



**Unofficial English version of Amendments to the enactment regulation
of Italian Legislative Decree no. 58 of 24 February 1998, concerning the issuers' regulation,
adopted with resolution no. 11971 of 14 May 1999, as amended**

**"TITLE II
TAKEOVER BIDS OR EXCHANGE TENDER OFFERS**

**Chapter I
General rules**

**Article 35
(Definitions)**

1. In this Title:

- a) "days": trading days, meaning days that regulated markets located or operating in Italy are open, in accordance with the calendar published by Consob on its website;
- b) "interested parties": the bidder, the issuer, persons linked to them by relationships of control, companies subject to common control and associate companies, members of their boards of directors and internal control bodies and their general managers, and the shareholders of the bidder or the issuer who are parties to one of the agreements subject to disclosure pursuant to Article 122 of the Consolidated Law in addition to those operating in concert with the bidder or issuer;
- c) "issuer": companies whose financial products are the subject of a takeover bid or exchange tender offer or where one or more parties acting in concert acquire a major shareholding for the purpose of the provisions of Part IV, Title II, Chapter II, Section II, of the Consolidated Law;
- d) "bidder": any natural or legal person that promotes a takeover bid or exchange tender offer;
- e) "related parties" and "related party transactions": the parties and transactions as defined in Annex 1 to the regulations adopted by Consob with resolution no. 17221 of 12 March 2010,;
- f) "independent directors", "independent members of the management board", and "independent supervisory board members": the parties as defined in Article 3, subsection 1, paragraph *h*) of the regulations adopted by Consob with resolution no. 17221 of 12 March 2010,;
- g) "long position": a financial position in which the contracting party's financial interest is positively correlated to the performance of the underlying;
- h) "short position": a financial position in which the contracting party's financial interest is negatively correlated to the performance of the underlying;
- i) "derivatives": the instruments listed in Article 1, subsection 3 of the Consolidated Law, as well as any other financial instrument or contract capable of resulting in the assumption of a long or short financial position on underlying securities;
- j) "group": the parent company, its subsidiaries and the companies subject to joint control;

k) “securities”: the financial instruments specified in article 101-*bis*, subsection 2 of the Consolidated Law;

l) “debt securities”: the equity values specified in article 1, subsection 1-*bis*, letter b) of the Consolidated Law.

Art. 35-*bis*
(*Scope*)

1. This Title shall apply to all takeover bids and exchange tender offers, as defined by Article 1, subsection 1, paragraph v) of the Consolidated Law, without prejudice to this Article and Articles 2, subsections 3, 5 and 6 and 35-*ter*.

2. Article 37 and the other provisions of this Chapter that Consob from time to time may declare to be applicable shall apply to public offerings involving financial products other than financial instruments.

3. The provisions of this Title and those of Part IV, Title II, Chapter II, Section I of the Consolidated Law do not apply to takeover bids or tender exchange offers concerning financial products other than the securities offered exclusively to qualified investors, as defined in Article 34-*ter*, paragraph b).

4. The provisions of this Title and those of Part IV, Title II, Chapter II, Section I of the Consolidated Law do not apply to takeover bids or tender exchange offers aiming to acquire debt securities, if promoted directly or indirectly by the issuer of said debt securities, where:

a) the financial instruments that the bidder intends to purchase or, in the event of a tender exchange offer, to offer in exchange, are issued by a Member State of the Organisation for Economic Cooperation and Development (OECD) or by international organisations of a public nature to which one or more Members States of the OECD belong or that benefit from the unconditional, irrevocable guarantee of these;

b) the financial instruments other than those specified in subsection 6 that the bidder intends to acquire or, in the event of a tender exchange offer, to offer in exchange, have a total nominal value of at least 50,000 euros. To this end, the nominal value is calculated by also adding the nominal value of the financial instruments contributed by or, in the event of an exchange tender offer, offered in exchange to, each investor for each separate offer;

c) the financial instruments that the bidder intends to acquire or, in the event of a tender exchange offer, to offer in exchange, are instruments of the money market issued by banks with a due date of less than 12 months.

5. The provisions of this Title and those of Part IV, Title II, Chapter II, Section I of the Consolidated Law do not apply to takeover bids or tender exchange offers promoted directly or indirectly by the European Central Bank or by the national central banks of the Member States of the European Union.

6. The provisions of this Title and those of Part IV, Title II, Chapter II, Section I of the

Consolidated Law do not apply to takeover bids or tender exchange offers, if promoted by the issuer, aiming to acquire, or in the event of tender exchange offers, to offer in exchange:

a) units of open-ended UCITs, whose minimum subscription amounts to at least 250,000 euros;

b) financial instruments issued by insurance companies with a minimum initial premium of at least 250,000 euros.

7. The following are understood as promoted by the issuer:

a) for the purposes of subsection 4, also public offerings promoted by companies which control the issuer, are its subsidiaries or are subject to joint control with it;

a) for the purposes of subsection 6, public offerings promoted by the asset management company which manages the fund or by companies which control it, are its subsidiaries or are subject to joint control with it.

Art. 35-ter

(Tender exchange offers aimed at acquiring debt securities)

1. As provided by Article 102, subsection 4-*bis* of the Consolidated Law, the bidder may send Consob a justified request containing the characteristics of the transaction and the provision of this Chapter for which exemption is requested.

2. Without prejudice to the provisions of subsection 1, in the event of exchange tender offers held concurrently in several member states of the European Union, in place of the bid document envisaged by article 38 the bidder may use the bid prospectus or listing prospectus on a regulated market, as long as the prospectus has been approved, in compliance with Directive no. 2003/71/EC, by the supervisory authorities of its home member state. In this case, the draft prospectus transmitted to the competent authorities is annexed to the justified request and the summary note is supplemented with at least the following information:

- a) methods and terms of subscription of the bid in Italy;
- b) payment method and related tax regime;
- c) risk factors significant for the purpose of the decision to subscribe to the bid;
- d) existence of potential conflicts of interest between the parties involved in the transaction, such as the bidder, parties appointed to collect subscriptions, advisors and lenders;
- e) essential elements regarding the issue of financial instruments to be exchanged, as well as the related exchange ratio.

3. Should the bidder intend to use a base prospectus, the supplementary information indicated in subsection 2 is included in a separate document, to be attached to the grounded request.

4. The bidder shall promptly send Consob the amended draft prospectus transmitted to the supervisory authorities during the investigation.

5. The language rules envisaged by article 12, subsection 3 shall apply to the prospectus set forth in subsections 2 and 3.

Article 36

(Publication of press releases and documents relating to the bid)

1. In this Title information shall be deemed to have been notified or made known to the market where it is contained in a statement promptly sent by Consob to at least two news agencies. Should the issuer or bidder have financial instruments admitted for trading on a regulated Italian market, the information must also be transmitted to the market management company. Should the statement need to be disclosed during contracting, the transmission to Consob and the market management company shall take place at least fifteen minutes prior to public disclosure.

2. Should the information contained in the statement be disclosed to the market by a bidder or issuer with financial instruments admitted to trading on a regulated Italian market, the methods specified in Part III, Title II, Chapter I shall apply. In the case of a bidder or issuer with financial instruments admitted to trading on a regulated non-Italian market, the methods established for that market shall apply.

3. Statements, notices and documents relating to the bid shall be published without delay on the issuer's internet site or, in any event, on the site indicated by the bidder pursuant to Article 37, subsection 1, paragraph o).

4. For the purpose of publication on their respective websites, the issuer and the bidder shall promptly exchange the documents indicated in subsection 1.

Art. 36-bis

(Publication of Consob measures)

1. The measures pursuant to Article 103, subsection 4, paragraph f) of the Consolidated Law are published in the Consob Bollettino and on its website.

Art. 36-ter

(Notice of the choice of Supervisory Authority)

1. The issuing company's choice of competent authority to supervise the offer pursuant to Article 101-ter, subsection 3, paragraph c) of the Consolidated Law shall be disclosed to the market no later than the first trading day. The notice shall remain available on the issuing company's website.

