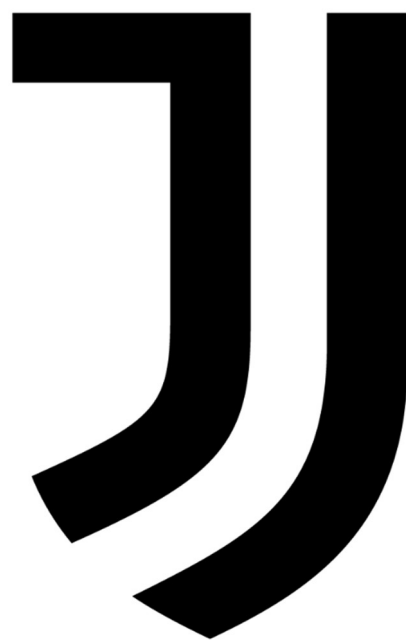


# COMPANY BY-LAWS

registered at the Turin Companies Register on 2 December 2025





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

Share capital Euro 16,731,359.80

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 – COMPANY NAME

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 with the public at large, of equity investments 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 corporate 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 shall in any case be conducted in accordance with the law.

#### Article 4 – TERM

The term of the company is established until 31 December 2100.

#### SHARE CAPITAL – SHARES

##### Article 5 – SHARE CAPITAL AMOUNT

The share capital is € 16,731,359.80 divided into 417,033,996 ordinary shares without par value.

The shares are registered shares issued in electronic form.

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

##### 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 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 occurrence 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 regulation, and keep it at the registered office.

To be registered in the Special List, the person so entitled under this article shall submit a specific application 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. In the case of entities other than natural persons, the application must specify whether the entity is subject to direct or indirect control by third parties and the identification data of the controlling entity, if any. The Special List, where applicable, shall be subject to provisions regarding the shareholders’ register and any other provision on the matter, also as regards 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 rules 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 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 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 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 equity investments 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 disposal, whether for consideration or free of charge, of the share, without prejudice to what is set forth herein, it being understood that “disposal” also means 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 disposed of, the increased voting right shall be retained in relation to any shares not disposed of;

b) in the event of disposal, whether direct or indirect, of controlling equity investments in companies or entities that hold shares with an increased voting right to an extent exceeding the threshold set forth in Article 120, paragraph 2 of Italian 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 accrued, 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 rules;

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 Italian 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 accrued, 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 accrued (but is currently being accrued),



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 always has 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 quorums to convene the Shareholders' Meeting and pass resolutions that refer to percentages of the share capital. The increase has no effect on the rights, other than voting rights, afforded on the basis of ownership of specific percentages 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 rules governing the methods for implementing the increased voting right and the management of the Special List.

11. Any amendment (improving or worsening) of the rules on the increased voting right set forth in this article or their suppression shall require nothing more than approval by the extraordinary shareholders' 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 shareholders' meetings, in the event that the shares without voting rights or the ordinary shares are delisted, to resolve on the convertibility of the shares without voting rights into ordinary



shares according to the conversion ratio that will be decided by the extraordinary shareholders' 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.

#### SHAREHOLDERS' MEETINGS

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

Holders of voting rights shall be entitled to attend the Shareholders' Meeting. Each shareholder may be represented at the Shareholders' Meeting as permitted by law. The company may designate, for each shareholders' meeting, a person (the "designated representative") to whom, pursuant to Article 135-undecies of Italian Legislative Decree 58/1998, the voting rights holders can grant proxy, with voting instructions for all or some of the items on the agenda, in the manner and within the terms provided for by the legislation and regulations in force at the time. This designation must be stated in the notice of call. The proxy is effective only for proposals in relation to which voting instructions are given. The company may also provide for those entitled to participate and exercise their right to vote at the shareholders' meeting to do so only by granting voting proxy or sub-proxy to the designated representative, in compliance with legislation and regulations in force at the time. This provision must be stated in the notice of call. In the event that participation in the shareholders' meeting takes place with the sole intervention of the designated representative, as indicated above, it may also be envisaged that the participation in the shareholders' meeting of the parties entitled to take part may also or exclusively take place by means of telecommunication, without need to be



present in the same place as the chairman and the secretary, in the manner and within the terms envisaged by the legislation and regulations in force at the time.

