

STUDIO NOTARILE MARCHETTI  
Via Agnello n. 18  
20121 MILANO – Tel. 02 72021846 r.a.

Repertory no. 18094

Collection no. 5674

MINUTES OF THE SHAREHOLDERS' EXTRAORDINARY MEETING OF A LISTED  
COMPANY  
THE REPUBLIC OF ITALY

On September 27<sup>th</sup> (twenty-seventh), 2004 (two thousand and four), at 11.30 a.m. (eleven thirty a.m.), in Milan, at the offices of Borsa Italiana S.p.A. located in n. 6, Piazza degli Affari, before me, **Piergaetano Marchetti**, Notary Public in Milan, registered with the register of notaries in Milan, without the assistance of witnesses since the Appearing Party preliminarily renounced to their presence with my consent,

Mr. **Colleoni Gastone**, born in Verona, on October 26<sup>th</sup> 1947, entrepreneur, for his office domiciled in Milan, in n. 16/18 Via Durini, is present.

The above appearing party, whose personal identity I, Notary Public, am certain of, who states he acts in his capacity as Chairman of the Board of Directors and in the interest of the listed joint-stock company

ALERION INDUSTRIES S.P.A.

Abbreviated "Alerion S.p.A.", whose registered office is located in Milan, 16/18 Via Durini, fully paid-up capital stock € 148,041,689.75, registered with the Register of Companies of Milan no. 02996890584, and with the REA of Milan no. 1700812,

requests me, also upon unanimous consent, to fill the role of secretary to draw up the minutes of the extraordinary meeting of the company, which is held here upon second call in conformity with the notice below, to discuss and resolve upon the following agenda.

I agree with the above request and acknowledge what follows.

The Appearing Party, in his capacity of Chairman of the Board of Directors, takes the chair pursuant to the article no. 12 of the Corporate By-laws.

The Chairman, therefore, specifies, informs, communicates, ascertains and acknowledges that:

- today's meeting is held upon second notice of call since the shareholders failed to appear at the first call on September 24<sup>th</sup>, 2004 at 11.30;
- in the room, an audio recording system is installed in order to facilitate the drawing up of the minutes; after this the recording will be cancelled;
- today's meeting has been regularly called in compliance with the law and the by-laws, by means of notice published in the Official Gazette of the Italian Republic no. 186, part II, of August 10<sup>th</sup>, 2004, and in the "MF – Milano Finanza" newspaper of August 10<sup>th</sup>, 2004, with the following

**agenda**

**1. the proposal of new corporate by-laws in order, among others, to adapt it to the legislative decree no.6 dated January 17<sup>th</sup>, 2003, by means of amendments and/or integrations of the following articles 2,5,6,7,9,10,11,12,13,14,16,17,18,19,20,21; the abolition of the article no. 15 and introduction of the new article no. 20, with following renumbering of the articles from the no. 16 to the no. 20. Consequent resolutions.**

- the announcement informing that the meeting would be held upon second notice of call, was published in the MF Milano Finanza newspaper.

Proceeding, the Chairman communicates, ascertains and acknowledges that:

- with respect to the Board of Directors, apart from its Chairman, Mr. Michelangelo Canova, Mr. Giulio Antonello, Mr. Ignazio Bonomi Deleuse, Mr. Alessandro Crosti, Mr Valerio Fiorentino, Mr. Dante Siano are present;

- with respect to the Board of Auditors, Mr. Pietro Mandirola is present;
- the absence of non attending Directors and Auditors has been duly justified;
- certifications issued by the authorized intermediaries have been assessed, pursuant to the provisions in force on the matter, to the purposes of the intervention in this Meeting;
- the legitimacy of the shareholders, who are present to intervene in this Meeting, has been duly assessed, and, in particular, the presents' proxies were verified to be in compliance with the rules of law and by-laws in force;
- the resolved capital stock amounts to € 155,811,689.75, meanwhile the subscribed and paid-up capital amounts to € 148,081,689.75, divided into no. 400,112,675 ordinary shares with nominal value of €0.37 per share.

The Chairman, therefore:

- asks those failing of voting right to declare it, reminding, among others, the provisions of the article no. 120 of the Legislative Decree no. 58/98;
- communicates that the name list of the shareholders present to today's meeting, in person or by proxy, and the statement of the number of related shares will be attached to the minutes of the meeting; said minutes will also include details concerning the shareholders, possible subjects they delegate to take part in the activities, as well as subjects taking part as lienors, taker-in or life tenant creditors;
- ascertains that at this moment shareholders holding no. 196,248,721 ordinary shares are present, which correspond to 49.048% of the voting capital, and, he reserves to communicate the updated presences, during the meeting, before every voting.

The Chairman, therefore, declares that today's meeting is validly constituted upon second notice of call, to discuss and resolve upon the agenda.

The Chairman, therefore:

- invites the shareholders who intend to leave the Meeting, at any time, also only temporarily, to inform the company officers at the entrance, and hand back the voting-paper cards to the persons in charge of these surveys and, in case a voting is drawing near, to declare it to the Chairmanship;
- communicates that with regard to the items on agenda, all the information obligations provided for by the rules and regulations in force, have been observed, since the relevant documentation has been deposited in compliance with terms and instructions defined by the rules in force.

In particular, the Directors' report, which was drawn up pursuant to the article no.3, paragraph 1, of the Departmental Order no. 437/98, has been deposited at the company's registered office, Borsa Italiana S.p.A. and Consob on August 10<sup>th</sup>, 2004.

On September 16<sup>th</sup>, 2004, the integration was deposited according to the same formalities, in order to illustrate what the Board of Directors resolved on September 13<sup>th</sup>, 2004, as it will be explained below.

The above-mentioned documentation was distributed to the shareholders and their delegates who are present, and it is available at the entrance of the room.

The Chairman also:

- informs that permission has been granted to some journalists, financial experts and analysts, as well as subjects who co-operate with the company for service requirements, as mere audience;
- declares that what follows is the list of the shareholders who own a holding percentage exceeding 2% of the voting capital, deriving from the shareholders' register updated on April 30<sup>th</sup>, 2004, and integrated by the communications received pursuant to the article no. 120 of the Legislative Decree no. 58 dated February 24<sup>th</sup>, 1998, as well as any other information available to the company as at September 24<sup>th</sup>, 2004.

Names	no. of ordinary shares	% of capital stock
Banca Monti dei Paschi di Siena	31.810.256	7,950 %
(of which no. 8,256 shares owned as a pledge)		
AABAAC Beheer B.V.	30.971.832	7,741 %
Homeland Servicos de Consultoria Lda	19.235.325	4,807 %
Findat Intrernational S.A.	14.265.265	3,565 %
Gastone Colleoni	13.394.672	3,348 %
Garretpark NV	13.394.672	3,348 %
Financiere Phone 1690 S.A.	13.394.672	3,348 %
Muisca S.A.	13.394.672	3,348 %
Aladar S.A.	13.394.672	3,348 %
Lloyd Adriatico S.p.a.	12.750.000	3,187 %
Silvana Mattei	10.422.330	2,605 %
Keryx S.p.a.	9.363.086	2,340 %
<b>In total</b>	<b>195.791.454</b>	<b>48,934 %</b>

specifying that no. 4,815 shareholders were registered with the shareholders' register as at April 30<sup>th</sup>, 2004;

- he also communicates that pursuant to Consob resolution no. 11971/99, Schedule 3 E), 1<sup>st</sup> paragraph, letter C, the following are the last applicant shareholders holding the capital of Alerion Industries S.p.A., with a holding percentage exceeding 2% as at September 24<sup>th</sup> 2004

Names	no. of ordinary shares	% of capital stock
Banca Monti dei Paschi di Siena	31.810.256	7,950 %
(of which no. 8,256 shares owned as a pledge)		
Nelke S.r.l.	30.971.832	7,741 %
Italian Equity Holding Company SCA	19.235.325	4,807 %
Luigi Agarini	14.265.265	3,565 %
Gastone Colleoni	13.394.672	3,348 %
Dominici Bunford	13.394.672	3,348 %
Financiere Phone 1690 S.A.	13.394.672	3,348 %
Muisca S.A.	13.394.672	3,348 %
Aladar S.A.	13.394.672	3,348 %
Allianz Aktiengesellschaft	12.750.000	3,187 %
Silvana Mattei	10.422.330	2,605 %
Alfio Marchini	9.363.086	2,340 %
<b>In total</b>	<b>195.791.454</b>	<b>48,934 %</b>

- the Chairman reminds that on May 10<sup>th</sup>, 2004, Fintad International S.A. on the one hand, and Alerion Industries S.p.A. and its subsidiary IBI Corporate Finance BV on the other hand, signed an agreement, whose purpose was the regulation of the exercise of the voting right relevant, respectively, to the stake of Alerion Industries S.p.A. and its subsidiary, IBI Corporate Finance in Enertad S.p.A. (globally amounting to 4.23%), and the stake of Fintad in Alerion (3.565%), pursuant to the article no. 121, paragraph 3, of the Finance Consolidation Act (TUF).

By this agreement Fintad is committed to exercise its voting right in Alerion's meetings only for a number of shares not exceeding 2% of Alerion's capital, for a three-year period as long as the agreement lasts, meanwhile Alerion and IBI Corporate will exercise their right of vote In Enertad's meetings for their whole stake in the company's capital.

Furthermore, as communicated to the market on March 24<sup>th</sup>, 2003, pursuant to the article no. 122 of the Legislative Decree no. 58/98 and the article no. 120 of Consob regulation no. 11971/99, the Chairman ascertains the existence of a shareholders' agreement of block and vote subscribed by the following shareholders: Fintad International S.A., AABAAC Beheer B.V., Caporale Vittorio, Ambrosi Alessandra, Colleoni Gastone, Garetpark N.V., Financière Phone 1690 S.A., Keryx S.p.A., Naggi Giancamillo, Mattei Silvana, IBI Holding BV, Rossini Ambrogio, Rossini Emanuele, Aladar S.A., Muisca S.A., Banca Monte dei Paschi di Siena S.p.A., Lloyd Adriatico S.p.A., Commerfin S.p.A., SIAS S.p.A., Immobiliare Costruzioni Im.co. S.p.A., Finmatica S.p.A., Camomille Ltd. Said agreement purpose is no. 228,548,477, equal to 57.12% of the capital stock.

