

Minutes of meeting  
Italian republic

The year two thousand and twenty  
on the eighteenth day of December  
in Rome, in my studio  
at 10.15 (ten and fifteen minutes)

Before me Lawyer. FRANCESCA DE FACENDIS Notary in Rome with office in Via Gavinana n. 2 and registered in the Roll of the United Notary Districts of Rome, Velletri and Civitavecchia

**IS PRESENT**

D'Angelo Paola born in Rome on 11 December 1961, domiciled for the office where below she declares to attend the present deed in her capacity as Chairman of the Board of Directors of

- ARMADILLA SOCIETY COOPERATIVE SOCIAL, with headquarters in Rome, Via Giovanni Botero n. 16 / A, registered with the Business Register of Rome - registration number and tax code: 06799470585, VAT number: 01620701001 - R.E.A. n.: RM - 544459, an Italian company.

The appearing party, an Italian citizen, of whose personal identity I, the Notary, am certain, asks me to receive the minutes of the Shareholders' Meeting of the aforementioned company, called for today at 10.00 (ten) and in this place to discuss and resolve on the following

**AGENDA**

- amendment of the statute.
- adaptation of the corporate purpose.
- various and possible.

Ms. D'Angelo Paola assumes the Presidency in accordance with the law and the statute, having ascertained and confirmed

- that the shareholders' meeting has been duly called in the manner and within the terms of the law and of the articles of association
- that we are in first call
- that the administrative body is present in the person of the same President and that the directors Pira Vincenzo and Squadrani Giorgio are justified absent
- that all the shareholders with the right to vote are present, in their own and just proxies which, recognized as valid, remain deposited in the deeds of the company, as resulting from the attendance sheet signed by the attendees attached to this deed under letter "A" omitted the reading by express dispensation received from the appearing party

The Chairman takes the floor on the agenda and sets out to the meeting the reasons that recommend changing the bylaws by:

- clarification of the possibility for the cooperative to establish secondary offices, operational offices and branches both in Italy and abroad, in art. 2 (two) of the Statute;
- inclusion in art. 5 (five) of the statute of the clauses relating to the mystic purpose, currently contained in art. 41 (forty-one) of the Statute;
- introduction of the particular category of "special members" to art. 6 (six), letter f) of the Statute;
- elimination of the need for authorization by the administrative body for the sale of the shareholding in the cooperative, currently envisaged in art. 10 (ten) of the Statute;
- introduction of a cause of forfeiture of the shareholder in cases of non-participation in the shareholders' meetings for a period exceeding 24 (twenty-four) months, with consequent amendment of art. 13 (thirteen) of the Statute;
- adaptation of the bylaws to the provisions of art. 1, paragraph 936 of Law no. 205 containing amendments to the regulations governing the administration of cooperatives, providing for art. 27 (twenty-seven) to the temporary nature of the office of the administrative body;
- updating of the bylaws to the regulations on the control body and consequent amendment of art. 34 (thirty-four);
- introduction of the discipline of the attribution of rebates to working members, in art. 37 (thirty-seven) of the Statute;
- provision of a regulation for the category of special members and for refunds, in art. 40 (forty) of the Statute;
- introduction of the rules for meetings by means of audio-video conferencing in art. 41 (forty-one) of the Statute.

The Chairman then sets out in detail the amendments to the Articles of Association proposed by you and for which you are seeking approval.

The Assembly after a brief and exhaustive discussion, unanimously.

## **RESOLVES**

1) to approve the proposals formulated above by the chairman and therefore to approve the new text of the Articles of Association consisting of 42 (forty-two) articles, containing the operating rules of the company.

The Chairman then delivers to me, the Notary, the text of the Articles of Association updated with the amendments just approved, which, duly signed by the same and by me, the Notary, is attached to this deed under letter "B", after reading it by me to the appearing party.

As there is nothing else to deliberate, the Assembly dissolves at 11.15 (eleven and fifteen minutes) Request I, Notary, have received this deed which I have published by reading it given by me to the comparator who, following my request, declared it in full in accordance with his will and truth he signs it with me Notary since 11.15 am (eleven and fifteen minutes)

Written with a computer by a person I trust and partly by hand by me Notary on two sheets for full pages five over the present so far.

Signed: Paola D'Angelo

Lawyer. Francesca De Facendis Notary

## PRESENCE SHEET

Of the Shareholders' Meeting of the

- ARMADILLA SOCIETY COOPERATIVE SOCIAL, with headquarters in Rome, Via Giovanni Botero n. 16 / A, registered with the Business Register of Rome - registration number and tax code: 06799470585, VAT number: 01620701001 - R.E.A. n. RM – 544459 called for at
  
- PASQUINI Marco born in Rome on 13 October 1960
  
- BORGHI Gianluca born in Reggio Emilia on 16 July 1964
  
- ANTONUCCI Fernando born in Lecce on March 6, 1960 by proxy to Pasquini Marco born in Rome on 13 October 1960
  
