

ARTICLES OF ASSOCIATION BANCA SELLA HOLDING

SECTION I INCORPORATION, TRADE NAME, REGISTERED OFFICE, PURPOSE AND LIFE OF THE COMPANY

Article 1

The company “BANCA SELLA HOLDING S.p.A.” (hereinafter referred to as “The Company”) is incorporated as a joint-stock company.

The Company carries on the activity of "Banca Sella Società per Azioni", incorporated by notary deed as of 23 August 1886 in front of the notary public F. B. Ramella in Biella, in the legal form of a limited partnership company (*società in accomandita semplice*), under the company name of “Gaudenzio Sella & C.i”. The company underwent subsequent corporate changes amended as follows: the company name changed into “Banca Gaudenzio Sella & C.” by notary deed on 28 December 1930 in front of the notary public P. Germano in Biella; it was transformed into a partnership limited by shares (*società in accomandita per azioni*) by notary deed on 6 March 1937, in front of the notary public P. Germano in Biella; it then became a joint-stock company (*società per azioni*) by a notary deed on 23 December 1949, in front of the notary public R. Pozzo in Biella; a resolution by the Extraordinary Shareholders’ Meeting of 7 December 1962 shortened the company name from “Banca Gaudenzio Sella & C. Società per Azioni” to “Banca Sella - Società per Azioni”, with effect from 1 January 1965; the minutes thereof were registered by the notary public A. Jemma in Biella and an order was attached to the said resolution, prescribing that the Board of Directors ensure that, as far as possible, the memory of the Bank's incorporation in 1886 by Mr Gaudenzio Sella, engineer, be maintained in the Bank's correspondence, as well as in the premises open to the public at the Bank’s head office, and its branches.

The Company name Banca Sella Holding and all distinctive signs bearing the word SELLA (or abbreviations thereof), both by the Company and the corporate entity, shall immediately cease to be used when, for any reason and under any form, none of the descendants of Giuseppe Venanzio Sella (1823 – 1876) bearing the surname Sella is no longer a direct or indirect shareholder of the Company or in the event for any reason whatsoever, should the whole or part of the Company and/or the corporate entity and/or its distinctive signs be expropriated.

Article 2

The Company has its registered office in Biella, where the General Management also is located. The Board of Directors may, in compliance with the regulation in force, set up, acquire, transfer, sell and close secondary offices, branches and representative offices in Italy and abroad.

Article 3

The duration of the Company is set until 31 December 2075 (thirty-first December two thousand and seventy-five) and it may be extended by resolution of the Shareholders’ Meeting.

Article 4

The object of the Company activity is the taking of deposits and the exercise of credit in its various forms both in Italy and abroad.

The Company, in its capacity as the parent company of the “Sella” banking group, according to Article 61, par. 1 and 4, of Legislative Decree No. 385/93 (Consolidated Law on Banking and Credit), in the exercise of its management and coordination activities, issues provisions to all Group companies to ensure compliance with supervisory discipline, including the implementation of general and specific instructions issued by the Bank of Italy (Banca d’Italia) in the interest of the stability of the Group. The Company also provides for the setting of the global corporate business plan, verifying

its implementation by each member of the Group, and also ensuring the overall consistency of the governance structure of the Group.

Activities that also make up the corporate purpose are the financing as well as the technical, operating and financial coordination of the companies or entities in which it has equity investments.

The Company may also provide outsourcing banking, financial and intermediation services, as well as related or instrumental services thereof.

In compliance with the regulations in force and subject to obtaining the required authorizations, if necessary, the Company may perform all permitted banking, intermediation and financial services, including those benefiting mutual recognition, as well as any other activity anyway related with or instrumental to the carrying out of its purpose, with the exclusion, however, of any purely random transaction.

SECTION II EQUITY CAPITAL, SHARES AND SHAREHOLDERS' DOMICILE

Article 5

The registered capital of the company, totally paid up and subscribed, amounts to 107,311,312.00 euros (one hundred seven million three hundred eleven thousand three hundred and twelve, dot zero) represented by 214,622,624 (two hundred fourteen million six hundred twenty-two thousand six hundred and twenty-four) Shares with a par value of 0.50 euro (zero commas fifty) each, divided into two categories, pursuant to Article 2348 of the Italian Civil Code, consisting of:

- No. 209,976,000 (two hundred nine million nine hundred and seventy-six thousand) Ordinary Shares (“**Ordinary Shares**”);
- No. 4,646,624 (four million six hundred forty-six thousand six hundred and twenty-four) Special Shares (“**Special Shares**”);

(collectively referred to as “**Shares**”).

The share capital may be increased:

- by resolution of the Shareholders’ Meeting and also by the issuing Shares with different rights;
- also by the contribution in kind of goods and/or receivables.

The Extraordinary Shareholders’ Meeting may resolve to increase the share capital free of charge to allot shares to employees, under Article 2349 of the Civil Code.

In the event of an increase of the paid-in share capital, except for the exclusions provided for by law, the option rights for the subscription of the newly issued Shares shall be granted to all Ordinary Shares and all Special Shares, in proportion to their total number. In the event the paid-in capital increase involves the issuance of both Ordinary Shares and Special Shares, each share shall have the right of pre-emption on Shares of the same class, up to the number of Shares issued, as well as on Shares of the other class in the event the number of Shares issued of the same type is not sufficient to satisfy the total pre-emption rights. Without prejudice on the pre-emptive right in the aforesaid terms, the Company may, in any event, resolve a paid-in capital increase by issuing Shares of a single class or both classes in a non-proportional number, without the need for approval from the Special Meeting of Special Shares, for this purpose as this constitutes no prejudice according to and under Article 2376 of the Italian Civil Code.

Article 6

The Shares are registered and indivisible.

In the event of joint ownership of one or more Shares, the rights of the joint owners may only be exercised by one of the joint owners, representing the others. Notices and declarations made by the Company to the common representative, if appointed, or in default of appointment, to one of the joint owners, shall be effective *vis-a-vis* all of them.

Ordinary Shares and Special Shares grant the same equity and administrative rights, as provided for

by law and the present Articles of Association, except the different rights, as provided for by Article 2348 of the Civil Code, about the Special Shares. In particular, Special Shares:

- may be held only by subjects meeting the requirements set by Article 7;
- are subject to the Ownership Restrictions provided for by Article 7;
- are subject to traffic restrictions set out in Article 8.2;
- are subject to redemption and benefit from the selling rights governed by Article 8.3;
- are subject to the Voting Limitset set out in Article 12;
- are subject to representation limits provided for by Article 13.

Ordinary Shares are incorporated in share certificates according to Articles 2346 and subsequent of the Italian Civil Code. Special Shares are subject to dematerialization and centralized management of dematerialized financial instruments, according to Articles 83-bis and subsequent Legislative Decree 58/1998.

Legitimacy for exercising corporate rights is governed by the laws applicable to Ordinary Shares and Special Shares depending on the relevant representation technique, as set above.

Article 7

Ownership of a Share constitutes in itself unconditional acceptance of the deed of incorporation, the Articles of Association and all resolutions of the Shareholders' Meetings, including even prior to the acquisition of the Shareholder status and also implies election of domicile, as resulting from the Shareholders' Register for all judicial and extrajudicial relations that may arise between the Company and the Shareholder.

