



Tesmec S.p.A. - By-laws



BY-LAWS

CORPORATE NAME – SHAREHOLDERS – HEAD OFFICE – DURATION – PURPOSE

Article 1

1. A joint stock company has been incorporated under the name:
“TESMEC S.p.A.”

Article 2

1. The Company’s head office shall be in Milan (MI) and it shall have a secondary establishment in Grassobbio (BG).
2. It may set up secondary establishments, branches, offices and agencies in Italy and abroad.

Article 3

1. The duration of the Company shall be established as up to 31 December 2100 and may be extended by resolution of the extraordinary Shareholders’ Meeting.
2. In the case of resolution to extend the Company’s duration, Shareholders who did not contribute to approval of the resolution shall not be entitled to withdraw.

Article 4

1. The Company’s purpose shall consist of the following activities:
 - a) Design, production and installation of machines and equipment, robotised and non, for automatic unwinding, extending and rewinding of cables in general, for overhead and underground power supply and contact lines for railways, cableways and any other cable plant and for sub-stations; robotised systems for unstructured and dangerous environments;
 - b) Design and execution to order of industrial plant in the mechanical sector (with turnkey and non-turnkey supply), as well as their transformation, modernisation and automation;
 - c) Mechanical industry in general, including the construction of vehicles and trailers for specific transport; production of light metalwork in steel and aluminium alloy and precision machining;
 - d) Design, construction, execution, for own and third party account, of excavations and works, plants, systems and services pertaining to excavations and construction of buildings and industrial products, specifically for the laying of cables, pipes and ducts of any kind, also in relation to use of products and machinery supplied by the Company;
 - e) Retail and wholesale marketing, also for import and export and on commission or through an agency or representation agreement, with or without deposit of goods and materials of the principal companies, of machinery, equipment and material in the industrial mechanical sector;
 - f) Performance, not for public benefit, pursuant to and in compliance with current legislative and regulatory provisions, of activity

- involving acquisition of investments in other companies and enterprises, as well as instrumental and related activities;
- g) Performance, not for public benefit, pursuant to and in compliance with current legislative and regulatory provisions, of activity involving the granting of loans in any form, providing payment and exchange intermediation services, as well as instrumental and related activities.

2. The Company may in any case perform all the contractual, commercial, real estate and financial actions and transactions deemed by directors to be useful to pursuit of the corporate purpose, with the exclusion of financial activities for public benefit.

Pursuant to current legislative and regulatory provisions, the acquisition of investments, referred to in letter (f) of the previous paragraph, shall not involve the obligation to register in the section referred to in Article 113 of Italian Legislative Decree 385/1993 (“TUB” Consolidated Banking Law) of the general list referred to in Article 106 –TUB, if none of the financial activities referred to in letter (g) is exercised.

SHARE CAPITAL - SHARES

Article 5

1. The share capital shall total EUR 10.708.400,00 and shall be divided into 107.084.000 shares, with no indication of their nominal value .
2. The shares shall be registered and indivisible and may be freely transferred and shall entitle their owners to equal rights.
3. If and as long as the shares are traded on a regulated market, the option right may be excluded, in the event of share capital increase, within the limit of ten percent of the previously existing capital pursuant to Article 2441 (4) of the Italian Civil Code.
4. The shares shall be issued in paperless form and managed by the centralised system for financial instruments traded in regulated markets.
5. Pursuant to Article 2349 of the Italian Civil Code the Company may distribute profits, according to the procedures permitted by law.
6. Shareholders who did not contribute to approval of resolutions concerning the introduction, amendment or removal of restrictions on share circulation shall not be entitled to withdraw.
7. The Extraordinary Shareholders' Meeting on 21 May 2020 resolved to grant the Board of Directors the power, pursuant to Article 2443 of the Italian Civil Code, to increase the share capital against payment, with or without warrants, in one or more tranches, by and no later than 21 May 2025 for a maximum amount of Euro 50,000,000.00 (fifty million point zero zero) including share premium in compliance with the right of option pursuant to Article 2441 of the Italian Civil Code, or also with the exclusion of the right of option pursuant to Article 2441, paragraph 4 of the Italian Civil Code with contribution in kind of real property and movable assets and companies contributing with the corporate purpose of the Company and its subsidiaries or connected to the sector of design, production and marketing of systems, technologies and integrated solutions for the construction, maintenance and efficiency of infrastructures related to the transport and distribution of electricity, data and materials, as well as assets and business complexes capable of offering services in support of such activities, and pursuant