- MALAGIGI Dario born in Rome on 11 February 1967 by proxy to Pasquini Marco born in Rome on 13 October 1960
  
- DI VICO Monica born in Rome on 30 July 1976 by proxy to Pasquini Marco born in Rome on 13 October 1960
  
- CHERUBINI Alberto born in Rome on 30 April 1946 by proxy to Pasquini Marco born in Rome on 13 October 1960
  
- TRITTO Vita born in Rome on 12 April 1958 by proxy to Pasquini Marco born in Rome on 13 October 1960
  
- SQUADRANI Giorgio born in Rome on 29 March 1971 by proxy to Pasquini Marco born in Rome on 13 October 1960
  
- PIRA Vincenzo born in Dorgali (NU) on 21 January 1956 by proxy to Borghi Gianluca born in Reggio Emilia on 16 July 1964
  
- PASQUINI Matteo born in Rome on 20 April 1989 by proxy to Borghi Gianluca born in Reggio Emilia on 16 July 1964

President  
D'Angelo Paola

Attachment B  
at number 2404  
collection

## STATUTO

### **NAME - ART. 1**

the cooperative company called:

"ARMADILLA - SOCIAL COOPERATIVE SOCIETY"

with the explicit provision pursuant to art. 2519 of the Italian Civil Code that for this cooperative company the rules on limited liability companies are applied, in so far as it is a cooperative with a number of cooperative members lower than twenty or with assets in the balance sheet not exceeding one million euros, which amount is subject to three-year adjustment, as required by art. 223 - sexiesdecis, 2nd co., Transitional provisions

### **OFFICE - ART. 2**

The Company has its registered office in Rome.

It may establish secondary offices, operational offices, and branches both in Italy and abroad. The domicile of the shareholders as regards relations with the company is that resulting from the shareholders' register.

### **DURATION - ART. 3**

The duration of the company is indefinite.

Each shareholder may exercise the right of withdrawal, to be exercised by sending a communication sent by any means that ensures proof of occurrence receipt, at the address of the registered office.

### **SOCIAL OBJECT - ART. 4**

The cooperative has the purpose of pursuing the interest general community to human promotion and social integration through the management of socio-health and educational services for Italian citizens, foreigners, immigrants and groups of people who find themselves in situations of hardship and need of various kinds In relation to this purpose, the cooperative can plan to build and manage, permanently or temporarily, even in contexts of emergency and calamity, on own account or on behalf of third parties:

- a) kindergartens and reception and socialization centers of immigrants, of women mothers with children and women in difficulty;
- b) home assistance services for immigrants;
- c) analysis, studies and research on the reality of immigration and activities and interventions aimed at favoring the integration of immigrants and / or refugees into the social fabric, with particular regard to school integration of minors;
- d) specific intervention programs in areas of underdevelopment in Italy and abroad;
- e) training and / or training activities for professional profiles destined to operate in the areas of underdevelopment and education for globalization;

f) public opinion awareness activities towards underdevelopment and related problems to immigration;

g) specific training and updating activities of school staff - school heads, teachers and non-teachers - on the fields of development, globalization, interdependence, and interculture and on methodologies for the integration of diversity;

h) promotion activities and commitment claim public institutions in favor of marginalized people and the assertion of their rights;

i) documentation activities for the promotion of solidarity and international cooperation and development education;

l) intended means and instruments of any kind and nature to disseminate and disseminate the knowledge acquired also in view of raising public awareness of these same realities and problems in particular mode through publishing and trade and agreements with public and private entities;

m) the management of educational and training activities in general for its members and third parties;

n) develop and implement interventions, research projects and targeted international cooperation programs the fight against poverty, the promotion of social cohesion, social and economic development, rehabilitation, protection of the environment and natural resources and food security through the commitment of researchers, social workers, experts, volunteers and cooperators involving groups, people, institutes, companies, associations in the most appropriate forms, within the framework of the strategic guidelines defined by the international community. Among the general purposes of Armadilla also include those provided for by the Laws, Regulations, Resolutions and Communications regarding cooperation and aid to third countries of Italy, the European Union, and the United Nations. To achieve the objectives indicated, the cooperative is also committed to integrating - permanently or according to contingent opportunities - its business with that of other cooperative bodies, promoting and joining consortia with other organizations resulting from cooperative associations. The Cooperative can also carry out any other activity, connected or similar to those listed above, however aimed at continuation of the corporate purpose, as well as carrying out all acts and concluding all contractual transactions of a real estate, movable, industrial, and financial nature, also necessary or useful for the social purposes and in any case, both directly and in-directly, relating to them. The cooperative, in pursuing its indicated purposes, may also operate with people who are not part of the company structure.

#### **MUTUAL PURPOSE - ART. 5**

The activity of the cooperative, as governed by Article 4 of the articles of association, is centered on the needs of the members who use the cooperative to achieve the result of the corporate purpose.

