

**Attachment -G- to Registry no. 44789/14612**

**COMPANY CONSTITUTION**

**MEDIASET S.p.A.**

**Shareholders' Meeting 20 April 2011**

**COMPANY NAME**

**Article 1)**

The name of the company is:

**“MEDIASET SpA”**

This name may be used in any graphic form whatsoever.

**REGISTERED OFFICE**

**Article 2)**

1. The company's Registered Office shall be in Milan.

2. It may set up and close down secondary centres, branches, agencies, representations and administrative offices in any other place within Italy or abroad.

**Article 3)**

Members' official addresses for all communication with the company shall be those shown in the register of members.

**OBJECTS**

**Article 4)**

The company's Objects shall be as follows:

a) Live radio and television program broadcasting. The company also is permitted to own stakes in companies that engage in the above-cited activity;

b) the production, co-production and executive production of films, long subjects, short subjects, documentaries, TV films, and shows as well as transmissions targeted in general for television and radio channels and advertising commercials, along with the copying and duplication of television programs and films;

c) the purchase, sale, distribution, rental, broadcasting and marketing in general of films, TV films, documentaries and film and television programs;

d) producing and making film soundtracks, TV films and documentaries, including dubbing;

e) music release and recording activity;

f) operating and managing film and theatre companies;

g) wall space advertising, publishing, television and audiovisual activity.

The company also is permitted to own stakes in companies that engage in these activities;

h) information, cultural and free time activity with specific focus on production &/or the management &/or the commercialization &/or the distribution of information and communication tools which are journalistic in nature, with the exclusion of daily newspapers, in whatever manner they are created, processed and circulated, whether through writing, telephony, audiovisual or television reproduction;

i) promotional activity and public relations including the organization and management of courses, conferences, congresses, seminars, exhibitions, shows and other activity relevant to research and culture such as the publishing of studies, monographs, catalogs, books, pamphlets and audiovisual materials;

l) the management of industrial and real estate complexes connected to film activity and to activity indicated in preceding points from a) to h);

m) the economic rights for intellectual property with all means of diffusion, including the marketing of brands, inventions and ornamental models connected to film and television works, merchandizing and sponsoring;

n) the construction, purchase, sale and exchange of real estate;

o) the installation and implementation of systems for the operation and management of telecommunications services in any geographical area, and the carrying out of all related activities, including the design, creation, management and marketing of its own telecommunication, computer communication and electronic products, services and systems, though excluding any activity whatsoever for which registration in professional registers is required.

These activities may be carried on in person, in association with others or on behalf of others, in Italy or abroad. The company may also take shareholdings in other companies and firms, but shall not engage in retail share dealing; it may coordinate the finances, operations and administration of those companies and organizations in which it has a stake, or perform services for them; it may carry out any commercial, industrial, or financial transaction, or any transaction in securities or real estate, that relates to its Objects; it may take out loans or have recourse to other forms of finance whatever their nature or duration, or issue real or personal guarantees backed by securities or real estate, including sureties, pledges and mortgages, for the performance of its own obligations or that of any company or firm belonging to the same Group; and in general it may carry on any other activity whatsoever and complete any other transaction involved in, related to, or liable to further the achieving of its Objects.

The following activities are, however, excluded: retail deposit-taking as defined by the laws in force from time to time; all activities reserved to those persons who are authorised to operate retail services of financial investment or the collective management of savings; and the retail exercise of any business whatsoever which the law classifies as "financial".

## DURATION

### Article 5)

The company shall continue in existence until 31 (thirty-one) December 2050 (two thousand and fifty); its existence may be prolonged thereafter, with no right of withdrawal for those members not voting in favour of the resolution.

## SHARE CAPITAL

### Article 6)

1. The company's share capital is €614,238,333.28.= (six hundred and fourteen million two hundred and thirty-eight thousand three hundred and thirty-three euros and twenty-eight cents), divided into 1,181,227,564 (one thousand one hundred and eighty-one million two hundred and twenty-seven thousand five hundred and sixty-four) ordinary shares of nominal value €0.52 (fifty-two cents) each.

2. The share capital may be increased by means of contributions in money, in kind and/or in receivables. Only the General Meeting may issue any bond which confers rights to subscribe any of the company's shares.

