



Centrale del Latte d'Italia S.p.A.

DIRECTORS' REPORT pursuant to Article 125-ter of Italian Legislative Decree no. No. 58 of 24 February 1998, as well as article 72 of the CONSOB Issuers' Regulation adopted with resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented, on item 1.a on the agenda – extraordinary part – of the Shareholders' Meeting to be held at the registered office of the company Newlat Group S.A., located in Paradiso (Switzerland), Via Geretta 8, on first call, on 29 April 2024 at 10 am and if necessary on second call on 6 May 2024, same place and time.

Centrale del Latte d'Italia S.p.A. - Via Filadelfia 220 - 10137 Turin - Tax code and VAT no. 01934250018 - Share capital € 28,840,041.20 fully paid-in - CCIAA (Chamber of Commerce, Industry, Craft Trade and Agriculture) - Turin no. 520409 - Turin Court no. 631/77

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DIRECTORS' REPORT ON ITEM 1.A ON THE AGENDA – EXTRAORDINARY PART – OF THE SHAREHOLDERS' MEETING:

1. Amendments to the Articles of Association and related resolutions for: a. the adoption of a one-tier administration and control model

Shareholders,

You have been called to this Extraordinary Shareholders' Meeting of Centrale del Latte d'Italia S.p.A. (the "**Company**") to examine and approve a number of amendments to the company's Articles of Association functional to the adoption of the so-called "one-tier" administration and control model.

1. Reasons for the proposed amendments to the articles of association

The proposal for the adoption of the new governance model was carefully assessed by the Company's corporate bodies through an in-depth preliminary process aimed at analysing the benefits and increased management efficiency and control effectiveness of replacing the so-called "traditional" model with the so-called "one-tier" governance system. This analysis was conducted in order to concretely examine the benefits that the Company might enjoy by adopting the so-called "one-tier" system.

That being said, the reasons underlying the proposal to adopt the "one-tier" administration and control system set forth in Articles 2409-sexiesdecies et seq. of the Italian Civil Code on the one hand lie in the desire to align the Company's governance system with international best practices, and on the other hand in the need to rationalise the Company's internal control structure.

In fact, with regard to the first reason data and statistical evidence show that this system represents the most prevalent model in companies listed on European and world stock markets. As to the second reason, the same evidence supports the conclusion that the so-called "one-tier" system is functional to the pursuit of efficiency in the operation and effectiveness of internal controls, as it allows for the development of a profitable and timely synergy between the control and management functions.

In fact, whereas the "traditional" system envisages two separate governing bodies (the Board of Directors and the Board of Statutory Auditors) that respectively perform the functions of administration and control, the "one-tier" system is characterised by the convergence of the aforesaid functions in the governing body, supported in the performance of the control function by the Management Control Committee set up within it.

Unlike the members of the Board of Statutory Auditors (who are not directors and can therefore limit their controls to the legitimacy of administrative actions), the members of the Management Control Committee can instead verify the merit of managerial actions aimed at pursuing the company's interest. In terms of timing, however, while the control exercised by the Board of Statutory Auditors takes the form of a subsequent review of management decisions, the control exercised by the Management Control Committee is concurrent with the decisions taken by the Board.

In summary, the adoption of the "one-tier" model has many important benefits for the Company, including:

- (i) simplification of the organisational, administrative and accounting structures of the company, as well as speed and concentration of corporate governance functions;
- (ii) high level of transparency and complete and constant information flows;
- (iii) effectiveness of controls by overcoming inefficiencies and information asymmetries caused by the existence of a control body separate from the management body;
- (iv) rationalisation of the structures delegated in various capacities to perform control functions – through, for example, the elimination of the current Control and Risk Committee, whose functions will be entirely absorbed by the Management Control Committee – without however renouncing the in-depth preliminary analysis and decision support that the board Committees have proved capable of performing, in line with Recommendation 32 of the Corporate Governance Code endorsed by the Company;
- (v) a greater meshing of the management function and the control function due to the fact that directors with delegated powers and those tasked with internal control sit on the same body;
- (vi) important role of the Chairman of the Board of Directors, aimed at fostering the effective functioning of the Board, the encouragement of an effective dialogue and the active contribution of all Board members to internal discussions;
- (vii) greater recognition in the international arena, resulting in greater attractiveness for potential international investors.

For the purposes of assessing the most appropriate governance model, the experience of other top national and international listed enterprises was also considered.

For the above-mentioned reasons, the Board of Directors has decided to propose to the Shareholders to amend the Articles of



Association in order to adopt the "one-tier" administration and control model, introducing a new Article 11 and consequently amending current Articles 9, 11, 13, 14, 15, 20, 21 and 22 (i.e. respectively, the new Articles 9, 12, 14, 15, 16, 21, 22 and 23) in which it is necessary to replace the references to the Statutory Auditors and the Board of Statutory Auditors, which will definitively cease to exist as a result of the new administration and control model.

Also in order to ensure an efficient implementation of the "one-tier" model of administration and control, the Board of Directors decided to propose to the Shareholders to amend the current Article 11 (i.e. the new Article 12) of the Articles of Association in order to align the number of directors of the Company with the best practices of the main market players that adopt such a "one-tier" model of governance. More specifically, it is proposed to change the number of directors envisaged in the articles of association – currently set at between 3 and 14 – to between a minimum of 7 and a maximum of 15 members.

On this occasion, in order to align the duration of the corporate bodies currently in office and to facilitate an agile transition to the "one-tier" administration and control model, all the members of the Board of Directors also tendered their resignation subject to approval by the Company's Shareholders' Meeting of item 1.a on the agenda – extraordinary part – i.e. the approval of the amendments to the Company's Articles of Association necessary for the adoption of the one-tier administration and control model, and effective as of the constitution of the new governing body appointed by the Shareholders' Meeting pursuant to point 4.c on the agenda – ordinary part.

2. Illustration of the proposed amendments to the articles of association

This section sets out the amendments to the Articles of Association that will be made if the proposal set forth in this Report is approved, specifically concerning: *(i)* the adoption of the so-called "one-tier system"; *(ii)* the composition of the Board of Directors; *(iii)* the composition and functioning of the Management Control Committee; and *(iv)* the changes in coordination.

2.1. Introduction of the so-called "one-tier system"

As previously illustrated, pursuant to Articles 2409-sexiesdecies et seq. of the Italian Civil Code the "one-tier" system of administration and control consists in a Board of Directors comprising a number of members who constitute the Management Control Committee. Consequently the Board of Statutory Auditors ceases to exist.

2.1.1. Board of Directors

The Articles of Association provide for the appointment of a Board of Directors by the Ordinary Shareholders' Meeting consisting of a number of members determined from time to time by the Shareholders' Meeting between a minimum of 7 and a maximum of 15.

2.1.1.1 Requirements for the members of the Board of Directors

The Directors must meet the requirements established by the laws and regulations in force from time to time: of these *(i)* at least one third (without prejudice to any greater number established by the laws and regulations in force from time to time) must meet the independence requirements set forth in Article 2399, paragraph 1, of the Italian Civil Code (or alternatively the more stringent requirements set forth in Article 148, paragraph 3, TUF); and *(ii)* at least 3 (i.e. the number of members of the Management Control Committee) must meet the requirements set forth in Article 148, paragraphs 3 and 4, TUF; in addition, at least one of the latter must be enrolled in the register of statutory auditors.

In any case the composition of the Board of Directors must be suitable to ensure gender balance in accordance with current law. However, unlike the "traditional" model, where gender balance must be ensured with respect to both the Board of Directors and the Board of Statutory Auditors, the "one-tier" model does not provide for the need to ensure such a balance within the Management Control Committee.

2.1.1.2 Election of the members of the Board of Directors

The election of the members of the Board of Directors takes place based on slates submitted by the shareholders, in a manner consistent with the regulations for listed companies. These lists may be submitted by shareholders who, alone or together with other shareholders, represent at least 2.5% of the share capital with voting rights at the Ordinary Shareholders' Meeting, or such other smaller percentage as may be stipulated by the relevant regulations.

The electoral system defined in the Articles of Association is based on a majority principle, tempered through the provision of a quota of members of the Board of Directors and Management Control Committee granted to minority slates according to the criteria set out in the Articles of Association.

The model provides for a single vote for the Board of Directors on the basis of slates of candidates presented in two separate sections, both of which are arranged in numerical order (i.e. with candidates listed with the number from one onwards in each section). Each slate must indicate *(i)* in the first section the candidates for the position of Director other than the persons indicated in the second section and *(ii)* in the second section the potential candidates for the position of members of the Management Control Committee, who meet the requirements.



From the slate that has obtained the highest number of votes are taken (a) from the first section, in the sequential order in which they are listed on that slate, as many Directors equal to the total number of Directors minus three; and (b) from the second section, in the sequential order in which they are listed on that slate, two Directors.

A Director is drawn from the second section of the minority slate that has obtained the highest number of votes and is not linked directly or indirectly to the slate that came first in terms of number of votes, in the sequential order in which they are listed on the slate itself.

Specific provisions are included in the Articles of Association to handle cases where only one slate is submitted or where no slate is submitted. There are also certain provisions aimed at ensuring that the composition of the Board of Directors is in any case suitable to ensure: *(i)* the presence of the minimum number of independent Directors required by current regulations and the Articles of Association, at least 3 of whom meet the additional requirements envisaged by current regulations and the Articles of Association for the members of the Management Control Committee; and *(ii)* compliance with the current regulations on gender balance.

2.1.1.3 Termination of office and replacement of members of the Board of Directors

The Articles of Association govern the case in which one or more members of the Board of Directors leave office during the financial year. In such a case, provided that the majority is still made up of the Directors appointed by the Shareholders' Meeting, pursuant to Article 2386 of the Italian Civil Code the Board of Directors shall co-opt a member from the same section of the slate the outgoing director belonged to, following the same progressive order from time to time. If it is not possible to comply with the above mechanism, the Board of Directors shall replace the outgoing Director with the legal majorities without slate voting. Subsequently, the Shareholders' Meeting, on the proposal of the parties present with voting rights, shall confirm the co-opted Director or appoint another Director in their place with a resolution passed by legal majority without slate voting.

