



STATUTE

Article 1

Organisation and Purpose

1. The "Fondo Assistenza Sanitaria Integrativa" - FASI, a second-level unincorporated association (hereinafter referred to as "the Association" "FASI" or "Fund"), as established following a protocol of 13 April 1981 and an agreement of 9 December 1981 and subsequent amendments between Confindustria and Federazione Nazionale Dirigenti Aziende Industriali - is operated by Federmanager - solely for welfare purposes, within a system of mutuality and according to the principle of non-selection of risk - on the basis of this Statute, the Regulations, the Fee Schedule and the Health Plans.
2. The purpose of FASI is to provide managers who meet the requirements set out in Article 2 below with supplementary social-healthcare services. FASI therefore has solely welfare aims and falls within the sphere of supplementary healthcare funds as set out in Article 51 paragraph II Letter a) of Presidential Decree No. 917 of 1986 (TUIR). As regards the managers referred to in Article 2 below, these services are also extended to their family units, as identified by the FASI Regulations on the Management scheme for Managers (Regulation 1), Article A.
3. In the context of FASI, moreover, the following separate management schemes have been set up:
 - FASI Separate Management scheme, GS-FASI - DS Cover (Ex GSR - *Gestione Sostegno al Reddito* - Income Support Scheme), governed exclusively by Article 13 below and the FASI Separate Management scheme Regulations (Regulation 2), which manages and provides support services to dismissed managers foreseen by the renewal agreement of the National Collective Labour Agreement for Managers of Companies Producing Goods and Services (CCNL) of 30 December 2014.
 - The Fasi Non Self-sufficiency Separate Management scheme, governed by Article 13 bis below and the Fasi Non Self-sufficiency Regulation (Regulation 4), which manages and provides services foreseen by the renewal Agreement of the CCNL of 30 July 2019.
 - FasiOpen is governed exclusively by Article 14 below and the FasiOpen Regulations (Regulation 3), which manages and provides supplementary social and health care services for communities of workers who are not part of the legal category of managers entitled to enrol in FASI pursuant to Article 2 below, whose companies, based on provisions deriving from company regulations or agreements or collective labour agreements, decide to take advantage of the supplementary assistance provided by FasiOpen. Enrolment with FasiOpen under the terms of the aforementioned Article 14 is granted to funds that have independently set up, through third parties, healthcare cover for their members. Services can also be extended to members' family units as defined and in the cases envisaged in Regulation 3 (FasiOpen).

4. Without prejudice to the provisions of Article 2 letter e) below, recipients of the rights and obligations deriving from this Statute and the Regulations are not only employers (hereinafter “companies”) and working or retired managers - whose employment is, or has been, governed by the collective regulations for managers of companies producing goods and services stipulated by the Parties - but also those persons indicated in Articles 13 and 14 of this Statute.
5. The financial management of FASI, as well as that of the Separate Management schemes referred to in paragraph 3 of this Article, is clearly based upon a balance between available resources and expenditure on services and operating costs.
6. Fasi may set up joint-stock companies, associations and entities, as well as acquire shareholdings in joint-stock companies and entities, or join other associations, set up and participate in consortia, operate and participate in mergers and demergers, as well as finance any incorporations, shareholdings or associations with shareholder finance and financial premiums, interest-bearing or otherwise, and in any case proceed with all economic and financial operations, also with guarantees, that may become necessary for such purposes.
7. FASI is headquartered in Rome.

Article 1-bis

Associates

1. The Associates are Confindustria and Federmanager.
2. Amendments to the Statute are resolved upon unanimously for the purposes of Article 148, para. 8, letters a), b), d), e) and f) of Presidential Decree No. 917 of 1986 containing the Consolidating Act for Income Tax, and the provisions of the Civil Code apply.
3. The status of Associate, pursuant to Article 148, para. 8, letter c), cannot be taken on on a temporary basis.
4. In accordance with the provisions of Article 148, para. 8, letter a) and f) of Presidential Decree No. 917 of 1986, the membership fee is neither transferable nor revaluable and no profits or surpluses, funds, reserves or capital may be distributed, even indirectly, during the life of the association.
5. Enrolment in the Fund, including through the Separate Management schemes pursuant to Articles 13, 13 bis and 14, does not constitute acquisition of the status of associate.

