



REGULATIONS

**APPROVED BY
THE EXTRAORDINARY ASSEMBLY OF 12/07/2023**

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TITLE I

MEMBERSHIP

CHAPTER I – Minimum membership requirements

For the companies providing rentals of no-driver vehicles, the minimum Full Membership requirements are:

- by size: 50 employees or at least Euro 10 million in annual turnover;
- by business history: at least two years seniority as a stable organisation in Italy (except in the case of multinational start ups that are already operating abroad) and a widespread local distribution.

For all other areas, the requirements are established by the General Council upon proposal by the individual Sections.

Both in the case of an application for Full Membership and Associate Membership, the company must submit, together with the required documentation, a report about the activity it carries out in Italy and abroad, specifying:

- the turnover of the previous year;
- the number of employees (office workers, managers, executives);
- the name of its legal representative;
- the company-owned fleet;
- the presentation by an actual Full Member;
- a self-certification proving the absence of civil and criminal proceedings on the part of its shareholders/directors - a chamber of commerce report and the financial statements of the last two years.

CHAPTER II - Membership Application Verification Procedure

Membership applications are verified by the Association's technical department, which reports the results to the General Council. Verification is normally carried out within 90 days of receipt of the application.

For the purpose of this verification, additional information may be requested from the applicant company. In this case, the 90-day period begins upon receipt of the complete documentation supporting the application.

Membership application verifications are carried out in accordance with the minimum requirements defined in Chapter I above.

With regard to the further requirements established by the General Council on the proposal of the individual sections, they may only apply in respect of a membership application if they have been formalised before the application is submitted.

CHAPTER III - Communication, finalisation and appeal of decisions on membership applications

The membership starts when the General Council (hereinafter GC) issues its decision, once all procedural formalities are completed, as required in the current Regulations and in the Articles of Association, and upon paying the membership fee.

The positive-negative decision made by the GC is communicated by e-mail to the applicant and to all Full Members.

If the GC decision is negative, an appeal can be submitted by the applicant company to the Assembly within 10 days.

It is possible to file an appeal against the negative decision of the Assembly, with no suspensive effect, with the Special Board of Arbitration of ANIASA within a mandatory 10-day period from the decision. The decision of the Board must be issued within the following 30 days and it is final.

Only Full Members may submit to the Special Board of Arbitration a complaint against a decision on admission by indicating clearly any procedural reasons and any other compelling reason within a mandatory 10 day period from the communication, pursuant to the second paragraph. This decision must be issued within 30 days and it is final.

Once the above terms have elapsed without any opposition, the company is automatically admitted.

CHAPTER IV - Membership fees

The membership fee amounts and their breakdown are defined with an Assembly resolution upon recommendation by the General Council.

Auxiliary items aimed at covering the costs of specific projects and the Sector Funds, as per the Assembly resolutions, are part of the fee payment obligation.

Any other amounts resolved on by the individual Section assemblies and intended to cover project costs, are also part of the fee payment obligation as long as the resolution is based on an absolute majority.

The member companies that pay the minimum fee amount are required to pay it by 31 March of each year.

Half of the membership fee (inclusive of any other amounts, as explained above) must be paid by 31 March of each year, whereas the other half must be paid by the following 30 September. By 30 June of each year, the Associate Members are required to send all documentation specific to the Section to which they belong. The fees due by 31 March are calculated on 50% of the amount paid in the previous year, whereas the balance due by 30 September is recalculated based on the items used to calculate the fees of the previous year.

If the membership is granted during the year, the payment of the fee must cover the entire year if the decision is made in the first half year, whereas it will be reduced by half if the decision is made in the second half year.

If a termination is decided by the GC, the member company is required to pay the fees until the end of the current year and to provide all statements, as explained in paragraph 5. Otherwise, the fee amount will be determined based on the data of the previous year with an additional 10%.

In the event of a merger among member companies, the fee remains based on the amounts due by the individual merging/merged companies.

If the membership fees are not paid within 90 days from expiry of the terms under paragraph 4 of this article, the company is formally considered as defaulting and will be sent a warning notice, by registered mail with returned receipt or PEC, requiring it to pay an additional 10% of the outstanding fee. From the date of the formal notice and until the payment of the due amount, the membership is suspended, with the simultaneous suspension of the right to all association services.

After 90 days from the payment due date, if the company is still partially or entirely in default, membership is terminated, due to its default status, upon resolution issued by the GC and with the consequent activation of legal proceedings before the competent Court of Rome in order to recover the fees and any additional amounts due.

