ARTICLES OF ASSOCIATION OF CELLULARLINE S.p.A.

(effective from the start of trading on the MTA online stock market)

Company name – Purpose – Registered office – Duration

Article 1 – Company name

The company is called "Cellularline S.p.A.".

Article 2 – Registered office

The company's registered office is situated in the Municipality of Reggio Emilia (Italy).

The board of directors may set up and close branches and secondary offices, administrative and operating offices, agencies, representative offices and corresponding offices in Italy and abroad and may move the company's registered office elsewhere in Italy.

Article 3 – Purpose

3.1 The purpose for which the company is established is to engage in:

(a) the production, import, export, distribution, rental, leasing and marketing, directly or indirectly, both wholesale and retail, of electronic, electromechanical, electroacoustic and audiovisual equipment and accessories in general, as well as other suitable related and inherent materials, as well as to engage in the management, with respect to the same goods and either directly or under franchising arrangements, on its own account and through third parties, of shops, sales outlets, retail warehouses, installation workshops;

(b) the acquisition of equity investments in companies or enterprises with the same or related, complementary or similar purpose, as well as the control and coordination of and the provision of strategic, technical, administrative and financial support to any entities and companies in which it directly or indirectly holds equity investments.

3.2 In order to achieve the purposes set forth in paragraph 3.1 above, the company may, *inter alia*:

(a) provide financial, administrative and commercial services for the benefit of its directly or indirectly controlled companies and/or entities ("**Investee Companies**").

(b) grant interest- or non-interest-bearing loans and carry out centralised treasury activities in favour of the Investee Companies, as well as issue, on their behalf, guarantees, whether real and/or personal, including autonomous guarantee agreements and letters of patronage;

(c) exercise the technical, administrative and financial management and coordination of the Investee Companies;

(d) organise and manage research programmes for technological innovation;

(e) conduct market research work, organise and manage databases.

3.3 The company may also carry out, both in Italy and abroad, whatever is deemed necessary or useful, in the sole opinion of the governance body, for the achievement of its purpose.

3.4 The company is in any case excluded from carrying out, vis-à-vis the general public, any activity qualified by law as a "financial activity" and any reserved professional activity and any activity reserved by law to particular natural or legal persons, except in the cases governed by law and in full compliance with the provisions thereof.

Article 4 – Duration

The duration of the company is until 31 December 2050, after which it may be extended, one or more times, by resolution of the general meeting.

Share Capital – Shares

Article 5 – Capital – Shares

5.1 The share capital of the company amounts to Eur 21,343,189.00 and is divided into 21,868,189 ordinary shares without nominal value ("**Ordinary Shares**").
5.2 On 22 February 2017, the Extraordinary general meeting resolved to increase the share capital, on a divisible basis, by a maximum nominal amount of Eur 203,489.00 (two hundred and three thousand four hundred and eighty-nine), through the issue of a maximum of 2,034,890 (two million thirty-four thousand eight hundred and ninety) Ordinary Shares, without par value, with a final subscription date set at 31 December 2024, to service the exercise of no more than 7,500,000 (seven million five hundred thousand) warrants, the issue of which was resolved on the same date by the same general meeting ("**Warrants**").
5.3 The Ordinary Shares and Warrants are subject to the dematerialisation regime and entered into the centralised management system governed by the applicable regulations.
5.4 The Ordinary Shares are registered, indivisible, freely transferable and grant equal rights to the holders thereof. In particular, each Ordinary Share entitles its holder to one vote at the company's Ordinary and Extraordinary general meetings, as well as the other property and administrative rights pursuant to the articles of association and the law.
5.5 Pursuant to Article 2443 of the Italian Civil Code, the governance body may increase the share capital, free of charge, by 20 March 2023, to service the implementation of the stock grant plan called the "2018-2020 Stock Grant Plan", for a maximum nominal amount of Eur 915,000.00, by issuing a maximum of 915.000 new ordinary shares, also in divisible form and in several tranches, with no indication of par value, having the same characteristics as those in circulation, with regular rights, through the allocation to the share capital of a corresponding maximum amount of profits or profit reserves based on the latest approved financial statements, pursuant to Article 2349 of the Italian Civil Code, under the terms, conditions and according to the procedures set forth in said Plan.
In the event of a share capital increase, rights of first refusal may be excluded or limited, in accordance with the law, as well as within the limit of ten per cent of the pre-existing share capital, pursuant to Article 2441(4) of the Civil Code.

