



## **BY-LAWS**

*May 30, 2019*



## SECTION I – INCORPORATION OF THE COMPANY

### Article 1 - Name

It is incorporated a joint stock company with the name of "UnipolSai Assicurazioni S.p.A." and in abbreviated form "UnipolSai S.p.A.".

In the foreign countries where the Company exercises its business the corporate name may be accompanied by a translation of the same in a language other than Italian.

### Article 2 – Registered office

The Company has its registered office in Bologna. Secondary offices, branches, representations, agencies, and other offices of any kind may be established, transferred, and closed, both in Italy and abroad, by way of resolution of the Board of Directors.

### Article 3 – Corporate purpose

The corporate purpose of the Company is the exercise, in Italy and abroad, of all branches (*rami*) of the insurance, reinsurance and capitalization businesses permitted by law.

The Company may also operate and manage any forms of supplementary pensions (*previdenza complementare*) provided under the applicable laws, as subsequently amended and supplemented, as well as establish, create and manage open pension funds and carry out any activity accessory or instrumental to the operation of such funds.

It may carry out commercial, industrial, financial, real estate, securities, investment and divestment transactions connected with the corporate purpose.

It may also grant suretyships and any form of guarantee; assume interests and participations in other companies with a similar or alike corporate purpose; assume their representation or management.

For investment purposes and within the limits set forth by law it may also assume interests and participations in companies with a different corporate purpose.



#### **Article 4 - Term**

The term of the Company shall be until December 31, 2050.

The right of withdrawal of the Shareholders is governed by law. It is excluded the right of withdrawal of the Shareholders who have not voted in favor of the following resolutions:

- a) the extension of the term;
- b) the introduction or removal of restrictions to the transfer of the shares.

#### **Article 5 – Business of the Company**

The business of the Company is divided in the non-life sector (*gestione danni*) and the life sector (*gestione vita*).

The activities and transactions regarding life insurance and re-insurance, capitalizations or supplementary pension plans (including open pension funds) belong to the life sector.

The activities and transactions not regarding the life insurance and re-insurance, capitalizations or supplementary pension plans (including open pension funds) belong to the non-life sector.

The Company belongs to the Insurance Group Unipol. As such, it is required to comply with the resolutions that the parent company, in the exercise of the activity of direction and coordination, adopts to implement the decisions and instructions imposed by the Supervisory Authority in the interest of the stable and efficient operation of the group. The Directors of the Company provide to the parent company any data and information for the adoption of the above resolutions.

## **SECTION II – SHARE CAPITAL – SHARES**

#### **Article 6 – Share capital**

The share capital is equal to Euro 2,031,456,338.00 divided in 2,829,717,372 common shares without par value.

The corporate capital is allocated for Euro 1,528,513,644.07 to the operation of the non-life insurance and re-insurance business and for Euro 502,942,693.93 to the operation of the life insurance and re-insurance business.

The legal reserve is allocated for Euro 305,702,728.81 to the operation of the non-



life insurance and re-insurance business and for Euro 100,588,538.79 to the operation of the life insurance and re-insurance business.

The issue premium reserve is allocated for Euro 147,887,803.65 to the operation of the non-life insurance and re-insurance business and for Euro 259,368,002.54 to the operation of the life insurance and re-insurance business.

The revaluation reserves (*riserve di rivalutazione*) are allocated for Euro 96,559,196.27 to the sole operation of the non-life insurance and re-insurance business.

The reserve for shares of the parent company (*riserva per azioni della controllante*) is fully allocated for Euro 7,326,925.02, to the operation of the non-life insurance and re-insurance business.

The other reserves are allocated for Euro 1,179,774,557.83 to the operation of the non-life insurance and re-insurance business and for Euro 1,227,134,366.04 to the operation of the life insurance and re-insurance business.

The negative reserve for treasury shares is fully allocated for Euro 2,732,108.08, to the operation of the non-life insurance and re-insurance business.

Among the items of the net worth there are no statutory reserves or profits and/or losses carried forward.

In case of share capital increase for consideration, the pre-emption right of the Shareholders may be excluded within the limits of ten per cent of the pre-existing share capital, on condition that the share price (*prezzo di emissione*) for the issuance of the new shares is equal to the market value of the existing shares and that this is confirmed by a specific report of the auditing firm.

#### **Article 7 - Shares**

The shares are in the form of registered shares when it is so required by the applicable laws.

Otherwise, the shares, if fully paid-in, may be registered or bearer shares, upon election and at the expense of the Shareholder.

### **SECTION III – MEETINGS OF THE SHAREHOLDERS**

#### **Article 8 – Shareholders' Meetings**



The Shareholders' Meetings, duly convened and held, represent all the Shareholders, and their resolutions are binding on the absent or dissenting Shareholders, within the limits set forth by the law and by these By-Laws.

The Ordinary Shareholders' Meeting, in addition to establishing the remuneration of the bodies appointed by the same, approves the remuneration policy of the corporate bodies and of the relevant personnel as identified by the Company in compliance with the legislation applicable to insurance companies, including remunerations plans based on financial instruments.

