



## **Corporate Governance Annual Report 2007/2008**

**Approved by the Board of Directors on 24 September 2008**

## Preface

The purpose of this Report, also available on the Company's Internet site <http://www.juventus.com>, is to illustrate the system of Corporate Governance adopted by Juventus Football Club S.p.A. ("Juventus") and to provide information about the Company's adherence to the Code of Conduct of listed companies.

This report illustrates the overall framework of Corporate Governance, highlighting the aspects that conform with the principles contained in the Code of Conduct and explaining any differences compared to the rules contained therein.

Partly in the light of the events that involved the Company in the summer of 2006, it has made innovations in its system of governance, adapting it to the best national and international practices, enhancing the role of independent directors, adopting a cutting-edge Code of Ethics unique in its business sector, establishing new internal monitoring rules and adopting a system of delegation of responsibilities that puts the Board of Directors at the centre of company management. Given its high profile of independence and professionalism, it offers the maximum guarantee for the interests and safeguard of the market and shareholders.

In drafting this Annual Report, the indications contained in the "*Guida alla compilazione della Relazione sulla Corporate Governance*" drawn up by *Assonime* and *Emittenti Titoli* were followed and it was also decided to take into account the principles and indications contained in the *Format Sperimentale* for corporate governance reports issued by Borsa Italiana S.p.A.. The Report therefore includes a first part that furnishes a description in general terms of the organisation of the Company. A second part is instead dedicated to information concerning the Company's system of Corporate Governance and information on the implementation of the regulations in the Code of Conduct of listed companies.

Finally, the third part gives summary tables on the structure of the Board of Directors, the internal Committees and the Board of Statutory Auditors as well as the tables of compliance (as defined by *Assonime* and *Emittenti Titoli*) which summarise in the form of questions some of the provisions of the Code of Conduct regarding the system of delegation of powers and operations with related parties, appointment procedures, shareholder meetings, internal control and investor relations.

The Company has updated its By-laws to incorporate the measures introduced by Law no. 262 of 2005 ("*Legge sul Risparmio*") and Legislative Decree no. 303 of 2006, and the regulations concerning the election of the Board of Directors (Art. 13 of the By-laws) and of the Board of Statutory Auditors (Art. 22 of the By-laws), taking into account the content of the Code of Conduct.

To enable easy consultation of the norms that regulate corporate governance, the current Company By-laws are appended to this Report.

It should be noted that the information provided are dated 24 September 2008, the date of the approval of this Report by the Board of Directors.

## PART 1

### 1.1 INFORMATION ON OWNERSHIP STRUCTURE

In compliance with Art. 123 bis of Legislative Decree 58/1998, Juventus has included the information concerning the structure of company capital and other information on the ownership structure in the Report on Operations and in the Notes to the Annual Report at 30 June 2008.

### 1.2 CORPORATE GOVERNANCE STRUCTURE

The corporate governance system of Juventus envisages the division of responsibilities between the Board of Directors, the Remuneration and Appointments Committee, the Audit Committee, the Sports Committee, the Board of Statutory Auditors and the Shareholders' Meeting.

The Company is managed by a Board of Directors currently composed of eight members.

The Directors remain in office for three financial years and may be re-elected.

The Board is vested with the broadest powers for the ordinary and extraordinary management of the Company.

The Board of Directors is appointed on the basis of lists of candidates.

When the OGM has not made the appointment, the Board appoints a Chairman from among its members. It may also appoint one or more Vice Chairmen and one or more Chief Executive Officers; it also appoints a secretary, who is not necessarily a member of the Board.

In the framework of the Board of Directors, the Remuneration and Appointments Committee, the Audit Committee and the Sports Committee have been set up to provide consultancy and proposals.

The Board of Statutory Auditors, established in line with the By-laws, is made up of three acting auditors and two deputy auditors, ensures observance of the law and the articles of association, the respect of the principles of correct management and the adequacy of the Company's organisational structure for those aspects under its responsibility, the internal control system and the administrative and accounting system as well as the reliability of the latter in correctly representing management operations. The Board of Statutory Auditors also controls the adequacy of instructions given to subsidiary companies in compliance with art. 114, paragraph 2 of Legislative Decree 58/1998 and the actual implementation of the corporate governance rules envisaged by the codes of conduct drawn up by companies that run regulated markets or trade associations, to which the Company, through information to the public, declares it observes.

The Company By-laws contain the required clauses to ensure that one acting member of the Board of Statutory Auditors and one deputy member are nominated by the minority. The Chairman of the Board of Statutory Auditors is appointed by the minority.

The Shareholders' Meeting is convened by the Board of Directors in the municipality of the Company headquarters or in another location, in Italy, usually at least once a year within one hundred and twenty days of the closure of the financial year. The Meeting – whether ordinary or extraordinary – will also be called whenever the Board of Directors deems it appropriate and in the cases envisaged by law.

The Meeting may be attended by shareholders with voting rights. Each shareholder may be represented at the Meeting as permitted by law.

The Meeting is chaired by the Chairman of the Board of Directors; in his absence by the Vice Chairman present or, in the event of a number of Vice Chairmen, by another person indicated by the Meeting.

All the rules for running Shareholders' Meetings are decided by the OGM through specific regulations.

The Company is controlled by IFIL Investments S.p.A., a company listed on Borsa Italiana S.p.A., in turn controlled indirectly (through IFI S.p.A.) by Giovanni Agnelli e C. S.a.p.az.

## **PART 2**

### **2.1 INFORMATION ON THE IMPLEMENTATION OF THE PROVISIONS OF THE CODE OF CONDUCT**

Juventus, recognising the validity of the model of corporate governance described by the Code of Conduct published by Borsa Italiana in March 2006, has adopted the principles and rules of corporate governance in line with this model.

As described in the Preface, this report also identifies the areas of adoption of the provisions of the Code of Conduct and the consequent observation of the commitments made, and also notes the reasons for divergence from some principles contained in it, specifying for transparency and ease of consultation those for which exceptions have been made.

### **2.2 BOARD OF DIRECTORS**

#### **Responsibilities**

The Company By-laws envisage that the Company is managed by a Board of Directors composed of a number of members that may vary from three to fifteen as decided by the OGM. The Company By-laws ensure the nomination of one member of the Board of Directors through the list vote mechanism.

If in the course of the financial year one or more directors were to leave office, the procedure follows the relevant provisions of the Italian Civil Code. If, for resignation or other causes, the majority of directors appointed by the OGM were to leave office, the entire Board is understood to have resigned and the remaining directors must urgently convene the Shareholders' Meeting to make the new appointments.

The directors remain in office for three years and their term finishes on the date of the Meeting called to approve the Financial Statements of the third year and may be re-elected; the term of those appointed by the OGM ends with those already in office when they were appointed.

The Board of Directors is vested with the broadest powers for the ordinary and extraordinary management of the Company. It thus has the power to take all the measures considered necessary and appropriate to achieve the Company purpose, with no exceptions, save only such action as is reserved by law for the Shareholders' Meeting.

In addition to the right to issue non-convertible bonds, the Board is also responsible for assuming decisions concerning all operations permitted by art. 2365, second paragraph of the Italian Civil Code and the spin-off of companies according to the provisions of the law.

The Board of Directors meets, at the company offices or elsewhere, as long as this is in countries of the European Union, usually at least every three months, as convened by the Chairman or a Vice Chairman or by another person permitted by law whenever this is deemed appropriate, or when requested by at least three directors or by at least two acting auditors or by bodies with delegated powers. The meetings are regulated in observance of the law and of the By-laws.

The meetings of the Board of Directors may be held through the means of telecommunications. The information demanded by art. 150 of Legislative Decree 58/98 and by art. 2381 of the Italian Civil Code is provided by directors to the Board of Statutory Auditors and by the appropriate bodies to the Board of Directors and to the Board of Statutory Auditors in the course of the meetings of the Board of Directors, to be held at least every three months.

The bodies to whom powers have been delegated also provide directors and auditors with adequate information on any unusual operations or ones with related parties, even those conducted in the exercise of the powers delegated.

The Board of Directors has adopted principles of behaviour for the conduct of significant operations in terms of economic and financial aspects as well as for operations with related parties (available on the Company internet site: <http://www.juventus.com>).

The system of the attribution of powers at Juventus defines clearly the powers attributed by the Board of Directors to the chairman and to the chief executive officer and general manager.

All operations that exceed the thresholds envisaged by the specific powers attributed to the chairman of the Board of Directors to the chief executive officer and general manager as well as operations regarding tangible assets, with the exception of rental and leasing contracts lasting no more than 9 years and for a sum of less than € 10 million, must obtain the prior approval of the Board of Directors.

The Board of Directors also has the exclusive responsibility for any decisions regarding significant legal disputes or court cases concerning the Company image and brand.