Article 2

Enrolments

- 1) Enrolled in the Fund, in separate Sections, are:
 - a) the persons identified pursuant to paragraph 2 of this Article;
 - b) companies paying the premiums pursuant to paragraph 2 and that join Fasi for the assistance of their working managers. With regard to this, please note that subsequently joining a Fund that replaces Fasi in the assistance of working managers will also imply the termination of Fasi protection for retired former managers.
- 2) Entitled to enrol in the Fund, also with the right to assistance for their family units, are:
 - a) managers working in companies with a national collective labour agreement undersigned by the Associates;
 - b) retired managers who have accrued at least 10 years' Fasi membership as working managers at companies that are members of the Fund, provided that no more than 8 years have elapsed between the date of termination of employment as an industrial manager and the date of retirement.
 - b.0 retired managers who have not accrued the period of Fasi membership envisaged by letter b) but who have worked, for at least 10 years, in companies that use substitute schemes to the Fund itself for the assistance of their working managers, who were already enrolled in Fasi on 01.01.2019 and paying the increased art. G, provided that no more than 8 years have elapsed between the date of termination of employment as an industrial manager and the date of retirement.
 - b.1 retired managers who have accrued at least 10 years' Fasi membership as working managers, even if the date of retirement is more than 8 years after the date of termination of employment, if they have maintained their membership in the Fund continuously or have enrolled within the terms set out in Article C of Regulation 1 within one year of the date of termination of employment, on a conventional basis pursuant to letters c), d), f), i).

Postponement of retirement, regulated by mandatory rules, will not affect either the right to membership or any exceeding of the 8-year period indicated above.

b-bis Managers of companies, working or retired, for whom - pursuant to the agreement of 9 December 1981 and subsequent agreements - a substitute healthcare scheme to that managed by the Fund was operational if that scheme has ceased or if the requirements and conditions for participation in that scheme cease to apply for individual companies. In such cases the company concerned - if it does not provide a new substitute scheme pursuant to the aforementioned agreements - must submit a request to Fasi for collective enrolment according to the following conditions:

b-bis 1 submission of the application - by registered letter - by the company concerned at least 60 days before the requested date of collective enrolment - which must nonetheless be from the first day of the month - attaching lists of names, complete with the data required by the Fund, of working and retired managers who are assisted by the substitute scheme on the date the application is submitted;

b-bis 2 an undertaking by the company to pay the Fund a one-off entry premium calculated according to the criteria and procedures indicated in Article O of Regulation 1 and in the Technical Annex to the Regulations. This entry premium can in no case be less than three quarters of the premium currently provided for in Article G of Regulation 1 as at the date of collective enrolment, calculated in terms of the number of working and retired managers entitled to membership. To this end, the company must expressly confirm the lists of names already provided, or, should there be any changes, submit updated lists of working and retired managers entitled to membership of Fasi on the date of the collective enrolment. Applications for the enrolment of retired managers included in the collective enrolment must be collected and submitted by the company by the date of the collective enrolment, without prejudice to the start of membership from that date. Failure to fulfil the provisions of the preceding paragraphs of this point 2, acknowledged by the company or judicially ascertained, does not affect the right of retired managers to enrol in Fasi or the above-mentioned obligations of the company itself to pay the premiums;

b-bis 3 in the event of collective enrolments from substitute schemes without retired managers among their clients, the criteria set out for managers of newly established companies applies. The same criteria will also apply to collective enrolments regarding managers of companies that provide, through appropriate substitute schemes, supplementary health care benefits to retired managers already covered by the previous substitute scheme. However, if the company subsequently requests the enrolment of one or more managers whose retirement began before the collective enrolment, agreement to this request will involve the application of the criteria and costs set out in paragraph 2 above, referring - as regards the number of working and retired managers - to the situation existing at the time of the collective enrolment itself.

b-bis 4 Already retired managers or those who will have already attained the right to a pension before accruing ten years' membership in the Fund from the date of collective enrolment, will be able to enrol pursuant to Article 2 paragraph 2 letter b only if they have paid the premiums relating to articles F and H of Regulation 1 for the years needed to reach the requirement.

Otherwise they will be enrolled under Art. 2 paragraph 2 letter c 7).

c) Managers may enrol or maintain membership of the Fund on a conventional basis by paying a premium that is the sum of the premium payable by the manager (Article H of Regulation 1) and the company (Article F of Regulation 1) respectively if they are:

c.0 working managers, for whom there is no requirement for their company to pay the premium;

c.1 managers on leave who are already Fasi members;

c.2 working managers who are already Fasi members who continue to maintain the status of managers, but with a different National Labour Collective Agreement to that of managers of companies producing goods and services;

c.3 retired managers who have not accrued at least 10 years' membership of Fasi as working managers, but who were members of the fund on 01.07.2019;

