

Attachment " " to Gen. Rep. No.

**BY-LAWS**

**"Datalogic S.p.A." bylaws**

**Title I**

**Name, Organisation and Purpose**

**Art. 1**

**Corporate name**

A joint stock company is established with the name "Datalogic S.p.A."

**Art. 2**

**Headquarters**

The company is headquartered in Lippo di Calderara di Reno (BO).

The company may establish and close branches, agencies and facilities wherever it wishes.

**Art. 3**

**Duration**

The company's duration is set from its date of establishment until 31 December 2050 and may be extended in accordance with the law. In accordance with art. 2437, paragraph 2, lett. a) of the Italian Civil Code, the extension of the duration does not provide shareholders with the right to withdraw unless they participate in the approval of the relative resolution.

**Art. 4**

**Purpose**

The company's purpose is to design, manufacture (also under licence), market and sell (also as a representative or dealer) electrical, electronic and chemical devices and devices for data and voice communication of any type and nature whatsoever.

er, without any exclusion (including therein bar code readers and/or readers of other symbols for any type of application which enables the collection, processing and transmission of data), as well as the construction of mechanical components intended for electronics and the coating of mechanical parts for electronics on its own behalf and on behalf of third parties.

The company's purpose also involves the study of projects, research and the production of prototypes on behalf of third parties, the manufacture, repair and review of equipment for third parties, as well as the technical, administrative and financial coordination of the companies that it invests in and their financing.

It may carry out all commercial, industrial, financial (not to the public), real estate and moveable property transactions that the administrative body deems necessary or useful in order to achieve the corporate purpose; submit guarantees of payment of bills of exchange, sureties and any other guarantee, also collateral and also in the interest of third parties.

The company may also directly or indirectly assume equity investments and interests in other entities or companies with the same or a similar purpose or in any case a purpose related to its own, for stable investment and not for mere sale to third parties, all with the exclusion of regulated professional services. In any case, the exercise of activities expressly reserved by law to particular categories of parties and those activities pursuant to Legislative Decree 58/1998, pursuant to Legislative Decree 385/1993, as well as the exercise of any

activity defined by law as "financial activity" in relation to the public, are excluded.

## **Title II**

### **Share Capital - Shares - Bonds**

#### **Art. 5**

The share capital amounts to € 30,392,175.32 (thirty million three hundred and ninety-two thousand one hundred and seventy-five point thirty-two), divided into 58,446,491 (fifty-eight million four hundred and forty-six thousand four hundred and ninety-one) ordinary shares worth € 0.52 each. The share capital may be increased by an extraordinary shareholders' meeting resolution, also with the issuance of shares with different rights than ordinary shares and with contributions other than cash, within the limits allowed by law and also in accordance with article 2441, fourth paragraph, second part of the Italian Civil Code, in compliance with the conditions and procedures set forth therein; the extraordinary shareholders' meeting may also vest directors with the right to increase the share capital - in accordance and in compliance with article 2443 of the Italian Civil Code - for payment or through a bonus issue, with or without the pre-emptive right, also in accordance with article 2441, fourth paragraph, second part and fifth paragraph of the Italian Civil Code.

The allocation of profits and/or surplus funds to workers employed by the Company or subsidiaries according to the legal methods and procedures is permitted through the issuance of shares pursuant to the first paragraph of art. 2349 of the Italian Civil Code.

The extraordinary shareholders' meeting held on 23 May 2018

has resolved:

(i) to delegate the Board of Directors, pursuant to art. 2443 of the Italian Civil Code the right to increase the share capital on payment, in one or more solutions, even separately, up to 22 May 2023, ruling out the right of option in accordance with art. 2441, paragraph 4, of the Italian Civil Code for a maximum nominal amount of Euro 3,039,217.53 (three million thirty nine thousand two hundred and seventeen/ 53) by issuing a maximum of 5,844,649 ordinary shares of a nominal value of € 0.52 each. In particular, the share capital may be increased (i) pursuant to art. 2441, paragraph 4, first sentence of the Italian Civil Code by transferring assets in kind concerning companies, business divisions or interests, as well as assets related to the Company's corporate purpose or that of its subsidiaries and/or (ii) pursuant to art. 2441, paragraph 4, second sentence of the Italian Civil Code, if the newly issued shares are offered for underwriting to institutional investors and/or industrial and/or financial partners that the Board of Directors considers strategic for the Company's activities. For the purpose of exercising the powers detailed above, in both instances the Board of Directors has granted all authority to set, for each individual tranche, the number, unitary issue price (including any premium) and the enjoyment of the ordinary shares, within the limitations set in art. 2441, paragraphs 4 and 6 of the Italian Civil Code.

(ii) to grant to the Board of Directors and on its behalf to its Chairman and to its temporary CEO the appointment, severally among them and also by appointing persons granted special powers of attorney, with the broadest powers without excep-

tion, necessary and advisable to execute the preceding resolutions and exercise the rights that are the objects of the same, a well as introducing all amendments, supplements or cancellations to the shareholders' meetings resolutions, that may be required, following a request by all competent authorities or at the time of registration in the Company Register, in representation of the Company.

