

CONSTITUTION

Art. 1 - (Regulation of Headquarters)

In implementation of the first agreement on the subject signed between the Trade Union Organizations - FILT/CGIL- FIT/CISL- UIL/TRASPORTI - and FEDARLINEA, the Association was established: "National Additional Maritime Assistance Fund - FANIMAR", (hereinafter called "**Fanimar**" or "**Fondo**"), established by deed of the Notary in Chiavari Dr. Guido SANTORO. Fanimar is established as a legal entity of an associative nature, pursuant to Articles 36 et seq. code civ., complying with the provisions of Article 148 of the Presidency Decree of 22 December 1986, n. 917 ("**TUIR**").

Fanimar is governed by the provisions of this Statute and by the Regulations for its functioning "**Regulations**" as well as for what is not foreseen, by the law.

The Fund has its registered office in Genoa with a domicile currently in Via Milano, number 40 C, the domicile still within the city of Genoa, may be changed without amending these articles of association, but with simple communication by the administrators of the new domicile to the competent.

Art. 2 - (Purpose)

Fanimar is a non-profit and is based on the principles of mutuality and solidarity, its purpose is the provision of: i) treatments, health Services, welfare Services, including those of a social nature, supplementary, complementary and/or substitute health Services to the Service National Health Service, "**Health Services**" ii) accident benefits; iii) Social Assistance donations (all jointly referred to as "Benefits". These Services are provided directly and/or indirectly through specific Insurance contracts signed, concerning supplementary, complementary and/or substitutive health Services to the National Health Service, as well as Services for events due to accidents and/or illnesses which may involve serious consequences of permanent disability or death. Healthcare Services are provided in favor of the Associates and their nuclear family, as defined, respectively, in Article 4, lett. a), b), c), d), e), f) and in Art. 5.

The Fund also operates for the purpose of providing the same Benefits also to Retirees and their nuclear family, as defined, respectively, in Articles 4, lett. d), and 5, from which, depending on the economic resources available over time, it will request contributions of a smaller amount than those owed by the other Associates. Accident benefits are paid to the Beneficiaries, as defined in Art. 3 of this Statute.

The Social Assistance Donations are disbursed in favor of the Associates and the Beneficiaries.

The content referred to in this article applies to all maritime personnel, regardless of whether they work on ships flying the national or foreign flag, - in particular to the Captains and Chief Engineers, having regard to the agreements already in force - and to the administrative personnel of the Shipping companies subject to the Agreement referred to in Art. 1 or those signatories of subsequent agreements or agreements, as well as to all personnel working for the trade union organizations signatories of the same agreements or agreements and their families. Furthermore, the Fund, always depending on the economic resources available over time, may provide for the disbursement of economic subsidies in favor of all Associates and Beneficiaries in cases of particular individual need, which are evaluated and possibly approved on a case-by-case basis by the Presidency Committee.

Art. 3 - (Beneficiaries)

The accident benefits of the Fund can be paid to all maritime personnel, regardless of whether they work on ships flying the Italian or foreign flag, - in particular to Captains and Chief Engineers, given the agreements already in force - and to the administrative personnel of the Companies of Navigation subject to the Agreement referred to in Art. 1 or those signatories of subsequent agreements or agreements, as well as all personnel working for the trade union organizations signatories of the same agreements or agreements, as well as personnel employed by shipping agencies, companies and associations operating in the maritime sector ("**beneficiaries**").

For personnel already retired, the provisions of the relative Articles will apply.

Art.4 - (Associates)

With the methods referred to in Art. 6 and in relation to the provisions of the previous Articles 1,2, can join the Fund, as Associates, with the right to health Services also for the family unit:

- a) maritime workers employed by shipping companies or contractors;
- b) personnel employed by Shipping Agencies, Companies and Associations operating in the maritime sector;
- c) personnel working for the trade union organizations FILT/CGIL - FIT/CISL - UIL/TRASPORTI who are signatories of understandings and agreements;
- d) retired personnel who were already Associates of the Fund before retirement, for which the provisions of articles 11 and 18 will apply, as applicable;
- e) the Associates of the Board of Directors;
- f) employees of the Fund hired with permanent employment contracts.

The personnel referred to in points "a", "b", "c", "d" above may register regardless of whether they belong to shipping companies or agencies with public, private, or mixed capital.

