

Disclaimer:

- amended By-laws (art. 5) with the share capital increase of EUR 75 million paid-in in cash on 11<sup>th</sup> December 2020; filed with the Companies' Register of Rome on 18<sup>th</sup> December 2020;
- this document is a translation of the original one issued in Italian; in case of discrepancy between the English version and the Italian version of this document, the Italian version shall prevail.

**BY-LAWS**

**Title I**

**Formation - Corporate name - Registered office - Duration - Corporate Purpose**

**Article 1**

A limited liability company, "DEXIA CREDIOP Società per Azioni", in abbreviated form "DEXIA CREDIOP S.p.A.", is hereby established.

The Company is a bank pursuant to legislative decree 1<sup>st</sup> September 1993, no. 385.

**Article 2**

The Company's registered office is in Rome.

The Company may, subject to the regulations in force, establish branches and representative offices, in Italy and abroad.

The Board of Directors may resolve upon any transfer of the registered office within the same Municipality.

**Article 3**

The duration of the Company shall be to 31<sup>st</sup> December 2100 and may be extended.

**Article 4**

The Company's purpose is the exercise of banking and financial activities and other connected or instrumental activities.

The Company may conduct all of the mutually recognised activities as defined in European Union legislation.

All the activities referred to in this article may be carried out by the Company in Italy and abroad, in whatever currency.

## **Title II**

### **Share capital and shares**

#### **Article 5**

The Company's share capital is 645,210,000.00 euro (sixhundredfortyfivemilliontwohundredandtenthousand/00) divided into 19,674,500,000 (nineteenbillionsixhundredseventyfourmillionandfivehundredthousand) ordinary shares without par value.

Ordinary shares are dematerialised in accordance with the law, are registered and each ordinary share carries the right to one vote.

The share capital may be increased, also by way of the issue of shares carrying rights different from those of the shares outstanding.

In the case of an increase of the share capital, the rules and conditions regarding the issue of the shares representing the additional capital and the dates and procedures for the payment therefore shall be determined by the Board of Directors.

Overdue payments shall be subject to annual interest at the rate set by the Board of Directors.

Contributions may also be made in assets other than cash.

The Company may acquire its own shares within the limits and in the manner provided for by the regulations in force.

Waivers provided for by art. 2437 paragraph 2 of the Civil Code are excluded.

On 22<sup>nd</sup> November 2019, the Extraordinary Shareholders' Meeting

resolved to confer upon the Board of Directors, pursuant to art. 2443 of the Italian Civil Code, the power to increase the share capital, with or without share premium, in one or more instances, each of which divisible (*scindibile*), subject to the following conditions:

- (i) the capital increase or each capital increase shall be paid in in cash (*in denaro*) and shall be realized with the issuance of ordinary shares;
- (ii) the capital increase or each capital increase shall be resolved upon without limitation or exclusion of pre-emptive rights (*diritto di opzione*);
- (iii) the subscription price of the capital increase or each capital increase shall take into consideration the current market conditions and the Company's needs;
- (iv) the amount shall be commensurate with the amount necessary for the Company to meet its regulatory needs (including Pillar 1 and Pillar 2 requirements, capital buffers, and Pillar 2 guidance) over the following 12 months, as reasonably established by the Board of Directors; and
- (v) the total amount of the capital increase or capital increases resolved by the Board of Directors pursuant to this delegation shall not exceed an aggregate amount of Eur 220,000,000.00, including any share premium.

The powers delegated to the Board of Directors pursuant to the above may be exercised for a period of five years from the date of the Extraordinary Shareholders' Meeting.