3. Without prejudice to any other provision concern capital increases, the capital may be increased (by means of contributions in money and without any option rights) by amounts not exceeding 10% (ten percent) of its amount prior to the increase, provided that the issue price corresponds to the market value of the shares and that this correspondence is confirmed in a special report by the **company engaged to perform the statutory auditing of the accounts**. The quorums necessary for any resolution under this paragraph shall be those provided for in Civil Code Articles 2368 and 2369.

4. Without prejudice to the provisions of Article 2441(viii) of the Civil Code, the General Meeting may, for the purposes of its stock option plans and by a resolution voted for by members representing over half the share capital (even if the resolution is adopted by the General Meeting at a meeting other than on first convening), resolve upon an increase in the share capital by amounts not exceeding 5% of its amount prior to the increase; there shall be no option rights, and the subscription price may be set at a discount to the average stock market price, providing that subscription price has been determined by reference to the objective parameters provided for in those stock option plans. The minimum subscription price per share shall in no circumstances be lower than its value in proportion to the Net Worth shown in the accounts or the nominal value, whichever is higher.

5. The General Meeting may under Civil Code Article 2443 delegate its decision-making capacity in relation to the matters in the above subparagraphs to the Board of Directors.

### Article 7)

1. The company's shares are registered by name, indivisible and freely transferable.

2. All representation, authentication, and shareholder information provisions relevant to securities traded in regulated markets shall apply.

### Article 8)

Moneys may be contributed by the members to the company in the following legal forms and in accordance with the relative provisions:

- a) as contributions on capital account without any right to enforce repayment;
- b) as enforceable loans, either interest-bearing or not.

## GENERAL MEETING

### Article 9)

1. General Meetings shall be held at the Company's registered office or elsewhere within Italy.

2. General Meetings (at first and second call) shall be convened by means of a notice giving the date, time, place and agenda for the meeting, as well as all the information required by the law as it stands at the time. **The notice must also provide the date of second call, as long as the Board of Directors does not intend to have recourse to the powers set forth in paragraph 3 below.**

The notice may also give the same details for one or more subsequent calls beyond the second. If it does not, the General Meeting **may be held at the third or subsequent call as long as it is convened** within 30 (thirty) days of the previous call, with a reduction of the term **for the publication of the notice of meeting** to 10 (ten) days as long as the agenda is not changed.

**3. The Board of Directors, if it so deems appropriate, may nevertheless establish that the ordinary and extraordinary meeting be held at one sole call by stating this expressly in the notice of meeting.**

**4. The notice of meeting must be published pursuant to the terms of the law on the company's website and as otherwise established by the law as it stands at the time.**

#### **Article 10)**

The Annual General Meeting to approve the Financial Statements must be called at least once a year, no later than one hundred and twenty days after the end of the company's financial year, **or within one hundred and eighty days if the conditions provided by the law apply.**

#### **Article 11)**

Parties with voting rights may attend the General Meeting.

The legitimate right to attend the general meeting and vote is certified by notification sent to the company by the Agent in favour of the party eligible to vote, based on the records at the end of the accounting day on the seventh day on which the market is open for business prior to the date fixed for the general meeting at first **or sole** call. Credit and debit transactions recorded in accounts after this term have no effect for the purposes of voting rights.

Agent's notifications must arrive no later than the third day on which the market is open for business prior to the date fixed for the general meeting at first **or sole** call, or the other term established by the law as it stands at the time.

Attendance and voting rights remain legitimate if the notices arrive at the company after the term established by the previous paragraph, as long as they arrive before the start of the general meeting.

#### **Article 12)**

Parties with voting rights may arrange to be represented, by means of written proxy, as provided for in law.

Proxies may be notified to the Company as indicated in the notice of meeting, also by email sent to the address indicated in the notice, no later than the start of the general meeting.

#### **Article 13)**

1. The General Meeting shall be chaired by the Chairman of the Board or, failing him/her, by the Vice Chairman if one has been appointed; in the absence or incapacity of all these officers, the General Meeting shall be chaired by another person elected by a majority of the members present, in accordance with the number of votes at the disposal of each.