In any case, the Board of Directors and the Shareholders' Meeting shall make the appointment in such a way as to ensure: *(i)* the presence of the minimum number of independent Directors required by current regulations and the Articles of Association, at least 3 of whom meet the additional requirements envisaged by current regulations and the Articles of Association for the members of the Management Control Committee; and *(ii)* compliance with the current regulations on gender balance.

2.1.2. Management Control Committee

The Articles of Association provide that the Management Control Committee established within the Board of Directors be composed of three directors identified by the Board of Directors.

The Management Control Committee exercises the powers and functions assigned to it by current law.

Under current law, the oversight of the Management Control Committee includes but is not limited to: *(i)* the adequacy of the company's organisational structure, internal control system and administrative and accounting system, as well as its suitability to correctly represent management events (pursuant to Article 2409-octiesdecies, paragraph 5, letter b, of the Italian Civil Code); *(ii)* the procedures for the concrete implementation of the corporate governance rules envisaged by codes of conduct drawn up by the management companies of regulated markets or by trade associations, which the company, by means of public disclosures, declares that it complies with (pursuant to Article 149, paragraph 1, letter c-bis, Italian Civil Code); *(iii)* the adequacy of the instructions given by the company to its subsidiaries so that they properly comply with their price-sensitive disclosure obligations to the public (pursuant to Article 149, paragraph 1, letter d, TUF); *(iv)* the financial reporting process on the effectiveness of the internal control, internal audit, if applicable, and risk management systems, as well as on the statutory audit of the annual and consolidated accounts, and again on the independence of the statutory auditor or auditing firm (pursuant to Article 19 of Legislative Decree No. 39/2010).

Moreover, the Management Control Committee: *(i)* promptly notifies Consob of any irregularities encountered in its supervisory activities and forwards the relevant minutes of the meetings and investigations carried out and any other useful documentation (pursuant to Article 149, paragraph 3, TUF); *(ii)* may file a complaint with the court pursuant to Article 2409 of the Italian Civil Code if it has a well-founded suspicion that the Directors have committed serious irregularities in management in breach of their duties that may cause damage to the company or one or more of its subsidiaries (pursuant to Art. 152, paragraph 1, of the Italian Civil Code); and *(iii)* reports to the Shareholders' Meeting called to approve the financial statements for the year or, pursuant to Article 2364-bis, paragraph 2, of the Italian Civil Code on the supervision performed and on the omissions and objectionable actions identified (pursuant to Article 153, paragraph 1, TUF).

The members of the Management Control Committee are entitled to a specific additional remuneration set by the Ordinary Shareholders' Meeting upon appointment of the Board of Directors, determined in each case as a fixed and equal amount, but with an increase for the Chair.

2.1.1.1 Meetings of the Management Control Committee

The Articles of Association govern the meetings of the Management Control Committee, including the convening, conduct, quorums and minutes of the meetings.



2.1.1.2 Requirements for members of the Management Control Committee

The Articles of Association lay down the requirements to be met by members of the Management Control Committee. More specifically, the aforesaid members must meet the requirements of professionalism and integrity laid down by current law, the requirements of independence envisaged in Article 148, paragraph 3, of the TUF, as well as comply with the regulations on limits on the concurrent number of offices held. At least one member of the Management Control Committee must be registered as a statutory auditor.

2.1.1.3 Termination of office and replacement of members of the Management Control Committee

If any of the members of the Management Control Committee cease to meet any of the requirements listed in the previous paragraph, including registration in the register of statutory auditors, they will be disqualified from holding office as members of the Management Control Committee, which must be declared by the Shareholders' Meeting within thirty days of their appointment or knowledge of the intervening deficiency (pursuant to Article 148, paragraph 4-quater, TUF).

If one of the aforementioned requirements is no longer met, the member of the Management Control Committee shall also cease to be a Director, except in the case where, being a member taken from the majority slate, there is at least one Director among the others in office who meets the necessary requirements to replace them as a member of the Management Control Committee. In the latter case, the terminated member of the Management Control Committee will retain the office of Director.

It is also envisaged that if a member of the Management Control Committee should cease to be a Director for any reason, the rules on the replacement of Directors set forth above shall apply, in compliance with the regulations in force.

Lastly, if during the year it becomes necessary to replace one or more members of the Management Control Committee who have not simultaneously ceased to be Directors, in compliance with the regulations in force the Board of Directors shall appoint the replacement so as to ensure that the members of the Management Control Committee meet the requirements necessary to hold the office.

2.1.1.4 Chair of the Management Control Committee

The role of Chair of the Management Control Committee falls to the Director drawn from the minority slate or the person appointed in their place. If only one slate is submitted, or if no slate is submitted, the Chair is elected by the Management Control Committee from among its members.

2.2. Consequent amendments to the Articles of Association

As a result of the proposal, if approved, the following changes to the articles of association would be adopted, details of which can be found in the comparative table below: *(i)* introduction of a new Article 11 (and consequent rewording of all subsequent Articles); as well as *(ii)* amendments to the current Articles 9, 11, 13, 14, 15, 20, 21 and 22.

Amendments to the Articles of Association - comparison table

Current text	Proposed amendment
<p style="text-align: center;">TITLE I</p> <p style="text-align: center;">Name - Registered Office - Purpose - Duration of the Company</p> <p style="text-align: center;">Article 1 - Name</p> <p>A joint-stock company is established under the name "CENTRALE DEL LATTE D'ITALIA - S.p.A.".</p> <p style="text-align: center;">Article 2 - Registered Office</p> <p>The company has its registered office in the Municipality of Turin, Via Filadelfia 220, and a secondary office in the Municipality of Florence, at the address resulting from the record held by the Company Register Office.</p>	<p style="text-align: center;">TITLE I</p> <p style="text-align: center;">Name - Registered Office - Purpose - Duration of the Company</p> <p style="text-align: center;">Article 1 - Name</p> <p>A joint-stock company is established under the name "CENTRALE DEL LATTE D'ITALIA - S.p.A.".</p> <p style="text-align: center;">Article 2 - Registered Office</p> <p>The company has its registered office in the Municipality of Turin, Via Filadelfia 220, and a secondary office in the Municipality of Florence, at the address resulting from the record held by the Company Register Office.</p>



