



GVS S.p.A.

*Registered office in Zola Predosa (BO), Via Roma, 50 - share capital Euro 1,750,000.00 fully paid up.
Bologna Register of Companies and tax code 03636630372 and VAT number 00644831208 - Economic
and Administrative Index (REA) BO-305386*

*Explanatory Report by the directors on the second item on the agenda of the shareholders'
meeting called in extraordinary session on 03 May 2023, in a single call.*

Second item on the extraordinary agenda - Changes to the Articles of Association. Related and consequent resolutions.

Shareholders,

the Board of Directors has called you to the Ordinary Shareholders' Meeting to examine and approve the proposal to amend Articles 2, 5, 9, 14, 16, 19, 20 and 21 of the Articles of Association.

1. Explanation of the proposed amendments to the Articles of Association

(i) Proposed amendment of Article 2.1:

"The purpose of the Company is to **carry out, directly or indirectly, the following activities:**

- ~~the~~ design, manufacture and marketing of technical components mainly for filtration purposes, but not limited to the medical, automotive, personal protective equipment, industrial and consumer goods sectors, or any sector similar or complementary to those indicated;
- ~~the~~ moulding and assembly of thermoplastic products;
- ~~the~~ production of membranes for filtration;
- ~~the~~ design and construction of moulds;
- wholesale, import, export of articles related to the medical, automotive, personal protective equipment, industrial and consumer goods sectors or any product similar or complementary to those indicated.

The Company may also **(i)** acquire, **directly or indirectly and** not principally, **further** interests and shareholdings, in any form, in companies and industrial, commercial or service enterprises having objects similar or related to its own, **without the purpose of placing them with third parties and (ii)** to carry out, **not as primary activities and not vis-à-vis the public,** any commercial, securities, real estate, financial, industrial, representative or commission operation that is deemed useful and appropriate for the achievement of the corporate purpose. These activities may be carried out both in Italy and abroad.

When special circumstances should so require, the administrative body may arrange for sureties to be issued in favour of investee companies.

~~In order to attain the aforesaid object, the Company may also acquire shareholdings and interests in other companies with objects similar or analogous to its own without the aim of placing them with third parties and may carry out, not as primary activities and not vis-à-vis the public, all those movable, real estate, commercial, industrial and financial transactions permitted by law."~~

(ii) Proposed amendment to Article 5.4:

"The Ordinary Shareholders' Meeting held on 13 March 2020 resolved to:

~~increase the paid-in share capital, in divisible form also in several tranches, by a maximum nominal amount of Euro 150,000 through the issue of a maximum number of 15,000,000 ordinary shares, reserved to qualified investors in Italy and to foreign institutional investors, within the framework of an institutional placement, for the purpose of the admission of the Company's ordinary shares to the listing on the MTA~~

~~market organised and managed by Borsa Italiana S.p.A. (MTA), to be executed no later than 30 June 2021 and in any case, if earlier, by the final settlement date of the offer, including the so-called greenshoe;~~

- = to grant the Directors the power to increase the share capital until 13 March 2025, to service the implementation of the incentive and loyalty plan called “2020-2022 Performance Share Plan”, for a maximum of Euro 12,000, by issuing a maximum of 1,200,000 new ordinary shares with no indication of nominal value, with the same characteristics as outstanding shares, regular dividend, at an issue value equal to a par value of GVS’s shares on the date of execution of this proxy by assigning a corresponding amount of profits and/or profit reserves as resulting from the last financial statements approved in accordance with Article 2349 of the Italian Civil Code, under the terms, conditions and according to the procedures provided for by the Plan itself.”

It should be noted that Article 5.4. may be further amended as a result of the resolution to be adopted by the shareholders' meeting on the first item on the extraordinary agenda. In that case, the text of the statutes with all the amendments approved by the shareholders' meeting shall be filed.

- (iii) Proposed amendment to Article 9.1:

"The Company may issue bonds, including convertible bonds, ~~in the form of resolution of the shareholders' meeting~~ **or with warrants, and other debt securities.**"

- (iv) Proposed amendment to Article 14.1:

The Shareholders’ Meeting is presided by the Chair of the Board of Directors or, in the event of his/her absence, impediment or relinquishment, **by the Chief Executive Officer,** ~~or Vice Chair is appointed~~ in the event of his/her absence, impediment or relinquishment ~~or in the cases set forth by Article 13 above,~~ by the person designated by the Shareholders' Meeting itself by majority vote of those present.”

- (v) Proposed amendment to Article 16:

"16.1 The Company is managed by a Board of Directors consisting of 5 (five) to 9 (nine) members, who may also be non-shareholders, whose term of office lasts for up to 3 (three) financial years and expires on the date of the shareholders' meeting called to approve the financial statements for the last financial year of their office and who may be re-elected. No person may be appointed to the office of director and, if appointed, shall be disqualified from office, if any of the conditions apply to this person, as provided under the applicable legislation and, in particular, by Article 2382 of the Italian Civil Code.

16.2 The Board of Directors, if the BoD meeting has not already done so, appoints the Chair from among its members; it also appoints the Secretary, who may also be a non-BoD member.

