



**Pirelli & C. S.p.A.**

**Bylaws**  
(December 2025)

## **NAME – PURPOSE – REGISTERED OFFICE - TERM**

### **Article 1**

**1.1** A joint-stock company has been incorporated under the name *Pirelli & C. Società per Azioni* or, in abbreviated form, *Pirelli & C. S.p.A.*.

### **Article 2**

**2.1** The Company's purpose shall be the acquisition and management of shares and interests in Italian and foreign companies and businesses, as well as the strategic guidance and coordination regarding both the industrial setup and the activities performed by subsidiaries.

The Company, directly or through subsidiaries or affiliated companies, operates specifically relating to:

- the production and the sale, directly or through subsidiaries, of tyres, as well as raw materials, semi-finished goods, machinery and various equipment, complete plants relating directly or indirectly to the production of tyres;
- the research, development, experimentation and industrialization of tyres; the study and the manufacturing processes of tyres and their parts, including any other related or connected activity;
- the financing and the technical and financial coordination of the companies or corporations in which it holds interests; the sale and purchase, ownership, management and placement of both government and private securities held by the Company;
- the coordination and the organization of the activities of the group;
- the provision of management and business services, including the use of the trademark, the strategic planning, research and development, production techniques, marketing, advertisement, sale, distribution, finance, administration and data processing;
- the production and the sale, directly or through subsidiaries, of sports goods and clothing in general, as well as the provision of services or agency agreements relating to other types of goods, provided that they are produced or marketed by companies within the Pirelli Group (as defined below), with the exception of real estate.

**2.2** The Company may also conduct any other activity relating to the company purpose or instrumental, complementary or useful to this end, including without limitation, the obtainment of patents for business trademarks and industrial inventions and any other type of intellectual property protection, the purchase and transfer of these rights, the purchase and grant of licenses on the latter, as well as the provision of collateral and/or personal guarantees (also in favor of third parties), lending and borrowing transactions in any form, or any other type of financing (including corporate guarantees) in favor of Subsidiaries of the Company (to define the Subsidiary the word "Control" shall have the meaning set by article 2359, paragraph 1, of the Italian Civil Code).

**2.3** All activities reserved by the law to professional members enrolled in specific registers, the activities listed in article 106 of the Legislative Decree no. 385 of September 1, 1993, are excluded from the Company purpose, insofar as they are exercised *vis-a-vis* the public as well as the activities in general reserved and those forbidden by the applicable law.

### **Article 3**

**3.1** The legal, operational and administrative head office of the Company shall be in Milan. The operational and administrative head office shall not be transferred outside the municipality of Milan without the authorization of the ordinary shareholders' meeting pursuant to article 8.2 below, to be resolved upon with the supermajorities provided for therein.

**3.2** For the purposes of these By-Laws, "Pirelli's Technological Know How" shall mean: all the industrial and intellectual property rights in the tyre industry, under any applicable law from time to time, including but not limited to patents and models (including any relating filed application), know how (including, without limitations, all technical information relating to the products and the production processes, including data, specifications, drawings, software, documentations, specifications, manufacturing techniques, management data, plants layouts, quality standards, and any combination of the above), as well as (regardless of the product type) Pirelli's trademarks and anything subject to the protection of copyright or similar right; may they be owned by or available to the Company or to one of its direct or indirect Subsidiary.

Pirelli's Technological Know How shall not be object, in whole or in part, of any transfer and/or any act of disposition for any reason and in any form (including through the grant of licenses) if not

previously authorized by the ordinary Shareholders' Meeting pursuant to article 8.2 below, to be resolved with the supermajorities provided for therein, except for **(xx)** the grant of non-exclusive licenses at market conditions in favor of companies that are directly or indirectly controlled by the Company or third parties, in the context of the ordinary management of the business or marketing or promotional activities, or for **(yy)** the renewal, extension, amendment and/or restatement of existing licensing contracts as at October 1, 2017 in favor of companies involved in the production and sale (in Italy and/or abroad) of tires or inner tubes for heavy vehicles for industrial use, agricultural use and/or transportation of passengers; which shall be exclusively governed by the different procedures of the competent bodies of the Company, it not being necessary a resolution of authorization from the ordinary shareholders' meeting.

**3.3** In any case, with respect to any Board of Directors' resolutions concerning the assets of strategic importance of the Company as identified by the Prime Minister's Decree of 16 June 2023, by which special powers were exercised pursuant to Article 2 of Law Decree No. 21 of 15 March 2012, converted, with amendments, by Law No. 56 of 11 May 2012, the proposal is reserved to the CEO and any resolution against said proposal must be adopted exclusively by a vote of at least 4/5 of the Board of Directors.

