

STATUTE OF ASSOCIATION

TITLE I – NAME, HEADQUARTERS, OBJECT, DURATION AND DOMICILE

Article 1

Name

1.1. A joint stock company called: “Rebirth SpA” (the “**Company**”) is hereby established.

Article 2

Site

2.1 . The Company has its registered office in the Municipality of Formello (RM).

2.2. The Board of Directors may transfer the registered office within the Municipality indicated above, as well as – with the formalities provided for in art. 2365 of the Civil Code – within the national territory, as provided for in art. 24.1 below; the Board of Directors may also establish and close down local operating units, offices, factories, warehouses and agencies anywhere, throughout the territory of the State and also abroad.

Article 3

Object

3.1. The Company's purpose is to carry out the following activities:

- the purchase, sale in general, rental (excluding leasing activities) of real estate and movable property of a related nature and the management of socially owned properties, as well as the construction and renovation of properties. For this purpose, the Company may also avail itself of the services of technicians and/or professionals and may commit and undertake contracts and subcontracts;
- construction of reinforced concrete and non-reinforced concrete structures and also plastering, waterproofing, thermal, acoustic and fire insulation works;
- construction, management and maintenance of heating, ventilation and air conditioning systems, as well as hygienic, water and sanitation systems, gas systems, water purification systems, electrical systems, telephone systems, intercom systems and similar;
- the management, purchase and sale of companies having as their object bars, restaurants, hotels, pizzerias, bed and breakfasts, refreshment points in general and everything relating to the supply to the public of food and beverages, including alcoholic and super alcoholic ones;
- the restaurant and catering business;
- the activity of renting rooms even for short stays;
- the exercise of the rental activity, with or without driver, of cars, motor vehicles, industrial vehicles, commercial and industrial trucks, forklifts, motorcycles and bicycles, boats and caravans, in compliance with current legislation;

- the organization of events (weddings, conventions, etc.) as well as the provision of services related to tourism, entertainment, theater, music, photography, leisure.

The Company, for the better performance of the social activity and provided that it is instrumental to the realization of the same, may carry out any commercial, movable and immovable or service operation, participate as a partner in companies operating both in Italy and abroad, assume representation and agencies with or without deposit, interests, participations in other companies or companies with similar purpose; may provide endorsements, suretyship and any other guarantee, even real, for any reason, even in favor of third parties.

The Company may carry out financial activities, provided that they are not prevalent and not towards the public.

Article 4

Duration

4.1. The duration of the Company is established until 31 December 2100 (two thousand one hundred) and may be extended or dissolved early by resolution of the shareholders' meeting.

Article 5

Domicile

5.1. The domicile of the members, directors, auditors and the person in charge of the legal audit of the accounts and of the others entitled to participate in the meetings, as far as the relationships with the Company are concerned, is that resulting from the relevant company books. In the event of failure to indicate, reference is made, for natural persons, to the registered residence and, for subjects other than natural persons, to the respective registered office.

TITLE II – CAPITAL, SHARES, CONTRIBUTIONS, FINANCING, PUBLIC OFFER AND WITHDRAWAL

Article 6

Share capital and shares

6.1. The share capital amounts to Euro 22,786,879 (twenty-two million seven hundred and eighty-six thousand eight hundred and seventy-nine) and is divided into n. 22,786,879 (twenty-two million seven hundred and eighty-six thousand eight hundred and seventy-nine) shares with no indication of nominal value of which:

- n. 17,283,259 (seventeen million two hundred and eighty-three thousand two hundred and fifty-nine) ordinary shares (“**Ordinary Shares**”);
- n. 5,503,620 (five million five hundred and three thousand six hundred and twenty) special shares subject to non-transferability restriction (“**Special Shares**” and, together with the Ordinary Shares, the “**Shares**”).

6.2. The Shares are nominative, indivisible, subject to the dematerialisation regime and entered into the centralised management system of financial instruments pursuant to the applicable legislation and regulations.

6.3. The Special Shares grant the same rights as the Ordinary Shares with the sole exception of the prohibition of transferability for the period of 24 months from the date of admission of the Shares to trading on Euronext Growth Paris, a multilateral trading facility managed and organised by Euronext Paris (the “**Conversion Deadline**”);

6.4. The automatic conversion of the Special Shares into Ordinary Shares (in the ratio of one Ordinary Share for each Special Share) will take place upon expiration of the Conversion Term without the need for any expression of intent by the relevant holders and without any change in the amount of the share capital. As a result of the automatic conversion of the Special Shares into Ordinary Shares, the board of directors is granted the powers to (i) file with the Companies Register, pursuant to Article 2436, paragraph 6, of the Civil Code, the text of the bylaws with the modification of the division of the capital into Ordinary Shares only and the elimination of the clauses of the bylaws that have lapsed as a result of the conversion of all the Special Shares into Ordinary Shares; as well as (ii) communicate the conversion by means of a press release published on the Company's website, as well as make all other communications and declarations that may be necessary or appropriate.

6.5. Each member is assigned a number of Shares proportional to the portion of capital subscribed and for a value not exceeding that of the contribution; however, a different assignment of the Shares is permitted pursuant to art. 2346 of the Italian Civil Code.