<p>The Board of Directors has the power to set up, change or close secondary offices, subsidiaries, branches, representative offices, agencies, dependencies of any kind in Italy and abroad.</p> <p style="text-align: center;">Article 3 - Purpose</p> <p>The company's purpose is the production, treatment, processing and sale of milk, however processed, and of dairy and food products in general. The company may also execute all commercial, financial, industrial, securities and real estate transactions necessary or useful for the achievement of the corporate purpose, including the assumption of equity investments in companies with a corporate purpose similar to its own or instrumental to its own business (including the issue of personal or collateral guarantees also in the interest of third parties and the assumption of loans and financing including mortgages) with the strict exclusion of fiduciary and professional activities reserved by law, the collection of savings from the public, the exercise with respect to the public of any activity qualified by the law as "financial activity".</p> <p style="text-align: center;">Article 4 - Duration</p> <p>The duration of the company is until the thirty-first of December two thousand fifty. It may be extended one or more times by resolution of the shareholders' meeting.</p> <p style="text-align: center;">TITLE II Share Capital - Shares Article 5 - Share Capital</p> <p>The share capital is € 28,840,041.20 (twenty-eight million eight hundred forty thousand forty-one/20) divided into 14,000,020 (fourteen million twenty) shares without nominal value. Each ordinary share gives the right to one vote, subject to the following.</p> <p>1. Two votes are attributed for each share held by the same shareholder for a continuous period of not less than 24 months from the date of registration in the list ("List") set up for this purpose, kept and updated by the company. The List contains at least the information required by the applicable</p>	<p>The Board of Directors has the power to set up, change or close secondary offices, subsidiaries, branches, representative offices, agencies, dependencies of any kind in Italy and abroad.</p> <p style="text-align: center;">Article 3 - Purpose</p> <p>The company's purpose is the production, treatment, processing and sale of milk, however processed, and of dairy and food products in general. The company may also execute all commercial, financial, industrial, securities and real estate transactions necessary or useful for the achievement of the corporate purpose, including the assumption of equity investments in companies with a corporate purpose similar to its own or instrumental to its own business (including the issue of personal or collateral guarantees also in the interest of third parties and the assumption of loans and financing including mortgages) with the strict exclusion of fiduciary and professional activities reserved by law, the collection of savings from the public, the exercise with respect to the public of any activity qualified by the law as "financial activity".</p> <p style="text-align: center;">Article 4 - Duration</p> <p>The duration of the company is until the thirty-first of December two thousand fifty. It may be extended one or more times by resolution of the shareholders' meeting.</p> <p style="text-align: center;">TITLE II Share Capital - Shares Article 5 - Share Capital</p> <p>The share capital is € 28,840,041.20 (twenty-eight million eight hundred forty thousand forty-one/20) divided into 14,000,020 (fourteen million twenty) shares without nominal value. Each ordinary share gives the right to one vote, subject to the following.</p> <p>1. Two votes are attributed for each share held by the same shareholder for a continuous period of not less than 24 months from the date of registration in the list ("List") set up for this purpose, kept and updated by the company. The List contains at least the information required by the applicable</p>
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<p>rules. The company may define the detailed rules on how to register, maintain and update the List and appoint the party tasked with managing the List.</p> <p>2. The company adds any holder of ordinary shares to the List who so requests. The request may relate to all or even only some of the shares belonging to the holder of ordinary shares.</p> <p>The request made to the company must be accompanied by an appropriate communication issued by the intermediary with which the shares are deposited, pursuant to the Regulation adopted by the Bank of Italy and Consob by order of 22 February 2008, as subsequently amended, and in any case the applicable regulations. Any requesting party may specifically request the inclusion of other shares in the List at any time.</p> <p>3. The company registers and updates the List on a quarterly basis – 1 March, 1 June, 1 September, 1 December – or at some other frequency as may be envisaged by industry regulations, and in any case by the so-called record date (it being understood that the first registration will be made on the 10th day following the registration of the resolution of the shareholders' meeting that amended the articles of association in the company register). Although previously received, applications for registration will only take effect once the company has updated the List, which it will do so by the earliest possible date, according to the frequency defined in the manner indicated above.</p> <p>4. The increased voting rights already accrued or, if not accrued, the period of entitlement necessary to accrue the increased voting rights, are retained:</p> <p>(a) in the event of succession by reason of death, in favour of the heir and/or legatee;</p> <p>(b) in the event of a merger or demerger of the holder of the shares, in favour of the company resulting from the merger or the beneficiary of the demerger, subject to the provisions of paragraph 6 below;</p> <p>(c) in the event of a transfer from one portfolio to another of UCIs managed by the same party.</p> <p>5. The increased voting rights extend to the shares (the "New Shares"):</p> <p>(i) of a free capital increase pursuant to Article 2442 of the Italian Civil Code which the holder is entitled to in</p>	<p>rules. The company may define the detailed rules on how to register, maintain and update the List and appoint the party tasked with managing the List.</p> <p>2. The company adds any holder of ordinary shares to the List who so requests. The request may relate to all or even only some of the shares belonging to the holder of ordinary shares.</p> <p>The request made to the company must be accompanied by an appropriate communication issued by the intermediary with which the shares are deposited, pursuant to the Regulation adopted by the Bank of Italy and Consob by order of 22 February 2008, as subsequently amended, and in any case the applicable regulations. Any requesting party may specifically request the inclusion of other shares in the List at any time.</p> <p>3. The company registers and updates the List on a quarterly basis – 1 March, 1 June, 1 September, 1 December – or at some other frequency as may be envisaged by industry regulations, and in any case by the so-called record date (it being understood that the first registration will be made on the 10th day following the registration of the resolution of the shareholders' meeting that amended the articles of association in the company register). Although previously received, applications for registration will only take effect once the company has updated the List, which it will do so by the earliest possible date, according to the frequency defined in the manner indicated above.</p> <p>4. The increased voting rights already accrued or, if not accrued, the period of entitlement necessary to accrue the increased voting rights, are retained:</p> <p>(a) in the event of succession by reason of death, in favour of the heir and/or legatee;</p> <p>(b) in the event of a merger or demerger of the holder of the shares, in favour of the company resulting from the merger or the beneficiary of the demerger, subject to the provisions of paragraph 6 below;</p> <p>(c) in the event of a transfer from one portfolio to another of UCIs managed by the same party.</p> <p>5. The increased voting rights extend to the shares (the "New Shares"):</p> <p>(i) of a free capital increase pursuant to Article 2442 of the Italian Civil Code which the holder is entitled to in</p>
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<p>relation to shares for which the additional voting rights have already accrued (the "Original Shares");</p> <p>(ii) due in exchange for the Original Shares in the event of a merger or demerger, provided that the merger or demerger plan so provides;</p> <p>(iii) subscribed by the holder of the Original Shares in the exercise of the pre-emptive right pertaining to such shares.</p> <p>In such cases, the New Shares acquire the increased voting rights from the moment of their registration in the List, without the further passing of the continuous holding period referred to in paragraph 1. If the increased voting rights for the Original Shares have not yet accrued but are in the process of accruing, the increased voting rights shall accrue to the New Shares for which the entry in the List has taken place from the time the period of inclusion calculated from the entry of the Original Shares in the List has been completed.</p> <p>6. The increased voting rights are not applicable to shares (i) transferred for any consideration or free of charge, or pledged, assigned in usufruct or subject to other restrictions granting a third party the right to vote, (ii) owned by companies or entities that hold shares with increased voting rights in excess of the threshold provided for in Article 120, paragraph 2 of Italian Legislative Decree 58/1998 in the event of the transfer for any reason, free of charge or otherwise, of direct or indirect control (meaning Article 2359, paragraph 1, number 1, of the Italian Civil Code) in such companies or entities, it being noted that the cases referred to in paragraph 4, letter b), above do not constitute a transfer for the purposes of this paragraph.</p> <p>7. The increased voting rights are forfeited if the holder waives all or part of the increased voting rights. In all cases the waiver is irrevocable. The waiver is automatically followed by the deletion of the shares for which the increased voting rights have been waived from the List. The increased voting rights for the shares that have been waived may be acquired again with a new entry in the List and the full passage of the continuous membership period referred to in paragraph 1. The company shall proceed with the removal from the list not only in response to a waiver by the interested party, but also automatically if it is informed of the occurrence of facts</p>	<p>relation to shares for which the additional voting rights have already accrued (the "Original Shares");</p> <p>(ii) due in exchange for the Original Shares in the event of a merger or demerger, provided that the merger or demerger plan so provides;</p> <p>(iii) subscribed by the holder of the Original Shares in the exercise of the pre-emptive right pertaining to such shares.</p> <p>In such cases, the New Shares acquire the increased voting rights from the moment of their registration in the List, without the further passing of the continuous holding period referred to in paragraph 1. If the increased voting rights for the Original Shares have not yet accrued but are in the process of accruing, the increased voting rights shall accrue to the New Shares for which the entry in the List has taken place from the time the period of inclusion calculated from the entry of the Original Shares in the List has been completed.</p> <p>6. The increased voting rights are not applicable to shares (i) transferred for any consideration or free of charge, or pledged, assigned in usufruct or subject to other restrictions granting a third party the right to vote, (ii) owned by companies or entities that hold shares with increased voting rights in excess of the threshold provided for in Article 120, paragraph 2 of Italian Legislative Decree 58/1998 in the event of the transfer for any reason, free of charge or otherwise, of direct or indirect control (meaning Article 2359, paragraph 1, number 1, of the Italian Civil Code) in such companies or entities, it being noted that the cases referred to in paragraph 4, letter b), above do not constitute a transfer for the purposes of this paragraph.</p> <p>7. The increased voting rights are forfeited if the holder waives all or part of the increased voting rights. In all cases the waiver is irrevocable. The waiver is automatically followed by the deletion of the shares for which the increased voting rights have been waived from the List. The increased voting rights for the shares that have been waived may be acquired again with a new entry in the List and the full passage of the continuous membership period referred to in paragraph 1. The company shall proceed with the removal from the list not only in response to a waiver by the interested party, but also automatically if it is informed of the occurrence of facts</p>
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<p>entailing the loss of the increased voting rights, or in any case the loss of the prerequisites for the acquisition of such increased rights.</p> <p>8. By entering the List of Shareholders, the holder of the shares (i) accepts that the related data, within the limits imposed by the regulations and in accordance with the procedures established by the same regulations, be made public; and (ii) is required to notify the company and accepts that the intermediary report to the company, pursuant to the Regulations adopted by the Bank of Italy and Consob with the provision of 22 February 2008, as subsequently amended, without delay and in any case by the end of the month in which the event occurs and in any case by the record date established by the regulations in force, any circumstance and event that causes the conditions for the increase in voting rights to cease to apply pursuant to the provisions in force and the articles of association or affects the ownership thereof.</p> <p>9. The party entitled to the increased voting rights shall be entitled to use them by submitting the appropriate notice in the form envisaged by the applicable regulations and these articles of association. The entitlement and ascertainment by the company takes place with reference to the record date. The increased voting rights are counted for each resolution of the shareholders' meeting and thus also for the determination of meeting and voting quorums that refer to capital ratios.</p> <p>10. Pursuant to art. 2443 of the Italian Civil Code, the Extraordinary Shareholders' Meeting held on 29 April 2020 resolved to grant the Board of Directors for a maximum period of five years from the date of the aforementioned resolution i) the power to increase the share capital for a maximum total nominal amount not exceeding Euro 30,000,000.00 (the "Maximum Total Amount"), including any premium, on one or more occasions, paid and divisible, but with the power of the Board of Directors to set the severability for individual tranches of use of the power, with or without warrants, also excluding the option right pursuant to article 2441, paragraphs 4 and 5 of the Italian Civil Code and ii) the power pursuant to article 2420-ter of the Italian Civil Code to issue bonds within the same Maximum Total Amount, including convertible bonds, with or without warrants, also excluding the option right pursuant to article</p>	<p>entailing the loss of the increased voting rights, or in any case the loss of the prerequisites for the acquisition of such increased rights.</p> <p>8. By entering the List of Shareholders, the holder of the shares (i) accepts that the related data, within the limits imposed by the regulations and in accordance with the procedures established by the same regulations, be made public; and (ii) is required to notify the company and accepts that the intermediary report to the company, pursuant to the Regulations adopted by the Bank of Italy and Consob with the provision of 22 February 2008, as subsequently amended, without delay and in any case by the end of the month in which the event occurs and in any case by the record date established by the regulations in force, any circumstance and event that causes the conditions for the increase in voting rights to cease to apply pursuant to the provisions in force and the articles of association or affects the ownership thereof.</p> <p>9. The party entitled to the increased voting rights shall be entitled to use them by submitting the appropriate notice in the form envisaged by the applicable regulations and these articles of association. The entitlement and ascertainment by the company takes place with reference to the record date. The increased voting rights are counted for each resolution of the shareholders' meeting and thus also for the determination of meeting and voting quorums that refer to capital ratios.</p> <p>10. Pursuant to art. 2443 of the Italian Civil Code, the Extraordinary Shareholders' Meeting held on 29 April 2020 resolved to grant the Board of Directors for a maximum period of five years from the date of the aforementioned resolution i) the power to increase the share capital for a maximum total nominal amount not exceeding Euro 30,000,000.00 (the "Maximum Total Amount"), including any premium, on one or more occasions, paid and divisible, but with the power of the Board of Directors to set the severability for individual tranches of use of the power, with or without warrants, also excluding the option right pursuant to article 2441, paragraphs 4 and 5 of the Italian Civil Code and ii) the power pursuant to article 2420-ter of the Italian Civil Code to issue bonds within the same Maximum Total Amount, including convertible bonds, with or without warrants, also excluding the option right pursuant to article</p>
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<p>2441 of the Italian Civil Code.</p> <p>In exercising the aforesaid powers, in compliance with the procedures required by the laws and regulations applicable from time to time as well as the above-mentioned limits, the Board of Directors shall have the power to establish the issue price (including any share premium) of the shares, the exchange ratio (also with a discount compared to the market price) and the terms and procedures for the conversion of the bonds; the interest rate, any degree of subordination, the maturity date and the procedures for repayment of the bonds, including early repayment, the nominal value in cash or the market value of the accompanying shares; as well as, more generally, defining the terms and conditions of the capital increase and of the transaction and drafting the regulations of the convertible bond and that of the warrants (whereby it may be envisaged that the warrants may be combined with the shares and/or bonds, whether free or not, may also be of different types and will entitle the holder to subscribe to the Issuer's shares even at different exercise prices for different maturities – in any case by 29 April 2025 – and/or at a discount with respect to the market price).</p> <p>More specifically, when exercising the power by means of a capital increase on a rights offering, in compliance with the above-mentioned limits from time to time the Board of Directors shall be entitled to establish the terms, conditions and procedures of the capital increase, including the number of shares to be issued, the issue price of the shares themselves (including any share premium) and dividend entitlements, it being understood that in determining the issue price of the shares and any share premium, among other things the Board of Directors shall take into account the market conditions prevailing at the time of determining the terms and conditions of the increase, the stock market prices of the ordinary shares, the company's income, economic, equity and financial trends, as well as market practices for similar transactions.</p> <p>The criteria to be followed by the directors in exercising the Power, excluding option rights in whole or in part, are determined, with regard to the type of assets to be contributed, to cash, assets, movable or immovable, and companies that are consistent with the corporate purpose of the company and the companies in which it has an interest or</p>	<p>2441 of the Italian Civil Code.</p> <p>In exercising the aforesaid powers, in compliance with the procedures required by the laws and regulations applicable from time to time as well as the above-mentioned limits, the Board of Directors shall have the power to establish the issue price (including any share premium) of the shares, the exchange ratio (also with a discount compared to the market price) and the terms and procedures for the conversion of the bonds; the interest rate, any degree of subordination, the maturity date and the procedures for repayment of the bonds, including early repayment, the nominal value in cash or the market value of the accompanying shares; as well as, more generally, defining the terms and conditions of the capital increase and of the transaction and drafting the regulations of the convertible bond and that of the warrants (whereby it may be envisaged that the warrants may be combined with the shares and/or bonds, whether free or not, may also be of different types and will entitle the holder to subscribe to the Issuer's shares even at different exercise prices for different maturities – in any case by 29 April 2025 – and/or at a discount with respect to the market price).</p> <p>More specifically, when exercising the power by means of a capital increase on a rights offering, in compliance with the above-mentioned limits from time to time the Board of Directors shall be entitled to establish the terms, conditions and procedures of the capital increase, including the number of shares to be issued, the issue price of the shares themselves (including any share premium) and dividend entitlements, it being understood that in determining the issue price of the shares and any share premium, among other things the Board of Directors shall take into account the market conditions prevailing at the time of determining the terms and conditions of the increase, the stock market prices of the ordinary shares, the company's income, economic, equity and financial trends, as well as market practices for similar transactions.</p> <p>The criteria to be followed by the directors in exercising the Power, excluding option rights in whole or in part, are determined, with regard to the type of assets to be contributed, to cash, assets, movable or immovable, and companies that are consistent with the corporate purpose of the company and the companies in which it has an interest or</p>
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that are related to the Milk Market sector as well as to assets and company complexes capable of offering services in support of the activities identified above, and with reference to the criteria for identifying the parties to whom the shares are to be offered, to suppliers, consultants, any industrial, financial, strategic partners or medium/long-term investors (including natural persons) and institutional investors.

