

ITALMOBILIARE

Limited liability company

Head Office: Via Borgonuovo, 20

20121 Milan - Italy

Share capital Euro 100,166,937

Milan Companies Register and Fiscal Code: 00796400158

SECTION I

NAME, HEAD OFFICE, OBJECT AND DURATION

Article 1

Name

The company, established in 1946, is named “ITALMOBILIARE Società per Azioni”.

The company name can be used, for all purposes, in the short form “ITALMOBILIARE S.p.A.”.

Article 2

Head Office

The company’s head office is located in Milan.

Article 3

Object

The object of the company is to acquire and grant, under any form, stakes in companies and institutions, located in any place, as well as to carry out financial transactions of whatsoever nature.

It can also carry out operations in securities, real estate and credit and conduct, in general, all

commercial, industrial and financial operations which are necessary and appropriate to achieve the company's object. The collection of savings deposits is expressly excluded from the company's object.

The company can grant guarantees, personal or collateral, or bank suretyships or endorsements for obligations entered into by third parties, whatever their object, since the release of all guarantees, sureties or endorsements as per above is in the powers of the Board.

Article 4

Duration

The duration of the company is until 31st December 2050.

The extension of the duration is not a cause for the withdrawal right of shareholders who did not participate in the approval of the decision.

SECTION II

SHARE CAPITAL AND STOCKS

Article 5

Share capital

The share capital is EUR 100,166,937 (one-hundred million one hundred sixty-six thousand ninehundred and thirty-seven), broken down into 22,182,583 (twenty-two million one hundred eightytwo thousand five hundred eighty-three) ordinary shares and 16,343,162 (sixteen million three hundred fourty-three thousand one hundred sixty-two) non-convertible savings shares, without indication of face value.

In execution of the Extraordinary shareholders' resolutions of May 29, 2012, the Directors are granted with the powers, in once or more times within the period of five years of the resolution:

a) under art. 2443 of the Italian Civil Code, to increase share capital once or in various times up to a maximum amount of euro 260 million, free-of-charge or against consideration, by issuing ordinary and/or savings shares, also to serve bonds issued by other entities convertible into ordinary and/or savings shares of the company or that are combined with warrants for the subscription of ordinary and/or savings shares of the company;

b) under art. 2420-ter of the Italian Civil Code, to issue once or in various times bonds to be converted into ordinary and/or savings shares or with warrants to purchase ordinary and/or savings shares, up to a maximum overall amount of euro 260 million, in compliance with the terms and conditions established by the laws and regulations in force from time to time, with the consequent share capital increase to serve such conversion or the exercise of the captioned warrant.

All with the widest powers connected thereto, including those of offering the shares and convertible bonds or with a warrant according to the penultimate clause of art. 2441 of the Italian Civil Code; reserve up to a quarter of them under art. 2441 of the Italian Civil Code, last clause; define the provisions and reserves to enter as capital in the event of free-of-charge increase; define issue price, conversion rates, terms and modes for the execution of the transactions.

Article 6

Shares

Shares are registered in the shareholder's name or are to the bearer, to the decision and charge of the Shareholder, unless otherwise provided by law.

Shares categories can be established having different rights.

Savings shares are regulated by law and by articles 8 and 31, letter b, of these By laws.

The Extraordinary Meeting can also deliberate that savings shares are converted into ordinary shares.

This without prejudice to the provisions regarding representation, legitimisation, circulation of the shareholding, envisaged for the stocks negotiated in regulated markets.

The introduction or cancellation of constraints on the circulation of stocks is not a cause for the withdrawal right by the shareholders who did not participate in approving the resolution.

Article 7

Share capital increase

Share capital can be increased also by means of conferrals in kind or receivables, provided this is in line with the law.

In the event of share capital increase, the option right can be ruled out to a limit of ten per cent of the existing share capital, in compliance with law provisions.

In the event the share capital is increased by issuing shares belonging to different categories, the owners of shares in each category have a proportional right to subscribe options to newly issued shares in their own categories and, should they not be available or for the difference, of shares belonging to another category (or other categories).

Resolutions to issue new shares with the same characteristics of existing ones, both by means of a share capital increase, and by means of conversion of shares belonging to another category, do not require any approval by the special Meetings of the various categories.