In carrying out the aforementioned activity, conducted in the spirit of the prevailing mutualistic purpose, provided for by art. 2512 C.C., the cooperative, following of the collective operation of the enterprise, is able to provide its members with goods or services on terms of advantage over those offered by the market. The cooperative collaborates, in general, in the dissemination of mutualistic and cooperative principles and contributes to the formation of an in-depth technical-cooperative culture in the companies associated with the in order to carry out a common business project.

The mutualistic clauses referred to in art. 26 of D.L.C.P.S. 14 December 1947 n. 1577, supplemented by the provisions of law no. 59, and implemented by this Statute are mandatory and must be effectively observed.

They are precisely the following which are expressly provided for in this Statute:

- a) prohibition to distribute dividends in excess of the maximum interest on interest-bearing postal bills, increased by two and a half points compared to the capital actually paid;
- b) prohibition on remunerating financial instruments offered for subscription to shareholders in excess of two points above the maximum limit for dividends;
- c) prohibition to distribute reserves among shareholders;

d) obligation to devolve, in the event of dissolution of the Company, the entire share capital, deducting only the share capital and any dividends accrued, to mutual funds for promotion and development of cooperation.

## **MEMBERS - ART. 6**

The number of shareholders is unlimited and cannot be less than the minimum of nine, as established in art. 2522 C.C. Should the number of shareholders become less than nine, it must be integrated into the term maximum of one year, after which the company will dissolve and must be put into liquidation.

All natural persons can be admitted as shareholders on condition that they do not exercise first companies identical or similar to those referred to in art. 4.

And, therefore, members can be those who, having no interests conflicting with those of the cooperative, intend to pursue the aims by participating in social activities. The liability of the shareholders for the social obligations is limited to the amount of the shares undersigned.

The members undertake to perform the necessary and suitable services to achieve the aims of the Cooperative, as well as compliance with this statute, regulations and resolutions adopted by the competent corporate bodies. Natural persons belonging to the following categories can be shareholders:

- a) lending shareholders - who lend their business by receiving remuneration of any kind or amount;
- b) user members - who enjoy in various ways, directly or indirectly, the services provided by the cooperative;
- c) voluntary members - who lend their activity free of charge, exclusively for the purposes of solidarity; their number must not exceed half of the total number of members. Volunteer members are enrolled in a special section of the shareholders' register and their activity is governed by the legislation contained in paragraphs 3, 4 and 5 of art. 2 law n ° 381/1991 L.R. Lazio 22.05.1996
- d) disadvantaged shareholders, i.e. those provided for by art. 4 of the law n. 381 of 1991.

In social cooperatives, which carry out the activities of referred to in letter b) of paragraph 1 L.R. Lazio 22.05.1996 (or different activities: agricultural, craft, industrial, commercial, professional training, or services, aimed at the job placement of people disadvantaged L.R. Lazio 22.05.1996) disadvantaged people, considered as such pursuant to paragraph 1 of art.

4 of the law n. 381/1991, must constitute at least the thirty percent of the workers in the cooperative and, compatibly with their subjective status being members of the cooperative itself. For the purposes of the calculation of the aforementioned percentage, reference is made to the number total of worker members and non-members, excluding the members Volunteers.

In the social cooperatives referred to in paragraph 4 L.R. Lazio 22.05.1996 the condition of a disadvantaged person and of belonging to the categories indicated in paragraph 2 of art. 4 of the law n. 381/1991 must result from documentation coming from the public administration.

e) funding members, that is, those provided for by art. 4 of the law n. 59 of 1992 i.e. the natural persons and the legal entities that intend to subscribe and pay shares of share capital in order to participate in the achievement of the corporate purposes.

f) special shareholder

The figure of the special shareholder in reason is established of its interest in its professional training.

The board of directors may also admit to the category of special members those who have to complete or integrate their professional training in reason for the pursuit of social and economic goals, in line with the cooperative's medium and long-term strategies.

However, the number of special members cannot exceed one third of the total number of working members.

Legal persons, public or private, may also be members, in whose statutes the financing and / or development of the activities of social cooperatives is envisaged. Each member is registered in a special section of the book members on the basis of belonging to each of the above categories.

Each new shareholder must pay an admission fee in addition to the amount of the subscribed shares to be determined by the Board of Directors for each financial year, taking into account the equity reserves resulting from the latest approved financial statements.

This provision also applies to shareholders who sign other new ones during the existence of the Company quotas.

#### **ADMISSION TO MEMBER - Art. 7**

Anyone wishing to be admitted as a shareholder must submit a written application to the Board of Directors specifying:

that it is a natural person:

1. name, surname, date and place of birth, domicile of the applicant, tax code, professional qualification;
2. the amount of the share that it is proposed to subscribe, which must in any case be not less than the limit minimum and not higher than the maximum limit set by law;
3. the commitment to pay the membership fee as soon as the application for admission has been accepted.

Provided that the existence of the requirements of referred to in art. 6 above and taking into account the data communicated to the cooperative on the basis of this article, the admission of a new member will be made by resolution motivated by the Board of Directors which must be communicated to the interested party and noted by the directors on the shareholders' register. The admission or not of the aspiring member is in any case governed by Art.2528 C.C..