Article 37

(Communication of the bid)

1. The notice referred to in Article 102, subsection 1 of the Consolidated Law, disclosed to the market and the issuer, shall indicate:

- a) the bidder and its parent companies;
- b) the persons acting in concert with the bidder on the offer;
- c) the issuer;

- d) the category and quantity of financial products in the offer;
- e) the price offered for each category of financial products in the offer, as well as the overall consideration of the offer;
- f) the comparison of the price offered with the recent performance of the security, where admitted to trading in a regulated market;
- g) the reasons for the bid and, where applicable, the event from which the obligation to make a bid arose;
- h) the bidder's plans, with specific regard to its intention to delisting the financial instruments in the bid from trading, and to carry out extraordinary transactions;
- i) if and to what extent the bid is funded by debt;
- j) the conditions the bid is subject to;
- k) the shareholdings, including derivative financial instruments conferring a long position in the issuer held by the bidder and by the persons acting in concert;
- l) notices or applications for authorisation required by the regulations applicable to the transaction, providing information on the initiation of the related proceedings before the supervisory authorities;
- m) where applicable, the effective submission to Consob of the petition pursuant to Article 104-ter, subsection 3 of the Consolidated Law or the intention to submit such petition;
- n) where applicable, the effective submission to Consob of the petition pursuant to Article 106-ter, subsection 3, paragraph c) of the Consolidated Law or the intention to submit such petition;
- o) the website where the press releases and documents relating to the bid will be published.

2. If the bid regards financial products other than securities, the notice shall contain the elements indicated in subsection 1 to the extent applicable.

Art. 37-bis
(Guarantees)

1. The bidder may make the communication established by article 37 only after first having ensured that he is able to fully and completely fulfil all payment commitments of the price in cash or after having taken all reasonable steps to ensure that all commitments made in relation to payments in kind will be met. If financial products issued by the bidder are offered in exchange, it is sufficient that the body responsible for issuing those financial products be called.

2. At the same time as the communication pursuant to article 37, the bidder, together with his contact and identification data, shall send Consob a declaration certifying the method by which he has complied with the provisions of subsection 1.

3. By the day before the date planned for the publication of the bid document, the bidder shall send the following to Consob:

- a) the documentation on the establishment of the performance guarantees; or
- b) a copy of the resolution to issue the financial products offered for a price.

Art. 37-ter

(Promotion of the offer)

1. The bidder shall promote the offer by submitting the following to Consob:
 - a) the bid document and any acceptance forms, drawn up in accordance with the models in Annexes 2A and 2B;
 - b) certification of the effective transmission of the notices or applications for authorisation required by the regulations applicable to the transaction to the competent authorities.
2. The documents indicated in subsection 1, paragraph a) may also be sent in electronic form.
3. Promotion of the offers shall be disclosed without delay to the market in a statement to the market and at the same time to the issuer.

Art. 37-quater

(Petition for determination of equivalence)

1. From the date of the notification pursuant to Article 37 until the day after the dissemination of the issuer's statement, the bidder or issuer may submit to Consob the petition pursuant to Article 104-ter, subsection 3 of the Consolidated Law. The petition shall be accompanied by supporting documentation useful for the purpose of assessment and shall be copied to the issuer or to the bidder. The market shall be promptly notified of the effective submission of the petition.
2. Within five days from the receipt of the documentation, the party receiving the petition may provide Consob with its written observations, supported by suitable documentation.
3. Consob shall make its decision, by way of a justified measure, within twenty calendar days from the date of submission of the petition. If it is necessary to request additional information or documentation, this term shall be suspended once until the reception of said information or documentation.

Art. 38

(Bid documents)

1. The bid document, approved by Consob and supplemented in accordance with any requests pursuant to Article 102, subsection 4 of the Consolidated Law, shall be sent to Consob and the issuer without delay, also in electronic form.
2. The document is sent to the intermediaries appointed at least in electronic form and is disclosed in accordance with article 36, subsection 3. The publication and method of disclosure of the document is simultaneously communicated by means of the publication of a notice in newspapers with suitable circulation.
3. Depositories shall inform depositors of the offer's existence in time for acceptance.
4. A copy of the bid document shall be delivered by the bidder and by the appointed

intermediaries to anyone who applies. Depositors may obtain the document from their depositories.

5. Any new fact or inaccuracy in the bid document that may influence the evaluation of the financial instruments that occurs or is found in the period between the publication of the document and the end of the acceptance period or any period of reopening envisaged by Article 40-*bis* shall be the subject of a supplement to be annexed to and published in the same manner as the bid document. The supplement shall be published within three days of its receipt by Consob with any changes the latter may request and simultaneously transmitted to the issuer. A copy of the supplement published shall be sent to Consob and to the issuer in electronic form.

Art. 38-*bis*

(Recognition in Italy of a bid document approved by the supervisory authorities of other EU Member States)

1. A bid document approved by the supervisory authorities of another member state of the European Union shall be recognised in Italy on transmittal of the Italian translation of the bid document, accompanied by the measure approving the document issued by the supervisory authority of the home member state.

2. If the bid document is drawn up in a language commonly used in international finance circles, it shall be transmitted, accompanied with a note containing an Italian translation of the parts of the document regarding the essential elements of the bid set forth in subsection 6, subsection 3 of Directive 2004/25/EC, to the extent applicable, as well as the possible section containing warnings and/or risk factors of the transaction.

3. The documents in Italian pursuant to subsections 1 and 2 shall be supplemented by information concerning the subscription methods in Italy, the payment method and the applicable tax regime.

4. The bid documents shall be published, pursuant to Article 36, subsections 3 and 4, and Article 38, after five days from the date of receipt of these documents by Consob. By the publication date, at the latest, the bidder shall issue a press release in Italian containing the elements set forth in Article 37.

5. The issuer's statement, where drawn up, shall be issued to the market translated into Italian. If the statement is drawn up in a language common to the international financial markets, it may be published with an Italian translation of the assessments of the bid and the fairness of the price.

6. This article also applies for the purpose of recognition of bid documents approved by supervisory authorities in another member state for a bid on financial instruments not admitted to trading in Italian regulated markets.

7. Article 11, subsection 1, paragraph *c*), last sentence shall apply to the translations indicated

in this article.

Art. 38-ter

(Recognition in Italy of a bid document approved by the supervisory authorities of non-EU countries)

1. A bid document approved by the supervisory authorities of a non-EU state with which Consob has entered into cooperation agreements, shall be recognised in Italy if:

a) the financial instruments concerned by the bid are admitted to trading on a regulated market of the same non-EU State where the issuer is subject to continuous supervision by the relevant authorities;

b) the document contains at least the information on the essential elements of the offer identified by Article 6, subsection 3 of Directive 2004/25/EC, to the extent applicable, as well as the warnings and/or risk factors of the transaction.

2. For the purpose of recognition, the bidder shall send Consob the bid document translated into Italian, accompanied by the measure approving the document issued by the supervisory authority of the non-EU member state.

3. If the bid document is drawn up in a language commonly used in international finance circles, it shall be transmitted, accompanied with a note containing an Italian translation of the parts of the document regarding the elements set forth in subsection 1, paragraph b).

4. The documents in Italian pursuant to subsections 2 and 3 shall be supplemented by information on the bid in Italy, concerning the subscription methods, the payment method and the applicable tax regime.

5. The bid documents shall be published, pursuant to Article 36, subsections 3 and 4, and Article 38, after ten days from the date of receipt of these documents by Consob. Consob may reduce this term to five days in consideration of the characteristics of the bid. By the publication date of the bid document, at the latest, the bidder shall issue a press release in Italian containing the elements set forth in Article 37.

6. The issuer's statement, where drawn up, shall be issued to the market translated into Italian. If the statement is drawn up in a language common to the international financial markets, it may be published with an Italian translation of the assessments of the bid and the fairness of the price.