2 The person chairing the meeting may at his/her discretion, and shall in all those cases where the law so requires, arrange for its Minutes to be drawn up by a notary of his/her choice.

3. The General Meeting shall, if the Minutes are not to be drawn up by a notary, appoint a Minutes Secretary (who need not be a member) and, where it thinks fit, two scrutineers who shall either be shareholders or members of the Supervisory Board.

#### **Article 14)**

1. The person chairing the General Meeting shall, through his/her appointed representatives if he/she wishes, verify attendance and speaking entitlements, the proper constitution of the meeting, and the identity and credentials of attendees; and shall govern its conduct and determine the results of its votes, which must be duly recorded in the Minutes.

2. The Annual General Meeting shall, under Civil Code Article 2364(vi), approve any standing orders for its own proceedings.

#### **Article 15)**

1. Decisions made by the General Meeting shall be duly recorded in Minutes signed by the person chairing the meeting, its secretary and any scrutineers.

2. The fact that Article 23 of this company constitution delegates to the governing body the power to make decisions on matters which by law belong to the Extraordinary General Meeting shall not diminish the competence of the General Meeting itself, which still retains the power to decide such matters.

#### **Article 16)**

The normal provisions of the law shall apply to the proper constitution **at any call** of General Meetings (AGMs and EGMs), and to the taking of decisions at such meetings.

## BOARD OF DIRECTORS

### Article 17)

1. The company shall be run by a Board of Directors composed of no fewer than five nor more than twenty-one Directors, who may be re-elected.

2. The General Meeting shall, before appointing the Board, decide on its period of office (subject to the time-limits prescribed by law) and the number of directorships.

3. The Board of Directors shall be appointed by the General Meeting on the basis of lists, each list naming and serially numbering its (twenty-one or fewer) candidates.

Any candidate whose name appears on more than one list shall be disqualified.

No member may, alone or with others, present or vote for more than one list, not even through an intermediary or trustee. Members belonging to the same group - intended as the parent company, subsidiaries and companies with a common controlling interest - and members who have signed a shareholders' agreement pursuant to article 122, D. Lgs. no. 58/1998 regarding shares in the company, may not, alone or with others, present or vote for more than one list, not even through an intermediary or trustee.

Lists may only be presented by members or groups of members with voting rights representing at least 2.5% (two and a half percent) of the share capital formed of shares with voting rights at the ordinary General Meeting, or the other percentage established by the law as it stands at the time and which will be stated from time to time in the notice convening the General Meeting to appoint the Board of Directors.

Ownership of the minimum shareholding pursuant to the previous paragraph required to present lists is determined on the basis of the shares registered in the name of the member on the day in which the lists are lodged with the company.

Certification proving ownership of such shareholdings may also be produced after lodging, as long as it is produced within the term provided for the publication of lists by the company.

For the purposes of electing the directors, lists will not be taken into consideration which have not received a percentage of votes equal to at least half that required by the bylaws or the law as it stands at the time for the presentation of lists.

Each list must include and clearly identify at least two candidates who may be classified as independent pursuant to the law as it stands at the time.

Lists, accompanied by the candidates' professional CVs containing comprehensive information on their personal and professional characteristics and certifying that they may properly be classified as independent according to the law as it stands at the time, signed by the presenting members, must be lodged at the Company's registered office within the twenty-fifth day before the date of the General Meeting **at first or sole call** and made available for public consultation pursuant to the law as it stands at the time.

**Subject to production of the certificate proving title to the shareholding within the term established by paragraph six of this paragraph 3**, on presenting the list, information must also be **provided** regarding the identity of the members presenting the list, including the total percentage of the share capital held.

Members other than those who hold, alone or with others, a controlling or majority stake must also present a declaration that they have no links pursuant to the law with the latter. Declarations from the individual candidates must be lodged by the same date, agreeing to stand and declaring, on their own responsibility, that there is no cause why they cannot be elected nor any legal impediment to their serving as Directors.

Together with each list, within the above term, the additional information required according to the law as it stands at the time, and which will be stated in the notice convening the meeting, must also be lodged at the registered office.

Any list presented in contravention of any of the above provisions is considered as not presented and shall not be voted on.