6.6. In the event of an increase in share capital, the following provisions shall apply:

(i) in the event of a free increase in the share capital with the issue of new Shares, new Ordinary Shares and new Special Shares must be issued in proportion to the number of Shares of the two categories at the time the resolution becomes effective;

(ii) in the event of a paid increase in the share capital, in option pursuant to art. 2441, paragraph 1, of the Civil Code, the Company issues new Ordinary Shares and new Special Shares in proportion to the number of Shares of the two categories, at the time of publication of the offer in option, unless the approval of the special meetings of the two categories of Shares pursuant to art. 2376 of the Civil Code is established;

(iii) in the event of a paid increase in the share capital, with the exclusion of the option right in accordance with the provisions of the law, the approval of the special meetings of the two categories of Shares pursuant to art. 2376 of the Civil Code is not necessary, unless the characteristics of the new Shares do not constitute a prejudice to the Ordinary Shares and Special Shares, pursuant to art. 2376 of the Civil Code.

6.7.¹ The extraordinary meeting held on 11 November 2024 in first call, with minutes drawn up by Notary Filippo Zabban, resolved to grant power to the Board of Directors - to be exercised within five years from the date of the meeting resolution, and therefore until 10 (ten) November 2029 (two thousand and twenty-nine), and up to a maximum amount of Euro 10,080,000.00 (ten million eighty thousand point zero zero) including premium - to increase, in one or more tranches, in a divisible manner, the share capital, through the issue of a maximum of 5,600,000 (five million six hundred thousand) ordinary shares to be offered in option or with the exclusion of the option right pursuant to art. 2441 of the Civil Code, for a fee, establishing from time to time the issue price of the shares to be issued, provided that it is not less than Euro 1.8 (one point eight) for each newly issued share, their enjoyment, with the power of the Board of Directors to place the shares - in the event of exclusion of the option pursuant to Article 2441, paragraph 5 of the Civil Code -

¹ The transitional clause referred to in Article 6.7. will be reproduced in these Articles of Association in the event that the capital increase resolved by the Board of Directors in exercise of the delegation pursuant to Article 2443 of the Civil Code has not been fully executed on the date of admission of the Company's ordinary shares to trading on Euronext Growth Paris.

with qualified investors, such as banks, financial companies and investment funds, or operators who carry out activities similar, connected, synergic or instrumental to those of the Company or having an analogous or similar purpose to that of the Company or in any case functional to the development of the latter's activity, as well as serving the admission of the shares to trading on a multilateral trading system or - pursuant to Article 2441, paragraph 4, of the Civil Code, first period - with the power of the Board of Directors to place the shares through the contribution, by third parties, of branches of companies, businesses or plants functionally organised for the performance of activities included in the corporate purpose of the Company, as well as credits, shareholdings, listed and unlisted financial instruments, or other assets deemed by the Board itself to be instrumental in pursuing the corporate purpose.

For the purposes of exercising the above delegation, the Board of Directors is also granted all powers to (a) establish, for each individual tranche, the number, the unit issue price within the limits indicated above (including any premium, establishing how much of the issue price to attribute to capital and how much to attribute to premium, with the option to establish an allocation lower than the pre-existing accounting parity) or the criteria for determining it and the enjoyment of the ordinary shares; (b) in the event of resolutions to increase capital that provide for the exclusion of the option right, establish the issue price of the shares or the criteria for determining it in compliance with the procedures and criteria established by art. 2441, paragraph 6, of the Civil Code.

For the resolutions adopted by the Board of Directors in execution of the preceding delegation pursuant to Article 2443 of the Civil Code, the Board of Directors shall adhere to the following principle:

- the issue price, provided that it is not less than Euro 1.8 (one point eight) for each newly issued share, will be determined by the Board of Directors using reasonable and non-arbitrary criteria, taking into account market practice, the circumstances existing on the date of exercise of the Delegation and the characteristics of the Company, without prejudice to the application, as already indicated, of Article 2441 paragraph 6 of the Civil Code, where the conditions exist.

It is also specified that, where applicable, the Board of Statutory Auditors must issue an opinion on the appropriateness of the issue price of the shares upon the exercise of the Delegation;

The extraordinary shareholders' meeting also resolved to grant the Board of Directors and, on its behalf, the Chairman and the Managing Director, with the power to sub-delegate, within the limits of the law - without prejudice to the collegial nature of the exercise of the delegation pursuant to Article 2443 of the Civil Code - every and broadest power to provide for what is necessary for the implementation of the resolutions as well as to fulfill the formalities required to ensure that all the resolutions adopted obtain the approvals required by law and, in general, everything necessary for the complete execution of the resolutions themselves, with every and any power necessary and appropriate for this purpose, none excluded and excepted, including that of making any changes, corrections or additions to the resolutions passed that are not substantial in nature and are necessary for registration in the Company Register.

On 30 December 2024, the Board of Directors partially exercised the aforementioned proxy, resolving to increase the paid-in capital for a nominal amount of €1,416,853.00, with a share premium of € 1,700,223.00, through the issue of 1,416,853 new ordinary shares, with no indication of par value, to be subscribed by 31 January 2025.

Article 7

Identification of shareholders

7.1. Article 83- *duodecies* of Legislative Decree no. 58 of 24 February 1998 (the “ TUF ”) and related implementing provisions in force *at the time* shall apply to the identification of shareholders .

