

Annex "C" to deed no.68573/file no. 32199

**ARTICLES OF ASSOCIATION**

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**TITLE I**

**ESTABLISHMENT - BUSINESS NAME - REGISTERED OFFICE - DURATION**

**ARTICLE 1**

1.1 A public limited company called: "**FINE FOODS & Pharmaceuticals N.T.M. S.p.A.**" is established, or, abbreviated, "**FINE FOODS N.T.M. S.p.A.**" (hereafter the "**Company**").

**ARTICLE 2**

2.1 The Company has its registered office in Verdellino (BG), Zingonia.

**ARTICLE 3**

3.1 The Company duration is until 2075.

**TITLE II**

**CORPORATE PURPOSE**

**ARTICLE 4**

4.1 The Company - as a benefit corporation, under Law 28 December 2015, single article, paragraphs 376-383 - intends to pursue one or more purposes of common benefit and operate responsibly, sustainably, and transparently, towards people communities, regions and environment, cultural and social assets and activities, entities and associations and other stakeholders. This paragraph does not change the provisions of paragraph 4.2 below.

4.2 The Company, its Italian and foreign subsidiaries or affiliates have the following purpose:

- research, study, design, manufacturing, processing, packaging and trade, including export and import, as raw material, semi-finished and finished product, of various food, pharmaceutical, parapharmaceutical, dietetic, chemical, cosmetic and veterinary products, medical and surgical devices. This includes services, equipment and parts which are instrumental to the above products;
- provide organisation, supervision, and control services in the field of research, study, design, manufacture, processing, packaging and trade of various food, pharmaceutical, parapharmaceutical, dietetic, chemical, cosmetic, veterinary products, medical and surgical devices;
- provide services in the field of electronic data processing and bookkeeping; drafting and analysis of feasibility and budget plans; organisation, implementation, and analysis of marketing plans;
- scientific, medical, technological, bibliographic, and chemical-analytical works and research;
- prepare scientific and administrative dossiers, and technical assistance for their bureaucratic procedures;
- provide services in the field of safety at work and environmental protection;
- personnel training in the above subjects.

The Company will carry out all the commercial, industrial, investment and property, financial, necessary, instrumental or useful transactions to achieve the corporate purpose, by assuming directly and indirectly interests and shareholdings in other companies which have a similar or related purpose. The Company may guarantee third parties' obligations, including non-shareholders, grant endorsements, sureties, guarantees, including collateral, and pledges, provided that they are useful or necessary for the performance of the corporate purpose.

Financial activities reserved for the public and any other activity reserved by law are strictly excluded from the corporate purpose. The company may take loans from its shareholders, and their parent companies, subsidiaries or affiliates or parent company subsidiaries under the conditions set forth in art. 11 of Legislative Decree 385/93 and related resolutions of the Interministerial Credit and Savings Committee (C.I.C.R) and their subsequent amendments and additions.

### **TITLE III**

#### **CAPITAL - SHARES - CONTRIBUTIONS - WITHDRAWAL - BONDS**

##### **ARTICLE 5**

5.1 The Share Capital is € 22,770,445.02 and is divided into 22,060,125 Ordinary Shares, 3,500,000 Multiple-voting Shares with no nominal value.

5.2 The Shareholders' Meeting may allow the Board of Directors to increase the share capital, once or several times, and issue convertible bonds up to a determined amount and for up to 5 (five) years after the resolution date.

5.3 If there is a capital increase, the newly issued shares may be allocated in a non-proportional amount to the contributions, subject to the consent of the relevant shareholders.

5.4 The shareholders' domicile, as far as relations with the Company are concerned, is that resulting from the shareholders' register, unless otherwise notified in writing to the Board of Directors.

5.5 Under article 2441, paragraph 4, second sentence of the Italian Civil Code, the Company may approve share capital increases with the exclusion of pre-emption rights, up to a limit of ten per cent of the pre-existing capital. This is subject to the issue price matching the share market value confirmed by a statutory auditor or an auditing company's report.

5.6 Allocating profits to the Company's or its subsidiaries' employees is legally allowed by issuing shares under art. 2349, paragraph 1, of the Civil Code.

##### **ARTICLE 6**

6.1 Ordinary and Multiple-voting are subject to centralised uncertificated procedures under articles 83-bis et seq. of Legislative Decree no. 58/1998 and subsequent amendments and additions (Consolidated Law on Financial Intermediation "TUF").

6.2 Ordinary Shares are freely transferable. Each Ordinary Share

gives the right to one vote. The Ordinary Shares issue and circulation regime is governed by legislation.

6.3 Without prejudice to these Articles of Association, Multiple-voting Shares have the same rights and obligations as Ordinary Shares.

