

**BY-LAWS OF “SALVATORE FERRAGAMO Sp.A.”**

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**NAME – PURPOSE – REGISTERED OFFICE – DURATION**

Art.1

A joint-stock company has been incorporated under the name:

**“SALVATORE FERRAGAMO Sp.A.”**

The purpose of the Company is:

- a) the manufacture and sale of footwear, clothing, fabrics in general including soft furnishings, jewellery, costume jewellery and accessories, cosmetics, perfumes, bags, and boutique articles and giftware in general;
- b) the (direct) management of shareholdings in other companies or bodies incorporated or being incorporated in Italy and abroad, whose purpose is the representation, marketing and production of footwear, clothing, perfumes, leather goods and giftware, as well as the promotion, distribution and use of trademarks and patents, and in particular, but not exclusively, the Salvatore Ferragamo trademark;
- c) the (direct) management of shareholdings in other companies that may also be listed on the Stock Exchange of regulated markets;
- d) the financing and technical and financial coordination of the companies and Bodies in which it holds interests;
- e) the promotion, distribution and use of trademarks and patents and, in particular, but not exclusively, the Salvatore Ferragamo trademark;
- f) the management and administration of agricultural land and immovable property in the civil, industrial, commercial and hospitality sectors, including hotels and the like, owned or not owned by the Company.

In the pursuit of its corporate purpose, the Company may carry out all transactions, therein including real estate, financial (provided they do not involve dealings with the general public) and commercial transactions, including the acquisition and transfer of assets. The Company, therefore, may: stipulate all the contractual, compulsory and real agreements considered necessary or useful for the achievement of the corporate purposes with natural and legal persons, Bodies and companies, including the Banks and Credit Institutions, as well as carry out commercial transactions and activities; enter into and use financing in euros or other currency without restrictions on the amount, undertaking all the required obligations for this type of financing; collect savings from the shareholders, provided that all the subjective and objective conditions prescribed by law are respected.

Art.2

The registered office of the Company is in Via Tornabuoni no.2, Florence, Italy. The extraordinary Shareholders' Meeting has the power to transfer the registered office to another municipality in Italy or abroad.

The Board of Directors can also deliberate on the transfer of the registered office to another address within the same Municipality.

The Board of Directors also has the power to open, transfer and/or close secondary offices, administrative and management offices, branches, representative offices and agencies in Italy and abroad.

#### Art.3

For dealings with the Company, the domicile of the shareholders, directors, auditors and the person assigned to carry out the statutory audit of accounts is the domicile stated in the corporate books. If the domicile has not been declared in the corporate books, the personal address of the aforesaid persons or the address of the registered office is to be referred to.

#### Art.4

The duration of the Company is until 31 December 2050 and can be extended in compliance with the provisions of law.

### SHARE CAPITAL – SHARES – BONDS – OTHER

#### FINANCIAL INSTRUMENTS – LOANS

#### Art.5

The share capital of the Company is EUR 16,841,000.00 (sixteen million, eight hundred and forty-one thousand point zero zero), represented by 168,410,000 (one hundred and sixty-eight million, four hundred and ten thousand) shares with a nominal value of EUR 0.10 (zero point one zero) each. The extraordinary Shareholders' Meeting can resolve to increase the share capital of the Company once or several times upon payment, through contributions of capital or in kind, or at no charge, by transferring the reserves and/or other available funds to the capital account.

The extraordinary Shareholders' Meeting can decide to increase the share capital with the exclusion of the pre-emption right, in addition to the other cases prescribed by law, for up to a maximum of ten per cent of the pre-existing share capital, provided that the issue price corresponds to the market value of the shares and that this is confirmed in a specific report prepared by the auditing company entrusted with the statutory auditing of the Company accounts.

The Shareholders' Meeting, in a special resolution adopted in the extraordinary session, may assign the administrative body the power to increase the share capital, once or several times, up to a fixed amount and for the maximum period of 5 (five) years from the date of the resolution, once again with the exclusion of the pre-emption right pursuant to article 2443 of the Italian Civil Code. The resolution made by the administrative body to increase the share capital in exercising the aforesaid power must be recorded in minutes, which are to be drawn up by a notary.

The share capital can also be increased with the issue of preferential shares or with rights other than those incorporated in the shares that are already issued. The Company can also issue the special categories of shares and financial instruments prescribed in article 2349 of the Italian Civil Code.

The Company can issue financial instruments with proprietary or also administrative rights, with the exclusion of the right to vote in the General Meeting of Shareholders. This resolution is to be adopted in the extraordinary Shareholders' Meeting, which regulates the characteristics of the aforesaid instruments in detail, specifying their conditions of issue, administrative and/or proprietary rights and penalties in the event of their non-performance, as well as their transfer, circulation or reimbursement methods.

The share capital can be reduced in the cases and in accordance with the methods prescribed by law through the resolution of the extraordinary Shareholders' meeting.

On 26 April 2012 the Extraordinary Shareholders' Meeting deliberated, in accordance with article 2349 of the Italian Civil Code, to increase the share capital at no cost for a nominal maximum of EUR 50,000.00, corresponding to a maximum number of 500,000 ordinary shares with a nominal value of EUR 0.10 each, in implementing the 2012 Stock Grant Plan in favour of the top management of the Ferragamo Group (as identified in the plan itself) (hereinafter the "2012 Stock Grant Plan"), which was approved by the Ordinary Shareholders' Meeting on 26 April 2012. The share capital will be increased, in compliance with the 2012 Stock Grant Plan, in a single tranche at the end of the 2012-2013-2014 three-year period using a special asset reserve that has been set up with immediate effect for an amount of EUR 50,000.00, withdrawn from other free asset reserves replenished by undivided profits, or according to the other methods laid down by the regulations in force from time to time.