4. When the voting ends, the votes obtained by each list shall be divided by the integers from one to the number of Directors to be elected.

The resulting quotients are then allocated, one each, to the candidates on that list, in accordance with the order in which their names appear there.

All the candidates on all the lists are then arranged in descending order of their individual quotients. Those with the highest quotients are declared elected, until all the directorships up to the number set by the General Meeting have been filled, subject however to the condition that the candidate at the head of the list which obtained the second-highest number of votes, and who is in no way connected, even indirectly, to the members who presented or voted in favour of the list which obtained most votes, must be made a director. This means that if that candidate's quotient is not high enough for election, then the lowest placed candidate from the winning list is not appointed director, but the last directorship must go to the candidate appearing at the head of the second list which obtained the highest number of votes.

5. If, at the end of the procedure in paragraph 4 above, insufficient directors who can be classified as independent have been appointed according to the law as it stands at the time, the following procedure is applicable.

If the board has seven or less directors, the candidate non independent with the lowest quotient in the first list (or next lowest if the last candidate has been replaced by the minority director pursuant to paragraph 4 above) is replaced by the first unelected independent candidate to appear subsequently in said list. If the board has more than seven members and as a result of the procedure in paragraph 4 above only one independent director has been appointed, the non independent candidate with the lowest quotient in the first list (or next lowest if the last candidate has been replaced by the minority director pursuant to paragraph 4 above) is replaced by the first unelected independent candidate to appear subsequently in said list.

If the board has more than seven members and as a result of the procedure in paragraph 4 above no independent directors have been appointed: (i) the candidate with the lowest quotient in the first list (or next lowest if the last candidate has been replaced by the minority director pursuant to paragraph 4 above) is replaced by the first unelected independent candidate to appear subsequently in said list, and (ii) the non independent candidate elected with the lowest quotient in the second list that obtained the highest number of votes is replaced by the first unelected independent candidate to appear subsequently in the same list; if all the directors are elected from just one list, the second independent director will be also be appointed from said list according to the aforementioned criteria.

6. The candidate appearing at the head of the list which obtained the highest number of votes shall be appointed Chairman of the Board of Directors.

7. If there are more candidates with the same quotient in competition for one of the places on the Board of Directors, then the candidate shall be elected who appears on the list which has not yet had any director elected, or the list which has had the fewest directors elected.

If none of the lists involved has yet had a director elected, or all of them have had the same number of directors elected, then the candidate from whichever of these lists has obtained the highest number of votes shall be elected.

If, as well as individuals having the same quotient and lists have obtained the same number of votes, then the General Meeting shall take another vote according to the law as it stands at the time, in which the candidate who obtains a simple majority of the votes shall be elected.

8. If only one list has been presented, the General Meeting shall vote on it; and if it obtains a relative majority, then the candidates listed on it shall be elected as directors in progressive order until the number of directorships set by the General Meeting has been filled, without prejudice to the fact that at least as many independent directors must be appointed as is established by the law as it stands at the time. The candidate at the head of the list shall be elected Chairman of the Board of Directors.

9. The list voting procedure is applicable only in the event of the renewal of the entire Board of Directors.

10. If no lists are presented, and in the case in which as a result of the list voting mechanism the number of candidates elected is less than the number established by the General Meeting, the Board of Directors is appointed by the General Meeting with the majority requirements as specified by law, in such a way as to ensure that the necessary number of directors are appointed who can be classified as independent according to the law as it stands at the time.

11. If one or more directorships should fall vacant for any reason, the remaining directors shall fill same by co-option, ensuring that there is the required number of directors who can be classified as independent according to the law as it stands at the time.

12. Directors appointed pursuant to Article 2386 of the Civil Code shall be elected by the General Meeting with the majority requirements as specified by law; the period of office of Directors appointed in this way shall expire at the same time as that of those already in office at the time of their appointment.

#### **Article 18)**

1. If no Chairman has been appointed by the General Meeting, or if the Chairman appointed by the General Meeting leaves office for any reason whatsoever, the Board shall choose and appoint one of its number as Chairman with authority to represent the company.

2. The Board may elect one or more Vice Chairmen, who shall act in the Chairman's place and represent the company in the event of the Chairman's absence or incapacity.