7. Article 11, subsection 1, paragraph c), last sentence shall apply to the translations indicated in this article.

Article 39

(Issuer's statement)

1. The issuer's statement shall:

a) indicate the names of the members of the board of directors and control body present during the meeting for assessing the offer, as well as the names of those absent;

b) indicate any members of the board of directors or the supervisory board who have notified the fact that they have a possible conflict of interest, their own or of third parties, relating to the offer, specifying the nature, terms, origin and scope thereof;

c) contain all the information serving to evaluate the offer together with the reasoned opinion on the offer and the fairness of the price by the board of directors and the supervisory board, with an indication, where applicable, of its approval by majority vote and the names of those dissenting and abstaining, specifying the reasons for any dissent or abstention. The statement shall also specify, positively or negatively, any participation by any title of the members of the administrative body and supervisory board in negotiations to define the transaction;

d) indicate whether, in forming their opinion on the offer, the issuer made use of independent expert opinions or specific assessment documents. In these latter cases, the methods used and the results of each criteria applied shall be indicated;

e) provide information on material matters not covered in the latest annual report or the latest interim report published;

f) provide information on the issuer's recent performance and prospects if they are not reported in the bid document;

g) contain, for bids on securities other than those pursuant to Article 101-*bis*, subsection 3 of the Consolidated Law, an assessment of the effects that a successful bid would have on the company's interests, as well as on employment and the location of production sites;

h) where a merger is envisaged that involves the issuer and one of the parties specified by article 39-*bis*, subsection 1, paragraphs a) and b) and that involves an increase in the debt of the issuer, supplies information on the company's debt resulting from the merger; in this case, it also indicates the effects of the transaction on the loan agreements in place and on the related guarantees as well as on the need to stipulate new loan agreements;

i) recalls, for the bids specified in letter *g)*, any provisions of the articles of association pursuant to Articles 104 and 104-*bis* of the Consolidated Law; discloses shareholders' resolutions pursuant to Article 104-*ter* of the Consolidated Law, as well as any decision to convene shareholders' meetings pursuant to Article 104 of the Consolidated Law; where the decision is adopted subsequent to the publication of the statement, it shall promptly be made known to the market;

j) for bids specified in letter *g)*, where the issuer's articles of association derogate from the provisions of Article 104, subsections 1 and 1-*bis* of the Consolidated Law, indicate whether the issuer has executed, resolved or intends to implement deeds or transactions which could counteract achievement of the aims of the offer.

k) supplies up-to-date information:

1) on the direct or indirect possession of financial instruments of the issuer and on the direct or indirect holding of long positions on said instruments;

2) on the direct or indirect possession of financial instruments of the issuer or of its subsidiaries and parent companies and the direct or indirect holding of long positions on said instruments by the members of the board of directors and supervisory board;

l) provide up-to-date information on the remuneration received, under any title and in any form, by the members of the issuer's board of directors and control body and its general managers and any such amounts approved.

2. If the offer regards units of closed-end mutual investment funds, the provisions of this article shall apply insofar as they are compatible. The statement shall be drawn up and issued by the Asset Management Company that manages the fund.

3. Should the bid concern bonds or other debt securities, the issuer's statement shall provide the information provided for by subsection 1, paragraphs *a)*, *b)*, *c)*, *d)*, *e)* and *f)* and up-to-date information on the direct or indirect possession of the financial instruments concerned by the bid, in addition to the direct or indirect holding of long positions on said instruments by the members of the board of directors and supervisory board.

4. The statement and the annexes pursuant to subsection 7, paragraphs *a)* and *b)*, shall be sent to Consob at least three days before the date set for their dissemination. Supplemented with any information requested by Consob, they shall be made known to the market not later than the first day of the acceptance period. Changes in the information published in accordance with the subsections 1 and 2 shall be the subject of a press release.

5. Without prejudice to the provisions of article 101-*bis*, subsection 3 of the Consolidated Law, the statement relating to bids concerning securities is also simultaneously disclosed to workers' representatives or, for lack of such, to the workers themselves.

6. The opinion of employee representatives pursuant to Article 103, subsection 3-*bis* of the Consolidated Law, where issued, shall be promptly sent to the issuer and Consob and shall be disclosed to the market. When received in good time, it shall be disseminated along with the issuer's statement. This shall also be published according to the methods set forth in Article 36, subsections 3 and 4.

7. The issuer shall attach the following to the statement as per subsection 1:

- a)* the opinion required by Article 39-*bis*, where applicable;
- b)* any independent expert opinions.

8. The annexes pursuant to subsection 7, paragraphs *a)* and *b)* may be published on the website specified in accordance with article 36 or on another website specified in said statement. Article 65-*bis*, subsection 2 applies to issuers indicated by Article 65, subsection 1, paragraph *b)*.

9. With reference to the documentation pursuant to subsection 7, paragraph *b)*, the issuer may publish only the elements set forth in Annex 4, subsection 2.4, of the regulation adopted by Consob with resolution no. 17221 of 12 March 2010, providing the reasons for said choice.

Art. 39-*bis*
(*Independent director opinions*)

1. This article shall apply to:

a) offers on securities promoted directly or indirectly by:

- 1) parties with shareholdings exceeding the threshold indicated in Article 106,

subsection 1 of the Consolidated Law;

2) subscribers of a shareholder agreement of those holding a total shareholding in excess of the threshold specified by number 1);

3) directors or members of the management board or supervisory board of the issuer;

4) persons acting in concert with the parties indicated in points 1, 2 and 3.

b) offers on units of closed-end mutual funds promoted directly or indirectly by:

1) parties that hold more than thirty percent of fund units;

2) the party or parties which hold, jointly or severally, control or exercise a significant influence on the Asset Management Company (SGR) that manages the fund;

3) directors or members of the management board or supervisory board of the Asset Management Company (SGR) that manages the fund;

4) persons acting in concert with the parties indicated in points 1, 2 and 3;

c) competing bids with those specified at letters *a)* and *b)* above.

2. Before approving the issuer's statement, Independent directors who are not related parties of the bidder, where existing, shall draw up a justified opinion containing their assessment of the bid and the fairness of the price, with the right to engage the aid of an independent expert of their choice, at the cost of the issuer. This opinion, where not entirely incorporated by the administrative body, and the opinion of the independent expert where applicable are disclosed in accordance with article 39, subsections 4, 7, 8 and 9.

3. For companies adopting a two-tier system, the opinion envisaged by subsection 2 shall be provided by the independent management board member or members who are not related parties of the bidder, where present, or by a committee composed of independent supervisory board members.

4. For bids promoted by the parties set forth in subsection 1, paragraph *a)*, no. 3, or by parties acting in concert with them, if said parties have contracted debts for the acquisition, the bidder shall promptly notify the independent directors or parties indicated in subsection 3, upon their request, of the information on the bid provided to the lenders, also following the publication of the opinion envisaged by subsection 2. The provisions of article 41 shall remain valid.

Article 40

(Performance of bids)

1. The effectiveness of an offer may not be made subject to conditions whose occurrence depends solely on the will of the bidder.

2. Without prejudice to the provisions of Article 40-*bis*, subsection 1, the subscription period is agreed with the stock exchange company or, for financial products not admitted to trading in a regulated market, with Consob:

a) it shall be not less than fifteen days and not more than twenty-five days for bids promoted pursuant to Article 106, subsections 1 and 3 of the Consolidated Law;

b) it shall be not less than fifteen days and not more than forty days for other bids.

3. For bids involving bonds and other debt securities, the minimum duration is reduced to five days.

4. After consulting the bidder and the stock exchange company, Consob may, with a measure justified by the needs of correct implementation of the bid and the protection of investors, extend the bid's duration, more than once, up to a maximum of fifty-five days. Upon grounded request by the bidder, Consob may arrange for an alternative subscription period, in the event of bids held simultaneously in more than one State.

5. The subscription period shall not start before five days have elapsed from the publication of the bid document or, if this already includes the issuer's statement, before the date of such publication.

6. In the event that a shareholders' meeting convened pursuant to Article 104 of the Consolidated Law is to be held in the last ten days of the subscription period, such period shall be extended so that ten days shall pass from the shareholders' meeting.

7. Subscription of the bid shall be accepted at the premises of the bidder, the appointed intermediaries or the depositories, by signing the acceptance form.

8. Subscription of bids may be collected in the regulated market in the manner indicated by the stock exchange company in the rules provided for in Article 62 of the Consolidated Law.

Art. 40-bis

(Re-opening of the term of the bid)

1. Within the day after the date of payment, the term of bids on securities promoted by the parties indicated in Article 39-bis, subsection 1, paragraph a) shall be re-opened for five days, when, on publication of the results, the bidder notifies:

a) for bids whose effectiveness is subordinate to the acquisition of a specific percentage of share capital in the issuer, the occurrence or waiver of said condition;

b) for bids other than those pursuant to paragraph a):

1) of having reached a shareholding of more than half, or, should the initial shareholding of the bidder exceed half and be less than two thirds, of two thirds of the share capital represented by securities; or

2) the effective purchase of at least half of the securities in each category of the bid.