The shares to be issued in accordance with the previous paragraph will be allocated under the terms and conditions laid down in the 2012 Stock Grant Plan.

All the powers required to perform the increase in share capital stated above and in particular to allocate and issue the new shares in the implementation of the 2012 Stock Grant Plan are delegated to the Board of Directors, under the terms and conditions laid down in the Plan itself, in compliance with the regulations for the implementation of the Plan approved by the Board. The Board of Directors also has the power to make amendments to this article in order to adapt the quantity of the share capital accordingly.

The share capital will be understood to be increased for the amount equal to the shares issued once the time limit for the increase in capital stated above has elapsed, under the conditions laid down in the 2012 Stock Grant Plan and in compliance with the regulations for the implementation of the Plan approved by the Board of Directors.

#### Art.6

The shares are registered and are indivisible. Insofar as the law permits, if the shares are fully paid-up, they can also be bearer shares, at the request and expense of the shareholder.

Each share awards the right to one vote.

The shares grant equal rights to their holders. However, with the special resolution of the extraordinary Shareholders' Meeting, special categories of shares with different rights as per articles 2348ff of the Italian Civil Code can be created. In any case, all the shares belonging to the same category are assigned equal rights.

If the aforesaid special categories of shares are created, the resolutions of the Shareholders' Meeting that are detrimental to the rights of one of these categories must also be approved by the special Shareholders' Meeting of the members of the category in question. The provisions applied to the extraordinary Shareholders' Meeting are also applicable to the special Shareholders' Meeting.

If shares are co-owned, the co-ownership rights must be exercised by a common representative, who is to be appointed by following the procedures laid down in articles 1105 and 1106 of the Italian Civil Code.

#### Art.7

The shares are freely transferable by an *inter vivos* transaction and are transferable upon death. The *pro-tempore* regulations in force regarding the representation, rights and circulation of corporate shareholdings prescribed for financial instruments negotiated in the regulated markets are applicable to the shares.

#### Art.8

The capacity as shareholder infers the unconditional acceptance of the Deed of Incorporation and the By-laws of the Company.

#### Art.9

The Company may issue bearer or registered bonds. The Company may also issue convertible bonds that must be registered and must indicate the exchange rate and conversion methods. The issue of bonds is deliberated on by the Board of Directors, whereas the decision to issue convertible bonds must be made through the resolution of the extraordinary Shareholders' Meeting. In any case, the resolution to issue bonds must be recorded in minutes drawn up by a notary, and must be filed and registered in accordance with article 2346 of the Italian Civil Code. The Shareholders' Meeting, with the special resolution adopted in the extraordinary session, can invest the administrative body with the power to issue convertible bonds once or several times up to a fixed amount and for a maximum period of 5 (five) years from the date of the resolution, with the exclusion of the pre-emption right, in accordance with article 2443 of the Italian Civil Code.

The resolution to issue a debenture loan must comply with the limits and provisions laid down by the *pro-tempore* regulations in force regarding these matters.

#### WITHDRAWAL

#### Art.10

The right to withdraw from the Company can be exercised only within the limits and according to the provisions laid down by the imperative *pro-tempore* regulations in force. The right of withdrawal is excluded in the event of the extension of the duration of the Company.

The intention of the shareholder to exercise the right of withdrawal must be communicated to the Board Of Directors by means of a registered letter with return receipt, with an indication of the personal particulars of the withdrawing party, his/her domicile and the shares involved in the

exercising of the withdrawal within 15 (fifteen) days from the registration of the resolution justifying the right to withdraw in the Register of Companies. If the fact that justifies the withdrawal differs from a resolution to be registered in the Register of Companies, this is exercised within 30 (thirty) days from the time the shareholder becomes aware thereof. The shares involved in the exercising of the right of withdrawal cannot be transferred and, if issued, must be deposited at the registered office of the company. The exercising of the right of withdrawal must be noted in the shareholder register.

#### GENERAL MEETING OF SHAREHOLDERS

##### Art.11

When the Shareholders' Meeting is duly constituted, it represents the universality of the shareholders, and in compliance with the law and these By-laws the resolutions made are binding on all the shareholders, even if they have not attended, have abstained or disagree. The Shareholders' Meeting of the Company gathers in ordinary and extraordinary sessions in accordance with the law and these By-laws.

##### Art.12

The ordinary and extraordinary Shareholders' Meetings are called by the Board of Directors or by the other entitled persons and can also be held outside the Municipality in which the registered office of the company is located, provided that it is in Italy or in the territory of another member state of the European Union or in the United States of America.

Without prejudice to the applicability of any special laws regarding joint-stock companies listed in regulated markets, the Shareholders' Meeting must be called by the Board of Directors at least once a year, within 120 (one hundred and twenty) days from the closing of the financial year or within 180 (one hundred and eighty) days if the Company is obliged to draw up consolidated financial statements or if required by the particular circumstances relating to the structure and purpose of the Company. In this case the administrative body is obliged to announce the reasons for the delay in the report it has prepared in accordance with article 2428 of the Italian Civil Code.

