

BYLAWS

CHAPTER I - NAME - CORPORATE PURPOSE - REGISTERED

OFFICE - DURATION

Article 1 - A corporation called "PININFARINA S.p.A." is hereby established.

Article 2 - The Company's purpose includes the following:

. to build, produce and trade in motor vehicles, car bodies and related works;

. working primarily in the automotive industry and in mechanical engineering in particular, to promote and carry out planning, design, studies, research, development, styling, prototype construction and testing activities, and to use and exploit the results thereof; to provide technical information services; to acquire and develop technologies and knowhow; and to manage technology projects;

. to acquire, manage and sell equity investments and government or corporate securities; to provide issue guarantees and financing of all sorts, including mortgages, ensuring that the Company's involvement in

these businesses is strictly in compliance with the restrictions that apply to companies that do not deal with consumers, as defined in Article 113 of Legislative Decree No. 385; and to provide technical, administrative and financial coordination to investee companies.

In pursuit of the purposes listed above, the Company may engage in industrial and commercial transactions, and transactions involving real estate, personal property and financial assets (provided the latter are not executed with consumers), including the issuance of bonds, if the Company's corporate governance body deems these transactions to be useful or necessary for the achievement of the corporate purpose.

All of the transactions referred to above shall be carried out in compliance with the statutes that govern the activities of members of professional associations, societies and boards.

Article 3 - The Company's registered office shall be located in Turin, Italy.

The Board of Directors may establish, move or elimi-

nate branches, satellite offices, agencies and representative offices in Italy and abroad.

Article 4 - The Company's duration is until December 31, 2040.

CHAPTER II - SHARE CAPITAL

Article 5 - The Company shall have a share capital of 9,317,000 (nine million three hundred seventeen thousand) euros divided into 9,317,000 (nine million three hundred seventeen thousand) shares, par value 1 euro each.

Article 6 - The shares shall be bearer shares, issued in dematerialized form.

Article 7 - The Company may issue bonds in the manner and under terms consistent with statutory requirements.

CHAPTER III - SHAREHOLDERS' MEETINGS

Article 8 - Duly convened Shareholders' Meetings represent all of the Company's shareholders, and any resolution they may adopt pursuant to law and these Bylaws shall be binding on all shareholders, including those who did not attend or dissented.

Article 9 - A Shareholders' Meeting may be Ordinary or Extraordinary, pursuant to law.

Shareholders' Meetings may be held at a location other than the Company's registered office, provided such location is in Italy.

Since the Company is required to prepare consolidated financial statements, a Shareholders' Meeting convened to approve the financial statements shall be called at least once a year, within one hundred eighty days from the end of the fiscal year.

Article 10 - The Shareholders' Meeting shall be convened, within statutory deadlines, by means of a notice published in the *Il Sole 24 Ore* newspaper. Alternatively, the notice may be published in the Official Gazette of the Italian Republic.

Article 11 - Except for the matters governed by Article 24, the Shareholders' Meeting shall adopt its resolutions in the manner and according to the procedures required by the applicable statutes.

Article 12 - In order to gain access to a Shareholders' Meeting, shareholders shall comply with the re-

quirements of the applicable statutes.

Only shareholders who have the right to vote may attend Shareholders' Meetings.

Article 13 - Any shareholder who is entitled to attend a Shareholders' Meeting may appoint a representative pursuant to law.

Article 14 - Shareholders' Meetings shall be chaired by the Chairman of the Board of Directors. If the Chairman is absent or incapacitated, Meetings shall be chaired by the most senior Deputy Chairman or, should all Deputy Chairmen be absent or incapacitated, by the eldest Director.

The Chairman of the Shareholders' Meeting shall enlist the support of a Secretary, who need not be a shareholder, and, if necessary, two poll counters chosen from among the shareholders or Statutory Auditors.

The resolutions approved by Shareholders' Meetings shall be recorded in the Minutes of the Meeting, which must be signed by the Chairman, the Secretary and the poll counters, if appointed.

When required by law or if the Chairman of the Meeting

deems it necessary, the Minutes shall be drawn up by a Notary.

CHAPTER IV - GOVERNANCE OF THE COMPANY

Article 15 - The Company shall be governed by a Board of Directors comprising between seven and 11 Directors, in accordance with the applicable resolution of the Ordinary Shareholders' Meeting.

The Shareholders' Meeting shall elect a Board of Directors and determine the length of its term of office.

Unless the Shareholders' Meeting resolves otherwise, the Directors shall not be bound by the restriction set forth in Article 2390 of the Italian Civil Code.

