

**SAFILO GROUP S.p.A.**

**Registered office in Piazza Tiziano 8, Pieve di Cadore (Belluno - Italy)**

**Share capital Euro 71,348,532.00 fully paid-in**

**Tax code - VAT number and Belluno Companies Register number 03032950242**

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**ORDINARY SHAREHOLDERS' MEETING HELD ON 30 APRIL 2008**

Having been duly called, an ordinary meeting of the shareholders of SAFILO GROUP S.p.A. was held today, 30 April 2008, at 11.05 a.m. at Settima Strada no. 15, Padua, Italy.

Pursuant to article 2371 of the Italian Civil Code and article 11 of the Company's Articles of Association, the Shareholders' Meeting was chaired by Vittorio Tabacchi, the Chairman of the Board of Directors, who declared the meeting as open in second call.

At the Chairman's proposal, Katia Buja, Director of Legal and Corporate Affairs, was requested to act as the meeting's secretary with the unanimous consent of those present, pursuant to article 2371 of the Italian Civil Code and article 5.2 of the Company's Rules of shareholder meeting procedure.

The Chairman informed the meeting that:

- as required by article 2366 of the Italian Civil Code and article 8 of the Articles of Association, the notice calling the meeting had been published in the "Corriere della Sera" daily newspaper on 15 March 2008, as well as sent to Borsa Italiana S.p.A. (Italy stockmarket manager and organizer) through the NIS system (network information service) and published on the Company's website at [www.safilo.com](http://www.safilo.com);
- the Company had not received any requests to make additions to the agenda, as allowed by article 126-bis of Decree 58/1998, as revised by Law 262/2005 (the Investor Protection Act);
- after an insufficient number of shareholders confirmed their attendance at the meeting in first call for it to be valid, the fact the meeting was being held in second call had been published in the "Corriere della Sera" daily newspaper on 25 April 2008; such notice was also sent to Borsa Italiana S.p.A. through the NIS system and published on the Company's website;
- the document publication requirements contained in article 2429 of the Italian Civil Code and in article 3 of Ministerial Decree 437/1998 had been duly satisfied, with the required documentation being made available from 11 April 2008 at the Company's registered office, at Borsa Italiana S.p.A. and on the Company's website;
- the disclosure requirements relating to items two and three on the agenda had been properly discharged, as established by article 144- *octies* of the Consob Regulations, by making the required documentation available at the Company's registered office, at Borsa Italiana S.p.A. and on the Company's website;
- the financial statements for 2007 and accompanying reports, as well as the directors' report to shareholders on the items on today's agenda and the list of candidates for corporate offices,

*Informal translation*

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accompanied by full documentation, were available for consultation.

With regard to the requirements of Consob (Italy's securities regulator) contained in the regulations adopted under Resolution no. 11971 dated 14 May 1999 and subsequent amendments and additions thereto and in article 2359-bis of the Italian Civil Code, the Chairman invited the shareholders to declare any defect in their entitlement to vote pursuant to para. 5, article 120 and article 121 of Decree 58/1998 with reference to significant shareholdings, and pursuant to para. 4, article 122 with reference to shareholder syndicates.

None of those present declared any such defect.

The Chairman then informed the meeting that:

- the following directors were present: Giannino Lorenzon, Claudio Gottardi, Massimiliano Tabacchi and Carlo Gilardi, while apologies for absence had been received from Ennio Doris and Riccardo Ruggiero;
- the following members of the Board of Statutory Auditors were present: Franco Corgnati, its Chairman, and Nicola Gianese, one of the board's standing members, while apologies for absence had been received from Paolo Mazzi, the other standing member;
- the Company's share capital amounts to Euro 71,348,532.00 and is split into 285,394,128 ordinary shares with a par value of Euro 0.25 each;
- the shareholder register, updated to the nearest possible date to the Shareholders' Meeting ie. at 31 March 2008, contained a total of 41,907 shareholders;
- according to the contents of the shareholder register, as integrated by the notices received under article 120 of Decree 58/1998 and other information available to the Company as of 29 April 2008, the shareholders in attendance with more than 2%, directly or indirectly, of subscribed share capital were as follows:

	<i>Shareholder</i>	<i>No. shares</i>	<i>% of total voting shares (285,394,128)</i>
	<b><i>Only 3T. S.p.A</i></b> Nationality: Italy	108,178,160	37.905%
	<b><i>Goldman Sachs Asset Management International</i></b> Nationality: United Kingdom	13,730,000	4.81%
	<b><i>FIL Limited</i></b> Nationality: Bermuda	28,473,782	9.98%

- all 285,394,128 shares were deposited at Monte Titoli S.p.A. (Italy's central securities depository),

*Informal translation*

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in a dematerialized form;

- the largest deposits of shares for participation at today's Shareholders' Meeting were:

<i>Shareholder</i>	<i>No. shares</i>	<i>% of total voting shares (285,394,128)</i>
<i>Only 3T. S.p.A</i>	108,178,160	37.905%
<i>Fidelity Funds SICAV</i>	28,473,782	9.98%