2. The re-opening of the terms envisaged by subsection 1 shall apply to bids on units of closed-end mutual funds promoted by the parties indicated in Article 39-bis, subsection 1, paragraph b) when, on publication of the results, the bidder notifies:

a) for bids whose effectiveness is subordinate to the acquisition of a specific percentage of units of the fund, the occurrence or waiver of said condition;

b) for bids other than those pursuant to paragraph a), the acquisition at least half of the

units of the fund subject of the bid.

3. The re-opening of the term shall not apply:

a) when the bidder, at least five days before the end of the subscription period, announces the occurrence of the circumstances pursuant to subsections 1 and 2, paragraphs *a)* and *b)*;

b) when, for bids on securities, at the end of the subscription period the bidder holds an equity investment pursuant to Article 108, subsection 1, or that pursuant to Article 108, subsection 2 of the Consolidated Law and, in the second case, the bidder has declared its intention not to restore a float sufficient to ensure regular trading;

c) to bids on securities promoted pursuant to Article 107 of the Consolidated Law.

d) to the bids provided for by subsections 1 and 2, other than those promoted in accordance with article 106, subsections 1 and 3 of the Consolidated Law, because:

1) the bidder irrevocably made the offer's effectiveness conditional on the approval of those who hold the majority of securities or units of the fund which are subscribed in the bid, without accounting for the approval of those who act in concert with the bidder; and

2) the bid receives the approval envisaged by number 1, formulated in a specific section of the subscription sheet. Subscription of the bid shall be equivalent to a statement of approval unless it is accompanied by an express manifestation of will to the contrary.

Approval is irrevocable;

e) if there are bids regarding securities issued by cooperatives;

f) if there are competing offers.

4. If the term is re-opened, the price shall be paid:

a) for the securities and units of the fund which were the subject of subscription to the bid prior to the re-opening of the term, on the date originally set in the bid document;

b) for other securities or units of the fund, no later than ten days following the date indicated in paragraph *a)*.

Article 41

(Transparency rules)

1. Statements and communications regarding a bid shall indicate the person by whom they are issued and be designed to be clear, complete and knowable by all those to whom they are addressed.

2. During the period between the date of the statement referred to in Article 102, subsection 1 of the Consolidated Law and the due date set for payment of the price:

a) interested parties shall disclose their statements regarding the bid and/or the issuer according to the methods set forth in Article 36. Without prejudice to the provisions of Article 39, issuers with financial instruments admitted to trading in a regulated market shall disclose statements concerning the bid also in compliance with Article 66, subsection 2;

b) should the bidder and persons acting in concert with the bidder intend to directly, indirectly or through a third party transfer the financial products concerned by the bid to third

parties, they shall notify Consob and the market no later than the day prior to the date scheduled for the transaction. Companies in the bidder's group and those acting in concert with the bidder shall not be considered third parties;

c) interested parties shall notify Consob and the market by the end of the day of transactions carried out, including indirectly or through nominees:

1) of purchase and sale of the financial products subject of the bid, indicating the agreed prices;

2) on derivatives linked to the products subject of the bid, indicating the essential terms;

d) the bidder and the persons appointed to collect subscriptions shall announce the number thereof at least weekly; in bids on financial instruments admitted to trading in regulated markets, the announcement shall be made daily through the stock exchange company.

3. Any summaries of the bid document disseminated must, in any event:

a) contain the entire "cautions" section of the bid document;

b) provide references for each subject matter to the corresponding sections of the bid document in which the issues are set out in more detail;

c) contain the warning, reproduced using a typeface permitting it to be easily read, that the summary has not been cleared in advance by Consob;

d) indicate where the bid document and the issuers' statement can be obtained.

4. A copy of the summary shall be sent to Consob contemporaneously with its dissemination.

5. Every announcement, however disseminated, intended to promote or deter an offer must be recognisable as such. The information the announcement contains must be clear, correct and give reasons, it must be consistent with that in the documentation already disseminated and must not mislead concerning the characteristics of the operation or the features of the financial instruments involved. A copy of each announcement must be sent to Consob contemporaneously with its dissemination.

6. Before the payment date indicated in the bid document as well as the date envisaged by Article 40-bis, subsection 4 paragraph b), the bidder shall publish, in the same manner as the bid, the results and the necessary indications on the conclusion of the bid and the exercise of the rights provided for in the bid document, according to the instructions contained in Annex 2C.

7. In the six months following the final payment date of the offer price, the bidder and the persons acting in concert with them shall notify Consob, on a monthly basis, of the purchase and sale transaction on the financial products pursuant to subsection 2, paragraph c), no. 1 and no. 2, carried out in that month, indicating the essential terms thereof. Information is not required if these transactions have been communicated in accordance with article 152-octies.

Article 42
(*Proper conduct rules*)

1. The interested parties shall adhere to principles of proper conduct and equal treatment of those to whom the offer is addressed, shall promptly complete the activities and formalities

relating to the implementation of the bid, shall not carry out transactions on the market with a view to influencing acceptances of the bid and shall abstain from conduct and agreements aimed at altering circumstances affecting the conditions precedent to a mandatory bid or mandatory exchange tender offer.

2. Where, in the period between the date of the notice referred to in Article 102, subsection 1 of the Consolidated Law and the final date of payment of the price, the bidders or persons acting in concert with them acquire, directly or indirectly or through nominees, the financial instruments that are the subject of the bid or take on long positions with such products as underlying, at prices higher than those of the bid, they shall realign the latter with said price. Article 44-*ter*, subsection 6 shall apply, insofar as it is applicable.

3. The provisions of subsection 2 shall also apply to purchases of a total quantity in excess of 0.1 percent of the category of financial products concerned by the bid, by bidders and persons acting in concert with them made in the six months following the ultimate payment date. In this case, the obligation to adjust the price to the highest price paid shall be fulfilled by the bidders through the assignment of an adjustment to bid subscribers, in accordance with the methods announced in a specific statement to the market.

4. The following do not apply to purchase and sales transactions implemented at market conditions under the scope of trading on own behalf:

a) subsection 2 if carried out for a total quantity of no more than 0.5 percent of the category of financial products concerned by the bid;

b) subsection 3 if carried out for a total quantity of no more than 1 percent of the category of financial products concerned by the bid.

5. In the event of competing bids, the issuer providing information to one of the bidders shall provide timely communication of the same information to the other bidders presenting specific and circumscribed requests to access said information. The provisions of article 41 shall remain valid.

Article 43

(Amendments of bids)

1. Amendments of bids shall be disclosed via statements disseminated pursuant to Article 36 and are admitted up to the date preceding the date set for the close of the subscription period. The bid cannot be closed in a term of less than three days from the date of publication of the amendment. The bid shall be extended where necessary.

2. Reductions in the quantity requested shall not be permitted.

3. This article does not apply to competing bids.

Article 44

(Competing bids)

1. Competing bids shall be published up to five days before the date set for the close of the preceding subscription period, even if extended.
2. Increased bids and other amendments to bids, shall be made by publishing a statement pursuant to Article 36, specifying the nature and size of the increased bid and attesting the issue of the supplementary guarantees. In the case of increased bids, the quantity requested may not be reduced.
3. Without prejudice to the right referred to in paragraph 4, increased bids and other amendments must be made within five days of the publication of the competing bid or an earlier increased bid or amendment by another bidder.
4. Increased bids may not be made beyond the fifth day preceding the close of the preceding subscription period. On the last valid day all bidders, except for those for which the deadline referred to in paragraph 3 has already expired, may make another increased bid, subject to its being notified to Consob. No further amendments to the bid are permitted.
5. The subscription period for bids and the date for the publication of the results shall be aligned with those of the last competing bid unless the earlier bidders notify Consob and the market within five days of the publication of the competing bid that they intend to keep the original expiration unchanged; where they do so, they may not make increased bids.
6. Article 40, subsection 6, shall apply.
7. Following publication of a competing bid or an increased bid, acceptances of the other bids shall be revocable. In the five days following the publication of the results of the winning bid, such bid may be accepted, following revocation of the acceptance, for financial products for which other bids had been accepted.
8. From the date of notification of competing bids until the close of the subscription period bidders may not acquire, directly or indirectly or through nominees, the financial instruments that are the subject of the bid or the right to acquire them at a later date at prices higher than the highest price of the bids notified.

