COMPANY BYLAWS

CHAPTER I

COMPANY NAME - REGISTERED OFFICE - OBJECT - DURATION OF THE COMPANY

Art. 1 - Company name

A joint-stock company is formed named "AEDES SOCIETÀ DI INVESTIMENTO IMMOBILIARE QUOTATA SOCIETA’ PER AZIONI" or, in short, "AEDES SIIQ S.p.A.”.

Art. 2 - Registered office

The registered office of the Company is in Milan. The registered office may be transferred, provided in Italy, through resolution adopted by the Board of Directors.

The Board of Directors may set up, change or close secondary offices, subsidiaries, branches, representative offices, agencies, and satellite offices of all kinds in Italy and abroad.

Art. 3 - Object

The object of the Company is the purchase, sale, construction and exchange of any kind of property, as well as the management and tenancy of owned properties.

The object of the Company also includes:

- the exercise, except towards the general public, of the following activities:

1. acquisition of investments, companies or shares in companies;

2. technical, administrative and financial coordination of the companies in which it has an investment and their funding;

3. financial investments either directly and/or through qualified bodies, in Italian and foreign companies;

4. provision to third parties of financial, business, technical and administrative consultancy.
The Company may also carry out all the business, financial, industrial, investment and property transactions required to achieve its object (including the issue of personal or collateral guarantees also in the interest of third parties, and the assumption of loans and mortgages), with the exception of trust and professional activities reserved under the law, the collection of savings from the general public, the activities carried out by stock brokerage companies and asset management companies, the exercise towards the general public of every activity qualified under the law as "financial activity".

The collection of savings is permitted within the limits and in the manners set out in article 11 of Consolidated Law no. 385/1993 and in the relevant secondary laws, or within the limits and in the manners set out in the laws from time to time in force.

The Company’s activities shall be carried out in accordance with the rules on investments, and on risk concentration and leverage limits:

1. The Company shall not invest, directly or through subsidiaries, in a single property with unitary town-planning and functional characteristics, more than 25% of the total value of the property assets of the owner group. In this regard, it should be noted that, for development plans covered by a single town-planning scheme, unitary town-planning and functional characteristics shall cease to be held by those portions of the property that are covered by individual, functionally-independent building permits or are equipped with sufficient infrastructure work to provide connection to public services;

2. the Company shall not generate, directly or through subsidiaries, lease rent revenue from a tenant or from tenants belonging to the same group, representing over 30% of overall revenue from a group’s property lease business;

3. the maximum allowed leverage at a Group level is up to 65% of the value of the property assets; the maximum allowed leverage at an individual level is up to 80% of the value of the property assets.
The above limits may be exceeded in the event of extraordinary circumstances or beyond the control of the Company. Unless otherwise in the interest of the Shareholders and/or the Company, these limits shall not be exceeded for more than 12 months.

Notwithstanding the above, the 30% limit referred to in point 2 shall not apply for properties of the Company leased to one or more tenants belonging to a group of national or international importance.

Art. 4 - Duration of the Company

The duration of the Company is established for a period ending 31 December 2100.

The duration may be extended one or more times through resolution adopted by the Shareholders’ Meeting, without this giving rise to the right to withdraw from the Company.

CHAPTER II

SHARE CAPITAL - SHARES

Art. 5 - Share capital

The share capital amounts to Euro 212,945,601.41 and is divided into 319,803,191 ordinary shares with no par value.

[The Extraordinary Shareholders' Meeting held on 30 September 2014 resolved on a divisible share capital increase against payment ("Capital Increase with Pre-Emption Rights") for a maximum of Euro 40,000,006.56, by issuing a maximum of 86,956,536 new ordinary shares with no par value, with regular dividend rights, at the price of Euro 0.46 for each new share, to be offered under a pre-emption right, in one or more tranches, to shareholders holding "Aedes S.p.A." ordinary shares, at a ratio of 8 new ordinary shares for 1 ordinary share held, to be subscribed by the deadline of 31 July 2015).]

1 The words in square brackets are understood as being repealed fol-
The Extraordinary Shareholders' Meeting held on 30 September 2014 resolved on a divisible share capital increase against payment to service the exercise of the "Aedes S.p.A. Warrants" ("Warrants"), for a maximum (including premium) of Euro 20,000,003.28, by issuing a maximum of 28,985,512 new ordinary shares with no par value, with regular dividend rights, subscribable (by the earlier of the fifth banking day of the month following the month of the fifth anniversary of the issue date of the "Aedes S.p.A. Warrants" and 31 July 2020) at the price (including premium) of Euro 0.69 for each new ordinary share, at a ratio of one ordinary share for each group of three warrants exercised.