The Shareholders' Meetings, both ordinary and extraordinary, are validly held and resolve in accordance with the provisions of law, without prejudice however to the provisions set forth in Arts. 13 and 24 below for the appointment, respectively, of the Board of Directors and of the Board of Statutory Auditors.

Resolutions of the Shareholders' Meeting relating to the carrying out of transactions with related parties of major relevance, to be carried out despite the disapproval of the Committee for Transactions with Related Parties or without taking account of its comments, are passed in accordance with the provisions of the Procedure for Transactions with Related Parties adopted by the Company.

#### **Article 9 – Call of the meetings**

The Shareholders' Meetings are convened in compliance with the formalities set forth by law, at the registered office or in any other place in Italy indicated in the notice of call.

The notice of call, containing the information provided by the applicable laws in force at the time, is published, within the terms set forth by law, on the website of the Company and with the other modalities provided by the applicable provisions of law and regulation in force at the time.

The ordinary and extraordinary Shareholders' Meetings are convened in single call (*convocazione unica*), and are subject to the majorities provided by law.

The ordinary Shareholders' Meeting for the approval of the year-end financial statements must be called within one-hundred-twenty days from the end of the fiscal year.

Such term may be extended up to maximum one-hundred-eighty days if the conditions set forth by law are met.

The Shareholders' Meeting – both ordinary and extraordinary - is also called any time the Board of Directors deems it appropriate as well as in the cases provided by

law.

The Shareholders' Meeting may also be convened, subject to prior notice to the Chairman of the Board of Directors, by the Board of Statutory Auditors or by at least two Statutory Auditors.

The Board of Directors must convene without delay the Shareholders' Meeting, ordinary or extraordinary, if so requested by Shareholders representing at least one twentieth of the share capital, on condition that the relevant request contains the items of the agenda of the requested meeting. In such event, the report on the agenda of the meeting is prepared by the Shareholders requesting the call of the meeting. The request for the call of a meeting is not allowed with respect to the matters on which the Shareholders' Meeting resolves, as per the law, upon proposal of the Directors or on the basis of a project or a report proposed by the Directors.

In addition, Shareholders representing, individually or jointly with others, at least one fortieth of the share capital may, on the terms and conditions set forth by the applicable laws in force from time to time, request to supplement the list of the items of the agenda of the meeting or present proposals of resolution with respect to one or more of the items of the agenda. Any person entitled to vote may present, individually, proposals of resolutions in the Shareholders' Meeting.

#### **Article 10 – Participation and representation in the Shareholders' Meeting**

The participation and representation in the Shareholders' Meeting are governed by the provisions of law.

Persons to the benefit of whom has been delivered to the Company, within the terms set forth by the applicable laws in force at the time, the notice of the competent intermediary attesting the right of such persons to participate and vote in the Shareholders' Meeting, are entitled to participate and vote in the Shareholders' Meetings.

Any person entitled to vote may be represented in the Shareholders' Meeting by written proxy or by electronic proxy granted through electronic document executed in electronic form on the terms and conditions set forth by law. The proxy may be notified in electronic form through certified email, on the terms and conditions indicated from time to time in the notice of call.

The Company may designate for each Shareholders' Meeting one or more persons to which the persons entitled to vote may grant a proxy with voting instructions for all or some of the items of the agenda of the meeting. The designees, as well as the terms and conditions to grant the proxy, are indicated in the notice of call.

The Board of Directors may provide, in relation to a specific Shareholders' Meeting and in accordance with the applicable provisions of law, that the right to intervene and vote in the meeting is exercised through remote means of communication, including electronic devices, on condition that the necessary requisites for the identification of the persons entitled to intervene and vote and for the safety of the communications are met. The notice of call shall in such case specify, also by reference to the website of the Company, the terms and modalities for the participation to the meeting.

Each share grants the right to cast one vote.

#### **Article 11 – Chairman of the Shareholders' Meeting**

The Shareholders' Meeting is chaired by the Chairman of the Board of Directors or, in case of his/her absence or impediment, by the eldest Deputy Chairman attending the meeting. In case of absence or impediment of one or more of the Deputy Chairmen as well, the Shareholders' Meeting is chaired by the person elected with the favorable vote of the majority of the share capital represented at the meeting. The Chairman is assisted by the Secretary of the Board of Directors or, in case of his/her absence or impediment, by the person, who need not be a Shareholder, appointed by the Shareholders' Meeting upon proposal of the Chairman.

Where required by law, or when the Chairman of the Shareholders' Meeting deems it appropriate, the minutes of the meeting is drafted by a Notary Public designated by the same Chairman, in which case the appointment of the Secretary is not necessary. The resolutions of the Shareholders' Meeting must be reported in the minutes of the meeting executed by the Chairman and by the Notary Public or the Secretary.

