



# **LOTTOMATICA GROUP S.p.A.**

Report of the Board of Directors on the  
amendments to the Articles of Association

**LOTTOMatica**

### 1) Amendments to Article 5 of the Articles of Association

In the context of the Shareholders' Meeting of Lottomatica Group S.p.A. (hereinafter, the "**Company**") convened at a single call on 30 April 2025 at 12:00 PM (hereinafter, the "**Shareholders' Meeting**") (i) the proposal to cancel, with no reduction of the share capital, any treasury shares purchased under the authorization granted by the Shareholders' Meeting to the Board of Directors to purchase treasury shares, also subject to the approval of the Shareholders' Meeting, and (ii) the consequent amendment of Article 5 of the Company's Articles of Association (the "**Articles of Association**"), with the conferral of a specific proxy, was included in the items of the agenda.

The proposed amendment consists of adding a final paragraph to the existing Article 5 of the Articles of Association, as outlined in the summary table below. This paragraph will subsequently be repealed once the cancellation operations have been completed by virtue of a further delegation proposed to the Shareholders' Meeting to the Board of Directors, and, on its behalf, the Chairman and the Chief Executive Officer, jointly and severally.

### 2) Amendments to Article 15 of the Articles of Association (and consequent alignment of Article 17 of the Articles of Association)

In the context of the same Shareholders' Meeting, as a result of the resolution passed by the Company's Board of Directors at its meeting on 3 March 2025, a proposal was also made to amend Article 15 of the Articles of Association.

The proposed amendment consists of the elimination of paragraph (v) in Article 15 of the Articles of Association, introduced by resolution of the Shareholders' Meeting on 9 April 2024, so as to abolish the so-called 'totalitarian board of directors', which provided that the meetings of the Board of Directors were valid with the presence of the majority of its members, provided that all members had been informed and no one had opposed the holding of the meetings. The deletion of paragraph (v) in Article 15 of the Articles of Association entails a minor alignment to Article 17 of the same Articles of Association, which can be seen in the table below.

The amendment to Article 15 of the Articles of Association was proposed in order to continuously improve the Company's governance in line with market best practices, and in particular to align the Articles of Association' provisions on Board of Directors' meetings with them.

The proposed amendments are shown in the table below.

EXISTING TEXT	PROPOSED AMENDMENTS
<b>Article 5, paragraph x.</b>	
x. (not existing)	x. The Extraordinary Shareholders' Meeting of 30 April 2025 approved the cancellation of the treasury shares that may be purchased pursuant to the authorisation to purchase treasury shares granted by the Ordinary Shareholders' Meeting held on the same date, up to a maximum number of Lottomatica shares not higher than 10% of the total number of Company's total shares in circulation time by time, delegating powers to the Board of Directors, and, on its behalf, the Chairman and the Chief Executive Officer, jointly and severally, to implement such cancellation, in one or more transactions, in any case no later than 24 months after the abovementioned resolution, and with the exception of shares that are necessary to fulfil commitments arising from existing stock option plans or to be used in the context of extraordinary transactions, such as M&A transactions; to amend accordingly the number of shares indicated in paragraph 1 of this

	<p>article, reducing it by a number of shares equal to those actually cancelled, and to proceed, once the cancellation operations have been completed, to repeal this paragraph.</p>
<p><b>Article 15, paragraph v.</b></p>	
<p>v. Meetings of the Board of Directors are validly held and may pass resolutions if the majority of its members and of the members of the Board of Statutory Auditors are present, and all those who are entitled to participate in the meeting were informed of it, even if no formal notice has been given, as long as the information has been provided and those who do not participate in the meeting declare that they have no reason to object.</p>	<p><del>v. Meetings of the Board of Directors are validly held and may pass resolutions if the majority of its members and of the members of the Board of Statutory Auditors are present, and all those who are entitled to participate in the meeting were informed of it, even if no formal notice has been given, as long as the information has been provided and those who do not participate in the meeting declare that they have no reason to object.</del></p>
<p><b>Article 17, paragraph i.</b></p>	
<p>i. Without prejudice to the provisions of Article 15, paragraph (v), herein, in order for the meetings of the Board of Directors to be valid, the majority of the directors in office must be present (including by audio and/or video conference).</p>	<p><del>i. Without prejudice to the provisions of Article 15, paragraph (v), herein, In order for the meetings of the Board of Directors to be valid, the majority of the directors in office must be present (including by audio and/or video conference).</del></p>

Please find hereinabove the full text of the bylaws with proposed amendments.

**TITLE I**  
**FORMATION - COMPANY NAME - REGISTERED OFFICE**  
**AND DURATION OF THE COMPANY**

**Article 1**

- i. The company is named:  
"Lottomatica Group S.p.A." (the "Company").

**Article 2**

- i. The Company has its registered office in the territorial district of the municipality of Rome.  
ii. The Company, by resolution of the Board of Directors, has the power to establish, change, and suppress, with the forms from time to time required, in Italy and abroad, secondary, branch and representative offices, as well as any other type of offices, agencies and establishments.