The Board of Directors shall also have the right to decide whether to submit newly issued financial instruments for trading and to delegate any decision to activate a guarantee and/or placement consortium.

Article 6 - Capital increase

1. In the event of a capital increase resolved by the shareholders' meeting, the rules and conditions regarding the issue of the new capital, the dates and manner of payment shall be determined by the Board of Directors.

2. In order to increase the share capital, pursuant to Article 2443 of the Italian Civil Code the Extraordinary Shareholders' Meeting may grant the Board of Directors the power to increase the share capital in one or more occasions up to a determined amount and for a maximum period of five years from the date of the resolution.

Article 7 - Capital decrease

The shareholders' meeting may resolve to reduce the share capital in the manner prescribed by law.

Article 8 - Right of withdrawal

The right of withdrawal may be exercised by those entitled to do so in the cases and in the manner provided for by the regulations in force.

However, those who did not participate in the approval of the resolution concerning the extension of the company's duration and/or the introduction or removal of restrictions on the circulation of shares are not entitled to such withdrawal right. Whoever intends to exercise the right of withdrawal must give notice thereof by registered letter with return receipt sent to the address of the registered office, indicating among other things the details of the deposit with an authorised intermediary of the certificate of membership in the centralised management system in dematerialised form for

that are related to the Milk Market sector as well as to assets and company complexes capable of offering services in support of the activities identified above, and with reference to the criteria for identifying the parties to whom the shares are to be offered, to suppliers, consultants, any industrial, financial, strategic partners or medium/long-term investors (including natural persons) and institutional investors.

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the shares for which they are exercising the right of withdrawal, with a restriction of unavailability for the purpose of withdrawal.

The right of withdrawal takes effect vis-à-vis the company on the fifteenth day following the date of receipt by the company of the registered letter with return receipt sent by the withdrawing shareholder, without prejudice to the provisions of Article 2437 bis, third paragraph, of the Italian Civil Code.

TITLE III

Shareholders' Meeting

Article 9 - Shareholders' Meeting

A shareholders' meeting is ordinary or extraordinary. The ordinary shareholders' meeting is convened by the Chair, one of the Deputy Chairs or one of the Managing Directors at least once a year, within 120 days of the end of the financial year to discuss the topics required by law.

If the legal conditions are met, the ordinary shareholders' meeting may be convened after more than 120 days but within 180 days of the end of the financial year. The extraordinary shareholders' meeting is convened to deal with matters envisaged by law or these articles of association.

The shareholders' meeting may be convened at the request of shareholders representing at least one-twentieth of the Company's capital, specifying the topics to be covered. Requests to convene and add items to the agenda are not permitted for items that, in accordance with the law, the shareholders' meeting resolves on based on a proposal from the directors or on the basis of a project or report prepared thereby.

The meeting is convened at the registered office or elsewhere in Italy or Switzerland by means of a notice to be published, based on the matters to be discussed, under the terms and conditions established by art. 125-bis TUF, as well as by the Issuers' Regulations, adopted by resolution no. 11971 of 14 May 1999, as amended, containing an indication of the day, time and place of the meeting and a list of matters to be discussed.

The notice of convocation may also indicate the dates of any

the shares for which they are exercising the right of withdrawal, with a restriction of unavailability for the purpose of withdrawal.

The right of withdrawal takes effect vis-à-vis the company on the fifteenth day following the date of receipt by the company of the registered letter with return receipt sent by the withdrawing shareholder, without prejudice to the provisions of Article 2437 bis, third paragraph, of the Italian Civil Code.

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The notice of convocation may also indicate the dates of any



<p>further convocations.</p> <p>The holders of voting rights who have obtained certification of their legitimacy from the authorised intermediary, communicated to the company in accordance with applicable laws, may participate in the Shareholders' Meeting or be represented in the manner prescribed by law. The right to participate in the Shareholders' Meeting and to delegate a proxy is governed by applicable law.</p> <p>The proxy may be notified to the Company by certified email before the start of the shareholders' meeting at the address specified in the notice of convocation.</p> <p>The constitution of the meeting and the validity of the resolutions are governed by law, except for the appointment of Directors, which falls under the provisions of article 11, and for the appointment of the Board of Statutory Auditors, which falls under the provisions of article 20.</p> <p>For each shareholders' meeting the company designates a party to which the shareholders may delegate a proxy with instructions on how to vote for all or some of the items on the agenda.</p> <p>The shareholders' meeting may be held in several different places, contiguous or distant, connected both by audio and video, under the following conditions, which must be acknowledged in the minutes:</p> <ul style="list-style-type: none"> - The chair and the secretary of the meeting, who draw up the minutes, are present in the same place. - The chair is able to ascertain the identity and standing of the persons attending, to direct the progress of the meeting and to establish and announce the results of the voting. - The Secretary can correctly record the events of the shareholders' meeting. - Those present may take part in the discussion and vote simultaneously on the items on the agenda and may view, receive or transmit documents. - The notice of the meeting must indicate the places connected by audio/video link by the company where the participants can gather, the meeting being deemed to be held in the place where the chair and secretary are located. - An attendance sheet is completed in every place. 	<p>further convocations.</p> <p>The holders of voting rights who have obtained certification of their legitimacy from the authorised intermediary, communicated to the company in accordance with applicable laws, may participate in the Shareholders' Meeting or be represented in the manner prescribed by law. The right to participate in the Shareholders' Meeting and to delegate a proxy is governed by applicable law.</p> <p>The proxy may be notified to the Company by certified email before the start of the shareholders' meeting at the address specified in the notice of convocation.</p> <p>The constitution of the meeting and the validity of the resolutions are governed by law, except for the appointment of Directors, which falls under the provisions of article 11, and for the appointment of the Board of Statutory Auditors, which falls under the provisions of article 20.</p> <p>For each shareholders' meeting the company designates a party to which the shareholders may delegate a proxy with instructions on how to vote for all or some of the items on the agenda.</p> <p>The shareholders' meeting may be held in several different places, contiguous or distant, connected both by audio and video, under the following conditions, which must be acknowledged in the minutes:</p> <ul style="list-style-type: none"> - The chair and the secretary of the meeting, who draw up the minutes, are present in the same place. - The chair is able to ascertain the identity and standing of the persons attending, to direct the progress of the meeting and to establish and announce the results of the voting. - The Secretary can correctly record the events of the shareholders' meeting. - Those present may take part in the discussion and vote simultaneously on the items on the agenda and may view, receive or transmit documents. - The notice of the meeting must indicate the places connected by audio/video link by the company where the participants can gather, the meeting being deemed to be held in the place where the chair and secretary are located. - An attendance sheet is completed in every place.
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Article 10 - Chair of the shareholders' meeting

The shareholders' meeting is chaired by the Chair of the Board of Directors, or in their absence or impediment by the oldest Deputy Chair, or in the event of their absence or impediment by another person designated by the shareholders' meeting. The Chair is assisted by a Secretary or a Notary.