- c.4 retired managers who have not accrued the period of Fasi membership envisaged by letter b) but who have worked, for less than ten years, in companies that use substitute schemes to the Fund itself for the assistance of their working managers, who were already enrolled in Fasi on 01.01.2019 and paying the increased art. G, provided that no more than eight years have elapsed from the date of termination of employment;
 - c.5 retired managers, even if the date of retirement is more than 8 years after the date of termination of employment, if they has maintained their membership in the Fund continuously or have enrolled within the terms set out in Article C of Regulation 1 within one year of the date of termination of employment, on a conventional basis pursuant to letters c), d), f), i);
 - c.6 retired managers who have not accrued at least 10 years' Fasi membership, but who joined the Fund within six months of first becoming an industrial manager;
 - c.7 retired managers who have not accrued at least 10 years' Fasi membership, but are members of the Fund following collective enrolment.
- d) Former non-retired managers, with the same premium as set out in letter c) above for working managers, in the cases specified below:
- d.0 limited to the period covered by an allowance in lieu of notice, beginning from the end of the quarter during which the employment was terminated and up to the end of the quarter during which the period of the indemnity ended, provided that at the date at which employment was terminated the manager is registered with Fasi. Enrolment during the notice period does not count for the purposes of Article 2 letter b) above, either for the accrual of 10 years' membership or for the calculation of the 8 years. As regards obligations to pay the premium, Articles F and H of Regulation 1 apply.
 - d.1 limited to a period of 6 months from the end of the quarter during which the employment was terminated, without notice either worked or replaced by the corresponding allowance, provided that at the date of termination of employment the manager is registered with Fasi; the premium due will be the sum of that payable by the manager (Article H of Regulation 1) and the company (Article F of Regulation 1).
 - d.2 subject to authorisation by the obligatory social security institution to pay voluntary social security premiums, and provided the right to such a payment remains. The premium due will be the sum of that payable by the manager (Article H of Regulation 1) and the company (Article F of Regulation 1).
- e) Working managers:
- employees of companies with a CCNL (national collective labour agreement) other than that signed by the Associates, but nevertheless signed by at least one of them, or by a national organisation relating to one of them, may enrol with Fasi provided that the said CCNL allows enrolment in the Fund itself by working managers;

- employees of Confindustria-associated companies with a CCNL other than that signed by the Associates.

In the above-mentioned cases, this possibility will remain subject to the prior consent of the Assembly, which will communicate its decision to the Fund. Applications for enrolment will be submitted through the companies concerned, by registered letter, to the Authorisation and Appeals Commission which will assess, with a view to their acceptance, the existence of the conditions provided for.

f) Managers of a company paying premiums to Fasi who go to work as employees of a foreign company that is a subsidiary/controlling company or affiliate of the premium-paying company, or that belongs, as a subsidiary or affiliate, to the same group to which the company paying premiums to Fasi is a part of, may, upon request together with a company declaration certifying the above, request to maintain their Fasi membership or enrol with Fasi for the whole of the above-mentioned period of work abroad, with the following options

- by paying a notional premium equal to the premium referred to in Article G of Regulation 1, without entitlement to services, starting from the date of termination of employment or leave of absence from the company paying premiums to Fasi. Payment of the notional premium counts towards the accrued period of Fasi membership in order to identify the retired Manager's premium bracket;
- by paying the premium required for members under c) above, with entitlement to services.

g) Holders of widow's/widower's or survivor's pensions of managers enrolled at the date of death, under the same conditions as the deceased person and with the obligation to pay premiums from the date of death. Also eligible for enrolment are surviving pensioners of managers who, at the time of death, were already enrolled in another Supplementary Healthcare Fund other than Fasi; this applies only to cases in which the last company they belonged to regularly pays the premium for retired managers to Fasi, in accordance with Article G of Regulation 1.

In the event of more than one former spouse, the right to membership is reserved for the last marriage partner and is not transferable. In the family unit, only the children of the deceased person are eligible for services provided that the conditions provided for in Article A of the Regulations are met.

h) Managers dismissed after 31 December 2014 by companies applying the CCNL for managers of companies producing goods and services - whether or not they were already members of the Fund at the date of being dismissed - who have made an application to GS-Fasi to benefit from the services of the Fund as provided for in the agreement renewing the CCNL of 30 December 2014, may benefit from the benefits of the Fund for solidarity reasons but without acquiring the status of members. To be able to provide these services, GS-Fasi pays an amount that is the sum of the premium payable by the manager (Article H of Regulation 1) and the company (Article F of Regulation 1). The period of premium payment does not count as per the purposes of previously mentioned article 2, letter. b). For dismissed managers who are not members of Fasi, the services referred to in the preceding paragraphs are not extended to the family unit.

i) Managers who have not yet retired but have lost the relevant status, provided that they have previously been members of the Fund for at least 2 years. For this type of membership, the

premium due will be the sum of the premium payable by the manager (Article H of Regulation 1) and the company (Article F of Regulation 1). The period of of premium payment does not count as per the purposes of previously mentioned article 2, letter. b).

- 3) The rules set out for the cases referred to in paragraphs 1 and 2 of this Article shall apply as from 1 January 2019 and shall not apply retroactively .

Article 3
Revenue

A) For the Management scheme for Managers, FASI provides for:

1. the premiums payable by companies, managers, or members pursuant to article 2 above;
2. default, statutory and conventional interest;
3. amounts paid as an entry fee or as a one-off payment;
4. the interest and yields on administered resources;
5. any other proceeds due to or accruing to the Fund for any reason, including for the performance of any activity connected with the social purpose.

