

**COIMA RES S.P.A. SIIQ**

REGISTERED OFFICE AT VIA DELLA MOSCOVA 18, MILAN

SHARE CAPITAL €14,450,800.00, FULLY SUBSCRIBED AND PAID UP

MILAN COMPANIES REGISTER AND TAX CODE 09126500967

**BOARD OF DIRECTORS' REPORT ON THE PROPOSALS ON THE AGENDA OF THE  
SHAREHOLDERS' MEETING OF 17 MARCH 2017 (IN A SINGLE CALL)**

Milan, 8 February 2017

Dear Shareholders,

this document has been prepared by the Board of Directors of COIMA RES S.p.A. SIIQ (“**COIMA RES**” or the “**Company**”) with regard to the Shareholders’ Meeting convened in a single call on 17 March 2017, at 9.00 am in Milan, at the Riccardo Catella Foundation at Via Gaetano De Castillia 28, to discuss and resolve on the following agenda:

1. **Approval of the financial statements as at 31 December 2016 and presentation of the consolidated financial statements as at 31 December 2016. Resolutions pertaining thereto and resulting therefrom;**
2. **Allocation of the profit for the year and proposed distribution of dividends. Resolutions pertaining thereto and resulting therefrom;**
3. **Remuneration Report, pursuant to Article 123-ter, paragraph 3 of Legislative Decree 58/98, as amended; resolutions pertaining thereto and resulting therefrom;**
4. **Addition to the control body through the appointment of a third alternate auditor; resolutions pertaining thereto and resulting therefrom.**

**1. Approval of the financial statements as at 31 December 2016 and presentation of the consolidated financial statements as at 31 December 2016. Resolutions pertaining thereto and resulting therefrom**

Dear Shareholders,

with regard to the first item on the agenda, you are called to a meeting to approve the financial statements for the year ended 31 December 2016, the draft statements having been approved by the Company's administrative body on 8 February 2017.

The financial statements of the Company as at 31 December 2016 closed with a profit of €8,835,962.

The consolidated financial statements of the Company for the year ended 31 December 2016 will also be illustrated at the meeting.

A copy of the documentation required pursuant to existing regulations and, specifically, a copy of the financial statements and consolidated financial statements for the year ended 31 December 2016, together with the Board of Statutory Auditors' Report and the Report of the Independent Auditors appointed for the statutory audit, will be filed at the registered office, be available on the Company's website ([www.coimares.com](http://www.coimares.com)) as well as at the "NIS-Storage" system, at [www.emarketstorage.com](http://www.emarketstorage.com), under the terms required by law, together with the annual report on corporate governance and the ownership structure, which are available for those who wish to consult them.

You are therefore invited to adopt the following resolution:

*"The Shareholders' Meeting of COIMA RES S.p.A. SIIQ:*

- *having examined the financial statements for the year ended 31 December 2016;*
- *having examined the consolidated financial statements for the year ended 31 December 2016;*
- *having acknowledged the reports of the board of statutory auditors and the independent auditors,*  
*resolves*
- *to approve the financial statements for the year ended 31 December 2016 and the directors' report;*
- *to confer on the board of directors and, on the Chairman and CEO Manfredi Catella, severally, the widest-ranging power to practically and fully execute the above resolutions in compliance with applicable regulations and, specifically, to file and publish the financial statements and, in general, the related documentation pursuant to and in accordance with the existing regulations."*

## **2. Allocation of the profit for the year and proposed distribution of dividends. Resolutions pertaining thereto and resulting therefrom**

Dear Shareholders,

with regard to the second item on the agenda, you are called to a meeting to resolve on the allocation of the profit for the year. Specifically, since the financial statements of the Company as at 31 December 2016 closed with a profit of €8,835,962, also taking into consideration the statutory provisions related to the nature of an SIIQ, the Company proposes to the Shareholders' Meeting to allocate:

to the Legal Reserve	€1,729,031
to the Restricted Reserve	€2,718,140
to hedge losses	€320,439
to profits to be carried forward	€0
<b>to Dividends</b>	<b>€4,068,352</b>