**3.4** The corporate governance of Pirelli will be inspired to the international best practices.

#### **Article 4**

**4.1** The duration of the Company shall be until December 31, 2100.

**4.2** The extension of the term of duration does not award the right of withdrawal to shareholders who do not take part in the approval of the relating resolution.

### **SHARE CAPITAL**

#### **Article 5**

**5.1** The Company shall have a subscribed and paid-in share capital of EUR 2,065,650,608.36 (two billion sixty-five million six hundred fifty thousand six hundred eight point thirty-six), divided into n. 1,084,881,933 (one billion eighty-four million eight hundred eighty-one thousand nine hundred thirty-three).

**5.2** In resolutions to increase the share capital by issuing shares against payment, pre-emption right may be excluded for up to a maximum of ten percent of the previously existing 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 firm appointed to audit the accounts.

**5.4** With resolution of the shareholders' meeting, the share capital may also be increased by means of contributions in kind or of receivables, as well as any allowed assets, in compliance with applicable laws and the provisions of these By-Laws and the shareholders' meeting resolutions.

**5.5** If resolved by the shareholders' Meeting, the share capital may be reduced also by assignment of non-cash assets to the shareholders.

#### **Article 6**

**6.1** All shares are nominal. The issue of share certificates is excluded, given that the Company is subject to the procedure of obligatory dematerialization of its financial instruments.

**6.2** The statutory provisions on representation, capacity, circulation of the capital contribution relating to securities traded on regulated markets shall apply to the shares constituting the share capital.

**6.3** Any introduction or removal of restrictions on the circulation of shares does not award the right of withdrawal to shareholders who do not take part in the approval of the relating resolution.

**6.4** In case of joint ownership of shares, the rights of the joint owners shall be exercised by a common representative. The ownership of a share determines acceptance of the by-laws.

**6.5** The Company may issue, pursuant to applicable law, special shares with different rights also with respect to sharing of losses, establishing their content in the resolution of issuance.

**6.6** The issue of bonds is resolved by the directors in accordance with and pursuant to law.

### **SHAREHOLDERS' MEETINGS**

#### **Article 7**

**7.1** The calling of shareholders' meetings, which may be held anywhere in Italy, including in a place other than the Company's registered office, subject to the provisions of paragraph 5 of article 7 of these By-laws, the right to attend meetings, exercise voting rights, representation at same and submit motions are all regulated by law and by these By-laws.

**7.2** Ordinary and extraordinary shareholders' meetings are held on single call. The corresponding resolutions are adopted by the majorities required by law.

**7.3** Persons with voting rights may appoint a representative by proxy issued as provided by the current law and regulations.

Unless otherwise specified in the call notice in accordance with paragraph 4, article 7 of these By-laws, the proxy may be notified to the Company by electronic means, making alternative use of one of the following methods:

- a) use of the dedicated section of the Company website, indicated by the Company in the notice of call;
- b) dispatch of a message to the certified electronic mail address at the address indicated by the Company in the notice of call.

The notice of call may also circumscribe the method to be used for the specific shareholders' meeting to which the notice refers to one of the aforementioned methods.

The Company designates, for each general meeting, one person who may be appointed as a proxy holder by those entitled to vote at the meeting, with voting instructions for all or some of the items on the agenda ("**Appointed Representative**"). The proxy has no effect with respect to the items for which no voting instructions have been given. The Appointed Representative, the method and time limits for the issue of proxies are set in the notice of call.

**7.4** Where allowed by applicable laws and/or regulations, the Board of Directors may specify in the call notice that participation and the exercise of voting rights at the shareholders' meeting may occur exclusively through a proxy (or sub-proxy) granted to the Appointed Representative, within the timeframe and according to the procedures outlined in the notice, in compliance with relevant laws and/or regulations.

**7.5** If the Board of Directors opts for the provisions in paragraph 4, article 7 of these By-laws, and where permitted by applicable laws and/or regulations, the Board of Directors may also indicate in the call notice that participation in the shareholders' meeting by entitled persons may occur exclusively by means of telecommunications systems, provided that:

- a. the Chairman of the Shareholders' Meeting is able to ascertain the identity and legitimacy of those attending, regulate the proceedings of the meeting, and ascertain and proclaim the voting results;
- b. the minute-taker is able to hear the meeting events to be reported; and
- c. the attendees are able to join in the discussion and the Appointed Representative is able to vote simultaneously on the items on the agenda.