B) The Separate Management schemes referred to in Articles 13, 13a and 14 below provide for their respective purposes through the premiums of their members or recipients of services, as well as with all other proceeds due to or coming to them for any reason.

Article 4

Services

Within the limits and under the conditions set out in the current Fee Schedule and as provided for by the Board of Directors, services regard the following areas:

- surgical operations;
- in-patient hospitalisation with or without surgery for acute morbidities;
- in-patient hospitalisation for chronic pathologies in public or private nursing homes with the required authorisation for healthcare activities;
- dental treatment and prosthetics;
- specialist consultations;
- analyses and diagnostic tests;
- physical therapies;
- devices;
- spa treatments;
- medicines administered during in-patient hospitalisation;
- nursing care at home.

The Assembly takes decisions, on the proposal of the Board of Directors, to delete, add or change the areas of the above-mentioned services.

All preventive medicine services - except those included in the specific prevention plans prepared from time to time by the Board of Directors and decided upon by the Assembly - as well as aesthetic treatments and/or surgery and all related services, are strictly excluded.

Expenditure is refunded with reference to the amounts actually incurred by the client.

Article 5

Bodies of the Fund

The bodies of the Fund are:

- The Assembly of Associates;
- The Board of Directors;
- The President and the Vice President of the Board of Directors;
- The Presidential Committee;
- The Authorisation and Complaints Commission;
- The Board of Auditors;
- The Supervisory Body.

Article 5-bis
Assembly of Associates

1. The Assembly of Associates is the Fund's sovereign body.
2. The Associates are convened to assembly by the President of the Board of Directors or, in the event of his/her being unable to do so, by the Vice President of the Board of Directors at least twice a year, by 15 July and 31 October respectively, by means of a written notice of the meeting with the agenda to each Associate, at least ten days prior to the day set for the assembly, via a platform enabled for digital notifications, or by registered email, or by registered letter with notification of receipt, at least ten days prior to the day set for the meeting.
The Assembly must also be convened when a reasoned request is made by at least one tenth of the Associates, pursuant to Article 20 of the Civil Code.
3. The Assembly must take place on Italian territory, whether at the registered office or otherwise. The notice of the meeting may also arrange for participation at the meeting via audio-video conference. In this case, the Assembly may be held via audio or video conference in several places, adjoining or at distance, provided that the quorum for attendees and decision making and the principle of good faith are respected; it is thus necessary that:
 - the President and the Secretary of the meeting, who will sign the minutes, attend in the same place;
 - the President of the Assembly is permitted to ascertain the identity and legitimacy of those attending, to distribute the documents prepared for the meeting to them, to govern the proceedings of the meeting, and to ascertain and proclaim the results of voting;
 - the person taking the minutes is able to adequately discern the meeting events being recorded, as well as to view, receive or transmit documents;
 - the attendees are able to take part in the discussion and simultaneous voting on the items on the agenda;
 - the notice of the meeting indicates the audio/video-connected places where the attendees may attend, with the meeting considered as being held in the place where the President and the person taking the minutes will be present.

Without the formalities required for convening the meeting, the Assembly is considered to be correctly constituted when all the associates are present as well as the majority of the Administrative and Control Bodies. Should this be the case, all attending must declare that they are informed about the items to be discussed, and a copy of the minutes of the Assembly must be sent to the absent Administrative and Control Bodies and transcribed into the relevant minute book signed by the President and Secretary of the Assembly.

The decisions of the Assembly may also be taken by written consultation or on the basis of consensus expressed in writing by the Associates via their representatives. The procedure for taking decisions by written consultation is regulated as follows. The President of the Assembly, through a written communication by the Director General, transmits to the Associates - as well as for their information and according to their own responsibilities to the members of the Board of Auditors and the President and Vice-President of the Board of Directors of the Fund - the text of the decision to be taken, fixing a deadline of not less than 5 days by which each Associate must send to the Fund's registered office, for the attention of the Director General, their consent (if any) to the same. Communications may be submitted using any means that enables their origin and receipt to be confirmed (certified email, simple email, registered letter with notification of

receipt, fax, etc.) and must, in all cases, be recorded in the minutes, drawn up by the Director General and signed by the President of the Assembly, which must be entered immediately in the Associates' book of decisions as occurs for all Assembly resolutions. The President will communicate the outcome of the decision to the Associates within the next 2 days, referring, if requested, any statements and/or observations regarding the decision. The decision will be considered to be taken if the written consent of all the Associates has been reached. The date of the decision will coincide with the expiry of the deadline for replying to the proposed text that was sent. If not all Associates agree to the proposed decision within the aforementioned deadline, the decision will be considered not to have been taken.