**TITLE II**  
**PURPOSE OF THE COMPANY**

**Article 4**

- i. The Company's corporate purpose is:
- a. the acquisition of shareholdings and interests in other companies, entities or enterprises, whether incorporated or being incorporated;
  - b. the performance of services of an administrative (including centralized treasury management to the extent permitted by law), commercial, advertising and/or organizational, management, legal, information technology and human resources nature in favor of companies, having registered offices in Italy or abroad subsidiaries or affiliates (where "control" and "affiliation" mean those respectively defined in accordance with the provisions of Article 2359 of the Italian Civil Code) as well as companies, having their registered office in Italy or abroad, in which they hold an equity interest (the aforementioned subsidiaries, affiliates and/or in any case investees, the "Group Companies");
  - c. technical, commercial, IT, logistical, financial and/or organizational consulting and coordination of Group Companies;
  - d. the granting of loans, guarantees, underwriting of endorsements and establishment of pledges and mortgages and, in general, real and personal guarantees in favor of and/or in the interest of the Group Companies, in compliance with the applicable legal regulations, including those concerning the provision of services of a financial nature.
- ii. The Company may also carry out, in compliance with the prohibitions, limits, conditions and authorizations provided by law, all commercial and securities transactions that will be deemed by the Board of Directors necessary or instrumental to the achievement of the corporate purpose, as well as all transactions relating to companies and business units, real estate, industrial and financial (provided that they are not vis-à-vis the public and in any case in compliance with the reservation of activities as per Articles 106 et seq. of Legislative Decree No. 385/1993 and its implementing provisions), including - within the aforementioned limit - the issuance of guarantees of any kind, personal or real, including for obligations assumed by third parties and/or in the interest of third parties, which will be deemed by the Board of Directors to be necessary and/or instrumental to the achievement of the corporate purpose.
- iii. The Company may also request and receive, from shareholders, loans, including loans with the obligation to repay, in compliance with the applicable laws, including those concerning the collection of savings and/or financial intermediation, and it being understood that these activities may not be exercised in any way towards the public.

**TITLE III**  
**CAPITAL – SHARES - WITHDRAWAL - BONDS - FINANCIAL INSTRUMENTS**

**Article 5**

- i. The Company's share capital is Euro 10,000,000.00, represented by no. 251,630,412 ordinary shares (the "Ordinary Shares") with no par value. The Ordinary Shares are subject to the

- dematerialization regime and entered into the centralized management system for financial instruments pursuant to applicable laws and regulations.
- ii. The Company's share capital may also be increased by a Shareholders' resolution, including by issuing shares having rights different than the Ordinary Shares', with contributions other than in cash and by offsetting liquid and collectible debts owed to the Company, in accordance with and to the extent permitted by law.
  - iii. In resolutions for a paid-up capital increase, preemptive rights may be excluded up to a maximum of 10% of the Company's pre-existing share capital, pursuant to and in compliance with Section 2441(4) of the Italian Civil Code.
  - iv. The Extraordinary Shareholders' Meeting may grant to directors the authority to increase one or more times the share capital pursuant to and in compliance with Section 2443 of the Italian Civil Code.
  - v. The Extraordinary Shareholders' Meeting of March 28, 2023 resolved to grant the Board of Directors, effective as of the date of the start of trading of the Company's shares on Euronext Milan, pursuant to Art. 2443 of the Italian Civil Code, for the period of 5 (five) years from the date of said resolution, the power to increase the share capital, on a divisible basis and for cash, also in several tranches, to service share-based incentive plans, for a maximum amount in any case not exceeding 5% of the Company's share capital (including share premium), by issuing ordinary shares with no indication of par value, having the same characteristics as those in circulation, with regular rights and with the exclusion of option rights pursuant to Art. 2441, fifth and eighth paragraphs, of the Civil Code, at an issue value equal to the accounting par value of the Ordinary Shares on the date of execution of this proxy.
  - vi. The Extraordinary Shareholders' Meeting may resolve, pursuant to and in compliance with Section 2349(1) of the Italian Civil Code, to allocate profits to the employees of the Company or its subsidiaries, through the issuance of special classes of shares, and to grant financial instruments, other than shares, to the employees of the Company or its subsidiaries in accordance with Section 2349(2) of the Italian Civil Code.
  - vii. Ordinary Shares are indivisible, freely transferable and confer on their holders equal rights. Specifically, each Ordinary Share confers the right to one vote at ordinary and extraordinary meetings of the Company as well as other property and administrative rights pursuant to the Bylaws and the law.
  - viii. Status as a Shareholder constitutes per se acceptance of these Bylaws.
  - ix. The Shareholders' address for service vis-à-vis the Company is, for all legal purposes, as indicated in the Shareholders' Ledger.
  - x. **The Extraordinary Shareholders' Meeting of 30 April 2025 approved the cancellation of the treasury shares that may be purchased pursuant to the authorisation to purchase treasury shares granted by the Ordinary Shareholders' Meeting held on the same date, up to a maximum number of Lottomatica shares not higher than 10% of the total number of Company's total shares in circulation time by time, delegating powers to the Board of Directors, and, on its behalf, the Chairman and the Chief Executive Officer, jointly and severally, to implement such cancellation, in one or more transactions, in any case no later than 24 months after the abovementioned resolution, and with the exception of shares that are necessary to fulfil commitments arising from existing stock option plans or to be used in the context of extraordinary transactions, such as M&A transactions; to amend accordingly the number of shares indicated in paragraph 1 of this article, reducing it by a number of shares equal to those actually cancelled, and to proceed, once the cancellation operations have been completed, to repeal this paragraph.**

#### Article 6

- i. Shareholders may withdraw from the Company in the cases provided for by law subject to the provisions of Section 3.1 and Article 5.9 of these Bylaws.

