Class B shares (**'B Shares'**) and 92,000 Class C shares (**'C Shares'**), all without par value.

The Extraordinary Shareholders' Meeting of October 9, 2013 has - among other things - resolved:

- A) To issue a maximum 2,692,307 ordinary shares, without par value - with a reduction of the implied par value of all shares in circulation - and without any simultaneous increase in share capital, in service of the exercise of the F.I.L.A. S.p.A. Market Warrants, and under the conditions laid down by the relevant regulation approved by the Extraordinary Shareholders' Meeting at the same meeting, as amended by the Board of Directors on January 15, 2015 in accordance with Article 6.3 of that regulation;
- B) To increase the paid-in share capital, in tranches, for a maximum total amount including share premium of Euro 7,788,750, to be reserved for the exercise of the corresponding 750,000 F.I.L.A. S.p.A. Sponsor Warrants, in accordance with the terms and conditions laid down by the relevant regulation approved by the Extraordinary Shareholders' Meeting at the same meeting (as amended by the Board of Directors on January 15, 2015 in accordance with Article 6.2 of the same regulation), through the issuance of a maximum of 750,000 ordinary shares without par value at a price of Euro 10,385; the deadline as per Art. 2439 of the Civil Code, the rights and the effectiveness of this last increase shall be regulated by the relevant motion.
- 5.2 Ordinary shares, Class B shares, Class C shares and the warrants are subject to dematerialisation in accordance with Articles 83-*bis* and subsequent of Legislative Decree No. 58/1998.
- 5.3 Ordinary shares are to bearer, indivisible, freely transferable and confer equal rights to their holders. In particular, every ordinary share has the right to one vote at ordinary and extraordinary shareholders' meetings of the Company as well as with other

equity and voting rights in accordance with the By-Laws and the law.

- 5.4 Class B shares have the same rights as ordinary shares, except exclusively for the following:
- (a) Every Class B share has the right to three votes in accordance with Article 127-*sexies* of Legislative Decree No. 58/1998 at all shareholders' meetings of the Company, in compliance with any limits established by law;
 - (b) They are automatically converted into ordinary shares at the ratio of one ordinary share for every Class B share (without the need for approval at a Special Class B Shareholders' Meeting, nor by the shareholders of the Company) in the event of (i) sale to parties who are not already owners of Class B shares, except in the case where the transferee is a holding company, controlled by or subject to common control with the transferor and, on the understanding that, in this case, if the transferee loses the status of a holding company, controlled by or subject to common control with the transferor, all the Class B shares of the holder will be automatically converted into ordinary shares at the ratio of one ordinary share for every Class B share and (ii) change of control of the person holding the Class B shares, where the holding company means the party who, under applicable law, is obliged to provide information about major holdings (the "**Ultimate Parent**") and this, except for cases where this change of control takes place (1) not by *inter vivos* transaction; or (2) *inter vivos* in favour of parties who are successors in title of the Ultimate Parent and/or in favour of a Company or other entities directly or indirectly controlled by the Ultimate Parent or its direct successors in title or where they themselves are the beneficiaries, specifying that the change from exclusive control to joint control with third parties acting jointly with the Ultimate Parent will not constitute a change in control for the purposes of this section 5.4 (b);
 - (c) They may be converted, in whole or in part, or in one or more tranches, into ordinary shares at the simple request of the holder, to be sent to the Chairman of the Board of Directors of the Company and in copy to the Chairman of the Board of Statutory Auditors, and always on the basis of one ordinary share for every Class B share.

Conversion is to be confirmed by the Board of Directors through a motion passed by statutory majority. In the event that the Board of Directors fails to do so, the conversion is to be confirmed by the Board of Statutory Auditors through a motion passed by a majority of those present.

Under no circumstances are ordinary shares to be converted into Class B shares.