In implementation of the resolution passed by the Extraordinary Shareholders' Meeting on 22<sup>nd</sup> November 2019 which conferred upon the Board of Directors, pursuant to art. 2443 of the Civil Code, the power to increase the share capital, with or without share premium, in one or more instances, each of which divisible (*scindibile*), on 4<sup>th</sup> December 2020, the Board of Directors resolved to increase the share capital, for consideration (*a pagamento*), for a maximum amount of EUR 75 million, without any share premium, in a divisible way (*forma scindibile*), to be subscribed within the deadline of 19<sup>th</sup> December 2020, through the issuance of maximum No. 7,500,000,000 ordinary shares without par value, at a subscription price per share of EUR 0.01, to be paid-in in cash (*in denaro*) entirely upon subscription, to be offered to the subscription of the sole shareholder Dexia Crédit Local S.A. pursuant to Article 2441 of the Civil Code. This share capital increase was fully subscribed by the sole shareholder Dexia Crédit Local S.A. and ended on 11<sup>th</sup> December 2020 with the payment in cash of the full amount of EUR 75,000,000.00 (seventyfivemillion/00), countervalue of No. 7,500,000,000 (sevenbillionfivehundredmillion) ordinary shares without par value of new issuance.

## **Title III**

### **Shareholders' Meeting**

#### **Article 6**

The Shareholders' Meeting is convened at the Company's registered office or other location in Italy or abroad, in any country belonging to the European Union, by means of a notification signed by the Chairman of the Board of Directors or by the person acting on his behalf, containing an indication of the date, time and location of the meeting and the list of the matters to be dealt with, to be

published in the Official Gazette of the Italian Republic at least fifteen days before the date set for the meeting.

## **Article 7**

The Ordinary Shareholders' Meeting shall be convened at least once a year, within one hundred and twenty days of the end of the Company financial year.

The Extraordinary Shareholders' Meeting shall be convened to resolve on the matters reserved to it by law.

## **Article 8**

Shareholders entitled to voting rights may participate to the Shareholders' Meeting, if the Company has received, at least five days before the date set for the Shareholders' Meeting, a communication of the authorised intermediary certifying their right to participate.

Every Shareholder entitled to participate in the Shareholders' Meeting may be represented thereat, pursuant to article 2372 of the Civil Code, by means of a written proxy.

## **Article 9**

Ordinary and Extraordinary Shareholders' Meetings shall be duly constituted as provided for by law.

Resolutions passed by Ordinary and Extraordinary Shareholders' Meetings, both on first and second call, are validly taken with the majorities provided by the law.

## **Article 10**

The Shareholders' Meeting shall be chaired by the Chairman of the Board of Directors or by the person acting on his behalf.

The Shareholders' Meeting shall, acting on a proposal made by the Chairman, appoint a Secretary, who may or may not be a Shareholder.

The assistance of a Secretary shall not be necessary when the minutes of the meeting are prepared by a notary public designated by the Chairman of the meeting.

The Chairman of the meeting checks the regularity of the meeting, verifies the identity and the right to participate of those present, governs the proceedings and verifies the results of the voting; the results of these checks must be specified in the Minutes.

In the event that the business on the agenda is not completed by the end of the day, the Shareholders' Meeting may adjourn with a resolution to continue its proceedings on the following business day.

#### **Article 11**

The Ordinary and Extraordinary Shareholders' Meetings are assigned the tasks and duties set by the law.

The Ordinary Shareholders' Meeting also approves regulations which define the limits for the accumulation of engagements in other companies on the part of the members of the Board of Directors and the members of the Board of Auditors, in accordance with the limits, where more rigorous, as contemplated by provision of the law or regulations.

The Ordinary Shareholders' Meeting also establishes the remuneration and incentive policies for Directors, employees and collaborators not related to the Company by subordinate employment agreements.

#### **Title IV**

#### **Board of Directors**

#### **Article 12**

The Company shall be governed by a Board of Directors composed of a minimum of five and a maximum of six members; the actual number of members may be changed by resolution of the Shareholders' Meeting during the Board's term of appointment.

The Board of Directors must contain at least two independent Directors, as per the regulations specified with a ruling of the Italian Minister of the Economy and Finance in accordance with art. 26 of Italian Legislative Decree of 1° September, 1993, no. 385.

A Director's loss of the requirements of independence does not lead to the loss of position if the number of independent Directors complies with the previous paragraph.

