

MINUTES BoD 25 September 2014

Rome, 10 October 2014 - The Company announces that the Board of Directors' minutes of 25 September 2014, concerning the exercise of the authorization to increase the share capital, granted in accordance with Article 2443 of the Italian Civil Code by the extraordinary Shareholders' meeting held on 31 July 2014, are available, from today, at the Beni Stabili S.p.A. SIIQ's registered office in Rome, on the Borsa Italiana S.p.A.'s website (www.borsaitaliana.it), on the authorized central storage mechanism "1Info" (www.1info.it) and also on the Company's website at www.benistabili.it (Investors / Shareholder Information / Notices).

Contacts:

Beni Stabili S.p.A. SIIQ
dott. Massimo Cavallo
Head of Corporate Affairs & Authorities
tel. +39 6 36222330 Fax +39 6 36222210
e-mail: massimo.cavallo@benistabili.it

Beni Stabili Società per Azioni Società di Investimento Immobiliare Quotata

Via Piemonte, 38 - 00187 Rome - Italy - Tel +39 06 36222.1 Fax +39 06 36222.365 - registered office

Via Carlo Ottavio Cornaggia, 10 - 20123 Milan - Italy - Tel +39 02.36664.100 Fax +39 02.36664.645

Share capital approved for € 331,687,651.50 subscribed and paid up for € 191,630,290.40

Tax code and Rome Companies Register no. 00380210302 - VAT number 04962831006 - Economic and Administrative Index 821225

benistabilispasiiq@legalmail.it

Company subject to the Management and Coordination, as per art. 2497-bis of the Italian Civil Code, of Foncière des Régions S.A.

Reference no. 10627 Dossier no. 6227

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF
BENI STABILI S.P.A. SIIQ (LISTED ITALIAN REAL ESTATE
INVESTMENT COMPANY)**

ITALIAN REPUBLIC

On the twenty fifth day of September in the year two thousand
and fourteen, at seventeen thirty hours

25 September 2014 at 5:30 p.m.

At the office in Via Cornaggia 10, Milan

Before me, Chiara Della Chà, a Notary in Milan, registered
with the Milan Notaries Society, appeared Mr Enrico Laghi,
born in Rome on 23 February 1969, domiciled for the purposes
of his office at the registered office in Via Piemonte 38,
Rome, whose personal identity I, as Notary, am certain of.
The person who appeared before me, acting in his capacity as
Chairman of the Board of directors of the following company:

**"BENI STABILI Società per azioni Società di Investimento
Immobiliare Quotata",**

with registered office in Via Piemonte 38, Rome, a company
subject to management and coordination by Foncière des
Régions S.A., tax code and Rome Companies' Registry of
no. 00380210302, declared that the meeting of the Board of
Directors of BENI STABILI S.p.A. SIIQ was called for today,
at this location and at this time, pursuant to the articles
of association, to discuss and resolve on the following:

AGENDA

1. Project Babel (early repayment of the loan related to the
real-estate portfolio leased to Telecom Italia S.p.A.):
 - 1.1. The financial terms and conditions of the Share
Capital Increase of EUR 150,000,000.00 approved by
the Board of Directors on 2 September 2014.
Pertinent and consequent resolutions.

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2. Miscellaneous.

The person appearing before me assumed the chairmanship of
the meeting and proposed to the Board that the resolution be
adopted in the presence of a Notary and that the minutes of
the resolutions relating to agenda items 1.1 and 1.2 be drawn
up by a Notary.

He therefore asked me, a Notary, to act as secretary and take
the minutes.

The Board agreed to the Chairman's requests as did I.

The Chairman confirmed that:

- from the Board of Directors, Mr Aldo Mazzocco, the
Managing Director, Mr Christophe Kullmann, Mr Giacomo
Marazzi, and Ms Clara Vitalini were in attendance in
person;

Mr Leonardo Del Vecchio and Ms Françoise Pascale Debrus were in attendance by videoconference; and Ms Isabella Bruno Tolomei Frigerio were in attendance by teleconference; and

- on behalf of the Board of Statutory Auditors, Mr Marcellino Bortolomiol and Mr Fabio Venegoni were both in attendance by teleconference.
- Those not attending were justified.

Mr Massimo Cavallo, the Secretary of the Board of Directors, Mr Luca Lucaroni and Mr Stefano Vittori were in attendance in person.

Dr Enrico Laghi took the floor and acknowledged that the meeting had been lawfully convened and that the identity of the attendees and their right to participate had been ascertained. He therefore declared the meeting duly constituted and authorised to resolve on agenda items 1.1 and 1.2.

The Board acknowledged that to expedite the proceedings and to facilitate the comprehension of the debate, the proceedings would be simultaneously translated into Italian and French (a language well known to me, a Notary) and vice versa, of all that is said, noting that everything will be minuted in Italian.

The Chairman of the meeting then moved on to start the discussions on the agenda items to be drawn up in notarial form.

1. Project "Babel" (early repayment of the loan related to the real-estate portfolio leased to Telecom):

1.1 The financial terms and conditions of the Share Capital Increase of EUR 150,000,000.00 approved by the Board of Directors on 2 September 2014. Related and consequent resolutions.

The Chairman informed the attendees that the Board of Directors had been convened to supplement the resolution that the Board of Directors approved on 2 September 2014 and to set the final terms and conditions of the share capital increase aiming at financing the project to reimburse the securitization operation initiated in 2002 in order to finance the acquisition of a real-estate portfolio owned by Telecom Italia S.p.A. - originally composed of approximately 227 properties (the "**Securitization Operation**"), as approved by the Board of Directors on 26 June 2014.