The Shareholders' Meeting is also called by the Board of Directors each time it deems it necessary and in the cases prescribed by law, or upon the written announcement to the Chairperson of the Board of Directors by the Board of Auditors or at least two of its members, in accordance with the legal provisions in force. The Shareholders' Meeting is also called by the Board of Directors within the time limits prescribed by law, when requested by the shareholders that represent at least 5% (five per cent) of the share capital. The proposed items to be discussed are to be indicated in the request. Shareholders cannot request a meeting to be called for items on which the Shareholders' Meeting is deliberating, pursuant to the law, on the proposal of the directors or on the basis of a project or a report prepared by the aforesaid directors. The Shareholders' Meeting is called, finally, in the other cases prescribed by law.

The Shareholders' Meeting is called in accordance with the time limits and in the manner prescribed by applicable laws and regulations from time to time.

The date, time and place of the meeting and a list of the items to be discussed must be stated in the notice, as well as any other information and mentions that may be requested by the *pro-tempore* laws and provisions in force.

The Shareholders' Meeting is held on single call, applying in this case the quorum required for shareholders' meetings and resolutions as prescribed by law, unless the notice of call provides dates for possible subsequent calls in addition to the first call, therein including a possible third call.

The shareholders that, even jointly, represent at least 1/40 (one fortieth) of the share capital may ask for items to be added to the agenda within 10 (ten) days from the publication of the notice to attend the Shareholders' Meeting, unless a different time limit has been prescribed by law, specifying the further items proposed for discussion in the request within the limits and in the manner prescribed by applicable laws and regulations. Notice of any new items for the agenda, following the request for the addition of items, as stated in this article, is given in the same manner prescribed for the publication of the notice of call, at least 15 (fifteen) days before the date fixed for the Shareholders' Meeting, unless a different time limit has been prescribed by law. Additions to the agenda are not permitted for items on which the Shareholders' Meeting is deliberating, pursuant to the law, on the proposal of the directors or on the basis of a project or a report prepared by the aforesaid directors.

In the absence of the aforesaid formalities and all other further formalities prescribed by law, the Shareholders' Meeting is deemed to be properly constituted and can validly deliberate on any item, with the exception of the opposition of the shareholder that has not been sufficiently informed, when the full share capital is represented and the majority of the members of the Board of Directors and Board of Auditors attend the Shareholders' Meeting. In this case, the members of the Board of Directors and the Board of Auditors that are absent must be duly informed of the resolutions made.

#### Art.13

The parties that hold the shares on the seventh trading day prior to the date of the Shareholders' Meeting (or the other time limit indicated by the *pro-tempore* regulations in force) and the shareholders that have expressed their intention to attend the Shareholders' Meeting in a notice given to the Company by the authorised intermediary in accordance with applicable laws and regulations are entitled to attend and exercise voting rights in the Shareholders' Meeting.

#### Art.14

The parties that are entitled to attend and exercise voting rights in the Shareholders' Meeting may appoint a proxy in writing, in the cases and within the limits prescribed by applicable laws and regulations. This proxy can be another legal or natural person, who does not have to be a shareholder. The proxy may be notified to the Company by electronic means via certified e-mail or by using the dedicated section of the Company website or using other notification methods stated in the notice of call, in compliance with applicable laws and regulations.

The participants may take part in the ordinary and extraordinary Shareholders' Meeting via teleconferencing or videoconferencing, provided that the identification of the participants is guaranteed and the latter can actively participate in the discussion of the items on the agenda and vote in real time, as well as receive, send and view documents. The examination of the items and resolutions must also occur simultaneously and the audio and/or video connections where the participants can meet must be indicated and/or communicated by the Company. However, the Chairperson of the Shareholders' Meeting and the Secretary at least must be in attendance at the place called for the meeting. In this case, the Shareholders' Meeting is considered to be held at the place where the Chairperson and Secretary or the notary are present. The methods of telecommunication must be reported in the minutes.

Votes may also cast by correspondence.

Voting by correspondence is exercised according to the methods indicated in the notice of call, in compliance with applicable regulations.

#### Art.15

The Shareholders' Meeting is chaired by the Chairperson of the Board of Directors or, in the case of his/her absence or inability to attend, by another person appointed by the Board of Directors, and in the absence of the aforementioned individuals, the Shareholders' Meeting will choose its own Chairperson. The Shareholders' Meeting appoints a secretary, who does not have to be a shareholder, and if necessary one or more vote-counters, who do not have to be shareholders.

The Minutes are drawn up by a Notary in the extraordinary Shareholders' Meeting, and in any other cases prescribed by law. If the minutes are drawn up by a notary, the attendance of the Secretary is not required.

It is the responsibility of the Chairperson of the Shareholders' Meeting, who can use authorised assistants: to verify that the Meeting is duly constituted; to ascertain the right of the shareholders to attend and exercise voting rights; to confirm the regularity of the proxies; to direct and regulate the discussion and the orderly conduct of the Shareholders' Meeting, and; to establish the methods for voting, and ascertain and declare the related results.

The Shareholders' Meetings are regulated by law, these By-laws and the Shareholders' Meeting Regulations, approved with the resolution of the ordinary Shareholders' Meeting of the Company.

#### Art.16

The ordinary and extraordinary Shareholders' Meeting are duly constituted on single call, unless the notice of call provides dates for possible subsequent calls in addition to the first call, therein including a possible third call, in accordance with previous article 12, sixth paragraph, of these By-laws, applying the quorum required for shareholders' meetings and resolutions as prescribed by law. The provisions of articles 20 and 30 of these By-laws are to be applied for the appointment of the Board of Directors and Board of Auditors.

#### Art.17

The ordinary and extraordinary Shareholders' Meeting deliberates on the items assigned to it by law or these By-laws.