It is the responsibility of the Shareholder to notify any change of domicile. Failing the indication of domicile in the Shareholders' Register, reference is made to the registered residence or the registered office.

For all legal purposes, Shareholders acknowledge the exclusive jurisdiction of the Court of Biella for any litigation that might arise between the Shareholders and the Company.

Special Shares may only be subscribed for, purchased and otherwise held only by subjects meeting the following requirements ("**Subjects' Requirements for Special Shares**"):

- be "**Employees**", i.e. natural persons related to the Company of the "Sella" banking group or a company however controlled by the Company by (i) an open-ended employment contract, having passed any probationary period; (ii) a set term contract of employment, of any kind and nature, provided that the contract has been in effect for at least two years;
- to be "**Retired employees**", by which are meant 1) those natural persons who were former Employees or 2) those natural persons already qualified as "Permanent Collaborators", as defined below, whose contract of employment or collaboration ceased due to retirement;
- to be "**Permanent Co-workers**", by which are meant: (i) Financial Advisors registered with the Single Register of Financial Advisors (Financial Advisors) or other categories of Agents or Professionals with a mandate or contractual relationship with the Company or with one of the subsidiaries of the "Sella" banking group or a company however directly or indirectly controlled, by the Company for at least two years; (ii) Directors formerly employed by the Company or of one of the subsidiaries belonging to the "Sella" banking group or a company however controlled by the Company for at least two years; (iii) Directors of the Company or one of the subsidiaries of the "Sella" banking group or a company however controlled by the Company who have held such role for at least four years; (iv) Directors of the Company or one of the subsidiaries of the "Sella" banking group or a company however controlled by the Company, who are not employees (i.e. not employed by the Company);
- "**Ordinary Shareholders**", by which are meant those natural persons, legal persons and subjects of any nature holding Ordinary Shares.

It is not permitted - except to the Company, by way of treasury shares, to the extent provided for by law, as well as Ordinary Shareholders, as defined above- to acquire and own Special Shares in an amount exceeding 0.25 per cent of the total number of Shares in which equity capital is divided ("**Ownership Restrictions**").

For the purpose of applying the Ownership Restrictions those Special Shares directly owned by the same person shall be taken into account together with the Special Shares referring to the same unit interest centre for calculation, including (i) Special Shares indirectly owned through trust companies or nominees; (ii) Special Shares directly or indirectly held by the pledgee or the beneficial owner when the corporate rights are attributed to them, as well as those subject to repurchase agreement; (iii) Special Shares owned by the same corporate group, by which are meant those composed by controlled, controlling or subjects under common control, under Article 2359, par.1, No. 1 of the Civil Code.

In the event the Ownership Restrictions are exceeded:

- (i) whoever becomes the holder of Special Shares exceeding the Ownership Restrictions (“**Exceeding Special Shares**”) is bound to notify the Company in writing within twenty days from the event that determined the excess;
- (ii) Excess Special Shares must be disposed of within one year from the notice or, failing this, from the notice of the Company on the exceeding of the Ownership Restrictions;
- (iii) with the holder of Exceeding Special Shares has no right to be included in the Shareholders’ Register nor can exercise corporate rights;
- (iv) dividends accrued on Excess Special Shares must remain vested in the Company, which shall record them in a special reserve; for this purpose, whoever becomes the holder of Excess Special Shares shall also immediately notify the intermediary in the books of which he is registered if any, giving irrevocable instructions not to collect them;
- (v) option rights pertaining to Excess Special Shares are proportionally allocated in favour of all other Shares;
- (vi) Excess Special Shares are counted for the constitution of the Meeting and are not taken into account to calculate the majority and the capital quota required to approve deliberations.

In the event in the event of Excess Special Shares held by more than one subject, the corporate rights allocated to Special Shares owned in compliance with the Ownership Restrictions are exercised, except otherwise jointly indicated by the interested parties: (a) proportionally to the holding of each subject, if the excess is determined by concurrent purchase; (b) by those who are holders of Special Shares purchased in compliance with the limit and with the exclusion of those who purchased after it exceeded if the surplus results from subsequent purchases.

Article 8

8.1 Pre-emption rights in the event of a transfer of Ordinary Shares

Holders of Ordinary Shares have pre-emption right in the event of alienation of the full or bare ownership of Ordinary Shares, of option or allotment rights or fractional coupons and usufruct of the Ordinary Shares themselves.

Ordinary Shares may not be disposed of, bearing effects with regard to the Company, to subjects other than the direct descendants of the transferor, Group companies and other holders of Ordinary Shares, unless they have not been previously offered in option to the latter on an accretive basis among themselves.

Disposal shall mean not only the transfer of the full ownership of Ordinary Shares but also that of bare ownership or the constitution or transfer of rights in rem over Ordinary Shares; option rights resulting from capital transactions are equally subject to the procedure provided for the transfer of title in ownership. In this case, the offer will relate to the limited right in rem or option right.

A Shareholder intending to dispose by deed upon payment and with fungible payment of, in whole or in part his Ordinary Shares, fractional coupons, convertible bonds, warrants, stock option rights, share allotments, bare ownership or other rights in rem of beneficial interest, must first contact the Chairman of the Board of Directors by registered letter with acknowledgement of receipt, informing him on the purpose, quantity, price and conditions of the transfer, and the identity of the subject receiving the transfer. The price to be indicated shall not exceed more than 30% of the maximum payment set by a board of three arbitrators, one of whom to be appointed by the shareholder intending to transfer and one by those exercising pre-emption rights or, lacking the exercise of pre-emption rights, by the Company. The two arbitrators, thus designated, will in turn designate the third who will

act as Chairperson; in the event of disagreement, the third arbitrator shall be designated by the President of the Camera Arbitrale Nazionale e Internazionale (i.e. National and International Arbitration Chamber) of Milan. The latter shall also designate the arbitrator who happens not to be appointed by the party concerned within twenty days of receiving the notice of designation from the other interested party. The Board of Arbitrators, to determine the maximum monetary compensation, shall apply the criteria provided for by Article 2437-ter, par. 2 of the Civil Code. Resolutions of the Board of Arbitrators shall be final and binding for both parties as an expression of their own will, obviously excluding any filing formalities. Half of the expenses for the Board of Arbitrators shall be borne by the transferring shareholder and half by those exercising pre-emption rights or, lacking the exercise of pre-emption rights, by the Company.

The offer communicated to the Chairman of the Board of Directors of the Company shall be sent by the latter, by registered letter with acknowledgement of receipt to the other holders of Ordinary Shares, at the address recorded on the Register of Shareholders within thirty days from the appointment of the Board of Arbitrators as above mentioned, each of whom might declare to accept it, in whole or in part, in proportion to the number of Ordinary Shares in their possession, by registered letter with acknowledgement of receipt sent to the Chairman of the Board of Directors within thirty days from receipt of the communication. Should any of the holders of Ordinary Shares not intend to avail themselves of such right, their part shall be offered again to the other holders of Ordinary Shares, always pro-rata and under the above-mentioned procedure, until all of the Ordinary Shares have been used up or the remaining Ordinary Shares have been rejected.

The Ordinary Shares subject to the offer shall be transferred within sixty days from the date in which the Chairman of the Board of Directors will have communicated to the offering Shareholder, within thirty days from the forty-fifth following the last re-offer, by registered letter with acknowledgement of receipt, the acceptance of the offer with the indication of the Shareholders accepting the shares and the quantity to be transferred to each of them.