In the event of such operations, the delegated bodies will make available to the Board of Directors, with reasonable advance notice, an overview of the operation, highlighting in particular the economic and strategic aims, the economic sustainability, the forms of execution as well as the consequent implications for Company operations.

When the urgency and confidentiality of the operations demand it, the bodies delegated may exercise the powers attributed to them, reporting in a timely fashion to the Board of Directors and to the Board of Statutory Auditors in order for their decisions to be ratified.

As regards relations with related parties, the code of conduct envisage that the following must be submitted to the Board of Directors for approval:

- atypical and/or unusual operations within the group, meaning by this the operations that for their importance and/or size, the nature of the counterparts, the subject of the transaction (even if related to ordinary management), the means of determining the price of the transfer and the timing of the event (proximity to the closure of the financial year) could give rise to doubts regarding: the correctness and/or completeness of information in the financial statements, conflict of interest, the safeguard of company assets, and the protection of minority shareholders;
- operations with other related parties for sums over € 100 thousand.

The delegated bodies provide the Board of Directors with the information regarding these operations with particular attention to the nature of the relationship, the means of execution, the economic conditions and timing, the criteria of evaluation followed and subsequent risks for the Company.

When a Director has an interest in an operation (even if only potential), pursuant to Art. 2391 of the Italian Civil Code, the Board of Directors and the Board of Statutory Auditors must be informed in a timely fashion of the nature, terms, origin and extent of this interest.

In the event that the nature, value and forms of execution of an operation demand it, the Board of Directors may avail itself of the assistance of one or more independent experts, chosen

amongst specialists with acknowledged professionalism and competency in the specific field, in order to acquire an opinion on the economic conditions of the operation and its legitimacy as well as the way it is executed and technical modalities.

The Board of Directors and the Board of Statutory Auditors must in any case be informed of operations with other related parties even if different from those illustrated above.

The identification of relations and operations with related parties is conducted as laid down in the IAS 24 international accounting standard.

The Board of Directors exercises its powers in conformity with the Code of Conduct and thus:

- examines and approves the Company's strategic, commercial and financial plans, and the corporate governance system;
- assigns and revokes the powers of the executive directors and defines their limits, the forms in which they may be exercised and the regularity with which they must report to the Board on the work conducted regarding the powers assigned to them, at least every three months as specified in the By-laws;
- after examination of the proposals of the Remuneration and Appointments Committee and after consulting the Board of Statutory Auditors, decides on the remuneration of the chief executive officers and of those who occupy particular positions, as well as the subdivision of the global remuneration for the individual members of the Board of Directors, when this has not been decided by the Shareholders' Meeting;
- oversees the general management situation with particular attention to situations of conflict of interest, paying particular attention to information received from the executive directors and the Audit Committee as well as regular comparison of effective results against forecasts;
- examines and approves in advance operations of a significant economic and financial impact (with particular reference to operations with related parties) in as far as this is compatible with the decision-making speed demanded by the "transfer campaign"; in any case, the executive directors and the general manager act within the framework of plans defined by the Board of Directors to which they report promptly about transfer operations;
- verifies the adequacy of the organisational, administrative and accounting structure of the company as prepared by the chief executive officers, with particular reference to the internal control system and the management of conflicts of interest;
- reports to the shareholders at the OGM;
- sets the guidelines and periodically evaluates the adequacy and effectiveness of the internal control system.

Directors act and make their decisions independently and with full knowledge of the facts before them, pursuing the goal of creating value for shareholders. Directors accept their position when they can diligently devote the time required, also taking into account the number of positions they hold as director or auditor in other listed companies in regulated markets, including foreign ones, in financial, banking, and insurance companies or others of significant size.

Considering the information provided by the individuals concerned, the Board of Directors notes the positions held as director or auditor by directors in the companies indicated above annually and reports them in the Corporate Governance Annual Report attached to the Financial Statements.

### **Composition**

The Board of Directors is currently composed of 8 directors:

- |                              |   |
|------------------------------|---|
| - Giovanni Cobolli Gigli     | Chairman                                    |
| - Jean-Claude Blanc          | Chief Executive Officer and General Manager |
| - Carlo Barel di Sant'Albano |   |
| - Aldo Mazzia                |   |
| - Gian Paolo Montali         |   |
| - Riccardo Montanaro         |   |
| - Marzio Saà                 |   |
| - Camillo Venesio            |   |

The Board of Directors was appointed by the Shareholders' Meeting of 29 June 2006 and will remain in office until the Shareholders' Meeting called to approve the Financial Statements at 30 June 2009.

Some of the present directors occupy positions in other listed companies or of significant interest.

The most important are listed below:

- Giovanni Cobolli Gigli: Director Istituto Nazionale per il Commercio Estero;
- Carlo Barel di Sant'Albano: CEO IFIL Investments S.p.A., Director Alpitour S.p.A., Fiat S.p.A., Sequana Capital S.A., Cushman & Wakefield Group, Member of the Supervisory Board Intesa Sanpaolo S.p.A.;
- Aldo Mazzia: Director Alpitour S.p.A.;
- Marzio Saà: Director Parmalat S.p.A., Same Deutz-Fahr Group S.p.A., ERFIN - Eridano Finanziaria S.p.A.;
- Camillo Venesio: CEO and General Manager Banca del Piemonte S.p.A., Chairman Centro Estero per l'Internazionalizzazione s.c.p.a., Vice Chairman Cassa di Risparmio di Ravenna S.p.A., Finconfianza S.p.A., Director SI Holding S.p.A., Reale Mutua Assicurazioni S.p.A., Cedacri S.p.A..

The Company By-laws do not include specific provisions regarding the composition of the Board of Directors, the representation of minority shareholders or the number of independent directors nor provisions concerning the honourability, professionalism and independence for assuming a position as Director.

The Board of Directors is made up of 4 independent directors out of 8. The Company has in this adapted to best national and international practice thus offering the maximum guarantee for the interests and safeguard of the market and shareholders.

The Board of Directors is nominated on the basis of lists of candidates.

In the presence of a number of lists, one of the members of the Board of Directors is expressed by the second list that has obtained the most votes.

Only shareholders who, singly or together with others, are owners of shares with voting rights representing at least 2.5% of company capital or the different percentage laid down for the company by the regulations in force, this percentage being indicated in the meeting notice, have the right to present lists.

No shareholder, nor shareholders linked by relations of control or connected as specified in the Italian civil code, may present or vote for, not even through a third party or fiduciary company, more than one list. Each candidate may be included in only one list, and will otherwise be considered ineligible.

The candidates included in the lists must be listed with progressive numbers and possess the requisites of integrity and professionalism established by law. The candidate indicated with number one in the progressive order must also meet the requirements of independence demanded by law.

The lists presented must be deposited at the company headquarters at least fifteen days before the date of the first call for the shareholders' meeting and this will be reported in the notice calling the meeting.

Together with each list, by the deadline indicated above, the certification is deposited of the shareholder's right to participation, detailed information on the candidates' personal and professional qualities, as well as the declarations in which the individual candidates accept the candidature and state, under their own responsibility, that they possess the requisites demanded. The candidates for whom the rules above have not been respected are ineligible.

The number of directors to be elected is decided by the meeting, and the procedure is as follows:

1. all the directors to be elected except one are elected from the list that has obtained most votes, on the basis of the progressive order of the list;
2. in observance of the law, one director is elected from the second list that has obtained the highest number of votes, on the basis of the progressive order of the list.

No account is taken of the lists that obtain at the meeting a percentage of votes less than half of the amount demanded for the presentation of lists.

The above rules for the appointment of the Board of Directors are not applied when at least two lists have not been presented or voted nor in the meetings that must substitute directors during the course of their mandate. In these cases, the meeting decides with a relative majority vote.

As regards the requirements of honourability of the directors demanded by Art. 147 quinquies of legislative decree 58/1998, the Board of Directors has periodically verified these requirements for all its members.

Directors who receive definitive convictions in the courts entailing additional sentences incompatible with their position are suspended from their position for the period established by the sentence.

Directors who are subject to disciplinary proceedings by bodies of the F.I.G.C. that entail the permanent expulsion from any rank or category of the F.I.G.C. shall be removed from office and may not fill or be nominated or elected to other company positions.

During renewal of the Board of Directors, the Company guarantees the respect of the provisions of the Code of Conduct regarding the existence of full information on the personal and professional characteristics of the candidates, including the indication of their right to be considered as independent.

8 meetings of the Board of Directors were held in the course of the 2007/2008 financial year. Documentation regarding the matters on the agenda is provided to directors in a timely fashion in order to enable them to be adequately informed in advance of the issues to be discussed.

The manager responsible for drawing up company accounting documents attends all meetings of the Board of Directors while some managers of company departments will attend meetings of the Board of Directors on invitation to illustrate issues and topics for which they are responsible. The executive directors will ensure that the other members of the Board of Directors and the Board of Statutory Auditors receive information on the chief legislative and regulatory innovations regarding the Company and company bodies.