Article 8

Contributions and capital increases

8.1. The contributions of the members may concern sums of money, goods in kind or credits, according to the resolutions of the assembly.

8.2. Pursuant to art. 2349 of the Civil Code, the extraordinary meeting may resolve to allocate profits to employees of the Company or its subsidiaries by issuing, for an amount corresponding to the profits themselves, Ordinary Shares to be allocated individually to employees, also with specific rules regarding the form, the method of transfer and the rights of shareholders. The share capital must be increased by a corresponding amount.

8.3. The meeting may grant the Board of Directors the power to increase the share capital and to issue convertible bonds, up to a determined amount, for a maximum number of Shares and for a maximum period of 5 (five) years from the date of the assembly resolution of delegation, which provides for the appropriate amendment to the bylaws.

8.4. It is permitted that the option right belonging to the members be excluded, pursuant to art. 2441, paragraph 4, second period, of the Civil Code, within the limits of 10% (ten percent) of the pre-existing capital, and 10% (ten percent) of the number of pre-existing Shares, provided that the issue price corresponds to the market value of the ordinary shares and this is confirmed in a specific report by a statutory auditor or a statutory auditing firm. The reasons for the exclusion or limitation as well as the criteria adopted for determining the issue price must be shown in a specific report by the directors, filed at the registered office and published on the Company's website within the deadline for calling the meeting, except as provided for by special laws.

Article 9

Categories of shares and other financial instruments

9.1. Within the limits established by law, and in accordance with the provisions of Articles 2348 and 2350 of the Civil Code, the extraordinary shareholders' meeting may resolve to issue categories of preferred shares, categories of shares provided with different rights also with regard to the incidence of losses, or shares without voting rights, with multiple voting rights where not prohibited by special laws, or limited to particular matters, or with voting rights subordinate to the occurrence of particular conditions that are not merely potestative.

9.2. Pursuant to Articles 2346, paragraph 6, and 2349, paragraph 2, of the Civil Code, the extraordinary shareholders' meeting may resolve to issue financial instruments provided with property rights or even administrative rights, excluding the right to vote in the general shareholders' meeting. In the case referred to in Article 2349, second paragraph of the Civil Code, special rules may be provided regarding the conditions for exercising the rights granted, the possibility of transfer and any causes for forfeiture or redemption.

Article 10

Bonds, financing and segregated assets

10.1. The Company may issue bonds, including convertible bonds or bonds with warrants, bearer or registered bonds in compliance with the provisions of the law.

10.2. The members may also make interest-bearing or non-interest-bearing loans to the Company, with the obligation to repay, as well as capital or other payments, in accordance with the current legislative and regulatory provisions.

10.3. The Company may also establish assets intended for a specific business pursuant to articles 2447-bis and following of the Civil Code, by resolution adopted by the extraordinary meeting.

Article 11

Transferability and trading of shares

11.1. The Shares, unless otherwise provided for in these Articles of Association, are freely transferable both by deed inter vivos and by death.

11.2. The Ordinary Shares are admitted to trading on a European multilateral trading facility (“MTF”).

Article 12

Tender offers

12.1. From the moment in which the Ordinary Shares issued by the Company are admitted to trading on an MTF, the provisions on mandatory public purchase and exchange offers relating to listed companies set out in the TUF and the implementing Consob regulations shall apply by voluntary recall and insofar as they are compatible (the “**Referred Regulation**”) limited to the provisions referred to in the Euronext Growth Milan Issuers’ Regulation, approved and published by Borsa Italiana SpA and subsequent amendments and additions, *in force at the time* (the “**EGM Issuers’ Regulation**”).

12.2. Any appropriate or necessary determination for the correct execution of the offer (including those possibly pertaining to the determination of the offer price) will be adopted pursuant to and for the purposes of art. 1349 of the Italian Civil Code, upon request of the Company and/or shareholders, by the Panel referred to in the EGM Issuers Regulation, which will also make provisions regarding the timing, methods, costs of the related procedure, and the publicity of the measures thus adopted in accordance with the EGM Issuers Regulation itself.

12.3. Without prejudice to any legal rights of the recipients of the offer, exceeding the participation threshold provided for by art. 106, paragraphs 1, 1- *bis* , 1- *ter* , 3 letter (a), 3 letter (b) – without prejudice to the provision of paragraph 3- *quater* – and 3- *bis* of the TUF, if not accompanied by communication to the Board of Directors and the presentation of a total public offer within the terms provided for by the Referred Discipline and by any determination eventually taken by the Panel with reference to the offer itself, as well as any failure to comply with such determinations, entails the suspension of the right to vote on the excess participation.

12.4. Until the Company qualifies as an SME, as defined in Article 2, paragraph 1, letter (f) of Regulation (EU) 2017/1129, the relevant participation threshold for the purposes of the previous Article 12.3 is set at 40% (forty percent).

12.5. If the Company has the qualification of PMI, until the date of the meeting called to approve the financial statements relating to the fifth financial year following the start of trading of the Shares on an MTF, the obligation to offer provided for by art. 106, paragraph 3, letter b), of the TUF does not apply.

