BYLAWS

OF

EXEP ATLANTIC INC.

(a Delaware corporation)

ARTICLE I - OFFICES

Section 1.1. Registered Office.

The registered office of the Corporation in the State of Delaware shall be located at 850 New Burton Road, Suite 201, Dover, Kent, Delaware 19904, and the registered agent at such address shall be Cogency Global Inc. The registered office and registered agent may be changed from time to time by the Board of Directors in the manner provided by law.

Section 1.2. Other Offices.

The Corporation may also have offices at such other places, both within and without the State of Delaware, as the Board of Directors may from time to time determine or as the business of the Corporation may require.

ARTICLE II - MEETINGS OF STOCKHOLDERS

Section 2.1. Annual Meeting.

An annual meeting of stockholders shall be held at such date, time, and place, if any, as shall be designated by the Board of Directors from time to time. At each annual meeting, the stockholders shall elect directors and transact such other business as may properly be brought before the meeting.

Section 2.2. Special Meetings.

Special meetings of the stockholders may be called at any time by the Board of Directors, the Chairman of the Board, or by the holders of a majority of the outstanding stock entitled to vote at such meeting. Special meetings may not be called by any other person or persons. Business transacted at any special meeting shall be limited to the purposes stated in the notice of such meeting.

Section 2.3. Notice of Meetings.

Written notice of each meeting of stockholders, whether annual or special, shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at such meeting. Such notice shall state the place, if any, date, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Notice may be given personally, by mail, or by electronic transmission in accordance with Section 232 of the Delaware General Corporation Law.

Section 2.4. Quorum.

The holders of a majority of the outstanding shares of stock entitled to vote at a meeting, present in person or represented by proxy, shall constitute a quorum at such meeting. If a quorum is not present, the holders of a majority of the shares present in person or represented by proxy may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum is present.

Section 2.5. Voting.

Each stockholder of record holding shares of Common Stock shall be entitled to one vote for each share of Common Stock held. When a quorum is present at any meeting, the vote of the holders of a majority of the votes cast shall decide any question brought before such meeting, unless the question is one upon which, by express provision of the Delaware General Corporation Law, the Certificate of Incorporation, or these Bylaws, a different vote is required, in which case such express provision shall govern.

Section 2.6. Action by Written Consent.

Unless otherwise provided in the Certificate of Incorporation, any action required or permitted to be taken at any annual or special meeting of stockholders may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, in accordance with Section 228 of the Delaware General Corporation Law.

Section 2.7. Record Date.

In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders, or to receive payment of any dividend or other distribution, or to exercise any rights in respect of any change, conversion, or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which shall not precede the date upon which the resolution fixing the record date is adopted, and which shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action.

ARTICLE III - BOARD OF DIRECTORS

Section 3.1. General Powers.

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, except as may be otherwise provided by law or the Certificate of Incorporation. The Board of Directors may exercise all powers of the Corporation and perform all lawful acts that are not by statute, the Certificate of Incorporation, or these Bylaws required to be exercised or performed by the stockholders.

Section 3.2. Number and Tenure.

The number of directors constituting the initial Board of Directors shall be two (2). The number of directors may be increased or decreased from time to time by resolution of the Board of Directors. Each director shall hold office until such director's successor is duly elected and qualified, or until such director's earlier resignation, removal, or death.

Section 3.3. Chairperson.

The Chairperson of the Board, if one is elected, shall preside at all meetings of the Board of Directors and shall have such other powers and duties as may be assigned by the Board of Directors from time to time.

Section 3.4. Vacancies.

Vacancies on the Board of Directors resulting from death, resignation, removal, or otherwise, and newly created directorships resulting from any increase in the authorized number of directors, shall be filled solely by the affirmative vote of a majority of the remaining directors then in office, even

though less than a quorum, or by a sole remaining director, in accordance with Section 223 of the Delaware General Corporation Law. Each director so chosen shall hold office until such director's successor is duly elected and qualified, or until such director's earlier resignation, removal, or death.

Section 3.5. Regular Meetings.

Regular meetings of the Board of Directors may be held at such times and places as shall be determined from time to time by the Board of Directors. Notice of regular meetings need not be given.

Section 3.6. Special Meetings.