16.3 The Chair:

- **is the representative of the Company pursuant to Article 21 of these Articles of Association;**
- **presides over the Meeting, exercising the functions as provided by the law and the BoD rules;**
- **convenes and chairs the Board of Directors, sets the agenda and coordinates its work."**

(vi) Proposed amendment to Article 19:

"19.1 The Board of Directors is convened also outside the municipality where the registered office is located, provided that it is in Italy, or within the territory of a country belonging to the European Union, at least every 3 (three) months, as well as whenever the Chair or, in the event of his/her absence or impediment, **the Chief Executive Officer or, lastly, in the event of the latter's absence or impediment, the eldest director, deems it necessary or when at least two directors or a statutory auditor** ~~the Vice Chair, if appointed, deems it appropriate or when a written request is made, indicating the items to be discussed, by one director or one statutory auditor. The Chair or, in the event of his/her absence or impediment, the Vice Chair, if appointed, sets the agenda of the meetings and coordinates the proceedings.~~

19.2 **Meetings of the Board of Directors are chaired by the Chair or, in his/her absence or impediment, by the Chief Executive Officer or, in the event of his/her absence or impediment, by the eldest director.** ~~The Board of Directors may be convened by its Chair or, in the event of his/her absence or impediment, by the Vice Chair, if appointed, or, in cases of urgency and the absence or impediment or inertia of the same, by 1 (one) of the other directors by written notice containing the date, place and time of the meeting and the agenda, sent to all the directors and to the members in office of the Board of Statutory Auditors, if appointed.~~

19.3 The meeting shall be convened by written notice containing the date, time and place of the meeting as well as the relevant agenda, to be sent to each director and statutory auditor in office at least 5 (five) days before the date set for the meeting and, in case of urgency, at least ~~72~~ **48 (forty-eight)** hours in advance; the notice may be sent by registered letter with return receipt sent to the address of each of the parties herein, or by any other means that guarantees proof of receipt.

19.4 Even if it is not convened, the Board of Directors shall be deemed duly constituted if all the directors in office and all the statutory auditors in office are present and none of them opposes the discussion of the items on the agenda.

~~19.5 Meetings of the Board of Directors are presided by the Chair, or, in the event of his/her absence or impediment, in that order by the Vice Chair, if appointed, or the CEO, if appointed, or, in the event of the absence or impediment of the latter, as well as in the cases provided for in Article 22 below, by the person designated by the majority of those present. The secretary of each meeting is appointed, each time, by majority vote of those present.~~

~~19.6~~ A meeting of the Board of Directors is validly convened with a majority of the directors in office and resolves with the favourable vote of the ~~absolute~~ majority of the directors in office present. The executive committee, if appointed, deliberates with the presence and the favourable vote of the absolute majority of its members. In the event of an even number of directors and an equal number of votes, the vote of the Chair of the Board of Directors or, if he is not present, the Chair of the relevant board meeting, shall prevail.

~~19.7~~ The resolutions of the Board of Directors shall be recorded in minutes drawn up, approved and signed by the Chair of the meeting and the secretary, and shall be transcribed in the company book as prescribed by law.

~~19.8~~ Meetings of the Board of Directors may also be held with the participants located in more than one place, contiguous or distant, audio/video connected, provided that the collegial method and the principles of good faith are respected. In this case, the following must apply:

- (a) the Chair of the meeting, also through his/her bureau, is allowed to unequivocally ascertain the identity and legitimacy of those present, to regulate the proceedings of the meeting, and to ascertain and proclaim the results of the vote;
- (b) it is possible for the person drafting the minutes to adequately perceive the events being recorded;

- (c) attendees are allowed to participate in real time in the discussion and concurrent voting on the items on the agenda;
- (d) the audio/video locations connected by the Company, in which the attendees may participate are indicated in the notice of the meeting (or immediately thereafter, but in any event as soon as possible and sufficiently in advance of the date set for the meeting), (i) in the case of video-conferencing; or (ii) in the case of teleconferencing, the telephone number to which the participants may connect.

19.78 If these conditions are met, the meeting is deemed to have been held at the place where the Chair and Secretary of the meeting are located so that the minutes can be drawn up and signed in the relevant book. If, at the time scheduled for the start of the meeting, the connection is not possible, the meeting shall not be valid and must be reconvened; if, during the meeting, the connection is suspended, the meeting shall be declared adjourned and the resolutions adopted up to that time shall be considered valid. ~~In case of board meetings by means of telecommunications, the meeting shall be chaired by the person designated by the majority of the attendees."~~

(vii) Proposed amendment to Article 20:

~~"20.3 The Board of Directors, as a corporate body, in addition to the resolutions that may not be delegated as required by law, has exclusive jurisdiction over resolutions concerning:~~

- ~~(a) any investment or divestment exceeding, individually or cumulatively for each fiscal year, Euro 2,500,000.00;~~
- ~~(b) (two million five hundred thousand), which are not provided for in the multi-year business plan;~~
- ~~(c) bank loans or other forms of financing, not provided in the approved multi-year business plan, for each individual financial year, exceeding Euro 10,000,000.00 (ten thousand);~~
- ~~(d) Company operations of extraordinary administration, of any type, it being understood that, in the case of acquisitions or disposals of fixed assets, extraordinary administration shall mean those of amounts exceeding, individually or cumulatively Euro 5,000,000.00 of enterprise value for each corporate year;~~
- ~~(e) constitution of liens, burdens and encumbrances on company shareholdings in other companies or other assets of the Company;~~
- ~~(f) granting of collateral and/or personal guarantees for amounts exceeding Euro 5,000,000.00 (five million);~~
- ~~(g) granting of advances to employees of the Company, in compliance with the applicable regulations and, in any case, of a unit amount not exceeding Euro 250,000 (two hundred and fifty thousand) for each advance and of a total amount not exceeding Euro 400,000.00 (four hundred thousand) with reference to the total amount of advances granted over time;~~
- ~~(h) filing of bankruptcy petitions or requests for the opening of other insolvency procedures by the Company;~~
- ~~(i) resolutions referred to in Article 20.2 above.~~