5.5 Class C shares have the same rights as ordinary shares except exclusively for the following:

- (a) They do not have the right to vote at ordinary and extraordinary shareholders' meetings of the Company;
- (b) They are excluded from the right to receive the profits which the Company resolves to distribute by way of ordinary dividend;
- (c) They are not transferable until December 18, 2018, except for the transfer of Class C shares to withdrawing shareholders of Space Holding S.r.l., upon completion of the liquidation procedure by nature of their share;
- (d) They gave the right at the time of their issuance to the allocation of Space S.p.A. Sponsor Warrants (now called F.I.L.A. S.p.A. Sponsor Warrants) at the ratio of 3 warrants for every 2 Class C shares;
- (e) They are automatically converted into ordinary shares, providing that for every Class C share a conversion of 5 (five) ordinary shares is obtained, without the need of any expression of willingness on the part of their holders and without any changes to the entity's share capital, provided that such conversion will result in a reduction in the implied par value of the ordinary shares, (i) in any case, to the extent of 35% of the total number of Class C shares, on the fifth trading day following the effective merger date of F.I.L.A. S.p.A. in the Company (the "**Merger**"), taking into account the trading calendar of the Borsa Italiana S.p.A.; and (ii) by the third anniversary of the effective merger date in the further measure of (a) 25% of the total number of Class C shares in the event that the official price of the ordinary shares, for at least 20 (twenty) days, even non-consecutive, from 30 (thirty) consecutive trading days, is greater than or equal to Euro 8.788 per ordinary share; (b) 20% of the total number of Class C shares in the event that the official price of the ordinary shares, for at least 20 (twenty) days, even non-consecutive, from 30 (thirty) consecutive trading days, is greater than or equal to Euro 9.586 per ordinary share; (c) 20% of the total number of Class C shares in the event that the official price of the ordinary shares, for at least 20 (twenty) days, even non-consecutive, from 30 (thirty) consecutive trading days, is greater than or equal to Euro 10.385 per ordinary share, with the understanding that (i) the events

referred to in the preceding sub-paragraphs (a), (b) and (c) may also occur cumulatively; and (ii) the conversion of Class C shares will take place on the fifth trading day following the occurrence (also cumulatively) of the events referred to in the preceding sub-paragraphs (a), (b) and (c), taking into account the trading calendar of Borsa Italiana S.p.A..

In any case, on the fifth trading day following the third anniversary of the effective merger date, taking into account the trading calendar of Borsa Italiana S.p.A., each remaining Class C share that is not already converted according to the above assumptions, will be automatically converted into 1 ordinary share without any change to the amount of the share capital.

- 5.6 The Company may decide to issue Class B shares to a limited extent in cases of (a) a share capital increase in accordance with Art. 2442 of the Civil Code, i.e. by means of new contributions without exclusion or limitation of option rights, in any case in combination with ordinary shares in accordance with the following art. 5.8; and (b) a merger or spin-off. Under no circumstances can the Company proceed with the issuance of new Class C shares.
- 5.7 In the event of a share capital increase to be carried out through the issuance of ordinary shares, all shareholders will have the right to subscribe to the newly-issued ordinary shares (unless the option right is excluded in accordance with law or there is no entitlement) in proportion and in relation to the shares - including ordinary shares, Class B shares or Class C shares – held by each at the time of execution of the share capital increase. In such cases, the approval of the relevant resolution by a Special Class B Shareholder’s Meeting is excluded in accordance with Art. 2376 of the Civil Code.
- 5.8 In the event of a share capital increase through the issuance of ordinary shares and Class B shares: (i) the number of newly issued ordinary shares and Class B shares must be proportional to the number of ordinary shares and Class B shares in which the share capital is divided on the date of the relevant motion specifying that, to this end, existing Class C shares will be counted as an equal number as ordinary shares; (ii) holders of Class C shares may subscribe to ordinary shares according to the portion of the share capital represented by ordinary shares and Class C shares held at the time of the share capital increase and (iii) newly issued ordinary shares and Class B shares must be offered to the individual shareholder in relation to and in proportion to, respectively, the ordinary shares and Class B shares held at the time of the share capital increase, specifying that (i) existing Class C shares, for this purpose, will be counted as an equal number as ordinary shares; and (ii) Class B shares may only be subscribed to by shareholders who are already holders of Class B Shares; in the absence of subscription to newly issued Class B shares by shareholders who are already holders of Class B shares, the Class B shares will automatically be converted into ordinary shares at the ratio of one ordinary share for every Class B share and will be offered to other shareholders as provided by law.
- 5.9 In the event that the Company enters into a merger as the incorporated company or as the principal party, the holders of Class B shares will be entitled to receive,

as part of the share swap ratio, shares of the same characteristics - at least with respect to multi-voting rights – of Class B shares, within the limits of the law and compatibility.