Article 6 – Contributions, loans and other financial instruments

6.1 Shareholders may make contributions in cash, kind or receivables.
6.2 The general meeting may grant the board of directors the power to increase the share capital, in one or more instalments, up to a specific amount and over a period of no more than five (5) years from the date of the resolution, as well as the power to issue bonds, including convertible bonds, up to a specific amount and over a period of no more than five (5) years from the date of the resolution. The power to issue bonds convertible into newly issued shares belongs, without prejudice to the power of delegation, pursuant to Article 2420-ter of the Italian Civil Code, to the Extraordinary general meeting.
6.3 The company may accept interest- or non-interest-bearing loans from its shareholders, with or without the obligation of repayment, in accordance with the applicable law and, in particular, with reference to the rules governing the collection of savings from the general public.
6.4 The company is entitled to issue other classes of shares and financial instruments, including preference shares, savings shares, warrants and bonds, including bonds convertible into shares, subject to the fulfilment of the applicable legal conditions and making the necessary amendments to the articles of association; shares may also be issued by converting other classes of shares or other securities, if allowed by law.

Withdrawal

Article 7 – Withdrawal

7.1 Shareholders may withdraw in the cases provided by mandatory legal provisions.
7.2 The introduction or removal of any restrictions on the circulation of shares and the extension of the term of the company's duration, however, do not entitle the shareholders who did not approve the relevant resolution to withdraw.

General meetings

Article 8 – General meeting

The general meeting represents the totality of the shareholders and its resolutions, passed in accordance with the applicable law and these articles of association, are binding on all shareholders, even if they were dissenting and/or not attending.
General meetings can be either ordinary or extraordinary in accordance with the law.
General meetings may be held in any location in Italy.
An ordinary general meeting shall be called to approve the annual financial statements within 120 days after the end of the financial year, or within 180 days if the conditions provided for in the last paragraph of Article 2364 of the Civil Code are met.
A general meeting is called by means of a notice containing the information required by the applicable regulations, published within the terms of the law on the company's website, as well as in the other ways provided by applicable law.
As a rule, the general meeting, whether ordinary or extraordinary, is held at single call, pursuant to and for the purposes of Article 2369, first paragraph, of the Civil Code. However, the board of directors may determine that the general meeting, whether ordinary or extraordinary, be held at more than one call, setting a second call. Such a decision shall be notified in the notice calling a general meeting.
The allocation of profit and/or profit reserves to employees of the company or its subsidiaries, by means of the issue of shares pursuant to Section 2349(1) of the Civil Code, is permitted in the manner and form provided by law.

Article 9 – Eligibility to attend and appoint proxies at general meetings

All those persons entitled to vote, for whom the company has received the communication from the authorised intermediary certifying their entitlement to participate in the general meeting and exercise their voting right, within the terms provided by applicable law, are eligible to attend the general meeting. Each shareholder eligible to attend the general meeting may appoint a proxy to represent them, by means of an instrument in writing, in accordance with the law. The company may be notified of the appointment of a proxy to attend the general meeting by sending the relative instrument to the email address indicated in the notice calling the meeting. The chairperson of the meeting is responsible for establishing the regularity of the proxies and, generally speaking, of the eligibility to attend.
At each general meeting, the board of directors may nominate – in the notice calling the general meeting – one or more persons who may then be appointed as proxies by the shareholders eligible to vote at the meeting, in which case the relative proxy shall contain the voting instructions on all or some of the proposals set out in the agenda. The proxy to the person nominated by the board of directors shall be effective only with regard to the proposals for which voting instructions have been given.

Article 10 – Proceedings at general meetings

Ordinary and extraordinary general meetings shall be deemed to be validly constituted and qualified to transact their business if there is a quorum and shall pass resolutions with the majorities required by law.