You are therefore invited to adopt the following resolution:

*“The Shareholders' Meeting of COIMA RES S.p.A. SIIQ:*

- *having examined the separate financial statements for the year ended 31 December 2016;*
- *having examined the consolidated financial statements for the year ended 31 December 2016;*
- *having acknowledged the reports of the board of statutory auditors and the independent auditors,*

*resolves*

- *to allocate the profit for 2016 as follows:*

<i>to the Legal Reserve</i>	<i>€1,729,031</i>
<i>to the Restricted Reserve</i>	<i>€2,718,140</i>
<i>to hedge losses</i>	<i>€320,439</i>
<i>to profits to be carried forward</i>	<i>€0</i>
<i>to Dividends</i>	<i>€4,068,352</i>

- *to distribute a dividend of €0.11 (zero point eleven) gross of legal withholdings, to shareholders, for each outstanding share with rights at the coupon date;*
- *to establish that the coupon date is 10 April 2017, that the record date, pursuant to Article 83-terdecies of Legislative Decree 58 of 24 February 1998, is 11 April 2017 and the payment date is 12 April 2017;*
- *to confer on the board of directors and, on the Chairman and CEO Manfredi Catella, severally, the widest-ranging power to practically and fully execute the above resolutions in compliance with applicable regulations.”*

**3. Remuneration Report, pursuant to Article 123-ter, paragraph 3 of Legislative Decree 58/98, as amended; resolutions pertaining thereto and resulting therefrom**

Dear Shareholders,

with regard to the third item on the agenda, the board of directors intends to submit the remuneration report to the members of the administrative bodies and senior management with strategic responsibilities for your attention (“**Remuneration Report**”), pursuant to Article 123-ter of Legislative Decree 58 of 24 February 1998, as amended (the “**TUF**”), and Article 84-*quater* of Consob Regulation 11971/99, as amended (the “**Issuers’ Regulation**”) as well as Article 6 of the Code of Corporate Governance of listed companies approved by the corporate governance committee and promoted by Borsa Italiana S.p.A., according to the latest amendment in July 2015 (hereinafter the “**Code of Corporate Governance**”).

The Remuneration Report was prepared in conformity with Annex 3A, schedule 7-*bis* of the Issuers’ Regulation and is composed of two sections. The first section illustrates (i) the policy of the Company regarding the remuneration of members of the boards of management and senior management with strategic responsibilities with regard to 2016; and (ii) the procedures used for the adoption and implementation of this policy.

The second section (i) provides an adequate representation of each of the items that make up the remuneration, including severance payments if the office is no longer held or the employment relationship comes to an end, highlighting consistency with the Company’s policy on remuneration approved in 2016; and (ii) analytically illustrates the considerations paid in the reference period.

Pursuant to Article 123-ter, paragraph 6 of the TUF, the shareholders’ meeting is bound to express its opinion, through a non-binding resolution, in favour of or against the first section of the Remuneration Report.

The result of the vote will be available to the public pursuant to Article 125-*quater*, paragraph 2 of the TUF.

In this regard, please refer to what is stated in the Remuneration Report that will be filed under the terms required by law at the registered office, on the Company’s website ([www.coimares.com](http://www.coimares.com)) as well as at the “NIS-Storage” system, at [www.emarketstorage.com](http://www.emarketstorage.com).