The Chairman then opened discussions on the first item on the Agenda and passed the floor to the Managing Director, who reminded the attendees that:

- on 2 September 2014, the Board of Directors of Beni Stabili S.p.A. SIIQ (the "**Company**") resolved to fully exercise the authorisation granted in accordance with Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' meeting of 31 July 2014 (the "**Authorisation**") and, consequently, to increase the share capital, in one or more instalments, by issuing new ordinary shares with a par value of EUR 0.10 (zero point ten) each and with the same dividend entitlement and characteristics as the Company's outstanding shares as of the date of issue, for up to a maximum amount of EUR 150,000,000.00 (one hundred and fifty million/00), including any share premium, to be offered on a pre-emptive basis to the Company's existing shareholders and to the holders of the convertible bonds issued by the Company, pursuant to Article 2441, paragraph 1 of the Italian Civil Code (the "**Share Capital Increase**" and the "**Pre-emptive Offer**");
- at the same meeting of 2 September 2014, the Board of Directors resolved to postpone to a subsequent Board of Directors' meeting, to be convened before launching the Pre-Emptive Offer, the setting of the financial terms of the Share Capital Increase, in compliance with the limits and criteria set forth in the Authorisation, such as, without limitation, the number of shares, the option ratio, the term and conditions for the exercise the pre-emptive rights and the issue price of the new shares, including any premium (the "**Issue Price**"), it being understood that they will be determined considering, among other things, market conditions; the performance of the prices of the Company's shares and the relevant volumes; the economic, equity and financial results of the Company; and the market practice for similar transactions, whereby, the issue price may be determined as being equal to the theoretical ex right price (TERP) of the Company's shares, calculated according to the current methods and discounted according to best practice and the interest of the success of the operation;
- at the same meeting of 2 September 2014, the Board of Directors resolved to postpone also the amendment to Article 5 of the Company's articles of association and the completion of formalities related to the necessary filing with the Companies' Registry;
- on 28 August 2014, in compliance with applicable laws, the Company filed with Consob the request for approval of the prospectus concerning the Share Capital Increase (the "**Prospectus**"), together with the request to send the certificate of approval of the Prospectus to the AMDF (*Autoritè des Marchés Financiers*) and the CSSF

(Commission de Surveillance du Secteur Financier) pursuant to Article 98 of Legislative Decree No. 58 of 24 february 1998 and Article 11 of Consob Regulation no. 11971 of 14 May 1999;

- today, Consob approved the publication of the Prospectus concerning the Pre-emptive Offer and the admission to listing the new shares on the MTA (Mercato Telematico Azionario) organised and managed by Borsa Italiana S.p.A. and on Euronext Paris;
- according to the new practice adopted by Consob, the financial conditions of the Share Capital Increase, to be established today by the Board of Directors, will be reported in a special supplementary appendix to the Prospectus, which will be drawn up in accordance with the applicable laws and regulations (the "**Supplement**"). Subject to obtaining Consob's authorisation, the Supplement will be published before the the option period starts;
- as agreed with Borsa Italiana S.p.A., the Pre-emptive Offer will run from 29 September 2014 to 17 October 2014 (inclusive); the pre-emptive rights will be traded on the Mercato Telematico Azionario of Borsa Italiana S.p.A. from 29 September 2014 to 10 October 2014 (inclusive). Any pre-emptive rights not exercised will be later offered on the MTA, in accordance with the procedures and time limits set forth under Article 2441, paragraph 3 of the Italian Civil Code;
- as agreed with the local clearing systems, the Pre-emptive Offer will start on 29 September 2014 in France and Luxembourg and end on 17 October 2014 in Luxembourg and on 15 October in France (inclusive). The pre-emptive rights will be traded in France from 29 September 2014 to 10 October 2014 (inclusive);
- following today's Board of Directors' meeting and before the offer period starts, Banca IMI S.p.A., BNP Paribas, Mediobanca - Banca Di Credito Finanziario S.p.A. and UniCredit Corporate & Investment Banking will enter into an underwriting agreement with the Company for the shares that remain unsubscribed at the end of the offer on the stock exchange of the unexercised pre-emptive rights, pursuant to Article 2441, paragraph 3, of the Italian Civil Code. The Managing Director explained the terms of the agreement with the banks, which are based on what was agreed in the pre-underwriting agreement that the Board of Directors had seen previously.

The Managing Director reminded the attendees of the circumstances set out above and pointed out that today's Board had, therefore, been convened to decide: (i) the maximum number of shares to be issued through the Share

Capital Increase, (ii) the issue price, including any premium, and, consequently, the total amount of the Share Capital Increase, and (iii) the option ratio applicable to the Company's existing shareholders and the holders of the convertible bonds issued by the Company, and to approve the underwriting agreement with the banks.

To decide the elements set out above and, in particular, the subscription price of the new shares, the Managing Director pointed out that the proposed subscription price is EUR 0.4240 for each share. This price - the Managing Director went on to report - was agreed with the guarantors, in accordance with the pre-underwriting agreement entered into with them, and was set by applying a 27.51% discount to the theoretical ex right price (TERP) of the shares of Beni Stabili S.p.A. SIIQ, calculated based on today's official stock exchange closing price of the Company's shares, of EUR 0.6050. This method of determining the subscription price is in line with the general practice in this kind of operation.

At the end the Managing Director pointed out that the proposal submitted to today's Board of Directors provided, in addition to the definition of the subscription price:

- the number of new ordinary shares to be issued equal to 353,122,982, with a par value of EUR 0.10 (zero point ten) each and the same dividend entitlement and characteristics as the Company's outstanding shares;
- the subscription price of each new share equal to EUR 0.4240, of which EUR 0.10 (zero point ten) to be allocated to the share capital and EUR 0.3240 (zero point three thousand two hundred and forty) to a share premium reserve, without the payment of any costs of emission;
- the total amount of the Share Capital Increase equal to EUR 149,724,144.36;
- the new shares to be offered on a pre-emptive basis to:
 - (i) the existing shareholders and (ii) the holders of the convertible bonds issued by the Company, on the basis of a ratio of no. 1 share every no. 8 pre-emptive rights held, it being understood that the holders of convertible bonds will be entitled to a number of pre-emptive rights equal to the number of shares which can be converted to each bond owned by them, except for rounding, in order to enable the proper management of the operation.

After the Managing Director had finished, the Chairman opened the discussion.

