REFERENCE REGULATIONS

"Cura Italia" ITALIAN DECREE-LAW No. 18 of 17 March 2020, converted with amendments by Italian Law No. 27 of 24 April 2020

Article 106

(Provisions on the conduct of shareholders' meetings)

1. Notwithstanding Articles 2364, subsection 2, and 2478-bis, of the Italian Civil Code or other Bylaw provisions, the ordinary shareholders' meeting is convened within one hundred and eighty days from the end of the financial year.
2. By means of the notice of call to ordinary or extraordinary shareholders' meetings joint stock companies, companies with unlimited liability, limited liability companies, and cooperatives and mutual insurance companies can establish, notwithstanding any different Bylaw provisions, the possibility to vote electronically or by mail and to attend the meeting using telecommunications devices; said companies may also establish that the meeting may take place, even exclusively, using telecommunications devices that ensure the identification of participants, their participation and the exercise of voting rights, pursuant to Articles 2370, subsection 4, 2479-bis, subsection 4, and 2538, subsection 6 of the Italian Civil Code, without the need for the Chairman, Secretary or Notary, if any, to meet in the same location.
3. Limited liability companies may allow voting by written consultation or by consent expressed in writing, also in derogation of art. 2479, subsection 4 of the Italian Civil Code and of any different provisions included in the companies' Bylaws.
4. For ordinary or extraordinary shareholders' meetings, companies with listed shares may appoint the representative regulated by Article 135-undecies of Legislative Decree no. 58 of 24 February 1998, even where otherwise established by the Bylaws. The same companies may also establish in the notice of call that attendance at the shareholders' meeting shall take place solely through the designated representative within the meaning of Article 135-undecies of Legislative Decree no. 58 of 24 February 1998; said designated representative may also be granted proxies or sub-proxies within the meaning of Article 135-novies of Legislative Decree no. 58 of 24 February 1998, notwithstanding Article 135-undecies, subsection 4 of the same decree.
[…]
7. The provisions of this Article apply to shareholders' meetings called by 31 July 2020, or, if later, until the national state of emergency that has been declared for the health risk connected with the outbreak of the COVID-19 epidemic is lifted.
[…].

LEGISLATIVE DECREE no. 58 of 24 February 1998: Consolidated law on financial intermediation, "CLF"

Article 83-*sexies*

(Right to attend shareholders' meetings and the exercise of voting rights)

1. The legitimate attendance of shareholders' meetings and the exercise of voting rights is confirmed by a statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote.
2. For meetings of holders of financial instruments admitted for trading with the issuer's consent on regulated markets or in the Italian multilateral trading systems or those of other European Union countries, the communication contemplated by subsection 1 is made by the intermediary on the basis of the evidence of the accounts contemplated by article 83-quater, subsection 3, relative to the term of the accounting day of the seventh market business day prior to the date established for the meeting. Credit and debit entries made on accounts after these terms are not relevant in terms of assuring the legitimate exercise of voting rights at the shareholders' meeting. For the purposes of this ruling, the date of the first convocation is considered providing the dates of any successive convocations are indicated in the convocation notice; otherwise the date of each convocation shall be considered.
3. For meetings other than those indicated in subsection 2, the articles of association may require the financial instruments referred to in the communication to be entered in the accounts of the party with voting rights as from a pre-established date, potentially establishing that they may not be transferred until the end of the shareholders' meeting. In the case of shareholders' meetings of companies whose shares are widely distributed to a relevant extent, the term may not exceed two working days. Should the Articles of Association not prevent the transfer of shares, any transfer of such shall entail the obligation bearing on the intermediary to rectify the communication sent previously.
4. Communications indicated in subsection 1 must reach the issuer by the third trading day prior to the date indicated in subsection 2, last sentence, or within an alternative term established, in concert with the Bank of Italy, by a Consob regulation, or within a successive term established in the Articles of Association pursuant to subsections 3 and 5. This is without prejudice to legitimate attendance and voting if communication has reached the issuer beyond the terms

specified in this subsection, providing it has been received before the start of the works of the meeting works held pursuant to single convocation.
5. Subsections 1, 3 and 4 apply to the meetings of holders of financial instruments issued by cooperative companies. With reference to meetings of holders of financial instruments admitted for trading, with the consent of the issuer, on regulated markets or Italian multilateral trading systems or those of other countries of the European Union, the terms pursuant to subsection 3 cannot exceed two working days.

