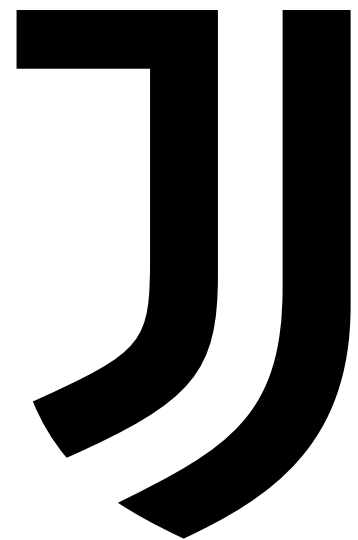


# COMPANY BY-LAWS

filed at the Turin Companies Register on 14 January 2020

**JUVENTUS**





**JUVENTUS FOOTBALL CLUB S.p.A.**

Share capital Euro 11,406,986.56

Registered office in Turin, Via Druento no. 175

Registered in the Turin Companies Register no. 00470470014 - REA no. 394963

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**COMPANY BY-LAWS**

COMPANY NAME - REGISTERED OFFICE - CORPORATE PURPOSE - TERM

Article 1 - DENOMINATION

A joint-stock Company is hereby incorporated under the name of "JUVENTUS F.C. S.p.A." or "JUVENTUS FOOTBALL CLUB S.p.A.", written in any graphic form.

Article 2 – REGISTERED OFFICE

The Company's registered office is in Turin.

Article 3 – CORPORATE PURPOSE

The sole purpose of the Company is the performance of sporting activities and activities connected or instrumental to them directly or indirectly.

In the framework of related or instrumental activities, the Company's purpose includes promotional and advertising activities and licensing of its own brands, the acquisition, ownership and sale, with the exclusion of transactions towards the public, of shareholdings in commercial and real estate companies or companies whose purpose is the supply of services in any case related to the Company purpose.

To achieve the Company purpose and the objectives specified in the sections above, the Company may:

- enter into any and all real estate, investment and financial transactions, the latter with the exclusion of transactions with the public at large, that are held to be useful or necessary;
- promote and publicise its activity and its image using models, designs and emblems, directly or through third parties, and commercialising, again directly or through third parties, goods, objects and products bearing distinctive Company logos or signs; undertake, directly or indirectly, publishing activities, with the exclusion of the publication of daily newspapers.

All activities must in any case be conducted in accordance with the law.

Article 4 - TERM

The term of the Company is fixed until 31 December 2100.

This is a non-binding English courtesy translation of "Statuto". The Italian version of "Statuto" is the only official document having legal effects. In case of any discrepancies between the official document in Italian and the English translation, as well as in case of any dispute on the content of the document, the document in Italian shall always prevail.

## COMPANY CAPITAL – SHARES

### Article 5 – SHARE CAPITAL AMOUNT

The share capital is Euro 11,406,986.56 divided into 1,330,251,988 ordinary shares without par value.

The shares are registered shares and are issued in electronic form.

The share capital may also be increased through the contribution of assets in kind and/or credit.

### Article 6 – SHARES AND VOTING RIGHTS

1. Each share is indivisible and gives the right to one vote.

2. In derogation of what is set forth in the previous paragraph, each share entitles to two voting rights when both the following conditions are met:

(a) the share has been held by the same person, on the basis of a real right legitimating the exercise of the voting right (full title ownership with voting right or bare ownership with voting right or usufruct with voting right) for an uninterrupted period of at least twenty-four months, starting from registration in the special list pursuant to the subsequent point; and

(b) the satisfaction of the condition in point (a) is certified by continuous registration, for a period of at least twenty-four months, in the special list established for that purpose governed by this article (the “Special List”).

Registration in the Special List takes place on the last day of the month in which the request of the legitimate person, set forth in paragraph 3 below, is received by the company.