- 7 persons were present, on their own account or under proxy, who represented 38 shareholders with 142,157,863 ordinary shares, corresponding to approximately 49.8% of share capital;
- personnel authorized by the Chairman had checked the entitlement of the shareholders in attendance to take part in the Shareholders' Meeting and that the proxies given by shareholders to other shareholders or third parties to take part in today's meeting complied with the provisions of article 2372 of the Italian Civil Code;
- he was not aware of the existence of any shareholder agreements under article 122 of Decree 58/1998;
- the names of the shareholders taking part in the Shareholders' Meeting on their own account or under proxy, and the number of their respective shares, were appended to these minutes as Annex A);
- Lorenzo Lago, standing statutory auditor of the subsidiary Safilo S.p.A., was present at the Shareholders' Meeting as well as the following of the Group's senior managers: Francesco Tagliapietra, Director of Administration and Control, and Christian De Felice, Director of Finance. Also present were the personnel in charge of managing the meeting.

The Chairman therefore declared that the meeting was properly formed in second call in accordance with the law and the Company's Articles of Association, and then read out the agenda:

- 1) Financial statements for the year ended 31st December 2007; Presentation of the consolidated financial statements for the year ended 31st December 2007; Reports from the Directors, from the Board of auditors and from the Auditing company; Related and consequent matters**
- 2) Appointment of the Board of Directors and its Chairman, following determination of the number of members and of remuneration for the entire duration of the period of office; Related and consequent matters**
- 3) Appointment of the Board of Auditors and its Chairman, following determination of**

**remuneration for the entire duration of the period of the office**

Before turning to the agenda, the Chairman informed the meeting that:

- 1) as far as financial year 2007 was concerned, PricewaterhouseCoopers S.p.A. had spent:
  - 130 hours on auditing the Company's statutory financial statements at 31 December 2007 and on checking that the accounting records were properly maintained, for a total fee of Euro 10,340.00 (ten thousand, three hundred and forty euros);
  - 200 hours on auditing the consolidated financial statements at 31 December 2007, for a total fee of Euro 20,734.00 (twenty thousand, seven hundred and thirty-four euros);
- 2) relative to the amount approved by the shareholders in the meeting of 14 September 2005, which engaged PricewaterhouseCoopers S.p.A., the fees had been revised solely for changes in the consumer price index;
- 3) the table reporting the fees earned in 2007 for all services provided to the Company and its subsidiaries by PricewaterhouseCoopers S.p.A. and members of its network, was reproduced in the Safilo Group's report on operations at 31 December 2007 in the Appendix "Information pursuant to article 149- *duodecies* of the Consob Regulations" (page 104).

The Chairman informed the meeting that: (i) the meeting would be recorded solely for the purpose of preparing the minutes and the related recording would be kept only for as long as required to prepare such minutes; (ii) except as above, no recording devices, photographic or similar equipment of any kind were permitted in the meeting for any reason; (iii) in accordance with regulatory provisions, the minutes of this meeting would contain a summary of the interventions, specifying the names of the speakers, the responses given and any related comments.

The Chairman then informed the meeting about how the agenda would be discussed, and in particular:

- after presenting the items on the agenda, the floor would be opened to shareholders wishing to speak: the Chairman invited all those intending to speak to notify their names by raising their hands. The Chairman proposed that all the shareholder interventions be made first, allowing all questions being asked to be collected together. He recommended that the discourses be brief and relevant to the topics being discussed, proposing that each intervention last no more than 5 minutes, in compliance with the provisions of article 8.3 of the Rules of shareholder meeting procedure;
- after the clarifications and responses to the questions presented, it would be possible, upon request, for shareholders to make a brief reply, preferably lasting no more than 3 minutes.

Lastly, the Chairman reminded the meeting about its technical conduct and voting procedures, in particular:

- he reminded participants that upon registering for admission to the meeting, every shareholder or proxy had received one attendance form, after informing the meeting organizers of any proxies

- held for other shareholders, in compliance with the law;
- he requested that participants, attending on their own account or under proxy, not leave the meeting room, if possible, until voting had been completed and its results declared; this was because, under the Consob Regulations, the minutes of the meeting must name those shareholders who leave the meeting before every vote and specify the related number of their shares;
  - he requested those absenting themselves temporarily or permanently from the meeting to inform the staff in charge, and to hand back the attendance form: the procedure would record the time of leaving and the time of any re-entry;
  - the number of shareholders present would be confirmed before every vote, ascertaining details of those who declared they wished to abstain;
  - voting on the items on the agenda would take place by show of hands, and shareholders who dissented and/or abstained should communicate their names for the purposes of the minutes.

\* \* \*

The Chairman then turned to the first item on the agenda.