Article 125-*bis*

(Notice of call to Shareholders' Meeting)

1. The shareholders' meeting is convened by notice published on the company's website within thirty days of the date of the meeting and by other means and within the terms established by Consob with regulation issued in accordance with article 113-ter, subsection 3, including the publication in extract form in the daily newspapers.
2. For shareholders' meetings called to appoint, by means of list voting, members of the board of directors and internal control bodies, the time limit for publication of the notice of call shall be at least forty days prior to the date of the meeting.
3. For shareholders' meetings envisaged in Articles 2446, 2447 and 2448 of the Civil Code, the time limit indicated in subsection 1 shall become at least twenty-one days prior to the date of the meeting.
4. The notice of call shall contain:
    a) the indication of the day, time and place of the meeting and the list of matters on the agenda;
    b) a clear, precise description of the procedures to be applied in order to attend and vote at the shareholders' meeting, including information concerning:
        1) the terms for exercising the right to raise questions prior to the meeting and the right to have additional items placed on the agenda or to present further proposals on items already on the agenda and, also by reference to the company's website, any additional methods by which to exercise these rights;
        2) the procedure for the exercise of the vote by proxy and, in particular, the methods for collecting the forms that can be used, optionally, for voting by proxy and the methods, including electronic methods, for communicating any notification of voting by proxy;
        3) the procedure for the conferral of proxy to the party appointed by the company in accordance with article 135-undecies, with the specification that the power of proxy shall have no effect for proposals for which no voting instructions have been given;
        4) the procedures for voting by correspondence or using electronic means, if envisaged by the Articles of Association;
    c) the date specified in article 83-sexies, subsection 2, with the specification that those who become holders of shares only after that date shall not have the right to attend and vote at the shareholders' meeting;
    d) the terms and conditions for collecting the full text of the proposed resolutions, together with the explanatory reports and documents to be submitted to the shareholders' meeting;
    d-bis) the terms and conditions for presenting lists to elect the members of the board of directors and minority members of the board of auditors or the supervisory board;
    e) the address of the website specified in article 125-quater;
    f) the other information which must be indicated in the notice calling the meeting pursuant to other provisions.

Article 126-*bis*

(Integration of the agenda of the shareholders' meeting and presentation of new proposed resolution)

1. Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with article 125-bis, subsection 3 or article 104, subsection 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperative companies the amount of the capital is determined by the statutes also in derogation of article 135.
2. Integrations to the agenda or the presentation of further proposed resolutions on items already on the agenda, in accordance with subsection 1, are disclosed in the same ways as prescribed for the publication of the notice calling the meeting, at least fifteen days prior to the date scheduled for the shareholders' meeting. Additional proposed resolutions on items already on the agenda are made available to the public in the ways pursuant to article 125-ter, subsection 1, at the same time as publishing news of the presentation. Terms are reduced to seven days in the case of shareholders'

meetings called in accordance with article 104, subsection 2 or in the case of a shareholders' meeting convened in accordance with article 125-bis, subsection 3.
3. The agenda cannot be supplemented with items on which, in accordance with the law, the shareholders' meeting resolved on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under article 125-ter, subsection 1.
4. Shareholders requesting integration in accordance with subsection 1 shall prepare a report giving the reason for the proposed resolutions on the new items for which it proposes discussion or the reason relating to additional proposed resolutions presented on items already on the agenda. The report is sent to the administrative body within the final terms for presentation of the request for integration. The administrative body makes the report available to the public, accompanied by any assessments, at the same time as publishing news of the integration or presentation, in the ways pursuant to article 125-ter, subsection 1.
5. If the administrative body, or should it fail to take action, the board of auditors or supervisory board or management control committee fail to supplement the agenda with the new items or proposals presented in accordance with subsection 1, the court, having heard the members of the board of directors and internal control bodies, where their refusal to do so should prove to be unjustified, orders the integration by decree. The decree is published in the ways set out by article 125-ter, subsection 1.