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 regulation.

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 regulation.

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.

Pursuant to Article 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 Article 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, account shall be taken of all voting rights 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.

Attendees at the Shareholders' 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 SHAREHOLDERS' MEETING

The ordinary Shareholders' Meeting shall be called by the Board of Directors in the municipality 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 Shareholders' Meeting shall be called whenever the Board of Directors deems it proper and in the cases provided by law.

#### Article 10 – NOTICE OF CALL

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 regulation, including the required information.

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

#### Article 11 – SHAREHOLDERS' MEETING

The provisions of the law shall apply to the quorum for meetings and the validity of shareholders' resolutions. Ordinary shareholders' meetings on a single call require the majority as set forth by



Article 2369, paragraph 3 of the Italian Civil Code and extraordinary shareholders' meetings require the majority as set forth by Article 2369, paragraph 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 SHAREHOLDERS' MEETING – SHAREHOLDERS' MEETING CODE

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

The Chairperson of the Shareholders' Meeting shall be responsible for verifying if the meeting is duly quorate, 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 Shareholders' Meetings shall be determined by the Ordinary Shareholders' Meeting through the adoption of specific rules.

GOVERNANCE 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 Shareholders' Meeting.

Appointment of the Board of Directors takes place on the basis of the slates of candidates filed at the company offices no later than the twenty-fifth day before the date of the meeting. In the case of multiple slates, one of the members of the Board of Directors is provided by the second slate that has obtained the most votes.

Only shareholders who, alone or together with others, are owners of shares with voting rights representing at least 2.5% of share capital or the different percentage laid down for the company by the regulations in force, may submit slates. This shareholding percentage shall be shown in special notices, which shall be received by the Company at least twenty-one days before the date of the Shareholders' Meeting. All this shall be mentioned in the notice of call.

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 slate, not even through a third party or fiduciary company. Each candidate may be included in only one slate or will otherwise be considered ineligible.

The candidates included in the slates shall be listed with progressive numbers and possess the integrity requirements established by law. The candidate named under number one in sequential order shall 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 declared to adhere.



Slates that have three or more candidates must also include candidates of different gender so as to allow the Board of Directors to comply with regulations in force on gender balance.

Each slate shall be accompanied by detailed disclosure 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 meet the necessary requirements. 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 Shareholders' Meeting, and the procedure is as follows:

1. all but one of the directors to be elected shall be taken from the slate obtaining the highest number of votes, in the sequential order in which the candidates are listed on the slate;
2. in compliance with the law, one director is elected from the second slate that has obtained the highest number of votes, on the basis of the progressive order in which they appear in the slate.

Slates that obtained a percentage of votes lower than half of the amount set out in paragraph 3 of this article shall not be taken into account.

Pursuant to the above, if the composition of the Board of Directors does not allow compliance with regulations in force on gender balance, the most recently elected candidates of the most represented gender of the slate that has obtained the highest number of votes, considering their sequential number, will be replaced by the top candidates not elected from the same slate of the less represented gender, in the number required to ensure respect for the above regulations. If application of this procedure still does not ensure compliance with current regulation on gender balance, the most recently elected candidates of the more represented gender on the slate 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 above 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 slates have been presented or voted on in the Shareholders' Meetings that must replace directors during the course of their mandate. In these cases, the Shareholders' Meeting resolves with a relative majority vote to ensure compliance with the law and the By-Laws regarding the composition of the Board of Directors.

If during the financial year one or more Directors were to leave their office, the Board shall replace the directors in accordance with the Italian Civil Code to ensure compliance with the law and the By-Laws on requirements regarding the composition of the Board of Directors. If, due to resignation or other causes, the majority of directors cease to hold office, the whole Board shall be deemed to be ceased and the directors still in office shall urgently call a Shareholders' Meeting for the new appointments.

Directors are appointed for a maximum of three financial years and they cease from office at the date of the Shareholders' Meeting convened to approve the financial statements for their final year in office; they may be re-elected. The term of office for those appointed by the Shareholders' Meeting shall expire at the same time as those already in office at the time of their appointment.

Directors who are subject to final measures by the ordinary courts involving additional penalties incompatible with remaining in office shall be suspended from office for the period specified in the aforementioned measures.