to Article 2441, paragraph 5, of the Italian Civil Code (and Article 2441, paragraph 4, second sentence of the Italian Civil Code, where applicable) in that to be reserved to potential industrial, financial, strategic or medium/long-term industrial partners (including natural persons) and institutional investors, in the context of transactions consistent with the company's growth strategy as well as the power, pursuant to Article 2420-ter of the Italian Civil Code, to issue bonds convertible in ordinary shares of the company with or without warrant for the same period of time on the same maximum value as indicated above and therefore for a maximum amount of Euro 50,000,000.00 (fifty million point zero zero) together with the power to approve the related share capital increase needed for the conversion, in compliance with the right of option pursuant to Article 2441 of the Italian Civil Code or also with the exclusion of the right of option pursuant to Article 2441, paragraph 5, of the Italian Civil Code (and Article 2441, paragraph 4, second sentence, where applicable), in that to be reserved to potential industrial, financial, strategic or medium/long-term industrial partners (including natural persons) and institutional investors, in the context of transactions consistent with the company's growth strategy, all in compliance with all provisions of law applicable at the time of the resolution to increase the share capital and/or issue convertible bonds.

SHAREHOLDERS' MEETING

Article 6

1. The Shareholders' meeting may be ordinary or extraordinary pursuant to law and shall be convened at the head office or at another venue stated in the notice of call, provided that it is in Italy.
2. The ordinary or extraordinary Shareholders' Meeting may be convened, upon decision of the directors, by videoconference or teleconference, with attendance spread over a number of separate adjacent or distance venue, provided that formal meeting requirements and the principles of good faith and equal treatment of shareholders are observed, and specifically provided that: (a) the chairman of the meeting, also using the resources of his office, is able to ascertain the identity of those present and their right to attend, regulate the course of the meeting, ascertain and proclaim the outcome of voting; (b) the person recording the minutes is able to appropriately follow the events of the meeting to be recorded; (c) those attending are able to participate in the discussion and in simultaneous voting on the items on the agenda. The meeting shall be deemed to have been held at the venue attended by the chairman and the person recording the minutes.
3. The ordinary Shareholders' Meeting for approval of the financial statements must be convened within 120 days of close of the financial year or within the term, which may even be longer, established by regulations in force at the relevant time and applicable to the Company.

Article 7

1. Both the ordinary and extraordinary Shareholders' Meeting shall be convened by notice stating the date, time and venue of the meeting and the list of matters to be discussed, published in the Official Journal of the Italian Republic at least fifteen days prior to the date set for the meeting.

2. If and as long as the shares are traded on a regulated market, the Shareholders' Meeting shall be called according to the terms and procedures established by regulations in force at the relevant time, also in derogation of the provisions of the previous paragraph.
3. The agenda of the Shareholders' Meeting shall be established by the person exercising the power of call pursuant to law and the Articles of Association or, if the meeting is called at request of the shareholders, on the basis of the matters to be discussed as stated in the request.

Article 8

1. Those entitled to the voting right may attend the Shareholders' Meeting.
2. They shall be entitled to attend the Shareholders' Meeting through dispatch of the communication of the intermediary who keeps the accounts, pursuant to law.
3. Those entitled to attend the Shareholders' Meeting may give written proxy for attendance and voting, in accordance with provisions of the law.
4. If and as long as the shares are traded on a regulated market, those entitled to vote may give the proxy using electronic means, if this is permitted by special regulation of the Ministry of Justice and in accordance with the procedures established therein. In this case, electronic notification of the proxy must be provided using the special section of the Company's website, in accordance with the procedures stated in the notice of call, or alternatively, by certified email to the email address stated in the notice of call.
5. The Company shall not however be obliged to designate a person to whom proxies may be given for attendance and voting in the meeting for each Shareholders' Meeting.