Article 127-*ter*
(Right to submit questions prior to the shareholders' meeting)
1. All those with voting rights may submit questions on the items on the agenda even prior to the shareholders' meeting. Questions received before the meeting will be answered at the latest during the said meeting. The company may provide a single reply to questions with the same content.
1-bis. The notice calling the meeting specifies the terms within which questions raised prior to the shareholders' meeting must reach the company. The terms must be no less than five days prior to the date of the first or only calling of the shareholders' meeting or on the date indicated in article 83-sexies, paragraph 2, if the notice of calling establishes that the company should provide a response to the questions received before the meeting. In this case, replies shall be provided at least two days prior to the shareholders' meeting also by publication in a specific section of the company website and the ownership of the right to vote can be attested even after sending of the questions provided that it is within the third day following the date indicated in article 83-sexies, paragraph 2.
2. No reply is necessary, even in the shareholders' meeting, to questions raised prior to it, where the information required is already available in "FAQ" format in the section of the company's website specified in subsection 1-bis or when the answer has been published in accordance with said subsection.
3. The reply attached to the minutes is considered as given during the meeting when is made available at the beginning of the meeting, by each of those entitle to vote.

Article 135-*novies*
(Representation at the shareholders' meeting)
1. Any person with the right to vote may indicate one representative for each shareholders' meeting, without prejudice to the right to specify one or more replacements.
2. As an exception to subsection 1, any person with the right to vote may appoint a different representative for each account, used to record financial instrument transactions, valid where the communication envisaged in Article 83-sexies has been issued.
3. As a further exception to subsection 1, if the person indicated as owner of the shares in the communication envisaged in Article 83-sexies acts alone or through registered trustees on behalf of his or her customers, the person in question may indicate others on whose behalf he/she acts, or one or more third parties indicated by such customers, as their representative.
4. If the proxy form envisages such an option, the proxy may arrange for personal substitution by another person of his or her choice, without prejudice to compliance with Article 135-decies subsection 3 and to the right of the person represented to indicate one or more substitutes.
5. In place of the original, the representative may deliver or transmit a copy of the proxy, also in electronic format, confirming his or her liability in compliance of the proxy form to the original and the identity of the delegating party. The representative shall retain the original of the proxy form and keep track of any voting instructions received for a period of one year from closure of the shareholders' meetings concerned.
6. The appointment may be made with a document in an electronic format with a digital signature in accordance with article 21, subsection 2 of Italian Legislative Decree 82 of 7 March 2005. The companies specify in the Articles of Association at least one way of electronic notification of the proxy.
7. Subsections 1, 2, 3 and 4 shall also apply to cases of share transfer by proxy.

8. All of the above without prejudice to the provisions of Article 2372 of the Italian Civil Code. As an exception to article 2372, second subsection of the Italian Civil Code, asset management companies, SICAVs, harmonized management companies and non-EU parties providing collective investment management services may grant representation for more than one shareholders' meeting.

Article 135-*decies*

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
   a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
   b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative917;
   c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
   d) is an employee or auditor of the company or of the persons indicated in paragraph a);
   e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
   f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Article 135-*undecies*

(Appointed representative of a listed company)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

Article 147–*ter*

(Election and composition of the Board of Directors)

[…]

1-*ter* The Statute also stipulates that the division of directors to be elected should be made on the basis of a criterion that ensures a balance between genders The less-represented gender must obtain at least two fifths of the directors elected. This division criterion shall apply for six consecutive mandates. If the composition of the board of directors resulting from the election does not comply with the division criterion provided for in this section, CONSOB shall warn the company concerned to comply with this criterion within the maximum term of four months from the warning. In

the event of non-compliance with the warning, CONSOB shall impose a fine of between Euro 100,000 and Euro 1,000,000, depending on the criteria and methods laid down in its regulations and set a new term of three months for compliance. In the event of further non-compliance with respect to this new warning, the elected members shall lose their position. The statute regulates the methods of drawing up the lists and the cases of replacement during a mandate in order to ensure compliance with the division criterion provided for in this section. CONSOB shall lay down regulations on the infringement, application and observance of the rules on gender quotas, including with reference to the investigation phase and the procedures to be adopted, on the basis of its own regulations to be adopted within six months from the date of entry into force of the rules contained in this section. The rules of this section shall also apply to companies organised according to the monistic system.
[…]