Again the Chairman:

- informs that the minutes of this Meeting will include a synthesis of the interventions with the name of those present, the answers and possible comments provided;
- requests those present who want to take the floor after the presentation of the item on agenda, to reserve their turn by providing their names. With reference to the interventions and the relevant questions, he insists upon certain shortness.

After the presentation of the agenda, the shareholders, who want to intervene, will be given the floor; as to these interventions, the chairman proposes to carry out all the interventions and gather all possible questions first, and, afterwards, the relevant answers will be provided.

After the explanations and answers to the questions, the shareholders may shortly object, on request.

The Chairman, therefore, reminds that it is not possible to introduce recording, photographic or similar devices in the meeting rooms with no specific authorization.

Nevertheless, only to facilitate the drawing up of the minutes, he reminds that a recording system is working in the room, and the recording will be cancelled after that use.

Before starting the discussion of what is on the agenda, the Chairman explains the technical instructions for the assembly proceedings and voting, that is to say:

- upon the enrolment to enter the meeting, every shareholder or his delegated person received a voting-paper card, or rather many cards if they represent other shareholders by proxy, and express their intention for divergent votes for the delegates;
- those present in person or by proxy are kindly requested, as far as possible, not to leave the room until the scrutiny operations are over, and the voting results are disclosed since, according to the Consob regulations, the names of the shareholders who left the room before any voting, must be reported in the minutes;
- however, those who leave during the meeting, are kindly requested to inform the staff in charge and hand back the meeting card: the procedure will record the time of leaving;
- in case one delegated person received several cards, the procedure will automatically consider as left and excluded from voting the owner of possible cards that were not handed back to the staff in charge, since his delegated person submitted only one card or part of them. In case the shareholders return to the room, they will ask the staff in charge for the participating and voting cards, in order to record the time and, therefore, their presence;
- before every voting, the number of shareholders present will be ascertained, and those who declare not to vote will be acknowledged.

Furthermore, the Chairman informs that the items on the agenda will be voted by raise of hands, and unfavourable and/or abstained shareholders will have to communicate their names to be recorded in the minutes.

As to the discussion of the unique item on the agenda, which concerns the **proposal to adopt a new text of the corporate by-laws, in order, among others, to adapt it to the legislative decree no. 6 dated January 17<sup>th</sup> 2003, by means of: amendment and/or integration of the following articles: 2,5,6,7,9,10,11,12,13,14,16,17,18,19,20, 21; the abolition of the article no. 15 and introduction of the new article no. 20, with following renumbering of the articles from no. 16 to no. 20 (consequent resolutions)**, the Chairman proposes to defer the reading of the Board of Directors'

report (which is enclosed to these minutes under “A”), which was handed out to the attendant shareholders at the entry, for possible interventions, in any case, subject to highlight some important aspects.

The meeting agrees unanimously.

To this purpose, however, the Chairman explains how the amendments proposed, and precisely described in the Report, are mainly meant to absorb what regulated by the recent reform of the company law ex Legislative Decree no. 6 dated January 17<sup>th</sup> 2003.

Other amendments, some of them are merely formal amendments, among which the renumbering of some articles, are proposed in order to harmonize what regulated in the by-laws.

The Chairman also informs that on September 13<sup>th</sup> 2004 – within a stimulation plan addressed to directors, employees, and long-term or assimilated cooperators of the Group, who are important to the group’s success, since their roles are directly responsible for the Group’s results- the Board of Directors resolved to issue no. 21,000,000 free non-transferable warrants, to be allocated upon the instructions of the Remuneration Committee.

To this purpose, the Chairman reminds that the details of said meeting resolution are included in the Integrative Report of the Board of Directors dated September 16<sup>th</sup> (which is enclosed to these minutes under “B”, as well), and which was handed out to all the attendant shareholders at their entrance, as stated above.

The Chairman specifies that said resolution also implied the amendment of the article no. 5 of the Corporate By-laws, adding the following paragraph:

“The Board of Directors of September 13<sup>th</sup> 2004, to enforce the proxy received from the Extraordinary Meeting of December 20<sup>th</sup> 2002, resolved to increase the capital stock in a divisible way, pursuant to the article 2441, paragraph fifth of the civil code, for a maximum nominal value of € 21,000,000 (twenty-one million) of ordinary shares having nominal value of € 7,770,000.00 (seven million seven hundred and seventy thousand dot zero zero) each, servicing no. 21,000,000 (twenty-one million) non-transferable warrants, valid for the subscription of ordinary shares, freely allocated to specific directors, employees and long-term co-operators, including the usual consultants of the Group. Said resolved capital increase shall be executed within December 31<sup>st</sup> (thirty-first) 2011 (two thousand and eleven) and, once this term has expired, the capital stock will be meant as increased of an amount equal to the subscriptions gathered at this date”.

The Chairman declares the discussion open, and invites those who ask for the floor to reserve their turn providing their names; answers will be supplied at the end of interventions.

Barbara, by proxy of the shareholder Cinel, proposes to increase the maximum number of directors to nineteen. Taking into accounts the wide area of Alerion’s activities, said proposal would grant the Board new skill and professionalism, and the decision-making would be more effective.

As to the number of directors, Fabris observes how he truly wanted to ask the reasons of many absences. As a principle, however, he would be in favour of a number of directors between 3 and 51, as already proposed.

He bitterly observes that, as far as he knows, no listed companies have ever availed themselves of the faculty to reduce the quorum to impugn the resolutions, and that he would eliminate said quorum allowing any director to impugn.

Afterwards, he explains specific considerations on the proposed amendments:

Article 2: it would be more favourable to maintain the address of the registered office indicated in the by-laws, as many listed companies do, and according to the guidance suggested by law. It frequently occurs to find registered offices that turn out being merely virtual offices.

Article 9: he would propose to provide the publication of the notice of call in the Official Gazette only, not in the newspapers, also in order not to increase the costs.

Article 11: he wonders what will happen if the intermediaries do not submit their communications two days before the meeting.

Article 16: he deems useless the statute provision for the Committee appointment, supposing that they are also appointed without such provision, as happened in the past. He wonders why the Honorary President, who does not actually exist, was not appointed by the meeting.

Article 18: in order to avoid possible duplications of resolutions by two bodies on connected matters, he would prefer that the Board maintained the faculty to grant the meeting the authorities on mergers with 100% or 90% subsidiaries, and the other authorities mentioned in the second paragraph of the article 18 now, of the by-laws.

Article 19: he observes how it is not clear who is replacing the Chairman when two deputy Chairpersons are present.

Article 20: he approves the requirements of opportune information disclosures, even if it seems, afterwards, that they are disclosed every quarter.

Article 21: he notifies that in the fourth paragraph from the last, alike the reform, it is necessary to mention three financial years and not a three-year period as to the Auditors' office duration. He deems that there is no reason to ask for the presence of a director at the registered office when the Board's meeting is held via remote means of communication.

Chiaia, by proxy of several shareholders as per the list, agrees with the proposal to increase the maximum number of directors.

Baghero expresses his appraisal for maintaining the Official Gazette as the publication site of the meeting notices.

He deems justified that a supervisory body, while performing its controls, should be present at the registered office of the controlled subject of one of its members.

As to the address, it would have certainly been significant leaving a reference mark to the registered office in Via Durini, which belongs to the Group's parameter; moreover, Alerion's activity cannot just exclude the sale of this or that building, therefore, the failing provision of the address seems to be the most flexible solution.

Laudi also expresses his appraisal for maintaining the notice publication in the Official Gazette. He wonders which "other means of communication might be used, provided that they are suitable" pursuant to the article 20, to disclose the information provided therein.

The Chairman deems to accept the amending proposals relevant to:

- the increase of the maximum number of directors to nineteen;
- the elimination of the words "by way of exclusive" as to the new authorities granted to the Board by the article 8 now;
- the replacement of the words "three-year period" by "three financial years" in article 21.

The Board will obviously consider any other important indication deriving from the meeting discussion; since, moreover, it cannot accept other proposals without suitable investigations, at the moment.

Fabris declares that he will express a favourable vote by way of exception.

Anelli and Gotti respectively declare that the former will abstain and the latter will express an unfavourable vote as to the article of the by-laws concerning the increase of the number of directors.

The Chairman specifies that the other means of communication of article no. 20, may be, for instance, facsimile, e-mail or other mean suitable to opportunely inform, according to the information to be provided.

Since no-one else asks for the floor, the Chairman:

- declares the meeting adjourned
- proceeds to vote for the adoption of the new text of the by-laws, as proposed by the Board of Directors, and, therefore, he invites the shareholders, when they agree with the explained proposals, to adopt the resolutions that take into account the amending proposals accepted by the Chairman, transcribed below;

- acknowledges that at this moment the meeting is attended by shareholders holding no. 228,050,735 ordinary shares lodged pursuant to the law, on the total of no. 400,112,675 issued and voting shares, corresponding to 56.996% of the fully paid-up capital stock of €148,041,689.75;
- requests again the shareholders to declare the possible occurrence of causes implying the suspension from the voting right;
- now proceeds to vote by raise of hands (at 12.14 p.m.) the resolution proposal relevant to the unique item on the agenda of the extraordinary part, read by me, Notary Public, and transcribed below:

“The Extraordinary Meeting of the shareholders of Alerion Industries S.p.A., held on September 27<sup>th</sup> 2004, validly constituted and suitable to resolve pursuant to the article no. 126 of the Legislative Decree no. 58/98:

- upon reading and approving the report of the Board of Directors  
resolves

- to amend and/or integrate the following articles of the corporate by-laws: 2 (two), 5 (five), 6 (six), 7 (seven), 9 (nine), 10 (ten), 11 (eleven), 12 (twelve), 13 (thirteen), 14 (fourteen), 16 (sixteen), 17 (seventeen), 18 (eighteen), 19 (nineteen), 20 (twenty), 21 (twenty-one);
- to abrogate the article 15 (fifteen) and introduce a new article 20 (twenty), with following renumbering of the articles from 16 (sixteen) to 20 (twenty);
- everything according to what provided for in the report of the Board of Directors attached to these minutes under “A”, with the integrations of the article 16 (now 15) relevant to the increase of the maximum number of directors, article 19 (now 18) for the elimination of the words “by way of exclusive” in the second paragraph, article 21 for the replacement of “three-year period” by three financial years in the fourth paragraph from the last;
- and, consequently, to adopt the text of the corporate by-laws including the amendment of the article 5 (five) of the by-laws resolved by the same Board of Directors on September 13<sup>th</sup> (thirteenth) 2004 (two thousand and four), which is attached to these minutes under “D”, with explicit order to the Board of Directors’ Chairman in office so that he enforces the necessary registration of the adopted resolution in the Register of Companies”.