3. A Vice Chairman's actual exercise of the power to represent the company shall be sufficient warrant of the Chairman's absence or incapacity, and shall relieve any person of the duty of further verifying such absence or incapacity and of any liability in relation thereto.

4. If more than one Vice Chairman is appointed, the Board shall determine the arrangements under which they shall act in the Chairman's place.

5. Lastly, the Board may appoint a Secretary, who need not be a member of the Board.

#### **Article 19)**

1. The Board shall meet whenever the Chairman considers it necessary, or at the written request of at least two directors.

2. The Chairman may convene Board meetings at the company's registered office or elsewhere.

3. Board meetings shall be convened by the Chairman of the Board or by a Vice Chairman deputizing for the Chairman. Board meetings may also be called by the Supervisory Board, or by any Full Member of the Supervisory

Board, providing that the Chairman of the Board of Directors has been notified beforehand. Board meetings are called by registered letter, telegram, fax or e-mail sent to every Director and to every Full Member of the Supervisory Board (at their addresses/numbers as previously given by each addressee), no later than five days before the date set for the meeting, or in an emergency by telegram, fax or e-mail sent at least 24 hours before the date set for the meeting. More than one of the above means may be used for these convening notices.

4. Board meetings may be held by teleconference or videoconference provided that all those taking part can be identified and are in a position to participate in real time in discussing and disposing of the agenda items, and to receive, transmit or display documents. When these conditions are met, the Board meeting shall be deemed to be held in the place where the person chairing the meeting is located; the secretary of the meeting must be in the same place.

#### **Article 20)**

Directors and members of the Supervisory Board shall at least once a quarter be kept informed, at Board meetings, by the Board's delegated committees or officers or by others, about the company's general performance and foreseeable prospects, and about any significant transactions in terms of its profitability, finances, assets and liabilities, as well as any transactions in which the any director has a personal or representative interest or which have been influenced by any person in a position to exercise control and coordination over the company. The corresponding information shall also be provided in relation to the company's controlled subsidiaries. Where required for reasons of urgency or convenience, this information may also be given to its proper recipients by letter.

#### **Article 21)**

1. Meetings of the Board shall be properly constituted and their decisions valid only if a majority of its current members is present or, where no advance notice has been given, if all its current members are present together with all the full members of the Supervisory Board.

2. Board decisions shall be valid if voted for by a majority of the directors attending.

3. Board decisions shall be recorded in minutes, duly signed by the person chairing the meeting and by its secretary.

#### **Article 22)**

1. Where, due to resignation or any other cause, one half or more of the directorships have fallen vacant, the entire Board's mandate shall expire immediately. The Supervisory Board, which shall take over the ordinary management of the company until the Board has been reconstituted, shall convene a General Meeting without delay for the purpose of appointing the new governing body.

2. The mandate of any director who no longer meets all the requirements mentioned in Article 17 of the company constitution shall expire immediately.

#### **Article 23)**

1. The Board of Directors shall have all powers of ordinary and extraordinary management of the company.

2. **Without prejudice to the matters which shall be determined only** by the Board of Directors **as established by the law as it stands at the time**, the following matters shall be determined only by the Board of Directors and shall not be delegated:

- the concluding of any contract or legally-binding relationship whatsoever between the company and any of its members holding 5% or more of the share capital (or any company belonging to the same group as such a member, i.e. any of the company's controlled subsidiaries, any company or individual with a controlling interest in the company, and any company controlled by such a company or individual), where the amount involved exceeds €13,000,000.00.= (thirteen million euros and no cents);
- the concluding of any contract or legally-binding relationship whatsoever where the amount involved exceeds €130,000,000.00.= (one hundred and thirty million euros and no cents);

3. Without prejudice to the provisions of Article 15.2 of this company constitution, the Board of Directors shall have the power to make decisions relating to mergers and spin-offs in those cases described in Civil Code Article 2505, 2505 bis and 2506 ter, to set up or close down secondary centres, to authorize any director to represent the company, to reduce the share capital in the event of a member's withdrawal, or to amend the company constitution in order to bring it into line with legal or regulatory provisions.

