

*The English text is a translation of the Italian official "Articles of Association of Piaggio & C. S.p.a.". For any conflict or discrepancies between the two texts the Italian text shall prevail.*

## **ARTICLES OF ASSOCIATION**

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**Company name - Shareholders - Registered head office - Duration  
- Object**

### **Article 1**

1.1 A joint stock company is incorporated under the name:

**"PIAGGIO & C. Societa' per Azioni"**

### **Article 2**

2.1 The registered head office of the Company is located in Pontedera (PI).

2.2 The Company, by resolution of the Board of Directors, has the power to establish or close branch offices, agencies, representative offices and any other offices of the Company, both in Italy and overseas.

2.3 The Shareholders', Directors', Statutory Auditors' and external auditors' domiciles and, if available, their telefax numbers, e-mail addresses or any other addresses at which notices may be served by the Company, shall be deemed to be those stated in the Company registers; the Shareholder, Director, Statutory Auditor and external auditor are responsible for communicating the above details, so that they can be recorded in the Company registers, as well as any changes by registered letter, fax message or e-mail.

### **Article 3**

3.1 The Company is expected to exist until 31 December 2050 and its duration may be extended, once or more than once, by resolution passed by the Extraordinary Shareholders' Meeting.

3.2 Shareholders who do not vote in favour of the resolution to extend the duration of the Company shall have no right to withdraw.

### **Article 4**

4.1 The Company's activity is the design, development, production, assembly and marketing of vehicles, engines, components, spare parts and related accessories.

4.2 The Company may purchase, construct, transform, sell, exchange, manage and administer property for industrial, commercial and civil use; it may also let such property under any type of lease contract, also finance lease.

4.3 The Company may also acquire stakes in financial, real estate, industrial and commercial (services) companies; carry out any financial and broking transaction in accordance with applicable limits and provisions, more specifically those of Law No. 39/89, acquisitions and granting of finance, excluding public fund rising; in addition it may act as representative and provide industrial consulting services both in Italy and overseas.

4.4 The Company may take part to the setting up of companies limited by shares; acquire, sell, exchange, manage securities, in general, issued by the Italian state or foreign states,

quotas, shares, debentures of Italian and foreign companies carrying out any type of activity; it may discount securities as well as purchase and sell receivables either with or without recourse clauses; acquire delegations to collect any type of receivables; grant advances in general and carry out finance lease transactions involving immovable and movable assets including those recorded in Public Registers.

4.5 Furthermore the Company may carry out any other activity associated with the aforesaid Company object or similar ones and may manage, as well as finance - provided it shall not do so vis-à-vis the public and as a major activity - business undertakings of any nature.

4.6 The Company may carry out any type of security, real estate, commercial, industrial and financial transaction that the governing body shall deem necessary or useful for the Company, including the assignment or sale of copyrights, patents and trademarks, the taking out of loans, the granting of endorsements, guarantees and other collateral securities, provided that it shall not do so vis-à-vis the public and, in any case, as a major activity, also in the interest of Shareholders or third parties. It may also create liens on shares of subsidiaries or associated companies, either wholly or in part.

#### **Share capital - Shares**

##### **Article 5**

5.1 The share capital is equal to Euro 207.613.944,37 (two hundred and seven million, six hundred thirteen thousand, nine hundred forty-four euros and thirty-seven eurocents) divided into **No. 358,153,644 (three hundred and fifty-eight million, one hundred fifty-three thousand, six hundred forty-four)** ordinary shares with no par value and may be increased also by payments in kind and receivables.

5.2 The Company may purchase funds with obligation to repay Shareholders in accordance with applicable legal regulations.

5.3 By resolution of the Shareholders' Meeting the share capital may be increased by issuing new shares also with rights different from those of the shares that have already been issued. The resolution to increase the share capital, passed with the majorities prescribed by Articles No. 2368 and 2369 of the Italian civil code, may exclude the option right within the limit of 10% of the pre-existing share capital, provided that the issue price is equal to the market value of the shares and this is confirmed by an ad hoc report issued by an auditor or a Company engaged to perform the Company audit.

