ARTICLES OF ASSOCIATION OF THE JOINT-STOCK COMPANY
"INTRED S.P.A."

TITLE I
NAME - PURPOSE - REGISTERED OFFICE – DURATION

Art. 1 - Name

1.1. A joint-stock company is incorporated with the name: “Intred S.p.a.”, without any constraints of graphic representation.

Art. 2 - Purpose

2.1. The purpose of the Company is the development and performance of activities in the sector of telecommunications and telephony of all kinds, retail and wholesale, in Italy. In particular, the Company may, directly or indirectly, and subject to the granting of the necessary authorisations, carry out:

- the installation and operation in any form and through the use of any technology of fixed and/or mobile telecommunications networks and systems, on its own account and/or on behalf of third parties, including through interconnection services;
- the supply and performance, on its own account and on behalf of third parties, of telecommunications services addressed to both public and private parties in Italy, including their marketing;
- the marketing, sale, rental and installation of services and products relating to telecommunications and of multimedia services;
- research and development, production and possible marketing of technical equipment (hardware and software) and of information systems;
- the performance of services and activities connected with or instrumental to the foregoing, including, by way of example, advertising, IT, telematic and multimedia activities and in general training and consultancy activities

2.2. Provided that they are deemed by the administrative body to be necessary or useful for the achievement of the corporate purpose, and on a non-prevalent basis, the company may also carry out transactions in movable property, commercial and industrial transactions, leasing transactions as lessee, factoring transactions as assignor, transactions of a financial nature (investments in securities, entering into, as applicant, with any natural or legal person, company or entity, Italian or foreign, credit facilities, bank advances, discounts, bank credit lines, loans and in general any financing and insurance transaction) as well as grant sureties, guarantees, mortgages and in general security interests, including in favour of third parties.

2.3. It may also, within the limits of Article 2361 of the Italian Civil Code and of Article 113 of Legislative Decree No. 385 of 1 September 1993, and not vis-à-vis the public and

without placement purposes, acquire shareholdings for stable investment purposes in other incorporated or to-be-incorporated limited companies whose purposes are connected with and/or instrumental to the prevailing corporate activity provided for in these articles of association.

Art. 3 Registered office

3.1. The company has its registered office in the Municipality of Brescia.

3.2. The administrative body may establish and close administrative offices without permanent representation, or transfer the registered office within the Municipality. The shareholders, on the other hand, are responsible for deciding on the transfer of the registered office to a Municipality other than the one indicated above.

Art. 4 Duration

4.1. The duration of the company is set until 31 December 2050.

TITLE II

SHARE CAPITAL - FINANCIAL INSTRUMENTS – BONDS

Art. 5 Capital and shares

5.1. The share capital is set at euro 10,000,000 and is divided into no. 15,850,500 ordinary shares, with no indication of par value .

5.2. In addition to ordinary shares, which grant shareholders equal rights, the Company may issue other classes of shares, including savings shares, having different characteristics and granting different rights, also with regard to the allocation of losses, where the conditions laid down by the regulations in force are met. Redeemable shares may also be created by the extraordinary Shareholders' Meeting pursuant to Article 2437-*sexies* of the Italian Civil Code. The Company may also issue participating financial instruments granting economic and/or administrative rights, excluding the right to vote at the meeting of the shareholders, in accordance with the applicable provisions. Except in the case referred to in Article 2482-*ter* of the Italian Civil Code, the share capital increase may also be carried out through offers of newly issued quotas to third parties.

5.3. The shares are issued in dematerialised form and entered into the centralised management system for financial instruments pursuant to Articles 83-bis et seq. of Legislative Decree 58/1998, as subsequently amended and supplemented.

5.4. The shares grant equal rights to their holders.

5.5. The shares and the option, subscription and pre-emption rights are freely transferable both by act inter vivos and upon death.

Art. 6 Transfer and tradability of shares

6.1. The shares may be admitted to trading on multilateral trading facilities, with particular regard to the multilateral trading facility called AIM Italia - Mercato Alternativo del

Capitale, organised and managed by Borsa Italiana S.p.A. ("AIM Italia").

6.2. If, as a result of admission to AIM Italia or also independently of it, the shares are widely distributed among the public, pursuant to the combined provisions of Articles 2325-bis of the Italian Civil Code, 111-bis of the implementing provisions of the Italian Civil Code and 116 of the TUF, the legal provisions laid down by the Italian Civil Code and the TUF for Companies with widely distributed shares shall apply.

Art. 7 IDENTIFICATION DATA OF SHAREHOLDERS

7.1. The Company may request, at any time and at its own expense, from intermediaries, in the manner provided for by the laws and regulations in force from time to time, the identification data of the shareholders who have not expressly prohibited their communication, together with the number of shares registered in the accounts in their name.

7.2. The Company is required to make the same request at the request of one or more shareholders representing, alone or jointly, at least 1.25% (one point twenty-five per cent) of the share capital with voting rights at the ordinary shareholders' meeting, to be proven by filing suitable certification. Unless otherwise provided for by mandatory laws or regulations in force from time to time, the costs relating to the identification request made at the request of shareholders are divided between the Company and the requesting shareholders in the proportion of 30% and 70% respectively.

7.3. The request for identification of the shareholders who have not expressly prohibited the communication of their data, whether at the request of the Company or at the request of shareholders, may also be partial, i.e. limited to the identification of shareholders holding a shareholding equal to or greater than a given threshold.

7.4. The Company must notify the market, in the manner provided for by the laws and regulations in force from time to time, of the submission of the identification request, whether at the request of the Company or at the request of shareholders, disclosing, as the case may be, respectively, the related reasons or the identity and overall shareholding of the requesting shareholders. The data received are made available to all shareholders free of charge.

