

**SNAM S.p.A.**  
**BYLAWS**

**Chapter I - ESTABLISHMENT AND CORPORATE PURPOSE**

ARTICLE 1

1.1 The Company “**Snam S.p.A.**” is governed by these Bylaws. The name may be written in any font in either upper or lower case letters.

ARTICLE 2

2.1 The corporate purpose is to exercise, directly or indirectly, in Italy and abroad, including through direct or indirect equity investments in companies, entities or enterprises, in regulated activities involving transportation, dispatching, distribution, regasification and storage of hydrocarbons, as well as any other economic activity that is linked through whatever degree of importance to one or more of the activities mentioned above, including the production of hydrocarbons associated with activities for storage thereof, the storage of other gases, the activity of energy metering, as well as the management of organised gas markets; all in observance of the concessions provided for by law.

2.2 In pursuance of the corporate purpose and instrumental thereto, the Company:

- may take all actions necessary or appropriate for the achievement of the corporate purpose, by way of example, industrial, commercial, securities, property and financial operations, as assets or liabilities, and any activity that is connected to the achievement of the corporate purpose, including technical and scientific research – the acquisition of technical patents related to activities developed and the activities of the study, design, construction, acquisition, management and operation of complex systems of transportation, transportation infrastructure, information technology and telecommunications, with the exception of the collection of public savings and the performance of activities regulated by law on financial intermediation;
- shall undertake the technical, industrial and financial coordination of subsidiaries and the provision of the appropriate financial assistance and services by those required;
- may engage in activities connected with the protection and restoration of the environment and land conservation;
- in its operations will uphold the principles of equal treatment of shippers, transparency, impartiality and neutrality in transporting and dispatching, in compliance with the applicable regulations and provisions of the Law. In particular, the Company, in accordance with the principles of cost-effectiveness, profitability and maximisation of shareholders’ investment, and without prejudice to the requirements of confidentiality of company data, carries out its corporate purpose with the intention of promoting competition, efficiency and the appropriate levels of quality in providing services. To this end:
  - guarantees impartiality in the management of essential infrastructures for the development of a free energy market;
  - prevents discrimination in the access to commercially sensitive information;
  - prevents the exchange of resources between segments of the supply chains.

ARTICLE 3

3.1 The Company’s head office is in San Donato Milanese, Milan, Piazza Santa Barbara 7.

3.2 Additional offices, branches, agencies, subsidiaries and representative offices may be established or wound up in Italy and abroad.

#### ARTICLE 4

4.1 The duration of the Company is until 31 December 2100 and may be extended one or more times, by resolution of the Shareholders' Meeting.

### **Chapter II – SHARE CAPITAL OF THE COMPANY**

#### ARTICLE 5

5.1 The share capital amounts to €~~2,735,670,475.563,696,851,994.00~~ (two billion, seven hundred thirty-five million, six hundred seventy thousand, four hundred seventy five point fifty six ~~three billion, six hundred ninety-six million, eight hundred fifty one thousand, nine hundred ninety four point zero-zero~~), divided into no. 3,500,638,294 (three billion, five hundred million, six hundred thirty eight thousand, two hundred ninety-four) shares with no ~~par value~~ ~~indication of nominal value~~.

5.2 The Shareholders' Meeting may decide to increase capital by imposing terms, conditions and procedures. The capital may be increased: with in-kind contributions and credits and by issuing new shares, including special categories, to be allocated for free under Article 2349 of the Italian Civil Code.

#### ARTICLE 6

6.1 The shares are registered and may not be split. Each share carries the right to one vote.

6.2 Where a share is jointly owned, the shareholders' rights are exercised by a single representative. The provisions regarding representation, legitimation and circulation of the shares envisaged for shares traded on regulated markets are confirmed.

6.3 Payments on shares shall be requested by the Board of Directors on one or more occasions. Default interest on late payments shall be charged at the legal rate of interest and Article 2344 of the Italian Civil Code applies.