#### Article 7

- i. The issuance of bonds is resolved by the directors who determine the terms and conditions, including placement, in compliance with the law and regulatory provisions in force from time to time, except for the issuance of bonds convertible into shares or assisted by warrants, for the issuance of which the Extraordinary Shareholders' Meeting has in any case the power to delegate the Board of Directors, in compliance with the provisions of Section 2420-ter of the Italian Civil Code, and in any case, any legal provision, including regulatory provisions.
- ii. In accordance with the laws and regulations in force from time to time, the Company may issue special classes of shares entailing different rights, including with respect to the impact of losses, thus determining the content of the resolution upon the relevant issuance, as well as participatory financial instruments and financial instruments that impact the timeline and mechanics for the repayment of the capital at the economic performance of the Company.

#### **TITLE IV**

#### **SHAREHOLDERS' MEETING**

##### **Article 8**

- i. Ordinary and Extraordinary Shareholders' Meetings are normally held in the municipality where the Company's registered office is located, unless otherwise resolved by the Board of Directors and provided that it is in Italy.
- ii. The Board of Directors may determine, in accordance with and within the limits of the applicable regulations, that the Meeting shall be held exclusively by means of telecommunication, omitting the indication of the physical place where the meeting is to be held, giving notice thereof in the notice of call of the Meeting.
- iii. In such a case, subject to substantial compliance with the collegial method and the principles of good faith and equal treatment, it will be necessary that:
  - the Chairman of the Meeting, in his or her office as Chairman, be allowed to ascertain the identity and legitimacy of those present, regulate the conduct of the meeting, and ascertain and proclaim the results of the vote;
  - it is allowed for the person taking the minutes to adequately perceive the meeting events being recorded;
  - (iii) it is allowed for those present to participate in the discussion and simultaneous voting on the items on the agenda.
- iv. The convocation shall be made within the terms prescribed by the legal and regulatory provisions in force from time to time, by means of a notice to be published on the Company's website, as well as in the manner prescribed by the legal and regulatory provisions in force from time to time with not less than the minimum notice required by law with respect to the date set for the Shareholders' Meeting.
- v. Ordinary and Extraordinary Shareholders' Meetings shall, as a rule, be held in a single call as by law. However, the Board of Directors may determine, if it deems it advisable and giving express indication in the notice of call, that the Ordinary and Extraordinary Shareholders' Meetings shall be held following more than one call.

##### **Article 9**

- i. The right to participate in Shareholders' Meetings and to exercise voting rights shall be governed by the laws and regulations in force.

##### **Article 10**

- i. Persons vested with voting rights may be represented at Shareholders' Meetings for all legal purposes, by means of a proxy issued under the procedures provided for by the laws and regulations in force. The Company may also receive notice of the proxies electronically, in compliance with the procedures described in the call notice.
- ii. The Company has the power not to designate the representative designated pursuant to Legislative Decree No. 58/1998 (the "TUF") to whom the eligible persons can give a proxy with voting instructions.
- iii. The rules - including regulations - in force from time to time apply to representation at the Shareholders' Meeting

**Article 11**

- i. Shareholders' Meetings shall be chaired by the Chairman of the Board of Directors or, if he/she is absent or unable to attend, by the Vice-Chair (if appointed and in attendance); alternatively, the Shareholders' Meeting elects its own Chairman.
- ii. The Chairman of the meeting may be assisted by a secretary, who may or may not be a member, designated by those present and may appoint one or more vote tellers. In the cases provided for by law, or when the Chairman deems it to be suitable, the minutes shall be drawn up by a notary public selected by the Chairman, who shall act as the secretary.
- iii. Shareholders' resolutions shall be reported in the relevant minutes, drawn up in accordance with the laws in force from time to time, and signed by the Chairman and the secretary or by the notary selected by the Chairman.

**Article 12**

- i. Shareholders' Meetings shall resolve upon all the items assigned to their competence by law.
- ii. Shareholders' resolutions shall be passed by the majorities required by law.
- iii. Shareholders' resolutions, which shall be passed in accordance with the law and with these bylaws, shall be binding on all Shareholders, including non-attending or dissenting Shareholders.

**TITLE V  
BOARD OF DIRECTORS**

**Article 13**

- i. The Company shall be managed by a Board of Directors ranging from 7 members up to 15 members, whether shareholders or non-shareholders. The Shareholders' Meeting shall determine the number of Directors, without prejudice to the aforesaid limit, prior to their appointment.
- ii. Directors are appointed for a term of three fiscal years, or such shorter period as may be determined by the Shareholders' Meeting at the time of appointment, and are eligible for reappointment. Their terms expire on the date of the Shareholders' Meeting convened to approve the financial statements for the last fiscal year of their term of office, subject to the causes of termination and disqualification provided for by law and this Bylaws.
- iii. Directors shall be appointed by the Shareholders' Meeting on the basis of slates submitted by the outgoing Board of Directors as well as by Shareholders in compliance with the laws and regulations in force from time to time, including with regard to the applicable rules on gender balance, on which the candidates, not exceeding the maximum number of Directors set forth in Section 13.1 of these Bylaws, and meeting the requirements provided for by the legal and regulatory provisions in force from time to time, shall be listed with an assigned sequence number.
- iv. Slates that contain a number of candidates equal to or greater than 3 (three) must be composed of candidates belonging to both genders, to an extent that complies with the pro tempore regulations in force regarding gender balance. Each slate shall indicate which candidates meet the independence requirements established by the laws and regulations in force from time to time; if it contains a number of candidates greater than 7 (seven), it shall contain and expressly indicate at least two directors who meet such requirements.
- v. Slates must be accompanied within the time limits set forth in Article 147-ter, paragraph 1-bis, of the TUF: by: (a) information regarding the identity of the shareholders who have submitted the slates, with an indication of the percentage of the overall shareholding held, it being understood that the certification showing the ownership of such shareholding may also be produced after the filing of the slates provided that it is within the deadline set for the publication of the slates by the Company; (b) a declaration of the shareholders who have submitted the lists other than those who hold, even jointly, a controlling interest or a relative majority interest, certifying the absence of any relationship of connection, even indirect, pursuant to the bylaws and the laws and regulations, including regulations, in force at the time, with the latter (c) exhaustive information on the personal and professional characteristics of the candidates, with any indication of their eligibility to qualify as independent directors pursuant to the laws and regulations, including those in force from time to time, as well as by a statement by the same candidates certifying that they meet the

