

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

HELD ON APRIL 15th, 2014

This day of Tuesday 15 of the month of April of the year 2014 (two thousand fourteen) at 10:00 (ten) am.

In Padua – at Settima Strada no. 15.

Upon request of the Company "**SAFILO GROUP S.P.A.**" with registered office in Pieve di Cadore (BL), at Piazza Tiziano no. 8, Italy, with fully paid-in share capital of EURO 311,449,825 (approved share capital of Euro 317,199,825), tax code, VAT number and registration number with the Company Register of Belluno 03032950242 – no. BL-90811 R.E.A., in order to draw up the minutes of the resolutions of the ordinary and extraordinary Shareholders' Meeting of the above-mentioned Company, convened in a single call here, today and at this time, I, Mr. Carlo Alberto Busi, Notary Public registered with the Notary Public Role of Padua and resident in Camposampiero, have come to this place and here, before me:

- Mr. Robert Polet born in Malaysia (Kuala-Lumpur) on July 25, 1955, resident, for the purposes of the office, at the registered offices of the Company;

Chairman of the Board of Directors;

- Mrs. Luisa Deplazes de Andrade Delgado, born in Sumvitg (Switzerland), on August 9, 1966 resident, for the purposes of the office, at the registered offices of the Company;

Chief Executive Officer of the Company.

Respectively Dutch citizen and Swiss citizen of whose identity, I, Notary Public, am certain, who declare to know the Italian spoken and written language, and having all the requirements provided by law, with my consent, waives their right to request the assistance of witnesses to this deed.

Mr. Robert Polet, acting as Chairman of the Meeting, pursuant to article 11 of the Articles of Association, in his capacity as Chairman of the Board of Directors, first welcomes the Shareholders, the members of the Board of Directors, the members of the Board of Statutory Auditors and all those who are legitimately in attendance to this Meeting of "SAFILO GROUP S.p.A", convened in a single call today at 10:00 (ten) am at the premises of the Company in Padua - at Settima Strada no. 15.

The Chairman invites the Notary Public, Mr. Carlo Alberto Busi, to act as secretary of this Meeting.

He also asks if the Shareholders' Meeting agrees.

The Shareholders' Meeting, upon unanimous vote, in accordance with the assessment made by the Chairman also through the staff authorized thereto, approves with no contrary votes or abstentions by showing of hands.

Pursuant to article 5 of the Shareholders' Meeting Rules, he requests the assistance of the Notary Public and of the Chief Executive Officer Luisa Deplazes de Andrade Delgado, in order to expose to those in attendance the items on the agenda and, in general, in order to fulfil all duties attributed to the

Chairman pursuant to the Articles of Association and the abovementioned Shareholders' Meeting Rules and in order to verbalize the contents of this meeting.

The Chairman through myself, Notary Public, informs those present that:

- a recording system is in place for the purpose of recording the progress of the Meeting and facilitating, if necessary, the preparation of the answers to any questions and the successive drafting of the minutes;
- he also invites the attendees not to introduce any recording machines or cameras or similar equipment;
- pursuant to Legislative Decree no. 196/2003 on data privacy protection, the data of the attendees will be collected and processed by the Company exclusively for the accomplishment of the mandatory corporate requirements.

The Chairman through myself, Notary Public, acknowledges that at present, no. 4 individuals representing themselves or through proxy no. 168 shareholders owning 44,176,127 shares, all duly deposited in compliance with the modalities and terms set forth by the law, equal to 70.920135% of the share capital, are in attendance, as the nominative list of the attendees of this Meeting, attached to these minutes under letter "A".

The Chairman, notifies and acknowledges that:

- the notice of the call of this Meeting was published on the Company's website at www.safilo.com/it/investors.html and it was published in the daily newspaper "La Repubblica" on March 6th, 2014, as well as sent to Borsa Italiana S.p.A. through the SDIR-NIS (SDIR-Network Information Service) system;
- the agenda is comprised of the following items:

ORDINARY SESSION

- 1. Financial statements as at December 31, 2013; Presentation of the consolidated financial statements as at December 31, 2013; Reports of the Directors, the Board of Statutory Auditors and the Auditing Company; inherent and consequent resolutions;**
- 2. Report to the Shareholders' Meeting on the Group's Remuneration Policy;**
- 3. Proposal for the approval of a new stock option plan reserved to certain directors and/or employees of SAFILO GROUP S.p.A. and/or other companies within the Safilo Group; inherent and consequent resolutions;**
- 4. Appointment of the independent auditors for the years 2014-2022; inherent and consequent resolutions;**
- 5. Appointment of the Board of Statutory Auditors and its Chairman, with the previous determination of their remunerations for the entire term of their office;**
- 6. Proposal to reduce the number of the members of the Board of Directors from nine to eight; inherent and consequent resolutions;**

EXTRAORDINARY SESSION

1. Proposal for a capital increase in cash and in more tranches, with exclusion of the option right pursuant to article 2441, 4 paragraph, second part, of the Italian Civil Code, in the service of a stock option plan reserved to certain directors and/or employees of SAFILO GROUP SPA and/or other companies within the SAFILO GROUP, up to a maximum number of 1,500,000 ordinary shares with par value of Euro 5 (five) each, and thus for a maximum amount of Euro 7,500,000; consequent amendments to article 5 of the Articles of Association; inherent and consequent resolutions.

- the Company has not received any requests for integrations to the agenda, pursuant to Article 126 bis of Legislative Decree no. 58/1998 (T.U.F.);
- some questions on the items on the agenda in compliance with article 127 ter T.U.F. were submitted by the shareholder Mr. Tommaso Marino, sent by PEC on April 12th, 2014; the relating answers will be given during today's Meeting, in particular during the discussion of the first item on the agenda;
- in addition to the Chairman of the Board of Directors, the director Mrs. Luisa Deplazes de Andrade Delgado, Chief Executive Officer, and Mr. Melchert Frans Groot are also in attendance. The directors Mr. Giovanni Ciserani, Mr. Jeffrey A. Cole, Mr. Marco Jesi, Mr. Eugenio Razelli and Mr. Massimiliano Tabacchi have justified their absence;
- the Chairman of the Board of Statutory Auditors, Mr. Paolo Nicolai, and Mr. Franco Corgnati and Ms. Bettina Solimando, the standing Statutory Auditors, are also in attendance;
- the Company's share capital fully paid-in amounts to Euro 311,449,825.00 divided into no. 62,289,965 ordinary shares with a par value of Euro 5.00 (five) each;
- the share capital resolved as per minute dated as of November 5 (five), 2010 (two thousand and ten) is equal to Euro 317,199,825.00 and that with reference to this share capital increase all shares are fully paid-in;
- with reference to the latest recording on March 31st, 2014, the number of registered shareholders is equal to 28,762;
- the Company does not hold own shares.

The Chairman informs the shareholders and their representatives that:

- the nominative list of the attendees to this Meeting, in their capacity as shareholders or attorneys, with the number of shares represented by each attendee, the indication of the delegating shareholders, as well as of the attendees voting as pledgees and beneficial owners, is attached to these minutes under letter "B", its reading is omitted with the consent of the Shareholders' Meeting;
- a summary of the interventions with the indication of the names of the speakers, the answers given, and any related comments will be reported in the minutes of the Meeting;

- the names of the individuals who express a contrary vote, abstain from voting or leave the meeting before the vote, and the relevant number of shares owned and/or represented by such individuals, will be reported in the minutes;
- on the basis of the shareholders' ledger, as completed by the notices received under Article 120 of the Legislative Decree no. 58/1998 and other information made available to the Company, the shareholders in attendance who, directly or indirectly, hold more than 2% of the subscribed share capital of the Company are the following:

	<i>Participant</i>	<i>No. of Shares</i>	<i>% on share capital (62,289,965)</i>
1.	Multibrands Italy BV Dutch Company	26,073,783	41.86%
2.	Only 3T. S.r.l. Italian Company	5,692,658	9.14%
3.	Norges Bank – Government of Norway Norwegian Company	1,256,659	2.035%
4.	Financière De L'Echiquier Sa French Company	1,256,800	2.03%

- All 62,289,965 shares are deposited with Monte Titoli S.p.A. in a dematerialization regime.
- The major deposits for the attendance at this Shareholders' Meeting are:

<i>Participant</i>	<i>No. of shares</i>	<i>% on share capital (62,289,965)</i>
Multibrands Italy BV	26,073,783	41.86%
Only 3T. S.r.l.	5,692,658	9.14%
Norges Bank - Government of Norway	1,349,911	2.17%
Financière De L'Echiquier Sa	1,249,579	2.01%
FCP CIC Euro Opportunities	1,169,603	1.88%

The Chairman invites the shareholders to disclose any lack of legitimation to the vote pursuant to the applicable law.

The Chairman, through myself, Notary Public, declares that he is not aware of the existence of any shareholder agreements entered into between the shareholders pursuant to article 122 of the T.U.F. with the exception of the following:

he points out that the Company notes the existence of a shareholder's agreement dated September 15, 2013, between Multibrands Italy B.V., a Dutch entity, having its registered office in Rotterdam, The Netherlands, registered at the Companies' Register of Rotterdam under No. 24406290, owning no.

26,073,783 ordinary shares, representing, on the date of the signing of the agreement, 42.211% of the share capital of the Company, and Luisa Deplazes de Andrade Delgado, Swiss citizen, born in Sumvitg (Switzerland) on August 9, 1966, resident in Padova, Fiscal Code DPLLSU66M49Z133M, currently Chief Executive Officer of the Company, having as its object, *inter alia*, the presentation of a list for the appointment of the members of the Board of Directors of the Company and the exercise of the voting rights of Multibrands Italy B.V. at the ordinary Shareholders' Meeting of the Company.

The Chairman further informs those present that CONSOB has recommended that experts, financial analysts, qualified journalists and representatives of the auditing firm which certifies the financial statements of the Company attend the meeting; he also reminds those present that it is the usual practice of Safilo Group S.p.A. to comply with the above recommendations.

As a consequence, qualified journalists, financial analysts and representatives of the auditing firm PricewaterhouseCoopers S.p.A. are welcome as observers.

He informs, through myself, Notary Public, about the presence of certain employees of the Company, for operative purposes.

Also Mr. Vincenzo Giannelli, Chief Financial Officer and other managers of the Safilo Group, are in attendance.

It is notified to those present that:

- the verification on the legitimacy of the proxies has taken place pursuant to article 2372 of the Italian Civil Code and the Articles of Association;
- the Company has duly fulfilled the information requirements set forth by the applicable provisions of law and regulations with respect to the items on the agenda, the relevant documentation having been deposited in compliance with the terms and modalities set forth by the law. In particular, the documentation relating to the convened Meeting, including the reports referred to under 125 ter of the Italian Financial Act (T.U.F.) (the reports on the items on the agenda), the documentation concerning the annual financial statements (including the annual financial report, the reports of the Auding Firm and the report of the Board of the Statutory Auditors), the Report on the Remuneration and the documentation regarding the Stock Option Plan 2014-2016 and the connected share capital increase, has been made available, deposited and published pursuant to the applicable law and regulation and within the terms prescribed by law, in particular it has been deposited with the registered office of the Company and has been published in a special area of the website of the Company. It is available and it has been distributed to the shareholders or to their proxies who intervened.

It is specified that the documentation drafted in compliance with article 72 of the Consob Regulation and with Annex 3A, as well as the Report of the Auditing Firm PricewaterhouseCoopers S.p.A. pursuant to article 2441, paragraph 4, second part, of the Italian

- Civil Code, have been made available at the Company's registered office and have been published in a special area of the website of the Company within the terms required by law;
- that the Shareholders' Meeting is convened in single call.

Having said that, the Chairman, through myself, Notary Public, declares the Shareholders' Meeting validly convened, in the single call, in compliance with the law and with the Articles of Association, to discuss on and resolve upon the items on the agenda.

He informs the attendees of the modalities for the discussion of the items on the agenda and he specifies that, after the introduction of each item, shareholders wishing to speak will be given the floor; he invites all attendees who intend to speak to make a reservation by a show of hands and by giving his/her data. In relation to the interventions that will follow and the relevant questions, such interventions will be preliminarily made and the relevant questions collected.

He recommends those present to intervene briefly on the specific topic under discussion, each intervention shall not exceed 5 minutes, in accordance with article 8.3 of the Shareholders' Meetings Rules and without prejudice to the possibility, in consideration of the importance of each single item as well as of the number of interventions booked, to allow a longer duration of each intervention. Upon request, after the clarifications and answers given to the questions, a short reply will be allowed from the shareholders, preferably to be made within 3 minutes and without prejudice to the possibility to allow a longer duration of the reply, should the circumstances referred to above occur.

The Chairman, thorough myself, Notary Public, reminds those present that, upon registration and entry into the meeting room, each shareholder or person entitled to vote and their proxies received an attendance form, it being understood that the proxies have notified the staff in charge, in accordance with the law, of the circumstance by which each of them is attending the meeting in representation of other shareholders.

He invites the shareholders not to leave the room, to the extent possible, during the course of the meeting. Whoever leaves the meeting, even temporarily, shall inform the staff in charge at the exit of the room so as to allow the regular course of the meeting and the voting procedures; the procedure records the time of leaving and the time of any re-entry.

The Chairman, through myself, Notary Public, reminds that, before each vote, the number of attending shareholders will be acknowledged, and the personal data of those who declare their intention not to express the vote will be verified. The voting on the items on the agenda will take place by a show of hands and the contrary and/or abstaining shareholders shall communicate their name for the purpose of the minutes.

Lastly, he requests the attendees not to leave the room, to the extent possible, until the voting procedures and the declaration on the outcomes of the vote have been communicated, in view of the fact that, in accordance with the Consob Regulation, the minutes of the Meeting must name those shareholders who leave the Meeting before every vote and specify the related number of their shares.

The Chairman starts with the discussion of the first item on the agenda of the ordinary session of the Shareholders' Meeting:

1. Financial statements as at December 31, 2013 - Presentation of the consolidated financial statements as at December 31, 2013 – Reports of the Directors, the Board of Statutory Auditors and the Auditing Company – Pertinent and consequent resolutions

The Chairman informs that pursuant to the applicable regulations the consolidated financial statements, with the financial statements and other required documentation have been made available to the shareholders at the Company's registered office and have been published in a special area of the website of the Company within the terms required by law.

It is specified that only the financial statements have to be approved by the Shareholders' Meeting, pursuant to article 2364 no.1 of the Italian Civil Code, whereas the consolidated financial statements have been brought to the attention of the Shareholders' Meeting and do not need to be approved by the Shareholders' Meeting.

The Chairman, through myself, Notary Public, gives the floor to Elena Zanellato, proxy holder for the shareholder Multibrands Italy B.V., who, in order to simplify the work of the Shareholders' Meeting and in consideration of the fact that all the documentation relating to the Company's annual financial statements and the Group's consolidated financial statements as at December 31st, 2013 had been made available to the shareholders within the deadlines set forth by the Italian Civil Code and the T.U.F., proposes to omit its reading and to proceed with the illustration of the main data and information contained in the "Directors' Report on the operations" in the Group's consolidated financial statements and in the "Directors' Report on the operations" in the annual financial statements, with particular reference, relating to the latter, to the section named "Resolutions Regarding the Results for the Year", and therefore to move on to the discussion.

The Chairman, through myself, Notary Public, invites the Shareholders to express themselves upon such proposal.

He asks if any variation concerning the attendance has occurred.

He declares that there are no variations in the attendance.

The Chairman renews the request to give notice in case of a lack of legitimacy to vote pursuant to the applicable law.

No shareholders having requested to intervene, it is deemed that there is no lack of legitimacy.

The Shareholders' Meeting, by voting through show of hands, in accordance with the assessment made by the Chairman also through the staff authorized thereto, approves the proposal, with the majority of vote - with no. 44,175,625 votes in favour, with no. 502 contrary votes (Luigi Francesco Luscia) and without abstentions.

The Chairman gives the floor to the Chief Executive Officer, who reads the main information and data of the financial statements included in the "Directors' report on operations", with particular reference

to the “Information on the Operations”; “Significant events after the Year-End and Outlook” and “Resolutions Regarding the Results for the Year”, that are entirely quoted:

“INFORMATION ON THE OPERATIONS

Safilo Group confirmed in 2013 the financial and economic strength, with a strong organic sales growth, an improved profitability in all levels and a significant reduction in net debt.

These results were achieved in an unfavorable and uncertain macroeconomic scenario, characterized in general by a slowing world economy and on the currency market, by the general devaluation of the main currencies against the Euro. In Safilo’s case, in addition, 2013 has been influenced by the discontinuity resulting from the termination of the Armani licenses, phased out in 2012, and the needs connected to the launch of the new Polaroid brand in markets outside Europe.

Net sales in 2013 totaled Euro 1,121.5 million, down 4.6% on the year 2012 (down 1.9% at constant exchange rates), but representing a double digits organic growth for existing brands at constant exchange rates.

The results for the year were negatively impacted by non-recurring expenses of Euro 10.1 million connected for approximately Euro 6.2 million to the succession plan for the CEO, and for the rest to restructuring initiatives, primarily in Europe. In addition, tax charge was affected for approximately Euro 13.4 million by non-recurring expenses mainly related to the Company’s best estimates of the tax assessments for fiscal years 2007 to 2011. This estimate is reasonable and consistent with the definition which took place on February 27, 2014 covering all the years.

EBITDA for the year amounted to Euro 111.7 million. Without considering non-recurring expenses, EBITDA was Euro 121.8 million, representing an EBITDA margin of 10.9% (9.8% in 2012). The operating performance and the positive performance of working capital have enabled the Group to improve its net financial position, which was down to Euro 182.5 million at the end of December 2013, and to reduce the financial leverage (net debt to adjusted EBITDA) to 1.5x.

These results reflected the progressive improvements achieved during the year, confirmed in the fourth quarter when the Group recorded an EBITDA of Euro 30.4 million. Without considering non-recurring expenses, EBITDA was Euro 33.1 million representing an EBITDA margin of 11.9% (Euro 29.2 million in 2012 with an EBITDA margin of 9.3%).

In its business development strategy, the Group has both entered into new licensing agreements with Bobbi Brown, Fendi and Jack Spade and stabilized its licensed brand portfolio renewing its licenses with Liz Claiborne, Banana Republic, Marc Jacobs, Marc by Marc Jacobs and Kate Spade. It has also strengthened the centrality of the proprietary brands for the future growth of the Group, continuing the integration of the Polaroid business and the development of all other brands also through collaborations with famous designers.