Art. 8 Transparency and disclosure

8.1. From the time when the ordinary shares issued by the Company are admitted to trading on AIM Italia, pursuant to the AIM Italia/Mercato Alternativo del Capitale Regulation approved and published by Borsa Italiana S.p.A., as subsequently amended and supplemented (the "**AIM Italia Regulation**"), the rules on transparency and disclosure applicable to listed companies shall apply, and in particular

those on the obligations to notify major shareholdings, laid down by the TUF and by the implementing regulations issued by Consob, in force *pro tempore* (the "**Transparency Rules**"), except as provided for herein.

8.2. A shareholder who, as a result of purchase or sale transactions, comes to hold shares with voting rights of the Company admitted to trading on AIM Italia in an amount equal to, greater than or less than the thresholds established under the AIM Italia Regulation (the "**Significant Shareholding**") is required to promptly notify the Board of Directors of the Company.

8.3. Reaching, exceeding or subsequently falling below the Significant Shareholding constitutes a "Substantial Change" that must be notified to the Company within 4 (four) trading days, starting from the day on which the transaction giving rise to the Substantial Change was carried out, in accordance with the terms and procedures laid down by the Transparency Rules.

8.4. In the event of failure to comply with the obligations to notify Significant Shareholdings, the Transparency Rules shall apply.

8.5. In any case, the board of directors has the right to request information from shareholders on their shareholdings in the share capital.

Art. 9 Bonds

9.1. The company may issue bearer or registered bonds in compliance with the provisions of law. The administrative body shall resolve on the issue of the bonds, establishing the procedures for their placement and redemption within the limits laid down by Articles 2412 et seq. of the Italian Civil Code.

Art. 10 Ring-fenced assets

10.1. The company may set up assets ring-fenced for a specific business pursuant to Articles 2447-bis et seq. of the Italian Civil Code.

10.2. The resolution is approved by the extraordinary shareholders' meeting with the majorities provided for by Art. 26 of these articles of association.

Art. 11 Shareholder loans to the Company

11.1. Loans with an obligation to repay the amount paid may be made by shareholders, including not in proportion to their respective shareholdings in the share capital, in the manner and within the limits of the legislation in force from time to time on the raising of savings.

11.2. Unless otherwise determined, payments made by shareholders to the company shall be deemed to be non-interest-bearing

Art. 12 Related party transactions

12.1. For the purposes of this article, for the notions of related party transactions, transactions of greater

importance, related party transactions committee and unrelated shareholders, reference is made to the procedure for related party transactions adopted and published by the Company on its website (the "**Procedure**") and to the legislation in force *pro tempore* on related party transactions.

12.2. Related party transactions of greater importance falling within the competence of the shareholders' meeting, or that must be authorised by it or submitted to the shareholders' meeting in the presence of a contrary opinion of the related party transactions committee, or in any case without taking into account the observations made by that committee, are resolved upon with the majorities provided for by law, it being understood that the transaction may not be carried out if the majority of the voting unrelated shareholders vote against the transaction. As provided for by the Procedure, the transaction may not be carried out only if the unrelated shareholders present at the shareholders' meeting represent at least 10% (ten per cent) of the share capital with voting rights.

12.3. Related party transactions of greater importance falling within the competence of the board of directors may be approved by the board of directors in the presence of a contrary opinion of the related party transactions committee, or in any case without taking into account the observations made by that committee, provided that the carrying out of the transaction is submitted to the authorisation of the ordinary shareholders' meeting of the Company. The shareholders' meeting resolves on the transaction with the majorities provided for by law, it being understood that the carrying out of the transaction is prevented if the majority of the voting unrelated shareholders vote against the transaction. As provided for by the Procedure, the transaction may not be carried out only if the unrelated shareholders present at the shareholders' meeting represent at least 10% (ten per cent) of the share capital with voting rights.

12.4. Related party transactions that do not fall within the competence of the shareholders' meeting and that do not have to be authorised by it are, in cases of urgency, concluded by applying the specific rules established by the Procedure.

TITLE III

PUBLIC PURCHASE AND EXCHANGE OFFER

Art. 13 Provisions on public purchase and exchange offers

13.1. From the time the ordinary shares issued by the Company are admitted to trading on AIM Italia, there shall apply, by voluntary reference and insofar as compatible, the provisions relating to listed companies set out in the TUF and in the implementing regulations issued by Consob on mandatory public purchase and exchange offers (limited to the rules laid down in Articles 106, 108, 109 and 111 of the TUF) (also with reference to the guidelines expressed by CONSOB on the matter,

also as referred to by the AIM Italia Issuers' Regulation, including the preparation by the Company of the "**issuer's statement**").

13.2. For the purposes of determining the consideration referred to in Article 108, paragraph 4, of the TUF relating to the exercise of the obligation and right to purchase referred to in Articles 108 and 111 of the TUF, this consideration shall be equal to the higher of (i) the highest price paid for the purchase of securities of the same class during the 12 (twelve) months preceding the arising of the right or obligation to purchase by the party so obliged, as well as by parties acting in concert with it, insofar as known to the board of directors, and (ii) the weighted average market price of the last 6 (six) months before the arising of the obligation or right to purchase.

13.3. The acceptance period for public purchase and exchange offers is agreed with the board of arbitrators called the 'Panel', established by Borsa Italiana S.p.A. The Panel also lays down the appropriate or necessary provisions for the proper conduct of the offer. The Panel exercises these administrative powers after consulting Borsa Italiana S.p.A.

13.4. Exceeding the shareholding threshold provided for by Article 106, paragraph 1, of the TUF, not accompanied by the notice to the board of directors and by the submission of a full public offer within the terms provided for by the referenced rules, entails the suspension of the voting right on the entire shareholding held, which may be ascertained at any time by the board of directors.