~~5.4 The Extraordinary Shareholders' Meeting of April 16<sup>th</sup> 2010 passed a resolution approving a divisible share capital increase by payment in cash, within October 30<sup>th</sup>, 2015, by a maximum nominal amount of € 2,891,410.20 (two million, eight hundred and ninety-one thousand four hundred and ten euros and twenty eurocents), in addition to a share premium of €~~

~~6,673,309.80 (six million, six hundred and seventy-three thousand three hundred and nine and eighty eurocents), excluding option right pursuant to Article 2441, paragraph 5 and 8, of the Italian Civil code and to Article 134 of Legislative Decree No. 58/1998, by issuing max. No. 5,220,000 (five million, two hundred and twenty thousand) ordinary shares of Piaggio & C. S.p.A. without nominal value, having the same features as the ones already in circulation, regular enjoyment, solely to the beneficiaries of Stock Option Plan 2007-2009 concerning the free assignment of option rights reserved to the top management of the Company and the Italian and foreign subsidiaries (approved by the Ordinary Shareholders' Meeting of the Company held on May 7, 2007 and subsequently amended by the Ordinary Shareholders' Meeting of the Company held on April 16, 2010) (the "Plan") who are employees of the Company or of Italian and foreign subsidiaries of the Company.~~

### **Shareholders' Meeting**

#### **Article 6**

6.1 The Shareholders' Meeting is either ordinary or extraordinary pursuant to legal regulations and is held at the Company's registered head office or any other venue indicated in the notice of meeting, provided that such place be located within the national boundaries.

6.2 The Shareholders' Meeting, whether Ordinary or Extraordinary, may be held by videoconference, the Shareholders participating from different locations, whether close or distant, provided that the participants are able to follow the discussion of the matters presented and participate in real time, are able to receive, transmit or review documents, the examinations and deliberations occur simultaneously, and the principles of bona fide and Shareholders parity of treatment are complied with. In particular, Shareholders' Meetings shall be deemed to be valid, if held via videoconference, provided that:

- the Chairman is able, as a result of his tenure of office, to verify the identity and legitimacy of those present, direct and conduct the meeting as well as verify and announce the results of voting;
- the person drafting the minutes is able to properly understand the events of the meeting that are to be minuted;
- the participants are able to take part to the discussion and simultaneous vote on the items on the agenda;
- the notice of the meeting indicates the places connected by the Company by video-conference where they may convene, the meeting being deemed as having been held at the place where the Chairman and the person taking the minutes are located;
- those attending the Shareholders' Meeting who are connected by a long-distance network have access to the same documentation distributed to the participants at the official venue of the meeting.

6.3 The Ordinary Shareholders' Meeting to be held to approve the financial statements must be convened within one hundred and twenty days from the end of the accounting period, that is within one hundred and eighty day)if the conditions required by current legal regulations are fulfilled. Both Ordinary and Extraordinary Shareholders' Meetings are convened every time the Board of Directors deems it fit and where required by the law.

#### **Article 7**

7.1 Ordinary and Extraordinary Shareholders' Meetings are convened, within the time period prescribed by current legal regulations, by notice published in the web site of the Company and, should the legal regulations in force from time to time require, possibly also by excerpt, in the Official Gazette of the Italian Republic or in the daily newspaper "Il Sole 24 Ore" or in the daily newspaper "Corriere della Sera" stating the date, time and venue of the first call and any subsequent ones, as well as the items of the agenda, subject to compliance with any other legal requirement and to these Articles of Association.

7.2 The agenda of the Shareholders' Meeting is fixed by those who have the right to convene a meeting by law and the Articles of Association or, if the meeting is convened upon request by the Shareholders, on the basis of the items indicated in the request filed by the Shareholders in question. If the meeting is convened by the Shareholders pursuant to legal requirements, the agenda is integrated within the dates and according to the terms set by applicable legal regulations.

#### **Article 8**

8.1 Each ordinary share is entitled to one vote.

8.2 The legitimate attendance of Shareholders' Meeting and the exercise of voting rights is confirmed by a statement of the Company from the enabled intermediary, in compliance with the applicable law provisions, on the basis of intermediary accounting balances recorded at the end of the seventh trading day prior to the date of the Shareholders' Meeting and received by the Company within the terms stated by legal regulations. To this end, reference is made to the date of the first call, as long as the dates of any subsequent calls are indicated in the only meeting call; otherwise, reference is made the date of each meeting call.

8.3 All subjects with voting right may appoint a proxy to attend and vote on his behalf, by written proxy statement, in accordance with legal regulations. The electronic notification of the proxy may be carried out, in accordance with the methods specified in the meeting notice, sending a message to the certified e-mail box indicated in the meeting notice itself or using a special section of the Company's web site.

8.4 The Company is not required to designate for each Shareholders' Meeting a person whom the Shareholders may grant

a proxy for representation at the Shareholders' Meeting pursuant to Article 135-undecies of Legislative Decree 58/1998.

**Article 9**

9.1 The Shareholders' Meeting is chaired by the Chairman of the Board of Directors or, if absent or unavailable for any other reason, by the sole Deputy Chairman, or, if there is more than one Deputy Chairman, by the longest serving one attending and, in case of a tie, by the most senior in age. In the absence or disability of both the Chairman and the deputy chairman or joint deputy chairmen, the shareholder meeting will be chaired by a director or shareholder nominated by majority vote of the participants.