The financial trend benefited from the redemption of the High Yield Bond in May 2013 equal to a residual notional amount of Euro 135 million, of which Euro 7.1 million held by Safilo S.p.A..

SIGNIFICANT EVENTS AFTER THE YEAR-END AND OUTLOOK

On February 27, 2014 Safilo S.p.A. decided to accept the proposal of the definition of tax disputes pending, for all of the years involved. The definition determines charges for a total of Euro 21 million - of which Euro 7 million accrued in the financial statements as at 31st December 2012 and Euro 14 million allocated in this financial statement - to be paid in 12 quarterly installments starting in February 2014.

Following a two-year transition period, during which the Group has succeeded in effectively and resolutely redefining the scope of our business, 2014 will be a year of continuity and further expansion of the brand portfolio, recently enriched by the launch of the Fendi brand, in our principal international markets.

In the eightieth year since the Company's foundation, Safilo reiterates its commitment to strengthening and injecting renewed vitality into our main areas of business, so as to guarantee the Group lasting and profitable growth, starting with our proprietary brands, the main emerging markets and the distribution channels with the greatest growth potential.

These are the principal objectives underlying Safilo's strategy in 2014, together with the development of programmes designed to improve our business processes and the related information systems.

RESOLUTIONS REGARDING THE RESULT FOR THE YEAR

We submit for your approval the financial statements for the financial year ending on 31st December 2013, drafted according to the IFRS International Accounting Standards, and recommend that the loss for the year, amounting to Euro 7,483,459.18 be carried forward.”.

At the end of illustration, the Chairman declares the discussion on the first item on the agenda – ordinary session – open.

He requests the shareholders to book their interventions by a show of hands in order to arrange the order of the various interventions.

The discussion is open and he specifies that, if questions of a technical nature are made, he will have the faculty to suspend the Meeting for the time necessary to prepare the relevant answers and that the Chief Executive Officer shall give any possible clarification.

Mr. Luigi Francesco Lucia takes the floor and he asks for clarifications on some shareholdings owned in credit institutions (Unicredit SpA and Gruppo Banco Popolare) and on their profitability; on the existence of commercial relationships with Only 3T S.r.l. or remunerations for services and the obstacles to a hypothetical merger between the Company and its controlled company Safilo S.p.A..

The Chairman suspends the Meeting for the time necessary to prepare the relevant answers, also through the Chief Executive Officer, and in the meantime he and the Chief Executive Officer answer to the questions submitted by the shareholder Mr. Tommaso Marino, via PEC on April 12th, 2014, which are entirely quoted:

“1. What are the reasons behind the replacement of Mr. Roberto Vedovotto?”

2. *Whereas the Group acknowledged that the former CEO improved the financial situation of Safilo, I hereby ask if, as of today, he still benefits from the former role and what such benefits are and, more precisely, does he hold any role in the controlled companies?*
3. *What are the reasons that determined the loss of the Armani portfolio and when did that happen?*
4. *Do we have an external press office and how much does it cost?*
5. *What are our pending fiscal issues?*
6. *Is there any lawsuit filed against the Group by its employees or directors?*
7. *Did we obtain any public contribution in 2013 and what is their amount?"*

The Chairman and the Chief Executive Officer answer all the questions, submitted pursuant to article 127 ter T.U.F. as follows:

- with reference to question no. 1), the Chairman confirms the press release made available to the market on June 19th, 2013, with reference to the starting of a succession plan.

The Chief Executive Officer takes the floor and answers to the other questions, in particular:

- with reference to question no. 2), it is specified that Mr. Roberto Vedovotto does not hold any office in the controlled companies of the Group;

- with reference to question no. 3), it is confirmed the press release made available to the market on November 16th, 2011, and that the Armani Group decided not to renew, beyond the natural expiration date of December 31st, 2012, the licence agreement;

- with reference to question no. 4), it is specified that the Company has not external press offices for the corporate/institutional activity, such activity is carried out within the structure of the Group; there are some agreements in the most important Countries only for some media clipping activities in outsourcing, with very restrained costs;

- with reference to question no. 5), she makes reference to page 168 and page 169 of the Explanatory Notes - Consolidated Financial Statements of SAFILO GROUP S.p.A., that were previously read;

- with reference to question no. 6), she informs that there is not any lawsuit of directors against the Company; with reference, in general, to the lawsuits of the Company, it is made reference to page 168 and page 169, and page 188 of the Explanatory Notes - Consolidated Financial Statements of SAFILO GROUP S.p.A., in particular to the amount indicated on page 167, Paragraph 4.17 - Notes - Consolidated Financial Statements of SAFILO GROUP S.p.A. "Other provisions for risks and charges", showing the provisions accrued detailed by nature;

- with reference to question no. 7), she informs that within the framework of the project named "Memory" (research and development project of shape-memory polymers), funded by the *Regione Veneto* with Regional Decree no. 2111 of July 10th, 2007, the controlled company Safilo S.p.A. reported a total cost equal to Euro 88,920 and for these costs the *Regione Veneto* has granted a contribution equal to Euro 24,016. The same contribution had been granted to the so called "leader company", that has given this contribution to the controlled company Safilo S.p.A. on January 10th,

2013 (net contribution equal to Euro 23,056).

Other contributions are granted to Safilo S.p.A., connected to other two favourable funded projects (“Industry-2015 – New technologies for the Made In Italy” funded by the Italian Ministry of Economic Development and “EURIDICE” funded by the European Commission), for which no contribution has been given during 2013.

After a brief suspension of the Meeting, the Chief Executive Officer answers to the technical questions made by the Shareholder Luigi Francesco Luscia, as follows:

- with reference to the shareholdings owned in credit institutions (Unicredit SpA and Gruppo Banco Popolare), they are connected to transactions carried out in the past, within the framework of the financial policy of that period, and the detailed historical information about them is included in the financial statements of the previous years. In 2013 these shareholdings have had a positive increase in value, about Euro 35,000, on a value of about Euro 234,000 at the end of the fiscal year. They are not strategic shareholdings that will be paid off by the Company when it will deem it appropriate;
- with reference to the existence of commercial relationships with Only 3T S.r.l. or remunerations for services, she specifies that there are neither commercial relationships nor remunerations for services with the shareholders of Only 3T S.r.l.. Information on the amounts paid out to the shareholders of Only 3T S.r.l., equal to Euro 710,000 for 2013, can be found in the financial statements, as related parties transactions, and these amounts, as in the previous years, concern emoluments paid to the shareholders of Only 3T S.r.l. for offices held in the Company;
- with reference to a merger between the Company and its controlled subsidiary Safilo S.p.A., it is specified that at present it is not possible to merge them, in particular because of the existence of a pledge over the share capital of Safilo S.p.A.; should the conditions be favourable, the Company will evaluate the possibility of that merger.

The shareholder Luigi Francesco Luscia asks to reply, in particular he would like to be informed about the costs of the purchase of the above-mentioned shareholdings and he suggests having a “sole director” in Safilo Group S.p.A. or in Safilo S.p.A.

No other shareholder having requested to intervene, the Chairman declares the discussion closed and proposes to put to the vote the following proposal:

“The ordinary Shareholders’ Meeting of Safilo Group S.p.A., taking into consideration the reports of the Board of Directors on the Operations, of the Auditing Firm and of the Board of Statutory Auditors, the financial statements for the financial year ending on 31 December 2013, drafted according to the IFRS International Accounting Standards, that reflects a loss for the year, amounting to EURO 7,483,459.18

resolves

- a) to approve the financial statements as at December 31, 2013, as a whole and its sections, and the Report of Directors on the operation for the 2013;

- b) to carry forward the loss for the year, amounting to EURO 7,483,459.18;
- c) to take note of the presentation of the consolidated financial statements of the Group accompanied by the report of the Board of Directors and the reports of the corporate controlling bodies .”

The Chairman renews the request to give notice in case of a lack of legitimacy to vote pursuant to the applicable law.

No shareholders having requested to intervene, it is deemed that there is no lack of legitimacy.

The Chairman asks if there are any variations in the list of attendees.

He declares that there are no variations in the list of attendees.

The above-mentioned proposal is put to the vote through show of hands and it is approved by the Meeting in accordance with the assessment made by the Chairman also through the staff authorized thereto, with the following votes:

The Shareholders Meeting’ approves the resolution:

- no. 44,111,613 votes in favour, corresponding about to 70.816564% of the share capital;
- no. 502 votes against, corresponding about to 0.000806% of the share capital;
- no. 64,012 abstained, corresponding about to 0.102765% of the share capital;

All the above as detailed in the schedule attached to these minutes under Annex “C”, in this schedule the name of the shareholders that voted against or abstained and the percentage of the voting capital are reported.

The Chairman, through myself, Notary Public, declares the result of the vote, that is that the resolution has been approved, so he moves on to the second item on the agenda – ordinary session -:

2. Report to the Shareholders. Meeting regarding the Group Remuneration Policy

The Chairman, through myself, Notary Public, reminds those present that the Report on the Remuneration has been drawn up pursuant to Article 123 ter of T.U.F. and Article 84 quarter of Consob Regulation no. 11971, as introduced by Resolution no. 18049 of December 23rd, 2011 and it is consistent with the provisions of Borsa Italiana S.p.A.’s Corporate Governance Code.

The Shareholders’ Meeting, pursuant to Article 123 ter of T.U.F., is required to express its advisory vote on the remuneration policy of the Company for the members of the Board of Directors and for the managers with strategic responsibilities and on the procedure related to the adoption and implementation of the remuneration policy

It is specified that, pursuant to article 123 ter, paragraph 6 of the T.U.F., the Shareholders’ Meeting is required to resolve in favour or against the first section of the Report on the Remuneration.

Such resolution is not binding.

The Chairman reminds that the Report on the Remuneration has been made available to the shareholders at the Company’s registered office and has been published in a special area of the website

of the Company within the terms required by law, as well as sent to the people who have requested them from the Company and distributed to all shareholders in attendance.

The Chairman gives the floor to Elena Zanellato, proxy holder for the shareholder Multibrands Italy B.V., who, considering that the above mentioned Report on the Remuneration has been made available to the shareholders in compliance with the provisions of T.U.F. and of the applicable regulations, proposes to omit reading it.

The Shareholders' Meeting, by voting through show of hands, in accordance with the assessment made by the Chairman also through the staff authorized thereto, approves the proposal, with the majority of vote – with no. 44,175,625 votes in favour, with no. 502 contrary votes (Luigi Francesco Luscia) and without abstentions -.

The Chairman, through myself, Notary Public, reads the proposal of the resolution, and after which the discussion will be open.

“The Ordinary Shareholders Meeting of the Safilo Group S.p.A, taking into consideration the Report on the Remuneration and the applicable regulation regarding the Report on the Remuneration,

resolves

to approve the section 1 of the Report on Remuneration., pursuant to article 123 ter paragraph 6 of the Legislative Decree no. 58/1998”

The Chairman invites, therefore, the shareholders to book their interventions by a show of hands in order to arrange the order of the various interventions;

- declares the discussion open and specifies that, if questions of a technical nature are made, he will have the faculty to suspend the Meeting for the time necessary to prepare the relevant answers.

He asks if there are requests to intervene.

No shareholder having requested to intervene, the discussion is declared closed and the Shareholders' Meeting is invited, to vote, by a show of hands, the proposal of resolution regarding the second item on the agenda – ordinary session -.

The Chairman reiterates the request to disclose any lack of legitimization to the vote pursuant to the applicable provisions of law.

No shareholders having requested to intervene, it is deemed that there is no lack of legitimacy.

The Chairman asks if there are any variations in the list of attendees and he declares that there are no variations in the list of attendees.

The above mentioned proposal is put to vote, by a show of hands, and it is approved by the Shareholders' Meeting, in accordance with the assessment made by the Chairman also through the staff authorized thereto, with the following result:

- no. 35,032,017 votes in favour, corresponding about to 56.240226% of the share capital;
- no. 9,144.110 votes against, corresponding about to 14.679909% of the share capital;

- no. 0 abstained;

all the above as detailed in the schedule attached to these minutes under Annex “D”, in this schedule the name of the shareholders that voted against and the percentage of the voting capital are reported.

The Chairman, through myself, Notary Public, declares the result of the vote, that is that the resolution has been approved, so he moves on to the third item on the agenda – ordinary session -:

3. Proposal for the approval of a new stock option plan reserved to certain directors and/or employees of SAFILO GROUP S.p.A. and/or other companies within the Safilo Group; inherent and consequent resolutions;

The Chairman, through myself, Notary Public, reminds the attendees that the illustrative report of the Board of Directors, concerning the stock option plan, prepared pursuant to article 114 bis of the T.U.F., as well as the enclosed informative document prepared pursuant to article 84 bis of the Consob Regulation and in accordance with scheme no. 7 of Annex 3A have been duly deposited with the registered office of the Company pursuant to the applicable law and regulations, sent to the people who have requested them from the Company and distributed to all shareholders in attendance.

Elena Zanellato, representing by proxy the shareholder Multibrands Italy B.V., asks leave to speak, who, in consideration of the fact that the shareholders have already had the chance to consult the documents deposited in relation to this item on the agenda, proposes to omit the integral reading of said documents and to move directly onto the relevant discussion.

The Chairman, through myself, Notary Public, asks if there are any variations in the list of attendees and he declares that there are no variations in the list of attendees.

He asks the Shareholders’ Meeting to express its opinion on this.

The Shareholders’ Meeting, by voting through show of hands, in accordance with the assessment made by the Chairman also through the staff authorized thereto, approves the proposal, with the majority of vote – with no. 44,175,625 votes in favour, without contrary votes and with no. 502 abstentions (Luigi Francesco Luscia)-.

The Chairman invites, therefore, the shareholders to book their interventions by a show of hands in order to arrange the order of the various interventions.

He declares the discussion open and specifies that, if questions of a technical nature are made, he will have the faculty to suspend the meeting for the time necessary to prepare the relevant answers.

The shareholder Luigi Francesco Luscia takes the floor and complains about the lack of proposals in favour of the shareholders and he expresses his disappointment regarding such compensation policy.

The Chief Executive Officer intervenes and points out that the Stock Option Plan, as it is structured, is a modern and long term instrument, used by the majority of big and important companies, aiming at creating in the management a sense of ownership of the company, in the interests of the company itself and of the shareholders. This kind of remuneration, in fact, is strictly connected to positive performance of the Company and of the Group.

No other shareholder having requested to intervene, he declares the discussion closed and puts to the vote the proposal of resolution contained in the Directors' Report relating to the item under discussion which I Notary Public hereby read and record:

"Safilo Group S.p.A. Ordinary Shareholders' Meeting, on the basis of the related report of the Board of Directors, having regard to article 114-bis of the Legislative Decree 24 February 1998 no. 58 and the regulations issued by Consob and by the Italian Stock Exchange ("Borsa Italiana"), taken note of the favourable opinion of the Board of Statutory Auditors

resolves

- 1) to approve, according to article 114-bis of the Legislative Decree 24 February 1998, no. 58, the adoption of a stock option plan named "Safilo Group S.p.A. Stock Option Plan 2014 - 2016" for the grant of a maximum of 1,500,000 options which confer the right to any Beneficiary to subscribe newly issued ordinary shares of the Company par value Euro 5.00 each, at the rate of no. 1 share for each option, aimed at directors and/or employees of the Company and/or companies directly or indirectly controlled by the Company itself, to be identified by name, even on several occasions, by the Board of Directors, pursuant to the proposal of the Remuneration and Nomination Committee, in accordance with the guidelines outlined in the report of Board of Directors and in the informative document attached thereto, published pursuant to the law and filed with the Company's records, instructing the Board to adopt the related regulations;
- 2) to grant the Board of Directors, with express power of sub-delegation, with any powers necessary or appropriate to give full and complete effect to the "Safilo Group S.p.A. Stock Option Plan 2014 - 2016 " and, in particular and among other things, the power to identify the beneficiaries, pursuant to the proposal of the Remuneration and Nomination Committee, and to determine the quantity of options to be granted to each of them, to proceed with the grant to the beneficiaries, and to carry out any act, requirement, formality or communication as needed for the management and/or implementation of the Plan, with the authority to delegate its powers, duties and responsibilities concerning the implementation and enforcement of the plan to the Chairman and/or to the Chief Executive Officer of the Company, also separately. It is understood that any decision related to the grant of the options to the beneficiaries who are also the Chairman and/or the Chief Executive Officer of Safilo Group S.p.A. (like every other decision related to the management and/or implementation of the plan towards them) will be at the exclusive competence of the Board of Directors."

The Chairman, through myself, Notary Public, asks if there are any variations in the list of attendees and he declares that there are no variations in the list of attendees.

The Chairman reiterates the request to disclose any lack of legitimization to the vote pursuant to the applicable provisions of law.

No shareholders having requested to intervene, it is deemed that there is no lack of legitimacy.

The above mentioned proposal is put to vote, by a show of hands, and it is approved by the Shareholders' Meeting, in accordance with the assessment made by the Chairman also through the staff authorized thereto, with the following result:

- no. 35,323,266 votes in favour, corresponding about to 56.707796% of the share capital;
- no. 8,852,861 votes against, corresponding about to 14.212339% of the share capital;
- no. 0 abstained;

all the above as detailed in the schedule attached to these minutes under Annex "E", in this schedule the name of the shareholders that voted against and the percentage of the voting capital are reported.

The Chairman, through myself, Notary Public, declares the result of the vote, that is that the resolution has been approved, so he moves on to the fourth item on the agenda – ordinary session - :

4 Appointment of the independent auditors for the years 2014-2022; inherent and consequent resolutions;

The approval of the financial statements as at 31 December 2013 marks the expiry of the extension of the statutory audit assignment granted to PricewaterhouseCooper S.p.A. for the years 2007-2013.

We therefore submit for your approval the proposal related to the appointment of the independent auditors for the period 2014-2022 and for the determination of the related fee, pursuant to Legislative Decree 39/2010 ("Implementation of Directive 2006/43/EC on statutory audits of yearly accounts and consolidated accounts which amends Directive 78/660/CEE and Directive 83/349/CEE, and which also abrogates Directive 84/253/CEE").