4. The Assembly meets in ordinary and extraordinary session, and is convened according to the same procedures.

The assembly in ordinary session:

- 4.1. on the proposal of the Board of Directors, by 15 July of each year, approves the Financial Statements, the Profit and Loss Account and the Annual Report;
- 4.2. decides, on the proposal of the Board of Directors, the annual premiums to be paid by companies, managers or members pursuant to Article 2 above, in accordance with the provisions of the current CCNL. It also decides the level of entry fees as regulated in Regulation 1. Moreover, again on the proposal of the Board of Directors, it decides on the annual premiums for FasiOpen.
- 4.3. decides the general directions to be taken by the Association;
- 4.4. appoints the members of the Board of Directors and the Board of Auditors, taking into account the requirements of the current regulations;
- 4.5. appoints the President of the Board of Auditors, chosen from among the auditors designated by Confindustria;
- 4.6. determines the remuneration to be paid to the members of the Board of Directors, including the President and Vice President, and the members of the Board of Auditors, including the President;
- 4.7. appoints the auditing firm, enrolled in the appropriate register, entrusted with auditing the accounts;
- 4.8. approves, upon proposal of the Board of Directors, any changes to the Regulations;
- 4.9. decides, on the proposal of the Board of Directors, any deletions, additions or changes to the areas of services, the Fee Schedule, the prevention plans, and the health plans in relation to FasiOpen;
- 4.10. decides on other matters assigned to it by law or by the Statute.

The Assembly in extraordinary session decides upon:

1. any changes to the Statute;

2. dissolution and liquidation procedures regarding the Fund, the related procedures and the appointment of liquidators;
 3. the formation of joint stock companies, associations, consortia and entities and on holdings in joint stock companies, associations, consortia and entities, on holdings, mergers and demergers and on related shareholder loans and financial premiums, interest-bearing or otherwise
5. All Associates have the right to attend the Assembly.
- The participation of each Associate is secured by the attendance of three natural persons acting as representatives. Each Associate has the right to cast only one joint vote through the favourable vote of two of the three natural persons attending. Each representative may, through a proxy communicated through his/her own organisation, be represented at the Assembly by another member of that organisation or by another person. Representatives remain office for three years and can be re-elected. Each person attending the Assembly may bring no more than two proxies. The President, the Vice President of the Board of Directors, the Director of the Fund and the Board of Auditors all attend the Assembly.
6. The Assembly appoints its own President.
7. The minutes of assembly meetings are written up by the Director of the Fund, except for cases in which the public form is required and/or a secretary is appointed by the President to take the minutes.
8. It is the duty of the President of the Assembly to ascertain the correctness and right of participation at the Assembly.
9. Assemblies are correctly constituted with the attendance of all Associates and take decisions with their unanimous consent. The constitutive and decision-taking quorums will be amended in the statutes in the event of Associates entering, pursuant to Article 1-bis.
10. Decisions of the Assembly are made public in an area of the Fund's website reserved for Associates and members of the Bodies of the Fund.

Article 6

Board of Directors

The Board of Directors consists of an even number of members but not more than 10 (ten), appointed by the Assembly, of whom half are designated by Confindustria and half by Federmanager.

All members of the Board must possess the requisites of integrity, under penalty of ineligibility, such as:

- being without criminal convictions, even non-definitive, including substitute sanctions pursuant to Law no. 689 of 24 November 1981, as amended and supplemented, for offences against property, public trust or the public economy, for the offence set out in Article 416-bis of the Italian Criminal Code, or for offences of negligence for which the law prescribes a maximum term of imprisonment of no less than three years, for offences or contraventions provided for by laws that have the purpose of preventing accidents in the workplace or, in any case, provided for by employment or social security laws;
- being not subjected to preventive measures imposed pursuant to Law No. 1423 of 27 December 1956, or Law No. 575 of 31 May 1965, or Law No. 646 of 13 September 1982, as amended.

In addition, the majority of members must possess the requisites of professionalism, meaning that they must have at least three years' experience working in at least one of the following activities:

- managerial;
- in insurance, administrative and/or financial matters;
- in the university teaching of legal or economic subjects.

Any loss of the requisites of integrity or the arising of situations of incompatibility will entail the forfeiture of membership of the Board of Directors.

Members of the Board of Directors remain in office for three years and may be reconfirmed for two further consecutive terms.

Being appointed as a member of the Board of Directors is incompatible with being an employee of the Fund.

If, during their term of office, one or more Directors cease to be a Board member for any reason, the other members replace them upon designation of the relevant Organisation to which they belong, with a decision approved by the Board of Auditors covering the remaining period until the next Assembly meeting.

Should the majority of or all the Directors cease to be members of the Board, the Assembly must be urgently convened by the Board of Auditors, which may perform all activities of ordinary administration in the meantime.