#### **Art. 6**

#### **Shares**

The shareholders' meeting may resolve on the issuance of shares with other rights, in compliance with legal provisions. Within the limits and in compliance with the conditions of law, the shares may be bearer shares. The bearer shares may be converted into registered shares, and vice versa, at the request and expense of the party concerned.

Every ordinary share has the right to one vote.

As a waiver to said principle, each ordinary share entitles the holder to two votes on condition that: (i) the share belonged to the same subject, as a result of a real right that legitimises the exercise of voting rights (full ownership, bare ownership with voting rights and usufruct with voting rights) for a continuous period of at least 24 (twenty-four) months and (ii) that this is certified by the registration in the special list set up by the Company pursuant to this article for a continuous period of at least 24 (twenty-four) months.

Pursuant to current legislation, the Company sets up and manages, at its registered office, the special list to which shareholders who intend to benefit from the increase in voting

rights for all or part of their shares must be registered.

The shareholder who wishes to obtain the registration in the special list for all or part of the shares in its possession must make such a request in writing to the Company attaching the communication that certifies the ownership of the shares, issued by the intermediary with whom the Company shares are deposited. In the event of shareholders other than natural persons, the request must indicate whether the owner of the shares is subject to the direct or indirect control of third parties, and, if this is the case, must contain the necessary information to identify the controlling subject.

Following the request to be registered on the special list, the subject who has requested to be registered on the special list must inform the Company without delay, either directly or through their own intermediary, the total or partial default of the ownership of the shares registered in the special list or any other real legitimate right as well as the wish to renounce the increase of the voting rights in compliance with what is foreseen below.

The acquisition of an increase in voting rights will be effective on the first date between: (i) the fifth day of open market in the calendar months following the expiry of the twenty four months since the registration on the special list, provided the conditions for the increased voting rights have not been jeopardized in any way in the meantime; or (ii) on the date indicated in article 83-sexies, paragraph 2 of the Consolidated Law on Finance (so called record date) before any shareholders' meeting, subsequent to the lapsing of the twenty four months from the date of registration in the special list,

provided the conditions for the increased voting rights have not been jeopardized in any way in the meantime.

The increased voting rights are proportionally extended to newly issued shares (the "New Shares"): (i) in connection with a gratuitous share capital increase pursuant to art. 2442 of the Italian Civil code due to the owner in relation to shares for which the voting rights increase has already matured (the "Original Shares"); (ii) owed in exchange for Original Shares in the event of mergers or demergers, providing the merger or demerger project entails them; (iii) if undersigned by the owner of the Original Shares within the context of a capital increase involving further cash payments. In those cases, the New Shares shall acquire the increase in voting rights from the moment they are registered in the special list, without having to wait for the passing of the continuous possession period of 24 (twenty-four) months; conversely, if the increase in voting rights for Original Shares has not yet reached maturity, but is in the process of doing so, the increase in voting rights shall be due to the New Shares from the moment that the conditions required by the By-laws for the increase in voting rights of the Original Shares are met.

The increased voting rights cease in the event of the transfer of the share for payment or at no charge; transfer means also the creation of a pledge, usufruct or other constraint on the share when this entails the loss of the voting right by the shareholder. In the event of a transfer for payment or at no charge, including the creation of a pledge, usufruct or other constraint on the share that entails the loss of the shareholder's voting rights, when only related to a part of the

shares with increased voting rights, the transferor retains the increased voting rights on the shares other than those transferred or those on which a pledge, usufruct or other constraint on the share has been imposed, it being understood that the benefit of the increased vote is retained in the event that the legitimate real right is transferred (i) as an inheritance following death or (ii) as the result of a transfer at no charge resulting from a donation in favour of legitimate heirs, a family agreement or the setting up and/or existence of a trust, asset fund or other foundation for which the transferee or his/her legitimate heirs are the beneficiaries. The entitled parties have the right to request the registration with the same degree of registration seniority of the deceased natural person.

The increased voting rights are also forfeited in the event of a direct or indirect transfer of a controlling interest - as defined pursuant to the applicable regulations of the issuers of listed shares - detained in companies or institutions which in turn own shares with increased voting rights above the threshold that requires the communication of relevant shareholdings to the Company and to Consob pursuant to current regulations, it being understood that the benefit of the increased voting right is retained in the event of transfers (a) due to death, or (b) at no charge, as the result of a donation in favour of legitimate heirs, as a result of a family agreement, or the set up and/or existence of a trust, an asset fund or a foundation of which the transferee or his/her legitimate heirs are beneficiaries, in relation to said controlling interest.



The shareholder who is entitled to the increased voting rights has the right to waive the increase to his/her voting rights for all or part of their shares, by sending a written communication to this end to the Company. The waiver cannot be reversed, however the increased voting rights can be acquired newly for the shares for which it has been waived, by registering them once again in the special list once the continuous ownership prescription of at least 24 (twenty-four) months has elapsed.