6.4 Withdrawal shall be allowed only in those cases envisaged in compulsory provisions of law and in any case, shall not be permitted in the case of extension of the duration, as well introduction, modification or removal of constraints regarding the circulation of shares.

6.5 Shareholder status, in and of itself, implies the unconditional adherence to these Bylaws.

6.6 The domicile of shareholders, other parties with voting rights, directors, auditors and the statutory audit Company, for the purposes of their relations with the Company, is the one indicated in the corporate books or in subsequent notifications sent by said persons.

#### ARTICLE 7

7.1 The Company may issue bonds, including convertible bonds or warrant bonds and other certificates of indebtedness in the correct legal forms.

### **Chapter III – SHAREHOLDERS' MEETING**

#### ARTICLE 8

8.1 Shareholders' Meetings shall be either ordinary or extraordinary.

8.2 The ordinary Shareholders' Meeting shall be called to approve the financial statements at least once a year, within 180 days of the closing of the financial year, since the Company is required to prepare consolidated financial statements.

8.3 Shareholders' Meetings shall be held in Italy.

#### ARTICLE 9

9.1 The Shareholders' Meeting shall be convened by notice published in terms and manner prescribed by current legislation. Shareholders' meetings shall be convened in a single call only.

#### ARTICLE 10

10.1 Participation in the Shareholders' Meeting is governed by provisions of law, by the Bylaws and by the provisions contained in the notice of call of the Meeting.

10.2 The legitimisation of participation in the Shareholders' Meeting is governed by the provisions of the law. Those with voting rights may be represented by written proxy within the legal limits; notice of this proxy may be given by certified email. The related documents shall be kept by the Company.

10.3 The Company shall provide space to enable associations of shareholders who fulfil the relevant legal requirements under the terms and conditions agreed upon with their legal representatives from time to time to post notices and to collect proxies on behalf of shareholders who are employees of the Company or its subsidiaries.

10.4 It is the duty of the Chairman of the Shareholders' Meeting to ensure the validity of proxies and the right to participation in the Shareholders' Meeting.

10.5 The conduct of Shareholders' Meetings is governed by meeting regulations approved by the ordinary Shareholders' Meeting.

#### ARTICLE 11

11.1 The Shareholders' Meeting, legally convened and constituted, represents all the shareholders. Its decisions are binding on all the shareholders even if they did not participate in the Meetings, or abstained or voted against them.

11.2 The Shareholders' Meeting is chaired by the Chairman of the Board of Directors or, in the event of his absence or impediment, by the person appointed by a majority of the shareholders present.

11.3 The Shareholders' Meeting appoints a Secretary, who need not be a shareholder.

11.4 The minutes of the Shareholders' Meeting are written by the Secretary and signed by the Secretary and the Chairman; the minutes of the extraordinary Shareholders' Meetings are written by a notary and signed by the Chairman.

The copies of the minutes certified as correct by their writer and the Chairman constitute the legal record.

#### ARTICLE 12

12.1 The validity of the formation of Shareholders' Meetings is established by law.

12.2 The Ordinary Shareholders' Meeting authorises resolutions concerning disposal, contribution, leasing, usufruct and any other act of disposition, including those that apply to joint ventures, or subject to business restrictions or strategically relevant business units involving gas transportation or dispatching activity, notwithstanding the directors' responsibility for the acts carried out, pursuant to Article 2364 no. 5 of the Italian Civil Code. Resolutions in such matters are adopted by a favourable vote of shareholders representing at least three-fourths of the capital present at the meeting.

12.3 For other matters within its powers, the ordinary Shareholders' Meeting decides with the majorities set by law.

12.4 The extraordinary Shareholders' Meeting resolves with a majority of at least three-fourths of the capital present at the meeting.