**7.6** The ordinary shareholders' meeting must be called in accordance with the law within a maximum of 180 days after the end of the Company's financial year.

**7.7** The directors, in the cases and manners provided by law, must forthwith call the general meeting when this is required by members representing at least a twentieth of the share capital.

**7.8** The members who require the meeting to be called shall prepare a report on the proposed items to be discussed. The Board of Directors, together with the publication of the notice of call and in the manner prescribed by law, makes available to the public the report prepared by the members, along with its potential assessment thereof.

**7.9** The shareholders who, even together, represent at least one fortieth of the share capital may ask, in the cases, in the manner and within the terms prescribed by law, to add items to the agenda, specifying in their request the new items proposed thereby or propose resolutions on items already included in the agenda for the meeting..

**7.10** The new items or the proposed additional resolutions on items already included in the agenda, submitted under paragraph 9 of Article 7 of these By-Laws, are published, according to the provisions of law, in the same manner prescribed for the publication of the notice of call.

**7.11** The shareholders who ask to put new items on the agenda prepare a report on the items which they propose to discuss, illustrating the reason for the proposed resolutions, and deliver it to the Board of Directors by filing it at the Company's offices before the last date indicated for submission of the request for additions to be made to the agenda or the reason for the proposed additional resolutions submitted on items already included in the agenda. The Board of Directors, simultaneously to the publication of the notice of additions to the agenda and in the manner prescribed by law, makes available to the public the report prepared by the members, along with its potential assessment thereof.

## **Article 8**

**8.1** With the exception of the provision under article 8.2 below, the due constitution of the shareholders' meetings and the validity of the resolutions adopted by same are governed by law.

**8.2** The shareholders' meeting, pursuant to article 2364, paragraph 1 n. 5) of the Italian Civil Code, authorizes the Board of Directors to perform the following specific acts:

- transfer of the administrative and operational office outside the municipality of Milan, pursuant to the provision of article 3.1 above;
- any transfer and/or act of disposition of Pirelli's Know How, under any form (including the grant of licenses), pursuant to the provision of article 3.2 above.

By way of derogation from the preceding article 8.1, the resolutions of the ordinary shareholders' meeting under article 8.2, as well as those made by the extraordinary shareholders' meeting for the amendment of this article 8.2 or articles 3.1 and 3.2 above are validly passed upon the favorable vote of as many shareholders representing at least 90% (ninety percent) of the Company's share capital.

**8.3** The proceedings of shareholders meetings are governed by law, by these By-laws, and – solely for the ordinary and extraordinary shareholders meetings – by the Rules of Proceeding approved by resolution of the Company's ordinary shareholders meeting.

**8.4** The right to attend the general meeting and to exercise voting rights is governed by the applicable provisions of law.

**8.5** The right to attend the general meeting and to exercise voting rights is certified by a notice given to the Company by the authorized intermediary, in accordance with its accounting records, in favor of the person who is entitled to vote.

**8.6** The notice referred to in paragraph 5 of Article 8 of these By-Laws is given by the intermediary on the basis of evidence relating to the end of the accounting day of the seventh trading day preceding the date of the meeting. The credit and debit recordings made on the accounts after that term are not relevant for the purposes of the right to exercise voting rights at the general meeting.

**8.7** The notice referred to in paragraph 5 of Article 8 of these By-Laws must be received by the Company by the end of the third trading day preceding the date of the shareholders' meeting or within the different deadline established by the applicable regulations. This is without prejudice to the right to participate in the meeting and to vote where the notice referred to in paragraph 5 of Article 8 of these By-Laws is received by the Company after the deadline specified in this paragraph though prior to the beginning of the meeting.

## **Article 9**

**9.1** Ordinary and extraordinary shareholders' meetings shall be chaired by the Chairman of the Board of Directors, or, in case the Chairman is absent or unable to perform his/her duties, in turn by the Vice Chairman or by the CEO. In the absence or inability to perform their duty by all of the aforementioned individuals, the meeting shall be chaired by another person elected with the favorable vote of the majority of the capital represented at the meeting.

**9.2** The Chairman shall be assisted by a Secretary who is to be appointed with the favorable vote of the majority of the capital represented at the meeting and need not be a shareholder; there is no need to appoint a Secretary when a notary public is designated to draw up the minutes of the meeting.