The ordinary Shareholders' Meeting can also point an honorary Chairperson of the Company, who is entitled to attend the meetings of the Board of Directors and who remains in office for the period of time equal to that of the elected directors. In any case, there is no incompatibility between the position of Honorary Chairperson and the position of director.

Art.18

The Directors cannot vote on the resolutions regarding their own responsibilities.

Art.19

The resolutions of the Shareholders' Meeting are recorded in minutes, signed by the Chairperson and the Secretary or the Notary.

ADMINISTRATION AND MANAGEMENT

Art.20

The Company is administered by a Board of Directors, appointed by the Shareholders' Meeting using the methods stated below.

The Board is composed by no more than fifteen and no less than five members, who do not have to be shareholders, as established in the Shareholders' Meeting at the time of appointment.

The Directors remain in office for a term that does not exceed three years, as established from time to time in the Shareholders' Meeting at the time of appointment, and they may be re-elected. The positions in office expire on the date of the Shareholders' Meeting called to approve the financial statements of the last financial year of their appointment.

The directors must possess the requisites laid down in the applicable *pro-tempore* regulations in force and in these By-laws. Furthermore, a number of directors no less than the minimum number required by the applicable legal provisions must possess the requirements of independence in accordance with article 148, paragraph 3, of Italian Legislative Decree 24 February 1998, no. 58.

If the requirements necessary for the position are not met, the position is forfeited. However, if the director ceases to comply with the requirements of independence stated above, without prejudice to the obligation to immediately inform the Board of Directors thereof, the position is not forfeited if the number of directors in office complies with the minimum number of independent directors required by the *pro-tempore* regulations in force.

The members of the Board of Directors are elected on the basis of lists of candidates according to the methods stated below:

- i) the shareholders that represent, even jointly, at least 2.5% (two point five per cent) – or the other percentage established by the applicable provisions – of the share capital represented by shares that assign voting rights in the resolutions of the shareholders' meeting for the appointment of the members of the administrative body, or other



proportion that may be prescribed by imperative laws or regulations, can submit a list of candidates in consecutive order. The list must be no longer than the number of directors to be elected;

- ii) each shareholder, as well as the shareholders belonging to the same group, forming part of the same shareholders' agreement pursuant to article 122 of Italian Legislative Decree 24 February 1998, no. 58, or the parent company, subsidiary companies and those subject to common control pursuant to article 93 of Italian Legislative Decree 24 February 1998, no. 58, cannot submit or take part in the submission, not even via a third party or trust company, of more than one list, nor can they vote for different lists. Each candidate can appear on one list only under penalty of ineligibility. For the purposes of the application of this point ii), the party, which does not have to take the form of a company, that directly or indirectly exercises control pursuant to article 93 of Italian Legislative Decree 24 February 1998, no. 58, over the shareholder in question and all the companies controlled directly or indirectly by this party, are considered to belong to the same group;
- iii) in the event of the violation of the provisions stated above, the position of the shareholder in question is not taken into consideration on any of the lists for the purposes of the application of the provisions of this article;
- iv) the lists must be filed at the registered office of the company and the stock exchange operator at least 25 (twenty-five) days before the date fixed for the shareholders' meeting called to deliberate on the appointment of the administrative body and must be made available to the public at the registered office of the company and the stock exchange operator, as well as on the Company website and using the other methods prescribed by applicable laws and regulations at least 21 (twenty-one) days before the date fixed for the Shareholders' Meeting on first call. The list indicates the directors that possess the requirements of independence prescribed by law and the By-laws. Lists with three or more candidates will also include candidates of different gender, as foreseen in the notice of call for the Shareholders' Meeting, thus allowing a composition of the Board of Directors in compliance with the laws and regulations in force on gender balance. The ownership of the minimum shareholding necessary for the submission of the lists stated in previous letter (i) is determined by taking the shares registered in favour of the shareholder into consideration on the day in which the lists are filed at the registered office of the Company. In order to prove the ownership of the number of shares necessary for the submission of the lists, the Shareholders that take part in the submission of the lists must submit or deliver a copy of the special certification to the registered office of the Company, issued by the qualified intermediary, in accordance with the law, proving the ownership of the number of shares necessary for the submission of the list. This certificate must be issued at least twenty-one days before the Shareholders' Meeting called to deliberate on the appointment of the members of the Board of Directors. The following must be filed together with each list: a) information on the identity of the shareholders that have submitted the list and the total percentage shareholding held by them; b) the statements in which the individual candidates agree to their nomination and attest, under their own liability, that there are no grounds for their ineligibility and incompatibility, and that they meet the requisites prescribed by the laws in force for the position; c) the declarations of independence issued in accordance with applicable laws and regulations; d) the curriculum vitae of each candidate, containing the

- relevant personal and professional data on each candidate with an indication of the management and supervisory positions held;
- v) the submitted lists that do not comply with the provisions stated above shall be disregarded;
  - vi) each shareholder has the right to vote for a single list. When the votes have been cast, the candidates that have obtained the highest number of votes on the two lists will be elected, according to the following criteria:
    - A) a number of directors equal to the total number of members of the Board, as established beforehand in the Shareholders' Meeting, is taken from the list that has obtained the highest number of votes, minus one. Candidates are appointed in compliance with these numerical limitations, in the order they are indicated on the list;
    - B) one director, represented by the candidate indicated with the first number on the list is taken from the list that has obtained a second highest number of votes and that is not associated in any way, even indirectly, with the list stated in previous paragraph A) and/or with the shareholders that have submitted or voted for the majority list. Nevertheless, in this respect the lists that have not reached a percentage of votes equal to at least half of the percentage required for the submission of the lists as stated in previous paragraph (i) will not be taken into account.