6.4 The Multiple-voting Shares have the same rights as ordinary shares. Each Multiple-voting Share grants the right to receive profits and available reserves for which the Company approves their distribution as for ordinary share, except for the following cases:

(a) each Multiple-voting Share provides the holder with three votes under art. 2351, paragraph 4 of the Civil Code and art. 127-sexies of Legislative Decree no. 58/1998 in all ordinary and extraordinary Company Shareholders' Meetings under the legal limits;

(b) Multiple-voting Shares are automatically converted into ordinary shares based on one Ordinary Share for each Multiple-voting Share (without the need for resolutions by a Company Shareholders' Meeting or special Shareholders' Meeting holding Multiple-voting Shares) if the disposal is to parties who are not already holders of Multiple-voting Shares, unless the transferee belongs to the transferor Group (as hereafter defined). If the transferee stops being a party to the transferor Group, all Multiple-voting shares held will be automatically converted into ordinary shares, based on an Ordinary Share for each Multiple-voting Share. "Group" means any party, an individual or legal person, who, under Article 2359, paragraph 1 of the Civil Code, directly or indirectly, individually or jointly, controls, or is controlled by, a shareholder legal person, or by individuals or legal persons who control the shareholder legal person;

(c) Multiple-voting Shares may be converted into ordinary shares, in whole or in part, in several tranches, if the relevant holder requests the Chairperson of the Company's Board of Directors (with a copy to the Chairperson of the Board of Statutory Auditors). This conversion shall be based on an Ordinary Share for each Multiple-voting Share;

(d) the Board of Directors certifies a conversion by a resolution passed with the legal majorities. If the Board of Directors fails to act, the conversion is certified by the Board of Statutory Auditors by a resolution adopted with the favourable vote of the majority of those present;

(e) under no circumstances may ordinary shares be converted into Multiple-voting Shares.

6.5 As a result of the automatic conversion of the Multiple-voting Shares into Ordinary Shares, the Board of Directors will: (a) record the conversion in the shareholders' register with cancellation of the Multiple-voting Shares and issue of Ordinary Shares; (b) under Article 2436, paragraph 6 of the Civil Code, file the Articles of Association with the modification of the total shares and shares of the different categories, in which the social capital is divided, in the companies register; (c) communicate the

conversion to the public under the applicable regulations and carry out all other reports and declarations that may become necessary.

6.6 The Company may issue Multiple-voting Shares only in the following cases: (i) capital increase, resolved at an issue value which is determined based on the market value and equal to the weighted average market price of the Company's shares in the last six months, including the share premium, through new capital contributions without exclusion or limitation of the option right, under article 6.8 below; and (ii) merger or demerger, under article 6.9 below.

6.7 If a share capital increase is carried out by issuing ordinary shares only, the right to subscribe the ordinary shares to be issued will be granted to all shareholders (unless the related option right is legally excluded or not due) proportionally and for Ordinary or Multiple-voting Shares they hold at the time of the share capital increase. In this case, the need to approve the resolution under art. 2376 of the Civil Code by the special meeting of holders of Multiple-voting Shares is excluded.

6.8 If a capital increase is implemented by issuing Ordinary and Multiple-voting Shares, (i) the number of Ordinary and Multiple-voting Shares to be issued must be proportional to the Ordinary and Multiple-voting Shares in which the share capital will be divided at the date of the related resolution and (ii) the Ordinary and Multiple-voting Shares to be issued must be offered for subscription to the individual shareholder in relation and in proportion to the Ordinary and Multiple-voting Shares held by them at the time of the capital increase, specifying that the Multiple-voting Shares may only be subscribed by shareholders who already hold those Shares. In the absence of subscription of the Multiple-voting Shares to be issued by the shareholders who hold those Shares, the Multiple-voting Shares will automatically be converted into ordinary shares based on one Ordinary Share for each Multiple-voting Share, and will be offered to the other shareholders under the law.

6.9 If the Company takes part in a merger by incorporation as the incorporating company or own merger, the holders of Multiple-voting Shares will be entitled to receive, within the swap ratio, shares with the same features (at least for the multiple voting right aspect) of the Multiple-voting Shares, within legal and compatibility limits;

#### **ARTICLE 7**

7.1 According to the Shareholders' Meeting resolutions, shareholder contributions may include money, assets in kind or receivables.

7.2 Shareholders can finance the Company with interest-bearing or non-interest-bearing payments, in capital account or other security, with repayment obligation, in compliance with applicable laws and regulations.

#### **ARTICLE 8**

8.1 Shareholders may withdraw in mandatory legal cases.

8.2 The liquidation value of the shares is determined under art. 2437-ter, paragraph 2, of the Civil Code.

8.3 The right of withdrawal does not apply to shareholders who have not approved the resolutions about extending the Company duration or the introduction or removal of restrictions on outstanding Shares.

#### **ARTICLE 9**

9.1 The issue of bonds is approved by the Board of Directors. This does not apply to bonds that are convertible into Shares or backed by warrants approved by the Extraordinary Shareholders' Meeting. This is without prejudice to the power to delegate to the Board of Directors under applicable laws and regulations.

#### **TITLE IV**

#### **SHAREHOLDERS' MEETING**

#### **ARTICLE 10**

10.1 The Shareholders' Meeting is legally convened, using a notice published on the Company's website and under the other applicable legal and regulatory procedures.

10.2 The Shareholders' Meeting may be legally convened outside the Municipality where the registered office is located if it is in Italy, or only electronically.

10.3 The power to convene the Shareholders' Meeting is attributed to the Board of Directors and the Chairperson of the Board of Directors or the CEO, in their absence or impediment. This is without prejudice to the power of the Board of Statutory Auditors or at least two of its members to convene the Meeting, under article 151 of the Consolidated Law on Financial Intermediation "TUF" and other applicable legal and regulatory provisions.

10.4 The Ordinary Shareholders' Meeting must be convened to approve the financial statements within one hundred and twenty (120) days from the end of the financial year or within any longer term legally applicable.

10.5 The special meeting resolutions provided for in Article 2376 of the Civil Code, necessary for the approval of the resolutions that prejudice the rights of one or more Share categories and the resolutions of the special meetings provided for in these Articles of Association, are validly adopted with the favourable majority vote.

