

STATUTE

of the Association "IntORoadS - International Organisation for Road Safety".

Article 1) - The association called "IntORoadS - International Organisation for Road Safety" is hereby established.

Article 2) - The Association has its headquarters in Assago (MI) – Viale Milanofiori Strada 1 - Palazzo F1.

The Board of Directors may establish branch offices, subsidiaries, agencies, representative offices, research and correspondence centres both in Italy and abroad.

The Association has unlimited duration, is non-profit and apolitical.

Article 3) - The purpose of the Association is to carry out studies and research in the field of road safety, also in order to provide high quality technical contributions to support the bodies responsible for issuing specific national and EU regulations, and road transport infrastructure management bodies.

The Association's activity shall therefore be aimed at the execution of all actions, without exception, that may contribute to increasing road safety and, in particular, to the inspection of road equipment that affects traffic safety.

The Association may organise, promote, sponsor and participate in road safety exhibitions and conferences and organise events on traffic safety.

In order to achieve its objectives, the Association may develop projects and research in the field of road safety also through agreements with other research bodies and subjects operating in the field.

The Association may also join other associations or community bodies that work in the field of road safety, are related to and/or connected fields.

Article 4) - The Association's assets are made up of the annual contributions of the members, which shall be determined year by year by the Board of Directors, bequests and donations, and any State, Regional, Provincial and Municipal contributions, as well as contributions from public and private entities in general.

The Association's assets are to be used, in accordance with the law, in the most appropriate manner for the achievement of the Association's purpose and aims.

Participations in the association are non-transferable.

Should the Association be dissolved, its assets shall be devolved to bodies with similar purposes and aims.

Article 5) - Members are divided into:

- Founding Members;
- Ordinary Members;
- Adherent Members;
- Honorary Members.

Membership is open to natural and legal persons who share the association's objectives.

The application for admission as a member must be submitted to the Board of Directors, which decides on its acceptance by an absolute majority, and sent to the members, each of whom may oppose the admission of a new member with justified cause. If, within ten days of the application's transmission, the individual member has not made a decision, it shall be deemed tacit consent. In the event of opposition, the Managing Board, by an absolute majority, may accept the reasons for the opposition and deny the membership application, or deny the reasons and accept the new membership.

Should the application for membership come from a testing laboratory or Notified Body, operating in the road safety sector or similar sectors, of a European Union member country already represented with another similar entity within the Association, the admission of that laboratory or body is, in any case, subject to the prior acceptance of that entity.

Ordinary and/or Founder Members may be natural and legal persons studying the problems referred to in the aims of these articles of association, test laboratories, Notified Bodies, Notifying Authorities, research bodies, universities, national ministries of transport, the European Commission and bodies, organisations and associations that have road safety as their object and road transport infrastructure management bodies, engineering companies, companies operating in the road sector that do not directly manufacture road products.

Founding Members may be natural or legal persons who sign the association's memorandum of association or who, within 36 (thirty-six) months of its incorporation, apply to be a Founding Member. The application for admission as a Founding Member must be submitted to the Board of Directors, which shall decide on its acceptance by an absolute majority, and forwarded to the Founding Members, each of whom may oppose the admission of a new member with justified cause. If, within ten days of the transmission of the application, the individual Founding Member has not taken a decision, it shall be deemed tacit consent. In the event of opposition, the Managing Board, by an absolute majority, may accept the reasons for the opposition and deny the application, or deny the reasons and accept the new membership.

Both Ordinary and Founding Members, with the exception specified below, are obliged to pay the annual fee set by the Board of Directors.

The Board of Directors may, by an absolute majority, exempt certain members from paying the annual fee or reduce it for certain members, providing the Members' Meeting with adequate justification, if requested.

Adhering Members may be natural and legal persons operating in the road safety sector as manufacturers of products and construction companies, including installers of road equipment. Adherent Members are obliged to pay the annual fee set by the Board of Directors.

Honorary Members may be natural or legal persons with proven experience in the road safety sector, third sector organisations or recognised associations that share the aims of the association, with the exclusion of business or trade associations, and are appointed by the Board of Directors by an absolute majority.

Honorary Members are not obliged to pay contributions.