20.43 Pursuant to the Articles of Association and within the limits of the law, the Board of Directors may delegate its powers to an Executive Committee composed of some of its members and/or to a CEO; it may delegate specific powers to one or more of its members, and

appoint, on the proposal of the CEO, one or more general managers, division managers, directors, attorneys and proxies in general for specific acts or categories of acts. ~~division managers, directors, attorneys and proxies in general for specific acts or categories of acts.~~

20.54 The delegated bodies shall promptly report to the Board of Directors and the Board of Statutory Auditors - or, in the absence of delegated bodies, the directors shall promptly report to the Board of Statutory Auditors - at least on a quarterly basis and, in any case, on the occasion of Board meetings, on the activities carried out, the general performance of management and its foreseeable evolution, as well as on the most significant economic, financial and asset operations, or in any case, the most significant operations due to their size or characteristics, carried out by the Company and its subsidiaries; in particular, they report on operations in which they have an interest, on their own behalf or on behalf of third parties, or which are influenced by the subject exercising management and coordination activities, if any.

20.65 The Board may set up one or more committees with advisory functions, recommended by codes of conduct on company law promoted by companies managing regulated markets or by trade associations.”

(viii) Proposed amendment to Article 21:

"21.1 **The Chair and the CEO both have the power** to represent the Company vis-à-vis third parties and before any Court and Court proceedings, **as well as the corporate signature**, ~~the Chair of the Board of Directors, the Vice-Chair, if appointed.~~

21.2 Representation of the Company shall also be vested, within the limits of their vested powers, in the **other** managing directors ~~with~~ **delegated powers pursuant to Article 2381 of the Italian Civil Code**, where appointed."

2. Grounds

The proposed changes (i) amend the provisions of the Articles of Associations in order to better clarify their scope (*see* amendment to Article 9.1), as well as to make them more consistent with the Company's operations (*see* amendment to Articles 2.1, 14.1 and 16), and (ii) propose to simplify, where deemed appropriate, the dynamics of corporate governance in line with best market practice (*see* amendment to Articles 16, 19.1 and 19.2), with the aim of providing greater flexibility to the administrative body and increasing its efficiency (*see* amendment to Articles 19.3 and 20).

The Board of Directors is of the opinion that the amendments under consideration do not give rise to a right of withdrawal pursuant to Article 2437 of the Italian Civil Code for shareholders who did not participate in the resolution to amend the Articles of Association.

3. Proposal for a resolution

Shareholders,

In light of the foregoing, the Board of Directors proposes that you pass the following resolutions:

“The Shareholders' Meeting of GVS S.p.A., having examined and discussed the explanatory report of the Board of Directors and the proposals contained therein,

resolved

(i) *to amend the article of the current Articles of Association as follows:*

ORIGINAL TEXT	PROPOSED TEXT
Article 2 - Purpose	Article 2 - Purpose
<p>2.1 The corporate purpose of the Company is</p> <ul style="list-style-type: none"> - the design, manufacture and marketing of technical components mainly for filtration purposes, but not limited to the medical, automotive, personal protective equipment, industrial and consumer goods sectors, or any sector similar or complementary to those indicated; - the moulding and assembly of thermoplastic products; - the production of membranes for filtration; - the design and construction of moulds; - wholesale, import, export of articles related to the medical, automotive, personal protective equipment, industrial and consumer goods sectors or any product similar or complementary to those indicated. <p>The Company may also acquire, as a non-primary activity, interests and shareholdings, in any form, in companies and industrial, commercial or service enterprises having similar corporate purposes or related to its own, and carry out any commercial, securities, real estate, financial, industrial, representative or commission operation that is deemed useful and appropriate for the achievement of the corporate purpose. These activities may be carried out both in Italy and abroad.</p>	<p>2.1 The corporate purpose of the Company is to <u>carry out, directly or indirectly, the following activities:</u></p> <ul style="list-style-type: none"> - the design, manufacture and marketing of technical components mainly for filtration purposes, but not limited to the medical, automotive, personal protective equipment, industrial and consumer goods sectors, or any sector similar or complementary to those indicated; - the moulding and assembly of thermoplastic products; - the production of membranes for filtration; - the design and construction of moulds; - the wholesale, import, export of articles related to the medical, automotive, personal protective equipment, industrial and consumer goods sectors or any product similar or complementary to those indicated. <p>The Company may also <u>(i) acquire, directly or indirectly and</u> not primarily, <u>further</u> interests and shareholdings, in any form, in companies and industrial, commercial or service enterprises having a similar or shared corporate purpose, <u>not to be placed with any third parties and (ii) to carry out, not as primary activities and not vis-à-vis the public,</u> any commercial, securities, real estate, financial, industrial, representative or commission operation that is deemed useful and appropriate for the achievement of the corporate purpose. These activities may be carried out both in Italy and abroad.</p>