**Financial statements at 31st December 2007; Presentation of the consolidated financial statements at 31st December 2007; Reports from the Directors, from the Board of auditors and from the Auditing company; Related and consequent matters**

The Chairman gave the floor to Daniele Bonvicini, the representative by proxy of the shareholder Only 3T. S.p.A.. Mr. Bonvicini noted that all the documentation relating to the Company's statutory financial statements and the Group's consolidated financial statements at 31 December 2007 had been made available to shareholders within the deadlines required by the Italian Civil Code and Decree 58/1998 and so proposed limiting their reading:

- to the Chairman's Letter to the Shareholders on pages 4 and 5 of the Annual Report;
- as regards the report on Group operations, to the sections on "Information on operations", "Group economic results" and "Financial position" in pages 24 to 30, and lastly the section entitled "Significant events after the year-end and outlook" on page 34;
- as regards the report on operations contained in the statutory financial statements, to the sections entitled "Balance sheet and results" on pages 5 and 6 and "Resolutions relating to net income for the year", on page 26;

and to omit the reading of all the rest of the documents presented, giving them as read, after which the meeting should pass directly to discussion thereof.

The Chairman put the proposal by the shareholder Only 3T. S.p.A. to the vote, receiving the meeting's unanimous approval.

After reading out the parts of the documents specified above, the Chairman declared the floor open to debate on the first item on the agenda, and invited the secretary to hand him any requests to speak in order to be able to establish the order of speaking.

*Informal translation*

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Since no shareholder asked to speak, the Chairman declared the debate as closed and put to the vote the proposed resolution contained in the directors' report to shareholders, which he then read out as follows:

"At the Chairman's proposal and bearing in mind the existence of sufficient net income for the year, the Ordinary Shareholders' Meeting of SAFILO GROUP S.p.A.,

resolves:

- 1- to approve the report on operations by SAFILO GROUP S.p.A. for the year ended 31 December 2007 and the related draft statutory financial statements at that date;
- 2- to approve the proposal to allocate net income for the year of Euro 14,751,352 as follows:
  - a) to the legal reserve - Euro 737,568
  - b) to the shareholders, by way of a dividend - Euro 14,013,784
- 3- to approve the proposal to pay the shareholders an additional dividend of Euro 10,244,717 out of "retained earnings", so that shareholders would receive a gross total dividend of Euro 24,258,501, corresponding to Euro 0.085 for each of the 285,394,128 outstanding shares;
- 4- to establish that the dividend would be paid in the following fashion:
  - ex-div date: 12 May 2008;
  - dividend payment date: 15 May 2008."

The resolution was approved with the following majority:

142,117,492 votes in favour, corresponding to 99.971% of voting capital.

There were 40,371 abstentions, corresponding to 0.028% of voting capital (Barclays Global Investors, NA Inve; World ex-us small cap plus fund; BGI MSCI Eafe Small Cap Equity Ind.; Ishares MSCI Eafe Small Cap Index)

Detailed information on this vote can be found in the documents annexed under letter B) to these minutes.

The Chairman declared the results; then, he turned to the second item on the agenda.

**Appointment of the Board of Directors and its Chairman, following determination of the number of members and of remuneration for the entire duration of the period of office; Related and consequent matters**

The Chairman stated that the Company's Board of Directors had completed its term in office following approval of the financial statements for the year ended 31 December 2007; he therefore invited the meeting to appoint a new Board of Directors for a three-year term in office, in accordance with the procedures and provisions contained in article 14 of the Articles of Association.

The Chairman stated that the directors would be elected on the basis of the two lists presented, both within the deadlines established by the law and the Articles of Association, one by the shareholder Only 3T. S.p.A. and the other by the shareholder Fidelity Funds SICAV – manager of the Fidelity

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Funds Italy Fund and Fidelity Funds European Aggressive Fund - as indicated in the directors' report to shareholders made available on 11 April 2008.

The Chairman recalled that:

- a) the list presented by the shareholder Only 3T. S.p.A., owner of 108,178,160 of the Company's ordinary shares, corresponding to 37.905% of share capital entitled to vote in Shareholders' Meetings, known as List no. 1, comprised the following names, listed in the sequential order in which they appeared:
  - 1 Vittorio Tabacchi
  - 2 Massimiliano Tabacchi
  - 3 Giannino Lorenzon
  - 4 Claudio Gottardi
  - 5 Carlo Gilardi
  - 6 Ennio Doris
  - 7 Riccardo Ruggiero
- b) the list presented by the shareholder Fidelity Funds SICAV, owner of 28,473,782 of the Company's ordinary shares, corresponding to 9.98% of share capital entitled to vote in Shareholders' Meetings, known as List no. 2, comprised the following name:
  - 1 Antonio Favrin
- c) if these lists were voted and obtained the majorities established by the Articles of Association, the Board of Directors would have 7 members;
- d) the documentation relating to the lists presented, as required by current laws and provisions contained in the Articles of Association, including detailed personal and professional information about the candidates, had been filed at the Company's registered office, sent via NIS to Borsa Italiana S.p.A. and made publicly available on the Company's website on 17 April 2008; the principal documents were reproduced in the folder provided to participants at today's meeting, including the curricula vitae of the candidates. The Chairman then invited the shareholders to give these documents as read, thus omitting their reading out loud. The meeting unanimously approved;
- e) the shareholder Only 3T. S.p.A. had proposed that each of the new directors should receive a fee of Euro 10,000.00 for each financial year, according to the number of months in office, plus reimbursement of expenses incurred in the conduct of their duties;
- f) directors would remain in office for a term of three financial years, as established by article 14 of the Articles of Association, meaning that the new Board of Directors would end its mandate on the date of the Shareholders' Meeting convened to approve the financial statements for the year ended 31 December 2010.