Art. 6 - Share capital increase

In the event of a share capital increase resolved by the Shareholders' Meeting, the rules and conditions on the issue of new capital, payment dates and procedures, shall be decided by the Board of Directors.

A share capital increase may be made by issuing ordinary and/or preference shares and/or convertible savings shares, and/or with voting rights limited to specific items, including shares with rights other than those of shares already in circulation. Resolutions on the issuance of both new ordinary shares with the same characteristics as those in circulation, and savings shares and preference shares, do not require further approval from the holders of the different classes of shares convened in special meetings.

Art. 7 - Share capital reduction

The Shareholders’ Meeting may resolve on the reduction of the following the full execution of the "Capital Increase with Pre-Emption Rights".

2 It should be recognized that the "Warrants Increase", as at 7 October 2015, had been partly executed in the amount of Euro 355.12 including premium (with issue of 772 ordinary shares).
share capital according to the procedures established by law.

Art. 8 - Withdrawal of Shareholders

Withdrawal may be exercised by shareholders in the cases and in the manners provided by law.

However, shareholders who do not take part in the approval of resolutions regarding the renewal of the term of duration of the Company and/or the introduction or removal of restrictions on the circulation of shares shall not be entitled to withdraw from the Company.

Shareholders who intend to exercise the right of withdrawal shall give notification by registered letter with return receipt addressed to the Company, giving, among other things, details of the filing of the certificate attesting membership to the centralized dematerialized shares system for the shares on which they are exercising the right of withdrawal through an authorized intermediary, with a restriction being placed on availability for the purposes of withdrawal.

CHAPTER III
SHAREHOLDERS’ MEETING

Art. 9 - The Shareholders’ Meeting is either ordinary or extraordinary

The Ordinary Shareholders' Meeting is called at least once a year for approval of the financial statements within one hundred and twenty days from the close of the financial year. The term may be extended up to one hundred and eighty days after the close of the financial year when legal conditions apply. The Extraordinary Shareholders' Meeting is called to deal with the items provided by law or these bylaws. The Shareholders' Meeting is held at the registered office or elsewhere in Italy, by notice to be published within the legal and regulatory time limits on the Company's website and in the further manners set out in the laws from time to time in force; the notice of call shall contain the date, time, place of the meeting and the list of items to be discussed, as well as the ad-
ditional information required by the laws and regulations in force.

The notice of call may indicate a single date of call, applying in this case the legal quorums required for a Shareholders’ Meeting to be validly constituted and to be able to resolve; alternatively the notice of call shall envisage, in addition to the first call, the dates of subsequent calls, including a third call.

Holders of voting shares are entitled to attend the Shareholders’ Meeting, subject to notification to the Company by the intermediary responsible for issuing the certification attesting their entitlement, in accordance with the laws and regulations from time to time in force.

Any person who has the right to attend the Shareholders’ Meeting may be represented through proxy by another person in the manners set out in the laws and regulations from time to time in force.

The proxy may be notified to the Company by certified electronic mail, in accordance with the applicable laws and regulations in force.

The Chairman of the Shareholders’ Meeting shall ascertain the validity of the proxies and the right of attendance.

The Company shall not appoint representatives to whom eligible persons may issue a proxy with voting instructions.

Each ordinary share gives right to one vote.

The operation of the Shareholders' Meeting, whether ordinary or extraordinary, is governed by law, by these bylaws, and by the regulations of the Shareholders' Meetings, approved by the Ordinary Shareholders' Meeting and valid, until it is amended or replaced, for all subsequent meetings. Each Shareholders’ Meeting may, however, decide not to comply with one or more provisions of the regulations of the Shareholders' Meetings.

The Shareholders’ Meeting may also be held by means of telecommunication facilities, in the manners specified in the no-
tice of call, provided that the overall plenary method and the principles of good faith and equal treatment of shareholders are applied. In such case, the Shareholders’ Meeting shall be deemed to be held in the place where the Chairman and the person preparing the minutes are located.

Art. 10 - Chair of the Shareholders’ Meeting

Shareholders’ Meetings are chaired by the Chairman of the Board of Directors or, in the event of his absence or impediment, by the Vice-Chairman and, in the event of the absence or impediment of the Vice-Chairman, by other person chosen by the Shareholders’ Meeting.