The Member over the age of 90 (ninety) with more than 25 (twenty-five) years of Associateship in the Fund will be considered as a Meritorious Associate.

Art. 5 - (Family nucleus)

For all purposes of these Statutes, the Member's family Nucleus must be understood as the one represented by the Member's family status certificate and in any case limited to parents, children, spouse, cohabitant "more uxorio".

In the event of the Member's death, the Presidency Committee may maintain the partial or total enrollment of the Associates of the family Nucleus, upon request of the same, under the conditions that will be established by the Presidency Committee itself.

Art. 6 - (Registration and Withdrawal)

Associateship of the Fund takes place through the application for registration presented by the subjects indicated in Art. 4 letters of to the Committee of the Presidency, according to the procedure governed by the Regulations.

Associateship in the Fund entails full acceptance of this Statute and of the Regulations in force from time to time and full and unconditional acceptance of them, as well as their eventual and subsequent modifications and/or variations.

The status of member and the contribution for obtaining health Services are not transferable.

Associateship of the Fund takes effect from the 30th day following that of receipt of the relevant Associateship request provided that it is accepted by the Presidency Committee.

The Associateship made in the first calendar semester of the year lasts until 31 December of the year in which the request was presented and is understood to be tacitly renewed from year to year and with the same deadline if the Member does not notify the withdrawal, according to the methods set out in the Regulation. Associateship carried out in the second calendar semester of the year lasts until 31 December of the year following that in which the request was presented and in turn is understood to be tacitly renewed from year to year and with the same deadline if the Member does not communicate the withdrawal according to the procedures set out in the Regulation.

Art. 7 - (Revenues)

The Fund fulfills its purposes by:

- a. the annual contributions paid by the companies to which they belong, pursuant to agreements and agreements, in favor of the Beneficiaries;
- b. the annual contributions of the subjects indicated in Art. 4 Associates of the Fund as Associates;
- c. the annual contributions of pensioners enrolled in the Fund as Associates;
- d. interest on arrears and deferred contributions;
- e. interest and yields on managed liquid assets;
- f. any other proceeds due or flowing to the Fund for any reason.

Art. 8 - (Contributions)

The amount of the annual contributions is established:

- a) totally or partially from the content of the Agreements or Understandings existing or which will exist between the Trade Union Organizations and the Companies to which the Associates and Beneficiaries belong;
- b) by the Board of Directors in all other cases, pursuant to Art. 25.

Contributions are due:

- a) by the Companies to which they belong for Associates and Beneficiaries;
- b) by the Associates pursuant to the previous Art. 4.

Contributions must be paid annually, with the possibility of payment in half-yearly instalments, which cannot be divided, in the manner established by the Board of Directors of the Fund. Failing that, the provisions of Article 12 apply.

The contributions provided for by points "a" and "b" of this article (second paragraph), are due from the effective date of registration indicated in Art. 6 and the request for coverage pursuant to the provisions of Art. 3.

Art. 9 - (Contribution of the Companies for the Associates)

The contribution of the Societies for Associates is established regardless of the number of family Associates who can be assisted and must be paid within the terms and with the effective date set out in the previous Article 8, for each Member who is in Service on the first day of each calendar semester.

Art. 10 - (Member's Contribution)

The Member's Contribution is established regardless of the number of family Associates who can be assisted. The shareholder's contribution can also be deducted from your salary by the company on which he depends, which pays it together with the contribution due by them pursuant to art. 8 paragraph 2 letter a.

Art. 11 - (Contribution of retirees)

The contribution referred to in Art. 8 which, for pensioners, is entirely their responsibility, must be paid annually, with the possibility of payment in half-yearly instalments, which cannot be divided.

Art. 12 - (Delayed and non-payment of contributions)

In the event of delayed payment of contributions with respect to the established deadlines, the provision of healthcare Services and accident benefits is suspended, and the Presidency Committee applies default interest on an annual basis on the contributions due, fixed by the Board of Directors of the Fund, to an extent not lower than the official discount rate in force on 1 January of each year, increased by two points. The Presidency Committee of the Fund has the power to grant: i) upon justified request, deferments or installments of no more than 12 months in the payment of contributions due, establishing conditions and methods; ii) order, if no sum has been paid by the Member as a contribution for a continuous period of at least 1 year, following a letter of formal notice, by registered letter with return receipt, to cancel the registration for all purposes, without prejudice to the obligation to pay the contributions due on the date of the cancellation itself.