10.6 The ordinary and the extraordinary Shareholders' Meetings shall usually be held on a single call. The Board of Directors and the Chairperson of the Board of Directors or the CEO, in their absence or impediment, may call the Shareholders' Meeting on the second and third call, under applicable laws and regulations, explaining the reasons for the Meeting.

10.7 If required by the Board of Directors, the Chairperson of the Board of Directors or the CEO in their absence or impediment, the call notice will specify that the Ordinary and Extraordinary Shareholders' Meeting may be held with (i) the participation

exclusively of the Designated Representative under article 135-*undecies* of the TUF if allowed by and compliant to applicable law, including regulations, and/or (ii) participants located in different places, near or distant, audio/video connected, provided that the collective decision making method and principles of good faith and equal treatment of shareholders under applicable legislation are followed: (a) the Chairperson of the Meeting is allowed to ascertain the identity and legitimacy of participants, regulate the Meeting, ascertain and announce the results of voting; (b) the person taking the minutes is allowed to adequately perceive the Meeting's events being recorded; (c) participants are allowed to take part in the discussion and vote simultaneously on the agenda items, including electronically; (d) the notice of call must indicate (i) if the Meeting is held in videoconferencing, the audio/video locations connected by the Company where participants may gather or the relevant remote access methods that allow only those entitled to participate; and (ii) if the Meeting is held in teleconferencing, the telephone number to which shareholders or members of the Board of Directors or members of the Board of Statutory Auditors may connect and the methods for obtaining the access password, if any.

10.8 If, at the time scheduled for the start of the Shareholders' Meeting, a connection is not possible, the Meeting is invalid and must be reconvened. If the connection is suspended during the Shareholders' Meeting, the Meeting shall be suspended, and the resolutions adopted until then shall be considered valid.

#### **ARTICLE 11**

11.1 Entitlement to attend the Meeting and exercise the right to vote are governed by current legislation.

#### **ARTICLE 12**

12.1 Those who have the right to vote may be represented at the Shareholders' Meeting under the law, by a proxy issued according to legislation. The proxy may be notified to the Company electronically, by e-mail under the notice of call procedures.

12.2 The Company may designate, for each Shareholders' Meeting, and mention this in the notice of call, a person on whom the shareholders may confer proxy with voting instructions on all or some of the proposals on the agenda, under legal terms and procedures.

#### **ARTICLE 13**

13.1 The Shareholders' Meeting is chaired by the Chairperson of the Board of Directors or, in their absence or impediment, by the Chief Executive Officer, failing which the Shareholders' Meeting elects its Chairperson.

13.2 The Chairperson of the Shareholders' Meeting is assisted by a secretary, who may be a non-shareholder, designated by the Chairperson and may appoint one or more scrutineers, who may be non-shareholders. In the cases provided for by law or when deemed appropriate by the Chairperson, the minutes are drawn up by a notary

acting as Secretary who is chosen by the Chairperson.

13.3 The Shareholders' Meeting resolutions must be recorded in minutes, drawn under applicable regulations and signed by the Chairperson and the Secretary or the Notary chosen by the Chairperson.

#### **ARTICLE 14**

14.1 The Ordinary and Extraordinary Shareholders' Meeting shall resolve the items assigned to it by law and these Articles of Association.

14.2 Without prejudice to this article and the other provisions of these Articles of Association, the resolutions of the ordinary and extraordinary Shareholders' Meetings shall be taken with the legal majorities. For calculating the quorum required under the law and these Articles of Association for Ordinary and Extraordinary Shareholders' Meeting constitution purposes and adopting the relevant resolutions, the number of votes attributed to the shares issued by the Company, including Multiple-Voting Shares, shall be counted. The special Shareholders' Meetings are regularly constituted and resolve with the ordinary legal majorities.

### **TITLE V BOARD OF DIRECTORS**

#### **ARTICLE 15**

15.1 The Company is governed by a Board of Directors consisting of not less than 5 (five) and not more than 12 (twelve) members, established by resolution of the Ordinary Shareholders' Meeting when appointing the Board of Directors or amended by a subsequent Shareholders' Meeting resolution.

15.2 The Directors are appointed for a period of 3 (three) financial years, or a period not exceeding 3 (three) financial years, established at the time of appointment, and may be re-elected. The Director's term of office ends on the date the Shareholders' Meeting is called to approve the Financial Statements of the last financial year of their office. This is without prejudice to termination and forfeiture cases provided for by law and these Articles of Association.

15.3 Directors cease to hold office in legal cases.

#### **ARTICLE 16**

16.1 The Directors are appointed by the Shareholders' Meeting based on the lists of candidates submitted by the shareholders and filed at the Company's registered office under applicable law and regulations.

16.2 Only those shareholders who, alone or together with others, hold shares with voting rights representing a percentage no lower than that prescribed for the Company by applicable law and regulations, can submit lists. The notice of call of the Shareholders' Meeting convened to resolve the appointment of the Board of Directors indicates the percentage shareholding required to submit candidate lists.

16.3 Each shareholder and (i) shareholders which belong to the same group, i.e. the controlling party (including non-corporate) under art. 2359 of the Civil Code and any company controlled by or under the common control of the same party, or (ii) shareholders who are members of the same shareholders' agreement under art. 122 of the Consolidated Law on Finance Intermediation (TUF), or (iii) shareholders who have relevant relationships under applicable law and regulations, may not submit or take part in a submission (neither through a third party nor trust company) of more than one list. They may not vote for different lists. Participation and votes cast in breach of this prohibition shall not be attributed to any list if they determine the vote outcome.