Chapter II
Mandatory takeover bids

Art. 44-bis
(Regime for shares with no voting right)

1. Treasury shares held by the issuer, even indirectly, are excluded from the share capital used to calculate the equity investment for the purpose of Article 106, subsections 1 and 3, paragraph b) of the Consolidated Law.

2. Subsection 1 shall not apply if the threshold indicated in Article 106, subsections 1 and 3, paragraph *b*) of the Consolidated Law is exceeded as a result of buy-back by the issuer carried out, also indirectly, in execution of a resolution which, without prejudice to Articles 2368 and 2369 of the Italian Civil Code, was also approved with the favourable vote of the majority of the issuer's shareholders attending the shareholders' meeting, other than the shareholder or shareholders that, jointly or severally, possess a (even relative) majority shareholding, being over 10 percent.

3. In the situations established by subsection 2, the reports on the items on the agenda envisaged by article 125-*ter* of the Consolidated Law must contain detailed information on the efficiency exempting the mandatory takeover bid deriving from the approval of the resolution in accordance with the methods specified by this article.

4. In order to calculate the investment indicated in subsection 1, treasury shares purchased as a result of transactions implemented as follows shall not be excluded from the share capital:

a) according to the methods indicated by Consob resolution no. 16839 of 19 March 2009, for the holding and provision of securities for use as payment in extraordinary transactions, also of shareholding exchanges, that have already been resolved;

b) to fulfil obligations generated by compensation plans approved in accordance with Article 114-*bis* of the Consolidated Law.

5. Treasury shares held by the issuer, even indirectly, are not excluded from the share capital and are added to the equity investment for the purpose of calculating the thresholds envisaged by Articles 108 and 111 of the Consolidated Law.

Art. 44-*ter*
(*Derivatives*)

1. For the purpose of calculating the thresholds envisaged by Article 106, subsections 1 and 3, paragraph *b*) of the Consolidated Law, derivatives held directly or indirectly, through trustees or nominees, which offer a long position on the securities indicated in Article 105, subsection 2 of the Consolidated Law, are calculated in the amount of the total number of underlying securities. If the number of underlying securities is variable, reference is made to the maximum quantity envisaged by the financial instrument.

2. In order to calculate the thresholds indicated in subsection 1, derivatives which grant a long position shall not be calculated where:

a) these instruments are traded on regulated markets;

b) these instruments have underlying future issue securities;

c) exceeding the threshold is due to the calculation of derivative financial instruments

concerned by agreements contained in a shareholders' agreement and aimed at resolving any situations of decision-making problems, or envisaged for cases of breach of the clauses of the pact;

d) exceeding the threshold is determined by derivative financial instruments held by an authorized intermediary as defined by Article 1, subsection 1, paragraph *r)* of the Consolidated Law, for the purpose of hedging a customer's position.

3. If the purchase of the underlying securities is subject to authorisations pursuant to the law, the long position acquired shall be relevant for the purpose of exceeding the thresholds set forth in subsection 1, when the authorisation is granted.

4. For the purpose of calculating the thresholds indicated in subsection 1, long positions shall be offset with short positions on the same security limited to those deriving from the same type of financial instruments with equal conditions and the same counterparty.

5. References to the purchase of securities in Section II, Chapter II, Title II, Part IV of the Consolidated Law and in this Chapter are understood as extended, insofar as compatible, to purchases of financial instruments which offer long positions on securities.

6. To determine the price pursuant to Article 106, subsection 2 of the Consolidated Law, the price contractually attributed to the securities underlying the financial instrument and the amounts paid or received for the acquisition of the long position shall be considered.

Art. 44-*quater*
(Persons acting in concert)

1. The following are considered persons acting in concert, unless they prove that the conditions pursuant to Article 101-*bis*, subsection 4 of the Consolidated Law are not in place:

a) a party, his/her spouse, cohabiting partner, persons related by consanguinity or affinity, and direct relatives and relatives up to the second degree, and children of his/her spouse or cohabiting partner;

b) a party and its financial advisors for transactions relating to the issuer, where said advisors or companies belonging to their group, after awarding the appointment or in the month prior, had made purchases of issuer securities outside the trading on own behalf carried out according to ordinary operations and at market conditions.

2. The following cases of cooperation between several parties shall not in and of themselves be classified as acting in concert pursuant to Article 101-*bis*, subsection 4 of the Consolidated Law:

a) coordination between shareholders for the purpose of implementing the actions and exercising the rights attributed to them by Articles 2367, 2377, 2388, 2393-*bis*, 2395, 2396, 2408, 2409 and 2497 of the Italian Civil Code or by Articles of 126-*bis*, 127-*ter* and 157 of the Consolidated Law;

b) agreements for the submission of lists of candidates for the election of the corporate bodies pursuant to Articles 147-*ter* and 148 of the Consolidated Law, provided that said lists include a number of candidates that is less than half of the members to be elected or are by design

preset for the election of representatives of minority interests;

c) cooperation between shareholders to prevent the approval of a resolution of the extraordinary shareholders' meeting or a resolution of the ordinary shareholders' meeting on:

- 1) remuneration of the members of corporate boards, remuneration policies and compensation schemes based on financial instruments;
- 2) related party transactions;
- 3) authorisations pursuant to Article 2390 of the Italian Civil Code or Article 104 of the Consolidated Law;

d) cooperation between shareholders to:

- 1) favour the approval of a shareholder meeting resolution regarding the responsibility of the members of corporate boards or a proposed item for the agenda pursuant to Article 2367 of the Italian Civil Code or Article 126-*bis* of the Consolidated Law;
- 2) gain votes for a list which presents a number of candidates that is less than half of the members to be elected, or is by design preset for the election of representatives of minority interests, also through the solicitation of voting proxies for the purpose of voting for said list.

Article 45

(Indirect takeover)

1. Acquisition, singly or in concert, of an equity investment that allows more than thirty percent of the shares of a listed company which grant voting rights for matters specified in Article 105 of the Consolidated Law to be held or that gives control of an unlisted company shall determine the obligation to make a tender offer, pursuant to Article 106, subsection 3, paragraph a) of the Consolidated Law, where the acquirer comes to hold, indirectly or as a result of the sum of direct and indirect equity investments, more than thirty percent of the securities of a listed company which grant voting rights for matters specified in Article 105 of the Consolidated Law.

2. An indirect equity investment for the purposes of subsection 1 shall exist where the assets of the company whose securities are held consist prevalently of equity investments in listed companies or in companies that prevalently have equity investments in listed companies.

3. For the purposes of subsections 1 and 2, prevalence shall exist where at least one of the following conditions is met:

a) the book value of the equity investments represents more than one third of the balance sheet assets and exceeds that of every other fixed asset shown in the balance sheet of the investor company;

b) the value attributed to the equity investments represents more than one third and constitutes the principal component of the purchase price of the securities of the investor company.

4. Where the assets of the company referred to in subsection 2 consist prevalently of equity investments in a plurality of listed companies, the obligation to make a public offering only regards the securities of the companies whose value represents at least thirty percent of the total of such shareholdings.

Article 46
(Consolidation of equity investments)

1. The bid obligation referred to in Article 106, subsection 3, paragraph *b*) of the Consolidated Law shall arise from the acquisition, including indirect acquisition as defined in Article 45, of more than five percent of the capital represented by securities that grant voting rights for matters specified in Article 105 of the Consolidated Law as a result of purchases made in the twelve months.

Article 47
(Consideration in the form of financial instruments)

(Repealed)

Art. 47-bis
(Procedure for reducing the price of mandatory takeover bids)

1. The bidder or the persons acting in concert shall promptly notify the decision to submit a petition to Consob for the reduction of the price of a mandatory takeover bid pursuant to Article 106, subsection 3, paragraph *c*) of the Consolidated Law.

2. The petition for a price reduction, possibly accompanied by supporting documentation, shall be submitted to Consob by the bidder or the persons acting in concert with them within five days from the notification pursuant to Article 37.

3. The petition must indicate the following, otherwise it will be impossible to proceed:

- a*) the occurrence of one of the circumstances pursuant to Article 106, subsection 3, letter *c*) of the Consolidated Law;
- b*) the facts which are the basis of the petition;
- c*) the effects on the offer price, if known.