In this regard it should be noted that article 13 of Legislative Decree 39/2010 stipulates that the Ordinary Shareholders' Meeting, based on a reasoned proposal from the Board of Statutory Auditors, shall appoint the independent auditors and determine the fee payable to the independent audit firm for the entire duration of the assignment, and any adjustment criteria of this fee during the performance of the assignment itself.

Article 17 of the aforementioned Legislative Decree 39/2010 also provides that, for Italian companies which are issuers of securities admitted to trading on Italian and European Union regulated markets, the independent auditors assignment granted to an audit firm shall have a duration of nine years, and excludes the possibility of renewal unless at least three years have elapsed from the date of termination of the previous assignment.

It is submitted, for examination and approval by the Shareholders' Meeting, the reasoned proposal formulated by the Board of Statutory Auditors, pursuant to Article 13 of Legislative Decree 39/2010, regarding the granting to Deloitte & Touche S.p.A. of the independent auditors assignment for the 2014-2022 periods of Safilo Group S.p.A..

Elena Zanellato, representing by proxy the shareholder Multibrands Italy B.V., asks leave to speak, who, in consideration of the fact that the shareholders have already had the chance to consult the

documents deposited in relation to this item on the agenda, proposes to omit the integral reading of said document and to move directly onto the relevant discussion.

The Shareholders' Meeting, by voting through show of hands, in accordance with the assessment made by the Chairman also through the staff authorized thereto, approves unanimously, with no contrary votes or abstentions.

The Chairman puts to the vote the proposal regarding the granting to Deloitte & Touche S.p.A. of the independent auditors assignment for the 2014-2022 periods of Safilo Group S.p.A., as described in the reasoned proposal formulated by the Board of Statutory Auditors, in particular:

1. to grant to Deloitte & Touche S.p.A. the independent auditors assignment for the 2014-2022 periods of Safilo Group S.p.A., as described in the reasoned proposal formulated by the Board of Statutory Auditors;
 2. that the annual fee will be the one detailed in the reasoned proposal formulated by the Board of Statutory Auditors;
- the fees, as described in the reasoned proposal, will be adjusted to reflect the increase in the ISTAT consumer price index. The adjustment will be made starting from the second year of the appointment (FY 2015);
 - any costs incurred in the performance of the work, such as expenses for stays outside the place of work, business trip expenses as incurred and any ancillary costs in relation to technology (databases, software etc.), secretarial and communications services, will be charged up to 5% of the fee for each assignment, plus VAT;
 - the regulatory fee payable to Consob pursuant to article 40 of law no. 724 of 23 December 1994, as amended and supplemented, will be charged separately and will correspond to the amount paid to Consob. As provided by Consob regulations and as stated in the fee proposal, should circumstances arise that result in the estimated time required to carry out the work being exceeded, such circumstances will be discussed with the Company with a view to issuing an additional written proposal, having regard to the time and resources required, to be authorized in advance by the Company.

The Chairman, through myself, Notary Public, declares the discussion open and specifies that, if questions of a technical nature are made, he will have the faculty to suspend the Meeting for the time necessary to prepare the relevant answers and invites, therefore, the shareholders to book their interventions by a show of hands in order to arrange the order of the various interventions.

No shareholder having requested to intervene, he declares the discussion closed.

The Chairman, through myself, Notary Public, asks if there are any variations in the list of attendees and he declares that there are no variations in the list of attendees.

The Chairman reiterates the request to disclose any lack of legitimization to the vote pursuant to the applicable provisions of law.

No shareholders having requested to intervene, it is deemed that there is no lack of legitimacy.

The above mentioned proposal is put to vote, by a show of hands, and it is approved by the Shareholders' Meeting, in accordance with the assessment made by the Chairman also through the staff authorized thereto, with the following result:

- no. 44,058,568 votes in favour, corresponding about to 70.731406% of the share capital;
- no. 0 votes against;
- no. 117,559 abstained, corresponding to 0.188729% of the share capital;

all the above as detailed in the schedule attached to these minutes under Annex "F", in this schedule the name of the shareholders that abstained and the percentage of the voting capital are reported.

The Chairman, through myself, Notary Public, declares the result of the vote, that is that the resolution has been approved, so he moves on to the fifth item on the agenda – ordinary session -:

5 Appointment of the Board of Statutory Auditors and its Chairman, with the previous determination of their remunerations for the entire term of their office;

The Chairman, through myself, Notary Public, reminds 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 2013. Therefore, he invites those present to appoint a new Board of Statutory Auditors for the three years 2014-2015-2016, consisting of three standing members and two alternate members, in accordance with the procedures set out in article 27 of the Articles of Association and, in particular, so as to: (a) allow the minority to appoint one standing member and one alternate member, and (b) ensure the balance between genders (masculine and feminine) represented within the Board of Statutory Auditors.

It is also specified 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, one by the shareholder Multibrands Italy B.V. and the other by the shareholder Only 3T. S.r.l., both of them made available on March 24th, 2014.

The Chairman reminds those present that:

- the list presented by the shareholder Multibrands Italy B.V., owner of 26,073,783 of the Company's ordinary shares, corresponding to 41.86% 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 Bettina Solimando
- 3 Yuri Zugolaro

Alternate Statutory Auditors

- 4 Marzia Reginato
- 5 Luca Valdameri

- the list presented by the shareholder Only 3T. S.r.l., owner of 5,692,658 of the Company's ordinary shares, corresponding to 9.14% of share capital entitled to vote in Shareholders' Meetings, known as List no. 2, comprised the following names:

Standing Statutory Auditor

1 Paolo Nicolai

Alternate Statutory Auditor

1 Gianfranco Gaudioso

It is notified that the shareholder Only 3T S.r.l. declared the absence of any relevant relationships pursuant to the current laws with the shareholders owning controlling participation or a relative majority stake, as recommended by the Consob Communication no. DEM/9017893 of February 26, 2009.

- the documentation relating to the lists presented, as required by current laws and provisions, also contained in the Articles of Association, including detailed personal and professional information about the candidates, the list of the roles of each candidate and the relevant declarations of independence, pursuant to the current laws, have been deposited with the registered office of the Company, and has been published in a special area of the Company's website on March 24th, 2014.

It is specified that, together with the list, have been deposited:

- the documentation attesting the ownership of at least the minimum shareholding required to present a list of candidates,
- comprehensive details on the personal characteristics and experience of the candidates together with the detail of the number of their appointments as directors or statutory auditors in other companies;
- statements by the candidates in which they accept their candidacy confirming that they are in possession of the requirements envisaged by law, that there are no reasons of ineligibility and incompatibility against them holding office and that they meet the requirements of integrity and experience established by law for members of the Board of Statutory Auditors.

The Chairman informs that the limits of the number of the appointments, pursuant to article 148 bis T.U.F. and article 144 terdecies of Consob Regulation no. 11971/1999, are fulfilled.

The main documents were reproduced in the folder provided to participants at today's meeting, including the *curricula vitae* of the candidates.

The Chairman, through myself, Notary Public, then invites the attendees to give these documents as read, thus omitting their reading.

The Shareholders' Meeting, by voting through show of hands, in accordance with the assessment made by the Chairman also through the staff authorized thereto, approves the proposal, with the majority of vote – with no. 44,175,625 votes in favour, without contrary votes and with no. 502

abstentions (Luigi Francesco Luscia) -

Before opening the discussion, the Chairman invites the shareholders at the meeting, that did not deposit a list, to declare any relevant relationships pursuant to article 144 quinquies, paragraph 1 of Consob Regulation no 11971/1999 with the shareholders that deposited a list or owning controlling participation or a relative majority stake.

No shareholder declares relevant relationships pursuant to article 144 quinquies, paragraph 1 of Consob Regulation no 11971/1999 with the shareholders that deposited a list or owning controlling participation or a relative majority stake.

The Chairman, through myself, Notary Public, reminds that in accordance with article 27 of the Articles of Association, the Chairman of the Board of Statutory Auditors would be appointed from the Statutory Auditors 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 December 31st, 2016.

Before starting the vote, the Chairman, also on behalf of the other Directors, expresses his warmest thanks to the outgoing statutory auditors for their services to the Company and invites, therefore, the shareholders to book their interventions by a show of hands in order to arrange the order of the various interventions.

He declares the discussion open and specifies that, if questions of a technical nature are made, he will have the faculty to suspend the meeting for the time necessary to prepare the relevant answers.

No shareholder having requested to intervene, he declares the discussion closed.

The Chairman, through myself, Notary Public, asks if there are any variations in the list of attendees.

He declares that there are no variations in the list of attendees.

The Chairman reiterates the request to disclose any lack of legitimization to the vote pursuant to the applicable provisions of law.

No shareholders having requested to intervene, it is deemed that there is no lack of legitimacy.

He puts to the vote the proposal of resolution relating the appointment of the Board of Statutory Auditors:

- 1) voting for the candidate List no. 1 or for the candidate List no. 2;
- 2) taking note 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.

After recording and elaborating the results of the vote, the Chairman through myself, Notary Public, communicates the results of the vote:

- List no. 1, presented by the shareholder Multibrands Italy B.V., has obtained no. 29,052,629 votes in favour, equal about to 65.765451% of the voting capital and equal about to 46.640946% of the share capital, as a consequence, a number of votes that represents a majority

- of those cast (Statutory Auditors Majority List);
- List no. 2, presented by the shareholder Only 3T S.r.l., has obtained no. 12,181,942 votes in favour, equal about to 27.575849% of the voting capital, and equal about to 19.556829% of the share capital (Statutory Auditors Minority List);
- no. 1.563.160 votes against both lists, corresponding about to 3.538472% of the voting capital and equal about to 2.509489% of the share capital;
- no. 1,378,396 abstained shares, equal to 3.120228% of the voting capital, and equal about to the 2.212870% of the share capital;

All the above as detailed in the schedule attached to these minutes under Annex “G”, in this schedule the name of the shareholders that voted against or abstained and the percentage of the voting capital are reported.

The Chairman declares that the resolutions have been approved, and that, as a consequence, the Board of Statutory Auditors appointed for the three years 2014-2015-2016 comprises:

Standing Statutory Auditors

- 1 Paolo Nicolai
- 2 Franco Corgnati
- 3 Bettina Solimando

Alternate Statutory Auditors

- 1 Marzia Reginato
 - 2 Gianfranco Gaudioso
- pursuant to and for the purposes of article 27 of the Articles of Association, the office of Chairman of the Board of Statutory Auditors would be held by Paolo Nicolai, being the standing statutory auditor presented on the Statutory Auditors 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 on December 31st, 2016 and in any case until such time as a new Board of Statutory Auditors has been appointed;

The Board of Directors will formally verify, pursuant to the applicable law, the possession of the Board of Statutory Auditors of the abovementioned requirements.

The Chairman informs that is necessary to decide the emoluments of the Board of Statutory Auditors. Elena Zanellato, representing by proxy the shareholder Multibrands Italy B.V., asks leave to speak, who proposes to the Shareholders' Meeting the following resolution:

“Safilo Group S.p.A. ordinary Shareholders' Meeting,

resolves

- to determine that the annual emoluments of the Standing Statutory Auditors and of the Chairman, should be throughout their term in office a remuneration in line with the one

granted in the past by the Company for the same office, plus reimbursement of expenses incurred in the conduct of their duties. The remuneration, on the basis of the abovementioned criteria resolved by the Shareholders' Meeting will be determined by the Chief Executive Officer.”

The Chairman invites the shareholders to book their interventions by a show of hands in order to arrange the order of the various interventions.

He declares the discussion open and specifies that, if questions of a technical nature are made, he will have the faculty to suspend the meeting for the time necessary to prepare the relevant answers.

No shareholder having requested to intervene, he declares the discussion closed.

The Chairman, through myself, Notary Public, asks if there are any variations in the list of attendees and he declares that there are no variations in the list of attendees.

The Chairman reiterates the request to disclose any lack of legitimization to the vote pursuant to the applicable provisions of law.

No shareholders having requested to intervene, it is deemed that there is no lack of legitimacy.

He proposes to put to vote, by show of hands, the proposal, submitted by the shareholder Multibrands Italy B.V., to determine the annual remuneration of the members of the Board of Statutory Auditors for the financial years 2014, 2015, 2016.

The above mentioned proposal is put to vote, by a show of hands, and it is approved by the Shareholders' Meeting, in accordance with the assessment made by the Chairman also through the staff authorized thereto, with the following result:

- no. 41,235,073 votes in favour, corresponding about to 66.198581% of the share capital;
- no. 1,563,160 votes against, corresponding about to 2.509489% of the share capital;
- no. 1,377,894 abstained, corresponding about to 2.212064% of the share capital;

all the above as detailed in the schedule attached to these minutes under Annex “H”, in this schedule the name of the shareholders that voted against or abstained and the percentage of the voting capital are reported .

The Chairman, through myself, Notary Public, declares the result of the vote, that is that the resolution has been approved, so he moves on to the sixth and last item on the agenda - ordinary session -:

6. Proposal to reduce the number of the members of the Board of Directors from nine to eight; inherent and consequent resolutions;

The Chairman, through myself, Notary Public, reminds those present as previously disclosed to the market on November 8th, 2013, that the director Roberto Vedovotto resigned from his position as non-executive member of the Board of Directors of the Company, with effect from the same date, November 8th, 2013, in order to pursue new professional opportunities. The Articles of Association set an automatic system of replacement; pursuant to which, the first not appointed candidate on the same list from which the resigning director was elected, would have automatically taken over. However, due

to the sudden unavailability of such candidate, it has not been possible to proceed with the above-described automatic replacement.

In light of the expertise of its members, as well as of the costs connected with the search and the co-optation of a new member, it has been deemed that the Board of Directors is able to operate adequately and efficiently with a Board composed of 8 members, instead of 9 as the Shareholders' Meeting resolved at time of the appointment of the Board of Directors, therefore it deems it unnecessary to proceed with the search of a new person to be co-opted in place of the resigning director.

In the light of the above, it is proposed to the Shareholders' Meeting to reduce the number of the directors from 9, as previously set, to the current 8 directors; such number has been deemed appropriate by the Board of Directors for its proper functioning.

The Chairman through myself, Notary Public, invites, therefore, the shareholders to book their interventions by a show of hands in order to arrange the order of the various interventions;

- he declares the discussion open and specifies that, if questions of a technical nature are made, he will have the faculty to suspend the meeting for the time necessary to prepare the relevant answers.

No shareholder having requested to intervene, he declares the discussion closed.

The Chairman, through myself, Notary Public, asks if there are any variations in the list of attendees and he declares that there are no variations in the list of attendees.

The Chairman reiterates the request to disclose any lack of legitimization to the vote pursuant to the applicable provisions of law.

No shareholders having requested to intervene, it is deemed that there is no lack of legitimacy.

The Chairman puts to the vote the proposal to reduce the number of directors from 9 to 8.

The above mentioned proposal is put to vote, by a show of hands, and it is approved by the Shareholders' Meeting, in accordance with the assessment made by the Chairman also through the staff authorized thereto, with the following result:

- no. 44,058,568 votes in favour, corresponding about to 70.731406% of the share capital;
- no. 0 votes against;
- no. 117,559 abstained, corresponding about to 0.188729% of the share capital;

all the above as detailed in the schedule attached to these minutes under Annex "I", in this schedule the name of the shareholders that abstained and the percentage of the voting capital are reported.

The Chairman, through myself, Notary Public, declares the result of the vote, that is that the resolution has been approved, so he moves on to the extraordinary session of the Shareholders' Meeting:

EXTRAORDINARY SESSION

- 1. Proposal for a capital increase in cash and in more tranches, with exclusion of the option right pursuant to article 2441, 4 paragraph, second part, of the Italian Civil Code, in the**

service of a stock option plan reserved to certain directors and/or employees of SAFILO GROUP SPA and/or other companies within the SAFILO GROUP, up to a maximum number of 1,500,000 ordinary shares with par value of Euro 5 (five) each, and thus for a maximum amount of Euro 7,500,000; consequent amendments to article 5 of the Articles of Association; inherent and consequent resolutions.

He, through myself, Notary Public, reminds the attendees that the illustrative report of the Board of Directors concerning the capital increase prepared pursuant to article 125 ter T.U.F. and article 72 of the Issuers' Regulation and in accordance with scheme no. 2 of Annex 3A, has been duly delivered to Consob, deposited with the registered office of the Company and published in a special area of the Company's website, within the terms prescribed by law, sent to the people who have requested it from the Company and distributed to all shareholders in attendance.

The Chairman through myself, Notary Public, acknowledges that at present, no. 4 individuals representing themselves or through proxy no. 168 shareholders owning 44,176,127 shares, all duly deposited in compliance with the modalities and terms set forth by the law, equal to 70.920135% of the share capital, are in attendance, as the nominative list of the attendees of this Meeting, attached to these minutes under letter "L".

Elena Zanellato, representing by proxy the shareholder Multibrands Italy B.V., asks leave to speak, who, in consideration of the fact that the shareholders have already had the chance to consult the documents deposited in relation to this item on the agenda, proposes to omit the integral reading of said documents and to move directly onto the relevant discussion.

The Shareholders' Meeting, by voting through show of hands, in accordance with the assessment made by the Chairman also through the staff authorized thereto, approves unanimously, with no contrary votes or abstentions.

The Chairman, through myself, Notary Public, invites, therefore, the shareholders to book their interventions by way of a show of hands in order to arrange the order of the various interventions; he then declares the discussion open and specifies that, if questions of a technical nature are made, he will have the faculty to suspend the meeting for the time necessary to elaborate the relevant answers.

The shareholder Luigi Francesco Luscia takes the floor and agrees to the capital increase connected to the Stock Option Plan.

No other shareholder having requested to intervene, he declares the discussion closed.

The Chairman reiterates the request to disclose any lack of legitimization to the vote pursuant to the applicable provisions of law.

No shareholders having requested to intervene, it is deemed that there is no lack of legitimacy.

The Chairman, through myself, Notary Public, asks if there are any variation in the list of attendees and he declares that there are no variations in the list of attendees.