Article 148
(Composition)
1. The Articles of Association of a company shall establish, for the board of auditors:
  a) the number, not less than three, of auditors;
  b) the number not less than two, of alternates.
1-bis. The Articles of Association of the company shall also state that the division of members pursuant to section 1 shall be made in such a way that the less-represented gender shall obtain at least two fifths of the regular members of the board of auditors. This division criterion shall apply for six consecutive mandates. If the composition of the board of auditors resulting from the election does not comply with the division criterion provided for in this section, CONSOB shall warn the company concerned to comply with this criterion within the maximum term of four months from the warning. In the event of non-compliance with this warning, CONSOB shall apply a fine of between Euro 20,000 and Euro 200,000 and set a new term of three months for compliance. In the event of further non-compliance with respect to this new warning, the elected members shall lose their position. CONSOB shall lay down regulations on the infringement, application and observance of the rules on gender quotas, including with reference to the investigation phase and the procedures to be adopted, on the basis of its own regulations to be adopted within six months from the date of entry into force of the rules contained in this section.
[…]

PROPOSALS FOR BYLAW AMENDMENTS, RELEVANT RULES

Article 2480-*bis* Italian Civil Code
(Business management)
1. The business manager heads up the company and is the person to whom his or her staff report.
2. Any person/entity conducting a business has the duty to establish an organisational, administrative and accounting structure that is appropriate to the nature and size of the business, also in relation to the timely detection of the business crisis and the loss of business continuity, and to act without delay to adopt and implement one of the instruments provided for by the law for overcoming the crisis and recovering business continuity.

Article 2380-*bis* Italian Civil Code
(Corporate Governance)
1. Business management is performed in compliance with the provisions of Article 2086, subsection two, and is the exclusive responsibility of the directors, who perform the operations necessary for the fulfilment of the business purpose.
2. The Corporate Governance can be entrusted to directors who need not be necessarily shareholders.
3. When governance is entrusted to several people, they constitute the board of directors.
4. Where the Bylaws do not stipulate a number of directors, but only indicate a maximum and minimum number, this number shall be determined by the Shareholders' Meeting.
5. Where the chairman is not appointed by the Shareholders' Meeting, the board of directors shall select one from its members.

Article 2436 Italian Civil Code
(Filing, registration and publication of amendments)
1. The notary who drew up the minutes of the resolution to amend the Bylaws shall request that said resolution be entered in the Business Register, while also filing and attaching any required authorisations, within 30 days after determining that the legal conditions have been fulfilled.

2. The Business Register Office shall enter the resolution in the register once the documentation has been deemed formally compliant.
3. Where the notary deems that the legal conditions have not been fulfilled, he/she shall promptly inform the directors thereof and within the time limit set out in the first subsection of this Article in any case. Within the following 30 days, the directors may convene the Shareholders' Meeting in order to take the necessary measures or appeal to the court as referred to in the following subsections; failing this, the resolution shall be rendered definitively ineffective.
4. After determining that the legal conditions have been fulfilled and hearing the public prosecutor, the court shall order that the resolution be registered in the Business Register by decree subject to appeal.
5. The resolution shall not take effect until after its registration.
6. After each amendment to the Bylaws, the complete text in its updated version shall be filed with the Business Register.

RIGHT OF WITHDRAWAL

Article 2437 Italian Civil Code
(Right of withdrawal)
1. Shareholders that do not agree with the resolutions on the following matters have the right to withdraw all or part of their shares:
a) amendment to the company purpose clause where this enables a significant change in the company's activities;
b) conversion of the company;
c) transfer of the registered office abroad;
d) revocation of the state of liquidation;
e) removal of one or more grounds for withdrawal laid down under the following subsection or in the Bylaws;
f) amendment to the criteria for determining the share value in the event of withdrawal;
g) amendments to the Bylaws in relation to voting or participation rights.
2. Unless otherwise provided for in the Bylaws, shareholders shall have the right to withdraw where they do not agree with the approval of resolutions regarding:
a) the extension of the time-limit;
b) the introduction or removal of limitations on the circulation of shares.
3. Where the company is established for an indefinite period of time and the shares are not listed on a regulated market, the shareholder may withdraw by providing at least 180 days' notice; the Bylaws may stipulate a longer period whilst not exceeding one year.
4. The Bylaws of companies that do not have recourse to the risk capital market may provide for additional grounds for withdrawal.
5. The provisions on withdrawal for companies under direction and coordination shall remain unaffected.
6. Any agreement that serves to preclude or render more onerous the exercising of the right to withdraw in the cases laid down in the first subsection of this Article shall be null and void.