The Chairman is assisted by a Secretary or by a notary. The Chairman of the Shareholders’ Meeting:

1. confirms the right to attend, also by proxy;
2. assesses that the Meeting is duly constituted and has a quorum to resolve;
3. presides over the conducting of the Shareholders’ Meeting;
4. establishes voting procedures and announces the outcome of the vote.

CHAPTER IV

ADMINISTRATION AND REPRESENTATION

Art. 11 - Administrative body

The Company is administered by a Board of Directors composed of 3 to 21 members, including non-members, as the Shareholders' Meeting shall decide on their appointment. The composition of the Board of Directors shall, in any case, ensure gender balance in accordance with the laws and regulations from time to time in force.

Directors shall remain in office for a maximum of three years, according to the resolutions of the Shareholders’ Meeting appointing them; their term shall expire at the date of the Shareholders' Meeting called for the approval of the financial statements for the last financial year of their term of office. They are eligible for re-election. Before electing a Board of Directors, the Shareholders’ Meeting shall determine
the number of Board members and their term of office.

The Board of Directors is appointed by the Shareholders' Meeting on the basis of lists submitted by Shareholders, in which candidates shall be listed in numerical sequence; the lists of candidates, subscribed by the submitting Shareholders, shall be filed at the Company's registered office within the time limits of the laws and regulations from time to time in force, and disclosure thereof shall be provided in the notice of call.

Only Shareholders who, alone or together with others represent the percentage of share capital determined in accordance with the laws in force may submit lists; they are required to prove ownership of the number of shares requested by means of a specific certificate issued by the intermediary, in accordance with the laws in force; the certificate may be produced even after the filing, provided within the time limits of the laws in force on the publication of lists by the Company.

Lists which are submitted in breach of the above provisions are deemed not to have been submitted.

No Shareholder may submit or contribute to the submission of more than one list, including through third party or trustee; Shareholders subject to joint control pursuant to article 93 of the TUF or from the same voting syndicate may submit or contribute to the submission of one list only.

Each Shareholder may vote for one list only.

Each candidate may appear in one list only, on penalty of ineligibility.

Among the candidates, at least those listed first and eighth on each list shall meet the independence requirements of law.

For three consecutive terms from the first renewal of the administrative body after 12 August 2012, each list containing at least three or more candidates shall be composed in such a way as to ensure gender balance in the Board of Directors, equal to the minimum required by the laws and regulations from
time to time in force.

Together with the submission of the list, and within the same time limits, arrangements are made to file the statements by which each candidate accepts the nomination and attests, on his/her own responsibility, that none of the causes of disqualification and incompatibility apply, and that he/she meets the requirements established by the laws in force for members of the Board of Directors, as well as a curriculum vitae with a description of the personal and professional qualifications, indicating the directorships and audit appointments held in other companies and, where appropriate, eligibility to qualify as independent directors.

Any incompleteness or irregularity regarding individual candidates shall result in the elimination of their names from the list to be put to the vote. Members of the Board of Directors are elected as follows:

a) from the most voted list at the Shareholders’ Meeting, all of the board members shall be drawn except for one and this shall be on the basis of the numerical order in which names appear on the list;

b) the remaining director drawn shall be the first name on the second most voted list at the Shareholders’ Meeting, connected in no way, not even indirectly, to the Shareholders who submitted or voted for the most voted list.

At the end of the vote, where the composition of the Board of Directors does not comply with the gender balance rules set out in the laws from time to time in force, the candidate from the most represented gender elected last based on numerical sequence in the most voted list shall be replaced by the first unelected candidate of the less represented gender drawn from the same list based on numerical sequence, without prejudice to compliance with the minimum number of directors meeting the independence requirements established by law. This replacement procedure shall be adopted until the composition of the Board of Directors complies with the laws from time to time in force. Lastly, where this procedure fails to achieve the above
result, the replacement shall take place on the basis of a resolution adopted by the Shareholders’ Meeting on a legal majority.

All the directors elected shall meet the requirements of integrity and professionalism set out in the laws in force. Failing these requirements, they shall lapse from their position.

In the event that only one list has been submitted or admitted to the vote, all the directors shall be drawn from that list. The above replacement procedure shall apply where deemed necessary to ensure compliance of the composition of the Board of Directors with the laws from time to time in force.

In the event that no lists are submitted or that fewer directors than the number determined by the Shareholders’ Meeting are elected, the Shareholders’ Meeting shall be reconvened in order to appoint the entire Board of Directors.