- requirements provided for by the laws and regulations, including those of honorability and, where applicable, independence; (d) the statement by which each candidate accepts his/her candidacy; (e) any other or different statement, information and/or document required by the law, including regulations, in force at the time. Slates for which the above requirements are not complied with are considered as not submitted.
- vi. The outgoing Board of Directors, supported by the Nomination Committee, as well as those shareholders who, alone or together with other shareholders, hold shares representing a percentage of the Ordinary Shares not less than the percentage prescribed for the Company by the laws and regulations in force from time to time have the right to submit slates. The notice of call of the Shareholders' Meeting called to resolve upon the appointment of the Board of Directors shall indicate the percentage share of the share capital required for the submission of candidate slates.
  - vii. Any shareholder (as well as (i) shareholders belonging to the same group, by which is meant the entity, including non-corporate, controlling pursuant to Section 2359 of the Italian Civil Code and Section 93 of Legislative Decree 58/1998 and any company controlled by, or under the common control of, the same entity, or (ii) shareholders who are members of the same shareholders' agreement relevant pursuant to Section 122 of Legislative Decree. Legislative Decree No. 58/1998, or (iii) shareholders who are otherwise related to each other by virtue of relevant relationships pursuant to the laws and/or regulations in force from time to time and applicable) may submit or concur in the submission of only one list, under penalty of inadmissibility of the list. Each candidate may only appear on one slate under penalty of ineligibility.
  - viii. A director who voted in favor of the submission of a list by the Board of Directors is not permitted, where he or she is also a shareholder and holds, alone or together with other shareholders, Ordinary Shares representing a percentage of the share capital not less than that prescribed for the Company by the laws and regulations in force from time to time, to present, participate in the presentation of, or vote for a list other than the one presented by the Board of Directors.
  - ix. Appointed Directors shall inform the Board of Directors without delay in case of loss of their independence requirements, as well as of any supervening cause of ineligibility or incompatibility. The failure of a director to meet the requirements of independence does not result in his or her withdrawal from office, if the requirements continue to be met by the minimum number of directors required by the laws and regulations in force from time to time.
  - x. Each person entitled to vote (as well as (i) shareholders belonging to the same group, by which is meant the entity, including non-corporate, controlling pursuant to Section 2359 of the Italian Civil Code and Section 93 of Legislative Decree 58/1998 and any company controlled by, or under the common control of, the same entity, or (ii) shareholders who are members of the same shareholders' agreement relevant pursuant to Section 122 of Legislative Decree. Lgs. 58/1998, or (iii) shareholders who are otherwise related to each other by virtue of relevant relationships pursuant to the laws and/or regulations in force from time to time and applicable) may vote for only one slate.
  - xi. At the end of the voting process, the candidates from the two slates which received the highest number of votes shall be elected based on the following criteria:
    - (a) directors equal in number to the total number of members to be elected, less 1 (one), shall be drawn from the slate which received the majority of the votes cast, in the sequential order in which they are listed on that slate;
    - (b) the remaining director, who must in any case meet the independence requirements established by the laws and regulations in force from time to time, will be taken from the slate that came second in terms of the number of votes obtained ("minority slate"), which was not submitted by the Board of Directors and is not connected in any way, not even indirectly, with the shareholders who submitted or voted for the slate that came first in terms of number of votes.
  - xii. In case of a tie vote, a new vote shall be taken by the entire Shareholders' Meeting; the candidates being elected shall be those who obtained the simple majority of the votes.



