COMPANY NAME
ARTICLE 1

A joint-stock company is hereby established under the name “IMMSI S.p.A.”.

PURPOSE
ARTICLE 2

The Corporate purpose is the acquisition of equity investments in other Italian or foreign companies, namely acquiring, holding and managing the rights, represented by shares or other securities whether represented or not by securities, to the share capital of other companies; the purchase, sale and management of bonds; the granting of loans, mortgages and guarantees; the above activities may not be performed vis-à-vis the general public and shall be, in any event, performed in accordance with, and within the limits established by the Italian Legislative Decree D.Lgs.385 dated 1 September 1993 and relative enacting legislation.

The Company also performs all activities and transactions in the real estate sector, in Italy and abroad, both on its own behalf and on behalf of third parties, including therein, by way of example but not limited to such, the purchase, the sale, the exchange, the construction, the restoration, the management, the administration if jointly-owned, the leasing (not financial) and the maintenance of buildings and properties in general, whatever the use of or purpose of such may be, as well as the establishment, purchase, sale and exchange of property rights, with the exclusion of real estate agency and brokerage activities.

The Company may, directly or indirectly, on its own behalf, or on behalf of third parties, pursue real estate projects, also through the undertaking and/or assignment of contracts or concessions.

It may provide technical, commercial and financial services during the preliminary and executive stages of real estate projects. The Company may take all necessary measures to achieve the Corporate purpose, with the approval of the administrative body, on condition that such do not regard the general public, and in particular:

- perform commercial and industrial transactions, as well as transactions related to banking, mortgages, movables and real estate;
- may utilise any form of financing with Credit Institutions, Banks and Companies, issuing the appropriate secured and personal guarantees;
- grant sureties, guarantees and secured guarantees to third parties;
- participate in consortia and company groupings.

All of the above shall be performed in observance of the combined provisions of Law 1815/39, Law 1/91, Law 52/91, Law 197/91, Italian Legislative Decree D.Lgs.385/93, Ministerial Decree 6 July 1994, Italian Legislative Decree D.Lgs.415/96, Italian Legislative Decree D.Lgs.58/98 and subsequent amendments and supplements.

REGISTERED OFFICE
ARTICLE 3

The Company’s registered office is in Mantua. The address is that entered in the Register of Companies.

In accordance with the law, secondary offices, agencies and representative offices may be established or closed in Italy and abroad.

The domicile of Shareholders, insofar as their relations with the Company are concerned, shall be considered to be elected, to all legal effects, at the domicile entered in the Shareholders’ Register.

DURATION
ARTICLE 4

The duration of the company is established until 31 December 2100.
It may be extended, once or more, by resolution of the Extraordinary Shareholders' Meeting.