Article 8

Characteristics of savings shares

Savings shares do not have a voting right.

In the event of exclusion from the negotiations of ordinary and/or savings shares, savings shares retain the rights attributed to them by law and by the By laws, unless otherwise provided by the General Meeting.

When during one year, a dividend has been paid on savings shares which is lower than the amount defined in article 31, letter b, the difference is calculated to increase the privileged dividend in the two following years.

In the event of distribution of reserves, savings shares have the same rights as the other shares.

A share capital decrease because of losses does not affect the savings shares except for the amount of the loss that is not covered by the fraction of capital represented by the other shares.

At the winding up of the company, savings shares have a pre-emption right in the reimbursement of capital up to EUR 2.60 per share.

In the event of share grouping or fractioning (as also in case of transactions affecting the corporate capital where necessary in order not to alter the shareholder rights) the per share amount to which the privileges of savings shares is attached shall be consequentially modified.

SECTION III

GENERAL MEETING

Article 9

Call

The Ordinary Meeting is called by the Board of Directors, at least once a year and within 120 days of the end of the fiscal year, to analyse the issues as per art. 2364 of the Italian Civil

Code. In the event of the specific terms envisaged by the law, this period is extended to a maximum of 180 days.

The General Meeting is also called, both in ordinary and extraordinary session, every time the Board of Directors deems it to be appropriate and for the events envisaged by law.

The notice of call to the General Meeting is published on the Company's website and in accordance with the other modalities set out by the applicable laws and regulations.

The notice of call must indicate the venue, which shall not necessarily be the company's head office as long as it is in Italy, the day and time of the meeting, the agenda and it shall include additional information set out by the applicable laws and regulations.

The general meeting is held on single call with the majorities provided for by the applicable regulation.

Any further meetings are allowed as long as these are called within 30 days from the date envisaged for the meeting on second call.

Article 10

Addition to the agenda and presentation of new resolutions' proposal

Shareholders who, also jointly, own at least one fortieth of share capital represented by shares with voting rights, can request, in writing, by the terms envisaged by current laws, that additions are made to the agenda of the General Meeting, stating in the application the other issues that they suggest or for further resolutions' proposals on the items already on the agenda.

The notice of addition to the agenda or the notice related to further resolutions' proposals is published according to the modalities set forth under art. 9, within the terms envisaged by the law.

Shareholders requesting for addition shall prepare a report concerning the reasons of the resolutions' proposals on the new matters they propose to discuss or the reasons underlying the further resolutions' proposals on the items already on the agenda. Such a report shall be delivered to the Board of Directors within the deadline provided for the request of addition to the agenda. The addition to the agenda is not allowed for the issues on which the Meeting deliberates, under the law, upon a proposal of the directors or on the basis of a project or a report prepared by them.

Article 11

Participation and representation

Those having the voting right, as attested by the notice provided under the applicable law which shall be received by the Company within the end of the third business day preceding the date established for the meeting on first or single call, or a different deadline set out by the applicable laws and regulations, are entitled to participate to the meeting. Should the above mentioned notices be received by the Company beyond the deadlines set out in this paragraph, the right to participate to the Meeting and to vote shall not be subject to any prejudice, provided that said notices are received before the opening of the discussion in the meeting per each single notice of call. As to representation at the meeting, legal provisions shall apply.

The information notice concerning the proxy can be sent via e-mail in accordance with the specifics provided in the notice of call.

For each shareholders' meeting the Board of directors may appoint, with a specific indication in the notice of call, a subject to whom entitled shareholders may confer a proxy, with voting instructions on all or some of the items on the agenda, as envisaged by the current regulations.

Article 12

Establishment of the General Meeting and validity of its resolutions

The regular establishment of the General Meeting and the validity of its resolutions are regulated by law, without prejudice to that envisaged by articles 16 and 26 of these By-laws for the appointment of the Board of directors and of the Board of statutory auditors.

Article 13

Chairmanship

The General Meeting is chaired by the Chairman of the Board of directors or, should he/she be absent or unable to participate, by his/her nominee. If this is impossible, the General Meeting is chaired by another Director appointed by the shareholders upon proposal of the Board of directors.