The acquisition of the increased voting right becomes effective as of the first trading day of the calendar month following the month in which the conditions required by the by-laws for the increased voting right are met.

3. The company shall draw up the Special List in which persons intending to obtain the increased voting right must be registered, with the forms and content set forth by applicable laws, and keep it at the registered office.

To be registered in the Special List, the legitimate person shall submit, pursuant to this article, a request together with a communication attesting the possession of the shares - which may regard even only part of the shares held by the shareholder - issued by the intermediary at which the shares are deposited pursuant to the regulations in force. For persons other than natural persons, the request must specify whether the person is subject to the direct or indirect control of third parties and the identifying data of any parent company. The Special List, where applicable, shall be subject to provisions regarding the

shareholders' register and any other provision on the matter, also as the public disclosure of information and the shareholders' right of inspection. The Special List shall be updated in compliance with applicable regulatory and legislative provisions, according to the criteria defined by the board of directors with its regulation published on the company website.

4. The company removes a person from the Special List (resulting in the loss of the increased voting right already accrued or, if not accrued yet, of the period of ownership required to accrue the increased voting right) in the following cases:

- a) in the event of the irrevocable waiver, in full or in part, of the person concerned;
- b) in the case of a communication from the person concerned or the intermediary attesting that eligibility for the increased voting right no longer exists or that entitlement to the the legitimating real right and/or the relative voting right have been lost; or
- c) *ex officio*, when the company is informed of the occurrence of events entailing that eligibility for the increased voting right no longer exists or that entitlement to the the legitimating real right and, therefore, to voting rights has been lost.

5. The holder of the legitimating real right registered in the Special List is required to is required to immediately inform the Company of any circumstance and/or event that causes them to no longer be eligible for increased voting rights or to incur loss or suspension of their ownership of the legitimating real right and/or the relative voting right (including direct or indirect transfer of controlling stakes (including the direct or indirect transfer of controlling stakes in the cases set forth in paragraph 6 below).

6. The increased voting right already accrued or, if not accrued yet, the period of ownership required to accrue the increased voting right, shall be cancelled:

- a) in the event of transfer, whether for consideration or free of charge, of the share, without prejudice to what is set forth herein, it being understood that "transfer" also means to the creation of a pledge, usufruct or other encumbrance on the share when this implies the loss of the voting right by the shareholder; for the sake of clarity, it is specified that if only part of the stake is transferred, the increased voting right shall be retained in relation to any shares not transferred;
- b) in the event of transfer, whether direct or indirect, of controlling stakes in companies or entities that hold shares with an increased voting right to an extent exceeding the threshold set forth in article 120, par. 2 of Legislative Decree no. 58 of 24 February 1998.

The increased voting right already accrued or, if not accrued yet, the period of ownership required to

accrue the increased voting right:

- a) is retained in the event the person registered in the Special List creates a pledge or usufruct on the shares for as long as the voting right is still held by the person who created the pledge or granted usufruct;
- b) is retained in the event of succession on death in favour of the heir and/or legatee and in similar circumstances, such as gratuitous transfer under a family agreement or gratuitous transfer following the setting up and/or donation of a trust or a foundation of which the beneficiaries are the transferor or his/her heirs or legatees;
- c) is retained in the event of merger or demerger of the holder of the shares, in favour of the incorporating company resulting from the merger or the beneficiary of the demerger, provided that the incorporating company resulting from the merger or the beneficiary of the demerger is directly or indirectly controlled by the same entity that, directly or indirectly, controls the holder of the legitimating real right;
- d) is extended proportionately to the newly issued shares in the case of a share capital increase pursuant to article 2442 of the Italian Civil Code and cases of share capital increase by new contributions made in the exercise of option rights originally due in relation to the shares for which the increased voting right has already been earned, as well as in the case of the exercise of the conversion right attached to convertible bonds and other debt securities structured in any manner whatsoever which envisage this in their regulation;
- e) may refer also to shares assigned in exchange for those to which the increased voting right is assigned, in the event of the merger or demerger, if this is set forth in the relevant plan;
- f) is retained in the event of the transfer from one portfolio to another of UCIs (as defined in Legislative Decree no. 58 of 24 February 1998) managed by the same entity;
- g) is retained, where the shareholding is held under a trust, in the event of change of the trustee;
- h) is retained when the shareholding is registered in the name of a fiduciary, in the event of change of the fiduciary provided that the grantor is the same and this is appropriately certified by the new fiduciary;
- i) is retained in the event of the transfer or contribution of the shares to a company whose parent company is the transferor or to a subsidiary of the same parent company;
- j) is not extended to shares acquired by a third party on the basis of the option right transferred by a person registered in the Special List.