The Company proceeds to erase the special list in the following instances: (i) waiver by the entitled person; (ii) communication by the entitled person or the intermediary, proving the lapsing of the conditions for the increase of the voting rights or the loss of the ownership of the legitimating real right and/or the relative voting right; (iii) unilaterally, if the Company is informed of events having taken place that undermine the necessary conditions for the allocation of voting rights or the forfeiting of the ownership of the legitimately valid real rights and/or the relative voting rights.

The special list is updated by the Company within five open Italian Stock Exchange market days from the end of each calendar month and, in any case, within the date of ratification of the action in the shareholder's meeting and the exercising of the voting right, so called *record date*.

#### **Art. 7**

##### **Payments**

Share payments shall be requested by the Board of Directors at least 15 (fifteen) days before the date set for payment, with the procedures that said Board deems most appropriate. Legal

interest increased by 5 (five) percentage points shall be due from shareholders who make late payments, without prejudice to other legal penalties and consequences.

#### **Art. 8**

##### **Bonds**

The company may issue bonds and financial instruments in compliance with legal provisions, without any exclusion related to the category and type, including therein convertible bonds and cum warrants. Title III

#### **Title III**

##### **Shareholders' meeting**

#### **Art. 9**

##### **Binding nature**

The regularly established meeting represents all shareholders and all shareholders are bound to its resolutions made in compliance with law and with these articles of association.

There shall be ordinary and extraordinary meetings in accordance with law, and they may be called within the Italian Republic, also outside of the registered office.

The increase of voting rights is also calculated for establishing the constitutive and deliberative quorums that refer to share capital quotes, but it has no effect on the rights, other than voting rights, as resulting from the ownership of specific share capital quotas.

The ordinary shareholders' meeting may be carried out through video conference, provided the collective decision-making method and the principles of good faith and equal treatment of all shareholders are respected. In this case, it is required that: (i) the Chairman of the meeting is able to unquestiona-

bly verify the identity and legitimacy of the presence of those attending, regulate the meeting's execution, verify and declare the results of the votes, also through his chairman's office, (ii) all participants are permitted to follow the discussion and to take part in real time in the discussion of topics dealt with, and that they are permitted to exchange documents related to those subjects and simultaneously vote on the topics set forth in the agenda, (iii) the Secretary can suitably perceive the meeting events on which minutes are being taken and (iv) unless it is a general meeting, that the audio/video locations set up by the company are indicated in the notice of call; those participating may attend at those locations, while the meeting is deemed held in the place where the Chairman and the Secretary are located.

If the Secretary is unavailable, the Shareholders' Meeting may appoint another individual to take the meeting minutes.

#### **Art. 10**

##### **Voting and Meeting Participation Rights**

Those entitled to vote may participate in the meeting in compliance with legal standards or regulations in force.

Those entitled to vote may be represented in the meeting in compliance with legal standards or regulations in force.

Those entitled to vote may grant the proxy electronically according to the procedures set forth by the Ministry of Justice, after consultation with Consob, in a regulation.

The electronic proxy notice may be sent by email, according to the procedures set forth in the meeting's notice of call.

At each meeting, it is prohibited for the Company to appoint a party to which the parties entitled to vote may grant the

proxy with voting instructions on all or some of the proposals in the agenda.

#### **Art. 11**

##### **Chairman and Procedures for Holding Meetings**

The shareholders' meeting is chaired by the Chairman of the Board of Directors or, in his absence, the oldest Deputy Chairman (if appointed) or, in his absence, by the Chief Executive Officer.

The meeting chairman, who may make use of parties authorised for this purpose, is responsible for verifying the right to participate in the meeting and the validity of proxies, resolving any disputes, as well as managing and governing the discussions, possibly establishing limits on how long each person may speak, as well as establishing voting orders and procedures, all in full compliance with the regulation which, where prepared by the Board of Directors and approved by the meeting, governs the ordered and practical execution of both ordinary and extraordinary meetings.

The meeting shall appoint a secretary, who may or may not be a shareholder, and, if deemed appropriate, choose two scrutineers from amongst the parties entitled to vote.

The shareholders' meeting resolutions shall be entered in the record in dedicated minutes signed by the Chairman, the Secretary and any scrutineers.

The minutes shall be drawn up by a notary public in compliance with the law or when the Chairman deems it appropriate.

#### **Art. 12**

##### **Majority**

The ordinary and extraordinary shareholders' meetings are val-

idly established and validly resolve with the quorum set forth by law.

The provisions established in articles 15 and 21 of these Articles of Association shall apply for the appointment of directors and statutory auditors.

For "significant" related party transactions (as defined by the procedures regarding related party transactions adopted by the Company in accordance with and for the effects of the Consob Regulation adopted with resolution no. 17221/2010, as amended) which are the responsibility of the shareholders' meeting or which must in any case be authorised thereby, if the relative resolution proposal to be submitted to the meeting is approved by the Board of Directors despite an unfavourable opinion issued by a committee composed exclusively of independent directors (or by an equivalent alternative control), without prejudice to the provisions of articles 2368, 2369 and 2373 of the Italian Civil Code, the meeting's approval of that Board proposal is subject to achieving the special majority described below:

- the related party transaction shall be prevented if the majority of unrelated voting shareholders are contrary to the transaction, provided the unrelated shareholders attending the meeting represent at least 10% (ten percent) of the share capital with voting rights.