**9.3** The Chairman of the shareholders' meeting shall chair the meeting and govern its proceedings in compliance with the law and these By-laws. To this end, the Chairman shall, amongst other things: verify that the meeting is duly constituted; ascertain the identity of those present and their right to attend, including by proxy; ascertain the legal quorum for passing resolutions; direct the activity, including by establishing a different order for the discussion of the items listed on the agenda in the notice convening the meeting. The Chairman shall also take appropriate measures to ensure the orderly conduct of discussions and votes and shall establish the procedures and ascertain the results thereof.

**9.4** The resolutions of shareholders' meetings shall be recorded in the minutes that must be signed by the Chairman of the meeting and by the Secretary or the notary public.

**9.5** The minutes of extraordinary shareholders' meetings must be drawn up by a notary public appointed by the Chairman of the meeting.

**9.6** Any copies of and extracts from minutes that have not been drawn up by a notary public shall be certified as true copies by the Chairman of the Board of Directors.

## **MANAGEMENT OF THE COMPANY**

## **Article 10**

**10.1** The Company shall be managed by a Board of Directors composed of up to fifteen members who shall remain in office for three financial years and may be re-elected.

**10.2** The Board of Directors is appointed on the basis of slates presented by the shareholders pursuant to the following paragraphs hereof, in which the candidates are listed by consecutive number.

**10.3** The slates presented by the shareholders, which must be undersigned by the parties submitting them, must be filed at the Company's registered office, and be available at least twenty five days before the date set for the shareholders' meeting that is required to decide upon the appointment of the members of the Board of Directors. They are made available to the public at the registered office, on the Company website and in the other ways specified by Consob regulations at least 21 days before the date of the general meeting.

**10.4** Each shareholder may present or take part in the presentation of only one slate and each candidate may appear on only one slate on penalty of losing the right to be elected.

**10.5** Only shareholders who, alone or together with other shareholders, hold a total number of shares representing at least 1 percent of the share capital entitled to vote at the ordinary shareholders' meeting or the minor percentage, according to the regulations issued by Commissione Nazionale per le Società e la Borsa, are entitled to submit slates, subject to their proving ownership of the number of shares needed for the presentation of slates within the term specified for their publication by the Company.

**10.6** Together with each slate, statements must be filed in which the individual candidates agree to their nomination and attest, under their own liability, that there are no grounds for their ineligibility or incompatibility, and that they meet any requisites prescribed for the positions. Together with such statements, a *curriculum vitae* must be filed for each candidate, including their relevant personal and professional data and mentioning the offices held in management and supervisory bodies of other companies and their satisfaction of the requisites of independence prescribed for directors of listed companies by the law or by the governance code endorsed by the Company. In order to ensure gender balance, slates that contain a number of candidates equal to three must include candidates of different genders, while the slates containing a number of candidates equal to or higher than four must contain a number of candidates of the less represented gender at least matching the minimum laid down in statutory and/or regulatory provisions as in force at the time, in accordance with what will be stated in the notice of the Shareholders' Meeting. Any changes that occur up to the date of the Shareholders' meeting must be promptly notified to the Company.

**10.7** Any slates submitted without complying with the foregoing provisions shall be disregarded.

**10.8** Each person entitled to vote may vote for only one slate.

**10.9** (A) The Board of Directors is elected as specified below:

- a) four-fifths of the directors to be elected are chosen from the slate which obtains the highest number of votes cast by the shareholders, in the order in which they are listed on the slate; in the event of a fractional number, it is rounded-down to the nearest whole number;
- b) the remaining directors are chosen from the other slates; to this end, the votes obtained by the various slates are divided by whole progressive numbers from one up to the number of directors to be elected. The quotients thus obtained are assigned to the candidates on each slate in the order they are respectively listed thereon. On the basis of the quotients assigned, the candidates on the various slates are ranked in a single list in decreasing order. Those who have obtained the highest quotient are elected.

If more than one candidate obtains the same quotient, the candidate from the slate that has not yet elected a director or that has elected the lowest number of directors is elected. If none of such slates has as yet elected a director or they have all elected the same number of directors, the candidate from the slate which obtained the highest number of votes is elected. If the different slates obtain the same number of votes and their candidates are assigned the same quotients, a new vote is held by the entire shareholders' meeting and the candidate who obtains the simple majority of the votes is elected.

(B) If only one slate is presented, all directors shall be elected from the only slate that was presented.

