

## COMPANY BYLAWS

### Name - Shareholders - Registered Office - Term – Object

#### Art. 1

A company limited by shares ("*società per azioni*") is established with the following name:

**"YOOX Net-A-Porter Group S.p.A."** or, in its abbreviated form, **"YNAP S.p.A."**

#### Art. 2

1. The Company has its registered office in Milan.
2. It can establish secondary offices, branches, offices and representative offices both in Italy and abroad.

#### Art. 3

1. The term of the Company is fixed until December 31, 2050 and may be extended by resolution of the Extraordinary Shareholders' Meeting.
2. Where a resolution is made concerning the extension of the term of the Company, Shareholders who did not take part in the approval of that resolution shall not have the right of withdrawal.

#### Art. 4

The object of the Company - either directly or through any subsidiaries thereof - is as follows:

- commerce and the provision of commercial services relating to clothing and accessories and, more generally, to anything that accessorises the person or the home, during free time, when relaxing or during leisure activities, whether or not such products bear the YOOX logo. The above commercial services include the creation, marketing, leasing, sale and agency with or without consignment of advertising and promotional spaces of any kind on websites;
- internet commerce, also known as "e-commerce", and the supply of related services;
- the design, creation, marketing, distribution, purchase and sale of hardware and software products, systems and services functional or related to electronic commerce activities, including the design,

creation, configuration and marketing of websites, network services, network electrical equipment and telecommunication products and services as well as the operation and handling of the latter and the provision of graphics, 3D graphics and design services with and without the aid of computer tools;

- the creation of desktop publishing services and products connected or related to electronic commerce activities;

- publishing activities in general (excluding any activity that may be restricted in accordance with laws from time to time in force), the design and/or printing of publications for itself and for third parties, including audio-visual publications;

- management and organisation, both for itself and for third parties, of conferences, studies, masters and exhibitions, training and refresher courses and workshops on subjects connected to the company's activities, excluding any activities reserved for recruitment agencies.

The company may carry out all commercial, property and financial transactions - including the acquisition of shareholdings - that are deemed useful by the management body for the attainment of the company's objects, excluding financial activities involving the general public.

## **Share capital**

### **Art. 5**

1. The share capital amounts to Euro 1,351,790.95 (one million three hundred and fifty-one thousand seven hundred and ninety-one point ninety-five) and is divided into 92,761,718 (ninety-two million seven hundred and sixty-one thousand seven hundred and eighteen) ordinary shares, and 42.417.377 (forty-two million four hundred seventeen thousand thousand three hundred and seventy-seven) shares without voting rights referred to as B Shares, all being no par value shares.

B Shares have no voting rights at the Ordinary or Extraordinary Shareholders' Meetings; however, holders of B Shares shall be entitled to all other non-financial and financial rights of ordinary shares, as

well as rights reserved for holders of special shares under the prevailing regulatory provisions applicable. Where ordinary shares are split or merged, B Shares must also be split or merged in accordance with the same criteria adopted for ordinary shares; similarly, all resolutions to increase the share capital (or related single tranches) granting option rights must provide for the issuance of ordinary shares and B Shares according to the ratio existing between the two share classes when such resolution to increase share capital is passed , such that the option rights of ordinary shares apply to ordinary shares and the option rights of B Shares apply to B Shares.

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By resolution of the extraordinary meeting of May 16, 2007, the Board of Directors was granted the right, pursuant to Art. 2443 of the Civil Code, to increase the share capital, for consideration, at one or more times, over a maximum period of five years as from the date of the above resolution, excluding the pre-emption right specified in Art. 2441, fifth and eighth paragraphs, of the Civil Code, by issuing a maximum number of 104,319 (one hundred and four thousand three hundred and nineteen) new ordinary shares with the same characteristics as those currently in circulation, each with a nominal value of Euro 0.52 (zero point five two), and thus by a maximum nominal amount of Euro 54,245.88 (fifty-four thousand two hundred and forty-five point eight eight);

the newly issued shares shall enjoy the same dividend rights as those of the other shares in circulation at the time they are subscribed;

the increase is intended to service a stock option plan for the directors, partners and employees of the company and its subsidiaries.

Individual board resolutions shall be adopted, insofar as compatible, in accordance with the procedure set out in Art. 2441, sixth paragraph of the Civil Code, and the price shall be determined by the directors at no less than Euro 59.17 (fifty-nine point one seven) for each share, and in observance of any statutory limit.

As a result of the resolutions of the extraordinary meeting of September 8, 2009 - which removed the nominal value of the shares and split the existing shares and changed a few dates pursuant to Art. 2439 of the Civil Code - the following transitional clauses regarding the exercise of the above rights were amended as follows:

At the same meeting of September 3, 2009, the board of directors also partly exercised the aforementioned right granted by the extraordinary meeting of May 16, 2007, pursuant to Art. 2443 of the Civil Code, by increasing the share capital - excluding the pre-emption right specified in Art. 2441, fifth and eighth paragraphs of the Civil Code - to service the stock option plan via the issue of a maximum of 5,176,600 new ordinary shares with the same characteristics as those currently in circulation and each with an accounting par value of Euro 0.01 (figures updated following the bylaw amendment of September 8, 2009).

The price of the shares being issued is fixed at Euro 1.1379 for each share in relation to 4,784,000 (four million seven hundred and eighty-four thousand) new shares and at Euro 2.0481 for each share in relation to 392,600 (three hundred and ninety-two thousand and six hundred) new shares (figures updated following the bylaw amendment of September 8, 2009).

Pursuant to Art. 2439, second paragraph, of the Civil Code, the deadline for subscription was set at September 3, 2019, with the provision that, if the capital increase is not fully subscribed by this date, the share capital shall be deemed to have been increased by an amount equal to the subscriptions received.

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The capital may also be increased by issuing different categories of shares, each having specific rights and rules, either through cash contributions or non-cash contributions, within the limits permitted by law.

The shareholders' meeting may grant the Board of Directors the right to increase the share capital, at one or more times, up to a specified amount and over a maximum period of 5 (five) years from the date of the resolution.