#### **PAYMENT OF MEMBER FEE - Art. 8**

The shareholder must have paid the amount of the membership fee signed at the time in which the admission resolution is noted in the shareholders' register.

In the event that the shareholder fails to pay the membership fee in the established forms and terms by the Board of Directors, it will be excluded a rule of art. 14 of this statute and any payments made in the meantime will be withheld as a penalty and due to the extraordinary reserve fund.

#### **DUTIES OF THE SHAREHOLDER - Art. 9**

Members are obliged:

- a. to comply with this statute and all regulations that will be approved by the assembly, as well as the resolutions of the corporate bodies of cooperative and related executive acts;
- b. to the payment of the subscribed shares and the amount of the share premium.

#### **RESTRICTION ON THE SHAREHOLDER'S SHARES - Art. 10**

The shares in the cooperative's capital cannot be sold, nor can they be pledged or subject to restrictions without prior authorization. Written by the Board of Directors, due to the considered bound in favor of the cooperative to guarantee the fulfillment of the obligations that the shareholders contract with it.

#### **TERMINATION AS A MEMBER - Art. 11**

The shareholders cease to be part of the company by withdrawal, forfeiture, exclusion or death.



### **WITHDRAWAL OF THE MEMBER - Art. 12**

The withdrawal of the shareholder is allowed in the cases provided for by the Law. The desire to withdraw must be expressed by registered letter to the Board of Directors on which, within sixty days, decides on the matter.

The resolution that admits the withdrawal is noted in the shareholders book and becomes effective, as regards the social relationship, from the date of communication of the provision for acceptance of the application and, as regards mutual relations between the shareholder and the company, with the closure of the current financial year, if the withdrawal is expressed at least three months before; otherwise the resolution becomes effective with the close of the following year.

### **FORFEITURE OF THE SHAREHOLDER - Art. 13**

The forfeiture of the shareholder occurs:

1. in case of loss of the requirements for admission;
2. in the event of a conviction with a criminal sentence passed in tried for serious crimes against property or persons, also committed outside the performance of the social relationship. The forfeiture takes place by right to occurrence of one of the aforementioned hypotheses and must in any case be ascertained by the Board of Directors by resolution to be adopted in the forms referred to in art. 33 of the statute and to be noted in the book of shareholders.
3. failure to attend the Shareholders' Meetings for a period exceeding twenty-four months.

### **MEMBER EXCLUSION - Art. 14**

In addition to the cases provided for by law, the shareholder can be excluded:

1. when he does not punctually fulfill the obligations assumed in any capacity towards the company and which derive from it by law, by the social contract, by the regulation or by the conventions governing the mutual relationship with the shareholder (as, by way of example but not limited to if he or she is in default of the payments due by him including the payment of the membership fee). In these cases, however, the shareholder must be in advance invited, by registered letter, to fulfill the its obligations and the exclusion may take place after a month from the said invitation, provided that the defaulting partner does keep defaulting.
2. When you do not observe the provisions of the articles of association, the statute and the regulations, or the resolutions taken by the corporate bodies of the cooperative.
3. When your behavior causes or could cause serious damage to the cooperative, to the image of the itself or directly or indirectly, of activities in competition with the company.

The decision of the exclusion will be communicated by registered letter to the interested shareholder, who may appeal to the Board of Directors within the peremptory term of thirty days from receipt of said communication.

The exclusion will take effect from the relevant annotation on the shareholders' register and will also determine the resolution of the pending mutual relations. This fulfillment will have to be looked after by the administrators.

### **LIQUIDATION OF THE SHAREHOLDER'S SHARE - Art. 15**

In any case of loss of membership, the liquidation of the share owned by it will be carried out based on the financial statements for the year which the social relationship is dissolved limited to partner; the relative payment will be made within the terms and in the manner established by art. 2532 and 2535 of the Italian Civil Code. The debt deriving from the repayment may be compensated by the cooperative up to the amount of each any credit for any reason claimed by the same from the shareholder.

The liquidation will take place upon written request of the withdrawn, forfeited or excluded shareholder. Five years passed from the dissolution of the social relationship without that written request has been received by the cooperative, the right to reimbursement will lapse and the quota will be devolved to an extraordinary reserve.

#### **REFUND OF SHAREHOLDERS 'HEIRS - Art. 16**

In the event of the death of the shareholder, the reimbursement to the heirs of the share actually paid by the same, possibly revalued, is carried out within the terms and in the manner provided for by art. 2534 of the Italian Civil Code, also with regard to it to the eventuality granted in the second paragraph of the article the same if the heir possesses the requisites for admission to the company.

#### **SOCIAL BODIES - Art. 17**

##### **THE ASSEMBLY**

The meeting, duly constituted, represents the universality of the shareholders and its resolutions taken, in compliance with the law and with this statute, oblige all the shareholders, even if they have not attended or dissent.