ORIGINAL TEXT	PROPOSED TEXT
<p>When special circumstances should so require, the administrative body may arrange for sureties to be issued in favour of investee companies.</p> <p>In order to attain the aforesaid object, the Company may also acquire shareholdings and interests in other companies with objects similar or analogous to its own without the purpose of placing them with third parties and may carry out, not primarily and not vis-à-vis the public, all movable, real estate, commercial, industrial and financial transactions permitted by law.</p>	<p>When special circumstances should so require, the administrative body may arrange for sureties to be issued in favour of investee companies.</p> <p>In order to attain the aforesaid object, the Company may also acquire shareholdings and interests in other companies with objects similar or analogous to its own without the purpose of placing them with third parties and may carry out, not primarily and not vis-à-vis the public, all movable, real estate, commercial, industrial and financial transactions permitted by law.</p>
Article 5 - Share Capital	Article 5 - Share Capital
<p>5.1 The fully subscribed and paid-up share capital is Euro 1,750,000.00 (one million seven hundred and fifty thousand point zero zero) divided into No. 175,000,000 (one hundred and seventy-five million) ordinary shares with no indication of nominal value.</p> <p>5.2 Shares entitle their holders to all property and administrative rights recognised in the articles of association and by law, are indivisible and freely transferable and, subject to Article 6, each share gives the right to one vote. The regime for the issue and circulation of shares is governed by the laws and regulations in force.</p> <p>5.3 The Company may issue shares and/or other financial instruments pursuant to Article 2346 and Article 2349 of the Civil Code and in compliance with other applicable legal provisions.</p> <p>5.4 The Extraordinary Shareholders' Meeting held on 13 March 2020 resolved to:</p> <ul style="list-style-type: none"> - increase the paid-in share capital, in divisible form also in several tranches, by a maximum nominal amount of Euro 150,000 through the issue of a maximum number of 15,000,000 ordinary shares, reserved to qualified investors in Italy and to foreign institutional investors, within the framework of a corporate placement, for the purpose of the admission of the Company's ordinary shares to the listing on the Electronic Stock Market (MTA) organised and managed by Borsa Italiana S.p.A. (MTA), to be executed 	<p>5.1 The fully subscribed and paid-up share capital is Euro 1,750,000.00 (one million seven hundred and fifty thousand point zero zero) divided into No. 175,000,000 (one hundred and seventy-five million) ordinary shares with no par value.</p> <p>5.2 Shares entitle their holders to all property and administrative rights recognised in the articles of association and by law, are indivisible and freely transferable and, subject to Article 6, each share gives the right to one vote. The regime for the issue and circulation of shares is governed by the laws and regulations in force.</p> <p>5.3 The Company may issue shares and/or other financial instruments pursuant to Article 2346 and Article 2349 of the Civil Code and in compliance with other applicable legal provisions.</p> <p>5.4 The Extraordinary Shareholders' Meeting held on 13 March 2020 resolved to:</p> <p>increase the paid-in share capital, in divisible form also in several tranches, by a maximum nominal amount of Euro 150,000 through the issue of a maximum number of 15,000,000 ordinary shares, reserved to qualified investors in Italy and to foreign institutional investors, within the framework of a corporate placement, for the purpose of the admission of the Company's ordinary shares to the listing on the MTA market organised and managed by Borsa Italiana S.p.A. (MTA), to be executed no later than 30 June 2021 and in any case, if earlier, by the final</p>

ORIGINAL TEXT	PROPOSED TEXT
<p>no later than 30 June 2021 and in any case, if earlier, by the final settlement date of the offer, including the so-called greenshoe;</p> <ul style="list-style-type: none"> - to grant the Directors the power until 13 March 2025 to increase the share capital to service the implementation of the incentive and loyalty plan called “2020-2022 Performance Share Plan”, for a maximum of Euro 12,000, by issuing a maximum of 1,200,000 new ordinary shares with no indication of nominal value, with the same characteristics as those in issue, regular dividend, at an issue value equal to the accounting parity of the Company’s shares on the date of execution of this proxy by assigning a corresponding amount of profits and/or profit reserves as resulting from the last financial statements approved in accordance with Article 2349 of the Italian Civil Code, under the terms, conditions and according to the procedures provided for by the Plan itself. 	<p>settlement date of the offer, including the so-called greenshoe;</p> <p>to grant the Directors the power until 13 March 2025 to increase the share capital to service the implementation of the incentive and loyalty plan called “2020-2022 Performance Share Plan”, for a maximum of Euro 12,000, by issuing a maximum of 1,200,000 new ordinary shares with no indication of nominal value, with the same characteristics as those in issue, regular dividend, at an issue value equal to the accounting parity of the Company’s shares on the date of execution of this proxy by assigning a corresponding amount of profits and/or profit reserves as resulting from the last financial statements approved in accordance with Article 2349 of the Italian Civil Code, under the terms, conditions and according to the procedures provided for by the Plan itself.</p>
<p>5.5 The Board of Directors has the power to increase the share capital against payment, pursuant to Article 2443 of the Italian Civil Code, in one or more instalments, including in several tranches, until 13 March 2025, with the exclusion of pre-emption rights:</p> <ul style="list-style-type: none"> - for a number of ordinary shares not exceeding 20% of the total number of outstanding ordinary shares as at the date of any exercise of the proxy pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, by means of the contribution of assets in kind concerning companies, business units or equity investments, as well as assets contributing to the corporate purpose of the Company and its subsidiaries; and - for a number of ordinary shares not exceeding 10% of the total number of outstanding ordinary shares as at the date of the possible exercise of the proxy, pursuant to Article 2441, paragraph 4, second sentence of the Italian Civil Code, provided that the 	<p>5.5 The Board of Directors has the power to increase the share capital against payment, pursuant to Article 2443 of the Italian Civil Code, in one or more instalments, including in several tranches, until 13 March 2025, with the exclusion of pre-emption rights:</p> <ul style="list-style-type: none"> - for a number of ordinary shares not exceeding 20% of the total number of outstanding ordinary shares as at the date of any exercise of the proxy pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, by means of the contribution of assets in kind concerning companies, business units or equity investments, as well as assets contributing to the corporate purpose of the Company and its subsidiaries; and - for a number of ordinary shares not exceeding 10% of the total number of outstanding ordinary shares as at the date of the possible exercise of the proxy, pursuant to Article 2441, paragraph 4, second sentence of the Italian Civil Code, provided that the issue price corresponds to the market value of the shares and this