Article 6. Contributions, funds, other financial instruments

- 6.1 Shareholder contributions may be sums of money, financial assets or loans.
- 6.2 The Shareholders' Meeting may grant the Board of Directors the power to increase, on one or more occasions, the share capital up to a specified amount and for a maximum period of five years from the date of the resolution, as well as the right to issue bonds including convertible bonds, up to a specified amount and for a maximum period of five years from the date of the resolution.
- 6.3 The option right for shareholders on newly issued ordinary shares may be excluded, in accordance with Art. 2441, paragraph 4, second sentence of the Civil Code, within the limits of 10% (ten percent) of pre-existing share capital, provided that the issue price corresponds to the market value of the shares and this is confirmed by a report from an independent audit firm or an auditor.
- 6.4 The Company may receive funds from shareholders, interest-bearing or free of charge, with or without obligation of repayment, in accordance with applicable law and with particular reference to the regulations governing the collation of savings from the public.
- 6.5 Subject to the provisions of the preceding Article 5 above in relation to the issuance of Class B shares and Class C shares, the Company has the right to issue other classes of shares and financial instruments, including, if the conditions required by law are present and by means of the necessary By-Law changes, preference shares, savings shares, warrants and bonds, including convertible bonds; the issuance of shares may also occur through the conversion of other classes of shares or other securities, if permitted by law.

Article 7. Withdrawal

- 7.1 A shareholder may withdraw in the cases provided for by the mandatory legal requirements.
- 7.2 The right to withdrawal does not apply to shareholders who did not vote in the resolutions regarding the extension of the Company's duration and/or the introduction or the removal of restrictions on the transfer of shares.
- 7.3 The liquidation value of the shares shall be determined in accordance with Art. 2437-*ter* of the Civil Code.

SHAREHOLDERS' MEETINGS

Article 8. Powers and majorities

- 8.1 The Shareholders' Meeting consider matters reserved to it by law and the present By-Laws. Resolutions of Shareholders' Meetings, taken in accordance with the law and of these By-Laws, are binding on all shareholders.
- 8.2 The Shareholders' Meeting will take place in single call.

For the purposes of calculating the quorum required by law and by these By-Laws for the holding of an ordinary and extraordinary Shareholders' Meeting and for passing of the relevant motions, the number of votes represented by the shares, and not the number of shares, will be counted.

- 8.3 Resolutions for the amendment of Articles 5.6 and 5.8 and of this Article 8.3 are passed with majorities of at least 80% (eighty per cent) of the total number of votes devolving to the issued shares. The procedures governing transactions with related parties adopted by the Company may provide that the Board of Directors approves the "significant transactions", as defined by the Consob regulation adopted by resolution No. 17221 of March 12, 2010 (as subsequently amended), notwithstanding an advice to the contrary issued by the Committee of Independent Directors responsible for issuing an advice on the above-mentioned transactions, provided that the execution of such transactions are authorised by the Shareholders' Meeting in accordance with Art. 2364, paragraph 1, No. 5 of the Civil Code. In this case, the Shareholders' Meeting will resolve by statutory majority, provided that, where the unrelated shareholders present at the Shareholders' Meeting account for at least 10% of the share capital represented by shares with the right to vote considering every ordinary share and every Class B share individually, without consideration of the right to multiple votes attributed to Class B shares, the majority of unrelated shareholders voting at the Shareholders' Meeting do not vote against, considering every ordinary share and Class B share individually, without consideration of the right to multiple votes attributed to Class B shares.

Article 9. Notice of meetings

- 9.1 The ordinary Shareholders' Meeting for approval of the annual accounts must be called by the board of directors at least once a year, within one hundred and twenty days after the end of the financial year or, in the cases provided for by Art. 2364, paragraph 2 of the Civil Code, within one hundred and eighty days after the end of the financial year, subject to the provisions of Art. 154-ter of Legislative Decree No. 58/1998.
- 9.2 The Shareholders' Meeting may be called in Italy, even outside the municipality in which the registered office is located, or in other countries of the European Union or in Switzerland.
- 9.3 The Shareholders' Meeting shall be called by publishing a notice on the Company website, in addition to the other manners established by applicable law, and shall contain the information required by applicable law, also by reason of the subjects covered.

