

PRELIOS S.p.A.

- GENERAL MEETING RULES -

Article 1

- The present Rules apply to the Company's Ordinary and Extraordinary General Meetings.

Article 2

- In order to expedite working procedures at general meetings, insofar as these Rules do not expressly provide, the Chairman of the meeting (hereinafter referred to as "the Chairman") will resolve, taking the steps and the decisions he deems most appropriate, in accordance with the law and the Articles of Association.

Article 3

- Persons appropriately authorised in accordance with the applicable rules (hereinafter referred to as "the Participants") may attend the Meeting with entitlement to speak and with voting rights.
- Except as indicated otherwise in the notice of call, personal identity and the right to attend the Meeting will be established at the place where it is held, commencing at least one hour prior to that fixed for the meeting. Once Participants have been identified and their legitimation confirmed, under the supervision of the Chairman, the assisting personnel provided by the Company will provide participants with appropriate vouchers for verification and voting purposes.
- Participants are entitled to hear the discussion, join therein, and exercise voting rights by the technical means decided by the Chairman on a case-by-case basis.
- Participants who, after being admitted to the meeting, leave the premises where it is being held for any reason will so advise the assisting personnel.

Article 4

- Directors and, on a basis decided by the Chairman, the management, the Company's employees and those of Group companies and other persons whose presence is deemed useful in connection with the matters to be discussed may attend the meeting.
- With the Chairman's consent and on the basis decided by the latter, professional persons, consultants, experts, financial analysts and duly qualified journalists, accredited for the particular Meeting, may attend.
- Persons accredited to attend the meeting will be identified by the Company's staff upon entering the premises where the Meeting is to be held and will obtain the appropriate voucher for verification to be shown on request.

Article 5

- As required by law and the Articles of Association, the Chairman will direct the business of the meeting, ensuring the best conditions for it to be held in an orderly and efficient fashion.
- The Chairman may agree to the use of audiovisual and broadcasting equipment.

Article 6

- The Chairman will be assisted in conducting the business and in drawing up the minutes by a Secretary, if no Notary is present. The Secretary or Notary may in turn be assisted by a trusted employee.
- The Chairman will be assisted by scrutineers in order to apply the voting procedures; he may use assisting personnel to ensure the necessary technical support and to provide the customary services.

Article 7

- If the attendance required to convene the Meeting is not achieved within an appropriate space of time, the Participants will be advised accordingly and consideration of the business on the agenda will be deferred to a meeting to be subsequently called.

- The Chairman may suspend business for a period not exceeding three hours in the course of the meeting, should he consider it desirable and in the absence of objection by a majority of the capital represented thereat.

Article 8

- The Chairman will read out the items on the agenda for the meeting when opening proceedings.
- The Chairman is entitled to allow members who have requested that the business for the Meeting be supplemented, in accordance with the law and the Articles of Association, a period not exceeding 15 minutes to set out the proposals due for discussion and to explain the reasons for them.

Article 9

- The Chairman will decide on the agenda for business to be discussed, even in a different order from that appearing on the notice of call.
- He is entitled to decide that several items on the agenda are discussed jointly, or to arrange for separate discussion of individual items on the agenda.
- The Chairman and, at his discretion, those who attend the meeting as stated in Article 4 (1) will speak to the points placed on the agenda.

Article 10

- It is up to the Chairman to direct and control discussion, ensuring correct procedures and preventing any disruption to the proper conduct of the Meeting.
- The Chairman, taking account of the subject matter and the importance of the individual items on the agenda, may decide when opening the meeting on the period of time available to each speaker to make his comments, but not less than 15 minutes.
- The Chairman will ask Participants to observe the time limits laid down beforehand for contributions, and to keep to matters placed on the agenda. The Chairman will not permit any person exceeding the time limits and/or not keeping to the agenda to speak further.

Article 11

- Persons who wish to take the floor will so request of the Chairman or Secretary, indicating the subject matter to which their contribution refers. The request may be made for as long as the Chairman has not declared discussion of the point to which the requested speaker refers is closed.
- Participants may request permission to take the floor a second time in the course of the same debate for a period not exceeding five minutes, solely in order to reply or put forward matters for a vote.

Article 12

- The Board of Directors and Participants are entitled to put forward alternative proposals for discussion, stating their reasons, and for changes and additions to what may have been stated by the Board or members requesting inclusion of the item on the agenda, in accordance with the law and Articles of Association.
- The Chairman will consider the compatibility of proposals with the agenda for the meeting and the applicable provisions.

Article 13

- Members of the Board of Directors and Auditors may participate in discussion; persons attending the meeting in accordance with article 4 (1) may also take the floor when requested to do so by the Chairman, doing so also to reply to any requests for clarification.

Article 14

- The Chairman will take appropriate steps to ensure proper voting procedures, ensuring that voting on an item takes place immediately after discussion thereof has closed or after all matters on the agenda have been dealt with.

- The Chairman will decide on the voting order for proposals on the various items and the means for conducting each vote and those for taking and calculating the votes, and is responsible for ascertaining the result.

Article 15

- The result of voting will be announced when examination of the votes has been completed with the assistance of the scrutineers and the Secretary.