**10.10** The appointment of the Board of Directors must take place in compliance with the rules on gender balance in force at the time. If applying the slate voting procedure fails to secure the minimum number of directors of the less represented gender that is required by the statutory and/or regulatory rules in force at the time, the last appointed candidate of the more represented gender indicated on the slate that attracts most votes shall be substituted by the non-appointed candidate of the less

represented gender, drawn from the same slate on the basis of their progressive order of presentation, and so on, slate by slate (solely with regard to slates with a number of candidates equal to or more than three), until the minimum number of directors of the less represented gender is reached. If at the end, said procedure does not secure the result just indicated, the substitution will be made through a resolution of the shareholders' meeting voted by a relative majority, subject to the nomination of persons of the less represented gender.

**10.11** If the application of the slate voting system does not ensure the appointment of the minimum number of independent Directors required by the law and/or regulation, the appointed non-independent candidate indicated with the higher progressive number in the slate which has obtained the higher number of votes is replaced by the non-appointed independent candidate included in the same slate on the basis of the progressive order of the presentation and so on, slate by slate, until the minimum number of independent Directors shall be appointed, without prejudice, whatever the circumstances, to compliance with the gender balance as provided by law and/or regulation in force at the time.

**10.12** When appointing directors who, for whatsoever reason were not appointed under the voting procedure established herein, the shareholders' meeting shall vote on the basis of the majorities required by law, without prejudice, whatever the circumstances, to the requirements of independence set forth by these By-Laws and to the compliance with the gender balance as provided by law and/or regulation in force at the time.

**10.13** If one or more vacancies occur on the Board during the course of the financial year, the procedure established in article 2386 of the Italian Civil Code shall be followed, without prejudice, whatever the circumstances, to compliance with the gender balance as provided by law and/or regulation in force at the time. Whenever the majority of the members of the Board of Directors elected by the Shareholders' Meeting leaves office for any cause or reason whatsoever, the remaining Directors will be deemed to have resigned and their resignation will become effective the moment a shareholders' meeting convened on an urgent basis elects a new Board of Directors.

**10.14** In the event a Director cease to comply with the independence requirements, this does not cause his/her ceasing to be a Director provided that the Directors in office complying with legal independence requirements are a number at least equal to the minimum number requested by laws and/or regulations.

**10.15** At its first meeting, the Board of Directors appoints a Chairman, if the shareholders' meeting did not provide yet, and eventually a Vice Chairman.

**10.16** In case of absence or impediment of the Chairman to perform his/her duties, in turn, the Vice Chairman or the CEO shall act in his/her stead; should they be absent or could not attend the board, another director, elected by the majority of the attendees may act in his/her stead.

**10.17** The Board of Directors shall appoint a Secretary, who needs not to be a director.

**10.18** Until the shareholders' meeting resolves otherwise, the directors shall not be subject to the prohibition contemplated in article 2390 of the Italian Civil Code.

## **Article 11**

**11.1** The Board of Directors shall conduct the management of the company and is accordingly vested with the broadest powers of administration, except for those remitted by law or by these By-laws to the authority of the shareholders' meeting.

**11.2** Within the limits established by law, the Board of Directors shall resolve on the incorporation into Pirelli & C. S.p.A. or demerger in favor of Pirelli & C. S.p.A. of the companies in which Pirelli & C. S.p.A. owns at least the 90 percent of the shares or quotas, on the reduction of the share capital in the event of withdrawal of the shareholder in the cases permitted by law, on the amendment of the By-laws to conform with statutory provisions, the relocation of the Company's registered office within Italy, and the opening and closing of secondary headquarters, subsidiaries, technical and administrative, branches, management offices, agencies and satellite offices, in Italy and abroad.

**11.3** In case of urgent matters, transactions with related parties of greater or lesser importance, as defined in the Procedure for related-party transactions adopted by the Board of Directors of the Company, which do not pertain to the shareholders' meeting and need not be approved thereby, may be entered into also by derogating from the respective authorization processes required in the Procedure, as long as this happens at the terms laid down therein.

**11.4** The Board of Directors and the Board of Statutory Auditors shall be kept informed, also by corporate bodies with delegated powers, on the activities carried out, the general performance of operations and their foreseeable development, and the transactions of material economic, financial and equity-related significance concluded by the Company or its subsidiaries; in particular, said corporate bodies with delegated powers shall report on transactions in which they have an interest, directly or on behalf of third parties, or that are influenced by the party that performs management

and coordination activities, if any. Such reports shall be made promptly, on a quarterly basis at least during the meeting or in a written memorandum.

**11.5** For the ordinary management of the Company, the Board of Directors delegates management powers to a director who shall be the CEO, with legal representation of the Company for the powers delegated.

**11.6** The Board of Directors may establish one or more committees with consulting and propositional functions, also for purposes of adjusting the corporate governance structure in line with the recommendations issued from time to time by the pertinent authorities.