Should the terms for the acceptance of the offer elapse and the offer be not accepted, in whole or in part, the offeror is free to transfer non-opted Ordinary Shares to whomever they might choose at a price not lower than the one previously set.

In the event the sale is not completed within ninety days from the above-mentioned deadline, the procedure described in this Article shall be repeated and all terms thereof shall again be complied with.

In the event the sale refers to option or allotment rights relevant to Ordinary Shares, as well as fractional coupons, the holder of Ordinary Shares shall comply with all the terms and conditions set out in this Article, with the sole modification that the deadlines indicated are reduced by half.

In any case of alienation, whenever the price of incorporation or transfer is questioned by anybody having the right to exercise an option, the price shall be determined by whom the pro-tempore President of the Court of Biella shall appoint, by choosing among University Professors competent in the subject and leading auditing companies.

The provisions of this Article 8.1 shall also apply, *mutatis mutandis*, also in the event of free disposal. In this case, the holders of Ordinary Shares other than the transferring shareholder have the right to purchase the Ordinary Shares at a price set as set out in the previous fourth paragraph.

8.2 Limitations to the circulation of Special Shares

Special shares may only be transferred in favour of subjects in possession of Subjective Requirements of Special Shares.

8.3 Redemption rights and sale rights of Special Shares

Should the Subjective Requirements of Special Shares cease to exist – for any reason whatsoever including due to the ending of control over one of the companies already controlled by the Company – the following provisions shall apply, notwithstanding provisions of Articles 8.1 and 8.2 above.

A)

Special Shares for which Subjective Requirements of Special Shares failed may be redeemed, according to Article 2437-sexies of the Civil Code, (i) by all holders of Ordinary Shares and Special Shares, pro-quota to the number of Shares held on the whole, with the right to increase if the exercise of the right by all holders of Ordinary Shares and Special Shares should fail to be complete; (ii) by

the Company, in compliance with Article 2437-sexies of the Civil Code and with any other applicable disposition provided for by law, if the right of redemption is not exercised in full, from time to time, by the holders of Ordinary Shares and Special Shares.

The redemption of Special Shares may be performed at a price, set by the Board of Directors according to Article 2437-ter of the Civil Code, taking into account the opinion of the independent auditors taking into account the Company's assets and liabilities and its income prospects, as well as the market value of the Special Shares, if any (“**Redemption Value**”). For the purpose of determining the Redemption Value, the following factors and circumstances, which contribute to the determination of the value of the Special Shares, shall, in any event, be taken into account: (i) the Ownership Restrictions referred to in Article 7 above; (ii) the Subjective Requirements for Special Shares referred to in Article 7 above; (iii) the Voting Restrictions referred to in Article 12 below, Ownership Restrictions together with all other limitations and features of the Special Shares.

Holders of Special Shares in respect of which Subjective Requirements of Special Shares ceased to apply are bound to notify the Board of Directors without delay. The Board of Directors shall decide, within sixty days from receiving notice that the Special Shares no longer meet the Subjective Requirements of Special Shares, whether to initiate the procedure for the offer of Special Shares subject to redemption by the holders of Ordinary Shares and the other Special Shares, in compliance with criteria provided for by Article 2437-quarter of the Civil Code, which shall apply *mutatis mutandis*.

Such procedure completed – provided in the meantime that the Special Shares in question have not been lawfully transferred, with effect towards the Company, to a subject meeting Subjective Requirements of Special Shares – the redemption is notified by the Board of Directors to the holder of the redeemed Special Shares, by registered letter with acknowledgement of receipt sent to the domicile as it appears on the Shareholders’ register, indicating the number of Special Shares redeemed as well as the Redemption Value as suitably determined.

The amount due to holders of Special Shares is made available to them at the Company’s tellers or at a bank suitably appointed, as specified in the note for redemption, and yields thereof shall be in favour of the holder of the Special Shares redeemed.

Redemption has an effect, as it is the exercise of a power of attorney in compliance with the law, as of the notice made under the present Article and therefore it entails, even in the event without a stated expression of willingness by the shareholder holding redeemed Special Shares, the purchase of redeemed Special Shares by the subjects stated in the redemption notice. Appropriate note of the above shall be made in the Shareholders’ Register. The shares certificates incorporating the redeemed Special Shares are cancelled and replaced with new certificates in the name of the subjects who validly exercised the redemption.

The withdrawal of the sum, equal to the Redemption Value, made available to the shareholder holding redeemed Special Shares, entails acceptance of the calculation quota of the Redemption Value and concurrent waiver of any objection. Failing this, within thirty days from receipt of the redemption notice, the shareholder holding redeemed Special Shares may submit any specific and motivated objection on the content of the Redemption Value not agreed upon to the Board of Directors, by registered letter with acknowledgement of receipt.

In the event no agreement is reached within twenty days from receipt by the Board of Directors on the objections by the shareholder holding the shares to be redeemed, the Redemption Value is set, within sixty days from the date of acceptance of the related warrant, by a leading auditing company or a competent university Professor (“**Expert**”), chosen by common agreement and, failing that, appointed by the Court of Biella, upon request by the diligent party. The Expert shall act as an arbitrator under Articles 1349 and 1473 of the Italian Civil Code and its determination shall not be left to his mere discretion.

The present criteria for the challenge of the Redemption Value are to be understood as in the application of provisions stated in Article 2437-ter of the Civil Code, in so far as they are compatible with the redemption procedure.

In the event of loss of Subjective Requirements of Special Shares due to the death of the holder thereof, the procedure for redemption shall take place with the same terms, processes and effects, as governed above, concerning the heirs or legatees succeeding as holders of the same Special Shares.

B)

If at the end of the redemption, procedure disciplined above, the holder of Special Shares in respect of which Subjects' Requirements of Special Shares ceased to apply, is still the holder of all or part of their Special Shares (“**Residual Special Shares**”) he shall be entitled to sell the total sum of the Residual Special Shares to the holders of Ordinary Shares, who shall, in turn, have the obligation to buy them at the Redemption Value, in proportion to the number of Ordinary Shares owned (“**Right to Sell Residual Special Shares**”).

The Right to Sell Residual Special Shares must be exercised, on pain of forfeiture, by registered letter to the Board of Directors within thirty days of receipt of the redemption notice, according to letter A) above - or upon receipt of the non-redemption notice - sent by the Board of Directors to the holder of Special Shares subject to redemption.

Holders of Ordinary Shares are jointly and severally liable to fulfil the obligation, paying the amount due, within thirty days upon receipt of notice sent to that effect without delay by the Board of Directors to all holders of Ordinary Shares (and in any case within fifteen days upon receipt of the registered letter exerting the power to sell).

Residual Special Shares in respect of which the Right to Sell Residual Special Shares has not been exerted, remain in the ownership of the holder in respect of whom Subject's Requirements of Special Shares ceased to apply, subject to restrictions on their circulation pursuant to Article 8.2.

SECTION III COMPANY BODIES

Article 9

The system of control and management of the Company is governed by Book V, Chapter V, section VI bis, par. 2 and 3 of the Civil Code, which provides for a Board of Directors and a Board of Statutory Auditors, under the following Articles.

