

## **COMPANY BYLAWS**

### **Name - Shareholders - Registered Office - Term - Object**

#### **Art. 1**

A company limited by shares ("*società per azioni*") is established with the following name:

"YOOX S.p.A."

#### **Art. 2**

1. The Company has its registered office in Zola Predosa (Bologna Province).
2. It can establish secondary offices, branches, offices and representative offices both in Italy and abroad.

#### **Art. 3**

1. The term of the Company is fixed until December 31, 2050 and may be extended by resolution of the Extraordinary Shareholders' Meeting.
2. Where a resolution is made concerning the extension of the term of the Company, Shareholders who did not take part in the approval of that resolution shall not have the right of withdrawal.

#### **Art. 4**

The object of the Company - either directly or through any subsidiaries thereof - is as follows:

- commerce and the provision of commercial services relating to clothing and accessories and, more generally, to anything that accessorises the person or the home, during free time, when relaxing or during leisure activities, whether or not such products bear the YOOX logo. The above commercial services include the creation, marketing, leasing, sale and agency with or without consignment of advertising and promotional spaces of any kind on websites;
- internet commerce, also known as "e-commerce", and the supply of related services;
- the design, creation, marketing, distribution, purchase and sale of hardware and software products, systems and services functional or related to electronic commerce activities, including the design, creation, configuration and marketing of websites, network services, network electrical equipment and telecommunication products and services as well as the operation and handling of the latter and the provision of graphics, 3D graphics and design services with and without the aid of computer tools;
- the creation of desktop publishing services and products connected or related to electronic commerce activities;
- publishing activities in general (excluding any activity that may be restricted in accordance with laws from time to time in force), the

design and/or printing of publications for itself and for third parties, including audio-visual publications;

- management and organisation, both for itself and for third parties, of conferences, studies, masters and exhibitions, training and refresher courses and workshops on subjects connected to the company's activities, excluding any activities reserved for recruitment agencies.

The company may carry out all commercial, property and financial transactions - including the acquisition of shareholdings - that are deemed useful by the management body for the attainment of the company's objects, excluding financial activities involving the general public.

## **Share capital**

### **Art. 5**

1. The share capital amounts to Euro 527,763.60 (five hundred and twenty seven thousand seven hundred sixty three point sixty) and is divided into 52,776,360 (fifty two million seven hundred seventy six thousand three hundred sixty) ordinary no par value shares.

By resolution of the Extraordinary Meeting of March 22, 2000 (minutes certified by Notary Federico Rossi), as amended by the resolutions of the Extraordinary Meetings of October 25, 2000 (minutes certified by Notary Cesare Suriani), of February 26, 2002 and May 7, 2003 (minutes certified by Notary Carlo Vico), the Management Body was

granted the right to increase the share capital, at one or more times, by the maximum nominal amount of Euro 11,160.76, pursuant to Art. 2443 of the Civil Code, by issuing new shares each worth Euro 0.52, with a total premium of Euro 330,315.57, equal to Euro 15.39 for each new share. This right was to be exercised within a maximum period of 5 (five) years as from March 22, 2002 and was exercised by the Board of Directors as specified below.

By resolution of the Extraordinary Meeting of July 31, 2000 (minutes certified by Notary Federico Rossi), as amended by the resolutions of the Extraordinary Meetings of October 25, 2000 (minutes certified by Notary Cesare Suriani), of February 26, 2002 and May 7, 2003 (minutes certified by Notary Carlo Vico), the Management Body was granted the right to increase the share capital, at one or more times, by the maximum nominal amount of Euro 14,839.24, pursuant to Art. 2443 of the Civil Code, by issuing new shares each worth Euro 0.52, with a total premium of Euro 1,311,560.52, equal to Euro 45.96 for each new share. This right was to be exercised within a maximum period of 5 (five) years as from July 31, 2002 and was exercised by the Board of Directors as specified below.

As a result of the combined resolutions of the extraordinary meetings of July 18, 2002 and December 2, 2005, the Board of Directors is granted the right, pursuant to Art. 2443, second paragraph, of the Civil Code, to increase the capital, at one or more times, over a period of five years as from July 18, 2002, by up to a maximum amount of Euro 17,555.20 (seventeen thousand five hundred and fifty-five point two zero), by

issuing 33,760 ordinary registered shares each with a nominal value of Euro 0.52 (zero point five two), with a total premium of Euro 1,551,609.60 (one million five hundred and fifty-one thousand six hundred and nine point six zero).

That increase is to be allocated to a company incentive scheme.

If the increase is only partly subscribed, the capital shall be increased by an amount equal to the subscriptions received.

As a result of the combined resolutions of the extraordinary meetings of December 10, 2003 and December 2, 2005, the Board of Directors is granted the right, pursuant to Art. 2443 of the Civil Code, to increase the share capital, for consideration, at one or more time, over a maximum period of five years as from the date of the Shareholders' Meeting of December 10, 2003, by issuing 19,669 (nineteen thousand six hundred and sixty-nine) new ordinary shares with the same characteristics as those currently in circulation, each with a nominal value of Euro 0.52 (zero point five two) and with an individual premium of Euro 45.96 (forty-five point nine six), and thus by a maximum nominal value of Euro 10,227.88 (ten thousand two hundred and twenty-seven point eight eight) and by a maximum total premium of Euro 903,987.24 (nine hundred and three thousand nine hundred and eighty-seven point two four). The newly issued shares shall enjoy the same dividend rights as those of the other shares in circulation at the time they are subscribed. These shall be issued with exclusion of the pre-emption right to which shareholders are entitled and shall be intended for the company's employees, to be identified by the Board of

Directors, and for its partners, consultants and board members, again to be identified by the Board of Directors.