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

16.5 The lists must contain a number of candidates which does not exceed the maximum number of eligible directors under Article 15.1 of these Articles of Association. Without prejudice to compliance with the criterion guaranteeing a balance between genders within the Board of Directors, each list containing several candidates not exceeding seven (7) must have and expressly indicate at least one Director who meets the independence requirements established under applicable laws and regulations (the "Independent Directors"); if it contains several candidates exceeding seven (7), it must include at least two Independent Directors.

16.6 Any list for which the provisions referred to in this article are not complied with shall be deemed not to have been submitted. Each person entitled to vote may vote for only one list.

16.7 The lists submitted must be filed at the Company's registered office, including remotely as indicated in the notice of call and made public within the terms and according to applicable legal and regulatory procedures.

16.8 Candidates must meet the integrity requirements under applicable law and the relevant lists must be accompanied by:

(i) the information on the identity of the shareholders who have submitted the lists, with an indication of the total percentage of their shareholding. The certification showing ownership of such shareholding may be produced after the lists have been filed, provided that it is within the deadline set for the lists' publication by the Company;

(ii) exhaustive information on the personal and professional features of candidates and a declaration of the candidates stating that there are no reasons for their ineligibility and incompatibility and that they comply with the requirements - including independence, if applicable - set out by applicable law and regulations and the Articles of Association;

(iii) the declaration by which each candidate accepts their candidacy;

(iv) any other or different statement, information or document required by applicable law and regulations.



16.9 After the vote, the candidates of the two lists that obtained the highest number of votes are elected, provided that they exceed half of the percentage of share capital required to submit the lists. This is calculated at the time of voting, according to the following criteria:

(i) several directors equal to the total number of members of the Board of Directors, as previously established by the Shareholders' Meeting, minus one, are taken from the list that obtained the highest number of votes (the "Majority List"); within these limits, the candidates are elected in the numerical order indicated in the list;

(ii) one Director shall be drawn from the list with the second-highest number of votes and that is not connected, directly or indirectly, with the shareholders who submitted or voted for the Majority List (the "Minority List"), who is the candidate indicated with the first number on the list.

16.10 If there is a tie between two or more lists, a new vote shall be held by the Shareholders' Meeting, for the lists that are tied, with the list obtaining the highest number of votes prevailing.

16.11 If the candidates elected according to the above mentioned procedures do not ensure the appointment of enough Independent Directors required by legislation, including, where applicable, regulations on companies with shares listed on the Euronext STAR Milan market, the following procedure shall be adopted: (i) the non-independent candidate who was elected last numerically from the Majority List shall be replaced by the first independent candidate who was not elected from the same list, if they were in the same list, in numerical order. If this system does not allow for the presence of the necessary number of Independent Directors, (ii) the candidate elected from the Minority List, if they do not meet the independence requirements, shall be replaced by the first unelected candidate meeting the independence requirements on the same list in numerical order. If this procedure does not ensure the necessary number of Independent Directors, the replacement referred to in point (i) above shall be decided by a resolution taken by the Shareholders' Meeting relative majority vote and subject to a submission of nominations meeting the independence requirements.

16.12 If the composition of the Board of Directors does not comply with the provisions on gender balance, the following procedure shall be adopted: (i) first of all, the candidate elected as the last in numerical order from the Majority List belonging to the most represented gender shall be excluded and replaced by the first unelected candidate taken from the same list, belonging to the other gender. If this system does not allow for compliance with the gender balance requirements, (ii) the candidate elected from the Minority List belonging to the most represented gender shall be replaced by the first unelected candidate taken from the same list, belonging to the other gender; until candidates equal to the

minimum number required by applicable rules on gender balance are elected.

16.13 If the procedure described above does not ensure partial or full compliance with the gender balance the replacement referred to in point (i) of article 16.12 above shall be decided by a resolution taken by the Shareholders' Meeting relative majority vote and subject to a submission of nominations of candidates belonging to the less represented gender.

16.14 If only one list is submitted, the Shareholders' Meeting shall resolve with the majorities provided for by law, and all the Directors shall be elected from that list, according to the relevant numerical order. If the candidates elected according to the above mentioned procedures do not ensure the presence of a minimum number of directors meeting the independence requirements under applicable law and regulations and compliance with the minimum legal requirements on gender balance, the Shareholders' Meeting shall appoint candidates using the legal majorities, subject to submission of candidate nominations of those with the necessary legal requirements on independence and gender balance.

16.15 If the lists and voting mechanisms fail to provide an adequate number of candidates required as directors to be elected by the Ordinary Meeting, or if the Board of Directors does need renewing entirely, the Board of Directors is appointed or supplemented by the Shareholders' Meeting with the legal majorities and without recourse to list voting, to ensure compliance with the minimum requirements under applicable law and regulations on director independence and gender balance. This is without prejudice to the provisions of art. 17.1 below.