The assembly is ordinary and extraordinary.

#### **ORDINARY SHAREHOLDERS 'MEETING - Art. 18**

The ordinary meeting must be convened by the Board of Directors at least once a year, within a term not exceeding one hundred and twenty days from closing of the fiscal year. Where the administrative body ascertains the existence of particular needs of the company, pursuant to Article 2364 of the Italian Civil Code, the ordinary shareholders' meeting for the approval of the financial statements may be convened within a greater term, in any case not exceeding one hundred and eighty days from the end of the financial year. In this last case the directors are required to report, in report on operations, the reasons for the delay.

The ordinary assembly deliberates on the following matters:

1. approves the financial statements;
2. appoints the corporate officers;
3. determines the extent of the attendance fees to be paid to the directors for their collegial activity and the annual remuneration of the statutory auditors;
4. resolves on the establishment of the funds referred to in article 4 of this statute;
5. approves the regulations envisaged by this statute;
6. deliberates on all other matters pertaining to the corporate management reserved for its competence by this statute or submitted for its examination by the Board of Administration. Shareholders have the right to register the discussion of certain topics on the agenda or to request the convening of the shareholders' meeting in the manner required by law.

#### **EXTRAORDINARY SHAREHOLDERS 'MEETING - Art. 19**

The extraordinary assembly deliberates on the modifications of the articles of association and of the statute, on putting in liquidation of the company, on the appointment, on the revocation and on the powers of liquidators, and in general on matters reserved to it by law or by the statute. It can be convened by the Board of Directors, also at the request of the Board of Statutory Auditors, or in the cases established by law, with indication of the topics to be discussed. In the latter case, the assembly must be called within five days of the request.

#### **CALL OF THE SHAREHOLDERS 'MEETING - Art. 20**

The meeting, both ordinary and extraordinary, must be held at the registered office, or elsewhere, in the place indicated in the notice of call, as long as it is in the territory of the Italian State. Its convocation must be made by notice, with a list of the subjects to be discussed, to be posted visibly in the company headquarters, at least eight days before the call date, and sent by simple letter to all members or even published on organs or periodicals of the cooperative movement. The notice must indicate the date of a possible second call which, however, cannot be fixed in the same day as the first. The Board of Directors may, in addition to the provisions of the first paragraph, to use other means and forms of notice of call in order to ensure that all shareholders are aware of the date and subject of the call itself.

#### **VALIDITY OF THE SHAREHOLDERS 'MEETING AND ITS RESOLUTIONS -Art. 21**

The assemblies, both ordinary and extraordinary, are validly constituted, whatever the object to be dealt with, with the following majorities of the participants:

on first call, when many shareholders representing the majority are present or represented of the votes due to all members; in second call whatever the number of members present or represented. Resolutions are taken by an absolute majority of votes of the members present or represented. In the elections

of the corporate offices, those who report a higher number of votes. The resolutions relating to the substantial change company purpose, to the early dissolution of the society and the transformation of the type of society, to be valid, they must report the favorable vote of at least as many shareholders representing 2/3 (two third parties) of the votes due to the entire shareholder structure, both in first and second call: the shareholders dissenters have the right to withdraw from the company and obtain reimbursement of the share resulting from balance sheet for the current year at the time the resolution is taken. The resolutions that are not in accordance with the law or the statute, they can be challenged, based on art. 2388 C.C., only by the board of statutory auditors and by absent directors or dissenters within ninety days from the date of the resolution; as compatible art.2378. Resolutions damaging to their rights can also be challenged by the shareholders; Articles. 2377 and 2378. In any case they are without prejudice to the rights acquired in good faith by third parties based on acts carried out in execution of the resolutions.

#### **INTERVENTION AT MEETINGS - Art. 22**

They can attend the meeting, with the right to vote, all those who are registered in the shareholders' register for at least three months. The absent shareholder can be represented by another shareholder, who is not a director of the company, but who has the right to vote, by means of a written proxy that he can also be issued at the bottom of the notice of call. Each shareholder can represent as many shareholders as required by current legislation but not more than ten.

#### **RIGHT TO VOTE - Art. 23**

Each shareholder has the right to only one vote whatever is the amount of the contribution made by him.

Pursuant to art. 4 of law 59/1992 and subsequent amendments, each funder shareholder will have one vote, whatever the amount of the contribution made, as will be foreseen by the specific regulation approved by the ordinary shareholders' meeting. Furthermore, the votes attributed to the sponsoring members must not in any case exceed one third of the votes due to all members.

#### **PRESIDENCY OF MEETINGS - Art. 24**

The Assembly, both in ordinary and extraordinary session, it is chaired by the chairman of the Board of Directors and, in his absence, by the person designated from time to time and by the shareholders' meeting. The Chairman chooses, where necessary, two tellers and, upon proposal of the assembly, it

appoints a secretary, who may also be a person outside the company and Notary when it is an extraordinary meeting. The resolutions of the ordinary shareholders' meeting must be recorded in minutes signed by the chairman, by the secretary and, when there are, by the scrutineers and transcribed in the appropriate book. The resolutions of the extraordinary assembly will be recorded by the Notary and must be included in the minutes of the shareholders' meeting.