Art. 13 - (Health Services)

Healthcare Services are provided by the Fund through the reimbursement of Services, treatments, healthcare Services, welfare Services, including those of a social nature, supplementary, complementary and/or substitute healthcare Services to the National Health Service.

Healthcare Services are provided within the limits established by the Nomenclator of Healthcare Services and the tariff in force drawn up by the Presidency Committee and approved by the Board of Directors and/or within the limits of the General and/or particular Conditions of Insurance Contracts, undersigned by the Fund. By way of example and not exhaustively, the Healthcare Services that are provided by the Fund are listed:

- a) hospitalizations with or without surgery;
- b) hospitalizations for chronic morbid conditions in recognized healthcare institutes subject to authorization by the Presidency Committee of the Fund;
- c) specialist visits, diagnostic tests and laboratory tests;
- d) eye prostheses;
- e) dental care and prosthetics;
- f) physical therapies;
- g) medicines administered during hospitalization;
- h) home nursing care;
- i) continuous home nursing assistance, subject to authorization by the Presidency Committee of the Fund.

All preventive medicine Services are strictly excluded, as well as treatments and interventions of an aesthetic nature.

Art. 14 - (Accident benefits and Social Assistance Donations)

The Services of a nature other than health care, which include the accident Services in favor of the Beneficiaries and the Social Assistance Donations are provided, the former on the basis of the Agreements and Understandings indicated in Art. 3 of the Statute and the latter depending on the resources available, by the President's Committee, which will ensure their disclosure to the Beneficiaries and Associates at the beginning of each year.

Art. 15 - (Permanence in the Fund and dissolution of the associative relationship)

The temporary nature of participation in the association life of the Fund is expressly excluded.

The Member's associative relationship ceases to exist due to:

- a) exclusion of the Associates;
- b) dissolution, liquidation or in any case termination, for any reason, of the Fund;

- c) withdrawal by the Shareholder to be carried out according to the methods established in the Articles of Association and in the Regulations;
- d) for any other cause of loss of the participation requirements.

The dissolution of the association relationship does not give the right to any reimbursement of the contributions paid.

Following the dissolution of the association relationship, any right of the Associates to the assets of the Fund is in any case excluded.

Any requests for new registration by the former Member must be approved unanimously by the President's Committee.

Art. 16 - (Exclusions)

In the event of ascertainment of criminally relevant conduct or in any case not compliant with professional correctness or good faith on the part of the Associates, in the event of prolonged or repeated non-fulfilment of the payment of due contributions or serious non-compliance with the provisions of the Articles of Association, the Regulations and the resolutions of the bodies of the Fund, the Presidency Committee can decide on the exclusion of Associates.

The resolution of exclusion must be notified to the Member, by registered letter with acknowledgment of receipt, certified e-mail or other form, including electronic, legally recognized, within thirty days following the resolution.

Article 17 - (Appeals)

Against the provisions of the Presidency Committee on personal data-contributions and health Services and accident Services, the Associates and the Companies referred to in Art. 3 have the right to appeal to the Board of Directors, by registered letter with return receipt, within 60 days of receipt of communication of the measures themselves.

Art. 18 - (Age limits)

All the subjects indicated in Art. can join the Fund. 4 who, on the date of dispatch of the application for registration, have not completed the age of 65. The others can also

submit a request for association and the Presidency Committee, pursuant to Art. 26, will evaluate the possibilities of acceptance on a case-by-case basis.

Art. 19 - (Bodies of the Fund)

The Bodies of the Fund are:

- a) the Associates Meeting;
- b) the Board of Directors;
- c) President;
- d) the Vice President;
- e) the Presidency Committee.

The Associates of the Board of Directors and of the Presidency Committee, the President and the Vice President cannot hold trade union positions in any capacity, with the exception of the workers* delegates, for the entire duration of their office, and carry out their office without any compensation.

Art. 20 - (Associates meeting: composition and convocations)

The Assembly is the sovereign body of the Fund and is made up of the Associates.

In addition to the Associates, the Associates of the Board of Directors and the Statutory Auditor, where appointed, have the right to participate in it.