Article 12-bis

Obligation to purchase and right to purchase

12-bis.1. From the moment in which the Ordinary Shares issued by the Company are admitted to trading on an MTF, the provisions regarding the obligation to purchase and the right to purchase relating to listed companies referred to respectively in Articles 108 and 111 of the TUF and in the implementing Consob regulations shall also apply by voluntary recall and insofar as compatible.

12-bis.2. Article 111 of the TUF and, for the purposes of its application, the provisions of this statute and the provisions set forth in paragraph 12-bis.1 above, shall also apply to financial instruments issued by the Company in the event that the percentage for the exercise of the right to purchase is reached in relation to the aforementioned financial instruments. Article 111 of the TUF shall apply in the event of holding a shareholding or financial instruments equal to at least 90% (ninety percent) of the share capital or the relevant type of financial instrument following the promotion of a public purchase offer. The threshold set forth in Article 108, paragraph 1, of the TUF is reduced to 90% (ninety percent) of the share capital or 90% (ninety percent) of financial instruments of a specific category.

12-bis.3 Without prejudice to any other provisions of law or regulation, in all cases in which it is foreseen that Consob must determine the price for the exercise of the obligation and right to purchase referred to in Articles 108 and 111 of the TUF and it is not possible to obtain the determination from Consob, such price will be equal to the higher of (i) the weighted average market price of the last 6 (six) months before the obligation or right to purchase arises; and (ii) the highest price expected for the purchase of financial instruments of the same category during the 12 months preceding the right or obligation to purchase arises by the person responsible for this, as well as by persons operating in concert with him, to the extent known to the Board of Directors.

12-bis.4. For the purposes of this statute, “participation” means a share, held even indirectly through trustees or a third party of the securities issued by the Company which grant voting rights in assembly resolutions regarding the appointment or removal of directors.

12-bis.5. It is specified that the provisions of this article apply exclusively in cases in which the public purchase and exchange offer is not otherwise subject to the supervisory powers of Consob and to the provisions on public purchase and exchange offers set forth in the TUF.

12-bis.6. Without prejudice to any legal rights of the recipients of the offer, exceeding the participation threshold provided for by art. 108 of the TUF, as reduced above, not accompanied by the purchase of securities by the requesting parties in the cases and terms provided for by the aforementioned legislation entails the suspension of the right to vote on the excess participation.

Article 13

Requirements to report significant shareholdings

13.1. In relation to the trading of Ordinary Shares or other financial instruments issued by the Company on an MTF – and in analogy with what is established in the EGM Issuers Regulation – with reference to the communications and information due from the “Significant Shareholders” (as defined in the EGM Issuers Regulation), the “*Transparency Discipline*” (as defined in the EGM Issuers Regulation) applies, with particular regard to the communications and information due from the Significant Shareholders (as defined in the EGM Issuers Regulation).

13.2. Each shareholder, if he/she reaches, exceeds or falls below the thresholds set by the EGM Issuers Regulations in terms of share ownership and/or entitlement to voting rights, is required to notify the Board of Directors of the Company within 4 (four) trading days (or in any case within the different terms provided for by the applicable legislation) starting from the day on which

he/she became aware of the transaction or events that led to the “*Substantial Change*” (as defined in the EGM Issuers Regulations) according to the terms and methods provided for by the “*Transparency Regulations*” (as defined in the EGM Issuers Regulations). This change is also communicated to the public through the Company’s *website*.

13.3 In the event that the communication referred to in this article is omitted, the right to vote relating to the Shares and financial instruments for which the communication was omitted is suspended. In the event of failure to comply with such suspension, the resolution of the meeting or the different act, adopted with the vote or, in any case, the determining contribution of the participation referred to in the previous paragraph, may be challenged in accordance with the provisions of the Civil Code. The participation for which the right to vote cannot be exercised is computed for the purposes of the regular constitution of the relevant meeting. The Board of Directors may request information from shareholders on their participations in the Company at any time.

13.4. The above information obligation also applies to any person who becomes the owner of a significant shareholding for the first time, where, as a result of such acquisition, his or her shareholding in the Company is equal to or greater than the established thresholds.

Article 14

Withdrawal

14.1. Members have the right to withdraw from the Company in the cases and within the limits established by law.

14.2. The right of withdrawal is also recognized to ordinary members who have not participated in the approval of resolutions that lead to exclusion from trading, except in the event that, as a result of the execution of the resolution, the shareholders of the Company find themselves holding, or are assigned, exclusively Shares admitted to trading on an MTF or on a regulated market of the European Union or on a multilateral trading system registered as an "SME Growth Market" pursuant to art. 33 of Directive 2014/65 MIFID (and subsequent amendments or additions) which has provided equivalent protection for investors.

14.3. However, the right of withdrawal does not apply to members who have not participated in the approval of the resolutions relating to the extension of the duration of the Company or the introduction, modification or removal of restrictions on the circulation of shares.

TITLE III – MEMBERS' MEETING

Article 15

Convocation

15.1. The meeting is convened whenever the Board of Directors or the Chairman of the Board of Directors deems it appropriate, or when its convocation is required by law, and in any case at least once a year, for the approval of the financial statements, within 120 (one hundred and twenty) days from the end of the financial year, or, in the cases provided for by art. 2364, paragraph 2, of the Civil Code, within 180 (one hundred and eighty) days from the end of the financial year, without prejudice to any further deadline provided for by the applicable legislation.