The Chairman of the Shareholders' Meeting, also through auxiliaries, verifies that the meeting is validly constituted, ascertains the identity and legitimation of the participants, directs the meeting process, decides the order and duration of the interventions, the terms for the discussion and the votes and ascertains the results of the votes. The minutes of the meeting must report the outcome of the above ascertainties.

#### **Article 12 - Voting**

The Chairman of the Shareholders' Meeting, with a view to guaranteeing the casting of open votes, decides the voting system as well as the procedure to count and calculate votes, also determining, when deems it appropriate, a maximum term

within which the vote must be cast.

When different resolutions are proposed with respect to the same item, the Chairman, if deems it necessary, may put them to the vote as an alternative to each other, establishing their order.

In such case, who has voted in favor of one proposed resolution cannot vote also for the others. The resolution that has obtained the majority required by the law and the By-Laws shall be adopted and approved. If, during the voting process, one of the resolutions put to the vote obtains the said majority, it is not necessary to put to the vote the outstanding proposed resolutions.

## **SECTION IV – MANAGEMENT AND REPRESENTATION**

### **Article 13 - Board of Directors**

The Company is managed by a Board of Directors composed by no less than nine and no more than nineteen members, appointed by the Shareholders' Meeting – which determines also their number – pursuant to the terms indicated below.

The Directors cease from office and are reappointed or replaced in accordance with the provisions of law and these By-Laws.

The Directors must possess the requisites set forth by the applicable provisions of law in force at the time.

Considering the subjection to the management and coordination of Unipol Gruppo S.p.A., a company with shares listed on regulated markets, the Board of Directors is comprised mainly of qualified independent Directors pursuant both to Art. 148, paragraph 3, of Legislative Decree no. 58 of 24 February 1998, as subsequently amended, and to the criteria and requirements established by the Corporate Governance Code of Borsa Italiana S.p.A.

Failure by a Director to satisfy these independence requirements does not entail losing office if they are still satisfied by the minimum number of Directors indicated above.

The Directors are appointed by the Shareholders' Meeting on the basis of lists presented by the Shareholders entitled thereto and/or by the Board of Directors, which must contain a number of candidates not higher than nineteen, listed by consecutive number.

Without prejudice to the foregoing, the lists containing a number of candidates equal



at least to the minimum number of members of the Board of Directors provided for by these By-Laws must also contain and expressly specify some parties meeting the independence requirements established by these By-Laws. If the number of candidates meeting the aforementioned independence requirements is equal to the minimum number as established above, the last consecutive number of such lists cannot be assigned to an independent candidate.

Each person presenting a list, the parties to a material shareholders' agreement for the purposes of Art. 122 of Legislative Decree 58/1998 regarding financial instruments issued by the Company, the controlling person and the subsidiaries of, as well as the companies under common control with, the person presenting the list pursuant to Art. 93 of Legislative Decree 58/1998, cannot present or participate to the presentation, not even through a third party or a fiduciary company, of more than one list nor can vote, not even through a third party or a fiduciary company, for lists other than the list they have presented individually or jointly with others. Any adhesion to and votes cast in breach of such provision shall not be attributed to any list.

Each candidate may be listed in one list only, under penalty of ineligibility.

Shareholders who, individually or jointly with others, hold in the aggregate the shareholding determined in accordance with the provisions of law and regulations in force at the time and which shall be from time to time indicated in the notice of call of the Shareholders' Meeting, are entitled to present a list.

The ownership of the minimum shareholding required to submit a list is calculated having regard to the shares registered to the benefit of the Shareholder/s presenting the list on the date the lists are deposited with the Company.

The lists presented by shareholders entitled to do so, must be deposited at the registered office of the Company at least 25 (twenty-five) days before the date of the Shareholders' Meeting called to resolve on the appointment of the members of the Board of Directors; such term is indicated in the notice of call, without prejudice to any other form of publicity provided by the laws in force at the time.

Any list presented by the Board of Directors must be approved through a resolution passed by an absolute majority of the members in office; this list must be filed with the Company and made public by the latter at least five days before the expiration of the deadline established by legislation in force for the filing of lists by shareholders, according to the same procedures established by current legislation for filing and publication of the lists presented by the latter.

Simultaneously and jointly with each list, those presenting the list must deposit at the registered office (i) the statements by which all candidates accept their nomination

and attest, under their own liability, that there are no grounds for their ineligibility and incompatibility, as well as that they possess the requisites prescribed for their position; (ii) a curriculum vitae including the personal and professional data of each candidate with indication, where applicable, of the eligibility of the same as independent as well as (iii) any other information required by law or regulation, which shall be indicated in the notice of call of the Shareholders' Meeting.

Together with each list must be delivered to the Company – also after the deposit of the list itself but in any event by and no later than the deadline prescribed by the provisions of law, including regulations, applicable at the time to the publication of the lists by the Company – the communication of a legally authorized intermediary attesting the ownership of the minimum share capital percentage prescribed by the provisions of law in force at the time of the presentation of the list.