The entire Board of Directors is appointed on the basis of lists presented by the Shareholders, in which the candidates must be listed by means of a progressive number no higher than six. In each list, at least one candidate, specifically indicated, must possess the independence requirements specified in the second paragraph of this article.

These lists must be filed at the Company's registered office at least five days before the date set for the Shareholders' Meeting, first call.

Every Shareholder may present or help to present just one list and every candidate may be presented in just one list, of he/she will be ineligible.

Only the Shareholders who, alone or together with other Shareholders, represent at least 10% (ten percent) of the shares with voting rights at the Ordinary Shareholders' Meeting have the right to present lists.

Together with each list, within the term indicated above, the declarations with which the individual candidates accept their candidacy and certify, under their own responsibility, that no causes exist that could render them ineligible and incompatible, that they possess the requirements envisaged by the law, regulations and the Bylaws and, where applicable, that they also possess the independence

requirements, as well as a CV relating to the professional characteristics, with an indication of the Director and Audit positions covered by them with other companies, must also be filed.

The ownership of the number of shares required for the presentation of the lists is demonstrated by the documentation to be filed for the right to take part at Shareholders' Meeting, as per the paragraph one in art. 8 above.

Everyone with voting rights may only vote for one list.

The election of the members of the Board of Directors - the number of Directors to be elected as established by the Shareholders' Meeting - takes place as follows notwithstanding, in any case, different and further regulations envisaged by binding laws or regulations:

A) in case only one list is presented, which has obtained the majority of the votes, having taken into account the number of Directors to be elected as established by the Shareholders' Meeting, all the Directors elected are taken from that list;

B) in case two or more lists are presented, the election takes place as follows:

a) from the list which has obtained the majority of the votes a number of Directors to be elected corresponding to 70% (seventy percent), is taken, in the progressive order in which they appear on the list, with rounding down, in the case of a non-whole number, to the number below;

b) the remaining Directors are taken from the other lists which are not related, not even indirectly, to the Shareholders in the list which obtained the majority of the votes; for these purposes, the votes obtained by these lists are subsequently divided by one, two, three, four and five, in accordance with the number of



# Dexia Crediop

Directors still to be elected. The quotients obtained in this way are assigned progressively to the candidates in each of these lists in the order envisaged by these, respectively. The quotients assigned in this way to the candidates in the lists in question are placed in a sole classification in decreasing order. Those with the highest quotients are elected.

If more than one candidate obtains the same quotient, the candidate in the list from which no Director has yet been elected or from which the fewest number of Directors has been elected is elected. If none of the lists considered has yet elected a Director or all have elected the same number of Directors, within these lists, the candidate in the list which has obtained the most votes is elected.

In the event of parity of list votes, and parity of quotient, the senior candidate in terms of age is elected.

If, at the end of the voting, a sufficient number of Directors meeting the independence requirements envisaged by paragraph two of this article has not been elected, the following shall be done: if the Directors elected taken from the list which obtained the majority of the votes does not contain any independent candidate, to replace the last among those elected from the same list, the first, in ascending order of presentation, among the independent candidates of the same list, is elected;

if the Directors elected taken from the list which obtained the majority of the votes only contains one independent candidate and if, in accordance with these Bylaws, it is also necessary to elect another independent Director, to replace the last among those elected taken from the other lists, from among the independent

candidates presented in the same lists, the one who obtained the highest quotient is elected.

For the appointment of Directors with a current mandate, the Shareholders' Meeting decides, without the list voting, with the legal majorities.

The Shareholders' Meeting, with the unanimous vote of all the Shareholders, may decide that the appointment of the members of the entire Board is not based on voting using the list voting mechanism; in this case, the appointments take place with the legal majorities. Directors remain in office for three financial years, and the office expires on the date of the Shareholders' Meeting called for the approval of the financial statements relative to the last year of their office; they may be re-elected.

If, during the course of the financial year, one or more Directors ceases to exercise his duties, he shall be replaced in accordance with art. 2386, paragraph 1, of the Civil Code, notwithstanding the obligation to comply with the regulations relative to the composition of the Board of Directors as per the paragraph two of this article.

