

## Articles of Association of the Association HD Forum Italia

Approved on 18 April 2013 – Amended on 12 February 2014

### Article 1 - Name and Legal Form

1. Pursuant to articles 14 et seq. of the Italian Civil Code, an association to be recognized pursuant to Presidential Decree No. 361 of 10 February 2000 is hereby formed under the name "HD Forum Italia" (hereinafter "the Association").

### Article 2 - Registered Office

1. The Association shall have its registered office and head office in Rome, Italy.

2. The Association's registered office may be moved within that same municipality by resolution of the Board of Governors.

The Association shall conduct its activity throughout Italian territory, as well as abroad, and may establish branch offices, representation offices and official delegations for operational and/or administrative purposes both in Italy and abroad.

### Article 3 - Duration

1. The Association shall have a duration of 20 (twenty) years from its date of establishment on 19 September 2006, barring extensions approved by the Extraordinary General Meeting of the Members.

### Article 4 - Objects

Eschewing all profit motives, the Association shall pursue the objects of promoting and supporting the production, dissemination and

# Articles of Association of the Association HD Forum Italia

Approved on 18 April 2013 – Amended on 12 February 2014

use of audiovisual and multimedia content and the development of products, technologies and solutions in high definition (hereinafter "HD"). The Association's purview shall also extend to developments of HD, such as ultra-high definition (UHDTV1, also known as "4K," and UHDTV2, also known as "8K"), multi-dimension three-dimensional television (using both stereoscopic and holographic technology), and advanced media for telecommunications and future applications. Its objects shall also include the creation of technical publications concerning solutions, recommendations and specifications pertaining to the Association's activities. Any reference to "HD" hereunder shall also include the aforementioned developments.

## Article 5 - Activities

1. In pursuit of its objects, the Association shall perform the following activities:

- organizing, financing and participating in meetings, gatherings or events aimed at presenting and promoting HD;
- drafting, proposing and publishing documentation regarding technical solutions and recommendations, as well as collecting and processing statistical data and information concerning the various platforms available for use in the context of HD;
- representing its Members in relations with authorities and third parties, while safeguarding their general interests and fostering

## Articles of Association of the Association HD Forum Italia

Approved on 18 April 2013 – Amended on 12 February 2014

their technical and economic development;

- contributing, through the actions of the representatives of its Members, to the work of committees, entities and organizations, including at an international level;

- participating in international activities relating to the promotion and coordination of HD, and in particular the European HD Forum;

- promoting and pursuing direct or indirect actions aimed at achieving the aforementioned objectives; and

- reaching cooperative agreements with other organizations, entities, consortia and companies representing the audiovisual and telecommunications industry in order to achieve aims consistent with the Association's principles and objectives.

### Article 6 - Members and Honorary Members

1. Enterprises and public and private entities, whether recognized or unrecognized, organizations and consortia that habitually and professionally engage in activity in the context of HD shall be eligible to become members.

2. The Association consists of Members and Honorary Members.

3. Members ("Members") are those who have created the Association and those who apply to be admitted by specific written application,

## Articles of Association of the Association HD Forum Italia

Approved on 18 April 2013 – Amended on 12 February 2014

accompanied by a declaration of full knowledge and acceptance of the contents of these Articles of Association. Parties falling into the categories of reference set forth in Article 8 below may be admitted to the Association as Members. Acceptance of applications for admission shall be subject to deliberation by the Board of Governors.

4. Honorary Members are individuals who have significantly contributed to the progress of HD through academic studies, laboratory research, coordination of national or international technical standard-setting groups, industrial implementations or important audiovisual productions. Honorary Members shall be elected by the Board of Governors by the majority of vote-holders and by unanimous vote of the attendees of the voting Board of Governors, upon written proposal by the President, one Vice President and another Governor, or by at least five Governors not filling such offices, following thorough assessment by the Board of Governors of a document describing the *cursus honorum* of the proposal individual. Honorary Members shall be required to perform the duties set forth in Article 7 below.

5. The office of Honorary Member shall have a term equal to that of the Board of Governors that has elected the Honorary Member concerned. Honorary Members may only be re-elected by specific resolution of the Board of Governors.

# Articles of Association of the Association HD Forum Italia

Approved on 18 April 2013 – Amended on 12 February 2014

6. Honorary Members may be dismissed from office at any time, by resolution of the Board of Governors, with explicit justification but not subject to appeal by the dismissed Honorary Member.