12.5 The Board of Directors is responsible for passing resolution on the following issues:

- a merger in the cases envisaged in Articles 2505 and 2505-*bis* of the Italian Civil Code, also in the case of de-merger;
- opening, modification and closure of additional offices;
- reduction of the share capital in the case of withdrawal of shareholders;
- amendments of Bylaws to comply with legislative provisions;
- transfer of the company's registered office within the domestic territory.

## **Chapter IV – BOARD OF DIRECTORS**

### ARTICLE 13

13.1 The Company is managed by a Board of Directors made up of no less than five members and no more than nine; their number and their term of office are established by the Shareholders' Meeting at the time of appointment.

13.2 Directors may be appointed for a period not exceeding three financial years, which term expires on the date of the Shareholders' Meeting called to approve the financial statements for the last year of their term of office; they may be re-elected.

13.3 Pursuant to the pro tempore provisions in force on gender representation, the Board of Directors is appointed by the Shareholders' Meeting based on the lists submitted by the shareholders. In these lists, the candidates must be listed by consecutive number.

Lists are filed at the registered office by the twenty-fifth day prior to the date of the Shareholders' Meeting called to resolve on the appointment of the members of the Board of Directors and made available to the public by the methods provided for by law and by Consob regulations at least twenty-one days prior to the date of the Shareholders' Meeting.

Each shareholder may submit or be involved in submitting only one list and may vote on only one list, according to the terms provided for by the abovementioned legal and regulatory provisions.

Each candidate may run as a candidate on only one list, subject to ineligibility.

Only shareholders who alone or together with other shareholders represent at least 2% or are the owners overall of another percentage of shares stipulated by Consob regulations are entitled to submit lists. The ownership of the minimum percentage necessary for the submission of lists is determined considering the shares registered in the shareholder's favour on the date on which the lists are filed at the Company.

For purposes of corroborating ownership of the number of shares necessary for the submission of lists, shareholders must produce the respective certification issued in accordance with the law by authorised intermediaries by the deadline provided for publication of the lists by the Company.

If there are no more than seven directors on the board, at least one must satisfy the independence criteria established for auditors of listed companies; however, with more than seven directors on the board, at least three must satisfy the independence criteria.

Candidates meeting the aforesaid independence requirements must be specifically identified on the lists.

Pursuant to the Prime Minister's Decree of 25 May 2012 laying down the "Criteria, conditions and arrangements for the adoption of the Snam S.p.A. unbundling model pursuant to Article 15 of Law 27 of 24 March 2012", directors may not sit on the administrative board or supervisory board nor hold office in eni S.p.A. or its subsidiaries, nor deal directly or indirectly, on a professional or financial basis, with such companies.

All candidates must also meet the honesty requirements provided for by current provisions.

In order to comply with applicable regulations on gender representation, in the lists containing three or more candidates, candidates of each gender shall be present, in accordance with the notice of call

of the Shareholders' Meeting. Where the number of the least represented gender must, by law, be at least three, the presented lists for the appointment of the majority of the Board of Directors' members must include at least two candidates of the least represented gender.

Together with each list, subject to its admissibility, a curriculum vitae must be filed for each candidate as well as the candidates' statements accepting their candidacy and certifying, under their own cognisance, the lack of grounds for ineligibility or incompatibility, as well as the fact that they satisfy the honesty and possible independence requirements.

The directors appointed must inform the Company of any loss of the independence and honesty requirements, as well as the occurrence of causes of ineligibility or incompatibility.

13.4 The Board shall periodically evaluate the independence and honesty of the directors, as well as the lack of grounds for ineligibility or incompatibility. In the event a director does not meet or ceases to meet the independence or honesty requirements declared or legally required, or if grounds for ineligibility or incompatibility should exist, the Board shall dismiss the director and replace him/her or ask him/her to desist from the reason of incompatibility within a pre-determined time period, else face dismissal from office.