At the end of the discussion and with no-one asking to speak, the Board of Directors, having acknowledged and considered the above, agreed with the Managing Director's proposal

resolved

unanimously

- 1) to set the subscription price of each new ordinary share at EUR 0.4240 (zero point four thousand two hundred and forty), of which EUR 0.10 (zero point ten) to be allocated to the share capital and EUR 0.3240 (zero point three thousand two hundred and forty) to a share premium reserve;
- 2) to set the option ratio at 1 new share for every 8 pre-emptive rights held, providing, as appropriate, to identify one or more shareholders who waive a number of pre-emptive rights to allow squaring the ratio;
- 3) to set - as a consequence of the total value of the Share Capital Increase and the subscription price of each share as set out above - the maximum amount of the Share Capital Increase at EUR 149,724,144.36 (one hundred and forty-nine million, seven hundred and twenty-four thousand, one hundred and forty-four point thirty-six) and that the Share Capital Increase is made in divisible form and that the shares are issued in several tranches, by issuing up to 353,122,982 ordinary shares (three hundred and fifty-three million, one hundred and twenty-two thousand, nine hundred and eighty-two), with a par value of EUR 0.10 (zero point ten) each and the same dividend entitlement and characteristics as the outstanding shares;
- 4) to acknowledge this resolution in the Company's Articles of Association, by amending the last sentence as follow: *"On 25 September 2014 the Board of Directors - exercising the authorisation conferred by the Extraordinary Shareholders' Meeting of 31 July 2014 and following the resolution of the same Board of Directors approved on 2 September 2014 - resolved to increase the Company's share capital by issuing against payment up to 353,122,982 ordinary shares, with a par value of EUR 0.10 each and the same dividend entitlement and characteristics as the Company's outstanding shares, for up to a maximum amount of EUR 149,724,144.36, of which EUR 0.10 as par value and EUR 0.3240 as share premium reserve. These ordinary shares will be offered on a pre-emptive basis to the existing shareholders and convertible bondholders, in*

accordance with Article 2441, paragraph 1 of the Italian Civil Code. The latest deadline to subscribe to the capital increase is set for 30 June 2015 and, if not fully subscribed by that date, the share capital will automatically increase by an amount corresponding to the subscription collected”;

- 5) to start the Pre-emptive Offer at terms and conditions pointed out by the Managing Director and to file the Pre-emptive Offer, pursuant to Article 2441, paragraph 2 of the Italian Civil Code with the Rome Companies' Registry, so that the offer will start in Italy on 29 September 2014 and will end on 17 October 2014;
- 6) to approve the signing of the underwriting agreement with Banca IMI S.p.A., BNP Paribas, Mediobanca – Banca Di Credito Finanziario S.p.A. and UniCredit Corporate & Investment Banking, at terms and conditions stated by the Managing Director;
- 7) to confirm the powers granted to the Managing Director and, in case of his absence or incapacity, to the Chairman of the Board of Directors, by the Board of Directors' resolution of 2 September 2014, no exclusion or exception;

with the abstention of the interested parties expressed each time

- 8) to grant the Managing Director and, in case of his absence or incapacity, to the Chairman of the Board of Directors, the broadest powers, no exclusion or exceptions, necessary, to both jointly and severally execute the above resolutions, sign deeds and / or contracts directly and / or indirectly related and / or subsequent to and / or connected, with the authority to set the terms, conditions and methods without the chance to plead any shortage of powers towards the nominees, with power to grant in turn powers of attorney, and to make any such amendment and/or supplement to the adopted resolutions as may become necessary and/or expedient for obtaining the legal approval or as may be requested by the competent Authorities and/or by the Companies' Registry upon their registration.

The Managing Director, Mr Mazzocco, read out the press release, which was then unanimously approved.

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The Chairman acknowledged that, in accordance with Article 2436 of the Italian Civil Code, the updated Articles of

Association, signed by the Chairman and me, a Notary, are attached to these minutes as Annex A.

There being nothing further to discuss or resolve on and no attendees asking to take the floor, the Chairman declared the discussion on the agenda items covered in these notarised minutes at eighteen fifteen hours.

The cost of these minutes and any related expense will be borne by the company.

As requested, I, a Notary, have notarised and issued these minutes by reading them aloud to the person appearing before me, who approved, confirmed and signed them, along with me, at eighteen fifteen hours. The reading of the Annex was omitted at the express wish of the person appearing before. These minutes have been typed on four sheets of paper, twelve full sides and part of the thirteenth, by individuals I trust and partly by me as a Notary.

Signed - Enrico LAGHI

" - Chiara DELLA CHIA'

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ARTICLES OF ASSOCIATION OF BENI STABILI S.p.A. SIIQ

SECTION I

NAME - REGISTERED OFFICE - PURPOSE - TERM

Article 1

The Company name is "Beni Stabili Società per Azioni Società di Investimento Immobiliare Quotata" and, in abbreviated form, "Beni Stabili S.p.A. SIIQ".

Article 2

The Company's registered office is in Rome.

The Company may transfer its registered office to another location within the same Municipality or establish and/or close branch and representative offices in Italy and overseas, subject to approval by its Management Body.

The transfer of the registered office to another location within the Italian territory must be approved by extraordinary General Meeting of shareholders.

Article 3

The Company's purpose covers all property-related activities and all activities related to the acquisition of investments, excluding transactions with the public, in Italy and overseas. The Company may, by way of example:

- buy, sell, exchange and manage properties, and register mortgages;
- build new constructions, renovate and redevelop buildings, including on behalf of and/or in consortium with third parties;
- to parcel out building and agricultural land, to establish districts in accordance with urban planning regulations; to participate in the establishment of consortia for urban development purposes and for the construction of building complexes; to enter into agreements and obligations regarding urban planning restrictions with the relevant municipalities;
- to act as lessee or lessor, to manage buildings and real estate assets, including on behalf of enterprises, companies and other entities;
- to liquidate and manage enterprises, companies and property-related entities;
- to establish companies and acquire interests and investments in other companies or enterprises, both directly and indirectly, excluding transactions with the public and public offerings.

The Company may engage in all other activities held to be necessary and appropriate to the fulfilment of its business purpose. In particular, the Company may carry out, by way of example but not limited to, surveys, research and commercial, industrial, financial, movable property and real estate transactions; it may enter into mortgage agreements and engage in borrowing of any form or duration, and issue collateral or personal guarantees, backed by movable and real property,

including sureties, pledges and mortgages securing its own obligations or those of companies and enterprises in which it has interests or investments.