The meeting approves by majority.

There were no. 927,247 unfavourable shares (Biagi by proxy of State Street Bank and Trust) and, only concerning the amendment of the number of directors, Gotti (100 shares).

Anelli for Efin (14 shares) abstained as to the amendment of the number of directors.

The other attending shareholders agreed, including Anelli and Gotti, on the other resolutions, since the shareholder Fintad only voted with 2%.

The Chairman declares the result, ascertaining the approval of the new text of the Corporate By-laws and also informing that the list of names of those shareholders expressing a favourable, unfavourable or abstained vote, and their relative number of shares will be attached to the minutes as its integrative part.

There being no other item to resolve, the Chairman thanks those present and declares the meeting adjourned.

It is 12.16 p.m. (twelve sixteen p.m.).

I, Notary Public, receive from the Chairman:

- the list of those in attendance, which I hereby attach under “C”;
- the text of the corporate by-laws, updated according to the adopted resolutions, which is hereby attached under “D”.

I have read these minutes to the Appearing Party, who approves them and signs them together with me, releasing me, by his exemption, the reading of the attachments.

These minutes consist of six sheets of paper typewritten by a person of my trust and completed in hand by me for a total of twenty pages, and the twenty-first page so far.

**ATTACHMENT “A” TO REPERTORY NO. 18094/5674**

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**Report of the Board of Directors**

Shareholders' Extraordinary Meeting held  
upon first call on September 24<sup>th</sup> 2004, at 11.30 a.m.  
upon second call on September 27<sup>th</sup> 2004, at 11.30 a.m.

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**CORPORATE OFFICES**
**Board of Directors**

Conte	Gastone	Colleoni	Chairman	(member of the Executive Committee)
Dr.	Ettore	Gotti Tedeschi	Deputy Chairman	(member of the Executive Committee)
Ing.	Carlo	Mazzi	Deputy Chairman	(member of the Executive Committee)
Dr.	Michelangelo	Canova		(member of the Executive Committee)
Dr.	Antonio	Marino		(member of the Executive Committee)
Dr.	Giulio	Antnello	Director	
Dr.	Fabio	Bonati	Director	
Dr.	Ignazo	Bonomi Deleuse	Director	
Dr.	Amedeo	Brunello	Director	
Dr.	Alessandro	Crosti	Director	
Dr.	Valerio	Fiorentino	Director	
Dr.	Andrea	Novarese	Director	
Dr.	Emanuele	Rossini	Director	
Rag.	Dante	Siano	Director	
Dr.	Matteo	Tamburini	Director	

**Board of Auditors**

Dr.	Mario	Bonamigo	Chairman	(member of the Executive Committee)
Dr.	Luciano	Doveri	Auditor	(member of the Executive Committee)
Ing.	Pietro	Mandirola	Auditor	(member of the Executive Committee)
Dr.	Mauro	Bozzi	Temporary Auditor	(member of the Executive Committee)
Dr.	Francesco	Marciandi	Temporary Auditor	(member of the Executive Committee)

**Board's Secretary**

Mr.	Federico	Caporale	Chairman	(member of the Executive Committee)
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## CALL OF THE MEETING

Shareholders are convened to the Extraordinary Meeting, which should be held upon first call at the company's registered office on September 24<sup>th</sup> 2004, at 11.30 a.m. and, if necessary, upon second call at Borsa Italiana S.p.A., 6, Piazza degli Affari, Milan, on September 27<sup>th</sup> 2004 at 11.30 a.m., to discuss and resolve upon the following

### AGENDA

The proposal to adopt a new text of the Corporate By-laws in order, among others, to adopt it to The Legislative Decree no. 6, dated 01/17/2003, by means of:

amendments and/or integrations of the articles 2,5,6,7,9,10,11,12,13,14,16,17,18,19,20,21; the abolition of the article no. 15 and introduction of the new article no. 20, with following renumbering of the articles from the no. 16 to the no. 20.

Consequent resolutions.

Please be advised that documentation relevant to the agenda, provided for by the rules in force, will be available at the public at the Company's registered office, and at Borsa Italiana S.p.A., in compliance with the law; shareholders may have a copy.

Shareholders submitting specific certifications provided for by the articles nos. 33 and 34 of Consob resolution no. 11768/98 dated December 23<sup>rd</sup> 1998, opportunely issued by the intermediaries accepting the centralized managing system of Monte Titoli S.p.A.

*Published in the Official Gazette no. 186 dated August 10<sup>th</sup> 2004 and in the "MF – Milano Finanza" newspaper dated August 10<sup>th</sup> 2004.*

## Minutes of the Board of Directors

Dear Shareholders,

You have been convened to the extraordinary session to approve the

**1. proposal to adopt a new text of the corporate by-laws in order, among others, to adapt it to the Legislative Decree no. 6 dated 01/17/2003, by means of:**

**amendments and/or integrations of the articles 2,5,6,7,9,10,11,12,13,14,16,17,18,19,20,21; the abolition of the article no. 15 and introduction of the new article no. 20, with following renumbering of the articles from the no. 16 to the no. 20.**

**Consequent resolutions.**

Said proposal is mainly meant to absorb what regulated by the recent reform of the company law ex Legislative Decree no. 6 dated January 17<sup>th</sup> 2003, as well as it allows to benefit from the opportunities offered by the reform, within the context of a higher statute independence.

Other amendments, some of them are merely formal amendments, among which the renumbering of some articles, are proposed in order to harmonize what regulated in the by-laws.

The proposed amendments, which are hereby attached with a comparison between the text in force and the proposed one, concern what follows:

### **Article 2**

As to the first paragraph, the new expression of the article no. 2328, second paragraph no. 2 of the civil code, allows only amending the City where the company is located, without specifying the complete address.

As to the second paragraph, availing itself of the faculty provided for by the new article no. 2365, second paragraph of the civil code, the company granted the Board of Directors with more powers,

being able to set up and/or eliminate, in Italy or abroad, secondary offices and branches, as well as representative offices, as already provided for by the text in force.

This is meant to give the company a higher working simplification, deducing matters once reserved to the Extraordinary Meeting authority.

#### **Article 5**

It is a mere lexical adaptation further to the variation of the corporate name, from Fincasa 44 S.p.A. to Alerion Industries S.p.A.

#### **Article 6**

This amendment is meant to harmonize the text in force with the specific regulations for listed companies on the matter of share disinvestment, also in compliance with what provided for by the new article no. 2354, sixth paragraph, and the article no. 2355, fifth paragraph of the civil code, which expressly refer to the provisions of special laws on the matter of financial instruments negotiated or destined to negotiation on the regulated markets.

#### **Article 7**

This amendment, in observance of what provided for by the new article 2410 of the civil code, means to simplify the bond issuing procedure, granting it, as a general rule, to the Board of Directors, which, therefore, replaces the Extraordinary Meeting, with the only exception of issuing bonds that are convertible in or with warrants to subscribe shares, which is still the Extraordinary Meeting authority, subject to what provided for by the article no. 2420 ter of the civil code.

Always within the context of a higher simplification, the text in force has been adapted in relation to the higher freedom of forms relevant to the bond issuing, provided that they are in compliance with the rules in force.

#### **Article 9**

This amendment concerns the calling of the Meeting.

Notwithstanding what provided for by the new article no. 2366 of the civil code, and in order to ensure suitable information and publicity, in the first paragraph it is provided that the Meeting is called, apart from via the usual notice publication in the Official Gazette, also via notice publication in a newspaper.

As to the second paragraph, on the one hand, the text in force is adapted to the new expression of the article no. 2363, first paragraph of the civil code, on the other hand it is established the possibility to call the Meeting also abroad, as long as it is held in a European Union Country.

By introducing the third paragraph, on the contrary, it is established the discipline governing the calling of meetings after the first one, also upon third notice of call in case of Extraordinary Meeting, according to what provided for by the article no. 2369 of the civil code, also referring to the discipline provided in the second paragraph of said article, in case the day of the second/third call was not specified in the notice.

#### **Article 10**

By this amendment, in the first paragraph, the text in force is reduced referring to what provided for by the law and the by-laws concerning the meeting's authority.

As to the second paragraph, the current text is adapted to the new wording of the article no. 2364, second paragraph of the civil code, adopting the necessary lexical modifications. In particular, the words "4 months" and "6 months" were replaced by "120 days" and "180 days".

It is also established the Directors' obligation to report the extension reasons in the report ex article 2428 of the civil code.

#### **Article 11**

The text in force is reformulated according to the news introduced by the new article no. 2370 of the civil code.

Therefore, to the purposes of intervening to the meetings, it is compulsory to provide the company with the communications of the intermediaries who issued the prescribed certifications within the second day prior to the meeting.

**Article 12**

The proposed amendment is meant to absorb the new expression of the article no. 2371 of the civil code, which determines the election criterion of the Meeting's Chairman and introduces the majority principle in case the Board of Directors' Chairman is absent.

It is also provided the possibility for the Meeting's Chairman to avail himself of a Notary Public to draw up the minutes, when he deems this necessary due to opportunity reasons, as well as in cases set forth by the law.

**Article 13**

By this amendment the powers of the Meeting's Chairman are reformulated according to what provided for by the new article no. 2371 of the civil code, also allowing the Chairman to use his appointed persons in the execution of said activities.

It is also taken the opportunity to avoid the possibility of secret voting, in order to ensure a higher transparency in voting.

Finally, it is added the third paragraph concerning the drawing up of resolutions, expressly referring to the discipline provided in the article no. 2375 of the civil code.

**Article 14****Article 15 (abrogated)**

Amendments are meant to simplify the text in force by referring to the regulations on the matter, with the exception of the appointment of the Board of Auditors, which is regulated by the discipline of the following article no. 21, in observance of the precepts of the article no. 148 of the Legislative Decree no. 58/98.

Therefore, the discipline concerning the Ordinary and Extraordinary Meeting is combined in one article only, with specific reference to the establishment as well as the validity of resolutions, abrogating, therefore, the article no. 15 that is now unnecessary.