The newly issued shares, in the cases pursuant to letters (d) and (e) of the previous paragraph, accrue the increased voting right (i) if due to the holder in relation to shares for which the increased voting right

has already been earned, from the moment of registration in the Special List (with no need for a further continuous period of ownership to be completed); and (ii) if due to the holder in relation to shares for which the increased voting right has not yet been earned (but is currently being earned), as of the end of the continuous period of ownership, calculated as of the original registration in the Special List.

7. The person holding increased voting rights has always the right to irrevocably waive (all or in part) the increased voting right at any time by sending a written communication to the company, without prejudice to the fact that the increased voting right may be acquired again with respect to the shares for which the waiver was submitted with a new registration in the Special List and after the continuous period of ownership of no fewer than twenty-four months has been completed in full.

8. The increased voting right is also calculated for the determination of quora to convene the shareholders' meeting and pass resolutions that refer to shares of the share capital . The increase has no effect on the rights, other than voting rights, afforded on the basis of ownership of specific shares of the share capital .

9. For the purposes of this article, the notion of control is that set forth in regulations in force for listed issuers.

10. The board of directors adopts a regulation governing the methods for implementing the increased voting right and the management of the Special List.

11. Any amendment (improving or worsening) the rules on the increased voting right set forth in this article or its suppression shall require nothing more than approval by the Extraordinary Meeting pursuant to the law. The right of withdrawal is excluded in any event.

12. If the Company issues shares without voting rights, the Board of Directors will convene the appropriate Meetings, in the event that the shares without voting rights or the ordinary shares are delisted, to vote the convertibility of the shares without voting rights into ordinary shares according to the conversion ratio that will be decided by the Extraordinary Meeting.

#### Article 7 – DELEGATION OF POWERS TO THE DIRECTORS

The Shareholders' Meeting may assign the power to the Directors to increase the share capital and/or issue convertible bonds, as specified in articles 2443 and 2420 ter of the Italian Civil Code.

#### MEETING

#### Article 8 – ATTENDANCE AND REPRESENTATION AT THE SHAREHOLDERS' MEETING

Shareholders holding voting share shall be entitled to attend the Meeting. Each shareholder may be

represented at the Meeting as permitted by law.

The right to participate in the meeting and exercise voting rights is given by a notice made by an intermediary, which must be received by the company using the methods and terms set forth by applicable law.

The Board of Directors may decide on other ways to allow votes to be expressed electronically.

Proxies to attend the meeting and exercise voting rights in the shareholders' meeting can be given electronically, in compliance with applicable law.

Electronic notice of the proxy can be made, according to the procedures indicated in the notice of calling, by use of a specific section of the company's website or by sending a message to the certified email address given in the notice.

The company may ask intermediaries, through its centralized share management company, for the identification information of shareholders along with the number of shares registered to their accounts at a given date.