15.2. The call is made by means of a notice published, also in extract, where the law allows it, in the Official Journal of the Republic or in at least one of the following daily newspapers: “MF-

Milano Finanza”, “Italia Oggi”, “Il Sole24ore”, “Il Giornale” and by means of a specific notice of call published, also in extract, on the website www.teleborsa.it or another website chosen by the Company for the publication of its documents, data and information of corporate interest, at least 15 (fifteen) days before the date set for the first call of the meeting and, in any case, on the Company's *website* .

15.3. The meeting may also be convened outside the municipality where the registered office is located, provided that it is in Italy or in another country belonging to the European Union.

15.4. Even in the absence of a formal convocation, the meeting is validly constituted in the presence of the requirements required by law.

Article 16

Intervention and vote

16.1. The right to participate and vote in the meeting is regulated by law. Those entitled to vote may participate in the meeting, provided that their legitimacy is certified according to the methods and within the terms established by law and regulations.

16.2. The eligibility to exercise the vote of the Company's Shares admitted to trading on a regulated market or on an MTF is subject to the applicable legal and regulatory provisions.

16.3. Both ordinary and extraordinary meetings may be held, where so decided from time to time by the Board of Directors, alternatively or even exclusively, with participants located in multiple locations, adjacent or distant, audio/video connected, provided that the collegial method and the principles of good faith and equal treatment of members are respected, and in particular provided that: (a) the chairman of the meeting is allowed, also through his own presidency, to ascertain the identity and legitimacy of those present, regulate the conduct of the meeting, and note and proclaim the results of the vote; (b) the person taking the minutes is allowed to adequately perceive the assembly events being recorded; (c) those present are allowed to participate in the discussion and simultaneous voting on the items on the agenda.

16.4. As long as the Shares issued by the Company are admitted to trading on an MTF or on a regulated market, both the ordinary and extraordinary meeting may be held with the exclusive participation, pursuant to art. 135- *undecies.1* of the TUF, of the designated representative referred to in art. 135- *undecies* of the TUF, if so provided by the board of directors in the notice of the meeting. The designated representative may also be granted proxies or sub-proxies pursuant to article 135-*novies* of the TUF.

16.5. Unless otherwise provided, participation and voting are regulated by law.

Article 17

President

17.1. The meeting is chaired by the Chairman of the Board of Directors or (subordinately) by the Vice-Chairman, if appointed, or (subordinately) by the Chief Executive Officer or, in the event of their absence, impediment, lack or resignation, by a person elected by the vote of the majority of those present.

17.2. The functions, powers and duties of the President are regulated by law.

Article 18

Skills and majorities

18.1. The ordinary meeting deliberates on the matters provided for by law and by this statute. In any case, the ordinary meeting is responsible for resolutions relating to the assumption of shareholdings involving unlimited liability for the obligations of the participating Company.

18.2. The extraordinary meeting deliberates on the matters provided for by law and by the provisions of this statute.

18.3. Without prejudice to any different quorums for constitution and/or deliberation that may be provided for by other provisions of this statute, the assembly is validly constituted and deliberates with the majorities provided for by law. For the purposes of calculating the quorum required by law and by this statute for the constitution of the ordinary and extraordinary meeting and for the adoption of the related resolutions, the number of votes pertaining to the Shares and not the number of Shares is calculated - where different.

Article 19

Verbalization

19.1. The assembly meetings are recorded in minutes drawn up by the secretary appointed by the president of the assembly and signed by the president and the secretary.

19.2. In cases of law and when the administrative body or the chairman of the meeting deem it appropriate, the minutes are drawn up by a notary. In this case, the assistance of the secretary is not necessary.

TITLE IV – ADMINISTRATIVE BODY

Article 20

Number, term and compensation of directors

20.1. The Company is administered by a Board of Directors composed of a number of members not less than 3 (three) and not more than 9 (nine). The assembly determines the number of members of the Board of Directors and the term of their appointment, subject to the maximum limits of the law.

The assembly, even during the mandate, may vary the number of members of the Board of Directors, always within the limits set out in the previous paragraph, providing for the relative appointments. The directors thus elected expire with those in office.

20.2. The directors remain in office for the period established by the resolution of the meeting of appointment, up to a maximum of 3 (three) financial years, and are eligible for re-election. Their term expires on the date of the meeting called to approve the financial statements relating to the last financial year of their office, without prejudice to the causes of termination and forfeiture provided for by law and by this statute.

20.3. Directors are entitled to reimbursement for expenses incurred in the performance of their duties. The ordinary meeting may also recognize directors compensation and an end-of-term indemnity, including in the form of an insurance policy, as well as an attendance fee or provide

that the remuneration consists in whole or in part of a participation in profits or the attribution of the right to subscribe to newly issued Ordinary Shares at a predetermined price pursuant to art. 2389, paragraph 2 of the Civil Code. The meeting has the power to determine an overall amount for the remuneration of all directors, including those invested with particular roles (including executive directors), and/or participants in committees to be divided by the board in accordance with the law.