On the basis of the information received, the Board of Directors during the meeting that approved this report has verified and evaluated positively the adequacy of the Company organisational and administrative set-up. It also evaluated positively its own composition and functioning as well as the composition and functioning of its own Committees.

#### **Division of responsibilities**

Pursuant to art. 21 of the By-laws, the Chairman, Vice Chairman and Chief Executive Officers in the framework and exercise of the powers conferred on them may sign on behalf of and represent the Company to execute the Board of Directors' decisions and in law.

Furthermore, the Board of Directors may, as permitted by law, assign powers to other directors, executives, representatives and managers within the limits set by the Board.

On 29 June 2006, the Board of Directors voted to confer specific management powers on the Chairman Giovanni Cobolli Gigli and the Chief Executive Officer and General Manager Jean-Claude Blanc.

To further safeguard company interests, transparency and joint management, some of the above-mentioned management powers, for sums above certain thresholds, envisage the joint signature of the chairman and the chief executive officer and general manager.

#### **Independent and non-executive directors**

The majority of the Board of Directors is composed of non-executive directors, some of whom independent, such as to guarantee, by number and authority, a decisive weight in the assumption of decisions by the Board. The non-executive directors (6 out of 8) bring their particular expertise to Board discussions, contributing to decisions in line with company interests.

The conditions of independence applied are as follows. Directors:

- a) must not be the spouse or relative up to the fourth degree of another Company Director;
- b) must not be the Director, spouse or relative up to the fourth degree of directors of a subsidiary company, of a controlled company, that controls or is subject to common control by the Company;
- c) must not be linked to the Company or to companies controlled by it or to companies that control it or those subject to common control or to other directors or to those specified in the sections a) and b) above by relations as employee or consultant or other professional relations or regarding assets;
- d) must not control the Company, directly or indirectly, even through controlled or trust companies or third parties nor to be able to exercise considerable influence over it or to participate in a shareholding group through which one or more subjects can exercise control or considerable influence over the Company;
- e) must not have been in the previous three financial years a significant figure in the Company, of one of its subsidiaries with strategic importance or a company subject to common control with the Company, or a company or body that, even together with others through a shareholding group, controls the Company or is able to exercise considerable influence over it;

- f) must not have, nor have had in the previous financial year, either directly or indirectly (for example through controlled ones or in which she is a leading figure, i.e. as a partner of a professional studio or consultancy company) significant commercial, financial or professional relations:
- with the Company, one of its subsidiaries, or with leading figures in it;
  - with a person or entity which, together with others through a shareholding group, controls the Company, or – if a company or body – with significant persons in them;
- g) must not be, or have been in the previous three financial years, an employee of one of the above mentioned companies or bodies;
- h) must not receive, or have received in the previous three financial years, from the Company or a subsidiary or parent company, significant additional remuneration with regard to the "fixed" remuneration as a non-executive Director of the Company, including the participation in incentive plans linked to company performance, also including share-based incentives;
- i) must not have been a Director of the Company for more than nine years in the last twelve years;
- j) just not hold a position as an executive director in another company in which an executive director of the Company holds a position as Director;
- k) must not be a partner or director of a company or entity belonging to the network of companies entrusted with the auditing of Company accounts;
- l) must not be a close family member cohabiting with a person in one of the situations specified above.

The Board of Directors evaluates annually the independence of directors taking into account of the information provided by those directly involved.

The independent (non-executive) directors (4 out of 8) are:

- Gian Paolo Montali
- Riccardo Montanaro
- Marzio Saà
- Camillo Venesio

In the course of the 2007/2008 financial year, the independent directors, as envisaged by Art. 3.C.6 of the Code of Conduct, held 1 meeting in the absence of the other directors.

In addition to verifying the pre-requisite of independence of non-executive directors, the Board of Directors has conducted a self-evaluation on the size, composition and functioning of the board itself, expressing a positive opinion on this. The methodological approach of the evaluation procedure included the compilation of a specific questionnaire by the members of the Board of Directors, who expressed their opinions on the characteristics of the above.

### **Committees**

Three committees have been created in the framework of the Board of Directors to provide consultancy and proposals: the Remuneration and Appointments Committee, the Audit Committee and the Sports Committee.

### **Remuneration and Appointments Committee**

To examine the matters in question, the Board of Directors has decided to create a single Committee as the issues are inter-related.

The Remuneration and Appointments Committee is composed exclusively of non-executive directors:

- Carlo Barel di Sant'Albano Chairman
- Riccardo Montanaro
- Camillo Venesio

The Remuneration and Appointments Committee has the following functions:

- to formulate proposals for the fixed and variable remuneration of executive directors, including any participation in shareholding incentives, monitoring the application of the decisions made by the Board of Directors;



- to formulate proposals for any possible remuneration of members of committees of directors established by the Board of Directors;
- to periodically evaluate the remuneration of directors with strategic responsibilities, overseeing their application on the basis of information provided by the executive directors and formulate general recommendations on the matter for the Board of Directors.

The Company adopts incentive mechanisms on the basis of which the remuneration of executive directors, the general manager and some employees includes a part that varies according to whether certain economic and/or sports results are achieved. In particular:

- a significant part of the remuneration of the Chairman Giovanni Cobolli Gigli is linked to the achievement of the individual objectives set (qualitative),
- a significant part of the remuneration of the Director and General Manager Jean-Claude Blanc is linked to the achievement of the individual objectives set (qualitative and quantitative) and to the economic results achieved by the Company.

The committee may avail itself of the assistance of independent consultants or other experts to acquire the opinions or information needed on matters to be examined; as far as the 2007/2008 financial year is concerned, the committee made no use of external consultants. 3 meetings of the Remuneration and Appointments Committee was held in the course of the 2007/2008 financial year.

These meetings examined and defined the organisational structure, the definition of the company bonus system and the proposals concerning remuneration for executive directors.

### **Audit Committee**

The Audit Committee, with the function of providing consultancy and proposals, as well as control of internal procedures (administrative and operative) it is composed entirely of independent directors:

- Marzio Saà Chairman
- Riccardo Montanaro
- Camillo Venesio

The Audit Committee has the following functions:

- to assist the Board of Directors in the definition of the guidelines for the system of internal control;
- to assist the Board of Directors in the identification of an executive director charged with overseeing the functionality of the system of internal control;
- to assist the Board of Directors in the evaluation, at least once a year, of the adequacy, effectiveness and effective functioning of the system of internal control;
- to assist the Board of Directors in the description of the essential elements of the system of internal control illustrated in the report on corporate governance;
- to provide the Board of Directors with its own opinion on the appointment and removal of those responsible for internal control;
- to assess, together with the manager responsible for drawing up company accounting documents and the independent auditors, the correct use of the accounting principles;
- on the request of the relevant executive director, to express opinions on specific aspects regarding the identification of the main company risks as well as the planning, production and management of the system of internal control;
- to examine the work plan prepared by the person responsible for internal control as well as the periodical reports produced;
- to evaluate the work plan proposed by the internal audit manager;
- to evaluate the proposals formulated by the independent auditors to obtain the appointment, as well as the work plan prepared for the audit and the results illustrated in the report and any letter of suggestions;
- to oversee the effectiveness of the auditing process;
- to assist the Board of Directors in verifying the operations of the monitoring unit as per Legislative Decree 231/2001;
- to perform other tasks assigned by the Board of Directors;
- to evaluate the observations that emerge from the reports of the independent auditors, from information from the Board of Statutory Auditors, from reports of the monitoring unit and investigations and examinations made by third parties;

- to report to the Board of Directors, at least every six months, at the time of approval of the annual report and the six-monthly report, on the work of the committee itself and on the adequacy of the internal control system.

To perform its functions, the committee may commission, with the possibility of using Company facilities, independent consultants or other experts, to the degree felt necessary to conduct its work.

The Audit Committee maintains relations with the Board of Statutory Auditors, the independent auditors, the internal auditor, as responsible for the internal control system, and the manager responsible for preparing the financial reports. Furthermore, the Audit Committee meets at least once a year with the monitoring unit as envisaged by Legislative Decree 231/2001 (as illustrated further in this report) to exchange information regarding their respective control activities. In the event of particular anomalies found during control operations, information between these bodies will be prompt.

The meetings are attended by the chairman of the Board of Statutory Auditors or by another statutory auditor nominated by him/her, the internal auditor, responsible for internal control, as secretary, and, on invitation, on the basis of the issues to be discussed, one or more internal members of staff (company managers) or external (independent auditors).

9 meetings of the Audit Committee were held in the 2007/2008 financial year.

The purpose of the meetings was the analysis of the criteria of evaluation and the accounting principles underlying the drafting of economic and asset situations submitted for approval to the Board of Directors, the examination of internal procedures, and the verification of the observance of the principles of Corporate Governance as well as questions concerning the application of the measures of Legislative Decree 231/2001. The Audit Committee also oversaw the effectiveness of the accounts auditing process, examining the results illustrated in the reports by the Independent Auditors.