Where one or more directors cease to hold office for resignation or other reasons, they shall be replaced pursuant to art. 2386 of the Italian Civil Code, ensuring compliance with the applicable requirements and the composition criteria of the Board of Directors required by the laws and regulations from time to time in force and by this article.

The Shareholders’ Meeting shall decide on a fixed, one-off and regular remuneration due to the members of the Board of Directors.

Art. 12 - Powers of the Board Of Directors

The Board of Directors is vested with the broadest powers for the management of the Company. It may perform any act deemed appropriate for achieving its object, whether such act pertains to ordinary or extraordinary administration, with no exclusions or exceptions, save for those which the law and these bylaws have established as mandatory for the Shareholders’ Meeting. The Board of Directors shall be empowered to decide on the reduction of the share capital in the event of a withdrawal of shareholders, on the harmonization of the bylaws to
the provisions of law, on the transfer of the registered office within the borders of Italy, and on the merger by incorporation of a wholly-owned company or a company held at least 90%, in accordance with the provisions of articles 2505 and 2505-bis of the Italian Civil Code.

On preparing the annual financial report, and whenever deemed appropriate, the Board of Directors shall decide on the amount to be allocated to charitable, welfare, scientific and cultural institutions in general, and shall inform the shareholders at the Shareholders’ Meeting called for the approval of the financial statements.

Art. 13 - Company positions and delegation of powers

Where the Shareholders’ Meeting has not already done so, the Board of Directors shall appoint a Chairman among its members. It may appoint one or more Vice Chairmen and/or one or more Chief Executive Officers.

The Board may also appoint a Secretary who need not be one of its members. In the event of absence or impediment of the Chairman, the duties are performed by a Vice-Chairman; in the event of absence or impediment of both, by the senior Director or, in case of equal seniority, by the elder Director. If one or more directors cease to hold office during the year, the Board shall act by law. The Board of Directors may, within the time limits of law, delegate its powers, determining the limits of the powers delegated, to an Executive Committee composed of some of its members, to one or more of its members, if appropriate with the title of Chief Executive Officer, assigning them the power to sign, jointly or severally, as it shall deem to decide. The validity of the resolutions adopted by the Executive Committee requires the presence and the favourable vote of the absolute majority of its members.

The Board may also appoint General Managers after ascertaining the integrity requirements of law, selecting them also from the members of the Board, Directors and Representatives, with the power to sign, jointly or severally, determining their powers and duties, as well as agents in general for specific
acts or classes of acts. The appointment of Directors, Deputy Directors and representatives, with the determination of their respective emoluments and powers, may also be passed on by the Board to the Chairman or to anyone acting for the Chairman, to the Chief Executive Officers and to the General Managers.

Failing these integrity requirements, the General Manager shall lapse from the position.

The Board may form internal committees with consultative and proposal-making functions on specific matters, determining their duties and powers.

Art. 13 - bis

The Board of Directors, on an opinion of the Board of Statutory Auditors and following the assessment of the integrity requirements of law, appoints the Financial Reporting Manager (Manager 154-bis), who shall have adequate financial and accounting experience.

Failing these integrity requirements, the Financial Reporting Manager shall lapse from the position of Manager 154-bis.

The Board of Directors also ensures that the Manager 154-bis has the appropriate powers and means to discharge duties, and oversees effective compliance with administrative and accounting procedures.

Art. 14 - Meetings of the Board Of Directors

The Board of Directors is also convened outside its registered office, in Italy or abroad, by the Chairman or by his/her deputy.

The Board of Directors and, where appointed, the Executive Committee, may also be convened, following notice to the Chairman of the Board of Directors, by the Board of Statutory Auditors or individually by one of its Standing Members.

The validity of the resolutions adopted by the Board of Directors requires the presence of the majority of the Directors in office and the favourable vote of the absolute majority of the
participants. In the event of a tied vote, the Chairman or his deputy shall have the casting vote.

Notices of call shall be made by registered mail, fax or e-mail, sent at least seven days in advance (in the event of urgency, by telegram, fax or e-mail sent at least one day in advance) of the day of the meeting to the domicile of each Director and Standing Auditor in office.

The Board of Directors may, however, validly resolve even if a meeting has not been formally convened, provided that all its members and all the Standing Auditors are present.

The meetings of the Board are presided over by the Chairman or, in his absence or impediment, by his deputy. If both are absent, meetings are presided over by another Chief Executive Officer appointed by the Board. The meetings of the Board of Directors and, where appointed, of the Executive Committee, may be held by teleconferencing, videoconferencing, and/or other means of telecommunication facilities, provided that all the participants may be identified and allowed to follow the discussion, to participate in real time in treating the items discussed, and to receive, examine and be able to exchange documents. Where these requirements are met, the meeting of the Board of Directors shall be deemed to be held in the place where the Chairman is located.