The General Meeting, upon Chairman's designation, appoints a Secretary who can also be not a shareholder.

The Secretary's assistance is not necessary if a Notary Public is appointed to draft the minutes.

The General Meetings' resolutions must result from minutes signed by the Chairman and the Secretary or by a Notary Public.

Article 14

Powers of the Chairman

The Chairman of the Meeting chairs the debate and defines orders and modes of the votes, as long as they are open. He has the powers envisaged by art. 2371 of the Italian Civil Code.

SECTION IV
MANAGEMENT

Article 15

Composition and term of the Board of Directors

The company is managed by a Board of Directors made up of five to fifteen members, whose term of office is established at the moment of their appointment but for no more than three years, and which expires at the date of the General Meeting called to approve the financial statements for the last year of their term. They can be re-elected.

A number of directors not lower than the minimum envisaged by law must have the requirements of independence established by current laws. They must also be entitled with other requirements prescribed by law.

Before appointing the directors, the General Meeting determines the number of members on the Board and the term of their office.

If the number of Directors is lower than the maximum number envisaged, the General Meeting, during the term of the Board of directors, can increase this number. The term of office of New Directors, appointed as per art. 16 below, expires together with those who already hold the same position at the moment of their appointment.

If one or more Directors leave their position during the year, they shall be replaced according to art. 17 below.

However, according to the provisions of clause 1 of this article, the General Meeting can decide that the number of the members of the Board be reduced to the number of Directors holding such a position for the remaining duration of their term.

If, for whatever reason, the majority of the Directors appointed by the General Meeting are no longer on the Board, the whole Board of directors is considered as lapsed.

Directors still holding their positions must urgently call the General Meeting for the appointment of the new Board of directors and, in the meantime, only perform ordinary administration activities.

Article 16

Appointment of the Board of Directors

The Board of directors is appointed based on lists whose objective is to ensure that the minority has the minimum number of directors envisaged by law and the current provisions on gender balance are complied with.

Only those Shareholders having the right to submit lists who, alone or together with other shareholders, prove that, as at the day on which the lists are submitted to the Company, they hold a total stake in share capital with voting rights which is no lower than that determined under current laws and regulations.

The notice of call to the General Meeting to resolve upon the appointment of the Board of directors includes procedures, deadline and the participation stake necessary to submit the lists of candidates for the directorship.

No shareholder may present, or participate in presenting, not even by means of another person or a trust company, more than one list or vote more than one list.

Shareholders who belong to the same group and the shareholders who are members of a shareholders' agreement whose object are company shares', cannot present or vote for more than one list, not even by means of another person or trust companies.

Lists submitted that breach these conditions will not be accepted.

In each list, the names of candidates must be listed by means of a progressive number.

Each candidate can only be presented in one list or he\she shall be ineligible.

Lists must be submitted to the company head office not later than the twenty-fifth day preceding the Meeting's called, on first or single call, in order to resolve upon the appointment of the members of the Board of Directors; this must be mentioned in the notice of call, without prejudice to any other forms of public disclosure set forth by the applicable laws and regulations.

Lists including a number of candidates equal to or more than three, shall be made up of candidates representing both genders, so that one or the other gender represents at least one third (rounded up) of the candidates.

Together with each list, by the above deadline, the following must be filed at the company head office:

- a) statements by means of which the candidates accept their candidature and state, under their own responsibility, that there are no causes for ineligibility and that they are in possession of the good reputation requirements established by law;
- b) a short curriculum vitae with personal and professional features of each candidate, stating the management and control positions held in other companies;
- c) statements by each candidate about their possible independence as required by law, if any;
- d) information regarding the identity of shareholders who have submitted the lists;
- e) a statement by the shareholders, other than those who own, even jointly, a controlling or relative majority stake, which states that there are no connections, as is defined by current laws and regulations.

The certification or attestation providing evidence of the ownership of the share capital percentage required by the laws applicable at the time of the list submission may be produced even after its submission, provided that such certification is received by the Company within the deadline set out by the applicable laws and regulations concerning the publication of the lists by the Company.