#### **VOTING - ARRANGEMENTS - Art. 25**

Voting is usually done by show of hands. They must be done by roll call or other form when the assembly deliberates it by a majority of votes of those present.

#### **ADMINISTRATION - ADMINISTRATION SYSTEMS - Art. 26**

Regardless of the administration system adopted, they cannot be delegated by the directors, in addition to the matters provided for by art. 2381, the powers in subject of admission, withdrawal and exclusion of shareholders and decisions affecting mutual relations with shareholders.

#### **BOARD OF DIRECTORS - Art. 27**

The Board of Directors is composed of 3 (three) to 7 (seven) members. The majority of the directors are choice among the shareholders. The Directors remain in office for three years and are re-eligible.

In the event that one or more directors cease to exist, the board will replace them pursuant to art. 2386 C.C., choosing them from the same category of members, cooperators or donors to which they belonged or to which the directors to be replaced respectively belonged.

With more than half of the number of directors appointed by the assembly missing, the whole council it must be considered lapsed and the assembly for the appointment of the new board must be promptly convened. The directors have the right, in addition to the reimbursement of expenses incurred for the exercise of the office, to attendance fee, the amount of which will be determined by the shareholders' meeting which approves the financial statements. For directors vested with special duties the board of directors, having heard the opinion of Board of Statutory Auditors, may determine a specific emolument.

#### **PRESIDENT AND VICE-PRESIDENT OF THE BOARD OF DIRECTORS - Art. 28**

If the shareholders' meeting has not done so, the board the act of appointment, elects from among its members the president and possibly one or more vice-presidents, to whom it can also delegate part of its powers. The Vice President - or the oldest in age if more than one has been appointed - replaces the chairman in case of non-fulfillment of these or in case who is absent or prevented or who pays for a particular issue in conflict of interest in the exercise the power of representation of the cooperative pursuant to art. 30 of the statute. The Board can also appoint a person external to the company as secretary.

#### **CONVOCATION OF THE BOARD OF DIRECTORS - Art. 29**

The Board of Directors is convened both in the registered office than elsewhere, by the president, or by one of the vice presidents / whenever the opportunity arises or when requested by at least two of its members. The convocation is made by registered letter, fax or e-mail where it is possible to identify the data of the sender and recipient, to be sent no less than seven days before the fixed date for the meeting and, in cases of urgency, by telegram so that the directors are informed with at least two days notice. Board meetings are chaired by the chairman or, in his absence, by the deputy chairman designated from time to time by the Board of Directors; in the event of their absence, the Board is chaired by the most senior in age of the directors present. The chairman will be assisted by a secretary

appointed by him who may also be a person outside the company if invited to attend the meeting. At meetings of the Board of Directors can participate, as invited, the general manager (s) and executives who are granted specific powers of attorney or who exercise managerial functions in specific sectors may be invited, with an advisory opinion of the cooperative's activity. Meetings of the Board of Directors held by teleconference or videoconference are considered valid; if and insofar as the participants are identifiable and are effectively able to follow the meeting and participate in the discussion and if the chairman and secretary are in the same place, which will be considered as the place where it was held the reunion. These conditions were met, the meeting of the Board of Directors will be considered held in the place where the president and the secretary are located, in order to allow the preparation and subscription the minutes of the meeting in the relative company book. The presence of at least the majority is required for the Board's resolutions to be valid of the directors in office. The resolutions of the Board are valid if they report the favorable vote of the absolute majority of voters.

Voting is normally open.

For the calculation of the majority, the abstentions did not calculate among the voters.

The minutes of the board meetings are transcribed in the appropriate book and are signed by the person who chaired the meeting and by those who had the duties of secretary.

### **DUTIES AND POWERS OF THE BOARD OF DIRECTORS -Art. 30**

The Board of Directors is invested with the widest powers for the management of the company and is granted all the powers for the implementation of the corporate purposes except for those which, by law or bylaws, are reserved to the competence of the assembly.

Therefore, by way of example, it is up to the Board of Administration (and subject only to the limits, including economic ones, possibly established by law or by the shareholders' meeting):