The Association reserves the right to collect autonomously (e.g. chamber of commerce report, etc) the missing documentation under paragraph 5, charging the defaulting companies with the administrative expenses incurred, notwithstanding the provisions of the previous paragraphs.

If the company does not send, by the due date of 30 June, the documentation required for the calculation of the membership fees, this represents a default of the obligations set forth in the Articles of Association, article 6, paragraph 8, letter d). The Association, in the default cases described above, will also calculate the fees to be collected through legal proceedings based on the last annual contribution paid by the defaulting company.

CHAPTER V - Termination of the membership: reasons and methods

The status of "member" is terminated if:

- a) the company withdraws, by registered letter with return receipt, with the advance notice indicated in the Articles of Association and according to the methods and terms set forth in article 4 thereof;
- b) the company's business is discontinued, from the time of the formal communication;
- c) the company no longer meets the admission requirements and/or the obligations arising from the Articles of Association are not fulfilled;
- d) the company declares bankruptcy, upon definitive judgement;
- e) the company is expelled in the cases set forth in CHAPTER V of these Regulations;

- f) the trade agreement of an Associate Member (licensing or franchising) with a Full Member is terminated or the membership of the latter with ANIASA is terminated, pursuant to article 4, penultimate paragraph.

With the termination of the membership, the member loses automatically the right to hold an office within ANIASA and the Confindustria system, as well as any other external representation assignments.

A Company with a terminated membership is in all cases required to pay the membership fees according to the following:

- a) in the case of resignations, within the set forth terms; in the case of the business of the company being discontinued and/or a bankruptcy declared with definitive judgement: until the date contractually set forth for the expiry of the membership;
- b) if the resignations have been submitted beyond the terms set forth in the Articles of Association: until expiry of the membership that was automatically renewed for a year.

In all cases, the member is not exempted from fulfilling the commitments undertaken at the admission time.

CHAPTER VI – Penalties

The members defaulting on the obligations set forth in the Articles of Association, are subject, upon resolution by the GC, to the following penalties, according to the severity of the charges:

- a) censure, by the Chairman of the Association, communicated in writing and justified;
- b) suspension from the right to participate in the Assembly;
- c) suspension from voting and/or for standing as a candidate;
- d) suspension from any service and corporate activity, for a period not exceeding six months;
- e) revocation of the appointment as the company's representatives who hold offices or have been assigned tasks to be carried out in external representative sites;
- f) expulsion in the case of: recurrent default, conduct harming the image and name of the Association, omission of statements or other serious defaults of the obligations arising from these Articles of Association or from the Code of Ethics of Confindustria.

The penalties are decided upon, also collectively, by the GC, with justified reasons, and will be communicated to the other members.

As regards the resolutions of the GC, the member company will be able to appeal with the Arbitrators within the term of 15 days from the date of notification of the decision. The appeal has no suspensive effect.

Following the appeal filed by the expelled company, after at least three years from the expulsion, an application for re-admission may be submitted

for a preliminary review to the Sector Assembly before being submitted to the decision of the GC.

The member company that does not comply with the Articles of Association provisions may, by resolution of the GC:

- a) be called to fulfil its duties;
- b) if a conduct may harm the good standing of the Association or in the case of proven untruthful and/or omitted declarations, the member company may be declared undesirable and therefore expelled from ANIASA with a justified ruling which may be properly communicated to the other member companies.

As regards the resolutions issued by the GC under previous letters a) and b), the member company will be able to appeal with the Arbitrators within the term of 15 days from the date of notification of the decision. The appeal has no suspensive effect.

TITLE II

FUNCTIONING OF CORPORATE BODIES

CHAPTER I - Convening, constitution and execution of the Assembly

In implementing the rules set out in Articles 9 and 10 of the Statutes, assemblies are divided into ordinary and extraordinary assemblies and are chaired by the President. The Assemblies can be Ordinary or Extraordinary and are chaired by the Chairman.

They are both convened by the Chairman through a signed notice containing the indication of the venue and time of the meeting as well as the agenda, to be mailed to each member at least 15 days before the meeting date (if urgent, this term is reduced to 10 days). The transmission may be done by e-mail or fax, with request for receipt confirmation.

For the voting, except for the election of corporate offices for which the secret ballot is used, the method adopted is the one recommended by the Chairman, unless the majority of the participants in the Assembly request a different method.