General meetings are chaired by the chair of the board of directors; if they are absent or incapacitated in any way the meeting shall be chaired, in the order, by the deputy chairperson (if appointed) or, finally, by a person appointed by the general meeting itself.
It is the duty of the chairperson of the general meeting, who may avail themselves of the services of appointees, to verify the regularity of the meeting, establish the identity and eligibility of the attendees, regulate the proceedings, and verify the voting results.
The general meeting, acting on the proposal of the chairperson, shall appoint a secretary and, if necessary, two scrutineers. The resolutions of general meetings shall be recorded in minutes signed by the chairperson and the secretary. In the cases provided by law and also when the chairperson of the meeting deems it appropriate, the minutes are taken by a notary public, who in this case acts as the secretary of the meeting, designated by the chairperson.

Governance

Article 11 – Board of directors

11.1 The company is managed by a board of directors consisting of no less than 9 (nine) and no more than 11 (eleven) members.
11.2 All the directors must meet the requirements of eligibility, professionalism and integrity required by law and other applicable provisions.
11.3 The board of directors is appointed by the general meeting on the basis of lists submitted in accordance with the following provisions, unless otherwise or further provided by mandatory laws or regulations.
11.4 The following may submit a list for the appointment of directors:
(a) the outgoing board of directors;
(b) any shareholders who, individually or jointly with other shareholders, hold a total number of shares representing at least 2.5% (two point five per cent) of the share capital with voting rights at the ordinary general meeting, or such other percentage as may be established by law or regulation.
11.5 Ownership of the minimum shareholding is determined by means of the appropriate certificates issued by a legally authorised intermediary proving the ownership, at the date on which the list is lodged at the company's head office, of the number of shares required for the presentation of the list, to be lodged within the deadline set forth by the applicable regulations for the publication of the said lists by the company.
11.6 The lists submitted by shareholders, signed by the shareholders submitting them, shall be lodged at the company's registered office, available to anyone who so requests, at least 25 (twenty-five) days prior to the date set for the general meeting, at first or single call, and shall also be subject to the additional forms of publicity and lodging procedures prescribed by the applicable law and regulations. Any list submitted by the outgoing board of directors shall be lodged at least 30 days prior to the date set for the general meeting, at first or single call.
11.7 The lists shall contain a list of candidates, each of whom shall be assigned a sequential number. Each list containing a number of candidates between 3 (three) and 7 (seven) must contain and expressly indicate at least 1 (one) director who meets the requirements of independence provided by the applicable regulations; each list containing a number of candidates greater than 7 (seven) must contain and expressly indicate at least 2 (two) candidates who meet the requirements of independence provided by applicable regulations.
Lists presenting a number of candidates equal to or greater than 3 (three) must be composed of candidates belonging to both genders, so that at least one-fifth (on the first term following the commencement of trading of the company's ordinary shares and warrants on the online stock market