ORIGINAL TEXT	PROPOSED TEXT
<p>issue price corresponds to the market value of the shares and this is confirmed in a specific report by a statutory auditor or an independent auditing firm.</p>	<p>is confirmed in a specific report by a statutory auditor or an independent auditing firm.</p>
<p>5.6 For the purposes of exercising the above proxy powers, in both cases the Board of Directors is granted all powers to set, for each individual tranche, the number, the unit issue price (including any share premium) and the dividend entitlement of the ordinary shares, within the limits set forth in Article 2441, Sections 4 and 6, of the Italian Civil Code, it being understood that the aforesaid issue price may also be lower than the pre-existing accounting parity, without prejudice to the limits set forth by law.</p>	<p>5.6 For the purposes of exercising the above proxy powers, in both cases the Board of Directors is granted all powers to set, for each individual tranche, the number, the unit issue price (including any share premium) and the dividend entitlement of the ordinary shares, within the limits set forth in Article 2441, Sections 4 and 6, of the Italian Civil Code, it being understood that the aforesaid issue price may also be lower than the pre-existing accounting parity, without prejudice to the limits set forth by law.</p>
Article 9 - Obligations	Article 9 - Obligations
<p>9.1 The Company may issue bonds, including convertible bonds, in accordance with the law, by resolution of the shareholders' meeting.</p> <p>9.2 The same provisions set forth in the following articles of these Articles of Association shall apply to the bondholders' Meeting as to the regulation of the extraordinary shareholders' Meeting insofar as they are compatible.</p>	<p>9.1 The Company may issue bonds, including convertible bonds, in accordance with the law, by resolution of the shareholders' meeting or with warrants, and other debt securities.</p> <p>9.2 The same provisions set forth in the following articles of these Articles of Association shall apply to the bondholders' Meeting as to the regulation of the extraordinary shareholders' Meeting insofar as they are compatible.</p>
Article 14 - Proceedings of the meeting	Article 14 - Proceedings of the meeting
<p>14.1 The Shareholders' Meeting is chaired by the Chair of the Board of Directors or, in the event of his/her absence, impediment or renunciation, by the Vice Chair, if appointed, or, in the event of his/her absence, impediment or renunciation, or in the cases set forth in Article 13 above, by the person designated by the Shareholders' Meeting itself by a majority vote of those present.</p> <p>14.2 It is the duty of the Chair of the meeting to verify the regularity of the charter, ascertain the identity and legitimacy of those present, ascertain the regularity of proxies and regulate the proceedings of the meeting by ascertaining the voting results.</p>	<p>14.1 The Shareholders' Meeting is presided by the Chair of the Board of Directors or, in the event of his/her absence, impediment or renunciation, by the Chief Executive Officer, Vice Chair if appointed, or, in the event of his/her absence, impediment or renunciation, or in the cases set forth by Article 13 above, by the person designated by the Shareholders' Meeting itself by a majority of those present.</p> <p>14.2 It is the duty of the Chair of the meeting to verify the regularity of the charter, ascertain the identity and legitimacy of those present, ascertain the regularity of proxies and regulate the proceedings of the meeting by ascertaining the voting results.</p>

ORIGINAL TEXT	PROPOSED TEXT
<p>14.3 The meeting appoints a Secretary, who may or may not be a member, who draws up the minutes, signed by the Secretary and the Chair.</p> <p>14.4 Where required by law or when the Chair of the meeting deems it appropriate, the minutes shall be drawn up by a Notary Public.</p>	<p>14.3 The meeting appoints a Secretary, who may or may not be a member, who draws up the minutes, signed by the Secretary and the Chair.</p> <p>14.4 Where required by law or when the Chair of the meeting deems it appropriate, the minutes shall be drawn up by a Notary Public.</p>
Article 16 - Composition - Term of Office	Article 16 - Composition - Term of Office
<p>16.1 The Company is managed by a Board of Directors consisting of 5 (five) to 9 (nine) members, who may also be non-shareholders, whose term of office lasts for up to 3 (three) financial years and expires on the date of the shareholders' meeting called to approve the financial statements for the last financial year of their office and who may be re-elected. No person may be appointed to the office of director and, if appointed, shall be disqualified from office, if any of the conditions apply to this person, as provided under the applicable legislation and, in particular, by Article 2382 of the Italian Civil Code.</p>	<p>16.1 The Company is managed by a Board of Directors consisting of 5 (five) to 9 (nine) members, who may also be non-shareholders, whose term of office lasts for up to 3 (three) financial years and expires on the date of the shareholders' meeting called to approve the financial statements for the last financial year of their office and who may be re-elected. No person may be appointed to the office of director and, if appointed, shall be disqualified from office, if any of the conditions apply to this person, as provided under the applicable legislation and, in particular, by Article 2382 of the Italian Civil Code.</p> <p><u>16.2 The Board of Directors, if the BoD meeting has not already done so, appoints the Chair from among its members; it also appoints the Secretary, who may also be a non-BoD member.</u></p> <p><u>16.3 The Chair:</u></p> <ul style="list-style-type: none"> - <u>is the representative of the Company pursuant to Article 21 of these Articles of Association;</u> - <u>presides over the Meeting, exercising the functions as provided by the law and the BoD rules;</u> - <u>convenes and chairs the Board of Directors, sets the agenda and coordinates its work.</u>
Article 19 - Meetings of the Board of Directors	Article 19 - Meetings of the Board of Directors
<p>19.1 The Board of Directors is convened also outside the municipality where the registered office is located, provided it is in Italy or within the territory of a country belonging to the European Union, at least every 3 (three) months, as well as every time the Chair or, in the event of his/her absence or impediment, the Vice</p>	<p>19.1 A meeting of the Board of Directors is convened even outside the municipality where the registered office is located, provided it is in Italy or within the territory of a country of the European Union, at least every 3 (three) months, as well as every time the Chair or, in the event of his/her absence or impediment, <u>the Chief Executive</u></p>