As a result of the combined resolutions of the extraordinary meetings of December 2, 2005 and July 12, 2007, the Board of Directors is granted the right, pursuant to Art. 2443 of the Civil Code, to increase the share capital, for consideration, at one or more times, over a maximum period of five years as from the date of the above first resolution, by issuing a maximum of 31,303 (thirty-one thousand three hundred and three) new ordinary shares with the same characteristics as those currently in circulation, each with a nominal value of Euro 0.52 (zero point five two) and with an individual premium of no less than Euro 58.65 (fifty-eight point sixty-five), and thus by a maximum nominal value of Euro 16,277.56 (sixteen thousand two hundred and seventy-seven point five six) and with a maximum total premium of no less than Euro 1,835,920.95 (one million eight hundred and thirty-five thousand nine hundred and twenty point nine five).

The newly issued shares shall enjoy the same dividend rights as those of the other shares in circulation at the time they are subscribed.

The increase is intended to service incentive schemes for:

\* the employees of the company or of subsidiaries thereof, to be identified by the Board of Directors, and therefore excluding the pre-emption right specified in Art. 2441, eighth paragraph, of the Civil Code as regards 26,613 (twenty-six thousand six hundred and thirteen) shares each with a nominal value of Euro 0.52 (zero point five two), with an individual premium of no less than Euro 58.65 (fifty-eight point

six five), and thus for a maximum nominal amount of Euro 13,838.76, with a maximum total premium of no less than Euro 1,560,852.45;

\* the directors and/or project workers and/or partners of the company and/or subsidiaries thereof, and therefore excluding the pre-emption right specified in Art. 2441, fifth paragraph, of the Civil Code as regards 4,690 (four thousand six hundred and ninety) shares each with a nominal value of Euro 0.52 (zero point five two), with an individual premium of no less than Euro 58.65 (fifty-eight point six five), and thus for a maximum nominal amount of Euro 2,438.80, with a maximum total premium of no less than Euro 275,068.50;

The capital increase - or the capital increases in the case of several board resolutions - shall in all cases be divisible. The capital shall therefore be increased by an amount equal to the subscriptions received by the date specified in the board resolution or resolutions pursuant to the schemes. Individual board resolutions - as regards capital increases in accordance with incentive schemes for persons other than employees - shall be adopted in accordance with the provisions laid down in the sixth paragraph of Art. 2441 of the Civil Code, without prejudice, however, to the minimum price stipulated above.

By resolution of the extraordinary meeting of May 16, 2007, the Board of Directors was granted the right, pursuant to Art. 2443 of the Civil Code, to increase the share capital, for consideration, at one or more times, over a maximum period of five years as from the date of the above resolution, excluding the pre-emption right specified in Article

2441, fifth and eighth paragraphs, of the Civil Code, by issuing a maximum number of 104,319 (one hundred and four thousand three hundred and nineteen) new ordinary shares with the same characteristics as those currently in circulation, each with a nominal value of Euro 0.52 (zero point five two), and thus by a maximum nominal amount of Euro 54,245.88 (fifty-four thousand two hundred and forty-five point eight eight).

The newly issued shares shall enjoy the same dividend rights as those of the other shares in circulation at the time they are subscribed.

The increase is intended to service a stock option plan for the directors, partners and employees of the company and its subsidiaries.

Individual board resolutions shall be adopted, insofar as compatible, in accordance with the procedure set out in Article 2441, sixth paragraph of the Civil Code, and the price shall be determined by the directors at no less than Euro 59.17 (fifty-nine point one seven) for each share, and in observance of any statutory limit.

The Extraordinary Shareholders' Meeting of September 8, 2009 resolved to increase the share capital, for consideration, in divisible form, by a maximum of Euro 62,400.00 (sixty-two thousand four hundred point zero zero) to be allocated to capital, by issuing a maximum number of 6,240,000 (six million two hundred and forty thousand) no-par-value shares, standard dividend rights, excluding the pre-emption right specified in Art. 2441, fifth paragraph, of the Civil Code, all of which shall be intended to service the Global Offering for the listing of the Company's shares on the Mercato Telematico

Azionario, possibly STAR segment, organised and managed by Borsa Italiana S.p.A..

The accounting par value of the shares being issued is fixed at Euro 0.01 (zero point zero one).

If it is not fully subscribed by the deadline of December 31, 2010, the capital increase shall be effective according to the subscriptions received by that date.

The increase was fully subscribed and the relative amount is included in the figure specified in the first paragraph of this article.

The Extraordinary Shareholders' Meeting of September 8, 2009 resolved to increase the share capital, for consideration, in divisible form, on condition of the start of trading of the Company's shares on the Mercato Telematico Azionario, possibly STAR segment, organised and managed by Borsa Italiana S.p.A., excluding the pre-emption right specified in Art. 2441, fifth and eighth paragraphs, of the Civil Code, the increase being intended to service the incentive scheme approved during the ordinary session of that meeting for the benefit of directors, employees and consultants.

The capital shall be increased by issuing a maximum of 4,732,000 (four million seven hundred and thirty-two thousand) new ordinary shares (as a result of the coming into effect of the split also decided in the same meeting), and thus by a total nominal amount of Euro 47,320 (forty-seven thousand three hundred and twenty), to be allocated to capital, the accounting par value being set at Euro 0.01 (zero point zero one).

The newly issued shares shall enjoy the same dividend rights as those

of the other shares in circulation at the time they are subscribed.

The share issue price shall be calculated using the weighted average market price of the Company's shares in the 30 trading days before the options are granted, without prejudice to any minimum price established by law or the accounting par value determined above.

If it is not fully subscribed by the deadline of December 31, 2014, the capital increase shall proceed according to the subscriptions received by that date.

As a result of the resolutions of the extraordinary meeting of September 8, 2009 - which removed the nominal value of the shares and split the existing shares and changed a few dates pursuant to Art. 2439 of the Civil Code - the following transitional clauses regarding the exercise of the above rights were amended as follows:

A

At a meeting on January 31, 2005, the Board of Directors fully exercised the aforementioned right granted by the extraordinary meeting of March 22, 2000, as amended above, pursuant to Article 2443 of the Civil Code, by increasing the share capital to service the stock option plan via the issue of a maximum of 1,116,076 shares, each with an accounting par value of Euro 0.01, with a premium of Euro 0.2960 on each new share and standard dividend rights (*figures updated following the bylaw amendments of September 8, 2009*).