9.2 The Chairman of the Shareholders' Meeting verifies the identity and legitimacy of those present; he verifies that the meeting has been properly convened and that there is a sufficient number of subjects with voting right to constitute a quorum to be able to pass valid resolutions; he directs and conducts the meeting; he sets the voting procedure and checks the results of voting.

9.3 The Chairman is assisted by a Secretary appointed by the Shareholders' Meeting by the majority of votes of those attending. In addition to the cases prescribed by the law, if the Chairman deems it fit, a Notary Public chosen by the same Chairman may be asked to act as Secretary.

**Article 10**

10.1 Ordinary and Extraordinary Shareholders' Meetings are considered to be validly held and the related resolutions to be validly passed if all legal regulations and the Company's Articles of Association have been complied with. The Shareholders' Meetings are governed by legal regulations and by the Articles of Association, as well as by the Shareholders' Meeting regulation approved by the Ordinary Shareholders' Meeting, if any.

**Article 11**

11.1 The minutes of the Shareholders' Meeting are drawn up in accordance with the law; they are approved and signed by the Chairman of the Shareholders' Meeting and by the Secretary or by the Notary Public if the latter was appointed to draw up the minutes.

**Board of Directors**

**Article 12**

12.1 The Company is managed by a Board of Directors consisting of not fewer than 7 (seven) and not more than 15 (fifteen) members. When appointing the members of the Board of Directors, the Ordinary Shareholders' Meeting establishes their number within the aforesaid limits and their term of office which must not exceed three financial years; conversely their term of office shall expire on the date of the Shareholders' Meeting convened to approve the financial statements of the last accounting period of their term of office. They may be

reappointed.

12.2 Directors must possess the requisites envisaged by current legal requirements, the Articles of Association and other applicable regulations.

Individuals cannot be appointed as Directors of the Company and, if they are appointed such appointment is void, unless they have gained at least three years' experience in:

a) administration and control activities or managerial tasks for companies limited by shares with a share capital in excess of two million euros; or

b) professional activities or as university professor with permanent title teaching legal, economic, financial and technical-scientific subjects closely related to the Company's activity; or

c) managerial functions with public entities or local government offices operating in the credit, financial and insurance sector or, in any case, in sectors closely related to the one of the Company's activity.

The Directors must possess the requisites prescribed by currently applicable legal regulations; a minimum number of Directors equal to the minimum prescribed by legal regulations must possess the independence requisites set out in Article 148, paragraph 3, of Legislative Decree No.58/1998.

If a Director no longer has the prescribed requisites his term of office shall immediately expire. If a Director falls short of the independence requisite described above his term of office does not expire if the minimum number of Directors prescribed by legal regulations still possesses such requisite.

12.3 The Directors are appointed by the ordinary shareholders' meeting, in accordance with the rules in force at any time concerning the balance between genders, based on the lists submitted by Shareholders in which candidates are listed with a sequential number.

Each Shareholder, and the Shareholders taking part to a Shareholders' Agreement pursuant to Article 122 of Legislative Decree No. 58/1998, as well as the controlling entity, the subsidiaries and joint ventures pursuant to Article 93 of Legislative Decree No. 58/1998, cannot present or take part, even by proxy or through a trust company, to more than one list, nor can they vote different lists. The endorsements and votes cast in breach of such prohibition shall not be assigned to any list.

Shareholders are entitled to present lists only if, alone or with other Shareholders, they represent at least 2.5% (two point five per cent) of the share capital, or a different percentage that may be fixed by the law or other regulations. The lists submitted by Shareholders must be filed at the registered offices, without prejudice to any additional forms of advertising and filing procedures prescribed by regulatory

provisions in force at any time, at least twenty days before the date set for the meeting in first call, and this to be mentioned in the meeting call. Ownership of the shareholding required, pursuant to the foregoing, for the purposes of submission of the list is determined having regard to the shares registered in the name of the Shareholder on the date on which the lists are filed with the issuer; certification of the same can also be submitted subsequent to filing the list, provided that this takes place within the deadline for the publication of such lists. Together with each list, the following shall be filed at the registered office, without prejudice to any other provisions in force at any time: (i) information concerning the identity of the Shareholders' who presented the list; (ii) an abridged curriculum vitae of the candidates included in the list, containing the personal and professional details of each candidate; and (iii) the declarations made by each candidate whereby they accept their candidacy and attest, under their responsibility, that there are no grounds for ineligibility and incompatibility, as well as that they possess the requisites prescribed by the law and the Articles of Association for their respective positions, and that they are fit to qualify as independent Directors. The list that fails to comply with the aforesaid legal provisions shall be deemed as not having been presented.