He puts to the vote the proposal of resolution contained in the Directors' Report to the extraordinary

shareholders' Meeting relating to the item under discussion which I Notary Public hereby read and record:

“The Extraordinary Shareholders' Meeting of Safilo Group S.p.A.,

- Taken note of the report of the Board of Directors concerning the capital increase proposal with exclusion of the option right, drawn-up according to law provisions;
- Taken note of the report of the Audit Company and the favourable opinion of the Board of Statutory Auditors;

resolves

- a) to increase the capital of the Company, payable and separable, of a nominal value up to Euro 7,500,000.00 (seven million five hundred thousand/00), according to article 2441, paragraph 4 second part of the Civil Code and to article 5 of the articles of association, by means of the issuance of a maximum of 1,500,000 ordinary shares, par value 5 each, with the same characteristics and the same rights as the outstanding share capital. The shares are offered for subscription to the directors and/or employees of the Company and/or its subsidiaries, at the price and at the terms and conditions decided by the Board of Directors for the implementation of the Plan as illustrated by the Chairman, stating that according to article 2439, paragraph 2, of the Civil Code, the deadline for the subscription is May 31st, 2024, and providing that should the capital increase not be fully subscribed according to the terms and conditions herein and by the set deadline, the share capital will be increased by an amount equal to the subscriptions received;
- b) to confer to the Board of Directors the right to set the issue price of the shares that will be equal to the volume weighted average of the official price of the shares of the Company registered on the Italian Stock Exchange (*Mercato Telematico Azionario*) organized and managed by Borsa Italiana S.p.A. for the preceding month leading up to the day on which the Board of Directors resolves the granting of the subscription rights (the preceding month is the period from the day preceding the Board of Directors' meeting which resolves the granting of the rights to the same day of the previous calendar month. For the purposes of calculating the volume weighted average, only the trading days will be taken into account);
- c) to confer to the Board of Directors any power in order to implement this resolution, including without limitation, the right to determine the time of the granting of the subscription rights, to identify the beneficiaries as proposed by the Remuneration and Nomination Committee and determine the quantity of subscription rights to be granted to each of them (also in more tranches), the potential period from the grant over which the options become exercisable, the future of the subscription rights not yet exercised or not yet exercisable at the time of extinction of the relationship - for whatever reason - between the beneficiaries and the Company and/or its subsidiaries, the amendments in case of a change in the social security

legislation or taxation or otherwise relevant for the implementation of stock option plans, already approved or future and potential;

- d) to amend accordingly the text of article 5 of the Company's Articles of Association and replace it with the following text: "Share capital amounts to Euro 311,449,825.00 (threehundredelevenmillionfourhundredforty-ninethousandeighthundredtwentyfive/00) divided into no. 62,289,965 (sixty-two million two hundred eighty-nine thousand nine hundred sixty-five) ordinary shares of a par value of Euro 5.00 (five/00) each.

Option rights may be excluded in respect of the capital increase, up to the limit of ten percent of existing capital, on the condition that the issue price corresponds to the market value and that it is confirmed in a report by the company's auditors, pursuant to article 2441, paragraph 4, point two, of the Italian Civil Code, by means of a special report.

By virtue of what has been specified, the extraordinary meeting of November 5th, 2010 resolved to increase the share capital by a maximum nominal value of Euro 8,500,000.00 by issuing new ordinary shares for an amount up to a maximum of no n. 1,700,000, par value Euro 5,00 (five/00) each, to be offered for subscription to directors and/or employees of the Company and its subsidiaries.

By virtue of what has been specified, the extraordinary meeting of April 15th, 2014 resolved to increase the share capital by a maximum nominal value of Euro 7,500,00,00 by issuing new ordinary shares for an amount up to a maximum of no 1,500,000, par value Euro 5,00 (five/00) each, to be offered for subscription to directors and/or employees of the Company and its subsidiaries.";

- e) to grant the Chief Executive Officer ,who can sub-delegate someone else, with the any power necessary to take care of the required formalities needed for the precise execution of the present resolutions, with the right to amend, following the full and/or partial exercise of the options and related full and/or partial execution of the capital increase in favour of the Plan, article 5 of the Company's Articles of Association, every time this is required, and provide for the related official registration, pursuant to article 2436, paragraph 2, of the Civil Code."

The above mentioned proposal is put to vote, by a show of hands, and it is approved by the Shareholders' Meeting, in accordance with the assessment made by the Chairman also through the staff authorized thereto, with the following result:

- no. 36,791,371 votes in favour, corresponding about to 59.064684% of the share capital;
- no. 7,384,756 votes against, corresponding about to 11.855451% of the share capital;
- no. 0 abstained;

all the above as detailed in the schedule attached to these minutes under Annex "M", in this schedule the name of the shareholders that voted against and the percentage of the voting capital are reported.

The Chairman, through myself, Notary Public, declares the result of the vote, that is that the resolution

has been approved.

The new Articles of Associations is attached to these minutes under Annex "N".

* * *

And before closing the Meeting, the Chairman takes the floor and thanks the Shareholders for their participation at the Meeting, which he declares closed at 12:00am.

I, Notary Public, have read in front of those present these minutes and they have approved them and the relevant attachments. The present minutes have mainly been typed by a trusted person and completed by me on no. 36 pages up to the present one.

There minutes are signed at 12:00am.

Elenco Interventuti (Tutti ordinati cronologicamente)

Assemblea Ordinaria/Straordinaria

Badge	Titolare	Tipo Rap.	Deleganti / Rappresentati legalmente	Ordinaria	Straordinaria
I	GARBUJO ROBERTA			0	0
1	D		COLORADO PUBLIC EMPLOYEES RETIREMENT	6.928	6.928
2	D		SCHWAB FUNDAM INTER SMALL- COMP INDEX FD	3.856	3.856
3	D		VANGUARD TOTAL WORLD STOCK INDEX FUND	3.221	3.221
4	D		VANGUARD FTSE ALL WORD SMALL CAP IND F.	30.305	30.305
5	D		VANGUARD INVESTMENT SERIES, PLC	4.620	4.620
6	D		VANGUARD INTERNATIONAL SMALL COMPANIES I	2.202	2.202
7	D		VANGUARD TOTAL INTERNATIONAL STOCK INDEX	165.367	165.367
8	D		EXELON CORPORATION PENSION MASTER RETIRE	32.284	32.284
9	D		EXELON CORPORTATION EMPLOYEE'S BENEFIT	13.234	13.234
10	D		PECO ENERGY RETIREE MUEMEDICAL TRUST	11.528	11.528
11	D		MT AGREEMENT BETWEEN PFINZER&NT COMPANY	29.950	29.950
12	D		NTGI-QM COMMON DAILY ALL COUNTRY WORLD E	838	838
13	D		DUPONT DEFINED CONTRIBUTION PLAN TRUST	29.741	29.741
14	D		DOMINION RESOURCES INC. MASTER TRUST	4.418	4.418
15	D		EMPLOYEES RET FUND - CITY OF DALLAS	13.397	13.397
16	D		1199 HEALTHCARE EMPLOYEES PENSION TR	104.062	104.062
17	D		R.R.DONNELLEY E SONS RET BENEF PLAN	14.973	14.973
18	D		AMERICAN HONDA MOTOR CO RETIREMENT	17.010	17.010
19	D		MUNICIPAL EMPLOYEES ANNUITY AND BENEFIT FUND OF CHICAGO	4.589	4.589
20	D		NATIONAL COUNCIL FOR SOCIAL SEC FUND	2.926	2.926
21	D		ONTARIO PUBLIC SERVICE EMPLOYEES UNION PENSION631252	153.400	153.400
22	D		NT GLOBAL INVESTMENT COLL FUNDS	33.757	33.757
23	D		FORD MOTOR COMPANY DEFINED BENEFIT	2.678	2.678
24	D		NEW ZEALAND SUPERANNUATION FUND	5.087	5.087
25	D		NATIONAL RAILROAD INVESTMENT TRUST	81.925	81.925
26	D		LOS ANGELES CITY EMPLOYEES RETIREM.	26.565	26.565
27	D		CITY OF LOS ANGELES FIRE AND POLICE PLAN	4.152	4.152
28	D		FORD MOTOR COMPANY OF CANADA	154	154
29	D		CHURCH OF ENGLAND INV FD FOR PENSION	56.400	56.400
30	D		WHEELS COMMON INVESTMENT FUND	330	330
31	D		WHEELS COMMON INVESTMENT FUND	842	842
32	D		GMO INTERNATIONAL SMALL COMPANIES FUND	27.610	27.610
33	D		SEI INST INVEST TRUST WORLD EQ EX-US FUN	20.195	20.195
34	D		SEI INSTITUTIONAL INTERN TRUST INTERNATI	9.105	9.105
35	D		CAMGESTION EURO MID CAP	365.000	365.000
36	D		CAMGESTION ACT. CROISS.	186.555	186.555
37	D		FCP ECHIQUIER AGENOR	1.249.579	1.249.579
38	D		FCP ASSURANCE DIVERSIFIEE	17.100	17.100
39	D		FCP BNP PARIBAS SMALL CAP EUROLAND	203.680	203.680
40	D		HENDERSON UK EUROPE FUNDS BNP PARIBAS SECURITIES SERVICES	65.738	65.738
41	D		HENDERSON HORIZON FUND SICAV	860.000	860.000
42	D		HENDERSON GARTMORE FUND	100.576	100.576
43	D		FCP ITHAQUE	63.000	63.000
44	D		FCP ULYSSE	529.938	529.938
45	D		FCP BEL VAL	50.000	50.000
46	D		FCP UNION EUROPE GROWTH	248.000	248.000
47	D		FCP CIC EURO OPPORTUNITES	1.169.603	1.169.603
48	D		PICTET-SMALL CAP EUROPE	366.717	366.717

Elenco Interventuti (Tutti ordinati cronologicamente)

Assemblea Ordinaria/Straordinaria

Badge	Titolare	Tipo Rap.	Deleganti / Rappresentati legalmente	Ordinaria	Straordinaria
49	D		PEERLESS INSURANCE COMPANY	7.322	7.322
50	D		THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS MT	21.018	21.018
51	D		ALTRIA CORPORATE SERVICES MASTER RETIREM	27.554	27.554
52	D		BLACKROCK INDEXED ALL-COUNTRY EQUITY FUN	325	325
53	D		ONEPATH GLOBAL SHARES - SMALL CAP UNHEDGED) INDEXPOOL	54	54
54	D		ASPIRIANT RISK MANAGED GLOBAL EQUITY FUND	4.632	4.632
55	D		KRAFT FOODS MASTER RETIREMENT TRUST	47.209	47.209
56	D		NORGES BANK (CENTRAL BANK OF NORWAY)	27.983	27.983
57	D		BOILERMAKER BLACKSMITH NATIONAL PENSION	13.497	13.497
58	D		GOVERNMENT OF NORWAY	1.349.911	1.349.911
59	D		NEW YORK STATE COMMON RETIREMENT FUND	20.059	20.059
60	D		YOUNG MENS CHRISTIAN ASSOCIATION RETIREM	17.612	17.612
61	D		WYOMING RETIREMENT SYSTEM	814	814
62	D		REXAM PENSION PLAN	14.656	14.656
63	D		C&J CLARK PENSION FUND	3.210	3.210
64	D		FLEXSHARES MORNINGSTAR DEVELOPED MARKETS EX-US FACTOR TILT INDEX FUND	2.113	2.113
65	D		RETIREMENT PLAN FOR THE CITY OF TAMPA GE	14.185	14.185
66	D		URS CORPORATION 401K RETIREMENT PLAN 600	10.606	10.606
67	D		CANADA POST CORPORATION PENSION PLAN	16.646	16.646
68	D		EUROPEAN WEALTH INVESTMENT FUND PLC	9.235	9.235
69	D		TR EUROPEAN GROWTH TRUST PLC	228.082	228.082
70	D		CONNOR & CLARK & LUNN WHOLSALE FIN GROUP	2.177	2.177
71	D		UTAH STATE RETIREMENT SYSTEMS	5.877	5.877
72	D		PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OH	4.863	4.863
73	D		STICHTING BEDERIJFSTAKPENSIONEN FONDS	69.800	69.800
74	D		SHELL TRUST (BERMUDA) LIMITED AS TRUSTEE	3.973	3.973
75	D		SHELL TRUST (BERMUDA) LTD AS TRUSTEE OF THE SHELL OVERSEAS C.P. FUND	14.110	14.110
76	D		H.E.S.T. AUSTRALIA LIMITED	165.800	165.800
77	D		SHELL CONTRIBUTORY PENSION FUND	35.028	35.028
78	D		STICHTING SHELL PENSIOENFONDS	83.836	83.836
79	D		IA CLARINGTON GLOBAL EQUITY FUND	100.497	100.497
80	D		RADIN GLOB OPPORT MASTER FUND	11.077	11.077
81	D		ETOILE GESTION	17.142	17.142
82	D		ACADIAN GLOBAL LEVERAGED MKT NEUTRAL MASTER FUND PORTF. MARGIN ACC.	15.557	15.557
83	D		FORWARD INTERNATIONAL SMALL COMPANIES FUND	105.284	105.284
84	D		SONOMA COUNTY EMPLOYEES RETIREMENT ASSOCIATION	10.153	10.153
85	D		CELANESE AMERICAS RETIREMENT PENSION PLAN	15.567	15.567
86	D		SCHWAB INTERNATIONAL SMALL-CAP EQUITY ETF	3.155	3.155
87	D		SCHWAB FUNDAMENTAL INTERNATIONAL SMALL COMPANY ETF	460	460
88	D		INTERNATIONAL PAPER CO COMMINGLED INVESTMENT GROUP TRUST	73.538	73.538
89	D		ARIZONA STATE RETIREMENT SYSTEM	43.393	43.393
90	D		DIGNITY HEALTH RETIREMENT PLAN TRUST	4.771	4.771
91	D		UAW RETIREE MEDICAL BENEFITS TRUST	7.285	7.285
92	D		LOS ANGELES COUNTY EMPLOYEES RETIREMENT ASSOCIATION	1.950	1.950
93	D		MARYLAND STATE RETIREMENT & PENSION SYSTEM	3.798	3.798

Elenco Intervenuti (Tutti ordinati cronologicamente)

Assemblea Ordinaria/Straordinaria

Badge	Titolare	Tipo Rap.	Deleganti / Rappresentati legalmente	Ordinaria	Straordinaria
94	D		MGI FUNDS PLC		
95	D		CITY OF NEW YORK GROUP TRUST	2.324	2.324
96	D		CITY OF NEW YORK GROUP TRUST	10.258	10.258
97	D		CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	64.012	64.012
98	D		CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	112.325	112.325
99	D		SOUTH CALIF UTD FOOD & COMM WK UN & FOOD EMPL JOINT PENS TR F	21.765 17.248	21.765 17.248
100	D		WASHINGTON STATE INVESTMENT BOARD		
101	D		SSGA RUSSELL FD GL EX-US INDEX NONLENDING QP COMMON TRUST FUND	23.745 1.918	23.745 1.918
102	D		SS BK AND TRUST COMPANY INV FUNDS FOR TAXEXEMPT RETIREMENT PL		
103	D		AXA WORLD FUNDS	44.342	44.342
104	D		UBS ETF	180.000	180.000
105	D		ISHARES DEVELOPED SMALL-CAP EX NORTH AMERICA ETF	1.614	1.614
106	D		BLACKROCK INST TRUST CO NA INV FUNDSFOR EMPLOYEE BENEFIT TR	1.275 138.723	1.275 138.723
107	D		ISHARES CORE MSCI EAFE ETF	5.175	5.175
108	D		INTERNATIONAL TILTS MASTER PORTFOLIO OF MASTER INVESTMENT PTF	537	537
109	D		BGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B	5.615	5.615
110	D		BGI MSCI EMU IMI INDEX FUND B	2.469	2.469
111	D		INTERNATIONAL ALPHA TILTS FUND B	512	512
112	D		OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM	10.245	10.245
113	D		DEPARTMENT OF STATE LANDS	810	810
114	D		STATE OF ALASKA RETIREMENT AND BENEFITS PLANS	694	694
115	D		COLLEGE RETIREMENT EQUITIES FUND	40.054	40.054
116	D		REGIME DE RENTES DU MOUVEMENT DESJARDINS	42.995	42.995
117	D		STATE OF MINNESOTA	228	228
118	D		SPDR S&P INTERNATIONAL SMALL CAP ETF	7.076	7.076
119	D		MUNICIPAL EMPLOYEES' RETIREMENT SYSTEM OF MICHIGAN	76.802	76.802
120	D		SA STREET TRACKS SM ETFS	1.153	1.153
121	D		MAJOR LEAGUE BASEBALL PLAYERS PENSION PLAN	2.296	2.296
122	D		MSCI EAFE SMALL CAP PROV INDEX SEC COMMON TR F	6.017	6.017
123	D		ISHARES VII PLC	45.422	45.422
124	D		ING INTERNATIONAL SMALLCAP FUND	9.496	9.496
125	D		NONUS EQUITY MANAGERS PORTFOLIO 3OFFSHORE MASTER L.P.	1.303	1.303
126	D		VALERO ENERGY CORPORATION PENSION PLAN	41.320	41.320
127	D		ADVANCED SERIES TRUST AST GOLDMAN SACHS MULTI ASSET PORTFOLIO	2.483	2.483
128	D		STG PFDS V.D. GRAFISCHE	8.043	8.043
129	D		LOMBARD ODIER FUNDS	350.000	350.000
130	D		FCP PATRIMOINE	80.000	80.000
131	D		SICAV LCL ACTIONS MONDE HORS EUROPE	13.388	13.388
132	D		FCP EDMOND DE ROTHSCHILD EUROPEMIDCAPS	270.000	270.000
133	D		FCP GROUPAMA PHARMA DIVERSIFIE	90.703	90.703
134	D		FCP ECUREUIL RETRAITE 2	82.216	82.216
135	D		FCP CONTI GESTION	44.000	44.000
136	D		ARROWSTREET GLOBAL EQUITY GBP	17.411	17.411
137	D		ACADIAN INTERNATIONAL SMALL CAPFUND	208.945	208.945

Handwritten signature and official stamp of the company, likely representing the legal representative of Safilo Group S.p.A.