Pursuant to Article 2439, second paragraph, of the Civil Code, the deadline for subscription was set at January 31, 2015 (*figure updated following the bylaw amendment of September 8, 2009*), with the

provision that, if the capital increase is not fully subscribed by this date, the share capital shall be deemed to have been increased by an amount equal to the subscriptions received.

## B

At the same meeting on January 31, 2005, the Board of Directors also fully exercised the aforementioned right granted by the extraordinary meeting of July 31, 2000, as amended above, pursuant to Article 2443 of the Civil Code, by increasing the share capital to service the stock option plan via the issue of a maximum of 1,483,924 new shares, each with an accounting par value of Euro 0.01, with a premium of Euro 0.8839 on each new share and standard dividend rights (*figures updated following the bylaw amendments of September 8, 2009*).

Pursuant to Article 2439, second paragraph, of the Civil Code, the deadline for subscription was set at January 31, 2015 (*figure updated following the bylaw amendment of September 8, 2009*), with the provision that, if the capital increase is not fully subscribed by this date, the share capital shall be deemed to have been increased by an amount equal to the subscriptions received.

## C

At a meeting on July 12, 2007, the Board of Directors fully exercised the aforementioned right granted by the extraordinary meeting of July 18, 2002 and amended by resolution of the extraordinary meeting of December 2, 2005, pursuant to Article 2443 of the Civil Code, by increasing the share capital to service the stock option plan via the issue of a maximum of 1,755,520 new shares, each with an accounting

par value of Euro 0.01, with a premium of Euro 0.8839 on each new share and standard dividend rights, intended for the Company's employees or directors (*figures updated following the bylaw amendment of September 8, 2009*).

Pursuant to Article 2439, second paragraph, of the Civil Code, the deadline for subscription was set at July 31, 2017, with the provision that, if the capital increase is not fully subscribed by this date, the share capital shall be deemed to have been increased by an amount equal to the subscriptions received.

The increase was partly subscribed and the relative amount is included in the figure specified in the first paragraph of this article.

#### D

At a meeting on December 1, 2008, the Board of Directors fully exercised the aforementioned right granted by the extraordinary meeting of December 10, 2003 and amended by resolution of the extraordinary meeting of December 2, 2005, pursuant to Article 2443 of the Civil Code, by increasing the share capital to service the stock option plan via the issue of a maximum of 1,022,788 new shares, each with an accounting par value of Euro 0.01, with a premium of Euro 0.8839 on each new share and standard dividend rights, intended for the Company's employees or directors (*figures updated following the bylaw amendment of September 8, 2009*).

Pursuant to Article 2439, second paragraph, of the Civil Code, the deadline for subscription was set at December 1, 2018 (*figure updated following the bylaw amendment of September 8, 2009*), with the

provision that, if the capital increase is not fully subscribed by this date, the share capital shall be deemed to have been increased by an amount equal to the subscriptions received.

#### E

At a meeting on September 3, 2009, the Board of Directors fully exercised the aforementioned right granted by the extraordinary meeting of December 2, 2005 and amended by resolution of the extraordinary meeting of July 12, 2005, pursuant to Article 2443 of the Civil Code, by increasing the share capital to service the stock option plan via the issue of a maximum of 1,627,756 new shares, each with an accounting par value of Euro 0.01, with an individual premium of Euro 1.1279 and the same dividend rights as those of the other shares in circulation at the time they are subscribed (*figures updated following the bylaw amendment of September 8, 2009*).

Pursuant to Article 2439, second paragraph, of the Civil Code, the deadline for subscription was set at September 3, 2019, with the provision that, if the capital increase is not fully subscribed by this date, the share capital shall be deemed to have been increased by an amount equal to the subscriptions received.

#### F

At the same meeting of September 3, 2009, the board of directors also partly exercised the aforementioned right granted by the extraordinary meeting of May 16, 2007, pursuant to Article 2443 of the Civil Code, by increasing the share capital - excluding the pre-emption right specified in Article 2441, fifth and eighth paragraphs of the Civil Code - to service

the stock option plan via the issue of a maximum of 5,176,600 new ordinary shares with the same characteristics as those currently in circulation and each with an accounting par value of Euro 0.01 (*figures updated following the bylaw amendment of September 8, 2009*).

The price of the shares being issued is fixed at Euro 1.1379 for each share in relation to 4,784,000 (four million seven hundred and eighty-four thousand) new shares and at Euro 2.0481 for each share in relation to 392,600 (three hundred and ninety-two thousand and six hundred) new shares (*figures updated following the bylaw amendment of September 8, 2009*).

Pursuant to Article 2439, second paragraph, of the Civil Code, the deadline for subscription was set at September 3, 2019, with the provision that, if the capital increase is not fully subscribed by this date, the share capital shall be deemed to have been increased by an amount equal to the subscriptions received.

The capital may also be increased by issuing different categories of shares, each having specific rights and rules, either through cash contributions or non-cash contributions, within the limits permitted by law.

The shareholders' meeting may grant the Board of Directors the right to increase the share capital, at one or more times, up to a specified amount and over a maximum period of 5 (five) years from the date of the resolution.

Without prejudice to any other provision on the increase of share capital, during the entire period in which the Company's shares are

admitted for trading on a regulated market, where the capital is increased for consideration, including to service the issue of convertible bonds, the pre-emption right may be excluded, by resolution of the shareholders' meeting or, under a delegated power, by the Board of Directors, within the limits of 10 per cent of the existing share capital, pursuant to Article 2441, fourth paragraph, second indent, of the Civil Code, on condition that the issue price corresponds to the market value of the shares and this is confirmed by a special report drafted by the party responsible for the statutory audit of the accounts of the Company. The resolution referred to in this paragraph is adopted with the quorums set out in Articles 2368 and 2369 of the Civil Code.