**11.7** The Board of Directors shall appoint - with the consent of the Board of Statutory Auditors - the manager responsible for preparing the Company's financial reports ("**Manager in Charge**"). His office shall expire at the same time as that of the Board of Directors that appointed him/her, unless annulment for good cause, with the consent of the Board of Statutory Auditors.

**11.8** The Board of Directors may appoint – with the consent of the Board of Statutory Auditors – a manager, distinct from the Manager in Charge, for the purpose of attesting sustainability Reporting ("**Attesting Manager**"). His office shall expire at the same time as that of the Board of Directors that appointed him/her, unless annulment for good cause, with the consent of the Board of Statutory Auditors.

**11.9** The Manager in Charge must be an expert on administration, finances and auditing of companies and satisfy the integrity qualifications required to be a directors. Failing of such qualifications shall determine the termination of the office to be resolved by the Board of Directors within thirty days since the acknowledgement of the defect.

**11.10** The Attesting Officer must have specific expertise in sustainability reporting and meet the integrity requirements established for directors. Failing of such qualifications shall determine the termination of the office to be resolved by the Board of Directors within thirty days since the acknowledgement of the defect.

**11.11** The Board of Directors can appoint and revoke General Managers, Deputy General Managers, Directors and Deputy Directors, determining their powers and competences. The appointment and dismissal of Directors and Deputy Directors may be granted by the Board of Directors to Chief Executive Officers and General Managers.

**11.12** With respect to any Board of Directors' resolution concerning the appointment and dismissal from office of the Key Managers and, therefore (i) the General Manager; (ii) the Manager in Charge; (iii) the Secretary of the Board of Directors and, in general (iv) any manager qualified as Executive Vice President pursuant to the Company procedure, the proposal is reserved to the CEO and any resolution against said proposal must be adopted exclusively by a vote of at least 4/5 of the Board of Directors.

## **Article 12**

**12.1** The Board shall meet, at the invitation of the Chairman or whoever acts in his/her stead, at the Company's registered office or at any other venue stated in the letter of convocation, whenever he/she deems it appropriate in the best interests of the Company or receives a written request to do so from the CEO or one-fifth of the directors in office.

**12.2** The meeting of the Board of Directors can also be convened by the Board of Statutory Auditors, or by a single Statutory auditor, subject to prior notice given to the Chairman of the Board of Directors.

**12.3** The Chairman (or the person acting in his place) shall give advance notice of the matters to be discussed at Board meetings and arrange for adequate information on the questions to be examined to be provided to all the directors, taking account of the circumstances of each case.

**12.4** Board meetings shall be called by written notice to be sent by e-mail, or other equivalent means to each director and standing member of the Board of Statutory Auditors at least five days prior (or in urgent cases, with at least six hours' notice) to the date scheduled for the meeting.

**12.5** Even when a Board meeting is not formally called, resolutions of the Board of Directors shall nevertheless be valid if adopted in the presence of all the Board members in office and all the standing members of the Board of Statutory Auditors.

**12.6** Board meetings may, if the Chairman or whoever acts in his/her stead verifies the necessity, be attended by means of telecommunications systems that permit all attendees to participate in the discussion and obtain information on an equal basis.

**12.7** The meetings of the Board of Directors shall be considered held at the place in which the Chairman and the Secretary shall be simultaneously located.

**12.8** Notwithstanding the provisions of Articles 3.3 and 11.10 above, resolutions of the Board of Directors shall only be valid if adopted in the presence of the majority of Board members and by majority vote.



**12.9** Resolutions of the Board of Directors, including those adopted at meetings held via telecommunications, must be recorded in a specific minutes book and signed by the Chairman and the Secretary of the meeting. Any copies of and extracts from minutes that have not been drawn up by a notary public shall be certified as true copies by the Chairman or by the Secretary.

### **Article 13**

**13.1** The legal representation of the company vis-à-vis third parties and in court proceedings shall pertain severally to the Chairman of the Board of Directors and, within the limits of the powers granted by the Board of Directors, to the Vice Chairman and to the CEO, if appointed.

**13.2** Each of the aforementioned shall in any event be vested with all powers to bring legal actions and file petitions before any judicial authority and at all levels of jurisdiction, including in appeal and Supreme Court proceedings, to file statements and charges in criminal cases, to sue on behalf of the Company in criminal proceedings, to bring legal proceedings and file petitions before all administrative jurisdictions, to intervene and protect the company's interests in any proceedings and claims concerning the company and to grant the mandates and powers of attorney required for such purpose.