Article 2437-*bis* Italian Civil Code
(Terms and procedures for exercising the right to withdraw)
1. The right to withdraw shall be exercised by registered mail, sent within 15 days from the date the resolution giving grounds for the right is registered with the Business Register, indicating the personal details of the withdrawing shareholder, his/her domicile for receiving communications relating to the process, and the number and category of shares for which the right of withdrawal is being exercised. If the reason giving grounds for the withdrawal is something other than a resolution, the right to withdraw shall be exercised within 30 days of the shareholder becoming aware thereof.
2. Shares on which the right to withdraw is exercised may not be sold and shall be deposited at the Company's registered office.
3. The withdrawal shall not be exercised – and where already exercised shall have no effect – if within 90 days the Company revokes the resolution that gave grounds for the right, or if resolution has been passed to dissolve the company.

Article 2437-*ter* Italian Civil Code
(Criteria for determining share value)
1. The shareholder shall be entitled to payment of shares for which he/she exercises the withdrawal.
2. The shares' liquidation value shall be determined by the directors after hearing the opinion of the board of statutory auditors and external auditor, taking into account the company's assets and income prospects, as well as any market value of the shares.

3. The liquidation value of shares listed on regulated markets is determined based on the arithmetic average of the closing prices in the six months preceding the publication (or receipt) of the notice convening the meeting whose resolutions provide grounds for the withdrawal. The Bylaws of companies with shares listed on regulated markets may stipulate that the liquidation value be determined in accordance with the criteria laid down in subsections 2 and 4 of this Article, it being understood that in any event, said value may not be lower than the value that would be due when applying the criteria indicated in the first sentence of this subsection.
4. The Bylaws may provide for different criteria for determining the liquidation value, indicating the financial statement asset and liability items that may be adjusted in relation to the values shown in the financial statements, together with the adjustment criteria, as well as any other items that may be subject to asset evaluations.
5. Shareholders have the right to know how the value referred to in the second subsection of this Article is determined within the 15 days preceding the date scheduled for the shareholders' meeting; and each shareholder shall have the right to view and obtain a copy thereof at their own expense.
6. Where a dispute is to be brought at the same time as the declaration of withdrawal, the liquidation value shall be determined within 90 days of exercising the right to withdraw by way of a report sworn by a court-appointed expert, who shall also decide on the costs, at the request of the first requesting party; in such case, the first subsection of Article 1349 shall apply.

Article 2437-*quater* Italian Civil Code
(Liquidation procedure)
1. The directors offer the withdrawing shareholder's shares as an option to the other shareholders in proportion to the number of shares held. If these consist of convertible bonds, the owners thereof shall also be entitled to the option right, in competition with the shareholders, based on the exchange rate.
2. The option rights offer shall be filed with the Business Register within fifteen days from the final determination of the liquidation value. To exercise the option rights, a period of no less than thirty days from when the offer is filed must be granted.
3. Those exercising the option right, provided they request it at the same time, shall have a pre-emption right for the purchase of shares for which options are not taken up.
4. If the shareholders do not acquire all or part of the withdrawing party's shares, the directors may place the shares with third parties; shares listed on regulated markets shall be placed through an offering on those markets.
5. In the event of a failure to place the shares pursuant to the previous subsections within 180 days from the withdrawal, the withdrawing party's shares shall be redeemed by way of acquisition by the Company, using available reserves, including as an exception to the provisions of subsection 3 of Article 2357.
6. Where reserves are not available, an extraordinary meeting shall be convened to pass resolution on reducing the share capital or on the dissolution of the company.
7. The provisions of subsections 2, 3,and 4 of Article 2445 shall apply to the resolution on reducing share capital; the company shall be dissolved if the opposition is upheld.

Article 2437-*quinquies* Italian Civil Code
(Special provisions for companies with shares listed on regulated markets)
1. Where the shares are listed on regulated markets, shareholders who do not agree with the resolution entailing the exclusion from listing shall be entitled to withdraw.