13.5. The referenced rules are those in force at the time the obligations arise for the shareholder. All disputes relating to the interpretation and performance of this article must first be submitted to the Panel, as a condition of admissibility.

13.6. The Panel is a board of arbitrators made up of 3 (three) members appointed by Borsa Italiana S.p.A., which also elects the Chairman from among them. The Panel has its seat at Borsa Italiana S.p.A.

13.7. The members of the Panel are chosen from among independent persons of proven expertise in financial markets. The term of office is 3 (three) years and is renewable only once. If one of the members leaves office before the end of the term, Borsa Italiana S.p.A. appoints a replacement; this appointment lasts until the expiry of the board of arbitrators in office. The Panel's determinations on disputes relating to the interpretation and performance of this article are made according to law, in compliance with the adversarial principle, within 30 (thirty) days of the appeal and are promptly communicated to the parties. The language of the proceedings is Italian. The chairman of the Panel may assign, in agreement with the other members of the board of

arbitrators, the matter to a single member of the board of arbitrators.

13.8. The Company, its shareholders and any offerors may apply to the Panel to request its prior interpretation and its recommendations on any matter that may arise in relation to the public purchase offer. The Panel responds to each request orally or in writing, as soon as possible, with the power to request from all interested parties all the information necessary to provide an adequate and correct answer. The Panel also exercises the powers of administration of the public purchase and exchange offer referred to in this article 18, after consulting Borsa Italiana S.p.A.

13.9. The fees of the members of the Panel are borne by the requesting party.

13.10. The provisions of this article apply exclusively in cases where the public purchase and exchange offer is not otherwise subject to the supervisory powers of CONSOB and to the provisions on public purchase and exchange offers laid down in the TUF.

TITLE IV

ADMINISTRATION - REPRESENTATION - SUPERVISION OF MANAGEMENT

Art. 14 Administration of the company

14.1. The management of the business is the exclusive responsibility of the directors, who carry out the transactions necessary for the implementation of the corporate purpose, without prejudice to the need for specific authorisation in the cases required by law or by this article.

14.2. The following powers are also attributed to the administrative body:

a) the resolution on mergers in the cases referred to in Articles 2505, 2505-bis, 2506-ter last paragraph of the Italian Civil Code;

b) the establishment and closure of secondary offices;

c) the indication of which directors have the power to represent the company;

d) the reduction of the share capital in the event of withdrawal of a shareholder;

e) the adaptation of the articles of association to legal provisions;

f) the reduction of the capital where more than one third of the share capital has been lost and the company has issued shares without par value.

Art. 15 Appointment, termination and replacement of directors

15.1. The management of the company is entrusted, pursuant to the first paragraph of Article 2380 of the Italian Civil Code, to a board of directors, consisting of a number of members established by the ordinary shareholders' meeting, consisting of a minimum of 3 (three) and a maximum of 7 (seven).

15.2. In the event of admission of the shares to trading on AIM Italia, at least one member of the Board of Directors must

meet the independence requirements laid down by Article 148, paragraph 3, of the TUF.

15.3. The directors remain in office for the period established at their appointment and in any case for no more than three financial years, and may be re-elected. Their term expires on the date of the shareholders' meeting called to approve the financial statements for the last financial year of their term of office.

15.4. The directors are appointed by the Shareholders' Meeting on the basis of slates submitted by the shareholders, in which the candidates must be listed, each assigned a sequential number.

15.5. Only shareholders who, alone or together with other shareholders, represent at least 5% (five per cent) of the share capital are entitled to submit slates. In order to prove ownership of the number of shares required to submit slates, account shall be taken of the shares registered in favour of the shareholder on the day on which the slates are filed with the Company.

15.6. Each candidate may stand on one slate only, on pain of ineligibility.

15.7. Each shareholder, as well as shareholders belonging to the same group (meaning the controlled companies, controlling companies and companies subject to common control pursuant to Article 2359, paragraph 1, nos. 1 and 2, of the Italian Civil Code), and shareholders party to the same shareholders' agreement may not submit or contribute to submitting, not even through an intermediary or trust company, more than one slate. If a shareholder has contributed to submitting more than one slate, the submission of such slates shall be invalid where the shareholding of that shareholder is decisive for reaching the required threshold.

15.8. The slates, accompanied by the professional *curriculum* of each designated person and signed by the shareholders who submitted them, must be delivered before the shareholders' meeting and in any case no later than 7 (seven) days before the date of the shareholders' meeting in first call called to resolve on the appointment of the members of the board of directors, together with the documentation certifying the status of shareholders of those who submitted them.

15.9. Within the same time limit, the statements must be filed by which the individual candidates accept their candidacy and declare, under their own responsibility, that there are no grounds for ineligibility and incompatibility provided for by law, and that they meet the requirements laid down by the articles of association and/or by law and regulations for the members of the board of directors.

15.10. Slates submitted without complying with the foregoing provisions are deemed not to have been submitted.

15.11. It is understood that the candidates, on pain of ineligibility, must meet the integrity requirements laid down by Article 147-quinquies of the TUF and that, in the event of admission of the shares to trading on AIM Italia, at least one director on each slate must meet the independence requirements laid down by Article 148, paragraph 3, of the TUF.

15.12. The candidates indicated in sequential order on the slate obtaining the highest number of votes ("Majority Slate") are elected as members of the Board of Directors, in a number equal to the total number of members of the administrative body to be elected minus one.

15.13. If the Majority Slate contains a number of candidates greater than the total number of members of the administrative body to be elected, the candidates with the lowest sequential numbers are elected, in a number equal to the total number of members of the administrative body to be elected minus one.