Without prejudice to any other provision on the increase of share capital, during the entire period in which the Company's shares are admitted for trading on a regulated market, where the capital is increased for consideration, including to service the issue of convertible bonds, the pre-emption right may be excluded, by resolution of the shareholders' meeting or, under a delegated power, by the Board of Directors, within the limits of 10 per cent of the existing share capital, pursuant to Art. 2441, fourth paragraph, second indent, of the Civil Code, on condition that the issue price corresponds to the market value of the shares and this is confirmed by a special report by a statutory auditor or by a statutory auditing company. The resolution referred to in this paragraph is adopted with the quorums set out in Art. 2368 and 2369 of the Civil Code.

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The extraordinary Shareholders' Meeting of 21 July 2015 resolved to delegate to the Board of Directors the authority, pursuant to Article 2443 of the Italian Civil Code, to be exercised within three years from the effective date of the merger by absorption, pursuant to Article 2504-bis of the Italian Civil Code, of Largentia Italia S.p.A. into YOOX, to increase the share capital, in one or more tranches, by a maximum of EUR 200,000,000.00, including any share premium, on the following conditions:

- (i) The maximum number of shares to be issued under the resolution or resolutions to increase the share capital shall not exceed 10% of the number of shares resulting from the execution of the merger by absorption of Largentia S.p.A. into the Company.
- (ii) The resolution or resolutions to increase the share capital may grant option rights or exclude them pursuant to Art. 2441, paragraph 4, second sentence of the Italian Civil Code or pursuant to Art. 2441, paragraph 5, of the Italian Civil Code.
- (iii) The resolutions to increase the share capital (or tranches of share capital) granting option rights shall determine the issuance of ordinary shares and B Shares in the same ratio existing between the two share classes at the time the Board of Directors approves the resolution to increase the share

capital, such that option rights connected to ordinary shares are exercised over ordinary shares and option rights connected to B Shares are exercised over B Shares.

(iv) The resolutions to increase the share capital (or tranches of share capital) which exclude option rights (a) may provide that the newly-issued shares, which will in any case be ordinary shares, are offered to qualified investors, within the meaning of Article 34-ter paragraph 1 (b) of the Consob Regulation, or to strategic and/or industrial partners of YOOX, and (b) shall set the issue price for the newly issued shares (or the criteria for determining it when the shares are in fact offered) in accordance with the procedures and criteria set out by the applicable law and regulation in force.

(v) The resolutions to increase the share capital shall determine what part of the total share issue price is to be allocated to nominal amount and what part, if any, of such share issue price is to be allocated to share premium reserve.

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The Extraordinary Shareholders Meeting of 16 December 2015 resolved to increase the share capital by a maximum nominal amount of Euro 69,061.33, through payment in cash, up to the amount corresponding to the number of subscriptions actually received, pursuant to Art. 2441, paragraphs 5 and 6, of the Italian Civil Code, and therefore with the exclusion of pre-emptive rights for shareholders, pursuant to the above-mentioned provisions of law, via the issue of a maximum of 6,906,133 ordinary shares of YOOX NET-A-PORTER GROUP S.p.A. with no indication of par value, and having the same characteristics as the outstanding shares, with regular dividend rights, at a price to be determined as the weighted average of the official prices recorded by YOOX NET-A-PORTER GROUP S.p.A. ordinary shares on the Mercato Telematico Azionario (screen-based equity market) organised and managed by Borsa Italiana S.p.A. in MTA during the trading days of the period between the day prior to the granting date of the Options and the day falling on the same date of the day when the option are granted of the preceding calendar month. The capital increase is for the beneficiaries of the Stock Option Plan, 2015-

2025 which was approved by the Shareholders' Meeting held on 16 December 2015, pursuant to Art. 114-bis of Legislative Decree 58/1998, and reserved exclusively for directors, managers and employees of YOOX NET-A-PORTER GROUP S.p.A. and the companies directly or indirectly controlled by it according to Art. 93 of Legislative Decree 58/1998 to be implemented via the free allocation of options (the "Options") valid for subscription of newly issued YOOX NET-A-PORTER GROUP S.p.A. ordinary shares.

The deadline for the subscription of the capital increase is set on 31 December 2025 provided that, if, upon expiry of such deadline, the capital increase is not fully subscribed, the same share capital shall, pursuant to Art. 2439, Paragraph 2 of the Italian Civil Code, be deemed increased by an amount equal to the subscriptions collected up to that moment and with effect therefrom, provided that they are subsequent to the entry of these resolutions in the Companies' Register.

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On 18 April 2016 the Board of Directors partially executed the delegation of authority granted by the extraordinary Shareholders meeting of 21 July 2015, by resolving to increase the share capital, for cash consideration, in one or more tranches, pursuant Art. 2443 and Art. 2441, fourth paragraph, second indent, up to a maximum amount of Euro 100,000,000.00 (of which maximum Euro 35,714,28 nominal value and maximum Euro 99,964,285.72 as premium), corresponding approximately to 2.67% of the overall YNAP share capital, through the issuance of maximum 3,571,428 new YNAP ordinary shares with no par value, having the same characteristics as those currently in circulation, to be offered for subscription with exclusion of pre-emptive rights pursuant Art. 2441, fourth paragraph, second indent, to the company Alabbar Enterprises for a unitary price of of Euro 28.00 per share, providing that, should such capital increase not be fully subscribed within 22 April 2016, the same share capital will be deemed increased by an amount equal to the actual subscription collected up to that moment.

**2. Ordinary shares are registered, indivisible, freely transferable and confer equal rights on their holders.**

3. B Shares carry no entitlement to vote at any general Ordinary or Extraordinary Shareholders' Meetings of the Company; however, holders of B Shares shall be entitled to all other non-financial and financial rights of ordinary shares as well as rights reserved for holders of special shares under the applicable regulatory provisions in force. B Shares are nominative, indivisible and grant to the holders equal rights.