Art. 15 - Disclosure obligations

Directors shall report to the Board of Statutory Auditors at least every quarter at the meetings of the Board of Directors, or, if specific immediacy requirements make it preferable, even in direct, written, verbal and/or telephone form, on the activities carried out and on whatever else is required by law.

Art. 16 - Related party transactions

Related party transactions are completed in accordance with the procedures approved by the Board of Directors, in accordance with the laws and regulations from time to time in force.
In cases of urgency - linked to possible corporate crisis situations - the procedures may envisage special arrangements for the completion of related party transactions, in derogation of ordinary rules, and in accordance with the conditions set out in the laws and regulations from time to time in force.

Art. 17 - Legal representation

The Chairman of the Board of Directors is the legal representative of the Company.

Legal representation shall also be entrusted to the Vice-Chairmen, Chief Executive Officers, General Managers and to those appointed by the Board of Directors, severally, within the limits of the powers granted individually, jointly with the Chairman or with other party having combined powers, in other cases.

CHAPTER V

BOARD OF STATUTORY AUDITORS

Art. 18 - Statutory Auditors

The Board of Statutory Auditors consists of three Standing Auditors and three Alternate auditors who remain in office for three financial years and are eligible for re-election. The composition of the Board of Statutory Auditors shall, in any case, ensure gender balance in accordance with the laws and regulations from time to time in force.

Minority shareholders are entitled to appoint the Chairman of the Board of Statutory Auditors and an Alternate Auditor.

The Board of Statutory Auditors is appointed on the basis of lists submitted by the shareholders, in which candidates shall be listed in numerical sequence. The list is formed of two sections; one for candidates running as Standing Auditor, the other for candidates running as Alternate Auditor.

Only Shareholders who, alone or together with others represent the percentage of share capital determined in accordance with the laws and regulations in force may submit lists; they are
required to prove ownership of the number of shares required by means of a specific certificate issued by the intermediary, in accordance with the laws in force; the certificate may be produced even after the filing, provided within the time limits of the laws in force on the publication of lists by the Company.

No Shareholder may submit or contribute to the submission of more than one list, including through third party or trustee; Shareholders subject to joint control pursuant to article 93 of the TUF or from the same voting syndicate may submit or contribute to the submission of one list only.

Candidates who already hold the position of Standing Auditor in five other companies or entities whose shares are listed on a regulated market included in the list provided for by articles 63 and 67 of the TUF - with the exception of the parents and subsidiaries of “AEDES S.p.A.” - and who do not meet the requirements of integrity, professionalism and independence set out in applicable law, shall not be included in the lists. The same shall apply to those who exceed the maximum limit for the number of positions established by applicable law, or those who exceed this limit should they be elected.

In compliance with the provisions of law and pursuant to and in accordance with Ministerial Decree 162/2000, point 3, the following are matters and areas of activity closely related to the Company: valuation of properties and property assets, preparation of procurement contracts and specifications, marketing and communication on the property industry in general, management of apartment buildings, evaluation of town-planning instruments, property brokerage, building design consultancy.

The lists submitted shall be filed at the Company's registered office within the time limits of the laws and regulations from time to time in force, and disclosure thereof shall be provided in the notice of call. This is without prejudice to the provisions of article 144-sexies, paragraph 5, Consob Resolution 11971 as subsequently amended and supplemented.

Together with each list, within the above time limits, ar-
rangements are made to file the statements by which each candidate accepts the nomination, gives notice of the directorships and audit appointments held in other companies, and attests, on his/her own responsibility, that none of the causes of disqualification and incompatibility apply, and that he/she meets the requirements established by the laws and bylaws on the respective positions. The other documents required by law, specifically by article 144-sexies, paragraph 4, Consob Resolution 11971 as subsequently amended and supplemented, are also filed. Any list that fails to comply with the foregoing requirements is considered as not having been submitted.

For three consecutive terms from the first renewal of the Board of Statutory Auditors after 12 August 2012, each list containing at least three or more candidates shall be composed in such a way as to ensure gender balance in the Board of Statutory Auditors, equal to the minimum required by the laws and regulations from time to time in force.