Each Member in good standing with contributions has the right to one vote (so-called "one person, one vote" principle) and can participate in the Meeting personally. or through a delegate.

The proxy, in this case:

- must be done in writing;
- it cannot be conferred with the delegate's name blank and the latter may be replaced only by whoever is expressly indicated in the proxy itself;
- it can be conferred to another Associates provided he does not hold the position of Board Director or Member of the Presidency Committee or Statutory Auditor of the Fund where appointed.

Each delegate can represent up to a maximum of 10 Associates.

The Assembly in ordinary session is normally convened every year and, in any case, whenever the President deems it appropriate, or upon request signed by at least one tenth of the Associates.

The Assembly in extraordinary session is convened whenever it deems it appropriate:

- I. at least half plus one of the Associates;
- II. at least half plus one of the Directors.

The convocation of the Associates Meeting, both in ordinary and extraordinary sessions, is made by the Chairman of the Board of Directors in one or more of the following ways: by posting in the Register of the Fund at its registered office or in its management offices at least sixty (60) days before the meeting; by publication on the Fund's website at least sixty (60) days prior to the meeting.

The notices must contain an indication of the place, day and time of the meeting and the topics on the agenda. The Associates Meeting can also be convened outside the registered office, provided that it is in Italy. Participation in the meetings of the Associates Meeting by telecommunication means takes place under the following conditions, which must be acknowledged in the relative minutes:

- that the person chairing the meeting is able to: ascertain the identity and legitimacy of the participants, regulate the meeting, ascertain and announce the results of the vote;
- that the person who prepares the report is allowed: to adequately perceive all the meeting events that must be the object of the report;
- that attendees are allowed to participate in the discussion and to vote simultaneously on the items on the agenda, as well as to view, receive or transmit documents.

Art. 21 - (Assembly: powers)

The following matters are the responsibility of the Assembly in ordinary sessions discuss, approve and deliberate on the Financial Statements and the forecast budget drawn up by the Presidency Committee and prepared by the Board of Directors:

- appoint the Associates of the Board of Directors, taking into consideration any proposals from the Trade Union Organizations (FILT/CGIL - FIT/CISL - UIL/TRASPORTI);
- appoint the Statutory Auditor;
- approve and/or amend the Regulations of the Fund;
- to deliberate, on the proposal of the Presidency Committee and/or the Board of Directors, the general guidelines relating to the activity of the Fund;
- to decide on the responsibility of the Board of Directors and of the Statutory Auditor and on their revocation;
- provide for the exclusion of Associates;
- deliberate on any other subject provided for by the Articles of Association and/or by law and in relation to the questions submitted to the Assembly, in ordinary session, by the Presidency Committee and/or by the Board of Directors .

The following matters are reserved to the competence of the Assembly in extraordinary session:

- deliberate on the proposed amendments to the Articles of Association;
- to resolve, upon proposal of the Board of Directors, on the dissolution and on the appointment of Liquidators, as well as on the transfer of any residual assets;
- deliberate on any other matter envisaged by the Articles of Association and/or by law and in relation to the questions submitted to the Associates Meeting, in extraordinary session, by the Board of Director.

Art. 22 - (Associates Meeting: resolutions and minutes)

The Associates' Meeting is chaired by the Chairman of the Board of Directors or, in his absence or impediment, by the Deputy Chairman or, in the event of his absence or impediment also of the latter, by the Director designated by those present or, in the case of absence or impediment of all the Directors, by the third party designated by those present.

The Assembly resolves with an open vote expressed through an explicit declaration

of vote ("*for*"; "*against* "*abstention* ") given by each Shareholder present at the meeting.

The Ordinary Assembly is duly constituted: on first call with the participation of half plus one of those entitled to vote; on second call whatever the number of attendees. The Ordinary Assembly deliberates with the favorable vote of the simple majority of the Associates attending the Assembly. The Extraordinary Assembly is duly constituted: on first call with the participation of half plus one of those entitled to vote; in second call with the participation of at least one tenth of those entitled to vote. The Extraordinary Assembly resolves with the favorable vote of the simple majority of the Associates attending the Assembly.

The Chairman of the Assembly appoints a Secretary and, if deemed appropriate, two tellers.