- xiii. If, upon the end of the vote, no sufficient number of directors who meet the independence requirements set out by the laws and regulations in force is elected, the candidate who does not meet such requirements and who was last elected in the sequential order from the slate which received the highest number of votes shall be excluded and replaced by the following candidate who meets the independence requirements drawn from the same slate as the excluded candidate. If needed, this procedure shall be repeated until the number of independent Directors to be elected is reached. If according to the above-described mechanics the elected candidates do not ensure the composition of the Board of Directors to be in compliance with the laws and regulations in force from time to time with regard to gender balance, the candidates belonging to the most represented gender as last elected according to the sequential order of the slate which obtained the highest number of votes shall be replaced by the first unelected candidate belonging to the least represented gender according to the sequential order of the same slate. These replacement mechanics shall be followed until the composition of the Board of Directors is deemed to be in line with the gender balance rules in force from time to time. Lastly, if such procedure does not enable to reach the outcome detailed hereinabove, the replacement shall be made by a Shareholders' resolution passed by relative majority, after submission of the candidacies of the persons belonging to the least represented gender.
- xiv. Should only one slate be submitted, the directors shall be drawn from that slate, provided that it has been approved by simple majority vote and if the number of directors so elected does not correspond to that of the members of the Board determined by the Shareholders' Meeting, or in the event that no slate was submitted or that the submitted slate does not permit the appointment of independent directors in compliance with the laws and regulations in force, the Shareholders' Meeting shall pass resolutions with the statutory majorities; all the foregoing, however, is without prejudice to the compliance with the gender balance regulations in force from time to time.
- xv. For the appointment of directors, for whatever reason not appointed pursuant to the above procedures, the Shareholders' Meeting shall act with the majorities prescribed by law, in such a way as to ensure in any case that the composition of the Board of Directors complies with the law and the Bylaws.
- xvi. Slate voting mechanics shall apply only in case of appointment of the entire Board of Directors.
- xvii. The Shareholders' Meeting can change the number of the members of the Board of Directors at any time and within the range set forth under Section 13.1 above provided that the required majorities are complied with. Directors elected as such will expire with those in office.
- xviii. If, during the course of the fiscal year, one or more directors elected from the minority list cease to serve, the Board of Directors shall, first of all, proceed in accordance with Article 2386 of the Italian Civil Code. If one or more of the ceased directors had been elected from a list also containing names of candidates who were not elected, the replacement is carried out by appointing, according to the progressive order, persons from the list to which the ceased director belonged and who are still eligible and willing to accept the office, or in the absence of such candidates in the list or their unavailability, or if the first or subsequent candidates of such list do not renew their office acceptance or if they do not meet the independence requirements eventually possessed by the Director to be replaced, or if the composition of the Board of Directors is not such as to allow compliance with the *pro tempore* regulations concerning the balance between genders, the Board of Directors shall proceed in accordance with Article 2386 of the Italian Civil Code. If, on the other hand, one or more directors elected from the majority list leave office during the fiscal year, the Board of Directors shall proceed pursuant to Article 2386 of the Italian Civil Code without the above restrictions, subject to compliance with the the *pro tempore* regulations on gender balance.

**Article 14**

- i. The Board of Directors elects a Chairperson among its members — whenever the Shareholders' Meeting has not already done so — and may appoint one or more Vice-Chairs, who may replace the Chairperson whenever he/she is absent or unavailable.
- ii. Upon a proposal from the Chairperson, the Board shall appoint a Secretary, chosen from among its members.

**Article 15**

- i. The Board of Directors shall be convened at the registered office or at any other place indicated in the call notice by the Chairman or, if he/she is absent or unable to attend, the Vice-Chair, if appointed. A meeting of the Board of Directors may also be called by the statutory auditors, or when a written request is made by at least 2 (two) directors to deliberate on a specific matter to be indicated in the request.
- ii. The convocation shall be made by notice sent by registered letter, fax or email, at least 3 (three) days before the date set for the meeting or, in cases of urgency, at least 12 (twelve) hours prior to the meeting.
- iii. Meetings of the Board of Directors may also be held remotely by means of telecommunication, (omitting, in the case of a meeting held exclusively by telecommunication means, the indication of the physical place of holding the meeting), provided that all participants can be identified and such identification is indicated in the relevant minutes of the meeting and they are able to follow and participate real-time in the discussion, in a condition where they are all equally informed on the items on the agenda.
- iv. Without prejudice to the substantial respect of the collegial method, meetings of the Board of Directors may also be held with each individual participant, including the Chairman and Secretary, remotely connected by remote telecommunication means: in this case, the meeting will be deemed to have been held in the place where the secretary taking the minutes is present (even if only).
- ~~v. Meetings of the Board of Directors are validly held and may pass resolutions if the majority of its members and of the members of the Board of Statutory Auditors are present, and all those who are entitled to participate in the meeting were informed of it, even if no formal notice has been given, as long as the information has been provided and those who do not participate in the meeting declare that they have no reason to object.~~

**Article 16**

- i. Meetings of the Board of Directors shall be chaired by the Chairman or, if he/she is absent or unable to attend, by the Vice-Chair, if appointed. Should the Vice-Chair be absent as well, meetings shall be chaired by the Director appointed by the attendees.

**Article 17**

- ~~i. Without prejudice to the provisions of Article 15, paragraph v, herein, In order for the meetings of the Board of Directors to be valid, the majority of the directors in office must be present (including by audio and/or video conference).~~
- ii. Resolutions shall be passed by absolute majority of the votes of the directors in attendance, without taking abstentions into account for the calculation of the majority.

**Article 18**

- i. Directors' resolutions shall be reported in the relevant minutes, signed by the person who chairs the meeting and the secretary and transcribed in the appropriate register kept in accordance with the law.
- ii. Copies of the minutes shall be fully binding when signed by the person who chairs the meeting and the secretary.

**Article 19**

- i. The management of the Company shall be the exclusive responsibility of the Board of Directors, who shall carry out all actions necessary for the achievement of the corporate purpose.
- ii. In addition to exercising the powers assigned to it by law, the Board of Directors shall have the power to resolve upon:
  - a. mergers and splits-up, in the cases provided for by law;

- b. creation and cancellation of establishments;
- c. indication of the directors who may represent the Company;
- d. reduction of the share capital in case of withdrawal of one or more shareholders;
- e. alignment of the bylaws to the applicable regulations;
- f. transfer of the Company's registered office within Italy.