Whenever, as a consequence of resignation or for whatever reason, a majority of the Directors appointed by the Shareholders' Meeting ceases to exercise its duties, the entire Board shall resign and the members still in position must call a Shareholders' Meeting as soon as possible for the appointment of the new Board.

The resigned Board of Directors shall remain in power only for the carrying out of day-to-day business until the Shareholders' Meeting has resolved upon the Board's renewal and at least half of the new Directors have accepted the appointment.

The Directors may be revoked by the Shareholders' Meeting at any time, notwithstanding the regulations of the Civil Code.

## **Article 13**

The Board of Directors appoints a Chairman among its members, should the Shareholders' Meeting fail to do so.

The Board of Directors shall moreover appoint one or more Deputy Chairmen from among its members and a Managing Director, who must satisfy the eligibility requirements established by the legal and regulatory provisions in force;

The Board of Directors may also appoint a General Manager, setting out his powers.

## **Article 14**

The Board of Directors shall be vested with all powers for the ordinary and extraordinary administration of the Company, save for those expressly reserved by the law or these Bylaws to the exclusive authority of the Shareholders' Meeting.

In addition to the functions that the law does not permit to be delegated, the power to resolve upon the matters set out below shall be reserved to the exclusive authority of the Board of Directors:

- determination of the general guidelines and targets for operations;
- strategic operations and lines and business and financial plans;
- approval and amendment of the general rules regarding employment;
- approval and modification of the main internal regulations, without prejudice to those covered by the remit of the Shareholders' Meeting;
- acquisition and sale of equity interests with the exclusion of the acquisition of those which are covered by the remit of the Shareholders' Meeting as per art. 2361 paragraph two, of the Civil Code;
- appointment and revocation of the general manager;
- appointment of managers;

- appointment and revocation of the manager who has the duty of drafting the accounting documents of the Company, with the prior opinion of the Board of Auditors, pursuant to the following article 26;
- appointment and revocation of the heads of the internal control functions, subject to the opinion of the Board of Auditors;
- drafting of the remuneration and incentive policy to be submitted to the Shareholders' Meeting and, in line with the policies approved by the Shareholders' Meeting, the definition of the remuneration and incentive systems of the members of the Management Committee and persons in charge of the internal control functions, as well as of any person, where different from those previously mentioned, for whom supervisory regulations require the remuneration to be resolved by the body in charge of the Company's strategic supervision;
- opening and closing of branches and representative offices;
- creation of committees or commissions having an advisory or a coordination role.

## **Article 15**

The Board of Directors shall delegate to the Managing Director such powers and duties as it considers appropriate regarding all the Company's business and operations, without prejudice to the limitations provided for by law and in these Bylaws.

Powers for specific acts or categories of acts may be delegated to the general manager, managers and officers, individually or in committee, as well as to branch managers and other staff.

Persons unconnected with the Company may also be empowered and engaged to perform individual acts or categories of acts.

The Board of Directors shall determine the manner in which the Board itself shall be informed of the decisions made by the persons to whom powers have been delegated.

The bodies delegated shall in any case report to the Board of Directors and to the Board of Auditors at least every six months on the general state of affairs and on their foreseeable evolution as well as on the most important transactions, by amount or characteristics, carried out by the Company.

## **Article 16**

The annual remuneration of the Board of Directors shall be determined by the Shareholders' Meeting.

The allotment of this remuneration among the members shall be fixed by the Board of Directors, taking into account the office held in the Company, after consulting the Board of Auditors, in line with the policies decided by the Shareholders' Meeting in accordance with art. 11 above.

The Shareholders' Meeting may determine, in addition to the remuneration referred to above, the payment of a fixed amount to each Director for every meeting attended; the Directors shall also be entitled to the reimbursement of the expenses incurred in connection with their office and payment of daily allowances fixed by the Shareholders' Meeting.

## **Article 17**

The Board of Directors shall be convened at such time as the Chairman considers appropriate and in any case at least four times a year.