In order to calculate the special majority mentioned above, please see the definition of "unrelated shareholders" pursuant to art. 3, first paragraph, letter 1) of the Consob Regulation adopted with resolution no. 17221/2010, as amended.

The related party transaction procedures adopted by the Compa-

ny in accordance with and for the effects of the Consob Regulation adopted with resolution no. 17221/2010, as amended, may set forth that, in the event of urgency related to company crises, related party transactions which are the responsibility of the meeting or must be authorised thereby, may be concluded in derogation of the provisions of art. 11, paragraphs one, two and three, of the aforementioned Consob Regulation, within the terms and with the conditions set forth in the fifth paragraph of the same article.

### **Art. 13**

#### **Convocation**

The meeting is convened in accordance with the law at the registered office or elsewhere in Italy by way of a public notice on the Company's website, as well as with the other procedures set forth by Consob in a regulation issued in accordance with article 113-ter, paragraph 3, of Legislative Decree 58/1998.

The authority to call meetings, granted to the Board of Statutory Auditors or to at least two members of the Board of Statutory Auditors as set forth in article 151, paragraph 2, of Legislative Decree 58/1998, shall apply.

The ordinary shareholders' meeting must be convened at least once per year within 180 (one hundred and eighty) days of the closure of the financial year seeing as the company is required to prepare consolidated financial statements.

### **Art. 14**

#### **Disclosures to Shareholders**

The shareholders are entitled to view all documents deposited at the registered office for the meetings already called and to obtain a copy of those documents at their own expense.

## **Title IV**

### **Board of Directors and Internal Control Bodies**

#### **Art. 15**

##### **Composition and Appointment of the Board of Directors**

The company is managed by a Board of Directors made up of from 3 (three) to 15 (fifteen) members, who may or may not be shareholders and are appointed by the shareholders' meeting, which also establishes the number of directors and may elect its Chairman. The requirements established by law, by these Articles of Association and by other applicable provisions must be satisfied in order to assume the position of director.

The appointment of the Board of Directors shall take place on the basis of slates submitted by shareholders, considering that (i) the allocation of the board members to be appointed shall take place in compliance with the current legislation governing gender balance and that (ii) at least 1 (one) of the members of the Board of Directors, or 2 (two) if the Board of Directors has more than 7 (seven) members, must satisfy the independence requirements established for Statutory Auditors in article 148, paragraph 3, of Legislative Decree 58/1998.

Each shareholder that satisfies the requirements set forth below and intends to nominate candidates for the position of director must, under penalty of ineligibility, submit a slate on which no more than 15 (fifteen) candidates are listed in sequential order, at the registered office by the twenty-fifth day before the date of the meeting called to resolve on the appointment of Board members, in compliance with the current legislation governing gender balance. The slates that have less than three candidates may not be comprised of candidates

belonging to both genders.

The above candidate slates must be accompanied by: (i) statements in which the individual candidates accept candidacy and certify, under their own responsibility, the inexistence of reasons for ineligibility and/or incompatibility, as well as the satisfaction of the requirements prescribed by regulations and by the articles of association for the respective roles and (ii) the CV of each candidate, containing exhaustive information concerning the personal and professional characteristics of the candidates, indicating their possible suitability for qualification as independent.

In order to ensure the election of a minority director, the appointment of the Board of Directors shall be made based on the slates, in which no more than 15 (fifteen) candidates may be listed in sequential order in compliance with the current regulations governing gender balance.

The right to submit slates is granted only to shareholders who, alone or together with others, hold shares with voting rights representing at least 2.5% (two point five percent, a percentage determined with regard for the shares that are registered to the shareholder on the day on which the slates are submitted at the registered office) of the share capital with voting rights in the ordinary shareholders' meeting, subscribed at the moment when the slate is submitted, or a different and lower percentage of the share capital established in compliance with legal standards or regulations in force when the appointment is made. Shareholders participating in a voting association may submit or submit together only one slate, and they may not vote for other slates.



Each slate must contain the name of (at least) one independent candidate without in any case jeopardizing compliance with the current legislation governing gender balance. Each candidate may be included on only one slate, under penalty of ineligibility.

Slates for which the requirements pursuant to the above are not respected will not be considered submitted.

Each party entitled to vote may vote for only one slate.

The following procedure shall be implemented to elect directors:

a) all directors to be elected except one will be appointed from the slate that received the most votes cast by those entitled to vote, on the basis of the sequential order in which they are listed on that slate;

b) the remaining director shall be identified as the first candidate in the sequential order of the minority shareholder list that received the most votes and that is not related in any manner, not even indirectly, to those entitled to vote who submitted or voted for the list pursuant to point a), which came in first by number of votes.