SHARE CAPITAL – SHARES
ARTICLE 5

The share capital is euro 178,464,000.00 (one hundred and seventy-eight million, four hundred and sixty-four thousand point zero zero euros) and is divided into 340,530,000 (three hundred and forty million, five hundred and thirty thousand) shares, without nominal value indication.
The Company's Extraordinary Shareholders' meeting may award the directors the powers provided for by articles 2443 and 2420-ter of the Italian civil code.
On 13 May 2014, the Extraordinary Shareholders' meeting authorized the Board of Directors to alternatively:
(i) in accordance with the provisions of art. 2443 of the Italian civil code, increase the share capital, in one or more stages, by payment and in a divisible manner, within a period of five years from the date of the resolution, for a maximum nominal amount of Euro 500,000,000.00 (five hundred million point zero zero), by issuing, with or without share premium, new ordinary shares with the same characteristics as the outstanding shares to be offered in option for those entitled;
(ii) in accordance with the provisions of art. 2443 and 2420-ter of the Italian Civil Code, increase the share capital, in one or more stages, by payment and in a divisible manner, within a period of five years from the date of the resolution, for a maximum nominal amount of Euro 500,000,000.00 (five hundred million point zero zero) to be set at the service:
- a) for the maximum amount of Euro 250,000,000.00 (two hundred and fifty million point zero zero), of bond loans convertible into ordinary shares, with or without warrants, to be issued observing the option right for those entitled. The Board of Directors has therefore, in accordance with art. 2420-ter of the Italian Civil Code, the right to issue, in one or more stages, in observance of the option right, bonds that can be converted into ordinary shares with the same characteristics as the outstanding shares, with or without warrants, within a period of five years from the date of resolution, for a maximum amount of Euro 250,000,000.00 (two hundred and fifty million point zero zero) and, in any case, for amounts that, within the aforesaid limit, do not exceed, from time to time, the limits set by the law for the issue of bonds; and
- b) for the maximum nominal amount of Euro 250,000,000.00 (two hundred and fifty million point zero zero), as well as for any remaining amount, if the convertible bond loans as per point a) are issued without integrally using the amount of said proxy, by issuing, with or without share premium, new ordinary shares with the same characteristics as the outstanding shares to be offered in option for those with the right.
The Board will have the right from time to time, in exercising the aforesaid proxies, observing the option right for those entitled and the procedures required by the provisions of the law and regulations from time to time applicable, as well as the above-stated limits, to determine the amount of the share capital increase (and/or of the single tranches), the issue price (including any share premium) of the new ordinary shares, taking account of the trend of the markets and the customary market procedures for similar operations, the times, methods and conditions of the offer under option; as well as the amount of the convertible bond loans that can be converted into ordinary shares, with or without warrants, and of the share capital increase to their service, the methods, terms and conditions of the issue of the bonds (among which the rate of exchange and the methods of conversion of the bonds; the interest rate, the expiration and the methods of reimbursement, also in advance, the characteristics, the terms and the conditions of issue of the warrants) and of the related regulations and/or of the regulation

of the combined warrants, as well as, in general, to define the terms and conditions of the share capital increase and the operation as a whole.
The Board of Directors will also have the powers for all the necessary fulfilments and formalities to allow the newly issued financial instruments to be admitted to trading.

ARTICLE 6

Shares are indivisible and issued in the dematerialized form.

ARTICLE 7

The share capital may be increased, through contributions in cash, in kind or in receivables, on one or more occasion, by a resolution of the Extraordinary Shareholders' Meeting, through the issue of ordinary shares or shares with other rights, or financial instruments with equity rights or administrative rights excluding the right to vote in the Shareholders' Meeting, in accordance with the law. Payments for the shares are required by the Board of Directors in the terms and the manner it deems appropriate.
Without prejudice to any other provision regarding share capital increases, the latter may be increased, excluding option rights, to the extent of 10% (ten percent) of the pre-existing share capital, and on condition that the issue price corresponds to the market value of shares and that the same price is confirmed by an independent auditor or an auditing firm in writing.
The resolution referred to herein shall be passed by the quorum set forth in articles 2368 and 2369 of the Italian Civil Code.

ARTICLE 8

The Shareholders' Meeting may resolve upon the reduction of share capital, within the limits established by law, also through the assignment to individual Shareholders or groups of Shareholders, of specific Company assets or shares or shareholdings in other companies in which the Company holds an interest.

SHAREHOLDERS' MEETING
ARTICLE 9

The Shareholders' Meeting represents the total number of Shareholders and its resolutions, passed in accordance with the law and with this bylaws, shall be binding for all Shareholders, even if the same have not attended the meeting or dissent.

ARTICLE 10

Both the Ordinary and Extraordinary Shareholders' Meetings shall be called by the Board of Directors, and may also be held at a location other than the registered office, on condition that said location is in Italy, by means of a notice published on the Internet site of the Company and, if required by the legislation applicable at that time ("*pro tempore*"), even possibly by extract, in the Official Gazette of the Republic of Italy or, as decided by the administrative body, in at least one of the following daily newspapers: "*Il Sole 24 Ore*" or "*MF*" – "*Milano Finanza*" in accordance with the law and subject to any other provision of the legislation in force and of this bylaws.

ARTICLE 11

The Ordinary Shareholders' Meeting must be called at least once a year, within one hundred and twenty days from the end of the financial year, or within one hundred and eighty days in accordance with legal terms and conditions. The notice may contain the same indications also for notices of calls subsequent to the second. In the absence of notices of calls subsequent to the second, the Shareholders'

Meeting on third or subsequent call, may be convened within 30 (thirty) days from previous calls, reducing the terms of call pursuant to law.