7. There is no limit upon the number of Members.

## Article 7 - Rights and Obligations of the Members

By paying the association admittance dues set forth in Article 18, all Members obtain the right to take part in General Meetings, and, generally, the activities of the bodies in which they are called to serve, providing their professional, cultural and creative contributions in pursuit of the Association's objects.

2. Members shall keep the Association's activity in due confidence, acting in the spirit of cooperation in good faith according to their common interests.

## Article 8 - Categories of reference for Members

1. For the purposes of these Articles of Association, the following categories of reference in the context of HD are defined by convention ("the Categories of Reference"):

A) production of audiovisual and multimedia content;

B) supply of audiovisual and multimedia content;

C) dissemination and/or distribution of audiovisual and multimedia content;

## Articles of Association of the Association HD Forum Italia

Approved on 18 April 2013 – Amended on 12 February 2014

D) supply of audiovisual and multimedia content production and creation services;

E) manufacture and/or distribution of devices, electronic components, microprocessors and hardware and software technologies for the professional sector;

F) manufacture and/or distribution of devices and hardware and software technologies for the consumer sector;

G) companies belonging to industrial groups that perform the activities indicated in the foregoing points;

H) laboratories, research centres, entities and associations, whether for profit or not for profit, including training schools, operating in the telecommunications and/or audiovisual sector;

I) distribution chains for electronic products for end consumers with a significant presence in the national territory;

J) a category that performs activity related to and compatible with the object of the Association indicated in Article 4;

K) development and/or distribution of solutions and software components for the supply of products and/or services for the professional and/or consumer audiovisual sector.

2. Members shall be required to indicate a single Category of Reference from among those set out in paragraph 1 above upon joining the Association.

# Articles of Association of the Association HD Forum Italia

Approved on 18 April 2013 – Amended on 12 February 2014

## Article 9 - Term and Renewal of Membership

1. Membership in the Association shall have a term of one (1) year and shall be regarded as automatically renewed from one year to the next.

## Article 10 - Forfeiture of Membership

1. Membership shall be forfeited:

a) due to winding-up, the imposition of insolvency procedures on the legal person or another cause of dissolution;

- due to voluntary withdrawal by the Member;

b) due to dismissal for serious breach of obligations under the Articles of Association and/or failure to pay the annual association dues within the first six months of the year to which the dues refer.

2. Members who intend to withdraw from the Association may submit a specific registered letter to the President at any time. In any event, withdrawal shall enter into effect from the day after that on which the registered letter is received. The association dues owed for the current calendar year are nonetheless to be paid. Withdrawing Members shall not be entitled to a refund of the residual dues.

3. If the Member has failed to pay the association dues within the terms laid down in paragraph 1), subparagraph c) of this Article, the Board of Governors may resolve to dismiss the Member by absolute

# Articles of Association of the Association HD Forum Italia

Approved on 18 April 2013 – Amended on 12 February 2014

majority. Such a resolution shall not be subject to appeal and shall result in forfeiture of the status of Member.

## Article 11 - Association Bodies

1. The Association's bodies are as follows:

§ the General Meeting of the Members;

§ the Board of Governors;

§ the President;

§ the Deputy Vice President;

§ the Vice Presidents;

§ the Secretary General;

§ the Board of Auditors / Sole Auditor; and

§ the Working Group.

## Article 12 - General Meeting of the Members

1. The General Meeting of the Members (hereinafter "the General Meeting") holds general decision-making power, with the exception of subjects reserved for the sole purview of other bodies or entities by these Articles of Association or the law.

2. Each Member is entitled to one (1) vote. Each Member shall participate in the General Meeting through a Representative indicated by the Member concerned. The same Representative may not act on



# Articles of Association of the Association HD Forum Italia

Approved on 18 April 2013 – Amended on 12 February 2014

behalf of more than one Member, even by proxy.

3. The General Meeting shall be called in ordinary and extraordinary session.

4. The General Meeting shall be called, in ordinary or extraordinary session, by the President, or, if he is unable, the Deputy Vice President, directly or upon the request of at least one-tenth of the Members, or upon the request of the majority of the Board of Governors. The convocation request shall contain an indication of the subject matter to be discussed and, in the event of amendments to the Memorandum of Association or Articles of Association, the text of the proposed amendments.

5. In the event of convocation upon the request of the Members or upon the request of the Board of Governors, as provided for in paragraph 4 above, the convocation request shall contain an indication of the subject matter to be discussed and, in the event of amendments to the Memorandum of Association or Articles of Association, the text of the proposed amendments. It shall be sent by registered letter with return receipt to the President, with a copy to the Deputy Vice President. The President shall have the session called within seven (7) business days.