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We therefore invite you to adopt the following resolution:

*“The Shareholders’ Meeting of COIMA RES S.p.A. SIIQ, having examined the remuneration report  
resolves*

*in favour – pursuant to Article 123-ter, paragraph 6 of Legislative Decree 58 of 24 February 1998, as amended, and any other legal effect and regulation – with regard to the content of the first section of the remuneration report.”*

#### **4. Addition to the control body through the appointment of a third alternate auditor; resolutions pertaining thereto and resulting therefrom**

Dear Shareholders,

with regard to the fourth item on the agenda, note that the Board of Statutory Auditors in office was appointed when the Company was established on 8 June 2015, as amended by the Shareholders' Meeting of 14 September 2015, and will remain in office until the financial statements for the year ended 31 December 2017 are approved. The Shareholders' Agreement signed on 1 December 2015 and concerning the governance and ownership structure of COIMA RES S.p.A. SIIQ between Manfredi Catella, COIMA S.r.l., COIMA SGR S.p.A. and Qatar Holding LLC, however, requires the Company's Board of Statutory Auditors to be composed of three standing auditors and three alternate auditors. In consideration of this provision and the related statutory provision (Article 29 of the By-Laws), the Company is obliged to supplement the Board of Statutory Auditors at the first Shareholders' Meeting through the appointment of one more alternate auditor.

In this regard, note that Article 29 of the Company By-Laws makes provision for an exemption to the mechanism of electing auditors through a voting slate for Meetings that must appoint the necessary standing and/or alternate auditors to complete the board of statutory auditors; in these cases, the Meeting resolves through a legal majority, in compliance with the principle of the necessary representation of minorities.

Shareholders who therefore intend to submit proposals for the appointment of alternate auditors are therefore invited to submit details of the candidates accompanied by: (i) a curriculum vitae and exhaustive information regarding the personal and professional characteristics of the candidate, including details of their suitability and independence pursuant to Article 148, paragraph 3 of Legislative Decree 58/1998, as amended, and the Code of Corporate Governance; (ii) declarations that the individual candidates accept their candidature and certify, under their own responsibility, that there are no causes of ineligibility, disqualification or incompatibility as well as the possession of requirements – such as integrity, independence and professionalism – and, in general, the qualities required by existing regulatory provisions and the Company By-Laws for holding the office of auditor; (iii) suitable documentation that certifies entitlement to propose the candidate; and (iv) further information required pursuant to any applicable regulations, including statutory ones.

Taking into account that, pursuant to Article 2400, last paragraph, of the Civil Code, at the time of the appointment or before acceptance of office the Shareholders' Meeting should be informed of the administrative and control posts held by Auditors at other companies, and this information should be provided when the curriculum vitae is filed, ensuring it is up to date right until the appointment.

In order to allow participants at the Shareholders' Meeting to cast an informed vote in awareness of the above information, shareholders who intend to submit proposals for the appointment of an alternate auditor are invited to file their application, together with the documentation indicated above, if possible by 2 March 2017, delivering it by hand during office hours, or by sending a registered letter to the registered office of the Company at Via della Moscova 18, 20121 Milan, marked for the attention of the Legal Office, or by fax to +39 02 73965049, or by electronic post to the following certified email address: [coimares@legalmail.it](mailto:coimares@legalmail.it).

The Company reserves the right not to accept documentation sent by fax or electronic post that is illegible or sent with damaged files that are illegible.

Please indicate the telephone number, fax number or email address of the sender in the message accompanying the documentation.

Without prejudice to the above, to proceed with voting for the candidates for the office of alternate auditor, they should be formally presented at the meeting – accompanied by the documentation indicated previously – so that voting can take place in accordance with the following procedures:

- each candidate should be voted for individually, in progressive order, in relation to the chronological order of presentation at the Company of the actual candidate together with the supporting documentation;
- each person having the right to vote can vote in favour of not more than one candidate and any vote in favour expressed for further candidates will not be considered;

- the first candidate who has individually obtained the absolute majority of the share capital represented at the Shareholders' Meeting at the time of voting will be understood to have been approved;
- therefore, once one of the candidates put forward at the meeting has, individually, obtained the absolute majority of the share capital represented at the Shareholders' Meeting at the time of voting on the relevant point on the agenda, casting further votes for the other candidates put forward will be superfluous.