The assignment of such areas of responsibility to the Board of Directors shall not exclude the concurrent jurisdiction of the Shareholders' Meeting over the same matters.

- iii. Bodies holding delegated powers (organi delegati) shall immediately report to the Board of Directors and the Board of Statutory Auditors — or, in the absence of bodies holding delegated powers, the Board of Directors shall report to the Board of Statutory Auditors — at least once every quarter reporting orally during the meetings of the Board of Directors or, at its discretion, in writing — on the activity carried out, on the general performance of the business and on the expected outlook thereof, as well as on the most significant transactions in terms of operating results, finances and net assets, or otherwise significant in light of their size or characteristics, engaged in by the Company and its subsidiaries; in particular, the bodies holding delegated powers or the Board of Directors, as the case may be, shall report on transactions in which they hold an interest, on their own behalf or on behalf of third parties, or that are impacted by the party performing the direction and control activities, where applicable.

#### **Article 20**

- i. Within the limits set forth in Section 2381 of the Italian Civil Code, the Board of Directors may delegate its powers either to an Executive Committee, thus determining the powers and number of members of such committee, or else to one or more of its own members, as Chief Executive Officers if needed, therefore defining the content, restrictions and mechanics for the exercise of the proxy. It is within the powers of the delegated bodies to confer, within the scope of the powers received, delegations for individual acts or categories of acts to employees of the Company and third parties, with the right to sub-delegate.
- ii. The Board of Directors may appoint one or more General Managers (Direttori Generali), Deputy General Managers (Vicedirettori Generali), Executive Directors (Direttori), Attorneys (Procuratori) and Agents (Mandatari), including within the Board of Directors, for single acts or categories of acts, thereby determining their powers, including the Company representation powers, as well as their compensations, if any.
- iii. The Board of Directors may establish one or more internal committees having consultancy, proposal and investigation purposes, thus determining their assignments and powers.
- iv. The Board of Directors (i) shall appoint and remove a manager in charge of drawing up the Company's accounting documents (dirigente preposto alla redazione dei documenti contabili societari), subject to the opinion of the Board of Statutory Auditors; (ii) shall determine the duration of his/her office, and (iii) shall grant him/her adequate powers and resources for the performance of his/her duties.
- v. The manager in charge of drawing up the Company's accounting documents shall be appointed from among the persons possessing at least 5 (five) years of significant professional experience in the accounting, business and financial sector, in accordance with any other requirements possibly set out by the Board of Directors and/or by the laws and regulations in force from time to time.

#### **Article 21**

- i. The legal representation of the Company and the authority to sign on behalf of the Company lies with the Chairman and, if he/she is absent or unable to attend, with the Vice-Chair, if appointed. If appointed, the Chief Executive Officers shall be granted with these same powers, within the limits of their assignments.
- ii. The aforesaid legal representatives may grant legal powers to represent the Company, including in litigation and other proceedings, with the power to sub-delegate.

#### **Article 22**

- i. The members of the Board of Directors shall be entitled to an annual compensation, including in the form of profit-sharing or subscription rights, which shall be determined by the Shareholders' Meeting. Fees so established shall remain unchanged unless otherwise decided by the Shareholders' Meeting.
- ii. Fees of directors with special assignments in accordance with these Bylaws shall be established by the Board of Directors, after hearing the opinion of the Board of Statutory Auditors.
- iii. The Shareholders' Meeting may, however, determine an overall amount for the remuneration of all directors, including those holding special offices, and award directors a termination fee. Within the limits of such compensation established at the Shareholders' Meeting, the determination of the emolument due to each director shall be made by the Board of Directors, taking into account the offices and proxies entrusted.
- iv. Directors shall be entitled to the reimbursement of the expenses incurred in the performance of their office.

**Article 23**

- i. The Chairman shall perform the functions provided for by the laws and regulations in force and by these bylaws. In particular, the Chairman shall:
  - a. have the power to represent the Company pursuant to Section 21.1 hereof;
  - b. chair Shareholders' Meetings pursuant to Section 11.1 hereof, thereby adopting any measure required to regulate the conduct of the discussion and of the vote, defining the voting mechanisms and ascertaining the voting results;
  - c. call and chair the Board of Directors' meetings pursuant to Section 15 and 16.1 hereof; set an agenda, coordinate the discussion and ensure that all directors receive adequate information on the items on the agenda, in consideration of the circumstances on a case-by-case basis and of the agenda items;
  - d. ascertain the implementation of the Board of Directors' resolutions.