Article 9

1. Each share shall entitle to one vote.

Article 10

1. The Shareholders' Meeting shall be chaired by: *(i)* the Chairman of the Board of Directors or, in his absence, *(ii)* by the Vice Chairman, if appointed, or, in his absence, *(iii)* by the Chief Executive Officer – or by one of the Chief Executive Officers, if more than one, designed by the majority of the shareholders present, according to the number of votes held – or, in the absence of Chief Executive Officers, *(iv)* by another person elected by the majority of the shareholders present, according to the number of votes held.
2. The Chairman of the Shareholders' Meeting shall ascertain the identity of those present and their right to attend, establish that the meeting has been regularly convened and the presence of the number of shareholders required to deliberate validly, regulate the course of the meeting, establish the voting procedures and ascertain the outcome of voting.
3. The Chairman of the Shareholders' Meeting shall be assisted by a secretary who need not be a shareholder, designed by the shareholders present, by majority of the votes they hold, upon proposal of the Chairman of the meeting or, when required by law or when established by the Chairman of the meeting, by a notary public.

The assistance of a secretary shall not be required when the minutes of the Shareholders' Meeting are drawn up by a notary public.

Article 11

1. The validity of constitution and of resolutions of the Shareholders' Meeting, whether ordinary or extraordinary, shall be governed by provisions of the law and by-laws. The course of Shareholders' Meetings may be regulated, not only by the provisions of the law and of the Articles of Association, but also by the Shareholders' Meeting Regulations which may have been approved by the ordinary Shareholders' Meeting.

Article 12

1. Shareholders' Meeting resolutions shall be adopted by open vote.

Article 13

1. The minutes of Shareholders' Meetings shall be drawn up pursuant to law by the secretary or by the notary public appointed for the purpose.

BOARD OF DIRECTORS

Article 14

1. The Company shall be managed by a Board of Directors made up of a minimum of five and a maximum of fifteen Directors.

Directors shall remain in office for a period of no more than three financial years and shall expire at the date of the Shareholders' Meeting called for approval of the financial statements relating to the last year of their term of office and may be re-elected.

Before appointing Directors, the Shareholders' Meeting shall establish the number of members and term of office of the Board.

All Directors must meet the requirements of eligibility, professional experience and integrity established by the law and other applicable provisions.

Directors shall fall from office due to expiry of their term of office and due to occurrence of any other cause of termination and forfeiture established by the law and by these Articles of Association.

If due to resignation or other cause the majority of Directors appointed by the Shareholders' Meeting should be unable to fulfil office, the whole Board of Directors shall be considered to have fallen with effect from the date of subsequent appointment. In this case the Shareholders' Meeting must be urgently convened by the Directors still in office to appoint the new Board of Directors.

2. If and as long as the shares are traded on a regulated market, the requirements, appointment and replacement of Directors shall be governed by the following provisions.

Pursuant to Article 147-ter (4) of Italian Legislative Decree 58/1998 ("TUF" Consolidated Law on Finance), at least one Director, or at least two if the Board is made up of more than seven members, must meet the independence requirements established therein (hereinafter "Independent Director pursuant to Article 147-ter").

The Board of Directors shall be appointed by the Shareholders' Meeting on the basis of lists submitted by shareholders, in compliance with the applicable pro tempore regulations concerning the balance between genders, according to the procedure set forth below, without prejudice to differing and further provisions provided by mandatory laws or regulations.

Lists for appointment of Directors may be submitted by shareholders who, at the time the list is submitted, hold a shareholding at least equal to the shareholding established by CONSOB pursuant to Article 147-ter (1) TUF and in compliance with the provisions of the Issuers Regulations approved by resolution no. 11971 of 14 May 1999 and subsequent amendments and supplements ("Issuers Regulations").

A list may also be submitted, without the aforesaid shareholding requirement being met, by Directors on the basis of a special board resolution.

Lists shall be filed at the head office at least 25 (twenty-five) days prior to the date set for the Shareholders' Meeting called to deliberate, in first call, on appointment of Directors. The Company must also make the lists available to the public without delay and in any case at least 21 (twenty-one) days prior to the date set for the Shareholders' Meeting, in accordance with the procedures established by applicable regulations.