Any list submitted without complying with the provisions above is considered as not being submitted.

In the event more than one list is presented:

- all Directors to be elected are elected from the list that has obtained during the General Meeting the highest number of votes, on the basis of the progressive order with which they are listed in the list, with the exception of the minimum number reserved by law to the minority list;
- the minimum number of directors reserved by law to the minority are elected from the minority list that has obtained the highest number of votes and is not connected in any way, even indirectly, with the reference shareholders;
- if various lists have obtained the same number of votes, a ballot shall be performed between these lists with the participation of all entitled to vote who are present at the General Meeting, and the candidates from the list that obtains the relative majority of share capital represented at the Meeting will be elected.

For the purpose of the allocation of directors to elect, the lists that have not obtained a percentage of votes at least equal to half of that required for their presentation shall not be considered .

If a subject connected to a reference shareholder has voted for a minority list, the connection only becomes relevant for the purposes of the exclusion of the elected minority director if the vote has been decisive for the election of that director.

In the event only one list is presented, all the candidates included in that list are elected, with a relative majority vote of the share capital represented at the General Meeting.

If by means of the mechanism of the list vote or further to the poll on the single list filed, the Board of Directors composition results non compliant with the applicable laws on gender balance, the necessary replacements shall be performed by choosing within the list which obtained the highest number of votes or within the sole filed list starting from the last candidate of the captioned list.

Then, if the minimum percentage required by the current applicable laws and regulations on gender balance results not to be met, similar replacements will be performed again within the list which obtained the highest number of votes or within the sole filed list.

If there are no lists, and in the event by means of the mechanism of the list vote, the number of elected candidates is lower than the minimum number envisaged by the By laws for its composition, the Board of directors is appointed or supplemented by the General Meeting with the legal majority, as long as the gender balance under the current applicable laws and regulations is ensured and, in any case, provided that the presence of the minimum number of directors required by current laws and regulations who have the requirements of independence is guaranteed.

Any elected director who, during the term, no longer has the requirements of good reputation required by law or by the By laws, shall forfeit his office.

If the requirements of independence required by law are no longer held, the director concerned must immediately inform the Board of directors.

This event implies the director's forfeiture of office, with the exception of the case when such requirements are still held by the minimum number of directors envisaged by current laws and regulations.

Article 17

Replacement of directors

If during the year, because of resignations or other causes, one or various directors no longer hold their office, the others, as long as the majority always consists of directors appointed by the General Meeting, replace them by means of a resolution approved by the Board of statutory auditors.

Directors are replaced, without prejudice to the compliance with the requirements of good reputation and independence as per art. 16, means of the appointment of the candidates that were not elected and who belong to the same list of the former directors according to the original order of submission. If this is not possible, the Board of directors shall take care of the case under the law. The above shall be in any case carried out in compliance with the current applicable laws and regulations on gender balance.

Directors so appointed shall hold their office until the following General Meeting.

The meeting shall decide with respect to the replacement of directors, under the principles as per art. 16, based on the relative majority of share capital represented at the Meeting, and in any case in compliance with the current applicable laws and regulations on gender balance..

The term of Directors so appointed will expire with those already in office at the moment of their appointment.

Article 18

Corporate offices

The Board of directors appoints the Chairman, if not already appointed by the General Meeting, and possibly one or various Deputy Chairmen and defines the relevant powers, as well as the Secretary of the Board, who can also be chosen from outside its members.

When the Chairman and, if appointed, the Deputy Chairman/Chairmen is/are absent or unable to attend, the Chairman's functions are temporarily carried out by the oldest Director.

Article 19

Powers

The Board of Directors has the widest powers for the ordinary and extraordinary management of the company, since it is competent on everything that is not expressly reserved by law and by these By laws to the General Meeting.

The Board of Directors, in accordance with law provisions and these By laws, can delegate its powers to an Executive Committee, made up of some of its members, and determine their number and powers.

The Board of directors can also delegate its powers to one of its members, with the title of Chief Executive Officer - CEO -, and determine the limits of such empowerment.

The Board of Directors or the Executive committee, if it has been appointed, can appoint, also from outside the Board of directors, a Chief Operating Officer - COO -, and determine his/her term of office and the relevant attributions, powers and remunerations. The offices of CEO and COO can be combined.

