



ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING HELD ON APRIL 17TH, 2019

SUMMARY ACCOUNT OF THE VOTES ON THE ITEMS OF THE AGENDA

ORDINARY SESSION

Item 1 on the agenda of the ordinary session

1. **Approval of the financial statements for the year ended December 31st, 2018 and presentation of the consolidated financial statements as of December 31st, 2018. Related and consequent resolutions.**

Shares present at the meeting when the vote was opened no. 21,765,626 equal to 60.44832% of the no. 36,007,000 shares representing the share capital.

The voting result was the following:

Vote result

	no. shares	%
Favourable	21,765,626	100.00000%
Against	0	0.00000%
Abstained	0	0.00000%
Total Shares	21,765,626	100.00000%

Item 2 on the agenda of the ordinary session

2. **Destination of the result for the year and proposed dividend distribution. Related and consequent resolutions.**

Shares present at the meeting when the vote was opened no. 21,765,626 equal to 60.44832% of the no. 36,007,000 shares representing the share capital.

The voting result was the following:

Vote result

	no. shares	%
Favourable	21,765,626	100.00000%
Against	0	0.00000%
Abstained	0	0.00000%
Total Shares	21,765,626	100.00000%

Item 3 on the agenda of the ordinary session

3. **Report on Remuneration, pursuant to art. 123-ter, paragraph 3, of the Legislative Decree of 24 February 1998, n. 58, as subsequently amended. Related and consequent resolutions.**

Shares present at the meeting when the vote was opened no. 21,765,626 equal to 60.44832% of the no. 36,007,000 shares representing the share capital.



The voting result was the following:

Vote result

	no. shares	%
Favourable	18,873,905	86.71428%
Against	2,890,521	13.28021%
Abstained	1,200	0.00551%
Total Shares	21,765,626	100.00000%

Item 4 on the agenda of the ordinary session

- 4. Appointment of the Board of Directors.**
4.1 Determination of the number of members of the Board of Directors.
4.2 Determination of the term of office of the Board of Directors.
4.3 Appointment of the members of the Board of Directors.
4.4 Appointment of the Chairman of the Board of Directors.
4.5 Determination of the remuneration of the members of the Board of Directors.

Item 4.1 on the agenda of the ordinary session

4.1 Determination of the number of members of the Board of Directors.

Shares present at the meeting when the vote was opened no. 21,765,626 equal to 60.44832% of the no. 36,007,000 shares representing the share capital.

The voting result was the following:

Vote result

	no. shares	%
Favourable	21,031,080	96.62520%
Against	734,546	3.37480%
Abstained	0	0.00000%
Total Shares	21,765,626	100.00000%

The number of members of the Board of Directors was set at 9.

Item 4.2 on the agenda of the ordinary session

4.2 Determination of the term of office of the Board of Directors.

Shares present at the meeting when the vote was opened no. 21,765,626 equal to 60.44832% of the no. 36,007,000 shares representing the share capital.

The voting result was the following:



Vote result

	no. shares	%
Favourable	21,765,626	100.00000%
Against	0	0.00000%
Abstained	0	0.00000%
Total Shares	21,765,626	100.00000%

The term of the Board of Directors is up to the approval of the Financial Statements as of December 31st, 2019.

Item 4.3 on the agenda of the ordinary session

4.3 Appointment of the members of the Board of Directors.

Shares present at the meeting when the vote was opened no. 21,765,626 equal to 60.44832% of the no. 36,007,000 shares representing the share capital.

The voting result was the following:

Vote result

	no. shares	%
Favourable	21,710,955	99.74882%
Against	53,471	0.24567%
Abstained	1,200	0.00551%
Total Shares	21,765,626	100.00000%

The Board of Directors is the following:

	Independent (*)
Feras Abdulaziz Al Naama	✓
Catella Manfredi	
Capuano Massimo	
Elamine Olivier	✓
Gabriel Luciano	✓
Stabilini Alessandra	✓
Ardissone Agostino	✓
Caglio Ariela	✓
Centra Antonella	✓

* Independent candidates pursuant to art. 147-ter, paragraph 4, and 148, paragraph 3, of Legislative Decree 58/1998 and of art. 3 of the Corporate Governance Code for listed companies.

Item 4.4 on the agenda of the ordinary session

4.4 Appointment of the Chairman of the Board of Directors.

Shares present at the meeting when the vote was opened no. 21,765,626 equal to 60.44832% of the no. 36,007,000 shares representing the share capital.

The voting result was the following:



Vote result

	no. shares	%
Favourable	20,764,672	95.40122%
Against	1,000,954	4.59878%
Abstained	0	0.00000%
Total Shares	21,765,626	100.000%

The Shareholders 'meeting confirmed Caio Massimo Capuano as Chairman of the Board of Directors.

Item 4.5 on the agenda of the ordinary session

4.5 Determination of the remuneration of the members of the Board of Directors.

Shares present at the meeting when the vote was opened no. 21,765,626 equal to 60.44832% of the no. 36,007,000 shares representing the share capital.

The voting result was the following:

Vote result

	no. shares	%
Favourable	21,029,880	96.61969%
Against	734,546	3.37480%
Abstained	1,200	0.00551%
No vote	0	0.00000%
Total Shares	21,765,626	100.00000%

Item 5 on the agenda of the ordinary session

5. Authorization to purchase and dispose of treasury shares pursuant to art. 2357 of the Civil Code. Related and consequent resolutions.

Shares present at the meeting when the vote was opened no. 21,765,626 equal to 60.44832% of the no. 36,007,000 shares representing the share capital.

The voting result was the following:

Vote result

	no. shares	%
Favourable	18,588,612	85.40353%
Against	3,177,014	14.59647%
Abstained	0	0.00000%
No vote	0	0.00000%
Total Shares	21,765,626	100.00000%



EXTRAORDINARY SESSION

Item 4.1 on the agenda of the extraordinary session

1. Attribution, pursuant to Article 2443 of the Civil Code, to the Board of Directors of the authorization to increase the share capital by payment and in a divisible manner in one or more tranches, within five years from the date of the present resolution, by issue of maximum no. 18.003.500 (eighteen million three thousand five hundred) ordinary shares without indication of nominal value - and for a total nominal amount of maximum Euro 7,225,400.00 (seven million two hundred twenty-five thousand four hundred), plus any premium - and having rights, to be offered as an option to those entitled pursuant to art. 2441, paragraph 1 of the Civil Code; consequent modification of article 5 of the Bylaws. Related and consequent resolutions.

Shares present at the meeting when the vote was opened no. 21,051,102 equal to 58.46392% of the no. 36,007,000 shares representing the share capital.

The voting result was the following:

Vote result

	no. shares	%
Favourable	20,103,619	95.49913%
Against	947,483	4.50087%
Abstained	0	0.00000%
Total Shares	21,051,102	100.00000%