

ANNEX "A" TO REP. NO. 31.852/13.228

**ARTICLES OF
ASSOCIATION OF SNAI
S.p.A.**

Article 1

(Name)

The joint-stock company called " SNAI S.p.A. " is established according to these Articles of Association.

Article 2

(Scope)

2.1 The scope of the company includes the following activities:

a) the purchase, construction, furnishing of properties to be used especially as horse racing tracks, rearing land, connected and similar activities and services as well as the organisation and running of harness races and gallop races and horse racing events and competitions in general, also with the aim of encouraging the horse racing industry and improving and increasing the production of horse breeds in Italy. The Company may also perform farming activities on areas not allocated for racing;

b) the promotion and development of real estate activities, including building in general, construction, sale, exchange, parcelling, loan and management, rental, leasing, financial leasing, management of company-owned properties, works and systems;

c) the acquisition of stakes (not for the purpose of placement) or interest in other companies, firms, consortia and bodies in general, established or being established, both in Italy and abroad, connected or instrumental to achieving the business purpose (including bodies that run informative companies, with particular regard to the horse and sporting sector in general, with any possible technical manifestation such as publishing, radio broadcasting, television and any other type of multimedia activity, none excluded), within the limits of art. 2361 of the Italian Civil Code, and the funding and technical, administrative and financial coordination of the same;

d) the placing, organisation, performance, management and/or acceptance, with its own means or those of third parties, based on regular concessions, authorisations and licenses issued by the Government and/or the Bodies in charge, of bets of any type or kind, of pools, lotteries and games, whatever their name, through any possible method allowed by current technology and legislation and the related instrumental activities, as well as the performance of services in favour of bodies, associations, companies, physical persons working in the sectors of performing races, games, competitions and the like, of the placing and/or acceptance of bets of any kind and type; the performance of games through automatic, semiautomatic and electronic devices for entertainment or

skill games, including electronic entertainment equipment, automatic distributors, videogames and the rental of similar equipment as well as the creation and running of the network for the screen-based management of lawful games through the amusement and entertainment devices envisaged by article 110, paragraph 6 of Royal Decree no. 773 of 18 June 1931 and its amendments and integrations;

e) the management, organisation, promotion, disclosure of sporting events, races, tournaments, games, recreational events, shows and performances of any kind, including the preparation, purchase, creation and management of the related structures, the issue and sale of tickets to access the events and the marketing of the tangible and intangible assets and the connected services, including the retail sale of products and advertising articles in merchandising connected activities in the world of sport and gambling;

f) the installation, rental, activation, management, use, sale and the like, in Italy and abroad, of telecommunication and screen-based networks for the performance of the services under the various letters of this article and connected and instrumental activities;

g) the organisation and performance of telephone, computer and screen-based services on the behalf of third parties, of call centres, electronic switchboards, help desks and the like, including the electronic collection and processing of data, formulas and similar data connected or instrumental to the performance of the activities and the provision of the services included in this article;

h) the activities to study, design, implement, create, produce, assemble, market, sell and contract, assist and maintain equipment, products, fittings, electronic and computer technologies, software, telephone systems and products, screen-based posters and other instruments necessary or useful for the performance, management, creation, organisation of points of sale of assets and/or services connected to the activities under the letters above as well as personnel training with reference to these products and services;

i) the organisation and the management of advertising campaigns, the study, processing, creation, marketing and purchase of advertising spots, the organisation and management of external relations also on the behalf and in favour of third parties, with reference to the activities under the letters above;

j) the performance of all the activities that are connected and similar to its own, including the promotion and performance of market studies and research, also in the new

screen-based forms, as well as the organisation of training and/or refresher courses, seminars, meetings and the like relating to tangible and intangible assets and services, within the limits set by the letters above.

2.2 The company may also carry out any other activity entrusted to it by the granting Administrations and related to services or activities, through regular authorisations, licenses and concessions.

2.3 The company may perform activities that are connected, instrumental and ancillary to the horse racing and sporting sector, including television, publishing, radio broadcasting activities and multimedia activities in general, in compliance with current legal regulations.