Article 16 - Directors shall be reimbursed for out-of-pocket expenses incurred for the purpose of performing the duties of their office. The Shareholders' Meeting shall determine the annual compensation of the Board of Directors and of the Executive Committee (if one has been established), which shall not change until the Shareholders' Meeting decides otherwise.

The Board of Directors shall decide the compensation

payable to Directors who perform special functions, after hearing the opinion of the Board of Statutory Auditors.

CHAPTER V - BOARD OF DIRECTORS

Article 17 - The Board of Directors shall elect from among its members a Chairman and, if it so chooses, one or more Deputy Chairmen and a Secretary, who need not be a Director.

Whenever a majority of the members of the Board of Directors elected by the Shareholders' Meeting resign or are removed from office for any other reason, the entire Board of Directors shall be deemed to have resigned, and a Shareholders' Meeting shall be convened on an urgent basis by the Directors still in office to elect a new Board of Directors.

If the entire Board of Directors ceases to be in office, a Shareholders' Meeting shall be convened on an urgent basis by the Board of Statutory Auditors to elect a new Board of Directors. In the interim, the Board of Statutory Auditors shall have the ordinary powers needed to govern the Company.

Article 18 - The Board of Directors shall meet at the Company's registered office or at any other location within the European Union. It shall be convened by the Chairman, or any other party authorized to do so pursuant to law, at least once every three months and whenever he or she deems it appropriate, or when a written request is made by four Directors or by the governance bodies to which authority has been delegated by the Board of Directors.

The information required under Article 150 of Legislative Decree No. 58/98 and Article 2381 of the Italian Civil Code shall be supplied to the Board of Statutory Auditors by the Board of Directors and to the Board of Directors and the Board of Statutory Auditors by the governance bodies to which authority has been delegated by the Board of Directors on the occasion of meetings of the Board of Directors, which shall be convened at least quarterly, as set forth in the preceding paragraph.

Article 19 - Meetings of the Board of Directors shall be convened by letter, telex, fax or e-mail sent at

least three days in advance (in urgent cases by telegram, fax, or e-mail sent at least one day before the meeting) to each Director or Statutory Auditor.

Article 20 - Resolutions adopted by the Board of Directors shall be valid when a majority of the Directors in office is effectively in attendance.

Meetings of the Board of Directors may be held with the aid of telecommunication systems.

In such cases, the meeting of the Board of Directors shall be deemed to have been held at the place where both the Chairman and the Secretary are located, and shall be deemed to be valid, provided all participants can be identified and are able to follow the proceedings, participate in real time in the discussion of the items on the Agenda and receive, transmit and review documents.

Resolutions are adopted by a majority of the votes cast by the Directors attending the meeting.

Resolutions shall be recorded in the Minutes of the meeting, which must be signed by the Chairman and the Secretary.

Article 21 - The Board of Directors shall have, without exception, all of the ordinary and extraordinary powers needed to govern the Company. Accordingly, it may carry out all acts that it may deem appropriate to the furtherance of the Company's purpose, except those that the law reserves exclusively for the Shareholders' Meeting.

In addition, the Board of Directors has the authority to issue nonconvertible bonds and adopt resolutions concerning:

- . corporate mergers and demergers, when the law allows it;
- . the opening or closing of secondary offices;
- . the designation of Directors with authority to represent the Company;
- . the reduction of the Company's capital stock, whenever a shareholder exercises the right to have his or her shares redeemed;
- . amendments to these Bylaws to comply with statutory provisions;
- . transfer of the Company's registered office to an-

other location in Italy.

CHAPTER VI - REPRESENTATIVES OF THE COMPANY

Article 22 - The Chairman of the Board of Directors is the Company's legal representative vis-à-vis third parties and in court proceedings. Deputy Chairmen and Managing Directors, if appointed, may also act as legal representatives of the Company, within the limits of the powers vested in them.

Article 23 - The Board of Directors may appoint some of its members to the post of Managing Director and to an Executive Committee, and entrust special assignments to individual Directors, providing them with the right to grant powers of attorney, if necessary, and defining their authority, pursuant to law, and their compensation.

The Board of Directors may also appoint General Managers, Joint General Managers, Deputy General Managers and other executives and determine their powers. Moreover, it may appoint special attorneys in fact and general agents for the purpose of executing specific transactions or classes of transactions, providing

them with the right to grant powers of attorney.

CHAPTER VII - BOARD OF STATUTORY AUDITORS AND
INDEPENDENT AUDITORS

Article 24 - The Board of Statutory Auditors shall comprise three Statutory Auditors and two Alternates. Minority shareholders shall have the right to elect one Statutory Auditor and one Alternate.