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. shall leave office and cannot hold or be appointed 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 Chairperson among its members. It may also appoint one or more vice chairpersons and one or more chief executive officers. The Board may 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 Chairperson or a vice Chairperson, 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 statutory auditors or bodies with delegated powers. The meetings shall be chaired by the Chairperson, or in case of their absence or impediment, by the vice Chairperson appointed by the Board. In the event of their absence, the chair will be taken by another director appointed by the Board. The meeting shall be called by letter, telegram, fax, email or similar means at least three days before the date fixed for the meeting, except in the case of extreme urgency. The disclosure required by Article 150 of Italian Legislative Decree 58/98 and Article 2381 of the Italian Civil Code shall be provided by the directors to the Board of Statutory Auditors and by the bodies with delegated powers 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 attending the meeting. In the event of an equal number of votes, the vote of the Chairperson of the meeting shall prevail. All resolutions taken at the meeting shall be recorded in minutes signed by the Chairperson of the meeting and the secretary.

#### 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. It therefore has the power to carry out all acts, including disposals, considered necessary or appropriate to achieve the corporate purpose, save for only the actions reserved to the Shareholders' Meeting according to the law.

The Board of Directors can issue non-convertible bonds and also pass resolutions regarding transactions as provided by Article 2365, paragraph 2, 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 to the board is also the secretary of the executive committee.

#### Article 19 - GENERAL MANAGER – FINANCIAL REPORTING OFFICER AND SUSTAINABILITY REPORTING MANAGER

The Board of Directors may, as provided for by law, appoint a general manager, setting the powers, attributions and any compensation.

Moreover, the Board of Directors, having obtained the mandatory opinion of the Board of Statutory Auditors, shall appoint and remove the financial reporting officer; the person appointed must have several years of experience in administrative and financial matters in companies of significant size.

Pursuant to Article 154-bis, paragraph 5-ter, of Legislative Decree no. 58/1998, for the drafting of the certification on the compliance of sustainability reporting with the reporting standards applied in accordance with the legislation in force from time to time, the Board of Directors may appoint and remove, having obtained the mandatory opinion of the Board of Statutory Auditors, a manager other than the financial reporting officer; individuals who have gained adequate experience in sustainability reporting may be appointed.

#### Article 20 – COMPENSATION

The board and the executive committee are entitled to a compensation, which shall be voted by the Shareholders' Meeting; the manner to allocate this compensation among the Board of Directors or the committee members shall be decided by Board or executive committee resolution, respectively.



The Board of Directors, having heard the opinion of the Board of Statutory Auditors, may assign special compensation, which may also take the form of profit-sharing, to directors entrusted with special duties or powers. All these amounts shall be recorded under general expenses.

#### Article 21 – LEGAL REPRESENTATION

The Chairperson and, if appointed, vice chairpersons and chief executive officers within the limits of the powers granted to them by the Board of Directors shall be vested with the power to represent the company vis-à-vis third parties and also for the execution of the resolutions of the Board and in court proceedings.

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

#### BOARD OF STATUTORY AUDITORS AND AUDIT

##### Article 22 – STATUTORY AUDITORS

The Board of Statutory Auditors shall consist of 3 standing auditors and 2 alternate auditors. Minority shareholders have the right to appoint one standing auditor and one alternate auditor.

The appointment of the board of statutory auditors takes place on the basis of the slates of candidates filed at the company offices by the twenty-fifth day before the date of the shareholders' meeting, in which the candidates are listed by a progressive number. The slate is divided into two sections: one is for standing auditor candidates and the other is for alternate auditor candidates, in a number no higher than the number of auditors to be elected.

Slates can only be presented by shareholders, which, alone or together with other shareholders, own voting shares representing the percentage specified in Article 13, paragraph 3; this stake of ownership



must be shown in special notices, which must reach the company at least twenty-one days before the meeting date. All this shall be mentioned in the notice of call.

Shareholders cannot present or vote, either through a third party or fiduciary company, more than one slate. 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 slate, even if through third parties or fiduciary companies. Each candidate may be included on only one slate, 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 by-laws may be included in the slates. As is specified in Article 1, paragraph 2, letters b) and c) and paragraph 3 of the Italian Ministerial Decree no. 162 of 30 March 2000 concerning the professional qualifications requirements of the board of statutory auditors of listed companies, for matters 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 or comparable 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.