The Company's operations shall be carried out in compliance with the following rules regarding real estate investments and risk concentration and financial leverage limits:

(a) the Company does not invest in an individual real estate asset with the same urban characteristics and functions: (i) directly, in a proportion of more than 25% of the total value of its real estate assets; and (ii) directly and through subsidiaries, in a proportion of more than 15% of the total value of the real estate assets of the group heading it (the "Group"). In this regard, it is specified that, for development plans covered by a single urban plan, functionally independent portions of the property covered by single building permits, or equipped with urban works that are sufficient to guarantee connection to public services, cease to have the same urban characteristics and functional characteristics;

(b) the Company may not generate: (i) directly, lease payments, from the same lessee or lessees pertaining to the same group, in a proportion of more than 30% of the total of the Company's comprehensive lease payments; and (ii) directly and through subsidiaries, lease payments from the same lessee or lessees pertaining to the same group, in a proportion of more than 60% of the total of the Group's comprehensive lease payments;

(c) the Company may assume: (i) directly, borrowings (including financial debts to subsidiaries and the parent company), net of cash and cash equivalents and equivalent assets and financial receivables from the parent company, for a comprehensive nominal value of no more than 70% of the sum of the total value of its real estate assets, the balance-sheet value of investments in subsidiaries and the nominal value of financial receivables from subsidiaries; and (ii) directly and through subsidiaries, consolidated financial debts (including amounts due to the parent company), net of cash and cash equivalents and equivalent assets and financial receivables from the parent company, for a comprehensive nominal value of no more than 70% of the total of the Group's real estate assets.

The above limits may be exceeded in exceptional circumstances or in circumstances that are beyond the Company's control. Unless otherwise in the interests of the shareholders and/or the Company, the limits may not be exceeded for more than 24 months, in respect of the thresholds established in paragraphs (a) and (b), and 18 months, in the case of the threshold established in paragraph (c).

As an exception to the above, the limit of 30% pursuant to paragraph (b) above does not apply if the Company's real estate assets are leased to lessee(s) pertaining to a significant

national or international group.

Article 4

The term of the Company is established as 31 December 2100. The term may be extended by majority vote at a extraordinary General Meeting of shareholders.

SECTION II

SHARE CAPITAL - SHARES

Article 5

The share capital amounts to € 191,630,290.40 (one hundred and ninety-one million, six hundred and thirty thousand, two hundred and ninety euros and forty cents), represented by 1,916,302,904 (one billion, nine hundred and sixteen million, three hundred and two thousand, nine hundred and four) shares with a par value of € 0.10 (nought point ten euros) each.

The Extraordinary Shareholders' Meeting of 3 June 2010 has decided upon increasing the share capital, upon payment and in tranches, with the exclusion of option rights as per article 2441, paragraph 5, of the Italian Civil Code, for a total amount of EUR 26,223,776.20 nominal to be offered in instalments, via the issue of a up to No. 262,237,762 ordinary shares of the Company, having the same characteristics of the outstanding ordinary shares, reserved irrevocably and exclusively for the conversion of the bond loan denominated "EUR 225,000,000.00 3.875 per cent. Convertible Bonds due 2015", subject to the final date for the subscription of the new issue being fixed for 23 April 2015 and that, in the case in which, at such a date, the increase in capital should not be wholly subscribed, the same shall be understood, as having been increased for amount equal to the subscriptions received.

The Extraordinary Shareholders' Meeting held on 22 May 2013 resolved to increase the share capital against cash contributions, in several tranches, with the exclusion of the option right of the existing shareholders pursuant to article 2441, paragraph 5, of the Italian Civil Code, for an aggregate face value of up to EUR 37,556,334.50 to be paid up in one or more tranches, through the issue of up to No. 375,563,345 ordinary shares of the Company, having the same features as those of the outstanding ordinary shares, solely and irrevocably reserved for the conversion of the notes issued on 17 January 2013 (pursuant to the power of attorney granted by the Board of Directors by a resolution dated 7 November 2012) and on 14 March 2013 (pursuant to the power of attorney granted by the Board of Directors by a resolution dated 4 March 2012), respectively; it is understood that the deadline for the subscription of the newly-issued shares is set at 10 January 2018 and that should the capital increase not be fully subscribed as at that date, such capital shall in any case be deemed to be increased by an amount equal to the subscriptions

received by that date, and the Directors shall be explicitly authorised to issue the new shares as these are subscribed.

The Extraordinary Shareholders' Meeting held on 15 April 2014 resolved to increase the share capital against cash contributions, in several tranches, with the exclusion of the pre-emptive right of the existing shareholders pursuant to article 2441, paragraph 5, of the Italian Civil Code, for an aggregate face value of up to EUR 40,964,952.20 to be paid up in one or more tranches, through the issue of up to No. 409,649,522 ordinary shares of the Company, having the same features as those of the outstanding ordinary shares, solely and irrevocably reserved for the conversion of the notes issued on 17 October 2013 (pursuant to the power of attorney granted by the Board of Directors by a resolution dated 7 October 2013), it being understood that the deadline for the subscription of the newly-issued shares is set at 10 April 2019 and that should the capital increase not be fully subscribed as at that date, the capital shall in any case be deemed to be increased by an amount equal to the subscriptions received by that date, and the Directors shall be explicitly authorised to issue the new shares as these are subscribed.

On 25 September 2014 the Board of Directors - exercising the authorisation conferred by the Extraordinary Shareholders' Meeting of 31 July 2014 and following the resolution of the same Board of Directors approved on 2 September 2014 - resolved to increase the Company's share capital by issuing against payment up to 353,122,982 ordinary shares, with a par value of EUR 0.10 each and the same dividend entitlement and characteristics as the Company's outstanding shares, for up to a maximum amount of EUR 149,724,144.36, of which EUR 0.10 as par value and EUR 0.3240 as share premium reserve. These ordinary shares will be offered on a pre-emptive basis to the existing shareholders and convertible bondholders, in accordance with Article 2441, paragraph 1 of the Italian Civil Code. The latest deadline to subscribe to the capital increase is set for 30 June 2015 and, if not fully subscribed by that date, the share capital will automatically increase by an amount corresponding to the subscription collected.

Article 6

The ordinary shares are registered.