13.5 Directors shall be elected as follows:

- a) seven tenths of the directors to be elected shall be taken from the list receiving the majority of the shareholders' votes in the consecutive order in which they appear on the list, rounding down to the nearest whole number if the number is a decimal;
- b) the remaining directors shall be taken from the other lists, which may not be associated in any way, even indirectly, to shareholders who have submitted or voted for the list which came in first in number of votes; for that purpose, the votes won by said lists shall be divided successively by one, two or three, depending on the consecutive number of directors to be elected. The quotients thus obtained shall be assigned progressively to candidates from each of these lists, according to the order shown in them. The quotients thus assigned to candidates from the different lists shall be arranged in a single decreasing gradation. Those obtaining the highest quotients shall be elected. If several candidates obtain the same quotient, the candidate from the list which has not yet elected any director or that has elected the smallest number of directors shall be elected. If none of these lists has yet elected a director or if all have elected the same number of directors, the candidate from the list obtaining the greatest number of votes shall be elected. If the voting on lists is tied and the quotient is also tied, a new vote by the entire Shareholders' Meeting shall be held, and the candidate winning a simple majority of votes shall be elected;
- c) if, after following the procedure described above, the minimum number of independent directors required by the Bylaws is not elected, the quotient of votes to be attributed to each candidate is taken from the lists, dividing the number of votes for each list by the order number of each of these candidates; non-independent candidates with the lowest quotients among the candidates taken from all the lists shall be replaced, starting from the very lowest, by the independent candidates taken from the same list as the candidate being replaced (following the order in which they are listed); otherwise, they shall be replaced by people who meet the independence criteria and appointed in accordance with the procedure mentioned in letter d). If candidates taken from different lists have obtained the same quotient, the candidate from the list from which the highest number of directors has been taken shall be replaced, or, if these numbers of directors are the same, the candidate taken from the list with the fewest votes shall be replaced, or, if the number of votes is the same, the candidate who receives the fewest votes in a dedicated resolution by the Shareholders' Meeting shall be replaced;
- c-bis) notwithstanding the procedure described in letters a) and b) above it is not possible to comply with the law on gender representation, the quotient of votes to be attributed to each candidate taken from the lists shall be calculated by dividing the number of votes for each list by the order number of each of these candidates; the candidate of the most represented gender with the lowest quotient among the candidates taken from all the lists shall be replaced, notwithstanding the compliance with the minimum number of independent directors, by the candidate of the least

represented gender (with the highest consecutive number) taken from the same list as the replaced candidate; otherwise, the candidate shall be replaced by the person appointed in accordance with the procedure mentioned in letter d). If candidates from different lists have obtained the same lowest quotient, the candidate from the list from which the greater number of directors has been taken shall be replaced, or, if these numbers of directors are the same, the candidate taken from the list with the fewest votes shall be replaced, or, if the number of votes is the same, the candidate who receives the fewest votes in a dedicated resolution by the Shareholders' Meeting shall be replaced;

- d) for the appointment of directors not appointed for any reason by the above procedure, the Shareholders' Meeting shall resolve by statutory majority so as to ensure that the composition of the Board of Directors is consistent both with the law and with the Bylaws.

Additional binding legal provisions, including regulatory rules, remain unchanged.

13.6 The list voting mechanism applies only for the replacement of the entire Board of Directors.

13.7 Even during its term of office, the Shareholders' Meeting may change the number of directors, provided it is within the limit set forth in paragraph one of this Article, respective appointments in accordance with the procedures set forth in Article 13.5 lett. d), above. The term of office of directors thus elected shall expire with those in office.

13.8 If, during the financial year, the office of one or more directors should be vacated, Article 2386 of the Italian Civil Code shall be applied.

Compliance with the minimum number of independent directors and with the applicable law on gender representation must in any case be ensured.

If the majority of directors should vacate their offices, the entire Board of Directors shall be understood to resign, and the Shareholders' Meeting must be called without delay by the Board of Directors in order to replace it.