For the purposes of the distribution of directors to be elected, it is understood that slates that did not achieve a percentage of votes equal to at least half of the percentage required by the Articles of Association for submission of those slates shall not be taken into consideration.

If by electing candidates using the above methods compliance with the current legislation governing gender balance cannot be guaranteed, the representatives of the gender with more representatives that were elected last, according to the se-

quential order foreseen by the list that has received the most number of votes shall be replaced, in appropriate numbers to guarantee compliance with the aforementioned criterion and according to the sequential order of the list in question, by non-elected members of the less represented gender.

Furthermore, if the Board of Directors is composed of more than 7 (seven) members and the election of candidates by the procedures indicated above does not ensure the appointment of at least the number, set forth by law or by these Articles of Association, of directors satisfying the independence requirements, the non-independent candidate and/or 2 (two) candidates, if 2 (two) independent directors are lacking, elected as last in the sequential ordering on the slate that received the highest number of votes will be replaced by the unelected independent candidate(s) from the same slate on the basis of the sequential order, provided compliance with the current legislation governing gender balance is in any case assured.

Independent directors who no longer satisfy the independence requirements subsequent to appointment must notify the Board of Directors immediately and, in any case, that director's mandate will end immediately.

Without prejudice to any other or additional dispositions foreseen by binding legislative or regulatory provisions.

Directors shall remain in office for a maximum of 3 (three) financial years, in accordance with the decision made by the shareholders' meeting upon appointment, and they may be re-elected. The term shall end on the date of the shareholders' meeting called for approval of the financial statements relative to the last financial year of their term.

If only one slate is submitted or if no slates are submitted, the shareholders' meeting shall resolve by legal majority without observing the procedure set forth above, without prejudice to the requirement that independence requirements must be satisfied by at least 2 (two) directors if the Board of Directors has more than 7 (seven) members, or 1 (one) director if the Board of Directors has 7 (seven) members or fewer and provided compliance with the current legislation governing gender balance is assured. If, during the year, one or more directors leave their positions, the procedure set forth below shall be followed provided the majority is still constituted by the directors appointed by the shareholders' meeting, and provided compliance with the current legislation governing gender balance is assured, one shall proceed as detailed below:

i) the directors still in office shall issue a resolution approved by the Board of Statutory Auditors appointing, in accordance with art. 2386 of the Italian Civil Code, the replacements by selecting them by sequential co-optation among the first non-elected candidates (who are still eligible) listed on the same slate as the directors who no longer hold the position, taking into account the provisions of this article in relation to minority shareholder rights and independent directors, and the meeting shall resolve by legal majority, respecting the same principles; or

ii) if the above replacement procedure detailed under point i) is no longer possible due to a lack of non-elected candidates or the refusal of non-elected candidates to accept the appointment, the directors still in office shall co-opt others,

without slate constraints, bearing in mind the dispositions of this article regarding the rights of minorities or independent directors, and the shareholder meeting resolve, with the majorities prescribed, in compliance with the same principles:  
or

iii) the directors remaining in office shall issue a resolution approved by the Board of Statutory Auditors stating that, in the first possible session, the shareholders' meeting must decide on (a) the replacement of the directors no longer in office, taking into consideration the provisions of this article regarding minority shareholder rights or independent directors, and the meeting shall resolve by legal majority, respecting the same principles, or (b) a decrease in the number of Board members, provided the number, qualification and skills of the directors remaining in office in any case ensure the correct execution of Board duties, according to the criteria of the joint nature of decision-making; or

iv) if the replacement procedures pursuant to points i), ii) and iii) do not allow for respecting the provisions of this article concerning minority shareholder rights or independent directors, the shareholders' meeting must appoint directors using the voting by list system and in any case in a manner that ensures the protection of minority shareholders and compliance with the provisions of this article regarding independent shareholders.

If, during the year, the majority of directors appointed by the meeting leave their positions, those remaining in office must call the shareholders' meeting, which will make the necessary replacements.

The Board of Directors is vested with the broadest powers for the ordinary and extraordinary management of the company, and, more specifically is entitled to carry out all deeds deemed necessary to achieve the corporate purpose, excluding those which the law or these Articles of Association necessarily assign to the shareholders' meeting.

Specifically, the Board of Directors has the power to establish committees and commissions, also in order to adapt the corporate governance system to the model set forth in the Code of Conduct for listed companies prepared by Borsa Italiana S.p.A.

The administrative body is also responsible for establishing and closing secondary offices, resolving on mergers in the cases pursuant to articles 2505 and 2505 bis of the Italian Civil Code, transferring the registered office within Italy and adapting the Articles of Association to comply with legislative provisions.

The related party transaction procedures adopted by the Company in accordance with and for the effects of the Consob Regulation adopted with resolution no. 17221/2010, as amended, may set forth that, in the event of urgency, transactions which are not the responsibility of the meeting or do not need to be authorised thereby, also carried out through subsidiaries, may be concluded in derogation of the provisions of articles 7 and 8, as well as of Annex 2, of the aforementioned Consob Regulation, within the terms and in compliance with the conditions set forth in art. 13, sixth paragraph, of said Regulation.