The Audit Committee also reported to the Board of Directors on the adequacy of the internal control system, providing special reports on this.

#### **Internal control system manager**

The Board of Directors has appointed the Internal Audit Manager as responsible for the internal control system.

This person is entrusted with the tasks of evaluation and constant monitoring of, and giving impetus to the current internal control system. The person responsible, who in performing these duties has complete independence and no hierarchical constraints, reports periodically to the chairman, to the Audit Committee, to the Board of Directors and to the Board of Statutory Auditors on its activities.

#### **Sports Committee**

The Sports Committee has the function of providing proposals and consultancy to the Board of Directors itself concerning the Company's strategy in the sports world in general and, more in particular, in activities linked to the football world.

The Committee is composed of four directors, two of whom independent, who represent the competencies present in the Board of Directors for the matters in question:

- Giovanni Cobolli Gigli                      Chairman
- Jean-Claude Blanc
- Gian Paolo Montali
- Riccardo Montanaro

The committee has the following functions:

- it works in line with the Juventus code of ethics; it examines and approves the internal regulations for the sports season, which is drafted by the Sports Secretariat and oversees observance of it and the correct application of the system of penalties; it also oversees the correct and prompt information to personnel of the internal regulations, the antidoping regulations and the code of ethics;
- it formulates the guidelines for the Company's sports policy, the strategies through which to spread and respect the concepts expressed in the code of ethics, to give supporters the highest satisfactions in sport. This is done taking into account the need to conciliate the professional and economic dimensions of football with its ethical and social values;
- indicates what key elements in the Company's sports communication strategy must be;

- participates in the definition and/or sharing of the contents of Company meetings, communications and external relations operations, providing an indication on how to disseminate the Juventus sports image and spirit;
- it works closely with the technical areas through which Juventus practises sport, in particular furnishing sports policy guidelines in the youth sector;
- it expresses indications on the contents and programme schedule of the Juventus channel.

To perform its functions, the committee may commission, with the possibility of using Company facilities, independent consultants or other experts, to the degree felt necessary to conduct its work.

The sports director and sports secretary may attend meetings on invitation.

5 meetings of the Sports Committee were held in the course of the 2007/2008 financial year.

These meetings concerned the dynamics of the organisation of the sports management, the management of the youth sector and respect of the code of ethics.

### **Legislative Decree 231/2001 - Internal control system**

In addition to the points illustrated in the paragraphs above on the control activities performed by the Audit Committee and the person responsible for internal control, it should be noted that the Board of Directors, in the course of the 2007/2008 financial year, updated the Model of organisation, management and control envisaged by the regulations of Legislative Decree 231/2001 on the administrative responsibility of juridical persons so as to adapt it to new regulations and legislation. The changes made to the Model incorporate in particular new offences regarding money laundering and health and safety at work.

As when adopting the Model, again in this case preliminary monitoring was conducted of all the activities put in place by company departments so as to:

- identify the most significant risk factors that might foster the occurrence of the crimes envisaged by the new regulations;
- prepare the checks needed to reduce to the minimum these factors of risk.

In the framework of these activities a number of company procedures have been drawn up or modified which are an integral part of the Model of organisation, management and control.

The new organisational Model was adopted by the Board of Directors at its meeting of 24 September 2008.

The members of the monitoring unit, appointed by the Board of Directors on 29 June 2006, are:

- Piero Locatelli
- Giovannandrea Anfora
- Ezio Audisio

The task of the Monitoring Unit is to oversee the functioning and observance of the Model of organisation, management and control, the adequacy of the Model in relation to the company structure and its effective ability to prevent crimes being committed. This body has the specific professional competencies to perform the activities assigned and to act with continuity.

The collective form adopted ensures the body has the pre-requisites of autonomy and independence required to perform the tasks entrusted to it.

The Monitoring Unit will remain in office for the same duration as that of the current Board of Directors and thus until the Shareholders' Meeting called to approve the financial statements at 30 June 2009.

6 meetings of the Monitoring Unit were held in the course of the 2007/2008 financial year whose main purpose was to update the organisation, management and control Model and verification of the organisational procedures adopted by company departments to prevent the crimes envisaged by Legislative Decree 231/2001 being committed.

The Board of Directors' meeting of 6 August 2007 entrusted supervision of the effectiveness of the internal control system to the Chief Executive Officer, Jean-Claude Blanc.

On the same date, pursuant to Art. 19 of the Company By-laws, the Board of Directors, on the proposal of the Audit Committee and after hearing the opinion of the Board of Statutory Auditors, appointed Michele Bergero, Administration and Finance Director, as the manager responsible for preparing the financial reports.

The manager responsible for preparing the Company's financial reports has all the powers necessary to exercise his role, including expenditure. The powers attributed can be exercised individually and with reference to the specific functions assigned and, consequently, purely to

perform the actions required to implement them in the interest of the company and in observance of the law. The manager responsible, with reference to the exercise of the powers described above, must report promptly to the Chief Executive Officer and General Manager and at least once a year to the Board of Directors on the activities performed and the costs borne. The Board of Directors, in its meeting of 17 December 2007, adopted the Model of Administrative and Accounting Control with the purpose of defining:

- the guidelines for the control system;
- the responsibilities, means and powers to confer on the manager responsible for preparing the Company's financial reports;
- the rules of conduct to be observed by Company personnel involved in any way in the implementation of the accounting control system;
- the roles and responsibilities attributed to the Company management and functions involved in the preparation, distribution and verification of accounting information made available to the market;
- the process of internal certification by Company's managers;
- the process of certification to the market by the Chief Executive Officer and the manager responsible for preparing the Company's financial reports.

The Board of Directors has also instructed the Executive Directors to institute the Company's Internal Audit function, in observance of the Code of Conduct. This function is operational as of 1 April 2008.

### **Code of Ethics**

On 24 September 2008 the Board of Directors adopted a new Code of Ethics that incorporates and formalises the ethical principles significant for the prevention of the new crimes included in Legislative Decree 231/2001. The cutting-edge Code of Ethics, unique in its business sector, is based on the following key principles to:

- promote the sports ethic and conciliate the professional and economic dimensions of football with its ethical and social values, maintaining at the same a style of conduct in harmony with its tradition and respecting its own supporters and, more in general, all sports fans;
- create value for its shareholders through the enhancement of the brand, the maintenance of a sports organisation of an excellent technical level, the examination and implementation of projects for the diversification of activities;
- maintain and develop relations of trust with its stakeholders, i.e. all the categories of individuals, groups or institutions whose contribution is needed to achieve company goals.

## **2.3 COMPANY FUNCTIONS AND PROCEDURES**

### **Procedure for the treatment of confidential information**

Following the application of the EU directive on "market abuse" and the introduction of the implementation regulations by Consob, the Board of Directors has adopted a new internal procedure for the treatment of confidential information, meaning by this non-public information of a precise nature – as specified by Art. 181, paragraph 3, of Legislative Decree 58/1998 – directly or indirectly concerning the Company or one or more financial instruments issued by it and which, if made public, could notably influence the price of the financial instruments issued by the Company itself.

The procedure aims to regulate the information flow, the responsibilities and means of dissemination of confidential information to third parties.

The Chairman, the Chief Executive Officer and General Manager are responsible for the management and communication to the public and authorities of confidential information, with particular attention to price-sensitive information. Communications to authorities and the public and – including shareholders, investors, analysts and the media – are provided in the terms and modalities specified in the regulations in force, respecting the criteria of correctness, clarity and parity of access to information.

In its communications operations, the Company follows the principles contained in the "*Guida per l'Informazione al Mercato*" of Borsa Italiana S.p.A..

Directors and statutory auditors must maintain the confidentiality of the documents and information acquired when performing their duties and observe all the provisions regarding the

external communication of such documents and information. The same duties of confidentiality are also applied to Company managers and employees.

#### **Register pursuant to Art. 115 bis of Legislative Decree 58/1998**

In order to satisfy the regulations in force, the Company has created a Register of the people who, because of their working or professional activities or the functions performed, have access to the information envisaged by Art. 114, paragraph 1, of Legislative Decree 58/1998.

#### **Disclosure obligations pursuant to Art. 114, paragraph 7, of Legislative Decree 58/1998**

Art. 114, paragraph 7, of Legislative Decree 58/1998 envisages that those who perform administration, control and management functions in the Company and its managers who have regular access to confidential information and hold the power to take decisions that may impact on the evolution and future prospects of the Company must disclose to Consob and to the public the operations they perform, also through intermediaries, concerning the shares issued by the Company and its listed subsidiaries or other financial instruments linked to them; this obligation is also true for anyone who holds shares amounting to at least 10% of company capital, as well as to any other who controls the listed issuer.

Operations whose total sum does not reach € 5 thousand by the end of the year are not subject to disclosure.