All Statutory Auditors and Alternates shall be selected from among candidates who are members of the Italian Board of Independent Auditors and have engaged professionally in the performance of statutory audits of corporate accounting records for at least three years.

Statutory Auditors are elected through voting on slates of candidates filed by shareholders. Candidates must be assigned a number and listed on the slates in consecutive order. These slates shall consist of two sections: one for candidates for the post of Statutory Auditor and another for candidates for the post of Alternate.

Only shareholders who, alone or together with other

shareholders, hold a number of voting shares equal in the aggregate to at least 3% of the Company's share capital shall be allowed to file a slate.

Each shareholder or group of shareholders may file, directly or through an intermediary or a nominee, only one slate and may not vote for multiple slates.

Each candidate may appear on only one slate, on pain of being disqualified.

Individuals who serve as Statutory Auditors in five other companies whose shares are publicly traded, or who fail to meet the requirements of the applicable statutes and these Bylaws may not be listed on a slate. Auditors may be reelected at the end of their term of office. The slates shall be filed at the Company's registered office at least ten days before the date set for the Shareholders' Meeting on the first calling, and this deadline must be mentioned in the Notice of the Meeting.

Together with each slate, the shareholders must file, by the deadline stated above, affidavits by which each candidate accepts to stand for election and attests,

on his/her responsibility, that there is nothing that would bar the candidate's election or make the candidate unsuitable to hold office and that he/she has met the requirements for election to the respective office pursuant to law and the Bylaws. Slates filed without complying with the requirements listed above will be deemed not to have been filed at all.

The election of Statutory Auditors will be carried out in the following manner:

1. Two Statutory Auditors and one Alternate will be taken from the slate that receives the highest number of votes at the Shareholders' Meeting, in the order in which they are listed in the corresponding sections of the slate;

2. The third Statutory Auditor and Alternate will be taken from the slate that receives the second highest number of votes at the Shareholders' Meeting, in the order in which they are listed in the corresponding sections of the slate.

The Statutory Auditor who is listed first on the slate that receives the greatest number of votes will be

elected Chairman of the Board of Statutory Auditors.

If using the election system outlined above should become impossible, the Shareholders' Meeting shall elect Statutory Auditors by a plurality of the votes.

Any Statutory Auditor who no longer meets the requirements of the applicable laws and these Bylaws shall be automatically removed from his or her office.

If a Statutory Auditor needs to be replaced, the vacancy shall be filled by the Alternate elected from the same slate as the Auditor who is being replaced.

The stipulations set forth above with regard to the election of Statutory Auditors shall not apply to Shareholders' Meetings convened pursuant to law for the purpose of filling vacancies on the Board of Statutory Auditors in connection with the replacement or lapsing of Statutory Auditors or Alternates.

In such cases, the Shareholders' Meeting shall elect Statutory Auditors with a plurality of the votes.

Article 25 - The auditing function shall be performed by independent auditors who are members of the applicable official board and have been retained and oper-

ate pursuant to law.

CHAPTER VIII - FINANCIAL STATEMENTS AND EARNINGS

Article 26 - The Company's fiscal year shall end each year on December 31.

The Board of Directors shall prepare the Company's financial statements at the end of each fiscal year.

Article 27 - The remainder of the earnings shown in the financial statements, after an allocation to the statutory reserve, which must be set aside until the reserve reaches one-fifth of the capital stock, shall be distributed to the shareholders in accordance with a resolution approved by the Shareholders' Meeting.

Article 28 - Dividends that are not claimed within five years from the day they were declared shall revert to the Company.

Article 29 - The Board of Directors may approve the distribution of interim dividends in the manner and according to the procedures set forth in the applicable statutes.

CHAPTER IX - REDEMPTION OF SHARES AND GENERAL PROVISIONS

Article 30 - The right to demand redemption of one's shares may be exercised only within the limitations and in accordance with mandatory provisions of the law. In any case, such right is not available with regard to extensions of the Company's duration or the introduction or elimination of restrictions on the circulation of the Company's shares.

Article 31 - For all issues concerning transactions with the Company, the domicile of the shareholders shall be the one listed in the stock record.

Article 32 - If for any reason the Company should be dissolved at any time before the end of its scheduled duration, the Shareholders' Meeting, acting pursuant to law, shall determine by what manner the Company will be liquidated and shall appoint one or more liquidators, defining their powers and compensation.

Article 33 - All matters not covered by these Bylaws shall be governed by the provisions of the applicable laws.