13.9 The Board of Directors may form internal committees charged with consultative and advisory duties on specific matters.

## ARTICLE 14

14.1 The Board of Directors may appoint the Chairman from among its members if the Shareholders' Meeting has not already done so, as well as the Secretary, who need not be a Board Director.

The Chairman:

- represents the Company pursuant to Article 19 of these Bylaws;
- chairs Shareholders' Meetings, exercising the functions envisaged in law and in the Shareholders' Meeting regulation;
- calls and chairs Board of Directors' meetings, prepares the agenda and coordinates its tasks;
- arranges for adequate information about the topics on the agenda to be provided to the directors.

## ARTICLE 15

15.1 The Board of Directors is convened by the Chairman – or, in his absence or impediment, by the Chief Executive Officer, or, finally, in his absence or impediment, by the eldest board member – whenever he deems suitable or when at least two Board members request a meeting of the Board in writing. The request must indicate the reasons for convening the Board.

15.2 The Board of Directors meets in the location indicated in the notice of call. The notice is usually sent at least five days before the meeting. The Board of Directors' meetings may be held via conference call or video conference on condition that all participants are identifiable and can follow the discussion, examine, receive and transmit documents and participate in real time in the discussions. The meeting is considered as having taken place where the Chairman of the meeting

and Secretary are located. The Board of Directors shall define additional terms and procedures for convening of its meetings.

15.3 The meetings of the Board of Directors shall be chaired by the Chairman or in his absence or impediment, the Chief Executive Officer or, finally, in case of absence or inability to attend of the latter, by the eldest Board member present.

#### ARTICLE 16

16.1 The Board of Directors is invested with full powers for ordinary and extraordinary management of the Company and, in particular, may take all actions it deems necessary for the implementation and achievement of the corporate purpose, excluding only acts that the law or these Bylaws reserve to the Shareholders' Meeting. The Board of Directors may delegate its powers to one or more of its members, determining the limits of delegation pursuant to Article 2381 of the Civil Code and appointing the Chief Executive Officer. The Board of Directors may, in any case, issue directives to the Chief Executive Officer and re-assume responsibility for activities delegated. The Board of Directors may also revoke the powers granted at any time, proceeding, in the event of revocation of the powers delegated to the Chief Executive Officer, to appoint a new Chief Executive Officer. The Board of Directors may also establish committees, deciding on their powers and their number of members.

The Board, upon proposal of the Chairman, in consultation with the Chief Executive Officer, may confer powers for single acts or categories of acts to other members of the Board of Directors.

The Chairman and the Chief Executive Officer, within the powers to them conferred, may give proxies and powers of attorney of the Company, for single acts or categories of acts, to employees of the Company and also third parties.

16.2 The Board of Directors may appoint, as proposed by the Chief Executive Officer, upon agreement with the Chairman, one or more General Managers, defining their powers, subject to verification that they satisfy the legally prescribed integrity requirements. These persons may not hold the posts indicated in Article 13.3 of these Bylaws. The Board of Directors shall periodically evaluate the integrity and the absence of incompatibility of the General Managers. Failure to satisfy the requirements shall result in removal from the position.

16.3 On the occasion of meetings and at least quarterly, the Chairman or any directors granted powers pursuant to this Article shall report to the Board of Directors and the Board of Statutory Auditors on the subsidiaries, overall progress, foreseeable trends, significant economic, financial or asset-related transactions, paying special attention to transactions in which they have an interest either on their own behalf or on behalf of third parties or transactions which are influenced by any party involved in management and oversight.

16.4 The Board of Directors, as proposed by the Chief Executive Officer and upon agreement with the Chairman, subject to prior approval by the Board of Statutory Auditors, shall appoint the Officer in charge of preparing financial reports from among those who satisfy the requirements of professionalism specified below.