If the methods stated above do not guarantee that the appointed number of directors in possession of the requirements of independence, as prescribed for directors pursuant to article 148, paragraph 3 of Italian Legislative Decree 24 February 1998, no. 58, meets the minimum number of independent directors required by law for the total number of directors, the last non-independent candidate elected on the list that has obtained the highest number of votes as stated in letter A) of paragraph vi) above, will be replaced by the first non-elected independent candidate highest on the same list, or, where non-existent, by the first non-elected independent candidate that is highest on the other lists, according to the number of votes obtained by each one. This procedure to replace candidates will continue until the Board of Directors is composed of the minimum number of members, as prescribed by the *pro-tempore* regulations in force, in possession of the requirements stated in article 148, paragraph 3 of Italian Legislative Decree 24 February 1998, no.58. Finally, if the aforesaid procedures do not guarantee the minimum number of independent directors, the candidate(s) will be replaced through the resolution of the Shareholders' Meeting on the basis of the majorities required by law, upon the submission of the candidatures of parties that meet the aforesaid requirements.

Subject to compliance with the minimum number of directors meeting the independence requirements above, should the composition of the Board of Directors with the candidates elected as per the procedure above not ensure compliance with the laws and regulations in force on gender balance, the candidate of the gender most strongly represented and elected as last in progressive order in the list having reached the highest number of votes under letter A), paragraph vi), above will be substituted by the first candidate of the gender represented the least in progressive order and not elected of the same list, failing whom, by the first candidate of the gender represented the least in progressive order and not elected of the other lists, according to the number of votes reached by each of them. This substitution procedure will be followed until the Board of Directors complies with the laws and regulations in force on gender balance. Finally, should such procedure not ensure the outcome above, the substitution will be done by a resolution reached by the Shareholders' Meeting with the majorities provided for by law.

If only one list has been submitted, all the candidates on this list will be elected, but the appointment of the minimum number of directors in possession of the requirements of independence required by the *pro-tempore* regulations in force must be guaranteed, as well as compliance with the laws and regulations in force on gender balance. If no list is submitted, the Shareholders' Meeting will deliberate on the basis of the majorities required by law, without observing the procedure stated above. Other and further provisions prescribed by imperative laws and regulations are not affected. In any event, compliance with the minimum number of independent directors and with the laws and regulations in force on gender balance will be ensured.

If one or more directors leave their position during the financial year, provided that the majority is always made up of directors appointed by the Shareholders' Meeting, the Board will replace the aforesaid director(s) with the resolution approved by the Board of Auditors, according to the following procedure:

- a) the Board of Directors replaces the director(s) from among those on the same list to which the former director belonged and the Shareholders' Meeting makes its decision according to the legal majorities based on the criteria stated in the first paragraph of article 2386 of the Italian Civil Code;
- b) if there are no candidates that were not elected previously on the aforesaid list or no more candidates that meet the requirements, or if it is not possible to comply with the provisions of letter a) for whatever reason, the Board of Directors will replace the director(s), as the Shareholders' Meeting will subsequently proceed to the replacement, on the basis of the first paragraph of article 2386 of the Italian Civil Code, according to the legal majorities without voting for a list.

In any case the Board of Directors and the Shareholders' Meeting, in compliance with the first paragraph of article 2386 of the Italian Civil Code, will appoint the appropriate number of director(s) that guarantees the minimum number of directors, as prescribed by the *pro-tempore* regulations in force, in possession of the requirements laid down in article 148, third paragraph of Italian Legislative Decree 24 February 1998, no. 58, as well as compliance with the laws and regulations in force on gender balance.

In accordance with article 2386, first paragraph, of the Italian Civil Code, the directors that are appointed in this way will remain in office until the next Shareholders' Meeting and those appointed in the Shareholders' Meeting will remain in office for the remaining term of the directors they replaced.

If for any reason the majority of the directors appointed with the resolution of the Shareholders' Meeting should cease to hold office, the entire Board is understood to have resigned with effect from the subsequent re-formation of this body. In this case, an emergency Shareholders' Meeting must be called by the directors remaining in office to appoint a new Board. In the meantime, these remaining directors may carry out all acts of the ordinary management of the Company.

#### Art.21

The Board of Directors elects a Chairperson and a Vice-Chairperson from among its members in the first meeting subsequent to its appointment, if the Shareholders' Meeting has not already done so.

The Board also appoints a Secretary, who does not have to be a director. If the Chairperson is absent or unable to attend, his/her responsibilities are exercised by the Vice-Chairperson.

#### Art.22

The Board meets at the registered office of the Company or elsewhere each time the Chairperson deems it necessary, or on the request of at least two of its members. This request must contain an indication of the items on the agenda. The meetings are called through a notice of call containing a list of the items on the agenda, to be sent at least 8 (eight) days prior, or, in the event of emergency, at least 3 (three) days prior to the meeting, by means of a registered letter, which can also be handwritten, or via telegram, telefax or e-mail message with read receipt. The Board can also be called, upon the announcement made to its Chairperson, by the Board of Auditors or by each auditor individually. Even if the aforesaid formalities for calling a meeting are not met, the Board of Directors is deemed to be properly constituted when all the directors and statutory auditors in office are present.