ORIGINAL TEXT	PROPOSED TEXT
<p>Chair, if appointed, deems it appropriate, or when a written request is made, indicating the items to be discussed, by a director or auditor. The Chair or, in the event of his/her absence or impediment, the Vice-Chair, if appointed, sets the agenda for the meetings and coordinates the proceedings.</p>	<p><u>Officer or, lastly, in the event of the CEO's absence or impediment, the eldest director, deems it necessary or when at least two directors or a statutory auditor the</u> Vice Chair, if appointed, deems it appropriate or when a written request is made, indicating the items to be discussed, by one director or one statutory auditor. The Chair or, in the event of his/her absence or impediment, the Vice Chair, if appointed, sets the agenda of the meetings and coordinates the proceedings.</p>
<p>19.2 The Board of Directors may be convened by its Chair or, in the event of his/her absence or impediment, by the Vice Chair, if appointed, or, in cases of urgency and the absence or impediment or inactivity of the same, by 1 (one) of the other directors by written notice containing the date, place and time of the meeting and the agenda, sent to all the directors and the members in office of the Board of Statutory Auditors, if appointed.</p>	<p>19.2 <u>Meetings of the Board of Directors are chaired by the Chair or, in his/her absence or impediment, by the Chief Executive Officer or, in the event of his/her absence or impediment, by the eldest director.</u> The Board of Directors may be convened by its Chair or, in the event of his/her absence or impediment, by the Vice Chair, if appointed, or, in cases of urgency and the absence or impediment or inertia of the same, by 1 (one) of the other directors by written notice containing the date, place and time of the meeting and the agenda, sent to all the directors and to the members in office of the Board of Statutory Auditors, if appointed.</p>
<p>19.3 The meeting shall be convened by written notice containing the date, time and place of the meeting as well as the relevant agenda, to be sent to each director and statutory auditor in office at least 5 (five) days before the date fixed for the meeting and, in case of urgency, at least 72 (seventy-two) hours before; the notice may be sent by registered letter with acknowledgement of receipt sent to the address of each of them, or by any other means that guarantees proof of receipt.</p>	<p>19.3 The meeting shall be convened by written notice containing the date, time and place of the meeting as well as the relevant agenda, to be sent to each director and statutory auditor in office at least 5 (five) days before the date set for the meeting and, in case of urgency, at least 72-48 (seventy-two-forty-eight) hours in advance; the notice may be sent by registered letter with return receipt sent to the address of each of the parties herein, or by any other means that guarantees proof of receipt.</p>
<p>19.4 Even if it is not convened, the Board of Directors shall be deemed duly constituted if all the directors in office and all the statutory auditors in office are present and none of them opposes the discussion of the items on the agenda.</p>	<p>19.4 Even if it is not convened, the Board of Directors shall be deemed duly constituted if all the directors in office and all the statutory auditors in office are present and none of them opposes the discussion of the items on the agenda.</p>
<p>19.5 Meetings of the Board of Directors are presided by the Chair, or, in the event of his/her absence or impediment, in that order by the Vice Chair, if appointed, or the CEO, if appointed, or, in the event of the absence or impediment of the latter, as well as in the cases provided for in Article 22 below, by the person designated by the majority of those present. The secretary of</p>	<p>19.5 Meetings of the Board of Directors are presided by the Chair, or, in the event of his/her absence or impediment, in that order by the Vice Chair, if appointed, or the CEO, if appointed, or, in the event of the absence or impediment of the latter, as well as in the cases provided for in Article 22 below, by the person designated by the majority of those present. The secretary of each</p>

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<p>each meeting is appointed, each time, by majority vote of those present.</p> <p>19.6 The Board of Directors is validly convened with the majority of the directors in office and passes resolutions with the favourable vote of the absolute majority of the directors in office. The executive committee, if appointed, deliberates with the presence and the favourable vote of the absolute majority of its members. In the event of an even number of directors and an equal number of votes, the vote of the Chairman of the Board of Directors or, if he is not present, the Chairman of the relevant board meeting, shall prevail.</p> <p>19.7 The resolutions of the Board of Directors must be recorded in minutes that are drawn up, approved and signed by the Chair of the meeting and the Secretary, and are transcribed in the company book prescribed by law.</p> <p>19.8 The Shareholders' Meeting can be held with the participants located in several separate places, that may be nearby or distant, audio/video connected, as long as the principles of good faith and equal treatment of shareholders of the board meeting are respected. In this case, the following must apply:</p> <ul style="list-style-type: none"> (a) the Chair of the meeting, also through his/her bureau, is allowed to unequivocally ascertain the identity and legitimacy of those present, to regulate the proceedings of the meeting, and to ascertain and proclaim the results of the vote; (b) it is possible for the person drafting the minutes to adequately perceive the events being recorded; (c) attendees are allowed to participate in real time in the discussion and concurrent voting on the items on the agenda; (d) the audio/video locations connected by the Company, in which the attendees may participate are indicated in the notice of the meeting (or immediately thereafter, but in any event as soon as possible and sufficiently in advance of the date set for the meeting), (i) in the 	<p>meeting is appointed, each time, by majority vote of those present.</p> <p>19.6<u>5</u> A meeting of the Board of Directors is validly convened with a majority of the directors in office and resolves with the favourable vote of absolute majority of the directors in office those present. The executive committee, if appointed, deliberates with the presence and the favourable vote of the absolute majority of its members. In the event of an even number of directors and an equal number of votes, the vote of the Chairman of the Board of Directors or, if he is not present, the Chairman of the relevant board meeting, shall prevail.</p> <p>19.7<u>6</u> The resolutions of the Board of Directors shall be recorded in minutes drawn up, approved and signed by the Chair of the meeting and the secretary, and shall be transcribed in the company book as prescribed by law.</p> <p>19.8<u>7</u> Meetings of the Board of Directors may also be held with the participants located in more than one place, contiguous or distant, audio/video connected, provided that the collegial method and the principles of good faith are respected. In this case, the following must apply:</p> <ul style="list-style-type: none"> (a) the Chairman of the meeting, also through his bureau, is allowed to unequivocally ascertain the identity and legitimacy of those present, to regulate the proceedings of the meeting, and to ascertain and proclaim the results of the vote; (b) it is possible for the person drafting the minutes to adequately perceive the events being recorded; (c) attendees are allowed to participate in real time in the discussion and concurrent voting on the items on the agenda; (d) the audio/video locations connected by the Company, in which the attendees may participate are indicated in the notice of the meeting (or immediately thereafter, but in any event as soon as possible and sufficiently in advance of the date set for the meeting), (i) in the case of video-conferencing; or (ii) in the case of

