



REPUBLIC OF SAN MARINO

DELEGATED DECREE no. 22 of 26 February 2015

(Ratifying Delegated Decree no. 212 of 5 December 2014)

We the Captains Regent of the Most Serene Republic of San Marino

Having regard to Delegated Decree no. 212 of 5 December 2014 - "Incorporation of the company "Poste San Marino S.p.A." - which has been promulgated:

Having regard to Article 70, paragraph 11, letter c) of Law no. 174 of 20 December 2013;

Having regard to Congress of State Decision no. 25 adopted in its sitting of 11 November 2014;

Having regard to the amendments to the above-mentioned Delegated Decree, which were introduced at the time of its ratification by the Great and General Council in its sitting of 19 and 20 February 2015;

Having regard to Decision no. 8 adopted by the Great and General Council on 20 February 2015;

Having regard to Article 5, paragraph 3 of Constitutional Law no. 185/2005 and to Articles 8 and 10, paragraph 2 of Qualified Law no. 186/2005;

Hereby promulgate and order the publication of the final text of Delegated Decree no. 212 of 5 December 2014, as modified following the amendments approved by the Great and General Council at the time of its ratification:

INCORPORATION OF THE COMPANY "POSTE SAN MARINO S.P.A."

Single Article

1. By 31 May 2015, the notary public in charge shall draw up the deed of incorporation of the company "Poste San Marino S.p.A." in the forms required by law and shall deposit a certified copy thereof with the Registry within thirty days of the date of registration, together with the documents proving that the conditions required by the legislation in force have been met, for the purposes of registration in the Company Register.
2. The company "Poste San Marino S.p.A." shall be governed by the articles of association attached to this Delegated Decree.

Done at Our Residence, on 26 February 2015/1714 since the Foundation of the Republic

THE CAPTAINS REGENT

THE MINISTER OF
INTERNAL AFFAIRS
Gian Carlo Venturini

Annex A to Delegated Decree no. 22 OF 26 February 2015

Articles of Association of Poste San Marino S.p.A.

Art. 1

(Registered name)

1. The joint-stock company "Poste San Marino S.p.A." shall be governed by these Articles of Association.

Art. 2

(Registered office and duration)

1. The company shall have its registered and administrative office in the territory of the Republic, more specifically in Serravalle, Ciarulla, 32, Strada Borrana, and its duration shall be until 31 December 2100. The duration may be extended by means of a decision adopted by the extraordinary shareholders' meeting.

Art. 3

(Corporate purpose of San Marino Poste S.p.A.)

1. The purpose of San Marino Poste S.p.A. shall be to carry out, in corporate form:
 - a) International postal service, also fulfilling, in this context, representation functions on behalf of the Republic of San Marino;
 - b) Collection, sorting, transport and delivery of mail in the territory;
 - c) Postal financial services described hereunder:
 - 1) Banking activities, limited to the collection of savings by means of deposits, including postal current accounts, and through securities, including bonds;
 - 2) Payment services, as defined in Annex 1, letter I to Law no. 165 of 17 November 2005 and subsequent amendments;
 - 3) Electronic money issuance services, as defined in Annex 1, letter J to Law no. 165 of 17 November 2005 and subsequent amendments;
 - 4) Collection and transfer of funds within the international Eurogiro and Moneygram circuits;
 - 5) Postal money order issuing and payment;
 - 6) Placement of financial instruments on behalf of the State;
 - 7) Credit or financial exposures solely to the State and the Overall Public Sector.
 - d) Other services delegated by the Public Administration and the Overall Public Sector, provided that they are compatible with its organisational structure and staffing, and subject to authorisation by the Central Bank, where applicable;
 - e) Collection and payment services delegated by the Treasury Service of the Central Bank of the Republic of San Marino, as well as those delegated by public offices and bodies;
 - f) Any other activity functional and instrumental to the development of postal and financial services.
2. The achievement of the corporate purpose may also be pursued through third companies, of which Poste San Marino S.p.A. may promote the incorporation or acquire shareholdings, in compliance with the supervisory provisions in force and subject to authorisation by the Central Bank of the Republic of San Marino, where applicable.
3. The company may carry out all operations deemed necessary or useful to achieve its corporate purpose, including real estate, securities, commercial, industrial, financial operations and sale of goods and services consistent with the corporate purpose, in compliance with the supervisory provisions in force and subject to the authorisation by the Central Bank of the Republic of San Marino, where applicable.

