

# ORDINARY SHAREHOLDERS' MEETING 18 APRIL 2019

## SUMMARY REPORT OF THE VOTES ON THE AGENDA OF THE MEETING

(pursuant to art. 125-quarter, paragraph 2 of Legislative Decree 58 of 24 february 1998)

Attendance to the meeting: no. 1.430 Shareholders in person or by proxy representing no. 623.854.564 ordinary shares corresponding to 75,546943% of the ordinary share capital.

## Financial statements for the year ended 31 December 2018

|             | NO. OF SHAREHOLDERS<br>(IN PERSON OR BY<br>PROXY) | NO. OF SHARES | % ON REPRESENTED<br>SHARES | % ON ORDINARY SHARE<br>CAPITAL |
|-------------|---|---------------|----------------------------|--------------------------------|
| In Favour   | 1.398   | 619.604.587   | 99,318755                  | 75,032284                      |
| Against     | 6   | 1.605.348     | 0,257327                   | 0,194403                       |
| Abstentions | 8   | 630.013       | 0,100987                   | 0,076293                       |
| Not Voting  | 18  | 2.014.616     | 0,322930                   | 0,243964                       |
| Total       | 1.430   | 623.854.564   | 100,000000                 | 75,546943                      |

### Liability Action pursuant to art. 2393, 2° paragraph Italian civil code, promoted by the shareholder Marco Bava \*

The vote on the liability action pursuant to art. 2393, 2° paragraph Italian civil code, promoted by the shareholder Marco Bava, owner of no. 1 share, being a topic not included on the agenda, has been made by a show of hands. The result of the vote has been the rejection of such proposal, having obtained no. 1 vote in favour, expressed by the shareholder Marco Bava, and no. 623.854.563 vote against, expressed by the all shareholders present at the meeting.

# Proposal to supplement the consideration payed for the Independent Auditors 2018-2020

|             | NO. OF SHAREHOLDERS<br>(IN PERSON OR BY<br>PROXY) | NO. OF SHARES | % ON REPRESENTED<br>SHARES | % ON ORDINARY SHARE<br>CAPITAL |
|-------------|---|---------------|----------------------------|--------------------------------|
| In Favour   | 1.399   | 620.903.488   | 99,526961                  | 75,189577                      |
| Against     | 5   | 638.536       | 0,102353                   | 0,077325                       |
| Abstentions | 5   | 265.536       | 0,042564                   | 0,032156                       |
| Not Voting  | 20  | 2.047.002     | 0,328122                   | 0,247886                       |
| Total       | 1.429   | 623.854.562   | 100,000000                 | 75,546943                      |

# Purchase and sell treasury shares

|             | NO. OF SHAREHOLDERS<br>(IN PERSON OR BY<br>PROXY) | NO. OF SHARES | % ON REPRESENTED<br>SHARES | % ON ORDINARY SHARE<br>CAPITAL |
|-------------|---|---------------|----------------------------|--------------------------------|
| In Favour   | 1.226   | 591.764.966   | 94,861256                  | 71,660988                      |
| Against     | 173   | 29.670.012    | 4,756170                   | 3,592951                       |
| Abstentions | 8   | 372.579       | 0,059725                   | 0,045118                       |
| Not Voting  | 20  | 2.014.003     | 0,322849                   | 0,243890                       |
| Total       | 1.427   | 623.821.560   | 100.000000                 | 75.542947                      |



In Favour

Abstentions Not Voting

Against

Total

| Determination of the number of Members of the Board of Directors |   |                           |                            |                                |  |
|--|---|---------------------------|----------------------------|--------------------------------|--|
|  | NO. OF SHAREHOLDERS<br>(IN PERSON OR BY<br>PROXY) | NO. OF SHARES             | % ON REPRESENTED SHARES    | % ON ORDINARY SHARE<br>CAPITAL |  |
| In Favour  | 1.384   | 621.605.431               | 99,644750                  | 75,274580                      |  |
| Against  | 22  | 472.456                   | 0,075736                   | 0,057213                       |  |
| Abstentions  | 9   | 299.261                   | 0,047972                   | 0,036240                       |  |
| Not Voting   | 11  | 1.444.411                 | 0,231542                   | 0,174914                       |  |
| Total  | 1.426   | 623.821.559               | 100,000000                 | 75,542947                      |  |
| Appointment of Directors   | for the years 2019-2020-20                        | 021                       |                            |                                |  |
|  | NO. OF SHAREHOLDERS<br>(IN PERSON OR BY<br>PROXY) | NO. OF SHARES             | % ON REPRESENTED<br>SHARES | % ON ORDINARY SHARE<br>CAPITAL |  |
| LISTA 1  | 46  | 398.876.583               | 63,940814                  | 48,302775                      |  |
| LISTA 2  | 1.356   | 223.260.446               | 35,789152                  | 27,036180                      |  |
| Against  | 8   | 732.163                   | 0,117367                   | 0,088663                       |  |
| Abstentions  | 13  | 628.765                   | 0,100792                   | 0,076142                       |  |
| Not Voting   | 3   | 323.602                   | 0,051874                   | 0,039187                       |  |
| Total  | 1.426   | 623.821.559               | 100,000000                 | 75,542947                      |  |
| Appointment of the Chairn  | man of the Board of Direct                        | ors                       |                            |                                |  |
|  | NO. OF SHAREHOLDERS<br>(IN PERSON OR BY<br>PROXY) | NO. OF SHARES             | % ON REPRESENTED SHARES    | % ON ORDINARY SHARE<br>CAPITAL |  |
| In Favour  | 237   | 442.465.366               | 70,928195                  | 53,581248                      |  |
| Against  | 1.154   | 176.641.195               | 28,315982                  | 21,390727                      |  |
| Abstentions  | 12  | 935.386                   | 0,149944                   | 0,113272                       |  |
| Not Voting   | 22  | 3.779.601                 | 0,605879                   | 0,457699                       |  |
| Total  | 1.425   | 623.821.548               | 100,000000                 | 75,542945                      |  |
| Determination of the remo  | uneration to be payed to N                        | Members of the Board of D | irectors                   |                                |  |
|  | NO. OF SHAREHOLDERS<br>(IN PERSON OR BY<br>PROXY) | NO. OF SHARES             | % ON REPRESENTED SHARES    | % ON ORDINARY SHARE<br>CAPITAL |  |
| In Favour  | 1.366   | 578.355.827               | 92,711741                  | 70,037181                      |  |
| Against  | 36  | 43.155.195                | 6,917875                   | 5,225967                       |  |
| Abstentions  | 7   | 296.537                   | 0,047536                   | 0,035910                       |  |
| Not Voting   | 17  | 2.014.000                 | 0,322849                   | 0,243889                       |  |
| Total  | 1.426   | 623.821.559               | 100,000000                 | 75,542947                      |  |
| Remuneration Report  |   |                           |                            |                                |  |
|  | NO. OF SHAREHOLDERS<br>(IN PERSON OR BY<br>PROXY) | NO. OF SHARES             | % ON REPRESENTED<br>SHARES | % ON ORDINARY SHARE<br>CAPITAL |  |

427.025.182

193.695.711

763.065

2.337.601

623.821.559

68,453098

31,049858

0,122321

0,374723

100,000000

51,711487

23,455978

0,092405

0,283077

75,542947

311

11

19

1.085

1.426