

The Board of Directors has the most extensive powers to carry out the resolutions of the general meeting and to transact such operations as are a normal part of the business management and which are not to be considered as current affairs. These powers have no other limitations or restrictions, except for what may be edicted by law and company Articles.

The chairman of the Board of Directors and, eventually, the General Manager or the Managing Director in pursuance of sub-paragraph 4 of article 153, representing the company before Third Parties, assume the execution of the resolutions of the Board and the dispatch of the company's current business, such as may be determined by the Articles or usage, under the supervision of the Board of Directors.

The Board of Directors may, for a short and limited period, delegate certain of its powers to its chairman or to the Deputy General Manager, such delegation being subject to registration on the trade register.

The company is held for the acts of its representatives performed within the scope of their powers; beyond that scope it shall be held only for such acts as may be authorized or approved by the shareholders' general meeting.

Article 158 (as modified by the Law promulgated by Decree N° 9798 of ----- (4 May 1968

Any deal concluded between-the company and a Director is subject to the prior approval of the general meeting, whether such deal is transacted directly or through a middleman. Acts covering day-to-day operations between the company and its customers are exempted from this provision.

Equally submitted to this authorization is any transaction passed between the company and another establishment which would be owned by one of the Directors and in which the latter would be a joint partner, manager or director: The Director who should be in- one of these cases is required to advise the Board of Directors accordingly.

The Board of Directors and the supervisory commissioner submit - separately -to the general meeting a report on the transactions to be concluded, and the general meeting shall take its decision in the light of these two reports. Transactions so authorized may not be incriminated except in the event of concealment.

Authorization must be renewed every year if it concerns transactions involving long-term consecutive commitments.

Directors are forbidden, except when they are juridical persons, to obtain in their favor from the company, in any manner whatsoever, an open current account, a guarantee or an endorsement of trade Bills made out to the order of Third Parties. Such prohibition does not apply to banks if the aforementioned acts constitute normal operations within the scope of these banks.

Article 159

Directors may not, without special authorization renewed every year, take part in the management of a similar company.

Article 160