6. The General Meeting shall be called by notice sent to the Members by certified electronic mail or registered mail with return receipt,

## Articles of Association of the Association HD Forum Italia

Approved on 18 April 2013 – Amended on 12 February 2014

with advance notice by ordinary e-mail or fax, at least seven business days prior to the session. Only the certified electronic e-mail address indicated in the Record of Members or subsequently indicated by the Member shall be considered valid.

7. The notice of meeting shall contain a detailed list of the subjects to be discussed, as well as the place, date and time of the meeting.

8. The Ordinary General Meeting shall meet at least once a year, within 120 days of the end of the year, to approve the annual accounts.

9. The Ordinary General Meeting shall hold the following powers, in addition to those envisaged in other provisions of these Articles of Association:

a) to approve the Association's budgets and accounts presented by the Board of Governors;

b) to elect the members of the Board of Governors designated pursuant to Article 13, paragraphs 3 and 4;

c) to elect the Board of Auditors and the Chairman of the Board of Auditors;

d) to set the general lines of the Association's activity;

e) to deliberate upon the Association's activities that have not been reserved for the sole purview of other bodies or that have been

## Articles of Association of the Association HD Forum Italia

Approved on 18 April 2013 – Amended on 12 February 2014

submitted to it by the Board of Governors.

10. In first call, the Ordinary General Meeting shall be regarded as having met quorum requirements if at least one-half of the Members are in attendance, including by proxy. In second call, the Ordinary General Meeting shall be regarded as having met quorum requirements regardless of the number of attendees. In either case, the Ordinary General Meeting shall pass resolutions by the favourable vote of the majority of the attendees, except as provided for in paragraph 17 below.

11. Resolutions of the General Meeting shall be passed by open vote, except for resolutions regarding individuals, for which a closed vote may be held.

12. In addition to the subjects reserved for it by the other provisions of these Articles of Association, the Extraordinary General Meeting shall resolve upon amendments of the Memorandum of Association and Articles of Association, the extension of the duration of the Association and the transformation, early winding-up and liquidation of the Association, as well as the appointment and powers of the liquidators.

13. In first call, the Extraordinary General Meeting shall be regarded as having met quorum requirements if at least two-thirds of the Members are in attendance, including by proxy. In second call,

## Articles of Association of the Association HD Forum Italia

Approved on 18 April 2013 – Amended on 12 February 2014

the Extraordinary General Meeting shall be regarded as having met quorum requirements if at least one-half of the Members, plus one, are in attendance, including by proxy. In either case, the Extraordinary General Meeting shall pass resolutions by the favourable vote of the majority of the attendees, except as provided for in the two following paragraphs.

14. By the favourable vote of at least three-fourths of the Members, the Extraordinary General Meeting shall approve early winding-up, the conditions of donation of the assets and the appointment of one or more liquidators, as well as the powers of such liquidators.

15. Attendees who declare that they abstain from a vote shall be counted towards the number of Members necessary to meet quorum requirements, but not towards the number of voters.

16. Proxies shall be regarded as valid if granted in accordance with the provisions of Article 12, paragraph 2, final sentence.

17. Members not current with the payment of dues and contributions for the previous year may not participate in the General Meeting of the Members.

18. Resolutions of the General Meeting shall be recorded in a specific minutes book.

### Article [13](#) - Board of Governors

1. The Board of Governors shall consist of governors appointed by

## Articles of Association of the Association HD Forum Italia

Approved on 18 April 2013 – Amended on 12 February 2014

each Member.

2. Each Member shall designate one representative for the Board of Governors to be proposed for election by the General Meeting of the Members.

3. Governors shall not receive any compensation whatsoever, without prejudice to the possibility of reimbursement of out-of-pocket expenses, within the limits established by the Board of Governors, and as duly authorized by the Board of Governors.

4. The Board of Governors shall have the power to co-opt any additional representatives designated by new Members at any time in accordance with these Articles of Association, until the first General Meeting available for ratification of the designation by way of approval. All additional governors so designated shall be regarded as possessing the same seniority of service as the other serving governors.