The lists presented in breach of the provisions above shall be disregarded.

The Directors are elected among the candidates of the two lists which have obtained the highest number of votes, as indicated below:

- i) from the list which has obtained the highest number of votes are elected all the Directors to be appointed *minus* the Director elected from the list which has obtained the second highest number of votes in accordance with the provisions of point ii) below;
- ii) from the list which has obtained the second highest number of votes is elected the candidate indicated in such list with the first consecutive number, on condition that such list has obtained a percentage of votes at least equal to half the percentage required by these By-Laws to present the list and on the further condition that such list is not connected in any way whatsoever, not even indirectly, to those who have presented or voted for the list which has obtained the highest number of votes. Failing such latter condition, the Director shall be elected from the list which has obtained the third highest number of votes to the extent that it fulfills both the conditions indicated above, and so forth so on. If none of the lists other than the list which has obtained the highest number of votes meets both the conditions above, all the Directors shall be elected from the latter list.

If only one list or no lists are presented, or in case the lists presented do not contain a sufficient number of candidates for the appointment of the minimum number of Directors for the purposes of the foregoing, the Shareholders' Meeting resolves with the majorities provided by law, disregarding the voting list mechanism set forth above, ensuring, in any case, the presence of a number of independent Directors at least matching the minimum number required by the applicable provisions of law.

All the above is without prejudice to any further mandatory provision of law or regulation.

The voting list mechanism applies only in the case of renewal of the entire Board of Directors.

If during the fiscal year one or more Directors cease from office, to the extent and on condition that the majority of the Directors appointed by the Shareholders' Meeting remains in office, the provisions of Art. 2386 of the Italian Civil Code shall apply, as indicated below:

- a) the Board of Directors selects the new Director from the same list to which the cased Director belonged and the Shareholders' Meeting resolves, with the majorities provided by law, on the basis of the same criteria;
- b) if there are no more candidates non-elected from the said list or there are no candidates possessing the prescribed requisites, or if for any reason whatsoever it is not possible to proceed pursuant to letter a), the Board of Directors first, and the Shareholders' Meeting thereafter, resolve on the replacement with the majorities provided by law, disregarding the voting list mechanism.

The provisions of letter b) above shall also apply when the Board of Directors has been appointed without the voting list mechanism in light of the fact that only one list or no lists at all were presented.

In any case, the Board of Directors and the Shareholders' Meeting shall proceed with the appointments, with the view to ensure the presence of the number of independent Directors prescribed by the provisions of these By-Laws.

Should, following resignation or for other causes, the majority of the Directors appointed by the Shareholders' Meeting cease from office, the entire Board of Directors shall be deemed as having resigned and the Directors remained in office shall be required to convene the Shareholders' Meeting for the appointment of the entire new Board.

The Directors - in possess of the requisites prescribed by the applicable laws – cannot be appointed for a term higher than three fiscal years, cease from office on the date of the Shareholders' Meeting called to approve the financial statements regarding the last fiscal year of their office and may be re-elected; the Directors appointed during the same three-year term cease from office together with the Directors already in office when the former were appointed.

#### **Article 14 – Corporate offices**

The Board of Directors, if the Shareholders' Meeting has not resolved in this respect, appoints among its members a Chairman.

The Chairman has the power to represent the Company pursuant to Art. 21 below, convenes the meetings of the Board of Directors and of the Executive Committee, where appointed, decides the agenda of such meetings, coordinates their meeting activities and takes care, depending on the circumstances, that all Directors receive adequate information on the items in the agenda.

The Board of Directors appoints among its members one or more Deputy Chairmen.

The Directors holding the office of Deputy Chairman, in addition to having the power to represent the Company pursuant to Art. 21 below, in case of absence or impediment of the Chairman, stand in for him/her, starting from the eldest.

The Board of Directors, with the exception of the matters mandatorily reserved by law or by these By-Laws to the competence of the Shareholders' Meeting or of the Board of Directors, may delegate its powers to the Chairman, the Deputy Chairmen and/or one or more of its members, determining the content, limits and the possible modalities for the exercise of the delegated powers.

The Board of Directors also may grant to one or more of its members the office of Managing Director.

In particular, the Directors holding the office of Managing Director, in addition to having the power to represent the Company pursuant to Art. 21 below:

- a) are responsible for the implementation of the resolutions of the Board of Directors and of the Executive Committee, where appointed;
- b) supervise the business of the Company within the limits of the powers delegated to them and following the general guidelines established by the Board of Directors;
- c) establish the operational directives to be implemented by the executives (*dirigenti*).

The appointment by the Board of Directors of General Managers (*Direttori Generali*), General Co-Managers (*Condirettori Generali*) and Deputy General Managers (*Vice Direttori Generali*) is governed by Art. 20 below.

The Board of Directors appoints a Secretary, who needs not to be a Director. The Secretary of the Board of Directors also holds the office of Secretary of the Executive Committee, where appointed.