SECTION IV SHAREHOLDERS' MEETING

Article 10

The Shareholders' Meeting shall be Ordinary or Extraordinary according to the law.

The Shareholders' Meeting represents all Shareholders and its resolutions, in compliance with the law and the present Articles of Association, shall be binding for all Members, even if dissenting or absent.

Article 11

The Board of Directors shall convene the Shareholders' Meeting. The Shareholders' Meeting may also be called outside the municipality of the Company's registered office, provided it is in Italy, by notice published on the Company's website with access reserved to Shareholders and published at least 15 days prior to the day set for the first call, in the Official Journal of the Italian Republic or in a newspaper to be chosen among: "Il Sole 24 Ore", "Finanza e Mercati" and "Italia Oggi". If the newspapers have ceased publication, the notice must be published in the Official Journal of the Italian Republic.

The calling notice may report the day, time and place for the second and third calling. Lacking the above-mentioned formalities, the Shareholders' Meeting shall be deemed regularly convened when the whole equity capital is represented and the majority of members of the Board of Directors and the Board of Statutory Auditors in office are attending. In such case, however, each of the participants

attending the Meeting may oppose the discussion of any item on which they deem themselves to be not sufficiently informed. In the hypothesis referred to in the preceding paragraph, prompt communication of the resolutions taken shall be given to the members of the Board of Directors and of the Board of Statutory Auditors who did not attend the Shareholders' Meeting. The Ordinary Shareholders' Meeting for the approval of the annual report shall be called at least once a year, within 120 (one hundred and twenty) days from the closing of the financial year; such deadline, if any specific reason related to the consolidation of the financial statements of the Group shall occur, might be increased to 180 (one hundred and eighty) days. The Extraordinary Shareholders' Meeting is called whenever the need to deliberate on any of the topics reserved to it by the law occurs. The Ordinary or Extraordinary Shareholders' Meeting, may take place even with participants located in different places, either contiguous or distant, connected by telecommunications, provided that the collection method and the principles of good faith and equal treatment of shareholders are met.

In such an event:

- The notice of the Shareholders' Meeting (except in case of a Meeting to be called pursuant to the fourth paragraph of Article 2366 of the Italian Civil Code) states the audio/video premises connected by the Company, in which members may gather, and the meeting is deemed to be held in the place stated in the calling notice;
- the Chairman of the Shareholders' Meeting shall be allowed, also by way of his office, to ascertain the identity and legitimacy of people present, to rule the progress of the meeting, as well as to verify and declare the results of the voting;
- the person who draws up the minutes of the meeting shall be allowed to properly understand all the proceedings which are the object of the minutes themselves;
- participants shall be allowed to take part in the discussion and the simultaneous votation on the items on the agenda.

Article 12

Each Share entitles to the right of one vote.

In compliance with Article 2351, (3) of the Italian Civil Code, the voting right of Special Shares – for any Meeting in which they attend, including special meetings pursuant to Article 2376 of the Italian Civil Code – is limited to a maximum number of votes for each holder (“**Voting Limit**”) equal to 0.01% (zero, comma zero one per cent) of the total number of Shares in which the Equity Capital is divided into, rounded up to the nearest whole number. For the application of the Voting Limit, those Special Shares are counted of which the same subject is directly a holder, together with the Special Shares of the same unit interest centre for computation, in compliance with provisions in Article 7 above, concerning Ownership Restrictions.

The right of attendance to the Meeting is entitled to all Shares.

Article 13

The holders of Ordinary Shares, who are entitled to attend and vote at the Shareholders' Meeting, may be represented, by way of a written proxy, only by a holder of Ordinary Shares, in compliance with and within the limits of Article 2372 of the Italian Civil Code. The proxy may be issued to attend one only Shareholders' Meeting with effect also for subsequent SHareholders' Meetings.

Under the same terms and with the same limits, the holders of Special Shares may be represented, by way of a written proxy, by a holder of Special Shares, exclusively in the special Meetings of the Special Shares category, in compliance with Article 2376 of the Italian Civil Code. The holders of Special Shares may not be represented to attend and vote in the ordinary and extraordinary Shareholders' Meetings of the Company.

Article 14

The Shareholders' Meeting shall be chaired by the Chairman of the Board of Directors, or, in his absence or impediment, by the sole or most senior Vice Chairman present. In the event of his absence or impediment of both the Chairman and the Vice Chairmen, the Shareholders' Meeting shall be chaired by the Chief Executive Officer, if appointed, or, in his absence or impediment, by a person,

not necessarily a Shareholder, designated by the majority of votes of the Shareholders attending the Shareholders' Meeting.

The Shareholders' Meeting appoints a Secretary, not necessarily a Shareholder, to draw the minutes. Whether provided for by the law, the minutes shall be drawn up by a notary public, chosen by the Chairman of the Shareholders' Meeting.

Article 15

The Chairman of the Shareholders' Meeting shall verify the right of each participant to take part in the Shareholders' Meeting and the number of votes each shareholder is entitled to express, in person or by proxy. The Chairman shall also verify that the Shareholders' Meeting is lawfully convened.

The Chairman, if he deems it suitable, shall appoint two scrutineers, choosing them among those entitled to vote.

The Chairman of the Shareholders' Meeting has full powers to rule the proceedings of the Shareholders' Meeting, including the determination of the voting system, in compliance with the criteria and formalities required by law and, by the standing Shareholders' regulations, if existing.

Article 16

The Shareholders' Meeting is validly formed with the attendance required by the law.

Once the Shareholders' Meeting is legally convened, neither a such convention nor the validity of the resolutions taken can be nullified by the fact that any of the participants may leave the Meeting for any reason whatsoever.

Article 17

The Shareholders' Meeting resolutions shall be taken with the majorities required by the law.

Appointments, unless resolved by unanimous consent, shall be made by secret vote and at relative majority. The obligation to identify in the minutes those that have expressed favourable, or unfavourable votes or that have abstained from voting remains. In the event of an even result, the eldest candidate shall be appointed.

The Chairman of the Shareholders' Meeting must give as soon as possible written notice to those appointed that were not present.

The proceedings of the Shareholders' Meeting and resolutions taken shall be properly recorded in the minutes, drafted and signed according to Article 2375 of the Italian Civil Code.

Copies and the abstracts of the minutes, signed and certified as compliant by the Chairman or by those who took his stead, or, in their absence or impediment, by two Directors, shall give full evidence.

Article 18

The Ordinary Shareholders' Meeting shall:

- approve the financial statements and allocate the profit;
- appoint the Directors and the Statutory Auditors, also appointing the Chairman of the Board of Statutory Auditors, and decide concerning their revocation;
- based on clearly justified proposals of the Board of Statutory Auditors, entrust the appointment of the statutory audit of the accounts to the legal auditor or the external auditors' company, by determining also the compensation and any possible criteria for its adjustment during the assignment, thus providing also for his revocation;
- approve the compensation policies in favour of Directors, Directors holding special offices, employees and co-operators not linked to the Company by employment contracts;
- determine the amount of compensation for Directors and Statutory Auditors;
- approve any possible compensation plan based on financial instruments;
- approve the criteria for the determination of the possible remuneration to be agreed upon in the event of early termination of the employment relationship or early termination of office,

including any limit to the said remuneration in terms of annual instalments and fix the maximum amount deriving from their application;

- resolve over the liability of Directors and Statutory Auditors;
- approve the Shareholders' Meeting Regulations;
- resolve all other issues assigned to its authority by law or by the Articles of Association.