**2.** Ordinary shares are registered, indivisible, freely transferable and confer equal rights on their holders.

**3.** Where a resolution is made concerning the introduction or abolition of restrictions on the circulation of shares, Shareholders who did not take part in the approval of that resolution shall not have the right of withdrawal.

**4.** Shares are represented by share certificates in accordance with Article 2354 of the Civil Code, but, during the entire period in which the Company's shares are admitted for trading on a regulated market, reference shall be made to the provisions of the special laws governing financial instruments traded or intended for trading on regulated markets.

## **Shareholders' Meeting**

### **Art. 6**

1. The shareholders' meeting operates in ordinary or extraordinary session according to the law and is held at the registered office or at any place other than the registered office that is indicated in the notice of meeting provided that it remains on Italian soil.

2. An ordinary or extraordinary meeting may also be held by means of video conference or conference call where participants are situated in different, adjoining or remote locations, provided that the principles of collective decision-making, good faith and equal treatment among shareholders are respected. In particular, the following are conditions for the validity of meetings held by means of video conference and conference calls:

- the Chairman of the meeting shall be able, directly or through the bureau, to ascertain the eligibility and legitimacy of those present, to control the running of the meeting and to verify and confirm the results of votes;
- the person taking the minutes shall be able to adequately perceive the proceedings to be minuted;
- those present shall be able to take part in the discussion and to vote simultaneously on items on the agenda;
- the notice of meeting shall indicate (unless the meeting is held according to article 2366, paragraph 4 of the Civil Code) the

audio/video locations where participants may be connected to the meeting, with the qualification that the meeting shall be regarded as being held at the place where the Chairman and the person taking the minutes are present;

- participants connected remotely to the meeting shall have access to the same documentation distributed to those attending at the location where the meeting is held.

**3.** An ordinary meeting to approve the financial statements shall be called within 120 days of the end of the financial year, or, in cases provided for under article 2364, paragraph 2 or the Civil Code, within 180 days of the end of the financial year, without prejudice to article 154-ter of Legislative Decree 58/1998.

**4.** An extraordinary meeting shall be called in all the cases provided for by law.

**5.** Notwithstanding the provisions of article 104, paragraph 1 of Legislative Decree 58/1998, in the event that the Company's shares are subject to a public purchase and/or exchange offer, the authorisation of the shareholders' meeting is not required for the performance of acts or operations that could hinder the objectives of the offer, during the period between notification of the offer, pursuant to article 102, paragraph 1 of the same decree, and the closure or expiry of the offer.

**6.** Notwithstanding the provisions of article 104, paragraph 1-bis of Legislative Decree 58/1998, neither is the authorisation of the shareholders' meeting required for the implementation of any decision

taken before the start of the period indicated in the previous paragraph, which has not yet been implemented wholly or in part, which does not form part of the normal course of the Company's operations and whose implementation could hinder the achievement of the offer's objectives.

## **Art. 7**

1. Ordinary and extraordinary Shareholders' Meetings, pursuant to the laws in force, are called via notice published on the Company website, as well as via other methods mandatory under law and regulations, and, when this is required under applicable legislation, in the Official Gazette of the Republic of Italy, or in the daily newspapers *Il Sole 24 Ore* or *M.F. Mercati Finanziari/Milano Finanza*, indicating the date, time and location of the first call, and of the second and third calls if the first and second meetings fail to reach a quorum, as well as a list of items to be discussed, without prejudice to any other provisions under legislation in force.

However, the notice of meeting may exclude recourse to calls subsequent to the first call, provided that the Shareholders' Meeting is held following a single call, as permitted under article 2369, paragraph 1 of the Civil Code.

The notice calling a meeting of shareholders to appoint members of the Company's management and control bodies shall indicate the shareholding necessary for the submission of lists.

2. The agenda for the Shareholders' Meeting shall be drawn up by the

person exercising the power to call the meeting pursuant to current laws and the Bylaws or, where the meeting was called at the request of the shareholders, according to the issues to be discussed indicated therein.

3. In the absence of prior calling, a Shareholders' Meeting shall be validly convened and make valid resolutions where the entire share capital is represented and the majority of the directors in office and the majority of the statutory auditors are present.

#### **Art. 8**

1. The meeting is open to all shareholders with a voting right.

Throughout the entire admission period for trading of Company shares in an Italian regulated market, legitimacy of participation in the meeting and the exercise of voting rights is certified via communication to the Company by the intermediary legally authorised to keep the accounts, on the basis of records in the intermediary's own accounts as at the end of the accounting day on the seventh open market day preceding the date set for the meeting in the first or single call, and received by the Company in accordance with the law.

#### **Art. 9**

1. A voting right is attached to every ordinary share.

2. Shareholders with voting rights may, by law, appoint proxies to

represent them. Notification of such an appointment may be made electronically as set out in the meeting notice, either via an e-mail addressed to the certified mailbox indicated in the notice, or using the dedicated section of the Company website.

3. The Company may appoint a party to act as a proxy for shareholders at the meeting, pursuant to article 135-undecies of Legislative Decree 58/1998, announcing this in the notice of meeting.

#### **Art. 10**

1. Shareholders' meetings are chaired by the Chairman of the Board of Directors. If the Chairman is absent or unavailable, they are chaired by the single Deputy Chairman, or, if there is more than one Deputy Chairman, by the longest serving member among those present, or if they have been in office for the same amount of time, by the oldest among them. If the Chairman, the single Deputy Chairman or all the Deputy Chairmen are absent or unavailable, the Shareholders' Meeting is chaired by a Director or by a Shareholder, appointed by a majority vote of those present.

2. The Chairman of the Shareholders' Meeting verifies the identity and legitimacy of those present, checks that the Meeting is validly convened and that a sufficient number of those parties entitled to vote is present in order for resolutions to be valid, runs the meeting, establishes voting procedures and checks the results of the votes.