### **Article 15 – Meetings of the Board of Directors**

The Board of Directors meets, upon call of the Chairman, or the person standing for the Chairman, at least on a quarterly basis.

In addition, the Board of Directors meets any time the Chairman, or the person standing for the Chairman, deems it appropriate, or any time it is so requested by at least three Directors, or a Managing Director, if appointed.

The Board of Directors may also be convened, following notice to the Chairman of the Board of Directors, by at least one Auditor.

The meeting is convened with written notice, which indicates the day, time and place of the meeting, which needs not to be held at the registered office, as well as the items under discussion, to be sent to the Directors and to the Effective Auditors, through any electronic means and/or devise with certified receipt, at least five days before or, in case of urgency, at least forty-eight hours before the date of the meeting.

If the above formalities are not complied, the Board of Directors is deemed validly held if all Directors and all members of the Board of Statutory Auditors attend the meeting and none of them objects to the discussion of the items of the agenda.

The meetings of the Board of Directors are chaired by the Chairman or, in case of his/her absence or impediment, by the eldest Deputy Chairman.

If the above is not possible, the meeting is chaired by another Director designated by the Board.

The meetings of the Board of Directors may be held also through telecommunications means, on condition that all participants can be identified and are in a position to follow the discussion, to intervene in real time to the debates on the items discussed and to receive, transmit or review documents; if the above requirements are met, the Board of Directors is deemed to be held in the place where the Chairman is present in person and where also the Secretary of the meeting must be present in person, in order to allow the drafting and execution of the minutes of the meeting on the relevant book.

### **Article 16 – Resolutions of the Board of Directors**

The resolutions of the Board of Directors are validly adopted with the presence of the majority of the Directors in office.

The resolutions must be adopted with the favorable vote of the majority of the Directors attending the meeting, unless otherwise provided by law, and, in case of a

tied vote, the vote of the Chairman of the meeting prevails.

The resolutions are reported in the minutes of the meeting executed by the Chairman of the meeting and by the Secretary.

#### **Article 17 – Powers of the Board of Directors**

The Board of Directors has the broadest powers for the ordinary and extraordinary management of the Company. The Board has therefore the powers to carry out any and all acts, also of disposal, it deems appropriate for the fulfillment of the corporate purpose, with the sole exception of those expressly reserved by law to the competence of the Shareholders' Meeting.

The Board of Directors has also the powers, on the terms and modalities set forth by law, not only to resolve upon the issuance of non-convertible bonds, but also to assume the resolutions concerning:

- mergers, in the cases provided by Arts. 2505 and 2505 bis of the Italian Civil Code, also when reference thereto is made, for de-mergers, by Art. 2506 ter of the Italian Civil Code;
- the opening or closure of secondary offices;
- the indication of which among the Directors – in addition to the Chairman, the Deputy Chairmen and the Managing Directors – and among the executives (*dirigenti*) of the Company have the power to represent the Company pursuant to Art. 21 below;
- the reduction of the share capital following withdrawal of a Shareholder;
- the amendments to the By-Laws required to comply with the prescriptions of law;
- the transfer of the registered office within the territory of Italy.

In addition, in accordance with the Procedure for Transactions with Related Parties adopted by the Company, the Board of Directors: (a) may resolve to carry out transactions with related parties of major relevance despite the disapproval of the Committee for Transactions with Related Parties, or without taking account of its comments, provided it is authorised to do so by the Ordinary Shareholders' Meeting called by the Board of Directors in accordance with Art. 2364, para. 1, 5) of the Civil Code; (b) may avail itself of the exemptions provided for in the Procedure to resolve that the Company carry out, direct or through its subsidiaries, urgent transactions with related parties that are not the responsibility of the Shareholders' Meeting nor require its authorisation.

The Board of Directors establishes within it the committees established by legislation, including of a regulatory nature, in force at the time and those deemed appropriate or necessary for the proper functioning and development of the Company.

#### **Article 18 - Executive Committee**

The Board of Directors may appoint an Executive Committee, selecting its components among the Directors, determining the number and delegating to it all or part of its powers, with the exception of the matters expressly reserved by law or by the By-Laws to the Board of Directors.

The Chairman of the Board of Directors, the Deputy Chairmen, as well as the Directors holding the office of Managing Director are members of the Executive Committee, if appointed.

The formalities for the call of the meetings of the Executive Committee are the same set forth by Art. 15 for the meetings of the Board of Directors.

The meetings are chaired by the Chairman of the Board of Directors or, in case of his/her absence or impediment, by the eldest Deputy Chairman. Failing the above, the meeting is chaired by another member designated by the Executive Committee.

The meetings of the Executive Committee may be held also through telecommunications means, on condition that all participants can be identified and are in the position to follow the discussion, to intervene in real time to the debates on the items discussed and to receive, transmit or review documents; if the above requirements are met, the Executive Committee is deemed to be held in the place where the Chairman is present in person and where also the Secretary of the meeting must be present in person, in order to allow the drafting and execution of the minutes of the meeting on the relevant book.