The Chair of the meeting, even with the aid of other designated persons:

- Ascertains the identity and standing of those present.
- Ascertains whether the shareholders' meeting is duly constituted and has a quorum to deliberate.
- Directs the conduct of the meeting.
- Establishes the procedures (however obvious) for voting and announces the results thereof.

TITLE IV

Administration and representation

Article 11 - Governing body

The company is administered by a Board of Directors with three to fourteen members as decided by the shareholders' meeting at the time of appointment.

Article 10 - Chair of the shareholders' meeting

The shareholders' meeting is chaired by the Chair of the Board of Directors, or in their absence or impediment by the oldest Deputy Chair, or in the event of their absence or impediment by another person designated by the shareholders' meeting. The Chair is assisted by a Secretary or a Notary.

The Chair of the meeting, even with the aid of other designated persons:

- Ascertains the identity and standing of those present.
- Ascertains whether the shareholders' meeting is duly constituted and has a quorum to deliberate.
- Directs the conduct of the meeting.
- Establishes the procedures (however obvious) for voting and announces the results thereof.

TITLE IV

Administration and representation

Article 11 - Administration and control system

The company adopts the so-called "one-tier" administration and control system pursuant to Articles 2409-sexiesdecies et seq. of the Italian Civil Code, consisting of a Board of Directors with 3 (three) members who constitute the Management Control Committee.

Article 12~~4~~ - Governing body

The company is administered by a Board of Directors with ~~three to fourteen~~7 (seven) to 15 (fifteen) members as decided by the shareholders' meeting at the time of appointment. Appointment as a director is subject to the fulfilment of the requirements established by law, these articles of association and other applicable provisions.

12.1 The directors must meet the requirements established by the laws and regulations in force from time to time: of these (i) at least one third (without prejudice to any greater number established by the laws and regulations in force from time to time) must meet the independence requirements set forth in Article 2399, paragraph 1, of the Italian Civil Code (or alternatively the more stringent requirements set forth in Article 148, paragraph 3, TUF); and (ii) at least 3 (three) – including all members of the Management Control Committee – must meet the requirements set forth in Article 148,



Directors are elected on the basis of slates of candidates, in accordance with the procedure set out in the following provisions, unless otherwise required by mandatory laws or regulations.

The slates of directors to be elected – except those with fewer than three candidates – must be drawn up taking into account the criterion that ensures gender balance, guaranteeing the least-represented gender a number of candidates at least equal to the percentage required by applicable laws and regulations on gender balance, which must be calculated on the basis of criteria envisaged thereby.

Slates can only be submitted by shareholders who, alone or together with others, hold a total of shares with voting rights representing at least 2.5% (two point five per cent) of the capital with voting rights at the ordinary meeting. A shareholder may not submit – even through an intermediary or trust company – more than one slate or vote for different

[paragraphs 3 and 4, TUF. In addition, at least 1 \(one\) Director who is a member of the Management Control Committee must be enrolled in the register of statutory auditors. In any event, without prejudice to the provisions of Article 21, the loss of the requisites envisaged by law or by the articles of association to hold the office of Director shall result in the Director's disqualification. However, the loss of a requisite of independence indicated above in the case of a Director shall not determine the Director's disqualification if the requisite remains with the minimum number of Directors who, according to the laws in force and these Articles of Association, must meet such requisite.](#)

[12.2 The composition of the Board of Directors must be suitable to ensure gender balance in accordance with current law.](#)

[12.3](#) Directors are elected on the basis of slates of candidates, in accordance with the procedure set out in the following provisions, unless otherwise required by mandatory laws or regulations.

[12.4](#) The slates of directors to be elected – except those with fewer than three candidates – must:

[\(a\) be divided into two sections, both ordered progressively by number \(i.e. with candidates listed with the number from one onwards in each section\) and must indicate \(i\) in the first section the candidates for the office of Director other than the persons indicated in the second section and \(ii\) in the second section the potential candidates for members of the Management Control Committee referred to in Article 21 below, who meet the requirements envisaged by law and by these Articles of Association;](#)

[\(b\)](#) must be drawn up taking into account the criterion that ensures gender balance, guaranteeing the least-represented gender a number of candidates at least equal to the percentage required by applicable laws and regulations on gender balance, which must be calculated on the basis of criteria envisaged thereby.

[12.5](#) Slates can only be submitted by shareholders who, alone or together with others, hold a total of shares with voting rights representing at least 2.5% (two point five per cent) of the capital with voting rights at the ordinary meeting. A shareholder may not submit – even through an intermediary or trust company – more than one slate or vote for different



slates. Each candidate may appear on only one slate under penalty of ineligibility. Candidates who already hold positions of Director in five other companies or entities whose securities are admitted to trading on a regulated market included in the list envisaged in articles 63 and 67 of Italian Legislative Decree 58/1998 may not be included on the slates.

The minority slate that has obtained the highest number of votes and is not in any way, even indirectly, linked to the slate resulting first by number of votes has the right to place a member on the board of directors.

The slates submitted must be filed at the company's registered office by the twenty-fifth day preceding the date of the Shareholders' Meeting called to deliberate on the appointment of members of the board of directors.

Together with each slate, the declarations with which the individual candidates accept the candidacy and declare under their own responsibility that there are no grounds for ineligibility and incompatibility and that they fulfil the legal and statutory requirements for their posts shall be filed by the deadline specified above. Any slate that fails to comply with the above provisions shall be deemed not to have been submitted.

If a single slate is submitted, the entire board of directors shall be drawn from it. If no slate is submitted, the Shareholders' Meeting decides by majority of voters, excluding from the calculation those who abstain.

If the composition of the board of directors does not allow gender balance to be respected in accordance with applicable laws and regulations when following the order of listing, the last elected candidates from the majority list of the most-represented gender shall be removed in the number necessary to ensure compliance with the requirement, and

slates. Each candidate may appear on only one slate under penalty of ineligibility. Candidates who already hold positions of Director in five other companies or entities whose securities are admitted to trading on a regulated market included in the list envisaged in articles 63 and 67 of Italian Legislative Decree 58/1998 may not be included on the slates.

[12.6 From the slate that has obtained the highest number of votes are taken \(a\) from the first section, in the sequential order in which they are listed on that slate, as many Directors equal to the total number of Directors to be elected minus three; and \(b\) from the second section, in the sequential order in which they are listed on that slate, two Directors.](#)

A Director is drawn [from](#) the [second section of the](#) minority slate that has obtained the highest number of votes and is not linked directly or indirectly to the slate that came first in terms of number of votes, ~~entitled to express a member of the board of directors~~ [\(the "Minority Slate"\), in the sequential order in which they are listed on the slate itself.](#)

The slates submitted must be filed at the company's registered office by the twenty-fifth day preceding the date of the Shareholders' Meeting called to deliberate on the appointment of members of the board of directors.

[12.7](#) Together with each slate, the declarations with which the individual candidates accept the candidacy and declare under their own responsibility that there are no grounds for ineligibility and incompatibility and that they fulfil the legal and statutory requirements for their posts shall be filed by the deadline specified above. Any slate that fails to comply with the above provisions shall be deemed not to have been submitted.

[12.8](#) If a single slate is submitted, the entire board of directors shall be drawn from it. If no slate is submitted, the Shareholders' Meeting decides by majority of voters, excluding from the calculation those who abstain.

[12.9](#) If the composition of the board of directors does not allow gender balance to be respected in accordance with applicable laws and regulations when following the order of listing, the last elected candidates from the majority list of the most-represented gender shall be removed in the number necessary to ensure compliance with the requirement, and shall be replaced by the first unelected candidates of the least-represented gender from the same slate. In the absence



shall be replaced by the first unelected candidates of the least-represented gender from the same slate. In the absence of candidates of the less-represented gender on the majority slate in sufficient number to proceed with the replacement, the Shareholders' Meeting shall add other members to the body with the legal majorities, ensuring compliance with the requirement.

The timing and manner of submission of slates shall be specified in the notice of convocation.

The slates presented shall be made available to the public on the Company's website and in the other ways envisaged by law at least twenty-one days before the date of the Meeting.

The directors have a maximum term of office of three years ending on the date of the shareholders' meeting convened to approve the financial statements for the final year of their term. They shall be eligible for re-election.

Before proceeding with their appointment, the Shareholders' Meeting shall determine the number of members of the Board and their term of office. If the number of Directors is lower than the maximum envisaged, the shareholders' meeting may increase such number while the Board is in office. The term of office of the Directors appointed in this manner will expire at the same time as the Directors in office at the time of their appointment. The shareholders' meeting determines the remuneration due to the members of the Board of Directors.

of candidates of the less-represented gender on the majority slate in sufficient number to proceed with the replacement, the Shareholders' Meeting shall add other members to the body with the legal majorities, ensuring compliance with the requirement.

[12.10](#) The timing and manner of submission of slates shall be specified in the notice of convocation.