The Shareholders' Meeting may appoint, among subjects who are not members of the Board of Directors, a maximum of two Honorary Vice Chairmen, determining their remuneration, if any, and term of office.

The Honorary Vice Chairmen are not members of the Board of Directors and by request from the Chairman and/or by the Managing Director, may be invited to attend the meetings of the Board of Directors, without voting rights and, in an advisory capacity, to express opinions.

The Ordinary Shareholders' Meeting may deliberate on the ratio between the variable component and the fixed component of the remuneration of key staff at over 100%, but in no event shall this ratio exceed 200%.

The Ordinary Shareholder's meeting may also resolve the remuneration of the Chairman of the Board of Directors at a higher level than the set remuneration allocated to the Managing Director or General Manager.

Said resolutions are adopted upon a proposal from the Board of Directors and are approved when:

- the meeting is taking place when at least half of the value of the equity capital is represented and the resolution is adopted upon a favourable vote of at least two-thirds of the equity capital represented at the meeting;
- the resolution is adopted upon a favourable vote by at least three-fourths of the value of the equity capital represented at the meeting, whatever the amount of equity capital represented at the Meeting.

The Extraordinary Shareholders' Meeting shall resolve amendments to the Articles of Association, the appointment, revocation, replacement and powers of liquidators and any other issue assigned to its authority by law.

The Extraordinary Shareholders' Meeting may resolve the allocation of profits to staff who are employed by the Company or by subsidiary companies wholly owned through the issuing of special classes of Shares for an amount corresponding to the profits to be allocated individually to the employees.

SECTION V BOARD OF DIRECTORS

Article 19

The Company shall be managed by a Board of Directors ("**The Board**") consisting of no less than seven and no more than fourteen non-executive Directors.

The determination of the number of members of the Board is the responsibility of the Shareholders' Meeting.

The composition of the Board ensures:

- compliance with the requirements and eligibility criteria for the suitability of corporate officers to hold office, as set out in the applicable laws and regulations;
- the presence of Directors belonging to the less represented gender, in compliance with the pro tempore regulations in force on the matter of gender quotas.

On pain of ineligibility or, should they subsequently cease to hold office, forfeiture of office, the Directors must meet the requirements of professionalism and honourableness outlined in the laws and regulations in force.

The persons that hold offices of management, direction or control in more than four Italian companies with shares listed on regulated markets in Italy or in other EU countries or companies issuing financial instruments that are widely distributed among the public under current legislation cannot be appointed

as members of the Board. The Director may hold other management, direction or control appointments in the companies according to the provisions in Book V, section V, items V, VI, VII of the Italian Civil Code up to a maximum limit of 7 points, resulting from the application of the calculation model included in Annex 5-bis, table 1 of the Regulation implementing Legislative Decree No. 58 of 24 February 1998 concerning the discipline of issuers, adopted by CONSOB resolution No. 1197 of 14 May 1999, as amended from time to time.

For the implementation of the present provision the following items shall apply:

- the definitions set out in Article 144 duodecies of the regulation implementing Law by Decree 24/2/1998, n 58, concerning the discipline of issuers, adopted by Consob with resolution n. 11971 of 14/5/1999 and subsequent amendments;
- the second paragraph of Article 144 duodecies of the Regulation implementing Legislative Decree 24/2/1998, n 58, concerning the discipline of issuers, adopted by Consob by resolution n. 11971 of 14/5/1999 and subsequent amendments;
- the third paragraph of Article 144 terdecies of the regulation implementing Legislative Decree 24/2/1998, n 58, concerning the regulation of issuers, adopted by Consob with resolution n. 11971 of 14/5/1999 and subsequent amendments.

The Directors inform the Company of the management and auditing appointments they hold within the companies referred to in Book V, section V, items V, VI, VII of the Italian Civil Code, at the time of the appointment and on December 31st of each year, within fifteen days following such date. The information relating to such appointments shall be disclosed on the bases of the instructions contained in Annex 5-bis above. If a Director becomes aware that the limits envisaged in this Article have been exceeded, he/she shall notify the Company of the reasons for the excess within ten days of such knowledge and, within ninety days of such knowledge, resign from one or more of the offices held.

Within five days of the resignation, the member of the Board shall notify the Company of the resignation.

In addition, at least one-fourth of the Directors (rounded down to the nearest whole number if the first decimal is equal to or less than 5 and up to the nearest whole number if it is higher than 5) must meet the requirements of independence required by Decree of the Ministry of Economy and Finance of 23 November 2020 n. 169, bearing the "Regulations regarding the requirements and eligibility criteria for the carrying out the duties of the company representatives company" and subsequent amendments and additions. The Board of Directors assesses the existence of the independence requirements:

- at the time of appointment of a new Director who qualifies as independent;
- at the time of renewal of appointments of all Directors who qualify as independent.

The Directors are appointed for a period not exceeding three financial years and may be re-appointed. their term of office ends on the date of the Shareholders' Meeting convened for the approval of the financial statements for the last financial year of their office.

in the event of the ceasing of one or more Directors, the Board of Directors provides for the replacement under art. 2386 of the Italian Civil Code, in compliance with the requirements set forth and the number of independent Directors and of the less represented gender provided for by Bylaws and/or by the pro tempore legislation in force.

If the majority of the Directors appointed by the Shareholders' Meeting leave office, the remaining Directors remain in office only until the date of the Shareholders' Meeting, which they must urgently convene to reappoint and complete the Board of Directors. The term of office of the Board thus renewed shall be determined by the Shareholders' Meeting.

Article 20

The Board of Directors, after each re-election and within ten days from the date of the Ordinary Shareholders' Meeting, shall appoint the Chairman among its members for three financial years, except if the Shareholders' Meeting resolved on a different duration as per provisions set by Article 19 above, last two paragraphs, in the event the Ordinary Shareholders' Meeting has not already taken care of this issue. It also appoints one or more Vice Chairmen, after fixing their number.

Should, the Chairman and/or one or more Vice Chairmen, cease to serve for any reason, during their office, the Board of Directors provides for their immediate replacement.

The Board may also appoint a Chief Executive Officer and resolve his powers. The Managing Director is appointed for one financial year, may be reappointed from one financial year to another and his appointment expires on the date of the Shareholders' Meeting which is called for the approval of the financial statements concerning the financial year in which he was appointed.

The offices of the Managing Director and General Manager, should both offices be named, must be cumulated on the same person.

The Chief Executive Officer is responsible for the execution of Board resolutions with the support of the General Management.

The Board shall also appoint a Secretary, who from time to time and for selected matters, may also be a notary public.

in the event of the absence or impediment of the Secretary, the Board appoints the person who should replace him, for as long as the absence or impediment persists.

Article 21

The Board of Directors shall meet at the registered office of the Company or another location in Italy or abroad, once a month, whenever the Chairman or the Managing Director or three Directors or two Auditors deem it necessary and in all other cases as required by the law.

The meetings of the Board, and the other decision-making committees, if appointed, may take place by teleconference or videoconference unless otherwise announced by the Chairman on the grounds of the discussion of the particular topics to be addressed, provided that all members can be properly identified by the Chairman and are enabled to follow the discussion and take part in the same in real-time; when all such requirements are met, the Board meeting shall be deemed to take place at the premises stated in the calling notice.