The Board of Directors can also issue special mandates, as well as delegate signing powers on the company's behalf, but always for specific deeds or categories of deeds, by defining powers and establishing attributions and remunerations.

Besides the powers assigned to it by law and by these By laws with respect to the issue of shares and bonds, also the resolutions regarding the following subjects are granted to the Board of directors, under art. 2436 of the Italian Civil Code - as well as to the Extraordinary General Meeting, which is competent by law:

- incorporation of fully owned companies or companies ninety per cent owned;
- moving the company head office, as long as it remains in Italy;
- establishment or cancellation of branch offices, both in Italy and abroad;
- reduction in share capital in the event of shareholder's withdrawal;
- adjustment of the By laws to mandatory regulatory provisions.

The Board of Directors can execute major transactions with related parties, subject to authorisation of the General Meeting, despite the negative opinion of the Committee for transactions with related parties, pursuant to the Procedure for transactions with related parties adopted by the Company and made available on the Company's Internet website, providing the unrelated shareholders present at the General Meeting represent at least 10% of the share capital and that the majority of the unrelated shareholders with voting rights do not express a contrary vote, without prejudice to the statutory majorities.

In cases of urgency, the Board of Directors or the competent body may execute transactions with related parties directly or via subsidiary companies, by applying the simplified rules envisaged by the Procedure for transactions with related parties duly adopted by the Company,

if such transactions do not fall within the General Meeting's competence and do not have to be authorised by the General Meeting.

Article 20

Call of the Board of directors and the Executive Committee

The Board of directors meets, both at the company head office or elsewhere, in Italy or in other European countries, any time the Chairman, or his nominee, deems it as necessary, when it is requested by at least three Directors as well as in the case envisaged by art. 28 of these By laws.

The notices of call shall be usually made by the Chairman, or his nominee, by means of written notice to be sent via fax, telegram or electronic email, at least five days before that of the meeting.

In case of urgency, the call can be made by the same means indicated in the precedent paragraph at least 24 hours before the meeting.

The same procedure shall be followed to call the meetings of the Executive Committee.

Article 21

Meetings of the Board of directors and the Executive Committee

The meetings of the Board of directors and the Executive committee are chaired by the Chairman or, if he\she is absent or unable to chair, by his\her nominee. Should both be absent, they are chaired by another director appointed by the Board of Directors or the Executive Committee.

In order for the resolutions of the Board of directors and the Executive committee to be valid, the majority of Directors holding office must be present.

Deliberations are taken by the absolute majority of votes of those present; in the event of equal vote, the chairman's vote shall prevail.

The meetings of the Board of Directors and the Executive Committee can also be held by videoconference and/or conference call. Therefore those who have the right to attend the meetings can participate, also from different venues, through appropriate connection systems.

In this case the following must be absolutely ensured:

- all participants must be recognised in each connected venue;
- Chairman and Secretary of the meeting must be in the same venue;
- all participants in the meeting must have the opportunity to take the floor, speak and verbally express their opinion, see, receive and send deeds and documents in general, and to simultaneously examine them and pass resolutions.

In the event the meeting is held by means of videoconference and/or conference call, the meeting is deemed as held in the place where Chairman and Secretary are present.

The resolutions shall result from the minutes signed by the Chairman and the Secretary of the meeting.

Article 22

Representation

Chairman, Deputy Chairman (or Deputy Chairmen) and the CEO when appointed, can legally represent the company individually with respect to third parties and in court and can appoint attorneys and lawyers.

Article 23

Information duties

Directors shall promptly provide to the Board of statutory auditors, and at least once every quarter, a summary of the activities performed and the most significant operations in terms of economic, financial and assets situation, made by the company or by its subsidiaries; in particular, they report on operations in which they have a personal interest or on behalf of third parties.

Such communications, as a rule, are made on the occasion of the meetings of the Board of directors or Executive committee.

When particular requirements make it appropriate or, if specific needs of immediacy make is preferable, the information can be verbal, also by telephone.