[12.11](#) The slates presented shall be made available to the public on the Company's website and in the other ways envisaged by law at least twenty-one days before the date of the Meeting.

[12.12](#) The directors have a maximum term of office of three years ending on the date of the shareholders' meeting convened to approve the financial statements for the final year of their term. They shall be eligible for re-election.

[12.13](#) Before proceeding with their appointment, the Shareholders' Meeting shall determine the number of members of the Board and their term of office. If the number of Directors is lower than the maximum envisaged, the shareholders' meeting may increase such number while the Board is in office. The term of office of the Directors appointed in this manner will expire at the same time as the Directors in office at the time of their appointment. The shareholders' meeting determines the remuneration due to the members of the Board of Directors.

[12.14](#) If during the year one or more members of the Board of Directors leave office, provided that the majority is still made up of the directors appointed by the shareholders' meeting, pursuant to Article 2386 of the Italian Civil Code the Board of Directors shall co-opt a member from the same section of the slate the outgoing director belonged to, following the same progressive order from time to time, provided that the requirements set forth by law and the Articles of Association are met in this way. If it is not possible to comply with the above mechanism, the Board of Directors shall replace the outgoing director with the legal majorities without slate voting. Subsequently, the shareholders' meeting, on the proposal of the parties present with voting rights, shall confirm the co-opted director or appoint another director in their place with a resolution passed by legal majority without slate voting.



<p>Article 12 - Powers of the Board of Directors</p> <p>The Board of Directors exercises the powers, functions and attributions relating to both ordinary and extraordinary administration of the company, with the sole exception of those powers that by law or by provision of the articles of association are attributed to the shareholders' meeting.</p> <p>The Board of Directors can also adopt resolutions concerning:</p> <ul style="list-style-type: none"> - mergers in the cases envisaged in articles 2505 and 2505 bis of the Italian Civil Code; - the transfer of the registered office within the national borders; - the opening and closing of branches; - an indication of which of the directors – in addition to the Chair, Vice Chair and Managing Directors – and executives can - represent the company pursuant to Articles 17 and 18 of the Articles of Association; - the reduction of the share capital in the event of withdrawal by the shareholder; - the adjustment of the Articles of Association to comply with legal provisions. <p>Article 13 - Corporate offices and delegation of powers</p> <p>The Board of Directors appoints a Chair from among its members if this has not been done by the shareholders' meeting. It may appoint one or more Deputy Chairs and/or one or more Managing Directors. From time to time the Board</p>	<p>Article 132 - Powers of the Board of Directors</p> <p>The Board of Directors exercises the powers, functions and attributions relating to both ordinary and extraordinary administration of the company, with the sole exception of those powers that by law or by provision of the articles of association are attributed to the shareholders' meeting.</p> <p>The Board of Directors can also adopt resolutions concerning:</p> <ul style="list-style-type: none"> - mergers in the cases envisaged in articles 2505 and 2505 bis of the Italian Civil Code; - the transfer of the registered office within the national borders; - the opening and closing of branches; - an indication of which of the directors – in addition to the Chair, Vice Chair and Managing Directors – and executives can - represent the company pursuant to Articles 17 and 18 of the Articles of Association; - the reduction of the share capital in the event of withdrawal by the shareholder; - the adjustment of the Articles of Association to comply with legal provisions. <p>Article 143 - Corporate offices and delegation of powers</p> <p>The Board of Directors appoints a Chair from among its members if this has not been done by the shareholders'</p>
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may also appoint a Secretary chosen from outside its own members. In the event of the absence or impediment of the Chair, the functions are performed by the most senior Deputy Chair. In the event of the absence or impediment of both, by the Director who has been in office longest, or in the event of equal time in office, by the eldest.

If during the course of the financial year one or more Directors leave office, the Board ensures that the requirements of the law and the Articles of Association concerning the composition of the Board of Directors are met.

The Board may delegate part of its powers to the Chair, the Deputy Chair, to one or more Managing Directors and to one or more members, establishing their powers and remuneration.

The Board may also appoint an Executive Committee and determine its powers, the number of its members and how it operates.

Article 14 - Meetings of the Board of Directors

Meetings of the Board of Directors may also be convened outside the registered office, in Italy or abroad by the Chair or the person acting in their stead.

Subject to prior notification to the Chair of the Board of Directors, the Board and, where appointed, the Executive Committee, may also be convened by the Board of Statutory Auditors or at least two of its members.

For resolutions of the Board of Directors to be valid, the presence of the majority of the Directors in office and the favourable vote of the absolute majority of those present is required. In the event of a tie, the vote of the Chair or the person acting in their stead shall prevail.

Meetings shall be convened by registered letter, fax transmission or email sent at least four days before (in urgent cases by telegram, fax or email sent at least one day before) the date of the meeting to the domicile of each Director and Statutory Auditor in office. However, the Board may validly resolve even in the absence of a formal convocation if all its members and all the Statutory Auditors in office are present. Board meetings are chaired by the Chair, and in the event of their absence or impediment by a person acting in their stead.

meeting. It may appoint one or more Deputy Chairs and/or one or more Managing Directors. From time to time the Board may also appoint a Secretary chosen from outside its own members. In the event of the absence or impediment of the Chair, the functions are performed by the most senior Deputy Chair. In the event of the absence or impediment of both, by the Director who has been in office longest, or in the event of equal time in office, by the eldest.

~~If during the course of the financial year one or more Directors leave office, the Board ensures that the requirements of the law and the Articles of Association concerning the composition of the Board of Directors are met.~~

The Board may delegate part of its powers to the Chair, the Deputy Chair, to one or more Managing Directors and to one or more members, establishing their powers and remuneration.

The Board may also appoint an Executive Committee and determine its powers, the number of its members and how it operates.

Article 154 - Meetings of the Board of Directors

Meetings of the Board of Directors may also be convened outside the registered office, in Italy or abroad by the Chair or the person acting in their stead.

Subject to prior notification to the Chair of the Board of Directors, the Board and, where appointed, the Executive Committee, may also be convened by ~~the Board of Statutory Auditors or at least two of its members,~~ [the Management Control Committee, or at the request of one member of that Committee.](#)

For resolutions of the Board of Directors to be valid, the presence of the majority of the Directors in office and the favourable vote of the absolute majority of those present is required. In the event of a tie, the vote of the Chair or the person acting in their stead shall prevail.

Meetings shall be convened by registered letter, fax transmission or email sent at least four days before (in urgent cases by telegram, fax or email sent at least one day before) the date of the meeting to the domicile of each Director ~~and Statutory Auditor in office.~~ However, the Board may validly resolve even in the absence of a formal convocation if all its members ~~and all the Statutory Auditors in office~~ are present.



<p>Failing that they are chaired by another Director empowered by the Board.</p> <p>Meetings of the Board of Directors and, where appointed, those of the Executive Committee, may be held by teleconference or video conference provided that all participants can be identified and are able to follow the discussion, participate in real time in the discussion of the topics addressed, and receive, view and submit documents. If these requirements are met, the board meeting is deemed to be held at the place where the Chair is and where the secretary of the meeting must also be, so that the minutes can be drawn up and signed.</p> <p style="text-align: center;">Article 15 - Reporting obligations</p> <p>The Directors must report to the Board of Directors and the Board of Statutory Auditors at least quarterly at Board of Directors' meetings, or, if particular needs for timeliness make it preferable, also directly, in writing or verbally and/or by telephone on the activities carried out and anything else required by law.</p> <p style="text-align: center;">Article 16 - Legal representation</p> <p>The Chair of the Board of Directors is the legal representative of the company. Legal representation is also entrusted to the Deputy Chairs, Managing Directors and any other person designated by the Board of Directors, severally within the limits of the powers granted to them individually, jointly with another person having combined powers in other cases.</p> <p style="text-align: center;">Article 17 - Direction</p> <p>The Board of Directors may appoint one or more General Managers, also determining their powers of representation.</p> <p style="text-align: center;">Article 18 - Executive Committee</p> <p>The Board of Directors may appoint an Executive Committee, establishing the number of its members, powers and tasks. The Executive Committee is chaired by the Chair of the Board of Directors, and its members include the Deputy Chairs and</p>	<p>Board meetings are chaired by the Chair, and in the event of their absence or impediment by a person acting in their stead.</p> <p>Failing that they are chaired by another Director empowered by the Board.</p> <p>Meetings of the Board of Directors and, where appointed, those of the Executive Committee, may be held by teleconference or video conference provided that all participants can be identified and are able to follow the discussion, participate in real time in the discussion of the topics addressed, and receive, view and submit documents. If these requirements are met, the board meeting is deemed to be held at the place where the Chair is and where the secretary of the meeting must also be, so that the minutes can be drawn up and signed.</p> <p style="text-align: center;">Article 165 - Reporting obligations</p> <p>The Directors delegated bodies must report to the Board of Directors and the Board of Statutory Auditors Management Control Committee at least quarterly at Board of Directors' meetings, or, if particular needs for timeliness make it preferable, also directly, in writing or verbally and/or by telephone on the activities carried out and anything else required by law.</p> <p style="text-align: center;">Article 176 - Legal representation</p> <p>The Chair of the Board of Directors is the legal representative of the company. Legal representation is also entrusted to the Deputy Chairs, Managing Directors and any other person designated by the Board of Directors, severally within the limits of the powers granted to them individually, jointly with another person having combined powers in other cases.</p> <p style="text-align: center;">Article 187 - Direction</p> <p>The Board of Directors may appoint one or more General Managers, also determining their powers of representation.</p> <p style="text-align: center;">Article 198 - Executive Committee</p> <p>The Board of Directors may appoint an Executive Committee, establishing the number of its members, powers and tasks. The Executive Committee is chaired by the Chair of the Board</p>
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the Managing Directors, if appointed. Meetings of the Executive Committee are valid with the presence of at least half plus one of its members.

Its decisions are taken by an absolute majority of those present at the meeting.

Article 19 - Attendance fees

The Directors receive an attendance fee for each Board meeting attended by each Director, the amount of which is determined by the shareholders' meeting.