**Article 15 (ex article 16)**

In the paragraphs 1 and 2, the proposed expression absorbs the new discipline of the article no. 2383 of the civil code, relevant to the office expiration of the directors. Therefore, the lexis of the text in force is adapted, particularly replacing the words "three years" by the words "three financial years", and fixing the office expiration at the date of the meeting called to approve the financial statements concerning the last financial year of their office.

On the contrary, in paragraph 3, in order to fill the role, directors are expressly compelled to have the requisites required by the regulations on the matter.

Whereas, as to the discipline relevant to directors' replacement, directors still in office must urgently call the meeting to appoint the new Board, as precisely stated in paragraph 8.

**Article 16 (ex article 17)**

In paragraph 3, the main amendment concerns the power granted to the Board of Directors to appoint other committees, also strategic committees, and delegate them their authorities, within the terms of law; therefore, we meant to create a statutory reference for the adoption of the committees required by the self-discipline code of listed companies.

**Article 17 (ex article 18)**

Thanks to the amendments, the Board of Directors' Chairman may call the Board also via the Secretary.

Furthermore, we meant to make the Board calling easier, including the e-mail among the other convocation ways. It has been also defined the content of the notice of call and, in case of urgent calls, the used terminology has been harmonized. In any case, it is expressly required that the Chairman provides the directors with due information, consistently with the privacy requirements, according to what regulated also by the article no. 2381 of the civil code, 1<sup>st</sup> paragraph.

**Article 18 (ex article 19)**

Consistently with what provided for by the article no. 2380-bis of the civil code, the reference to the company ordinary and extraordinary management has been eliminated, granting to the Board of

Directors the widest powers concerning the company management, with the exception of those expressly reserved to the Meeting by law.

Whereas, in the second paragraph, within a project of a higher working simplification, it is decreed the passage of authority from the Meeting to the Board of Directors on the matters provided for by the article no. 2365 of the civil code, 2<sup>nd</sup> paragraph.

Therefore, the Board of Auditors is granted with all the resolutions concerning: mergers in the cases provided for by the articles nos. 2505 and 2505-bis also as a rider, for de-mergers, by the article 2506-ter according to formalities and terms provided therein; the set up or suppression of secondary offices; the indication of the directors representing the company; the reduction of the capital stock in case of a shareholder's withdrawal; the adaptation of the by-laws to normative provisions; a countrywide transfer of the company's registered office.

#### **Article 19 (ex article 20)**

With reference to the representative powers, in the 2<sup>nd</sup> paragraph we introduced a general clause granting the directors having no proxy, with the powers of signing and representing the company for the executions of the meeting resolutions, which they have been charged with.

Whereas, in the 3<sup>rd</sup> paragraph, those legitimated to represent the company have the faculty to appoint both employees and third parties as proxies for single acts.

#### **Article 20 (new)**

Considering the importance of this matter for a listed company, it is deemed opportune to introduce a specific article relevant to the periodical information obligations, which bind all directors with specific proxies, towards the Board of Directors and Board of Auditors.

The article no. 150, 1<sup>st</sup> paragraph of the Legislative Decree no. 58/98 provides the formalities, reasons and schedules of information obligations.

In particular, executive directors shall disclose the information during the Board and, in any case, every quarter via other means of communications, provided that they are suitable.

#### **Article 21**

By these amendments, we introduced the obligation to take part in the meetings of the Executive Committee, when established, ex article no. 2045, 2<sup>nd</sup> paragraph of the civil code, as well as the adaptation of the text in force to the new wording of the article no. 2404 of the civil code, and the word "quarter" is replaced by "ninety days".

In order to simplify the Board of Auditors' activity, we introduced the possibility to hold meetings also via telecommunications means, provided that the identity of those in attendance may be certified, and they may actively take part in the meeting.

Therefore, if you agree with the explained proposals, you are kindly requested to adopt the following resolutions:

"The Extraordinary Meeting of the shareholders of Alerion Industries S.p.A., held on ----- validly constituted and suitable to resolve pursuant to the article no. 126 of the Legislative Decree no. 58/98, upon reading and approving the report of the Board of Directors

#### **resolves**

- to amend and/or integrate the following articles 2,5,6,7,9,10,11,12,13,14,16,17,18,19,20,21;
- to abrogate the article no. 15 and introduce a new article no. 20, with consequent renumbering of the articles from 16 to 20;
- and, therefore, to adopt the new text of the attached corporate by-laws, also giving the Chairman of the Board of Directors in office a special order so that he fulfil the necessary registration of the adopted resolution with the Register of Companies".

**ALERION INDUSTRIES S.P.A.**
**CORPORATE BY-LAWS**

<b>Text in force</b>	<b>Proposed Text</b>
<b>NAME AND REGISTERED OFFICE</b>	
<p><b>ARTICLE 1)</b> A Joint Stock Company named Alerion Industries abbreviated Alerion S.p.A is hereby incorporated. Said Joint Stock Company is ruled by the following By-Laws.</p>	<b>UNCHANGED</b>
<p><b>ARTICLE 2)</b> The registered office of the company is in Milan, via Durini 16/18; by resolution of the Extraordinary Meeting of the shareholders secondary offices and branches may be set up and closed in other cities of Italy or abroad. The Board of Directors may set up and close office and representative agencies in Italy and abroad.</p>	<p><b>Article 2)</b> The registered office of the company is in Milan.  <b>By resolution of the Extraordinary Meeting of the shareholders, secondary offices and branches may be set up and closed in other cities in Italy and abroad.</b></p>
<b>DURATION</b>	
<p><b>ARTICLE 3)</b> The duration of the company is until December 31<sup>st</sup> 2050 and by resolution of the Meeting of the shareholders it might be extended or dissolved in advance.</p>	<b>UNCHANGED</b>
<b>PURPOSE</b>	
<p><b>ARTICLE 4)</b> The purposes for which the company is incorporated are: acquisition of participating and non-participating interests in Italian and foreign companies and the management of the above-mentioned interests; investments involving movable and real property; assistance, technical management and financial assistance to the companies said Joint Stock Company participates in; financial transactions, at short or long term including loans, provisions of guarantees, exchange and non-exchange guarantees in its own interest or</p>	<b>UNCHANGED</b>

<p>in that of the companies it directly or indirectly participates in excluding, in any case, the procurement of the public savings. The company may carry out all bank, industrial and commercial transactions and those including movable and real properties necessary to achieve the corporate purpose.</p>	
<p><b>ARTICLE 5)</b> The corporate capital amounts to € 148,041,689.75 (One hundred forty-eight million forty- one thousand six hundred eighty-nine and seventy-five) and is made up of 400,112,675 (four hundred million one hundred twelve thousand six hundred and seventy-five) shares with the value of €0.37 each. The shares may be fully paid-up either through money and goods contributions under the article 2343 and 2440 of the Italian Civil Code.</p> <p>The share capital may be further increased even with the issue of shares carrying rights other than those carried by shares already outstanding. Under resolution of 20<sup>th</sup> December 2002 the Board of Directors has the power to issue free warrants and no transferable to Directors, employees and long-term co-operators of the Group and it has the power to increase the corporate capital to be paid once or more times and excluding the stock right under article 2441, 5<sup>th</sup> paragraph of the Italian Civil Code, within December 31<sup>st</sup> 2006, reaching a maximum nominal value of € 37,000,000.00, issuing a maximum of 100,000,000 of ordinary shares servicing the above-mentioned warrants.</p> <p>On December 20<sup>th</sup> 2002, the Extraordinary</p>	<p><b>Article 5)</b> The corporate capital amounts to € 148,041,689.75 (One hundred forty-eight million forty-one thousand six hundred eighty-nine and seventy-five) and is made up of 400,112,675 (four hundred million one hundred twelve thousand six hundred and seventy-five) shares with the value of €0.37 each. The shares may be fully paid-up either through money and goods contributions under the articles 2343 and 2440 of the Italian Civil Code. The share capital may be further increased even with the issue of shares carrying rights other than those carried by shares already issued. Under resolution of December 20<sup>th</sup> 2002 the Board of Directors has the power to issue free warrants and no transferable to Directors, employees and long-term co-operators of the Group, pursuant to the article 2443 of the civil code, and it has the power to increase the corporate capital to be paid once or more times and excluding the stock right under article 2441, 5<sup>th</sup> paragraph of the Italian Civil Code, within December 31<sup>st</sup> 2006, reaching a maximum nominal value of € 37,000,000.00, issuing a maximum of 100,000,000 ordinary shares servicing the above-mentioned warrants. On December 20<sup>th</sup></p>

Meeting resolved to assign the power, valid for a maximum period of five years from the date of said resolution, of increasing the corporate capital to be paid once or more times, for a nominal amount of a maximum of € 111,000,000.00 (one hundred and eleven thousand), issuing a maximum of 300,000,000 new shares of the nominal value of €0.37 each. Each share may be offered in option to the shareholders at an effective price of issue not less than the nominal value to be calculated deeming:

. the arithmetical mean of the official prices of the ordinary shares of Fincasa S.p.A., calculated on a time period deemed significant by the Board of Directors, taking into consideration the routine procedure and the amounts deemed, immediately before the date of the beginning of the acceptance period and the possibility to lodge the increase; or as a partial or total alternative, in compliance with article 2420 ter of the Italian Civil Code, the Board of Directors has the power, valid for 5 years from the date of the resolution, of issuing convertible bond issue, increasing the capital, servicing the same bond issue conversion, at the maximum nominal value of € 111,000,000.00, establishing the formalities, terms, conditions and relative settlement.

2002, the Extraordinary Meeting resolved to assign the power, valid for a maximum period of five years from the date of said resolution, of increasing the corporate capital to be paid once or more times, for a maximum nominal amount of € 111,000,000.00, issuing a maximum of 300,000,000 new shares of the nominal value of €0.37 each. Each share may be offered in option to the shareholders at an effective price of issue not less than the nominal value to be calculated deeming the arithmetical mean of the official prices of the ordinary shares of Alerion Industries S.p.A., calculated on a time period deemed significant by the Board of Directors, taking into consideration the procedure and the amounts deemed, immediately before the date of the beginning of the acceptance period and the possibility to lodge the increase; or as a partial or total alternative, in compliance with article 2420 ter of the Italian Civil Code, the Board of Directors has the power, valid for 5 years from the date of the resolution, to issue convertible bond issues, increasing the capital, servicing the same bond issue conversion, up to the maximum nominal value of €111,000,000.00, establishing the formalities, terms, conditions and relative settlement.