4. All holders of B Shares may freely dispose of their shares with the exception of 1 (one) B Share, which, for a period of 5 (five) years from the effective date of the merger by absorption of Largenta Italia S.p.A. in the Company pursuant to Article 2504-bis of the Italian Civil Code, shall remain in the ownership of the holder of B Shares. For the purposes of this provision, each holder of B Shares shall be deemed, jointly with every other holder of B Shares, to be a related party pursuant to the IAS/IFRS international accounting standards in force from time to time (for the purposes of this Bylaws, "**Related Party**"), such that where several holders of B Shares are Related Parties, the obligation referred to in this paragraph shall be deemed to have been met even if only one of them continues to hold one B Share.

Subject to the above-mentioned limit, B Shares held by entities which are not Related Parties shall automatically be converted at a ratio of 1:1 into ordinary shares.

5. Each holder of B Shares shall have the right, at any time and always at a ratio of 1:1, to convert all or a part of the B Shares held, provided that the overall percentage of ordinary Company shares held by that holder after such conversion (including the ordinary shares held by the parent company, subsidiaries and companies subject to joint control on the basis of the definition of control specified in IAS and IFRS in effect from time to time) does not as a result exceed 25% of the share capital represented by ordinary shares with voting rights.

6. Lastly, in the event that a tender or exchange offer is made to acquire at least 60% of the Company's ordinary shares, each holder of B Shares will be entitled, as an exception to the provisions of paragraphs 4 and 5, to convert all or a portion of its B Shares at a ratio of 1:1 (and to announce its decision to convert) for the exclusive purpose of tendering them in the offer; however, in this case, the conversion



will become effective upon the offer becoming unconditional and a only such shares as are transferred pursuant to the tender or exchange offer will be converted into Company's ordinary shares.

7. Where B Shares are converted into ordinary shares as provided in paragraphs 4 and 5 above, the Board of Directors must take all actions necessary to ensure (i) that the ordinary shares issued for the purposes of the conversion (A) are issued to the shareholder requesting conversion within the fifth trading day of the calendar month following the submission by the holder of B Shares of the request for conversion, and in any case within the time required by the applicable law and regulation, and (B) where applicable, are admitted to listing with such competent authority to which the Company's ordinary shares are admitted to listing, subject to compliance with Italian provisions for admission to trading and (ii) that the Bylaws are updated to reflect the conversion transacted.

Where B Shares are converted into ordinary shares as provided in paragraph 6 above, the Board of Directors must take all actions necessary to ensure (i) that the ordinary shares issued for the purposes of the conversion (A) are issued within the trading day preceding the date for paying the consideration for the initial offer, and (B) where applicable, are admitted to listing on with such competent authority to which the ordinary shares are admitted, subject to compliance with Italian provisions for admission to trading and (ii) that the Bylaws are updated to reflect the implemented conversion.

8. Where a resolution is made concerning the introduction or abolition of restrictions on the circulation of shares, Shareholders who did not take part in the approval of that resolution shall not have the right of withdrawal.

9. Shares are issued in dematerialised form.

## **Shareholders' Meeting**

### **Art. 6**

1. The shareholders' meeting operates in ordinary or extraordinary session according to the law and is

held at the registered office or at any place other than the registered office that is indicated in the notice of meeting provided that it remains on Italian soil.

2. An ordinary or extraordinary meeting may also be held by means of video conference or conference call where participants are situated in different, adjoining or remote locations, provided that the principles of collective decision-making, good faith and equal treatment among shareholders are respected. In particular, the following are conditions for the validity of meetings held by means of video conference and conference calls:

- the Chairman of the meeting shall be able, directly or through the bureau, to ascertain the eligibility and legitimacy of those present, to control the running of the meeting and to verify and confirm the results of votes;

- the person taking the minutes shall be able to adequately perceive the proceedings to be minuted;

- those present shall be able to take part in the discussion and to vote simultaneously on items on the agenda;

- the notice of meeting shall indicate (unless the meeting is held according to Art. 2366, paragraph 4 of the Civil Code) the audio/video locations where participants may be connected to the meeting, with the qualification that the meeting shall be regarded as being held at the place where the Chairman and the person taking the minutes are present;

- participants connected remotely to the meeting shall have access to the same documentation distributed to those attending at the location where the meeting is held.

3. An ordinary meeting to approve the financial statements shall be called within 120 days of the end of the financial year, or, in cases provided for under Art. 2364, paragraph 2 or the Civil Code, within 180 days of the end of the financial year, without prejudice to Art. 154-ter of Legislative Decree 58/1998.

4. An extraordinary meeting shall be called in all the cases provided for by law.

5. Notwithstanding the provisions of Art. 104, paragraph 1 of Legislative Decree 58/1998, in the event

that the Company's shares are subject to a public purchase and/or exchange offer, the authorisation of the shareholders' meeting is not required for the performance of acts or operations that could hinder the objectives of the offer, during the period between notification of the offer, pursuant to Art. 102, paragraph 1 of the same decree, and the closure or expiry of the offer.

6. Notwithstanding the provisions of Art. 104, paragraph 1-bis of Legislative Decree 58/1998, neither is the authorisation of the shareholders' meeting required for the implementation of any decision taken before the start of the period indicated in the previous paragraph, which has not yet been implemented wholly or in part, which does not form part of the normal course of the Company's operations and whose implementation could hinder the achievement of the offer's objectives.

#### **Art. 7**

1. Ordinary and extraordinary Shareholders' Meetings, pursuant to the laws in force, are called via notice published on the Company website, as well as via other methods mandatory under law and regulations, and, when this is required under applicable legislation, even just as an extract, or in the daily newspapers *Il Sole 24 Ore* or *M.F. Mercati Finanziari/Milano Finanza*, indicating the date, time and location of the only call, as well as a list of items to be discussed, without prejudice to any other provisions under legislation in force.

2. The agenda for the Shareholders' Meeting shall be drawn up by the person exercising the power to call the meeting pursuant to current laws and the Bylaws or, where the meeting was called at the request of the shareholders, according to the issues to be discussed indicated therein.