The lists shall also be subject to other types of advertisement provided for by currently applicable law and other regulations. Each candidate may be included in one list only on pain of ineligibility. No candidates may be included in the lists who (without prejudice to any other ground of ineligibility or forfeiture of right) do not possess the requisites prescribed by legal regulations, the Articles of Association or other provisions applicable to their respective positions. Each list may contain ~~must include~~ a number of candidates up equal to the maximum number of the members making up the Board of Directors indicated at the first paragraph of this Article and, among these, at least one candidate must possess the independence requisites set forth at the second paragraph of this Article.

Lists with a number of candidates greater than or equal to three shall be composed of candidates from both genders, in such a way that at least one fifth (on the occasion of the first term after 12 August 2012) and thereafter one third (in any case rounded up) of candidates belong to the less represented gender.

Each person entitled to vote may vote for one list only.

The procedure for appointing Directors is as follows:

- a) all the Directors but one are selected from the list that obtained the highest number of the votes in the sequential order in which they appear;
- b) the other Director is selected from the minority list that

is in no way connected, even indirectly, with the subjects who presented or voted the list at point a) and which obtained the highest number of the votes; the selected person will be the first candidate on the list out of all the candidates set out in sequential order.

If the minority list at point b) did not obtain a percentage of votes equal to at least half of the required percentage, pursuant to what has been stated above, for the purpose of presenting the very same list, all the Directors to be appointed will be selected from the list at point a).

If, by following the procedures indicated above, an insufficient number of Directors is appointed with the necessary independence requisites set forth in the second paragraph of this Article and equal to the minimum number set by the law in relation to the overall number of Directors, the last non-independent Director appointed in sequential order from the list that obtained the highest number of votes, as per point a) above, will be replaced by the independent candidate appearing in sequential order on the same list, or, failing this, by the first independent candidate in sequential order that was not appointed from the other lists, based on the number of votes obtained by each list. This replacement procedure will continue until the Board of Directors has a number of members with the independence requisites prescribed by Article 148, paragraph 3 of Legislative Decree No. 58/1998 equal to the minimum number prescribed by legal regulations. If the aforesaid procedure does not ensure the last result indicated above, the replacement will take place by resolution passed by the Shareholders' Meeting by relative majority subject to the presentation of candidates possessing the aforesaid requisites.

If, in addition, with the candidates elected in the manner described above, a composition of the Board of Directors compliant with legislation in force at any time concerning the balance between genders is not ensured, the candidate of the more represented gender elected as last in the sequential order in the list that received the most votes shall be replaced by the first candidate of the less represented gender not elected from the same list according to the sequential order. This replacement procedure shall be repeated until a composition of the Board of Directors compliant with legislation in force at any time concerning the balance between genders has been ensured. If the aforesaid procedure does not ensure the last result indicated above, the replacement will take place by resolution passed by the Shareholders' Meeting by relative majority subject to the presentation of candidates belonging to the less represented gender.

12.4 If only one or no list is presented, the Shareholders' Meeting shall resolve according to the legally prescribed majorities, disregarding the above procedure but without



prejudice to the provisions of the second paragraph of this Article and compliance with legislation in force at any time concerning the balance between genders.

12.5 Should one or more Directors cease to be in office during the financial year for whatever reason, provided that the majority is still made up of Directors appointed by the Shareholders' Meeting, pursuant to Article 2386 of the Italian civil code, the following procedure shall apply:

i) the Board of Directors, by resolution approved by the Board of Statutory Auditors, shall appoint the replacing members by selecting the candidates (that are still eligible) from the same list of the Directors that ceased to be in office, in accordance with the provisions of the second paragraph of this Article and in compliance with legislation in force at any time concerning the balance between genders, and the Shareholders' Meeting shall resolve, by the legally prescribed majorities, in accordance with the same principles;

ii) if there are no candidates left from the aforesaid list that have not already been appointed, that is if by following the replacement procedure indicated at point i) the provisions of the second paragraph of this Article cannot be complied with, or else if the case mentioned in the fourth paragraph of this Article occurred, the Board of Directors, by resolution approved by the Board of Statutory Auditors, shall replace the Directors who ceased to be in office without complying with the provisions set forth in point i), as the Shareholders' Meeting always does in accordance with the legally prescribed majorities, however subject to the provisions of the second paragraph of this Article and compliance with legislation in force at any time concerning the balance between genders.

If during the financial year one or more Directors cease to be in office, provided that the majority is still made up of Directors appointed by the Shareholders' Meeting, the latter has however the right to pass a resolution to reduce the number of Board members to the number of Directors in office for the unexpired term of their mandate, provided that the provisions of the second paragraph of this Article and legislation in force at any time concerning the balance between genders are complied with and that the Director selected from the minority list as stated in the third paragraph, letter b) of this Article did not cease to be in office (if previously appointed).