Meetings and resolutions of the Assembly are noted in the minutes signed by the President and the Secretary, appointed by the President, at the opening of the session, among the people present in the place where it is held, and possibly by the scrutineers.

Art. 23 - (Board of Directors: composition)

The Board of Directors is composed of a minimum of nine (9) to a maximum of fifteen (15) Associates ("**Directors**"), including the President. The Board of Directors is appointed by the Ordinary Associates' Meeting on an equal basis, taking into consideration any proposals from the Trade Union Organizations (FILT/CGIL- FIT/CISL- UIL/TRASPORTI).

In the deed of incorporation, the Board of Directors was appointed by the Associates who attended, also taking into consideration any proposals from the aforementioned three trade union organizations on an equal footing.

The Directors can also be appointed from among non-Associates but in this case, they must join the Fund as Associates at the same time as the appointment.

The Board of Directors, the President and the Deputy President, remain in office for four (4) years and expire on the date of the meeting called for the approval of the Financial Statements relating to the last year of their office. At the end of their mandate, the Directors, the President and the Vice President can be re-elected by the Assembly.

The office of Director, President and Vice President have not compensation.

In the event of resignation or termination, for any reason, of a member of the Board of Directors, the Ordinary Associates' Meeting will replace him with a new appointment. to his replacement following the same procedure for the election. The new Director, thus appointed, will expire jointly with the other Directors, at the end of the four-year mandate of the Board of Directors.

In the event of resignation or termination, for any reason, of the majority of the Directors, the Board of Directors shall be deemed to have lapsed.

The ordinary Associates* Meeting, specially constituted, will appoint the new Board of Directors.

Art. 24 - (Board of Directors: convocations and resolutions)

The Board of Directors is convened by the President whenever the latter deems it necessary, or when requested by at least one third (1/3) of the Directors. The meetings of the Board of Directors must be convened by registered letter or e-mail message sent to each member, and to the Statutory External Auditors where appointed, at least fifteen (15) days before the meeting. In cases of particular urgency, the Board of Directors may be convened by e-mail message sent at least five (5) days before the meeting. Participation in the meetings of the Board of Directors by telecommunication means takes place under the following conditions, which must be acknowledged in the relative minutes:

- that the Chairman of the meeting is able to ascertain the identity and legitimacy of those present, to regulate the proceedings of the meeting, to ascertain and announce the results of the vote;
- that the person taking the minutes is allowed to adequately perceive all the events of the meeting which must be the object of the minutes;
- that attendees are allowed to participate in the discussion and to vote simultaneously on the items on the agenda, as well as to view or transmit documents.

For meetings to be valid, the presence of the majority of the Directors in office is required and they are chaired by the Chairman or, in the event of his absence or impediment, by the Deputy Chairman or, in the event of his absence or impediment, also of the latter, by the Director designated by those present.

For the decisions of the Board of Directors to be valid, the favorable vote of the simple majority of the Directors present is also required. In the event of a tie, the President vote prevails. The meetings and decisions of the Board of Directors are confirmed by the minutes signed by the Chairman of the meeting and by the secretary, appointed by the Chairman, at the opening of the meeting, among the people present in the place where it takes place.

Art. 25 - (Board of Directors: mandates)

The Board of Directors has broadest powers to carry out all the acts and operations of ordinary and extraordinary administration, necessary for the functioning of the Fund and for the pursuit of the associative purpose and for the implementation of the provisions of this Statute and the Regulations.

In particular, the following matters are the responsibility of the Board of Directors:

- appoint the President from among its Associates;
- appoint, among its Associates, the Vice President;
- appoint, among its Associates or among the Associates, the 3 (three) Associates of the Presidency Committee
- implement the resolutions of the Assembly;
- approve the Financial Statements and the Budget drawn up by the Presidency Committee to be submitted to the Assembly;
- deliberate on matters concerning the activity of the Fund for the implementation of its purposes, taking all the necessary initiatives directly or on proposal of the Presidency Committee;
- determine the late payment interest to be applied on contributions paid late;
- propose regarding the dissolution of the Fund and the appointment of Liquidators, as well as regarding the devolution of any residual assets, as provided for by Art. 29 of the Statute.

Art. 26 - (Presidency Committee)

The Presidency Committee within the Board of Directors is made up of the President and the Vice President of the Board of Directors and 3 (three) Associates appointed by the Board of Directors.