16.16 This is without prejudice to any different or further mandatory law or regulations.

#### **ARTICLE 17**

17.1 If, during the financial year, one or more Directors cease to hold office, provided that the majority is still made up of Directors appointed by the Shareholders' Meeting, the following will occur under art. 2386 of the Civil Code:

- if the outgoing Director is taken from the Minority List, the Board of Directors shall appoint a replacement by co-optation, under art. 2386 of the Civil Code, from among the candidates belonging to the same list as the outgoing Director, if they meet the requirements;

- if there are no available and eligible candidates, or if the outgoing Director is taken from the Majority List, the Board of Directors shall appoint the replacement(s) by co-optation under art. 2386 of the Civil Code, without submitting lists or restrictions in the choice among the members of the previously submitted.

The Board and the Shareholders' Meeting shall make the appointment to ensure a minimum number of Directors meeting the independence requirements and compliance with gender balance law and

regulations.

17.2 The appointed Directors shall remain in office until the next Shareholders' Meeting, and those appointed by the Shareholders' Meeting shall stay in office for the period that the replaced Directors should have remained in office.

17.3 If the majority of directors appointed by the Shareholders' Meeting or the Chairperson of the Board of Directors cease office, the entire Board of Directors shall be deemed to have resigned and a Shareholders' Meeting shall be urgently convened by the remaining directors, or, if they are inactive, by the Board of Statutory Auditors, to appoint a new Board.

17.4 The loss of the independence requirements under applicable law or regulations for a Director does not constitute a cause for disqualification if the minimum number of members (under applicable laws and regulations) in possession of said independence requirements remain in office.

#### **ARTICLE 18**

18.1 The Board of Directors can meet outside the registered office, provided that it is in the European Union, Switzerland, the United Kingdom or the United States of America, or only electronically, every time the Chairperson deems it appropriate, and when requested by those entitled to do so under applicable law.

18.2 The Board of Directors is convened by the Chairperson or, in their absence or impediment, by the Chief Executive Officer with notice sent by post, telefax, e-mail or other methods established by the Board of Directors at least 3 (three) days before the meeting, or, in urgent cases, at least a day before the meeting. The Board of Directors meetings will be valid if all the directors and statutory auditors in office are present.

18.3 If decided by the Chairperson, the Board of Directors meetings can be held by audio or video conferencing, provided that: (a) the Chairperson of the Meeting is allowed ascertain the identity of participants, regulate the Meeting, ascertain and announce the results of voting; (b) the person taking the minutes is allowed to adequately perceive the Meeting's events being recorded; (c) participants are allowed to take part in the discussion and vote simultaneously on the agenda items, and view, receive or transmit documents; (d) the notice of call indicates (or immediately after, but as soon as possible and with a reasonable notice before the Meeting date), (i) if the Meeting is held in videoconferencing, the audio/video locations connected by the Company where participants may gather or the relevant remote access methods that allow only those entitled to participate; and (ii) if the Meeting is held in teleconferencing, the telephone number to which those entitled may connect by providing the access password, if any.

18.4 If, at the time scheduled for the start of the meeting, a connection is not possible, the meeting is invalid and must be reconvened. If the connection is suspended during the meeting, the meeting shall be suspended, and the resolutions adopted until then

shall be considered valid. If Board meetings take place via telecommunication means, if requested by the Chairperson of the Board or in their absence, a Director appointed by the majority of those present shall chair the meeting.

#### **ARTICLE 19**

19.1 The Board of Directors is vested with the broadest powers for ordinary and extraordinary Company administration and carries out everything necessary for the achievement of the corporate purpose, excluding the powers which are legally reserved to the Shareholders' Meeting.

19.2 In addition to exercising the powers granted to it by law, the Board of Directors is responsible for resolving on: (a) merger and demerger, in the cases provided for by the law; (b) establishing or closing down branch offices; (c) indication of which Directors may represent the Company; (d) reduction of share capital in case of withdrawal of one or more shareholders; (e) adjustment of the Articles of Association to regulatory provisions; (f) transfer of the registered office within the country; (g) adjusting the Articles of Association to meet Articles of Association provisions that have ceased to exist. The Board of Directors will arrange the filing with the relevant Companies' Register of a consequently updated version of the Articles of Association with the cancellation of such provisions. The attribution of these powers to the Board of Directors does not exclude the Shareholders' Meeting to resolve on the same matters.

#### **ARTICLE 20**

20.1 Within the limits of Article 2381 of the Civil Code, the Board of Directors may delegate its powers to any of its members, (each of them, the "Chief Executive") determining the powers' content, limits, and methods. The Board of Directors may grant powers of attorney for individual deeds or categories of deeds to other Board of Directors members.

20.2 Within their limits, the powers of the delegated bodies include granting powers of attorney for individual deeds or categories of deeds to Company employees and third parties, with the power to sub-delegate.

20.3 The Board of Directors may delegate part of its powers to an Executive Committee, composed of a minimum of three and a maximum of five directors, establishing delegation limits, committee numbers and operating procedures, also through the adoption of a specific regulation, or it may appoint a General Manager and one or more Managers, and establish their powers.

20.4 The Board of Directors may set up one or more committees with advisory, proposing or control functions, including those recommended by codes of conduct on corporate law promoted by the management companies of regulated markets or trade associations. The Board can adopt specific regulations governing the above committees.

20.5 The delegated bodies shall promptly report - verbally, or in

a written report when the Chairperson deems it appropriate, to the Board of Directors and Board of Statutory Auditors. In the absence of delegated bodies, the directors shall promptly report to the Board of Statutory Auditors - at least quarterly and at Board's meetings, on the general management performance and its foreseeable evolution and the most significant economic, financial and asset transactions, by size or characteristics, carried out by the Company and its subsidiaries. They report on the transactions in which they have an interest, on their behalf or on behalf of third parties, or which are influenced by the party exercising management and coordination.