Pursuant to art. 2373 of the Italian Civil Code a conflict of interests exists for:

- a) anyone holding voting rights at the Shareholders' Meeting higher than 2% (two per cent) of the Company's share capital which at the same time holds voting rights in another football company affiliated to the professional section of the F.I.G.C. equal to the percentage needed to ensure the control of this other company as per paragraph 1, points 1 and 2 of art. 2359 of the Italian Civil Code;
- b) anyone holding voting rights at the Shareholders' Meeting higher than 10% (ten per cent) of the Company's share capital which at the same time holds voting rights in another football company affiliated to the professional section of the F.I.G.C. with a percentage of the share capital of this company higher than 2% (two per cent) but lower than the share specified in point a) above.

For the purposes of the calculation of these percentages, all voting rights must be taken into account that can be exercised, directly or indirectly, also through parent companies, subsidiary companies or associated companies, or through third parties, or on the basis of pledge, usufruct, any other rights or agreements with other shareholders.

Participants at the Meeting who find themselves in one of the situations of conflict described above must declare this situation under their own responsibility.

#### Article 9 – CALL OF MEETING

The Ordinary Meeting shall be convened by the Board of Directors in the city of the Company's registered

office or elsewhere, in Italy, at least once a year within one hundred and twenty days of the end of the financial year; in cases allowed by law, this term can be extended to one hundred eighty days. In addition, an Ordinary or Extraordinary Meeting shall be convened whenever the Board of Directors deems it proper and in the cases provided by law.

#### Article 10 – NOTICE OF MEETING

The shareholders' meeting is called by public notice, in the terms of the law, published on the company's website or with other methods allowed by applicable law, including the required information.

The notice may indicate a single date for the meeting or it can include the first, second, and, for extraordinary sessions, a third date for the meeting.

#### Article 11 – SHAREHOLDERS' MEETING

To determine the quorum and legitimate ability to pass shareholders' resolutions, Italian law applies. Ordinary shareholders' meetings require the majority as set forth by article 2369, section 3 of the Italian Civil Code and Extraordinary shareholders' meetings require the majority as set forth by article 2369, section 7 of the Italian Civil Code, without prejudice to the matters set forth in articles 13 and 22 for appointment of the Board of Directors and the Board of Statutory Auditors.

#### Article 12 – CHAIR OF THE MEETING – CODE OF THE MEETING

The Meeting shall be chaired by the Chairman of the Board of Directors; in his absence, by the Vice Chairman or the most senior Vice Chairman in the case of a number of Vice Chairmen, or in their absence, by another person appointed by the Meeting. The Meeting shall appoint the Secretary and, where necessary, two tellers. When required by law, or when deemed proper by the Chairman of the Meeting, the minutes are drawn up by a notary appointed by the Chairman himself, in which case it is not necessary to appoint a Secretary. The resolutions of the Meeting shall be recorded in the form of minutes signed by the Chairman and the notary or Secretary.

The Chairman of the Meeting shall be responsible for verifying if the Meeting has been duly constituted, verifying the identity and legitimacy of the shareholders present, conducting the discussion and ascertaining the resulting of voting.

Except as provided by the previous paragraphs, all further regulations for conducting Meetings shall be determined by the Ordinary Meeting through the adoption of specific rules.

The company may designate one or more individuals to which the voting rights holders can grant proxy, with voting instructions for all or some of the items on the agenda. The individuals designated, the



methods and the terms of granting the mandates are given in the notice of calling the meeting.

#### ADMINISTRATION AND REPRESENTATION

##### Article 13 – BOARD OF DIRECTORS

The Company shall be managed by a Board of Directors composed of a number of members variable from a minimum of 3 to a maximum of 15 depending on the number established by the Meeting.

Appointment of the Board of Directors takes place on the basis of the lists of candidates deposited at the company offices no later than the twenty-fourth day before the date of the meeting. In the presence of a number of lists, one of the members of the board of directors is expressed by the second list that has obtained the most votes.

Only shareholders who, singly or together with others, are owners of shares with voting rights representing at least 2.5% of company capital or the different percentage laid down for the company by the regulations in force, may submit lists. Evidence of this this portion of ownership must be given through special notices which must be sent to the company at least twenty-one days before the meeting date. All this will be mentioned in the notice of the meeting.