Lists shall contain no more than fifteen candidates, each of whom assigned a consecutive number. Lists with a number of candidates equal to or greater than three must be composed of candidates belonging to both genders, so that the number of candidates belonging to the less represented gender is equal to the percentage required by applicable pro tempore regulations concerning the balance between genders, which must be calculated based on the criteria established each time

Each list must contain and expressly state at least one Independent Director pursuant to Article 147-ter, with a consecutive number no higher than seven. If the list consists of more than seven candidates, it must contain and expressly state a second Independent Director pursuant to Article 147-ter. Each list may expressly state, if appropriate, the Directors holding the requisites of independence established by the codes of conduct drawn up by the management companies of regulated markets or by trade associations.

The lists shall also contain, even in attachments:

- a) The *curriculum vitae* concerning the candidates' personal and professional characteristics;
- b) The statements with which each candidate accepts his candidature and certifies, under his own responsibility, the inexistence of causes of ineligibility and incompatibility, as well as the existence of the requirements established by prevailing legislation to hold the office of director of the Company, including the statement concerning possible possession of the requirements for qualifying as "Independent Director pursuant to Article 147-ter", and, if appropriate, the further requirements established by codes of conduct drawn up by the management companies of regulated markets or by trade associations;
- c) Indication of the identity of the shareholders who submitted the lists and of the total percentage shareholding held, proven by special

communication issued by the intermediary, without prejudice to the provisions of Article 147-ter (1), TUF;

- d) Any further or differing statement, disclosure and/or document prescribed by law and by applicable regulatory rules.

Each shareholder and the shareholders belonging to the same shareholders' agreement pursuant to Article 122 TUF cannot submit or vote for more than one list, not even through a third party or through trust companies.

At the end of voting, the candidates of the two lists that obtained the highest number of votes shall be elected, with the following criteria:

- i) From the list obtaining the highest number of votes (hereinafter "Majority List"), a number of directors equal to the total number of members of the Board, as established beforehand by the Shareholders' Meetings, less one shall be taken, in the consecutive order in which they are listed; within said numeric thresholds, the candidates in the numeric order indicated in the lists shall be elected:
- ii) From the second list obtaining the highest number of votes and that is not even indirectly linked to the shareholders who submitted or voted for the Majority List pursuant to applicable provisions and that is not the list submitted by the Board of Directors (hereinafter "Minority List"), one director, namely the candidate indicated at the top of the list, shall be taken; however if within the Majority List not even one Independent Director pursuant to Article 147-ter has been elected, in the case of a board with no more than seven members, or only one Independent Director pursuant to Article 147-ter has been elected, in the case of a board with more than seven members, the first Independent Director pursuant to Article 147-ter indicated in the Minority List shall be elected instead of the candidate at the top of the list.

Furthermore, if, the composition of the Board of Directors is not ensured in compliance with the applicable pro tempore regulations concerning the balance between genders, with the candidates elected with the modalities indicated above, the candidate of the most represented gender elected as last in numerical order on the Majority List will be replaced by the first candidate of the least represented gender not elected on the same list in numerical order. This replacement procedure shall take place until the composition of the Board of Directors is ensured in accordance with the applicable pro tempore regulations on gender balance. Finally, if this procedure does not ensure the result indicated above, the replacement will be made by resolution of the Shareholders' Meeting by relative majority, after the presentation of candidates belonging to the less represented gender.

No account shall be taken of lists that have not achieved a percentage of votes at least equal to half of the percentage required for submission of the lists.

In the event of votes being equal between lists, the list submitted by shareholders holding the greater shareholding at the time of submission of the lists, or in the alternative, by the greater number of shareholders, shall prevail.

If only one list has been submitted, the Shareholders' Meeting shall vote on said list and if it obtains the relative majority of voters, without counting the abstainers, the candidates listed in consecutive order shall be elected Directors up to the number established by the Shareholders' Meeting, without prejudice to the fact that, if the Board is made up of more than seven members, even the second Independent Director pursuant to Article 147-ter shall be elected in addition to the one that has been mandatorily included in the first seven places in compliance with the applicable pro tempore regulations concerning the balance between genders.