In the absence or impediment of the Chairperson, the meeting shall be chaired by the Vice-Chairperson, and, if more than one Vice-Chairman is appointed, by the most senior in age. In the absence or impediment of both the Chairman and the Vice Chairmen, the Board shall be chaired by the Managing Director, and in the event of the absence or impediment of the latter, by the most senior Director in age.

In the event of the absence or impediment of the Secretary, the corresponding functions shall be performed by a Director or an employee with a role higher than middle management of a company of the "Sella" banking group appointed by the Board.

The Auditors of the Board of Auditors shall also attend the meetings of the Board of Directors.

The Chairman and/or the Managing Director may invite to the meetings of the Board of Directors internal people of the company to attend the Board of Directors' meeting or part thereof, without voting rights.

Article 22

Board meetings are convened by the Chairman, or his deputy or, failing that, by whoever is entitled to convene a Board meeting, by written notice at least four days in advance, or, in the event of urgency, by written telecommunication at least twenty-four hours in advance.

Auditors shall be given notice according to the same procedure and terms.

The Board of Directors is however validly formed and qualified to pass resolutions whenever, even in the absence of the above-mentioned formalities, all members of the same Board and all Auditors of the Board of Statutory Auditors are present, without prejudice to the right of any of those present to oppose the discussion of any matters on which they do not consider themselves sufficiently informed.

Article 23

For Board resolutions to be valid, the presence of the majority of the Directors in office is required. Resolutions shall be passed by an absolute majority of the votes of those present, except as provided for in the third paragraph of the present Article, and by open voting, unless the Auditors attending or

one-third of the voters require a secret ballot. In the event of an even result, the vote of the person presiding, in case of an open votation, shall constitute the majority. Appointments regarding executive positions, unless appointed by unanimous consent, shall be always made by secret voting and by a relative majority. In the event of an even result, the eldest candidate shall be appointed.

In all the cases of secret voting provided for by this Article, the right of an abstaining or opposing Director to have his vote recorded shall remain unaffected.

In the event the Director should have an interest, on their own account or on behalf of a third party, in a certain operation of the Company object of the resolution, Article 2391 of the Italian Civil Code shall apply.

Article 24

The Board of Directors is vested with the broadest management powers (Article 2380 bis of the Italian Civil Code) for the ordinary and extraordinary management of the Company to perform all acts that it may deem appropriate to achieve and implement the Corporate purpose, with the sole exception of those reserved by law to the Shareholders' Meeting.

The Board of Directors shall adopt a regulation concerning its operating procedures and powers in compliance with the law and Articles of Association.

In addition to the powers that cannot be delegated by law, the Board shall have exclusive competence on the following matters:

- 1) strategic guidelines as well as drafting and amending the strategic plans of the Company and of the banking group to which it belongs;
- 2) adoption and amendment of the industrial and financial plans of the Company and of the banking group to which it belongs;
- 3) supervision on the correct and consistent implementation of the strategic guidelines and plans referred to in points 1) and 2) above in the management of the Company and the banking group to which it belongs;
- 4) adoption and amendment of the budget of the Company and its banking group companies, which are included in the consolidated budget of the Group;
- 5) approval of the organizational structure of the Company;
- 6) general strategic guidelines for the structure and functioning of the banking group, determining the criteria to exercise the coordination and the management of the subsidiaries belonging to the same banking group, as well as to ensure compliance with supervisory discipline, including the implementation of the instructions issued by the Bank of Italy;
- 7) approval and amendment of:
 - its internal regulations;
 - the Company's Banking Group Regulation;
 - the Company's main internal regulations;
- 8) proposal of the Shareholders' Meeting regulation;
- 9) approval of the Policies for the assumption and of the management of all risks, none excluded, as well as assessment of the functionality, efficiency, and effectiveness of the system of internal controls of the Company and of the banking group to which it belongs;
- 10) appointment and revocation as well as secondment at other companies of the Group of General Manager and members of the General Management and determination of the respective powers;
- 11) establishment and breaking up of committees within the Company bodies, appointment and revocation of their members, approval of the respective regulations for their functioning;
- 12) appointment and revocation of the person in charge of Internal Audit, Compliance and Risk Management functions subject to agreement with the Board of Statutory Auditors and with the independent Directors;
- 13) setting up, purchasing, transferring, selling and winding up secondary offices, branches and representative offices;
- 14) update of the Articles of Association in compliance with rules and regulations;

- 15) topics identified by the regulation referred to in paragraph 2 above as falling within the exclusive authority of the Board of Directors;
- 16) acquisition and transfer of equity investments that imply investments or divestments which satisfy at least one of the following conditions:
 - having a value exceeding 1,000,000 euros;
 - representing more than 19.99% of the capital of the investee Company;
 and in any case the acquisition or sale of equity investments that may alter the composition of the banking group without prejudice to the provision of Article 2361, second paragraph, of the Italian Civil Code;
- 17) purchase, transfer and sale of real estate, functional to the Company purpose, whose value exceeds 1,000,000 euros. The Board of Directors may delegate operations concerning non-significant variations to the perimeter of the Group;
- 18) approval, review and updating of the recovery plan, as well as its amendment and updating at the request of the supervisory authority;
- 19) the adoption, at the request of the supervisory authority, of changes to be made to the activity, the organizational structure or the company structure of the bank or the banking group, and other measures needed to achieve the goals of the recovery plan, as well as the elimination of the causes that form of the basis for early intervention;
- 20) the decision to adopt a measure envisaged in the recovery plan or refrain from adopting a measure while circumstances exist to make use of it;
- 21) the approval of a policy to promote diversity and inclusiveness;
- 22) the possible appointment if any, of the manager who assumes the role of Employer pursuant to Legislative Decree n. 81/2008, vested with the broadest decision-making, organizational and expenditure powers for the best implementation of the obligations concerning the protection of health and safety in the workplace.

In addition, the Board of Directors, in compliance with the laws in force and the provisions of these Articles of Association, may also delegate in compliance with the laws and bylaws in force, its powers and duties to a Managing Director, except for provisions in Article 2381, par.4 of the Italian Civil Code and paragraph 3 of this Article.

The delegated body, which is responsible for verifying the compliance of the organizational, administrative and accounting structures to be appropriate to the nature and size of the Company, shall report to the Board of Directors and the Board of Auditors, at least every three months, on the general trend of activities and on their expected evolution, as well as on the main operations, for their size or features, carried out by the Company and by its subsidiaries.

At least yearly the Board, based on the information received and/or directly acquired, shall assess the adequacy of the organisational, administrative and accounting structure of the Company.

The Board of Directors, upon each of its re-appointment, within 10 days from the Ordinary Shareholders' Meeting, shall appoint the Loans Committee, which remains in office until otherwise resolved by the same Board within the three years. Without prejudice to the provisions of Article 28, last paragraph, the Loans Committee shall be composed of Directors and executives and/or middle-managers of the Company; their number shall be determined by the Board of Directors at the time of appointment, being understood that the majority of the members must be Executives (*Dirigenti*) and/or of Managers (*Quadri Direttivi*) of the Company.