**TITLE VI****BOARD OF STATUTORY AUDITORS, STATUTORY AUDIT OF ACCOUNTS  
AND TRANSACTIONS WITH RELATED PARTIES****Article 24**

- i. The Shareholders' Meeting shall be in charge of electing the Board of Statutory Auditors, composed of 3 (three) Standing Auditors, and of determining their compensations. The Shareholders' Meeting shall also elect 2 (two) Alternate Auditors.
- ii. The powers, duties and term of office of the Statutory Auditors shall be as established by law.
- iii. Persons who exceed the limits of aggregation of offices, or are subject to causes of ineligibility or forfeiture, or do not meet the good standing and professionalism requirements provided for by the laws and regulations in force may not be elected as Statutory Auditors and, if elected, they shall lose their office. For the purpose of Section 1(2), letters b) and c), of the Italian ministry of justice decree no. 162 of March 30, 2000, which sets forth the relevant professionalism and good standing requirements, the subject matters inherent to the business segment of the Company, as well as the subject matters relating to private law, administrative, tax-related, economic and financial disciplines, as well as those relating to economy, organization and corporate finance, shall be deemed to be closely connected with the scope of the Company's business.
- iv. Standing Auditors and Alternate Auditors shall be appointed by the Shareholders' Meeting in accordance with the rules in force from time to time with regard to gender balance, based on the slates submitted by shareholders, in compliance with the laws and regulations in force from time to time, on which candidates must be listed in sequential order and in a number not higher than the number of members that must be elected. Each slate must contain two sections: one for the appointment of the Standing Auditors and another one for the appointment of the Alternate Auditors.
- v. Slates with a number of candidates equal to, or greater than, 3 (three) shall contain candidates of both genders, in so far as provided for by the regulations in force for the time being on gender balance.

- vi. Are entitled to present slates only those Shareholders who, either alone or with other Shareholders, own Ordinary Shares representing at least the share capital percentage quota set forth under the law and regulatory provisions in force at the time. The notice of call of the Shareholders' Meeting called to resolve upon the appointment of the Board of Statutory Auditors shall indicate the minimum share capital percentage quota required to this purpose. Each Shareholder (as well as (i) shareholders belonging to the same group, by which is meant the entity, including non-corporate, controlling pursuant to Article 2359 of the Italian Civil Code and Article 93 of Legislative Decree 58/1998 and any company controlled by, or under the common control of, the same entity, or (ii) shareholders who are members of the same shareholders' agreement relevant pursuant to Article 122 of Legislative Decree. Legislative Decree No. 58/1998, or (iii) shareholders who are otherwise related to each other by virtue of relevant relationships pursuant to the laws and/or regulations in force from time to time and applicable) may submit, or participate in the submission of one (and only one) slate. Each candidate may be listed only in one slate, under penalty of ineligibility.
- vii. Slates must be accompanied within the time limits set forth in Articles 148 and 147-ter, paragraph 1-bis, of the TUF by: (a) information regarding the identity of the shareholders who have submitted the slates, with an indication of the percentage of the overall shareholding held, it being understood that the certification showing the ownership of such shareholding may also be produced after the filing of the slates provided that it is within the deadline set for the publication of the slates by the Company; (b) a declaration of the shareholders who have submitted the lists other than those who hold, even jointly, a controlling interest or a relative majority interest, certifying the absence of relations of connection, even indirect, pursuant to the bylaws and the laws and regulations, including regulations, in force at the time, with the latter (c) exhaustive information on the personal and professional characteristics of the candidates, with an indication of the positions of administration and control held in other companies, as well as by a declaration by the same candidates certifying that they possess the requirements, including those of honorability, professionalism, independence and relating to the accumulation of positions, provided for by the law, including regulations, in force at the time and by the bylaws; (d) the declaration with which each candidate accepts his/her candidacy; (e) any other or different declaration, information and/or document required by the law, including regulations, in force at the time. The slate for which the above provisions are not complied with shall be considered as not submitted.
- viii. The submission, filing and disclosure of slates are subject to the laws and regulations in force from time to time.
- ix. Each person entitled to vote (as well as (i) shareholders belonging to the same group, by which is meant the entity, including non-corporate, controlling pursuant to Article 2359 of the Italian Civil Code and Article 93 of Legislative Decree 58/1998 and any company controlled by, or under the common control of, the same entity, or (ii) shareholders who are members of the same shareholders' agreement relevant pursuant to Article 122 of Legislative Decree. Lgs. 58/1998, or (iii) shareholders who are otherwise related to each other by virtue of relevant relationships pursuant to the laws and/or regulations in force from time to time and applicable) may vote for only one slate.
- x. Statutory Auditors shall be elected as follows:
  - a. 2 (two) Standing Auditors and 1 (one) Alternate Auditor shall be drawn, according to the sequential order in which they are listed, from the slate having obtained the highest number of votes during the Shareholders' meeting;
  - b. the third Standing Auditor — who shall be appointed as the Chairman of the Board of Statutory Auditors — and the second Alternate Auditor shall be drawn, according to the sequential order in which they are listed, from the slate having obtained the second highest number of votes in the Shareholders' meeting and not being anyhow connected, not even indirectly, with the Shareholders who submitted or voted for the slate that received the highest number of votes. If more than one minority slate obtained an equal

