

ORDINARY SHAREHOLDERS MEETING OF 13 APRIL 2019

SUMMARY REPORT OF THE VOTING ON THE AGENDA ITEMS OF THE ANNUAL SHAREHOLDERS MEETING

pursuant to Art. 125-quater, paragraph 2, of Italian Legislative Decree 24 February 1998, no. 58

An overall **3,464** Members attended the Annual General Meeting, in person or by power of attorney, equal to **14.0328%** of those with voting rights, amounting to the ownership of **22,479,018** shares, equal to **12.897190%** of the share capital.

Approval of the 2018 annual financial statements and the accompanying reports, with consequent and correlated resolutions.

	Members present for the voting		Shares represented		Distribution of the votes cast	
	no. of Members	% of total voting rights (1)	no. of Shares	% of total shares in circulation (2)	% of no. of Members present for the voting	% of no. of Shares represented in the voting
In favour	2,490	10.087097%	17,783,615	10.203233%	99.440895%	99.756118%
Against	1	0.004051%	6,000	0.003442%	0.039936%	0.033657%
Abstained	13	0.052664%	37,477	0.021502%	0.519169%	0.210225%
Total	2,504	10.143812%	17,827,092	10.228177%	100.000000%	100.000000%

Decisions relating to the remuneration policies, in compliance with the legislation and Articles of Association provisions.

	Members present for the voting		Shares represented		Distribution of the votes cast	
	no. of Members	% of total voting rights (1)	no. of Shares	% of total shares in circulation (2)	% of no. of Members present for the voting	% of no. of Shares represented in the voting
In favour	2,474	10.022281%	16,969,882	9.736359%	98.762475%	95.142352%
Against	13	0.052664%	31,690	0.018182%	0.518962%	0.177671%
Abstained	18	0.072919%	834,735	0.478924%	0.718563%	4.679977%
Total	2,505	10.147863%	17,836,307	10.233464%	100.000000%	100.000000%

Remuneration plans based on financial instruments.

	Members present for the voting		Shares represented		Distribution of the votes cast	
	no. of Members	% of total voting rights (1)	no. of Shares	% of total shares in circulation (2)	% of no. of Members present for the voting	% of no. of Shares represented in the voting
In favour	2,493	10.099251%	17,355,396	9.957545%	99.481245%	97.329694%
Against	8	0.032408%	17,059	0.009787%	0.319234%	0.095667%
Abstained	5	0.020255%	459,098	0.263404%	0.199521%	2.574638%
Total	2,506	10.151914%	17,831,553	10.230737%	100.000000%	100.000000%

Authorisation to purchase and sell own shares in accordance with the law. Related and ensuing resolutions.

	Members present for the voting		Shares represented		Distribution of the votes cast	
	no. of Members	% of total voting rights (1)	no. of Shares	% of total shares in circulation (2)	% of no. of Members present for the voting	% of no. of Shares represented in the voting
In favour	2,505	10.147863%	17,821,922	10.225211%	99.642005%	99.892988%
Against	7	0.028357%	15,059	0.008640%	0.278441%	0.084407%
Abstained	2	0.008102%	4,033	0.002314%	0.079554%	0.022605%
Total	2,514	10.184322%	17,841,014	10.236165%	100.000000%	100.000000%

Appointment of the members of the Board of Directors and of the Supervisory Committee for the financial years 2019 - 2021

	Members present for the voting		Shares represented		Distribution of the votes cast	
	no. of Members	% of total voting rights (1)	no. of Shares	% of total shares in circulation (2)	% of no. of Members present for the voting	% of no. of Shares represented in the voting
List	2,771	11.225441%	20,422,412	11.717225%	80.552326%	91.211542%
Against	28	0.113429%	41,639	0.023890%	0.813953%	0.185970%
Abstained	44	0.178246%	68,018	0.039025%	1.279070%	0.303785%
Non-voting (4)	597	2.418473%	1,858,093	1.066069%	17.354651%	8.298703%
Total	3,440	13.935588%	22,390,162	12.846209%	100.000000%	100.000000%

Determination of the remuneration, for the financial years 2019 – 2021, of the members of the Board of Directors and the Supervisory Committee as well as the related attendance allowance

	Members present for the voting		Shares represented		Distribution of the votes cast	
	no. of Members	% of total voting rights (1)	no. of Shares	% of total shares in circulation (2)	% of no. of Members present for the voting	% of no. of Shares represented in the voting
In favour	2,408	9.754912%	16,867,514	9.677626%	99.217141%	95.332716%
Against	5	0.020255%	9,545	0.005476%	0.206016%	0.053947%
Abstained	14	0.056715%	816,252	0.468319%	0.576844%	4.613337%
Total	2,427	9.831882%	17,693,311	10.151421%	100.000000%	100.000000%

Appointment of the Ethics and Disciplinary Committee.

	Members present for the voting		Shares represented		Distribution of the votes cast	
	no. of Members	% of total voting rights (1)	no. of Shares	% of total shares in circulation (2)	% of no. of Members present for the voting	% of no. of Shares represented in the voting
List	2,783	11.274053%	20,442,759	11.728899%	80.901163%	91.302417%
Against	16	0.064817%	17,515	0.010049%	0.465116%	0.078226%
Abstained	47	0.190399%	73,057	0.041916%	1.366279%	0.326291%
Non-voting (4)	594	2.406320%	1,856,831	1.065345%	17.267442%	8.293066%
Total	3,440	13.935588%	22,390,162	12.846209%	100.000000%	100.000000%

- (1) The total Members with voting rights is **24,685**.
- (2) The total shares in circulation is **174,293,926**.
- (3) It is noted that since no lists were presented by Members, the only list included in the voting was the one presented by the Board of Directors.
- (4) Members that expressly declared themselves to be “non-voting”, or that, though present in the time envisaged for the voting for the corporate appointments, did not vote and did not declare to be against or abstaining.

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The above details have been taken from the verifications carried out during the Annual General Meeting and subsequent findings and are confirmed by the relative documentation.