4. Consob shall make its decision by way of a justified measure, within the term indicated by Article 102, subsection 4 of the Consolidated Law. If it is necessary to request additional information or documentation, this term shall be suspended once until the reception of said information or documentation. The information or documentation required shall be provided within the term set by Consob, which shall be no more than fifteen days.

Art. 47-ter
(Price reduction in the event of exceptions)

1. The offer price shall be decreased by Consob pursuant to Article 106, subsection 3, paragraph *c*), no. 1, first part of the Consolidated Law in the event of an exceptional or

unforeseeable event which results in a temporary, significant rise in market prices, resulting in a higher price paid by the bidder to purchase securities in the same category.

2. The decreased bid price coincides with the greater of:

a) the highest price paid for the purchases of securities of the same category by the bidder or persons acting in concert with the bidder, in the twelve-month period pursuant to article 106, subsection 2, first sentence of the Consolidated Law, not affected by the event itself; and

b) the average weighted market price referring to a period corresponding to fifteen days prior and fifteen days subsequent to the verification of the exceptional event, with the exclusion of market prices relating to sessions affected by the actual event.

3. In the presence of securities traded on various regulated markets, the prices recorded on the market with the highest trading volumes shall be considered.

Art. 47-quater

(Price reduction in the event of manipulation)

1. The offer price shall be decreased by Consob pursuant to Article 106, subsection 3, paragraph c), no. 1, first part of the Consolidated Law where there are grounds to suspect manipulation which resulted in a temporary rise in market prices, resulting in a higher price paid by the bidder to purchase securities in the same category.

2. For the purpose of this article, there are grounds for suspicion in the event of:

a) transmission of the reasoned report pursuant to Article 187-*decies*, subsection 2 of the Consolidated Law to the Public Prosecutor;

b) enactment of one of the cautionary measures indicated in Article 187-*octies* of the Consolidated Law;

c) notice of charges due to breach of Article 187-*ter* of the Consolidated Law;

d) exercise of the criminal action in accordance with Article 405 of the Italian criminal procedure code;

e) implementation of a cautionary measure against the person being investigated or the accused.

3. The Consob decreased bid price coincides with the greater of:

a) the highest price paid for the purchases of securities of the same category by the bidder or persons acting in concert with the bidder, in the twelve-month period pursuant to article 106, subsection 2, first sentence of the Consolidated Law, not affected by the manipulative behaviour; and

b) the average weighted market price referring to a period corresponding to fifteen days prior and fifteen days subsequent to the verification of the manipulative behaviour, with the exclusion of market prices relating to sessions affected by the manipulative behaviour.

4. For the purposes of this article, in the presence of securities traded on various regulated markets, the prices recorded on the market with the highest trading volumes shall be considered.

Art. 47-quinquies

(Price reduction in the event of specific trading transactions)

1. The offer price shall be decreased by Consob pursuant to Article 106, subsection 3, paragraph c), no. 2 of the Consolidated Law if the highest price paid by the bidder or the persons acting in concert with them is the price of sales transactions:

a) performed at market conditions as part of dealing for own account, for a total quantity not exceeding 0.5% of the category of financial products subject of the bid;

b) that have benefitted from the exemptions pursuant to article 49, subsection 1, paragraphs b) and g) or that could have benefitted from the exemptions pursuant to article 49, subsection 1, paragraph b), numbers 1 and 2.

2. The offer price adjusted downwards by Consob shall not consider the price of the trading transactions pursuant to subsection 1, paragraphs *a)* and *b)*.

Art. 47-sexies

(Procedure for increasing the price of mandatory takeover bids)

1. The procedure for increasing the price of mandatory takeover bids is automatically launched by Consob in the presence of one of the circumstances envisaged by Article 106, subsection 3, paragraph d) of the Consolidated Law, or on petition from interested parties.

2. The petition pursuant to subsection 1 shall be submitted to Consob within the ten days following the notification pursuant to Article 102, subsection 1 of the Consolidated Law.

3. The petition must indicate the following, otherwise it will be impossible to proceed:

a) the occurrence of one of the circumstances pursuant to Article 106, subsection 3, paragraph d) of the Consolidated Law;

b) the facts which are the basis of the petition;

c) the effects on the offer price, if known.

4. Consob shall inform the bidder of the automatic launch of the procedure or the effective submission of the petition.

5. Within five days from the reception of the statement pursuant to subsection 4, the bidder or the persons acting in concert with them may provide Consob with written comments and documents.

6. Consob shall make its decision by justified measure by the close of the bid. If it is necessary to request additional information or documentation during the investigation pursuant to Article 102, subsection 4 of the Consolidated Law, the term of said investigation shall be suspended, once, until the reception of said information or documentation. The information or documentation required shall be provided within the term set by Consob, which shall be no more than fifteen days. During the subscription period, Consob may suspend the bid when it is necessary to carry out investigations.

Art. 47-septies

(Price increase in the event of securities purchase agreements)

1. The offer price shall be increased by Consob pursuant to Article 106, subsection 3, paragraph d), no. 1 of the Consolidated Law if the bidder or the persons acting in concert with them has agreed to purchase securities at a higher price than that paid to purchase securities in the same category. In this case, the offer price is the price agreed for the purchase of the securities.

Art. 47-octies

(Price increase in the event of collusion)

1. The offer price shall be increased by Consob pursuant to Article 106, subsection 3, paragraph d), no. 2 of the Consolidated Law if a higher price than that declared by the bidder is paid as a result of verified collusion between the bidder or the persons acting in concert with them and one or more sellers. In this case, the offer price is equal to the verified price.

Art. 47-novies

(Price increase in the event of manipulation)

1. The offer price shall be increased by Consob pursuant to Article 106, subsection 3, paragraph d), no. 4 of the Consolidated Law if there are grounds to suspect manipulation which resulted in a temporary reduction in the market price, resulting in a higher price paid by the bidder.

2. The offer price increased by Consob matches the average weighted market price referring to a period equal to fifteen days prior and fifteen days following the occurrence of the manipulative conduct, excluding the market prices relating to the sessions influenced by said conduct.

3. For the purposes of this article, in the presence of securities traded on various regulated markets, the prices recorded on the market with the highest trading volumes shall be considered.

4. Article 47-*quater*, subsection 2, shall apply.

Article 48

(Procedure for approval of prior partial bids)

1. Approval of a bid provided for in Article 107 of the Consolidated Law shall be given by a statement made on a special form prepared by the bidder, which may be annexed to the bid document. Subscription of the bid shall be equivalent to a statement of approval unless it is accompanied by an express manifestation of will to the contrary.

2. Statements shall be sent by the close of the bid to the address indicated by the bidder via the depository of the shares, which shall attest to the ownership thereof.

3. Approval is irrevocable. It is possible to approve more than one competing bid.

Article 49
(Exemptions)

1. An acquisition shall not give rise to the mandatory bid obligation provided for in Article 106 of the Consolidated Law where:

a) another shareholder or other shareholders jointly hold the majority of voting rights exercisable in the ordinary shareholders' meeting;

b) it is carried out:

1) if there is a recapitalisation of the listed company or another measure to strengthen equity, and the company is in difficulty, proven by:

(i) admission to a bankruptcy proceeding envisaged in Italian Royal Decree no. 267 of 16 March 1942 or in other special laws;

(ii) approval of a debt restructuring agreement entered into with debtors pursuant to Article 182-*bis* of Italian Royal Decree no. 267 of 16 March 1942, disclosed to the market;

(iii) requests submitted by a prudential supervisory authority, in the event of serious losses, in order to prevent the use of extraordinary administration or administrative compulsory liquidation in accordance with the Consolidated Law, Italian Legislative Decree no. 385 of 1 September 1993, and Italian Legislative Decree no. 209 of 7 September 2005;

2) in the absence of other purchases made or agreed in the twelve months prior, exclusively by subscribing a share capital increase of the listed company, excluding the stock option, suitable to allow the company's debt exposure to recover and to ensure the re-balancing of the financial position, implemented in execution of a recovery plan, even through debt rescheduling:

(i) that is disclosed to the market;

(ii) that certifies the existence of a crisis situation;

(iii) whose reasonability is certified by a professional in accordance with Article 67, subsection 3, paragraph d) of Italian Royal Decree no. 267 of 16 March 1942;

