

## **BY-LAWS**

### **NAME**

#### **Article 1**

The company is named:

**"SOPAF S.p.A."**

### **COMPANY PURPOSE**

#### **Article 2**

The company's purpose is:

- the exercise, not with respect to the public, of the activity of taking on, managing, and disposing of, equity investments, whether or not represented by securities, in companies and/or entities, in Italy and/or abroad.

For this purpose, the company:

- may or may not take over the management and/or technical, operational and financial coordination of (i) companies and/or entities in which it invests or (ii) on the basis of contracts executed with the companies involved;

- may finance, either on a gratuitous basis or against payment, and take on the activity of treasury management, providing business and financial assistance and consultation in favour of the subsidiary or affiliate companies and/or entities and, in any event, within the same group.

All of the aforementioned activities are carried out with the express exclusion of the solicitation of funds from the public, and any other activity with respect to the public.

The company may carry out all of the activity necessary, in the exclusive opinion of its administrative body, in order to achieve the company purpose, including, but not limited to, the following:

- execute transactions involving personal and real property of any type, including the purchase, the sale, and the exchange and any other transaction, with regard to personal property, including registered personal property, real property and rights to real property, business units, business divisions, patent rights, know-how and in general, intangible assets of any type and kind;

- take on investments and interests in related companies, and take on or grant investments in specific business transactions;

- contract any type of financing with credit institutions, banks, companies and individuals;

- with a resolution passed by the simple majority of the administrative body, set up one or more capital funds, which may each be exclusively earmarked for a specific business transaction, including the allocating of all or part of the relative proceeds to the total or partial reimbursement of the financing received for such funds;

- in general, execute commercial and industrial, financial and banking transactions, all in compliance with prevailing laws and regulations, and with the exclusion of financial

transactions with respect to the public, and any transactions requiring specific authorizations and requisites.

The company may not release any guarantees in the interest of companies and/or entities in which investments are held, but in favour of third parties, whenever such activity does not have a residual nature and is not carried out strictly for the purpose of the achievement of the company purpose.

#### Article 3

The company has its registered office in Milan.

The administrative body may establish or close down secondary offices, area offices, branches, agencies and representative offices, including outside of Italy.

The administrative body may also transfer the registered office, provided it is transferred to a location in Italy.

#### Article 4

The domicile of the shareholders, for their relationships with the company, is understood to be, for all effects of the law, at the location indicated by the latest notation in the shareholder register or another location communicated in writing at a later date.

#### Article 5

The company is authorized to remain in business until 31 December 2050; such term may be extended by means of a resolution of the shareholders' meeting.

### **CAPITAL**

#### Article 6

The subscribed and paid share capital is equal to **€80,100,085.92**, divided into **421,908,440** ordinary shares with no par value.

On 6 May 2005, the extraordinary meeting of the shareholders passed a resolution to increase the share capital, through a divisible and progressive transaction, by a maximum nominal amount of €28,104,600, with the issue of a maximum of 56,209,200 ordinary shares with no par value, reserving such increase for the holders of 28,104,600 "SO.PA.F. 2005 - 2011 Ordinary Share Warrants", issued upon the substitution, following the incorporation of LM ETVE into So.PA.F., of the pre-existing 1,860 "LM ETVE 2005 - 2011 Ordinary Share Warrants". Each of said "SO.PA.F. 2005 - 2011 Ordinary Share Warrants" attributes the right to subscribe two ordinary shares with no par value at the price of €0.50 each, barring adjustment that might be necessary following capital transactions, if any, as provided by special rules. The capital increase, considering it is divisible and progressive, may be subscribed through one or more transactions, starting from 18 March 2006 to and including 31 December 2011, in conformity with, and at the terms and conditions of, the special rules, it remaining understood that the capital shall

be increased for the amount actually subscribed as of 31 December 2001, should the increase be only partially subscribed.