The Board of Directors of September 13<sup>th</sup> 2004, to enforce the proxy received from the Extraordinary Meeting of December 20<sup>th</sup> 2002, resolved to increase the capital stock in a divisible way, pursuant to the article 2441, paragraph fifth of the civil code, for a maximum nominal value of €21,000,000 (twenty-one million) of ordinary shares having nominal value of €7,770,000.00 (seven million seven hundred and seventy thousand dot zero zero) each,

	servicing no. 21,000,000 (twenty-one million) non-transferable warrants, valid for the subscription of ordinary shares, freely allocated to specific directors, employees and long-term co-operators, including the usual consultants of the Group. Said resolved capital increase shall be executed within December 31 <sup>st</sup> (thirty-first) 2011 (two thousand and eleven) and, once this term has expired, the capital stock will be meant as increased of an amount equal to the subscriptions gathered at this date.
<p><b>ARTICLE 6)</b> The shares are registered, in accordance with the provisions of the law in force and the terms and formalities provided by the same law; in other cases when the shares are fully paid, they may be nominal or bearer shares. Every share is indivisible and gives the right to one vote. The case of joint ownership is governed by the law. The shares are freely transferable.</p>	<p><b>Article 6)</b> The shares are registered, <b>issued in disinvestment regime; and freely transferable.</b> Every share is indivisible and gives the right to one vote. The case of joint ownership is governed by the law.</p>
<b>BONDS</b>	
<p><b>ARTICLE 7)</b> The company may issue bearer or registered bonds, under the provisions of law, granting the Extraordinary Meeting the role of establishing the formalities of placement and settlement. By means of resolution the Extraordinary Meeting may issue bonds convertible in shares in accordance with the formalities, terms and under condition of Art. 2420/bis of the Italian Civil Code.</p>	<p><b>Article 7)</b> The company may issue <b>any kind of bonds, under the provisions of law. The Extraordinary Meeting fills the role to resolve the issue of bonds convertible in or with warrants subscribing new shares. In all the other cases, the Board of Directors resolves the issue bonds in compliance with the regulations on the matter.</b></p>
<b>SHAREHOLDERS' MEETING</b>	
<p><b>ARTICLE 8)</b> A legally called and validly constituted Shareholders' Meeting represents all shareholders and, its resolutions, adopted pursuant to the law and these By-laws, bind all Shareholders, even if absent or in disagreement.</p>	<b>UNCHANGED</b>
<p><b>ARTICLE 9)</b> The Shareholders' Meeting is called by the board of Directors in office at the registered office or elsewhere but only in Italy, the Shareholders' meeting shall be called in compliance with the formalities and provisions set forth by the law.</p>	<p><b>Article 9)</b> The Shareholders' Meeting is called by the board of Directors in office, <b>by means of notice to be published in the Official Gazette of the Italian Republic or in one of the following newspapers: Il Sole 24 Ore; MF-Milano Finanza.</b></p>

	<p>The Meeting may be held out of the town of the company's registered office, provided that it is in Italy or, if abroad, it is held in a Country of the European Union.</p> <p>In the same notice of call, it is possible to indicate the date of the second call and, in case of an extraordinary meeting, the date of the third one, in case the quorum of the capital stock necessary to resolve is not met during the previous meetings. If this indication is not specified, the second and third-call meetings shall be recalled within thirty days from the first or the second call respectively, and the notice publication term is reduced to 8 days.</p>
<p><b>ARTICLE 10)</b> Shareholder's Meetings may be ordinary or extraordinary.</p> <p>The Ordinary Meeting approves the balance sheet, appoints the Directors, the Auditors and the Chairman of the Board of Auditors, decides the fees of the Directors and Auditors unless otherwise already established in the deed of incorporation; it resolves upon other items concerning with the management of the company pertaining to its competence as established in the deed of incorporation submitted to its examination by the Directors and upon Directors' and Auditors' responsibility.</p> <p>An Ordinary Shareholders' Meetings shall be called at least once a year within four months and if necessary, deeming that it is a holding company, within six months of the end of the financial year.</p> <p>The Extraordinary Meeting is called to resolve upon its duties, when the Board of Directors in office deems it appropriate.</p>	<p><b>Article 10)</b> Shareholders' Meeting may be ordinary or extraordinary, <b>and resolves upon the matters that the law or the by-laws reserved to its authority.</b></p> <p>The Ordinary Meeting must be called once a year at least, <b>within 120 days from the closure of the financial year, and within 180 days in case the company is bound to draw up the consolidated financial statements and in case of specific needs relevant to the company's structure and purpose. Directors shall notify the reasons of such extension in the report provided for by the article 2428 of the civil code.</b></p> <p>Unless otherwise set forth by the law and rules on the matter, the Board of Directors calls the Meeting within thirty days from the request when as many shareholders as those representing 10% of the capital stock expressed in ordinary shares request it. The request of the meeting shall be sent to the Chairman of the Board of Directors by registered letter and shall</p>

<p>Unless otherwise set forth by the law and rules on the matter, the Board of Directors calls the Meeting within thirty days from the request when as many shareholders as those representing 10% of the capital stock expressed in ordinary shares. The request of the meeting shall be sent to the Chairman of the Board of Directors by registered letter and shall contain the items on the agenda to be discussed and the list of the names of the Shareholders requiring the meeting, including the proper certificates of the share ownership of the above-mentioned request, in compliance with the law and provisions in force.</p> <p>The Meeting may be called by the Board of Auditors, previously informing the Chairman of the Board of Directors, when said power is carried out by two members of said board.</p>	<p>include the items on the agenda to be discussed and the list of names of the Shareholders requiring the meeting, enclosing the proper certificates of the share ownership as at the date of the above-mentioned request, in compliance with the law and regulations in force.</p> <p>The Meeting may be called by the Board of Auditors, previously informing the Chairman of the Board of Directors, when said power is enforced by two members of said Board.</p>
<p><b>ARTICLE 11)</b> Meetings may be attended by Shareholders owning the relevant certificates issued by the authorised intermediaries, in compliance with the law in force.</p> <p>The shareholders may be represented by another person at the Meeting, in accordance with law article 2372 of Italian Civil Code.</p>	<p><b>Article 11) Meetings may be attended by Shareholders showing their legitimacy according to the formalities provided for by the rules in force; the communications of the intermediaries who issued the prescribed certificates, must be submitted to the Company within the second day prior to the Meeting.</b></p> <p>The shareholders may be represented by another person at the Meeting, in compliance with the article 2372 of the Civil Code.</p>
<p><b>ARTICLE 12)</b> Meetings are chaired by the Chairman of the Board of Directors and in his/her absence the chair is taken by the person designed by the Shareholders in attendance. The chairman is assisted by a Secretary, who needs</p>	<p><b>Article 12)</b> Meetings are chaired by the Chairman of the Board of Directors, and in his/her absence the person designed <b>by the majority</b> of the attendant Shareholders will take the chair. The chairman is assisted by a</p>

<p>not be a shareholder, appointed by the Meeting: Secretary's assistance is not deemed necessary when the minutes of the Meeting is drawn up by a Notary Public.</p> <p>If deemed advisable the Chairman of the Meeting appoints two tellers among the Auditors and the Shareholders attending the meeting.</p> <p>The minutes of the Meeting signed by the chairman, Secretary and tellers, if appointed, give evidence that the meeting was held.</p>	<p>Secretary, who needs not be a shareholder, appointed by the Meeting: Secretary's assistance is not deemed necessary when the minutes of the Meeting are drawn up by a Notary Public, <b>under law cases or when the Chairman deems this necessary.</b></p> <p>If deemed advisable the Chairman of the Meeting appoints two tellers among the Auditors and the Shareholders attending the meeting.</p> <p>The minutes of the Meeting signed by the Chairman, Secretary and tellers, if appointed, give full evidence that the meeting was held.</p>
<p><b>ARTICLE 13)</b> The Chairman of the Meeting verifies if the shares are lodged immediately, the regularity of the proxies and in general the right of the shareholders to participate at the Meeting and to vote; he also establishes if the legal number is present and if the Meeting is regularly constituted; he/she moderates the discussion and the proceeds of the Meeting; announces the results of the votes and summarises in the minutes the declarations eventually requested by the shareholders. The Shareholders may resolve by raise of hands or if the Chairman deems it more appropriate through the nominal roll call or other kinds of voting forms.</p>	<p><b>Article 13) The Chairman of the Meeting, also via special delegates, verifies if the Meeting is regularly constituted, and assesses the identity and legitimacy of those attending; he/she moderates the developing of the proceeds, setting discussion and vote formalities (with no secret voting-papers), and ascertains the voting results.</b> The Shareholders may resolve by raise of hands or, if the Chairman deems it more appropriate, through the nominal roll call or other kinds of voting forms.</p> <p><b>The Meeting resolutions must appear in the special minutes, drawn up in compliance with the article 2375 of the civil code, signed by the Chairman and the Secretary or the Notary Public.</b></p>
<p><b>ARTICLE 14)</b> The Ordinary Meeting shall be validly constituted, in first call, with the presence of as many Shareholders as those</p>	<p><b>Article 14) The Ordinary and Extraordinary Meeting constitution and the resolution validity are regulated by law, except for the</b></p>

<p>representing, in person or by proxy, at least the half of the capital stock. It shall resolve by favourable vote of the absolute majority.</p> <p>In second call the Ordinary Meeting is constituted and validly resolve upon the items on the agenda and it is deemed sufficient any part of the capital stock represented by the Shareholders attending the meeting.</p>	<p><b>appointment of Auditors, regulated by the article no. 21.</b></p>
<p><b>ARTICLE 15)</b> The Extraordinary Meeting is validly constituted, in first call, with the presence of as many Shareholder as those representing, in person or by proxy, more than the half of the capital stock having the voting right, while in second and third call with the presence of as many Shareholders as those representing respectively more than one third and more than one fifth of the same capital stock.</p> <p>The Extraordinary Meeting always resolves by favourable vote of at least two third of the capital stock represented at the Meeting, with the exception of different majority required by the law.</p>	<p><b>ABROGATED</b></p>
<p><b>BOARD OF DIRECTORS</b></p>	
<p><b>ARTICLE 16)</b> The company is managed by a Board of Directors composed of seven to fifteen members, who need not to be Shareholders, appointed for three years and they may be reappointed. Before appointing them the Meeting decides their number and the duration of their office. When the determined number of the Directors is less than the maximum provided, the Meeting may increase said number</p>	<p><b>Article 15 (ex 16)</b> The company is managed by a Board of Directors composed of seven to nineteen members, who need not to be Shareholders, in office for the period fixed in their document of appointment, and, however, not longer than three years. Their office expires at the date of the meeting called to approve the financial statement relevant to the last financial year of their appointment, and they may be</p>