Art. 4
(Activities and services)

1. Poste San Marino S.p.A. shall manage its services in a cost-effective manner and shall be the Postal Operator competent to implement the provisions of international conventions and acts in postal matters ratified by the Great and General Council.
2. The activity of the company shall include the following services:
 - a) Postal Services;
 - b) Postal Financial Services.

Art. 5
(Share capital)

1. The share capital shall be equal to € 3,000,000.00, divided up into 30,000 ordinary shares with a par value of € 100.00 each, and shall be entirely owned by the State.
2. Upon proposal of the Board of Directors and in accordance with the forms set out in Article 23, paragraph 2 below, the company's share capital may be increased or reduced, in compliance with the supervisory provisions in force.

Art. 6
(Profit for the year)

1. The company's profit shall be paid to the State, except for reinvestment or allocation to the reserve funds, in accordance with the directions of the Congress of State and with what required by law, and at least equal to the minimum allocation to the ordinary reserve fund established by the prudential supervisory rules in force on capital adequacy.
2. The amounts allocated to the ordinary reserve fund shall only be used to cover losses and for future share capital increases.

Art. 7
(Bodies)

1. The following shall be the bodies of Poste San Marino S.p.A.:
 - a) Shareholders' Meeting;
 - b) Chairman;
 - c) Board of Directors;
 - d) Director General;
 - e) Board of Auditors.

Art. 8
(Shareholders' Meeting)

1. The Shareholders' Meeting shall be composed of the Sole Shareholder of the company, whose representation shall be delegated to the Government Syndics. The Minister responsible for Post shall also take part in the Shareholders' Meeting, or in case of absence or impediment, another member of the Congress of State specifically delegated for this purpose shall take part therein.
2. The Shareholders' Meeting shall be presided over by the Chairman of the Board of Directors or, in case of absence, by the Deputy Chairman, appointed pursuant to Article 12, paragraph 6. In case of absence of the Deputy Chairman, the Shareholders' Meeting shall indicate the Chairman of the sitting.

Art. 9

(Convening of the Shareholders' Meeting)

1. The Shareholders' Meeting shall be ordinary and extraordinary and shall be convened on first and second call.
2. The Ordinary Shareholders' Meeting shall be convened at least once a year during the first five months of the financial year.
3. The Shareholders' Meeting shall also be convened in extraordinary session whenever the Chairman or the Board of Directors deem it necessary or when a motivated and written request is made by the Sole Shareholder; in such cases, the Shareholders' Meeting shall take place within thirty days of the request.
4. The Shareholders' Meeting shall be convened by registered letter to be sent at least fifteen days before the date fixed for the meeting.
5. The letter shall indicate the day, time and place of the meeting, which shall in any case be held in the territory of the Republic, and shall contain the list of agenda items.
6. In the letter convening the Shareholders' Meeting, the date and time of the second call may be indicated. If the date and time of the second call are not indicated in the letter, the Shareholders' Meeting shall be convened again within thirty days from the date of the first call and the time-limit for the call shall be reduced to eight days.

Art. 10

(Decisions of the Shareholders' Meeting)

1. The Ordinary Shareholders' Meeting shall be competent to:
 - a) Approve the budget;
 - b) Approve staff requirements as defined by the Board of Directors;
 - c) Provide directions and control the activity carried out by the company, in accordance with the legislation in force.
2. The Extraordinary Shareholders' Meeting shall be competent to:
 - a) Make statutory amendments to be submitted to the Congress of State for their subsequent adoption through delegated decrees;
 - b) Adopt liability actions against the Directors, members of the Board of Auditors and auditors;
 - c) Purchase, exchange, transfer and sell to third parties real estate owned by the company, only following the exercise of pre-emptive rights by the State, including the issue of guarantees;
 - d) Create, subrogate, subordinate, cancel and waive mortgages on the company's real estate, as well as any kind of transcriptions and annotations;
 - e) Propose to increase or reduce the share capital;
 - f) Dissolve in advance the company or extend its duration;
 - g) Appoint the liquidator.

Art. 11

(Minutes of the Shareholders' Meetings)

1. The Shareholders' Meeting shall appoint a Secretary to take the minutes of the meeting from among the company's employees. In case of absence or impediment of the Secretary, the minutes shall be taken by another employee appointed for this purpose.
2. The minutes of the Shareholders' Meetings shall be signed by the Chairman and the Secretary. The minutes bearing the Chairman's signature shall constitute evidence in court and before any judicial and administrative authority, as well as before any third parties.
3. A certified and integral copy of the minutes of each Shareholders' Meeting shall be sent to the Central Bank in the manner and within the time-limits provided for by the supervisory provisions in force.