ARTICLE 12

Entitlement to take the floor at the Shareholders' Meeting and to exercise voting rights shall be certified in a notification made to the company by the intermediary legally qualified to keep the accounts, on the basis of his or her accounting records as at close of business on the seventh stock market trading day preceding the date set for the Meeting, and delivered to the company by the statutory deadline. Therefore, it concerns the date of the first call provided that the dates of the subsequent calls are included in the single notice of call; otherwise it concerns the date of each call.

Those entitled to vote may have themselves represented by written proxy in accordance with the law. Electronic notification of the proxy may be given, by the method stated in the notice of convocation concerned, in a message addressed to the certified electronic mailbox stated in said notice or via the appropriate section of the company's Internet site.
It is for the Chairman of the Shareholders' Meeting to ascertain the regularity of the proxies and the right of those present to participate in the Shareholders' Meeting, as well as to set the rules for its performance, including the times for the intervention.

ARTICLE 13

Each share gives entitlement to one vote.

ARTICLE 14

The Ordinary and Extraordinary Shareholders' Meeting shall be constituted and shall resolve according to law.

ARTICLE 15

The Shareholders' Meeting shall be chaired by the Chairman of the Board of Directors or by a person acting on his/her behalf or by another person designated by the Board of Directors; failing such, the Shareholders' Meeting shall appoint its own Chairman.

ARTICLE 16

The Chairman of the Shareholders' Meeting shall be assisted by a Secretary, appointed by the same Shareholders' Meeting, and said person does not necessarily have to be a Shareholder.
In the situations provided for by law and if the Chairman of the Shareholders' Meeting retains such necessary, the minutes may be drawn up by a Notary appointed by the Chairman.

BOARD OF DIRECTORS

ARTICLE 17

The Company is managed by a Board of Directors, comprising not less than five and not more than thirteen members appointed by the Shareholders' Meeting.
The Shareholders' Meeting shall establish the number of Board Members, such number will not change until a further resolution is passed.
The Directors must meet the requirements established by the legislation in force at that time ("*pro tempore*"); of such, a minimum number corresponding to the minimum established by said legislation, must meet the requirements for independence set forth in article 148, paragraph 3 of Italian Legislative

Decree D.Lgs.58/1998 (hereinafter: the "Independent Board Directors under art. 148 TUF" - *"Testo Unico della Finanza"* – Italian Finance Consolidation Act).
In the event that said requirements are no longer met, the director will lose office. In the event that the requirement of independence under art. 148, paragraph 3, Italian Legislative Decree D.Lgs.58/98 should no longer be met, such will not result in the loss of office if the minimum number of directors that meet said requirement under current legislation is still observed.
The appointment of the Board of Directors will take place, in respect of the current pro tempore discipline concerning gender balance, on the basis of lists submitted by shareholders following the procedures indicated below, in which the candidates must be listed using progressive numbers. The lists submitted by shareholders, signed by those that submit them, must be deposited at the Company's registered office, available to any party that requests such, at least twenty-five days before the date set for the Shareholders' Meeting on first call and will be published in all other forms of publicity and means of registration as prescribed by the law in force at that time ("*pro tempore*").
Each Shareholder, Shareholders that are members of a Shareholders' agreement as set forth in art. 122 of Italian Legislative Decree D.Lgs.58/1998, the controlling party, the subsidiaries and those under common control according to art. 93 of Italian Legislative Decree D.Lgs.58/1998, may not submit or partake in the submission, not even through a third party or trust company, in more than one list, nor may vote different lists, and each candidate may submit his/her name in one list only, otherwise the latter will be retained unelectable. Any adhesions and votes that infringe said prohibition will not be attributed to any list. Only Shareholders who, alone, or with other submitting Shareholders, hold shares with voting rights representing at least 2.5% of the share capital with voting rights in the Ordinary Shareholders' Meeting, or representing a different percentage established by legal provisions or regulations, shall have the right to submit lists. Legal ownership of the shares required, as stated in the foregoing, for the purposes of submitting a list shall be determined considering the shares that are registered in favour of the shareholder on the day in which the lists are registered with the issuer; the relative certification may be produced, even after the filing of the list, as long as it is within the term foreseen for publication of such lists.
Together with each list, within the respective terms indicated above, the following must also be deposited: (i) the declarations with which the individual candidates have accepted their candidature and that confirm, under their own responsibility, the inexistence of grounds by virtue of which they cannot be elected or are incompatible with the office, as well as the existence of the requirements prescribed for the relative offices; (ii) a *curriculum vitae* regarding the personal and professional characteristics of each candidate, indicating any grounds by which the same qualifies as independent.
The lists with three or more candidates must be made up of candidates of both genders, in proportion to applicable regulations in force on gender balance.
Any lists submitted that do not comply with the above provisions shall be considered as not having been submitted.
For the election of the Board of Directors, the procedure is as follows:
a) from the list that has obtained the highest number of votes, the Directors to be elected but one will be extracted in the progressive order in which they appear on the list;
b) the remaining Director will be extracted from the minority list that is not connected in any way, even indirectly, with those that submitted or voted the list cited in letter a) and that has obtained the second highest number of votes. If the minority list cited in point b) has not achieved a percentage of votes that is at least equal to half of that requested for the submission of lists, as set forth in the eighth paragraph of this article, all of the Directors to be elected will be taken from the list cited in point a).
If the candidates elected in accordance with the above procedure do not meet the requirements for the number of independent Directors under art. 148 TUF equal to the minimum number established by law with relation to the total number of Directors, the non-independent candidate under art. 148 TUF