#### **Article 24)**

The Board shall, without prejudice to the provisions of Civil Code Article 2381, have powers to do the following:

a) appoint an Executive Committee, if the Board itself numbers at least seven; to determine the Executive Committee's numbers; and to delegate to it all or part of its own powers and duties save only those reserved by law to the Board; if an Executive Committee is appointed, the following officers shall belong to it ex officio without counting towards its designated numbers: the Chairman of the Board, any Vice Chairmen and any Managing Director(s).

In the event of resignations or any other cause of termination of the post of member of the Executive Committee, the Board may appoint further directors to restore the Executive Committee's numbers to the level established.

The provisions above concerning the convening of the Board and the conduct of its meetings shall also apply to meetings of the Executive Committee.

Executive Committee members shall continue to serve on the Executive Committee until their directorship expires;

- b) set up other Committees (whose members need not all be directors), determine their duties, powers and remuneration (if any), and prescribe how they are to be composed and to function. If such a committee includes non-directors then its powers shall be advisory only;
- c) delegate all or part of its own powers to one or more of its members (who may or may not be given the title of "Managing Director"), though without prejudice to the provisions of Article 23 of this company constitution;
- d) appoint a General Manager and one or more Managers, and determine their powers; and grant powers of attorney for the execution of particular deeds or categories of deed;

#### **Article 25)**

Power to represent the company shall be vested in the Chairman, and in any Vice Chairmen, and in the Managing Directors, acting severally.

#### **Article 26)**

1. The General Meeting sets the remuneration of all directors.
2. The General Meeting may also grant the directors other kinds of indemnity or reward.
3. The remuneration of directors with special duties is set by the Board of Directors after receiving the opinion of the Supervisory Board.
4. Directors shall be entitled to reimbursement of their expenses incurred in the discharge of their duties.

#### **Article 27)**

1. With regard to the provisions of this article, for definitions of transactions with related parties, transactions of greater importance, independent directors committee and unrelated shareholders please consult the procedure for transactions with related parties adopted and published by the Company on its website ("Procedure") and legislation as it stands from time to time on the subject of transactions with related parties.
2. Transactions of greater importance with related parties which are the responsibility of the General Meeting, or which must be authorised by same, and which are submitted to the General Meeting when the independent directors committee has issued a negative opinion, or in any case without taking account of the comments made by said committee, are resolved by the legal majority, without affecting the fact that transactions are blocked if the majority of unrelated voting shareholders votes against the transaction. As envisaged by the Procedure, the transaction is blocked only if the unrelated shareholders attending the general meeting represent at least 10% (ten percent) of the share capital with voting rights.
3. Transactions of greater importance with related parties which are the responsibility of the Board of Directors may be approved by the Board when the independent directors committee has issued a negative opinion, or in any case without taking account of the comments raised by this committee, on the condition that the transaction is submitted for approval by the ordinary general meeting of the company. Resolutions of the general meeting are subject to the majorities established by the law, without affecting the fact that transactions are blocked if the majority of unrelated voting shareholders votes against them. As envisaged by the Procedure, transactions are blocked only if the unrelated shareholders attending the general meeting represent at least 10% (ten percent) of the share capital with voting rights.
4. Transactions with related parties which are not the responsibility of the general meeting and which do not have to be approved by same, in cases of urgency, may be performed by applying the special rules established by the Procedure.

### **SUPERVISORY BOARD**

#### **Article 28)**

1. The Annual General Meeting shall elect a Supervisory Board composed of three full and two alternate members, to remain in office for three financial years, until the date of the General Meeting convened to approve the Financial Statements for the third financial year of their term in office; members of the Supervisory Board may be re-elected. All members of the Supervisory Board must be entered in the special register established pursuant to the law and have no less than three years' experience of the statutory auditing of accounts. Members of the Supervisory Board must also satisfy the legal and regulatory requirements in force from time to time, and the Board of Directors shall satisfy itself they do so.
2. Members of the Supervisory Board shall be appointed on the basis of lists presented by company members according to the following procedure.  
The lists must contain at least one candidate to the position of Full Member of the Supervisory Board and one candidate to the position of Alternate Member, and may contain up to a maximum of three candidates to the position of Full Member of the Supervisory Board and of two candidates to the position of Alternate Member. The candidates shall be listed with a progressive number.