The Officer in charge of preparing financial reports must be chosen from among people who do not hold any of the posts referred to in Article 13.3 of these Bylaws and who have performed the following activities for at least three years:

- a) director, control or management activity at a company listed on regulated markets in Italy, other states of the European Union or other countries belonging to the OECD which have a share capital of no less than €2 million, or
- b) audit activity at the companies mentioned under letter a), or
- c) professional or university teaching activity in finance or accounting, or
- d) managerial functions at public or private entities with financial, accounting or control responsibilities.

The Board of Directors shall ensure that the Officer in charge of preparing financial reports is endowed with adequate powers and means to perform his duties and shall ascertain that the company's administrative and accounting procedures are effectively applied.

#### ARTICLE 17

17.1 A Board of Directors meeting is valid if present a majority of members is present.

17.2 Resolutions are adopted by a simple majority of members present and, in the event of a tie, by the meeting chairman's casting vote.

17.3 The minutes of the board meetings are written by the Secretary of the Board of Directors and signed by the Chairman of the meeting and the Secretary.

17.4 Copies of minutes certified by the Chairman of the meeting and the Secretary of the Board of Directors are valid for legal purposes.

#### ARTICLE 18

18.1 Board members are entitled to remuneration on an annual basis and for the duration of their office as set by the ordinary Shareholders' Meeting when they were appointed; the remuneration so defined is valid until such time as the Shareholders' Meeting decides otherwise. Board members also receive reimbursement for expenses arising from their duties.

18.2 Board members with specific duties receive remuneration set by the Board of Directors following the opinion of the Board of Statutory Auditors.

#### ARTICLE 19

19.1 Legal representation of the Company before any judicial or administrative authority and before third parties and signing on behalf of the Company are responsibility of both the Chairman and the Chief Executive Officer.

### **Chapter V – BOARD OF STATUTORY AUDITORS**

#### ARTICLE 20

20.1 The Board of Statutory Auditors consists of three effective auditors; two alternate auditors are also appointed. The Shareholders' Meeting appoints the auditors and determines their compensation. Statutory auditors are chosen from among those who meet the professionalism and honesty requirements indicated in Decree no. 162 of 30 March 2000 of the Ministry of Justice.

Issues set forth in this decree which relate strictly to the Company's activity include: commercial law, business economics and business finance.

Likewise, the sector pertaining strictly to the Company's business is the engineering and geology sector.

20.2 Statutory auditors may assume offices as members of management and control bodies of other companies within the limits set by Consob in its regulations, except for the posts referred to in Article 13.3 of these Bylaws.

20.3 Pursuant to the pro tempore provisions in force on gender representation, the Board of Statutory Auditors is appointed by the Shareholders' Meeting based on the lists submitted by the shareholders. In these lists, the candidates must be listed by consecutive number and their number must not be higher than that of the members of the body to be elected.

The procedures governed by Article 13.3 of the Bylaws shall apply for the filing, submission and publication of lists.



Each shareholder may submit or be involved in submitting only one list and may vote on only one list, according to the terms provided for by the abovementioned legal and regulatory provisions. Only shareholders who alone or together with other shareholders represent at least 2% or are the owners overall of another percentage of shares stipulated by Consob regulations are entitled to submit lists.

Each candidate may run as a candidate on only one list, subject to ineligibility.

Lists are broken into two sections: the first for candidates to the office of effective auditor, and the second for candidates to the office of alternate auditor. At least the first candidate in each section must be included in the register of statutory auditors and must have a minimum of three years' experience as an auditor.

In order to comply with the applicable law on gender representation, lists with candidates for both sections which contain three or more candidates presented for appointment of the majority of the Board of Statutory Auditors' members must contain candidates of each gender in the section for the appointment of effective auditors, in accordance with the notice of call of the Shareholders' Meeting. If the alternate auditor section of these lists contains two candidates, there must be one of each gender.

Two effective auditors and one alternate auditor are taken from the list that wins the majority of the votes. The other effective auditor and the other alternate auditor are appointed pursuant to Article 13.5 letter b), which shall be applied separately to each of the sections into which the other lists are broken down.