<p>during the period in office of the Board of Directors. The new Directors so appointed shall vacate the office with those in charge at the moment of their appointment. If during the financial year a vacancy of one or more Directors occurs, substitutes shall be appointed in accordance with the law. Nevertheless the Meeting may resolve of reducing the number of the Board members, of the Directors in office concerning the period of the remaining duration of their appointment.</p> <p>If a vacancy of the majority of the Directors occurs due to dismissals or for other reasons, the entire Board shall vacate the office, and a Shareholders' Meeting shall be called forthwith to appoint all new Directors.</p>	<p>reappointed.</p> <p>Directors must have the requisites provided for by the law and regulations on the matter.</p> <p>Before appointing them the Meeting decides their number and the duration of their office. When the determined number of the Directors is less than the maximum provided, the Meeting may increase said number during the period in office of the Board of Directors. The new Directors so appointed shall vacate the office with those in charge at the moment of their appointment. If during the financial year a vacancy of one or more Directors occurs, substitutes shall be appointed in compliance with the law. Nevertheless the Meeting may resolve to reduce the number of the Board members to the number of the Directors in office concerning the period of the remaining duration of their appointment.</p> <p>If a vacancy of the majority of the Directors occurs due to dismissals or other reasons, the entire Board is vacated. In such event the Directors still in office will urgently call a Meeting to appoint the new Board.</p> <p>The Board will be in office until the Meeting resolves its renewal; until that moment the Board of Directors may only carry out actions of ordinary business.</p>
<p><b>ARTICLE 17)</b> If not already appointed by a Shareholders' Meeting, the Board of Directors shall appoint a Chairman from among its members; the Board of Directors may appoint one or more Deputy Chairpersons.</p>	<p><b>Article 16 (ex art. 17)</b> If not already appointed by a Shareholders' Meeting, the Board of Directors shall appoint a Chairman from among its members; the Board of Directors may appoint one or more Deputy Chairpersons.</p>

<p>The Board of Directors, in accordance with the law, may delegate its specific functions to one or more members or General Managers establishing the limits of their power and the signature and representative powers. The Board of Directors designates an Executive Committee from among its members constituted of three to seven members establishing the specific functions, duration, powers and the working rules.</p> <p>The board of Directors may appoint an Honorary President, who need not to be a member of said Board.</p> <p>The Board of Directors may also appoint a Secretary. He may be chosen among people not connected to the company and to the Board, it also establishes the duration of his/her office.</p> <p>If the Chairman is absent, he/she will be substituted by one of the Deputy Chairman or the Senior Director if the secretary is absent the Board will appoint the substitute at each Meeting.</p>	<p>The Board of Directors, in compliance with the law, may delegate its specific functions to one or more members or General Managers, establishing the limits of their power and the signature and representative powers. The Board of Directors designates an Executive Committee from among its members, constituted of three to seven members, establishing the specific functions, duration, powers and the working rules.</p> <p><b>The board of Directors may also appoint other committees, among which the committees provided for by the codes of conduct drawn up by the companies managing the regulated markets, committees with strategic or specific functions, delegating their authorities, except those reserved by the law, and establishing their powers, duties, number of members and working rules.</b></p> <p>The Board of Directors may also appoint an Honorary President, who need not to be a member of said Board.</p> <p>The Board of Directors may also appoint a Secretary, who may be chosen among people not connected to the company and to the Board, and it establishes the duration of his/her office.</p> <p>If the Chairman is absent, he/she will be substituted by one of the Deputy Chairman or the Senior Director. If the secretary is absent the Board will appoint the substitute at each Meeting.</p>
<p><b>ARTICLE 18)</b> The Board of Directors shall be</p>	<p><b>Article 17 (ex art. 18)</b> The Board of Directors</p>

convened any time by the Chairman, or whoever is acting in his/her place, when he/she deems it advisable; or it shall be called upon written request submitted to the Chairman by at least two Directors or at least by two Auditors. The Auditors shall be called as well.

Board of Directors' Meetings are called by the Chairman, by whoever is acting in his/her place or on his/her behalf at the Company's registered office or elsewhere indicated in the notice of call sent by registered letter, telegram or facsimile at least three days before the Meeting; in case of urgency, Meetings may be convened by telegram or facsimile sent with at least a day of notice; failing said formalities the Meeting is validly constituted with the presence of all Directors in office and all effective members of the Board of Auditors in office.

The presence of the majority of the Directors in office is necessary to resolve validly. The relative resolutions are validly adopted by the majority of the votes of those present at the Meeting and in the event of a parity of votes, the vote of the Chairman of the Meeting shall prevail. The Minutes of the Meeting of the Board shall be drawn up in the Book of the Company and shall be signed by the Chairman and the Secretary. The Meetings of the Board of Directors may be held by videoconference or telephone conference, provided that the identity of the persons in attendance may be ascertained and that they may follow and take part in the discussion of the items on the agenda in real time. If the above conditions are met, the Meeting shall be deemed held in the place where the Chairman is present and where the Secretary must also be present in order to draw up and sign the minutes in the relevant Book.

shall be convened any time the Chairman, or whoever is acting in his/her place, deems it advisable; or upon written request submitted to the Chairman by two Directors or two Auditors at least.

Directors and Auditors are called by the Chairman, or upon his delegation by another Director **or the Secretary**, at the Company's registered office or elsewhere indicated in the notice of call sent by registered letter, telegram, facsimile or **e-mail** at least three days before the Meeting; in case of urgency, Meetings may be convened by telegram, facsimile or **e-mail sent at least the day before the meeting, indicating day, time and place of the meeting, as well as the items on the agenda; the Chairman provides so that directors receive proper information on the matters to be treated, privacy obligations permitting.**

Failing said formalities, the Meeting is validly constituted with the presence of all the Directors in office and all the effective members of the Board of Auditors in office.

The presence of the majority of the Directors in office is necessary to resolve validly. The relative resolutions are validly adopted by the majority of the votes of those present at the Meeting and in the event of a parity of votes, the vote of the Chairman shall prevail. The Minutes of the Meeting of the Board shall be drawn up in the special Book of the Company and shall be signed by the Chairman and the Secretary. The Meetings of the Board of Directors may be held by videoconference or telephone conference,

	<p>provided that the identity of the persons in attendance may be ascertained and that they may follow and take part in the discussion of the items on the agenda in real time. If the above conditions are met, the Meeting shall be deemed held in the place where the Chairman is present and where the Secretary must also be present in order to draw up and sign the minutes in the relevant Book.</p>
<p><b>ARTICLE 19)</b> The Board of Directors is granted any and all powers for the ordinary and extraordinary management of the company, with no exception whatsoever, all powers that are not compulsorily reserved for the Shareholders' Meeting under the law or these By-laws being vested by the Board of Directors.</p>	<p><b>Article 18 (ex art. 19)</b> The Board of Directors is granted any and all powers <b>to manage the company, with the exception of what the law expressly reserves to the Meeting.</b></p> <p><b>In observance of what provided for by the article 2436 of the civil code, the Board of Directors is also granted to resolve upon:</b></p> <ul style="list-style-type: none"> <li>- <b>mergers in the cases provided for by the articles nos. 2505 and 2505-bis also as a rider, for de-mergers, by the article 2506-ter according to formalities and terms provided therein;</b></li> <li>- <b>the set up or suppression of secondary offices;</b></li> <li>- <b>the indication of the directors representing the company;</b></li> <li>- <b>the reduction of the capital stock in case of a shareholder's withdrawal;</b></li> <li>- <b>the adaptation of the by-laws to normative provisions;</b></li> <li>- <b>a countrywide transfer of the company's registered office.</b></li> </ul>

<p><b>ARTICLE 20)</b> The Chairman of the Board of Directors represents the company before third parties and the Court, and the company signature and in case of his/her absence or impediment the Deputy Chairman shall act in his/her name. The Directors may represent the company within the limits of their proxy, as well as the General Managers may represent it within the limits of their specific functions.</p>	<p><b>Article 19 (ex art. 20)</b> The Chairman of the Board of Directors represents the company before third parties and the Court, and the company signature, and, in case of his/her absence or impediment, the Deputy Chairman shall act in his/her name. The Directors may represent the company within the limits of their proxy, as well as the General Managers may represent it within the limits of their specific functions.</p> <p><b>Directors, even with no proxy, may sign for the company, and represent the company before third parties only concerning the execution of the Board of Directors' resolutions, which they are specifically responsible of. Persons legitimated by the legal representation may grant employees and/or third parties the power to represent the Company for single deeds or categories of deeds.</b></p>
	<p><b>Article 20 (new)</b> The Board of Directors and Board of Auditors, via the Chairman or directors having specific powers, are opportunely informed about the management general state and its possible evolution, and the most important economic, financial and estate transactions performed by the Company or its subsidiaries, with particular attention to those transactions in which we have an interest of our own, or on behalf of third parties, or which have been influenced by possible individuals who fill their role of managing or co-ordinating the company.</p>



	<b>Information are usually disclosed during the Board's meetings, and, in any case, at least every quarter by other means, as long as they are suitable.</b>
<b>BOARD OF AUDITORS</b>	
Article 21	Article 21
<b>FINANCIAL YEAR AND STATEMENTS</b>	
Article 22	UNCHANGED
Article 23	UNCHANGED
<b>DISSOLUTION AND LIQUIDATION</b>	
Article 24	UNCHANGED
<b>FINAL CLAUSE</b>	
Article 25	UNCHANGED

**REPORT OF THE BOARD OF DIRECTORS**  
**(Integration of September 16<sup>th</sup> 2004)**

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Shareholders' Extraordinary Meeting held  
Upon first call on September 24<sup>th</sup> 2004 at 11.30 a.m.  
Upon second call on September 27<sup>th</sup> 2004 at 11.30 a.m.