Directors who fail to attend three consecutive Board meetings without a justified reason forfeit their membership of the Board. In this case, procedures are carried out to replace them. The Board has the task of administering the Fund, and has the widest powers to implement the provisions of the Statute and Regulations 1 (FASI Management scheme for Managers), 2 (GS-FASI), 3 (FasiOpen) and 4 (Fasi Non Self-Sufficiency).

The tasks of the Board, among others, are as follows:

- it appoints the members of the Authorisation and Complaints Commission from among its own members;
- it proposes to the Assembly:

- the annual premiums payable by companies, managers or members pursuant to article 2 above;
- the annual premium provided for in Article H of Regulation 1, as well as the entry fee provided for in Article L of Regulation 1;
- the annual premiums foreseen in favour of FasiOpen;
- it approves, by 28 February, the annual plan of operational expenses, prepared by the Presidential Committee, which is subsequently integrated into the budget estimate highlighting, for personnel costs, those resulting from changes to staff levels and/or meritocratic policies;
- it approves, by 30 June, with a vote in favour by at least $\frac{3}{4}$ (three quarters) of its members, the Draft Financial Statements and Estimates, prepared by the Presidential Committee and to be submitted to the Assembly for approval;
- by 30 June, it approves the annual report, prepared by the Presidential Committee, on the monitoring and control of income and expenditure data relating to both working and retired managers, submitting for approval by the Assembly those measures considered necessary as a response to any imbalances between available resources and expenditure on services, safeguarding the principle of solidarity;
- it proposes to the Assembly to delete, add or change the areas of services of prevention plans as well as health plans for FasiOpen;
- it decides, unquestionably and irrevocably in appeal, any complaints by members and companies;
- it appoints or dismisses the Director of the Fund, with the vote in favour of at least $\frac{3}{4}$ (three quarters) of its members;
- it appoints the members of the Supervisory Board and its President, determining the remuneration of the members including that of the President;
- it proposes to the Assembly any changes to the Regulations;
- it proposes to the Assembly changes to the Fee Schedule in the context of services specified in Article 4, with the vote in favour of at least $\frac{3}{4}$ (three quarters) of its members;
- it decides the methods of payment of premiums;
- it decides on the general criteria and procedures for the refund of services;
- it decides on projects for the development and rationalisation of the dental area, of the home nursing care area, and on related policies for affiliations with medical or healthcare facilities and professionals, as well as the area of care services for members entrusted to affiliated third parties;
- decides, on the proposal of the Director of the Fund, the organisational structure of the Fund;
- takes decisions, on the proposal of the Director of the Fund, regarding human resources management policies and the appointment, recruitment and termination of employment of the Fund's managers, as well as any disciplinary measures to be imposed on employees;
- takes decisions regarding financial investments;
- upon obtaining the opinion of the Supervisory Board, examines and approves the Fund's internal procedure manuals;
- makes any updates to the parameters for calculating the one-off entry premium for collective enrolments (article 2, letter b-bis, paragraph 2 of the Statute); Technical Annex to Regulation 1 (FASI Management scheme for Managers);
- appoints ad hoc commissions, observatories and committees to manage specific matters and decides any attendance fees;
- submits to the Assembly any subject or question which it regards as appropriate for the Assembly to take a decision upon.

The Board oversees the management of GS-FASI, Fasi Non Self-sufficiency and FasiOpen, which are entrusted to the Presidential Committee.

The Board in all cases:

decides on the eligibility for enrolment in FasiOpen of those mentioned in Article 14 below, with the option to delegate to the Presidential Committee, except in the cases of non-eligibility referred to in article 14, paragraph 3 below.

The Board meets at least six times a year as convened by the President or at the request of at least 1/3 of its members.

Meetings are convened, together with the Agenda and any preliminary documents, by a notice sent to the members and the Statutory Auditors via a platform enabled for digital notification, or by registered email, or by email, sent at least 5 days before the meeting, or by registered letter with return receipt sent at least 7 days before the meeting. Meetings are chaired by the President or, in his/her absence, by the Vice President and achieve a valid quorum provided that at least half plus one of the members attend.

Should the Vice President be temporarily absent or impeded from attending, he/she is replaced by the Director with the most seniority in office or, in the event of equal seniority in office, by the oldest Director.

Decisions are taken by a majority vote among those attending, except in cases where the specified majority here is required.

It is possible for meetings of the Board to take place by audio-video conference provided that all participants can be identified and are able to follow the discussion and intervene instantly in debating the subjects on the Agenda. If these requisites are satisfied, the Board meeting will be regarded as taking place wherever the President of the meeting is located and where the Secretary must also be located to enable the writing and signing of the minutes in the relevant book. The notice convening the Board meeting must state whether or it may also be held by audio-video conference. The decisions of the Board will be recorded in the minutes, which must be transcribed into the Board's book of minutes. The minutes must be signed by the President and the Secretary.

Decisions of the Board of Directors may also be taken through written consultation or on the basis of consent in writing by the Directors.