*Informal translation*

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- |   |                   |   |
|---|-------------------|---|
| 3 | Giannino Lorenzon | born in Villorba (Treviso) on 26 September 1939 |
| 4 | Claudio Gottardi  | born in Bolzano on 24 June 1956                 |
| 5 | Carlo Gilardi     | born in Spoleto (Perugia) on 17 November 1942   |
| 6 | Ennio Doris       | born in Tombolo (Padua) on 3 July 1940          |
| 7 | Antonio Favrin    | born in Oderzo (Treviso) on 23 September 1938   |

- pursuant to and for the purposes of article 14 of the Articles of Association, the office of Chairman of the Board of Directors would be held by Vittorio Tabacchi, being the candidate at the head of the list obtaining the majority of votes cast by shareholders;
- the meeting had decided that each of the new directors would receive a fee of Euro 10,000.00 for each financial year, according to the number of months in office, plus reimbursement of expenses incurred in the conduct of their duties.

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The Chairman then turned to the third item on the agenda:

**Appointment of the Board of Auditors and its Chairman, following determination of remuneration for the entire duration of the period of the office**

The Chairman stated that the Board of Statutory Auditors had also completed its term in office following approval of the financial statements for the year ended 31 December 2007; the meeting was therefore invited to appoint a new Board of Statutory Auditors for the three years 2008-2009-2010, consisting of three standing members and two alternate members, in accordance with the procedures set out in article 24 of the Articles of Association.

The Chairman stated that the Board of Statutory Auditors would be elected on the basis of the two lists presented, both within the deadlines established by the law and the Articles of Association, one by the shareholder Only 3T. S.p.A. and the other by the shareholder Fidelity Funds SICAV – manager of the Fidelity Funds Italy Fund and Fidelity Funds European Aggressive Fund - as indicated in the directors' report to shareholders and made available on 11 April 2008.

The Chairman recalled that:

- a) the list presented by the shareholder Only 3T. S.p.A., owner of 108,178,160 of the Company's ordinary shares, corresponding to 37.905% of share capital entitled to vote in Shareholders' Meetings, known as List no. 1, comprised the following names:

Standing statutory auditors

- 1 Franco Corgnati
- 2 Paolo Mazzi
- 3 Lorenzo Lago

Alternate statutory auditors

- 1 Nicola Gianese
- 2 Giampietro Sala

b) the list presented by the shareholder Fidelity Funds SICAV, owner of 28,473,782 of the Company's ordinary shares, corresponding to 9.98% of share capital entitled to vote in Shareholders' Meetings, known as List no. 2, comprised the following name:

Standing statutory auditor

1 Domenico Carlo Vanoni

- c) the documentation relating to the lists presented, as required by current laws and provisions contained in the Articles of Association, including detailed personal and professional information about the candidates, had been filed at the Company's registered office, sent via NIS to Borsa Italiana S.p.A. and made publicly available on the Company's website on 17 April 2008; the principal documents were reproduced in the folder provided to participants at today's meeting, including the curricula vitae of the candidates. The Chairman then invited the shareholders to give these documents as read, thus omitting their reading out loud; the meeting unanimously approved;
- d) in accordance with article 24 of the Articles of Association, the Chairman of the Board of Statutory Auditors would be appointed from the minority list and the statutory auditors would remain in office for three financial years, meaning until the Shareholders' Meeting convened to approve the financial statements for the year ended 31 December 2010, and in any case until a new Board of Statutory Auditors had been appointed;
- e) the shareholder Only 3T. S.p.A. had proposed that the emoluments of the new standing statutory auditors throughout their term in office should correspond to the minimum fees recommended by Italy's Association of Professional Accountants, plus reimbursement of expenses incurred in the conduct of their duties;

The Chairman then expressed his warmest thanks to the outgoing statutory auditors for their services to the Company and opened the floor to debate, inviting shareholders intending to speak to announce their names in the microphone at the start of their intervention.

No shareholder asked to speak and so the Chairman declared the debate as closed and put to the vote the lists presented, having explained how to vote; he specifically proposed:

1. voting for the candidate lists presented in the manner and terms established by article 24 of the Articles of Association and published in compliance with current statutory and regulatory provisions;
2. appointing as Chairman of the Board of Statutory Auditors, the standing member presented on the minority list, as established by current legal requirements and those contained in the Articles of Association;
3. determining that the emoluments of the standing statutory auditors should correspond throughout their term in office to the minimum fees recommended by Italy's Association of Professional Accountants, plus reimbursement of expenses incurred in the conduct of their duties.

Informal translation

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Once the votes by show of hands had been counted, the Chairman declared the results, announcing that:

- List no. 1, presented by the shareholder Only 3T. S.p.A., had obtained 113,684,081 votes in favour, representing a majority of those cast;
- List no. 2, presented by the shareholder Fidelity Funds SICAV, had obtained 28,473,782 votes in favour;
- no contrary or abstained motion for either Lists.

Detailed information on this vote can be found in the documents annexed under letter D) to these minutes.