The Board of Directors must also be convened when at least three Directors or two members of the Board of Auditors or the Managing Director submit a motivated request in writing to the Chairman.

The meetings of the Board of Directors shall be held at the Company's registered office or at any other place in Italy or abroad.

The Board of Directors is chaired by the Chairman of the Board; if he is absent or unable to attend, the Board of Directors is chaired as specified by art. 20, paragraph 5 below.

Meetings of the Board of Directors may also be held through video or teleconference, subject to it having been specified in the convening notice and subject to all participants being identified and able to follow the discussion and to join into it in real time, as well as to receive, send and examine documents. Should all the above requisites be met, the Board of Directors is considered as being held in the place in which the Chairman of the Meeting is, and in which also the Secretary must be, in order to be able to draw and sign the minutes.

The notice convening a meeting, with a summary indication of the agenda, must be sent to the Directors and members of the Board of Auditors at least five days before the date set for the meeting.

In cases of urgency, meetings may be convened at twenty four hours notice, given by any suitable means.

## **Article 18**

A meeting of the Board of Directors must be attended by the majority of the Directors in office for its resolutions to be valid.

Resolutions shall be adopted by an absolute majority of the votes of those present, except for the resolutions concerning the appointment of the Chairman, the Deputy Chairman or for the Deputy Chairman, the Managing Director and the General Manager, which shall be adopted by the favourable vote of one half plus one of the Directors in office.

In the event of a tied vote, the deciding vote shall be that cast by the person chairing the meeting.

The resolutions of the Board of Directors must be recorded in minutes signed by the Chairman of the meeting and by the Secretary appointed by the Board.

In meetings that the Board resolves to be confidential, the functions of Secretary shall be entrusted to the youngest Director among those present.

The General Manager takes part to the meetings of the Board of Directors and casts a consultative vote.

## **Article 19**

The decision proposals for the Board of Directors are formulated in an ordinary manner by the Managing Director.

In the event that the Managing Director is absent or prevented from performing his duties, proposals for resolutions to be adopted by the Board of Directors shall be drawn up by the General Manager or by the managers delegated to perform this task as decided by the Board of Directors.

In any case, each member of the Board of Directors has the right to formulate decision proposals for the Board of Directors.

The General Manager is responsible for implementing the resolutions adopted by the Board of Directors and by the Managing Director.

Within the scope and limits of the delegations of power authorized by the Board of Directors, the General Manager shall manage the Company's business and operations, oversee the structure and functioning of services, and determine the functions and allocation of staff, with the exception of management grade staff.

The General Manager may delegate his powers to managers and officers of the Company, also on a continuing basis.

Should no General Manager be appointed, the powers set out in paragraphs four, five and six of this article are attributed to the Managing Director.

## **Title V**

### **Chairman**

#### **Article 20**

The Chairman is vested with the legal representation of the Company, as indicated in article 24 below.

The Chairman promotes the effective functioning of the corporate governance system, guaranteeing the balance of powers with respect to the delegated bodies; he acts as a reference person for the internal audit bodies and the internal committees.

The Chairman also has the following duties:

- a) convene and chair the Shareholders' Meeting;
- b) convene and chair the meetings of the Board of Directors;
- c) set the agenda of the meetings of the Board of Directors, taking account of the proposals for resolutions drawn up by the Managing Director and the other members of the Board of Directors, making sure adequate information about the matters on the Agenda is provided to the members of the Board itself.

In urgent cases, the Chairman may adopt, in agreement with the Managing Director, any measure that is in the interest of the Company, reporting on such measures to the Board of Directors at the first subsequent meeting.

In the event that the Chairman is absent or prevented from performing his duties, his powers shall be assumed in all respects by the Deputy Chairman or, in the case of more than one Deputy Chairman having been appointed pursuant to Article 13 of these Bylaws, the Deputy Chairman with seniority of office or, in the event of equal seniority of



office, the oldest Deputy Chairman. In the event that the latter is also absent or prevented from performing his duties, he shall be substituted by the oldest among the other Deputy Chairmen in terms of age.