The Company is fully entitled to apply interest to late payments at an annual rate to be established by the Board of Directors, which in any event may not exceed 3% above the legal interest rate, without prejudice to the legal consequences for the defaulting shareholder and without prejudice to the responsibilities of the sellers and transferors of unpaid shares.

Contributions may also take the form of assets other than cash

and accounts receivable.

The Company may acquire its own shares within the limits and the terms established by current legislation.

SECTION III

ISSUE OF BONDS - CONVERTIBLE BONDS AND SAVINGS SHARES, AND THE ISSUE OF OTHER SECURITIES

Article 7

Bonds

The Company may issue bonds, including convertible bonds, in compliance with established regulations.

The issue of non-convertible bonds and other debt securities shall be approved by the Directors, who are also responsible for establishing the nature of the placement and the method of redemption. The relevant Board of Directors' resolution must be recorded in minutes prepared by a Notary and filed in accordance with the requirements of Art. 2436 of the Italian Civil Code.

Savings shares and other securities

The Company may issue savings shares, any other type or class of share and other participatory securities, in compliance with the relevant legislation, and in accordance with resolutions passed by extraordinary General Meeting of shareholders.

SECTION IV

GENERAL MEETINGS

Article 8

The shareholders' Meeting is ordinary or extraordinary as defined by law and may be convened in Italy, if necessary at a location other than the registered office.

Ordinary shareholders' Meetings must be convened at least once a year, within one hundred and twenty days of the end of the Company's financial year. This deadline may be extended one hundred and eighty days, pursuant to the last paragraph of Art. 2364 of the Italian Civil Code.

Extraordinary shareholders' Meetings are convened to pass resolutions on certain matters reserved to them by the law or by these Articles of Association.

Without prejudice to the powers to convene meetings attributed by law to the Board of Statutory Auditors or to two of its members, and those attributed by specific legal requirements, shareholders' Meetings are to be convened by the Chairman of the Board of Directors or his deputy, and are to be publicised via an announcement to be placed in the Official Gazette of the Italian Republic or in the "Il Sole 24 Ore" daily newspaper and on the Company's website as well as by the methods set forth by CONSOB in its regulations. The announcement must indicate the day, time and location of the Meeting, the agenda and other information required by legal and regulatory provisions applicable from time to time.

Article 9

The right to attend at the shareholders' Meetings is extended to shareholders who meet the current legal and regulatory requirements.

In particular, shareholders have the right to attend and vote in the shareholders' Meetings if the Company has received a qualified intermediary notification which certifies, based on the accounting records on the seventh day of open market previous to the shareholders' Meeting on first call, that the shareholders may legitimately attend in the Meeting and exercise the right to vote.

The intermediary notification indicated in the previous paragraph must arrive at the Company by the end of the third day of open market previous to the date of the meeting on first call or by any different deadline established by CONSOB, in agreement with the Bank of Italy by regulation.

If the notification arrives to the Company after the deadline indicated in the paragraph above, the shareholder will be considered legitimate for the purpose of attending and voting in the Meeting provided that the notification arrives by the beginning of the Meeting on the first call.

Each shareholder who has the right to attend in the shareholders' Meeting may be represented by way of written proxy, within the conditions and terms set forth by law and current regulatory provisions; this proxy may be electronically notified by certified email and by any additional methods indicated in the notice of call.

The Company is not allowed to designate the representative as per Art. 135-*undecies* of Italian Legislative Decree no. 58/98.

Article 10

General Meetings shall be chaired by the Chairman of the Board of Directors or, in the event of his absence or unavailability, by the Vice Chairman, if elected, or, in his absence, by the eldest Director. In the event of their absence the Meeting is chaired by a Chairman elected for the purpose from among the shareholders, by majority vote of the General Meeting itself.

At the proposal of the Chairman, General Meetings shall, where necessary, elect two or more scrutinisers and a Secretary, who need not necessarily be a shareholder.

The election of a Secretary is not required when the minutes of the General Meeting are prepared by a Notary. The Notary shall be appointed by the Chairman of the Meeting.

The Chairman of the General Meeting shall verify that the General Meeting is regularly convened, shall check the identity and legitimate participation of attendees, including proxies, shall direct and oversee the proceedings, shall verify that the Meeting has reached a quorum, shall establish voting procedures, and shall check and declare the voting results.

Should discussion of items on the agenda not be completed at the end of the first day, the General Meeting may continue on the following working day.

Article 11

Both ordinary and extraordinary General Meetings of shareholders and the related resolutions shall be defined as valid according to the law.

The Board of Statutory Auditors shall be elected in accordance with Art. 20.

Article 12

Resolutions passed by General Meetings must be recorded in the minutes signed by the Chairman, the Secretary or the Notary.

SECTION V

MANAGEMENT

Article 13

The Company shall be managed by a Board of Directors consisting of not less than five and no more than fifteen Directors, elected on a show of hands by ordinary shareholders' Meeting, which shall also, within the above limits, establish the number of the Board's members.

The entire Board of Directors shall be elected on the basis of lists submitted by shareholders, on which candidates must be listed in sequential order, with express indication of candidates holding the requirements for independence.

Moreover, each list, except for those containing a number of candidates less than three, must include at least one third ("Full Quota"), or one fifth ("Reduced Quota"), where applicable, of individuals belonging to each gender, until this is provided for by mandatory rules of law and/or regulations.

After carrying out the procedure of the list voting, the Board of Directors must consist of at least:

- one member who meets the independence requisites established by law, or by the highest number possibly required by the applicable regulations ("Independence Criterion");
- one third ("Full Quota"), or one fifth ("Reduced Quota"), where applicable, of individuals belonging to each gender, until this is provided for by mandatory rules of law and/or regulations.

The lists shall be deposited at the Company's registered office at least twenty-five days before the date indicated for the shareholders' Meeting on first call and shall be made available at the stock market operator and shall be available on the Company web site, accompanied by the documents required by the regulations in force, at least twenty-one days before the date set for the shareholders' Meeting to be held in first call.

No shareholder may, either individually or jointly, submit more than one list, including by proxy or through a trust, and each candidate may be present on one list only, on pain of

ineligibility.