The validity of the resolutions, the casting of votes and the drafting of the minutes of the meetings are governed by the same provision set forth by Art. 16 for the Board of Directors.

#### **Article 19 – Information to the Board of Directors and to the Board of Statutory Auditors**

The Directors with delegated powers and the Executive Committee, where appointed, report to the Board of Directors and to the Board of Statutory Auditors at least on a quarterly basis on the activities carried out in the exercise of the powers

delegated to them, on the general performance of operations and their foreseeable development, as well as on the transactions of major economic, financial and equity-related significance in light of their value or characteristics, carried out by the Company or its subsidiaries.

During the meetings - and, in any case, at least on a quarterly basis – the Directors also report to the Board of Statutory Auditors, as per the law, the transactions in which they have an interest, directly or on behalf of third parties or which are influenced by the person, where existing, that exercises direction and coordination activities.

When necessary under the circumstances, the above information to the Board of Statutory Auditors may be given in writing to the Chairman of the Board of Statutory Auditors.

#### **Article 20 – General Managers (*Direzione Generale*)**

The Board of Directors may appoint, whether or not among its members, general managers (*direttori generali*), general co-managers (*condirettori generali*), deputy general managers (*vice direttori generali*), determining their powers and assignments as well as, where appropriate, their remuneration and, if necessary or appropriate, granting them the power to represent the Company, including signatory powers to be exercised individually or jointly with others, for the performance of specific activities or series of activities, but in any event within the limits of the powers granted to them.

The said managers may assist, upon request, to the meetings of the Board of Directors and, where deemed appropriate, of the Executive Committee, with consultation vote.

The Chairman, the Deputy Chairmen and the Managing Directors, if appointed, within the limits of the powers delegated to them, are authorized to grant mandates and powers of attorney, also for litigation purposes, to the general managers, the general co-managers, the deputy general managers, the executives (*dirigenti*), as well as to third parties, also not employed by the Company, but in any event for the performance of specific activities or series of activities falling within the limits of their powers.

#### **Article 21 – Corporate Representation**

The power to represent the Company vis-à-vis third parties and in legal proceedings belongs to the Directors holding the office of Chairman, Deputy Chairman and Managing Director, if appointed, severally among them, as well as to those Directors



and Executives (*Dirigenti*) to which the Board of Directors has granted such power within the limits and for the exercise of the powers delegated to them. The above individuals have the power to commence legal actions before any judicial or administrative authority, including the power to file lawsuits, as well as to grant powers of attorney for litigation, also with general mandate.

#### **Article 22 – Remuneration of the Directors**

The Directors are entitled to receive the annual remuneration resolved upon by the Shareholders' Meeting for a term up to maximum the term of their office, as well as the reimbursement of the costs and expenses incurred by reason of their office.

The Shareholders' Meeting may also assign to the Directors a portion of the profits.

The remuneration of the Directors vested with special offices is resolved upon by the Board of Directors, following the opinion of the Board of Statutory Auditors.

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

#### **Article 23 - Statutory Auditors**

The Board of Statutory Auditors is composed by three effective members and three alternate members. They hold office for three fiscal years – therefore until the Shareholders' Meeting approving the financial statements for the third fiscal year, unless otherwise provided by law – and may be re-elected. The powers and duties are those provided by law.

#### **Article 24 – Appointment and remuneration**

The ordinary Shareholders' Meeting appoints the Board of Statutory Auditors and resolves on its remuneration. Minority Shareholders are entitled to appoint one Effective Auditor and one Alternate Auditor.

The Statutory Auditors must possess the requisites of respectability, professionalism and independence provided by the applicable laws and regulations and by these By-Laws.

In particular, with respect to the requisite of professionalism, at least one Effective Auditor and at least one Alternate Auditor must be enrolled in the register of external

auditors (*registro dei revisori legali*) established by law, and have at least three-year experience in auditing; the outstanding Statutory Auditors, if not enrolled in the above register, must have matured an aggregate experience of at least three years in the exercise of:

- a) activities of management or control of, or executive functions in, corporations with a corporate capital not lower than two million euro, or
- b) professional activities or tenured academic career in the legal, economic, financial, technical-scientific and actuarial fields regarding credit, finance and insurance, or
- c) managerial functions (*funzioni dirigenziali*) for public entities or authorities operating in the fields of credit, finance and insurance or in any event in fields strictly pertaining to that of the Company. In this regard, for the sake of clarity, are considered strictly pertaining to the insurance business the economic fields in which operate undertakings which may be subject to the control of an insurance company.

The Statutory Auditors are appointed, in accordance with the provisions of law on gender balance in force at the time, on the basis of lists pursuant to the terms and modalities set forth in the paragraphs below.

Are entitled to present a list the Shareholders who, individually or jointly with other Shareholders, hold in the aggregate a shareholding determined in accordance with the provisions of law and regulations applicable at the time to the election of the members of the Board of Statutory Auditors.