3. In the absence of prior calling, a Shareholders' Meeting shall be validly convened and make valid resolutions where the entire share capital is represented and the majority of the directors in office and the majority of the statutory auditors are present.

#### **Art. 8**

1. The meeting is open to all shareholders with a voting right.

Throughout the entire admission period for trading of Company shares in an Italian regulated market, legitimacy of participation in the meeting and the exercise of voting rights is certified via communication to the Company by the intermediary legally authorised to keep the accounts, on the basis of records in the intermediary's own accounts as at the end of the accounting day on the seventh open market day preceding the date set for the meeting in the single call, and received by the Company in accordance with the law.

#### **Art. 9**

1. A voting right is attached to every ordinary share.
2. Shareholders with voting rights may, by law, appoint proxies to represent them. Notification of such an appointment may be made electronically as set out in the meeting notice, either via an e-mail addressed to the certified mailbox indicated in the notice, or using the dedicated section of the Company website.
3. The Company may appoint a party to act as a proxy for shareholders at the meeting, pursuant to Art. 135-undecies of Legislative Decree 58/1998, announcing this in the notice of meeting.

#### **Art. 10**

1. Shareholders' meetings are chaired by the Chairman of the Board of Directors. If the Chairman is absent or unavailable, they are chaired by the single Deputy Chairman, or, if there is more than one Deputy Chairman, by the longest serving member among those present, or if they have been in office for the same amount of time, by the oldest among them. If the Chairman, the single Deputy Chairman or all the Deputy Chairmen are absent or unavailable, the Shareholders' Meeting is chaired by a Director or by a Shareholder, appointed by a majority vote of those present.
2. The Chairman of the Shareholders' Meeting verifies the identity and legitimacy of those present, checks that the Meeting is validly convened and that a sufficient number of those parties entitled to vote is present in order for resolutions to be valid, runs the meeting, establishes voting procedures and checks the results of the votes.

3. The Chairman is assisted by a Secretary appointed by the Meeting by a majority vote of those present.

As well as in the cases provided by law, where the Chairman deems it appropriate, a Notary appointed by the Chairman may be called to act as Secretary.

#### **Art. 11**

1. In order for the Shareholders' Meeting to be validly convened, in both ordinary and extraordinary session, and for its resolutions to be valid, there must be compliance with legal provisions and with the bylaws. The running of the meeting is governed not only by legal provisions and by the bylaws but also by the specific Shareholders' Regulation, which must be approved by the Shareholders' Meeting.

#### **Art. 12**

1. All resolutions, including those of elections to company positions, are adopted by an open ballot.

#### **Art. 13**

1. The minutes of the Meeting are drawn up according to the law. They are approved and signed by the Chairman of the Meeting and by the Secretary or by the Notary where the latter draws them up.

### **Board of Directors**

#### **Art. 14**

1. The Company is managed by a Board of Directors consisting of a minimum of five and a maximum of fifteen members, in compliance with the provisions on gender balance as set out in Art. 147-ter, paragraph 1-ter, of the TUF, as introduced by Law 120 of 12 July 2011.

Directors remain in office for a period of no more than three years, which expires on the date of the Shareholders' Meeting called to approve the financial statements for the last year of their tenure. They may be re-elected.

Before making the appointments, the Shareholders' Meeting determines the number of Directors and the term of office of the Board of Directors.

All Directors must meet the requirements of eligibility, professionalism and integrity provided for by law and by other applicable provisions. A minimum number of Directors, not fewer than that set out in the laws and regulations in force at the time, must also fulfill the requirements of independence set by the existing provisions and regulations applicable (hereinafter "**Independent Director**").

A Director's term of office shall cease upon loss of independence requirements. The term of office of a Director who no longer meets the independence requirements specified by Article 148, paragraph 3, of TUF shall not cease if the independence requirements remain satisfied by the minimum number of Directors that the law and regulation in force require to be independent. In any event, Independent Directors designated as such at the time of their appointment must inform the Board of Directors without delay should they cease to fulfill the independence requirements.

**2.** Directors shall be appointed by the Shareholders' Meeting, in compliance with the gender balance legislation in force at the time and with these Bylaws – which shall list the candidates meeting the requirements specified by the legislation and regulations in force at the time in numerical sequential order.

Lists for the appointment of Directors may be presented by the outgoing Board of Directors as well as by Shareholders which, at the time the list is presented, hold a stake at least equal to that determined by Consob pursuant to Art. 147-ter, paragraph 1 of the TUF as subsequently amended and in compliance with the provisions of the Consob Regulation approved by resolution 11971 of 14 May 1999 as subsequently amended. Ownership of the minimum shareholding is established on the basis of shares registered at the date on which the lists are submitted to the issuer; the relative certification may also be produced following submission, provided that this is within the time period indicated for publication of the lists.

The lists presented by Shareholders are deposited at the Company's registered office at least 25 (twenty-five) days before the date of the Shareholders' Meeting called to appoint the Directors, in

accordance with the terms and procedures established by existing laws and regulations. If the Board of Directors presents a list, it must be deposited at the Company's registered office at least 30 (thirty) days before the date of the Shareholders' Meeting called to appoint the Directors, in accordance with the terms and procedures established by existing laws and regulations. The Company must also make the lists available to the public at least 21 (twenty one) days before the date of the Shareholders' Meeting, according to procedures set out under the laws in force.

Lists containing three or more candidates shall include candidates of both genders, such that at least one-third (rounded up) of candidates belongs to the less-represented gender.

The lists must also contain (including in the attachments):

- (i) a CV detailing the candidates' personal and professional characteristics;
- (ii) statements in which each of the candidates accepts his/her candidacy and certifies that there are no grounds for ineligibility or incompatibility and that they meet the requirements prescribed by current laws for the office of Company Director. These statements may also include a declaration concerning whether they meet the requirements to qualify as an Independent Director, and, where applicable, the further requirements set out in the codes of conduct drawn up by companies managing regulated markets or by trade associations;
- (iii) for the lists submitted by the Shareholders, the names of the Shareholders submitting the lists, and the total percentage of shares held;
- (iv) any other declaration, information and/or document provided for by law and by the applicable regulations.