The shareholding percentage required to be entitled to submit lists of candidates for the position of Statutory Auditor shall be set out in the CONSOB communication issued within thirty days from the end of each financial year, pursuant to the first paragraph of Article 147-*ter* of Italian Legislative Decree 58/1998 and the first paragraph of Article 144-*quater* and 144-*septies* (first paragraph) of CONSOB Resolution no. 11971/1999 and subsequent amendments and additions.

Therefore, shareholders are entitled to submit lists only if, upon presentation of the list, either on their own or with other shareholders, own the required number of shares prescribed by Consob resolution for that purpose.

The minimum percentage required for submitting lists shall be indicated in the notice convening the Meeting.

Shareholders shall provide evidence of the shares required to submit lists, by exhibiting and leaving a copy of the certificate at the registered office within the deadline set forth for the publication of the lists.

By the deadline for depositing the lists at the registered office, each list must be accompanied by a declaration from each candidate whereby the candidates accept their candidacy, declare, under their responsibility, that there are no grounds for ineligibility or incompatibility, and that they satisfy current legal requirements for directorship.

Each voting shareholder may vote for one list only.

Members of the Board of Directors shall be appointed according to the following procedure:

- all the Directors except one shall be drawn from the list that obtained the most shareholder votes, in the sequential order in which they appear on the list, without prejudice to the observance of the Full Quota or of the Reduced Quota, where applicable. At least one of these Directors, or the highest number of Directors required for observing the Independence Criterion, must meet the independence requisites established for members of the control body by the regulations in force;

- at least one Director shall be drawn from the minority list that obtains the most shareholder votes, provided that he/she is not in any manner connected, even indirectly, with the shareholders who submitted or voted the list that obtained the most votes;

- for the purposes of allocating the Directors to be elected, lists are not taken into consideration unless they obtain a percentage of votes equal at least to half the percentage required for submitting the lists.

In the event of a tie, the shareholders' Meeting shall hold a new list vote in order to elect the entire Board of Directors.

Should, on the other hand, only one list be submitted in

accordance with the rules, all the Directors shall be drawn from this one list, based on the sequential order in which the candidates appear on the list, without prejudice to the observance of the Independence Criterion and of the Full Quota or of the Reduced Quota, where applicable.

The list that obtained the highest number of votes must ensure the observance of the Independence Criterion and of the Full Quota or of the Reduced Quota, where applicable. In particular, if the composition of the body, determined on the basis of the progressive numbers assigned to the candidates of the above list, does not allow the compliance with the criteria above, also taking account of the gender of the candidate appointed by the minority, the candidates with the lowest progressive number, not holding the requirements in question, will be replaced by the candidates with the higher progressive number, until the composition prescribed by the applicable provisions of law and/or regulations is reached.

The Directors remain in office for a three-year term that expires on the date of the shareholders' Meeting convened to approve the financial statements of their third year of office. They may be re-elected.

The list voting procedure applies only in case of renewal of the entire Board of Directors.

If, during the year, one or more Directors pass away, without prejudice to the possibility of termination of the office of the majority of the Directors appointed by the Meeting - in which case the term of office of the entire Board shall be deemed to have expired - the Board replaces them pursuant to Article 2386 of the Italian Civil Code through the co-option of a subject part of the list to which the Director who passed away belonged, or, should this be impossible, by appointing a candidate proposed by the shareholder who submitted the list to which the Director who passed away belonged, in compliance with the Independence Criterion and the Full Quota or the Reduced Quota, where applicable.

Thereafter, the Meeting shall deliberate according to the majorities envisaged by law and in compliance with the regulations currently in force.

The term of office of the Directors thus appointed shall be the same as the one applicable to the Directors in office at the time of their appointment.

Independent Directors are required to immediately inform the Board of Directors should they no longer meet the independence requisites prescribed by law. Failure to meet such requisites shall result in the termination of their appointment.

Article 14

The Board of Directors shall elect a Chairman from among its members. The Chairman must be drawn from the Directors on the

list that obtained the most shareholder votes, pursuant to Article 13 above. If necessary, the Board shall also elect a Vice Chairman, who shall replace the Chairman in the event of absence or inability to attend.

The Board may also elect a Secretary, who may be elected from outside the Board.

The Board may also elect one or more Chief Executive Officers. The Board may also elect an Executive and Investment Committee from among its members, establishing the number of its members, its responsibilities, duration, regulations and powers. The Chairman and Vice Chairman, if elected, are members of the Executive and Investment Committee as of right, as is/are the Chief Executive Officer/Chief Executive Officers, where elected.

The Board may also elect one or more General Managers.

Article 15

Without prejudice to the powers to convene attributed by law to the Board of Statutory Auditors or to two of its members, meetings of the Board of Directors are to be convened by the Chairman or by his deputy at the registered office, or elsewhere, whenever the interests of the Company so require, or at the written request of at least three serving Directors.

Meetings shall be convened via registered letter to be sent at least 5 days prior to the date of the meeting, or via telegram, telex, fax or electronic mail. In the event of urgency or necessity, meetings may be convened within 24 hours of the meeting.

Board of Directors' meetings are chaired by the Chairman.

In the event of his absence or unavailability, he shall be replaced by the Vice Chairman, if elected, or by the eldest Director present.

Article 16

To be valid, the Board of Directors' resolutions must be passed by a majority of serving Directors. Directors may also take part in Board of Directors' meetings via videoconference and teleconference links on condition that all participants can be identified and that they are able to receive, transmit or view documents. In this case, it must be possible for each participant to speak and express his point of view, and for issues and resolutions to be discussed in real time. In such case, the meeting shall be considered to have been held at the location where the Chairman and the Secretary are present. Resolutions shall be passed by an absolute majority of those present, excluding abstentions; in the event of a tie, the presiding officer shall have the casting vote.

To be valid, resolutions regarding investments, borrowings or refinancings, where the transaction amount exceeds € 300,000,000 (three hundred million), must be passed by a two-

thirds majority of the serving Directors.

Resolutions regarding the election of the Vice Chairman or Vice Chairmen, of the Executive and Investment Committee, and of the Chief Executive Officer or Chief Executive Officers must be passed by at least half plus one of the serving Directors. In the event of a tie, the presiding officer shall have the casting vote.

Minutes of Board of Directors' resolutions are prepared and entered into the book of minutes by the Secretary elected by the Board.