15.14. One director taken from the second slate that obtained the highest number of votes - and that, under the applicable provisions, is not connected, even indirectly, with the shareholders who submitted or voted for the Majority Slate - is also elected, namely the candidate indicated with the first number on that slate. The director meeting the independence requirements laid down by Article 148, paragraph 3, of the TUF must be taken from that slate. If the candidate indicated with the first number on that slate does not meet the independence requirements referred to above, the independent candidate elected in sequential order on that slate shall be replaced by the non-elected independent candidate of the same slate in sequential order.

15.15. In any case, slates that have not obtained a percentage of votes at least equal to half of that required for their submission shall not be taken into account.

15.16. If several slates have obtained the same number of votes, a new run-off vote is held between those slates, and the candidates of the slate obtaining the simple majority of the votes are elected.

15.17. If the candidates elected in the manner indicated above do not ensure the appointment of a director meeting the independence requirements established by Article 148, paragraph 3, of the TUF, the non-independent candidate elected last in sequential order on the slate that obtained the highest number of votes shall be replaced by the first non-elected independent candidate in sequential order on the same slate or, failing that, by the first non-elected independent candidate in sequential order on the other slates, according to the number of votes obtained by each. This replacement procedure shall be applied until the board of directors includes at least one director meeting the independence requirements referred to in Article 148, paragraph 3, of the TUF. Finally, if this procedure does not ensure the last-

mentioned result, the replacement shall take place by resolution of the shareholders' meeting adopted by a simple majority of the votes, subject to the submission of candidacies of persons meeting the above requirements.

15.18. If a single slate is submitted or if no slate is submitted, the shareholders' meeting resolves with the majorities provided for by law.

15.19. Different and additional provisions laid down by mandatory laws or regulations remain unaffected in any case.

15.20. The above slate voting procedure applies only in the event of renewal of the entire board of directors; for the appointment of directors taking place outside the cases of renewal of the entire Board of Directors, the Shareholders' Meeting resolves with the majorities provided for by law; the directors so appointed leave office together with those in office at the time of their appointment.

15.21. If one or more directors cease to hold office during the financial year, the others shall replace them by a resolution approved by the board of statutory auditors, co-opting the first person on the same slate to which the outgoing director belonged, if that person meets the integrity and eligibility requirements and is available, and provided that the majority is always made up of directors appointed by the shareholders' meeting.

15.22. The directors so appointed remain in office until the next Shareholders' Meeting, which subsequently appoints the director already appointed by co-option. If there are no remaining candidates on the slate to which the outgoing director belonged who meet the requirements laid down by the laws and regulations in force for taking office, the next shareholders' meeting – unless called for the renewal of the entire board of directors, in which case the procedure referred to in this article applies – shall make the replacement with the majorities provided for by law.

15.23. Whenever the majority of the directors cease to hold office for any cause or reason, the remaining directors are deemed to have resigned and must promptly call the shareholders' meeting for the purposes of Article 15.4 above, and their termination takes effect from the time when the administrative body has been reconstituted by appointment by the shareholders' meeting.

15.24. If all the directors cease to hold office, the shareholders' meeting for the appointment of the director or of the entire board of directors must be called urgently by the board of statutory auditors, which may in the meantime carry out acts of ordinary administration.

15.25. The loss of the requirements laid down by law constitutes grounds for disqualification of the director.

15.26. The termination of directors due to the expiry of their term takes effect from the time when the new board of directors has been reconstituted.

15.27. Where the number of Directors has been set below the maximum provided for by Paragraph 15.1 above, the Shareholders' Meeting, also during the term of office of the Board of Directors, may increase that number within the maximum limit referred to in that paragraph. The appointment of the additional members of the Board of Directors is made by resolution of the shareholders' meeting with the majorities provided for by law. The directors so elected shall leave office together with those in office at the time of their appointment.

Art. 16 Chairman of the Board of Directors

16.1. The board of directors, at the first meeting following its appointment, elects a chairman from among its members, where the shareholders' meeting has not done so.

16.2. The chairman of the board of directors calls the board of directors, sets its agenda, coordinates its proceedings and ensures that adequate information on the items on the agenda is provided to all directors.

16.3. The board appoints a secretary, who may also be chosen from outside its members

Art. 17 Delegation of management powers

17.1. The board of directors may delegate, within the limits of Article 2381 of the Italian Civil Code, part of its powers to one or more of its members, or to an executive committee, determining their powers and the related remuneration.

17.2. The delegated bodies are required to report to the board of directors and to the management control body at least every three months.

17.3. General managers and attorneys may also be appointed, determining their powers.

Art. 18 Resolutions of the board of directors

18.1. The board meets at the place indicated in the notice of calling, at the registered office or elsewhere, whenever the chairman deems it necessary.

18.2. The notice of calling is given at least three days before the meeting by letter sent by fax, telegram or e-mail. In urgent cases the notice of calling may be given by letter sent by fax, telegram or e-mail, with at least one day's notice.

18.3. The board is validly constituted with the presence of the majority of the directors in office and resolves with the favourable vote of the absolute majority of the directors present. Directors who abstain or who have declared a conflict of interest are not counted for the purposes of calculating the majority (quorum for resolutions).

18.4. Meetings of the board of directors may also be held with participants located in several places, adjacent or distant,

connected by audio/video or audio only, provided that the collective method and the principles of good faith and equal treatment of directors are respected. In such case it is necessary that:
a) the chairman is able to establish unequivocally the identity and entitlement of the participants, regulate the conduct of the meeting, and ascertain and announce the results of the vote;
b) the person taking the minutes is able to adequately perceive the discussions being minuted;
c) the participants are able to exchange documents and in any case to take part in real time in the discussion and simultaneous vote on the items on the agenda;
d) unless it is a plenary meeting, the notice of calling indicates the audio/video connected places arranged by the company, where participants may gather, the meeting being deemed to be held at the place where the chairman and the person taking the minutes are present.