In order to ensure appropriate information to the Common Representative of savings Shareholders, the company shall provide such representative with the following:

- the financial statements approved by the Board of directors at the same time when they are made available to Shareholders;
- the interim report and the quarterly report at the same time when they are made available to the public;
- press releases and other notices in the press published by the company and regarding company operations that can affect the trend of stock prices of the category, at the same time when they are made available to the public.

SECTION V

BOARD OF STATUTORY AUDITORS

Article 24

Composition of the Board of Statutory Auditors

The Board of statutory auditors consists of three Acting Auditors and three Substitute Auditors.

They hold office for three years and their terms expire on the date of the Meeting called to approve the financial statements regarding their third year in office. They can be re-elected.

Those with a situation of incompatibility as envisaged by law, or those who have gone beyond the limit of cumulated offices established by current laws and regulations cannot be elected as Auditors and, if they are elected, they forfeit their office.

At least one of the Acting auditors and at least one of the Substitute auditors are chosen from those who are listed in the register, created by operation of law, of legal auditors who have practiced the activity of legal account auditing for no less than three years.

Auditors without this requirement are chosen from those who have accrued an overall experience of at least three years in the practice of:

- a) management and control activities, or managerial tasks in joint-stock companies with a share capital of no less than two million euros; or
- b) professional activities or university teaching as professor on juridical, economical, financial and technical and scientific subjects, in the sectors of industry, trade, banking, technological services and IT; or

c) managerial functions at government bodies or public administrations in the fields of banking, finance and insurance or however in the sectors of industry, trade, banking, technological services and IT.

When they are appointed, the General Meeting determines the annual remuneration of the Auditors. The costs incurred when exercising their functions are reimbursed to them.

Article 25

Appointment of the Board of statutory auditors

The Board of statutory auditors is appointed based on lists with the aim of ensuring both that the minority appoints one Acting Auditor and one Substitute Auditor and the compliance with the current applicable laws and regulations on gender balance.

Only those Shareholders have the right to present the lists who, alone or together with other shareholders, prove that they hold, as at the day on which the lists are submitted to the Company, a total percentage of share capital with voting right that is no lower than that determined under the current regulation for the appointment of the Board of directors.

Procedures, terms and participation stake required for the presentation of the lists of candidates for the office are indicated in the notice of call of the General Meeting called to resolve upon the appointment of the Board of statutory auditors.

No Shareholder may present, or participate in presenting, not even by means of another person or a trustee company, more than one list, nor vote more than one list.

Shareholders belonging to the same group and shareholders who are members of a shareholders' agreement, whose object are Company's shares, cannot present or vote for more than one list, not even by means of another person or by means of trustee companies.

Lists presented that breach these conditions shall not be accepted.

Each list comprises two sections: one for the candidates for the office of Acting Auditor and the other for the candidates for the office of Substitute Auditor.

The names of no more than three candidates for the office of Acting Auditor and no more than three candidates for the office of Substitute Auditor must be listed in each section, by means of a progressive number.

Each candidate can only participate in one list, or he shall be ineligible.

The lists must be filed with the company head office not later than the twenty-fifth day preceding the date of General Meeting called on first or single call, in order to resolve upon the appointment of the members of the Board of Statutory auditors; this must be mentioned in the notice of call, without prejudice to any other forms of public disclosure set forth by the applicable laws and regulations.

Lists including a number of candidates equal to or more than three, shall be made up of candidates representing both genders, so that one or the other gender represents at least one third (rounded up) of the candidates to the office of Acting auditor and of at least one third (rounded up) of the candidates to the office of Substitute auditor.

Together with each list, by the deadline above, the following shall be filed:

- a) statements by means of which the individual candidates accept the candidacy and state, under their own responsibility, that there are no causes for ineligibility or incompatibility, and that they are vested with the requirements stated in law or in these By laws for the office;
- b) a short curriculum vitae about personal and professional skills of each candidate, stating the management and control positions held at other companies;
- c) information regarding the identity of the shareholders who have presented the lists;

d) the statement of shareholders, other than those who hold, even jointly, a controlling or a relative majority stake, which states that there are no relationships of connection, as defined by current regulations.