TITLE V

Board of Statutory Auditors and accounting control

Article 20 - Statutory Auditors

The Board of Statutory Auditors consists of three standing auditors and three alternate auditors who hold office for three years and are eligible for re-election. The minority selects a Standing Auditor and an Alternate. The Board of Statutory Auditors is appointed on the basis of slates submitted by shareholders in which the candidates are listed in sequential order, in accordance with the procedure set out in the following provisions, unless otherwise required by mandatory laws or regulations. The slates of auditors to be elected for both Statutory Auditors and Alternate Auditors where there are no fewer than three candidates must be drawn up taking into account the criterion that ensures gender balance, guaranteeing the least-represented gender a number of candidates at least equal to the percentage required by applicable laws and regulations on gender balance, which must be calculated on the basis of the criteria envisaged thereby. The slate consists of two sections: one for candidates for the office of standing auditor, the other for candidates for the office of alternate auditor. Slates can only be submitted by shareholders who, alone or together with others, hold a total of shares with voting rights representing at least 2.5% (two point five per cent) of the capital with voting rights at the ordinary meeting. A shareholder may not submit – even through an intermediary or trust company – more than one slate or vote for different slates. Each

of Directors, and its members include the Deputy Chairs and the Managing Directors, if appointed. Meetings of the Executive Committee are valid with the presence of at least half plus one of its members.

Its decisions are taken by an absolute majority of those present at the meeting.

Article ~~20~~19 - Attendance fees

The Directors receive an attendance fee for each Board meeting attended by each Director, the amount of which is determined by the shareholders' meeting.

TITLE V

~~Board of Statutory Auditors~~ Management Control Committee and accounting control

Article ~~2~~10 - Statutory Auditors Management Control Committee

~~The Board of Statutory Auditors consists of three standing auditors and three alternate auditors who hold office for three years and are eligible for re-election. The minority selects a Standing Auditor and an Alternate. The Board of Statutory Auditors is appointed on the basis of slates submitted by shareholders in which the candidates are listed in sequential order, in accordance with the procedure set out in the following provisions, unless otherwise required by mandatory laws or regulations. The slates of auditors to be elected for both Statutory Auditors and Alternate Auditors where there are no fewer than three candidates must be drawn up taking into account the criterion that ensures gender balance, guaranteeing the least-represented gender a number of candidates at least equal to the percentage required by applicable laws and regulations on gender balance, which must be calculated on the basis of the criteria envisaged thereby. The slate consists of two sections: one for candidates for the office of standing auditor, the other for candidates for the office of alternate auditor. Slates can only be submitted by shareholders who, alone or together with others, hold a total of shares with voting rights representing at least 2.5% (two point five per cent) of the capital with voting rights at the ordinary meeting. A shareholder may not submit – even through an intermediary or trust company –~~



candidate may appear on only one slate under penalty of ineligibility. Candidates who already hold positions of Statutory Auditor in five other companies or entities whose securities are admitted to trading on a regulated market included in the list in articles 63 and 67 of Italian Legislative Decree 58/1998, or who do not meet the requirements of integrity, professionalism and independence established in the applicable legislation, may not be included on the slates. The slates submitted must be filed at the company's registered office by the twenty-fifth day preceding the date of the Shareholders' Meeting called to deliberate on the appointment of members of the Board of Statutory Auditors. The timing and manner of submission of slates shall be specified in the notice of convocation.

Together with each slate, the declarations with which the individual candidates accept the candidacy and declare under their own responsibility that there are no grounds for ineligibility and incompatibility and that they fulfil the legal and statutory requirements for their posts shall be filed by the deadline specified above. Any slate that fails to comply with the above provisions shall be deemed not to have been submitted. Statutory Auditors are appointed as follows:

- From the slate that received the highest number of votes at the shareholders' meeting, two standing auditors and two alternates are taken in the order in which they are listed in the sections of the slate.
- The remaining standing member and the other alternate are drawn from the second slate that received the highest number of votes in the meeting in the progressive order in which they are listed in the sections of the slate.

If the composition of the section with Standing Auditors or that of the Alternate Auditors does not allow for the gender balance to be respected in accordance with the laws, regulations and regulations in force in the matter, taking into account the order they are listed in the respective sections, the last elected candidates from the majority slate of the most-represented gender shall be removed in the number necessary to ensure compliance with the requirement, and shall be replaced by the first unelected candidates of the least-represented gender from the same slate and section.

The Board of Statutory Auditors is chaired by the first

~~more than one slate or vote for different slates. Each candidate may appear on only one slate under penalty of ineligibility. Candidates who already hold positions of Statutory Auditor in five other companies or entities whose securities are admitted to trading on a regulated market included in the list in articles 63 and 67 of Italian Legislative Decree 58/1998, or who do not meet the requirements of integrity, professionalism and independence established in the applicable legislation, may not be included on the slates. The slates submitted must be filed at the company's registered office by the twenty fifth day preceding the date of the Shareholders' Meeting called to deliberate on the appointment of members of the Board of Statutory Auditors. The timing and manner of submission of slates shall be specified in the notice of convocation.~~

~~Together with each slate, the declarations with which the individual candidates accept the candidacy and declare under their own responsibility that there are no grounds for ineligibility and incompatibility and that they fulfil the legal and statutory requirements for their posts shall be filed by the deadline specified above. Any slate that fails to comply with the above provisions shall be deemed not to have been submitted. Statutory Auditors are appointed as follows:~~

- ~~- From the slate that received the highest number of votes at the shareholders' meeting, two standing auditors and two alternates are taken in the order in which they are listed in the sections of the slate.~~
- ~~- The remaining standing member and the other alternate are drawn from the second slate that received the highest number of votes in the meeting in the progressive order in which they are listed in the sections of the slate.~~

~~If the composition of the section with Standing Auditors or that of the Alternate Auditors does not allow for the gender balance to be respected in accordance with the laws, regulations and regulations in force in the matter, taking into account the order they are listed in the respective sections, the last elected candidates from the majority slate of the most-represented gender shall be removed in the number necessary to ensure compliance with the requirement, and shall be replaced by the first unelected candidates of the least-represented gender from the same slate and section.~~



candidate on the minority slate that earned the highest number of votes. If the requirements of regulations and the articles of association are not met, the Statutory Auditor must cease to hold office. If a Statutory Auditor must be replaced, the alternate member belonging to the same slate as the one who has ceased to hold office shall take over, ensuring compliance with the requirements of the law and the articles of association, taking specific account of the gender balance obligation.

~~The Board of Statutory Auditors is chaired by the first candidate on the minority slate that earned the highest number of votes. If the requirements of regulations and the articles of association are not met, the Statutory Auditor must cease to hold office. If a Statutory Auditor must be replaced, the alternate member belonging to the same slate as the one who has ceased to hold office shall take over, ensuring compliance with the requirements of the law and the articles of association, taking specific account of the gender balance obligation.~~

21.1 The Management Control Committee is composed of 3 (three) members appointed by the Board of Directors from among its members in accordance with the provisions of current law and these articles of association. The members of the Management Control Committee must meet the requirements of professionalism and integrity set forth in current regulations, the requirements of independence set forth in Article 148, paragraph 3, TUF, as well as comply with the regulations on limits on the number of offices held. At least one member of the Management Control Committee must be registered as a statutory auditor. For the purposes of Art. 1, para. 3, of Ministry of Justice Decree No. 162 of 30 March 2000, the subjects (legal, economic, financial and technical-scientific) and the sectors of activity connected or related to the Company's business and referred to in the corporate purpose must be considered to be closely related to those of the business carried on by the Company.

21.2 Pursuant to Article 12 above, the role of Chair of the Management Control Committee falls to the director drawn from the second section of the Minority Slate, or to the person appointed in their absence and/or replacement, again pursuant to Article 12. If no slate is submitted, the Chair is elected by the Management Control Committee from among its members.

21.3 If one or more members of the Management Control Committee cease to meet any of the requirements envisaged by the laws and regulations in force and by these articles of association, including enrolment in the register of statutory auditors, they shall be disqualified from holding office, which must be declared by the shareholders' meeting within 30 (thirty) days of their appointment or of knowledge of the intervening deficiency. The loss of one of the aforementioned



<p>The decisions of the Board of Statutory Auditors are taken by an absolute majority of those present at the meeting.</p> <p>The previous resolutions on the election of Statutory Auditors do not apply in the meetings that must provide for the appointment of Statutory Auditors and/or alternates and of the Chair pursuant to the law, necessary for the reconstitution of the Board of Statutory Auditors following replacement or revocation. In such cases, the shareholders' meeting decides by relative majority, subject to the reservation referred to in</p>	<p><u>requirements for a member of the Management Control Committee also results in their disqualification as a Director, unless, being a member taken from the majority slate, among the other Directors in office there is at least one who meets the requirements envisaged by the regulations in force to replace them as a member of the Management Control Committee and that Director accepts the office of member of the Management Control Committee no later than the meeting of the Board of Directors that appoints them to that office. In the latter case, the terminated member of the Management Control Committee will retain the office of Director. If a member of the Management Control Committee should cease to be a Director for any reason, the rules set forth in Article 12 above shall apply, in compliance with the regulations in force. On the other hand, if during the year one or more members of the Management Control Committee who have not ceased to be Directors are to be replaced, in compliance with the regulations in force and these Articles of Association the Board of Directors shall appoint the replacement in accordance with the provisions of this article, so as to ensure that the members of the Management Control Committee meet the requirements of the regulations in force and these articles of association.</u></p> <p><u>21.4 When appointing the Board of Directors, it is the responsibility of the Ordinary Shareholders' Meeting to establish a specific additional remuneration for the members of the Management Control Committee determined in each case as a fixed and equal amount, but with a specific increase for the Chair.</u></p> <p><u>21.5</u> The decisions of the Board of Statutory Auditors of the Management Control Committee are taken by an absolute majority of those present at the meeting.</p> <p><u>21.6 The meetings of the Management Control Committee are convened by the Chair, also pursuant to Art. 151-ter, para. 2, TUF.</u></p> <p>The previous resolutions on the election of Statutory Auditors do not apply in the meetings that must provide for the appointment of Statutory Auditors and/or alternates and of the Chair pursuant to the law, necessary for the reconstitution of the Board of Statutory Auditors following replacement or revocation. In such cases, the shareholders' meeting decides by relative majority, subject to the reservation referred to in</p>
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the second paragraph of this article. If a single slate is submitted, the entire Board of Statutory Auditors is appointed from that slate. If no slate is submitted, the Shareholders' Meeting decides by majority of voters, excluding from the calculation those who abstain.