The procedure for taking decisions by written consultation is regulated as follows. The President, through a written communication by the Director General, transmits to the members of the Board of Directors - as well as for their information and according to their own responsibilities to the members of the Board of Auditors - the text of the decision to be taken, fixing a deadline of not less than 2 days by which each Director must send to the Fund's registered office, for the attention of the Director General, their consent (if any) to the same. Communications may be sent using any means that enables their origin and receipt to be verified (certified email, simple email, registered letter with return receipt, fax, etc.) and must, in all cases, be recorded in the minutes. The decision will be regarded as having been taken if there is the written agreement of at least $\frac{3}{4}$ of the members of the Board of Directors. The date of the decision will coincide with the expiry of the deadline for replying to the proposed text that was sent. The President will notify all members of the Board of Directors of the decision outcome within the following 2 days, naming the Directors in favour, those against and

those abstaining, and also showing, if requested by the Directors themselves and/or members of the Board of Auditors, any statements and/or observations regarding the subject of the decision. As in all decisions of the Board of Directors, those taken by written consultation must be recorded in the minutes, signed by the President and the Secretary taking the minutes, and be transcribed.

Article 7

President and Vice President of the Board of Directors

The President and Vice President of the Board of Directors are appointed by the Board of Directors from among its members.

The President is appointed by Federmanager and the Vice-President is appointed by Confindustria from among their representatives on the Board of Directors.

The President holds the corporate signature and legal representation of the Fund, oversees its management and ensures the implementation of the directives of the Statutory Bodies. The President, together with the Vice-President, decides on the eligibility for enrolment in FasiOpen of companies that apply, informing the Board of Directors itself of the decision.

For specific documents, the President may delegate to the Vice President or to other Board members.

Should the President be temporarily indisposed, the relevant powers and functions are exercised by the Vice President.

For normal administrative purposes only, should the Vice President be temporarily absent or impeded from attending, he/she is replaced by the Director with the most seniority in office or, in the event of equal seniority in office, by the oldest Director.

At the end of the term of office of the Board of Directors, the outgoing President convenes the new Board of Directors and, pending the actual inauguration of the latter and the appointment of the new President, also carries out, in the interest of the Fund, all normal ordinary administration operations as necessary and without exception.

Together with the President, the Vice-President implements decisions relating to GS-FASI, Fasi Non Self-sufficiency and FasiOpen and decides, as delegated by the Board of Directors, on the enrolment in FasiOpen of companies that apply, informing the Board of Directors itself of the decision.

Article 8

Presidential Committee

The Presidential Committee, within the Board of Directors, is made up of the President and the Vice President. The following administrative functions are delegated to it:

- preparing, on the basis of proposals from the Director of the Fund, the annual plan of operating expenditure, the budget, the financial statements and the annual report referred to in Article 6 above;
- monitoring the implementation of the annual plan of operating expenses;
- setting up the financial investments decided by the Board of Directors;
- taking measures relating to any arrears and granting deferments and instalments in the payment of premiums;
- deciding on all measures necessary for the recovery of credit, with the right to settle and waive credit in individual cases;
- carrying out any task delegated to it by resolution of the Board of Directors;

Meetings of the Presidential Committee, held at least once a month, are valid if both members are present. Meetings are convened telematically via an authorised platform, by registered or ordinary email, or by registered letter with return receipt.

Article 9

Authorisation and Complaints Commission

The Authorisation and Complaints Commission is made up of the President, the Vice President of the Board of Directors, one member appointed by the Board of Directors from among the persons nominated by Confindustria, and one member appointed by the Board of Directors from among the persons nominated by Federmanager.

The Commission has the following tasks:

- it makes decisions regarding complaints from members and companies;
- it verifies the requisites for the application of Article 2, paragraph 2, letter e) and, for all cases in which enrolment requires the consent of the Assembly, adopts the resulting decisions.

It meets at least once every two months and is convened by the President, also by email, with 10 days' prior notice.

Meetings of the Commission are chaired by the President of the Board of Directors or, in his/her absence, by the Vice President of the Board of Directors. The presence of three members is required for meetings to be valid.

In the event of a tie, the vote of the member chairing the session prevails.

Article 10

Board of Auditors

The Board of Auditors is made up of 3 (three) to 5 (five) actual members and 2 (two) substitute members, who possess the requisites laid down by current legislation and are appointed by the Assembly upon designation by Confindustria and Federmanager. The Assembly appoints the President of the Board of Auditors, chosen from among the auditors designated by Confindustria;

The Board oversees compliance with the law and the Statute, respect for the principles of proper administration and, in particular, the adequacy of the organisational and administrative structure adopted by the Fund, GS-FASI, Fasi Non Self-Sufficiency and FasiOpen, and their operation in practice.

At the end of each financial year, the Board of Auditors presents its report on the annual financial results to the Assembly and the Board of Directors.

The Board of Auditors performs the audits it is responsible for at least once every three months.