If all the Deputy Chairmen are absent or prevented from performing their duties, the powers of the Chairman shall devolve on the Managing Director and, subordinately, on the other Directors, according to the order of succession established by the Board of Directors.

## **Title VI**

### **Board of Auditors and Accounting Control**

#### **Article 21**

The Board of Auditors shall be composed of three auditors. Two alternates must also be appointed.

The entire Board of Auditors is appointed on the basis of lists presented by the Shareholders, in which the candidates must be listed by means of a progressive number no higher than the number of Auditors to be elected. Each list consists of two sections: one for candidates for the position of Standing Auditor and the other for candidates for the position of Alternate Auditor.

These lists must be filed at the Company's registered office at least five days before the date set for the Shareholders' Meeting, first call.

Every Shareholder may present or help to present just one list and every candidate may be presented in just one list, or he/she will be ineligible.

Only the Shareholders who, alone or together with other Shareholders, represent at least 10% (ten percent) of the shares with voting rights

at the Ordinary Shareholders' Meeting have the right to present lists.

Together with each list, within the term indicated above, the declarations with which the individual candidates accept their candidacy and certify, under their own responsibility, that no causes exist that could render them ineligible and incompatible, that they possess the requirements envisaged by the law, regulations and the Bylaws, as well as a CV relating to the professional characteristics, with an indication of the Director and Audit positions covered by them in other companies, must also be filed.

Ownership of the number of shares required for the presentation of lists is demonstrated by the documentation to be filed for the right to take part at the Shareholders' Meeting, as per paragraph one of art. 8 above.

Everyone with voting rights may only vote for one list.

The election of the members of the Board of Auditors takes place as follows:

A) in case only one list is presented, which has obtained the majority of the votes, all the Standing and Alternates Auditors elected are taken from that list;

B) in case two or more lists are presented, the election takes place as follows:

a) the first two candidates in the section for the candidates as Standing Auditor in the list which has obtained the most votes and the first candidate in the section for the candidates as Standing Auditor in the list which comes second in terms of votes, who is not, in any case, related, not even indirectly, to the Shareholders in the list with the most votes, are elected as Standing Auditors;

b) the first candidate in the section for the candidates as Alternate Auditor in the list which has obtained the most votes and the first candidate in the section for the candidates as Alternate Auditor in the list which comes second in terms of votes, who is not, in any case, related, not even indirectly, to the Shareholders in the list with the most votes, are elected as Alternate Auditors.

If more than one list obtains the same number of votes, there is a second ballot among these lists; the candidates in the list which obtains a simple majority of the votes are elected.

If, having adopted these criteria, it has not been possible to complete the number of Auditors to be elected, the current Shareholders' Meeting will elect the missing Auditors, with a decision adopted with the legal majorities at the proposal of the Shareholders present, in accordance with the principle of the representation of minorities.

If, even with this system, the Board of Auditors is still not completed, a new Shareholders' Meeting must be called for the relative appointment.

The Shareholders' Meeting, with the unanimous vote of all the Shareholders, may decide that the appointment of the members of the entire Board of Auditors is not based on voting using the list voting mechanism; in this case, the appointments shall be made with the legal majorities.

The Shareholders' Meeting shall appoint the Chairman from among the Standing Auditors.

If a Standing Auditor stands down, he/she is replaced by the Alternate Auditor elected in the list of such replaced Standing Auditor; the Shareholders' Meeting must be called to appoint another

Alternate Auditor and the appointment shall take place with the legal majorities, without list voting.

Auditors shall be appointed for terms of three financial years and the office expires on the date of the Shareholders' Meeting called to approve the financial statements relative to the last year of their office; they may be re-elected.

The Auditors may only be revoked by the Shareholders' Meeting for good reason.

Meetings of the Board of Auditors may be held by means of video- or tele-conference as envisaged by these Bylaws for participation in the Meetings of the Board of Directors.

Auditors shall be entitled to the remuneration fixed by the Shareholders' Meeting, which, in addition to such remuneration, may determine the payment of a fixed amount to each auditor for every meeting attended; auditors shall also be entitled to reimbursement of expenses incurred in connection with their office and payment of daily allowances fixed by the Shareholders' Meeting.