2.4 To achieve its business purpose, the company may rent out its company or company branches and may rent companies or company branches owned by third parties with similar activities to its own. Furthermore, the company may promote the establishment of companies, firms, consortia and bodies in general.

2.5 Likewise the company may carry out all the activities required or useful to achieve the business purpose, including property, movable, industrial, commercial and financial transactions, including the concession of real and/or personal guarantees, issued in the interest of the company, for own or third party obligations, with the exclusion of any activity towards the public. These activities must be performed within the limits and in compliance with the provisions that govern their performance as well as the legislation concerning activities reserved for those registered in professional boards, orders or registers. The activities of a financial nature in particular must be carried out in compliance with applicable laws, with mandatory exclusion of attracting savings from the public and performing the activities reserved for financial intermediaries.

**Article 3
(Offices)**

The company's offices are in Porcari (Lucca), Italy. The Board of Directors may resolve to transfer the registered offices within the Italian territory and establish branches and agencies in Italy and abroad.

**Article 4
(Duration)**

The duration of the company is set until 31 (thirty first) December 2100 (two thousand one hundred).

Article 5

(Share Capital)

The share capital is Euro 60,748,992.20 (sixty million seven hundred and forty eight thousand nine hundred and ninety two/20) divided into 116,824,985 (one hundred and sixteen million eight hundred and twenty four thousand nine hundred and eighty five) shares of Euro 0.52 (fifty two cents) each.

The capital may be increased by resolution of the Shareholders' meeting: to increase the capital, the newly issued shares will be offered as an option to the shareholders, except for the set cases and limits.

With resolution dated 14 September 2006, the extraordinary shareholders meeting assigned to the Board of Directors, pursuant to art. 2443 of the Italian Civil Code, the right to increase the capital for consideration and determine each time whether the increase must be divisible or indivisible, in one or more tranches and within five years from the date of the resolution by the shareholders' meeting, for a maximum nominal amount of Euro 52,000,000.00 (fifty two million/00) and thus up to a maximum of Euro 80,570,453.60 (eighty million five hundred and seventy thousand four hundred and fifty and three/60) of nominal value through the issue up to a maximum of no. 100,000,000.00 (one hundred million/00) of ordinary shares with a unitary nominal value of Euro 0,52 (fifty two cents), to be offered as an option to those entitled. The Board of Directors determines the number and issue price of the ordinary shares to be issued from time to time to exercise the proxy, including the measure of any premium.

Article 6 (Shares)

The shares are registered and, where provided for by law, may also be bearer shares. Each shareholder may ask that his/her shares be, at his/her expense, transformed into registered shares and vice versa.

The shares are indivisible also in case of common property.

Shares may be issued without voting rights, with limited voting rights on particular subjects, with subordinated voting rights upon the occurrence of special conditions that are not merely jurisdictional; the new shares may also be attributed different rights from those assigned to already existing shares.

The extraordinary shareholders' meeting may resolve to confer profits to the employees of the company or subsidiaries through the issue of special categories of shares to be conferred based on current legislation, as well as the conferment, to the above mentioned subjects, of financial instruments other than shares, providing capital or also administrative rights, excluding the vote in the general shareholders' meeting.

The capacity as shareholder implies the adhesion to the memorandum of association and the articles of association and requires the domicile to be elected to all legal effects at the registered offices of the company for the relations with the same company.

Article 7
(Bonds)

According to the law the company may issue registered or bearer bonds, also convertible.

Article 8
(Shareholder Loans)

The company may acquire loans from the shareholders against payment, with the methods and within the limits set by current legislation.

Article 9
(Shareholders' Meeting)

The subjects with voting rights and whose legitimate right to intervene in the Shareholders' meeting and exercise the voting right is certified by a communication made to the issuer by the authorised intermediary pursuant to law, in the forms and with the methods set by current laws and regulations, may take part in the Shareholders' meeting.

The resolutions of the Shareholders' meeting that comply with current legislation and the articles of association oblige all the Shareholders, even when not attending or dissenting.