The Board can meet and validly reach its decisions also via telecommunication systems, provided that it can be guaranteed that each of the participants can participate in the discussion of the items on the agenda, as well as form their own opinions and freely and duly exercise their vote in real time. The Meeting is considered to be held at the place where the Chairperson and Secretary or the person taking his/her place or the notary that has drawn up the minutes are present.

The meetings of the Board of Directors are presided over by the Chairperson, or, in the case of his/her absence or inability to attend, by the Vice-Chairperson or, in the case of his/her absence or inability to attend, by the director that holds the most senior position or, subordinately, is the eldest of the group.

#### Art.23

The effective presence of the majority of the members of the Board is required in order for its resolutions to be deemed valid. The resolutions are made with the absolute majority of the votes of those present. If there are an equal number of votes, the vote of the Chairman prevails.

#### Art.24

The minutes of the Board resolutions are drawn up by the Secretary or the person acting in his/her stead.

The minutes are signed by the Chairperson and the Secretary or the person acting in his/her stead, and by the Notary appointed to draw up the minutes.

#### Art.25

The directors are responsible for the management of the company and must carry out the transactions necessary for the achievement of the corporate purpose.

The following responsibilities are all so assigned to the Board of Directors:

a) the merger of companies in the cases prescribed by articles 2505 and 2505-bis of the Italian Civil Code and the demerger of companies in the cases in which these regulations are applicable;

- b) the indication of the directors that will represent the Company;
- c) the reduction of the share capital in the event of the withdrawal of one or more shareholders;
- d) the amendments of By-laws pursuant to legal provisions;
- e) the opening and closing of secondary offices.

The directors duly report to the Board of Auditors at least every quarter at the meeting of the Board or the Executive Committee, if appointed, or also directly through a written notice sent to the Chairperson of the Board of Auditors. This notice includes the activities carried out and transactions with the most significant economic, financial and equity-related impact concluded by the Company and its subsidiaries. The directors also report on the transactions in which they have an interest, directly or on the behalf of third parties, or that are influenced by the party that performs management and coordination activities.

#### Art.26

The Board can delegate its responsibilities for the full or partial management of the company within the limits of the law and these By-laws to one or more Managing Directors, and determine their powers. The Board of Directors can form an Executive Committee, determining the number of its members and their powers. It also has the power to appoint directors and proxies, with individual and joint signature rights, determining their powers and responsibilities. The directors, if invited, attend the meetings of the Board, but are not entitled to vote.

In any case, the appointment of the person delegated to cast the vote of the Company in the shareholders' meetings of the subsidiary Companies, as well as the assignment of the related instructions, must always be deliberated on by the Board of Directors.

The delegated bodies, such as the Chairperson and/or the Managing Director and/or the Executive Committee, report to the Board of Directors and the Board of Auditors at least every three months on the activities carried out by virtue of the delegations granted to them, the general performance of management operations and their foreseeable development, and the transactions with the most significant economic, financial and equity-related impact concluded by the Company and its subsidiaries. In particular, they also report on the transactions in which they have an interest, directly or on the behalf of third parties.

The Board can form internal committees with consulting or propositional roles, and determine their responsibilities and powers.

The Board of Directors in any case has the power to supervise and to take the operations subject of the delegations upon itself, as well as the power to cancel them, without prejudice to the fact that the delegated bodies are in any case obliged to report to the Board of Directors and the Board of Auditors at least every quarter.

#### Art.27

The members of the administrative body are reimbursed the expenses incurred due to their position in office and are paid a remuneration determined by the Shareholders' Meeting at the time of their appointment.

The remuneration of the directors holding the positions of Chairperson, Vice-Chairperson and Managing Director, as well as members of the Board vested with special tasks and the members of the Executive Committee, is determined by the Board of Directors, after obtaining the opinion of the Board of Auditors, as well as the proposal of the committee set up if necessary within the Board, in compliance with the maximum limits fixed by the Shareholders' Meeting.

The Shareholders' Meeting can establish an overall amount for the remuneration of all the directors, including those vested with special tasks. The members of the Board are entitled to a refund of travel expenses.

#### Art.28

The Chairperson of the Board of Directors and the person acting in his/her stead is the legal representative of the company. The legal representation of the Company is due, separately, also to the delegated directors, within the scope and the limits of the delegations granted to each one of them.

### LIABILITY ACTION OF MINORITY SHAREHOLDERS

#### Art.29

The corporate liability action laid down in article 2393-bis of the Italian Civil Code can be exercised by the shareholders that represent at least 1/40 (one fortieth) of the share capital.

### AUDITORS

#### Art.30

The Board of Auditors supervises the compliance of the Company with the laws and the By-laws, the compliance of the Company with the principles of correct administration and in particular the adequacy of the administrative, organisational and accounting structure adopted by the Company, as well as its functioning, and carries out all other tasks entrusted to it by the laws and regulations in force.

The Board of Auditors is composed of three statutory auditors and two substitute auditors.

The auditors remain in office for 3 (three) financial years and can be re-elected. The positions expire on the date of the Shareholders' Meeting called to approve the balance sheet for the third financial year of their appointment. The annulment of the positions due to expiry of the time limit is therefore effective from the time the Board is re-formed.

The auditors are chosen from among the persons that possess the requirements, also in relation to the plurality of the offices held as prescribed by the laws and regulations in force, among which those of professionalism in compliance with Italian Decree of the Ministry of Justice of 30 March 2000, no. 162, or the *pro-tempore* regulations in force.

The persons who are in the situations laid down in article 2399 of the Italian Civil Code cannot be appointed for the position of auditor and if they are already appointed or in office, they will forfeit the position.