The Board of Statutory Auditors appointed for the three years 2008-2009-2010 therefore comprises:

Standing statutory auditors

- |   |                                  |   |
|---|----------------------------------|---|
| 1 | Carlo Domenico Vanoni – Chairman | born in Santhià (VC) on 31 October 1929   |
| 2 | Franco Corgnati                  | born in Milan on 10 July 1942             |
| 3 | Paolo Mazzi                      | born in Isola d'Istria on 10 October 1946 |

Alternate statutory auditors

- |   |                 |                                     |
|---|-----------------|-------------------------------------|
| 1 | Nicola Gianese  | born in Padua on 9 July 1962        |
| 2 | Giampietro Sala | born in Vicenza on 17 February 1938 |
- pursuant to and for the purposes of article 24 of the Articles of Association, the office of Chairman of the Board of Statutory Auditors would be held by Carlo Domenico Vanoni, being the standing statutory auditor presented on the minority list;
  - the Board of Statutory Auditors would remain in office for three financial years, meaning until the Shareholders' Meeting convened to approve the financial statements for the year ended 31 December 2010 and in any case until such time as a new Board of Statutory Auditors had been appointed;
  - the meeting had decided that the emoluments of the standing statutory auditors should correspond throughout their term in office to the minimum fees recommended by Italy's Association of Professional Accountants, plus reimbursement of expenses incurred in the conduct of their duties.

The Chairman thanked the shareholders for their participation at the meeting, which he then declared closed at 12.15 p.m.

Secretary  
Katia Buja  
(signature)

Chairman  
Vittorio Tabacchi  
(signature)

ALLEGATO A)

## AZIONISTI PARTECIPANTI

Ordinaria

NOMINATIVO AZIONISTA DELEGANTI E RAPPRESENTATI	Parziale	Totale	INDICAZIONI DEL VOTO		
			Ordinarie e Straordin		
			1	2	3
BONVICINI DANIELE		0	-	-	-
- PER DELEGA DI ONLY 3T S.P.A.		108.178.160	-	-	-
Azionista: ONLY 3T SPA e 6.017.185 az. in garanzia a BANCA POPOLARE DI VICENZA con diritto di voto al dato		108.178.160			
DELLI GUANTI MARCO		0	-	-	-
- PER DELEGA DI ACTIVE INTERNATIONAL SMALL CAP LENDING COMMON TRUST FUND Agente:STATE STREET BANK AND TRUST COMPANY		37.247	-	-	-
BARCLAYS GLOBAL INVESTORS, NA INVESTEMENT FUNDS FOR EMPLOYEE BENEFIT TRUSTS Agente:STATE STREET BANK AND TRUST COMPANY		1.071	-	-	-
BBH LUX FOR-FIDELITY FD-ITALY		12.870.038	-	-	-
BBH LUX FOR-FIDELITY-EUR AGGRESS		15.603.744	-	-	-
BGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B Agente:STATE STREET BANK AND TRUST COMPANY		8.239	-	-	-
CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM Agente:STATE STREET BANK AND TRUST COMPANY		31.002	-	-	-
COLLEGE RETIREMENT EQUITIES FUND Agente:STATE STREET BANK AND TRUST COMPANY		2.210	-	-	-
DU PONT (UK) LIMITED PENSIONS FUND Agente:STATE STREET BANK AND TRUST COMPANY		244.000	-	-	-
DUPONT PENSION TRUST Agente:STATE STREET BANK AND TRUST COMPANY		1.778.800	-	-	-
FONDS DE RESERVE POUR LES RETRAITES FRR		1.890.000	-	-	-
FORD MOTOR COMPANY DEFINED BENEFIT Agente:NORTHERN TRUST -LO		30.882	-	-	-
FORD OF CANADA MASTER TRUST FUND Agente:NORTHERN TRUST -LO		3.087	-	-	-
FUND FOR EMPLOYEE BENEFIT TRUSTS Agente:NORTHERN TRUST -LO		230.061	-	-	-
ILLINOIS STATE BOARD OF INVESTMENT Agente:STATE STREET BANK AND TRUST COMPANY		127.804	-	-	-
ISHARES MSCI EAFE SMALL CAP INDEX FUND Agente:STATE STREET BANK AND TRUST COMPANY		24.650	-	-	-
J SAINSBURY COMMON INVESTMENT FUND Agente:NORTHERN TRUST -LO		33.830	-	-	-
MN SERVICES Richiedente:CITIBANK NA LONDON SA ST MN SER AANDEL		397.122	-	-	-
MSCI EAFE SMALL CAP PROVISIONAL INDEX SECURITIES COMMON TRUST FUND Agente:STATE STREET BANK AND TRUST COMPANY		11.773	-	-	-
POWERSHARES FTSE RAFI DEVELOPED MARKETS EX-US SMALL PORTFOLIO		3.818	-	-	-
POWERSHARES FTSE RAFI EUROPE SMALL PORTFOLIO		4.256	-	-	-
POWERSHARES GLOBALFUNDS IRELAND PUBLIC LIMITED COMPANY		941	-	-	-
SACRAMENTO COUNTY EMPLOYEES RETIREMENT SYSTEM Agente:STATE STREET BANK AND TRUST COMPANY		12	-	-	-
SEMPRA ENERGY PENSION MASTER TRUST Agente:MELLON BANK N.A.		4.698	-	-	-
STATE STREET BANK AND TRUST COMPANY INVESTMENT FUNDS FOR TAXEXEMPT RETIREMENT PLANS Agente:STATE STREET BANK AND TRUST COMPANY		27.065	-	-	-
STATE STREET MIDCAP EUROPE Agente:STATE STREET BANK AND TRUST COMPANY		50.371	-	-	-
STATE TREASURER OF MICH CUSTODIAN OF PUBLIC SCHOOL EMPL RTMNT SYSTEMS Agente:STATE STREET BANK AND TRUST COMPANY		32.508	-	-	-
STICHTING PENSIOENF DUPONT NEDERLAND Agente:MELLON BANK N.A.		188.400	-	-	-
STICHTING BEDRIJFSPENSIOENFONDS VOOR DE METAAL EN TECHNISCHE Richiedente:CITIBANK NA LONDON S/A MNSERVICES AAND		238.022	-	-	-
TIAA CREF MANAG COM FUND - ENHANCED Agente:MELLON BANK N.A.		500	-	-	-
UMWA 1974 PENSION TRUST		30.965	-	-	-
WORLD EX-US SMALL CAP PLUS FUND Agente:STATE STREET BANK AND TRUST COMPANY		6.411	-	-	-
		33.913.527			
MENOTTI PIERCARLO		1.100	-	-	-
		1.100			
NOARO GIANFRANCO		1.200	-	-	-
		1.200			
REALE VERONICA		0	-	-	-
- PER DELEGA DI REALE DAVIDE GIORGIO		1	-	-	-
RODINO WALTER		2	-	-	-
		3			
REMORINO MARIO		60.073	-	-	-
		60.073			
ROSSI DINO		3.800	-	-	-
		3.800			