organised and managed by Borsa Italiana S.p.A. (the "**Trading Starting Date**") and then two-fifths (in any case rounded upwards) of the candidates belong to the less represented gender.
The directors shall take office subject to their fulfilment of the requirements established by law and regulation. directors must meet the requirements set forth by law and regulation at the time; of these, a minimum number, corresponding to the minimum set forth by the said laws and regulations, must meet the requirements laid down in Article 148, paragraph 3, of Legislative Decree No. 58/1998, as referred to in Article 147-ter of the said Legislative Decree No. 58/1998. Failure to meet the said requirements shall results in the forfeiture of the director's office. If a director ceases to meet the requirements as defined above, they shall not be disqualified if the requirements continue to be met by the minimum number of directors who, according to the applicable laws and regulations, must meet such a criterion.
The appointment of the board of directors shall be made, in accordance with the *pro tempore* regulations on gender balance, on the basis of lists submitted by the shareholders in the manner specified below, in which the candidates must be listed with a progressive number.
11.8 The following must be attached to each list, under penalty of inadmissibility: (i) the CV of each candidate; (ii) a declaration in which each candidate accepts their candidacy and attests, under their own responsibility, that they are fully qualified and eligible to serve and possess the requirements required by law and regulation to hold the office of director of the company, including a declaration regarding whether or not they meet the criterion of independence; (iii) the specification, in the lists submitted by the shareholders, of the identity of the shareholders who submitted the lists and the overall percentage of shareholding held; (iv) any other declaration, information and/or document that may be required by law and regulation.
11.9 Each shareholder, the shareholders belonging to the same group of undertakings, as well as the shareholders who are parties to a relevant shareholders' agreement, pursuant to and within the meaning of Article 122 of Legislative Decree No. 58/1998, may not submit or participate in the submission of more than one list, not even through a third party or trust company.
11.10 Each person entitled to vote may vote for one list only; moreover, each candidate may be named on only one list, under penalty of ineligibility.
11.11 The board of directors shall be elected as follows, subject, however, to the following conditions for compliance with the minimum number of directors who must meet the independence requirements:
(a) at the end of the ballot, the votes obtained by each list shall be divided by progressive whole numbers from 1 (one) to 11 (eleven), consistently with the number of directors to be elected;
(b) the quotients obtained are allocated to the candidates on each list, according to the order in which the candidates are nominated on the list;
(c) the quotients attributed to the candidates of the various lists shall be arranged in a single decreasing ranking; and
(d) the candidates who have obtained the highest quotients, consistently with the number of directors to be elected, are therefore elected, it being understood that the candidate presented in first place on the list ("**Minority List**") that obtained the second highest number of votes and that is not connected in any way, directly or indirectly, with the shareholders who presented or voted for the list that obtained the highest number of votes ("**Majority List**") shall in any event be appointed to the office of director. Accordingly, if the aforesaid candidate has not obtained the quotient necessary to be elected: (i) the candidate who, in the Majority List, has obtained the lowest quotient in the single

decreasing ranking pursuant to letter (c) above shall not be elected; while (ii) the candidate presented in first place in the Minority List shall be elected.

11.12 If, following the procedure in paragraph 11.11 above, a minimum number of directors meeting the independence requirements is not appointed in compliance with the applicable *pro tempore* regulations, the following procedure shall apply:

(a) if, as a result of the procedure set forth in paragraph 11.11 above, only two independent directors are appointed, the first non-independent candidate on the Majority List who obtained the lowest quotient (or the penultimate one if the last one was replaced by the minority director pursuant to paragraph 11.11 above) shall be appointed as independent director, replacing the first non-elected independent candidate listed subsequently on the same list;

(b) if, following the procedure of paragraph 11.11 above, no independent director is appointed, the independent directors shall be, (i) in the place of the two candidates who, in the Majority List, have obtained the lowest quotient, the first two non-elected independent candidates listed successively in the same list, and (ii) in the place of the non-independent candidate elected with the lowest quotient in the Minority List that obtained the highest number of votes, the first non-elected independent candidate listed successively in the same list.

If, as a result of the foregoing, the candidates elected in the manner set forth herein above do not ensure the appointment of the minimum number of independent directors complying with the applicable *pro tempore* regulations, the candidate other than the one elected from the Minority List who, in progressive order, obtained the lowest quotient shall be replaced by the first independent candidate drawn from the other lists, according to the progressive order and on the basis of the number of votes obtained by each. This replacement procedure shall take place until the board of directors is made up of the minimum number of independent directors, in compliance with the applicable regulations at the time. Lastly, if this procedure does not ensure the aforementioned result, the replacement will take place with a resolution passed by the general meeting, with a relative majority, subject to the submission of nominations of persons meeting the aforementioned requirements.

Furthermore, if the candidates elected in the manner set forth herein above do not ensure the composition of the board of directors, in accordance with the applicable *pro tempore* regulation concerning the balance between genders, the candidate of the most represented gender elected as last in numerical order in the Majority List shall be replaced by the first candidate of the least represented gender not elected in the same list in numerical order. This replacement procedure shall be carried out until the composition of the board of directors complies with the applicable *pro tempore* regulations on gender balance. Lastly, if this procedure does not ensure the result indicated above, the replacement will take place by resolution passed by the general meeting, with a relative majority, subject to the submission of candidates belonging to the less represented gender.