As envisaged by the regulations in force, the Company has introduced an organisational procedure to identify those people with this obligation as well as to discipline the forms of disclosure to them of the fact that they have been identified and the related obligations.

The Company has identified as "Significant Parties" subject to the obligations of disclosure the Company directors, statutory auditors, and the general manager.

The organisational procedure prohibits with binding application the members of administrative and control bodies, as well as those with functions as directors or managers as specified Consob regulation no.11971/99 (so-called internal dealing), to make, directly or through third parties, operations of purchase, sale, subscription or exchange of shares or financial instruments linked to them in the 15 days preceding the board meeting called to approve the financial statements for the period.

#### **Procedure for the appointment of the current directors and statutory auditors**

For the nomination of the current company officers, the majority shareholder IFIL Investments S.p.A. deposited at company offices, in the ten days prior to the Shareholders' Meeting, the proposals for appointment of directors and statutory auditors as well as information on the personal and professional characteristics of the candidates.

As regards independent directors, proof was also provided that they satisfy the requirements demanded by the regulations in force.

#### **Relations with Institutional Investors and other shareholders**

The Company acts to establish a dialogue with its Shareholders and Institutional Investors. The Chairman, Chief Executive Officer and General Manager, in the respect of the procedure on the disclosure of documents and information concerning the Company, oversee relations with Institutional Investors and other Shareholders from a perspective of constant attention and dialogue.

In order to establish a constant and professional relationship with all shareholders, as well as with institutional investors, as requested by the Code of Conduct and also to respond to the further demands to be satisfied for admission to the STAR segment of the Mercato Telematico Azionario organised and managed by Borsa Italiana S.p.A., the appointment has been made of a person responsible for the specific management of all activities concerning relations with institutional investors and other shareholders (the Investor Relations Manager).

In the framework of his responsibilities, the Investor Relations Manager organises regular meetings with members of the Italian and international financial community and updates the financial section of the Company's Internet site ([www.juventus.com](http://www.juventus.com)). The site provides a special section, available also in English, on news regarding the Company, periodical and annual accounting statements, press releases and corporate presentations to analysts and investors.

Shareholders, investors and the financial press can contact the following company offices for information:

- Relations with Institutional Investors and Financial Analysts  
(Tel.+39011-6563456 - Fax +39011-5631177 - [investor.relations@juventus.com](mailto:investor.relations@juventus.com)).

- Press Office  
(Tel.+39011-6563436 – Fax +39011- 4407461)

## **2.4 SHAREHOLDERS' MEETINGS AND OGM/EGM CODE**

The Meetings are an important occasion for informing Shareholders about the Company, respecting regulations on confidential information.

In order to facilitate the attendance of shareholders at the Meetings, the Company pays the maximum attention to the choice of the place, date and time they are convened.

As far as possible, Board of Directors and the Board of Statutory Auditors will be well represented at the Meetings. In particular, Meetings are attended by the directors who, due to the positions occupied, can provide a useful contribution to discussion in the meetings.

On a proposal by the Board of Directors, the Shareholders' Meeting adopted the "OGM/EGM Code" (available on the Company Internet site: <http://www.juventus.com>) which regulates the ordered and effective management of Company Shareholders' Meetings.

## **2.5 BOARD OF STATUTORY AUDITORS**

The Board of Statutory Auditors is made up of three acting Auditors and two deputy Auditors. The election of one Auditor and one Deputy Auditor is reserved, by the By-laws, for the minority.

The acting and deputy Auditors must be chosen amongst those in the register of auditors who have exercised the profession of auditor for a period of no less than three years.

The Board of Statutory Auditors is nominated on the basis of lists presented by shareholders in which the candidates are listed by a progressive number. The list is made up of two sections, one of candidates for acting Auditor and another for candidates for deputy Auditor, for a number not exceeding the Auditors to be elected.

Only shareholders who, singly or together with others, hold shares with voting rights representing the percentage required by the Company By-laws for the nomination of directors (Art. 13) have the right to present lists; this percentage must be indicated in the notice calling the OGM.

A shareholder may not present or vote for more than one list, even if through third parties or fiduciary companies.

Shareholders belonging to the same group and shareholders belonging to a shareholder syndicate regarding company stock may not present or vote for more than one list, even if through third parties or fiduciary companies.

Each candidate may appear in only one list and will otherwise be deemed ineligible. Only candidates who meet the conditions of limits to their term of office as set out by the regulations applicable and by those of the By-laws may be included in the lists. As specified by Article 1, section 2, paragraphs b) and c) and section 3 of the ministerial decree no. 162 of 30 March 2000 on the pre-requisites of the professionalism of members of boards of auditors for listed companies, the matters strictly regarding activities run by the company include commercial law, industrial law, sports law, business economics and financial science as well as other disciplines that cover similar or comparable subjects, even if under different denominations, while by sectors of activity strictly regarding those in which the company operates the meaning is that of sectors related to sports activities or professional sport.

Outgoing Auditors may be re-elected. The lists must be delivered to the Company's registered offices at least fifteen days before the first date fixed for meeting and reference to this will be made in the notice of the meeting, complete with:

- a) information regarding the identity of the shareholders that have presented lists, with the indication of the overall shareholding and certification that demonstrates the right to this shareholding;
- b) a declaration of shareholders other than those that hold, even jointly, a controlling share or relative majority, certifying the absence of related links with the latter covered by the regulations in force;
- c) full information on the personal and professional characteristics of the candidates, as well as a declaration by them of possessing the prerequisites required by law and the company by-laws and their acceptance of the candidature;
- d) the list of directorship and control positions occupied by candidates in other companies, with the undertaking to update this list at the date of the meeting.

Any candidates who do not comply with the aforesaid provisions shall be considered ineligible. In the event that at the date of the above deadline only a single list has been deposited, i.e. only lists presented by shareholders who, on the base of what is set out above, are connected with each other in the sense of the regulations in force, lists may be presented up to the fifth day following that date. In this case the threshold is reduced by one half.

Prompt notification pursuant to the regulations in force must be given of the absence minority lists, of the extended deadline for the presentation of them and the reduction in the threshold as mentioned above.

The appointment of the members of the Board of Statutory Auditors is as follows:

1. two acting statutory members and one deputy member are elected from the list which has obtained the highest number of votes, in the progressive order in which they are listed thereon;
2. the remaining acting statutory member and the other deputy statutory member are elected from the list which has obtained the second highest number of votes from the Meeting and which is not connected to the majority shareholders on the basis of the progressive order in the sections of the list; in the event of parity between a number of lists, the candidates elected are those of the list presented by shareholders holding the largest shareholding, or, secondarily, by the highest number of shareholders.

The Chairman of the Board of Statutory Auditors shall be the statutory member indicated as the first candidate on the list indicated in point 2 above.

If it is not possible to make the appointment with the above method, the meeting shall decide by a simple majority.

In the event the requisites demanded by law and By-laws are no longer met, the Statutory Auditor shall be relieved of office.

In the event of the replacement of a statutory auditor, including the position of chairman, the deputy auditor belonging to the same list as the resigned auditor shall take the place of the same, when the statutory auditors have been nominated through lists.

The terms in the preceding paragraphs shall not be applied by the meetings which, according to the law, must appoint acting statutory auditors and/or alternates and the chairman needed to complete the Board of Statutory Auditors in the event of replacement or resignation. In these cases, the appointment is made by the simple majority vote of the shareholders, respecting the principle of the necessary representation of minorities.

The members of the board of auditors are subject to the same conditions and constraints as specified for directors in Art. 13.

The Board of Statutory Auditors is currently made up of the following members:

- |   |                     |          |
|---|---------------------|----------|
| - | Roberto Longo       | Chairman |
| - | Paolo Piccatti      | Auditor  |
| - | Gianluca Cristofori | Auditor  |

The Board of Statutory Auditors was nominated by the Shareholders' Meeting of 26 October 2006 and will remain in office until the Shareholders' Meeting called to approve the Financial Statements at 30 June 2009.

It should be remembered that on 15 May 2008, following the appointment of Gianluca Ferrero to the Board of General Partners of Giovanni Agnelli e C. S.a.p.A. (indirect controlling company of Juventus), the auditor Gianluca Ferrero and the chairman of the Board of Statutory Auditors Giorgio Giorgi, relative of Gianluca Ferrero, left their positions in observance of Art. 148, section 3, of Legislative Decree no. 58/1998. Consequently, pursuant to Art. 2401 of the Italian Civil Code, the Deputy Auditors Paolo Piccatti and Gianluca Cristofori took their place as acting auditors until the next OGM. The chair of the Board of Statutory Auditors was assigned to the auditor Roberto Longo.

None of the members of the current Board of Statutory Auditors has been nominated by the minority as, during the renewal of the body, the only list presented was that of the majority shareholder IFIL Investments S.p.A..