Each Shareholder and each group of Shareholders belonging to a Shareholders' agreement as defined by Art. 122 of the TUF, as well as related Parties to said Shareholder, may not, present or contribute to the presentation, either directly, through a third party or through a fiduciary company, of more than one list, nor may they vote for different lists, and each candidate may stand on a single list only, or shall be

deemed ineligible. Participation and votes expressed in violation of these restrictions shall not be assigned to any list.

At the end of the vote, the appointment of the members of the Board of Directors will take place according to the following criteria:

A) (i) all Directors to be appointed are drawn from the list obtaining the greatest number of votes (hereinafter the "**Majority List**"), in order in which they appear on the list, with the exception of candidates drawn from any lists covered by points (ii) and (iii) below;

(ii) two Directors are drawn, in the order in which they appear on the list, from any list presented by a Shareholder who also holds shares without voting rights, and is thus a holder of B Shares (hereinafter a "**Shareholder With Limited Voting Rights**", and a "**List presented by a Shareholder With Limited Voting Rights**"). In the event of a plurality of lists presented by Shareholders With Limited Voting Rights who are not Related Parties, the Directors will be drawn from whichever list received the most votes;

(iii) from a list other than the Majority List and other than the List presented by a Shareholder With Limited Voting Rights, and which received the most votes and which is not linked, even indirectly, to the Shareholders that submitted or voted for the Majority List or the List submitted by the Shareholder With Limited Voting Rights, pursuant to the applicable provisions (hereinafter the "**Minority List**"), the Director is taken, who is the candidate at the top of that list indicated as number one on the list is appointed;

(iv) if no list has been presented by a Shareholder With Limited Voting Rights or if there is no Minority List, the Directors or Director that should have been drawn from these lists will be taken from the Majority List.

B) In addition to and in clarification of the provisions of A) above, the following applies:

(i) a List presented by a Shareholder With Limited Voting Rights shall contain two Directors, even if such list proves to be the list receiving the most votes; therefore, in such an event, the list receiving the



second-highest number of votes shall be deemed the Majority List for the purposes of identifying the Directors to be elected;

(ii) a list which, although it received the most votes and was not presented by a Shareholder With Limited Voting Rights, bears all of the following three characteristics – (x) was presented by Shareholders and therefore not by the Board of Directors within the meaning of these Bylaws; (y) was voted for by a Shareholder With Limited Voting Rights, (z) received more votes than the other lists solely by virtue of the casting vote of a Shareholder With Limited Voting Rights – shall also be deemed equivalent to the List presented by a Shareholder with Limited Voting Rights, and shall therefore contain only two Directors pursuant to the provisions set out in A) (ii) above;

(iii) if the Majority List is the list presented by the Board of Directors and no list was presented or voted for by any Shareholder With Limited Voting Rights, all the Directors to be appointed will be drawn from the Majority List, except for the Director drawn from any Minority List;

(iv) if only one list is presented, and except where such list has been presented by a Shareholder With Limited Voting Rights, the Shareholders' Meeting shall vote on it, and if such list receives a relative majority of votes, without considering the abstentions, candidates shall be appointed as Directors in the order in which they have been listed;

(v) if (x) different Lists presented by Shareholders With Limited Voting Rights have received the same number of votes ("**Tied Lists**") and (y) no lists have received a higher number of votes than the Tied Lists, the Majority Lists and the Minority Lists will be decided as follows:

(a) if the list presented by the Board of Directors is one of the Tied Lists, said list shall be deemed the Majority List. If there is only one other Tied List, that list shall be the Minority List; if there is more than one other Tied List, the Minority List shall be decided by applying the criterion used in (b) to decide the Majority List;

(b) if the list presented by the Board of Directors is not one of the Tied Lists, the latter shall be ordered sequentially according to the size of shareholding of the Shareholder presenting the list (or the Shareholders jointly presenting the list) at the time of filing, or, alternatively, according to the number of Shareholders jointly presenting the list, such that the first list in the order thus produced is deemed the Majority List and the second the Minority List;

(vi) where there are Tied Lists and a Majority List, the Minority List is decided by applying, *mutatis mutandis*, the rules used in (v) above to decide the Majority List.

If the number of Independent Directors appointed amongst the candidates elected through the application of the above procedures is less than the minimum stipulated by law in relation to the total number of Directors, the required substitutions shall be made to the Majority List, or to the equivalent list, in order of appointment of the candidates, starting with the last candidate appointed.

Should the resulting composition of the Board not enable compliance with gender balance provisions, given their sequential order on the list, the last few candidates of the most-represented gender elected from the Majority List, or the equivalent list, shall be replaced - in the number necessary to ensure compliance with the requirements - by the first few non-elected candidates of the less-represented gender on the same list. If there are not enough candidates of the less-represented gender on the Majority List, or the equivalent list, to make the necessary number of replacements, the Shareholders' Meeting shall elect the additional members by statutory majority.

Lists that do not obtain at least 50% of the votes required to submit a list shall not be taken into consideration.

If no lists are presented, or the number of Directors elected on the basis of the lists submitted is lower, for any reason, than the number of Directors to be elected, the members of the Board of Directors are appointed by the Shareholders' Meeting through simple majority voting, without following the above procedure, so as to ensure (i) the number of Independent Directors equal to the minimum total number

required by the regulations in force at the time and (ii) compliance with the gender balance legislation in force at the time.

3. If for any reason one or more Directors cease to hold his/her post, he/she will be replaced pursuant to Art. 2386 of the Civil Code, so as to ensure (i) the presence of the minimum total number of Independent Directors, prescribed by the regulations in force at the time, and (ii) in compliance with the gender balance legislation in force at the time.

The Chairman is appointed by the shareholders' meeting through simple majority voting, or is appointed by the management body in accordance with these Bylaws.

If the majority of Directors appointed by the Shareholders' Meeting resign or leave the board for any other reason, the term of office of the entire board will be considered to have ceased with effect from the date on which the new board is constituted. In this case, the Directors who have remained in office must urgently convene a Shareholders' Meeting to appoint the new Board of Directors.