The certification or attestation providing evidence of the ownership of the share capital percentage required by the laws applicable at the time of the list submission may be produced even after its submission, provided that such certification is received by the Company within the deadline set out by the applicable laws and regulations concerning the publication of the lists by the Company,

A list presented without complying with the provisions above is considered as not being presented.

In the event that, as at the expiration date of the twenty-fifth day term preceding the date of the General Meeting called, on first or single call, in order to resolve upon the appointment of the members of the Board of Statutory auditors, only one list has been filed, or only lists presented by shareholders who are connected to each other under current regulations, within the term provided by the applicable laws and regulations, further lists can be presented, and the threshold mentioned in the notice of call will be halved.

In the event various lists are presented:

- two Acting Auditors and two Substitute Auditors are elected from the list that has obtained the highest number of votes at the General Meeting, based on the progressive order with which they are listed in the sections of the list;
- the third Acting Auditor and the third Substitute Auditor are elected from the minority list that has obtained the highest number of votes in the lists presented and voted on by the shareholders that are not connected in any way, not even indirectly, with the reference

shareholders, based on the progressive order with which they are listed in the sections of the list;

- if various lists have obtained the same number of votes, a ballot vote will be carried out between these lists by all entitled to vote at the General Meeting, and Auditors will be elected from the list that obtains the relative majority of share capital represented at the General Meeting.

If a subject connected to a reference shareholder has voted for a minority list, the connection only becomes relevant, for the purpose of excluding the elected minority Auditor, if the vote was crucial for the election of the Auditor.

In the event one single list has been presented, all the candidates included in that list are elected by a relative majority vote of share capital represented at the General Meeting.

If by means of the mechanism of the list vote or further to the poll on the single list filed, the Board of Statutory auditors composition (Acting Auditors) results non compliant with the applicable laws on gender balance, the necessary replacements shall be performed by choosing within the section for Acting auditors of the list which obtained the highest number of votes or within the sole list filed starting from the last candidate of the captioned list.

In the event no list has been presented, the Board of statutory auditors shall be appointed by the General Meeting by means of a relative majority vote of share capital represented at the General Meeting, provided that the gender balance stated by the current applicable laws and regulations is complied with.

The Chairman of the Board of statutory auditors will be the person listed at the top of the list presented and voted by the minority, or the first name on the single list presented or the person appointed by the General Meeting in the event no list has been presented.

Any elected Auditor who, during office, no longer hold the necessary requirements according to regulations and by laws, forfeits office.

Article 26

Replacement of Auditors

In the event of replacement of an Acting Auditor, he\she shall be replaced by the Substitute Auditor belonging to the same list.

If this is not possible, he\she shall be replaced, according to the original order of presentation, by the candidate placed in the same list as the one that left, without considering the initial section of belonging.

If the Chairman of the Board of statutory auditors has to be replaced, this office will be taken by the minority Auditor.

Auditors appointed under the clauses above shall hold their office until the next General Meeting.

If auditors need to be added to the Board:

- to replace the Auditor elected from the majority list, the new Auditor is appointed by means of a relative majority vote of share capital represented at the General Meeting, choosing from the candidates listed in the original majority list;
- to replace the Auditor elected from the minority list, the new Auditor is appointed by means of a relative majority vote of share capital represented at the General Meeting, choosing from the candidates listed in the original minority list;
- to simultaneously replace Auditors elected from the majority and minority lists, the new Auditors are appointed by means of a relative majority vote of share capital represented at the General Meeting, choosing, from the candidates indicated in the list in which each Auditor

being replaced appeared, a number of Auditors equal to the number of Auditors leaving belonging to the same list.

If it is not possible to proceed under the previous clause, the General Meeting called for the integration of the Board of statutory auditors shall resolve with the relative majority of the share capital represented at the General Meeting, without prejudice to the principle as per clause 1 of the previous article. However, the Chairman of the Board of statutory auditors shall be the minority auditor.

The above mentioned replacement procedures must, in any case, comply with the current applicable laws and regulations on gender balance.

Article 27

Meetings of the Board of statutory auditors

The Board of statutory auditors shall meet as often as this is prescribed by law.