18.5. The board of directors is duly constituted where, even in the absence of a formal notice of calling, all the directors in office and all the members of the board of statutory auditors are present.

18.6. Board meetings are chaired by the chairman, by the most senior director by office or, failing that, by age.

18.7. Votes may not be cast by proxy or by correspondence.

18.8. The minutes of the meetings and resolutions of the board of directors must be drawn up promptly and are signed by the chairman and the secretary.

18.9. The minutes must indicate:
a) the date of the meeting;
b) also in an annex, the identity of the participants;
c) at the request of the administrative body, their statements relevant to the agenda;
d) the voting procedures and results;
e) they must allow, also by means of an annex, the identification of those in favour, those abstaining or those dissenting.

18.10. Where required by law and also whenever the administrative body deems it necessary, the functions of secretary are assigned to a notary designated by the administrative body itself.

Art. 19 Powers of representation

19.1. The company is represented by the chairman of the board of directors. Within the limits of the powers granted, it is also represented by the directors holding delegated powers from the board or by attorneys.

Art. 20 Directors' remuneration

20.1. The members of the administrative body are entitled to reimbursement of the expenses incurred in the performance of their office.

20.2. Remuneration may be granted, for each individual financial year or for several financial years, to the members of the administrative body; they may also be granted an end-of-office indemnity, which may also be funded through periodic provisions and also through insurance and pension schemes. The remuneration and the end-of-office indemnity may consist in whole or in part of a share in the profits or of the grant of the right to subscribe at a predetermined price for shares to be issued in the future. In the absence of a determination of the remuneration, the members of the board of directors are deemed to have waived it.

20.3. The remuneration of directors holding particular offices is established by the board of directors, after hearing the opinion of the board of statutory auditors. The shareholders' meeting may determine a total amount for the remuneration of all directors, including those holding particular offices.

Art. 21 Board of statutory auditors

21.1. The board of statutory auditors supervises compliance with the law and the articles of association, compliance with the principles of proper administration and in particular the adequacy of the organisational, administrative and accounting structure adopted by the company and its actual functioning.

21.2. The shareholders' meeting elects the board of statutory auditors, consisting of three standing auditors and two alternate auditors, appoints its chairman and determines the remuneration for the entire term of office.

21.3. Throughout their term of office the statutory auditors must meet the requirements referred to in Article 2399 of the Italian Civil Code. The loss of these requirements entails the immediate disqualification of the statutory auditor and their replacement by the most senior alternate auditor.

21.4. The term of office of the statutory auditors expires on the date of the shareholders' meeting called to approve the financial statements for the third financial year of their term. The termination of the statutory auditors due to the expiry of their term takes effect from the time when the board has been reconstituted.

21.5. The board of statutory auditors meets at least every ninety days on the initiative of any of the statutory auditors. It is validly constituted with the presence of the majority of the statutory auditors and resolves with the favourable vote of the absolute majority of the statutory auditors.

Meetings may also be held by means of telematic means, in accordance with the procedures referred to in Article 18.4 of these articles of association.

21.6. The statutory auditors are appointed on the basis of slates in which the candidates are assigned a sequential number.

21.7. The slates submitted by the shareholders, signed by the shareholder or shareholders submitting them (also by proxy to one of them), must contain a number of candidates not exceeding the maximum number of members to be elected and must be filed at the registered office of the Company at least 7 (seven) days before the date set for the shareholders' meeting in first call, together with the documentation certifying the status of shareholders of those who submitted them. Shareholders who, alone or together with other shareholders, hold in aggregate shares representing at least [5% (five per cent) of the share capital with voting rights at the ordinary shareholders' meeting are entitled to submit slates, to be proven by filing suitable certification according to the timing indicated above.

21.8. Within the same time limit, the *curriculum* containing the professional characteristics of the individual candidates must be filed, together with the statements by which the individual candidates certify, under their own responsibility, that there are no grounds for incompatibility or ineligibility, and that they meet the requirements laid down by law and by these articles of association.

21.9. Each shareholder, as well as shareholders belonging to the same group (meaning the controlled companies, controlling companies and companies subject to common control pursuant to Article 2359, paragraph 1, nos. 1 and 2 of the Italian Civil Code), and shareholders party to the same shareholders' agreement may not submit or contribute to submitting, not even through an intermediary or trust company, more than one slate. If a shareholder has contributed to submitting more than one slate, the submission of such slates shall be invalid where the shareholding of that shareholder is decisive for reaching the required threshold.

21.10. Slates submitted without complying with the foregoing provisions are deemed not to have been submitted. Each candidate may stand on one slate only, on pain of ineligibility.

21.11. The slates are divided into two sections: one for the candidates for the office of standing auditor and the other for the candidates for the office of alternate auditor.

21.12. The first two candidates of the slate that obtains the highest number of votes and the first candidate of the slate that ranks second by number of votes and that was submitted by shareholders who are not connected, even indirectly, with the shareholders who submitted or voted for the slate that obtained the highest number of votes are elected as standing auditors; the latter candidate shall also be appointed chairman of the board of statutory auditors.

21.13. The first alternate candidate of the slate that obtains the highest number of votes and the first alternate candidate of the slate that ranks second by number of votes and that was

submitted by shareholders who are not connected, even indirectly, with the shareholders who submitted or voted for the slate that obtained the highest number of votes are elected as alternate auditors.