Each list shall contain candidates' names, numbered and in order. Each list shall have two sections: one of candidates for the position of Full Member of the Supervisory Board, and the other of candidates for the position of Alternate Member. Any candidate whose name appears on more than one list shall be disqualified.

3. Lists may only be presented by members or groups of members with voting rights who, at the time the lists are presented, represent the percentage of the share capital required by the company constitution to present lists for the appointment of the members of the Board of Directors. No member may present or vote for more than one list, not even through an intermediary or trustee. Members belonging to the same group - intended as the parent company, subsidiaries and companies with a common controlling interest - and members who have signed a shareholders' agreement pursuant to article 122, D. Lgs. no. 58/1998 regarding the shares of the Company may not, alone or with others, present or vote for more than one list, not even through an intermediary or trustee.

Ownership of the minimum shareholding pursuant to the previous paragraph required to present lists is determined on the basis of the shares registered in the name of the member on the day in which the lists are lodged with the company.

Certification proving ownership of such shareholdings may also be produced after lodging, as long as it is produced within the term provided for the publication of lists by the company.

4. Lists, accompanied by the professional CVs of the individuals listed and signed by their presenting members, must be lodged at the Company's registered office within the twenty-fifth day prior to the date of the General Meeting **at first or sole call** and made available for public consultation pursuant to the law as it stands at the time.

**Subject to production of the certificate proving title to the shareholding within the term established by paragraph three of paragraph 3 above**, on presenting the list the following must also be **provided** (i) information regarding the identity of the members presenting the list, including the total percentage of the share capital held.

(ii) a CV of each candidate containing comprehensive information on the personal and professional characteristics of the candidates and (iii) the additional information required according to the law as it stands at the time, which will be stated in the notice convening the General Meeting. Members other than those who hold, alone or with others, a controlling or majority stake must also present a declaration that they have no links pursuant to the law with the latter. Declarations from individual candidates must be lodged by the same date, agreeing to stand and declaring, on their own responsibility, that there is no cause (including the restriction on corporate office-holding referred to in the next subparagraph) why they cannot be elected, nor any legal impediment to their serving on the Supervisory Board and that they satisfy any requirements prescribed by law, regulations or the company constitution for members of the Supervisory Board. The list of administration and control offices held by each candidate at other companies must also be lodged within the same term.

5. No person may be elected to the Supervisory Board who holds more directorships and/or memberships of supervisory boards than is allowed by the law as it stands at the time.

6. Any list presented in contravention of any of the above provisions is considered as not presented and shall not be voted on.

7. The procedure for the election of the members of the Supervisory Board shall be as follows:

a) two full members and one alternate member of the Supervisory Board shall be drawn from the list obtaining the most votes at the AGM, in progressive order as listed in that list's sections;

b) the remaining full member of the Supervisory Board, and the other alternate member, shall be drawn from the second list obtaining the highest number of votes at the AGM, out of the lists presented and voted by members who are not linked to the reference members pursuant to article 148, clause 2, of the Consolidation Act on the subject of financial Intermediaries, in progressive order as listed in that list's two sections.

If more lists obtain the same number of votes, all of these lists shall be balloted once more in a run-off vote, according to the law as it stands at the time, and the candidates on the list obtaining the most votes shall be elected by simple majority.

8. The candidate at the head of the Full-Member Candidates section of the list, elected pursuant to paragraph 7.b) above, shall be elected Chairman of the Supervisory Board.

9. If only one list has been presented, the General Meeting shall vote on that list; if it obtains a relative majority, then the three candidates at the head of its Full-Member Candidates section shall be elected as full members of the Supervisory Board and the two candidates at the head of the Alternate-Member Candidates section shall be elected as alternate members; the person indicated at the head of the Full-Member Candidates section of that list shall be appointed Chairman of the Supervisory Board.

Any vacancy among the Full Members of the Supervisory Board due to death, resignation or termination shall be filled by the highest-listed of the Alternate Members. If the vacancy was that of the Chairman, the Supervisory Board shall appoint another of its number to be the new Chairman, to remain in office until the next General Meeting, which shall restore the numbers of the Supervisory Board.