Article 2437-*sexies* Italian Civil Code
(Redeemable shares)
1. The provisions of Articles 2437-ter and 2437-quater shall apply, insofar as compatible, to shares or share categories for which the Bylaws provide for a redemption right for the company or shareholders. In this case, the provisions of Articles 2357 and 2357-bis shall remain in force.

Article 2357 Italian Civil Code
(Purchase of treasury shares)
1. The company may only purchase treasury shares up to the limit of the distributable profits and available reserves as shown in the last duly approved financial statements. Only fully paid-up shares may be purchased.
2. The purchase must be authorised by the Shareholders' Meeting, which shall establish the terms and conditions thereof, indicating the maximum number of shares to be purchased, the duration (not exceeding 18 months) for which the authorisation is granted, and the minimum and maximum price.
3. The nominal value of the shares purchased, as per subsections 1 and 2, by companies having recourse to the risk capital market, may not exceed one fifth of the company's share capital, taking into account also the shares held by subsidiaries.

4. Shares acquired in violation of the preceding subsections shall be disposed of in a manner to be determined by the Shareholders' Meeting, within one year of their acquisition. Failing which, they shall be cancelled without delay and the share capital shall be reduced accordingly. Should the Shareholders' Meeting fail to take said action, the directors and statutory auditors shall request a court-ordered capital reduction as per the procedure laid down in subsection 2 of Article 2446.
5. The provisions of this Article shall also apply to purchases made through trust companies or intermediaries.

Article 2357-*bis* Italian Civil Code
(Special cases for the purchase of treasury shares)
1. The limitations contained in Article 2357 shall not apply when treasury shares are purchased:
1) in execution of a Shareholders' Meeting resolution to reduce capital, implemented by way of redemption and cancellation of shares;
2) free of charge, provided that the shares are fully paid up;
3) as a result of a universal succession, merger or demerger;
4) as part of an enforcement to settle a company claim, provided that the shares are fully paid up.
2. Where the nominal value of treasury shares exceeds the limit of one fifth of the capital as a result of purchases made pursuant to points 2), 3) and 4) of the first subsection of this Article, the penultimate subsection of Article 2357 shall apply to the excess amount; however, the disposal must take place within a time limit of three years.

ITALIAN DECREE-LAW No 21 of 15 March 2012, converted with amendments by Law No. 56 of 11 May 2012 (in Official Journal No. 111 of 14/05/2012)
Rules on special powers over ownership structures in the defence and national security sectors, as well as activities of strategic importance in the energy, transport and communications sectors. (12G0040) (Official Journal General Series No. 63 of 15-03-2012)

Article 2
(Special powers relating to strategic assets in the energy, transport and communications sectors)
1. One or more decrees of the Italian President of the Council of Ministers – adopted on the proposal of the Italian Minister for the Economy and Finance, the Minister for Economic Development and the Minister for Infrastructure and Transport, in agreement with the Interior Minister and Minister for Foreign Affairs, as well as the Ministers responsible for each sector – establish the networks and plants, assets and relations of strategic importance for the energy, transport and communications sectors. Said decrees shall be updated at least every three years.
2. Any resolution, act or transaction, adopted by a company which holds one or more assets identified pursuant to subsection 1, which has the effect of changing the ownership, control or capacity to dispose of the assets themselves or of changing their destination, including resolutions of Shareholders' Meetings or administrative bodies on merging or demerging the company, transferring the registered office abroad, transferring the company or its branches holding said assets, or putting said assets up as collateral, shall be notified by the company to the Italian Presidency of the Council of Ministers within 10 days and, in any event, prior to its implementation. Resolutions passed by the Shareholders' Meeting or the administrative bodies concerning the transfer of subsidiaries holding the aforementioned assets shall be notified under the same terms.
[…]

LEGISLATIVE DECREE no. 93 of 1 June 2011
Implementation of Directives 2009/72/EC, 2009/73/EC and 2008/92/EC concerning common rules for the internal market in electricity, natural gas and a Community procedure to improve the transparency of gas and electricity prices charged to industrial end-users, and repealing Directives 2003/54/EC and 2003/55/EC.
Title II
NATURAL GAS MARKET