21.14. In the event of a tie between several slates, a new run-off vote is held between those slates, and the candidates of the slate obtaining the simple majority of the votes are elected.

21.15. If a single slate is submitted, the board of statutory auditors is taken entirely from it, if it obtains the majority required by law for the ordinary shareholders' meeting.

21.16. For the appointment of statutory auditors who for any reason could not be elected with the procedure provided for in the preceding paragraphs, or if no slates are submitted, the shareholders' meeting resolves by relative majority.

21.17. The slate voting procedure applies only in the event of renewal of the entire board of statutory auditors.

21.18. In the event of early termination for any reason of the office of a standing auditor, the first alternate auditor belonging to the same slate as the replaced statutory auditor takes over until the next shareholders' meeting.

21.19. In the event of replacement of the chairman, the chairmanship is assumed, until the next shareholders' meeting, by the alternate member taken from the slate that ranked second by number of votes.

21.20. If a single slate is submitted or in the event of a tie between two or more slates, the chairman is replaced, until the next shareholders' meeting, by the first standing auditor belonging to the slate of the outgoing chairman.

21.21. If the board of statutory auditors cannot be completed with the alternate auditors, the shareholders' meeting must be called to do so, with the majorities provided for by law.

21.22. At the time of the appointment, the ordinary shareholders' meeting shall determine the remuneration to be paid to the standing auditors, designate the chairman and resolve on any other matter in accordance with the law.

Art. 22 Statutory audit of the accounts

22.1. The statutory audit of the accounts of the company is carried out by a statutory auditor or a statutory audit firm entered in the relevant register.

22.2. The shareholders' meeting confers the engagement and determines the fee payable to the statutory auditor or statutory audit firm for the entire duration of the engagement and any criteria for adjusting that fee during the engagement; the engagement has the duration established by law.

TITLE V
SHAREHOLDERS' DECISIONS
Art. 23 Powers

23.1. The ordinary shareholders’ meeting resolves on the matters reserved to it by law and by these articles of association.

The following are reserved without exception to the competence of the ordinary shareholders’ meeting:

a. the approval of the financial statements;

b. the appointment and removal of directors as well as the appointment of the statutory auditors and of the chairman of the board of statutory auditors;

c. the determination of the remuneration of directors and statutory auditors, if not established by the articles of association;

d. the resolution on the liability of directors and statutory auditors.

Furthermore, the ordinary shareholders’ meeting is responsible for approving any regulation of the shareholders’ meeting proceedings.

23.2. The following, on the other hand, fall within the competence of the extraordinary shareholders’ meeting:

a. amendments to the articles of association, without prejudice to the provisions of Article 14.2 of these articles of association;

b. the appointment, replacement and determination of the powers of the liquidators;

c. the other matters attributed to it by law and by these articles of association.

23.3. As long as the Company’s shares are admitted to trading on a multilateral trading facility, and unless otherwise provided for by the AIM Italia Regulation and/or by a measure of Borsa Italiana S.p.A., the prior authorisation of the ordinary shareholders’ meeting, pursuant to Article 2364, first paragraph, no. 5) of the Italian Civil Code, is required, in addition to the cases provided for by law, also in the following cases:

a. acquisition of shareholdings or businesses or other assets that constitute a “reverse take over” pursuant to the AIM Italia Regulation;

b. disposal of shareholdings or businesses or other assets that constitute a “substantial change of business” pursuant to the AIM Italia Regulation;

c. revocation of admission to listing on AIM Italia in accordance with the provisions of the AIM Italia Regulation. The revocation of admission must be approved by not less than [90% (ninety per cent)] of the votes of the shareholders meeting in the shareholders’ meeting or by the different percentage established by the AIM Regulation. It is understood that the revocation of admission to trading need not be

approved in advance by the shareholders’ meeting in the event of admission to trading on a regulated market.

Art. 24 Calling of shareholders' meetings

24.1. The shareholders’ meeting must be called by the administrative body at least once a year, within one hundred and twenty days of the end of the financial year or within one hundred and eighty days, where the company is required to prepare consolidated financial statements or where particular requirements relating to the structure and purpose of the company so require.

24.2. The shareholders’ meeting is called in the Municipality where the company has its registered office. The shareholders’ meeting may also be called outside the Municipality where the registered office is located (provided that it is in Italy or in the territory of another member state of the European Union).

24.3. In the event of impossibility of all the directors or of their inactivity, the shareholders’ meeting may be called by the board of statutory auditors or by order of the court at the request of shareholders representing at least one tenth of the share capital.

24.4. The notice of calling must indicate:

- the place where the shareholders’ meeting is held as well as any places connected to it by telematic means;
- the date and time of the shareholders’ meeting;
- the items on the agenda;
- any other information required by law.

24.5. The shareholders’ meeting is called by notice published in the Official Gazette of the Republic or in at least one of the following daily newspapers: “[Milano Finanza]” or “[Italia Oggi]”, at least 15 (fifteen) days before the date set for the shareholders’ meeting in first call. If and for as long as the Company does not have recourse to the risk capital market, the shareholders’ meeting must be called by notice communicated to the shareholders at least 8 (eight) days before the shareholders’ meeting; the notice of calling must be sent by registered letter with return receipt, fax, telegram or certified e-mail, or by any other means suitable for providing proof of receipt.

24.6. The notice of calling may provide for a date of second (and further) call in case the shareholders’ meeting is not legally constituted at the previous meeting. Shareholders’ meetings in second (or further) call must be held within thirty days of the date indicated in the notice of calling for the shareholders’ meeting in first call. The notice of calling may indicate a maximum of two further dates for the meetings following the second.

The shareholders’ meeting in further call may not be held on the same day as the shareholders’ meeting in the previous call.