#### **Art. 16**

#### **Chairman, Deputy Chairman, Secretary and Other Positions**

If the shareholders' meeting has not done so, the Board of Directors is responsible for electing a Chairman from amongst its members. The Board shall also appoint a secretary, who is not necessarily a Board member, and may appoint one or more Deputy Chairmen with duties vicarious to those of the Chairman, as well as an honorary chairman.

Furthermore, the Board of Directors may appoint from amongst its members one or more managing directors and/or an executive committee, establishing, with the limitations set forth in art. 2381 of the Italian Civil Code, its powers and the frequency, in any case at least quarterly, with which those delegated bodies must report to the Board of Directors and to the Board of Statutory Auditors regarding the company's general performance, the business carried out during the year in relation to their delegations, as well as the transactions with the most economic, financial and equity-related significance carried out by the company and by subsidiaries; the Board of Directors shall determine the executive committee's number of members, duration and operating regulations. If an executive committee is appointed, the Chairman of the Board of Directors, the Deputy Chairman/Chairmen (if appointed) and the managing directors (if appointed) shall be part of it by right.

Finally, the Board of Directors may appoint one or more general managers, authorise the granting of the relative proxies and establish their remuneration.

#### **Art. 17**

##### **Board meetings**

The Board of Directors shall be convened to meet at the registered office or elsewhere by the Chairman, or, if he is imped-

ed, by the oldest Deputy Chairman (if appointed) or by the Chief Executive Officer , each time it is deemed appropriate or when at least 2 (two) directors request it. The convocation shall be sent by registered letter or certified e-mail to the members of the Board and the Board of Statutory Auditors at least 5 (five) days before the meeting date and, in the event of urgency, by telegram or fax sent at least 2 (two) days before the meeting date.

The Board may also be called by the Board of Statutory Auditors or individually by each member thereof, after notifying the Chairman of the Board of Directors. Except in urgent situations, all members of the Board of Directors must be provided with all documentation and information necessary to allow them to knowledgeably express themselves on the issues on the agenda subject to examination reasonably in advance of the date set for the meeting.

The Board's meetings and resolutions shall be valid even without a formal call when all of the directors in office and the standing auditors are present.

#### **Art. 18**

##### **Board Resolution Validity and Minute-taking**

The Board shall validly resolve by the majority of those attending, with the participation of the majority of its members.

Board meetings are validly established even when held by teleconference or video conference, provided the collective decision-making method and the principles of good faith and equal treatment of directors are respected. In this case, it is required that: (i) the Chairman, or in his absence the deputy

chairman if appointed or the Chief Executive Officer, even via the Chairman's office, is able to unquestionably verify the identity and legitimacy of those attending, regulate the meeting's execution, verify and declare the results of the votes, also through the office, (ii) all participants are permitted to follow the discussion and to take part in real time in the discussion of topics dealt with, that they are permitted to exchange documents related to those subjects and simultaneously vote on the topics set forth in the agenda, (iii) the Secretary can suitably perceive the meeting events on which minutes are being taken and (iv) unless it is a general meeting, that the audio/video locations set up by the company are indicated in the convocation notice; those participating may attend at those locations, while the meeting is deemed held in the place where the Chairman and the Secretary are located. If it is not possible for the Chairman and/or the Secretary to be located in the same place, the Board meeting shall be considered held in the Secretary's location, provided the Chairman is still able to check and sign the minutes drawn up by the Secretary.

If the Secretary is impeded, the Board of Directors may appoint another party to take the meeting minutes.

Board meetings are chaired by the Chairman, or if he is impeded, by the oldest Deputy Chairman (if appointed) or, in his absence, by the oldest Chief Executive Officer (if appointed). Board resolutions shall be entered in the record in dedicated minutes signed by the chair of the meeting and the secretary, and shall be transcribed in the dedicated minute book.

**Art. 19**



### **Legal Representation of the Company**

The Chairman of the Board of Directors legally represents the company and has corporate signature both in relation to third parties and before the court, with the ability to file legal actions and judicial and administrative appeals before all courts and tribunals, including rulings for cassation and revocation.

However, the Board of Directors may also grant representation and the corporate signature, both in relation to third parties and before the court, with the same rights pursuant to the above, to a Deputy Chairman and/or the managing directors.

### **Art. 20**

#### **Emoluments and Expense Reimbursement**

The directors may be assigned remuneration in accordance with art. 2389 of the Italian Civil Code. In particular, the meeting shall resolve on the remuneration assigned to each director for the position, in accordance with art. 2389, paragraph 1 of the Italian Civil Code, as well as the overall maximum remuneration to be assigned to members of the Board of Directors and, if established, the executive committee vested with specific duties in accordance with art. 2389 paragraph 3 of the Italian Civil Code.

The Board of Directors assigns the individual members of the Board and, if established, the executive committee, vested with specific duties in accordance with art. 2389, paragraph 3 of the Italian Civil Code, those latter remunerations within the limits of the overall maximum amount established by the shareholders' meeting.