1. to call the ordinary and extraordinary assembly of the shareholders;
2. oversee the execution of the resolutions of the assembly;
3. draw up the draft budget, accompanied by the accompanying report that specifically indicates the criteria followed in corporate management to achieve the statutory purposes, in accordance with the cooperative-mutualistic nature of the company;
4. prepare the internal regulations envisaged by the statute, to be submitted to the assembly;
5. to stipulate all deeds and contracts of all kinds inherent to the cooperative's activity; among others, those relating to the sale, purchase, exchange, lease, leasing of assets of any nature (including companies and company branches) and in general securities and real estate rights, with the widest faculties in this regard, including that of renouncing legal mortgages, carrying out any and all transactions with banks operating in the short, medium and long term, opening, using, terminating current accounts also at uncovered and carry out any operation in the bank, including the stipulation of passive mortgages and grants (active and passive) granting all the guarantees, including mortgages, sell, accept, issue, endorse, discount, collect, receipts, withdraw, release, reinvest sums, securities of any nature and paper effects in general with any public or private entity or office, grant loans also non-interest bearing, in compliance with current legislation, enter into agreements in favor of the members, in application of art.4 of this statute: and this provided that in connection with the corporate purpose;
6. participate in tenders, bidding and private negotiations for works or services relating to the social activity and stipulate the relative contracts;
7. approving and granting bills of exchange, sureties and any other guarantee (including pledges and privileges) allowing the cancellation, waiver, postponement of mortgages exempting the Registrar;
8. to grant powers of attorney for single acts or categories of acts, including to the managers and middle managers of the company, to appoint the director or general managers;
9. hire and fire company personnel, fixing their duties and salaries;

10. perform all acts and operations of ordinary and extraordinary administration, with the exception only for those who, by law or of this statute, or by resolution of the shareholders' meeting, are reserved to the latter;
  11. decide on the admission, withdrawal, forfeiture and exclusion of members;
  12. to appoint lawyers and attorneys in active and passive disputes before any authority and jurisdiction and entrust professional assignments to third parties;
  13. propose to the assembly the constitution of funds for technological development and corporate restructuring or enhancement;
  14. approve the opening of administrative offices and/or operational establishments, not having the character of secondary offices, local units, branches, warehouses, agencies, with the determination of specific powers with reference to the territorial areas of competence;
  15. purchase and redeem own shares of the cooperative, purchase and sell interests and shareholdings to the share capital of other companies, entities, or consortia, provided that within the mandatory limits imposed by law and for the sole purpose of achieving the corporate purpose, in compliance with the provisions of art. 4, paragraph 2, lett a) of this statute and participate in their constitution.
- The board may set up technical commissions at which to devote particular consultancy tasks, as detailed in the internal regulations.

#### **REPRESENTATION OF THE COMPANY - Art. 31**

Without prejudice to the provisions of art. 27 above, the chairman of the Board of Directors has the legal representation and the corporate signature, takes care of the execution of the resolutions of the Board giving appropriate instructions to the employees, convenes the Board of Directors, sets the agenda, coordinates its work and ensures that adequate information on the items on the agenda is provided to all advisers.

#### **DELEGATIONS TO THE EXECUTIVE COMMITTEE AND / OR TO DIRECTORS - Art.32**

The Board of Directors, if it deems it necessary, can delegate its powers pursuant to art. 29 that precedes one or more members of the Board himself, and / or an executive committee composed of the chairman, the vice-chairmen and up to 5 directors, determining the limits and duration of the delegation in compliance of the art. 2381 C.C.. The General Manager (s) may participate in the Executive Committee meetings as guests and executives who have been granted specific powers of attorney pursuant to this may be invited with an advisory opinion of the previous art. 29 or who exercise managerial functions in relation to specific sectors of activity of the cooperative. The executive committee draws up the minutes of its own meetings in a special book.

#### **GENERAL MANAGERS - Art. 33**

When deemed appropriate, the Board of Directors for the best functioning of the company may appoint one or more general managers, determining their attributions and remuneration.

#### **STATUTORY AUDITOR AND LEGAL AUDIT OF ACCOUNTS - Art. 34**

The company can appoint a supervisory body or a statutory auditor. In the cases provided for by Article 2543 of the Italian Civil Code, the appointment of the supervisory body or the auditor is required. The supervisory body performs the tasks referred to in art.2403, first paragraph, of the civil code, and other duties attributed by law to the board of statutory auditors of joint stock companies. The supervisory body also carries out the statutory audit of the accounts, unless appointed an auditor or an auditing firm.

In the event of the appointment of a single auditor, it is not envisaged the appointment of an alternate auditor. The sole auditor or the statutory auditor, natural person or auditing company, must be registered in the appropriate register, their office has the duration of three financial years, expiring on the date of decision of the shareholders for the approval of the financial statements for the third year of office, and are eligible for re-election. The shareholders shall, upon appointment, determine the remuneration due to the supervisory body or the auditor and anything else in accordance with the law.

### **SOCIAL ASSETS -Art. 35**

The company's assets consist of:

1. the share capital of the shareholders, which is variable and is formed from an unlimited number of shares, each of the value nominal not less than Euro 51.65 (fifty-one point sixty-five) already Lire 100,000 and not exceeding limits permitted by applicable laws;
2. from the legal reserve
3. from the extraordinary reserve, formed with the quotas of operating surpluses, with any quotas not reimbursed to withdrawn or excluded shareholders and to the heirs of deceased members;
4. any contribution or donation, to be attributed to an extraordinary reserve, which comes to the company free of charge to be used for the purpose of achieving the corporate purposes;
5. any other reserve constituted by the assembly of shareholders and/or required by law, and / or any other fund or provision made to cover particular risks or future charges. The reserves are indivisible and they cannot be shared among the partners during their life of the company which at the time of its dissolution. Based on the provisions of art. 2545-quater the indivisible reserves can be used to cover losses only after the reserves that the company had allocated for capital increases have been exhausted. Whatever the amount of the legal reserve fund, at least 30% (thirty percent) of annual net profits. A share of the annual net profits must be paid to mutual funds for the promotion and development of cooperation, to the extent and in the manner prescribed by law.