Elenco Intervenuti (Tutti ordinati cronologicamente)

Assemblea Ordinaria/Straordinaria

Badge	Titolare	Tipo Rap.	Deleganti / Rappresentati legalmente	Ordinaria	Straordinaria
138	D		ACADIAN INTERNATIONAL ALL-CAP FUND	19.588	19.588
139	D		ALASKA PERMANENT FUND CORPORATION	5.460	5.460
140	D		EAFE EQUITY FUND .	2.413	2.413
141	D		THE CLEVELAND CLINIC FOUNDATION	918	918
142	D		COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT SYSTEM	47.672	47.672
143	D		THE STATE OF CONNECTICUT ACTING THROUGH ITS TREASURER	10.750	10.750
144	D		BNY MELLON EMPLOYEE BENEFIT COLLECTIVE INVESTMENT FUND PLAN	425	425
145	D		FLORIDA RETIREMENT SYSTEM .	169.470	169.470
146	D		LIBERTY MUTUAL RETIREMENT PLAN MASTER TRUST	8.360	8.360
147	D		PUBLIC EMPLOYEES RETIREMENT SYSTEM OF MISSISSIPI	34.546	34.546
148	D		TREASURER OF THE STATE OF NORTH CAROLINA EQUITY INVESTMENT FUND POOLED	255	255
149	D		ONTARIO POWER GENERATION INC. PENSION PLAN	25.514	25.514
150	D		INDIANA PUBLIC EMPLOYEES RETIREMENT FUND	1.190	1.190
151	D		GLOBAL ALPHA EAFE SMALL CAP EQUITY FUND	4.263	4.263
152	D		RADIN GLOBAL INSTITUTIONAL TRUST	5.300	5.300
153	D		ARROWSTREET US GROUP TRUST	57.502	57.502
154	D		SEMPRA ENERGY PENSION MASTER TRUST	1.346	1.346
155	D		SAINT LOUIS UNIVERSITY	7.623	7.623
156	D		UPS GROUP TRUST	8.368	8.368
157	D		UNITED TECHNOLOGIES CORP. MASTER RETIREMENT TR	91.816	91.816
158	D		VIRGINIA RETIREMENT SYSTEM .	27.582	27.582
159	D		WELLPOINT MASTER TRUST	1	1
160	D		WEST VIRGINIA INVESTMENT MANAGEMENT BOARD	112.608	112.608
161	D		ARROWSTREET MULTI STRATEGY UMBRELLA PLC	5.728	5.728
162	D		CF DV ACWI EX-U.S. IMI FUND	520	520
163	D		ROGERS CASEY TARGET SOLUTIONS LLC.	1.949	1.949
164	D		FCP GROUPAMA AVENIR EURO	600.310	600.310
165	D		REUNICA EQUIL ACTIONS INT	41.801	41.801
Totale azioni				12.409.184 19,921642%	12.409.184 19,921642%
2			LUSCIA LUIGI FRANCESCO	502 0,000806%	502 0,000806%
3			PEZZUTO CARMEN	0	0
1	D		ONLY 3T SRL <i>di cui 815.000 azioni in garanzia a BANCA POPOLARE DI VICENZA; di cui 4.877.658 azioni in garanzia a CASSA DI RISPARMIO DEL VENETO;</i>	5.692.658	5.692.658
Totale azioni				5.692.658 9,138965%	5.692.658 9,138965%
4			ZANELLATO ELENA	0	0
1	D		MULTIBRANDS ITALY B.V.	26.073.783	26.073.783
Totale azioni				26.073.783 41,858722%	26.073.783 41,858722%



Elenco Intervenuti (Tutti ordinati cronologicamente)

Assemblea Ordinaria/Straordinaria

Badge	Titolare		Ordinaria	Straordinaria
Tipo Rap.	Deleganti / Rappresentati legalmente			
	Totale azioni in proprio		502	502
	Totale azioni in delega		44.175.625	44.175.625
	Totale azioni in rappresentanza legale		0	0
	TOTALE AZIONI		44.176.127	44.176.127
			70,920135%	70,920135%
	Totale azionisti in proprio		1	1
	Totale azionisti in delega		167	167
	Totale azionisti in rappresentanza legate		0	0
	TOTALE AZIONISTI		168	168
	TOTALE PERSONE INTERVENUTE		4	4

Legenda:

D: Delegante

R: Rappresentato legalmente

The image shows a handwritten signature in black ink over a circular stamp. The stamp contains the text 'SAFILO GROUP S.P.A.' and '15/04/2014 09:51:26'.

Allegato "B" all'atto rep. n° 23591 ELENCO PARTECIPANTI

IMINATIVO PARTECIPANTE DELEGANTI E RAPPRESENTATI	Parziale	Totale	PRESENTI ALLE VOTAZIONI Ordinarie						
			1	2	3	4	5	6	7
ARBUJO ROBERTA PER DELEGA DI		0							
COLORADO PUBLIC EMPLOYEES RETIREMENT AGENTE:NORTHERN TRUST -LO	6.928		-	-	-	-	-	-	-
PECO ENERGY RETIREE MUEMEDICAL TRUST AGENTE:NORTHERN TRUST -LO	11.528		-	-	-	-	-	-	-
WASHINGTON STATE INVESTMENT BOARD AGENTE:STATE STREET BANK AND TRUST COMPANY	23.745		-	-	-	-	-	-	-
SSGA RUSSELL FD GL EX-US INDEX NONLENDING QP COMMON TRUST FUND AGENTE:STATE STREET BANK AND TRUST COMPANY	1.918		-	-	-	-	-	-	-
SS BK AND TRUST COMPANY INV FUNDS FOR TAXEXEMPT RETIREMENT PL AGENTE:STATE STREET BANK AND TRUST COMPANY	44.342		-	-	-	-	-	-	-
AXA WORLD FUNDS AGENTE:STATE STREET BANK AND TRUST COMPANY	180.000		-	-	-	-	-	-	-
UBS ETF AGENTE:STATE STREET BANK AND TRUST COMPANY	1.614		-	-	-	-	-	-	-
ISHARES DEVELOPED SMALL-CAP EX NORTH AMERICA ETF AGENTE:STATE STREET BANK AND TRUST COMPANY	1.275		-	-	-	-	-	-	-
BLACKROCK INST TRUST CO NA INV FUNDSFOR EMPLOYEE BENEFIT TR AGENTE:STATE STREET BANK AND TRUST COMPANY	138.723		-	-	-	-	-	-	-
ISHARES CORE MSCI EAFE ETF AGENTE:STATE STREET BANK AND TRUST COMPANY	5.175		-	-	-	-	-	-	-
INTERNATIONAL TILTS MASTER PORTFOLIO OF MASTER INVESTMENT PTF AGENTE:STATE STREET BANK AND TRUST	537		-	-	-	-	-	-	-
BGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B AGENTE:STATE STREET BANK AND TRUST COMPANY	5.615		-	-	-	-	-	-	-
MT AGREEMENT BETWEEN PFINZER&NT COMPANY AGENTE:NORTHERN TRUST -LO	29.950		-	-	-	-	-	-	-
BGI MSCI EMU IMI INDEX FUND B AGENTE:STATE STREET BANK AND TRUST COMPANY	2.469		-	-	-	-	-	-	-
INTERNATIONAL ALPHA TILTS FUND B AGENTE:STATE STREET BANK AND TRUST COMPANY	512		-	-	-	-	-	-	-
OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM AGENTE:STATE STREET BANK AND TRUST COMPANY	10.245		-	-	-	-	-	-	-
DEPARTMENT OF STATE LANDS AGENTE:STATE STREET BANK AND TRUST COMPANY	810		-	-	-	-	-	-	-
STATE OF ALASKA RETIREMENT AND BENEFITS PLANS AGENTE:STATE STREET BANK AND TRUST COMPANY	694		-	-	-	-	-	-	-
COLLEGE RETIREMENT EQUITIES FUND AGENTE:STATE STREET BANK AND TRUST COMPANY	40.054		-	-	-	-	-	-	-
REGIME DE RENTES DU MOUVEMENT DESJARDINS AGENTE:STATE STREET BANK AND TRUST COMPANY	42.995		-	-	-	-	-	-	-
STATE OF MINNESOTA AGENTE:STATE STREET BANK AND TRUST COMPANY	228		-	-	-	-	-	-	-
SPDR S&P INTERNATIONAL SMALL CAP ETF AGENTE:STATE STREET BANK AND TRUST COMPANY	7.076		-	-	-	-	-	-	-
MUNICIPAL EMPLOYEES' RETIREMENT SYSTEM OF MICHIGAN AGENTE:STATE STREET BANK AND TRUST COMPANY	76.802		-	-	-	-	-	-	-
NTGI-QM COMMON DAILY ALL COUNTRY WORLD E AGENTE:NORTHERN TRUST -LO	838		-	-	-	-	-	-	-
SA STREET TRACKS SM ETFS AGENTE:STATE STREET BANK AND TRUST COMPANY	1.153		-	-	-	-	-	-	-
MAJOR LEAGUE BASEBALL PLAYERS PENSION PLAN AGENTE:STATE STREET BANK AND TRUST COMPANY	2.296		-	-	-	-	-	-	-
MSCI EAFE SMALL CAP PROV INDEX SEC COMMON TR F AGENTE:STATE STREET BANK AND TRUST COMPANY	6.017		-	-	-	-	-	-	-
ISHARES VII PLC AGENTE:STATE STREET BANK AND TRUST COMPANY	45.422		-	-	-	-	-	-	-
ING INTERNATIONAL SMALLCAP FUND	9.496		-	-	-	-	-	-	-
NONUS EQUITY MANAGERS PORTFOLIO 3OFFSHORE MASTER L.P.	1.303		-	-	-	-	-	-	-
VALERO ENERGY CORPORATION PENSION PLAN	41.320		-	-	-	-	-	-	-
ADVANCED SERIES TRUST AST GOLDMAN SACHS MULTI ASSET PORTFOLIO	2.483		-	-	-	-	-	-	-
STG PFDS V.D. GRAFISCHE	8.043		-	-	-	-	-	-	-
LOMBARD ODIER FUNDS	350.000		-	-	-	-	-	-	-
DUPONT DEFINED CONTRIBUTION PLAN TRUST AGENTE:NORTHERN TRUST -LO	29.741		-	-	-	-	-	-	-
FCP PATRIMOINE	80.000		-	-	-	-	-	-	-
SICAV LCL ACTIONS MONDE HORS EUROPE	13.388		-	-	-	-	-	-	-

ELENCO PARTECIPANTI

MINATIVO PARTECIPANTE DELEGANTI E RAPPRESENTATI	Parziale	Totale	PRESENTI ALLE VOTAZIONI Ordinaria							
			1	2	3	4	5	6	7	
CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM AGENTE:STATE STREET BANK AND TRUST COMPANY	21.765		-	-	-	-	-	-	-	
SOUTH CALIF UTD FOOD & COMM WK UN & FOOD EMPL JOINT PENS TR F AGENTE:STATE STREET BANK AND TRUST COMPANY	17.248		-	-	-	-	-	-	-	
		12.409.184								
USCIA LUIGI FRANCESCO	502		-	-	-	-	-	-	-	
		502								
EZZUTO CARMEN PER DELEGA DI	0									
ONLY 3T SRL RICHIEDENTE:TABACCHI VITTORIO	5.692.658		-	-	-	-	-	-	-	
¹ cui 815.000 azioni in garanzia a :BANCA POPOLARE DI VICENZA; ¹ cui 4.877.658 azioni in garanzia a :CASSA DI RISPARMIO DEL VENETO;		5.692.658								
ANELLATO ELENA PER DELEGA DI	0									
MULTIBRANDS ITALY B.V.	26.073.783		-	-	-	-	-	-	-	
		26.073.783								

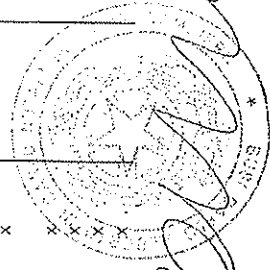


Legenda:

1: BILANCIO 31 DICEMBRE 2013; 2: RELAZIONE PER REMUNERAZIONE DI GRUPPO; 3: PROPOSTA PIANO DI INCENTIVAZIONE AZIONARIA; 4: CONFERIMENTO INCARICO DI REVISIONE LEGALE; 5: NOMINA COLLEGIO SINDACALE E PRESIDENTE; 6: -: Presente; X: Assente alla votazione

Allegato " e " all'atto rep. n° 23791 racc. n° 12361

N.ro	Totale	Titolare	Delegante	Gr.	Voti	Favorevole	Contrario	Astenuto
1	12.409.184	GARBUJO ROBERTA			0			
1			1199 HEALTHCARE EMPLOYEES PENSION TR	SCHEDA 08	104.062	x		
2			ACADIAN GLOBAL LEVERAGED MKT NEUTRAL MASTER FUND PORTF. MARGIN ACC.	SCHEDA 01	15.557	x		
3			ACADIAN INTERNATIONAL ALL-CAP FUND	SCHEDA 02	19.588	x		
4			ACADIAN INTERNATIONAL SMALL CAP FUND	SCHEDA 02	208.946	x		
5			ADVANCED SERIES TRUST AST GOLDMAN SACHS MULTI ASSET PORTFOLIO	SCHEDA 02	2.483	x		
6			ALASKA PERMANENT FUND CORPORATION	SCHEDA 03	5.460	x		
7			ALTRIA CORPORATE SERVICES MASTER RETIREM	SCHEDA 02	27.554	x		
8			AMERICAN HONDA MOTOR CO RETIREMENT	SCHEDA 02	17.010	x		
9			ARIZONA STATE RETIREMENT SYSTEM	SCHEDA 02	43.393	x		
10			ARROWSTREET GLOBAL EQUITY GBP	SCHEDA 02	17.411	x		
11			ARROWSTREET MULTI STRATEGY UMBRELLA PLC	SCHEDA 02	5.728	x		
12			ARROWSTREET US GROUP TRUST	SCHEDA 02	57.502	x		
13			ASPIRIANT RISK MANAGED GLOBAL EQUITY FUND	SCHEDA 02	4.632	x		
14			AXA WORLD FUNDS	SCHEDA 02	180.000	x		
15			BGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B	SCHEDA 02	5.615	x		
16			BGI MSCI EMU IMI INDEX FUND B	SCHEDA 02	2.469	x		
17			BLACKROCK INDEXED ALL-COUNTRY EQUITY FUN	SCHEDA 02	325	x		
18			BLACKROCK INST TRUST CO NA INV FUNDSFOR EMPLOYEE BENEFIT TR	SCHEDA 02	138.723	x		
19			BNY MELLON EMPLOYEE BENEFIT COLLECTIVE INVESTMENT FUND PLAN	SCHEDA 02	425	x		
20			BOILERMAKER BLACKSMITH NATIONAL PENSION	SCHEDA 08	13.497	x		
21			C&J CLARK PENSION FUND	SCHEDA 02	3.210	x		
22			CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	SCHEDA 05	112.325	x		
23			CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	SCHEDA 05	21.765	x		
24			CAMGESTION ACT. CROISS.	SCHEDA 02	186.555	x		
25			CAMGESTION EURO MID CAP	SCHEDA 02	365.000	x		
26			CANADA POST CORPORATION PENSION PLAN	SCHEDA 02	16.646	x		
27			CELANESE AMERICAS RETIREMENT PENSION PLAN	SCHEDA 02	15.567	x		
28			CF DV ACWI EX-U.S. IMI FUND	SCHEDA 02	520	x		
29			CHURCH OF ENGLAND INV FD FOR PENSION	SCHEDA 02	56.400	x		
30			CITY OF LOS ANGELES FIRE AND POLICE PLAN	SCHEDA 03	4.152	x		
31			CITY OF NEW YORK GROUP TRUST	SCHEDA 07	10.258	x		
32			CITY OF NEW YORK GROUP TRUST	SCHEDA 07	64.012	x		
33			COLLEGE RETIREMENT EQUITIES FUND	SCHEDA 03	40.054	x		
34			COLORADO PUBLIC EMPLOYEES RETIREMENT COMMONWEALTH OF PENNSYLVANIA PUBLIC	SCHEDA 06	6.928	x		
35			SCHOOL EMPLOYEES RETIREMENT SYSTEM	SCHEDA 06	47.672	x		
36			CONNOR & CLARK & LUNN WHOLSALE FIN GROUP	SCHEDA 02	2.177	x		
37			DEPARTMENT OF STATE LANDS	SCHEDA 06	810	x		
38			DIGNITY HEALTH RETIREMENT PLAN TRUST	SCHEDA 02	4.771	x		