elected as the last in progressive order from the list that received the highest number of votes, as per letter a) of the paragraph above, will be replaced by the first independent candidate under art. 148 TUF in accordance with the progressive order of candidates that have not been elected on the same list, or failing such, by the first independent candidate under art. 148 TUF according to the progressive order of non-elected candidates on the other lists, on the basis of the number of votes obtained by each. This replacement procedure will be applied until the Board of Directors comprises a number of independent Directors under art. 148 TUF equal to at least the minimum legally prescribed number. Lastly, if said procedure does not produce the result indicated above, the replacement will take place by a resolution of the Shareholders' Meeting, by relative majority, following the submission of the nomination of candidates that meet the prescribed requirements.
If, in addition, with the candidates elected in the manner described above there is no assurance that the composition of the Board of Directors complies with the current pro tempore discipline concerning the gender balance, the candidate of the most represented gender, latest elected in progressive order in the list receiving the most votes will be replaced by the first candidate of the non-elected less represented gender on the same list in sequential order. This procedure of substitution will be followed until it is assured that the composition of the Board of Directors complies with the current pro tempore discipline relating to the balance between genders. If this procedure does not produce the result as last shown, replacement will be done with a resolution approved by a relative majority of the Meeting, after presentation of candidates belonging to the less represented gender.

If a single list is submitted, or if no list is submitted, the Shareholders' Meeting will resolve, by legal majorities, without following the above procedure, while respecting the current pro tempore discipline concerning gender balance.

ARTICLE 18

The Board of Directors shall choose a Chairman from among its members, if the Shareholders' Meeting has not arranged otherwise; it may also appoint a Deputy Chairman.
The Deputy Chairman shall substitute the Chairman in the event of his absence or impediment. In the event of the absence or impediment of both the Chairman and Deputy Chairman, the meeting will be chaired by another Director designated by the Board. The Board may also appoint a Secretary, who does not necessarily have to be a Board member.
The term of office of the Board of Directors shall be established by the Shareholders' Meeting – in any event it may not exceed three financial years – and shall lapse on the date of the Shareholders' Meeting convened to approve the financial statements of the last financial year of their term of office and may be re-elected.
If, during the course of the financial year, one or more Directors should leave office, on condition that the majority is still represented by Directors appointed by the Shareholders' Meeting, the following procedure set forth in art. 2386 of the Italian Civil Code will be applied as follows:
a) the Board of Directors will proceed with the replacement, to be taken from the members of the same list that the previous director belonged to and the Shareholders' Meeting will resolve such, by legal majorities, observing the same criteria;
b) if the above cited list does not have any remaining candidates that have not been elected previously, or candidates with the prescribed requirements, or in any event, if for any reason it is not possible to comply with the terms of letter a), the Board of Directors shall arrange for the replacement, as the Shareholders' Meeting will subsequently provide for, by legal majority, without voting a list.
In any event, the Board of Directors and the Shareholders' Meeting will proceed with the appointment in order to ensure (i) the presence of independent Directors under art. 148 TUF whose total number