Statutory Auditors are elected as follows:

a. From the most voted list at the Shareholders’ Meeting, two Standing Auditors and two Alternate Auditors shall be drawn on the basis of the numerical order in which names appear in the sections of the list.

b. From the second most voted list at the Shareholders’ Meeting, the remaining Standing Auditor and the other Alternate Auditor shall be drawn on the basis of the numerical order in which names appear in the sections of the list.

The Chairman of the Board of Statutory Auditors shall be the first candidate on the second list referred to in point b. of this article.

In the event of a tied vote between two lists, and in the presence of abstentions, the Chairman shall repeat the vote by inviting all the participants to cast their vote. In the event of a persisting tie, the list referred to in point a. of this article shall be the list filed earlier at the registered office.
In the event of a tied vote among several lists, the Chairman, after taking note of the votes assigned to the various lists, shall request the vote to be repeated by only those participants who did not vote the lists that ended with a tied vote. In the event of a persisting tie, the list submitted earlier at the registered office shall prevail.

At the end of the vote, where the composition of the Board of Statutory Auditors does not comply with the gender balance rules set out in the laws from time to time in force, arrangements shall be made to replace the second Standing Auditor and/or the second Alternate Auditor drawn from the most voted list in accordance with this article with the next candidate to the same position appearing in the same list belonging to the less represented gender. Lastly, where this procedure fails to comply with the laws from time to time in force on the composition of the Board of Statutory Auditors, the required replacements shall take place on the basis of a resolution adopted by the Shareholders’ Meeting on a legal majority.

Where the requirements of law or bylaws are not met, the Statutory Auditor forfeits his office.

In the event of the replacement of a Statutory Auditor, the Alternate Auditor belonging to the same list of the Statutory Auditor leaving office shall take over, without prejudice, where possible, to compliance with the laws from time to time in force on the composition of the Board of Statutory Auditors; if such substitution does not allow for compliance with the laws from time to time in force on gender balance, the Shareholders’ Meeting shall be convened without delay to ensure compliance with such laws.

The previous provisions on the election of Statutory Auditors shall not apply in the Shareholders' Meetings which are required by law to appoint the Standing Auditors and/or Alternate Auditors and the Chairman, required to complete the Board of Statutory Auditors following replacement or forfeiture of office.

In such cases, the Shareholders' Meeting shall resolve on a
relative majority, subject to the reservation referred to in paragraph 2 of this article, and to compliance with the laws and regulations on gender balance from time to time in force.

If only one list is submitted, the entire Board of Statutory Auditors is appointed from that list. The above replacement procedure referring to the last candidate shall apply where deemed necessary to ensure compliance of the composition of the Board of Statutory Auditors with the laws from time to time in force.

Where no list is submitted, the Shareholders’ Meeting shall be reconvened to resolve on the matter.

The compensation of Standing Auditors shall be established by the Shareholders’ Meeting.

The meetings of the Board of Statutory Auditors may take place by also using means of telecommunication in accordance with the following conditions:

a) that participants are able to view, receive or transmit all the necessary documentation;

b) that they can take part in real time in the discussion in accordance with the overall plenary method.

Meetings shall be held where the Chairman is located.

ACCOUNTING CONTROL

Art. 19 - Statutory audit

The statutory audit is performed in accordance with law.

CHAPTER VI

FINANCIAL STATEMENTS AND PROFIT

Art. 20 - Financial year

The financial year ends each year on 31 December.

Art. 21 - Distribution of profit

5% of net profit from the annual financial statements is allo-
cated to the legal reserve, until it reaches one fifth of the capital.

After making any further provisions provided by law, and unless otherwise decided by the Shareholders' Meeting on provisions for free reserves, the remaining profit is distributed among all shareholders, taking account of the rights of any classes of shares.

Art. 22 - Dividends

Dividends are paid in the manners and within the time limits decided by the Shareholders' Meeting, which provides for the distribution of profit to shareholders. Any dividends unclaimed within five years of the date they become payable are forfeited and reverted to the Company, and allocated to the extraordinary reserve.

In accordance with the provisions of article 2433 bis of the Italian Civil Code, interim dividends may be distributed in the manners and with the procedures set out in said article.

CHAPTER VII

FINAL PROVISIONS

Art. 23 - Domicile of shareholders

The domicile of shareholders, for all dealings with the Company, is the domicile shown in the Shareholders’ Register.

Art. 24 - Dissolution

Should the Company be wound up at any time and for any reason, the Shareholders’ Meeting shall define the liquidation procedure and appoint one or more official receivers, defining their powers.

Art. 25 - Reference to the provisions of law

The provisions of law apply to all matters not provided for by these bylaws.