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<p>case of video-conferencing; or (ii) in the case of teleconferencing, the telephone number to which the participants may connect.</p> <p>19.9 If these prerequisites are met, the meeting shall be deemed to have been held at the place where the Chair and Secretary of the meeting are located, in order to allow the minutes to be drawn up and signed in the relevant book. If, at the time scheduled for the start of the meeting, the connection is not possible, the meeting shall not be valid and must be reconvened; if, during the meeting, the connection is suspended, the meeting shall be declared adjourned and the resolutions adopted up to that time shall be considered valid. In the case of board meetings by means of telecommunications, the meeting is chaired by the person designated by the majority vote of those present.</p>	<p>teleconferencing, the telephone number to which the participants may connect.</p> <p>19.98 If these conditions are met, the meeting is deemed to have been held at the place where the Chairman and Secretary of the meeting are located so that the minutes can be drawn up and signed in the relevant book. If, at the time scheduled for the start of the meeting, the connection is not possible, the meeting shall not be valid and must be reconvened; if, during the meeting, the connection is suspended, the meeting shall be declared adjourned and the resolutions adopted up to that time shall be considered valid. In the case of board meetings by means of telecommunications, the meeting is chaired by the person designated by the majority of those present.</p>
Article 20	Article 20
<p>20.1 The Board of Directors is vested with all powers for the ordinary and extraordinary management of the Company, with the express power to perform all actions deemed appropriate for the achievement of the corporate purpose, with the sole exception of those that the law and these Articles of Association reserve to the Shareholders' Meeting.</p> <p>20.2 Pursuant to Art. 2365 of the Italian Civil Code, the Board of Directors is also authorized to adopt the following resolutions:</p> <ul style="list-style-type: none"> (a) merger in the cases provided for by Articles 2505 and 2505-<i>bis</i> of the Italian Civil Code; (b) the establishment and closure - in Italy and abroad - of secondary offices; (c) specify which Directors have the power to represent the Company; (d) transferring of the registered office within the national territory. (e) the reduction of capital in the event of shareholder withdrawal; (f) adaptations of the Articles of Association to regulatory provisions. 	<p>20.1 The Board of Directors is vested with all powers for the ordinary and extraordinary management of the Company, with the express power to perform all actions deemed appropriate for the achievement of the corporate purpose, with the sole exception of those that the law and these Articles of Association reserve to the Shareholders' Meeting.</p> <p>20.2 Pursuant to Art. 2365 of the Italian Civil Code, the Board of Directors is also authorized to adopt the following resolutions:</p> <ul style="list-style-type: none"> (a) merger in the cases provided for by Articles 2505 and 2505-<i>bis</i> of the Italian Civil Code; (b) the establishment and closure - in Italy and abroad - of secondary offices; (c) specify which Directors have the power to represent the Company; (d) transferring of the registered office within the national territory. (e) the reduction of capital in the event of shareholder withdrawal; (f) adaptations of the Articles of Association to regulatory provisions.

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<p>The competence of the Board of Directors to pass resolutions on the aforementioned matters does not exclude the competence of the shareholders' meeting to deliberate on those same matters.</p>	<p>The competence of the Board of Directors to pass resolutions on the aforementioned matters does not exclude the competence of the shareholders' meeting to deliberate on those same matters.</p>
<p>20.3 The Board of Directors, as a corporate body, has exclusive jurisdiction over resolutions that may not be derogated as required by law, as well as resolutions concerning:</p>	<p>20.3 Pursuant to such provision, in addition to those that cannot be delegated by law, the Board of Directors, as a collective body, has exclusive jurisdiction over resolutions concerning:</p>
<p>(a) any investment or divestment exceeding, individually or cumulatively for each fiscal year, Euro 2,500,000.00 (two million five hundred thousand point zero zero), which are not provided for in the multi-year business plan;</p>	<p>(a) any investment or divestment exceeding, individually or cumulatively for each fiscal year, Euro 2,500,000.00 (two million five hundred thousand point zero zero), which are not provided for in the multi-year business plan;</p>
<p>(b) bank loans or other forms of financing, not provided in the approved multi-year business plan, for each individual financial year, exceeding Euro 10,000,000.00 (ten thousand);</p>	<p>(b) bank loans or other forms of financing, not provided in the approved multi-year business plan, for each individual financial year, exceeding Euro 10,000,000.00 (ten thousand);</p>
<p>(c) Company operations of extraordinary administration, of any type, it being understood that, in the case of acquisitions or disposals of fixed assets, extraordinary administration shall mean those of amounts exceeding, individually or cumulatively Euro 5,000,000.00 of enterprise value for each corporate year;</p>	<p>(c) Company operations of extraordinary administration, of any type, it being understood that, in the case of acquisitions or disposals of fixed assets, extraordinary administration shall mean those of amounts exceeding, individually or cumulatively Euro 5,000,000.00 of enterprise value for each corporate year;</p>
<p>(d) constitution of liens, burdens and encumbrances on company shareholdings in other companies or other assets of the Company;</p>	<p>(d) constitution of liens, burdens and encumbrances on company shareholdings in other companies or other assets of the Company;</p>
<p>(e) granting of collateral and/or personal guarantees for amounts exceeding Euro 5,000,000.00 (five-million);</p>	<p>(e) granting of collateral and/or personal guarantees for amounts exceeding Euro 5,000,000.00 (five-million);</p>
<p>(f) granting of advances to employees of the Company, in compliance with the applicable regulations and, in any case, of a unit amount not exceeding Euro 250,000 (two hundred and fifty-thousand) for each advance and of a total amount not exceeding Euro 400,000.00 (four hundred thousand) with reference to the total amount of advances granted over time;</p>	<p>(f) granting of advances to employees of the Company, in compliance with the applicable regulations and, in any case, of a unit amount not exceeding Euro 250,000 (two hundred and fifty-thousand) for each advance and of a total amount not exceeding Euro 400,000.00 (four hundred thousand) with reference to the total amount of advances granted over time;</p>