By virtue of a resolution passed on 6 May 2003, the extraordinary meeting of the shareholders' vested the Board of Directors with the powers:

a) in accordance with Article 2443 of the Italian Civil Code, to effect a paid capital increase through one or more transactions to be carried out within five years of the date of the resolution, for a maximum nominal value of €100,000,000 (one hundred million), with the power to set any share premium, in accordance with the means as specified hereunder, through the issuance of ordinary and/or savings shares having the same characteristics as the shares outstanding;

b) in accordance with Article 2420 of the Italian Civil Code, to issue bonds, including with purchase or subscription rights and/or convertible into ordinary and/or savings shares, including the company's own shares or shares of third parties held, through one or more transactions to be carried out within five years of the date of the resolution, for a maximum nominal amount of €50,000,000 (fifty million), within the limits as set from time to time by Article 2410 of the Italian Civil Code, establishing the conditions therefore, including the term, the interest rate, the timing and ratios for any reverse split or conversion, and the consequent capital increase to service the conversions and/or the exercise of warrants that would be needed;

all in respect of the option right.

In acting on the powers so conferred, the Board of Directors shall have the authority:

1. to set aside for the employees of the company and/or subsidiary companies, pursuant to the last paragraph of Article 2441 of the Italian Civil Code, newly issued shares and/or convertible bonds, within the limits allowed;

2. to establish any share premium for the shares to be issued, as well as those for any reverse split or coming from the conversion of the bond(s) referenced in the preceding letter b).

In establishing any share premium, the Board of Directors shall take into account the capital being contributed for the shares to be issued, the trend of the company's earnings, the capacity to remunerate the shares to be issued, as well as the performance of the stock market in general, and in particular, the performance of the related SO.PA.F. securities during the most recent six-month period.

The capital may be increased in the ways, and within the limits, allowed by law.

The capital increases may also occur through the transfer of assets in kind or receivables, in the ways, and within the limits, allowed by law.

The administrative body may be delegated to effect the increases approved, in the ways, and within the limits, allowed by law.

Acting on the powers conferred by the shareholders' meeting of 6 May 2003, the Board of Directors passed a resolution on 29 June 2007 to increase the share capital by up to €50,000,000 (fifty million), to be effected through the issuance of a maximum of 77,000,000 (seventy-seven million) SOPAF ordinary shares without par value, in order to service a bond issue convertible into newly issued SOPAF shares to be offered under

option to the shareholders.

#### Article 7

The payments against the shares for the subsequent capital increases shall be requested by the Board of Directors according to terms and conditions that the Board deems appropriate. Without prejudice to the provisions of Article 2344 of the Italian Civil Code, interest equal to the discount rate shall accrue on any sums requested and not paid.

#### Article 8

In the event of a capital increase, the shareholders' meeting may approve a resolution to issue shares having rights different from those of the shares already issued, or to attribute to the latter advantages with respect to the new shares.

#### Article 9

The shares are registered and may not be split.

The shares may be registered or unregistered should it not violate the law, and they may be freely transferred.

Upon the request of the holders, the shares, should there be no prohibitions by the law, may be registered or unregistered, at the expense of the requesting shareholder.

#### Article 10

The company may issue bonds, including convertible bonds, and other financial instruments in accordance with the law.

Without violating the law, the bonds and warrants may be registered or unregistered as elected by the company and may be converted into any other form upon the request of the holder and exclusively at the holder's expense.

### **SHAREHOLDER MEETINGS**

#### Article 11

The regularly established shareholders' meeting represents all of the shareholders, and the resolutions passed in accordance with the law and the statute shall be binding for all shareholders, including any shareholders not present at the meeting or any dissenting shareholders.

#### Article 12

Each ordinary share entitles the holder to one vote.

#### Article 13

The shareholders' meetings may be ordinary or extraordinary meetings.

An ordinary meeting of the shareholders is convened at least once a year, within 120 days from the close of the fiscal year.

Should the company be required to prepare consolidated financial statements or should specific needs regarding the company's structure or purpose so warrant, the aforementioned term may be increased to 180 days.

The shareholders' meetings shall be convened in the municipality where the company has its registered office, and in the place indicated in the meeting notice, or in another municipality and place as set out in the meeting notice, provided the same are in Italy.

The shareholders' meetings shall be convened by the directors through a notice containing an indication of the day, time, and location of the meeting, and the list of the matters to be discussed.