Article 10. Attendance and voting

- 10.1 Those with voting rights have a right to attend the Shareholders' Meeting.
- 10.2 The right to attend the Shareholders' Meeting and the right to vote is verified by a notice to the Company, effected by the authorised intermediary in accordance with law, based on the accounting records at the end of the seventh trading day prior to the date fixed for the Shareholders' Meeting in single call, and submitted to the Company in accordance with law.
- 10.3 Those who have the right to vote in the Shareholders' Meeting can be represented by a proxy in accordance with the law. Electronic notification of proxy may be made, in the manner indicated in the call notice, by sending a message addressed to the certified email address indicated in the notice itself or by using the appropriate section of the Company's website.
- 10.4 For each Shareholders' Meeting, the Company may designate, through notification in the call notice, a person to whom shareholders can confer proxy, with voting instructions on all or some of the proposals on the agenda, in the terms and manner provided by law.
- 10.5 The Shareholders' Meeting shall be chaired by the Chairman of the Board of Directors, or in such absence or impediment or at the request of the Chairman himself, by another person elected by the Shareholders' Meeting, including the Chief Executive Officer (if elected). The Chairman shall be assisted by a Secretary elected on his proposal by majority of those present. In the Extraordinary Shareholders' Meeting and, in any case, when the Chairman considers it appropriate, the functions of the Secretary shall be carried out by a Notary appointed by the Chairman.
- 10.6 The Shareholders' Meeting may be held with participants located in several places, near or far, linked by audio/video, provided that they comply with the collegial approach and the principles of good faith and equal treatment of shareholders, and in particular provided that: (a) the Chairman of the Shareholders' Meeting is able to verify the identity and the legitimacy of the participants, direct the proceedings of the meeting, note and announce the results of the vote; (b) the person taking the minutes is able to adequately observe the events of the Shareholders' Meetings that are to be minuted (c) the participants are able to follow the discussion and vote simultaneously on the matters on the agenda; (d) this method is provided for in the call notice of the Shareholders' Meeting which states, in addition, the places to be attended. The meeting shall be considered to have been held in the place where there are, simultaneously, the Chairman and the person taking the minutes.

ADMINISTRATIVE BODY

Article 11. Composition, appointment, duration and replacement

- 11.1 The Company is administered by a Board of Directors made up of not less than 7 and not more than 12 members. The Shareholders' Meeting determines the number of members on the Board, a number that remains unchanged unless otherwise resolved.
- 11.2 All the directors must meet the requirements of eligibility and good standing provided for by law and other applicable provisions. In addition, a number of directors identified in accordance with applicable legal and regulatory requirements must meet the outlined independence requirements.
- 11.3 The election of the Board of Directors is made on the basis of slates presented by shareholders, according to the procedure laid down in the following provisions, unless otherwise or further provided by mandatory provisions of law or regulations.
- 11.4 Slates for the election of directors may be presented by shareholders who, at the time of the presentation of the slate, hold - alone or together with other shareholders - a shareholding in the capital that is at least equal to that determined by Consob in accordance with applicable laws and regulations. Ownership of the minimum shareholding is determined according to the shares that are registered in favour of the shareholder on the day in which the slates are filed with the issuer; certification can also be made subsequent to the filing, providing it is within the deadline for the publication of the slates.
- 11.5 Slates are filed at the registered office in accordance with the applicable law, at least twenty-five days prior to the date of the Shareholders' Meeting called to approve the election of directors. Moreover, the slates must be made available to the public by the Company at least twenty-one days prior to the date of the Shareholders' Meeting in accordance with the applicable law.
- 11.6 The slates provide for a number of candidates not less than 3 (three) and not greater than 12, each indicated in progressive order. The slates may not be composed only of candidates of the same gender (male or female); each slate must include a number of candidates from the under-represented gender such as to ensure that the composition of the Board of Directors complies with the legal and regulatory provisions that are in force at a given time in relation to gender equality (male and female), provided that if the application of the criterion for the gender quota does not result in a full number, this should be rounded up to the next unit.