Article 10
(Convening the Shareholders' meeting)

The ordinary and extraordinary Shareholders' meetings are convened pursuant to current legislation and may take place in the Italian territory, also outside the registered offices or, if abroad, in another member state of the European Union. The Shareholders' meeting may be subject to communication to the Chairperson of the Board of Directors, also from the Board of Statutory Auditors, in its entirety or by at least two members of the same Board.

The administrative body convenes the Shareholders' meeting in its ordinary sitting within one hundred and twenty days from the close of the financial year, or within hundred and eighty days where the company is required to prepare consolidated financial statements or where special circumstances relating to the structure and business purpose of the company require it.

The shareholders who, also jointly, represent at least one fortieth of the share capital, may ask, in the cases set by law, within ten days from the publication of the notice of convocation of the Shareholders' meeting, or a shorter term set by current laws and regulations, that the agenda be supplemented by indicating in their application the additional issues to discuss. The request must be presented in the form and according to the methods set by current laws and

regulations.

The supplemented agenda that the Shareholders' meeting must discuss must be notified according to the same forms set for the publication of the notice of convocation, at least fifteen days prior to the one set for the Shareholders' meeting or the shorter term set by current laws and regulations. The notice of convocation must be published on the company's web site and with other methods and within the terms set by the legal and regulatory provisions applicable from time to time and must contain the information requested by current legislation.

When the Shareholders' meeting is called to resolve on the appointment of the directors and auditors, the notice of convocation must specify the minimum participation required for the presentation of the candidate lists and the related calculation criteria.

The Extraordinary Shareholders' meeting may also be convened in a third calling pursuant to current legislation.

Article 11

(Representation at the Shareholders' meeting.

Voting Rights.)

The representation of the Shareholders is permitted pursuant to current legislation.

The proxy may be notified electronically, via certified e-mail or using a suitable section of the company's web site and with the other notification methods that may be specified in the notice of convocation, in compliance with current legal and regulatory provisions.

Each share has the right to one vote, unless shares with no voting right or with limited or subordinated voting right have been issued.

Article 12

(Constitution of the Shareholders' meeting.

Validity of the resolutions)

The Shareholders' meeting regularly constituted in its ordinary and extraordinary sitting resolves in compliance with current legislation.

Article 13

(Chairperson and Secretary of the Shareholders' meeting.

Minutes)

The Shareholders' meeting is chaired by the Chairperson of the Board of Directors or, in his/her absence, by the Vice Chairperson or, in the absence of the latter, a person elected with the majority vote of those present.

The Chairperson of the Shareholders' meeting, in addition to the provisions of current legislation, controls the meeting procedures, including the determination of the voting and vote taking system.

The majority of those attending the Shareholders' meeting appoints the Secretary, who may be a non-shareholder, unless

the minutes are prepared by a notary indicated by the Chairperson.

Article 14

(Composition and appointment of the Board of Directors)

The company is administered by a Board of Directors consisting of five to fourteen members elected by the Shareholders' meeting.

The Shareholders' meeting, prior to the new appointment, determines the number of members of the Board.

Unless a shorter term is established by the Shareholders' meeting at the time of the appointment, the Directors remain in office for three years and until the date of the Shareholders' meeting called to approve the financial statements relating to the last year of their office.

The directors appointed during a year in any case leave office together with those already in office at the time of their appointment.

The outgoing Directors may be re-elected.

All the board members must satisfy the integrity and professionalism requirements set by current legislation. The absence of these requirements means the forfeiture of the office.

The directors are obliged to observe the ban on competition required by art. 2390 of the Italian Civil Code; in addition to the provisions of art. 2390 of the Italian Civil Code, all the members of the Board of Directors must satisfy special requirements of reliability, integrity and professionalism as well as, for those among them for which the applicable legislation requires it, of independence as defined with decree of the Ministry of economy and finance no. 1845/Strategie/UD of 28 June 2011, implementing art. 1, paragraph 78, letter a), point 5 of Law no. 220 of 13 December 2010 and subsequent amendments and integrations.