3. The Chairman is assisted by a Secretary appointed by the Meeting

by a majority vote of those present. As well as in the cases provided by law, where the Chairman deems it appropriate, a Notary appointed by the Chairman may be called to act as Secretary.

#### **Art. 11**

1. In order for the Shareholders' Meeting to be validly convened, in both ordinary and extraordinary session, and for its resolutions to be valid, there must be compliance with legal provisions and with the bylaws. The running of the meeting is governed not only by legal provisions and by the bylaws but also by the specific Shareholders' Regulation, which must be approved by the Shareholders' Meeting.

#### **Art. 12**

1. All resolutions, including those of elections to company positions, are adopted by an open ballot.

#### **Art. 13**

1. The minutes of the Meeting are drawn up according to the law. They are approved and signed by the Chairman of the Meeting and by the Secretary or by the Notary where the latter draws them up.

## **Board of Directors**

### **Art. 14**

1. The Company is managed by a Board of Directors comprising a minimum of five and a maximum of fifteen directors.

Directors remain in office for a period of no more than three years, which expires on the date of the Shareholders' Meeting called to approve the financial statements for the final year of their tenure. They may be re-elected.

Before making the appointments, the Shareholders' Meeting determines the number of directors and the term of office of the Board.

All directors must meet the requirements of eligibility, professionalism and integrity provided for by law and by other applicable provisions.

Pursuant to article 147-ter, paragraph 4, of Legislative Decree 58/1988, at least one director, or at least two if the Board has more than seven members, must also meet the requirements of independence set out therein (hereinafter "independent director pursuant to article 147-ter").

2. The Board of Directors is appointed by the shareholders' meeting on the basis of lists submitted by the shareholders, according to the procedure set out in the following paragraphs, unless otherwise specified in mandatory laws or regulations.

Shareholders may submit a list for the appointment of the directors if, at the time of submission, they hold a shareholding at least equal to that determined by CONSOB pursuant to article 147-ter, paragraph 1, of

Legislative Decree 58/1988 as amended, and in compliance with the Issuers' Regulations approved with resolution 11971 of May 14, 1999, as amended. Ownership of the minimum shareholding is established on the basis of shares registered at the date on which the lists are submitted to the issuer; the relative certification may also be produced following submission, provided that this is within the time period indicated for publication of the lists.

The lists are deposited at the Company headquarters at least 25 (twenty five) days before the date of the Shareholders' Meeting called to appoint the directors (first or single call). The Company must also make the lists available to the public at least 21 (twenty one) days before the date of the Shareholders' Meeting, according to procedures set out under the laws in force.

The lists nominate no more than fifteen candidates, numbered progressively. Each list must contain and expressly indicate an independent director pursuant to article 147-ter, with a progressive number no higher than seven. If the list comprises more than seven candidates, it must contain and expressly indicate a second independent director pursuant to article 147-ter. Each list may also expressly indicate, where applicable, the directors that meet the requirements of independence set out in the codes of conduct drawn up by companies managing regulated markets or by trade associations. Furthermore, the lists contain, also in annexes:

(i) curriculum vitae detailing the candidates' personal and professional characteristics;

(ii) statements in which each of the candidates accepts their candidacy and certifies that there are no reasons of ineligibility or incompatibility and that they meet the requirements prescribed by current laws for the office of Company director. These statements may also include a declaration concerning whether they meet the requirements to qualify as an "independent director pursuant to article 147-ter", and, where applicable, the further requirements set out in the codes of conduct drawn up by companies managing regulated markets or by trade associations;

(iii) the names of the shareholders presenting the lists and their total percentage shareholding;

(iv) any other declaration, information and/or document provided for by law and by the applicable regulations.

Each shareholder and each group of shareholders belonging to a shareholders' agreement as defined in article 122 of Legislative Decree 58/1998 as amended and supplemented, may not submit nor vote for more than one list, either directly, through a third party or through a fiduciary company. A candidate may be present on one list alone, failing which he shall be deemed ineligible.

At the end of the vote, the candidates from the two lists with the most votes shall be elected, according to the following criteria: (i) from the list obtaining the greatest number of votes (hereinafter the "majority list"), and in order of presentation, a number of directors is taken equal to the total number of board members, as previously established by the Shareholders' Meeting, minus one, and these candidates are elected in

the numerical order indicated on the list; (ii) from the list obtaining the second greatest number of votes and which is not linked, even indirectly, to the shareholders that submitted or voted for the majority list pursuant to the applicable provisions (hereinafter the "minority list"), one director is taken, who is the candidate at the top of that list; however, if no independent director pursuant to article 147-ter is elected from the majority list for a board of not more than seven members, or if only one independent director pursuant to article 147-ter is elected for a board with more than seven members, the first independent director pursuant to article 147-ter indicated on the minority list will be elected, rather than the candidate at the top of the minority list.

Lists that do not obtain a percentage of votes at least equal to half of that required to submit a list shall not be taken into consideration.

If two lists receive the same number of votes, preference shall be given to the list submitted by shareholders with the greatest shareholding at the time the lists are submitted, or alternatively, that submitted by the greatest number of shareholders.

If only one list is presented, the shareholders vote on it, and if it obtains a relative majority, excluding abstentions, the candidates listed in order of presentation, up to the number determined by the Shareholders' Meeting, shall be elected as directors; however, it is understood that, if the board comprises more than seven members, the second independent director pursuant to article 147-ter must be elected, in addition to the independent director necessarily included in the first

seven places.

If no lists are presented, or if the number of directors elected on the basis of the lists presented is lower than that determined by the Shareholders' Meeting, the members of the Board of Directors are appointed by the Shareholders' Meeting through simple majority voting, without prejudice to the obligation of the Shareholders' Meeting to appoint the minimum number of independent directors pursuant to article 147-ter required by law.