Concerning the granting of credit, and within the set limits, decision-making powers shall be vested to the Loans Committee, the Managing Director and may be conferred to the Executives (*Dirigenti*), middle-managers (*Quadri Direttivi*) and employees of the professional areas of the Company or staff belonging to them, as well as in other collegial bodies whose members belong to the aforementioned categories.

Regarding the granting of credit, conditions and terms of the exercise of powers are governed by the Board of Directors.

Decisions taken concerning the granting of credit by holders of delegated powers - including the Loans Committee and the Managing Director, reporting to the Board of Directors - must all be

brought to the attention of their direct superior, whether a natural person or body, as well as in summary to the Board of Directors at the first following meeting.

Article 25

The Board of Directors may appoint and revoke a General Manager, one or more Joint-General Managers, and one or more Deputy General Managers, and determine their powers.

General Manager, the Joint-General Manager/s, and the Deputy General Manager/s are appointed for one financial year, may be re-appointed from one financial year to another, and their appointment expires on the date of the Shareholders' Meeting which is called for the approval of the financial statements concerning the financial year in which they were appointed.

Notwithstanding provisions of Article 20, third paragraph, the General Manager may be appointed as Director of the Company, as well as a Director of the Company may be appointed as General Manager: in such cases, the General Manager must also be appointed as Managing Director.

When he is not also Managing Director, General Manager takes part in the meetings of the Board of Directors with the power of proposals and advisory capacity.

The Board of Directors shall appoint, promote and dismiss (with the power to also have them seconded to other companies of the "Sella" group) all the other Senior (Dirigenti) and middle managers (Quadri Direttivi) of the Company above the Second level and shall establish within the restrictions set forth by Article 32, their powers of representation before third parties. Their powers concerning the internal, ordinary management of the Bank head office and branches, as well as their obligations and conditions, if not established by the Board of Directors, shall be established by the Chief Executive Officer or, if not appointed, by the General Manager.

Article 26

The Board of Directors, having heard the opinion of the Board of Statutory Auditors, establishes a set compensation or a remuneration partly fixed and partly related to the net profit attained for the Directors who hold special appointments, within some Committees, under Article 24, third paragraph, n.10).

Directors are entitled to reimbursement of expenses incurred in the performance of their duties.

The Board of Directors must ensure adequate information to the Shareholders' Meeting on the implementation of remuneration policies of the Company, as well as on the compliance of remuneration practices with the relevant provisions.

Article 27

The minutes of the resolutions taken by the Board of Directors shall be drafted by the Chairman and the Secretary of the Board and recorded in the prescribed stamped register. Minutes shall be approved at the end of the meeting or the beginning of the subsequent meeting. Such reading may be omitted or postponed to the immediately subsequent meeting, upon unanimous request of the Directors attending; for this purpose, the minutes of previous Board meetings shall be available to Directors at the Company's head office.

Minutes shall be signed by the person who chaired the meetings to which the minutes refer and by the Secretary; in the event of absence or impediment, minutes are signed by the person presiding and by the person acting as a secretary at the meeting in which they are approved. Copies signed and certified as true copies by the Chairman of the Board of Directors or the person acting in his stead, shall be full proof.

SECTION VI CHAIRMAN OF THE BOARD OF DIRECTORS

Article 28

The Chairman of the Board of Directors shall convene the Board of Directors and set up its agenda. In fixing the agenda, the Chairman is obliged to include also the proposal of integration of the same, which must contain also the proposals of resolutions to be taken, if any, formulated by those who, in

addition to the President, have the right, according to Article 21 above, to request the convocation of the Council itself.

The Chairman of the Board of Directors shall coordinate the works of the Board, providing also that adequate information on the topics included in the agenda is provided to all Board members.

In addition to the powers conferred on him according to the law, the Chairman of the Board of Directors shall encourage internal debate, and promote the effective functioning of the corporate governance system, granting the balance of powers concerning the Chief Executive Officer and other Executive Directors. He acts as an interlocutor of the in-house control bodies and the committees within the Board; he oversees in coordination with the Chief Executive Officer or General Manager, if appointed, institutional external relations.

The Chairman of the Board of Directors shall ensure, through management and coordination activities, the overall consistency of the governance of the banking Group, paying particular attention to the need for adequate coordination arrangements among the various Corporate bodies, structures and functions of the different Group entities, especially those entrusted with control tasks.

The Chairman of the Board of Directors may not be entrusted with executive tasks, except the possibility of taking, upon a binding proposal of the executive bodies and in the event of urgency, decisions falling within the competence of the presiding body. In this case, the decisions taken by the Chairman must be brought to the attention of the Board of Directors at the first subsequent meeting. The Chairman of the Board of Directors can not be appointed as a member of the Loans Committee.

SECTION VII GENERAL MANAGEMENT

Article 29

The Board of Directors may appoint for one financial year a General Management consisting of a General Manager and a such number of executives assigned as it deems appropriate. The General Management may be re-appointed from one financial year to year and its appointment expires on the date of the Shareholders' Meeting, which is called for the approval of the financial statements concerning the financial year in which it was appointed.

The General Management assures the operating management of the Company and the carrying out of the resolutions of the Board of Directors and the Managing Director, under the guidelines set by the Board of Directors.

The Board of Directors shall determine the powers and attributions of the members of the General Management and of its management staff.

SECTION VIII BOARD OF STATUTORY AUDITORS AND LEGAL AUDIT OF FINANCIAL ACCOUNTS

Article 30

The Board of Statutory Auditors, appointed by the Shareholders' Meeting, consists of three Statutory Auditors, among which the Shareholders' Meeting appoints the Chairman and two Alternate Auditors.

The composition of the Board of Statutory Auditors ensures compliance with gender quotas according to pro tempore regulations in force: both the Statutory Auditors and the Alternate Auditors must represent both genders, so to ensure compliance with the gender quota also in the event of a replacement.

Within the companies of the Group headed by the Company, the members of the Board of Statutory Auditors may not hold positions in bodies other than auditing bodies, and, if appointed, they shall cease to be Statutory Auditors of the Company.

In addition, persons holding the same office in more than four Italian companies with shares listed on regulated markets in Italy or in other EU countries or companies issuing financial instruments that are widely distributed among the public under current legislation may not be appointed as standing members of the Board of Statutory Auditors.

A Standing Auditor may hold other management and control offices in the companies referred to in Book V, section V, items V, VI, VII of the Italian Civil Code up to a maximum limit equal to 8 points, resulting from the application of the calculation model included in Annex 5-bis, table 1 of the Regulation implementing Legislative Decree 24/2/1998 No.58 on issuers, adopted by Consob with resolution No. 11971 of 14/5/1999 and subsequent amendments. For the implementation of this provision, the following shall apply:

- the definitions outlined in Article 144 duodecies of the Regulation implementing Legislative Decree 24/2/1998, No. 58, concerning the regulation of issuers, adopted by Consob with deliberation No. 11971 of 14/5/1999 and subsequent amendments;
- the second paragraph of Article 144 duodecies of the Regulation implementing Legislative Decree 24/2/1998, No. 58, on the discipline of issuers, adopted by Consob with resolution No. 11971 of 14/5/1999 and subsequent amendments;
- the third paragraph of Article 144 terdecies of the regulation implementing Legislative Decree 24/2/1998, No. 58, concerning the discipline of issuers, adopted by Consob with resolution No. 11971 of 14/5/1999 and subsequent amendments.