The Ordinary Assembly is validly constituted if at least 51% of the votes attributed to the member companies and at least 51% of the member companies are represented (except for Associate Members).

It resolves based on an absolute majority of the votes present and represented.

The Extraordinary Assembly resolves on the cases and with the majorities set forth in articles 16 and 17 of the Articles of Association.

The Chairman may add items to the agenda as long as they are communicated at least 48 hours before the Assembly takes place.

The agenda must be sent in advance to the Supervisory Board.

The attribution of votes is based on a ratio of 1 vote for every Euro 500 paid as a membership fee.

Without prejudice to the attribution of votes by the Assembly, the members who have paid the fees required by the Association as at its convening date, as per article 9 of the Articles of Association, have voting rights and the right to stand as candidates.

The Assembly may resolve on the establishment of Workgroups composed of members designated by the member companies who may use the advice of external consultants.

The Workgroups, which may not be chaired by a member of the General Council, must meet and express opinions and positions on issues that are relevant for the Association, performing activities of an advisory-proposal nature.

The Association's Chairman chairs the Assembly; in the event of his/her absence or impediment, he/she will be replaced by the most senior, in age, GC member.

The secretary functions are assigned to the Secretary General or to another resource identified within the Association technical structure.

A power of attorney may be issued to another member company, as long as the membership fees have been paid. Each member company may be issued only one power of attorney

No permanent invitations are authorised, except in those cases set forth by the law. In fact, only invitations to single assemblies are allowed based on the contribution that may be given to the agenda items and, in all cases, invitations are decided by the Chairman.

It is the right of the Chairman to propose a change to the sequential order of the agenda items, unless at least 50% of the votes present object thereto.

An Assembly can be simultaneously held in several venues by using video-teleconferencing; in this case the Secretary General and the Chairman of the Assembly must be attending the meeting at the venue where the Assembly has been convened, with the support of coordinators attending at the connected venues.

The voting and counting processes are carried out simultaneously and the results are announced at the registered office site.

Each member has the right to know the votes attributed to the member companies by consulting the lists kept and validated by the Head Office; however, it is not allowed to distribute or disseminate, other than to the Chairman, photocopies or excerpts of said lists.

CHAPTER II – Resolutions and minutes

The voting methods are:

Secret ballot: these votes are final when they concern persons (except for any unanimous request by the participants in the Assembly); the voting may be requested by 50% of the votes present at the Assembly; the Chairman may set the maximum duration of the election operations which, in all cases, must not exceed one hour; during this period, also the members of a body participating subsequently to the formal opening of the meeting are authorised to vote. In exceptional circumstances and in the case of an absolute necessity, the Chairman may admit the voting also before a formal voting session is opened.

Open ballot: it takes place by show of hands, called on, sequentially, by favourable, contrary and abstained; in the case of a tie, the Chairman vote has a double value. For the approval of amendments to the Articles of Association/Regulations and for the dissolution of the Association, the voting by roll call is adopted, where the members

are called in alphabetical order, or an open ballot on paper may be used with the identification of the voting parties.

Participation in video and audio conference is allowed. In this case, the connected in video/teleconferencing participate in the open ballot voting, except for the activation of methods adopted to guarantee the secrecy of the vote.

The Assembly meetings are recorded in the minutes which are then sent to all the members once approved by the Supervisory Board;

The minutes are considered as approved 15 days after sending them to all members if no requests for changes are received. Consultation of the minutes is authorised for those member companies that have paid the association fees and who hold this status as at the date of the Assembly to which the minutes to be consulted refer

CHAPTER III - Formation and Functioning of the General Council

In implementing the rules defined in Articles 9 and 11 of the Articles of Association, in the election of the President, Vice-Presidents and Members of the General Council, effective members in good standing who have paid the membership fees required by the Association as at the date of convocation, as set forth in Chapter I above, shall have

the right to vote.

In implementing the rules defined in Article 11 of the Articles of Association, representatives of companies associated with Aniasa, who have accrued the right to vote by serving as a full member for more than five years and have paid the membership

fees required by the Association as at the date of convocation, may run for election as President, Vice-Presidents and Members of the General Council.

The majorities required for the regular constitution and valid deliberations of the General Council are governed by the rules defined in Article 11 of the Articles of Association

TITLE III **MEMBERSHIP OFFICES**

CHAPTER I - Access requirements

In order to hold the office of Chairman and the office of member of the GC it is necessary to meet the requirements of a Full Membership as stated in the Confindustria Articles of Association.