The independent directors pursuant to article 147-ter, indicated as such at the time of their appointment, must immediately inform the Board of Directors if they cease to fulfil the independence requirements. The director shall lose his post if the Board no longer has the minimum number of directors meeting the aforementioned independence requirements set by current laws.

**3.** If, for any reason, one or more directors cease to hold their posts, they will be replaced in accordance with article 2386 of the Civil Code, without prejudice to the obligation to maintain the minimum number of independent directors pursuant to article 147-ter prescribed by law, and in compliance, where possible, with the principle of minority representation.

The candidate elected as Chairman of the Board of Directors is the candidate indicated as such on the majority list or on the only list submitted and approved. Otherwise, the Chairman is appointed by the shareholders' meeting through simple majority voting, or is appointed by the management body in accordance with these Bylaws.

If the majority of directors appointed by the Shareholders' Meeting resign or leave the board for any reason, the entire board will be considered replaced from the date on which the new board takes office. In this case, the directors who have remained in office must urgently convene a Shareholders' Meeting to appoint the new Board of Directors.

#### **Art. 15**

1. The Board of Directors shall – where the Shareholders' Meeting has not already done so – elect the Chairman from among its members. It may also elect one or more Deputy Chairmen, who will remain in their respective posts for the duration of their directorship, which expires on the date of the Shareholders' Meeting called to approve the financial statements for the last year of their tenure. It shall also appoint a Secretary, who may be chosen from within or outside the Board.

#### **Art. 16**

1. The Chairman or, where is he is absent or unavailable, the Chief Executive Officer, calls a meeting of the Board of Directors by sending a letter, by post, fax or another appropriate means of communication, to the home address of each Director and Statutory Auditor.

2. The notice of meeting indicating the agenda, date, time, place of meeting and any locations where participants may take part through an

audiovisual connection must be sent to the address of each Director and Statutory Auditor at least five days before the date scheduled for the meeting. In the event of an emergency, the Board of Directors can be convened by telegram, fax, electronic mail or another electronic means with confirmation of receipt at least 24 hours before the date of the meeting.

**3.** The Chairman coordinates the work of the Board of Directors and ensures that adequate information is provided to all Directors about the subjects included on the agenda.

**4.** The Board of Directors is convened to meet at the registered office or elsewhere in Italy, whenever the Chairman or, where he is absent or unavailable, the Chief Executive Officer deems this necessary, or if such a meeting is requested in writing by at least one third of the directors or by the Board of Statutory Auditors or individually by each member of the latter according to the applicable statutory provisions.

**5.** Participants may attend a meeting of the Board of Directors remotely through the use of audiovisual connection systems (video conference or conference call). In that case, all participants must be identifiable and each participant must be guaranteed the opportunity to speak and to express their opinion in real time and to receive, send and view documentation not seen previously. In addition, the simultaneous nature of examinations, speeches and discussions must be ensured. Directors and Auditors connected remotely must have access to the same documentation distributed to those present at the location where the meeting is held. The meeting of the Board of Directors is

considered to be held at the place where the Chairman and the Secretary are present and the latter must operate jointly here.

6. Meetings shall be valid even if not convened as above as long as all Directors and members of the Board of Statutory Auditors in office are present.

7. Board of Directors' meetings are chaired by the Chairman or, if he is absent or unavailable, by the single Deputy Chairman, or, if there is more than one Deputy Chairman, by the longest serving among those present, or if they have been in office the same amount of time, by the oldest among them.

If the Chairman, the single Deputy Chairman or all the Deputy Chairmen are absent or unavailable, the meeting shall be chaired by the Chief Executive Officer or, if he is absent or unavailable, by the most senior director present according to the criteria mentioned above.

If the Secretary is absent or unavailable, the Board appoints his replacement.

#### **Art. 17**

1. In order for resolutions of the Board of Directors to be valid, the majority of the members in office must be present.

2. Resolutions are taken by a majority vote, with abstentions excluded.

In the event of a tie, the person chairing the meeting shall have the casting vote.

3. Voting must take place by means of an open ballot.

## **Art. 18**

1. Resolutions of the Board of Directors must be recorded in minutes transcribed in a minute book and signed by the Chairman of the meeting and by the Secretary.

## **Art. 19**

1. The Board of Directors is invested with all powers to manage the Company, and to this end, may pass resolutions or carry out measures that it deems necessary or useful to achieve the Company's objects, with the exception of matters reserved for the Shareholders' Meeting by law or according to the bylaws.

The Board of Directors is also responsible, in accordance with Art. 2436 of the Civil Code, for adopting resolutions concerning:

- “simplified” mergers or demergers pursuant to Arts. 2505, 2505-*bis*, 2506-*ter*, last paragraph of the Civil Code;
- the establishment or closure of secondary offices;
- the transfer of the registered office within the national territory;
- indication of which Directors serve as legal representatives;
- the reduction of the share capital following withdrawal;
- amendments to the Bylaws to comply with laws and regulations,

it being understood that these resolutions may also be adopted by an Extraordinary Shareholders' Meeting.

The Board of Directors must ensure that the Chief Financial Officer

has adequate resources and powers to carry out the duties entrusted to him by law and ensure compliance with administrative and accounting procedures.

**2.** The Board of Directors may - within the limits prescribed by law and according to the Bylaws - delegate its powers and authorities to the Executive Committee. It may also appoint one or more Chief Executive Officers to whom to delegate the above powers and authorities within the same limits.

In addition, the Board of Directors may also set up one or more committees with a consulting, advisory or supervisory role, in accordance with the applicable laws and regulations.

The Board of Directors has the power to appoint one or more General Managers.

**3.** Delegated bodies must report to the Board of Directors and to the Board of Statutory Auditors at least once every quarter, in the course of board meetings, on the work carried out, on the general business performance and its foreseeable outlook, as well as on operations of major importance in terms of their size and characteristics carried out by the Company and its subsidiaries.