Legenda delle votazioni effettuate:

- 1 Bilancio d'esercizio al 31/12/2007

- 2 Nomina del C.d.A. e del Presidente

ASSEMBLEA ORDINARIA DEL 28 aprile 2008  
(2^ Convocazione 30 aprile 2008)

SITUAZIONE ALL'ATTO DELLA COSTITUZIONE

Sono presenti, in proprio o per delega

- n° 38 azionisti rappresentati

- n° 142.157.863 azioni, pari al 49,811068 % delle

285.394.128 azioni costituenti il capitale sociale interamente sottoscritto

e versato alla data odierna.

ASSEMBLEA ORDINARIA DEL 28 aprile 2008  
(2^ Convocazione 30 aprile 2008)

## ESITO VOTAZIONE

Oggetto: **Bilancio d'esercizio al 31/12/2007**

		% sul Cap. Soc. riferito alle sole azioni ordinarie rappresentato in aula Complessivo			
<b>FAVOREVOLI</b>	N.	142.117.492	voti pari al	99,971601%	49,796922%
<b>CONTRARI</b>	N.	0	voti pari al	0,000000%	0,000000%
<b>ASTENUTI</b>	N.	40.371	voti pari al	0,028399%	0,014146%
<hr/>					
<b>Totale</b>		142.157.863	voti pari al	100,000000%	49,811068%

ASSEMBLEA ORDINARIA DEL 28 aprile 2008  
(2^ Convocazione 30 aprile 2008)

## LISTA ESITO DELLE VOTAZIONE

Oggetto: **Bilancio d'esercizio al 31/12/2007**

		<b>FAVOREVOLI</b>		
	Cognome/Nome	Tot. Voti	Proprio	Delega
1	DELLI GUANTI MARCO	0	0	0
**D	MN SERVICES	397122	0	397122
**D	STICHTING BEDRIJFSPENSIOENFONDS V	238022	0	238022
**D	CALIFORNIA STATE TEACHERS RETIREME	31002	0	31002
**D	DU PONT (UK) LIMITED PENSIONS FUND	244000	0	244000
**D	STATE TREASURER OF MICH CUSTODIAN	32508	0	32508
**D	ACTIVE INTERNATIONAL SMALL CAP LEN	37247	0	37247
**D	STATE STREET MIDCAP EUROPE	50371	0	50371
**D	ILLINOIS STATE BOARD OF INVESTMENT	127804	0	127804
**D	STATE STREET BANK AND TRUST COMPAN	27065	0	27065
**D	COLLEGE RETIREMENT EQUITIES FUND	2210	0	2210
**D	DUPONT PENSION TRUST	1778800	0	1778800
**D	SACRAMENTO COUNTY EMPLOYEES RETIRE	12	0	12
**D	MSCI EAFE SMALL CAP PROVISIONAL IN	11773	0	11773
**D	STICHTING PENSIOENF DUPONT NEDERLA	188400	0	188400
**D	SEMPRA ENERGY PENSION MASTER TRUST	4698	0	4698
**D	TIAA CREF MANAG COM FUND - ENHANCE	500	0	500
**D	FUND FOR EMPLOYEE BENEFIT TRUSTS	230061	0	230061
**D	FORD MOTOR COMPANY DEFINED BENEFIT	30882	0	30882
**D	J SAINSBURY COMMON INVESTMENT FUND	33830	0	33830
**D	FORD OF CANADA MASTER TRUST FUND	3087	0	3087
**D	BBH LUX FOR-FIDELITY FD-ITALY	12870038	0	12870038
**D	BBH LUX FOR-FIDELITY-EUR AGGRESS	15603744	0	15603744
**D	UMWA 1974 PENSION TRUST	30965	0	30965
**D	FONDS DE RESERVE POUR LES RETRAITE	1890000	0	1890000
**D	POWERSHARES FTSE RAFI DEVELOPED	3818	0	3818
**D	POWERSHARES FTSE RAFI EUROPE SMALL	4256	0	4256
**D	POWERSHARES GLOBALFUNDS IRELAND PU	941	0	941
2	REALE VERONICA	3	0	3
3	REMORINO MARIO	60073	60073	0
4	ROSSI DINO	3800	3800	0
5	BONVICINI DANIELE	0	0	0
DE*	ONLY 3T S.P.A.	108178160	0	108178160
6	MENOTTI PIERCARLO	1100	1100	0
7	NOARO GIANFRANCO	1200	1200	0