#### **ARTICLE 21**

21.1 The Board of Directors elects a Chairperson from among its members if the Shareholders' Meeting has not done so. The Chief Executive Officer replaces the Chairperson in the event of the latter's absence or impediment.

21.2 The Chairperson performs the functions under the laws and regulations and these Articles of Association and those assigned to them by the Board of Directors.

21.3 Upon the Chairperson's proposal, the Board of Directors shall appoint a Secretary and a deputy, who may be external to the Company, for the Directors' term or one or more meetings.

#### **ARTICLE 22**

22.1 The meetings of the Board of Directors are chaired by the Chairperson or, in their absence or impediment, by the Chief Executive Officer. In the latter's absence, a Director appointed by those present chairs the meeting.

#### **ARTICLE 23**

23.1 For the resolutions of the Board of Directors to be valid, the presence of most of the Directors in office and the favourable vote of the majority of those present is required. If there is a tie, the vote of the Chairperson of the Board of Directors shall prevail.

#### **ARTICLE 24**

24.1 The Chairperson and the Chief Executive Officer are responsible for the Company legal representation and corporate signatory powers within the limits of their duties.

24.2 The above legal representatives may confer Company legal representation powers, including for court proceedings, with the right to sub-delegate.

#### **ARTICLE 25**

25.1 Directors are entitled to reimbursement of expenses incurred in the performance of their duties. The Ordinary Shareholders' Meeting may pay Directors a compensation and an end-of-office indemnity which could be an insurance policy. The Shareholders' Meeting can determine a total for the Directors' remuneration to be allocated by the Board of Directors under the law. Article 2389 of the Civil Code, third paragraph, first sentence, applies when defining the remuneration of directors vested with specific

powers, including those holding special offices, or the office of Chairperson and CEO. Their remuneration is defined by the Board of Directors, after consulting with the Board of Statutory Auditors, in compliance with any limits set by the Shareholders' Meeting. The Shareholders' Meeting can directly define the Chairperson and CEO remuneration.

#### **TITLE VI**

#### **BOARD OF STATUTORY AUDITORS**

#### **ARTICLE 26**

26.1 A Board of Statutory Auditors controls the company management. It consists of three statutory and two alternate members, appointed and functioning according to the law.

26.2 Auditors are appointed for three financial years, and their term of office expires on the date of the Meeting called to approve the financial statements for the last financial year of their term of office, and they can be re-elected.

26.3 Those who exceed the limits on the number of offices held, or for whom there are grounds for ineligibility or disqualification, or do not meet the requirements of independence, integrity and professionalism and the other requirements laid down by applicable laws and regulations, cannot be elected Auditors and, if elected, shall forfeit their office. To establish the professionalism and integrity requirements, topics relating to commercial law and tax law, business economics and corporate finance, and disciplines with a similar or comparable purpose, and topics and sectors related to the Company's business sector, are considered.

26.4 The members of the Board of Statutory Auditors shall be entitled to remuneration established for the entire term of office by the Shareholders' Meeting at the time of their appointment.

26.5 The Auditors' powers and duties shall be those established by law.

#### **ARTICLE 27**

27.1 The Statutory Auditors and the Alternate Auditors are appointed by the Shareholders' Meeting based on lists of candidates submitted by the shareholders and filed at the Company's registered office within the terms and following applicable legal and regulatory provisions, in which the candidates must be listed sequentially in numerical order.

27.2 Shareholders who, alone or together with others, represent at the time of submitting the list at least the percentage of share capital specified in article 18.3 above to submit lists of candidates for the office of Director, shall be entitled to submit lists. The notice of call of the Shareholders' Meeting convened to resolve the appointment of the Board of Statutory Auditors indicates the percentage shareholding required to submit candidate lists.

27.3 Each shareholder and (i) shareholders which belong to the same group, i.e. the controlling party (including non-corporate) under

art. 2359 of the Civil Code and any company controlled by or under the common control of the same party, or (ii) shareholders who are members of the same shareholders' agreement under art. 122 of the Consolidated Law on Finance Intermediation (TUF), or (iii) shareholders who have relevant relationships under applicable law and regulations, may not submit or take part in a submission (neither through a third party nor trust company) of more than one list. They may not vote for different lists. Participation and votes cast in breach of this prohibition shall not be attributed to any list if they determine the vote outcome. If a shareholder who submitted the Majority List of Statutory Auditors, or a person connected to a shareholder who submitted or voted for the Majority List of Statutory Auditors, voted for another list, the vote or the existence of such connection shall be decisive only if the vote was decisive for Statutory Auditor election purposes. This Auditor is taken from that other list and solely with reference to the vote cast for it.

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

27.5 The list shall consist of two sections: one for candidates for the office of Statutory Auditor, the other for candidates for the office of Alternate Auditor. The list must indicate at least one candidate for the office of Statutory Auditor and one candidate for the office of Alternate Auditor and may contain up to a maximum of three candidates for the office of Statutory Auditor and two candidates for the office of Alternate Auditor.

27.6 The first of the candidates in each section must be enrolled in the register of Statutory Auditors and have exercised statutory auditing activities for not less than three (3) years. If other candidates do not meet the requisites above, they must have the other professional requisites provided by the Articles of Association and applicable law and regulations.