3) when there is a crisis situation which is not attributable to the situations described in points 1) and 2) of this paragraph, provided that:

(i) should the transaction be the competence of the shareholders' meeting, also in accordance with article 2364, subsection 1, number 5 of the Italian Civil Code, the related resolution, without prejudice to the provisions of articles 2368, 2369 and 2373 of the Italian Civil Code, it is approved without the contrary vote of the majority of the shareholders attending the meeting, other than the buyer, the shareholder or shareholders holding, individually or jointly, the absolute or relative majority shareholding, because exceeding 10 percent;

(ii) when the transaction is not subject to a shareholders' meeting resolution, it is approved by the favourable vote of the majority of shareholders other than the parties indicated in number 3 point i) above, who cast their vote by way of

declaration contained in a specific voting papers prepared and made available by the company. These voting papers shall be sent to the acquirer, via the depository of the securities, which shall attest to the ownership thereof, by the date and to the address indicated by the acquirer;

c) the equity investment is acquired as a result of a transfer between companies in which the same person or persons hold, singly or jointly and directly or indirectly through a subsidiary company pursuant to Article 2359, first paragraph, point 1, of the Italian Civil Code, the majority of voting rights exercisable in the ordinary shareholders' meeting, or is acquired as a result of a transfer between a company and such persons;

d) the threshold is exceeded as a result of exercise of the pre-emption, subscription or conversion rights originally attributed;

e) the thresholds envisaged by Article 106, subsections 1 and 3, paragraph *b)* of the Consolidated law are exceeded by not more than 3 percent and 1 percent and the acquirer undertakes to dispose of the excess securities within twelve months to unrelated parties and not to exercise the related voting rights. Should it be a qualified investor who exceeds the threshold envisaged by article 1, subsection 5, letter *c)* of the Consolidated Law, assuming guarantees under the scope of a capital increase or security listing transaction, the above limits shall not apply and terms for the transfer of the excess shares shall be eighteen months, without prejudice to the commitment not to exercise the relevant voting rights;

f) the thresholds envisaged by article 106, subsections 1 and 3, letter *b)* of the Consolidated Law are exceeded by virtue of the acquisition of derivative financial instruments and the buyer undertakes to transfer the excess derivatives or securities to unrelated parties within six months and, during this same period, not to exercise voting rights in excess of the threshold exceeded;

g) it is consequent to mergers or spin-offs approved by meeting resolution of the company whose securities would otherwise need to be subject to the bid and without prejudice to the provisions of articles 2368, 2369 and 2373 of the Italian Civil Code, without the contrary vote of the majority of the shareholders in attendance, other than the shareholder acquiring the shareholding that exceeds the relevant threshold and the shareholder or shareholders which jointly or individually hold an absolute or relative majority shareholding that is over 10 percent.

h) the obligation is the result of inheritance or free-of-charge deeds between living individuals.

2. In accordance with subsection 1, paragraph *g)*, the articles of association may provide that the majority of contrary shareholders as specified therein precludes exemption only where at least a given share of the share capital with voting rights is represented, in any case no more than 7.5 percent.

3. In the situations provided for by subsection 1, paragraphs *b)*, number 3) and *g)*, reports on the agenda topics as established by article 125-*ter* of the Consolidated Law must contain detailed information on the efficiency expected of the mandatory takeover bid deriving from the approval of the transaction in accordance with the methods specified by this article or by the failure to reach the minimum threshold specified by the articles of association in accordance with subsection 2. **In** the situation specified by subsection 1, paragraph *b)* no. 3), point (ii), this same

information shall be supplied by the administrative board of the company and shall be made available together with the voting sheet and published on the company's website.

4. The acquirer:

a) in the case referred to in subsection 1, paragraph *a)*, shall promptly notify Consob and the market of the non-existence of agreements or plans in common with the other shareholders referred to therein;

b) in the situation provided for by paragraphs *e)* and *f)*, shall communicate to the market the intent to apply the exemption and the commitment not to exercise voting rights and to transfer excess securities or derivatives within the terms established therein. If it does not comply with the obligation to make the disposal, shall promote the bid at the highest price resulting from the application of Article 106, subsection 2 of the Consolidated Law to the twelve months prior and subsequent to the acquisition.

Article 50

(Commitment to buy)

1. Persons held to the commitment to buy pursuant to article 108, subsection 2 of the Consolidated Law shall notify Consob and the market within ten days whether it intends to restore the float. This notification is not required where it is already included in the bid document which was followed by the exceeding of the significant threshold.

2. The sale of securities with the concurrent purchase of financial instruments which offer long positions on the same securities shall not be considered restoration of the float.

3. With regard to the obligations envisaged by Article 108, subsection 2 of the Consolidated Law, the stock exchange company shall:

a) inform Consob of the companies for which, applying general criteria established by the latter, it is possible to adopt a threshold higher than ninety percent, taking account of the need to ensure regular trading;

b) announce the restoration of the float.

4. Without prejudice to the provisions of Article 108, subsection 3 of the Consolidated Law, if the commitment to buy emerges following a voluntary public offering, Consob shall determine the payment as equal to the one of that offer, even if the bidder has purchased securities representing less than 90 percent of the capital with voting rights included in the offer after said offer, if it is:

a) a takeover bid promoted in accordance with article 107 of the Consolidated Law;

b) a full takeover bid set forth in article 40-*bis*, subsection 3, paragraph *d)*, or voluntarily subject by the bidder to that regulation, provided the condition established by number 2 of said paragraph *d)* is satisfied;

c) a full takeover bid subject to the term re-opening regulations pursuant to Article 40-*bis*, subsection 1, or voluntarily subjected such regulations by the bidder, provided that, in both cases, in the first phase of duration of the bid, at least fifty percent of the securities in the bid were contributed to it.

5. In the other cases where the commitment to buy arises following a public offering, Consob shall determine the price of the commitment to buy, taking into account:

- a) the price of the previous offering, also in light of the subscription percentage;
- b) the average weighted market price of the securities subject to the offering in the six month period identified in accordance with article 108, subsection 4 of the Consolidated Law;
- c) the value attributed to the securities or to the issuer by any valuation reports, drawn up by independent experts according to criteria generally used in financial analysis, not prior to six months before the triggering of the commitment to buy;
- d) any other purchases of securities in the same category in the last twelve months by the party held to the commitment to buy or the party operating in concert with them.

6. If the previous offer involved a payment totally or partially represented by securities:

- a) the value of that amount for the purposes of subsections 4, paragraph a) and 5, is determined by evaluating the securities offered in exchange on the basis of the weighted average of the official prices reported in the five days preceding the bid payment date. In the case where the securities offered in exchange are unlisted, for the purposes herein, the same valuation indicated by the bidder during the previous bid shall be applied;
- b) Article 50- *bis* applies to the cases set forth in subsection 4, paragraphs b) and c).

7. In the case where the commitment to buy has not arisen following a public offering, Consob shall establish the price on the basis of the higher of the following:

- a) the highest price set forth for the purchase of securities in the same category in the last twelve months by the party held to the commitment to buy or the party operating in concert with them;
- b) the average weighted market price of the last six months prior to the triggering of the commitment to squeeze-out.

8. Should at least two of the elements specified in subsection 6 not be available, or should even one of the elements specified in subsection 7 not be available, the price is determined on the basis of the shareholders' equity adjusted to the current value and the trend and income prospects of the issuer.

9. For the purpose of determining the price pursuant to the previous subsections:

- a) the percentage of subscriptions to the bid is determined:
 - (i) subtracting, both from the number of securities in the bid and from the number of securities contributed to the bid, the securities contributed by related parties of the bidder in the period from the date the bid was announced to the date of conclusion of the bid;
 - (ii) also calculating any purchases by the bidder outside of a full takeover bid during the subscription period, provided that the provisions of Articles 41 and 42 were complied with;
- b) the average market price may be calculated with reference to a different period which Consob deems suitable when circumstances arose during the six months which reduced the significance of the prices recorded on the market.