The Board of Directors must be arranged in order to guarantee the independence in compliance with the requirements established by current legislation and pursuant to current regulations concerning the gender balance. At least one director, or at least two in case the Board consists of a number greater than seven members, must satisfy the independence requirements set by current laws. The least represented gender must be reserved at least the share of members set by current legislation concerning the balance between genders.

The independent director who, subsequently to his/her Appointment, ceases to meet the independence requirements, must immediately inform the Board of Directors accordingly and, in any case, forfeit the office.

The Board of Directors is appointed by the Shareholders' meeting based on the lists presented by the shareholders according to the procedure under the paragraphs below.

The right to present the lists is attributed only to those

Shareholders who, alone or together with other Shareholders, hold an equity interest equal to the one determined by Consob Regulations. The ownership of the minimum equity interest is determined with regard to the shares registered in favour of the shareholder on the day when the lists are filed with the issuer. The related certification may also be produced after filing but in any case within the term set for the publication of the lists by the issuer.

The lists must include a number of candidates not exceeding those to be appointed. The candidates are listed using progressive numbering.

Each list must contain and expressly indicate at least one independent director with a progressive number not exceeding seven. In case the list includes more than seven candidates, it must contain and expressly indicate a second independent director. In each list it is also possible to indicate, if necessary, the directors that meet the independence requirements set by the codes of conduct drawn up by the managing companies of regulated markets or trade associations. The lists containing a number of candidates equal to or higher than three must consist of candidates belonging to both genders, so that at least one fifth (during the first mandate after 12 August 2012), and then one third (in any case rounded up) of the candidates belongs to the least represented gender.

Each candidate may be included in one list only on pain of ineligibility.

The lists must be filed at the registered offices within the twenty fifth day prior to the date set for the Shareholders' meeting called to appoint the directors, and have the following items attached to them:

- 1) the information relating to the shareholders who presented them, with the indication of the equity interest held overall;
- 2) detailed information on the personal and professional characteristics of the candidates;
- 3) a declaration by the candidates stating their acceptance of the candidature and the certification that they satisfy the legal requirements set by the regulation applicable to the company, including the independence requirement, where indicated as independent directors pursuant to the law or as independent directors pursuant to the codes of conduct.

The list of candidates must be made available to the public at the registered office, on the web site and with the other methods set by applicable legal and regulatory regulations, at least twenty one days prior to the date set for the Shareholders' meeting to resolve on appointing the directors.

Each Shareholder may only vote for one list.

No Shareholder may present or vote for, not even through an intermediary or trustee company, more than one list. Upon electing the members of the Board of Directors, the following actions are carried out:

1) from the list that in the Shareholders' meeting ("Majority list") obtained the highest number of votes, based on the progressive order with which these are indicated in the list, all but one of the directors who represent all those to be elected are selected;

2) the remaining director, in the person of the candidate listed in the first place of this list, is selected from the second list ("minority list") that in the Shareholders' meeting obtained the highest number of votes and is not connected, not even indirectly, with the shareholders who presented or voted for the majority list.

In case not even one independent director is elected in the majority list, in the case of a Board with not more than seven members, or if just one independent director is elected in the case of a Board with not more than seven members, the non independent candidate elected as the last in progressive order in the list that obtained the highest number of votes under point a) above, will be replaced by the independent candidate not elected from the same list according to the progressive order.

In addition, if, even when following this replacement procedure, with the candidates elected with the methods stated above, a composition of the Board of Directors that complies with current regulations concerning the balance between genders is not assured, the candidate of the most represented gender elected as the last in progressive order in the majority list will be replaced by the first candidate of the least represented gender not elected from the same list according to the progressive order. This replacement procedure will take place until a composition of the Board of Directors that complies with the current regulation concerning the balance between genders is ensured. Finally, if this procedure does not ensure the last result stated, the replacement will take place with resolution taken by the Shareholders' meeting with a related majority, subject to presenting the candidature of subjects belonging to the least represented gender.

In any case, those lists that did not obtain a percentage of votes at least equal to half of that requested for the presentation of the same lists will in no way be considered.