### **SOCIAL FINANCIAL YEAR - Art. 36**

The financial year runs from January 1st to December 31st of every year.

At the end of each financial year, the Board of Directors prepares the financial statements, the explanatory notes and the management report, according to the provisions of art. 2423 and ss. C.C., subject to an exact inventory to be filled in both with the prudent criteria. Cooperatives, according to the provisions of art. 2545-sexies, must report separately in the financial statements the data relating to the activity carried out with the shareholders, possibly distinguishing the various mutualistic managements.

### **DESTINATION OF ACTIVE RESIDUES - Art. 37**

If the balance sheet shows residual assets, these will be mandatorily intended as follows:

- at least 30 per cent to the legal reserve fund;
- mutual funds for promotion and development cooperation to the extent and in the manner prescribed by law. Any remainder can be used for:
  - a. to any free share capital increase signed and paid by way of revaluation in the measure that will be established by the meeting that approves the financial statements, within the mandatory maximum limit of the variation of the ISTAT index for the period corresponding to that of the year in which the profits were produced, as established by the legislation from time to time current time;

b. to the eventual distribution of a dividend to the shareholders to the extent that will be established by the assembly that approves the financial statements and which cannot in any case exceed the maximum measure allowed by current laws in the matter of mutual aid requirements for cooperatives, compared to the capital actually paid;

c. to any share divided among the shareholders, by way of refund, also by increasing the respective shares

of share capital, in relation to the amount of purchases from the same partners completed with the cooperative during the relevant financial year;

d. to the constitution or increase of extraordinary reserve funds which are always indivisible, to the extent that it will be established by the assembly that approves the budget.

The assembly, without prejudice to the devolution to the reserve

legal, may decide the destination of active residues in accordance with the provisions of the above letters a, b, c, d and e, in proportion to the quantity quality of mutual exchange.

In any case, the reserves are indivisible and cannot be divided among the shareholders both during the life of the company and upon its dissolution, pursuant to as established by art. 12 of the law of 16 December 1977 n. 904.

The Board of Directors, in the draft budget, can assign sums to the working members by title of rebate in proportion to the quantity and quality of mutual aid exchanges, identified on the basis of the remuneration accrued during the year for the work performed in favor of the cooperative, within the permitted limits by the relevant laws.

#### **DISSOLUTION AND LIQUIDATION - Art. 38**

In any case of dissolution of the company, the extraordinary assembly will establish the liquidation procedures and will appoint one or more liquidators, including non-shareholders determining their powers.

#### **RESIDUAL ASSETS IN CASE OF TERMINATION - Art. 39**

In the event of termination of the cooperative, any residual liquidation assets are intended, in order:

a. the reimbursement of shares in the cooperative;

b. the devolution to the mutual fund for the promotion and development of the cooperation referred to in art.11, law 31 January 1992, n. 59. In the event of disputes, the Ministry for Labor and Social Security decides, in agreement with those for Finance and for the Treasury, after hearing the Central Commission for Cooperation.

#### **REGULATION - Art. 40**

The technical and administrative functioning of the company it will be governed - as well as by the provisions of the articles of association and the statute - by a specific internal regulation for members and an internal regulation for funding members, as well as a regulation for the special members and for rebates to be filled in by the Board of Directors and approved by the assembly of the shareholders. The regulations will come into force following the approval of the ordinary shareholders' meeting, with any changes made by it.

#### **MEETINGS BY MEANS OF TELECOMMUNICATIONS - Art. 41**

The meetings of the collegiate bodies can be held even with participants located in several places, audio/video connected, provided that the collegial method and the principles of good faith and equality are respected of treatment and, in particular, under the following conditions:

a) that the Chairman of the meeting is allowed to ascertain the identity and legitimacy of those present, regulate the conduct of the same and ascertain and announce the results of the vote;



- b) that the Person taking the minutes is able to adequately perceive the events of the meeting being discussed verbalization;
- c) that attendees are allowed to participate the discussion and simultaneous voting on the items on the agenda, as well as viewing, receiving and transmitting documents;
- d) that they are indicated in the notice of call (except in the case of a totalitarian meeting) the audio/video places connected by the Company in which attendees can join or join. The meeting is considered to be held in the place where the Chairman and the person taking the minutes will be present.

**APPLICABLE RULES - Art. 42**

For anything not contemplated in this statute, the provisions of the law on the subject apply it refers to.

Signed: Paola D'Angelo

Lawyer. Francesca De Facendis Notary