11.13 If several candidates have obtained the same quotient, the candidate of the list that has not elected any director or that has elected the smallest number of directors shall be elected. In the event that none of these lists has yet elected a director or all have elected the same number of directors, the candidate from the list that obtained the highest number of votes shall be elected. In the event of an equal number of votes for the list, a new ballot shall be held by the general meeting in accordance with the applicable law and the candidate obtaining a simple majority of votes shall be elected.

11.14 Lists that have not obtained a percentage of votes equal to at least half of the percentage required for submission shall not be counted.

11.15 If, during the financial year, one or more directors cease to hold office for any reason whatsoever, the board of directors shall replace them by co-opting the first non-elected candidate (if

available) belonging to the list from which the director who ceased to hold office was taken. If it is not possible to complete the board of directors pursuant to this paragraph, the board shall co-opt the replacements by way of an ordinary majority vote.
In any case, the board of directors and the general meeting shall proceed with the appointment in such a way as to ensure (i) the presence of the minimum total number of independent directors required by law and regulation at the time, and (ii) compliance with the applicable laws and regulations concerning gender balance.
11.16 If no lists are submitted, or if only one list is submitted, or if the number of directors elected on the basis of the lists submitted is less than the number of members to be elected, or if the entire board of directors is not to be renewed, or if it is not possible for any reason to appoint the board of directors in the manner set forth in this Article, the members of the board of directors shall be appointed by the general meeting in accordance with the ordinary procedures and majorities, without prejudice to the obligation to maintain the minimum number of independent directors required by law and compliance with the *pro tempore* applicable laws and regulations on gender balance.
11.17 Directors shall hold office for a term, as determined by the general meeting, not exceeding three financial years from the acceptance of the position; their term of office shall expire on the date of the general meeting called to approve the financial statements for the last financial year of their term, after which they may be re-elected.
11.18 Any amendments to these articles of association concerning: (i) the adoption of a management and control system other than the so-called "traditional" system; (ii) the provision of a one-man governance body or the reduction of the number of members of the board of directors set forth in paragraph 11.1 above; and (iii) the provisions of this Article 11 relating to the procedure for the appointment of the board of directors, may only be validly approved by a resolution of the company's extraordinary general meeting passed with the vote of as many shareholders as represent at least 80% (eighty per cent) of the ordinary stock, except for those amendments required by law.

Article 12 – Company roles – Chairperson

The board of directors (if the general meeting has not done so) shall elect a chairperson from among its number and, if necessary, a deputy chairperson. The board may also appoint one or more chief executive officers and permanently designate a secretary, who need not be members. The board may delegate part of its powers to an executive committee, determining the limits thereof, as well as the number of its members – which shall include the chief executive officers – and its operating procedures.
Furthermore, the board of directors may also set up one or more committees with advisory, proposal-making or control functions, in accordance with the applicable laws and regulations and the board may also appoint general managers and establish their powers and grant powers of attorney to third parties for general or specific purposes.
The chairperson chairs the board of directors' meeting. If the chairperson is absent or incapacitated in any way the meeting shall be chaired, in this specific order, by the deputy chairperson or the most senior director.

Article 13 – Meetings of the board of directors

The board of directors meets at the registered office or elsewhere each time it is called by the chairperson, whenever the latter deems it appropriate or at the request of the chief executive officer (if appointed) or at least two directors, without prejudice to the powers to call a meeting in accordance with the law. If the chairperson is absent or unable to attend, the board is called by the person standing in for him, pursuant to the last paragraph of Article 12.

The board of directors' meetings are called by registered letter, fax or email, sent at least three days before the date fixed for the meeting (in urgent cases, by telegram, fax or email sent at least twenty-four hours before), to the domicile or address as communicated by each incumbent director and statutory auditor. The notice shall specify the date, time and place of the meeting and a list of the items of business to be transacted thereat. The chairperson shall ensure that, consistently with the relevant confidentiality requirements, adequate prior information is provided on the items of business. However, the board may validly resolve even if it hasn't been formally called, if all its incumbent members and auditors are present.