Some auditors occupy positions in other listed companies or ones of significant size:

- Roberto Longo: Chairman of the Board of Statutory Auditors Guala Closures S.p.A., Auditor Fiat Auto Var S.r.l., Iveco Partecipazioni Finanziarie S.r.l., Director Sella Bank Luxembourg S.A..

- Gianluca Cristofori: Auditor Calzedonia S.p.A..
- Paolo Piccatti: Auditor IFI – Istituto Finanziario Industriale S.p.A., IFIL Investments S.p.A., Fiat Group Automobiles S.p.A., Iveco S.p.A., Banca Sella Holding S.p.A..

## **2.6 INDEPENDENT AUDITORS**

The Shareholders' Meeting of 26 October 2007 appointed Deloitte & Touche S.p.A. as independent auditor of the financial statements for the financial years from 2007/2008 to 2015/2016.

## **2.7 UPDATING OF THE CORPORATE GOVERNANCE SYSTEM**

The Board of Directors intends to update, if necessary, the system of Corporate Governance so as to ensure again for the future transparency and the correct balance between management and control of company operations. In addition, to ensure the proper functioning of the market and prompt information about the company, the Board of Directors will provide timely information, in the ways and terms laid down by the regulations in force, on matters concerning variations in its system of Corporate Governance.



**TABLE 1: BOARD OF DIRECTORS AND COMMITTEES STRUCTURE  
JUVENTUS FOOTBALL CLUB S.p.A.**

BOARD OF DIRECTORS							AUDIT COMMITTEE		REMUNERATION AND APPOINTM. COMMITTEE		SPORTS COMMITTEE	
POSITION	MEMBERS	executive	non executive	independent	(4)	Number of other positions (2)	(3)	(4)	(3)	(4)	(3)	(4)
Chairman	Giovanni Cobolli Gigli	X			100%	1					X	100%
CEO and General Manager	Jean-Claude Blanc	X			88%	-					X	100%
Director	Carlo Barel di Sant'Albano		X		88%	6			X	100%		
Director	Aldo Mazzia		X		88%	1						
Director	Gian Paolo Montali		X	X	88%	-					X	100%
Director	Riccardo Montanaro*		X	X	100%	-	X	100%	X	100%	X	100%
Director	Marzio Saà		X	X	100%	3	X	100%				
Director	Camillo Venesio		X	X	100%	7	X	100%	X	100%		
Number of meetings held during the financial year under review				BOD: 8			Audit Committee: 9		Remuneration and appointm. Committee: 3		Sports Committee: 5	

**NOTES**

- (1) The note indicates if the Director was designated through lists presented by the minority.
  - (2) This column indicates the number of positions held as Director and Auditor by the person concerned in other companies listed on regulated markets, including foreign ones, in financial, banking and insurance companies or others of significant dimensions.
  - (3) This column indicates with an "X" the membership into the Committee.
  - (4) This column indicates the percentage of directors' attendance of respectively BoD and Committee meetings.
- \* Appointed member of the Sports Committee on 13 November 2007.

**TABLE 2: BOARD OF STATUTORY AUDITORS  
JUVENTUS FOOTBALL CLUB S.p.A.**

<b>POSITION</b>	<b>MEMBERS</b>	<b>PERCENTAGE ATTENDANCE OF BOARD MEETINGS</b>	<b>NUMBER OF OTHER POSITION (2)</b>
Chairman*	Roberto Longo	100%	4
Auditor**	Gianluca Cristofori	100%	1
Auditor**	Paolo Piccatti	100%	5
***	Giorgio Giorgi	100%	/
***	Gianluca Ferrero	88%	/
<b>Number of meetings held in the 2007/2008 financial year (2 of which held after 15/05/2008, the date on which the deputy auditors Paolo Piccatti and Gianluca Cristofori were co-opted as acting auditors): 10</b>			
<b>Indicate the quorum required for the presentation of lists by the minority for the election of one or more acting auditors (ex art. 148 TUF):</b> 2.5% of capital with voting rights in the OGM			

**NOTE**

- (1) The note indicates if the Auditor was designated through lists presented by the minority.  
(2) This column indicates the positions as Director or Auditor held by the person concerned in other companies listed on regulated Italian markets or of significant dimensions.

\* Chairman of the Board of Statutory Auditors as of 15 May 2008  
\*\* Acting Auditor as of 15 May 2008  
\*\*\* Left the position on 15 May 2008

**TABLE 3: OTHER CORPORATE GOVERNANCE CODE PROVISIONS  
JUVENTUS FOOTBALL CLUB S.p.A.**

	YES	NO	SUMMARY OF REASONS FOR ANY DIVERGENCE FROM THE CODE RECOMMENDATIONS
<b>SYSTEM OF DELEGATING POWERS AND OPERATIONS WITH RELATED PARTIES</b>			
Has the BoD delegated powers and defined:			
a) limits	X		
b) form of use	X		
c) and regularity of information?	X		
Has the BoD reserved the right to examine and approve operations of particular economic, financial and asset importance (incl. operations with related parties)?	X		
Has the BoD defined guidelines and criteria for the identification of "significant" operations?	X		
Are the above guidelines and criteria described in the report?	X		
Has the BoD defined specific procedures to examine and approve operations with related parties?	X		
Are the procedures to approve operations with related parties described in the report?	X		
<b>PROCEDURES OF THE MOST RECENT APPOINTMENTS OF DIRECTORS AND AUDITORS</b>			
Were candidatures for the post of Director deposited at least ten days in advance?	X		
Were candidatures for the post of Director accompanied by full information?	X		
Were candidatures for the post of Director accompanied by the indication of their right to define themselves as independent?	X		

**TABLE 3: OTHER CORPORATE GOVERNANCE CODE PROVISIONS  
JUVENTUS FOOTBALL CLUB S.p.A.**

	YES	NO	SUMMARY OF REASONS FOR ANY DIVERGENCE FROM THE CODE RECOMMENDATIONS
Were candidatures for the post of Auditor deposited at least ten days in advance?	X		
Were candidatures for the post of Auditor accompanied by full information?	X		
<b>SHAREHOLDERS' MEETING</b>			
Has the Company approved OGM/EGM Regulation?	X		
Are the Regulations attached to the report (or does it indicate where they can be obtained/downloaded)?	X		
<b>INTERNAL CONTROL</b>			
Has the Company nominated those responsible for internal control?	X		
Are those responsible hierarchically independent of managers for operational areas?	X		
Organisational unit responsible for internal control	X		
<b>INVESTOR RELATIONS</b>			
Has the Company appointed an <i>Investor Relations</i> manager?	X		
Organisational unit and contacts (address/telephone/fax/e-mail) for the <i>Investor Relations</i> manager?			Relations with Institutional Investors and Financial Analysts Investor Relator: Dr. Marco Re Tel. + 39011.6563456 – Fax +39011.5631177 investor.relations@juventus.com

**JUVENTUS F.C. S.p.A.**

Company capital Euro 20,155,333.20

Registered office Corso Galileo Ferraris 32, Turin

Registered in the Turin Companies Register no. 00470470014 REA no. 394963

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**COMPANY BY-LAWS**

COMPANY NAME - REGISTERED OFFICE - CORPORATE PURPOSE - TERM

Article 1 - DENOMINATION

A joint-stock Company is hereby incorporated under the name of "JUVENTUS F.C. S.p.A." or "JUVENTUS FOOTBALL CLUB S.p.A.", written in any graphic form.

Article 2 – REGISTERED OFFICE

The Company's registered office is in Turin.

Article 3 – CORPORATE PURPOSE

The sole purpose of the Company is sporting activities and activities connected or instrumental to them directly or indirectly.

In the framework of related or instrumental activities, the Company's purpose includes promotional and advertising activities and licensing of its own brands, the acquisition, ownership and sale, with the exclusion of transactions with the public at large, of shareholdings in commercial and real estate companies or companies whose purpose is the supply of services in any case related to the Company purpose.

To achieve the Company purpose and the objectives specified in the sections above, the Company may:

- enter into any and all real estate, investment and financial transactions, the latter with the exclusion of transactions with the public at large, that are held to be useful or necessary;

- promote and publicise its activity and its image using models, designs and emblems, directly or through third parties, and commercialising, again directly or through third parties, goods, objects and products bearing distinctive Company logos or signs; undertake, directly or indirectly, publishing activities, with the exclusion of the publication of daily newspapers.

All activities must in any case be conducted in observance of the law.

#### Article 4 - TERM

The term of the Company is fixed until 31 December 2100.

#### COMPANY CAPITAL – SHARES

##### Article 5 – CAPITAL STOCK

The capital stock is Euro 20,155,333.20 divided into 201,553,332 ordinary shares of par value of Euro 0.10 each.

The shares are registered shares and are issued in electronic form.

The capital stock may also be increased through the contribution of assets in kind and/or credit.