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**Alerion Industries S.p.a.**

Capital stock €148,041,689.75

Registered office:

No. 16/18 Via Durini - 20122 Milan

Milan, September 16th 2004

Dear Shareholders,

As integration of the explanatory Report deposited on August 10<sup>th</sup>, 2004, please be advised that the Board of Directors resolved to issue no. 21,000,000 free non-transferable warrants to be allocated on the basis of the instructions given by the Remuneration Committee, within the stimulation Plan addressed to directors, employees, and long-term or assimilated co-operators of the Group, who are determining roles for the Group's success, since they fill the offices more directly responsible for the corporate results

Said issue has been resolved as a partial execution of the proxy that the shareholders' meeting granted on December 20<sup>th</sup>, 2002, which allowed the same Board to issue free non-transferable warrants in favour of the above-mentioned persons, and to increase the capital stock to be paid once or more times, excluding stock options, within December 31<sup>st</sup>, 2006, up to a maximum of nominal € 37,000,000.00 by issuing 100,000,000 ordinary shares at maximum, servicing the execution of said warrants, it being understood that said capital increase could have been divisible.

As to the execution price of said warrants and, therefore, of the share subscription, it was resolved, in full observance of the criteria defined by the Meeting of December 20<sup>th</sup>, that it is equal to the arithmetical mean of the prices of the Company's business during the month prior to the date of September 13<sup>th</sup>, 2004, to be meant as the date of the warrant allocation, and therefore it amounts to €0.477 per warrant (of which €0.37 as nominal value, and €0.107 as overprice).

Therefore, the resolved capital increase refers to maximum nominal € 7,700,000 by issuing a maximum nominal amount of 21,000,000 ordinary shares having nominal value of €0.37 each, at the service of said 21,000,000 non-transferable warrants.

Said increase will be divisible and, therefore, the subscription of new shares following the exercise of the allocated warrants, will be valid and effective also without the complete subscription of the resolved increase of capital; therefore, the capital will be increased of an amount equal to the subscriptions collected on the last term of December 31<sup>st</sup>, 2011.

Shares will have regular enjoyment, as well as those circulating at the moment of their exercise.

Said resolution, together with the new text of the corporate by-laws, has been deposited at the Register of Companies on September 16<sup>th</sup>, 2004, but not registered yet.

Further to its registration, at the end, the article no. 5 of the by-laws will bear the following paragraph:

*“The Board of Directors of September 13<sup>th</sup>, 2004, to enforce the proxy received from the Extraordinary Meeting dated December 20<sup>th</sup>, 2004, resolved to increase the capital stock, in a*



*divisible way, pursuant to the article no. 2441, fifth paragraph of the civil code, for a maximum nominal value of € 7,770,000.00 (seven million seven hundred and seventy thousand dot zero zero) by issuing maximum nominal 21,000,000 (twenty-one million) ordinary shares having nominal value of € 0.37 (zero dot thirty-seven) each, at the service of no. 21,000,000 (twenty-one million) non-transferable warrants valid for the subscription of ordinary shares, freely allocated to specific directors, employees and long-term co-operators, including the usual consultants of the Group. The resolved increase of capital will be carried out within December 31<sup>st</sup>, 2011, and, once this term has expired, the capital stock will be meant as increased of an amount equal to the subscriptions collected at that date.*

**Attachment “D” to REPERTORY no. 18094/5674**

**BY-LAWS**

**NAME – REGISTERED OFFICE**

**ART.1)** A Joint Stock Company named Alerion Industries abbreviated Alerion S.p.A is hereby incorporated. Said Joint Stock Company is ruled by the following By-Laws.

**ART.2)** The registered office of the company is in Milan.

By resolution of the Extraordinary Meeting of the shareholders secondary offices and branches may be set up and closed in other cities of Italy and abroad.

**DURATION**

**ART.3)** The duration of the company is until December 31<sup>st</sup> 2050 and by resolution of the Meeting of the shareholders it might be extended or dissolved in advance.

**PURPOSE**

**ART.4)** The purposes for which the company is incorporated are:

- Acquisition of participating and non-participating interests in Italian and foreign companies and the management of the above-mentioned interests.
- Investments involving movable and real property.
- Assistance, technical management and financial assistance to the companies said Joint Stock Company participates in;
  - Financial transactions, at short or long term including loans, provisions of guarantees, exchange and non-exchange guarantees in its own interest or in that of the companies it directly or indirectly participates in excluding, in any case, the procurement of the public savings. The company may carry out all bank, industrial and commercial transactions and those including movable and real properties necessary to achieve the corporate purpose.

**ART. 5)** The corporate capital amounts to € 148,041,689.75 (One hundred forty-eight million forty-one thousand six hundred eighty-nine and seventy-five) and is made up of 400,112,675 (four hundred million one hundred twelve thousand six hundred and seventy-five) shares with the value of €0.37 each. The shares may be

fully paid-up either through money and goods contributions under the articles 2343 and 2440 of the Italian Civil Code.

The share capital may be further increased even with the issue of shares carrying rights other than those carried by shares already issued.

Under resolution of December 20<sup>th</sup> 2002 the Board of Directors has the power to issue free and non-transferable warrants to Directors, employees and long-term co-operators of the Group, pursuant to the article 2443 of the civil code, and it has the power to increase the corporate capital to be paid once or more times and excluding the stock right under article 2441, 5<sup>th</sup> paragraph of the Italian Civil Code, within December 31<sup>st</sup> 2006, reaching a maximum nominal value of € 37.000.000,00, issuing a maximum of 100.000.000 of ordinary shares servicing the above-mentioned warrants.

On December 20<sup>th</sup> 2002, the Extraordinary Meeting resolved to assign the power, valid for a maximum period of five years from the date of said resolution, of increasing the corporate capital to be paid once or more times, for a maximum nominal amount of € 111,000,000.00, issuing a maximum of 300,000,000 new shares of the nominal value of €0.37 each. Each share may be offered in option to the shareholders at an effective price of issue not less than the nominal value to be calculated deeming the arithmetical mean of the official prices of the ordinary shares of Alerion Industries S.p.A., calculated on a time period deemed significant by the Board of Directors, taking into consideration the procedure and the amounts deemed immediately before the date of the beginning of the acceptance period and the possibility to lodge the increase; or as a partial or total alternative, in compliance with article 2420 ter of the Italian Civil Code, the Board of Directors has the power, valid for 5 years from the date of said resolution, to issue convertible bond issues, increasing the capital, servicing the same bond issue conversion, up to the maximum nominal value of € 111,000,000.00, establishing the formalities, terms, conditions and relative settlement.

The Board of Directors of September 13<sup>th</sup> 2004, to enforce the proxy received from the Extraordinary Meeting of December 20<sup>th</sup> 2002, resolved to increase the capital stock in a divisible way, pursuant to the article 2441, paragraph fifth of

the civil code, for a maximum nominal value of € 21,000,000 (twenty-one million) of ordinary shares having nominal value of € 7,770,000.00 (seven million seven hundred and seventy thousand dot zero zero) each, servicing no. 21,000,000 (twenty-one million) non-transferable warrants, valid for the subscription of ordinary shares, freely allocated to specific directors, employees and long-term co-operators, including the usual consultants of the Group. Said resolved capital increase shall be executed within December 31<sup>st</sup> (thirty-first) 2011 (two thousand and eleven) and, once this term has expired, the capital stock will be meant as increased of an amount equal to the subscriptions gathered at this date.

**ART. 6)** The shares are registered, issued in disinvestment regime; and freely transferable. Every share is indivisible and gives the right to one vote. The case of joint ownership is governed by the law.

### **BONDS**

**ART. 7)** The company may issue any kind of bonds, under the provisions of law. The Extraordinary Meeting fills the role to resolve the issue of bonds convertible in or with warrants subscribing new shares. In all the other cases, the Board of Directors resolves the issue bonds in compliance with the regulations on the matter.

### **SHAREHOLDERS' MEETINGS**

**ART.8)** A legally called and validly constituted Shareholders' Meeting represents all shareholders and, its resolutions, adopted pursuant to the law and these By-laws, bind all Shareholders, even if absent or in disagreement.

**ART. 9)** The Shareholders' Meeting is called by the board of Directors in office, by means of notice to be published in the Official Gazette of the Italian Republic or in one of the following newspapers: Il Sole 24 Ore; MF- Milano Finanza.

The Meeting may be held out of the town of the company's registered office, provided that it is in Italy or, if abroad, it is held in a Country of the European Union.

In the same notice of call, it is possible to indicate the date of the second call and, in case of an extraordinary meeting, the date of the third one, in case the quorum of the capital stock necessary to resolve is not met during the previous meetings. If this indication is not specified, the second and third-call meetings shall be recalled within thirty days from the first or the second call respectively, and the notice publication term is reduced to 8 days.

**ART. 10)** Shareholders' Meeting may be ordinary or extraordinary, and resolves upon the matters that the law or the by-laws reserved to its authority.

The Ordinary Meeting must be called once a year at least, within 120 days from the closure of the financial year, and within 180 days in case the company is bound to draw up the consolidated financial statements and in case of specific needs relevant to the company's structure and purpose. Directors shall notify the reasons of such extension in the report provided for by the article 2428 of the civil code.

Unless otherwise set forth by the law and rules on the matter, the Board of Directors calls the Meeting within thirty days from the request when as many shareholders as those representing 10% of the capital stock expressed in ordinary shares request it. The request of the meeting shall be sent to the Chairman of the Board of Directors by registered letter and shall include the items on the agenda to be discussed and the list of names of the Shareholders requiring the meeting, enclosing the proper certificates of the share ownership as at the date of the above-mentioned request, in compliance with the law and regulations in force.

The Meeting may be called by the Board of Auditors, previously informing the Chairman of the Board of Directors, when said power is enforced by two members of said Board.

**ART.11)** Meetings may be attended by Shareholders showing their legitimacy according to the formalities provided for by the rules in force; the communications of the intermediaries who issued the prescribed certificates, must be submitted to the Company within the second day prior to the Meeting.

The shareholders may be represented by another person at the Meeting, in compliance with the article 2372 of the Civil Code.

**ART. 12)** Meetings are chaired by the Chairman of the Board of Directors, and in his/her absence the person designed by the majority of the attendant Shareholders will take the chair. The chairman is assisted by a Secretary, who needs not be a shareholder, appointed by the Meeting: Secretary's assistance is not deemed necessary when the minutes of the Meeting are drawn up by a Notary Public, under law cases or when the Chairman deems this necessary.

If deemed advisable the Chairman of the Meeting appoints two tellers among the Auditors and the Shareholders attending the meeting.