The notice must be published in the Official Gazette of the Republic of Italy, or in the daily newspaper, "Il Sole-24 Ore" in accordance with the terms set by the law.

The meeting notice may specify another day for a second session of the meeting, as well as another day for a third session, should the previous sessions not result in a validly constituted meeting. The foregoing shall apply without prejudice to the applicability of Article 2369, Paragraph VI of the Italian Civil Code, should the premises exist therefor.

In the absence of the aforementioned formalities, the rules established by Article 2366, Paragraphs IV and V of the Italian Civil Code shall apply.

#### Article 14

Shareholders with voting rights who have deposited their shares or the related certification at the company's registered office or at the banks indicated in the meeting notice, at least two business days prior to the meeting and who have not withdrawn them prior to the meeting being held, shall be entitled to participate in the meeting.

The provisions of the law shall apply with regard to representation at the shareholders' meeting.

#### Article 15

The shareholders' meetings shall be chaired by the Chairman of the Board of Directors. In the Chairman's absence, the shareholders meetings shall be chaired by:

- the Vice Chairman, if elected and present;
- in the event of two or more Vice Chairmen, in the order in which they are called upon to substitute the Chairman, pursuant to the provisions of Article 19 hereunder.

In the event of the absence of the Chairman and the Vice Chairman, the shareholders shall elect one of the shareholders attending the meeting as the meeting chairman.

The meeting secretary is appointed by the shareholders, upon the designation of the Chairman. The assistance of the secretary is not needed when the minutes of the shareholders' meeting are drawn up by a notary.

The meeting chairman is responsible for managing the meeting, including the determination of the voting system and the computation of the votes. The meeting chairman verifies that the meeting has been regularly established, ascertains the identity of the persons attending the meeting and their right to attend, governs the

execution of the meeting, and ascertains the results of the voting.

#### Article 16

Only the ordinary shares are entitled to vote at the shareholders' meetings, whether the meeting is an ordinary or extraordinary meeting.

The shareholders' meetings shall be validly established and empowered to deliberate on the business matters with the quorums specified by the law.

### **ADMINISTRATION**

#### Article 17

The company is administered by a Board of Directors made up of between 3 and 15 members.

The directors may be persons who are not shareholders.

Any person being elected as a director must meet the requirements established by prevailing laws and regulations; a minimum number of directors equal to the minimum provided by the law must meet the requisites of independence referenced in Article 148, Paragraph 3 of Legislative Decree n. 58 of 1998.

The Board of Directors is appointed by the shareholders' meeting on the basis of lists in which no more than 15 candidates may be indicated, each of whom is assigned a progressive number.

Only shareholders who, alone or with other shareholders, hold shares representing at least 2.5% (two and one-half percent) of the share capital, or any lower amount as established by mandatory provisions of the law or regulations, are entitled to present the lists.

Any shareholder, as well as the shareholders belonging to a single group, and the shareholders who are parties to a shareholder agreement, may not directly present, or present through a third party or fiduciary company, more than one list, nor may they vote for different lists. Each candidate may be presented on one list only; otherwise, the candidate shall not be eligible for election.

The lists presented must be filed with the company's registered office at least 15 days prior to the date scheduled for the first session of the shareholders' meeting, and mention of such requirement shall be provided in the meeting notice. By the same deadline, the following must be filed: (i) the special certification issued by a legally authorized intermediary proving the ownership of the number of shares needed for the presentation of the lists; (ii) statements in which the individual candidates indicate the acceptance of their candidacy and certify, under their own responsibility, the non-existence of causes of ineligibility or incompatibility contemplated by the law, as well as their satisfaction of the requisites prescribed for their respective positions; and (iii) a curriculum vitae regarding the personal and professional credentials of each candidate with the indication, if applicable, of the suitability of the candidate to qualify as independent.

Any lists for which the aforementioned provisions are not observed shall be considered as not presented.

Upon the completion of the voting, the votes obtained by the lists are divided by progressive whole numbers from one to the number of directors to be elected. The quotients thus obtained are assigned to the candidates on each list, in the order listed.