- 11.7 Each slate must include as an attachment, at the risk of ineligibility: (i) the curriculum vitae of the candidates; (ii) a declaration in which all the candidates accept the candidature, and attest, under their own responsibility, that no grounds for ineligibility and incompatibility exist, as well as the existence of the requirements prescribed by applicable law for the office of director of the Company and including the declaration on the possession of the independence requirements; (iii) the identity of the shareholders who have submitted the slates and the total percentage of shares held; (iv) any additional or differing declaration, information, and/or documents provided for by applicable law and regulations.
- 11.8 Each shareholder, shareholders belonging to the same group of companies, as well as shareholders involved in shareholder agreements in accordance with Art. 122 of Legislative Decree No. 58/1998, may not present or participate in presenting, not even through a nominee or trust company, more than one slate nor can they vote for differing slates; in addition, each candidate may only be presented on one slate, at the risk of ineligibility.
- 11.9 At the end of the vote, the candidates of the two slates that have obtained the highest number of votes will be elected on the following basis: (i) from the slate which obtained the highest number of votes (the "**Majority Slate**"), a number of directors are taken in a progressive order of presentation, equal to the total number of candidates to be elected except one; and (ii) from the second slate that has obtained the highest number of votes and which is not related in any manner, even indirectly, to shareholders who have presented, or to those who have voted for, the Majority Slate (the "**Minority Slate**"), one director is elected, in the person of the candidate listed first on that slate.
- 11.10 Slates that have not obtained a percentage of the votes equal to at least half of that required for their presentation will not be taken into consideration.
- 11.11 In the case of a tie between slates, shareholders will take a second vote and those candidates who obtain a simple majority of votes will be elected without the application of slate voting.
- 11.12 Where the result of voting does not satisfy the requirements of law and regulations that are in force at a given time on gender equality (male and female) (including the rounding up to the next unit in the event that the application of the criterion for the gender equality quota does not result in a full number), the candidates of the most represented gender elected as last in progressive order from the Majority Slate will be excluded and will be replaced with the first non-elected candidates belonging to the other gender. In the event that is not possible to implement this substitution procedure in order to ensure compliance with the provisions of the law and regulations that are in force at the time with regard to the gender equality quota (male and female), the Shareholders' Meeting will elect the shortfall of directors by statutory majority after the presentation of candidates belonging to the under-represented gender.

- 11.13 Where the result of the voting does not ensure the election of the number of independent directors required by the applicable regulations, the non-independent candidates elected last in progressive order on the Majority Slate will be excluded and will be substituted with the first independent non-elected candidates from the same slate. Finally, if this procedure does not produce the latter result, the substitution will occur through a resolution passed by the Shareholders' Meeting by statutory majority after the presentation of candidates considered as independent for the present purposes.
- 11.14 In the event of a presentation of only one slate, the Shareholders' Meeting will vote on it and, if it obtains a majority of votes, all members of the Board of Directors will be taken from this slate in accordance with the applicable law and regulations, also with regard to the gender equality quota (male and female) (including the rounding up to the next unit if the application of the criterion for the gender quota does not result in a full number).
- 11.15 In the absence of slates, or if only one slate is presented and this does not obtain the majority of votes, or if the number of elected directors on the basis of slates presented is lower than the number of members to be elected, or if the entire Board of Directors is not to be renewed, or if it is not possible for any reason to elect the Board of Directors in the manner provided for in this Article, the members of the Board of Directors will be elected by the Shareholders' Meeting by statutory majority, without the application of slate voting, save for the obligation to maintain the minimum number of independent directors established by law and in accordance with the applicable law and regulations in terms of gender equality quotas.
- 11.16 The directors are elected for a period, as established by the shareholders' meeting, of not greater than three years with effect from the acceptance of office; this term expires on the date of the Shareholders' Meeting for the approval of the annual accounts for the last year of their appointment and they shall be eligible for re-election.
- 11.17 In the event of termination of office, for any reason, of more than half of the directors elected by the Shareholders' Meeting, the entire Board shall be deemed to lapse with effect from the moment in which the Board of Directors has been renewed and the directors still in office will urgently call the shareholders' meeting for the election of the new Board of Directors.
- 11.18 In the event that, for whatever reason, there should be less than one or more directors elected from a slate other than the Majority Slate, the Board of Directors will proceed with co-option, where possible, from among the non-elected candidates from the slate from which the director leaving office had been elected, while maintaining the obligation of a minimum number of independent directors as established by law and in accordance with the applicable law and regulations on gender equality quotas.

Article 12. Chairman, Honorary Chairman, Delegated Bodies and Social Representation

- 12.1 The Board shall elect a Chairman from among its members and who shall hold office for the duration of the Board.