24.7. Even in the absence of a formal notice of calling, the shareholders' meeting is deemed to be duly constituted when the entire share capital is represented and the majority of the members of the administrative body and of the members of the board of statutory auditors attend the shareholders' meeting.
In this case each of the participants may object to the discussion (and the vote) of the items on which they do not consider themselves sufficiently informed.
24.8. The shareholders' meeting may also be held in several places, connected by audio and or video, under the following conditions, which must be recorded in the related minutes:
- that the chairman and the secretary of the meeting, if appointed, who will draw up and sign the minutes, are present in the same place;
- that the chairman of the shareholders' meeting is able to establish the identity and entitlement of the participants, regulate the conduct of the meeting, and ascertain and announce the results of the vote;
- that the person taking the minutes is able to adequately perceive the events of the meeting being minuted;
- that the participants are able to take part in the discussion and simultaneous vote on the items on the agenda, and to view, receive or transmit documents;
- that the notice of calling indicates (unless it is a shareholders' meeting held pursuant to the fourth paragraph above) the audio and or video connected places arranged by the company, where participants may gather, the meeting being deemed to be held at the place where the chairman and the secretary, if appointed, are present.
An attendance sheet must be prepared in all the audio and or video connected places where the meeting is held.

Art. 25 Attendance at the shareholders' meeting

25.1. Entitlement to attend the shareholders' meeting and to exercise the right to vote is governed by the legislation in force. If admission to trading on AIM Italia is effected, entitlement to attend belongs to the shareholders for whom the Company has received, by the end of the trading day preceding the date set for the shareholders' meeting in first call, the specific notice issued by the authorised intermediary, on the basis of its accounting records, certifying their entitlement. Entitlement to attend and vote remains valid if the notice reaches the Company after the above deadline, provided that it does so by the start of the proceedings of the meeting in the individual call. The notice of the intermediary is given by it on the basis of the evidence relating to the end of the accounting day of the 7th (seventh) trading day preceding the date set for the shareholders' meeting in first call. Credit or debit entries made to the accounts after that deadline are

not relevant for the purposes of entitlement to exercise the right to vote at the shareholders' meeting.

25.2. The legislation applicable from time to time remains unaffected.

25.3. Those entitled to vote may be represented at the shareholders' meeting in accordance with the law, by proxy granted in the manner provided for by the legislation in force. The proxy may also be notified to the Company electronically, by transmission by e-mail in the manner indicated in the notice of calling.

25.4. For attendance at the plenary shareholders' meeting, the prior filing of the related certification at the registered office or at the appointed banks is not required. The same applies to any financial instruments with voting rights.

Art. 26 Constitutive and deliberative quorums

26.1. The ordinary shareholders' meeting is duly constituted:

a) in first call, with the attendance of shareholders representing at least half of the share capital.

b) in second call, whatever the portion of share capital represented.

The ordinary shareholders' meeting, in first, second and any further call, resolves with the favourable vote of the absolute majority of those present; however, a resolution waiving or settling the liability action against the directors is not deemed approved if at least one fifth of the share capital votes against it.

26.2. The extraordinary shareholders' meeting:

a) in first call is duly constituted and resolves with the favourable vote of more than half of the share capital;

b) in second call, is validly constituted with the attendance of shareholders representing at least one third of the share capital and resolves with the favourable vote of at least two thirds of the capital represented at the shareholders' meeting; in any case, the favourable vote of shareholders representing more than one third of the share capital is required for resolutions concerning the change of the corporate purpose, transformation, early dissolution, extension of the duration, revocation of the state of liquidation, transfer of the registered office abroad, and the issue of preference shares.

26.3. The introduction and removal of arbitration clauses must be approved with the favourable vote of shareholders representing at least two thirds of the share capital. Absent or dissenting shareholders may, within the following ninety days, exercise the right of withdrawal pursuant to Art. 33 of these articles of association.

26.4. The share capital represented by shares without voting rights is not taken into account in the calculation of the constitutive quorum. All shareholders identified by the

chairman at the time of verification of the constitutive quorum are deemed present.

26.5. Treasury shares and shares held by subsidiaries are counted for the purposes of calculating the constitutive quorum and the deliberative quorum, but may not exercise the right to vote. The other shares for which the right to vote cannot be exercised are counted for the purposes of the due constitution of the shareholders' meeting; the same shares (unless otherwise provided for by law) and those for which the right to vote is not exercised following the declaration of the shareholder to abstain due to a conflict of interest are not counted for the purposes of calculating the majorities required for the approval of the resolution.

Art. 27 Proxies

27.1. Shareholders may also attend shareholders' meetings through delegates. The latter must prove their entitlement by means of a written document. The company keeps the proxy in the corporate records.

27.2. The proxy may also be granted for several shareholders' meetings; it may not be granted with the name of the delegate left blank and is always revocable, notwithstanding any agreement to the contrary. The representative may be substituted only by a person expressly indicated in the proxy.

27.3. If the shareholder has granted the proxy to a legal entity, the legal representative of the latter represents the shareholder at the shareholders' meeting; alternatively, the legal entity may delegate one of its employees or collaborators, even if this is not expressly provided for in the proxy.

27.4. The same person may not represent more than twenty shareholders. Representation may not be conferred on the members of the administrative or control bodies or on the employees of the company, nor on the companies controlled by it or on the members of the administrative or control bodies or on the employees of the latter.

Art. 28 Chairmanship of the shareholders' meeting

28.1. The shareholders' meeting is chaired by the chairman of the board of directors or, failing that, by the person designated by those attending. The shareholders' meeting appoints a secretary, who need not be a shareholder and, if necessary, one or more scrutineers, who need not be shareholders. Where the minutes are taken by a notary, the assistance of the secretary is not required.