No shareholder, nor shareholders linked by relations of control or related pursuant to the Italian civil code, may present or vote for more than one list, not even through a third party or fiduciary company. Each candidate may be included in only one list or will otherwise be considered ineligible.

The candidates included in the lists must be listed with progressive numbers and possess the integrity requirements established by law. The candidate named under number one in sequential order must also possess the requisite of independence as set forth by law, as well as the requirements set forth by the code of corporate governance to which the company has already declared to adhere.

Lists that include three or more candidates must also include both male and female candidates, so that the composition of the Board of Directors complies with the regulations on gender balance.

Each list shall be accompanied by detailed information on the candidates' personal and professional qualities, as well as the declarations in which the individual candidates accept the candidature and state, under their own responsibility, that they possess the requirements demanded. Any candidates who do not comply with the aforesaid provisions shall be considered ineligible.

The number of directors to be elected is decided by the meeting according to the following procedure:

1. all the directors to be elected except one are elected from the list that has obtained most votes, on the basis of the progressive order of the list;

2. in accordance with the law, one director is elected from the second list that has obtained the highest number of votes, on the basis of the progressive order of the list.

Lists that obtained a percentage of votes lower than half of the amount set out in paragraph three of this article shall not be taken in account.

However, further to the above, if the composition of the Board of Directors does not comply with regulations on gender balance, the most recently elected candidates of the most represented gender on the list that obtained the highest number of votes, considering their progressive number, will be replaced in the number necessary to ensure compliance with the above regulation by the top ranking candidates not elected on the same list of the less represented gender. If application of this procedure still does not ensure compliance with the prevailing regulation on gender balance, the most recently elected candidates of the more represented gender on the list that obtained the highest number of votes, considering their progressive number, will be replaced by the Shareholders' Meeting in the number necessary to ensure compliance with the prevailing regulation, with the majorities described in article 11.

The above rules for the appointment of the board of directors are not applied unless at least two lists have been presented or voted on in the meetings that must substitute directors during the course of their mandate. In these cases, the meeting decides with a relative majority vote to ensure compliance with the law and the By-Laws on matters of the composition of the Board of Directors.

If in during the financial year one or more Directors were to leave their office, the Board shall replace the Directors in accordance with the civil code to ensure compliance with the law and the By-Laws on requirement regarding Board of Directors composition. If, due to resignation or other causes, the majority of Directors should leave office, the whole Board shall be deemed to be resigning and the Directors still in office should urgently call a Meeting for the new appointments.

The Directors remain in office for a maximum of three years and their mandate expires at the date of the Shareholders' Meeting for the approval of the last financial statements of their period in office; these Directors can be re-appointed. The term of office of any Director appointed by the Meeting in the course of a three-year term shall expire on expiry of the term of office of Directors in office at the time of the appointment.

Directors who receive definitive convictions in the courts entailing additional sentences incompatible with their position are suspended from their position for the period established by the sentence.

Directors who are subjected to disciplinary measures by the bodies of the F.I.G.C. that entail the

permanent exclusion from any level and category of the F.I.G.C. must leave office and cannot fill or be nominated or elected to other Company positions.

#### Article 14 – OFFICERS OF THE BOARD

The Board of Directors, if this has not been decided by the Shareholders' Meeting, shall appoint a Chairman among its members. It may also appoint one or more Vice Chairmen and one or more Chief Executive Officers. The Board can also appoint a Secretary who may not necessarily be a member of the Board.