The ownership of the minimum shareholding required to submit the list is calculated having regard to the shares registered to the benefit of the Shareholder/s presenting the list on the date the list is deposited with the Company.

Each person presenting a list, the parties to a material shareholders' agreement for the purposes of Art. 122 of Legislative Decree 58/1998 regarding financial instruments issued by the Company, the controlling person and the subsidiaries of, as well as the companies under common control with, the person presenting the list pursuant to Art. 93 of Legislative Decree 58/1998, cannot present or participate to the presentation, not even through a third party or a fiduciary company, of more than one list nor can vote, not even through a third party or a fiduciary company, for lists other than the list they have presented individually or jointly with others. Any adhesion to and votes cast in breach of such provision shall not be attributed to any list.

The lists, executed by those presenting the same, must be deposited at the

registered office of the Company at least 25 (twenty-five) days before the date of the Shareholders' Meeting called to resolve on the appointment of the members of the Board of Statutory Auditors; such term is indicated in the notice of call, without prejudice to any other form of publicity provided by the laws, including regulations, in force at the time.

Simultaneously and jointly with each list, those presenting the list must deposit with the registered office the information concerning the same, a complete set of information with the personal and professional data of each candidate, the statements by which all candidates accept their nomination and attest, under their own liability, that there are no grounds for their ineligibility and incompatibility, as well as that they possess the requisites prescribed by the law and the By-Laws for the office of Statutory Auditor and the list of the positions of management and control held, if any, in other companies, as well as any other information required by law or regulation, which shall be indicated in the notice of call of the Shareholders' Meeting.

The lists presented in breach of the provisions above shall be disregarded.

Together with each list must be delivered to the Company – also after the deposit of the list itself but in any event by and no later than the deadline prescribed by the laws, including regulations, applicable at the time to the publication of the lists by the Company – the communication of a legally authorized intermediary attesting the ownership of the minimum share capital percentage prescribed by the provisions of law in force at the time of the presentation of the list.

Unless otherwise provided by mandatory provisions of law or regulations, cannot be appointed as Statutory Auditors, and, if appointed, cease from the office, the persons in the positions of incompatibility set forth by the law and these By-Laws, as well as those holding a number of offices exceeding the maximum number set forth from time to time, alternatively, by the law or the Consob<sup>1</sup>.

The lists, which indicate the names of one or more candidates, are divided into two sections: the first section for the candidates to the position of Effective Auditor, the second section for the candidates to the position of Alternate Auditor. The lists contain a number of candidates not higher than the number of Statutory Auditors to be elected, listed by consecutive number. Each candidate may be listed in one list only under penalty of ineligibility.

The first two candidates of the first section of the list which has obtained the highest number of votes and the first candidate of the first section of the list which has obtained the second highest number of votes and that is not connected, not even indirectly, to those who have presented or voted the list which has obtained the

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<sup>1</sup> Public Authority responsible for regulating the Italian Financial Market.

highest number of votes, are elected as Effective Auditors. The first two candidates of the second section of the list which has obtained the highest number of votes and the first candidate of the second section of the list which has obtained the second highest number of votes as per the above are elected as Alternate Auditors. In case two or more lists obtain the same number of votes a second ballot between such lists shall take place and the candidates from the list which obtains the highest number of votes in such second ballot shall be elected.

To ensure gender balance within the Board of Statutory Auditors, in compliance with the provisions currently in force, the lists presenting an aggregate number of candidates equal or higher than three must include, in the first two places of the section or sections where at least two candidates are listed, candidates of different gender.

The Chairman of the Board of Statutory Auditors shall be the Effective Auditor elected from the list that has obtained the second highest number of votes.

If only one list or no lists at all are presented, shall be elected as Effective and Alternate Auditors all candidates to the relevant position indicated in the sole list presented or, if no lists at all were presented, those voted by the Shareholders' Meeting, to the extent they obtain the relative majority of the votes cast at the Shareholders' Meeting and without prejudice in any event to the provisions of law on gender balance in force at the time. In such case, the Shareholders' Meeting shall appoint the Chairman of the Board of Statutory Auditors.

If a Statutory Auditor loses the requisites provided by the law or the By-Laws, he/she shall automatically cease from office.

In case of replacement of a Statutory Auditor, the ceasing Statutory Auditor is replaced by the Alternate Auditor belonging to the same list as the ceasing Statutory Auditor. Failing which, in case the ceasing Statutory Auditor had been appointed by the minority Shareholders, then such Statutory Auditor is replaced by the candidate listed thereafter in the same list to which the ceasing Statutory Auditor belonged or, in further suborder, the first candidate of the list which had obtained the third highest number of votes. It being understood that the replacement shall in any event comply with the provisions of law on gender balance applicable at the time. The Chairman of the Board of Statutory Auditors shall remain the Statutory Auditor appointed by the minority Shareholders.