In the absence of lists, or if the number of board members elected on the basis of the lists submitted is lower than the number established by the Shareholders' Meeting, the members of the Board of Directors shall be appointed by the Shareholders' Meeting with the legal majorities, without prejudice to the obligation for the Shareholders' Meeting to appoint a number of Independent Directors pursuant to Article 147-ter equal to the minimum number established by law and always, in compliance with the applicable pro tempore regulations concerning the balance between genders.

The Independent Directors pursuant to Article 147-ter indicated as such at the time of their appointment must immediately inform the Board of Directors if they should lose the requirements of independence. The Director shall fall from office if the Board no longer has the minimum number of independent members required by applicable provisions of the law.

The Chairman of the Board of Directors shall be the candidate that may have been specified as such in the Majority List or in the only list submitted and approved. Otherwise, the Chairman shall be appointed by the Shareholders' Meeting with the ordinary legal majorities, or shall be appointed by the Administrative Body pursuant to these Articles of Association.

3. If one or more Directors should leave office for any reason, they shall be replaced according to the provisions of Article 2386 of the Italian Civil Code in compliance with the applicable pro tempore regulations concerning the balance between genders.

Article 15

1. If the Shareholders' Meeting has not already done so pursuant to the previous article, the Board of Directors shall elect a Chairman from amongst its members. It may also elect one or more Vice Chairmen. It shall also appoint a Secretary, who need not been a Director.

Article 16

1. The Chairman or, in his absence or incapacity, the Vice Chairman, shall convene the Board of Directors by letter sent, even by fax or other suitable means of communication, to the domicile of each Director and Statutory Auditor.

2. The notice of call stating the day, date, time and venue of the meeting and any venues from which participation through audiovisual link is permitted, must be sent to the domicile of each Director and Statutory Auditors at least five days prior to the date set for the meeting. In urgent circumstances the Board of Directors may be convened by telegram, fax, email or other

electronic means with confirmation of receipt, at least 24 hours prior to the date of the meeting.

3. The Chairman shall coordinate the business of the Board of Directors and ensure that sufficient information on the items on the agenda is provided to all Directors.

4. The Board of Directors shall convene at the head office or elsewhere, in Italy, whenever the Chairman or, in his absence or incapacity, the Vice Chairman, deems necessary, or whenever it is requested in writing by at least one third of Directors or by the Board of Statutory Auditors or, even individually, by each member of said Board in accordance with applicable provisions of the law.

5. Meetings of the Board of Directors may also be held by audioconference or by videoconference, provided that: (a) the same venue is attended by the chairman and the secretary of the meeting, if appointed, who shall draw up and sign the minutes, as the meeting must be considered to have been held at said venue; (b) the chairman of the meeting is able to ascertain the identity of those attending, regulate the course of the meeting, ascertain and proclaim the outcome of voting; (c) the person recording the minutes is able to appropriately follow the events of the meeting to be recorded; (d) those attending are able to participate in the discussion and simultaneous voting on the items on the agenda and view, receive or transmit documents.

6. Meetings shall be valid even if they have not been convened as above, provided that they are attended by all the incumbent Directors and incumbent Statutory Auditors.

7. Meetings of the Board of Directors shall be chaired by the Chairman or, in his absence or incapacity, by the Vice Chairman or, in his absence or incapacity, by the Chief Executive Officer or, in his absence or incapacity, by the most senior Director in age.

In the case of absence or incapacity of the Secretary, the Board shall designate a replacement.

Article 17

1. In order for the resolutions of the Board of Directors to be valid, the presence of the majority of incumbent members shall be required.

2. Resolutions shall be adopted by majority of voters, the calculation of which shall exclude abstainers. In the event of votes being equal, the chairman of the meeting shall have the casting vote.

3. Voting shall take place by open vote.

Article 18

1. Minutes of board meetings shall be drawn up by the Secretary or by the Notary Public appointed for the purpose and shall be transcribed in the special register, pursuant to law.

Article 19

1. The Board of Directors shall be assigned full powers for management of the Company and for this purpose may deliberate or carry out all the actions deemed necessary or useful to implementation of the corporate purpose, with the exception of matters reserved by the law and by the Articles of Association to the Shareholders' Meeting.