12.6 Should the number of Directors appointed by the Shareholders' Meeting fall short of the majority, the entire Board shall be deemed to have resigned and a Shareholders' Meeting must be convened without delay by the Directors still in office so as to reconstitute the Board.

12.7 If the fixed number of Directors is lower than the maximum provided for in the first paragraph of this Article, during the term of office of the Board the Shareholders' Meeting may

increase that number up to the maximum limit set forth in the aforesaid first paragraph. The other members of the Board will be appointed according to the following procedure:

(i) the additional Directors are selected from the list that obtained the highest number of votes when appointing the members currently in office, among the candidates that are still eligible, subject to compliance with legislation in force at any time concerning the balance between genders, and the Shareholders' Meeting shall resolve, by the legally prescribed majorities, in accordance with that principle;

ii) if there are no candidates left from the aforesaid list that have not already been appointed, or if the case provided for in the fourth paragraph of this Article applies, the Shareholders' Meeting shall proceed with the appointments without complying with the provisions set forth at point i), in accordance with the legally prescribed majorities, subject to compliance with legislation in force at any time concerning the balance between genders.

#### **Article 13**

13.1 The Board of Directors shall appoint the Chairman from among its members unless the Shareholders' Meeting failed to do so; it may also appoint one or more Deputy Chairmen. The Board shall also appoint a Secretary who need not be selected from among its members.

#### **Article 14**

14.1 The Chairman - or his substitute pursuant to the seventh paragraph of this Article - shall convene the Board of Directors by letter sent, either via fax or other appropriate communication means, to the domicile of each Director and Standing Auditor.

14.2 The notice of the meeting stating the agenda, date, time, venue and other possible locations from where it will be possible to take part to the meeting via videoconference must be sent to the domicile of each Director and Standing Auditor at least three days before the date fixed for the meeting. For urgent matters the Board of Directors may be convened by telegram, fax, email or other telematic means at least twenty-four hours before the date of the meeting.

14.3 The Chairman coordinates the work of the Board of Directors and ensures that adequate information about the items on the agenda is provided to all the Directors, taking account of the relevant circumstances.

14.4 The Board of Directors is convened at the Company's registered head office or other place, as long as within the national boundaries, every time the Chairman - or his substitute pursuant to the seventh paragraph of this Article - deems it fit or when it is so requested by the Managing Director, if appointed, or by at least three Directors, without prejudice to the powers to convene a meeting assigned to other subjects in accordance with legal regulations.

14.5 Those attending the Board meeting may take part by long-distance network via video or teleconference. In that case, all participants must be able to be identified and must, nevertheless, be guaranteed that they will participate and express their opinion in real time as well as receive, transmit and see documentation that they have not examined before; they must also be guaranteed the simultaneous examination, participation and passing of resolutions. The Directors and Statutory Auditors connected by a long-distance network must be able to avail of the same documentation distributed to those attending the meeting at the official meeting venue. The meeting of the Board of Directors is deemed to have been held at the place where the Chairman and the Secretary are located and must work jointly.

14.6 Meetings are deemed to have been validly held even if not convened according to the aforesaid procedure provided that all the Directors and the members of the Board of Statutory Auditors attend.

14.7 The meetings of the Board of Directors are chaired by the Chairman or, if absent or unavailable for any other reason, by the sole Deputy Chairman, or if there is more than one Deputy Chairman, by the longest serving one attending and, in case of a tie, by the most senior in age.

If both the Chairman and the sole Deputy Chairman, or all the Deputy Chairmen are absent or unavailable for any other reason, the meeting is chaired by the attending Director considered to be the most senior by reference to the aforesaid criteria.

If the Secretary is absent or unavailable for any other reason, the Board shall decide upon his substitute.

#### **Article 15**

15.1 Resolutions passed by the Board of Directors are deemed to be valid only if the majority of the members in office voted in favour of such resolutions.

15.2 The resolutions are passed by the majority of voters and that excludes abstentions. In case of tie votes the chairing person shall cast the deciding vote.

15.3 Voting must take place by open vote.

#### **Article 16**

16.1 The resolutions of the Board of Directors must be minuted, recorded in an apposite book and signed by the Chairman chairing the meeting and the Secretary.

#### **Article 17**

17.1 The Board of Directors has the widest possible powers to manage the Company, and to that end it may pass resolutions or take any action it will deem necessary or useful to achieve the Company object, with the exception of what is reserved to the Shareholders' Meeting by law or the Articles of Association.

Pursuant to Article 2436 of the Italian civil code, the Board of Directors has also the power to pass resolutions concerning: mergers or demergers that are defined "simplified" pursuant to

Articles 2505, 2505-bis, 2506-ter, last paragraph of the Italian civil code;

the setting-up or closing down of branches;

the transfer of the registered head office within the national territory;

indication of which Directors are the Company's legal representatives;

share capital reduction due to withdrawal;

updating the Articles of Association to comply with new legal regulations,

it being understood that such resolutions may nevertheless be passed by the Extraordinary Shareholders' Meeting.