Special meetings of the Board of Directors may be called by the Chairman of the Board, the President, or any director upon reasonable notice to each director. Such notice shall state the time and place of the meeting but need not state the purpose or purposes thereof.

Section 3.7. Quorum and Voting.

A majority of the total number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by the Delaware General Corporation Law, the Certificate of Incorporation, or these Bylaws.

Section 3.8. Action by Written Consent.

Unless otherwise restricted by the Certificate of Incorporation, any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or such committee, as the case may be, consent thereto in writing or by electronic transmission, in accordance with Section 141(f) of the Delaware General Corporation Law.

Section 3.9. Telephonic Participation.

Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or such committee by means of telephone conference, video conference, or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting for purposes of quorum and voting.

Section 3.10. Removal.

Any director or the entire Board of Directors may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors, in accordance with Section 141(k) of the Delaware General Corporation Law.

ARTICLE IV - OFFICERS

Section 4.1. Officers Generally.

The officers of the Corporation shall include a President or Chairman of the Board, a Secretary, and a Treasurer. The Board of Directors may also appoint such other officers as it deems necessary or appropriate, including one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and such other officers as the Board may from time to time determine. Any two or more offices may be held by the same person.

Section 4.2. Election and Term.

The officers of the Corporation shall be elected by the Board of Directors. Each officer shall hold office at the pleasure of the Board of Directors and until such officer's successor is duly elected and qualified, or until such officer's earlier resignation, removal, or death.

Section 4.3. Removal.

Any officer may be removed by the Board of Directors at any time, with or without cause. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.4. Disjunctive (Several) Authority of Officers.

Each officer of the Corporation may act alone and individually, without the joinder, co-signature, countersignature, or approval of any other officer, in exercising any and all authority granted to such officer by these Bylaws, by the Board of Directors, or by applicable law. The signature or act of any one officer shall be sufficient to bind the Corporation in any matter within the scope of such officer's authority. This disjunctive authority shall apply to, without limitation, the execution of contracts, agreements, and instruments, banking and financial matters, and any other matters within the scope of such officer's duties.

Section 4.5. Duties of Chairman/President.

The Chairman of the Board or the President, as designated by the Board of Directors, shall be the chief executive officer of the Corporation and shall, subject to the direction and control of the Board of Directors, have general supervision of the business and affairs of the Corporation. The Chairman or President shall preside at all meetings of the Board of Directors and of the stockholders. The Chairman or President shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 4.6. Duties of Secretary.

The Secretary shall attend all meetings of the Board of Directors and all meetings of the stockholders and record the proceedings of such meetings in books to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors in accordance with these Bylaws. The Secretary shall have custody of the corporate records and the corporate seal of the Corporation, if any, and shall maintain or cause to be maintained the stock ledger of the Corporation. The Secretary shall authenticate records of the Corporation as may be required and perform such other duties as may be prescribed by the Board of Directors or the Chairman or President.

Section 4.7. Duties of Treasurer.

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors, at its regular meetings or when the Board of Directors so requires, an account of all transactions as Treasurer and of the financial condition of the Corporation.

Section 4.8. Delegation of Authority.

The Board of Directors may from time to time delegate the powers or duties of any officer to any other officer or agent of the Corporation, notwithstanding any provision hereof.

ARTICLE V - CAPITAL STOCK

Section 5.1. Authorized Stock.

The authorized capital stock of the Corporation shall be as set forth in the Certificate of Incorporation, as the same may be amended from time to time.

Section 5.2. Stock Certificates and Uncertificated Shares.

Shares of the Corporation's stock shall be uncertificated unless the Board of Directors determines that some or all of any class or series of stock shall be represented by certificates. Upon request, the Corporation shall provide to any stockholder a written statement of the information required by Section 158 of the Delaware General Corporation Law regarding the shares held by such stockholder.

Section 5.3. Stock Ledger.

The Secretary shall maintain or cause to be maintained the stock ledger of the Corporation, which shall contain the names and addresses of all stockholders of the Corporation and the number and class of shares held by each stockholder. The stock ledger shall be the only evidence as to who are the stockholders entitled to examine the books of the Corporation or to vote in person or by proxy at any meeting of stockholders.

Section 5.4. Transfers.