**13.3** The Board of Directors and, within the limits of the powers granted to them by said Board, the Chairman of the Board and, if appointed, the Vice Chairman and the CEO shall be authorized to grant the power to represent the Company vis-à-vis third parties and in court proceedings to managers and staff in general and, when necessary, to third parties.

### **Article 14**

**14.1** In addition to the reimbursement of all expenses sustained by reason of their office, members of the Board of Directors shall be entitled to an annual emolument established by the shareholders' meeting.

**14.2** The remuneration of directors vested with special office shall be established by the Board of Directors after obtaining the opinion of the Board of Statutory Auditors.

### **Article 15**

**15.1** If, due to resignations or for any other reason, more than half of the seats on the Board become vacant, the entire Board of Directors shall be deemed to have resigned and cease to hold office with effect as of the time of its reconstitution.

## **BOARD OF STATUTORY AUDITORS**

### **Article 16**

**16.1** The Board of Statutory Auditors shall be composed of five effective and three alternate auditors, who must be in possession of the requisites established under applicable laws and regulations; to this end, it shall be borne in mind that the fields and sectors of business closely connected with those of the Company are those stated in the Company's purpose, with particular reference to companies or corporations operating in the financial, industrial, banking, insurance and real estate sectors and in the services field in general.

**16.2** The ordinary shareholders' meeting shall elect the Board of Statutory Auditors and determine its remuneration. The minority shareholders shall be entitled to appoint one effective auditor and one alternate auditor.

**16.3** The Board of Statutory Auditors shall be appointed in compliance with applicable laws and regulations and with the exception of the provisions of paragraph 17 of this article 16, on the basis of slates presented by the shareholders in which candidates are listed by consecutive number.

**16.4** Each slate shall contain a number of candidates which does not exceed the number of members to be appointed.

**16.5** Shareholders who, alone or together with other shareholders, represent at least 1 percent of the shares with voting rights in the ordinary shareholders' meeting or the minor percentage, according to the regulations issued by Commissione Nazionale per le Società e la Borsa for the submission of slates for the appointment of the Board of Directors shall be entitled to submit slates.

**16.6** Each shareholder may present or take part in the presentation of only one slate.

**16.7** The slates of candidates, which must be undersigned by the parties submitting them, shall be filed in the Company's registered office at least twenty five days prior to the date set for the shareholders' meeting that is required to decide upon the appointment of the members of the Board of Statutory Auditors, except for those cases in which the law and/or the regulation provide an extension of the deadline. They are made available to the public at the registered office, on the

Company website and in the other ways specified by Commissione Nazionale per la Società e la Borsa regulations at least 21 days before the date of the general meeting.

Without limitation to any further documentation required by applicable rules, including any regulatory provisions, a personal and professional curriculum including also the offices held in management and supervisory bodies of other companies, of the individuals standing for election must accompany the slates together with the statements in which the individual candidates agree to:

- their nomination
- declare, under their own liability, that there are no grounds for their ineligibility or incompatibility, and that they meet the requisites prescribed by law, by these By-laws and by regulation for the position.

Any changes that occur up to the date of the Shareholders' meeting must be promptly notified to the Company.

**16.8** Any slates submitted without complying with the foregoing provisions shall be disregarded.

**16.9** Each candidate may appear on only one slate, on penalty of losing the right to be elected.

**16.10** The slates shall be divided into two sections: one for candidates for the position of standing Auditor and one for candidates for the position of alternate Auditor. The first candidate listed in each section must be selected from among the persons enrolled in the Register of Auditors who have worked on statutory audits for a period of no less than three years. In order to ensure gender balance, slates that - taking account of both sections - present a number of candidates equal to or exceeding three, must include candidates of each gender at least to the minimum extent required by law and / or *pro tempore* regulations in force, as specified in the notice of call of the shareholders' meeting, both in the section for standing statutory auditors and in the section for alternates.

**16.11** Each person entitled to vote may vote for only one slate.

**16.12** The Board of Statutory Auditors shall be elected as specified below:

- a) four effective members and two alternate members shall be chosen from the slate which obtains the highest number of votes (known as the majority slate), in the consecutive order in which they are listed thereon;
- b) the remaining standing member and the other alternate member shall be chosen from the slate which obtains the highest number of votes cast by the shareholders after the first slate (known as the minority slate), in the consecutive order in which they are listed thereon; if several slates obtain the same number of votes, a new vote between said slates will be cast by all those entitled to vote attending the meeting, and the candidates on the slate which obtains the simple majority of the votes will be elected.