5. The Board of Governors shall remain in office for three (3) years and shall be called to meet by the President in office pursuant to Article 14, paragraph 2, or by the Deputy Vice President, by registered mail with return receipt, or by certified electronic mail, with advance notice by e-mail or fax, at least seven business days prior to the session. In exceptional, urgent cases, sessions may be called by fax with two (2) days' advance notice and an advance copy

## Articles of Association of the Association HD Forum Italia

Approved on 18 April 2013 – Amended on 12 February 2014

by ordinary e-mail.

6. The notice of meeting shall contain a detailed list of the subjects to be discussed, as well as the place, date and time of the meeting.

7. The Board of Governors may proceed when at least one-half of the governors are in attendance, at least the President and Deputy Vice President are in attendance, and resolutions shall be approved by the majority of the attendees. In the event of a tie, the President's vote shall be counted twice.

8. The Board of Governors shall have the power to appoint a President's Committee with an advisory and supporting role for the Board of Governors and its President.

9. The Deputy Vice President, a role filled by the Representation of the Fondazione Ugo Bordoni, as provided for in Article 14, paragraph 8, shall assume the duty of Institutional Guarantor safeguarding observance of applicable anti-trust provisions, general guidelines for the interoperability of unencrypted audiovisual content and technology neutrality established by the European Commission and/or other Italian and Community regulatory authorities. The Deputy Vice President shall also hold the power to refer initiatives not consistent with the foregoing to the Board of Governors to undergo a new vote by the Board of Governors. In order to provide justification

## Articles of Association of the Association HD Forum Italia

Approved on 18 April 2013 – Amended on 12 February 2014

for such referral, the Deputy Vice President shall report on the modifications appropriate to complying with applicable provisions.

10. The Board of Governors is endowed with all powers of ordinary and extraordinary management of the Association, with the exclusion of the subjects set forth in Article 12, evaluates proposals concerning the activity to be carried out, decides upon development plans and decides upon ordinary and extraordinary projects.

11. The Board of Governors shall elect Honorary Members of the Association by the majority of vote-holders and by unanimous vote of attendees of the voting Board of Governors, upon written proposal by the President, a Vice President and another Governor, or by at least five Governors not filling such offices, following thorough assessment by the Board of Governors of a document describing the cursus honorum of the proposed individual.

12. Honorary Members may be dismissed from office by resolution of the Board of Governors, with explicit justification, but not subject to appeal by the dismissed Honorary Member.

13. Honorary Members shall be entitled to participate in sessions of the Board of Governors and sessions of the Working Group, for advisory purposes and for technical contribution purposes, but without voting rights. Honorary Members may not be voted into any official position, with the exception of Head of the Working Group.

## Articles of Association of the Association HD Forum Italia

Approved on 18 April 2013 – Amended on 12 February 2014

Honorary Members shall be exempt from the obligation to pay one-off admission dues, as well as from the obligation to pay the annual dues. As in the case of constituents of the Board of Governors, Honorary Members shall not receive any compensation whatsoever, without prejudice to the possibility of the reimbursement of out-of-pocket expenses for their participation, if any, in initiatives on the Association's behalf, as duly authorized by the President and Secretary General, within the limits established by the Board of Governors.

14. The Board of Governors shall be tasked with formulating proposals for the General Meeting concerning the guidelines for the Association's plan of activities.

15. Specific minutes of sessions of the Board of Governors shall be kept and included in a specific collection book.

Article 14 - President, Deputy Vice President, Vice Presidents and  
Secretary General

1. The President, chosen from among the Governors, is appointed by the Board of Governors, which shall meet when called by the President in office, or, in the President's absence, by the Deputy Vice President, with the favourable votes of at least one-half of the attendees, plus one.

2. The President shall remain in office for three years and may be



## Articles of Association of the Association HD Forum Italia

Approved on 18 April 2013 – Amended on 12 February 2014

re-elected for a maximum of one additional consecutive term. In any event, the President shall remain in office until the new President is appointed.

3. The President holds the power of legal representation of the Association, in respect of third parties and the Members, as well as at trial, with the power to initiate legal action and conduct a defence by appointing attorneys-at-law and attorneys-in-fact.

4. The President shall preside over meetings of the General Meeting of the Members and the Board of Governors.

5. The President shall see to the implementation of the resolutions of the Board of Governors and shall discharge all other functions delegated or assigned to him by the General Meeting of the Members or the Board of Governors.

6. The President shall have the power to assign the Vice Presidents specific functional and representative duties relating to the Association's activities.