- 12.2 The Board can delegate some of its powers to an Executive Committee, determining the limits of the mandate as well as the number of members and the operating procedures.
- 12.3 The Board may appoint one or more executive directors, granting them the relevant powers and conferring to one of them, where applicable, the title of Chief Executive Officer. In addition, the Board of Directors may also constitute one or more committees with a consulting, advisory or controlling function in accordance with applicable laws and regulations. The Board of Directors may also appoint general managers, defining their powers and granting powers of attorney to third parties to carry out certain deeds or certain categories of deeds.
- 12.4 The Chairman of the Board of Directors is the legal representative of the Company in dealings with third parties and in legal matters (with the right to appoint lawyers and attorneys-of-record). Representation also rests with the directors who have delegated powers given by the Board of Directors, with the General Managers, senior management and attorneys-in-fact within the limits of the powers conferred on them.
- 12.5 On the proposal of one or more shareholders representing at least 20% (twenty percent) of the share capital, the ordinary shareholders' meeting may appoint a Chairman with an honorary function, called "Honorary Chairman", selected from among persons of high standing and who have contributed to the success and/or the development of the Company. The Honorary Chairman may also be appointed from outside of the members of the Board of Directors; in this case, the duration of office is of a longer period than that of the Board of Directors. The Honorary Chairman, where not a director, may attend meetings of the Board of Directors and the shareholders' meetings, only to express opinions and non-binding advice on matters dealt with by the Board of Directors or by shareholders' meetings, and may represent the Company through special proxies issued in writing by the competent governing bodies. The Board of Directors determines any remuneration, any other emolument and/or reimbursement of expenses due to the Honorary Chairman.

Article 13. Call and meetings

- 13.1 The Board of Directors meets in the registered office of the Company and elsewhere, provided that it is within the countries of the European Union or in Switzerland, whenever the Chairman deems it necessary, or when a request is made by the Chief Executive Officer, if appointed, or by at least two of its members or by the Board of Statutory Auditors.
- 13.2 The calling of the Board of Directors is made by the Chairman or in his absence, by the Chief Executive Officer, with notices to be sent - by letter, telegram, fax, or e-mail with proof of receipt - to the domicile address of each Director and Statutory Auditor at least three days before the date fixed for the meeting; in case of urgency, the calling of the Board of Directors may be made the day before the date fixed for the meeting. The meetings of the Board and its resolutions are valid when all the Directors in office and Statutory Auditors are present, even without formal calling procedures. In the absence of the Chairman, the meeting will be chaired by the Chief Executive Officer, if

appointed, or failing that by the most senior Director in terms of age.

- 13.3 Meetings of the Board of Directors may also be held by audio or video conference, provided that: (i) the Chairman and the Secretary, if appointed, are present in the same location, who will write and sign the minutes, verifying that the meeting was held in that location; (ii) the Chairman of the meeting is allowed to verify the identity of the participants, direct the course of the meeting and witness and announce the results of the vote; (iii) that the person taking the minutes is allowed to adequately observe the events of the meeting that is the subject of the minutes; and (iv) that participants are allowed to follow the discussion and the simultaneous voting on the matters on the agenda, as well as view, receive or transmit documents.

Article 14. Powers and resolutions

- 14.1 The Board shall have the widest powers of ordinary and extraordinary administration of the Company, with the power to carry out all acts it deems appropriate for attaining the corporate scope, with the sole exclusion of those attributed by law to the Shareholders' Meeting.
- 14.2 The Board of Directors, in accordance with Art. 2365, paragraph 2 of the Civil Code is also empowered to pass the following resolutions, without prejudice to the concurrent competence of the Shareholders' Meeting. (i) the opening and closing of secondary offices; (ii) the reduction of the share capital as a result of a return of shares; (iii) updating the by-laws in accordance with the law; (iv) transfer of the registered office within Italy.
- 14.3 For Board resolutions to be valid, a quorum of Board members in office is required and resolutions shall be carried by statutory majority.

Article 15. Remuneration

- 15.1 Members of the Board shall be entitled to a fixed annual fee that is wholly determined by the shareholders' meeting and distributed by the Board itself among its members, in addition to the provisions of Art. 2389 of the Civil Code for Senior Directors, as well as the reimbursement of expenses incurred by them in the course of their duties.