#### **Art. 15**

1. The Board of Directors shall – where the Shareholders' Meeting has not already done so – elect the Chairman from among its members. It may also elect one or more Deputy Chairmen, who will remain in their respective posts for the duration of their directorship, which expires on the date of the Shareholders' Meeting called to approve the financial statements for the last year of their tenure. It shall also appoint a Secretary, who may be chosen from within or outside the Board.

#### **Art. 16**

1. A meeting of the Board of Directors is called by the Chairman or -the Chief Executive Officer by sending a letter, by post, fax or another appropriate means of communication, to the home address of each Director and Statutory Auditor.

2. The notice of meeting indicating the agenda, date, time, place of meeting and any locations where participants may take part through an audiovisual connection must be sent to the address of each

Director and Statutory Auditor at least five days before the date scheduled for the meeting. In the event of an emergency, the Board of Directors can be convened by telegram, fax, electronic mail or another electronic means with confirmation of receipt at least 24 hours before the date of the meeting.

**3.** The Chairman coordinates the work of the Board of Directors and ensures that adequate information is provided to all Directors about the subjects included on the agenda.

**4.** The Board of Directors is convened to meet at the registered office or elsewhere in Italy, France, Switzerland or the United Kingdom, whenever the Chairman or the Chief Executive Officer deem this necessary, or if such a meeting is requested in writing by at least one third of the Directors or by the Board of Statutory Auditors or individually by each member of the latter according to the applicable statutory provisions.

**5.** Participants may attend a meeting of the Board of Directors remotely through the use of audiovisual connection systems (video conference or conference call). In that case, all participants must be identifiable and each participant must be guaranteed the opportunity to speak and to express their opinion in real time and to receive, send and view documentation not seen previously. In addition, the simultaneous nature of examinations, speeches and discussions must be ensured. Directors and Auditors connected remotely must have access to the same documentation distributed to those present at the location where the meeting is held. The meeting of the Board of Directors is considered to be held at the place where the Chairman and the Secretary are present and the latter must operate jointly here.

**6.** Meetings shall be valid even if not convened as above as long as all Directors and members of the Board of Statutory Auditors in office are present.

**7.** Meetings of the Board of Directors are chaired by the Chairman or, if he is absent or unavailable (including his physical absence from the place where the meeting is held) by the Chief Executive Officer.

If both the Chairman and the Chief Executive Officer are absent or unavailable, the meeting shall be chaired by the single Deputy Chairman, or the oldest among the Deputy Chairmen, or otherwise the

most senior Director present.

If the Secretary is absent or unavailable, the Board of Directors appoints his replacement.

#### **Art. 17**

1. In order for resolutions of the Board of Directors to be valid, the majority of the members in office must be present.

2. Resolutions are taken by a majority vote, with abstentions excluded. In the event of a tie, the person chairing the meeting shall have the casting vote. In the event of a tie, the person chairing the meeting shall have the casting vote.

3. Voting must take place by means of an open ballot.

#### **Art. 18**

1. Resolutions of the Board of Directors must be recorded in minutes transcribed in a minute book and signed by the Chairman of the meeting and by the Secretary.

#### **Art. 19**

1. The Board of Directors is invested with all powers to manage the Company, and to this end, may pass resolutions or carry out measures that it deems necessary or useful to achieve the Company's objects, with the exception of matters reserved for the Shareholders' Meeting by law or according to the bylaws.

The Board of Directors is also responsible, in accordance with Art. 2436 of the Civil Code, for adopting resolutions concerning:

- "simplified" mergers or demergers pursuant to Arts. 2505, 2505-*bis*, 2506-*ter*, last paragraph of the Civil Code;
- the establishment or closure of secondary offices;
- the transfer of the registered office within the national territory;
- indication of which Directors serve as legal representatives;
- the reduction of the share capital following withdrawal;

- amendments to the Bylaws to comply with laws and regulations,

it being understood that these resolutions may also be adopted by an Extraordinary Shareholders' Meeting.

The Board of Directors must ensure that the Chief Financial Officer has adequate resources and powers to carry out the duties entrusted to him by law and ensure compliance with administrative and accounting procedures.

**2.** The Board of Directors may - within the limits prescribed by law and according to the Bylaws - delegate its powers and authorities to the Executive Committee. It may also appoint a Chief Executive Officers to whom to delegate the above powers and authorities within the same limits. Finally, it may also assign specific powers to other Directors.

In addition, the Board of Directors may also set up one or more committees with a consulting, advisory or supervisory role, in accordance with the applicable laws and regulations.

The Board of Directors has the power to appoint one or more General Managers.

**3.** Delegated bodies must report to the Board of Directors and to the Board of Statutory Auditors at least once every quarter, in the course of board meetings, on the work carried out, on the general business performance and its foreseeable outlook, as well as on operations of major importance in terms of their size and characteristics carried out by the Company and its subsidiaries.

Directors report to the Board of Statutory Auditors on the activities carried out and on the most significant financial operations carried out by the Company and its subsidiaries. Specifically, they report on operations in which Directors have a personal or external interest or which are influenced by the entity responsible for management and coordination. These activities are usually reported in the course of board meetings and at least every quarter. Where particular circumstances make it appropriate to do so, they may also be reported in writing to the Chairman of the Board of Statutory Auditors.

**4.** After consulting with the Board of Statutory Auditors, the Board of Directors appoints the Chief

Financial Officer, within the meaning of Art. 154-bis of the TUF, and gives him sufficient resources and powers to perform the duties assigned to him.

The Chief Financial Officer must meet professional requirements of at least three years' experience in the performance of management and supervisory duties, or in the performance of managerial or consulting duties in a listed company and/or related groups of companies or in large-sized companies, organisations and undertakings, including with regard to the preparation and monitoring of corporate accounting documents. The Chief Financial Officer must also meet the requirements of integrity prescribed for Auditors by current laws. The loss of these requirements shall result in dismissal from the position, which must be announced by the Board of Directors within thirty days of it becoming aware of that circumstance.