Article 17

Members of the Board of Directors and the Executive and Investment Committee, where constituted, shall receive an annual fee to be determined by General Meeting.

The remuneration of Executive Directors, appointed in accordance with the Articles of Association, shall be established by the Board of Directors, following consultation with the Board of Statutory Auditors.

In addition to the above fee, the General Meeting may decide to pay each Director a fixed attendance fee. Directors also have the right to be reimbursed for out-of-pocket expenses incurred in their course of their duties and to receive a daily allowance as approved by General Meeting.

Article 18

The Board of Directors shall be vested with the broadest powers for the routine and extraordinary administration of the Company without exception, and has the power to carry out all acts held to be necessary in order to implement and achieve the business purpose, with the sole exception of powers that are, by law and without exception, reserved to the shareholders' Meeting.

In addition to matters for which authority may not be delegated pursuant to the law, the Board of Directors has exclusive powers in respect of decisions regarding:

- a) investments in assets with a total value of over € 100,000,000 (one hundred million);
- b) borrowings and refinancings with a value of over € 100,000,000 (one hundred million).

The Board of Directors is also responsible for the decisions concerning the merger by incorporation of companies whose shares are owned by the Company at least by 90% of their share capital, as well as the decisions related to the amendment of the Articles of Association in order to comply with regulatory provisions.

The Board of Directors shall appoint a manager charged with preparing a Company's financial report, having evaluated candidates in relation to the necessary professional requirements, namely educational qualifications, including any specialist or master's degrees, previous experience in

positions at the same level and responsibility in other companies and/or entities, experience in preparing and/or analysing and/or evaluating and/or auditing corporate documents dealing with accounting matters comparable to those arising in the Company's accounting records, granting him adequate powers and means to perform the duties required by current legal regulations. The appointment is subject to obtaining the mandatory, though not binding, opinion of the Board of Statutory Auditors pursuant to Art. 154-bis of Italian Legislative Decree 58/1998.

The authorised corporate officers and the manager charged with preparing a Company's financial report shall make the declaration required by Art. 154-bis, fifth paragraph, of Italian Legislative Decree 58/1998.

The provisions governing Directors' responsibilities, as established by the regulations in force, also apply to the manager charged with preparing a Company's financial report.

At its meetings and also via the Chairman or Chief Executive Officer or Chief Executive Officers, if elected, the Board of Directors shall make timely, and at least quarterly, reports to the Board of Statutory Auditors on its activities and on transactions carried out by the Company or its subsidiaries that have a significant impact on the results of operations, cash flows and financial position; above all, with reference to transactions involving potential conflicts of interest and those influenced by persons involved in the management and coordination of the Company.

The Chief Executive Officers, if elected, shall be responsible for ensuring that the organisational, management and accounting structure is appropriate to the nature and size of the Company. They shall report to the Board of Directors and the Board of Statutory Auditors, at least on a quarterly basis and in any event at least every one hundred and eighty days, on the overall operating performance and outlook, and on transactions of most significance, either due to their size or nature, carried out by the Company and its subsidiaries.

SECTION VI

REPRESENTATION

Article 19

The Chairman or, in the event of his absence or unavailability, the Vice Chairman, if elected, are the Company's legal representatives and may sign in the name of the Company in respect of third parties. In the event of the absence or unavailability of the Vice Chairman, the Board of Directors shall specifically authorise a Director to act as the Company's legal representative and to sign in the name of the Company in respect of third parties and judicial authorities.

The Chief Executive Officers, where elected, also act as the

Company's legal representatives and sign in the Company's name in respect of the powers attributed to them. The Board of Directors may also authorize other Board members or third parties, provided they are employees of the Company, and the General Manager/General Managers, where elected, to act as the Company's legal representatives and sign in the Company's name.

SECTION VII

BOARD OF STATUTORY AUDITORS - STATUTORY AUDIT

Article 20

BOARD OF STATUTORY AUDITORS

The General Meeting appoints the Board of Statutory Auditors that comprises three Standing Auditors and two Alternate Auditors. They remain in office for a three-year term which expires on the date of the General Meeting convened to approve the financial statements of their third year of office. They may be re-elected.

Individuals who are ineligible and/or incompatible under applicable laws and regulations or do not possess the requisites of honorability and professionalism established by applicable legislation, as well as any individuals who serve as Statutory Auditors in more than five companies which issue shares that are listed on regulated Italian markets may not be appointed as Statutory Auditors. All the members of the Board of Statutory Auditors are appointed on the basis of lists submitted by the shareholders, where candidates are listed in sequential order. The lists must include at least one candidate for Standing Auditor and one candidate for Alternate Auditor. Until this is provided for by rules of law and/or regulations, each list must include among the candidates for the position of Standing Auditor at least one third ("Full Quota"), or one fifth ("Reduced Quota"), where applicable, of individuals belonging to each gender, except for lists containing a number of candidates less than three. The lists must be deposited, also by means of remote communication as specified in the notice convening the shareholders' Meeting, at the Company's registered office at least twenty-five days before the date set for the General Meeting to be held on first call. They must also be made available at the stock market operator and on the Company web site at least twenty-one days before the date set for the General Meeting to be held on first call. In both cases the lists must be submitted together with the documents required by applicable legal regulations.

No shareholder may, either individually or jointly, submit more than one list, including by proxy or through a trust, and each candidate may be present on one list only, on pain of ineligibility.

The shareholding percentage required to be entitled to submit lists of candidates for the position of Statutory Auditor shall

be set out in the CONSOB communication issued within thirty days of the end of each financial year, pursuant to the first paragraph of Article 147-ter of Italian Legislative Decree 58/1998 and the first paragraph of Article 144-septies of CONSOB Resolution no. 11971/1999 and subsequent amendments and additions. Shareholders shall provide evidence of the shares required to submit lists, by exhibiting and leaving a copy of the legally required certificate at the registered office at least twenty-one days before the shareholders' meeting date.

By the deadline for depositing the lists at the registered office, each list must be accompanied by a declaration from each candidate whereby they accept their candidacy, declare, under their responsibility, that there are no grounds for ineligibility or incompatibility, and that they satisfy current legal requirements for Statutory Auditors.

Each voting shareholder may vote for one list only.