Article 6) - Membership of the Association entails the member's obligation to comply with these Articles of Association, the resolutions adopted on the basis hereof by the statutory bodies, and any subsequent regulations passed by the Board of Directors.

The annual fee shall be paid by February 15th of each year or, for new members, within 30 days of the membership applications' acceptance.

Article 7) - Membership shall be lost not only by resignation but also

a) by arrears due to late payment of dues for more than three months;

b) by expulsion, following the performance of acts and/or exercise of activities contrary to the purpose and aims of the Association.

The exclusion of a Member, in any case, must be decided by the Board of Directors by an absolute majority, which may accept the Member's request to rectify its position.

Article 8) - The Bodies of the Association are

a) the President;

b) the Vice-President, if appointed;

c) the Members' Assembly;

d) the Board of Directors;

e) the Secretary;

f) the Board of Auditors, if appointed;

g) the Scientific Committee, if appointed;

Article 9) - The President is the legal representative of the Association, has the use of the corporate signature and represents the Association before third parties.

He presides over the Board of Directors and may, from time to time, delegate one or more of its members to carry out individual acts within his competence. The President is elected for the first time in the articles of association and subsequently by the Board of Directors.

Article 10) - The Board of Directors may also appoint from among its members a Vice-President who is vested with powers to replace the President in the event of his absence.

The Vice-President may be elected in the articles of association.

Article 11) - The Ordinary General Meeting of Members shall be convened by ordinary mail at least seven days before the date set for the meeting and shall contain an indication of the items on the agenda.

The Ordinary General Meeting of Members is obligatorily convened once a year at the headquarters of the Association or a different location as long as it is within the territory of the European Union, within one hundred and twenty days of the end of the financial year, for the approval of the balance sheet/annual report.

Extraordinary meetings may also be convened at the request of:

- a) the President;
- b) at least one tenth of the Members in good standing with their dues;
- c) at least one third of the members of the Board of Directors;
- d) the Board of Auditors, if appointed.

This request must be in writing and justified. Members are allowed to be represented at the Assembly by simple written proxy made to another Member or even to non-Members.

The Shareholders' Meeting may be held, also exclusively, by telematic or telecommunication means, under the following conditions, which must be noted in the relevant minutes:

- the notice of call must specify that the Shareholders' Meeting is held, also exclusively, by telematic or telecommunication means, must indicate the digital platform used for the conduct of the virtual meeting and the manner in which the vote is to be cast;
- with the notice of call or even with a subsequent notice, a link containing the personalised tracking must be sent to each person entitled to participate in the Shareholders' Meeting and the credentials to access the virtual meeting must be provided;
- the Chairman of the Shareholders' Meeting is allowed to ascertain the identity and legitimacy of those present, to regulate the

proceedings of the meeting, and to ascertain and proclaim the results of the voting;

- those present are allowed to participate in the discussion, to view, receive and transmit documents and to vote simultaneously on the items on the agenda.

Resolutions of the meeting are taken by majority vote and in the presence of at least half of the members. In the second convocation, the resolution is valid whatever the number of those present.

The Assembly deliberates on the following topics:

- appointment of the Association's Bodies, after determination of the number of members;
- approval of budgets, financial statements and profit and loss accounts;
- Amendments to the articles of association and statutes, for which a two-thirds majority of the members is required;
- definition of the Association's general programme;
- dissolution of the Association, for which a two-thirds majority of the members is required.

Article 12) - General Meetings are chaired by the President of the Board or, in his absence, by the Vice-President, if appointed, or by another member appointed by the General Meeting, which shall also appoint a Secretary. Minutes are taken of the resolutions of the General Meetings and are recorded in the Minute Book of the General Meetings. The minutes are signed by the person who chaired the Assembly and by the Secretary.

Article 13) - The Board of Directors consists of three to eleven members, the majority of whom must be elected by the Founding Members. The Board members appoint a President amongst them, and may appoint a Vice-President and a Secretary.

Elected members hold office for three years and may be re-elected, without a term limit. The first Board of Directors is appointed in the articles of association. In the event of the resignation or supervening inability of a member of the Board of Directors, the category of members that had proposed its election shall appoint a replacement.

