



**Annex 2, at art. 1, par. 3 - «Modello SRL SEMPLIFICATA»**

*Model of the deed of incorporation of simplified limited liability companies based in Italy and with capital paid-up with monetary contributions, pursuant to article 2, paragraph 3, of legislative decree 8 November 2021, n. 183.*

DEED OF INCORPORATION  
OF SIMPLIFIED LIMITED LIABILITY COMPANIES IN VIDEOCONFERENCE  
ITALIAN REPUBLIC

1. Year [...]
2. Day [...]
3. Month [...]
4. Place [...]

Before me [...] Notary in [...], registered at the Notary Council of the District of [...], competent by the fact that at least one of the parties that have intervened resides in the territory of the Region where the notary office is placed or abroad

HAVE COME TOGETHER

in videoconference, pursuant to article 2 of Legislative Decree 8 November 2021, n. 183, through the use of the telematic platform prepared and managed by the National Council of Notaries,

MR/MESSRS and/or MS/MRS/MMES

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| <ol style="list-style-type: none"><li>5. name [...]</li><li>6. surname [...]</li><li>7. born in [...]</li><li>8. on the [...]</li><li>9. citizen of [...]</li><li>10. resident in [...] [and domiciled in [...]] <i>[fill if relevant]</i></li><li>11. fiscal code [...]</li></ol> |
|--|

*[add as many recurrences as there are constituent members]*

*[...] [fill if relevant]*

ARE ALSO PRESENT

at the place mentioned above

MR./MESSRS. and/or MS./MRS./MMES./MSES.

- |  |
|--|
| <ol style="list-style-type: none"><li>5. name [...]</li><li>6. surname [...]</li><li>7. born in [...]</li><li>8. on the [...]</li><li>9. citizen of [...]</li><li>10. resident in [...] [and domiciled in [...]] <i>[fill if relevant]</i></li><li>11. fiscal code [...]</li></ol> |
|--|



[add as many recurrences as there are constituent members]

The aforementioned party / s, of whose personal identity I, the notary, am certain, requests / request to receive this deed, by virtue of which the following is agreed.

13. The appearing party(s) constitutes/constitute, pursuant to article 2463-bis of the civil code, a simplified limited liability company under the name: "[...] SIMPLIFIED LIMITED LIABILITY COMPANY", with registered office in [...] *[indicate only the municipality and any secondary offices]*

14. The company's object consists in the following activities: [...].

15. The duration of the company is set at [...] *[or]* The company is established for an indefinite period.

16. The share capital amounts to Euro [...] and, in the case of multiple shareholders, is divided into shares pursuant to Article 2468 of the Civil Code and is subscribed as follows:

- Mr./Ms./Mrs. [...] subscribes a share with a nominal value of Euro [...] equal to [...]% ([...] percent) of the share capital.

*[add as many recurrences as there are constituent members]*

17. Directors can also be non-shareholders. Mr./Messrs. and/or Ms./Mrs./Mmes./Mses. [...] is/are appointed director(s) (possible specification of the role played within the board of directors), who, present, accept(s), declaring that there are not any of the causes of ineligibility provided for by article 2382 of the civil code and disqualifications from the office of director adopted against them in a member state of the European Union.

18. The board of directors has the general representation of the company.

19. *[optional]* The statutory audit of the accounts is entrusted to a control body/auditor appointed in the person of Mr./Ms./Mrs. [...], registered in the appropriate register in accordance with the law.

20. The shareholders' meeting, where a shareholders' meeting resolution is required for the shareholders' decision, is chaired by the sole director or the chairman of the board of directors.

21. Pursuant to article 2464, fourth paragraph, of the civil code, as well as article 2, paragraph 1, of legislative decree n. 183, the shareholders declare that the contributions were made by means of corresponding bank transfers credited to the dedicated current account referred to in article 1, paragraph 63, of law n. 147, in the name of me Notary at the Bank [...] (Iban [...]), and more precisely:

- by the shareholder [...] for the amount of euro [...], by bank transfer made on [...], by debiting the bank account held by the same at the bank [...], with value on my current account dedicated by [...] (C.R.O. n. [...]);

*[add as many recurrences as there are constituent members]*

The appearing parties entrust me, the notary, with the task of delivering the sums as above deposited to the company, once the registration procedure in the competent Register of Companies has been completed, by means of a corresponding bank transfer to the current account in the name of the same company.

The administrative body, having taken note of the aforementioned payment(s) made, as per law, to the dedicated current account referred to in article 1, paragraph 63, of law n. 147, in the name of me Notary, certifies that the share capital is fully paid up.

10. The financial year ends on [...].

11. This deed, by express provision of the law, is exempt from stamp duty and secretarial fees and the remuneration for notarial activity is determined no higher than that provided for in Table C) - Notaries of the decree of the Minister of Justice 20 July 2012, n. 140, reduced by half.

[25. Digital signature of the constituent(s) and the Notary]