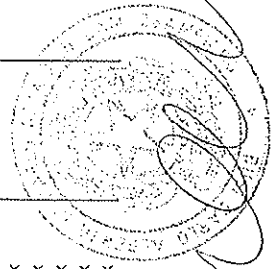


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BILANCIO AL 31 12 2013

39	DOMINION RESOURCES INC. MASTER TRUST	SCHEDA 02	4,418	x
40	DUPONT DEFINED CONTRIBUTION PLAN TRUST	SCHEDA 02	29,741	x
41	EAFE EQUITY FUND	SCHEDA 02	2,413	x
42	EMPLOYEES RET FUND - CITY OF DALLAS	SCHEDA 02	13,397	x
43	ETOILE GESTION	SCHEDA 02	17,142	x
44	EUROPEAN WEALTH INVESTMENT FUND PLC	SCHEDA 05	9,235	x
45	EXELON CORPORATION PENSION MASTER RETIRE	SCHEDA 02	32,284	x
46	EXELON CORPORATION EMPLOYEE'S BENEFIT	SCHEDA 02	13,234	x
47	FCP ASSURANCE DIVERSIFIEE	SCHEDA 05	17,100	x
48	FCP BEL VAL	SCHEDA 09	50,000	x
49	FCP BNP PARIBAS SMALL CAP EUROLAND	SCHEDA 02	203,680	x
50	FCP CIC EURO OPPORTUNITES	SCHEDA 09	1,169,603	x
51	FCP CONTI GESTION	SCHEDA 05	44,000	x
52	FCP ECHIQUIER AGENOR	SCHEDA 05	1,249,579	x
53	FCP ECUREUIL RETRAITE 2	SCHEDA 05	82,216	x
54	FCP EDMOND DE ROTHSCHILD EUROPEMDCAPS	SCHEDA 02	270,000	x
55	FCP GROUPAMA AVENIR EURO	SCHEDA 05	600,310	x
56	FCP GROUPAMA PHARMA DIVERSIFIE	SCHEDA 05	90,703	x
57	FCP ITHAQUE	SCHEDA 05	83,000	x
58	FCP PATRIMOINE	SCHEDA 04	80,000	x
59	FCP ULYSSE	SCHEDA 05	529,938	x
60	FCP UNION EUROPE GROWTH	SCHEDA 09	248,000	x
61	FLEXSHARES MORNINGSTAR DEVELOPED MARKETS EX-			
62	US FACTOR TILT INDEX FUND	SCHEDA 03	2,113	x
63	FLORIDA RETIREMENT SYSTEM	SCHEDA 02	169,470	x
64	FORD MOTOR COMPANY DEFINED BENEFIT	SCHEDA 03	2,678	x
	FORD MOTOR COMPANY OF CANADA	SCHEDA 03	154	x
65	FORWARD INTERNATIONAL SMALL COMPANIES FUND	SCHEDA 02	105,284	x
66	GLOBAL ALPHA EAFE SMALL CAP EQUITY FUND	SCHEDA 02	4,263	x
67	GMO INTERNATIONAL SMALL COMPANIES FUND	SCHEDA 02	27,610	x
68	GOVERNMENT OF NORWAY	SCHEDA 10	1,349,911	x
69	H.E.S.T. AUSTRALIA LIMITED	SCHEDA 02	165,800	x
70	HENDERSON HORIZON FUND SICAV	SCHEDA 02	100,576	x
71	HENDERSON UK EUROPE FUNDS BNP PARIBAS	SCHEDA 02	860,000	x
72	SECURITIES SERVICES			
73	IA CLARINGTON GLOBAL EQUITY FUND	SCHEDA 02	65,738	x
74	INDIANA PUBLIC EMPLOYEES RETIREMENT FUND	SCHEDA 05	100,497	x
75	ING INTERNATIONAL SMALLCAP FUND	SCHEDA 02	1,190	x
76	INTERNATIONAL ALPHA TILTS FUND B	SCHEDA 02	9,496	x
	INTERNATIONAL PAPER CO COMMINGLED INVESTMENT	SCHEDA 02	512	x
77	GROUP TRUST			
	INTERNATIONAL TILTS MASTER PORTFOLIO OF MASTER	SCHEDA 02	73,538	x
78	INVESTMENT PTF	SCHEDA 02	537	x
79	ISHARES CORE MSCI EAFE ETF	SCHEDA 02	5,175	x

80	ISHARES DEVELOPED SMALL-CAP EX NORTH AMERICA ETF	SCHEDA 02	1.275	X
81	ISHARES VII PLC	SCHEDA 02	45.422	X
82	KRAFT FOODS MASTER RETIREMENT TRUST	SCHEDA 02	47.209	X
83	LIBERTY MUTUAL RETIREMENT PLAN MASTER TRUST	SCHEDA 02	8.360	X
84	LOMBARD ODIER FUNDS	SCHEDA 02	350.000	X
85	LOS ANGELES CITY EMPLOYEES RETIREM.	SCHEDA 02	26.565	X
86	LOS ANGELES COUNTY EMPLOYEES RETIREMENT ASSOCIATION	SCHEDA 02	1.950	X
87	MAJOR LEAGUE BASEBALL PLAYERS PENSION PLAN	SCHEDA 02	2.296	X
88	MARYLAND STATE RETIREMENT & PENSION SYSTEM	SCHEDA 02	3.798	X
89	MGI FUNDS PLC	SCHEDA 02	2.324	X
90	MSCI LEAFE SMALL CAP PROV INDEX SEC COMMON TR F	SCHEDA 03	6.017	X
91	MT AGREEMENT BETWEEN PFINZER&NT COMPANY	SCHEDA 02	29.950	X
92	MUNICIPAL EMPLOYEES ANNUITY AND BENEFIT FUND OF CHICAGO	SCHEDA 03	4.589	X
93	MUNICIPAL EMPLOYEES' RETIREMENT SYSTEM OF MICHIGAN	SCHEDA 02	76.802	X
94	NATIONAL COUNCIL FOR SOCIAL SEC FUND	SCHEDA 03	2.926	X
95	NATIONAL RAILROAD INVESTMENT TRUST	SCHEDA 02	81.925	X
96	NEW YORK STATE COMMON RETIREMENT FUND	SCHEDA 02	20.059	X
97	NEW ZEALAND SUPERANNUATION FUND	SCHEDA 03	5.087	X
98	NONIUS EQUITY MANAGERS' PORTFOLIO 30FFSHORE MASTER L.P.	SCHEDA 02	1.303	X
99	NORGES BANK (CENTRAL BANK OF NORWAY)	SCHEDA 10	27.983	X
100	NT GLOBAL INVESTMENT COLL FUNDS	SCHEDA 03	33.757	X
101	NTGL-QM COMMON DAILY ALL COUNTRY WORLD E ONEPATH GLOBAL SHARES - SMALL CAP UNHEDGED)	SCHEDA 03	838	X
102	INDEXPOOL	SCHEDA 06	54	X
103	ONTARIO POWER GENERATION INC. PENSION PLAN	SCHEDA 02	25.514	X
104	ONTARIO PUBLIC SERVICE EMPLOYEES UNION PENSION631252	SCHEDA 02	153.400	X
105	OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM	SCHEDA 06	10.245	X
106	PECO ENERGY RETIREE MUEICAL TRUST	SCHEDA 02	11.528	X
107	PEERLESS INSURANCE COMPANY	SCHEDA 02	7.322	X
108	PICTET-SMALL CAP EUROPE	SCHEDA 02	366.717	X
109	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF MISSISSIPI	SCHEDA 02	34.546	X
110	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OH	SCHEDA 06	4.863	X
111	R.R.DONNELLEY E SONS RET BENEF PLAN	SCHEDA 02	14.973	X
112	RADIN GLOB OPPORT MASTER FUND	SCHEDA 05	11.077	X
113	RADIN GLOBAL INSTITUTIONAL TRUST	SCHEDA 05	5.300	X
114	REGIME DE RENTES DU MOUVEMENT DESJARDINS	SCHEDA 02	42.995	X
115	RETIREMENT PLAN FOR THE CITY OF TAMPA GE	SCHEDA 02	14.185	X
116	REUNICA EQUIL ACTIONS INT	SCHEDA 05	41.801	X



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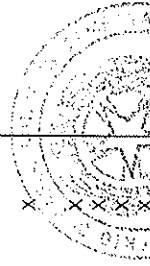
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BILANCIO AL 31 12 2013

117	REXAM PENSION PLAN	SCHEDA 02	14.656	X
118	ROGERSCASEY TARGET SOLUTIONS LLC.	SCHEDA 02	1.949	X
119	SA STREET TRACKS SM ETFS	SCHEDA 03	1.153	X
120	SAINT LOUIS UNIVERSITY	SCHEDA 02	7.623	X
121	SCHWAB FUNDAM INTER SMALL- COMP INDEX FD	SCHEDA 06	3.856	X
122	SCHWAB FUNDAMENTAL INTERNATIONAL SMALL			
123	COMPANY ETF	SCHEDA 06	460	X
124	SCHWAB INTERNATIONAL SMALL-CAP EQUITY ETF	SCHEDA 06	3.155	X
125	SEI INVEST TRUST WORLD EQ EX-US FUN	SCHEDA 02	20.195	X
126	SEI INSTITUTIONAL INTERN TRUST INTERNATI	SCHEDA 02	9.105	X
127	SEMPRA ENERGY PENSION MASTER TRUST	SCHEDA 03	1.346	X
128	SHELL CONTRIBUTORY PENSION FUND	SCHEDA 02	35.028	X
129	SHELL TRUST (BERMUDA) LIMITED AS TRUSTEE	SCHEDA 02	3.973	X
130	SHELL TRUST (BERMUDA) LTD AS TRUSTEE OF THE			
131	SHELL OVERSEAS C.P. FUND	SCHEDA 02	14.110	X
132	SICAV LCL ACTIONS MONDE HORS EUROPE	SCHEDA 02	13.388	X
133	SONOMA COUNTY EMPLOYEES RETIREMENT			
134	ASSOCIATION	SCHEDA 02	10.153	X
135	SOUTH CALIF UTD FOOD & COMM WK UN & FOOD EMPL			
136	JOINT PENS TR F	SCHEDA 02	17.248	X
137	SPDR S&P INTERNATIONAL SMALL CAP ETF	SCHEDA 03	7.076	X
138	SS BK AND TRUST COMPANY INV FUNDS FOR			
139	TAXEXEMPT RETIREMENT PL	SCHEDA 03	44.342	X
140	SSGA RUSSELL FD GL EX-US INDEX NONLENDING QP			
141	COMMON TRUST FUND	SCHEDA 03	1.918	X
142	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS			
143	STATE OF MINNESOTA	SCHEDA 03	694	X
144	STG PFDS V.D. GRAFISCHE	SCHEDA 03	228	X
145	STICHTING BEDIJFSTAKPENSIONEN FONDS	SCHEDA 02	8.043	X
146	STICHTING SHELL PENSIOENFONDS	SCHEDA 02	69.800	X
147	THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS	SCHEDA 02	83.836	X
148	MT			
149	THE CLEVELAND CLINIC FOUNDATION	SCHEDA 02	21.018	X
150	THE STATE OF CONNECTICUT ACTINGTHROUGH ITS	SCHEDA 02	918	X
151	TREASURER			
152	TR EUROPEAN GROWTH TRUST PLC	SCHEDA 02	10.750	X
153	TREASURER OF THE STATE OF	SCHEDA 02	228.082	X
154	NORTHCAROLINAEQUITY INVESTMENT FUND POOLED			
155	UAW RETIREE MEDICAL BENEFITS TRUST	SCHEDA 02	255	X
156	UBS ETF	SCHEDA 02	7.285	X
157	UNITED TECHNOLOGIES CORP. MASTER	SCHEDA 06	1.614	X
158	RETIREMENT TR			
159	UPS GROUP TRUST	SCHEDA 02	91.816	X
160	URS CORPORATION 401K RETIREMENT PLAN 600	SCHEDA 02	8.368	X
161	UTAH STATE RETIREMENT SYSTEMS	SCHEDA 06	10.606	X
162			5.877	X

POLITICA REMUNERAZIONE

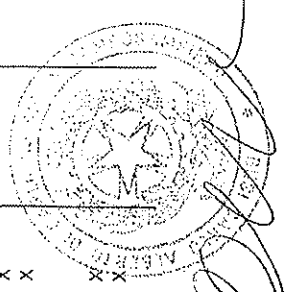
N.ro	Totale	Titolare	Delegante	Gr.	Voti	Favorevole	Contrario	Astenuto
1	12.409,184	GARBUIO ROBERTA			0			
1			1199 HEALTHCARE EMPLOYEES PENSION TR	SCHEDA 08	104.062		X	
2			ACADIAN GLOBAL LEVERAGED MKT NEUTRAL MASTER FUND PORTF. MARGIN ACC.	SCHEDA 01	15.557		X	
3			ACADIAN INTERNATIONAL ALL-CAP FUND	SCHEDA 02	19.588		X	
4			ACADIAN INTERNATIONAL SMALL CAP FUND	SCHEDA 02	208.945		X	
5			ADVANCED SERIES TRUST AST GOLDMAN SACHS MULTI ASSET PORTFOLIO	SCHEDA 02	2.483		X	
6			ALASKA PERMANENT FUND CORPORATION	SCHEDA 03	5.460	X		
7			ALTRIA CORPORATE SERVICES MASTER RETIREM	SCHEDA 02	27.554		X	
8			AMERICAN HONDA MOTOR CO RETIREMENT	SCHEDA 02	17.010		X	
9			ARIZONA STATE RETIREMENT SYSTEM	SCHEDA 02	43.393		X	
10			ARROWSTREET GLOBAL EQUITY GBP	SCHEDA 02	17.411		X	
11			ARROWSTREET MULTI STRATEGY UMBRELLA PLC	SCHEDA 02	5.728		X	
12			ARROWSTREET US GROUP TRUST	SCHEDA 02	57.502		X	
13			ASPIRIANT RISK MANAGED GLOBAL EQUITY FUND	SCHEDA 02	4.632		X	
14			AXA WORLD FUNDS	SCHEDA 02	180.000		X	
15			BGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B	SCHEDA 02	5.615		X	
16			BGI MSCI EMU IMI INDEX FUND B	SCHEDA 02	2.469		X	
17			BLACKROCK INDEXED ALL-COUNTRY EQUITY FUN	SCHEDA 02	325		X	
18			BLACKROCK INST TRUST CO NA INV FUNDSFOR EMPLOYEE BENEFIT TR	SCHEDA 02	138.723		X	
19			BNY MELLON EMPLOYEE BENEFIT COLLECTIVE INVESTMENT FUND PLAN	SCHEDA 02	425		X	
20			BOILERMAKER BLACKSMITH NATIONAL PENSION	SCHEDA 08	13.497		X	
21			C&J CLARK PENSION FUND	SCHEDA 02	3.210		X	
22			CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	SCHEDA 05	112.326	X		
23			CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	SCHEDA 05	21.765	X		
24			CAMGESTION ACT. CROISS.	SCHEDA 02	186.566		X	
25			CAMGESTION EURO MID CAP	SCHEDA 02	365.000		X	
26			CANADA POST CORPORATION PENSION PLAN	SCHEDA 02	16.646		X	
27			CELANESE AMERICAS RETIREMENT PENSION PLAN	SCHEDA 02	15.567		X	
28			CF DV ACWI EX-U.S. IMI FUND	SCHEDA 02	520		X	
29			CHURCH OF ENGLAND INV FD FOR PENSION	SCHEDA 02	56.400		X	
30			CITY OF LOS ANGELES FIRE AND POLICE PLAN	SCHEDA 03	4.152	X		
31			CITY OF NEW YORK GROUP TRUST	SCHEDA 03	10.258	X		
32			CITY OF NEW YORK GROUP TRUST	SCHEDA 07	64.012		X	
33			COLLEGE RETIREMENT EQUITIES FUND	SCHEDA 03	40.054		X	
34			COLORADO PUBLIC EMPLOYEES RETIREMENT COMMONWEALTH OF PENNSYLVANIA PUBLIC	SCHEDA 06	6.928	X		
35			SCHOOL EMPLOYEES RETIREMENT SYSTEM	SCHEDA 06	47.672		X	
36			CONNOR & CLARK & LUNN WHOLESAL FIN GROUP	SCHEDA 02	2.177		X	
37			DEPARTMENT OF STATE LANDS	SCHEDA 06	810		X	
38			DIGNITY HEALTH RETIREMENT PLAN TRUST	SCHEDA-02	4.771		X	



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POLITICA REMUNERAZIONE

Line Item	Description	Account Type	Amount	Approval
80	ISHARES DEVELOPED SMALL-CAP EX NORTH AMERICA	SCHEDA 02		
81	ETF	SCHEDA 02	1.275	X
82	ISHARES VII PLC	SCHEDA 02	45.422	X
83	KRAFT FOODS MASTER RETIREMENT TRUST	SCHEDA 02	47.209	X
84	LIBERTY MUTUAL RETIREMENT PLAN MASTER TRUST	SCHEDA 02	8.360	X
85	LOMBARD ODIER FUNDS	SCHEDA 02	350.000	X
	LOS ANGELES CITY EMPLOYEES RETIREM.	SCHEDA 02	26.565	X
	LOS ANGELES COUNTY EMPLOYEES RETIREMENT			
86	ASSOCIATION	SCHEDA 02	1.950	X
87	MAJOR LEAGUE BASEBALL PLAYERS PENSION PLAN	SCHEDA 02	2.296	X
88	MARYLAND STATE RETIREMENT & PENSION SYSTEM	SCHEDA 02	3.798	X
89	MGI FUNDS PLC	SCHEDA 02	2.324	X
90	MSCI EAFE SMALL CAP PROV INDEX SEC COMMON TR F	SCHEDA 03	6.017	X
91	MT AGREEMENT BETWEEN PFIZER&NT COMPANY	SCHEDA 02	29.950	
92	MUNICIPAL EMPLOYEES ANNUITY AND BENEFIT FUND			
	OF CHICAGO	SCHEDA 03	4.589	X
93	MUNICIPAL EMPLOYEES' RETIREMENT SYSTEM OF			
	MICHIGAN	SCHEDA 02	76.802	X
94	NATIONAL COUNCIL FOR SOCIAL SEC FUND	SCHEDA 03	2.926	X
95	NATIONAL RAILROAD INVESTMENT TRUST	SCHEDA 02	81.925	X
96	NEW YORK STATE COMMON RETIREMENT FUND	SCHEDA 02	20.059	X
97	NEW ZEALAND SUPERANNUATION FUND	SCHEDA 03	5.087	X
	NONUS EQUITY MANAGERS PORTFOLIO 3OFFSHORE			
98	MASTER L.P.	SCHEDA 02	1.303	X
99	NORGES BANK (CENTRAL BANK OF NORWAY)	SCHEDA 10	27.983	X
100	NT GLOBAL INVESTMENT COLL FUNDS	SCHEDA 03	33.757	X
101	NTGI-QM COMMON DAILY ALL COUNTRY WORLD E		838	X
	ONEPATH GLOBAL SHARES - SMALL CAP UNHEDGED)			
102	INDEXPOOL	SCHEDA 06	54	X
103	ONTARIO POWER GENERATION INC. PENSION PLAN	SCHEDA 02	25.514	X
	ONTARIO PUBLIC SERVICE EMPLOYEES UNION			
104	PENSION831252	SCHEDA 02	153.400	X
105	OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM	SCHEDA 06	10.245	X
106	PECO ENERGY RETIREE MUJEDICAL TRUST	SCHEDA 02	11.528	X
107	PEERLESS INSURANCE COMPANY	SCHEDA 02	7.322	X
108	PICETET-SMALL CAP EUROPE	SCHEDA 02	366.717	X
	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF			
109	MISSISSIPI	SCHEDA 02	34.546	X
110	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OH	SCHEDA 06	4.863	X
111	R.R.DONNELLEY E SONS RET BENEF PLAN	SCHEDA 02	14.973	X
112	RADIN GLOB OPPORT MASTER FUND	SCHEDA 05	11.077	X
113	RADIN GLOBAL INSTITUTIONAL TRUST	SCHEDA 05	5.300	X
114	REGIME DE RENTES DU MOUVEMENT DESJARDINS	SCHEDA 02	42.995	X
115	RETIREMENT PLAN FOR THE CITY OF TAMPA GE	SCHEDA 02	14.185	X
116	REUNICA EQUIL ACTIONS INT	SCHEDA 05	41.801	X