Article 16. Appointment of an Executive Officer

- 16.1 The Board of Directors, after prior mandatory consultation with the Board of Statutory Auditors, shall appoint an Executive Officer responsible for the preparation of the financial statements, in accordance with Art. 154-*bis* of Legislative Decree No. 58/1998, granting them adequate means and powers for the accomplishment of the tasks assigned.
- 16.2 The Executive Officer responsible for the preparation of the financial statements must be in possession of the professional requisites i.e. a qualified experience of at least three years in the performance of administration and control, or in the performance of executive or consulting functions within listed companies and/or in related groups of companies, or companies, entities and organisations of significant size and importance,

even in relation to preparation and control of accounting and corporate documents. The Executive Officer must also meet the requirements of good standing as provided for auditors by the applicable legal provision.

BOARD OF STATUTORY AUDITORS AND INDEPENDENT AUDIT

Article 17. Appointment, duration and replacement

- 17.1 The Board of Statutory Auditors is composed of 3 (three) auditors and 2 (two) alternate members, elected by the shareholders' meeting on the basis of slates presented by shareholders, in accordance with the procedures laid down in the following articles, without prejudice to different and further provisions provided for by mandatory laws or regulations.
- 17.2 Slates for the election of auditors may be presented by shareholders who, at the time of presentation of the slate, hold - alone or together with other shareholders - a shareholding that is at least equal to that determined by Consob in accordance with applicable laws and regulations. Ownership of the minimum shareholding is determined according to the shares that are registered in favour of the shareholder on the day in which the slates are filed with the issuer; certification can also be made subsequent to the filing provided that it is within the deadline for the publication of the slates.
- 17.3 Slates are filed at the registered office in accordance with applicable law, at least twenty-days prior to the date of the Shareholders' Meeting called to approve the election of the statutory auditors. Moreover, the slates must be made available to the public by the Company at least twenty-one days prior to the date of the Shareholders' Meeting, in accordance with applicable law.
- 17.4 The slates must include the names of one or more candidates for the position of auditor and one or more candidates for the position of alternate auditor. The names of candidates are marked in each section ("statutory auditors" section, "alternate auditors" section) by progressive order and are, in any case, not greater in number than the members of the body to be elected. The slates, if they contain, in both sections, a number of candidates equal to or greater than 3 (three), must contain a number of candidates in both sections to ensure that the composition of the Board of Statutory Auditors, both for standing auditors and alternate auditors, complies with the legal and regulatory provisions that are in force in relation to gender equality (male and female), provided that if the application of the criterion for the gender equality quota does not result in a full number, this should be rounded up to the next unit.
- 17.5 The following documents must be attached to each slate, at the risk of ineligibility. (i) information on the identity of shareholders who have presented them, with an indication of the total percentage of shares held; (ii) a declaration by shareholders other than those who hold, even jointly, a controlling or majority shareholding, attesting to the absence of any relationship with these latter in accordance with applicable law; (iii) detailed information about the personal and professional characteristics of the

candidates, as well as a declaration by the candidates certifying that they meet the statutory requirements, and acceptance of the candidature, accompanied by a list of administrative and control positions held with other companies; (iv) any additional or differing declaration, information, and/or documents provided for by applicable law and regulations.

- 17.6 Each shareholder, shareholders who belong to the same group of companies, as well as shareholders involved in a shareholders' agreement in accordance with Art. 122 of Legislative Decree No. 58/1998, may not present or participate in presenting, not even through a nominee or trust company, more than one slate nor can they vote for differing slates; in addition, each candidate may be present in only one slate, at the risk of ineligibility.
- 17.7 In the event that, at the end of the period for the presentation of the slates, only one slate has been filed or only slates presented by related shareholders in accordance with the applicable provisions, slates may be presented up to the third day after this date. In this case, the threshold established for the presentation of the slates is reduced by half.
- 17.8 Statutory Auditors are elected as follows: (i) from the slate that obtained the largest number of votes ("**Majority Slate**") taken in the progressive order in which they appear in the slate, two standing auditors and one alternate auditor; (ii) from the second slate that obtained the largest number of votes and are not connected, even indirectly, with the shareholders who presented or voted for the Majority Slate in accordance with the applicable provisions and taken in the progressive order in which they appear on the slate, the third standing auditor will be chosen ("**Minority Statutory Auditor**"), who will chair the Board of Statutory Auditors, and the second alternate auditor ("**Minority Alternate Auditor**"). Should two slates receive the same number of votes, there will be a second vote by the Shareholders' Meeting and candidates who obtain a simple majority of votes will be elected without the application of slate voting.
- 17.9 Where the result of voting does not satisfy the applicable gender equality law and regulations that are in force (including the rounding up to the next unit if the application of the criterion for the gender equality quota does not result in a full number), the candidate for the office of standing or alternate auditor from the most represented gender elected as last in progressive order from the Majority Slate will be excluded and will be replaced by the next candidate for the office of standing or alternate auditor from the same slate belonging to the other gender.
- 17.10 In the event of presentation of only one slate, the Shareholders' Meeting will vote on it, and if it obtains the majority of votes, three standing auditors and two alternate auditors will be elected from those indicated in the slate as candidates for those posts, in accordance with the applicable law and regulations, also with regard to gender equality (including the rounding up to the next unit if the application of the criterion for the gender equality quota does not result in a full number).
- 17.11 Statutory Auditors shall hold office for three years, may be re-elected, and their term expires on the date of the shareholders' meeting for the approval of the annual accounts related to the third year of their appointment.
- 17.12 Subject to compliance with the applicable law and regulations in force in relation to