- number of votes, the elected candidate, Statutory Auditor and Alternate Auditor, shall be the most senior in age;
- c. if only one slate is submitted, the entire Board of Statutory Auditors shall be drawn from that slate, provided that it obtained the approval by simple majority of votes.
- xi. In the event that only one slate, or only slates submitted by shareholders who, from the declarations made pursuant to paragraph 9, letter b) of this article, are related to each other pursuant to Article 144-quinquies, first paragraph, of Consob Regulation 11971/1999, have been filed by the expiration date of the deadline for the submission of slates, slates may be submitted until the third calendar day following that date. In this case, the percentage of share capital required for the submission of the list is reduced to half.
- xii. If the above methods do not ensure the composition of the Board of Statutory Auditors, in its effective members, in accordance with the pro tempore regulations concerning the balance between genders, the necessary replacements will be made, within the candidates for the office of effective auditor of the list that obtained the highest number of votes, according to the progressive order with which the candidates are listed.
- xiii. In case of loss of the legal and statutory requirements, statutory auditors shall lose their office.
- xiv. In case of replacement of one Auditor, the Alternate Auditor belonging to the same slate shall replace the departing Auditor. Alternatively, in case of departure of a minority Statutory Auditor, he/she should be replaced by the next candidate on the slate which the departing Auditor belonged to, or else by the first candidate on the minority slate which obtained the second highest number of votes.
- xv. The presidency of the Board of Statutory Auditors shall however lie with the minority statutory auditor and the composition of the Board of Statutory Auditors shall comply with the gender balance rules in force from time to time.
- xvi. When the Shareholders' Meeting must appoint Standing and/or Alternate Auditors as it may be necessary to integrate the Board of Statutory Auditors, the following procedure shall apply: if auditors drawn from the majority slates need to be replaced, substitutes are appointed through a majority voting process, free from any slate-related restrictions; if auditors drawn from the minority slates need to be replaced, the Shareholders' Meeting shall replace them through a majority vote, thus selecting, if possible, the candidates indicated on the slate which the auditor who needs to be replaced belonged to, or on the minority slate having obtained the second highest number of votes.
- xvii. After applying these procedures, should it not be possible, for any reason whatsoever, to replace the statutory auditors appointed by the minority, then the Shareholders' Meeting shall carry out a relative majority vote, after the submission of the candidacies by shareholders; however, in ascertaining the results of this final round of voting, the calculation shall not include the votes of those Shareholders who, according to the notices served in accordance with the regulations in force, hold a relative majority of the votes that may be cast at Shareholders' Meetings, including indirectly or also in conjunction with other Shareholders that are parties to a Shareholder agreement relevant for the purpose of Article 122 of Italian legislative decree no. 58/1998, or of those Shareholders who control, are controlled by or are subject to common control with the same.
- xviii. The replacement procedures described under the above paragraphs shall in any case ensure the compliance to the regulations in force with regard to gender balance.
- xix. Departing Statutory Auditors shall be eligible for re-election.
- xx. Meetings of the Board of Statutory Auditors may also be held remotely by means of telecommunication, provided that all participants can be identified and such identification is indicated in the relevant minutes of the meeting and they are able to follow and participate real-time in the discussion and to exchange documents if necessary; if all the above conditions are met, then the meeting of the Board of Statutory Auditors shall be deemed held in the place where the person who chairs the meeting is located.
- xxi. Upon prior notification thereof to the Chairman of the Board of Directors, the Board of Statutory Auditors may convene Shareholders' Meetings or meetings of the Board of Directors. The relevant

powers may also be exercised by at least 2 (two) Standing Auditors in case of convocation of a Shareholders' Meeting, and by at least 1 (one) Standing Auditor in case of convocation of a meeting of the Board of Directors.

**Article 25**

- i. Statutory audit of accounts shall be performed by an audit firm (società di revisione) which meets the legal requirements and is appointed by an Ordinary Shareholders' Meeting upon reasoned proposal by the Board of Statutory Auditors.
- ii. The appointment, dismissal, requirements, assignments, jurisdiction, responsibilities, powers, obligations and compensation of the persons in charge with the statutory audit of the Company's accounts shall comply with the applicable laws.

**Article 26**

- i. The Company shall approve transactions with related parties in compliance with the laws and regulations in force, the provisions contained in the bylaws as well as the procedures adopted with respect thereto for the purpose of ensuring the transparency and substantive fairness of such transactions.
- ii. The procedures adopted by the Company for transactions with related parties may set out that, in case of urgency, the transactions falling outside of the scope of competence and does not require the approval of the Shareholders' Meeting may be carried out notwithstanding the ordinary procedures contemplated therein, without prejudice to the compliance with the conditions set forth in the laws and regulations in force from time to time.

**TITLE VII****FINANCIAL STATEMENTS AND PROFITS****Article 27**

- i. The Company's fiscal year shall end on December 31 of each year.
- ii. At the end of each fiscal year, the Board of Directors shall be in charge of preparing the Company's financial statements in accordance with the applicable provisions of law. The Shareholders' Meeting called to approve the financial statements must be called within the deadline set out in the laws and regulations in force from time to time.
- iii. Net profits as resulting from the approved financial statements - after deducting the amount that must be allocated as legal reserve up to the achievement of the limit set out by law - shall be apportioned to Shareholders by the Shareholders' Meeting, except where such Shareholders' Meeting resolves to allocate additional funds to extra reserves or for any other reason, or else resolves to enter such net profits, in whole or in part, in the following fiscal years.
- iv. The Board of Directors may resolve upon the apportionment to the shareholders of interim dividends in the course of the fiscal year provided that the applicable law requirements and conditions are complied with.

**Article 28**

- i. Dividends remaining unclaimed for 5 (five) years from the date on which they become payable shall be forfeited in favor of the Company, with direct posting to the reserve

**TITLE VIII****WINDING-UP AND LIQUIDATION OF THE COMPANY****Article 29**

- i. In case of the Company's winding-up, the Shareholders' Meeting shall determine the liquidation procedures and shall appoint one or more liquidators, thus setting their powers and compensations.

**TITLE IX****GENERAL AND TRANSITIONAL PROVISIONS****Article 30**

- i. As to everything not expressly provided for herein, the Italian civil code and the relevant special laws shall apply.