Transfers of stock shall be registered only upon the transfer books of the Corporation. Upon surrender of a certificate, if any, for the shares being transferred, or upon proper documentation for uncertificated shares, a new certificate shall be issued or a new book-entry record shall be made to the person entitled thereto, and the old certificate, if any, shall be cancelled and the transaction recorded upon the books of the Corporation.

Section 5.5. Lost, Stolen, or Destroyed Certificates.

The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen, or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen, or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen, or destroyed certificate or certificates to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation.

ARTICLE VI - DIVIDENDS AND FINANCES

Section 6.1. Dividends.

Dividends upon the capital stock of the Corporation, subject to the provisions of the Certificate of Incorporation, if any, may be declared by the Board of Directors at any regular or special meeting, and may be paid in cash, in property, or in shares of the capital stock. Dividends may be declared and paid out of surplus or out of net profits for the fiscal year in which the dividend is declared and/or the preceding fiscal year, in accordance with the Delaware General Corporation Law.

Section 6.2. Fiscal Year.

The fiscal year of the Corporation shall end on December 31 of each year, unless otherwise fixed by resolution of the Board of Directors.

Section 6.3. Checks and Notes.

All checks, drafts, or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors.

ARTICLE VII - INDEMNIFICATION

Section 7.1. Right to Indemnification.

The Corporation shall indemnify and hold harmless, to the fullest extent permitted by the Delaware General Corporation Law as it presently exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director or officer of the Corporation, against all liability, loss, and expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred by such person in connection therewith, in accordance with Section 145 of the Delaware General Corporation Law.

Section 7.2. Advancement of Expenses.

The Corporation shall pay the expenses (including attorneys' fees) incurred by a director or officer in defending any civil, criminal, administrative, or investigative action, suit, or proceeding in advance of its final disposition; provided, however, that the payment of expenses incurred by a director or officer in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by or on behalf of such director or officer to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article or otherwise.

Section 7.3. Non-Exclusivity; Insurance.

The rights to indemnification and advancement of expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, these Bylaws, agreement, vote of stockholders or disinterested directors, or otherwise. The Corporation may purchase and maintain insurance, at its expense, on behalf of any person who is or was a director, officer, employee, or agent of the Corporation against any liability asserted against such person and incurred by such person in any such capacity, whether or not the Corporation would have the power to indemnify such person against such liability under the Delaware General Corporation Law.

Section 7.4. Consistency with Certificate of Incorporation.

The indemnification provided under this Article shall be consistent with and subject to the provisions of the Certificate of Incorporation of the Corporation, as the same may be amended from time to time.

ARTICLE VIII - MISCELLANEOUS

Section 8.1. Corporate Seal.

The Corporation may adopt a corporate seal, which shall be in such form as the Board of Directors may from time to time determine. The use of a seal or stamp by the Corporation on corporate documents is not necessary and the lack thereof shall not in any way affect the legality of a corporate document.

Section 8.2. Waiver of Notice.

Whenever any notice is required to be given under the provisions of the Delaware General Corporation Law, the Certificate of Incorporation, or these Bylaws, a written waiver thereof, signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8.3. Amendment of Bylaws.

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by the Board of Directors. The stockholders of the Corporation may also alter, amend, or repeal these Bylaws or adopt new bylaws. Any bylaws adopted or amended by the stockholders may be amended or repealed by the Board of Directors unless the resolution of the stockholders adopting such bylaw expressly provides that it may not be amended or repealed by the Board of Directors.

Section 8.4. Governing Law.

These Bylaws shall be construed in accordance with and governed by the laws of the State of Delaware, without giving effect to the principles of conflicts of law thereof.

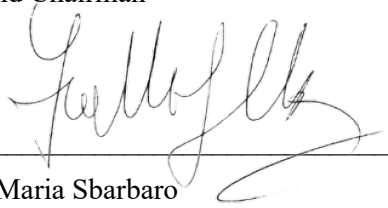
CERTIFICATION

The undersigned hereby certify that the foregoing Bylaws were duly adopted as the Bylaws of Exep Atlantic Inc. by the unanimous written consent of the Board of Directors, effective as of July 31, 2026.



Pierluigi Matera

Director and Chairman



Ferruccio Maria Sbarbaro

Director, Secretary and Treasurer