The quotients assigned to the candidates on the lists are ordered on a single list in descending order. The candidates with the highest quotients are elected for the number of directors established by the shareholders' meeting. However, the candidate listed at the top of the list obtaining the second highest number of votes which is not related in any manner, including indirectly, with the shareholders who presented or voted for the list obtaining the greatest number of votes, shall also be elected as a director. Should the aforementioned candidate not have obtained the quotient needed for being elected, the candidate on the first list obtaining the lowest quotient shall not be elected, and the Board of Directors will be rounded out with the appointment of the candidate listed at the top of the list obtaining the second highest number of votes.

In relation to the provisions of the preceding paragraph, no account shall be made of the lists that do not secure a percentage of votes at least equal to one-half of the percentage requested for the presentation of the lists, as referenced in the fifth paragraph of this article.

Should it not be possible to ensure, with the candidates elected with the means outlined above, the appointment of a number of directors meeting the requisites for independence as established for directors by Article 148, Paragraph of Legislative Decree n. 58 of 28 February equal to the minimum number established by law in relation to the total number of directors, the non-independent candidate elected as the last in progressive order on the list securing the highest number of votes shall be substituted by the first independent candidate according to the progressive order of the persons not elected from said list, or barring that, by the first independent candidate according to the progressive order of the persons not elected from other lists, according to the number of votes obtained by each. This substitution procedure shall be reiterated until the Board of Directors has a number of members meeting the requirements referenced by Article 148, Paragraph of Legislative Decree n. 58 of 28 February equalling at least the minimum required by the law. Finally, should such procedure not ensure the result indicated, the substitution shall take place with a shareholder resolution passed by a relative majority, subject to the presentation of candidates satisfying the requisites indicated.

Should two or more candidates having obtained the same quotient be eligible for the last director's position, the candidate to be elected is the one on the list that does not yet include any elected director or that has the smaller or smallest number of directors elected.

Should none of such lists include an elected director or should all of the lists include the same number of directors, the candidate from such lists to be elected is the one who obtains the highest number of votes. In the event of equal number of list votes and equal quotients, the shareholders shall proceed to vote again, with the candidate

obtaining the simple majority being the candidate elected.

Should only one list be presented, the shareholders shall vote on the list, and in the event in which such list secures a relative majority, the candidates listed in progressive order shall be elected for the number of directors established by the shareholders.

Should there be no lists, the Board of Directors is to be appointed by the shareholders on the basis of the majorities established by the law.

When the shareholders' meeting has to arrange for the appointment of directors necessary for supplementing the Board of Directors, the procedure is as follows: whenever it is necessary to substitute directors elected from the majority list, the appointment occurs through the relative majority vote, without any list limitations; instead, when it is necessary to substitute directors designated by the minority shareholders, the shareholders' meeting substitutes them with a relative majority vote, choosing them, whenever possible, from the candidates indicated on the lists which included the director to be replaced.

In any event, the Board of Directors and the shareholders' meeting shall proceed with the appointment so as to ensure the presence of a total number of independent directors equal to the minimum prescribed by prevailing law at the time.

The members of the Board of Directors serve a term of office of no more than three years as determined upon their appointment, and they may be re-elected. The term of office expires as of the date of the shareholders' meeting convened for approving the financial statements for the last year of their office.

#### Article 18

In addition to the compensation in the amount to be established by the shareholders' meeting, the directors shall be entitled to the reimbursement of expenses sustained in executing their official duties.

Should the shareholders' meeting not determine an overall amount for the remuneration of all directors, including those with specific responsibilities, the latter directors shall be entitled to the compensation in the amount to be established by the shareholders' meeting, the reimbursement of expenses sustained in executing their official duties, and additional compensation to be established by the Board of Directors, with the input of the opinion of the Board of Statutory Auditors.

#### Article 19

If not appointed by the shareholders' meeting, the Board of Directors shall elect the Chairman, and possibly one or two Vice Chairmen and a Secretary, the last of whom may be a person who is not a member of the Board of Directors.

In the event of the appointment of a Vice Chairman, the Vice Chairman shall substitute the Chairman in the event of the latter's absence or inability to fulfil his duties. In the event of the appointment of two Vice Chairmen, the Board of Directors, at the time of their appointment, shall determine the order with which they shall represent the Chairman in the event of the Chairman's absence or inability to fulfil his duties.