17.2 The Directors report promptly to the Board of Statutory Auditors on any activity carried out and any major economic, financial and asset-based transaction carried out by the Company or its subsidiaries, reporting in particular on the transactions in which they have vested interest, either for their own account or on behalf of third parties, or that have been influenced by the subject who carries out management and coordination activities, when holding Board of Directors meetings, also convened on purpose and, nevertheless, at least on a quarterly basis. If special circumstances should require, the communication may be made also in writing to each Standing Auditor.

17.3 The Board of Directors, subject to obtaining the mandatory opinion of the Board of Statutory Auditors, appoints and revokes the appointment of the manager responsible for preparing the Company's financial reports, who is assigned the powers and functions prescribed by law and other applicable provisions, as well as the powers and functions established by the Board at the time of appointment or by subsequent resolution. The Board of Directors is also responsible for fixing the remuneration of the aforesaid manager. The manager responsible for preparing the Company's financial reports must possess not only the respectability requisites prescribed by current legal regulations for those who hold administration and managerial positions, but also professionalism requisites characterised by specific competence in administration and accounting. This competence, to be verified by the Board of Directors, must be gained through work experience gained in positions of adequate responsibility for a reasonable period of time.

17.4 The Board of Directors - within the limits set by the law and the Articles of Association - may delegate its powers and responsibilities to an Executive Committee. It may also delegate, within the same limits, part of its powers and responsibilities to the Chairman and/or other members of the Board, as well as appoint one or more Managing Directors who can be assigned the aforesaid powers and responsibilities. The delegated bodies have the power to grant, as part of their

powers and for single transactions or categories of transactions, delegations to Company's employees and power of attorney to third parties and, in both cases, with the right to sub-delegate or grant power of attorney.

17.5 The Board of Directors may appoint one or more General Managers, fixing their tasks and remunerations.

17.6 The Board of Directors may also set up Committees charged with making recommendations or act as consultants for the Board which will fix their competences, powers and operating rules.

17.7 The delegated bodies report adequately and promptly to the Board of Directors and the Board of Statutory Auditors on the activity carried out, on the Company's overall performance and expected developments, as well as on major transactions carried out by the Company and its subsidiaries in terms of size and characteristics, reporting in particular on transactions in which they have a vested interest, either for their own account or on behalf of third parties, or that have been influenced by the subject who carries out management and coordination activities, when holding Board of Directors meetings, also convened on purpose and, nevertheless, at least on a quarterly basis. If special circumstances should require, the communication may be made also in writing to each Standing Auditor.

#### **Article 18**

18.1 The Directors are entitled to reimbursement of expenses incurred in the performance of their functions. They are also entitled to an annual fee that is approved by resolution of the Ordinary Shareholders' Meeting that appoints them and remains unchanged until differently resolved by the Shareholders' Meeting.

18.2 The Board of Directors, after consulting with the Board of Statutory Auditors, fixes the remuneration of the Chairman or of the Deputy Chairman/Chairmen, of the Managing Directors and the members of the Executive Committee.

18.3 Alternatively, the Shareholders' Meeting may fix an overall amount for the remuneration of all the Directors, including those holding special positions, the allocation of the amount being established by the Board of Directors after consulting with the Board of Statutory Auditors.

#### **Executive Committee**

#### **Article 19**

19.1 The Board of Directors may appoint an Executive Committee, establishing beforehand its duration and composition (not less than three members). The number of Board members includes, as members by rights, the Chairman and the Managing Director or Managing Directors, if more than one, if appointed.

19.2 The Secretary of the Committee is the same as the one of the Board of Directors, unless differently resolved by the Committee itself.

#### **Article 20**

20.1 The meetings of the Executive Committee are convened pursuant to the first, second and third paragraph of Article 14 above. It meets whenever the Chairman deems it fit or upon request by a Managing Director, if appointed, or by at least two members, without prejudice to the powers to convene meetings assigned to other subjects in accordance with the law. The meetings are attended by the Board of Statutory Auditors.

20.2 Those attending the meeting of the Executive Committee may take part by long-distance network via video or teleconference in accordance with the provisions of the fifth paragraph of Article 14. The Directors and Statutory Auditors connected by a long-distance network must be able to avail of the same documentation distributed to those attending the meeting at the official meeting venue.

20.3 The rules for convening meetings of the Executive Committee and its operating procedures are regulated by applicable legal provisions and, failing these, by apposite regulation approved by the Board of Directors.

#### **Article 21**

21.1 The Executive Committee passes valid resolutions only if the majority of its members in office attend the related meeting. Resolutions are passed by the absolute majority of voters, excluding abstentions, and in case of tie votes, the chairing person shall cast the deciding vote.