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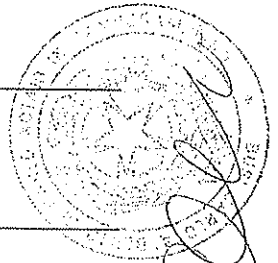
POLITICA REMUNERAZIONE

117	REXAM PENSION PLAN	SCHEDA 02	14.656		X
118	ROGERSCASEY TARGET SOLUTIONS LLC.	SCHEDA 02	1.949		X
119	SA STREET TRACKS SM ETFS	SCHEDA 03	1.153		X
120	SAINT LOUIS UNIVERSITY	SCHEDA 02	7.623	X	X
121	SCHWAB FUNDAM INTER SMALL- COMP INDEX FD	SCHEDA 06	3.856		X
122	SCHWAB FUNDAMENTAL INTERNATIONAL SMALL				
123	COMPANY ETF	SCHEDA 06	460		X
124	SCHWAB INTERNATIONAL SMALL-CAP EQUITY ETF	SCHEDA 06	3.156		X
125	SEI INST INVEST TRUST WORLD EQ EX-US FUN	SCHEDA 02	20.195		X
126	SEI INSTITUTIONAL INTERN TRUST INTERNATI	SCHEDA 02	9.105		X
127	SEMPRA ENERGY PENSION MASTER TRUST	SCHEDA 03	1.346		X
128	SHELL CONTRIBUTORY PENSION FUND	SCHEDA 02	35.028	X	X
129	SHELL TRUST (BERMUDA) LIMITED AS TRUSTEE	SCHEDA 02	3.973		X
130	SHELL TRUST (BERMUDA) LTD AS TRUSTEE OF THE				
131	SHELL OVERSEAS C.P. FUND	SCHEDA 02	14.110		X
132	SICAV LCL ACTIONS MONDE HORS EUROPE	SCHEDA 02	13.388		X
133	SONOMA COUNTY EMPLOYEES RETIREMENT				
134	ASSOCIATION	SCHEDA 02	10.153		X
135	SOUTH CALIF UTD FOOD & COMM WK UN & FOOD EMPL				
136	JOINT PENS TR F	SCHEDA 02	17.248		X
137	SPDR S&P INTERNATIONAL SMALL CAP ETF	SCHEDA 03	7.076	X	
138	SS BK AND TRUST COMPANY INV FUNDS FOR				
139	TAXEXEMPT RETIREMENT PL	SCHEDA 03	44.342	X	
140	SSGA RUSSELL FD GL EX-US INDEX NONLENDING QP				
141	COMMON TRUST FUND	SCHEDA 03	1.918	X	
142	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS				
143	STATE OF MINNESOTA	SCHEDA 03	694	X	
144	STG PFDS V.D. GRAFISCHE	SCHEDA 02	229		X
145	STICHTING BEDIJFSTAKPENSIONEN FONDS	SCHEDA 03	8.043	X	
146	STICHTING SHELL PENSIOENFONDS	SCHEDA 02	69.800	X	X
147	THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS				
148	MT	SCHEDA 02	83.836	X	X
149	THE CLEVELAND CLINIC FOUNDATION				
150	THE STATE OF CONNECTICUT ACTINGTHROUGH ITS	SCHEDA 02	21.018	X	X
151	TREASURER				
152	TR EUROPEAN GROWTH TRUST PLC	SCHEDA 02	918		X
153	TREASURER OF THE STATE OF				
154	NORTH CAROLINA EQUITY INVESTMENT FUND POOLED	SCHEDA 02	10.750	X	X
155	UAW RETIREE MEDICAL BENEFITS TRUST	SCHEDA 02	228.082		X
156	UBS ETF	SCHEDA 06	256	X	X
157	UNITED TECHNOLOGIES CORP. MASTER				
158	RETIREMENT TR	SCHEDA 02	7.285	X	X
159	UPS GROUP TRUST				
160	URS CORPORATION 401K RETIREMENT PLAN 600	SCHEDA 02	1.614	X	X
161	UTAH STATE RETIREMENT SYSTEMS	SCHEDA 06	91.816	X	X
162			8.368	X	X
163			10.606	X	X
164			5.877	X	X



STOCK OPTION

N.ro	Totale	Titolare	Delegante	Gr.	Voti	Favorevole	Contrario	Astenuto
1	12.409,184	GARBUJO ROBERTA			0			
1			1199 HEALTHCARE EMPLOYEES PENSION TR	SCHEDA 08	104,062		X	
2			ACADIAN GLOBAL LEVERAGED MKT NEUTRAL MASTER	SCHEDA 01	15,557		X	
3			FUND PORTF. MARGIN ACC.	SCHEDA 02	19,588		X	
4			ACADIAN INTERNATIONAL ALL-CAP FUND	SCHEDA 02	208,945		X	
5			ACADIAN INTERNATIONAL SMALL CAP FUND					
6			ADVANCED SERIES TRUST AST GOLDMAN SACHS MULTI					
7			ASSET PORTFOLIO	SCHEDA 02	2,483		X	
8			ALASKA PERMANENT FUND CORPORATION	SCHEDA 03	5,460	X		
9			ALTRIA CORPORATE SERVICES MASTER RETIREM	SCHEDA 02	27,554		X	
10			AMERICAN HONDA MOTOR CO RETIREMENT	SCHEDA 02	17,010		X	
11			ARIZONA STATE RETIREMENT SYSTEM	SCHEDA 02	43,393		X	
12			ARROWSTREET GLOBAL EQUITY GBP	SCHEDA 02	17,411		X	
13			ARROWSTREET MULTI STRATEGY UMBRELLA PLC	SCHEDA 02	5,728		X	
14			ARROWSTREET US GROUP TRUST	SCHEDA 02	57,502		X	
15			ASPIRIANT RISK MANAGED GLOBAL EQUITY FUND	SCHEDA 02	4,632		X	
16			AXA WORLD FUNDS	SCHEDA 02	180,000		X	
17			BGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B	SCHEDA 02	5,615		X	
18			BGI MSCI EMU IMI INDEX FUND B	SCHEDA 02	2,469		X	
19			BLACKROCK INDEXED ALL-COUNTRY EQUITY FUN	SCHEDA 02	325		X	
20			BLACKROCK INST TRUST CO NA INV FUNDSFOR					
21			EMPLOYEE BENEFIT TR	SCHEDA 02	136,723		X	
22			BNY MELLON EMPLOYEE BENEFIT COLLECTIVE					
23			INVESTMENT FUND PLAN	SCHEDA 02	425		X	
24			BOILERMAKER BLACKSMITH NATIONAL PENSION	SCHEDA 08	13,497		X	
25			C&J CLARK PENSION FUND	SCHEDA 02	3,210		X	
26								
27			CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	SCHEDA 05	112,325	X		
28								
29			CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	SCHEDA 05	21,765	X		
30			CAMGESTION ACT. CROISS.	SCHEDA 02	186,555		X	
31			CAMGESTION EURO MID CAP	SCHEDA 02	365,000		X	
32			CANADA POST CORPORATION PENSION PLAN	SCHEDA 02	16,646		X	
33			CELANESE AMERICAS RETIREMENT PENSION PLAN	SCHEDA 02	15,567		X	
34			CF DV ACWI EX-U.S. IMI FUND	SCHEDA 02	520		X	
35			CHURCH OF ENGLAND INV FD FOR PENSION	SCHEDA 02	56,400		X	
36			CITY OF LOS ANGELES FIRE AND POLICE PLAN	SCHEDA 03	4,152	X		
37			CITY OF NEW YORK GROUP TRUST	SCHEDA 03	10,258	X		
38			CITY OF NEW YORK GROUP TRUST	SCHEDA 07	64,012		X	
39			COLLEGE RETIREMENT EQUITIES FUND	SCHEDA 03	40,054	X		
40			COLORADO PUBLIC EMPLOYEES RETIREMENT	SCHEDA 06	6,928	X		
41			COMMONWEALTH OF PENNSYLVANIA PUBLIC					
42			SCHOOL EMPLOYEES RETIREMENT SYSTEM	SCHEDA 06	47,672	X		
43			CONNOR & CLARK & LUNN WHOLSALE FIN GROUP	SCHEDA 02	2,177		X	
44			DEPARTMENT OF STATE LANDS	SCHEDA 06	810	X		
45			DIGNITY HEALTH RETIREMENT PLAN TRUST	SCHEDA 02	4,771	X		



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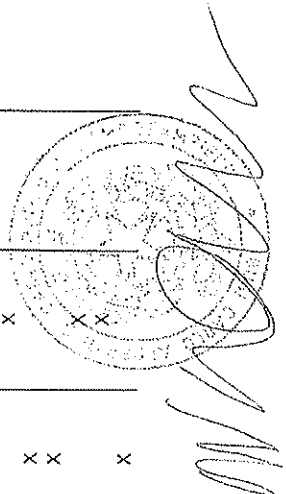
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STOCK OPTION

39	DOMINION RESOURCES INC. MASTER TRUST	SCHEDA 02	4,418		X
40	DUPONT DEFINED CONTRIBUTION PLAN TRUST	SCHEDA 02	29,741		X
41	EAFE EQUITY FUND	SCHEDA 02	2,413		X
42	EMPLOYEES RET FUND - CITY OF DALLAS	SCHEDA 02	13,397		X
43	ETOILE GESTION	SCHEDA 02	17,142		X
44	EUROPEAN WEALTH INVESTMENT FUND PLC	SCHEDA 05	9,235	X	X
45	EXELON CORPORATION PENSION MASTER RETIRE	SCHEDA 02	32,284		X
46	EXELON CORPORATION EMPLOYEE'S BENEFIT	SCHEDA 02	13,234		X
47	FCP ASSURANCE DIVERSIFIEE	SCHEDA 05	17,100	X	X
48	FCP BEL VAL	SCHEDA 09	50,000		X
49	FCP BNP PARIBAS SMALL CAP EUROLAND	SCHEDA 02	203,680		X
50	FCP CIC EURO OPPORTUNITES	SCHEDA 09	1,169,603		X
51	FCP CONTI GESTION	SCHEDA 05	44,000	X	X
52	FCP ECHIQUIER AGENOR	SCHEDA 05	1,249,579	X	X
53	FCP ECUREUIL RETRAITE 2	SCHEDA 05	82,216	X	X
54	FCP EDMOND DE ROTHSCHILD EUROPEMIDCAPS	SCHEDA 02	270,000		X
55	FCP GROUPAMA AVENIR EURO	SCHEDA 05	600,310	X	X
56	FCP GROUPAMA PHARMA DIVERSIFIE	SCHEDA 05	90,703	X	X
57	FCP ITHAQUE	SCHEDA 05	63,000	X	X
58	FCP PATRIMOINE	SCHEDA 04	80,000	X	X
59	FCP ULYSSE	SCHEDA 05	529,938	X	X
60	FCP UNION EUROPE GROWTH	SCHEDA 09	248,000		X
61	FLEXSHARES MORNINGSTAR DEVELOPED MARKETS EX-US FACTOR TILT INDEX FUND	SCHEDA 03	2,113	X	X
62	FLORIDA RETIREMENT SYSTEM	SCHEDA 02	169,470		X
63	FORD MOTOR COMPANY DEFINED BENEFIT	SCHEDA 03	2,678	X	X
64	FORD MOTOR COMPANY OF CANADA	SCHEDA 03	154	X	X
65	FORWARD INTERNATIONAL SMALL COMPANIES FUND	SCHEDA 02	105,284		X
66	GLOBAL ALPHA EAFE SMALL CAP EQUITY FUND	SCHEDA 02	4,263		X
67	GMO INTERNATIONAL SMALL COMPANIES FUND	SCHEDA 02	27,610		X
68	GOVERNMENT OF NORWAY	SCHEDA 10	1,349,911		X
69	H.E.S.T. AUSTRALIA LIMITED	SCHEDA 02	165,800		X
70	HENDERSON GARTMORE FUND	SCHEDA 02	100,576		X
71	HENDERSON HORIZON FUND SICAV	SCHEDA 02	860,000		X
72	HENDERSON UK EUROPE FUNDS BNP PARIBAS SECURITIES SERVICES	SCHEDA 02	65,738		X
73	IA CLARINGTON GLOBAL EQUITY FUND	SCHEDA 05	100,497		X
74	INDIANA PUBLIC EMPLOYEES RETIREMENT FUND	SCHEDA 02	1,190	X	X
75	ING INTERNATIONAL SMALLCAP FUND	SCHEDA 02	9,496		X
76	INTERNATIONAL ALPHA TILTS FUND B	SCHEDA 02	512		X
77	INTERNATIONAL PAPER CO COMMINGLED INVESTMENT GROUP TRUST	SCHEDA 02	73,538		X
78	INTERNATIONAL TILTS MASTER PORTFOLIO OF MASTER INVESTMENT PTF	SCHEDA 02	537		X
79	ISHARES CORE MSCI EAFE ETF	SCHEDA 02	5,175		X

STOCK OPTION

80	ISHARES DEVELOPED SMALL-CAP EX NORTH AMERICA ETF	SCHEDA 02	1.275	X
81	ISHARES VII PLC	SCHEDA 02	45,422	X
82	KRAFT FOODS MASTER RETIREMENT TRUST	SCHEDA 02	47,209	X
83	LIBERTY MUTUAL RETIREMENT PLAN MASTER TRUST	SCHEDA 02	8,360	X
84	LOMBARD ODIER FUNDS	SCHEDA 02	350,000	X
85	LOS ANGELES CITY EMPLOYEES RETIREM. LOS ANGELES COUNTY EMPLOYEES RETIREMENT ASSOCIATION	SCHEDA 02	26,565	X
86		SCHEDA 02	1,950	X
87	MAJOR LEAGUE BASEBALL PLAYERS PENSION PLAN	SCHEDA 02	2,266	X
88	MARYLAND STATE RETIREMENT & PENSION SYSTEM	SCHEDA 02	3,798	X
89	MGI FUNDS PLC	SCHEDA 02	2,324	X
90	MSCI LEAF SMALL CAP PROV INDEX SEC COMMON TR F	SCHEDA 03	6,017	X
91	MT AGREEMENT BETWEEN PFIZER&NT COMPANY MUNICIPAL EMPLOYEES ANNUITY AND BENEFIT FUND OF CHICAGO	SCHEDA 02	29,950	X
92	MUNICIPAL EMPLOYEES' RETIREMENT SYSTEM OF MICHIGAN	SCHEDA 03	4,589	X
93	NATIONAL COUNCIL FOR SOCIAL SEC FUND	SCHEDA 02	76,802	X
94	NATIONAL RAILROAD INVESTMENT TRUST	SCHEDA 03	2,926	X
95	NEW YORK STATE COMMON RETIREMENT FUND	SCHEDA 02	81,925	X
96	NEW ZEALAND SUPERANNUATION FUND	SCHEDA 02	20,059	X
97	NONUS EQUITY MANAGERS' PORTFOLIO 3OFFSHORE MASTER L.P.	SCHEDA 03	5,087	X
98	NORGES BANK (CENTRAL BANK OF NORWAY)	SCHEDA 02	1,303	X
99	NT GLOBAL INVESTMENT COLL FUNDS	SCHEDA 10	27,983	X
100	NTGI-QM COMMON DAILY ALL COUNTRY WORLD E	SCHEDA 03	33,757	X
101	ONEPATH GLOBAL SHARES - SMALL CAP UNHEDGED)	SCHEDA 03	838	X
102	INDEXPOOL	SCHEDA 06	54	X
103	ONTARIO POWER GENERATION INC. PENSION PLAN ONTARIO PUBLIC SERVICE EMPLOYEES UNION PENSION631252	SCHEDA 02	25,514	X
104	OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM	SCHEDA 02	153,400	X
105	PECO ENERGY RETIREE MUEDICAL TRUST	SCHEDA 06	10,245	X
106	PEERLESS INSURANCE COMPANY	SCHEDA 02	11,528	X
107	PICTET-SMALL CAP EUROPE	SCHEDA 02	7,322	X
108	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF MISSISSIPPI	SCHEDA 02	366,717	X
109	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OH	SCHEDA 02	34,546	X
110	R.R.DONNELLEY E SONS RET BENEF PLAN	SCHEDA 06	4,863	X
111	RADIN GLOB OPPORT MASTER FUND	SCHEDA 02	14,973	X
112	RADIN GLOBAL INSTITUTIONAL TRUST	SCHEDA 05	11,077	X
113	REGIME DE RENTES DU MOUVEMENT DESJARDINS	SCHEDA 05	5,300	X
114	RETIREMENT PLAN FOR THE CITY OF TAMPA GE	SCHEDA 02	42,985	X
115	REUNICA EQUIL ACTIONS INT	SCHEDA 02	14,185	X
116		SCHEDA 05	41,801	X



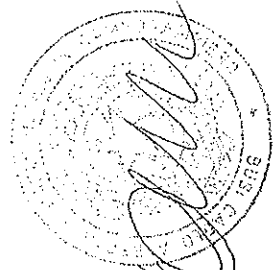
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STOCK OPTION