Meetings of the board of directors may also be held by tele/video-conference, provided that all attendees can be identified and able to follow the discussion, to speak in real time on the items of business on the agenda and receive, transmit and view documents. When these requirements are met, the board of directors' meeting is deemed to be held in the place where the chairperson and the secretary are attending, so that the minutes can be taken, signed and recorded in the minutes book.

On the occasion of meetings and at least quarterly, the board of directors and the board of statutory auditors are informed, also by the delegated bodies, on the activities carried out by the company and its subsidiaries, on its foreseeable outlook, on the most significant economic, financial and equity transactions, especially with regard to transactions in which the directors have a vested interest, either directly or on behalf of third parties, or which are influenced by any person exercising management and coordination activities.

For the sake of timeliness, the board of statutory auditors may also be informed directly or at meetings of the executive committee, if it has been set up.

Article 14 – Resolutions of the board of directors

For board meetings to be valid, a quorum of a majority of incumbent directors must be attending. Resolutions are passed by a majority vote of the attendees.

Article 15 – Powers of the board of directors

The board of directors is vested with the broadest powers for the management of the company. The board of directors, determining its powers, may:

a) set up an executive committee, selecting its members from among its number, to which it may delegate its powers, except those expressly reserved by law to the board of directors, determining its membership, powers and rules of operation;

b) delegate its own powers, within certain limits, to one or more of its members and assign specific tasks to them;

(c) set up committees, determining their membership and tasks.

The board of directors, subject to the mandatory opinion of the board of statutory auditors, appoints and revokes the chief financial reporting officer, pursuant to Article 154-bis of Legislative Decree No. 58 of 24 February 1998, and determines their remuneration. The said chief financial reporting officer must possess the professional and personal integrity required by the applicable regulations of those designated to perform administrative and management functions, as well as the professional skills in administrative and accounting matters. These skills, which shall be determined by the board of directors, must have been acquired through work experience in a position of adequate responsibility and for an appropriate period of time.

Pursuant to Article 2365 of the Italian Civil Code, the board of directors is also vested with the power, which cannot be delegated but which may nevertheless be referred to the general meeting, to pass resolutions with regard to the following matters:

- mergers and demergers, in the cases provided by law;

- opening and closing branch offices;
- downsizing the company’s capital in the event of the withdrawal of shareholders;
- adapting the articles of association to regulatory provisions;
- transferring the company's registered office elsewhere in Italy.

Article 16 – Directors' remuneration

Directors are entitled to be reimbursed for any expenses incurred in connection with their duties. The general meeting may determine a lump-sum amount for the remuneration of all the directors, except those holding operational powers.

Their remuneration will be determined by the board of directors, after consulting with the board of statutory auditors.

As an alternative to the provisions of the preceding paragraphs, the general meeting has the power to determine a lump-sum amount for the remuneration of all the directors, including those holding special roles, and to grant directors a termination indemnity.

Article 17 – Chief executive officers

The board of directors may appoint one or more chief executive officers, determining their powers, which may also include the power to appoint attorneys for special or general purposes. The chief executive officers may attend the meetings of the board of directors and of the executive committee and have the right to express non-binding opinions on the matters being discussed there.

Statutory auditors – Board of statutory auditors and audits

Article 18 – Board of statutory auditors

The board of statutory auditors shall consist of 3 (three) permanent and 2 (two) alternate auditors. The auditors shall hold office for a term of 3 (three) financial years, after which they may be re-elected. The auditors shall meet the requirements, including those concerning the limits on the number of positions held, as required by the relevant law.

Persons who are not qualified or eligible or do not meet the requirements of professionalism, integrity and independence laid down by current legislation may not be elected as auditors and, if elected, shall be disqualified.

In particular, with regard to the requirement of professionalism, in relation to the provisions (where applicable) of Article 1, paragraph 3 of Ministerial Decree No. 162 of 30 March 2000, with reference to paragraph 2, letters b) and c) of the same Article 1, it is specified that "matters strictly pertaining to the activities carried out by the company" are relative to those matters pertaining to commercial law, company law, tax law, business economics, business finance, all other similar or assimilated disciplines, as well as the matters and sectors related to and associated with the company's field of activity and, indeed, its purpose, such as, in particular, wholesale and/or retail trade, telecommunications, the production and/or sale of electronic, electromechanical, electroacoustic and audiovisual equipment, and the management of shops and sales outlets, also on the basis of franchising arrangements.