The Shareholders' Meeting appoints as Chairman of the Board of Statutory Auditors the effective auditor appointed pursuant to Article 13.5 letter b).

If according to the above mentioned procedure it is not possible to ensure the compliance with the law on gender representation for the effective auditors, the quotient of votes to be attributed to each candidate taken from the effective auditor sections of the different lists shall be calculated by dividing the number of votes for each list by the order number of each of these candidates; the candidate of the most represented gender with the lowest quotient among the candidates taken from all the lists shall be replaced by the candidate of the least represented gender (with the highest consecutive number) from the same effective auditor section of the list of the replaced candidate, or, failing this, from the alternate auditor section of the same list as the replaced candidate (who, in this case, takes the place of the alternate auditor he/she has just been replaced by). If this procedure fails to ensure the compliance with the law on gender representation, the candidate is replaced by the person appointed by the Shareholders' Meeting with the majority of votes set by the law, in such a way as to ensure that the composition of the Board of Statutory Auditors complies with the law and with the Bylaws. Where candidates from different lists have obtained the same quotient, the candidate from the list from which the greater number of Statutory Auditors has been taken shall be replaced, or, if these numbers of Statutory Auditors are the same, the candidate taken from the list with the fewest votes shall be replaced, or, if the number of votes is the same, the candidate who receives the fewest votes in a dedicated resolution by the Shareholders' Meeting shall be replaced.

For the appointment of Statutory Auditors not appointed for any reason according to the above mentioned procedures, the Shareholders' Meeting shall resolve by statutory majority so as to ensure that the composition of the Board of Statutory Auditors complies both with the law and the Bylaws.

In the event of the replacement of a statutory auditor from the list that wins the majority of the votes, he/she is replaced by the alternate auditor from the same list; in the event of replacement of a statutory auditor from other lists, he/she is succeeded by the alternate auditor from the those lists. If the replacement fails to ensure the compliance with the law on gender representation, a Shareholders' Meeting must be called as soon as possible to this end.

The list voting procedure applies only for the replacement of the entire Board of Statutory Auditors. Additional binding legal provisions, including regulatory rules, remain unchanged.

20.4 Outgoing statutory auditors may be re-elected.

20.5 Upon notice to the Chairman of the Board of Directors, the Board of Statutory Auditors may call Shareholders' Meetings and Board of Directors' meetings. The power to call Board of Directors' meetings may be exercised individually by each member of the Board of Statutory Auditors; power to call Shareholders' Meetings must be exercised by at least two members of the Board.

20.6 The Board of Statutory Auditors may meet via conference call or videoconferencing, providing that all participants are identifiable and can follow the discussion, examine, receive and transmit documents and participate in real time in the discussions. A session is considered held if it takes place where the Chairman of the Board of Statutory Auditors and the Secretary, if appointed, are located.

## **Chapter VI – FINANCIAL STATEMENT, PROFITS AND DIVIDENDS**

### ARTICLE 21

21.1 The Company's financial year runs from 1 January to 31 December of each year.

At the end of each financial year the Board of Directors prepares the financial statements as required by law.

21.2 The net profit shown in the financial statements and properly approved will be distributed:

- up to 5% to legal reserves until this reaches the limit set by law;
- the remainder will be distributed to shares, except as otherwise resolved by the Shareholders' Meeting.

Dividends not collected within five years of the date on which they became payable revert to the Company.

The Board of Directors may agree a dividend payment on account in the course of financial year.

## **Chapter VII – LIQUIDATION AND WIND-UP**

### ARTICLE 22

22.1 The liquidation and wind-up of the Company is governed by the relevant laws.

## **Chapter VIII – GENERAL PROVISIONS**

### ARTICLE 23

23.1 All matters not expressly covered or not otherwise regulated by the Bylaws are governed by provisions of law.