meets the minimum number required by the law in force at that time ("*pro tempore*") and (ii) the respect of the current pro tempore discipline for gender balance.
If resignations or other reasons result in the majority of the Directors not been met, the entire Board of Directors shall be considered to have resigned and its termination will take effect from the moment in which the Board of Directors is re-constituted following the acceptance of at least half of the new directors appointed by the Shareholders' Meeting, which must be convened in an emergency session.
Unless the Shareholders' Meeting resolves otherwise, the Directors are not bound by the prohibition set forth in article 2390 of the Italian Civil Code.

ARTICLE 19

The remuneration of the members of the Board of Directors and the Executive Committee shall be established by the Ordinary Shareholders' Meeting, which may also assign an annual indemnity, which once established shall remain unchanged until the Shareholders' Meeting resolves otherwise.
The division of remuneration between Board members will be established by the Shareholders' Meeting or by the Board itself.
Board members shall have the right to the reimbursement of the expenses incurred to perform their duties.

ARTICLE 20

The Chairman, or anyone acting on his behalf, shall convene a Board of Directors Meeting at the registered office or in another location, whenever the same retains such necessary in the interests of the Company or on the request of three Board members.
Board meetings will be convened in writing, which may also be sent by fax, cable or by email to the Board members in office and to the Auditors at least five days before the date fixed for the meeting, or, in the event of an emergency, in the same way, but with a minimum notice of six hours. The participation and attendance of the meetings of the Board of Directors – if the Chairman or anyone acting on his behalf deems it necessary – may also take place by means of teleconference and/or video conference, on condition that all of those entitled may participate or attend, may be identified and that the same are able to follow the meeting and to intervene in real time in discussions of the items on the agenda; once said conditions have been verified, the Board Meeting shall be considered to have taken place in the location where the Chairman and Secretary of the meeting are, in order to enable the minutes to be drawn up and signed by both of the latter.

ARTICLE 21

Through the Chairman or other Directors delegated to such task, the Board of Directors shall report to the Board of Statutory Auditors on the activities performed and on the transactions of most economic, financial or asset-related importance, carried out by the Company or by its subsidiaries; in particular, it shall report on transactions in which the Directors have an interest, either on their own behalf, or on behalf of third parties, or that are influenced by a party who exercises supervisory control over or coordinates business activities. Said report must be made promptly and in any event at least quarterly on the occasion of Board meetings and meetings of the Executive Committee, or in writing addressed to the Chairman of the Board of Statutory Auditors.

ARTICLE 22

In order for the resolutions of the Board of Directors to be valid, the presence of the majority of Board members in office is required. Resolutions will be passed by the absolute majority of those present. Minutes of Board meetings will be signed by the Chairman and the Secretary.

ARTICLE 23

The Board of Directors is awarded all powers for Company management.
The Board of Directors, if the latter does not deem it necessary to seek a resolution of the Shareholders' Meeting, may also resolve on the following:

- mergers and demergers as set forth in articles 2505, 2505-*bis* of the Italian Civil Code, the latter also as referred to by article 2506-*ter* of the Italian Civil Code;
- the establishment and the closure of secondary offices;
- the indication as to which Directors may represent the Company;
- the reduction of share capital in the event of the withdrawal of Shareholders;
- the alignment of the bylaws to legal provisions;
- the transfer of the registered office to a different municipality in Italy.