Art. 12
(Board of Directors)

1. Poste San Marino S.p.A. shall be managed by a Board of Directors.
2. The Board of Directors shall be appointed by the Great and General Council. It shall consist of five members, including the Chairman, chosen from among people with skills and experience in the economic and/or legal field and meeting the requirements of good repute, professionalism and independence set forth by the supervisory provisions in force.
3. Unfit Persons under the Company Law shall not hold the office of member of the Board of Directors and shall be immediately removed from office if appointed.
4. The members of the Board of Directors, including the Chairman, shall remain in office for three years and may be re-appointed only once, for a total maximum duration of 6 years.
5. The mandate of the members of the Board of Directors shall expire on the date of the meeting convened to approve the budget for the last financial year of their mandate and they shall remain in office until the appointment of the new members by the Great and General Council.
6. During the earliest possible meeting, the Board of Directors may appoint a Deputy Chairman from among its members for the sole purpose of replacing the Chairman in case of temporary absence or impediment. In any case, this position shall not be subject to any additional remuneration.

Art. 13
(Convening of the Board of Directors)

1. The Chairman shall convene the Board of Directors, set the agenda and coordinate its works, in addition to ensuring that adequate information on the agenda items is provided to all members and auditors.
2. The meetings of the Board of Directors shall be convened by means of a notice containing the agenda to be sent to the Directors by registered letter, fax or e-mail at least five days before the meeting.
3. In cases of urgency, the meeting may be convened without complying with the time-limit referred to in the preceding paragraph with at least one day's notice.
4. The Board of Directors shall meet whenever the Chairman deems it appropriate or at least three of its members so request, indicating the matters to be submitted to the Board.
5. The Board of Directors shall also meet whenever the Director General or at least two members of the Board of Auditors so request.
6. The meetings of the Board of Directors shall only be attended, in addition to its members, by the members of the Board of Auditors, the Director General, the Secretary taking the minutes and any third parties, provided they are invited.

Art. 14
(Validity of the meetings and of the decisions of the Board of Directors)

1. The Board of Directors shall meet at least once a month and it shall be convened either by the Chairman or by the Deputy Chairman in case of absence or impediment.
2. The meetings of the Board of Directors shall be valid if the majority of its members are present.
3. The decisions shall be taken by an absolute majority of its members. In the event of a tie, the Chairman shall have the casting vote.
4. The meetings of the Board of Directors and the decisions made shall result from the relevant minutes.
5. The members of the Board of Directors shall be required to report any conflict of interest in relation to the topics discussed.

Where a member of the Board of Directors is found in a position of conflict of interest, he shall abstain from the relevant discussion and voting and shall temporarily leave the meeting room. The abstention shall be recorded in the minutes.

6. The Director General and the members of the Board of Auditors shall take part in the meetings of the Board of Directors without voting rights. The duty of abstention referred to in the preceding paragraph shall also apply to the Director General and the members of the Board of Auditors.

Art. 15

(Minutes of the meetings of the Board of Directors)

1. The Board of Directors shall appoint a Secretary to take the minutes of the meeting from among the company's employees. In case of absence or impediment of the Secretary, the minutes shall be taken by another employee appointed for this purpose.
2. The minutes of the meetings of the Board of Directors shall be signed by the Chairman, or by the Deputy Chairman in case of absence, as well as by the Secretary taking the minutes.
3. The minutes bearing the Chairman's signature shall constitute evidence in court and before any judicial and administrative authority, as well as before any third parties.

Art. 16

(Powers of the Board of Directors)

1. The management of the company shall be the exclusive responsibility of the Board of Directors, which carries out the operations necessary for the achievement of the corporate purpose.
2. The Board of Directors shall:
 - a) Implement the decisions of the Shareholders' Meeting;
 - b) Adopt the acts and carry out any initiative useful to achieve the purposes, as well as to perform the activities and provide the services referred to in Article 4;
 - c) Decide on the stipulation of contracts for the supply of goods and/or services to the company and authorise the Director General and the Deputy Director to sign them;
 - d) Decide on contracts and/or private negotiations for the supply of goods and services to the company and establish the relevant criteria;
 - e) Propose to the Shareholders' Meeting the acquisition and transfer of real estate functional to the activities falling within the competence of the company;
 - f) Propose to the Shareholders' Meeting that loans be taken out;
 - g) Propose the budget to the Shareholders' Meeting;
 - h) Propose to the Shareholders' Meeting the rules for the distribution of profits and the coverage of losses, including any allocations to reserve funds not provided for by law;
 - i) Appoint the Director General, subject to the approval of the Congress of State;
 - j) Decide on the hiring of personnel and the appointment of the Deputy Director upon proposal of the Director General;
 - k) Sign, with the trade unions, agreements, integrations or changes to the contractual annexes concerning the employment relationship of the company's employees;
 - l) Enforce the disciplinary measure of dismissal in the cases reported by the Director General;
 - m) Establish the remuneration, allowances and other contractual conditions for external consultants;
 - n) Propose to the Shareholders' Meeting all decisions that it deems appropriate to submit for assessment;
 - o) Decide on the introduction and/or elimination of products upon proposal of the Director General;
 - p) Decide to outsource specific operations connected with the performance of the company's postal and financial services;
 - q) Decide on all measures necessary for the functioning of the company and for the production and regular provision of services;