The signature of the Vice Chairman shall constitute proof of the Chairman's or the other Vice Chairman's absence or inability to fulfil his duties.

#### Article 20

The Board of Directors shall meet at least quarterly as a rule, even if in a location other than the company's registered office.

The meetings shall be convened by the Chairman upon his initiative or the request of at least two directors, via notice sent by express mail or fax.

The Board of Directors may also be convened by at least one acting statutory auditor, subject to notice to the Chairman of the Board of Directors.

The meeting notice containing an indication of the day, time, and location of the meeting, and the list of the matters to be discussed, shall be sent at least three days prior to the day on which the meeting is scheduled. In the event of an emergency, the Board of Directors may be convened with at least one day's advance notice, which may also be given via telegraph or a computer network.

The meeting may also be held through an audio or audiovisual communications link. In such case:

- the following must be ensured:
  - a) the identification of all participants at each location;
  - b) the possibility for each of the participants to take part in the meeting, to express their opinion verbally, to review, receive or transmit all documentation, and to put the review and approval into context;
- the meeting of the Board of Directors shall be considered held in the place where both the Chairman and Secretary are located at the same time.

#### Article 21

The meetings of the Board of Directors are validly constituted with the presence of the majority of the directors, and if not convened, with the presence of all of the directors and all of the statutory auditors.

Resolutions may be passed with the favourable vote of the majority of directors present.

The directors shall regularly report (and, in any case, at least once each quarter) to the Board of Statutory Auditors about the activity carried out, the most significant transactions effected by the company or by the subsidiary companies, and transactions with a potential conflict of interest. The reporting to the Board of Statutory Auditors may be done during the meetings of the Board of Directors or of the Executive Committee or directly, in written or verbal form.

Should the number of the members of the Board of Directors decrease by more than 50 percent for any reason, the entire Board of Directors shall be considered removed from office, and a shareholders' meeting shall be convened to elect new directors.

#### Article 22

The Board of Directors is vested with the broadest powers for the ordinary and

extraordinary administration of the company, and is empowered to carry out all actions which it deems are appropriate for the activation and achievement of the company's objectives, excluding only those powers that the law and by-laws vest with the shareholders.

Within the limits of the law, the Board of Directors shall have responsibility for decisions about Sopaf S.p.A.'s incorporation or divestiture of companies in which Sopaf S.p.A. holds at least 90 percent of the shares or units, the reduction of the share capital in the event of withdrawal of the shareholder, the amendment of the by-laws for the purpose of complying with the law, the transfer of the Company's registered office within the national territory, and the institution or shutting down of secondary offices.

The Board of Directors is therefore empowered, among other things, to purchase, sell or exchange buildings, to transfer buildings to other companies that are already incorporated or being incorporated, to take on equity investments and interests, to agree to mortgage registrations, cancellations, and notations, to release legal mortgages, and to exonerate the holders of property registers from any responsibility, to negotiate and reach agreements in arbitration proceedings, including friendly settlements, to authorize and carry out any transaction with Public Debt offices and the Bank for Deposits and Loans and any other public or private office, [and] to release guarantees.

#### Article 23

The Board of Directors may delegate part of its powers to one or more of its members to whom the title of managing director shall be assigned.

The Board of Directors also has the option of setting up an Executive Committee, establishing a term of office therefor and setting its powers in accordance with the limits provided by Article 2381 of the Italian Civil Code. In any event, if established, the Executive Committee shall include among its members the Chairman, the Vice Chairmen, and the Managing Directors. The Executive Committee shall be chaired by the Chairman of the Board of Directors. The Executive Committee may also appoint a secretary, who may be a person who is not a member of the committee.

The Executive Committee shall be convened at the company's registered office or at another location, including via telephonic communication, upon the request of one of its members, with advance notice of at least 24 hours.

The Executive Committee meetings are validly constituted with the presence of the majority of its members, and resolutions may be passed by the majority vote of the members present. The meetings may also be held with the means indicated in the final paragraph of Article 20.