The Standing Auditors of the Board of Statutory Auditors shall inform the Company of the administration and control appointments they hold within the companies following the provisions in Book V, section V, items V, VI, VII of the Italian Civil Code, at the time of appointment and on 31 December of each year within fifteen days following such date. Information concerning such appointments shall be communicated on the bases of the instructions included in Annex 5-bis above. standing members of the Board of Statutory Auditors who become aware that the limits set forth in this Article have been exceeded shall notify the Company of the causes of the excess within ten days of such knowledge and, within ninety days of such knowledge, shall resign from one or more of the offices held. This provision shall also apply to alternates who take over the Board of Statutory Auditors as of the date of the Shareholders' Meeting held to appoint them according to Article 240I of the Italian Civil Code.

The member of the Board of Statutory Auditors shall inform the Company of the appointment or appointments from which he resigned within five days from the date of resignation. In any case, the causes of ineligibility and disqualification and the limits on the accumulation of offices envisaged by more strict legal and regulatory provisions remain unaffected, where applicable.

The Auditors, in addition to the requirements of independence set forth by Article 2399 of the Italian Civil Code, must be chosen from among persons who can be qualified as independent, also based on the criteria outlined in the Decree of the Ministry of Economy and Finance of 23 November 2020 n. 169, bearing the "Regulations on the requirements and eligibility criteria for the performance of the office of corporate officers", and subsequent amendments and additions.

Statutory Auditors shall hold office for three financial years and may be re-appointed after the expiration of their term. Standing Auditors shall attend the meetings of the Board of Directors, and Shareholders' Meetings and shall also meet ordinarily at least every forty-five days.

Meetings of the Board of Statutory Auditors may also take place using telecommunication.

In such event the meeting is deemed to take place at the premises where the Chairman of the Board of Statutory Auditors is present or, in his absence, the eldest Auditor; moreover, all members shall be properly identified and should be enabled to follow the discussion, to take part in all issues in real-time and to receive, send or view documents.

The Board of Statutory Auditors, in addition to the obligations under Article 2403, par. 1, of the Italian Civil Code and to the powers outlined in Article 2403-bis of the Italian Civil Code, is responsible for monitoring:

- 1) the overall effectiveness of the Internal controls system, by checking the efficacy of all structures and functions involved in the system and the suitable coordination of the same, promoting all corrective measures to lacks and irregularities pointed out;

- 2) the adequacy of the Risk management and control system;
- 3) adequacy and compliance of the Internal Capital determination process with the requirements set forth by the regulations;
- 4) the financial reporting process;
- 5) the statutory audit of the annual and consolidated accounts;
- 6) the independence of the Legal Auditors or the External Audit Company in particular concerning the provision of non-auditing services to the Company; working in close liaison with the corresponding bodies of the subsidiaries.

In addition, under Article 52 of Legislative Decree 1/9/1993 No. 385, the Board of Statutory Auditors shall promptly inform the Bank of Italy without delay of all acts or facts of which it becomes aware in the performance of its duties and which may constitute irregularities in the management of the Company or a breach of the rules governing banking activities.

Article 31

The legal audit of financial accounts is performed by an Auditor or by an External Auditors' Company registered on the specific register required by law.

The term of office shall be prescribed by law, and it terminates on the date of the Shareholders' Meeting which is called for the approval of the financial statements concerning the last financial year of the appointment.

SECTION IX LEGAL REPRESENTATION AND CORPORATE SIGNATURE POWERS

Article 32

In compliance with the provisions referred to in Article 28, and with no need for special authorisation, The Chairman shall individually represent the Bank in the execution of resolutions taken by the Board of Directors. and represent the Board itself vis-à-vis third parties, shareholders and corporate bodies. The Chairman and the Chief Executive Officer, if appointed, and, in the event of their absence or impediment, even temporary, the Vice Chairmen, in order of seniority, shall individually and with deliberating power represent the Bank before ordinary as well as special courts, including the Constitutional Court, both of Italy and the European Union, as well as foreign or international courts, of any level and wherever they may be located, having also the faculty of appointing lawyers and proxies and elect domicile. They shall individually represent the Company before Banca d'Italia, the Commissione Nazionale per le Società e la Borsa (the Italian Commission for the Supervision of Listed Companies and the Stock Exchange), the Autorità Garante della Concorrenza e del Mercato (the Italian Authority for the Guaranteeing of Competition), the Italian Public Debt Agencies, the Italian Property Registers and other registers, the Cassa Depositi e Prestiti, the Poste Italiane S.p.A. (the Italian postal and telegraph services company) and any other public office, including foreign or international agencies. For this purpose, they shall be entitled to issue receipts.

The Board of Directors may grant special representation powers and powers to sign, severally and individually, to Directors, executives (*dirigenti*), managers (*quadri direttivi*) and employees of the Bank or of other companies of the "Sella" banking group. The same powers may be granted for individual specific deeds, also to third parties that are not part of the Bank or the "Sella" banking group.

SECTION X FINANCIAL RESULTS AND PROFITS

Article 33

The financial year shall end on 31 December of each year.

The financial statements shall be drafted by the Board of Directors at the end of each financial year and shall consist of the balance sheet, profits and loss account and explanatory notes to the financial statements, together with a report on the corporate performance, and a report on corporate governance, in compliance with the law and customary rules, as well as such prudence principles as it may deem suitable.

The Net profit, after a deduction of 5% has been allocated to legal reserve, until this reaches one-fifth of the equity capital, and after a deduction of a further 40% to be allocated to statutory reserve, shall be distributed to Shareholders as a dividend on their Shares, unless a different resolution is taken by the Shareholders' Meeting. which may allocate all or part of the available profits, as well as those allocated in previous financial years to the retained earnings or optional reserves, to the available reserve, to write down items to the asset reserve, to purchase Company Shares or to perform corporate purposes.

Dividends not collected within five years of their becoming payable shall be forfeited in favour of the Company.

Dividends shall be payable to all Shares in proportion to their total number.

SECTION XI GENERAL PROVISIONS

Article 34

Shareholders might withdraw from the Company, for all or part of their Shares, in the specific cases provided for by Article 2437, par. 1 of the Italian Civil Code.

The right of withdrawal is excluded in the event of resolutions involving the extension of the duration of the Company or the introduction or removal of limits on the circulation of Shares.

The procedures for the liquidation of the withdrawing Shareholder's Shares are governed by Article 2437-quarter of the Italian Civil Code.

Article 35

The Company shall terminate by the expiry of the term and in other cases provided for by the law. In the event of termination of the Company, the Shareholders' Meeting shall appoint one or more liquidators, fixing their powers and remuneration.

Article 36

The Company may decide that, in the event of urgency, transactions with related parties may be directly approved by the body vested with the relevant powers, even if failing if the precautionary opinion of Independent Directors and preliminary investigation and decision-making procedure governed by the internal procedures and provisions on transactions with related parties.

Urgency exists if the transaction must be performed with absolute urgency since any delay could potentially result in losses, loss of revenue or increased risks for the company.

The existence of urgency must be proven by the deliberating body based on objective facts, and not exclusively of its choosing.

The decision-making body must inform the Managing Director, the Board of Directors and the Board of Statutory Auditors in advance of transactions with connected persons that are urgent.

Article 37

For all matters not expressly provided for in these Articles of Association, the Company shall be governed by the Law.