Slates 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 standing auditors, so that the composition of the board of statutory auditors complies with the regulations in force on gender balance.

Outgoing auditors may be re-elected. The slates must be accompanied by the following:



- a) information regarding the identity of the shareholders that have submitted slates, with the indication of the percentage of the total equity investment owned;
- b) a declaration of shareholders other than those that hold, even jointly, a controlling or relative majority equity investment, certifying the absence of related links with the latter covered by the regulations in force;
- c) full disclosure on the personal and professional characteristics of the candidates, as well as a declaration by them of meeting the requirements provided by law and the by-laws and their acceptance of the candidature;
- d) the list of directorships and statutory audit positions held by the candidates in other companies with the undertaking to update that list at the date of the Shareholders' Meeting.

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

In the event that, by the expiry date of the aforementioned deadline, only one slate has been filed, or only slates presented by shareholders who, based on the provisions set forth above, are deemed to be linked to each other pursuant to the legislation in force, further slates may be presented until the third day following such date. In this case the aforementioned threshold is reduced by one half.

The slates may be filed by using at least one means of distance communication, according to the methods described in the notice of call of the Shareholders' Meeting, which allow the individuals filing the slate to be identified.

Prompt notification pursuant to the regulations in force must be given of the absence of minority slates, of the extended deadline for the presentation of them and the reduction in the threshold as mentioned above.



Statutory auditors shall be elected as follows:

1. two standing auditors and one alternate auditor are elected from the slate, which has obtained the highest number of votes from the shareholders' meeting, on the basis of the progressive order in which they are listed in the sections thereon;
2. the remaining standing auditor and the other alternate auditor are elected from the slate which has obtained the second highest number of votes from the shareholders' meeting and that is not linked to the controlling shareholders pursuant to the regulatory provisions, on the basis of the progressive order in which they are listed in the sections thereon; in the event of parity between a number of slates, the candidates elected are those of the slate submitted by shareholders holding the largest stake, or, secondarily, by the highest number of shareholders.

The Chairperson of the board of statutory auditors shall be the first candidate on the slate 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 shareholders' 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 requirements demanded by law and the by-laws are no longer met, the statutory auditor shall cease from office.

In the event of the replacement of a statutory auditor, including the position of Chairperson, the alternate auditor belonging to the same slate as the ceased auditor shall take the place of the same, when the statutory auditors have been appointed through slates.



If this replacement does not ensure compliance with regulations in force on gender balance, a shareholders' meeting shall be called as soon as practicable to ensure compliance with these regulations.

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

The terms in the preceding paragraphs concerning the appointment of statutory auditors shall not be applied by the shareholders' meetings which, according to the law, must appoint standing and/or alternate auditors and the Chairperson needed to complete the board of statutory auditors in the event of replacement or removal from office. In these cases, the appointment is made by the simple majority vote of the shareholders, complying with the principle of the necessary representation of minorities and 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 Article 13.

Meetings of the Board of Statutory Auditors may also be held via telecommunication means, provided that all participants can be identified and that they are able to follow the discussion, to



intervene in real time in the discussion of the topics addressed and to receive, send or consult documents.

#### Article 23 – REMUNERATION

The remuneration of the statutory auditors shall be determined by the Shareholders' Meeting according to law.

#### Article 24 – AUDIT

Statutory audit of the Company's accounts shall be carried out by an independent auditing firm enrolled in the corresponding register according to the provisions of law.

#### FINANCIAL STATEMENTS

##### Article 25 – FINANCIAL YEAR

The financial year shall end on 30 June each year.

##### Article 26 – DISTRIBUTION OF PROFITS

The net profit, less any losses from prior years, shall be allocated 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 allocated to the shareholders as dividends, unless otherwise resolved upon by the Shareholders' Meeting.

##### Article 27 – INTERIM DIVIDENDS

During the course of the financial 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 shareholders, 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 liquidation 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 dissolution 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 - REFERENCE TO APPLICABLE LAW

All matters not provided for in these By-Laws shall be governed by the provisions of law.