In the event of the resignation or supervening inability of the President, the Managing Board appoints a new President.

The Board of Directors is vested with all powers of ordinary and extraordinary administration, except for those powers reserved to the Members' Assembly by these Articles of Association, it draws up the annual programmes, budgets and financial statements, decides as specified in the preceding articles on the admission and disqualification of members, grants general and special powers of

attorney, drafts and resolves on any internal rules for the operation of the Association, sets the membership fees for each category of members, meets at least once a year and when deemed appropriate by the President or at least two Board Members, or the Board of Auditors, if appointed.

The meeting is valid if the President is present and a majority of the members are present; if the President is unable to attend, he is validly replaced by the Vice-President, if appointed.

The convocation of the Board of Directors must be by ordinary e-mail and must contain the day, time and location of the convocation as well as the agenda.

The meeting may also be held exclusively by telematic or telecommunication means under the following conditions, which shall be noted in the relevant minutes:

- the notice of call must specify that the meeting is held, also exclusively, by telematic or telecommunication means, it must indicate the digital platform used for the virtual meeting and the manner of expressing the vote;
- with the notice of call or even with a subsequent notice, a link containing the personalised tracking must be sent to each person entitled to participate in the meeting and the credentials for accessing the virtual meeting must be provided
- the Chairman of the Governing Board is allowed to ascertain the identity and legitimacy of those present, to regulate the proceedings of the meeting, and to ascertain and proclaim the results of the vote;
- those present are allowed to take part in the discussion, to view, receive and transmit documents and to vote simultaneously on the items on the agenda.

Resolutions are passed with a majority of those present.

The mandate of the Board of Directors is free of charge.

Resolutions are immediately enforceable and shall be recorded together with the summary of the debate in minutes signed by the President and the Secretary.

Article 14) - The Secretary is a member of the Board of Directors and is appointed for the first time in the articles of association and subsequently by the Board of Directors by simple majority. The Secretary may be a natural person registered with the Association or a representative of a legal entity associated with the Association. The Secretary has the task of coordinating the association's activities and implementing the directives of the Board of Directors. The Secretary ensures the implementation of the resolutions of the Assembly, the Board of Directors and the President. He supervises the activities of the various services and personnel and performs

any other tasks according to the Guidelines, if drafted, and/or delegated by the President and/or the Board of Directors.

Article 15) - The Board of Auditors, if appointed, is composed of three members, appointed by the Ordinary General Meeting of Members; they are entrusted with the task of controlling the Association's accounts, as well as any other task provided for by law.

Art. 16) - The Scientific Committee, if appointed, consists of three to nine members, appointed by the Board of Directors. The members of the Scientific Committee are natural persons associated with the Association or appointed by associated legal entities; the Committee is entrusted with the task of proposing to the Board of Directors the scientific activities to be undertaken and monitoring their execution. The members of the Scientific Committee choose amongst them a Director and a Deputy Director.

The mandate of the Scientific Committee is free of charge, but the Board of Directors may provide a fee for the President.

The members of the Scientific Committee hold office for 3 years and may be re-elected.

The Scientific Committee may divide its activities into Sections to develop specific projects.

Article 17) - The Association may make use of the paid professional services of both members and third parties, subject to a justified resolution of the Board of Directors.

Article 18) - The financial year coincides with the calendar year. The Board of Directors must present the balance sheet for the previous year and the budget for the current year to the General Assembly. This budget shall include, in detail, all income and expenditure, assets and liabilities, and shall be approved by the Members' Assembly, subject to the report of the Auditors, if appointed.

Article 19) - These Articles of Association may be amended upon the proposal of at least one-tenth of the Members; any amendments must be approved by at least two-thirds of the Members at the General Meeting, who may also be present by written proxy.

Article 20) - The dissolution of the Association shall require approval by a two-thirds majority of the Members. In the event of dissolution, the procedures for liquidation — including the appointment of liquidators, the distribution of the Association's assets, and any matters not specifically addressed in this statute — shall be governed by the applicable laws in force.

Article 21) - For all matters not provided for in these Articles of Association, the relevant provisions of the Civil Code apply.