#### **Article 22**

22.1 The resolutions of the Executive Committee must be minuted, recorded in an apposite book and signed by the Chairman and the Secretary.

#### **Legal representatives**

#### **Article 23**

23.1 The Chairman and, if absent or unavailable - even temporarily - for any other reason, the Deputy Chairman or each of the Deputy Chairmen, if there is more than one, the precedence being given pursuant to the seventh paragraph of Article 14, represent the Company vis-à-vis third parties and in court and are the Company's authorised signatories; also the Managing Director or Managing Directors, if appointed, are responsible for the above within the limits of their delegated powers.

23.2 The substitute's signature shall be evidence, vis-à-vis third parties, of the absence or unavailability of the person he is replacing.

23.3 If necessary, the Board may also appoint attorneys from outside the Company to carry out specific transactions through apposite power of attorney.

#### **Board of Statutory Auditors - Audit**

#### **Article 24**

24.1 The Board of Statutory Auditors is made up of three Standing Auditors and two Alternate Auditors who remain in office for three financial years until the date of the

Shareholders' Meeting held to approve the financial statements of the last financial year of their office and may be reappointed. The Statutory Auditors must possess the requisites prescribed by law, the Articles of Association and other applicable legal provisions concerning also the limit to the number of positions held. Pursuant to Article 1, third paragraph of Ministerial Decree No. 162 issued by the Ministry of Justice on 30 March 2000, subjects (legal, economic, financial and technical-scientific) and sectors of activity shall be considered as being closely related to the business carried out by the Company if they are connected with or relate to the Company's activity and its object.

24.2 The Board of Statutory Auditors is appointed by the ordinary shareholders' meeting, in accordance with the rules in force at any time concerning the balance between genders, based on the lists submitted by Shareholders in which candidates are listed with a sequential number. The list is made up of two sections: one for the candidates to be appointed as Standing auditors, the other one for the candidates to be appointed as Alternate auditors.

Lists with a number of candidates greater than or equal to three shall be composed of candidates from both genders, in such a way that at least one fifth (on the occasion of the first term after 12 August 2012) and thereafter one third (in any case rounded up) of candidates for Statutory Auditor and that at least one fifth (on the occasion of the first term after 12 August 2012) and thereafter one third (in any case rounded up) of candidates for Alternate Auditor belong to the less represented gender .

Each Shareholder, and the Shareholders taking part to a Shareholders' Agreement pursuant to Article 122 of Legislative Decree No. 58/1998, as well as the controlling entity, the subsidiaries and joint ventures pursuant to Article 93 of Legislative Decree No. 58/1998, cannot present or take part, even by proxy or through a trust company, to more than one list, nor can they vote different lists. The endorsements and votes cast in breach of such prohibition shall not be assigned to any list.

Shareholders are entitled to present lists only if, alone or with other Shareholders, they hold shares with voting rights representing at least 2.5% (two point five per cent) of the share capital with voting rights at the Ordinary Shareholders' Meeting, or a different percentage that may be fixed by the law or other regulations.

The lists submitted by Shareholders must be filed at the registered offices, without prejudice to any additional forms of filing procedures prescribed by regulatory provisions in force at any time, at least twenty-five days before the date set for the meeting in first call, and this to be mentioned in the meeting call.

The lists must be presented along with:

- a) information concerning the identity of the Shareholders' who presented the lists indicating the overall ownership percentage held; ownership of the overall shareholding held, determined having regard to the shares registered in the name of the Shareholder on the date on which the lists are filed with the issuer, is certified, even after the filing of the lists, according to the deadlines and procedures provided for by legislation, also regulatory, in force at any time;
- b) a declaration by Shareholders other than those holding, also jointly, a controlling or relative majority stake, attesting that there are no relationships with the latter as set out by law or other applicable regulations;
- c) comprehensive information on the personal characteristics of the candidates, as well as a declaration issued by the same candidates attesting, under their own responsibility, that (i) there are no grounds of ineligibility and incompatibility, (ii) they possess the requisites prescribed by the law and (iii) they accept their candidacy, and lastly the list of management and control positions held in other companies.

The list that fails to comply with the aforesaid legal provisions shall be deemed as not having been presented.

The lists shall also be subject to other types of advertisement provided for by currently applicable law and other regulations. No candidates may be included in the lists who (without prejudice to any other ground of ineligibility or forfeiture of right) do not possess the requisites prescribed by legal regulations, the Articles of Association or other provisions applicable to their respective positions.

Each candidate may be included in one list only on pain of ineligibility.

Outgoing Statutory Auditors may be reappointed.

Each person entitled to vote may vote for one list only.