10. The party held to the commitment to buy shall send the following to Consob, within ten working days from the time the commitment arises:

a) a request for determination of the price, also indicating the number of subscriptions to any previous bid from parties which can be classified as related parties pursuant to subsection 9;

b) in the cases pursuant to subsection 5, the valuation reports pursuant to paragraph c), where existing;

c) in the cases pursuant to subsections 5 and 7, a summary of the transactions carried out in the twelve months prior to the triggering of the commitment to buy;

d) in the cases pursuant to subsection 8, a valuation of the issuer, referring to a date no more than six months before the commitment to buy was triggered, drawn up by the party held to the commitment to buy according to criteria generally used in financial analysis, which are suitable to the specific characteristics of the issuer and its sector of operation. Said valuation shall be accompanied by an analysis of the methods used, the related results, the underlying assumptions and the value attributed to the various parameters.

11. Consob shall determine the price by way of resolution within 30 working days from receipt of the elements pursuant to subsection 10. If the elements provided are incomplete or additional elements are required, this term shall be suspended up to the date on which Consob receives the missing or supplementary elements.

Art. 50-bis

(Determination of the price entirely or partly comprising securities)

1. The provisions of this article apply to the determination of the price in accordance with article 108, subsection 4 of the Consolidated Law in the situation where the price itself consists entirely or partially of securities in application of article 108, subsection 5 of the Consolidated Law.

2. In the situations provided for by article 50, subsection 4, paragraphs *b) and c)*, the price shall take the same form as that of the bid and the proportion of securities and cash shall remain unaltered.

3. In the situations provided for by article 50, subsection 5, the price shall take the same form as that of the bid and the proportion of securities and cash shall remain established, starting from the value determined in monetary terms in accordance with article 50, on the basis of the average of the official daily prices of securities offered in exchange, weighted for the quantities traded, noted on the market in the month prior to Consob determining the price. In the case where the securities offered in exchange are unlisted, for the purposes herein, the same valuation indicated by the bidder during the previous bid shall be applied.

Art. 50-ter

(Conversion into cash of the price upon request by the security holder)

1. The entity of the payment to be made in cash, upon request by the holder of the securities in accordance with article 108, subsection 5 of the Consolidated Law is determined:

a) in the hypothesis where the payment shall equal that of the previous bid in accordance with article 108, subsection 3 of the Consolidated Law or article 50-*bis*, subsection 2, measuring the securities offered in exchange on the basis of the weighted average of the official prices noted in the five days prior to the date of payment of the previous bid. In the case where the securities offered in exchange are unlisted, for the purposes herein, the same valuation indicated by the bidder during the previous bid shall be applied;

b) in the case where Consob shall determine, in accordance with article 50-*bis*, subsection 3 as equal to the measurement in monetary terms performed by Consob.

Art. 50-*quater*

(Price for the exercise of the right to buy)

1. Without prejudice to the provisions of Article 108, subsection 3 of the Consolidated Law, the price for the exercise of the right to buy shall be determined based on the provisions of Articles 50, 50-*bis* and 50-*ter*.

2. In the cases indicated in Article 108, subsection 5 of the Consolidated Law, in the event that the owner of the securities does not opt for payment in cash as part of the procedure pursuant to Article 108, subsection 1 of the Consolidated Law, the price for the exercise of the right to buy shall take the same form as that of the previous bid.

Art. 50-*quinquies*

(Term and procedures for the commitment and right to squeeze-out)

1. The duration of the period for submitting seller applications linked to the fulfilment of the commitment to buy pursuant to Article 108, subsections 1 and 2 of the Consolidated Law and any payment in cash shall be agreed with the stock exchange company between a minimum of fifteen and a maximum of twenty-five days. The procedure for the joint exercise of the commitment to buy set forth by Article 108, subsection 1, of the Consolidated Law and the right to buy set forth by Article 111 of the Consolidated Law is agreed with Consob and the stock exchange company.

2. The bidder shall issue a statement pursuant to Article 36, containing the necessary information for fulfilling the commitment to buy pursuant to Article 108, subsections 1 and 2 of the Consolidated Law and for exercising the right to buy pursuant to Article 111 of the Consolidated Law.

3. If, following the final date for payment of the price, new events occur or elements unknown to the market arise which capable of affecting the valuation of the securities in the bid, for the purposes of disclosure obligations linked to the commitment to buy pursuant to Article 108, subsections 1 and 2 of the Consolidated Law, the bidder shall publish a specific information document pursuant to Article 36, subsections 3 and 4, and Article 38.

4. Should the exceeding of the major threshold for the purpose of the application of article 108, subsection 2 of the Consolidated Law not occur following a takeover bid and/or tender exchange offer, the bidder must publish a document in the ways specified by articles 36, subsections 3 and

4 and 38. Insofar as they are compatible, the provisions of this Title shall apply.

5. Subsequent to the fulfilment of the right of squeeze-out pursuant to article 108, subsection 2 of the Consolidated Law, the bidder shall issue a statement in accordance with article 36, whereby he discloses the following to the market:

- a) the outcome of the compliance with the right of squeeze-out;
- b) the total shareholding held in the issuer's capital;
- c) if the criteria envisaged for the right of squeeze-out in accordance with article 108, subsection 1 of the Consolidated Law and for the exercise of right of squeeze-out pursuant to article 111, subsection 1 of the Consolidated Law, specifying the methods for implementation:
- d) the additional information available on the revocation of the securities from listing.

6. Upon the outcome of the legal compliance with the right of squeeze-out, in accordance with article 108, subsection 1 of the Consolidated Law, should the bidder intend to restore the floating capital, he discloses a statement in accordance with article 36, establishing the terms and conditions for said restoration.

7. In the period running from the date on which the major thresholds for the purpose of the application of article 108, subsections 1 and 2 and of article 111 of the Consolidated Law and the date specified for payment of the price, articles 41 and 42 shall apply.

II. Annex 2A containing "Procedures for drawing up the bid document" shall be replaced with a new Annex 2A (Annex no. 1 to this resolution).

III. Annex 2B containing the "Takeover bid and/or exchange tender offer subscription sheet" is replaced with a new Annex 2B (annex no. 2 to this resolution).

IV. Annex 2C containing the "Notice on results of the issue" is replaced with a new Annex 2C (Annex no. 3 to this resolution).

V. This resolution is to be published in Consob's Bollettino and in the Italian Official Gazette. It shall become effective on 2 May 2011 and is applicable to all bids for which the notification to Consob and the market, carried out in accordance with Article 102, subsection 1, of Italian Legislative Decree no. 58 of 24 February 1998, as amended, or the purchase determining the exceeding of the relevant threshold for the purpose of triggering the bid obligation, shall be carried out subsequent to that date, except for the instructions regarding the provisions of the regulation implemented with resolution no. 11971 of 14 May 1999, indicated in the following points:

- articles 35, 35-bis, 35-ter and 49, containing respectively provisions regarding definitions, the scope of application of the new regulatory provisions, regulations about exchange tender takeover bids intended for the purchase of debt securities and the regulation of exemptions from the obligation to promote a takeover bid, shall become effective on the day after this resolution is published in the Official Gazette;

- the provisions of Article 49, subsection 1, paragraph g) apply to transactions for which the meeting date of the administrative body which resolved to call the shareholders' meeting to approve those transactions is subsequent to the date indicated in the point above;
- as regards derivatives as well as for the purpose of applying Article 44-ter, the following transitional regime shall be put into place:
 1. Derivatives held before this resolution comes into effect shall be calculated for the purpose of exceeding the thresholds set forth in Article 106, subsections 1 and 3, paragraph b) of the Consolidated Law following purchases, not executing commitments assumed previously, carried out after this resolution comes into effect.
 2. Anyone who at the date this resolution comes into effect is found to be above the thresholds set forth in Article 106, subsections 1 and 3, paragraph b) of the Consolidated Law due to derivatives held shall be held to the obligation of a bid where above those thresholds due to the purchase of securities carried out, even if regarding the securities underlying those same derivatives.
 3. Without prejudice to the application of subsection 2, anyone who exceeds a relevant threshold due to the purchase, not executing commitments assumed previously, of derivatives carried out in the period between the day after the publication of this resolution in the Official Gazette and 2 May 2011, is required to promote a bid, unless he decreases his shareholding to below that threshold by 2 May 2013.
 4. The parties indicated in Article 114, subsection 5, of the Consolidated Law which, at the date this resolution comes into effect, are above the thresholds set forth in Article 106, subsections 1 and 3, paragraph b) of the Consolidated Law due to derivatives held, must disclose, with the procedures indicated in Article 36 and within five trading days from the same date this resolution comes into effect, a report containing details of the components of the shareholding held.