Directors report to the Board of Statutory Auditors on the activities carried out and on the most significant financial operations carried out by the Company and its subsidiaries. Specifically, they report on operations in which Directors have a personal or external interest or which are influenced by the entity responsible for management and coordination. These activities are usually reported in the course of

board meetings and at least every quarter. Where particular circumstances make it appropriate to do so, they may also be reported in writing to the Chairman of the Board of Statutory Auditors.

**4.** After consulting with the Board of Statutory Auditors, the Board of Directors appoints the Chief Financial Officer, within the meaning of Art. 154-*bis* of Legislative Decree 58/98, and gives him sufficient resources and powers to perform the duties assigned to him.

The Chief Financial Officer must meet professional requirements of at least three years' experience in the performance of management and supervisory duties, or in the performance of managerial or consulting duties in a listed company and/or related groups of companies or in large-sized companies, organisations and undertakings, including with regard to the preparation and monitoring of corporate accounting documents. The Chief Financial Officer must also meet the requirements of integrity prescribed for auditors by current laws. The loss of these requirements shall result in dismissal from the position, which must be announced by the Board of Directors within thirty days of it becoming aware of that circumstance.

In the appointment process, the Board will establish that the aforementioned Officer meets the requirements laid down herein and by current legislation.

## **Art. 20**

**1.** Directors are entitled to the reimbursement of any expenses

incurred in carrying out their duties. The Shareholders' Meeting resolves on the annual remuneration of the Board of Directors, which shall remain unchanged until otherwise resolved by the Shareholders' Meeting and which may also consist of a fixed part and a variable part, the latter conditional upon achieving certain targets. The manner in which the emoluments payable to the Board of Directors are distributed shall, where the Shareholders' Meeting has not done so, be determined by a resolution of the Board itself.

**2.** This does not affect the right of the Board of Directors, having consulted with the Board of Statutory Auditors, to determine, in addition to the total amount decided by the Shareholders' Meeting according to the previous paragraph, the remuneration payable to Directors invested with specific duties, within the meaning of Article 2389, third paragraph, of the Civil Code.

**3.** Alternatively, the Shareholders' Meeting may determine a total amount payable with respect to the remuneration of all Directors, including those invested with specific duties. This amount is then allocated by the Board of Directors, having consulted with the Board of Statutory Auditors, to the Directors invested with specific duties, within the meaning of Article 2389, third paragraph, of the Civil Code.

## **Executive Committee**

### **Art. 21**

1. The Board of Directors may appoint an Executive Committee and determine its duration and the number of members. The number of members of the Committee includes, as ex officio members, the Chairman, the Chief Executive Officer or Officers if more than one, where appointed.
2. The Secretary of the Committee is the same as that of the Board of Directors, unless otherwise resolved by the Board.

### **Art. 22**

1. Participants may attend a meeting of the Executive Committee remotely through the use of audiovisual connection systems (video conference or conference call) in accordance with Art. 16, paragraph 5. Directors and Auditors connected remotely must be able to have access to the same documentation distributed to those attending at the location where the meeting is held.
2. The procedures for the calling and operation of the Executive Committee - where not laid down by current legislation or specified herein - are determined by specific Regulations approved by the Board of Directors.

### **Art. 23**

1. In order for resolutions of the Executive Committee to be valid, the majority of its members in office must be present. Resolutions are taken by an (absolute) majority vote, excluding abstentions, and in the event of a tie, the chairman shall have the casting vote.

### **Art. 24**

1. Resolutions of the Executive Committee must be recorded in minutes transcribed in a minute book and signed by the Chairman and by the Secretary.

## **Company representation**

### **Art. 25**

1. Responsibility for representing the Company in dealings with third parties and in court and for signing on behalf of the company lies with the Chairman or, where he is absent or unavailable, permanently or temporarily, with the Deputy Chairman or with each of the Deputy Chairmen if more than one, with the priority determined under Art. 16 paragraph 7. Responsibility also lies with the Chief Executive Officer or Officers, if appointed, within the limits of the powers delegated.

2. In dealings with third parties, the deputy's signature is proof of the

absence or unavailability of the person being replaced.

3. The Board may also, where necessary, appoint agents from within or outside the Company to carry out specific deeds.

## **Board of Statutory Auditors**

### **Art. 26**

The Board of Statutory Auditors comprises three statutory auditors and two alternate auditors.

The statutory auditors' term of office is three years, expiring on the date of the Shareholders' Meeting called to approve the accounts of the last year of their tenure. They may be re-elected. Their remuneration is determined by the Shareholders' Meeting upon their appointment for the entire duration of their term.

Statutory auditors must meet the requirements established by law and other applicable provisions. As regards the requirements of professionalism, the subjects and sectors of activity strictly linked to those of the Company are those of commerce, fashion and IT, as well as those regarding private law and administrative disciplines, economic disciplines and those relating to company auditing and organisation. Members of the Board of Statutory Auditors are subject to the limits on the number of management and supervisory positions held concurrently as established by CONSOB regulations.

The Board of Statutory Auditors is appointed by the Shareholders'

Meeting on the basis of lists submitted by the shareholders, according to the procedures set out in the following paragraphs, unless otherwise specified in mandatory laws or regulations.

Minority shareholders – who have no material direct or indirect connection within the meaning of article 148, paragraph 2, of Legislative Decree 58/1998, and related regulations – may appoint one statutory auditor, who will act as Chairman of the Board of Statutory Auditors, and one alternate auditor. Minority auditors are elected at the same time as other members of management bodies, except when they are replaced, a situation governed as set out below.

Shareholders may submit a list for the appointment of the Board of Statutory Auditors if, at the time of submission, they hold a shareholding, individually or together with other submitting shareholders, at least equal to that determined by CONSOB pursuant to article 147-ter, paragraph 1, of Legislative Decree 58/1988 and in compliance with the Issuers' Regulations approved by resolution 11971 of May 14, 1999, as amended.