The minutes of the Meeting signed by the Chairman, Secretary and tellers, if appointed, give full evidence that the meeting was held.

**ART. 13)** The Chairman of the Meeting, also via special delegates, verifies if the Meeting is regularly constituted, and assesses the identity and legitimacy of those attending; he/she moderates the developing of the proceeds, setting discussion and vote formalities (with no secret voting-papers), and ascertains the voting results. The Shareholders may resolve by raise of hands or, if the Chairman deems it more appropriate, through the nominal roll call or other kinds of voting forms.

The Meeting resolutions must appear in the special minutes, drawn up in compliance with the article 2375 of the civil code, signed by the Chairman and the Secretary or the Notary Public.

**ART. 14)** The Ordinary and Extraordinary Meeting constitution and the resolution validity are regulated by law, except for the appointment of Auditors, regulated by the article no. 21.

### **BOARD OF DIRECTORS**

**ART. 15)** The company is managed by a Board of Directors composed of seven to nineteen members, who need not to be Shareholders, in office for the period fixed in their document of appointment, and, however, not longer than three years. Their office expires at the date of the meeting called to approve the financial statement relevant to the last financial year of their appointment, and they may be reappointed.

Directors must have the requisites provided for by the law and regulations on the matter.

Before appointing them the Meeting decides their number and the duration of their office. When the determined number of the Directors is less than the maximum provided, the Meeting may increase said number during the period in office of the Board of Directors. The new Directors so appointed shall vacate the office with those in charge at the moment of their appointment. If during the financial year a vacancy of one or more Directors occurs, substitutes shall be appointed in compliance with the law. Nevertheless the Meeting may resolve to reduce the number of the Board members to the number of the Directors in office concerning the period of the remaining duration of their appointment.

If a vacancy of the majority of the Directors occurs due to dismissals or other reasons, the entire Board is vacated. In such event the Directors still in office will urgently call a Meeting to appoint the new Board.

The Board will be in office until the Meeting resolves its renewal; until that moment the Board of Directors may only carry out actions of ordinary business.

**ART. 16)** If not already appointed by a Shareholders' Meeting, the Board of Directors shall appoint a Chairman from among its members; the Board of Directors may appoint one or more Deputy Chairpersons.

The Board of Directors, in compliance with the law, may delegate its specific functions to one or more members or General Managers, establishing the limits of their power and the signature and representative powers. The Board of Directors designates an Executive Committee from among its members, constituted of three to seven members, establishing the specific functions, duration, powers and the working rules.

The board of Directors may also appoint other committees, among which the committees provided for by the codes of conduct drawn up by the companies managing the regulated markets, committees with strategic or specific functions, delegating their authorities, except those reserved by the law, and establishing their powers, duties, number of members and working rules.

The Board of Directors may also appoint an Honorary President, who need not to be a member of said Board.



The Board of Directors may also appoint a Secretary, who may be chosen among people not connected to the company and to the Board, and it establishes the duration of his/her office.

If the Chairman is absent, he/she will be substituted by one of the Deputy Chairman or the Senior Director. If the secretary is absent the Board will appoint the substitute at each Meeting.

**ART. 17)** The Board of Directors shall be convened any time the Chairman, or whoever is acting in his/her place, deems it advisable; or upon written request submitted to the Chairman by two Directors or two Auditors at least.

Directors and Auditors are called by the Chairman, or upon his delegation by another Director or the Secretary, at the Company's registered office or elsewhere indicated in the notice of call sent by registered letter, telegram, facsimile or e-mail at least three days before the Meeting; in case of urgency, Meetings may be convened by telegram, facsimile or e-mail sent at least the day before the meeting, indicating day, time and place of the meeting, as well as the items on the agenda; the Chairman provides so that directors receive proper information on the matters to be treated, privacy obligations permitting.

Failing said formalities, the Meeting is validly constituted with the presence of all the Directors in office and all the effective members of the Board of Auditors in office.

The presence of the majority of the Directors in office is necessary to resolve validly. The relative resolutions are validly adopted by the majority of the votes of those present at the Meeting and in the event of a parity of votes, the vote of the Chairman shall prevail. The Minutes of the Meeting of the Board shall be drawn up in the special Book of the Company and shall be signed by the Chairman and the Secretary. The Meetings of the Board of Directors may be held by videoconference or telephone conference, provided that the identity of the persons in attendance may be ascertained and that they may follow and take part in the discussion of the items on the agenda in real time. If the above conditions are met, the Meeting shall be deemed held in the place where the Chairman is present and where the Secretary must also be present in order to draw up and sign the minutes in the relevant Book.

**ART. 18)** The Board of Directors is granted any and all powers to manage the company, with the exception of what the law expressly reserves to the Meeting.

In observance of what provided for by the article 2436 of the civil code, the Board of Directors is also granted to resolve upon:

- mergers in the cases provided for by the articles nos. 2505 and 2505-bis also as a rider, for de-mergers, by the article 2506-ter according to formalities and terms provided therein;
- the set up or suppression of secondary offices;
- the indication of the directors representing the company;
- the reduction of the capital stock in case of a shareholder's withdrawal;
- the adaptation of the by-laws to normative provisions;
- a countrywide transfer of the company's registered office.

**ART. 19)** The Chairman of the Board of Directors represents the company before third parties and the Court, and the company signature, and, in case of his/her absence or impediment, the Deputy Chairman shall act in his/her name. The Directors may represent the company within the limits of their proxy, as well as the General Managers may represent it within the limits of their specific functions.

Directors, even with no proxy, may sign for the company, and represent the company before third parties only concerning the execution of the Board of Directors' resolutions, which they are specifically responsible of. Persons legitimated by the legal representation may grant employees and/or third parties the power to represent the Company for single deeds or categories of deeds.

**ART. 20)** The Board of Directors and Board of Auditors, via the Chairman or directors having specific powers, are opportunely informed about the management general state and its possible evolution, and the most important economic, financial and estate transactions performed by the Company or its subsidiaries, with particular attention to those transactions in which we have an interest of our own, or on behalf of third parties, or which have been influenced by possible individuals who fill their role of managing or co-ordinating the company.

Information are usually disclosed during the Board's meetings, and, in any case, at least every quarter by other means, as long as they are suitable.

### **BOARD OF AUDITORS**

**ART 21)** The Board of Auditors is composed of three statutory and two alternate members, appointed and working pursuant to law.

In addition to the cases set forth by the law, those Statutory Auditors in office in more than five Italian companies listed in the Italian regulated markets may not be appointed as Auditor and, if they are appointed, they shall vacate the office. The appointment of the Auditors is carried out on the basis of lists presented by the Shareholders in compliance with the procedures in the following paragraphs, in order to guarantee the minority with the appointment of a Statutory Auditor and a Deputy Auditor.

The lists contain a number of candidates not higher than the number of the members to be elected. Each person may be proposed as candidate only in one list, at risk of ineligibility.

Those Shareholders that, alone or together with other shareholders, hold voting shares representing at least 5% (five per cent) of the corporate capital with the voting right at the Ordinary Meeting, have the right to present the lists. Each shareholder, not even via a third person or trustee company, may neither present more than one list nor vote different lists.

The lists, signed by those presenting them, shall be deposited at the company's registered office at least five days before the date of the first call of the Meeting. In order to prove the entitlement of the number of shares necessary to present the lists, the shareholders shall contextually present copy of the certificates issued by authorised intermediaries at the registered office, in compliance with the law and provisions in force.

Together with each list, within the time limit of the deposit of the same, the declarations of the candidates accepting their candidature and ascertaining, under their own responsibility, the inexistence of ineligibility and incompatibility causes and the existence of the requirements set forth by the rules in force in



order to held the office of Auditor, shall be deposited at the registered office of the company.

The office of Statutory Auditors shall be filled by the first two candidates obtaining the highest number of votes and the first candidate of the list resulting second for number of votes.

The office of Deputy Auditors shall be filled by the first temporary Candidate of the list obtaining the highest number of votes and the first candidate of the list resulting second for number of votes. At a parity of votes among two or more lists, senior candidates will fill the office of the Auditors, up to the availability of the office to be assigned.

The first candidate of the list with the highest number of votes shall be the Chairman of the Board of Auditors.

If only a list is proposed, the Statutory Auditors and deputy candidates in the same list shall be appointed.

If a vacancy of the Auditor occurs, the deputy auditor of the same list of the Auditor to be substituted will fill the office.

If, for any reasons, the Chairman shall be substituted, the other Auditor appointed from the list that obtained the highest number of votes will act as Chairman. The Meeting called to reintegrate the Board, in compliance with the law, will follow the representative principle of the minority.

The members of the Board of Auditors attend the Meetings and those of the Board of Directors and the Executive Committee, if established.

The Auditors are appointed for three financial years and may be reappointed.

The meeting appointing the Auditors and the Chairman of the Board of Auditors determines their fees.

The Board of Auditors shall be convened every 90 days at least. The meetings of the Board of Auditors may be also held by videoconference or telephone conference, provided that the identity of those in attendance may be ascertained and they may follow and take part in the discussion of the items dealt with in real time. If these requirements are met, the Board of Auditors is deemed held at the registered office, where at least one Auditor must be present.

### **FINANCIAL YEAR AND FINANCIAL STATEMENTS**

**ART. 22)** The financial year ends on December 31<sup>st</sup> of each year. At the end of every financial year the Board of Directors draws up the financial statements, within the time limits, and in compliance with the law, enclosing a report concerning the state of the company management, to be approved by the Meeting.

**ART. 23)** 5% (five per cent) of the financial statements net profits is deducted, to be allocated to the legal reserve (or ordinary) fund until the above-mentioned reserve attains one fifth of the corporate capital.

The remaining part is divided as follows:

- 95% (ninety-five per cent) is distributed to the Shareholders according to the owned shares, subject to different provisions decided by the meeting.

The unpaid dividends will be statute-barred, in favour of the reserve fund, after five years upon the day they became collectible.

### **COMPANY DISSOLUTION AND LIQUIDATION**

**ART. 24)** In case of dissolution of the company, the rules of liquidation, the appointment, the powers and the fees of the liquidator or liquidators shall be determined by the Meeting in compliance with the provisions set forth by the law.

### **FINAL CLAUSE**

**ART. 25)** Any matter that is not dealt with in these By-laws shall be governed by the provisions of law and the Italian Civil Code.

Signed by Amedeo Brunello

Signed by Piergaetano Marchetti Public Notary