##### Article 6 – SHARES WITHOUT VOTING RIGHTS

If the Company issues shares without voting rights, the Board of Directors will convene the appropriate Meetings, in the event that the shares without voting rights or the ordinary shares are delisted, to vote the convertibility of the shares without voting rights into ordinary shares according to the conversion ratio that will be decided by the Extraordinary Meeting.

##### Article 7 – DELEGATION OF POWERS TO THE DIRECTORS

The Shareholders' Meeting may assign the power to the Directors to increase the capital stock and/or issue convertible bonds, as specified in articles 2443 and 2420 ter of the Italian Civil Code.

#### MEETING

Article 8 – ATTENDANCE AND REPRESENTATION AT THE SHAREHOLDERS’ MEETING

Shareholders holding voting share shall be entitled to attend the Meeting. Each shareholder holding voting share can be represented at a Meeting, in the manner set forth by law.

Pursuant to art. 2373 of the Italian Civil Code a conflict of interests exists for:

- a) anyone holding voting rights at the Shareholders’ Meeting of more than 2% (two per cent) of the Company’s capital stock when at the same time holding voting rights in another football company affiliated to the professional section of the F.I.G.C. equal to the percentage needed to ensure the control of this other company as per paragraph 1, points 1 and 2 of art. 2359 of the Italian Civil Code;
- b) anyone holding voting rights at the Shareholders’ Meeting of more than 10% (ten per cent) of the Company’s capital stock when at the same time holding voting rights in another football company affiliated to the professional section of the F.I.G.C. with a percentage of the capital stock of this company of over 2% (two per cent) but lower than the share specified in point a) above.

For the purposes of the calculation of these percentages, all voting rights must be taken into account that can be exercised, directly or indirectly, also through parent companies, subsidiary companies or associated companies, or through third parties, or on the basis of pledge, usufruct, any other rights or agreements with other shareholders.

Participants at the Meeting who find themselves in one of the situations of conflict described above must declare this situation under their own responsibility.

Article 9 – CALL OF MEETING

The Ordinary Meeting shall be convened by the Board of Directors in the city of the Company’s registered office or elsewhere, in Italy, at least once a year within one

hundred and twenty days of the end of the financial year. In addition, an Ordinary or Extraordinary Meeting shall be convened whenever the Board of Directors deems it proper and in the cases provided by law.

#### Article 10 – NOTICE OF MEETING

The Meeting shall be convened by notice to be published in the newspaper “La Stampa” at least thirty days prior to the date fixed for the Meeting, unless otherwise specified by law; in the event of failure to publish the newspaper “La Stampa”, the notice shall be published in the “Gazzetta Ufficiale” of the Italian Republic.

The notice can also indicate the days for any second call and, in the event of an Extraordinary Meeting, a third call. The notice shall indicate the location, the date and time of the Meeting as well as the matters on the agenda.

#### Article 11 – SHAREHOLDERS’ MEETING

For the Meeting to be duly constituted and valid for passing resolutions, the applicable laws shall apply, subject to the provisions of the following Articles 13 and 22 for the appointment of the Board of Directors and the Board of Statutory Auditors.

#### Article 12 – CHAIR OF THE MEETING – CODE OF THE MEETING

The Meeting shall be chaired by the Chairman of the Board of Directors; in his absence by the most senior Vice Chairman or, in the case of a number of Vice Chairmen, the one nominated by the Board of Directors or in their absence by another person appointed by the Meeting. Based on the proposal of the Chairman, the Meeting shall appoint the Secretary, who may be chosen also from among non shareholders and, should he deem it proper, two scrutineers, choosing them from among the shareholders or shareholders’ representatives. When required by law, or when deemed proper by the Chairman of the Meeting, the minutes are drawn up by a notary appointed by the Chairman himself, in which case it is not necessary to appoint a Secretary. The resolutions of the Meeting shall be recorded in the form of minutes



signed by the Chairman and the notary or Secretary.

The Chairman of the Meeting shall be responsible for verifying if the Meeting has been duly constituted, verifying the identity and legitimacy of the shareholders present, conducting the discussion and ascertaining the resulting of voting.

Except as provided by the previous paragraphs, all further regulations for conducting Meetings shall be determined by the Ordinary Meeting through the adoption of specific rules.

#### ADMINISTRATION AND REPRESENTATION

##### Article 13 – BOARD OF DIRECTORS

The Company shall be managed by a Board of Directors composed of a number of members variable from a minimum of 3 to a maximum of 15 depending on the number established by the Meeting.

The board of directors is nominated on the basis of lists of candidates. In the presence of a number of lists, one of the members of the board of directors is expressed by the second list that has obtained the most votes.

Only shareholders who, singly or together with others, are owners of shares with voting rights representing at least 2.5% of company capital or the different percentage laid down for the company by the regulations in force, this percentage being indicated in the meeting notice, have the right to present lists.

No shareholder, nor shareholders linked by relations of control or connected as specified in the Italian civil code, may present or vote for, not even through a third party or fiduciary company, more than one list. Each candidate may be included in only one list, and will otherwise be considered ineligible.

The candidates included in the lists must be listed with progressive numbers and possess the requisites of integrity and professionalism established by law. The candidate indicated with number one in the progressive order must also meet the

requirements of independence demanded by law.

The lists presented must be deposited at the company headquarters at least fifteen days before the date of the first call for the shareholders' meeting and this will be reported in the notice calling the meeting.

Together with each list, by the deadline indicated above, the certification is deposited of the shareholder's right to participation, detailed information on the candidates' personal and professional qualities, as well as the declarations in which the individual candidates accept the candidature and state, under their own responsibility, that they possess the requisites demanded. The candidates for whom the rules above have not been respected are ineligible.

The number of directors to be elected is decided by the meeting, and the procedure is as follows:

1. all the directors to be elected except one are elected from the list that has obtained most votes, on the basis of the progressive order of the list;
2. in observance of the law, one director is elected from the second list that has obtained the highest number of votes, on the basis of the progressive order of the list.

No account is taken of the lists that obtain at the meeting a percentage of votes less than half of the amount demanded in paragraph three of this article.

The above rules for the appointment of the board of directors are not applied

When at least two lists have not been presented or voted nor in the meetings that must substitute directors during the course of their mandate. In these cases, the meeting decides with a relative majority vote.

If in the course of the financial year one or more Directors were to leave office, the Board shall replace the Directors in accordance with the civil code. If, due to resignation or other causes, the majority of Directors should leave office, the whole

Board shall be deemed to be resigning and the Directors still in office should urgently call a Meeting for the new appointments. Directors shall hold office for three financial years and their term of office expires concurrently with the Shareholders' Meeting called for the approval of the financial statements for the third financial year; these Directors can be re-appointed. The term of office of any Director appointed by the Meeting in the course of a three-year term shall expire on expiry of the term of office of Directors in office at the time of the appointment.

Directors who receive definitive convictions in the courts entailing additional sentences incompatible with their position are suspended from their position for the period established by the sentence.

Directors who are subjected to disciplinary measures by the bodies of the F.I.G.C. that entail the permanent exclusion from any level and category of the F.I.G.C. must leave office and cannot fill or be nominated or elected to other Company positions.

#### Article 14 – OFFICERS OF THE BOARD

The Board of Directors, where this has not been decided by the Shareholders' Meeting, shall appoint a Chairman from among its members. It may also appoint one or more Vice-Chairmen and one or more Chief Executive Officers. The Board can also appoint a Secretary who may not necessarily be a member of the Board.

#### Article 15 – MEETINGS OF THE BOARD

The Board of Directors shall meet either at the registered office or elsewhere, provided that it is in a European country, at least every three months whenever the Chairman or a Vice Chairman or upon request of the persons duly qualified according to the law deems it necessary, or every time the same considers it in the best interests of the Company, or whenever a meeting has been requested by at least three Directors or at least two acting Statutory Auditors or bodies with delegated powers. The meetings shall be presided over by the Chairman, or in his absence, by

the Vice-Chairman nominated by the Board. In the event of his absence, the chair will be taken by another director nominated by the Board. The meeting shall be called by letter telegram, fax, e-mail or similar at least three days before the date fixed for the meeting, except in the case of extreme urgency.

The disclosure required by art. 150 of Legislative Decree 59/98 and by art. 2381 of the Italian Civil Code shall be supplied by the Directors to the Board of Statutory Auditors and by the bodies with delegated powers (Executive Directors) to the Board of Directors and the Board of Statutory Auditors during the meetings of the Board of Directors, to be held at least quarterly, as stated in the previous paragraph. Meetings of the Board of Directors may be held via means of telecommunications. In that case the meeting is considered to be held in the location where the Chairman of the meeting is and where the Secretary also shall be; furthermore, all the Directors present must be able to be identified and follow the discussion, take part in real time in the discussion of the matters and receive, send and consult documents.