Members of the Board of Statutory Auditors shall be appointed according to the following procedure:

- two Standing Auditors and an Alternate Auditor shall be drawn from the list that obtains the highest number of shareholder votes, in the sequential order in which they appear on the list, without prejudice to the observance of the Full Quota or of the Reduced Quota, where applicable;

- a Standing Auditor and an Alternate Auditor shall be drawn from the list that obtains the highest number of shareholder votes from among the lists submitted and voted for by minority shareholders, in the sequential order in which they appear on the list, provided that, pursuant to the law and related regulations, they are not connected with the shareholders who submitted or voted the above list.

The Chairman of the Board of Statutory Auditors shall be appointed by the General Meeting from among the Auditors appointed by the minority shareholders.

Should two or more lists obtain the same number of votes, a new ballot will be held in order to obtain a clear result.

Should only one list be submitted or no lists be deposited by minority shareholders, this fact shall be immediately reported in accordance with the provisions of regulations currently in force, so that lists can continue to be submitted up to the third day after the deadline for their deposit at the registered office. In this case, the shareholding percentage required to submit lists is reduced by half.

The list that obtained the majority of votes must ensure the observance of the Full Quota or of the Reduced Quota, where applicable. In particular, if the composition of the body, determined on the basis of the progressive numbers assigned to the candidates of the above list, also taking account of the gender of the candidate appointed by the minority, does not

allow the observance of the Full Quota or of the Reduced Quota, where applicable, the candidates with the lowest progressive number, belonging to the gender mainly represented, will be replaced by the candidates of the less represented gender with the higher progressive number, until the composition prescribed by the applicable law is reached.

In the event of replacement of a Statutory Auditor, his place shall be filled by the Alternate Auditor from the same list from which was drawn the Statutory auditor passed away and of the same gender should this be necessary for the presence in the Board of Statutory Auditors of the Full Quota or of the Reduced Quota, where applicable. In any other eventuality, the General Meeting called to restore the required number of Statutory Auditors pursuant to the law shall proceed in such a way as to comply with the principle of minority representation and, if necessary, in such a way as to observe the Full Quota or the Reduced Quota, where applicable.

The Board of Statutory Auditors shall oversee compliance with the Law and these Articles of Association and with correct corporate governance principles, and, above all, the adequacy of the organisational, management and accounting structure adopted by the Company and its proper functioning.

The Board of Statutory Auditors shall meet at least every ninety days. Meetings may be held via video-conference and teleconference links on condition that all participants are able to receive, transmit and/or view documents.

The Board of Statutory Auditors, or at least two Auditors, may convene General Meetings and meetings of the Board of Directors and of the Executive and Investment Committee, subject to prior communication to the Chairman of the Board of Directors.

Statutory Auditors' fees are established by the General Meeting.

STATUTORY AUDIT

Pursuant to second paragraph of Art. 2409-*bis* of the Italian Civil Code, the statutory audit is carried out by a registered statutory auditing company, which, in respect of such engagement, is subject to the audit regulations that apply to companies who issue shares listed on regulated markets and to the supervision of the Commissione Nazionale per le Società e la Borsa (CONSOB).

The Independent Auditors appointed to audit the Company:

- a) shall prepare a report expressing an opinion on the financial statements and the consolidated financial statements, if prepared;
- b) shall verify the compliance with accounting standards and the proper recording of transactions in the accounting registers.

The audit report on the financial statements shall be deposited

at the Company's registered office pursuant to Article 2429 of the Italian Civil Code and to the applicable field legislation. The Independent Auditors appointed to audit the company shall be entitled to obtain from the directors documents and information to be used in the statutory audit. They may carry out inspections, controls and examinations of deeds and documents.

The appointment and removal of the statutory auditing company engaged to carry out the audit are governed by the regulations currently in force, including the provisions contained in the Italian Civil Code and in Italian Legislative Decree No. 39 of 27 January 2010.

SECTION VIII

FINANCIAL STATEMENTS - APPROPRIATION OF PROFITS

Article 21

The Company's financial year shall begin on 1st January and close on 31st December of each year.

Article 22

The Board of Directors may, in accordance with Art. 2433-bis of the Italian Civil Code, distribute interim dividends to shareholders during the year.

The distribution of profits must be approved by a resolution passed by the General Meeting called to approved the financial statements in accordance with the law. Profits may be allocated pursuant to Art. 2349 of the Italian Civil Code.

Dividends uncollected within 5 years of the date of payment shall be appropriated by the Company and posted directly to reserves.

Dividends shall be paid in accordance with the terms and conditions established in the resolution passed by the General Meeting that approves the distribution of profits to shareholders.

SECTION IX

TRANSACTIONS WITH RELATED PARTIES

Article 23

The Company approves the transactions with related parties in compliance with the law and regulatory provisions in force, as well as with its own statutory provisions and with the procedure adopted on this matter by the Company.

Article 24

With reference to transactions with related parties of greatest importance, as identified pursuant to the procedure adopted on the matter by the Company, the Board of Directors can approve the transaction or propose the shareholders' Meeting to deliberate upon the transaction, despite the opposition of the Independent Directors, provided that the execution of the operation is authorized by the Meeting, which will decide as provided by and in compliance with the applicable law and

regulatory provisions and in accordance with the provisions laid down in this regard by the procedure of the Company.

Article 25

With reference to transactions with related parties falling under the competence of the Meeting or that must be authorized by it, should emergency cases related to situations of company crisis occur, the Company can apply the special provisions laid down by the adopted procedure, insofar as allowed by and in compliance with the applicable law and regulatory provisions.

Article 26

With reference to transactions with related parties not falling under the competence of the Meeting or that must not be authorized by it, should emergency cases occur, the Company can apply the special provisions laid down in this regard by the adopted procedure, insofar as allowed by and in compliance with the applicable law and regulatory provisions.

SECTION X

LIQUIDATION

Article 27

In the event of the winding-up or liquidation of the Company, the General Meeting shall, by majority vote as required for amendments to these Articles of Association, pursuant to Art. 2487 of the Italian Civil Code, appoint one or more liquidators, determining, among other things, their powers and fees.

Article 28

Reference shall be made to established laws in relation to all other matters not provided for in these Articles of Association.

Signed by Enrico Laghi

Signed by Chiara Della Chà