In the appointment process, the Board of Directors will establish that the aforementioned Officer meets the requirements laid down herein and by current legislation.

#### **Art. 20**

1. Directors are entitled to the reimbursement of any expenses incurred in carrying out their duties. The Shareholders' Meeting resolves on the annual remuneration of the Board of Directors, which shall remain unchanged until otherwise resolved by the Shareholders' Meeting and which may also consist of a fixed part and a variable part, the latter conditional upon achieving certain targets. The manner in which the emoluments payable to the Board of Directors are distributed shall, where the Shareholders' Meeting has not done so, be determined by a resolution of the Board itself.

2. This does not affect the right of the Board of Directors, having consulted with the Board of Statutory Auditors, to determine, in addition to the total amount decided by the Shareholders' Meeting according to the previous paragraph, the remuneration payable to Directors invested with specific duties, within the meaning of Art. 2389, third paragraph, of the Civil Code.

3. Alternatively, the Shareholders' Meeting may determine a total amount payable with respect to the

remuneration of all Directors, including those invested with specific duties. This amount is then allocated by the Board of Directors, having consulted with the Board of Statutory Auditors, to the Directors invested with specific duties, within the meaning of Art. 2389, third paragraph, of the Civil Code.

### **Executive Committee**

#### **Art. 21**

1. The Board of Directors may appoint an Executive Committee and determine its duration and the number of members. The number of members of the Committee includes, as *ex officio* members, the Chairman, and the Chief Executive Officer appointed.
2. The Secretary of the Committee is the same as that of the Board of Directors, unless otherwise resolved by the Board.

#### **Art. 22**

1. Participants may attend a meeting of the Executive Committee remotely through the use of audiovisual connection systems (video conference or conference call) in accordance with Art. 16, paragraph 5. Directors and Auditors connected remotely must be able to have access to the same documentation distributed to those attending at the location where the meeting is held.
2. The procedures for the calling and operation of the Executive Committee - where not laid down by current legislation or specified herein - are determined by specific Regulations approved by the Board of Directors.

#### **Art. 23**

1. In order for resolutions of the Executive Committee to be valid, the majority of its members in office must be present. Resolutions are taken by an (absolute) majority vote, excluding abstentions, and in the event of a tie, the chairman shall have the casting vote.



#### **Art. 24**

1. Resolutions of the Executive Committee must be recorded in minutes transcribed in a minute book and signed by the Chairman and by the Secretary.

#### **Company representation**

#### **Art. 25**

1. Responsibility for representing the Company in dealings with third parties and in court and for signing on behalf of the company lies with the Chairman or, where he is absent or unavailable, permanently or temporarily, with the Deputy Chairman or with each of the Deputy Chairmen if more than one, with the priority determined under Art. 16 paragraph 7. Responsibility also lies with the Chief Executive Officer, if appointed, within the limits of the powers delegated.

2. In dealings with third parties, the deputy's signature is proof of the absence or unavailability of the person being replaced.

3. The Board of Directors may also, where necessary, appoint agents from within or outside the Company to carry out specific deeds.

#### **Board of Statutory Auditors**

#### **Art. 26**

1. The Board of Statutory Auditors is made up of three Primary Statutory Auditors and two Alternate Statutory Auditors, respecting the balance between genders pursuant to Art. 148 paragraph 1-bis of the TUF, as introduced by law 120 of 12 July 2011.

2. The Statutory Auditors' term of office is three years, expiring on the date of the Shareholders' Meeting called to approve the accounts of the last year of their tenure. They may be re-elected. Their remuneration is determined by the Shareholders' Meeting upon their appointment for the entire duration

of their term.

**3.** Statutory Auditors must meet the requirements established by law and other applicable provisions. As regards the requirements of professionalism, the subjects and sectors of activity strictly linked to those of the Company are those of commerce, fashion and IT, as well as those regarding private law and administrative disciplines, economic disciplines and those relating to company auditing and organization. Members of the Board of Statutory Auditors are subject to the limits on the number of management and supervisory positions held concurrently as established by Consob regulations.

**4.** The Board of Statutory Auditors is appointed by the Shareholders' Meeting on the basis of lists submitted by the shareholders, according to the procedures set out in the following paragraphs, unless otherwise specified in mandatory laws or regulations.

Minority Shareholders – who have no material direct or indirect connection within the meaning of Art. 148, paragraph 2, of the TUF, and related regulations – may appoint one Primary Auditor, who will act as Chairman of the Board of Statutory Auditors, and one Alternate Auditor. Minority Auditors are elected at the same time as other members of management bodies, except when they are replaced, a situation governed as set out below.

Shareholders may submit a list for the appointment of the Board of Statutory Auditors if, at the time of submission, they hold a shareholding, individually or together with other submitting Shareholders, at least equal to that determined by Consob pursuant to Art. 147-ter, paragraph 1, of the TUF and in compliance with the Consob Regulations approved by resolution 11971 of May 14, 1999, as amended.

The lists are deposited at the Company headquarters according to the terms and procedures set by the applicable laws and regulations, at least 25 (twenty five) days before the date of the Shareholders' Meeting called to appoint the Statutory Auditors. The Company must also make the lists available to the public at least 21 (twenty one) days before the date of the Shareholders' Meeting, according to procedures set out under the laws in force.

Each consists of two sections: one for the appointment of Primary Auditors and one for the appointment of Alternate Auditors. In each section candidates are listed in numerical sequential order.

Lists that contain three or more candidates shall include candidates of both genders, so that at least one-third (rounded up to the nearest whole number) of candidates for Primary Auditor is from the less-represented gender and at least one-third (rounded up to the nearest whole number) of candidates for Alternate Auditor belongs to the less-represented gender.