In case just one list is presented, all the directors are selected from this list always in compliance

with current regulation concerning the balance between genders. In case of equal votes among the lists, the one submitted by those members holding the largest stake at the time of presenting the list, or, in a subordinate manner, the one submitted by the highest number of members will prevail.

In the absence of lists, or if the number of directors elected based on the lists presented is lower than the one determined by the Shareholders' meeting, the members of the Board of Directors are appointed by the same Shareholders' meeting, with the legal majority, notwithstanding the obligation for the Shareholders' meeting to appoint a number of independent directors that is equal to the minimum number set by law, notwithstanding the compliance with current regulation concerning the balance between genders.

In case of termination from office, for any cause, of one or more directors, their replacement is carried out according to legal provisions, notwithstanding the obligation of maintaining the minimum number of independent directors set by law and always provided that there is at least one director selected from the minority lists (or previously elected), always in compliance with the current regulation concerning the balance between genders.

If during the period of office, four or more directors are absent for any reason, the entire Board of Directors will be intended as immediately and automatically disbanded and the Shareholders' meeting for the appointment of the entire Board must be urgently convened by the Board of Statutory Auditors, which may carry out, in the meantime, only acts of ordinary administration.

The independent directors, indicated as such at the time of their appointment, must communicate any ceased satisfaction of the requirements of independence, with the consequent forfeiture pursuant to the law.

Article 15

(Responsibilities and powers of the Board of Directors)

The Board of Directors is vested with the broadest powers for the ordinary and extraordinary administration of the company.

In addition, the Board of Directors is in charge of the resolutions concerning: the merger in the cases provided for by law, the establishment or suppression of secondary officers, the reduction of capital in case of withdrawal of the shareholder, the amendments to the Articles of Association to comply with regulatory provisions and the transfer of the registered offices within the national territory.

The Board of Directors, based on the information received, shall assess the suitability of the organisational, administrative and accounting structure of the company; when processed, it examines the strategic, industrial and financial plans of the company; assesses the general management

performance also based on the report of the delegated bodies, if appointed

The Board of Directors may appoint the General Manager by defining his/her tasks and determining his/her remuneration.

The General Manager, if appointed, must satisfy the requirements set by art. 12 of Decree of the Ministry of the economy and finance no. 1845/Strategie/UD of 28 June 2011, implementing art. 1, paragraph 78, letter a), point 5 of Law no. 220 of 13 December 2010 and subsequent amendments and integrations.

The Board of Directors, subject to the obligatory opinion of the Board of Statutory Auditors, appoints and revokes the manager in charge of preparing the corporate accounting documents.

The Board of Directors ensures that the manager in charge of preparing the corporate accounting documents has adequate powers and resources to perform the tasks assigned and actually respects the administrative and accounting procedures.

Article 16

(Chairing the Board of Directors)

The Board elects among its members the Chairperson and possibly a Vice Chairperson to replace the Chairperson in cases of effective indisposition.

Article 17

(Meetings of the Board of Directors)

The Chairperson calls the Board meetings and chairs them. The Board may also be convened, subject to communication to the Chairperson of the Board of Directors, by the Board of Statutory Auditors or individually by each member of the Board of Statutory Auditors.

The meetings are valid when the majority of the directors in office participate.

The notice of convocation must be sent to all the directors and auditors in office at least two days prior to the meeting via registered post, fax or telegram or e-mail.

The convocation methods must in any case ensure the actual possibility of participation in the meetings, both for the directors and auditors.

The presence in the meetings of the Board may also take place via means of telecommunication, as long as the exact identification of the people legitimated to attend, the possibility to intervene verbally, in real time, on all the subjects, as well as the possibility for each person to receive or transmit documentation are ensured.

Once these requirements are satisfied, the Board of Directors will be considered as held in the place where the Chairperson of the Board is located.

The resolutions are taken with the majority of those present; in case of equal votes, the Chairperson's vote prevails.

When appointed, the General Manager participates in the meetings of the Board of Directors.