It is regularly established with the presence of the majority of Auditors and resolves by the absolute majority of those present and, in the event of an equal vote, the vote of the Chairman of the Board prevails. The disagreeing Auditor has the right to put down in the minutes the reasons for his\her disagreement.

The meetings of the Board of statutory auditors can be held by videoconference and/or conference call. Therefore, those who have the right to attend the meetings, can participate, also from different venues, through appropriate connection systems.

In this case the following must be absolutely ensured:

- all participants must be recognised in each connected venue;
- all participants in the meeting must have the opportunity to take the floor, speak and verbally express their opinion, see, receive and send deeds and documents in general, and to

simultaneously examine them and pass resolutions.

In the event the meeting is held by means of videoconference and/or conference call, the meeting is deemed as held in the place where the Chairman of the Board of statutory auditors is present.

Article 28

Powers of the Board of statutory auditors

Auditors, besides the powers envisaged by law, can, even individually, carry out in any moment inspection and control acts, as well as request information from the directors, also with reference to subsidiaries, regarding company operations or specific businesses, or make the same requests for information directly to the management and control bodies of the subsidiaries.

The Board of statutory auditors can, after giving notice to the Chairman of the Board of directors at least thirty days before the date of the meeting, call the Board of directors', the Executive committee or the Shareholders' Meeting.

This last power of call can be also exercised individually by each member of the Board of statutory auditors with the exception of the power to call the Shareholders' meeting, which can be exercised by at least two members.

SECTION VI

MANAGER IN CHARGE OF DRAFTING THE COMPANY'S FINANCIAL REPORTS

Article 29

Appointment and requirements

The Board of directors appoints - eventually defining the term of office - and revokes, upon mandatory and non binding opinion of the Board of statutory auditors, the Manager in charge of drafting the company's financial reports.

The Manager in charge of drafting the company's financial reports must:

- 1) be qualified as manager and have the requirements of good reputation envisaged by the law for the members of the Board of directors;
- 2) have accrued at least three years' experience in the exercise of administrative/accounting and/or financial and/or control activities at the Company and/or its subsidiaries and/or at other joint stock companies.

The Board of directors, at the moment of the appointment, grants to the Manager in charge of drafting financial reports appropriate powers and means in order to fulfill the tasks assigned to him\her by the law and defines his\her remuneration.

SECTION VII

FINANCIAL STATEMENTS AND PROFITS

Article 30

Company's accounting period

The company's accounting period ends on 31st December of each year.

Article 31

Profit allocation

Net profits resulting from the annual financial statements are to be allocated as follows:

- a) 5% to the legal reserve up to the limit established by law;
- b) a privileged dividend to holders of savings shares up to reaching the amount of EUR 0.13 per share, and it is pointed out that, if in one year a dividend under the amount of EUR 0.13 per share is assigned to savings shares, the difference is calculated as an increase in the privileged dividend in the next two years;
- c) the remaining amount to all Shareholders, under a resolution of the General Meeting, so that savings shares are granted an overall dividend increased, with respect to that of ordinary shares, by the amount of EUR 0.078 per share, unless the General Meeting decides special allocations to the extraordinary reserves or to the Board of directors for other purposes.

Article 32

Advance payments on dividends

The Board of directors has the power to decide that advance payments on dividends are distributed within the limits and under the terms envisaged by law.

SECTION VIII

WINDING UP AND LIQUIDATION

Article 33

Liquidation

In the event of winding up of the company, the General Meeting defines the procedures for the winding up and appoints one or various liquidators and determines their powers and remuneration.

SECTION IX

GENERAL PROVISIONS

Article 34

Reference to law provisions

Law provisions apply to that which is not envisaged by these By laws.

Each reference to current “laws / regulations / provisions” must be construed as referred to the “law / regulation / provision” in force from time to time.

TRANSITIONAL PROVISION

The extraordinary meeting of ordinary shareholders of 4 August 2016 resolved, in compliance with the terms and conditions established therein and in the context of – and indivisible with – the mandatory conversion of the savings shares, the attribution to the holders of savings shares of an extraordinary privileged dividend consisting of: (i) Euro 80.00 per each group of no. 10 savings shares held, and (ii) no. 3 ordinary shares of HeidelbergCement AG per each group of no. 10 savings shares held.