#### Article 15 – MEETINGS OF THE BOARD

The Board of Directors shall meet either at the registered office or elsewhere, provided that it is in a European country, at least every three months whenever the Chairman or a Vice Chairman or upon request of the persons duly qualified according to the law deems it necessary, or every time the same considers it in the best interests of the Company, or whenever a meeting has been requested by at least three Directors or at least two acting Statutory Auditors or bodies with delegated powers. The meetings shall be presided over by the Chairman, or in his absence, by the Vice Chairman nominated by the Board. In the event of his absence, the chair will be taken by another director nominated by the Board. The meeting shall be called by letter, telegram, fax, e-mail or similar at least three days before the date fixed for the meeting, except in the case of extreme urgency.

The disclosure required by art. 150 of Legislative Decree 58/98 and by art. 2381 of the Italian Civil Code shall be supplied by the Directors to the Board of Statutory Auditors and by the bodies with delegated powers (Executive Directors) to the Board of Directors and the Board of Statutory Auditors during the meetings of the Board of Directors, to be held at least quarterly, as stated in the previous paragraph.

Meetings of the Board of Directors may be held via means of telecommunications. In that case all the Directors present must be able to be identified and follow the discussion, take part in real time in the discussion of the matters and receive, send and consult documents.

#### Article 16 – RESOLUTIONS OF THE BOARD

The resolutions of the Board of Directors shall be valid if at least the majority of the members is present. Resolutions shall be taken by absolute majority of votes of the Directors present at the meeting. In the event of an equal number of votes, the vote of the Chairman of the meeting shall prevail. All resolutions taken at the meeting shall be recorded in minutes signed by the Chairman of the meeting and the Secretary.

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#### Article 17 – POWERS OF THE BOARD

The Board of Directors is vested with all and every power for the ordinary and extraordinary management of the Company. The Board is therefore empowered to take such action as it shall deem proper to pursue the Company's business purpose, with the exception of the powers reserved by law to the Shareholders' Meeting.

The Board of Directors can issue non-convertible bonds and also pass resolutions regarding transactions as provided by article 2365, second paragraph, of the Italian Civil Code as well as decide for the spin-off of companies according to the provisions of the law.

#### Article 18 – EXECUTIVE COMMITTEE

The Board can appoint an Executive Committee among its members, setting the number of members and delegating all or a part of its powers, save those powers expressly reserved by law to the Board. The same provisions of Articles 15 and 16 for the Board of Directors apply with respect to the meetings and the resolutions of the Executive Committee. The Secretary of the Board is also the Secretary of the Executive Committee.

#### Article 19 – GENERAL MANAGER – MANAGER RESPONSIBLE FOR DRAWING UP COMPANY ACCOUNTING DOCUMENTS

The Board of Directors can, as provided for by law, appoint a General Manager, setting the powers, attributions and any remuneration.

The Board of Directors shall, after consulting the Board of Statutory Auditors, appoint a manager responsible for drawing up company accounting documents; the person appointed must have several years of experience in administrative and financial matters in companies of significant size.

#### Article 20 - EMOLUMENTS

The Board is entitled to an annual emolument which shall be voted by the Shareholders' Meeting; the manner to allocate emolument among the Board members shall be decided respectively Board or Executive Committee resolution. The Directors who have been delegated special assignments or powers, after approval by the Board of Statutory Auditors, can be assigned special fees, also in the form of profit sharing. All these amounts shall be recorded under general expenses.

#### Article 21 – LEGAL REPRESENTATION

Legal representation of the Company vis-à-vis third parties and in court proceedings shall be the duty of the Chairman and, if appointed, Vice Chairmen and Chief Executive Officers within the limits of the

powers granted to them by the Board of Directors and also for the execution of the resolutions of the Board and in legal proceedings.

In addition, the Board of Directors may, as provided by law, attribute powers to other Directors, nominees or managers who will exercise such power within the limits set by the Board.

#### BOARD OF STATUTORY AUDITORS AND AUDITS

##### Article 22 - AUDITORS

The Board of Statutory Auditors shall consist of 3 acting Statutory Auditors and 2 alternate Statutory Auditors. Minority shareholders may appoint one standing Statutory Auditor and one alternate Statutory Auditor.