Article 18
(Minutes of the resolutions of the Board of Directors)

The resolutions of the Board of Directors are recorded in the related minutes transcribed in the special register and signed by the Chairperson and the Secretary or the person acting in their place.

Article 19
(Delegated bodies)

Except for the assignments which cannot be delegated pursuant to the law, the Board of Directors may delegate its functions to an Executive Committee consisting of some of its members.

In addition, the Board of Directors may delegate its functions to one or more of its members who, in this case, assume the title of Chief Executive Officers.

The Executive Committee may also be convened, subject to communication to the Chairperson of the Board of Directors, by the Board of Statutory Auditors or individually by each member of the Board of Statutory Auditors.

The Executive Committee, if appointed, includes the Chairperson of the Board of Directors and, where appointed, the Vice Chairperson and the Chief Executive Officer/s.

The Board of Directors sets the powers of the delegated bodies by determining their content and limits as well as any methods of exercising the proxy; it may always issue directives to the delegated bodies and claim the operations included in the proxy.

The delegated bodies must make sure that the organisational, administrative and accounting structure suits the nature and size of the company and must report, at least every three months, to the Board of Directors and the Board of Statutory Auditors on the general management performance, the business outlook and the most significant transactions, in terms of size or nature, carried out by the company or by its subsidiaries, if any.

Article 20
(Remuneration of the Directors and repayments)

The members of the Board of Directors and the Executive Committee are due an annual consideration as set by the Shareholders' meeting.

The remuneration of the Directors vested with particular duties in compliance with the articles of association is established by the Board of Directors, having heard the opinion of the Board of Statutory Auditors.

The Shareholders' meeting may determine an overall amount for the remuneration of all the Directors, including those vested with particular duties; in this case this consideration

is divided in a manner set by the Board of Directors.
The members of the Board of Directors are also be repaid the expenses incurred by the office.

Article 21

(Representing the Company)

The representation of the company towards third parties and before the court and the use of the corporate signature are assigned to the Chairperson of the Board of Directors with the right of delegation to representatives; and to the Vice Chairperson in case of his/her indisposition. Also assigned to the Chief Executive Officers - if appointed - as part of the conferred powers and severally between them, with the right to issue mandates to attorneys and representatives to appear in court.

The representatives must meet the requirements set by art. 12 of Decree of the Ministry of economy and finance no. 1845/Strategie/UD of 28 June 2011, implementing art. 1, paragraph 78, letter a), point 5 of Law no. 220 of 13 December 2010 and subsequent amendments and integrations.

Article 22

(Board of Statutory Auditors)

The Board of Statutory Auditors consists of three Standing Auditors and two Alternate Auditors appointed and operational pursuant to the current regulations.

The Board of Statutory Auditors supervises:

- the observance of the law and of the Articles of Association;
- the compliance with the principles of correct administration;
- the adequacy of the organisational, administrative and accounting structure adopted by the company and the reliability of the latter in correctly representing the operating events;
- the methods for specific implementation of the corporate governance rules laid down by the codes of conduct drawn up by managing companies of regulated markets or trade associations, to which the company, via public disclosure, declares to comply;
- the adequacy of the instructions given by the company to its subsidiaries with regard to the disclosure obligations provided for by law.

The Board of Statutory Auditors communicates without delay to Consob the irregularities found in the supervision activity and transmits the related minutes of the meetings and the checks carried out and any other useful documentation.

The Board of Directors reports to the Board of Statutory Auditors, at least every quarter, on the activity carried out and on the most significant transactions of an economic, financial and equity nature, carried out by the company or subsidiaries; in particular it reports on the

transactions with potential conflict of interest.

Article 23

(Composition and appointment of the Board of Statutory Auditors)

The auditors remain in office for three years and leave office on the date of the Shareholders' meeting called to approve the financial statements relating to the third year of the office.

The termination of the auditors due to the expiry of the term takes effect from the moment when the Board has been reconstituted.

The auditors must satisfy the requirements of integrity, professionalism and independence set by law. Those who are in the situation of ineligibility and incompatibility set by law may not be elected and, if elected, must leave office. The least represented gender must be reserved at least the share of auditors set by current legislation concerning the balance between genders.