gender equality, in cases where, for whatever reason, (i) a standing auditor from the Majority Slate is lacking, the alternate auditor elected from the Majority Slate will take their place, (ii) a Minority Auditor is lacking, they will be replaced by the Minority Alternate Auditor. If, for whatever reason, it is not possible to proceed as indicated above, the Shareholders' Meeting must be called in order to supplement the Board through statutory majority, without the application of slate voting, subject to compliance with the applicable law and regulations in relation to the gender equality quotas.

- 17.13 In the absence of slates, or where it is not possible for whatever reason to appoint the Board of Statutory Auditors with the procedures provided for in this Article, the three standing auditors and the two alternate auditors will be appointed by the shareholders' meeting through the majority provided for by law, in accordance with the laws and regulations in force also in relation to the gender equality quota (including the rounding up to the next unit if the application of the criterion for the gender equality quota does not result in a full number).

Article 18. Call, meetings and resolutions

- 18.1 The Board of Statutory Auditors shall meet on the initiative of any one of the statutory auditors. The meeting shall be validly constituted with the presence of a quorum of statutory auditors and shall resolve on the basis of an absolute majority of those present.
- 18.2 Meetings of the Board of Statutory Auditors may be held with participants located in several places, near or far, linked by audio or video, provided that: (i) the Chairman of the meeting is able to verify the identity and the legitimacy of the participants, direct the proceedings of the meeting and witness and announce the results of the vote; (ii) the person taking the minutes is able to adequately observe the events of the meeting that is to be minuted; (iii) the participants are able to follow the discussion and vote simultaneously on the matters on the agenda, as well as view, receive or transmit documents. If all the conditions are complied with, the meeting of the Board of Statutory Auditors shall be considered to have been held in the place where the Chairman is present, and where the Secretary of the meeting also has to be present in order for the minutes to be drawn up.

Article 19. Independent Audit

- 19.1 The independent audit is carried out, in accordance with the applicable provisions of the law, by a person who meets the applicable legal requirements.

ACCOUNTS, PROFITS, DISSOLUTION, REFERENCE

Article 20. Accounts and profits

- 20.1 The accounting period shall end on December 31 of every year.
- 20.2 The net profit for the period, excluding the five per cent share allocated to the legal

reserve until the reaching of one-fifth of the share capital, is divided among the shareholders, as resolved by the shareholders' meeting.

Article 21. Reference

21.1 For matters not explicitly covered in these By-Laws, reference is made to the applicable laws and regulations in force.

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These By-Laws are applicable as a result of the merger deed on [*] No. [*] drawn up by Mr. Filippo Zabban, Notary in Milan, enrolled at the Milan Companies Register, for the Incorporating Company on [*]; the information contained therein, in accordance with the mandate granted to the Directors by the Extraordinary Shareholders' Meeting of the Incorporating Company on February 20, 2015, supplements the By-Laws approved by the Shareholders' Meeting and attached to the merger proposal, based on the distribution of reserves (as established in the merger proposal) to the maximum extent permitted in this plan (two euro per share) by reason of the non-exercise of the Right of Withdrawal and the Put Option due to the Incorporating Company's shareholders; the same text also indicates the number of ordinary shares and special Class C shares deriving from the conversion of the latter, in accordance with the provisions of section (i) 5.5(e) of the By-Laws.

Milan, December 1st, 2015