The slates presented shall be made available to the public on the Company's website and in the other ways envisaged by law at least twenty-one days before the date of the Meeting called to deliberate on the appointment of the members of the board of statutory auditors. Remuneration for Standing Auditors is established by the shareholders' meeting.

Meetings of the Board of Statutory Auditors may also be held by teleconference in compliance with the following conditions:

- Participants are allowed to view, receive or transmit all the necessary documentation.
- Participation in the discussion in real time is possible.

The meetings shall be held at the place where the Chair or, in their absence, the oldest Statutory Auditor is present.

Article 21 - Statutory auditing of the accounts

The statutory audit is performed by an auditing firm registered in the special register to which the functions envisaged by law are assigned. Based on the reasoned proposal of the Board of Statutory Auditors, the shareholders' meeting shall appoint the auditing firm to audit the accounts, approving its remuneration for the entire duration of the appointment and establishing any criteria for adjusting this remuneration during the term of the appointment. The term of office shall be in accordance with the regulatory provisions applicable from time to time, expiring on the date of the Shareholders' Meeting called to approve the financial statements for the last financial year of the term of office.

TITLE VI

Financial statements and profits

Article 22 - Financial Reporting Officer

After consulting the Board of Statutory Auditors, the Board of Directors shall appoint or dismiss the financial reporting

~~the second paragraph of this article. If a single slate is submitted, the entire Board of Statutory Auditors is appointed from that slate. If no slate is submitted, the Shareholders' Meeting decides by majority of voters, excluding from the calculation those who abstain.~~

~~The slates presented shall be made available to the public on the Company's website and in the other ways envisaged by law at least twenty-one days before the date of the Meeting called to deliberate on the appointment of the members of the board of statutory auditors. Remuneration for Standing Auditors is established by the shareholders' meeting.~~

21.7 Meetings of the Board of Statutory Auditors-Management Control Committee may also be held by teleconference in compliance with the following conditions:

- Participants are allowed to view, receive or transmit all the necessary documentation.
- Participation in the discussion in real time is possible.

~~The meetings shall be held at the place where the Chair or, in their absence, the oldest Statutory Auditor is present.~~

21.8 The Management Control Committee's meetings are minuted and filed in the company's records.

Article ~~21~~ - Statutory auditing of the accounts

The statutory audit is performed by an auditing firm registered in the special register to which the functions envisaged by law are assigned. Based on the reasoned proposal of the Board of Statutory Auditors-Management Control Committee, the shareholders' meeting shall appoint the auditing firm to audit the accounts, approving its remuneration for the entire duration of the appointment and establishing any criteria for adjusting this remuneration during the term of the appointment. The term of office shall be in accordance with the regulatory provisions applicable from time to time, expiring on the date of the Shareholders' Meeting called to approve the financial statements for the last financial year of the term of office.

TITLE VI

Financial statements and profits

Article ~~22~~ - Financial Reporting Officer

After consulting the Board of Statutory Auditors-Management Control Committee, the Board of Directors shall appoint or



officer whose professional qualifications include adequate knowledge of administrative, accounting and financial matters. The financial reporting officer drafts administrative and accounting procedures for preparing the financial statements, the consolidated financial statements and any other financial communications. He/she is given adequate powers and means to carry out the tasks assigned to him/her. In a special report attached to the financial statements, and to the consolidated financial statements where applicable, the Financial Reporting Officer certifies that the procedures are adequate and effectively applied and that the financial statements correspond to the results of the books and accounting records.

Article 23 - Financial year

The financial year ends on the thirty-first of December of each year.

Article 24 - Allocation of profits

Net profits are allocated as follows:

- 5% (five per cent) to the legal reserve, until such reserve has reached one fifth of the share capital;
- the rest to the shareholders, unless otherwise decided by the shareholders' meeting.

Article 25 - Dividends

Dividends are paid in the manner and within the terms set forth in the shareholders' resolution ordering the distribution of profits to shareholders. Dividends not collected within five years from the day they became payable shall be forfeited in favour of the company and charged to the extraordinary reserve. When the conditions set forth in Article 2433 bis, first paragraph, of the Italian Civil Code are met, interim dividends may be distributed according to the manner and procedures determined by said Article.

TITLE VII

Final provisions

dismiss the financial reporting officer whose professional qualifications include adequate knowledge of administrative, accounting and financial matters. The financial reporting officer drafts administrative and accounting procedures for preparing the financial statements, the consolidated financial statements and any other financial communications. He/she is given adequate powers and means to carry out the tasks assigned to him/her.

In a special report attached to the financial statements, and to the consolidated financial statements where applicable, the Financial Reporting Officer certifies that the procedures are adequate and effectively applied and that the financial statements correspond to the results of the books and accounting records.

Article 243 - Financial year

The financial year ends on the thirty-first of December of each year.

Article 254 - Allocation of profits

Net profits are allocated as follows:

- 5% (five per cent) to the legal reserve, until such reserve has reached one fifth of the share capital;
- the rest to the shareholders, unless otherwise decided by the shareholders' meeting.

Article 265 - Dividends

Dividends are paid in the manner and within the terms set forth in the shareholders' resolution ordering the distribution of profits to shareholders. Dividends not collected within five years from the day they became payable shall be forfeited in favour of the company and charged to the extraordinary reserve. When the conditions set forth in Article 2433 bis, first paragraph, of the Italian Civil Code are met, interim dividends may be distributed according to the manner and procedures determined by said Article.



<p>Article 26 - Domicile of the shareholders</p> <p>The domicile of the shareholders for all dealings with the company is the address recorded in the shareholders' register.</p> <p>Article 27 - Dissolution</p> <p>In the event of dissolution of the company, the shareholders' meeting shall appoint a liquidator, enumerate their powers, establish their remuneration and issue directives for the liquidation.</p> <p>Article 28 - Reference to the law</p> <p>For all matters not envisaged and regulated by these articles of association, express reference shall be made to the provisions of the law.</p>	<p>TITLE VII</p> <p>Final provisions</p> <p>Article 276 - Domicile of the shareholders</p> <p>The domicile of the shareholders for all dealings with the company is the address recorded in the shareholders' register.</p> <p>Article 287 - Dissolution</p> <p>In the event of dissolution of the company, the shareholders' meeting shall appoint a liquidator, enumerate their powers, establish their remuneration and issue directives for the liquidation.</p> <p>Article 298 - Reference to the law</p> <p>For all matters not envisaged and regulated by these articles of association, express reference shall be made to the provisions of the law.</p>
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3. Withdrawal

Any amendment of the Articles of Association referred to in this Report shall not give rise in any way to the right of withdrawal envisaged in Article 2437 of the Italian Civil Code by those who did not take part in the relevant resolution.

4. Effectiveness

As permitted by Article 2380 of the Italian Civil Code, it is proposed that the change in the administration and control system take effect upon registration of the resolution in the Company Register.

If the amendments proposed herein are approved by the extraordinary shareholders' meeting, the election of the Board of Directors (as set forth in item 4 on the agenda - ordinary part) will be conducted in accordance with the new text of the Articles of Association (as set forth in the notice of call and the Board of Directors' report on item 4 on the agenda - ordinary part) effective as of the registration of the resolution adopting the new Articles of Association in the Company Register. If, on the other hand, the amendments are not approved, the Board of Directors in office at the date of this report will continue its mandate, and therefore a new Shareholders' Meeting will be convened to appoint the Board of Statutory Auditors in accordance with the current articles of association (taking into account that the Board of Statutory Auditors in office as of today will cease to hold office with the shareholders' meeting to approve the financial statements as of 31 December 2023).

* * *

5. Proposed resolution

Given the above, we submit the following resolution for your approval:

"The Extraordinary Shareholders' Meeting of Centrale del Latte d'Italia S.p.A., having examined the report of the Board of Directors,

RESOLVES

- *to approve, in their entirety, the amendments to the Articles of Association as indicated in the "Proposed Amendments" column (where the changes to the current text are highlighted) of the Board of Directors' report and therefore to adopt the so-called "one-tier" administration and control system, pursuant to Articles 2409-sexiesdecies et seq. of the Italian Civil Code, composed of a Board of Directors comprising a minimum of 7 (seven) and a maximum of 15 (fifteen) members, 3 (three) of whom shall*



also be members of the Management Control Committee and, accordingly, to approve the inclusion of a new Article 11 (and the consequent renumbering of all subsequent articles) in the Articles of Association and the amendment of the current Articles 9, 11, 13, 14, 15, 20, 21 and 22;

- *to establish, pursuant to Article 2380 of the Italian Civil Code, that the change in the administration and control system take effect upon registration of the resolution in the Company Register.*
- *to grant the Board of Directors, with the power to sub-delegate, the broadest powers necessary or appropriate to implement the above resolution and to comply with all the obligations envisaged by the laws in force at the time, as well as to execute the actions and transactions necessary or appropriate to this end, including but not limited to those relating to: (i) the management of relations with any competent body and/or authority; (ii) the fulfilment of all legal formalities (including the filing for registration with the Company Register), with the power to make any formal and non-substantial additions, amendments and deletions to the resolutions adopted today that may be necessary or otherwise required also at the time of registration with the competent Company Register".*

Turin, 20 March 2024

**For the Board of Directors
The Chair**

Angelo Mastrolia