The Board of Directors may, within legal limits, delegate its powers, establishing the limits of said mandate, to an Executive Committee comprising some of its members, as well as to one or more of its members, if appropriate with the title of Managing Directors, awarding them signing authority, jointly or severally, as they deem appropriate to establish.
In order for resolutions of the Executive Committee to be valid, the presence and the favourable vote of the absolute majority of its members is required.
The Board may also appoint General Managers, Managers and Attorneys-in-fact, with several or joint signature powers, determining their powers and duties, as well as delegate powers in general for certain acts or categories of acts.
The Board may also delegate the appointment of Directors, Deputy Directors or Proxies and the establishment of their respective remuneration and assignments to the Chairman or a party acting on his/her behalf, to Managing Directors and to General Managers.
The Board of Directors, after mandatory consultation with the Board of Statutory Auditors, may appoint and revoke the Manager in charge of preparing the company accounts and documents. The Manager in charge of preparing the company accounts and documents, in addition to the requirements of honourable reputation prescribed by current legislation for those that hold administrative and managerial roles, must also possess the professional qualifications characterised by specific expertise in administrative and accounting fields. Said expertise, which must be ascertained by the Board of Directors, must have been acquired through work experience in positions with adequate responsibility for an appropriate period of time. The afore-cited Manager will be awarded the powers and the functions established by law and by other applicable provisions, as well as the powers and the functions established by the Board at the time of his/her appointment or through a subsequent resolution.

ARTICLE 24

The Chairman, and in the event of his absence or impediment, the Deputy Chairman, shall have signing authority and the legal representation of the Company before third parties and before the courts.
Representation and signing authority may be awarded by the Board, who shall establish the limits thereof, to Board Directors, Company employees or third parties.
The Board may delegate the Chairman, or anyone acting on his behalf, the Managing Directors and General Managers the power to award company representation before third parties and before the courts and the relative signing authority to employees or third parties.

BOARD OF STATUTORY AUDITORS

ARTICLE 25

The first Board of Statutory Auditors is appointed in the deed of incorporation.
Subsequently, the Shareholders' Meeting elects the Board of Statutory Auditors, comprising three standing Auditors; two Substitute Auditors are also appointed. Auditors may be reelected.

The assignments and the duties of Auditors shall be those established by current legislation.
Auditors must meet the requirements, also as regards the maximum number of offices held, envisaged by current legislation and regulations.
All Auditors must be enrolled with the association of independent auditors and must have performed legal auditing functions for a period of no less than three years.
Those that are considered legally incompatible with the position, may not be appointed Auditors and if elected shall lose office.
The appointment of the Board of Statutory Auditors shall take place, in respect of the current pro tempore discipline concerning gender balance, on the basis of lists submitted by Shareholders in which candidates are listed and identified by a progressive number.
The list that contains the names, identified by a progressive number, of one or more candidates, shall indicate if the candidature is being submitted for the office of Standing or Substitute Auditor.
The lists with three or more candidates must be made up of candidates of both genders, in proportion to applicable regulations in force on gender balance, as regards positions for both standing auditors and alternate auditors.
Each Shareholder, Shareholders that are members of a Shareholders' agreement as set forth in art. 122 of Italian Legislative Decree D.Lgs.58/1998, the controlling party, the subsidiaries and those under common control according to art. 93 of Italian Legislative Decree D.Lgs.58/1998, may not submit or partake in the submission, not even through a third party or trust company, in more than one list, nor may vote different lists, and each candidate may submit his/her name in one list only, otherwise the latter will be retain unelectable. Any adhesions and votes that infringe said prohibition will not be attributed to any list.
The lists submitted by Shareholders must be deposited at the Company's registered office at least twenty-five days before the date set for the Shareholders' Meeting on first call, without prejudice to any other forms of publicity or means of deposit established by rules or regulations in force at that time ("*pro tempore*"). In the event in which, at the end of the term for submission of lists, only one list has been deposited, or only lists submitted by Shareholders who have significant relations under legal provisions or regulations in force at that time, lists may be submitted within the deadline provided for by the legislation and regulations in force at that time ("*pro tempore*"); in this case the minimum threshold for the submission of the lists is halved.
Shareholders who, alone, or with other Shareholders, hold shares together representing at least one percent of the share capital with voting rights in the Ordinary Shareholders' Meeting, or representing a different percentage established by legal provisions or regulations, shall have the right to submit lists.
Lists must be provided with:
a) Information regarding the identity of the Shareholders that have submitted the list, indicating the total number of shares held; the ownership of shares held overall, determined by the shares registered in favour of the shareholder on the day when the lists were registered with the issuer, is confirmed, even after the registration of the lists, in the terms and means allowed for by provisions even regularly currently pro tempore;
b) A declaration by the Shareholders other than those that hold, even jointly, a controlling interest or a relative majority interest, confirming the absence of relations with the former, as provided for by legislation and regulations in force;
c) Exhaustive information on the personal characteristics of the candidates, as well as a declaration which confirms, under their own responsibility, the inexistence of grounds by virtue of which they cannot be elected or are incompatible with the office, the possession of the requirements provided for by law and their acceptance of the candidature, and a list of any administration and control positions that they hold in other companies.