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<p>(g) filing of bankruptcy petitions or requests for the opening of other insolvency procedures by the Company;</p> <p>(h) resolutions referred to in Article 20.2 above.</p> <p>20.4 Within the limits of the law and the Articles of Association, the Board of Directors may delegate its powers to an executive committee composed of some of its members and/or to the CEO; it may delegate specific powers to one or more of its members, and appoint, on the proposal of the CEO, one or more general managers, division managers, directors, attorneys and proxies in general for specific acts or categories of acts.</p> <p>20.5 The delegated bodies shall promptly report to the Board of Directors and the Board of Statutory Auditors - or, in the absence of delegated bodies, the directors shall promptly report to the Board of Statutory Auditors - at least on a quarterly basis and, in any case, on the occasion of Board meetings, on the activities performed, the general operating performance and its foreseeable evolution, as well as on the most significant economic, financial and asset operations, or in any case, the most significant operations due to their size or characteristics, performed by the Company and its subsidiaries; in particular, they report on operations in which they have an interest, on their own behalf or on behalf of third parties, or which are influenced by the subject exercising management and coordination activities, if any.</p> <p>20.6 The Board may establish one or more committees with advisory functions, recommended by codes of conduct on corporate law promoted by regulated market management companies or trade associations.</p>	<p>(g) filing of bankruptcy petitions or requests for the opening of other insolvency procedures by the Company;</p> <p>(h) resolutions referred to in Article 20.2 above.</p> <p>20.43 Pursuant to the Articles of Association and within the limits of the law, the Board of Directors may delegate its powers to an Executive Committee composed of some of its members and/or to a CEO; it may delegate specific powers to one or more of its members, and appoint, on the proposal of the CEO, one or more general managers, division managers, directors, attorneys and proxies in general for specific acts or categories of acts. division managers, directors, attorneys and proxies in general for specific acts or categories of acts.</p> <p>20.54 The delegated bodies shall promptly report to the Board of Directors and the Board of Statutory Auditors - or, in the absence of delegated bodies, the directors shall promptly report to the Board of Statutory Auditors - at least on a quarterly basis and, in any case, on the occasion of Board meetings, on the activities carried out, the general performance of management and its foreseeable evolution, as well as on the most significant economic, financial and asset operations, or in any case, the most significant operations due to their size or characteristics, carried out by the Company and its subsidiaries; in particular, they report on operations in which they have an interest, on their own behalf or on behalf of third parties, or which are influenced by the subject exercising management and coordination activities, if any.</p> <p>20.65 The Board may establish one or more committees with advisory functions, recommended by codes of conduct on corporate law promoted by regulated market management companies or trade associations.</p>
Article 21 - Legal Representation	Article 21 - Legal Representation
<p>21.1 The Chair of the Board of Directors, the Vice-Chair, if appointed, is vested with the representation of the Company before any third parties and in any court of law and at any stage of the proceedings.</p>	<p>21.1 <u>The Chair of the Board of Directors as well as the Chief Executive Officer are both vested</u> with the representation of the Company <u>as well as signing on behalf of the Company</u> the Chair of the Board of Directors and the Vice-Chair, if appointed.</p>

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21.2 The CEOs, if appointed, are also vested with the representation of the company, within the limits of their respective powers.	21.2 Representation of the Company shall also be vested, within the limits of their vested powers, in the <u>other</u> managing directors with <u>delegated powers pursuant to Article 2381 of the Italian Civil Code.</u>

Please note that the final text of Article 5.4. will be the text after all the amendments approved by the shareholders' meeting, even if approved by separate resolutions.

(ii) to grant the Chair of the Board of Directors and the Chief Executive Officer, also jointly and severally, all the powers necessary to provide, also through proxies, (a) to execute all the transactions resulting from the above resolutions, with all the broadest powers in this regard and the powers necessary to enter into any necessary agreement or deed; (b) to introduce in this resolution any amendments, variations or additions that may be necessary, or in any case required by the competent Authorities; and (c) to do whatever is necessary to carry out the consequent legislative and regulatory fulfilments, including the fulfilment of any formality necessary for this resolution to be registered in the Register of Companies".

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For the Board of Directors

The Chairman