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**Totale voti** 142.117.492  
**Percentuale votanti %** 99,971601  
**Percentuale Capitale %** 49,796922

Pagina 4

ASSEMBLEA ORDINARIA DEL 28 aprile 2008  
(2^ Convocazione 30 aprile 2008)

## LISTA ESITO DELLE VOTAZIONE

Oggetto: **Bilancio d'esercizio al 31/12/2007**

		<b>ASTENUTI</b>		
	Cognome/Nome	Tot. Voti	Proprio	Delega
1	DELLI GUANTI MARCO	0	0	0
**D	BARCLAYS GLOBAL INVESTORS, NA INVE	1071	0	1071
**D	WORLD EX-US SMALL CAP PLUS FUND	6411	0	6411
**D	BGI MSCI EAFE SMALL CAP EQUITY IND	8239	0	8239
**D	ISHARES MSCI EAFE SMALL CAP INDEX	24650	0	24650
<hr style="border-top: 1px dashed black;"/>				
	<b>Totale voti</b>	40.371		
	<b>Percentuale votanti %</b>	0,028399		
	<b>Percentuale Capitale %</b>	0,014146		



ASSEMBLEA ORDINARIA DEL 28 aprile 2008  
(2^ Convocazione 30 aprile 2008)

SITUAZIONE PRESENTI ALLA VOTAZIONE

Oggetto : **Nomina del C.d.A. e del Presidente**

Comunico che sono ora presenti in sala:

- n° 38 Azionisti o aventi diritto al voto per azionisti,  
portatori di n° 142.157.863 azioni ordinarie, pari  
al 49,811068 % del capitale sociale.

Si precisa che le persone votanti fisicamente presenti in sala  
sono numero 7.

Titolare	Delegante	Voti	Lista1	Lista2	Contrario a tutte	Astenuto a tutte
BONVICINI DANIELE	ONLY 3T S.P.A.	108.178.160	X			
DELLI GUANTI MARCO	ACTIVE INTERNATIONAL SMALL CAP LENDING COMMON TRUST FUND	37.247	X			
	BARCLAYS GLOBAL INVESTORS NA INVESTMENT FUNDS FOR EMPLOYEE BENEFIT TRUSTS	1.071	X			
	BBH LUX FOR-FIDELITY-FD-ITALY	12.870.038		X		
	BBH LUX FOR-FIDELITY-EUR AGGRESS	15.603.744		X		
	BGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B	8.239	X			
	CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	31.002	X			
	COLLEGE RETIREMENT EQUITIES FUND	2.210	X			
	DU PONT (UK) LIMITED PENSIONS FUND	244.000	X			
	DUPONT PENSION TRUST	1.778.800	X			
	FONDS DE RESERVE POUR LES RETRAITES FRR	1.890.000	X			
	FORD MOTOR COMPANY DEFINED BENEFIT	30.882	X			

FORD OF CANADA MASTER TRUST FUND	3,087	X
FUND FOR EMPLOYEE BENEFIT TRUSTS	230,061	X
ILLINOIS STATE BOARD OF INVESTMENT	127,804	X
ISHARES MSCI EAFE SMALL CAP INDEX FUND	24,650	X
J SAINSBURY COMMON INVESTMENT FUND	33,830	X
MN SERVICES	397,122	X
MSCI EAFE SMALL CAP PROVISIONAL INDEX SECURITIES COMMON TRUST FUND	11,773	X
POWERSHARES FTSE RAFI DEVELOPED MARKETS EX-US SMALL PORTFOLIO	3,818	X
POWERSHARES FTSE RAFI EUROPE SMALL PORTFOLIO	4,256	X
POWERSHARES GLOBAL FUNDS IRELAND PUBLIC LIMITED COMPANY	941	X
SACRAMENTO COUNTY EMPLOYEES RETIREMENT SYSTEM	12	X
SEMPRA ENERGY PENSION MASTER TRUST	4,698	X
STATE STREET BANK AND TRUST COMPANY INVESTMENT FUNDS FOR TAX EXEMPT RETIREMENT PLANS	27,065	X