7. When the President is absent or unable to act, the Deputy Vice President shall perform his duties.

8. The office of Deputy Vice President of the Association shall be filled by the Representative of the Fondazione Ugo Bordoni, a cultural and research entity subject to supervision by Italy's Ministry of Economic Development pursuant to Law 3/2003 and Law

## Articles of Association of the Association HD Forum Italia

Approved on 18 April 2013 – Amended on 12 February 2014

69/2009.

9. The Vice Presidents, chosen from among the Governors, shall be elected by the Board of Governors by the favourable votes of at least one-half of the attendees, plus one, and shall remain in office for three years.

10. The Deputy Vice President and the Vice Presidents shall assist the President and shall carry out the duties and assignments entrusted to them from time to time by the President. If the President is absent, the Deputy Vice President shall act in his stead. The Vice Presidents may represent the Association at events and gatherings. Direct communication by the Members concerning events and results pertaining to the Association shall be subject to specific rules.

11. The Secretary General, chosen from among the Governors, shall be appointed by the Board of Governors and shall remain in office for three years. He shall be responsible for implementation of the resolutions of the General Meeting of the Members and the Board of Governors. He shall draft the minutes for sessions of the Board of Governors, see to correspondence and manage the keeping of company records and books.

12. The Secretary General shall act as treasurer and shall be responsible for all matters pertaining to the management of the

## Articles of Association of the Association HD Forum Italia

Approved on 18 April 2013 – Amended on 12 February 2014

Association's assets and accounting books. He shall be responsible for collecting monies and shall counter-sign expenditure authorizations signed by the President, in addition to drafting budget and account documents to be submitted to the Board of Governors, on which he shall report to the General Meeting, which shall make decisions regarding management.

13. The President, Deputy Vice President and Secretary General shall agree upon the management of general, administrative, accounting and tax affairs, according to delegated powers and methods established by the Board of Governors.

### Article 15 - Control Body

1. The Board of Auditors shall consist of three regular auditors, one of whom shall act as Chairman, and two substitute auditors.

2. The Board of Auditors shall be tasked with oversight of the management of the Association and supervision of compliance with the laws and the Articles of Association, as well as of the Association's financial operating performance. The Board of Auditors shall also perform an auditing function, in addition to ascertaining that accounting records have been duly kept and that the annual accounts match accounting books and records.

3. The regular auditor charged with acting as Chairman of the Board of Auditors, as well as one substitute auditor, must be chosen from

## Articles of Association of the Association HD Forum Italia

Approved on 18 April 2013 – Amended on 12 February 2014

among individuals enrolled in the Register of Auditors pursuant to Legislative Decree No. 39/2010.

4. The Ordinary General meeting shall have the power to opt to appoint a Sole Auditor, acting in single, individual form, chosen from among the persons enrolled in the Register of Auditors pursuant to Legislative Decree No. 39/2010, to whom the duties and functions envisaged in paragraph 2 shall be assigned.

5. The Board of Auditors or Sole Auditor shall remain in office for three years and shall be appointed by the General Meeting, which will also appoint its Chairman.

6. The constituents of the Board of Auditors or Sole Auditor shall participate in meetings of the Board of Governors and General Meetings of the Members. Notices of such meeting shall be given according to the conditions set forth in Article 13, paragraph 5.

### Article 16 - Working Group

1. The Working Group is the Association's technical body and consists of individuals designated by the Members.

2. The Head of the Working Group (hereinafter "the Head") is elected by absolute majority by the Board of Governors.

3. Directly or upon the indication of one or more Members, the Head may invite industry experts with recognized skills and experience to participate in the Working Group's activities, with the right to

## Articles of Association of the Association HD Forum Italia

Approved on 18 April 2013 – Amended on 12 February 2014

speak but without voting rights.

4. The Working Group shall be organized into areas approved by the Board of Governors, shall meet when called by its Head and shall be required to meet at least four times a year.

5. The Working Group's activities and reports shall be presented to the Board of Governors for discussion and approval before being disseminated externally to the Association.

6. The Head of the Working Group shall strive to prevent the divulgation of private and/or confidential information and may render such information subject to security measures aimed at safeguarding the information concerned, including through the signing of specific Confidentiality Agreements.

7. The constituents of the Working Group shall be required to abide by the confidentiality and non-disclosure undertaking in respect of the information handled during the performance of their activities, with the level of diligence required of a professional operator in the industry concerned.

### Article 17 - Intellectual Property Rights

1. The exercise of the Association's intellectual property rights, as well as of any rights made available by the Members, shall be protected by an Intellectual Property Right Policy ("IPR Policy") approved by the Board of Governors.