The lists are deposited at the Company headquarters at least 25 (twenty five) days before the date of the Shareholders' Meeting called to appoint the statutory auditors (first or only call). The Company must also make the lists available to the public at least 21 (twenty one) days before the date of the Shareholders' Meeting, according to procedures set out under the laws in force.

Lists must indicate the names of one or more candidates for the position of Statutory Auditor and one or more candidates for the

position of Alternate Auditor. The candidates' names are ordered progressively in each section (Statutory Auditor section, Alternate Auditor section), and their number must not be greater than the number of auditors to be elected.

Furthermore, the lists contain, also in annexes:

(i) information on the identity of the shareholders presenting the lists, and their total percentage shareholding; ownership of the total shareholding is certified, also after submission of the lists, according to the terms and procedures established by the laws and regulations currently in force;

(ii) a declaration by shareholders other than those who hold, individually or jointly, a relative majority shareholding, certifying the absence of relationships pursuant to article 144-quinquies of the Issuers' Regulations with the latter;

(iii) detailed information on the personal and professional characteristics of the candidates, as well as a declaration from these candidates certifying that they meet the requirements established by law and accept the candidacy, along with a list of management and control positions held in other companies;

(iv) any other declaration, information and/or document provided for by law and by the applicable regulations.

Lists submitted that do not comply with the above provisions are considered ineligible.

If by the deadline for the submission of lists, only one list has been submitted or there are only lists submitted by shareholders acting in

concert pursuant to the applicable provisions, further lists may be deposited up to the third day after this deadline. In this event, the abovementioned thresholds required to submit a list are halved.

A shareholder may neither present nor vote for more than one list, either directly, through a third party or a fiduciary company. Shareholders belonging to the same group and shareholders belonging to a shareholders' agreement relating to the Issuer's shares may not submit nor vote for more than one list, either directly, through a third party or a fiduciary company. Memberships and votes cast in breach of this prohibition shall not be attributed to any list. A candidate may be present on one list alone, failing which he shall be deemed ineligible.

Statutory auditors are elected as follows: (i) from the list obtaining the greatest number of votes ("majority list"), are taken, according to the order of presentation, two statutory auditors and one alternate auditor; (ii) from the list obtaining the second greatest number of votes and which is not linked, even indirectly, to the shareholders that submitted or voted for the majority list pursuant to the applicable provisions ("minority list") are taken, according to the order of presentation, one statutory auditor, who will chair the Board of Statutory Auditors ("minority auditor") and one alternate auditor ("minority alternate auditor"). If two lists receive the same number of votes, preference shall be given to the list submitted by shareholders with the greatest shareholding at the time the lists are submitted, or alternatively, that submitted by the greatest number of shareholders.

If only one list is presented, the Shareholders' Meeting shall vote on it,

and if it obtains the relative majority of votes, without taking abstentions into account, all the candidates for the positions of standing and alternate auditor on the list shall be elected. In this case, the Chairman of the Board of Statutory Auditors shall be the first statutory auditor candidate.

If no lists are presented, the board of statutory auditors and the Chairman are appointed by the Shareholders' Meeting through simple majority voting prescribed by law.

If the majority auditor leaves his position for whatever reason, he shall be replaced by the alternate auditor taken from the majority list.

If the minority auditor leaves his position for whatever reason, he shall be replaced by the minority alternate auditor.

Pursuant to article 2401, paragraph 1 of the Civil Code, the Shareholders' Meeting appoints and replaces auditors, in compliance with the principle of mandatory minority shareholder representation.

## **Art. 27**

1. The Board of Statutory Auditors carries out the duties entrusted to it by law and by other applicable regulations. During the entire period in which the Company's shares are admitted for trading on an Italian regulated market, the Board of Statutory Auditors also exercises any other duty and power prescribed by special laws. With particular regard to reporting to the Board of Statutory Auditors, the directors must report to that board every quarter, pursuant to Article 150 of Legislative

Decree no. 58 of February 24, 1998, and in accordance with the procedures set out in Article 19, paragraph 3, hereof.

2. Meetings of the Board of Statutory Auditors may also be held through the use of teleconferencing and/or videoconferencing systems, provided that:

a) the Chairman and the person taking the minutes are present in the place in which it is convened;

b) all participants can be identified and can follow the discussion, can receive, send and view documents and can contribute to the discussion of all agenda items in real time. Having verified these requirements, the Board of Statutory Auditors' meeting is deemed to take place in the place where the Chairman and the person taking the minutes are situated.

3. Statutory auditing of the accounts is carried out, in accordance with the applicable legal provisions, by a party having the requirements laid down in existing legislation.

## **Financial Statements, Dividends, Reserves**

### **Art. 28**

1. The financial year ends on December 31 of each year.

2. At the end of each financial year, the Board of Directors prepares the financial statements, in accordance with legal requirements and with other applicable provisions.

## **Art. 29**

1. The net profit shown in the financial statements, minus the portion to be allocated to the legal reserve up to the limit prescribed by law, is allocated according to the resolutions taken by the Shareholders' Meeting. Specifically, on the proposal of the Board of Directors, the Shareholders' Meeting may vote on the formation and increase of other reserves. The board may decide to distribute interim dividends according to the procedures and forms prescribed by law.

The Extraordinary Shareholders' Meeting may vote on the allocation of earnings or reserves made up of earnings to employees of the Company or its subsidiaries through the issue, up to an amount equivalent to such earnings, of ordinary shares without any restriction or special categories of shares to be assigned individually to employees, pursuant to Art. 2349 of the Civil Code.

## **Winding-up - Liquidation**

### **General Provisions**

## **Art. 30**

1. As far as the liquidation of the Company is concerned, for any matter not expressly provided for herein, the relevant laws shall apply.

\*\*\*\*\*

This text of the company bylaws is the latest update following the issue of 93,600 shares resulting from the exercise of options under stock option plans.

Bologna, June 6<sup>th</sup> 2011