Directors shall be reimbursed for expenses incurred related to

their position.

**Art. 21**

**Board of Statutory Auditors**

The Board of Statutory Auditors has 3 (three) standing members and 3 (three) alternates who shall be appointed by the shareholders' meeting in compliance with the provisions below.

In order to ensure that the minority shareholders elect a standing auditor and an alternate, the Board of Statutory Auditors shall be appointed on the basis of slates submitted by shareholders on which the candidates are listed in sequential order and in compliance with current legislation governing gender balance. The slate has 2 (two) sections: one for candidates for the position of standing auditor, and the other for candidates for the position of alternate auditor.

The lists that, considering both sections, present a number of candidates equal to or greater than three must include candidates of differing gender, in a number compliant with the current legislation on gender balance, both for candidates to the position of standing auditor and candidates to the position of alternate auditor are concerned.

The right to submit slates is granted only to shareholders who, alone or together with others, hold shares with voting rights representing at least 2.5% (two point five percent, a percentage determined with regard for the shares that are registered to the shareholder on the day on which the slates are submitted at the registered office) of the share capital with voting rights in the ordinary shareholders' meeting, subscribed at the moment when the slate is submitted, or a different and lower percentage of the share capital established

in compliance with legal standards or regulations in force when the appointment is made.

Each shareholder, as well as the shareholders belonging to the same group, may submit no more than one slate and may not vote on different slates, even through third parties or trust companies.

Each candidate may be included on only one slate, under penalty of ineligibility.

Candidates that have management and/or control positions in a measure exceeding the limits established by legal standards, regulations in force and other application provisions, or who do not satisfy the requirements of integrity and professionalism established by applicable regulations, may not be included on the slates. Statutory auditors may be re-elected when their term is up. Statutory auditors are chosen from amongst parties satisfying the requirements of integrity and professionalism in compliance with Ministry of Justice Decree no. 162 of 30 March 2000. In relation to the provisions of article 1, paragraph 2, lett. b) and lett. c) of that decree, the following are considered strictly related to the Company's business: telecommunications, IT, data communication, electronic and multimedia activities, as well as topics pertaining to private and administrative legal disciplines, economic disciplines, and disciplines regarding accounting and business organisation and auditing.

The slates must be submitted at the company's registered office by the twenty-fifth day before the date of the shareholders' meeting called to resolve on the appointment of members of the Board of Statutory Auditors.

Each slate must be submitted by the deadline set forth above, accompanied by statements in which the individual candidates accept candidacy and certify, under their own responsibility, the inexistence of reasons for ineligibility and/or incompatibility as well as the satisfaction of the requirements prescribed by regulations and by the articles of association for the respective roles, and the CV of each candidate, containing exhaustive information concerning the personal and professional characteristics of the candidates. Slates for which the requirements pursuant to the above are not respected will not be considered submitted.

Each party entitled to vote may vote for only one slate.

The following procedure is followed to elect statutory auditors:

- 2 (two) standing auditors and two alternate shall be appointed from the slate that received the most votes in the shareholders' meeting, on the basis of the sequential order in which they are listed in that slate's sections;
- the third standing auditor, who will also be assigned the position of Chairman of the Board of Statutory Auditors, and the other alternate member shall be appointed from the slate that received the second-highest number of votes in the shareholders' meeting, on the basis of the sequential order in which they are listed in that slate's sections.

In the event that the votes for 2 (two) (or more) slates are equal, the oldest candidate shall be elected as statutory auditor.

If only one slate is submitted, the shareholders' meeting may vote on it and the candidate in first place on the list shall

be elected Chairman of the Board of Statutory Auditors. If the requirements set forth by law and by the articles of association are no longer satisfied, the auditor may no longer remain in that position.

Where a standing statutory auditor is to be replaced, the appointment is given to the alternate auditor belonging to the same slate as the superseded auditor, in compliance with current legislation governing gender balance.

Without prejudice to the current legislation governing gender balance, the previous procedures for the appointment of the Board of Statutory Auditors envisaged by the articles of association do not apply where the Shareholders' Meeting is called to appoint, in accordance with law, standing and/or alternate auditors and the chair in order to integrate the Board of Statutory Auditors in the event that a statutory auditor is replaced or has forfeited office or where at least one minority slate has not been nominated. In those cases, the meeting shall resolve according to the quorum set forth in art. 12 of the Articles of Association, without prejudice to the right of minority shareholders - if they have properly submitted one or more slates - to appoint a standing auditor (who will fill the role of Chairman of the Board of Statutory Auditors) and an alternate.

The meeting shall decide on the remuneration due to statutory auditors when they are appointed.

They shall remain in office for three financial years, and the term expires on the date of the meeting called for approval of the financial statements relative to the third financial year of their term. The statutory auditors' terms shall expire when

the Board of Statutory Auditors is re-established. Statutory auditors may be re-elected.