Any lists submitted that do not comply with the above prescriptions will be considered as not having been submitted.
Each Shareholder may vote for a single list.
Two standing and one substitute member will be taken from the list that obtained the highest number of votes, in the progressive order in which they appear on said list; one standing member, who shall act as Chairman of the Board of Statutory Auditors, and a substitute member shall be taken from the second list that obtained the highest number of votes, in the progressive order in which they appear on the list, and that, in accordance with current legislation and regulations are not connected, even indirectly, to those that submitted or voted for the list that obtained the highest number of votes.
In the event of a tie, a new vote will be taken of the whole Shareholders' Meeting, and candidates on the list that obtains the simple majority of votes will be elected.
If, in the manner shown above, the composition of the Board of Statutory Auditors is not assured, in its standing members, in conformity with the current pro tempore discipline regarding gender balance, provisions will be made, within the sphere of the candidates for the position of standing auditor of the list that obtained the majority of votes, for the necessary replacements according to the progressive order in which the candidates are listed.
If only one list or no list is submitted, all candidates indicated on said list will be elected to the offices of Standing and Substitute Auditor, or those voted for by the Shareholders' Meeting, on condition that they obtain the relative majority of the votes cast at the Meeting and without prejudice to respect for the current pro tempore discipline regarding gender balance.
In the event that the Auditor is no longer meeting the legal or statutory requirements, he/she shall lose office.
In the event of the substitution of an Auditor, he/she will be replaced by the Substitute Auditor belonging to the same list as the one being replaced. It is hereby understood that the minority Auditor will remain chairman of the Board of Statutory Auditors and that the Board of Statutory Auditors shall respect the current pro tempore discipline regarding gender balance.
When the Shareholders' Meeting has to appoint Standing and/or Substitute Auditors needed to integrate the Board of Statutory Auditors, the following procedure is adopted: if Auditors elected from the majority list have to be substituted, the appointment will take place by means of a vote of the relative majority without any link to a list; if, on the other hand, Auditors elected from the minority list have to be substituted, the Shareholders' Meeting will replace them by a vote of the relative majority, choosing them from the candidates indicated on the list to which the Auditor to be substituted belonged.
If the application of the above procedures does not permit, for any reason, the substitution of Auditors elected from the minority, the Shareholders' Meeting shall vote by means of relative majority; however, in the calculation of the results of the latter vote, the votes of those who, in accordance with notices made under the discipline in force, hold, even indirectly, or jointly with other Shareholders belonging to a significant Shareholders' agreement under art. 122 of Italian Legislative Decree D.Lgs.58/1998, the relative majority of votes that may be cast at the Shareholders' Meeting, will not be counted, neither will those of Shareholders who control, are controlled by, or are subject to the common control of the same.
The substitution procedures as per the preceding paragraphs must in any case assure respect for current discipline concerning gender balance.
Following notice served to the Chairman of the Board of Directors, the Board of Statutory Auditors, or at least two members of the Board of Statutory Auditors (if convening the Shareholders' Meeting) or one member of the same (if convening the Board of Directors or Executive Committee), may, according to the law, convene the Shareholders' Meeting, the Board of Directors or the Executive Committee.

Meetings may also be held by means of teleconference and/or video conference, on condition that all Auditors may participate or attend, may be identified and that the same are able to follow the meeting and to intervene in real time in discussions of the items on the agenda; once said conditions have been verified, the Meeting shall be considered to have taken place in the location where the Chairman is.

COMPANY FINANCIAL STATEMENTS
ARTICLE 26

The financial year ends on 31 December of each year.

The available net profit resulting from the financial statements, once the amounts permitted by law have been withdrawn for provisions to reserves in the amount prescribed by current regulations, may be used by the Shareholders' Meeting to repay capital or for any other purpose that is retained appropriate or necessary.

During the course of the year, the Board of Directors may distribute advances on dividends to Shareholders.