#### Article 16 – RESOLUTIONS OF THE BOARD

The resolutions of the Board of Directors shall be valid if at least the majority of the members holding office is present. Resolutions shall be taken by absolute majority of votes of the Directors present. In the event of an equal number of votes, the vote of the Chairman of the meeting shall prevail. All resolutions taken at the meeting shall be recorded in minutes signed by the Chairman of the meeting and the Secretary.

#### Article 17 – POWERS OF THE BOARD

The Board of Directors is vested with all and every power for the ordinary and extraordinary management of the Company. The Board is therefore empowered to take such action as it shall deem proper to attain the Company's business purpose save only such action as is reserved by law to the Shareholders' Meeting.

The Board of Directors can issue non-convertible bonds and also pass resolutions regarding transactions as provided by article 2365, second paragraph, of the Italian Civil Code as well as decide for the spin-off of companies according to the provisions of the law.

#### Article 18 – EXECUTIVE COMMITTEE

The Board can appoint an Executive Committee from among its members, fixing the number of members and delegating all or a part of its powers, save those powers expressly reserved by law to the Board.

The same provisions of Articles 15 and 16 for the Board of Directors apply with respect to the meetings and the resolutions of the Executive Committee. The Secretary to the Board is also the Secretary to the Executive Committee.

#### Article 19 – GENERAL MANAGER – MANAGER RESPONSIBLE FOR DRAWING UP COMPANY ACCOUNTING DOCUMENTS

The Board of Directors can, as provided for by law, appoint a General Manager, fixing the powers, attributions and any remuneration.

The Board of Directors shall, after hearing the opinion of the Board of Auditors, appoint a manager responsible for drawing up company accounting documents; the person appointed must have several years of experience in administrative and financial matters in companies of significant size.

#### Article 20 - EMOLUMENTS

The Board is entitled to an annual emolument which shall be voted by the Shareholders' Meeting; the manner in which the emolument shall be divided among the Board members shall be decided respectively by resolution of the Board and the Executive Committee. The Directors who have been delegated special assignments or powers, after approval by the Board of Statutory Auditors, can be assigned special

fees, also in the form of profit sharing. All these amounts shall be recorded under general expenses.

#### Article 21 – LEGAL REPRESENTATION

Legal representation of the Company vis-à-vis third parties and in court proceedings shall be the duty of the Chairman and, if appointed, Vice Chairmen and Chief Executive Officers within the limits of the powers granted to them by the Board of Directors and also for the execution of the resolutions of the Board and in legal proceedings.

In addition, the Board of Directors may, as provided by law, attribute powers to other Directors, nominees or managers who will exercise such power within the limits set by the Board.

#### BOARD OF STATUTORY AUDITORS AND AUDITS

##### Article 22 - AUDITORS

The Board of Statutory Auditors shall consist of 3 acting Statutory Auditors and 2 alternate Statutory Auditors. Minority shareholders may appoint one standing Statutory Auditor and one alternate Statutory Auditor.

Statutory Auditors shall be nominated by a list presented by the shareholders in the which the candidates are listed by a progressive number. The list is divided into two sections: one is for candidates for the post of acting Statutory Auditor and the other is for candidates for alternate Statutory Auditors, in a number no higher than the number of auditors to be elected.

Lists can only be presented by shareholders which, alone or together with other shareholders, own voting stock representing the percentage specified in the third paragraph of Article 13; this percentage must be indicated in the notice of call for the meeting.

No shareholder can present or vote, either through a third party or fiduciary company, more than one list. Shareholders belonging to the same group and shareholders belonging to a shareholder syndicate regarding company stock may not present or vote for more than one list, even if through third parties or fiduciary companies. Each candidate may be included on only one list, and will otherwise be considered ineligible.

Only candidates who come within the limits of the positions specified by the applicable regulations and who meet the requirements of these regulations and these Company By-laws may be included in the lists. As is specified in article 1, section 2, letters b) and c) and section 3 of the Ministerial Decree no. 162 of 30 March 2000 concerning the qualifications of the board of auditors of listed companies, for questions closely related to the activities of the Company, these include commercial law, industrial law, sports law, business economics and finance as well as other disciplines regarding similar subjects, even if indicated by different definitions, while the fields of activity strictly regarding the Company's operations include the fields of sport and professional sports.

Outgoing auditors may be re-elected. The lists must be delivered to the Company's registered offices at least fifteen days before the first date fixed for meeting and reference to this will be made in the notice of the meeting, complete with:

- a) information regarding the identity of the shareholders that have presented lists, with the indication of the overall shareholding and certification that demonstrates the right to this shareholding;
- b) a declaration of shareholders other than those that hold, even jointly, a controlling share or relative majority, certifying the absence of related links with the latter covered by the regulations in force;

- c) full information on the personal and professional characteristics of the candidates, as well as a declaration by them of possessing the prerequisites required by law and the Company By-laws and their acceptance of the candidature;
- d) the list of directorship and control positions occupied by candidates in other companies, with the undertaking to update this list at the date of the meeting.

Any candidates who do not comply with the aforesaid provisions shall be considered ineligible.

In the event that at the date of the above deadline only a single list has been deposited, i.e. only lists presented by shareholders who, on the base of what is set out above, are connected with each other in the sense of the regulations in force, lists may be presented up to the fifth day following that date. In this case the threshold is reduced by one half.

Prompt notification pursuant to the regulations in force must be given of the absence minority lists, of the extended deadline for the presentation of them and the reduction in the threshold as mentioned above.

The appointment of the members of the Board of Statutory Auditors is as follows:

1. two acting statutory members and one alternate member are elected from the list which has obtained the highest number of votes, in the progressive order in which they are listed thereon;
2. the remaining acting statutory member and the other alternate statutory member are elected from the list which has obtained the second highest number of votes from the Meeting and which is not connected to the reference shareholders on the basis of the progressive order in the sections of the list; in the event of parity between a number of lists, the candidates elected are those of the list presented by shareholders holding the largest shareholding, or, secondarily, by the highest number of shareholders.



The Chairman of the Board of Statutory Auditors shall be the statutory member indicated as the first candidate on the list indicated in point 2 above.

If it is not possible to appoint the Statutory Auditors in the manner described above, the candidates will be appointed by a simple majority of votes cast by the shareholders present at the Meeting.

In the event the requisites demanded by law and by-laws are no longer met, the Statutory Auditor shall be relieved of office.

In the event of the replacement of a Statutory Auditor, including the position of Chairman, the alternate belonging to the same list as the resigned auditor shall take the place of the same, when the Statutory Auditors have been nominated through lists.

The terms in the preceding paragraphs shall not be applied by the Meetings which, according to the law, must appoint acting Statutory Auditors and/or alternates and the Chairman needed to complete the Board of Statutory Auditors in the event of replacement or resignation. In these cases, the appointment is made by the simple majority vote of the shareholders, respecting the principle of the necessary representation of minorities.

The members of the board of auditors are subject to the same conditions and constraints as specified for Directors in Art. 13.

#### Article 23 – EMOLUMENTS

The emolument of the Statutory Auditors shall be determined by the Shareholders' Meeting according to law.

#### Article 24 – AUDITS

The financial statements shall be audited by independent auditors who are listed in the corresponding register according to the provisions of laws.

#### FINANCIAL STATEMENTS

Article 25 – FINANCIAL YEAR END

The financial year shall terminate on 30 June each year.

Article 26 – DISTRIBUTION OF PROFITS

The net profit, less any losses from prior years, shall be distributed as follows:

- 5% to the legal reserve, until the same reaches one-fifth of the Company’s capital stock;
- at least 10% to the technical-sports youth training and education schools;
- the remaining profit shall be distributed to the shareholders as dividends, unless otherwise voted by the Shareholders’ Meeting.

Article 27 – INTERIM DIVIDENDS

During the course of the year, and if the Board of Directors so deems it and it is feasible in consideration of the results of the year, the Board of Directors can resolve to pay interim dividends for the year, in conformity with the provisions of the law.

Article 28 – PAYMENT OF DIVIDENDS

Dividends shall become payable at the registered office of the Company and in other locations designated by the Board of Directors.

All and any dividends not collected within five years from the date when they become payable shall be allocated to the Extraordinary Reserve of the Company and the related coupons shall be cancelled.

FINAL PROVISIONS

Article 29 – TERRITORIAL JURISDICTION

The Company shall be under the jurisdiction of the Court of Turin.

Article 30 – DOMICILE OF SHAREHOLDERS

The domicile of the shareholder, for all relations with the Company, is that shown in the shareholders’ register.

Article 31 - LIQUIDATION

In the event of the dissolution of the Company, the wind-up will take place in the manner established by law.

The liquidator or liquidators shall be appointed, in compliance with the law, by the Shareholders' Meeting, fixing their powers and compensation.

The state of liquidation or closure entails the revocation of affiliation by the F.I.G.C. which may allow activity to continue until the end of the season in progress.

Article 32 – MATTERS GOVERNED BY LAW

All matters not provided for in the present Company By-laws shall be governed by the provisions of law.