Pursuant to Article 2436 of the Italian Civil Code, the Board of Directors shall also have the authority to adopt resolutions concerning:

- simplified mergers or splits pursuant to 2505, 2505-bis and 2506-ter, last paragraph, of the Italian Civil Code;
- setting up or closing down of secondary establishments;
- relocation of the head office within national territory;
- indication of the Directors who have the legal representation;
- reduction of share capital following withdrawal;
- adjustments of the Articles of Association to regulatory provisions;

without prejudice to the fact that said resolutions may also be passed by the extraordinary Shareholders' Meeting.

The Board of Directors shall ensure that the manager responsible for preparing the Company's financial statements has suitable means and powers for performing the duties assigned by law, and monitor compliance with administrative and accounting procedures.

2. Within the limits of the law and the Articles of Association, the Board of Directors shall delegate part of its powers and authorities to a Chief Executive Officer and may also appoint an Executive Committee, delegating its powers and authorities. Within the same limits, it may also delegate the aforesaid powers and authorities, regarding certain functions or sectors of activity, to one or more Directors other than the Chief Executive Officer.

Furthermore, the Board of Directors may also set up one or more committees entrusted with providing advice, proposals and control activities in compliance with applicable legislative and regulatory provisions.

The Board of Directors shall have the authority to appoint one or more General Managers.

3. The delegated bodies shall be obliged to report regularly to the Board of Directors and to the Board of Statutory Auditors at least once a quarter, during board meetings, on the activity performed, the general management performance and its foreseeable outlook, as well as on the transactions of greater importance in terms of their size and characteristics executed by the Company and its subsidiaries.

Directors shall report to the Board of Statutory Auditors on the activity performed and on the transactions of greater importance in economic, financial and equity terms executed by the Company and its subsidiaries. They shall specifically report on transactions in which Directors hold an interest, for their own or third party account, or that are influenced by the party exercising management and coordination. Disclosure shall usually be provided during board meetings and in any case at least once a quarter. If deemed appropriate in specific circumstances, disclosure may even be provided in writing to the Chairman of the Board of Statutory Auditors.

4. If and as long as the shares are traded on a regulated market, subject to mandatory opinion of the Board of Statutory Auditors, the Board of Directors shall appoint the manager responsible for preparing the Company's financial statements pursuant to Article 154-bis TUF, assigning him appropriate means and powers to perform the duties entrusted.

The manager responsible for preparing the Company's financial statements must meet the requirements of professionalism characterised by proven experience in administration and control activities or in performing

executive or consultant functions, also with regard to the function of preparing and controlling accounting and corporate documents. At the time of his appointment, the Board shall ascertain whether the aforesaid manager meets the requirements established by applicable legislation and by these Articles of Association.

Article 20

1. Directors shall be entitled to refund of the expenses they incur in performance of their functions. The Shareholders' Meeting shall decide on the annual fees of the Board of Directors, which shall remain unchanged until the Shareholders' Meeting decides otherwise. The fees may also consist of a fixed amount and a variable amount, the latter commensurate with achievement of certain objectives. If the Shareholders' Meeting has not already done so, the Board of Directors shall establish how to distribute its fee.
2. The Board of Directors shall still be entitled to establish, after having consulted the Board of Statutory Auditors, in addition to the total amount decided by the Shareholders' Meeting pursuant to the previous paragraph, the remuneration for Directors entrusted with specific offices, pursuant to Article 2389 (3) of the Italian Civil Code.
3. Alternatively, the Shareholders' Meeting may determine a total amount for remuneration of all the Directors, including those entrusted with specific offices, the distribution of which shall be established by the Board of Directors, after having consulted the Board of Statutory Auditors for the assignments to the Directors entrusted with specific offices, pursuant to Article 2389 (3) of the Italian Civil Code.

Article 21

1. Representation of the Company before third parties and in court and corporate signing powers shall be attributed to the Chairman of the Board of Directors and, in his even temporary absence or incapacity, to the Vice Chairman. It shall also be attributed to the Chief Executive Officer or to the other Directors with powers of attorney, within the limits of delegated powers.
2. Before third parties the signature of the replacement person shall prove the absence or incapacity of the replaced person.
3. If necessary, the Board may also appoint agents who may even be external to the Company, to perform certain actions.