## Articles of Association of the Association HD Forum Italia

Approved on 18 April 2013 – Amended on 12 February 2014

2. The IPR Policy shall be supported by procedures and tools suited to the Members' needs and the Association's aims, while preventing the dissemination of knowledge and without prejudice to proprietary interests.

3. The IPR Policy is consistent with the criteria and best standards acknowledged and applied at the global level by the Standard Setting Organizations (SSOs) and Industry Associations.

4. The IPR Policy shall also govern the Members' position on the subject in question in the event of dissolution of the Association or withdrawal of a Member.

### Article 18 - Assets

1. The Association's assets consist of:

- the common fund assigned by the Members upon establishment;
- the Association admittance dues of nine thousand euro (€9,000.00) for new Members;
- any moveable property, immovable property, aid, grant, donation or bequest that the Association receives in any capacity from the Members or third parties, acceptance of which is approved by the Board of Governors with the indication that it is to be counted among assets;
- the proceeds of initiatives or dues deriving from the

## Articles of Association of the Association HD Forum Italia

Approved on 18 April 2013 – Amended on 12 February 2014

Association's activities for the implementation of specific projects aimed at achieving the Association's aims and all other income intended for the deliberation of the Board of Governors to increase assets;

- any operating surpluses, including where allocated to provisions.

2. The Association's assets shall be indivisible for the entire life of the Association. Accordingly, Members that cease to belong to the Association for any reason prior to its dissolution may not put forward any claims as to the allocation and assignment of shares of the assets.

3. Association dues are non-transferable and are not subject to revaluation.

4. Profits or operating surpluses, as well as provisions or equity, may not be distributed, directly or indirectly, unless allocation or distribution is required by law.

5. The annual association operating dues are established at three thousand euro (€3,000.00). The Board of Governors may approve changes in the association dues for years after the first, but of no more than ten percent (10%) compared to the previous year.

6. The annual association operating dues are to be paid during the first half of the year to which they refer.

## Articles of Association of the Association HD Forum Italia

Approved on 18 April 2013 – Amended on 12 February 2014

7. In the case of obligations undertaken on behalf of the Association by persons with the power to represent the Association under the Articles of Association, third parties may only exercise their rights with regard to the Association's assets fund.

### Article 19 - Official Year

1. The Association's official year runs from January 1<sup>st</sup> to December 31<sup>st</sup> of each calendar year.

2. The annual accounts, drawn up by the Secretary General and approved by the Board of Governors, shall be presented to the Ordinary General Meeting of the Members for approval by April 30<sup>th</sup> of the year after that to which they refer.

3. In cases of special needs, the annual accounts may be presented two months from the end of the term envisaged in the foregoing paragraph.

4. The annual accounts shall be audited by the Board of Auditors or Sole Auditor.

5. The budget, drawn up by the Secretary General and approved by the Board of Governors, shall be submitted to the General Meeting of the Members for approval by November of the year before that to which it refers.

### Article 20 - Dissolution



# Articles of Association of the Association HD Forum Italia

Approved on 18 April 2013 – Amended on 12 February 2014

1. The Association shall be dissolved:

a) due to the achievement of its objects or the impossibility of achieving its objects;

b) the expiry of its established term of duration;

c) in the cases permitted by law.

2. The Association may be dissolved by resolution of the General Meeting, determining in advance the methods of donation of the assets to other Associations recognized as operating in the same field or pursuing public interests, in consultation with the Board of Auditors, where existing, and without prejudice to a different allocation of the assets imposed by law, upon the proposal of at least one-half of the Members, plus one, with the favourable vote of at least three-quarters of the total votes in the General Meeting.

3. In the event of the dissolution of the Association for any reason, the General Meeting shall establish the conditions of winding-up and the appointment of one or more liquidators, in addition to determining their powers and compensation, by the vote in favour of at least three-quarters of the total votes in the General Meeting.

## Article 21 - Reference to Statutes

1. For all matters not provided for in these Articles of

## Articles of Association of the Association HD Forum Italia

Approved on 18 April 2013 – Amended on 12 February 2014

Association, reference shall be made to the Italian Civil Code, applicable laws governing the subject concerned and the general principles of the Italian legal system.

### Article 22 - Confidentiality

1. Members warrant that they shall keep in confidence all information of which they become aware during or in relation to the performance of the activities governed by these Articles of Association.

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La traduttrice Croce Nadia  
The translator Croce Nadia