10. If no lists are forthcoming, the Supervisory Board and its Chairman shall be appointed by the General Meeting with the majority requirements as specified by the law.

11. If two or more lists were presented, then a vacancy among the Full Members of the Supervisory Board due to death, resignation or termination shall be filled by the Alternate Member at the top of the same list as the departed Full Member. In this case, the members needed to complete the Supervisory Board are appointed as follows: when it is necessary to replace supervisory board members elected in the majority list, the appointment is made by majority vote without any restrictions regarding lists; when, however, the general meeting must appoint full or

alternate supervisory board members to complete the Supervisory Board by replacing full or alternate supervisory board members elected in the minority list, it makes its resolution by relative majority vote, choosing from the candidates in the list on which the supervisory board member to replace appeared or, secondarily, from the candidates on any other minority lists. If there are no candidates on the minority list(s), appointment is by voting for one or more lists, comprising a number of candidates no greater than the number to elect, presented before the general meeting pursuant to the provisions of this article regarding the appointment of the Supervisory Board, without prejudice to the fact that lists may not be presented (and if they are will not be effective) by significant members or members associated to them, as defined by the laws and regulations in force. The candidates on the list which obtains most votes shall be elected.

12. The General Meeting shall determine the remuneration payable to members of the Supervisory Board, in addition to the reimbursement of their expenses incurred in the performance of their duties.

13. The powers and duties of members of the Supervisory Board shall be as prescribed by law.

## **COMPANY ACCOUNTANT**

### **Article 29)**

The Board of Directors, after taking into account the opinion of the Supervisory Board, appoints and terminates the appointment of the executive responsible for preparing the company's accounting documents, selected from candidates with at least three years experience in (a) administration or control activities, ie. financial, accounting or control management functions at joint stock companies with share capital of no less than EUR 2 million, or consortia between joint stock companies with total share capital of no less than EUR 2 million, or (b) professional legal, economic or financial work closely related to the activities of the Company, or (c) management functions with public entities or administrations operating in the banking, financial and insurance sectors, or in any case in sectors which are closely related to that in which the Company operates.

The sectors of activity closely related to that in which the Company operates are the sectors given in article 4 of this company constitution. The Board shall grant the Company Accountant adequate powers and resources to carry out his/her duties as required by the law and regulations.

The provisions governing directors' responsibility in relation to their allotted duties shall also apply to the Company Accountant, with the exception of actions to be taken on the basis of his/her status as a company employee.

## **AUDITING OF THE ACCOUNTS**

### **Article 30)**

The accounts shall be audited by an independent audit company entered in the special register established pursuant to the law.

The appointment, duration, remuneration, duties, powers and responsibilities of the independent auditors shall be as laid down by the relevant laws.

## **FINANCIAL STATEMENTS AND PROFITS**

### **Article 31)**

1. The Company's financial year shall close on 31 December of each year.

2. At the end of each financial year the governing body shall draw up a Financial Statement for the period as required by law.

### **Article 32)**

1. The net profits shown in the Financial Statement shall, after deduction of not less than 5% (five percent) for the statutory reserve until that reserve reaches one fifth of the share capital, be distributed proportionally among the members, unless the General Meeting resolves on any special allocation to extraordinary reserves or other applications, or resolves to carry all or part of the profits forward to the next financial period.

2. The General Meeting may also under Civil Code Article 2349 resolve on an extraordinary dividend through the issue, without charge, of ordinary shares of a nominal total corresponding to the profits to be distributed.

### **Article 33)**

The Board of Directors may resolve to distribute an interim dividend, subject to the arrangements permitted by law.

### **Article 34)**

Any dividend not claimed within five years from the date on which it first became payable shall revert to the company.

## **WINDING UP AND LIQUIDATION – FINAL PROVISIONS**

### **Article 35)**

If at any time and for any reason whatsoever the company is to be wound up, then the General Meeting shall determine the liquidation arrangements and shall appoint one or more liquidators and specify their powers and remuneration.

**Article 36)**

Any matter not provided for in this company constitution shall be determined in accordance with the relevant statutory and regulatory provisions in force at the time.

FEDELE CONFALONIERI

ARRIGO ROVEDA