28.2. The chairman of the shareholders' meeting ascertains that the meeting is duly constituted, verifies the identity and entitlement of those present, governs the conduct of the shareholders' meeting and ascertains and announces the results of the votes. Furthermore, the chairman of the shareholders' meeting regulates the proceedings of the meeting by establishing the order of speeches and the procedures for

dealing with the agenda; the chairman also has the power to propose the procedures, which may however be amended by vote of the absolute majority of those entitled to vote.

Art. 29 Conduct of the shareholders' meeting proceedings

29.1. The shareholders' meeting must be conducted in such a way that all those entitled to attend can follow the proceedings in real time, freely form their own opinion and freely and promptly cast their vote. The procedures for conducting the shareholders' meeting may not conflict with the requirements of a correct and complete recording of the proceedings in the minutes.

29.2. The shareholders' meeting may also be held in several places, adjacent or distant, connected by audio/video, in a manner that must be recorded in the minutes.

29.3. The minutes of the shareholders' meeting must be drawn up without delay, within the time necessary to fulfil the filing and publication obligations within the legal time limits, and must be signed by the chairman, by the secretary or by the notary, in the cases provided for by law.

Art. 30 Special meetings

30.1. If there are several classes of shares or financial instruments granting voting rights, each holder is entitled to attend the special meeting to which they belong.

30.2. The special meeting:

a) appoints and removes the common representatives of each class of shares (or of financial instruments related to assets ring-fenced for a specific business), with the function of supervising the proper progress of the specific business, and resolves on the liability action against them;

b) approves or rejects the resolutions of the general meeting that amend the rights of the shareholders belonging to special classes, of the bondholders and of the holders of financial instruments with voting rights;

c) resolves on the proposal for a composition with creditors and for controlled administration;

d) resolves on the creation of a common fund for the protection of the common interests of the bondholders, of the shareholders belonging to special classes and of the holders of financial instruments with voting rights, and approves its statement of account;

e) resolves on disputes with the company and on the related settlements and waivers;

f) resolves on the other matters of common interest.

30.3. The special meeting is called on the initiative of its chairman, of the administrative body of the company or when requested by persons representing one twentieth of the votes that may be cast at that meeting.

30.4. The company, where it holds shares or bonds, may not attend the special meeting.

30.5. Directors and statutory auditors have the right to attend the special meeting without voting.
30.6. The resolutions of the special meeting may be challenged pursuant to Articles 2377 and 2379 of the Italian Civil Code. Shareholders also have the right to take individual action where the special meeting has not resolved on the matter.
30.7. Articles 2417 and 2418 of the Italian Civil Code apply to the common representative, if elected.
30.8. The form and majorities of the special meetings are those of the extraordinary shareholders' meetings.
30.9. The provisions of these articles of association on shareholders' meetings and shareholders, with reference to the meeting procedure, also apply to special meetings and to meetings of bondholders and of holders of financial instruments with voting rights.

TITLE VI
FINANCIAL YEAR – FINANCIAL STATEMENTS
Art. 31 Financial statements and profits

31.1. The financial years end on 31 December of each year.
31.2. The net profits resulting from the financial statements, after deducting at least 5% (five per cent) to be allocated to the legal reserve until the latter has reached one fifth of the capital, shall be distributed among the shareholders in proportion to the shareholding held by each, unless otherwise decided by the shareholders.
31.3. The financial statements must be approved within one hundred and twenty days of the end of the financial year; the financial statements may however be approved within one hundred and eighty days of the end of the financial year where the company is required to prepare consolidated financial statements or where particular requirements relating to the structure and purpose of the company so require.

TITLE VII
DISSOLUTION AND LIQUIDATION
Art. 32 Grounds for dissolution and powers of the shareholders' meeting

32.1. The company is dissolved for the reasons provided for by law and therefore:
a. upon expiry of its term;
b. upon achievement of the corporate purpose or supervening impossibility of achieving it, unless the shareholders' meeting, called for this purpose within thirty days, resolves on the appropriate amendments to the articles of association;
c. owing to the impossibility of functioning or the continued inactivity of the shareholders' meeting;
d. owing to the reduction of the capital below the legal minimum, without prejudice to the provisions of Article 2447 of the Italian Civil Code;
e. in the case provided for by Article 2473, fourth paragraph, of the Italian Civil Code;

f. by resolution of the shareholders' meeting;
g. for the other reasons provided for by law.

32.2. In all cases of dissolution, the administrative body must carry out the publicity formalities provided for by law within thirty days of their occurrence.

32.3. The shareholders' meeting, called if necessary by the administrative body, shall appoint one or more liquidators, determining:

- the number of liquidators;
- in the case of several liquidators, the rules of functioning of the board, also by reference to the functioning of the board of directors, insofar as compatible;
- who has the power to represent the company;
- the criteria according to which the liquidation must be carried out;
- any limits to the powers of the liquidating body.

TITLE VIII
FINAL PROVISIONS

Art. 33 Withdrawal

33.1. The right of withdrawal is governed by law, it being understood that shareholders who did not take part in the approval of resolutions concerning the following are not entitled to withdraw:

a. the extension of the term
b. the introduction or removal of restrictions on the circulation of the shares.

33.2. The terms and procedures for exercising the right of withdrawal, the criteria for determining the value of the shares and the liquidation procedure are governed by law.

Art. 34 Reference

34.1. For anything not expressly provided for in these Articles of Association, reference is made to the provisions contained in the civil code and in the other laws in force on joint-stock companies, as well as, in the event of admission to trading on AIM Italia, to the AIM Italia Regulation and to any other provision applicable to that market from time to time.

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