The aforementioned 3 (three) Associates of the Presidency Committee may be appointed from among individuals who are not Associates of the Board of Directors, provided they are registered with the Fund as Associates at the time of appointment. These requirements must be maintained for the entire term of office. The Presidency Committee remains in office for the same period as the Board of Directors. The office of member of the Presidency Committee is free.

The Presidency Committee meets at least every two months or at the request of the President. For meetings to be valid, the presence of at least 3 (three) of the Associates in office is required and they are chaired by the President or, in the event of his absence or impediment, by the Vice President or, in the event of his absence or impediment, by the senior Director.

For the decisions of the Presidency Committee to be valid, the favorable vote of the simple majority of the Associates present is also required. In the event of a tie, the President's vote prevails. The Presidency Committee on permanent delegation of the Board of Directors:

- is invested with the broadest powers to carry out all the deeds and operations of ordinary administration;
- takes care of the management of the Fund;
- examines all applications for registration, deciding whether or not to accept them, in particular in the cases provided for by Article 18;
- decides unanimously on any requests for new registration by the former Member;
- decides on the exclusion of the Member;
- defines the regulations for access to the Benefits of the Fund;
- proposes any changes to the tariff to the Board;
- proposes to the Board the general criteria and procedures for reimbursement of Services;
- proposes to the Board the methods of payment of contributions;
- approves and/or modifies the Nomenclator of Services;
- adopt measures relating to the state of arrears and can grant deferments and installments in the payment of contributions pursuant to Article 12;
- depending on the economic resources of the Fund available over time, it evaluates case by case and decides on the disbursement, in favor of the

Associates and Beneficiaries, of economic subsidies in cases of particular individual need;

- authorizes reimbursements for long-term hospitalization or continuous nursing care;
- decides on the investment of any ordinary and extraordinary reserve funds;
- prepares the annual reports to be submitted to the Board;
- he performs any other task that is delegated to him, from time to time, by resolution of the Board of Directors.

Art. 27 - (President and Vice President)

The Chairman and Deputy Chairman of the Board of Directors are appointed by the Board of Directors from among its Associates.

The President has the legal representation of the Fund, supervises its management and ensures the implementation of the directives of the Collective Bodies.

The President, if he deems it necessary, may invite natural or legal persons to participate in the meetings of the Bodies of the Fund.

The office of President has no compensation.

In case of temporary impediment, the President is replaced by the Vice President.

Art. 28 - (Financial Year - Financial Statements * Budget)

The financial year begins on January 1st and ends on December 31st of each year.

The Board of Directors prepares and convenes the Assembly:

- I. by and no later than 31 December for the approval of the Budget for the following financial year;
- II. by June 30 of each year for the approval of the final financial statements relating to the previous financial year ended on December 31 ("**Financial Statements**")

The Separate Financial Statements must be prepared by adopting formats suitable for an adequate representation of the Fund's operational reality, taking into account –

where applicable, in the specific context - the provisions of the Civil Code in force on the matter.

The Financial Statements, accompanied by the Management Report, must be made available to the Associates at least five (5) days before the Associates' Meeting called for its approval and, if an Auditor has been appointed, must be accompanied by the Auditor's Report at the Balance.

Any management surpluses, which arise at the end of the social years, must be used to increase the Fund's assets to meet the association's purposes.

Art. 29 - (Dissolution of the Fund)

The decision regarding the dissolution of the Fund and the appointment of the Liquidators, as well as the decision regarding the devolution of any residual assets, are the responsibility of the Extraordinary Members Meeting on proposal of the Board of Directors.

Art. 30 - (Regulation)

The technical and administrative functioning of the Fund, the methods of admission, the rights and duties of the Member and of the Fund, the cases of cessation of the status of Member, and in general the profiles of the present Statute already referred to, are governed by the Regulation interior approved by the Assembly.

Art. 31 - (General applicability)

This Statute will be automatically applied, in the face of subsequent Understandings or Trade Union Agreements, to each Employer Trade Union Association or Company signatory to such Understandings or Agreements, and possibly to their personnel.

Article 32 (Competent Court)

For anything not provided for by the Articles of Association and the Regulations, the relevant laws apply.

For any dispute that may arise in the application of this Statute, the Court of Genoa will be competent.