If the meeting does not avail itself of the above option, the remuneration of the directors holding the office of managing director, managing director, chairman and vice chairman of the Board of Directors is established by the Board of Directors after consulting the board of auditors pursuant to art. 2389, paragraph 3, first sentence, of the Civil Code, in compliance with any limits that may be established by the shareholders' meeting pursuant to art. 2389, paragraph 3, second sentence, of the Civil Code. The directors have the right to waive the compensation or, in any case, to accept the office free of charge.

Article 21

Appointment of directors

21.1. All directors must possess the eligibility requirements provided by law and other applicable provisions and the honorability requirements set forth in art. 147- *quinquies* of the TUF. Furthermore, at least 1 (one) of the members of the Board of Directors must possess the independence requirements set forth in art. 148, paragraph 3, of the TUF, as referred to in art. 147- *ter* , paragraph 4, of the TUF .

21.2. The appointment of the Board of Directors takes place by the assembly on the basis of lists presented by the shareholders, according to the procedure set out in the following paragraphs.

21.3. Shareholders who, at the time of the presentation of the list, individually or jointly hold a shareholding equal to at least 10% (ten percent) of the share capital subscribed at the time of the presentation of the list, to be proven by filing an appropriate certification, may submit a list for the appointment of directors. The certification issued by the intermediary proving ownership of the number of Shares necessary for the presentation of the list must be produced at the time of filing the list itself or even at a later date, provided that it is within the deadline set out below for filing the list.

21.4. The lists are deposited at the registered office no later than 1:00 p.m. on the 7th (seventh) day prior to the date of the first call scheduled for the meeting called to deliberate on the appointment of the directors.

21.5. The lists shall include a number of candidates not exceeding the maximum number of directors eligible pursuant to art. 20.1 of this statute, each associated with a progressive number. The lists shall also contain, also in attachment: (i) information relating to the identity of the members who presented the list and an indication of the percentage of capital held; (ii) a *curriculum* containing exhaustive information on the personal and professional characteristics of the candidates; (iii) a declaration by the candidates containing their acceptance of the candidacy and certification of possession of the requirements provided for by law, applicable regulations and this statute, as well as the independence requirements, where indicated as independent directors; (iv) the designation of at least one candidate having the requirements of independent director in accordance with the provisions of the EGM Issuers Regulation, with the exception of lists presenting a number of candidates less than half of the maximum number of eligible directors.

21.6. A member may not present or vote for more than one list, even through a third party or through trust companies. A candidate may be present in only one list, under penalty of ineligibility.

21.7. The list for which the provisions of the previous paragraphs have not been respected shall be considered as not having been presented.

21.8. The election of the directors shall proceed as follows:

- (i) from the list that obtained the highest number of votes, a number of directors equal to the members of the Board of Directors to be elected, minus one, are taken, based on the progressive order in which they were listed;
- (ii) the remaining member is drawn, based on the progressive order indicated in the list, from the list that received the second highest number of votes and is not connected in any way, not even indirectly, with the members who presented or voted for the list that received the first number of votes.

21.9. In the event of a tie between multiple lists, the assembly shall hold a new vote and the candidates drawn from the list that obtained a simple majority of votes shall be elected.

21.10. If the candidates elected in the manner indicated above do not ensure the appointment of at least one director having the requirements of an independent director pursuant to this statute, the non-independent director candidate elected last in progressive order on the list that received the highest number of votes will be replaced by the first non-elected candidate having the requirements of an independent director, coming from the same list, according to the progressive order. Finally, if this procedure does not ensure the result indicated above, the replacement of the non-independent director candidate elected last in progressive order on the list that received the highest number of votes will take place with a resolution adopted by the majority of the meeting, following the presentation of candidatures of individuals possessing the aforementioned requirements.

21.11. In any case, lists that have not obtained a percentage of votes at least equal to that required for their presentation will not be taken into account.

21.12. If only one list has been submitted, the assembly shall express its vote on it and, only if it obtains the majority required for the relevant assembly resolution, the candidates listed in progressive order shall be elected directors, up to the number established by the assembly.

21.13. The candidate indicated as such in the list that obtained the highest number of votes or in the only list presented is elected President of the Board of Directors. In the absence of this, the President is appointed by the Assembly with the ordinary majorities required by law or by the Board of Directors.

21.14. In the event of termination of office, for any reason, of one or more directors, their replacement shall be carried out in accordance with the provisions of art. 2386 of the Civil Code by co-optation by the Board of Directors, without prejudice to the obligation to respect the minimum number of independent directors established above.

21.15. The appointment of directors, in any other case other than the renewal of the entire board, is carried out by the assembly with the majorities required by law, without prejudice to the obligation to respect the minimum number of independent directors established above; the directors thus appointed expire together with those in office at the time of their appointment.

21.16. If, due to resignation or any other cause, the majority of directors appointed by the meeting cease to hold office, the entire Board of Directors shall be deemed to have ceased to hold office and the directors remaining in office shall urgently call a meeting to appoint a new administrative body.

21.17. In the event that no lists are presented or in all other cases in which, for any reason, the directors could not be appointed with the procedures referred to in this article, the meeting shall deliberate according to the majorities required by law, without prejudice to compliance with the requirements set forth in this statute.

Article 22

President and delegated bodies

22.1. The board, if it has not been indicated in the relevant lists and the assembly has not done so when appointing the board itself, must designate a president from among its members.