In order to guarantee that the minority shareholders can participate in the election of a statutory and a substitute auditor, the Board of Auditors is appointed on the basis of lists submitted by the shareholders, in which the candidates are listed in numerical order. The list is composed of two sections: one for the candidates standing for the position of statutory auditor, the other for the candidates standing for the position of substitute auditor. Lists with three or more candidates will also include candidates of different gender, as foreseen in the notice of call for the Shareholders' Meeting, thus allowing a composition of the Board of Auditors in compliance with the laws and regulations in force on gender balance. The shareholders that represent, even jointly, at least 2.5% (two point five per cent) of the share capital represented by shares that assign voting rights in the resolutions of the shareholders' meeting concerning the appointment of the members of the administrative body, or other proportion that may be prescribed by imperative laws or regulations, can submit a list of candidates. The ownership of the aforesaid minimum share necessary for the submission of the lists is determined by taking the shares registered in favour of the shareholder into consideration on the day in which the lists are filed at the registered office of the Company. In order to prove the ownership of the number of shares necessary for the submission of the lists, the Shareholders that submit or take part in the submission of the lists must submit or deliver a copy of the special certification to the registered office of the Company, issued by the qualified intermediary, in accordance with the law, proving the ownership of the number of shares necessary for the submission of the list. This certificate must be issued within the time limit laid down for the publication of the lists. Each shareholder, as well as the shareholders belonging to the same group, forming part of the same shareholders' agreement pursuant to article 122 of Italian Legislative Decree 24 February 1998, no. 58, as well as the parent company, the subsidiary companies and those subject to common control pursuant to article 93 of Italian Legislative Decree 24 February 1998, no. 58, cannot submit or take part in the submission, not even via a third party or trust company, of more than one list, nor can they vote for different lists. Each candidate can appear on one list only, under penalty of ineligibility. For the purposes of the application of the previous comment, the party, which does not have to take the form of a company, that directly or indirectly exercises control pursuant to article 93 of Italian Legislative Decree 24 February 1998, no. 58 over the shareholder in question and all the companies controlled directly or indirectly by this party are considered to belong to the same group.

In the event of the violation of the provisions stated above, the position of the shareholder in question is not taken into consideration on any of the lists for the purposes of the application of the provisions of this article.

Without prejudice to the incompatibilities prescribed by law, candidates that hold the position of auditor in 5 (five) other listed companies or that violate the limits of the plurality of positions that may be prescribed by applicable laws or regulations, or those that do not possess the requisites of respectability and professionalism, as prescribed by the applicable laws and regulations, cannot appear on the lists. Outgoing auditors can be re-elected. The lists must be filed at the registered office of the company at least 25 (twenty-five) days before the date fixed for the Shareholders' Meeting called to deliberate on the appointment of the supervisory body and must be made available to the public at the registered office of the company, as well as on the Company website and using the other methods prescribed by applicable laws and regulations at least 21 (twenty-one) days before the date fixed for the Shareholders' Meeting. This will be mentioned in the notice of call. If only one list has been filed or if only lists have

been submitted by shareholders that are connected to one another pursuant to the laws and regulations in force within the aforesaid time limit of 25 (twenty-five) days, lists can be submitted up to the third date subsequent to this date, unless a different time limit has been prescribed by applicable laws and regulations. In this case the shareholders that hold a total number of shares equal to half of the share capital threshold stated above, either individually or together with other shareholders, are entitled to submit lists.

The following must be deposited together with each list, within the time limits stated above: i) information on the identity of the shareholders that have submitted the list and the total percentage of shares held by them ii) the statements in which the individual candidates agree to their nomination and attest, under their own liability, that there are no grounds for their ineligibility and incompatibility, therein including the limits of plurality of the positions, as well as the existence of the possession of the requirements in accordance with the legal and statutory regulations prescribed for the respective positions; iii) the declarations of the shareholders other than those that hold, even jointly, a controlling or majority shareholding, certifying the absence of any close association with the latter as prescribed by the applicable regulations; iv) the curriculum vitae of each candidate, containing the relevant personal and professional data on each candidate with an indication of the management and supervisory positions held.

The submitted lists that do not comply with the provisions stated above shall be disregarded.

The auditors are elected as follows:

A) two statutory and one substitute auditor is taken from the list that has obtained the highest number of votes in the Shareholders' Meeting, in the numerical order in which they are listed in each section of the list;

B) the remaining statutory auditor and the other substitute auditor is taken from the list that has obtained the second highest number of votes in the Shareholders' Meeting and that is not associated in any way, even indirectly, with the list stated in previous paragraph A) and/or with the shareholders that have submitted or voted for the majority list, based on the numerical order in which they are listed in each section of the list;

C) if the lists receive an equal number of votes, the list presented by the shareholders in possession of the greater shareholding prevails, or subordinately, the greater number of shareholders;

D) should the Board of Auditors thus composed not ensure compliance with the laws and regulations in force on gender balance, the last candidate elected from the majority list will be substituted by the first candidate not elected of the same list belonging to the gender represented the least. If not possible, the statutory auditor of the gender represented the least will be appointed by the Shareholders' Meeting with the majorities provided for by law, in lieu of the last candidate of the majority list;

;

E) if only one list or no list is submitted, all the candidates appearing on the list that hold the required position or respectively those voted for in the Shareholders' Meeting will be elected for



the positions of statutory and substitute auditor, provided that these candidates receive the majority of the votes expressed in the Shareholders' Meeting. In any event, subject to compliance with the laws and regulations in force on gender balance.