#### **Art. 22**

##### **Disclosure to the Board of Statutory Auditors**

The Board of Directors or the directors delegated for this purpose shall report to the Board of Statutory Auditors without delay on the activities carried out and on transactions with the most economic, financial and equity-related significance executed by the company or by group companies, with particular reference to transactions in which they have an interest, on their own behalf or on behalf of third parties, or which are influenced by the party that carries out management and coordination activities. The directors shall disclose this information to the Board of Statutory Auditors at least every 90 (ninety) days, either orally during dedicated meetings with the directors or Board of Directors or Board of Statutory Auditors meetings set forth in art. 2404 of the Italian Civil Code, or by sending a written report which shall be entered in the record in the book set forth in no. 5 of art. 2421 of the Italian Civil Code.

The frequency of Board of Statutory Auditor meetings is also meant to favour unitary policies in the exercise of all powers granted by the Board of Directors to the executive committee, if established, and to the managing directors, and the activities assigned to general managers and individual special proxies.

#### **Art. 23**

##### **Manager Responsible for Preparing the Company's Financial Reports**

With the compulsory approval of the Board of Statutory Auditors, the Board of Directors shall appoint the manager responsible for preparing the company's financial reports, who must satisfy the requirements of professionalism established by many years of administrative and financial experience and must also satisfy the same requirements of integrity set forth by law for the position of director (hereinafter, the "Manager in charge").

The Manager in charge prepares suitable administrative and accounting procedures for drawing up the annual financial statements and, where applicable, the consolidated financial statements, as well as any other financial communication.

The Board grants powers and means to the Manager in charge for the exercise of his tasks in accordance with the law, as well as on the effective respect for administrative and accounting procedures, and it supervises to ensure that those powers and means are suitable for the aforementioned purposes.

The Manager in charge is responsible for preparing a statement attesting to the correspondence to documented results, the books and the accounting records and attaching that report to all deeds and communications that the company discloses to the market regarding the company's accounting reports, also interim.

The appointed administrative bodies and the Manager in charge are required to certify with a special report, attached to the yearly financial statements, the half-yearly report and, where required, the consolidated financial statements, the appropriateness and effective application of the procedures detailed under the third paragraph of art. 154 bis of Italian Legisla-

tive Decree no. 58/1998, as well as the documents' consistency with the results of the company books and accounting records and their suitability in supplying a truthful and correct representation of the Company's financial and economic position including that of the companies included within the consolidated perimeter.

The Manager in charge shall remain in office until the end of the term of the Board of Directors that appointed him, and may be removed by the Board and replaced in accordance with the law, without prejudice to the actions that may be implemented on the basis of the employment relationship with the company.

The legislative provisions that govern the liability of directors also apply to the Manager in charge, in relation to the duties assigned to him, without prejudice to the actions that may be implemented on the basis of the employment relationship with the company.

## **Title V**

### **Financial statements**

#### **Art. 24**

##### **Year-End Close**

Financial years close on 31 (thirty-one) December each year.

#### **Art. 25**

##### **Profit Distribution**

The net earnings resulting from the regularly approved financial statements, after subtracting the legal reserve portion until it reaches one-fifth of the share capital, shall be allocated to shareholders or used for other purposes that the shareholders' meeting deems opportune or necessary.

The Board of Directors may distribute interim dividends to the



shareholders during the year.

#### **Art. 26**

##### **Limitation**

Dividends unclaimed for five years from the date on which they become collectable shall be assigned to the company.

#### **Title VI**

##### **Dissolution**

#### **Art. 27**

##### **Liquidators**

In the event of company dissolution at any time and for any reason whatsoever set forth in accordance with art. 2484 of the Italian Civil Code, the shareholders' meeting shall decide on the liquidation procedures and appoint one or more liquidators, indicating how many, their powers and their remuneration.

#### **Title VII**

##### **General Provisions**

#### **Art. 28**

##### **Shareholder Domicile - Court of Jurisdiction**

For all legal effects, shareholders' domiciles in relation to the company are understood as elected at the domicile indicated in the Shareholders' Register.

All disputes between shareholders and the company are decided by the Judicial Authority responsible for the district where the company is located.

#### **Art. 29**

##### **Reference**

For all elements not set forth herein, please refer to the legal rules and regulations on that topic.

**Art. 30**

**Transitional provisions**

The dispositions of these by-laws implemented to guarantee compliance with current regulations regarding gender balance apply to the first three renewals of the Board of Directors and the Board of Statutory auditors respectively subsequent to the entry into force and the effectiveness of the dispositions of art. 1 of Italian Law no. 120 of 12 July 2011, published in the O.G. no. 174 of 28 July 2011.

The composition of the Board of Statutory Auditors indicated in art. 21, which is characterised by three standing auditors and three alternates, will find application as of the first renewal of the supervisory organism following the entrance into force and the acquisition of effectiveness of the dispositions of Italian Law no. 120 of 12 July 2011, published on the O.G. no. 174 of 28 July 2011. Up until then the Board of Statutory Auditors shall be comprised of three standing Auditors and two alternates.