27.7 To ensure a genders balance, the lists of at least three candidates must be composed of candidates belonging to both genders in each of the two sections. This means that a number of candidates belonging to the less represented gender complies with the applicable minimum legal requirements.

27.8 The lists must be accompanied by:

(i) the information on the identity of the shareholders who have submitted the lists, with an indication of the total percentage of their shareholding. The certification showing ownership of such shareholding may be produced after the lists have been filed, provided that it is within the deadline set for the lists' publication by the Company;

(ii) a statement of the shareholders who have submitted the lists other than those who hold, (even jointly), a controlling or relative majority of the shares, confirming the absence of any connection, even indirect, with the latter under the Articles of Association and applicable law and regulations;

(iii) comprehensive information on the candidates personal and professional features, listing the management and control positions held in other companies, and a declaration of the candidates stating that they comply with the requirements, including integrity, professionalism, independence and combination of offices, under applicable law and regulations and the Articles of Association;

(iv) the declaration by which each candidate accepts their candidacy;

(v) any other or different statement, information or document required by applicable law and regulations.

27.9 The lists submitted must be filed at the Company's registered office, including remotely as indicated in the notice of call and made public within the terms and according to applicable legal and regulatory procedures. If, by the deadline for filing lists, only one list has been filed, or only lists submitted by shareholders who relate to each other, applicable regulations for companies with shares listed on regulated markets shall apply.

27.10 If there is a failure to comply with the obligations set out in this article, the list shall be deemed not to have been submitted. Any changes that may occur up to the day the Shareholders' Meeting is held shall be promptly notified to the Company.

27.11 The vote of each shareholder shall relate to the list and automatically to all its candidates, without the possibility of changes, additions or exclusions.

27.12 The Board of Statutory Auditors shall be appointed under the following provisions:

(i) two Statutory Auditors and one Alternate Auditor are taken from the list that obtained the highest number of votes (the "Majority List of Auditors"), according to the numerical order in which they are listed;

(ii) the remaining Statutory Auditor, who shall be appointed Chairperson of the Board of Statutory Auditors, and the other Alternate Auditor are chosen from the list that obtained the second-highest number of votes and that is not connected directly or indirectly, under the Articles of Association and applicable legal and regulatory provisions, to those who submitted or voted for the Majority List (the "Minority List of Auditors"), based on the numerical order in which they are listed in the list sections.

27.13 If more than one list has obtained the same number of votes, a new ballot shall be held between these lists by those entitled to vote at the Meeting, and the candidates on the list with the relative majority shall be elected.

27.14 If only one list is submitted, the Shareholders' Meeting shall resolve with the majorities provided for by law, and all the Auditors shall be elected from that list, according to the relevant numerical order.

27.15 If, as a result of the voting for lists or voting for a single



list, the composition of the Board of Statutory Auditors is not ensured or does not follow the minimum applicable legal and regulatory requirements on gender balance, the candidate for Statutory Auditor of the most represented gender elected as last sequentially from the Majority List of Auditors or the single list shall be replaced by the next sequential candidate from the same list and belonging to the other gender.

27.16 If no list is submitted and if, through the list voting mechanism, the number of candidates elected is lower than the number established by these Articles of Association, the Shareholders' Meeting appoints or integrates the Board of Statutory Auditors on a case-by-case basis with the legal majorities, to ensure compliance with the applicable minimum legal requirements and regulations on gender balance.

27.17 In the latter cases, the Chairperson of the Board of Statutory Auditors shall be the top of the only list submitted or the person appointed by the Meeting if no list has been submitted.

#### **ARTICLE 28**

28.1 If applicable legal and regulatory requirements cease to apply, the Auditor ceases office.

28.2 If a Statutory Auditor leaves office, they shall be replaced by the Alternate Auditor belonging to the same list as the outgoing Statutory Auditor, provided that they comply with applicable legal and regulatory provisions on gender balance.

28.3 When the Shareholders' Meeting appoints the Statutory or Alternate Auditors needed to complete the Board of Statutory Auditors, the procedure shall be as follows:

(i) if it is necessary to replace auditors taken from the Majority List of Auditors, the appointment shall be made by a relative majority vote without list constraints, under the applicable legal and regulatory provisions on gender balance;

(ii) if it is necessary to replace Auditors taken from the Minority List of Auditors, the appointment shall be made by relative majority vote, choosing from among the candidates indicated on the Minority List of Auditors. If this is not possible, they are taken from the list that received the third-highest number of votes, in both cases without considering the original candidacy for the office of Statutory or Alternate Auditor, following the applicable statutory and regulatory provisions on gender balance.

28.4 Shareholders intending to propose a candidate must submit the same documentation relating to the latter as provided for in the submission of lists for the Board of Statutory Auditors' appointment by updating, if necessary, what has already been submitted.

28.5 If the application of these procedures does not allow the replacement of the auditors taken from the Minority List of Auditors, the Shareholders' Meeting shall do so by a relative majority vote and following applicable legal and regulatory provisions on gender balance. This is subject to the submission

of nominations, accompanied for each candidate by the same documentation for submitting lists for the Board of Statutory Auditors appointment.

28.6 If no nominations are submitted as provided for above, the Shareholders' Meeting shall resolve by a relative majority following applicable legal and regulatory provisions on gender balance.