The membership offices may not be held by subjects with previous convictions, even if they have not become final, due to offences identified by the Code of Ethics and/or to non-compliances with the Association values and considered particularly harmful to the image of Confindustria, as well as those to which disqualifications apply; in addition, those who show incompatibilities as regards an unauthorised accumulation of

offices and/or those who are holding political offices, may not hold the above corporate offices, as set forth in the resolutions issued by Confindustria.

The requirements of Full Membership and corporate responsibility of a relevant level do not apply to Arbitrators and Auditors.

Candidates for the office of Chairman and/or member of the GC, must be validated by a Special Board of Arbitration before submitting their candidacy to the Assembly for the voting.

CHAPTER II - Removal from office

The removal from office may be decided in the following cases:

- non-fulfilment of the requirements of corporate responsibility or requirements related to the official employment category: in the absence of voluntary resignations, the immediate removal from office is decided upon by the body to which the office holder belongs; in the case of the Chairman and the members of the GC, the decision is made by the Special Board of Arbitration, with the possibility of appealing with the remaining Arbitrators elected by the Assembly.

- unjustified absences: automatic removal, confirmed and declared by the body to which the office holder belongs and communicated by the Secretary, after 3 consecutive unjustified absences or non-participation in half of the meetings held during the calendar year; justification of an absence is not admitted after the start of the meeting.

The Special Board of Arbitration may decide, always and only based on a majority, on the removal from office for reasons that make it impossible to continue holding said office.

In critical situations, withdrawal from the office is an appreciated behaviour for the protection of the ethical value system; it is the right of the Special Board of Arbitration to advise and recommend such withdrawals to the involved parties.

Following a declaration of removal from office, re-electability is not admitted for at least one mandate period after said declaration. In the cases of a removal from office set up by the Special Board of Arbitration, the non re-electability extends to at least 2 subsequent mandate periods.

TITLE IV **CONTROL BODIES** **(Arbitrators and Supervisory Boards)**

CHAPTER I -Board of Arbitration: introductory petition and board constitution

The Board of Arbitration is activated with the submission of a petition to the Arbitration administrative office within 60 days from the facts deemed as prejudicial.

The term for an appeal regarding charged penalties is 10 days from the date of the communication of said penalties.

Contents of the petition: summary of the reasons and requests for intervention, indication of a trustworthy Arbitrator among the Arbitrators elected by the Assembly, as long as he/she does not belong to the Special Board.

The mandatory security deposit must be paid through bank transfer on the current bank account reserved for special projects. The amount of the deposit is set up at the beginning of the year by the Special Board, and must be between 20 and 50% of the minimum membership fee. A copy of the bank transfer receipt must be filed with the appeal.

Notification of the petition by the administrative office to the counterparty and request for the appointment of a trustworthy Arbitrator, within the 10 subsequent days; a refusal or unjustified delay represents a serious infringement of the association obligations and involves an automatic acceptance of the final arbitration decision.

Possibility of rejecting the arbitration assignment only for serious personal reason or in the cases set up by the Code of Criminal Proceedings; possibility of disqualification in the cases and according to the methods set forth in the Code of Civil Proceedings, upon a decision made by the Special Board. The presentation of a complaint only for the purpose of delaying the proceedings and based on ungrounded reasons represents a serious infringement of the membership obligations and entails the automatic acceptance of the arbitration judgement.

Identification of the Chairman of the Board by the 2 Arbitrators appointed by the parties; in the case of a dissent, the President of the Court of Rome must select the Chairman from among the Arbitrators elected by the Assembly.

Formal constitution of the Board of Arbitration within the following 10 days, concurrently with the opening of the preliminary investigation phase.

CHAPTER II - Board of Arbitration: preliminary investigation and decision

Discretion in the procedures and preliminary checks; possibility of holding personal interviews and exhibits of documents; in all cases, all provisions of the law in the area of privacy must be complied with.

Communication by the Board of Arbitration to the Arbitrators of Confindustria about the dispute assigned thereto; the Special Board of Arbitration of Confindustria, on its own initiative or upon request from the Board of Arbitration, may provide elements for the resolution of the disputes.

The decision of the Board is issued, also based on a majority, within 60 days from the date of its constitution, extendible for an additional 30 days. It is the right of a dissenting Arbitrator not to approve/sign the decision.

After the maximum term set up for the decision, the acts performed can be repealed because of exceeding the term. The repeal must be activated upon a petition submitted by the interested party.