The procedure for appointing the Statutory Auditors is as follows:

- a) two Standing auditors and an Alternate auditor are selected from the list which obtained the highest number of votes at the Shareholders' Meeting based on the sequential order in which they appear in the sections of the list;
- b) one Standing auditors and the other Alternate auditor are selected from the second list which obtained the highest number of votes at the Shareholders' Meeting and which, pursuant to the law and other applicable regulations, is not connected, even indirectly, with the subjects who presented or voted the list which obtained the highest number of votes, based on the sequential order in which they appear in the sections of the list.

If there is a tie among two or more lists the Statutory Auditors appointed will be the most senior in age.



The Chairman of the Board of Statutory Auditors shall be the Standing Auditor selected from the second list that obtained the highest number of votes pursuant to point b) above.

If with the procedures described above, a composition of the Board of Statutory Auditors, in terms of its statutory members, compliant with legislation in force at any time concerning the balance between genders is not ensured, the necessary replacements shall be made, within the scope of candidates for the office of Statutory Auditor of the list which obtained the greatest number of votes, according to the sequential order in which the candidates are listed.

Statutory Auditors cease to be in office in the cases prescribed by law when the auditor no longer has the mandatory requisites necessary for his office.

In the event of replacement of a Statutory Auditor, the alternate auditor belonging to the same list as that ceased shall take his/her place, in compliance with that provided for above for the appointment of the Chairman and legislation in force at any time concerning the balance between genders.

The previous provisions regarding the appointment of Statutory Auditors do not apply to Shareholders' Meetings in respect of which only one list is presented or voted; in such cases the Shareholders' Meeting resolves by relative majority, without prejudice to compliance with legislation in force at any time concerning the balance between genders.

If, by the end of the period set for presenting the lists, only one list, or only lists presented by 'related' Shareholders pursuant to currently applicable law and other regulations have been presented, lists may be presented within the term provided by the laws and regulations applicable from time to time in that case the minimum threshold to present the lists is reduced by half.

When the Shareholders' Meeting must appoint the Standing auditors and/or the Alternate ones in order to integrate the Board of Statutory Auditors the procedure adopted is as follows: if Standing auditors elected from the majority list are to be replaced, the appointment takes place by relative majority voting regardless of the lists presented; conversely, if the Auditors elected from the minority list are to be replaced, the Shareholders' Meeting shall replace them by relative majority voting, selecting them from among the candidates indicated in the list of the auditor to be replaced.

If the application of the above procedures does not allow, for whatever reason, the replacement of the Auditors designated by the minority, the Shareholders' Meeting will replace them by relative majority voting; however, in verifying the result of this last voting no account will be taken of the votes cast by the subjects who according to the communications made in compliance with current legal regulation have, even indirectly

or jointly with other Shareholders taking part to a Shareholders' Agreement pursuant to Article 122 of Legislative Decree No. 58/1998, the relative majority of the votes that may be cast at the Shareholders' Meeting, as well as those Shareholders who control, are controlled or are subject to joint control by the same.

The replacement procedures referred to in the preceding paragraphs shall in any event ensure compliance with legislation in force relating to the balance between genders.

#### **Article 25**

25.1 The Board of Statutory Auditors exercises the powers and functions assigned to it by law and other applicable regulations.

25.2 The meetings of the Board of Statutory Auditors may also be held via tele and/or videoconference provided that:

- a) the Chairman and the person in charge of taking minutes attend the same official meeting venue;
- b) all participants can be identified and are able to follow the discussion, receive, transmit and examine the documents, take part verbally and in real time in all the items on the agenda. If the above requisites are met, the meeting of the Board of Statutory Auditors shall be deemed to have been held at the place where the Chairman and the person taking the minutes are located.

25.3 The audit is performed, pursuant to applicable legal regulations, by an auditing company authorised to carry out such activity.

#### **Financial statements, Dividends, Reserves**

#### **Article 26**

26.1 The accounting year ends on 31 December.

26.2 At each accounting year end, the Board of Directors prepares the financial statements in accordance with the law and other applicable regulations.

#### **Article 27**

27.1 The net profit reported in the financial statements, after deducting the mandatory maximum amount allocated to legal reserves, is appropriated by reference to the resolution passed by the Shareholders' Meeting. More specifically, the Shareholders' Meeting, upon recommendation by the Board of Directors, may resolve to set up and increase other reserves.

27.2 During the year and when it deems it appropriate, the Board of Directors may resolve to pay interim dividends for the year, in compliance with applicable legislation and regulations, pro tempore in force.

#### **Winding up - Liquidation**

#### **~~General provisions~~**

#### **Article 28**

28.1 Legal regulations shall apply with regard to the Company's winding up and anything else that has not been expressly dealt with in these Articles of Association.

Signature: Carlo Marchetti Notary