22.2. Where it deems it appropriate, the Board may also appoint one or more Vice Presidents, with functions that act as vicarious agents to the President. The Board of Directors – with the exception of powers relating to matters that cannot be delegated by law – may delegate its powers to one or more directors, who assume the role of Chief Executive Officer or to an Executive Committee, simultaneously determining duties, management and representation powers and powers. The roles of President and Vice President may be cumulated with that of Chief Executive Officer.

22.3. The Board of Directors may appoint general managers, determining their duties, powers, responsibilities and compensation, and may appoint and dismiss attorneys for individual acts or categories of acts, granting the directors and attorneys, in relation to their powers, the representation of the Company.

22.4. The CEO has the power to delegate, within the scope of the powers received, individual acts or categories of acts to employees of the Company and to third parties, with the right to sub-delegate.

Article 23

Board Meetings

23.1. The Board of Directors meets, even outside the registered office provided that it is in the European Union, Switzerland or the United Kingdom of Great Britain, whenever the President, or in the event of his absence or impediment, the Vice President or a Managing Director, deems it appropriate, as well as when a written and motivated request is made by at least 2 (two) directors in office.

23.2. The Board of Directors is convened with a notice sent by any means suitable to ensure proof of receipt at least 3 (three) days before the meeting, or, in case of urgency, at least 1 (one) day before the meeting. In any case, the board meetings, otherwise convened or even in the absence of a convocation, will be valid if all the directors and effective auditors in office participate.

23.3. The meetings of the Board of Directors are chaired by the Chairman of the Board of Directors or, in his absence or impediment, in order by the Vice Chairman, if appointed, by the Chief Executive Officer or by the director designated by those present.

23.4. For the validity of the resolutions of the Board of Directors, the actual presence of the majority of the directors and the favorable vote of the majority of those present are required. If the number of directors in office and present is equal, the vote of the president will have double value in the event of a tie.

23.5. The meetings of the Board of Directors, where so decided from time to time by the Chairman of the Board of Directors, may also be held by audio conference or video conference, provided that each participant can be identified by all the others and that each participant is able to intervene in real time during the discussion of the topics examined, as well as to receive, transmit and view documents.

Article 24

Management powers

24.1. The Board of Directors is invested with the broadest powers for the ordinary and extraordinary management of the Company and is also competent to adopt the resolutions provided for in the second paragraph of art. 2365 of the Civil Code as well as the resolutions for mergers and demergers that pursuant to articles 2505, 2505- *bis* and 2506- *ter* of the Civil Code may be adopted by the administrative body.

24.2. It has the power to carry out all actions deemed appropriate for the achievement of the corporate purpose, excluding only those reserved to the assembly by law and by this statute.

Article 25

Powers of representation

25.1. The power to represent the Company before third parties and in court belongs to the Chairman of the Board of Directors, without any limit (to whom are conferred the corporate signature and the power to act before any court, at any level of the proceedings, including for judgments before the Court of Cassation and Revocation) as well as, if appointed, to the Vice Chairman, within the limits established by the appointment resolution.

25.2. In the event of the appointment of delegated directors, they shall be responsible for representing the Company within the limits of their management powers. The power of representation shall be conferred within the same limits to the president of the executive committee, if any.

25.3. The representation of the Company also belongs to the general manager, the directors, the managers and the attorneys, within the limits of the powers conferred upon them in the act of appointment.

Article 26

Related party transactions

26.1. The Company approves transactions with related parties in accordance with the provisions of the law and regulations in force, the provisions of the articles of association and the procedures adopted in this regard.

TITLE V - BOARD OF AUDITORS AND AUDITING

Article 27

Board of Auditors

27.1. The management of the company is controlled by a board of auditors, consisting of 3 (three) members and 2 (two) substitutes, in possession of the professional and honorable requirements set out in art. 148, paragraph 4, of the TUF and the additional legal requirements.

For the purposes of the provisions of art. 1, paragraph 2, letters b) and c) and paragraph 3 of Ministerial Decree 30 March 2000 n. 162, commercial law, corporate law, business economics, accounting, financial science, statistics, and disciplines with similar or comparable objects, as well as the subjects and sectors inherent to the sector of activity of the Company, are considered strictly pertinent to the scope of the Company's activity.

27.2. The auditors remain in office for 3 (three) years, expiring on the date of the meeting called to approve the budget for the third financial year of office, and are eligible for re-election. The meeting determines the compensation due to the auditors upon appointment, in addition to the reimbursement of expenses incurred in carrying out the assignment.

27.3. The appointment of the members of the board of auditors takes place through lists presented by the members, with the procedure set out below.

27.4. Shareholders who, at the time of submitting the list, individually or jointly hold a shareholding equal to at least 10% (ten percent) of the share capital subscribed at the time of submitting the list may submit a list for the appointment of auditors.

27.5. The lists are deposited at the registered office no later than 1:00 p.m. on the 7th (seventh) day prior to the date of the first call scheduled for the meeting called to deliberate on the appointment of the auditors.