The appointment of the permanent and alternate members of the board of statutory auditors shall be carried out by the ordinary general meeting, in accordance with the procedures indicated below and consistently with the *pro tempore* regulations on gender balance. Shareholders representing at least 2.5% (two point five per cent) of the share capital, consisting of shares with voting rights, or any other percentage established or referred to by law or regulation, may submit a list of candidates in numerical order, lodging it at the registered office at least 25 (twenty-five) days prior to the date set for the general meeting at first call, under penalty of forfeiture, without prejudice to any further forms of publicity and lodging procedures required by law and regulation.

The list, which bears the names, marked by a progressive number, of one or more candidates, indicates whether the individual candidacy is submitted for the position of permanent auditor or for the position of alternate auditor. Lists presenting a total number of candidates equal to or greater than three must be composed of candidates belonging to both genders, in such a way that at least one-fifth (for the first term of office following the Trading Starting Date) and then two-fifths (in any case rounded off in compliance with the applicable laws and regulations) of the candidates for the position of permanent auditor and at least one-fifth (for the first term of office following the Trading Starting Date) and then two-fifths (in any case rounded off in compliance with the applicable laws and regulations) of the candidates for the position of alternate auditor belong to the less represented gender in the list. Each shareholder, the shareholders who are parties to a relevant shareholders' agreement, pursuant to Article 122 of Legislative Decree No. 58/1998, the parent company, subsidiaries and jointly controlled companies, pursuant to Article 93 of Legislative Decree No. 58/1998, may not submit or participate in the submission, not even through a third party or trust company, of more than one list, nor may they vote for different lists, and each candidate may only be included in one list, under penalty of ineligibility. Endorsements and votes cast in violation of this prohibition shall not be assigned to any list.

The lists must be complete with:

a. information on the identity of the shareholders who submitted the lists, with an indication of the total percentage of shares held;

b. a declaration of the shareholders other than those who hold, jointly or otherwise, a controlling interest or a relative majority interest, certifying the absence of relations of connection as envisaged by law and regulation with the latter;

c. exhaustive information on the personal characteristics of the candidates, as well as a declaration by the same candidates that they possess the legal requirements and their acceptance of the candidacy, and a list of any administration and control positions held in other companies.

The appropriate certification issued by a legally authorised intermediary proving the ownership, at the date the list is lodged with the company, of the number of shares necessary for the presentation of the list itself, must also be lodged within the deadline set forth by the applicable regulations for the publication of the lists by the company.

The list for which the above provisions are not observed shall be considered not submitted. As a result of the vote, the following shall be elected: the candidate indicated at number 1 (one) of the list that obtained the second best result and who, pursuant to the laws and applicable regulations, is not connected, directly indirectly, with those who presented or voted for the list that obtained the highest number of votes, shall be elected to the position of permanent auditor and chairperson of the board of statutory auditors; the candidates indicated at number 1 (one) and 2 (two) of the list that obtained the highest number of votes, respectively, shall be elected to the position of permanent auditor; the candidates indicated at number 1 (one) and 2 (two) of the list that obtained the second best result shall be elected to the position of

office of alternate auditors the candidates indicated as alternate auditors at number 1 (one) of both the list that obtained the highest number of votes and the list that obtained the second-highest number of votes. In the event that two or more lists have obtained the same number of votes, a new ballot shall be held. In the event of further parity between the lists put to the vote, the list submitted by shareholders with the largest shareholding or, secondarily, by the largest number of shareholders shall prevail.