BOARD OF STATUTORY AUDITORS - AUDIT

Article 22

1. The Board of Statutory Auditors shall be made up of three Statutory Auditors and two Alternate Auditors. The Auditors shall remain in office for three financial years, until the date of the Shareholders' Meeting called for approval of the financial statements relating to the last year of their term of office, and may be re-elected. The Auditors' fees shall be decided by the Shareholders' Meeting at the time of appointment for the entire duration of their term of office.

Auditors must meet the requirements established by the law and by other applicable provisions.

2. If and as long as the shares are traded on a regulated market, the requirements, appointment and replacement of Auditors shall be governed by the following provisions.

With regard to professional requirements, the matters and sectors strictly pertaining to the company shall coincide with the activities detailed in the corporate purpose, as well as the matters pertaining to private and administrative legal frameworks, economic rules and those regarding audit and corporate organisation.

The members of the Board of Statutory Auditors shall be subject to the limit on the number of administrative and control offices that can be held at the same time, as established by CONSOB Regulations.

The Board of Statutory Auditors shall be appointed by the Shareholders' Meeting on the basis of lists submitted by shareholders according to the procedures set forth below, in compliance with the applicable pro tempore regulations concerning the balance between genders., without prejudice to differing and further provisions provided by mandatory laws or regulations.

The minority – which has no relevant direct or indirect links pursuant to Article 148 (2) TUF and related regulatory rules – shall be reserved the right to elect one Statutory Auditor, who shall be Chairman of the Board, and one Alternate Auditor. Election of the minority Auditors shall occur at the same time as election of the other members of the control body, without prejudice to cases of replacement, governed below.

Lists for appointment of members of the Board of Statutory Auditors may be submitted by shareholders who, at the time the list is submitted, hold on their own or jointly with other submitting shareholders, a shareholding at least equal to the shareholding established by CONSOB pursuant to Article 147-ter (1) TUF and in compliance with the provisions of the Issuers Regulations.

Lists shall be filed at the head office at least 25 (twenty-five) days prior to the date set for the Shareholders' Meeting called to deliberate, in first call, on appointment of the Auditors. The Company must also make the lists available to the public without delay and in any case at least 21 (twenty-one) days prior to the date set for the Shareholders' Meeting, in accordance with the procedures established by applicable regulations.

Lists must contain the names of one or more candidates to the office of Statutory Auditor and one or more candidates to the office of Alternate Auditor. The names of the candidates in each section (Statutory Auditors section, Alternate Auditors section) must be assigned a consecutive number and shall not exceed the number of members to be elected.

The lists shall also contain, even in attachments:

- a) Information on the identity of the shareholders who submitted them, stating the total percentage shareholding held and including a certificate proving ownership of said shareholding, without prejudice to the provisions of Article 147-ter (1-bis) TUF;
- b) Statements of the shareholders other than those who hold, even jointly, a controlling or relative majority shareholding, certifying the absence of links envisaged by Article 144-quinquies of the Issuers Regulations with the latter;

- c) Comprehensive information on the candidates' professional and personal characteristics, as well as a statement from said candidates certifying that they meet the requirements established by law and that they accept the candidature, accompanied by a list of the administrative and control offices that they hold in other companies;
- d) Any further or differing statement, disclosure and/or document prescribed by law and by applicable regulatory rules.

The lists with a total number of candidates equal to or greater than three must be composed of candidates belonging to both genders, so that the number of candidates belonging to the less represented gender for the office of Statutory Auditor and the number of candidates for the office of Alternate Auditor is at least equal to the percentage required by applicable pro tempore regulations concerning the balance between genders, which must be calculated based on the criteria established each time

The lists presented without observing the provisions above are considered as not presented.

In the event in which, on the deadline for the presentation of the lists, only one list has been presented or only lists presented by shareholders related to one another on the basis of the applicable regulations, lists may be presented up until the third day following said date. In this case, the thresholds provided above for presenting lists are reduced by half.

Shareholders cannot submit or vote for more than one list, not even through a third party or through trust companies. Shareholders belonging to the same group and shareholders subscribing to a shareholders' agreement concerning the issuer's shares cannot submit or vote for more than one list, not even through a third party or through trust companies. Subscriptions and votes cast in breach of this ban shall not be attributed to any list. Candidates may only appear in one list, otherwise they shall be ineligible.