The committee's resolutions are validated by the minutes of the meeting, signed by the Chairman or whoever takes his place, and by the secretary, if appointed.

The Board of Directors shall also have the authority to appoint managers, including general managers, as well as to approve the appointment of representatives for specific acts or categories of acts.

The persons with delegated authority shall report on a quarterly basis to the Board of Directors and the Board of Statutory Auditors with regard to the general trend of operations and the outlook for the same, as well as with regard to the most significant transactions (in terms of their characteristics or size) effected by the company and its subsidiaries.

#### Article 24

The Board of Directors' resolutions are transcribed as provided by Article 2421 of the Italian Civil Code, and are signed by the Chairman and the Secretary.

Conformed copies of the resolutions certified by the Chairman and Secretary of the Board of Directors shall constitute full proof thereof.

#### Article 25

The legal representation of the company with respect to third parties and the courts is vested with the Chairman, or in the event of the Chairman's absence or inability to fulfil his duties, with the Vice Chairman who substitutes the Chairman pursuant to the preceding Article 19.

The Chairman, or in the event of the Chairman's absence or inability to fulfil his duties, the Vice Chairman who substitutes the Chairman pursuant to the preceding Article 19, shall be empowered to sign, without restriction, the related documents as well as the documents needed for the execution of the Board resolutions.

The legal representation is also vested with the managing directors, if appointed.

### **EXECUTIVE RESPONSIBLE FOR THE PREPARATION OF THE COMPANY'S ACCOUNTING DOCUMENTS**

#### Article 26

The Board of Directors shall appoint, subject to the approval of the Board of Statutory Auditors, the executive responsible for the preparation of the company's accounting documents and shall vest him with suitable powers and means for the exercise of the assigned duties.

The executive responsible for the preparation of the corporate accounting documents shall not only meet the ethical requirements prescribed by prevailing law for persons who carry out administrative and managerial functions, but also professional requisites with regard to specific skills in the area of administration and accounting. Such skills, which are to be ascertained by the Board of Directors, shall be acquired through job experience, with a position of appropriate responsibility over a consistent period of time.

### **STATUTORY AUDITORS**

#### Article 27

The Board of Statutory Auditors consists of three acting auditors and two substitutes. The minority shareholders shall be entitled to appoint one acting auditor and one substitute, in accordance with the procedures outlined hereunder.

The statutory auditors shall meet the requirements as provided by prevailing law and regulations, including in relation to the limitation on the number of mandates that can be undertaken.

The appointment of the Board of Statutory Auditors occurs on the basis of lists presented by the shareholders in which the candidates are listed with a progressive number. The list consists of two sections: one for candidates for the acting auditor position, and the other for candidates for the substitute auditor position. The shareholders entitled to present the lists are shareholders who, alone or with other shareholders, hold shares representing at least 2.5% of the capital with voting rights at the ordinary shareholders' meetings, or shareholders representing a smaller percentage as established or referenced by binding provisions of laws or regulations.

Any shareholder, as well as the shareholders belonging to a single group, and the shareholders who are parties to a shareholder agreement, may not directly present, or present through a third party or fiduciary company, more than one list, nor may they vote for different lists. Each candidate may be presented on one list only; otherwise, the candidate shall not be eligible for election.

Persons not meeting the ethical and professional requisites set by the applicable laws may not be included on the lists. The outgoing statutory auditors may be re-elected.

The lists presented must be filed with the company's registered office at least 15 days prior to the date scheduled for the first session of the shareholders' meeting, without prejudice to other forms of disclosure to the public or means for filing as prescribed by the law and regulations prevailing at the time.

The lists shall be accompanied by:

- a) information about the identity of the shareholders who have presented the lists, with the indication of the percentage of their shareholding overall and certification demonstrating the ownership of such shareholding;
- b) a statement of the shareholders other than those who hold, including jointly, a controlling interest or relative majority, certifying the absence of relationships with the latter, as provided by prevailing laws and regulations;
- c) detailed information about the personal credentials of the candidates, as well as a statement by the candidates certifying that the satisfaction of the requisites provided by the law and their acceptance of the candidacy, as well as the list of administration and control mandates, if any, being carried out for the account of other companies.