The Auditors attend the meetings of the Assembly and of the Board of Directors; the President of the Board of Auditors also attends those of the Authorisation and Complaints Committee.

The Auditors remain in office for three years and can be reconfirmed.

In the event of prolonged unavailability or resignation of a member of the Board of Auditors during/her his term of office, the substitute Auditor designated by his/her organisation takes his/her place.

If temporarily unavailable the President is replaced, in carrying out all his/her tasks and functions, by the Auditor designated by him/her or, failing this, by the Auditor with the most seniority in office or, in the event of equal seniority in office, by the oldest Auditor.

Article 11

Director of the Fund

The Director, functionally reporting to the President, assists the Bodies of the Fund and implements their decisions by directing, coordinating and controlling the Fund's operational structure.

The Director attends meetings of the Statuary Bodies, excluding those of the Board of Auditors and the Supervisory Board unless expressly invited.

Article 12

Annual Statements and Annual Reports

The financial year runs from 1 January to 31 December of each year.

The FASI Financial Statements and Annual Report - including the financial statements of GS-FASI, Fasi Non Self-Sufficiency and FasiOpen - are submitted to the Assembly for approval by 5 July of each year in accordance with Article 5 bis.

The Financial Statements are submitted to the Assembly together with the report of the Board of Auditors.

Article 13

Fasi Separate Management scheme - DS Cover

A Fasi Separate Management scheme (GS-Fasi) has been set up within Fasi to provide the services envisaged in the CCNL Renewal Agreement of 30 December 2014 (Annex 8).

GS-Fasi is administratively and financially autonomous and has autonomous asset management. For accounting purposes within Fasi, specific annual, budgeted and final accounts of the management of GS-Fasi are prepared, and these are merged with the Fasi Profit and Loss Account at the end of each financial year. The activities of GS-Fasi are specifically disciplined by Regulation 2 (Fasi Separate Management scheme Regulation).

The Fasi Separate Management scheme can execute special projects, where these are conducive to its statutory activity, with funds specifically conferred by the Associates.

Article 13-bis

Fasi Separate Management scheme - Non Self-Sufficiency

A Fasi Separate Management scheme - Fasi Non Self-Sufficiency - has been set up within Fasi to provide the services envisaged in the CCNL Renewal Agreement of 30 July 2019. Fasi Non Self-Sufficiency is administratively and financially autonomous and has autonomous asset management.

For accounting purposes within the Fund, specific annual, budgeted and final accounts of the management of Fasi Non Self-Sufficiency are prepared, and these are merged with the Fasi Profit and Loss Account at the end of each financial year.

The activities of Fasi Non Self-Sufficiency are specifically disciplined by Regulation 4 (Regulation - Fasi Non Self-Sufficiency)

Article 14

FasiOpen

1. FasiOpen provides supplementary health and social care services for communities of workers who do not belong to the legal category of managers entitled to enrol in FASI pursuant to Article 2 above, whose companies, based on provisions deriving from company regulations or agreements or collective labour agreements, decide to take advantage of the supplementary assistance provided by FasiOpen, including for Funds. These services can also be extended to members' family units in the cases envisaged in Regulation 3.
2. Applications for enrolment in FasiOpen for the communities described in paragraph 1 above must be submitted by companies or Funds that have autonomously decided to provide health cover for their members through a third party.
3. Communities of workers with a CCNL stipulated under the Confindustria scheme that provides for category-based forms of health cover established before 2009, i.e. referring to sectors related to the CCNL itself - are not eligible to enrol with FasiOpen.
4. Any decision regarding the eligibility for enrolment in FasiOpen of the persons referred to in paragraph 1 above is reserved for the Board of Directors.
5. FasiOpen is administratively and financially autonomous and has autonomous asset management. For accounting purposes within FASI, specific annual, budgeted and final accounts of the management of FasiOpen are prepared, and these are merged with the FASI Profit and Loss Account at the end of each financial year.
6. The implementation of decisions relating to FasiOpen is reserved for the Presidential Committee.
7. Companies identified pursuant to paragraphs 1 to 4 of this Article are enrolled in FasiOpen, and the beneficiaries are persons belonging to the communities referred to in Article 2, paragraphs 1 and 2 of Regulation 3.
8. Enrolled members, recipients/beneficiaries of services, services and methods of provision, premiums and other income are defined in Regulation 3.
9. Any decision on the closure of FasiOpen lies with the Assembly.

Article 15

Dissolution of the Fund

1. The dissolution of the Fund will be decided with the unanimous consent of all Associates pursuant to Article 5 bis of the Statute; when the decision is taken for dissolution, the Assembly will appoint one or more liquidators and will arrange, in compliance with Article 148, paragraph 8, letter b) of Presidential Decree No. 917 of 1986, for the devolution of the assets remaining once the liquidation stage is concluded.

Roma, 20 dicembre 2023