Auditors shall be elected as follows:

- i) From the list obtaining the highest number of votes ("Majority List"), two Statutory Auditors and one Alternate Auditor shall be taken in the consecutive order in which they are stated in the list;
- ii) From the second list obtaining the highest number of votes and that is not even indirectly linked to the shareholders who submitted or voted for the Majority List pursuant to applicable provisions ("Minority List"), one Statutory Auditor, who shall be Chairman of the Board of Statutory Auditors ("Minority Auditor") and one Alternate Auditor ("Minority Alternate Auditor") shall be taken in the consecutive order in which they are stated in the list.

In the event of votes being equal between lists, the list submitted by shareholders holding the greater shareholding at the time of submission of the lists, or in the alternative, by the greater number of shareholders, shall prevail.

If the above procedures do not ensure the composition of the Board of Statutory Auditors, in accordance with the applicable pro tempore regulations concerning the balance between genders, the necessary replacements will be made from among the candidates for the position of Statutory Auditor on the Majority List, in the progressive order in which the candidates are listed.

If only one list has been submitted, the Shareholders' Meeting shall vote on said list and if it obtains the relative majority of voters, without counting the abstainers, all the candidates stated in the list shall be elected Statutory and Alternate Auditors. In this case the first candidate to the office of Statutory Auditor shall be elected Chairman of the Board of Statutory Auditors.

In the absence of lists, the Board of Statutory Auditors and the Chairman shall be appointed by the Shareholders' Meeting with the ordinary majorities prescribed by law in compliance with the applicable pro tempore regulations concerning the balance between genders.

If for any reason the Majority Auditor is no longer able to fulfil office, he shall be replaced by the Alternate Auditor taken from the Majority List.

If for any reason the Minority Auditor is no longer able to fulfil office, he shall be replaced by the Minority Alternate Auditor.

The Shareholders' Meeting prescribed by Article 2401 (1) of the Italian Civil Code shall arrange for appointment and replacement in compliance with the principle of necessary representation of minorities, in compliance with the applicable pro tempore regulations concerning the balance between genders.

Article 23

1. The Board of Statutory Auditors shall carry out the functions assigned to it by the law and by other applicable regulatory provisions.

If and as long as the shares are traded on a regulated market, the Board of Statutory Auditors shall also exercise every other duty and power prescribed by rules in force at the relevant time.

2. Meetings of the Board of Statutory Auditors may also be held by teleconference and/or videoconference provided that: (a) the Chairman and the person drawing up the minutes are present at the same venue; (b) all the participants may be identified and are able to follow the discussion, receive, transmit and view documents, intervene orally and in real time on all matters. If these requirements are met, the meeting of the Board of Statutory Auditors shall be considered held at the venue attended by the Chairman and the person drawing up the minutes.

3. The audit shall be performed, pursuant to applicable provisions of the law, by an appropriately qualified auditing firm.

FINANCIAL STATEMENTS – DIVIDENDS - RESERVES

Article 24

1. The financial year shall close on 31 December of each year.

2. At the end of each financial year, the Board of Directors shall draw up the financial statements, in compliance with provisions of the law and other applicable provisions.

Article 25

1. The net profits arising from the financial statements, after deduction of the quota to be ascribed to legal reserve up to the legal limit, shall be allocated in accordance with resolution of the Shareholders' Meeting. Specifically, upon proposal of the Board of Directors, the Shareholders'

Meeting may decide to set up and increase other reserves. The Board may deliberate the distribution of interim dividends in accordance with legal procedures and forms.

The extraordinary Shareholders' Meeting may deliberate assignment of profits or profit reserves to subordinate employees of the company or of subsidiaries through the issue, up to the amount corresponding to the profits, of ordinary shares without restrictions or of special categories of shares to be assigned individually to employees, pursuant to Article 2349 of the Italian Civil Code.

WIND-UP - LIQUIDATION

Article 26

1. Liquidation of the Company and any matters not expressly regulated by these Articles of Association shall be governed by rules of law.

Milan, 21st May 2020