28.7 This is without prejudice to any different or further mandatory law or regulations.

#### **ARTICLE 29**

29.1 The Board of Statutory Auditors shall be convened by the Chairperson of the Board of Statutory Auditors by a written notice to be sent to each Statutory Auditor at least three (3) calendar days before the Meeting date or, in urgent cases, at least twenty-four (24) hours before the Meeting. The notice shall indicate the day, time, and if the Meeting is not held only remotely, the venue, and the agenda items.

29.2 If decided by the Board of Statutory Auditors Chairperson, the Board of Statutory Auditors meetings may be held with participants located in more than one place using telecommunications, under the procedures outlined in these Articles of Association for the Board of Directors.

29.3 The Board of Statutory Auditors shall meet on the initiative of any one of the Auditors. It is validly constituted with the presence of the majority of the Auditors and resolves with the vote of the absolute majority of those present.

#### **ARTICLE 30**

30.1 The annual remuneration of Auditors is established by the Meeting at the time of their appointment, for the entire period of their office, following applicable laws. They are entitled to reimbursement of expenses incurred related to their office.

#### **TITLE VII**

#### **STATUTORY AUDIT - MANAGER IN CHARGE OF THE CORPORATE ACCOUNTING DOCUMENTS**

#### **ARTICLE 31**

31.1 Under applicable law, the statutory audit of the accounts shall be carried out by an auditing company meeting the legal requirements and registered in the relevant register, to which the Ordinary Shareholders' Meeting confers the appointment under the procedures provided for by the applicable legislation.

31.2 The appointment, revocation, requisites, assignments, duties, responsibilities, powers, obligations, and remuneration of those responsible for the statutory audit shall be carried out under applicable laws and regulations.

#### **ARTICLE 32**

32.1 The Board of Directors shall (i) appoint and revoke a manager in charge of the corporate accounting documents, subject to the mandatory but non-binding opinion of the Board of Statutory Auditors; (ii) establish their term of office and (iii) grant them

adequate powers and means to perform their functions.

32.2 The manager in charge of the corporate accounting documents shall be appointed from among those having significant professional experience in the accounting, economic and financial field for at least five years, and any further requirements established by the Board of Directors or legal and regulatory provisions.

**TITLE VIII**  
**RELATED PARTIES**  
**ARTICLE 33**

33.1 The Company shall approve transactions with related parties following applicable law and regulations, these Articles of Association and the procedures adopted on the subject.

33.2 The procedures adopted by the Company for transactions with related parties may provide for the exclusion of transactions from their scope of application, including urgent transactions, and those to be decided by the Shareholders' Meeting, within limits allowed by applicable law and regulations.

33.3 If there are urgent cases connected to transactions with related parties that are not the Shareholder's Meeting responsibility or do not need its authorisation, the Board of Directors may approve these transactions to be carried out also through subsidiary companies, as an exception from the usual internal procedures for transactions with related parties, provided that the procedural conditions are met.

33.4 If there are urgent cases related to corporate crisis situations in connection with transactions with related parties that fall within the Shareholders' Meeting duty or need its authorisation, the Shareholders' Meeting may approve these transactions as an exception from the usual internal procedures for transactions with related parties, provided that the procedural conditions are met. If the Board of Statutory Auditors' assessments on the urgency reasons are negative, the Meeting shall resolve based on legal majorities, and the favourable vote of the majority of the unrelated voting shareholders attending the Meeting provided that, at the time of voting, they represent at least 10 (ten) per cent of the Company's share capital with voting rights. If the unrelated shareholders present at the Meeting do not represent the percentage of voting capital requested, it will be enough to achieve the legal majorities to approve the transaction.

33.5 The related party transactions procedures adopted by the Company may require that if the Board of Directors resolves to submit transactions of Greater Importance to the Shareholders' Meeting and there is a contrary opinion from the independent directors on the above transactions, the completion of such transactions may be authorised by the Shareholders' Meeting, if the unrelated shareholders present at the meeting represent at least ten per cent of the share capital with voting rights, and

the contrary vote of the majority of the unrelated shareholders voting at the Meeting is unrecorded. If the unrelated shareholders present at the Meeting do not represent the percentage of voting capital requested, it will be enough to achieve the legal majorities to approve the transaction.

#### **TITLE IX**

#### **FINANCIAL STATEMENTS AND PROFITS**

##### **ARTICLE 34**

34.1 The financial year ends on 31 December.

34.2 At the end of each financial year, the Board of Directors draws up the Financial Statements, under the applicable legal provisions.

##### **ARTICLE 35**

35.1 After taking the 5% (five per cent) for the legal reserve and until it has reached one fifth of the share capital, the net profit resulting from the Financial Statements may be distributed among the shareholders or otherwise allocated as decided by the Shareholders' Meeting.

35.2 The Board of Directors may resolve to distribute advances on dividends, within legal limits and procedures.

35.3 Dividends not collected within five years from the day they became payable shall be forfeited in favour of the Company and shall benefit the extraordinary reserve fund.

#### **TITLE X**

#### **DISSOLUTION AND LIQUIDATION**

##### **ARTICLE 36**

36.1 If the Company dissolution takes place, the Shareholders' Meeting decides the liquidation methods and appoints one or more liquidators, establishing their powers and remuneration.

#### **TITLE XI**

#### **GENERAL AND TRANSITIONAL PROVISIONS**

##### **ARTICLE 37**

37.1 Anything not expressly provided for in these Articles of Association shall be governed by applicable laws and regulations.

Signature: Armando Santus Notary (l.s.)