Communication of the decision to the interested parties within 10 days thereof.

Possibility of appealing the decision with the Board of Arbitration of Confindustria by submitting a petition to its administrative office within a mandatory 20 day period from the date of the above communication.

In the event of relevant or calculation errors, possibility of adjusting the decision based on a petition submitted by the party or by the Board itself.

CHAPTER III - Special Board: composition, functions and procedure

Consisting of at least 3 Arbitrators. The members of the Special Board of Arbitration may not be appointed for the resolution of an internal dispute.

The Special Board intervenes on the recommendation of the executive bodies.

Functions: issues mandatory and binding opinions about the personal and professional background of the candidates for the offices of Chairman and Member of the General Council; interprets the regulations internal to Aniasa; declares removal from the Association's offices for reasons that would make the continuation of the assignment impossible and it formally convenes the Assembly in order to submit the decision for ratification; reviews the appeals regarding membership applications.

The decision of the Special Board may be appealed, not beyond 20 days from the date of their communication to the party/ies, with a petition submitted to the remaining Arbitrators who must meet for review purposes and decide based on a majority within 30 days from the date of receipt of the petition. The term for appealing with the Review Board concerning the penalties imposed by the Special Board, is 10 days from the date of communication of the penalties.

The appeal does not have a suspensive effect unless the Board determines that the offence is serious and an irreparable impact.

CHAPTER IV - Suspension of the procedural terms and administrative office

All procedures before the Arbitrators are suspended from 1 to 31 August and from 24 December to 6 January.

The administrative tasks of the Arbitrators are assigned to the Secretary General or to another resource of the technical structure, upon appropriate mandate. The administrative office collects in a four-year volume the decisions made, broken down by Board of Arbitration and Special Board of Arbitration.

CHAPTER V - Supervisory Board

The Supervisory Board consists of at least two professionals, expert in antitrust laws and compliance, who are selected based on a panel of candidates every 4 years (at halfway of the mandate of chairmanship). The term of office of Members of the Evaluation Board is four years and is renewable.

The Evaluation Board monitors the observance and application of the Association's Organisation and Control Model.

The Evaluation Board will in any case be responsible for verifying:

- attribution and contents of the specific mandates conferred to the GC;
- method for convening, conducting and recording the minutes of the Association meetings both for the GC and the Workgroups;
- compliance with the regulations applicable to the Workgroups already established and the new *Workgroups which may be established*;
- the correct implementation of the antitrust compliance actions defined in the Association's Organisation and Control Model.

Except as further provided for in the Association's Organisation and Control Model and Code of Ethics:

In particular, the Supervisory Board must receive:

- in advance, the convening notices for all meetings of the bodies of the Association and the Workgroups;
- the agenda of said meetings with a precise indication of the subject matters and an explicit exclusion of generic items (such as "Miscellaneous");
- the minutes of all the meetings that must be stored according to the Association body or Workgroup in a special archive of the Association, and made available to the members for consultation;
- any other information flows which will be established at a regulatory level for the controls internal to the Association.

The members of the Supervisory Board, separately or jointly, will always be invited and may, at their own discretion, decide whether to participate in the meetings of the bodies of the Association and the Workgroups.

The members of the Supervisory Board, separately or jointly, may always have access to the Offices of the Association, verify the regular performance of the activities, as well as carry out inspections and acquire documentation by accessing the information system; they have access to the archives of the Association and can set up interviews.

The Supervisory Board is required to document, also through the compilation and maintenance of special registers, all the performed activities, the initiatives and the provisions adopted, as well as all information and reports received. It is also required to record and store all the documentation created, received and collected in the course of the assignment and that is relevant for the correct performance of the assignment itself.

Except for the provisions of the Organisational and Control Model, and the Code of Ethics of the Association, if the Supervisory Board identifies the presence of possible critical elements, it must inform the GC thereof and the technical structure involved. The communication must contain the elements necessary for an assessment as well as a proposal for corrective actions. The communication may involve a suspension of the activities under assessment.

In particularly serious cases, the Supervisory Board may report the necessity for sanctioning: in this case, in addition to the communication above, it also sends a formal communication to the Special Board of Arbitration.

Any amendment made to the provisions set forth by the Supervisory Board pursuant to these Regulations, will be adopted exclusively by the Ordinary Assembly.

CHAPTER VI - Amendments to the Regulations

Any amendment to these Regulations must be approved by the Extraordinary Assembly, unless otherwise set forth.