27.6. For the purposes of the above, each list presented by the members must be divided into two sections: one for the candidates for the office of effective auditor and the other for the candidates for the office of substitute auditor. In each section the candidates must be listed using a progressive number. The lists must also contain, also in attachment: (i) information relating to the identity of the members who presented them, with an indication of the percentage of shareholding held as proven by a specific declaration issued by an intermediary; (ii) a *curriculum* containing exhaustive information on the personal and professional characteristics of the candidates, including the list of the administrative and control positions held by them; (iii) a declaration by the candidates containing their acceptance of the candidacy and certification of possession of the requirements set forth by law, applicable regulations and this statute.

27.7. A member may not present or vote for more than one list, even through a third party or through trust companies. A candidate may be present in only one list, under penalty of ineligibility.

27.8. The list for which the provisions of the previous paragraphs have not been respected shall be considered as not having been presented.

27.9. The election of mayors shall proceed as follows:

- (i) 2 (two) effective auditors and 1 (one) substitute auditor are taken from the list that obtained the highest number of votes in the assembly, based on the progressive order in which they are listed in the sections of the list;
- (ii) from the 2nd (second) list that obtained the highest number of votes in the meeting and which is not even indirectly connected to the members who presented or voted for the list that obtained the highest number of votes, 1 (one) effective auditor and 1 (one) substitute auditor are taken, based on the progressive order in which they are listed in the sections of the list.

27.10. In any case, lists that have not obtained a percentage of votes at least equal to that required for their presentation will not be taken into account.

27.11. In the event that more than one list has obtained the same number of votes, a new run-off vote will be held between such lists, with the candidates of the list obtaining a simple majority of votes being elected.

27.12. The presidency of the board of auditors is assigned to the candidate in first place in the section of candidates for the office of effective auditor of the list that obtained the highest number of votes referred to in point (i) of art. 27.9. above.

27.13. If only one list has been submitted, the assembly shall vote on it; if the list obtains the majority required by art. 2368 of the Civil Code and following, the 3 (three) candidates indicated in progressive order in the relevant section shall be elected as effective auditors and the two candidates indicated in progressive order in the relevant section shall be elected as substitute auditors; the presidency of the board of auditors shall be assigned to the person indicated in first place in the section of candidates for the office of effective auditor in the submitted list.

27.14. In the absence of lists and in the event that through the list voting mechanism the number of candidates elected is less than the number established by this statute, the board of auditors is, respectively, appointed or integrated by the assembly with the majorities required by law.

27.15. In the event of the termination of a mayor, if more than one list has been presented, the substitute belonging to the same list as the terminated one will take over. In any other case, as well as in the event of a lack of candidates in the same list, the assembly will appoint the effective or substitute auditors, necessary for the integration of the board of auditors, with a relative majority vote without list constraints. In the event of the replacement of the chairman of the board, the incoming auditor will also assume the office of chairman of the board of auditors.

27.16. The powers, duties and functions of the auditors are established by law. The meetings of the board of auditors may be held by audio conference or teleconference, as established in the matter of board meetings.

Article 28

Legal review

28.1. The statutory audit of accounts is carried out, pursuant to the applicable provisions of law, by a statutory audit firm having the legal requirements and registered in the appropriate register.

TITLE VI - BALANCE SHEET AND PROFITS

Article 29

Financial year and preparation of the balance sheet

29.1. The financial year ends on December 31st of each year.

29.2. At the end of each financial year, the administrative body shall draw up the balance sheet, in the forms and with the methods established by law.

Article 30

Profits and dividends

30.1. The profits resulting from the balance sheet approved by the meeting, after deduction of the portion allocated to the legal reserve, may be distributed to the members in proportion to the shares respectively owned or allocated to the reserve, according to the resolution of the meeting itself.

30.2. In the presence of the conditions and prerequisites required by law, the Company may distribute advances on dividends.

TITLE VII - DISSOLUTION

Article 31

Appointment of liquidators

31.1. If the Company is dissolved at any time and for any reason, the meeting shall appoint one or more liquidators and shall resolve in accordance with the law.

TITLE VIII - GENERAL PROVISIONS

Article 32

Postponement

32.1. Any situation not governed by this statute shall be governed by the laws and regulations in force *at the time*, including, in the event of admission to trading on an MTF, any other provision applicable from time to time to such MTF.

Article 33

Possible qualification of the Company as widespread

33.1. If, as a result of the admission of the Company's Shares to trading on an MTF or a regulated market or even independently of this, the Shares are found to be distributed among the public in a significant manner, pursuant to the legislative and regulatory provisions in force from time to time, the legislative and regulatory provisions in force from time to time for issuers whose shares are distributed among the public in a significant manner will apply, and the clauses of this statute which are incompatible with the discipline established for such Companies will automatically lapse .

Article 34

Competent court

34.1. For any eventual and future dispute arising from this statute, or connected to it, the Court of Rome shall have exclusive jurisdiction, except as otherwise expressly provided by law.

The undersigned, Massimiliano Alfieri, born in Rome on 12 November 1971, Chief Executive Officer of Rebirth S.p.A., with registered office in Formello (RM), via della Selvotta no. 23, tax code and registration with the Register of Companies no. 16190801007, hereby declare that this translation, consisting of no. 18 pages, is in conformity with the original document, recorded in the company's books.

Massimiliano Alfieri
Chief Executive Officer of Rebirth S.p.A.

A handwritten signature in black ink, appearing to read 'Massimiliano Alfieri', written over the typed name and title.