Appointment of the Board of Statutory Auditors takes place on the basis of the lists of candidates deposited at the company offices within twenty-fifth days before the date of the meeting, in which the candidates are listed by a progressive number. The list is divided into two sections: one is for acting Statutory Auditors candidates and the other is for alternate Statutory Auditors candidates, in a number no higher than the number of auditors to be elected.

Lists can only be presented by shareholders which, alone or together with other shareholders, own voting shares representing the percentage specified in the third paragraph of Article 13; this share of ownership must be shown in special notices which must reach the company at least twenty-one days before the meeting date. All this will be mentioned in the notice of the meeting.

Shareholders cannot present or vote, either through a third party or fiduciary company, more than one list. Shareholders belonging to the same group and shareholders belonging to a shareholder syndicate regarding company shares may not present or vote for more than one list, even if through third parties or fiduciary companies. Each candidate may be included on only one list, and will otherwise be considered ineligible.

Only candidates who meet the requirements on the limits on the accumulation of positions specified by the applicable regulations and who meet the requirements of these regulations and these Company By-laws may be included in the lists. As is specified in article 1, section 2, letters b) and c) and section 3 of the Ministerial Decree no. 162 of 30 March 2000 concerning the qualifications of the board of statutory auditors of listed companies, for questions closely related to the activities of the Company, these include commercial law, industrial law, sports law, business economics and finance as well as other disciplines regarding similar subjects, even if indicated by different definitions, while the fields of activity strictly

regarding the Company's operations include the fields of sport and professional sports.

Lists that, taking into account both sections, include three or more candidates must include both male and female candidates in the top two spots of the section relating to the acting auditors, so that the composition of the Board of Statutory Auditors complies with the regulations on gender balance.

Outgoing auditors may be re-elected. The lists presented must also be furnished with:

- a) information regarding the identity of the shareholders that have presented lists, with the indication of percentage of the overall shareholding owned;
- b) a declaration of shareholders other than those that hold, even jointly, a controlling share or relative majority, certifying the absence of related links with the latter covered by the regulations in force;
- c) full information on the personal and professional characteristics of the candidates, as well as a declaration by them of possessing the prerequisites required by law and the Company By-laws and their acceptance of the candidature;
- d) the list of directorship and control positions occupied by candidates in other companies, with the undertaking to update this list at the date of the meeting.

Any candidates who do not comply with the aforesaid provisions shall be considered ineligible.

In the event that at the date of the above deadline only a single list has been deposited, i.e. only lists presented by shareholders who, on the base of what is set out above, are connected with each other in the sense of the regulations in force, lists may be presented up to the third day following that date. In this case the threshold is reduced by one half.

The lists may be deposited by using at least one means of distance communication, according to the methods described in the notice of calling, which allow the individuals depositing the list to be identified. Prompt notification pursuant to the regulations in force must be given of the absence minority lists, of the extended deadline for the presentation of them and the reduction in the threshold as mentioned above.

The appointment of the members of the Board of Statutory Auditors is as follows:

1. two acting statutory members and one alternate member are elected from the list which has obtained the highest number of votes, in the progressive order in which they are listed thereon;
2. the remaining acting statutory member and the other alternate statutory member are elected from the list which has obtained the second highest number of votes from the Meeting and which is not connected to the reference shareholders on the basis of the progressive order in the

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sections of the list; in the event of parity between a number of lists, the candidates elected are those of the list presented by shareholders holding the largest shareholding, or, secondarily, by the highest number of shareholders.

The Chairman of the Board of Statutory Auditors shall be the statutory member indicated as the first candidate on the list indicated in point 2 above.

If it is not possible to appoint the Statutory Auditors in the manner described above, the candidates will be appointed by a simple majority of votes cast by the shareholders present at the Meeting in order to ensure compliance with the law and the By-Laws on matters of the composition of the Board of Statutory Auditors.