- r) Adopt internal regulations relating to the sectors in which the company's activities are divided;
- s) Establish the need for the professional resources necessary for the regular provision of services in agreement with the Director General;
- t) Define the programmes, studies and projects in consultation with the Director General;
- u) Establish parameters and criteria for assessing the professional performance of employees;
- v) Fix, for the sectors concerned, the application of a performance-based remuneration linked to the achievement of objectives assigned to personnel;
- w) Decide on the establishment and closure of secondary offices, post offices and branches;
- x) Issue implementing and service regulations;
- y) Decide on the adoption of the tariffs for postal products in a free market regime and the fees for the financial services provided, and propose to the Congress of State the tariffs for the postal services covered by the Universal Postal Service;
- z) Decide on any other matter deemed useful to the interests of the company.

3. The Board of Directors may delegate individual acts to the members of the Board of Directors and to the Director General, and may establish the way in which the decisions adopted by the delegated members shall be communicated to the Board of Directors.

4. The Board of Directors shall also establish the criteria according to which the power to sign shall be exercised and may confer special powers of attorney to carry out specific acts or transactions upon managers or officials of the company.

5. The Board of Directors shall adopt the code of ethics as an expression of the ethical commitments and responsibilities to which the directors, employees and collaborators of the company are subject.

Art. 17 *(Chairman)*

1. The Chairman shall be the legal representative of the company.

2. The Chairman shall be appointed by the Great and General Council, shall remain in office for three years and may be re-appointed only once, for a total maximum duration of 6 years.

3. The Chairman shall convene and preside over the Board of Directors and the Shareholders' Meeting.

4. In case of need and urgency, the Chairman shall be entitled to adopt, jointly with the Director General, urgent initiatives falling within the competence of the Board of Directors, without prejudice to the obligation to convene the Board of Directors as soon as possible for the necessary ratification.

5. In case of absence or impediment, the functions of the Chairman shall be performed by the Deputy Chairman, if appointed. In dealing with third parties, the Deputy Chairman's signature shall constitute legal evidence of the absence or impediment of the Chairman.

Art.18 *(Director General)*

1. The office of Director General shall be assigned through a private law contract for a three-year term, which may be renewed.

2. The office of Director General shall be held by San Marino nationals or residents who meet the following requirements:

- a) Qualification: master's degree in finance, economics, business economics, law or degree in administrative subjects related to the functions to be performed or in management engineering;
- b) Good knowledge of English or French and of computer tools;
- c) At least five years' experience in the management of postal and/or financial services;
- d) Good repute and independence in accordance with the supervisory provisions in force for the head of the executive body.

3. The Director General, as head of the executive body, shall be responsible to the Board of Directors for the coordinated functioning of the company, through the optimal use of human, economic and instrumental resources for the implementation of policies, directives and programmes and the achievement of the assigned objectives.

4. The Director General shall attend the meetings of the Board of Directors without voting rights.

5. The Director General shall:

- a) Be the head of staff;
- b) Supervise the technical and administrative operations of the company;
- c) Sign ordinary correspondence and all acts that are not the responsibility of the Chairman;
- d) Report on the situation of the company to the Board of Directors on a monthly basis;
- e) Perform all duties and functions assigned to him by rules, regulations, the Chairman and the Board of Directors;
- f) Ensure the regular provision of the services for which the company is competent;
- g) Implement the decisions of the Board of Directors and the measures taken in an emergency situation pursuant to Article 17, paragraph 4 above;
- h) Issue binding orders and instructions to personnel, including the distribution of tasks and duties, as well as disciplinary measures not reserved to the Board of Directors;
- i) Prepare the company's organisational chart to be submitted to the Board of Directors for approval;
- j) Agree, with the trade unions, agreements, integrations or changes to the contractual annexes concerning the employment relationship of the company's employees;
- k) Sign ordinary administration acts necessary for the functioning of the company, which the rules in force do not delegate to other corporate bodies or expressly to him;
- l) Prepare the draft financial statement in accordance with the company law and banking supervisory provisions, to be submitted to the Board of Directors;
- m) Sign any other document relating to the company's functions and provide for everything else necessary for the regular performance of the company's functions and services;
- n) Enter into contracts for the supply of goods and services subject to a decision of the Board of Directors.