**16.13** The chair of the Board of Statutory Auditors shall pertain to the standing member listed as the first candidate on the minority slate.

**16.14** If, considering the standing statutory auditor and the alternates statutory auditors separately, the application of the slate voting procedure fails to secure the minimum number of statutory auditors of the less represented gender as required by law and/or regulation in force at the time, the appointed candidate of the more represented gender indicated with the higher progressive number in each section of the slate that attracts most votes shall be substituted by the non-appointed candidate of the less represented gender drawn from the same section of the same slate on the basis of their progressive order of presentation.

**16.15** The position of a standing auditor which falls vacant due to his/her death, forfeiture or resignation shall be filled by the first alternate auditor chosen from the same slate as the former. If filling the position in this way fails produce a composition of the Board of Statutory Auditors that complies with the rules in force even on gender balance, the position will be filled by the second alternate auditor drawn from the same slate. If, subsequently, there is a need to substitute another statutory auditor from the same slate that obtained most votes, the other alternate auditor drawn from the same slate shall fill the position, whatever the outcome. In the event of the replacement of the Chairman of the Board of Statutory Auditors, the chair shall pertain to the statutory auditor of the same slate as the outgoing Chairman, following the order contained in the slate, subject in all cases to observance of the requirements in law and/or in the Company By-laws for holding that office and to compliance with gender balance as provided by law and/or regulation currently in force; if it proves impossible to effect substitutions and replacements under the foregoing procedures, a shareholders' meeting shall be called to complete the Board of Statutory Auditors which shall adopt resolutions by relative majority vote.

**16.16** When the shareholders' meeting is required, pursuant to the provisions of the foregoing paragraph or to the law, to appoint the standing and/or alternate members needed to complete the Board of Statutory Auditors, it shall proceed as follows: if auditors elected from the majority slate have to be replaced, the appointment shall be made by relative majority vote without slate constraints, without prejudice, whatever the circumstances, to compliance with the gender balance as provided by

law and/or regulation in force at the time; if, however, auditors elected from the minority slate have to be replaced, the shareholders' meeting shall replace them by relative majority vote, selecting them where possible from amongst the candidates listed on the slate on which the auditor to be replaced appeared and in any event in accordance with the principle of necessary representation of minorities to which this By-Laws ensure the right to take part to the appointment of the Board of Statutory Auditors, without prejudice, whatever the circumstances, to compliance with the gender balance as provided by law and/or regulation in force at the time.

The principle of necessary representation of minorities shall be considered complied with in the event of the appointment of Statutory Auditors nominated before in the minority slate or in slates different other than the one which obtained the highest number of votes in the context of the appointment of the Board of Statutory Auditors.

**16.17** In case only one slate has been presented, the shareholders' meeting shall vote on it; if the slate obtains the relative majority of the share capital, the candidates listed in the respective section shall be appointed to the office of standing auditors and alternate auditors; the candidate listed at the first place in the slate shall be appointed as Chairman of the Board of Statutory Auditors.

**16.18** When appointing auditors who, for whatsoever reason, were not appointed under the procedures established herein, the shareholders' meeting shall vote on the basis of the majorities required by law, without prejudice, whatever the circumstances, to compliance with the gender balance as provided by law and/or regulation in force at the time.

**16.19** Outgoing members of the Board of Statutory Auditors may be re-elected to office.

**16.20** Meetings of the Board of Statutory Auditors may, if the Chairman or whoever acts in his/her stead verifies the necessity, be attended by means of telecommunications systems that permit all attendees to participate in the discussion and obtain information on an equal basis.

## **FINANCIAL STATEMENTS – ALLOCATION OF PROFITS**

### **Article 17**

**17.1** The Company's financial year shall close on December 31 of each year. At the end of each financial year, the Board of Directors shall prepare, under the conditions and within the time limits required by law, the financial statements to submit it to shareholders' meeting.

### **Article 18**

**18.1** From the Company's net year-end profits, an amount corresponding to at least 1/20 of the profits shall be allocated as statutory reserve, until the latter has reached one fifth of the share capital. The remainder of the net profit shall be allocated in accordance with the resolutions of the ordinary shareholders' meeting.

**18.2** The Board of Directors may resolve to distribute interim dividends pursuant to the provisions of art. 2433-bis of the Italian Civil Code.

## **GENERAL PROVISIONS**

### **Article 19**

**19.1** Insofar as their relations with the Company are concerned, the domicile of the shareholders is understood, for all legal purposes, to be that reported in the Shareholders' Register.

### **Article 20**

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