Furthermore, the lists contain, also in annexes:

- (i) information on the identity of the Shareholders presenting the lists, and their total percentage shareholding; ownership of the total shareholding is certified, also after submission of the lists, according to the terms and procedures established by the laws and regulations currently in force;
- (ii) a declaration by Shareholders other than those who hold, individually or jointly, a relative majority shareholding, certifying the absence of relationships pursuant to Art. 144-quinquies of the Consob Regulations;
- (iii) detailed information on the personal and professional characteristics of the candidates, as well as a declaration from these candidates certifying that they meet the requirements established by law and accept the candidacy, along with a list of management and control positions held in other companies;
- (iv) any other declaration, information and/or document provided for by law and by the applicable regulations.

Lists submitted that do not comply with the above provisions are considered ineligible.

If by the deadline for the submission of lists, only one list has been submitted or there are only lists submitted by Shareholders acting in concert pursuant to the applicable provisions, further lists may be deposited up to the third day after this deadline. In this event, the abovementioned thresholds required to submit a list are halved.

Shareholders belonging to a shareholders' agreement as defined by Art. 122 of the TUF, as well as

Parties Related to said Shareholders, may neither present nor vote for, more than one list, nor vote for different list, directly or through a third party or a fiduciary company. A candidate may stand on a single list only, or shall be deemed ineligible. Memberships and votes cast in breach of this prohibition shall not be attributed to any list.

Statutory Auditors are elected as follows: (i) from the list obtaining the greatest number of votes ("**Majority List**"), are taken, according to the order of presentation, two Primary Auditors and one Alternate Auditor; (ii) from the list obtaining the second greatest number of votes and which is not linked, even indirectly, to the Shareholders that submitted or voted for the majority list pursuant to the applicable provisions ("**Minority List**") are taken, according to the order of presentation, one Primary Auditor, who will chair the Board of Statutory Auditors ("**Minority Auditor**") and one Alternate Auditor ("**Minority Alternate Auditor**"). If the composition of the resulting body or category of Alternate Statutory Auditors does not allow a balance of genders, taking account of their order listed in the relevant section, the last elected in the Majority List of the most represented gender expire by the number needed to ensure compliance with the requirement, and shall be replaced by the first unelected candidates on the list and same section of the less represented gender. Shall an insufficient number of candidates of the less represented gender within the relevant section of the Majority List be available in sufficient number to enact the replacement, the Shareholders' Meeting must elect the missing Primary or Alternate Statutory Auditors or integrate the body with the statutory majority, ensuring the fulfillment of the requirement.

If two lists receive the same number of votes, preference shall be given to the list submitted by Shareholders with the greatest shareholding at the time the lists are submitted, or alternatively, that submitted by the greatest number of shareholders, always respecting the balance between genders in bodies of listed companies pursuant to Law 120 of July 12, 2011.

If only one list is presented, the Shareholders' Meeting shall vote on it, and if it obtains the relative majority of votes, without taking abstentions into account, all the candidates for the positions of Primary

and Alternate Statutory Auditor on the list shall be elected in accordance with the regulations pertaining to the gender balance in the bodies of listed companies pursuant to Law 120/11. In this case, the Chairman of the Board of Statutory Auditors shall be the first candidate for Primary Auditor.

If no lists are presented, the board of Statutory Auditors and the Chairman are appointed by the Shareholders' Meeting through simple majority voting prescribed by law, in accordance with the regulations pertaining to the gender balance in the bodies of listed companies pursuant to Law 120 of July 12, 2011.

If the Majority Auditor leaves his position for whatever reason, he shall be replaced by the Alternate Auditor taken from the Majority List.

5. If the Minority Auditor leaves his position for whatever reason, he shall be replaced by the Minority Alternate Auditor.

Pursuant to Art. 2401, paragraph 1 of the Civil Code, the Shareholders' Meeting appoints and replaces auditors, in compliance with the principle of mandatory minority shareholder representation and in accordance with the regulations pertaining to the gender balance in the bodies of listed companies pursuant to Law 120 of 12 July 2011.

#### **Art. 27**

1. The Board of Statutory Auditors carries out the duties entrusted to it by law and by other applicable regulations. During the entire period in which the Company's shares are admitted for trading on an Italian regulated market, the Board of Statutory Auditors also exercises any other duty and power prescribed by special laws. With particular regard to reporting to the Board of Statutory Auditors, the directors must report to that board every quarter, pursuant to Art. 150 of Legislative Decree no. 58 of February 24, 1998, and in accordance with the procedures set out in Art. 19, paragraph 3, hereof.

2. Meetings of the Board of Statutory Auditors may also be held through the use of teleconferencing and/or videoconferencing systems, provided that:

- a) the Chairman and the person taking the minutes are present in the place in which it is convened;
  - b) all participants can be identified and can follow the discussion, can receive, send and view documents and can contribute to the discussion of all agenda items in real time. Having verified these requirements, the Board of Statutory Auditors' meeting is deemed to take place in the place where the Chairman and the person taking the minutes are situated.
3. Statutory auditing of the accounts is carried out, in accordance with the applicable legal provisions, by a party having the requirements laid down in existing legislation.

### **Financial Statements, Dividends, Reserves**

#### **Art. 28**

- 1. The financial year ends on December 31 of each year.
- 2. At the end of each financial year, the Board of Directors prepares the financial statements, in accordance with legal requirements and with other applicable provisions.

#### **Art. 29**

- 1. The net profit shown in the financial statements, minus the portion to be allocated to the legal reserve up to the limit prescribed by law, is allocated according to the resolutions taken by the Shareholders' Meeting. Specifically, on the proposal of the Board of Directors, the Shareholders' Meeting may vote on the formation and increase of other reserves. The board may decide to distribute interim dividends according to the procedures and forms prescribed by law.
- 2. The Extraordinary Shareholders' Meeting may vote on the allocation of earnings or reserves made up of earnings to employees of the Company or its subsidiaries through the issue, up to an amount equivalent to such earnings, of ordinary shares without any restriction or special categories of shares to be assigned individually to employees, pursuant to Art. 2349 of the Civil Code.

## **Winding-up - Liquidation**

### **General Provisions**

#### **Art. 30**

1. As far as the liquidation of the Company is concerned, for any matter not expressly provided for herein, the relevant laws shall apply.