6. In case of absence or impediment of the Director General, his functions shall be performed by the Deputy Director. In dealing with third parties, the signature of the Deputy Director shall constitute legal evidence of the absence or impediment of the Director General.

Art. 19

(Board of Auditors)

1. The members of the Board of Auditors shall be appointed by the Great and General Council, shall remain in office for three years and may be re-appointed only once, for a total maximum duration of 6 years.

2. The Board of Auditors shall be composed of three members, who shall meet the requirements of good repute, professionalism and independence provided for by the supervisory provisions in force, of whom at least two shall be registered in the Register provided for by Law no. 146 of 27 October 2004 and subsequent amendments. A member of the Board of Auditors shall be registered in the Professional Register of Lawyers and Notaries of the Republic of San Marino.

3. At its earliest possible meeting, the Board of Auditors shall elect a Chairman from among its members.

4. The Board of Auditors shall operate in accordance with the procedures, powers and duties provided for by the Company Law and by the supervisory provisions in force, including the verification of compliance, by the executive bodies, with such supervisory provisions.

Art. 20

(Incompatibility, revocation and removal from office of the bodies)

1. The position as member of the Board of Directors, Chairman and member of the Board of Auditors shall be incompatible with:
 - a) The position of member of the Great and General Council, of the Congress of State, of magistrate, of member of the Police Corps and of employee of Poste San Marino S.p.A.;
 - b) The acceptance of corporate offices or shareholdings in companies, organised on an individual or corporate basis, that have competences, interests or carry out activities or functions similar to, connected with or related to those of the company;
 - c) The positions of manager, official or employee in the companies referred to in letter b);
 - d) The holding of shares or any interests in the companies referred to in letter b).
2. The members of the Board of Directors and of the Board of Auditors shall be removed from office by the Congress of State if they no longer meet the conditions laid down in the paragraphs above or if they are no longer able to carry out their activity.
3. In the event of voluntary resignation, the members of the Board of Directors, of the Board of Auditors and the Chairman shall remain in office until they are replaced.
4. The replacement of removed, revoked or resigned members shall be made by the Congress of State at the earliest possible meeting following notification.
5. The position of Director General shall be incompatible with:
 - a) The position of member of the Great and General Council, of the Congress of State, of magistrate and of member of the Police Corps;
 - b) Any other employment, trade, industry and profession;
 - c) Elective or representative positions in political parties and movements, professional associations or trade unions.

Art. 21

(Auditors)

1. Upon proposal of the Shareholders' Meeting, the Board of Directors shall confer the task of auditing and certifying the financial statements upon an auditing firm registered in the register of accounting auditors pursuant to Law no. 146 of 27 October 2004 and subsequent amendments, or in another register pursuant to Article 33, paragraph 3 of Law no. 165 of 17 November 2005 and subsequent amendments.

Art. 22

(Liability)

1. Poste San Marino S.p.A. shall be subject to the liability provided for by Law no. 99 of 29 July 2013.
2. The liabilities of the members of the Board of Directors, of the Board of Auditors and of the Director General shall be those provided for by the Company Law and by the supervisory provisions in force. They shall be liable for damage caused to the company and to third parties by wilful intent, gross negligence and non-compliance with the provisions in force.
3. The parties referred to in the previous paragraph shall also be required, if they no longer meet the requirements of good repute or independence, to immediately inform the Board of Directors and the Board of Auditors thereof.

Art. 23

(Final provisions)

1. For all matters not governed by these Articles of Association, reference shall be made to Article 70 of Law no. 174 of 20 December 2013, to Law no. 165 of 17 November 2005 and subsequent

amendments and to the provisions implementing this Law of the Central Bank of the Republic of San Marino, as well as, in addition, to the Company Law.

2. The amendments to these Articles of Association decided by the Extraordinary Shareholders' Meeting and authorised by the Central Bank of the Republic of San Marino shall be adopted by means of a delegated decree. It shall be the responsibility of the Chairman to transmit to the Congress of State, together with the minutes of the Meeting, the authorisation of the Central Bank prior to the adoption of the delegated decree.