The appointment of the Board of Statutory Auditors by the Shareholders' meeting takes place based on the lists according to the provisions under the paragraphs below.

The minority is reserved the appointment of a standing auditor to chair the Board, and an Alternate Auditor.

The election of the minority auditor is made at the same time as the election of the other members of the Supervisory Body, except in the cases of replacement. The Shareholders who, alone or together with others, hold an overall interest equal to the one determined by the Consob regulation are entitled to present lists. The ownership of the minimum portion of interest is determined concerning the shares which are registered in favour of the shareholder on the day when the lists are filed with the issuer. The related certification may also be produced after the filing as long as within the term set for the publication of the lists by the issuer.

The lists must be filed at the registered offices at least twenty five days before the one set for the Shareholders' meeting in first calling, with related communication of this to be given in the notice of convocation.

The lists indicate the names of one or more candidates in a number not exceeding the one of the auditors to be elected, in a progressive number, with the indication of the candidature for standing or alternate auditor.

The lists which present an overall number of candidates that is equal to or higher than three must consist of candidates belonging to both genders, in a way that at least one third (rounded up) of the candidates to the office of standing alternate and at least one third (rounded up) of the candidates to the office of alternate auditor belong to the least represented gender in the same list.

The declarations below must be submitted together with the list:

a) the information relating to the identity of the shareholders who presented the lists, with the indication of the equity percentage held overall;

b) a declaration of the shareholders other than those who hold, also jointly, a controlling stake or relative majority stake, certifying the absence of connections with the latter;

c) exhaustive information on the personal and professional characteristics of the candidates, as well as a declaration of the same candidates, certifying the satisfaction of the requirements set by law and their acceptance of the candidature.

The company, within twenty one days from the Shareholders' meeting called to resolve on the appointment of the Board of Statutory Auditors, makes the lists of candidates available to the public at the registered office, on the web site and with the other methods set by the legislative and regulatory provision applicable.

In case just one list is filed, or only lists presented by connected shareholders pursuant to law, on the date when the term for the presentation of the lists expires, lists may be presented until the term set by the legal and regulatory provision applicable, notwithstanding the provision of the current regulation concerning the filing and disclosure obligations. In this case the thresholds for the presentation of the lists are halved.

Each shareholder cannot present or vote for more than one list, not even through an intermediary and/or trustee company. The shareholders belonging to the same group and the shareholders who participate in a shareholders' agreement regarding the shares of the issuer cannot present or vote for more than one list, not even through an intermediary or a trustee company.

The candidate present in more than one list is ineligible.

The lists indicate the names of one or more candidates in a number not exceeding that of the auditors to be elected. Each candidate is marked by a progressive number, with the indication of the candidature to standing or alternate auditor.

The election of the auditors takes place as follows:

- two standing auditors and one alternate auditors are taken from the list obtaining the highest number of votes ("majority list"), in the order in which they are listed in the list itself;

- a standing auditor, who chairs the Board of Statutory Directors ("Minority auditor") and an Alternate Auditor ("Minority Alternate Auditor"), are selected from the second list which obtained the highest number of votes ("minority list") and which is not connected, not even indirectly, with

the Shareholders who presented or voted for the majority lists pursuant to the provisions applicable, based on the progressive order with which they are listed in the list. If the composition of the Board of Statutory Auditors in its effective members is not ensured with the same methods indicated above in compliance with the current regulation concerning the balance between genders, the necessary replacements must be made of the candidates for the office of standing auditor in the majority list, according to the progressive order with which the candidates are listed.

In case of equal votes between lists, the one presented by the shareholders possessing the majority equity at the time of presenting the list prevails, or in a subordinate manner, with the highest number of shareholders.

If just one list is presented, all the candidates to these offices indicated in the same list will be elected as standing and alternate auditors.

In the absence of lists, the Board of Statutory Auditors and the Chairperson are appointed by the Shareholders' meeting with the ordinary majorities set by law in compliance with the current regulation concerning the balance between genders.