If the above procedures do not ensure the election of the permanent members of the board of statutory auditors, consistently with the applicable regulations on gender balance, the necessary replacements shall be made, within the candidates for the position of permanent auditor of the list that obtained the highest number of votes, according to the progressive order in which the candidates are listed.
If only one list of candidates is presented, the permanent and alternate auditors shall be elected from that list, subject to compliance with the applicable regulations concerning gender balance. Should an auditor cease from their position, the alternate auditor belonging to the same list as the auditor to be replaced shall take over. The substitute auditor shall remain in office until the next general meeting.
In the event that no lists are presented, the general meeting shall pass resolutions, with the majorities required by law, subject to compliance with the applicable regulations on gender balance.
If an auditor is replaced, the alternate auditor belonging to the same list as the outgoing auditor shall take over. It is understood that the chair of the board of statutory auditors shall remain in the hands of the minority auditor, and that the composition of the board of statutory auditors shall comply with the applicable regulations concerning gender balance.
When the general meeting is called to appoint any permanent and/or alternate auditors to complete the membership of the board of statutory auditors, the following procedure applies: if auditors elected in the majority list are to be replaced, the appointment is made by a relative majority vote without list limitations; if, on the other hand, auditors elected in the minority list are to be replaced, the general meeting replaces them by a relative majority vote, selecting them from among the candidates indicated in the list to which the auditor to be replaced belonged.
If, for any reason, the application of these procedures does not allow for the replacement of the auditors designated by the minority, the general meeting shall proceed with a relative majority vote; however, the votes of shareholders who, according to the notifications made pursuant to the applicable regulations, hold, directly or indirectly or jointly with other shareholders who are parties to a relevant shareholders' agreement, pursuant to Article 122 of Legislative Decree No. 58/1998, a relative majority of the votes that can be exercised at the general meeting, as well as shareholders who control, are controlled or are subject to common control by the same, shall not be counted in the assessment of the results of this last vote.
The substitution procedures referred to in the preceding paragraphs shall in any case ensure compliance with the applicable rules on gender balance.
The general meeting determines the amount of remuneration to be paid to the members of the board of statutory auditors in application of current legislation.
The board of statutory auditors performs the tasks and activities required by law.
Furthermore, the statutory auditors may, also individually, ask the directors for information and clarifications on the information transmitted to them and more generally on the course of the company's operations or on specific business affairs, as well as proceed at any time with inspections, controls or requests for information, as provided by law. Two members of the board of statutory auditors also have the power, jointly with each other, to call general meetings.
The board of statutory auditors is required to meet at least every ninety days.
Meetings of the board of statutory auditors may also be held by tele/video-conference, provided that all participants can be identified and that they are allowed to take part in the discussion, to speak in real time on the business transacted at the meeting and to receive, transmit and view documents.

Article 19 – Audits

The statutory auditing of the accounts is performed by an independent auditing company appointed and operating in accordance with the law.

Legal representation

Article 20 – Representation of the company

The chairperson of the board of directors serves as the legal representation of the company in all dealings with third parties and in legal proceedings.

The deputy chairperson (if appointed) and the chief executive officers or directors responsible for performing specific duties may also serve as legal representatives of the company, albeit in the manner determined by the board of directors.

Financial statements

Article 21 – Financial year – Financial statements

The company's financial year ends on 31 December of each year.

Article 22 – Apportionment of profit

The net profit reported in the financial statements, after the necessary allocations to the legal reserve until it reaches the legal limit, shall be apportioned among the shareholders and in any other way deemed necessary by the general meeting, acting on the proposal of the board of directors, including to create reserves for special purposes.

Article 23 – Interim dividends

The board of directors may resolve on the distribution of interim dividends, if the applicable regulations so allow and in accordance with the provisions laid down therein.

Winding-up and general provisions

Article 24 – Winding-up

In addition to the cases provided by law, the company may be wound up by resolution of the general meeting. In the event the company is wound up, the general meeting shall determine the manner of liquidation and appoint one or more liquidators, determining their powers.

The liquidators, in distributing the liquidation assets remaining after payment of the company's creditors ("**Liquidation Assets**"), shall:

(i) give to the holders of ordinary shares, on a priority basis, an amount equal to the payment to the assets made for the release of the relevant ordinary shares, both by way of nominal value and any share premium up to a maximum amount of Eur 10.00 (ten) per share;

(ii) if, following the allocations referred to under (i) above, any residual Liquidation Assets remain, they shall be distributed among the holders of ordinary shares in proportion to their respective shareholdings in the capital of the company.

Article 25 – Applicable law

Any matters not provided for herein shall be governed by the applicable law.