STATE STREET MIDCAP EUROPE	50.371	X			
STATE TREASURER OF MICH CUSTODIAN OF PUBLIC SCHOOL EMPL RTMNT SYSTEMS	32.508	X			
STICHTING PENSIOENF DUPONT NEDERLAND	188.400	X			
STICHTING BEDRIJFSPENSIOENFONDS VOOR DE METAAL EN TECHNISCHE	238.022	X			
TIAA CREF MANAG COM FUND - ENHANCED	500	X			
UMWA 1974 PENSION TRUST WORLD EX-US SMALL CAP PLUS FUND	30.965 6.411	X X			
MENOTTI PIERCARLO	1.100	X			
NOARO GIANFRANCO	1.200	X			
REALE VERONICA	0				
REALE DAVIDE GIORGIO	1	X			
RODINO WALTER	2	X			
REMORINO MARIO	60.073	X			
ROSSI DINO	3.800	X			
			1.816.732	28.173.782	9.015
<b>Tot. Non Votanti</b>					<b>0</b>

ASSEMBLEA ORDINARIA DEL 28 aprile 2008  
(2^ Convocazione 30 aprile 2008)

SITUAZIONE PRESENTI ALLA VOTAZIONE

Oggetto : **Nomina del Collegio sindacale e del Presidente**

Comunico che sono ora presenti in sala:

- n° 38 Azionisti o aventi diritto al voto per azionisti,  
portatori di n° 142.157.863 azioni ordinarie, pari  
al 49,811068 % del capitale sociale.

Si precisa che le persone votanti fisicamente presenti in sala  
sono numero 7.

Titolare	Delegante	Voti	Lista1	Lista2	Contrario a tutte	Astenuto a tutte
BONVICINI DANIELE	ONLY 3T S.P.A.	108.178.160	X			
	DELLI GUANTI MARCO	0				
	ACTIVE INTERNATIONAL SMALL CAP LENDING COMMON TRUST FUND	37.247	X			
	BARCLAYS GLOBAL INVESTORS NA INVESTMENT FUNDS FOR EMPLOYEE BENEFIT TRUSTS	1.074	X			
	BBH LUX FOR-FIDELITY FD-ITALY	12.870.038		X		
	BBH LUX FOR-FIDELITY-EUR AGGRESS	15.603.744		X		
	BGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B	8.239	X			
	CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	31.002	X			
	COLLEGE RETIREMENT EQUITIES FUND	2.210	X			
	DU PONT (UK) LIMITED PENSIONS FUND	244.000	X			
	DUPONT PENSION TRUST	1.778.800	X			
	FONDS DE RESERVE POUR LES RETRAITES FRR	1.890.000	X			
	FORD MOTOR COMPANY DEFINED BENEFIT	30.882	X			
	FORD OF CANADA MASTER TRUST FUND	3.087	X			
	FUND FOR EMPLOYEE-BENEFIT TRUSTS	230.061	X			
	ILLINOIS STATE BOARD OF INVESTMENT	127.804	X			
	ISHARES MSCI EAFE SMALL CAP INDEX FUND	24.650	X			

J SAINSBURY COMMON INVESTMENT FUND	33.830	X
MN SERVICES	397.122	X
MSCI LEAF SMALL CAP PROVISIONAL INDEX SECURITIES COMMON TRUST FUND	11.773	X
POWERSHARES FTSE RAFI DEVELOPED MARKETS EX-US SMALL PORTFOLIO	3.818	X
POWERSHARES FTSE RAFI EUROPE SMALL PORTFOLIO	4.256	X
POWERSHARES GLOBAL FUNDS IRELAND PUBLIC LIMITED COMPANY	941	X
SACRAMENTO COUNTY EMPLOYEES RETIREMENT SYSTEM	12	X
SEMPRA ENERGY PENSION MASTER TRUST	4.698	X
STATE STREET BANK AND TRUST COMPANY INVESTMENT FUNDS FOR TAX EXEMPT RETIREMENT PLANS	27.065	X
STATE STREET MIDCAP EUROPE	50.371	X
STATE TREASURER OF MICHIGAN CUSTODIAN OF PUBLIC SCHOOL EMPLOYMENT SYSTEMS	32.508	X
STICHTING PENSIOENFONDST NEDERLAND	188.400	X
STICHTING BEDRIJFSPENSIOENFONDS VOOR DE METAAL EN TECHNISCHE	238.022	X

TIAA CREF MANAG COM FUND -						
ENHANCED	500				X	
UMWA 1974 PENSION TRUST	30.965				X	
WORLD EX-US SMALL CAP PLUS FUND	6.411				X	
MENOTTI PIERCARLO	1.100				X	
NOARO GIANFRANCO	1.200				X	
REALE VERONICA	0					
REALE DAVIDE GIORGIO	1				X	
RODINO WALTER	2				X	
REMORINO MARIO	60.073				X	
ROSSI DINO	3.800				X	
Tot. Non Votanti		142.157.863	15.684.081	28.473.782	0	0