The election of the statutory auditors is handled as follows:

1. two acting auditors and one substitute auditor are taken from the list which obtained the highest number of votes at the shareholders' meeting, on the basis of the order in which the candidates are listed in the sections of the list;
2. the remaining acting auditor and the other substitute auditor are taken from the list which obtained the second highest number of votes at the shareholders' meeting and which, pursuant to prevailing laws and regulations, is not related, including indirectly, to the shareholders who presented or voted for the list obtaining the highest

number of votes, on the basis of the order in which the candidates are listed in the sections of the list.

For the purposes of the appointment referenced in the preceding point 2, should there been equal votes for two or more lists, the list that shall prevail is that presented by the shareholders having the largest shareholding or, subordinately, the largest number of shareholders.

The Chairman of the Board of Statutory Auditors is the first candidate of the list which obtained the second highest number of votes.

Should only one list be filed, the Board of Statutory Auditors is appointed by a relative majority on the basis of the candidates included on the list. The Chairman of the Board of Statutory Auditors is the first candidate on the list.

Should there be no lists, the shareholders' meeting appoints the Board of Statutory Auditors by relative majority.

Should a statutory auditor no longer meet the requisites set by the law and by the company's by-laws, the statutory auditor shall be removed from office.

In the event of the death, the resignation, or the removal of an acting auditor, the substitute auditor belonging to the same list as the acting auditor to be replaced shall fill the position. In the event of the substitution of the Chairman of the Board of Statutory Auditors, the position shall be filled by second elected auditor on the list on which the Chairman was also listed.

When the shareholders need to arrange, in accordance with the preceding paragraph or in accordance with the law, to appoint acting and/or substitute auditors in order to supplement the Board of Statutory Auditors, the shareholders shall proceed as follows: should the statutory auditors elected from the majority list need to be substituted, the appointment shall be made with the vote of the relative majority, without any list restriction; instead, should it be necessary to substitute the statutory auditors designated by the minority shareholders, the shareholders' meeting shall substitute them by the vote of the relative majority, choosing them, whenever possible, from the candidates indicated on the lists which included the statutory auditor to be replaced.

Should the application of such procedures not allow the substitution of the statutory auditors designated by minority shareholders, regardless of the reason, the shareholders shall arrange for the substitution with relative majority vote; in any event, the computation of the results of such voting shall not count the votes of the shareholders who, according to the notices rendered pursuant to prevailing law, hold, including indirectly or jointly with other shareholders who are parties to a relevant shareholder agreement as defined by Article 122 of Legislative Decree n. 58 of 1998, the relative majority of the votes that can be exercised at the shareholders' meeting, as well as the votes of the shareholders who control, are controlled by, or are subject to common control by, the same.

## **AUDITS**

### **Article 28**

The audits shall be effected by an independent audit firm, in accordance with the law.

## **FINANCIAL STATEMENTS AND EARNINGS**

### Article 29

The fiscal year closes every 31 December.

At the end of each fiscal year, the Board of Directors shall proceed to prepare the company's annual financial statements.

### Article 30

The net earnings reported in the regularly approved financial statements, less the amounts to be credited to the legal reserve as required by law, shall be distributed to the shareholders, unless decided differently by the shareholders' meeting.

### Article 31

The payment of the dividends shall be made through the paying agents designated by the Board of Directors starting from the date that will be established each year.

### Article 32

Any dividends not collected within five years of the day on which they become collectible shall be registered in favour of the company.

## **DISSOLUTION**

### Article 33

In addition to the causes specified by the law, the company may be dissolved by means of a resolution of the extraordinary shareholders' meeting.

Should the company be dissolved at any time for any reason, the shareholders' meeting shall determine the means of the liquidation and shall appoint one or more liquidators, specifying the powers vested with the same.

### Article 34

For any matter not contemplated by these by-laws, reference shall be made to the provisions of law on the subject.

This is the currently valid By-Laws of SOPAF S.p.A. amended at Article 6 (share capital) following partial execution of the share capital increase deliberated by the Board of Directors on 29 June 2007, file no. 19408/5547 of Notary Public Renata Mariella.

Milan, July 2009

Signed: Giorgio Cirila