In case, for whatever reason, the Minority auditor is absent, his/she is replaced, also in the office of Chairperson, by the minority Alternate auditor or, in his/her absence, by the first candidate of the third list that obtained the highest number of votes and is not connected, not even directly, with the shareholders who presented or voted for the majority list pursuant to the applicable provisions. In case these criteria were not applicable for the replacement of the Minority auditor, an Alternate auditor takes over according to legal provisions.

The Shareholders' meeting called to reinstate the Board of Statutory Auditors pursuant to current regulations must act in a manner to ensure the compliance with the principle of representation of the minority in compliance with the current regulation concerning the balance between genders.

The list presented in breach of the set methods and/or terms is considered as not presented. The outgoing auditors may be re-elected.

At the time of the appointment of the members of the Board of Statutory Auditors and prior to the acceptance of the role, the roles of administration and control covered by them at the other companies are made known at the Shareholders' meeting.

This communication must also be made to Consob and to the public according to the terms and methods established by the same Consob with suitable Regulation.

The Board of Statutory Auditors meets and resolves in compliance with the current legislation.

The meetings of the Board of Statutory Auditors may also take

place via means of telecommunication, provided that the exact identification of the people legitimised to attend, the possibility of intervening verbally, in real time on all the subjects and the possibility for each person to receive or transmit documentation are guaranteed.

Article 24

(Financial Reporting Officer)

The Board of Directors appoints and revokes, subject to the opinion of the Board of Statutory Auditors, an officer to prepare the corporate accounting documents, among the subjects that, in addition to meeting the legal requirements, have at least three years of overall experience in a position of suitable responsibility gained through running of:

- 1) functions in the administrative and/or financial area of the company or companies that are preferably comparable with it in terms of size and organisational structure;
- 2) professional activities on administrative and/or accounting and/or financial and/or economic and/or legal matters.

The officer responsible for preparing the corporate accounting documents predisposes suitable administrative and accounting procedures to prepare the financial statements for the year and, where necessary, the consolidated financial statements as well as any other communication of a financial nature; he/she also fulfils all the obligations specifically provided for by law.

Article 25

(Auditing the financial statements and accounting control)

The Shareholders' meeting, on a proposal put forward by the supervisory body, assigns the tasks of auditing the accounts to an independent auditor that is registered in the Special registry as provided for by law and that is not in one of the situations of incompatibility established by the legal and regulatory provisions applicable, approving his/her remuneration.

The methods of assignment, revocation and performance of the task will be regulated by the provisions, also regulatory, in force from time to time.

Article 26

(Financial Year)

The Financial year ends on 31 (thirty one) December of each year.

At the end of each financial year, the Board of Directors proceeds to the preparation of the financial statements pursuant to the law.

Article 27

(Allocation of the profits)

The net profits resulting from the financial statements are allocated as follows:

- a) a sum corresponding to one twentieth of the profits to the legal reserve until this reaches at least one fifth of the share capital;

b) the remaining profits will be distributed to the shares, unless legal provisions and the Shareholders' meeting resolve differently.

The Board of Directors, during the year, may resolve on the distribution of advances on dividends with the methods and in the cases set by law.

Dividends not collected within the five year period from the day when they become due are prescribed in favour of the company.

The payment of the dividends is carried at the cashiers designated by the Board of Directors starting from the date set by the same Board.

Article 31

(Dissolution and Liquidation)

Legal provisions will be followed to dissolve and liquidate the company.

Article 32

(General provisions)

For anything not included in these Articles of Association, the relevant provisions of the Italian Civil Code, of the special laws and the regulatory standards are observed.

Article 33

(Information on the adhesion to codes of conduct)

Each year the company discloses, within the terms and according to the methods established by Consob, information on the adhesion to codes of conduct promoted by management companies of regulated markets or trade associations of the operators and the observance of the commitments deriving from them, motivating the reasons of any non-fulfilment.

Signed: GIORGIO SANDI

Signed: Mr. DOMENICO CAMBARERI NOTARY