The first candidate on the second list that has obtained the highest number of votes will assume the Chairmanship of the Board of Auditors.

If the auditor ceases to meet the required regulatory and legal requirements, he/she will forfeit the position.

If an auditor is to be replaced, the substitute auditor on the same list as the one of the auditor to be replaced will take over the position. Should the substitution prevent compliance with the laws and regulations in force on gender balance, the Shareholders' Meeting will be called as soon as practicable to ensure compliance with such laws and regulations.

When the Shareholders' Meeting is required to appointing the statutory and/or substitute auditors needed to complete all the positions in the Board of Auditors, it shall proceed as follows: if auditors elected from the majority list have to be replaced, the appointment shall be made by majority voting without list constraints; if, on the other hand, the auditors elected from the minority list are to be replaced, the Shareholders' Meeting shall replace them by majority voting, selecting them from among the candidates indicated in the list on which the auditor to be replaced appeared, or in the minority list that has the second highest number of votes.

If the application of the above procedures does not allow, for whatever reason, the auditors to be replaced by the minority, the Shareholders' Meeting will replace them by majority voting; however, in verifying the result of this last vote, no account will be taken of the votes cast by the parties that, as stated in the announcements made in compliance with the legal regulations in force, hold the relative majority of the votes that may be cast at the Shareholders' Meeting even indirectly or jointly with other Shareholders forming a part of a Shareholders' Agreement, pursuant to Article 122 of Legislative Decree 24 February 1998, no.58, as well as Shareholders who control, are controlled or are subject to joint control by the aforesaid parties. The positions of the new auditors expire at the same time as the positions of the auditors already in office.

In any event, subject to the obligation to comply with the laws and regulations in force on gender balance. The Board of Auditors must meet at least every 90 (ninety) days. The meetings of the Board of Auditors can be properly constituted via videoconference or audio conference if the chairman deems it necessary, provided that all the participants can be identified by the Chairperson and all the other participants, that they are permitted to follow the discussion and can actively participate in the discussion of the items on the agenda and vote in real time, that they are able to exchange the documents related to these items, and that all of the above is recorded in the related minutes. Once all these requirements have been verified, the meeting of the Board of Auditors is considered to be held at the place where the Chairperson is attending.

#### STATUTORY AUDITING OF ACCOUNTS

Art.31

The statutory auditing of accounts is performed in accordance with applicable provisions of law.

#### CORPORATE ACCOUNTING DOCUMENTS

Art.31

The Board Of Directors, after obtaining the compulsory but non-binding opinion of the Board of Auditors and with the ordinary majority prescribed in these By-laws, appoints the Manager in charge of preparing the corporate accounting documents of the Company as laid down in article 154-*bis* of Italian Legislative Decree 24 February 1998, no. 58, and may establish a fixed term for this position. This Manager is chosen from among the directors of the Company with proven financial and accounting experience, and he/she is vested with the adequate powers and means to perform the tasks assigned to him/her in accordance with the law. The Board of Directors also has the power to remove this Manager. The remuneration due to the Manager in charge of preparing the corporate accounting documents is determined by the Board of Directors.

The Board of Directors can always, after obtaining the compulsory but non-binding opinion of the Board of Auditors and with the ordinary majority prescribed in these By-laws, remove the Director in charge of preparing the corporate accounting documents from his/her position, simultaneously assigning the position to a new person.

#### TRANSACTIONS WITH ASSOCIATED PARTIES

##### Art.33

The Company approves transactions with associated parties in compliance with the laws and regulations in force, as well as with its own statutory provisions and procedures adopted on this matter.

##### Art.34

The internal procedures adopted by the Company for transactions with associated parties can prescribe that the Board of Directors has to approve transactions of greater importance, despite the contrary advice of the independent directors, provided that the performance of these transactions is authorised by the Shareholders' Meeting in accordance with article 2364, paragraph 1, number 5) of the Italian Civil Code.

If the situation in the previous paragraph arises or a resolution proposal to be submitted to the Shareholders' Meeting in relation to a transaction of greater importance is approved when the independent directors have expressed their contrary opinion, the Shareholders' Meeting deliberates according to the legal majorities, provided that, if the non-associated shareholders attending the Shareholders' Meeting represent at least 10% of the share capital with voting rights, the aforesaid legal majorities are reached with the favourable vote of the majority of the non-associated shareholders voting in the Shareholders' Meeting.

##### Art.35

The internal procedures adopted by the Company in relation to transactions with associated parties may prescribe the exclusion of emergency transactions - which are also the responsibility of the Shareholders' Meeting - from the scope of application, within the limits prescribed by the applicable laws and regulations.

#### FINANCIAL STATEMENTS AND PROFITS

##### Art.36

The financial year closes on 31 December each year.

At the end of each financial year the Board of Directors will prepare the financial statements of the Company, in accordance with the provisions of law.

Art.37

The net profits reported in the financial statements are distributed as follows: 5% of the profits are appropriated to the legal reserve until it has reached 1/5 of the share capital; the remaining amount of net profit is at the disposition of the Shareholders' Meeting, which can, alternatively or cumulatively, appropriate it to the shareholders or set up or increase other reserves.

Art.38

Dividends not collected within five years of the day on which they become payable will be prescribed in favour of the Company

WINDING-UP AND LIQUIDATION

Art.39

The provisions of law are applicable in the event that the Company is wound-up and liquidated.

FINAL PROVISIONS

Art.40

All matters not specifically regulated in these By-laws shall be governed by the applicable provisions of the law.