When the Shareholders' Meeting proceeds to replace the Effective and/or Alternate Auditors to restore the Board of Statutory Auditors the following provisions apply:

- in case of replacement of Statutory Auditors elected from the majority list, the substitute is appointed by relative majority vote without any list restriction

*(senza vincolo di lista);*

- in case, however, of replacement of a Statutory Auditor elected from the minority list, the Shareholders' Meeting resolves with the favorable vote of the relative majority, selecting the substitute among the candidates indicated in the list to which the replaced Statutory Auditor belonged, or – if this is not possible – in the list which obtained the third highest number of votes.

Should the implementation of the procedures above not allow, for any reason whatsoever, to replace the Statutory Auditors designated by the minority, the Shareholders' Meeting shall proceed to designate the substitute by relative majority vote; provided however that, in ascertaining the results of such latter resolution, shall not be computed the votes of those who, based on the information provided pursuant to the applicable laws, hold, also indirectly or jointly with other Shareholders who are parties to a material shareholders' agreement for the purposes of Art. 122 of Legislative Decree 58/1998 regarding financial instruments issued by the Company, the majority of the votes that can be cast in a Shareholders' Meeting, as well as the controlling person of, the subsidiaries of, and the companies under common control with, the same.

The replacement procedures described in the paragraphs above shall in any case ensure compliance with the provisions of law on gender balance in force at the time.

The meetings of the Board of Statutory Auditors, if the Chairman deems it necessary, may be validly held via video or audio conference, on condition that all participants can be identified by the Chairman and by all the other attendees, that they are in the position to follow the discussion and to intervene in real time to the debates on the items discussed, that they are in the position to exchange documents regarding such items and that all the above is reported in the minutes of the relevant meeting. If the above requirements are met, the meeting of the Board of Statutory Auditors is deemed to be held in the place where the Chairman is present in person.

## **SECTION VI – FINANCIAL STATEMENTS AND PROFITS**

### **Article 25 – Fiscal years**

The fiscal year closes at December 31 of each year.

The Board of Directors drafts the year-end financial statements.

### **Article 26 - Manager in charge of the preparation of the corporate accounting**

**documents (*Dirigente preposto alla redazione dei documenti contabili societari*)**

The Board of Directors, upon proposal of the Chairman or the Managing Director, if appointed, appoints a Manager (*Dirigente*) in charge of the preparation of the corporate accounting documents pursuant to Art. 154-bis of Legislative Decree of February 24, 1998, n. 58 and subsequent amendments and supplements, who must possess the requisites of respectability pursuant to Art. 147-quinquies of Legislative Decree n. 58/1998 as well as adequate professionalism and must have had executive functions in the field of administration/accounting or finance or management control or internal audit for a company with shares listed on a regulated market or which exercises the bank, insurance or finance business or, in any event, for a large corporation. To this extent the Board of Directors is subject to the prior mandatory opinion of the Board of Statutory Auditors, which is however non-binding.

The Board of Directors also establishes the term of the office, which cannot exceed the term of office of the Board of Directors which has appointed the manager.

**Article 27 – Distribution of profits**

The profits resulting from the financial statements approved by the Shareholders' Meeting, deducted the quotas to be allocated to ordinary reserves in the amounts set forth by law, of which the Shareholders' Meeting resolves the distribution, are allocated among all the common shares.

The Shareholders' Meeting may also resolve extraordinary distributions of profits through issuance of shares to be allotted, individually, to the employees of the Company, pursuant to Art. 2349 of the Italian Civil Code.

**Article 28 – Accounts on dividends**

The Board of Directors, during the fiscal year, within the limits and with the modalities provided by law, may resolve the payment of accounts on the dividends of the same fiscal year.

**SECTION VII – FINAL PROVISIONS**

**Article 29 - Jurisdiction**

The Company is subject to the jurisdiction of the Civil and Administrative Courts (*Autorità Giudiziaria Ordinaria e di Giustizia Amministrativa*) of Bologna.



#### **Article 30 – Domicile of the Shareholders**

For the purposes of any corporate notice, the domicile of the Shareholders is deemed to be as set forth in the stock ledger.

#### **Article 31 – Liquidation**

In case of liquidation of the Company, the liquidation is carried out pursuant to the terms set forth by law.

The liquidator or liquidators is/are appointed, as per the law, by the Shareholders' Meeting, which shall establish the relevant powers and the remuneration.

#### **Article 32 – Referral to the provisions of law**

All matters not specifically regulated in these By-Laws shall be governed by the applicable provisions of law.

#### **Article 33 – Transitional provisions**

The provisions of Arts. 13 and 24 aimed at guaranteeing compliance with the existing provisions of law on gender balance shall apply starting from the first renewal, respectively, of the Board of Directors and of the Board of Statutory Auditors after August 12, 2012 and for three consecutive mandates, reserving to the less represented gender, for the first mandate, in compliance with the law, a quota at least equal to one fifth of the Directors and of the Effective Auditors elected and, for the following two mandates, at least one third of the Directors and of the Effective Auditors elected (rounding-up to the next whole number if the number resulting from the above formula is not a whole number).