In the event the requisites demanded by law and by-laws are no longer met, the Statutory Auditor shall be relieved of office.

In the event of the replacement of a Statutory Auditor, including the position of Chairman, the alternate belonging to the same list as the resigned auditor shall take the place of the same, when the Statutory Auditors have been nominated through lists.

If this substitution does not ensure compliance with prevailing law on gender balance, a shareholders' meeting must be called as quickly as practicable to ensure complete compliance with the regulation.

If the appointment of the Board of Statutory Auditors is not made via lists and an auditor is to be replaced, the most senior auditor shall take over the leaving auditor's office. If the replacement as described above does not allow compliance with prevailing law on gender balance, the auditor whose characteristics meet the regulations shall be appointed. If application of this procedure still does not achieve compliance with prevailing law on matters of gender balance, a shareholders' meeting must be called as soon as practicable to ensure compliance with this regulation.

The terms in the preceding paragraphs shall not be applied by the Meetings which, according to the law, must appoint acting Statutory Auditors and/or alternates and the Chairman needed to complete the Board of Statutory Auditors in the event of replacement or resignation. In these cases, the appointment is made by the simple majority vote of the shareholders, respecting the principle of the necessary representation of minorities ensuring compliance with the law and the By-Laws on matters of the composition of the Board of Statutory Auditors.

The members of the Board of Statutory Auditors are subject to the same conditions and constraints as specified for Directors in Art. 13.

#### Article 23 – EMOLUMENTS

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The emolument of the Statutory Auditors shall be determined by the Shareholders' Meeting according to law.

#### Article 24 – AUDITS

Legal audits and accounting control is exercised by independent auditors who are listed in the corresponding register according to the provisions of laws.

#### FINANCIAL STATEMENTS

#### Article 25 – FINANCIAL YEAR END

The financial year shall terminate on 30 June each year.

#### Article 26 – DISTRIBUTION OF PROFITS

The net profit, less any losses from prior years, shall be distributed as follows:

- 5% to the legal reserve, until the same reaches one-fifth of the Company's share capital;
- at least 10% to the technical-sports youth training and education schools;
- the remaining profit shall be distributed to the shareholders as dividends, unless otherwise voted by the Shareholders' Meeting.

#### Article 27 – INTERIM DIVIDENDS

During the course of the year, and if the Board of Directors so deems it and it is feasible in the light of the results of the year, the Board of Directors can resolve to pay interim dividends for the year, in compliance with the provisions of the law.

#### Article 28 – PAYMENT OF DIVIDENDS

Dividends shall become payable at the registered office of the Company and in other locations designated by the Board of Directors.

All and any dividends not collected within five years from the date when they become payable shall be allocated to the Extraordinary Reserve of the Company and the related coupons shall be cancelled.

#### FINAL PROVISIONS

#### Article 29 – TERRITORIAL JURISDICTION

The Company shall be under the jurisdiction of the Court of Turin.

#### Article 30 – DOMICILE OF SHAREHOLDERS

The domicile of the shareholder, for all relations with the Company, is that shown in the shareholders'



register.

Article 31 - LIQUIDATION

In the event of the dissolution of the Company, the wind-up will take place in the manner established by law.

The liquidator or liquidators shall be appointed, in compliance with the law, by the Shareholders' Meeting, which will fix their powers and compensation.

The state of liquidation or closure entails the revocation of affiliation by the F.I.G.C. which may allow activity to continue until the end of the season in progress.

Article 32 – MATTERS GOVERNED BY LAW

All matters not provided for in the present Company By-laws shall be governed by the provisions of law.

Article 33 – INTERIM PROVISIONS

The provisions contained in articles 13 and 22 which aim to ensure compliance with prevailing law on gender balance shall apply starting from the next election of the Board of Directors and Board of Statutory Auditors, subsequent to 12 August 2012 and for three consecutive terms of office.