Article 19
(Separation of the owners of transmission systems and transmission system operators)
1. Vertically integrated undertakings that intend to comply with Article 9 of Directive 2009/73/EC, proceeding with the ownership unbundling of transmission system Operators, are required to abide by the following rules: a) an undertaking which owns a transmission system must act as transmission system Operator; b) the same natural or legal person or persons may not, directly or indirectly, exercise control over an undertaking engaged in production or supply of natural gas or electricity and at the same time, directly or indirectly, exercise control or exercise any right over a natural gas or electricity transmission system operator or over a natural gas or electricity transmission system; c) the same natural or legal person or persons may not appoint members of the supervisory board, the administrative board or bodies legally

representing the undertaking of a transmission system operator or a transmission system, nor directly or indirectly exercise control or exercise any right over production or supply of natural gas; d) the same person may not be a member of the supervisory board, the administrative board or bodies legally representing the undertaking, of both an undertaking engaged in production or supply of natural gas and a transmission system operator or a transmission system; e) neither the commercially sensitive information referred to in Article 20 of Legislative Decree no. 164/2000 acquired by the transmission system operator prior to the unbundling of the vertically integrated undertaking, nor the staff of such a transmission system operator, can be transferred to undertakings engaged in production or supply of natural gas.

2. The rights referred to in points b) and c) of subsection 1 shall include, in particular, the power to exercise voting rights, the power to appoint members of the supervisory board, the administrative board or bodies legally representing the undertaking, and the holding of a majority share.

3. For the implementation of the provisions referred to in subsection 1, where the legal persons are the State or another public body, two separate public bodies exercising control over a natural gas or electricity transmission system operator or over a natural gas or electricity transmission system on the one hand, and over an undertaking performing functions of production or supply of natural gas or electricity on the other, shall be deemed not to be the same legal person.

Prime Ministerial Decree of 25 May 2012, issued in implementation of Decree Law No. 1 of 24 January 2012, converted, with amendments, into Law No. 27 of 24 March 2012, as amended by Prime Ministerial Decree of 15 November 2019.

Article 2

(Criteria, conditions and governance procedures suitable to ensure separation)

1. With effect from the term referred to in Article 1, subsection 1, or, if earlier, from the date of loss of control, within the meaning of Article 2359, subsection 1, of the Italian Civil Code, over SNAM S.p.A. by ENI S.p.A., for the purposes of implementation of Article 19 of Legislative Decree No. 93/2011, the voting rights granted by shares acquired also pursuant to deeds, transactions or agreements entered into in any way, and those already held, if any, directly or indirectly, by gas and/or electricity producers or suppliers or by undertakings that exercise control over them or are controlled thereby or are affiliated thereto within the meaning of the Italian Civil Code, or any powers of appointment held thereby, are limited in accordance with Article 19, subsections 1, points b) and c), and 2 of Legislative Decree No. 93/2011, without prejudice to subsection 2 of this article.

2. To guarantee the full neutrality of Snam S.p.A., after the sale referred to in Article 1, subsection 2, Cassa Depositi e Prestiti S.p.A. ensures independence between the owner of activities of natural gas production and/or supply and the natural gas transmission system owner and/or operator, in compliance with Article 19 of Legislative Decree no. 93/2011. In this case, the following principles are complied with:

a) (…)
b) (…)
c) members of the administrative or control body, as well as those persons who are senior managers in ENI S.p.A. or its subsidiaries may not hold any office in the administrative or control body, or be senior managers in Cassa Depositi e Prestiti S.p.A. or SNAM S.p.A. or Terna S.p.A. or their subsidiaries, where operating in the natural gas or electricity transmission sector, nor may they have any relationship, direct or indirect, of a professional or financial nature, with said companies; similarly, members of the administrative or control body, as well as those persons who are senior managers in Cassa Depositi e Prestiti S.p.A. and have a relationship, direct or indirect, of a professional or patrimonial nature, with companies operating in the natural gas or electricity transmission sector, in SNAM S.p.A., TERNA S.p.A. and their subsidiaries operating in the natural gas or electricity transmission sector, may not hold any office in the administrative or control body, or be senior managers in ENI S.p.A. or its subsidiaries, nor may they have any relationship, direct or indirect, of a professional or financial nature, with said companies