## **Article 22**

The Board of Auditors oversees compliance with the law, regulations and the Bylaws as well as compliance with the principles of correct company administration and, in particular, adequacy of the organisational, administrative and accounting structures, the internal audit system adopted by the Company, their proper functioning and the fair representation of operations.

Without prejudice to obligations in respect of the Supervisory Authorities, the Board of Auditors informs the Board of Directors and the Managing Director about problems and irregularities identified, requesting that suitable corrective measures be taken and checking their effectiveness over time.

The Auditors may, at any time, also individually, carry out inspections and checks and ask the Directors for information, including with respect to subsidiary companies, with regard to the progress of the Company operations or certain business.

In carrying out its duties, the Board of Auditors makes use of the internal Company audit structures and functions and receives directly from these structures and functions regular information flows or information flows relating to specific situations.

The Board of Auditors expresses its opinion with regard to the decisions concerning the appointment and revocation of the officer responsible for drafting the accounting documents of the Company, of the heads of internal control functions as well as every decision relating to definition of the essential elements of the internal control system.

## **Article 23**

Accounting control is exercised by an audit firm as required by the law.

## **Title VII**

### **Legal representation and corporate signature**

## **Article 24**

The legal representation of the Company vis-à-vis third parties and in legal proceedings and the corporate signature are vested in the Chairman and, in the event that he is absent or prevented from performing his duties, in the person acting in his place in accordance with Article 20 of these Bylaws.

The Company is also represented by the Managing Director, within the limits of the powers granted to him.

For specific acts or categories of acts, the Board of Directors may delegate powers of representation, with the related powers to sign on

behalf of the Company, to individual Directors, to the General Manager, managers, officers and other Company staff, as well as to persons unconnected with the Company, determining the limits and manner of use of the corporate signature.

In the cases where these Bylaws permit substitutions in the event that a person is absent or prevented from performing his duties, the presence of the substitute shall be evidence of such circumstances before third parties.

## **Title VIII**

### **Financial year, financial statements, profit**

#### **Article 25**

The financial year shall end on 31 December of each year.

The Shareholders' Meeting, acting on a proposal from the Board of Directors, shall adopt a resolution regarding the distribution of the net income shown in the financial statements, after deducting the amount allocated to the legal reserve, for the creation or increase of reserves, as well as any other allocation.

Title to dividends not collected within five years of the day on which they become collectable shall pass to the Company, with the related amounts being directly transferred to the statutory reserve.

Where the conditions provided for by law are satisfied, interim dividends may be distributed in accordance with the methods and procedures laid down in the current legislation.

#### **Article 26**

The Board of Directors appoints and revokes, with the prior opinion of the Board of Auditors, the manager who has the duty of drafting the accounting documents of the Company by selecting him among the persons in possession of the probity requirements contemplated for the Directors and of the appropriate experience in administration and

accounting; such experience may be evidenced by the performance of managerial tasks or equivalent duties in the above mentioned areas of banks for at least three years.

The Board of Directors supervises that the manager who has the duty of drafting the accounting documents of the Company can exercise suitable powers and have suitable instruments for the performance of the duties assigned to him and for the effective compliance with the administrative and accounting procedures.

## **Title IX**

### **Dissolution**

#### **Article 27**

Without prejudice to any other provision of law, if grounds for dissolution arise, the Shareholders' Meeting shall appoint one or more liquidators, fixing their powers and remuneration, and establishes the arrangements and criteria for proceeding with the liquidation.

## **Title X**

### **Temporary provision**

#### **Article 28**

Until the entry into force of the regulations to be issued by the Italian Minister of the Economy and Finance pursuant to art. 26 of Italian Legislative Decree no. 385 of 1 September, 1993, as mentioned in paragraph two of art. 12 of these Bylaws, for checking the independence requirements of members of the Board of Directors, reference should be made to the independence requirements for Auditors as set out in art. 2399 of the Civil Code.