117	REXAM PENSION PLAN	SCHEDA 02	14,656		X
118	ROGERSCASEY TARGET SOLUTIONS LLC.	SCHEDA 02	1,949		X
119	SA STREET TRACKS SM ETFS	SCHEDA 03	1,153	X	
120	SAINT LOUIS UNIVERSITY	SCHEDA 02	7,623		X
121	SCHWAB FUNDAM INTER SMALL- COMP INDEX FD	SCHEDA 06	3,856	X	
122	SCHWAB FUNDAMENTAL INTERNATIONAL SMALL			X	
123	COMPANY ETF	SCHEDA 06	460		
124	SCHWAB INTERNATIONAL SMALL-CAP EQUITY ETF	SCHEDA 06	3,165	X	
125	SEI INST INVEST TRUST WORLD EQ EX-US FUN	SCHEDA 02	20,195		X
126	SEI INSTITUTIONAL INTERN TRUST INTERNATI	SCHEDA 02	9,105		X
127	SEMPRA ENERGY PENSION MASTER TRUST	SCHEDA 03	1,346	X	
128	SHELL CONTRIBUTORY PENSION FUND	SCHEDA 02	35,028		X
129	SHELL TRUST (BERMUDA) LIMITED AS TRUSTEE	SCHEDA 02	3,973		X
130	SHELL TRUST (BERMUDA) LTD AS TRUSTEE OF THE				
131	SHELL OVERSEAS C.P. FUND	SCHEDA 02	14,110		X
132	SICAV LCL ACTIONS MONDE HORS EUROPE	SCHEDA 02	13,388		X
133	SONOMA COUNTY EMPLOYEES RETIREMENT				
134	ASSOCIATION	SCHEDA 02	10,153		X
135	SOUTH CALIF UTD FOOD & COMM WK UN & FOOD EMPL				
136	JOINT PENS TR F	SCHEDA 02	17,248		X
137	SPDR S&P INTERNATIONAL SMALL CAP ETF	SCHEDA 03	7,076	X	
138	SS BK AND TRUST COMPANY INV FUNDS FOR				
139	TAXEMPT RETIREMENT PL	SCHEDA 03	44,342	X	
140	SSGA RUSSELL FD GLEX-US INDEX NONLENDING QP				
141	COMMON TRUST FUND	SCHEDA 03	1,918	X	
142	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS				
143	STATE OF MINNESOTA	SCHEDA 02	694	X	
144	STG PEDS V.D. GRAFISCHE	SCHEDA 03	228		X
145	STICHTING BEDERIJFSTAKPENSIONEN FONDS	SCHEDA 02	8,043	X	
146	STICHTING SHELL PENSIOENFONDS	SCHEDA 02	69,800	X	
147	THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS	SCHEDA 02	83,836	X	
148	MT				
149	THE CLEVELAND CLINIC FOUNDATION	SCHEDA 02	21,018		X
150	THE STATE OF CONNECTICUT ACTING THROUGH ITS	SCHEDA 02	918		X
151	TREASURER				
152	TR EUROPEAN GROWTH TRUST PLC	SCHEDA 02	10,750	X	
153	TREASURER OF THE STATE OF	SCHEDA 02	228,082	X	
154	NORTH CAROLINA EQUITY INVESTMENT FUND POOLED	SCHEDA 02	285		X
155	UAW RETIREE MEDICAL BENEFITS TRUST	SCHEDA 02	7,285		X
156	UBS ETF	SCHEDA 06	1,614	X	
157	UNITED TECHNOLOGIES CORP. MASTER				
158	RETIREMENT TR	SCHEDA 02	91,816		X
159	UPS GROUP TRUST	SCHEDA 02	8,368		X
160	URS CORPORATION 401K RETIREMENT PLAN 600	SCHEDA 02	10,606		X
161	UTAH STATE RETIREMENT SYSTEMS	SCHEDA 06	5,877	X	

STOCK OPTION

152		VALERO ENERGY CORPORATION PENSION PLAN	SCHEDA 02	41.320									
153		VANGUARD FTSE ALL WORD SMALL CAP IND F.	SCHEDA 06	30.305	X				X				
154		VANGUARD INTERNATIONAL SMALL COMPANIES I	SCHEDA 06	2.202	X								
155		VANGUARD INVESTMENT SERIES, PLC	SCHEDA 06	4.620	X								
156		VANGUARD TOTAL INTERNATIONAL STOCK INDEX	SCHEDA 06	165.367	X								
157		VANGUARD TOTAL WORLD STOCK INDEX FUND	SCHEDA 06	3.221	X								
158		VIRGINIA RETIREMENT SYSTEM.	SCHEDA 02	27.582					X				
159		WASHINGTON STATE INVESTMENT BOARD	SCHEDA 03	23.745	X								
160		WELLPOINT MASTER TRUST	SCHEDA 02	1					X				
161		WEST VIRGINIA INVESTMENT MANAGEMENT BOARD	SCHEDA 02	112.608					X				
162		WHEELS COMMON INVESTMENT FUND	SCHEDA 02	842					X				
163		WHEELS COMMON INVESTMENT FUND	SCHEDA 03	330	X								
164		WYOMING RETIREMENT SYSTEM	SCHEDA 02	814					X				
165		YOUNG MENS CHRISTIAN ASSOCIATION RETIREM	SCHEDA 02	17.612					X				
2	502	LUSCIA LUIGI FRANCESCO		502					X				
3	5.692.658	PEZZUTO CARMEN		0									
1		ONLY 3T SRL		5.692.658	X								
4	26.073.783	ZANELLATO ELENA		0									
1		MULTIBRANDS ITALY B.V.		26.073.783	X								
				44.176.127					35.323.256		8.852.861		0
				0									
				Tot. Non Votanti									
				% su Tot. Azioni					79,960079%		20,039921%		0,000000%
				% su Cap. Soc.					56,707796%		14,2123339%		0,0000009%



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INCARICO REVISIONE LEGALE

Allegato " F " all'atto rep. n° 23791 racc. n° 12561

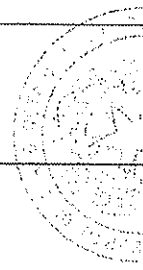
N.ro	Totale	Titolare	Delegante	Gr.	Voti	Favorevole	Contrario	Astenuto
1	12.409.184	GARBUIO ROBERTA			0			
1			1199 HEALTHCARE EMPLOYEES PENSION TR	SCHEDA 08	104.062			X
2			ACADIAN GLOBAL LEVERAGED MKT NEUTRAL MASTER	SCHEDA 01	15.557	X		
3			FUND PORTF. MARGIN ACC.	SCHEDA 02	19.588	X		
4			ACADIAN INTERNATIONAL ALL-CAP FUND	SCHEDA 02	208.945	X		
5			ACADIAN INTERNATIONAL SMALL CAPFUND	SCHEDA 02				
6			ADVANCED SERIES TRUST AST GOLDMAN SACHS MULTI	SCHEDA 02				
7			ASSET PORTFOLIO	SCHEDA 02	2.483	X		
8			ALASKA PERMANENT FUND CORPORATION	SCHEDA 03	5.460	X		
9			ALTRIA CORPORATE SERVICES MASTER RETIREM	SCHEDA 02	27.554	X		
10			AMERICAN HONDA MOTOR CO RETIREMENT	SCHEDA 02	17.010	X		
11			ARIZONA STATE RETIREMENT SYSTEM	SCHEDA 02	43.393	X		
12			ARROWSTREET GLOBAL EQUITY GBP	SCHEDA 02	17.411	X		
13			ARROWSTREET MULTI STRATEGY UMBRELLA PLC	SCHEDA 02	5.728	X		
14			ARROWSTREET US GROUP TRUST	SCHEDA 02	57.502	X		
15			ASPIRIANT RISK MANAGED GLOBAL EQUITY FUND	SCHEDA 02	4.682	X		
16			AXA WORLD FUNDS	SCHEDA 02	180.000	X		
17			BGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B	SCHEDA 02	5.615	X		
18			BGI MSCI EMU IMI INDEX FUND B	SCHEDA 02	2.489	X		
19			BLACKROCK INDEXED ALL-COUNTRY EQUITY FUN	SCHEDA 02	325	X		
20			BLACKROCK INST TRUST CO NA INV FUNDSFOR	SCHEDA 02				
21			EMPLOYEE BENEFIT TR	SCHEDA 02	138.723	X		
22			BNY MELLON EMPLOYEE BENEFIT COLLECTIVE	SCHEDA 02				
23			INVESTMENT FUND PLAN	SCHEDA 02	425	X		
24			BOILERMAKER BLACKSMITH NATIONAL PENSION	SCHEDA 08	13.497	X		X
25			C&J CLARK PENSION FUND	SCHEDA 02	3.210	X		
26			CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	SCHEDA 05	112.325	X		
27			CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	SCHEDA 05	21.785	X		
28			CAMGESTION ACT. CROISS.	SCHEDA 02	186.555	X		
29			CAMGESTION EURO MID CAP	SCHEDA 02	365.000	X		
30			CANADA POST CORPORATION PENSION PLAN	SCHEDA 02	16.646	X		
31			CELANESE AMERICAS RETIREMENT PENSION PLAN	SCHEDA 02	15.567	X		
32			CF DV ACWI EX-U.S. IMI FUND	SCHEDA 02	520	X		
33			CHURCH OF ENGLAND INV FD FOR PENSION	SCHEDA 02	56.400	X		
34			CITY OF LOS ANGELES FIRE AND POLICE PLAN	SCHEDA 03	4.152	X		
35			CITY OF NEW YORK GROUP TRUST	SCHEDA 03	10.258	X		
36			CITY OF NEW YORK GROUP TRUST	SCHEDA 07	64.012	X		
37			COLLEGE RETIREMENT EQUITIES FUND	SCHEDA 03	40.054	X		
38			COLORADO PUBLIC EMPLOYEES RETIREMENT	SCHEDA 06	6.928	X		
39			COMMONWEALTH OF PENNSYLVANIA PUBLIC	SCHEDA 06				
40			SCHOOL EMPLOYEES RETIREMENT SYSTEM	SCHEDA 06	47.672	X		
41			CONNOR & CLARK & LUNN WHO/SALE FIN GROUP	SCHEDA 02	2.177	X		
42			DEPARTMENT OF STATE LANDS	SCHEDA 06	810	X		
43			DIGNITY HEALTH RETIREMENT PLAN TRUST	SCHEDA 02	4.771	X		



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INCARICO REVISIONE LEGALE

80	ISHARES DEVELOPED SMALL-CAP EX NORTH AMERICA	SCHEDA 02			
81	ETF	SCHEDA 02	1.275	X	
82	ISHARES VII PLC	SCHEDA 02	45.422	X	
83	KRAFT FOODS MASTER RETIREMENT TRUST	SCHEDA 02	47.209	X	
84	LIBERTY MUTUAL RETIREMENT PLAN MASTER TRUST	SCHEDA 02	8.360	X	
85	LOMBARD ODIER FUNDS	SCHEDA 02	350.000	X	
	LOS ANGELES CITY EMPLOYEES RETIREM.	SCHEDA 02	26.565	X	
	LOS ANGELES COUNTY EMPLOYEES RETIREMENT				
86	ASSOCIATION	SCHEDA 02	1.950	X	
	MAJOR LEAGUE BASEBALL PLAYERS PENSION PLAN	SCHEDA 02	2.296	X	
87	MARYLAND STATE RETIREMENT & PENSION SYSTEM	SCHEDA 02	3.798	X	
88	MGI FUNDS PLC	SCHEDA 02	2.324	X	
	MSCI EAFE SMALL CAP PROV INDEX SEC COMMON TR F	SCHEDA 03	6.017	X	
90	MIT AGREEMENT BETWEEN PFIZER&NT COMPANY	SCHEDA 02	29.950	X	
91	MUNICIPAL EMPLOYEES ANNUITY AND BENEFIT FUND				
92	OF CHICAGO	SCHEDA 03	4.589	X	
	MUNICIPAL EMPLOYEES' RETIREMENT SYSTEM OF				
93	MICHIGAN	SCHEDA 02	76.802	X	
94	NATIONAL COUNCIL FOR SOCIAL SEC FUND	SCHEDA 03	2.926	X	
95	NATIONAL RAILROAD INVESTMENT TRUST	SCHEDA 02	81.925	X	
96	NEW YORK STATE COMMON RETIREMENT FUND	SCHEDA 02	20.059	X	
97	NEW ZEALAND SUPERANNUATION FUND	SCHEDA 03	5.087	X	
	NONUS EQUITY MANAGERS' PORTFOLIO 3OFFSHORE				
98	MASTER L.P.	SCHEDA 02	1.303	X	
99	NORGES BANK (CENTRAL BANK OF NORWAY)	SCHEDA 10	27.983	X	
100	NT GLOBAL INVESTMENT COLL FUNDS	SCHEDA 03	33.757	X	
101	NTGI-QM COMMON DAILY ALL COUNTRY WORLD E	SCHEDA 03	838	X	
	ONEPATH GLOBAL SHARES - SMALL CAP UNHEDGED)				
102	INDEXPOOL	SCHEDA 06	54	X	
103	ONTARIO POWER GENERATION INC. PENSION PLAN	SCHEDA 02	25.514	X	
	ONTARIO PUBLIC SERVICE EMPLOYEES UNION				
104	PENSION631252	SCHEDA 02	153.400	X	
105	OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM	SCHEDA 06	10.245	X	
106	PECO ENERGY RETIREE MUEDICAL TRUST	SCHEDA 02	11.528	X	
107	PEERLESS INSURANCE COMPANY	SCHEDA 02	7.322	X	
108	PICTET-SMALL CAP EUROPE	SCHEDA 02	366.717	X	
	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF				
109	MISSISSIPI	SCHEDA 02	34.546	X	
110	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OH	SCHEDA 06	4.863	X	
111	R.R.DONNELLEY E SOIS RET BENEF PLAN	SCHEDA 02	14.973	X	
112	RADIN GLOB OPPORT MASTER FUND	SCHEDA 05	11.077	X	
113	RADIN GLOB INSTITUTIONAL TRUST	SCHEDA 05	5.900	X	
114	REGIME DE RENTES DU MOUVEMENT DESJARDINS	SCHEDA 02	42.995	X	
115	RETIREMENT PLAN FOR THE CITY OF TAMPA GE	SCHEDA 02	14.185	X	
116	REUNICA EQUIL ACTIONS INT	SCHEDA 05	41.801	X	



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INCARICO REVISIONE LEGALE

117	REXAM PENSION PLAN	SCHEDA 02	X	14,856
118	ROGERSCASEY TARGET SOLUTIONS LLC.	SCHEDA 02	X	1,949
119	SA STREET TRACKS SM ETFs	SCHEDA 03	X	1,153
120	SAINT LOUIS UNIVERSITY	SCHEDA 02	X	7,623
121	SCHWAB FUNDAM INTER SMALL- COMP INDEX FD	SCHEDA 06	X	3,856
	SCHWAB FUNDAMENTAL INTERNATIONAL SMALL			
	COMPANY ETF			
122	SCHWAB INTERNATIONAL SMALL-CAP EQUITY ETF	SCHEDA 06	X	460
123	SEI INST INVEST TRUST WORLD EQ EX-US FUN	SCHEDA 06	X	3,155
124	SEI INSTITUTIONAL INTERN TRUST INTERNATI	SCHEDA 02	X	20,195
125	SEMPRA ENERGY PENSION MASTER TRUST	SCHEDA 02	X	9,105
126	SHELL CONTRIBUTORY PENSION FUND	SCHEDA 03	X	1,346
127	SHELL TRUST (BERMUDA) LIMITED AS TRUSTEE	SCHEDA 02	X	35,028
128	SHELL TRUST (BERMUDA) LTD AS TRUSTEE OF THE	SCHEDA 02	X	3,973
	SHELL OVERSEAS C.P. FUND			
129	SICAV LCL ACTIONS MONDE HORS EUROPE	SCHEDA 02	X	14,110
130	SONOMA COUNTY EMPLOYEES RETIREMENT	SCHEDA 02	X	13,388
	ASSOCIATION			
131	SOUTH CALIF UTD FOOD & COMM WK UN & FOOD EMPL	SCHEDA 02	X	10,153
	JOINT PENS TR F			
132	SPDR S&P INTERNATIONAL SMALL CAP ETF	SCHEDA 02	X	17,248
133	SS BK AND TRUST COMPANY INV FUNDS FOR	SCHEDA 03	X	7,076
	TAXEXEMPT RETIREMENT PL			
134	SSGA RUSSELL FD GL EX-US INDEX NONLENDING QP	SCHEDA 03	X	44,342
	COMMON TRUST FUND			
135	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS	SCHEDA 03	X	1,918
136	STATE OF MINNESOTA	SCHEDA 03	X	694
137	STG PFDS V.D. GRAFISCHE	SCHEDA 02	X	228
138	STICHTING BEDIJFSTAKPENSIONEN FONDS	SCHEDA 03	X	8,043
139	STICHTING SHELL PENSIOENFONDS	SCHEDA 02	X	69,800
140	THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS	SCHEDA 02	X	83,836
	MT			
141	THE CLEVELAND CLINIC FOUNDATION	SCHEDA 02	X	21,018
142	THE STATE OF CONNECTICUT ACTINGTHROUGH ITS	SCHEDA 02	X	918
	TREASURER			
143	TR EUROPEAN GROWTH TRUST PLC	SCHEDA 02	X	10,750
144	TREASURER OF THE STATE OF	SCHEDA 02	X	228,082
	NORTH CAROLINA EQUITY INVESTMENT FUND POOLED			
145	UAW RETIREE MEDICAL BENEFITS TRUST	SCHEDA 02	X	255
146	UBS ETF	SCHEDA 02	X	7,285
147	UNITED TECHNOLOGIES CORP. MASTER	SCHEDA 06	X	1,614
	RETIREMENT TR			
148	UPS GROUP TRUST	SCHEDA 02	X	91,816
149	URS CORPORATION 401K RETIREMENT PLAN 600	SCHEDA 02	X	8,368
150	UTAH STATE RETIREMENT SYSTEMS	SCHEDA 02	X	10,606
151		SCHEDA 06	X	5,877

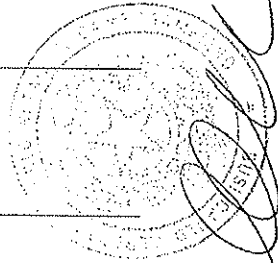
INCARICO REVISIONE LEGALE

152													
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164													
165													
2	502	LUSCIA LUIGI FRANCESCO											
3	5.692.658	PEZZUTO CARMEN											
1		ONLY 3T SRL											
4	26.073.783	ZANELLATO ELENA											
1		MULTIBRANDS ITALY B.V.											
											FAVOREVOLE	CONTRARIO	ASTENUTO
											44.958.588	0	117.559
											0	0	0
Tot. Non Volanti											997.33886%	0,000000%	0,268114%
% su Tot. Azioni											70,920135%	0,000000%	0,188729%
% su Cap. Soc.													

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NOMINA COLLEGIO SINDACALE VOTO DI LISTA

N.ro	Totale	Titolare	Delegante	Gr.	Voti	Listat1	Listat2	Contrario a tutte	Astenuto a tutte
1	12.403.184	GARBUIO ROBERTA			0				
7			1199 HEALTHCARE EMPLOYEES PENSION TR ACADIAN GLOBAL LEVERAGED MKT NEUTRAL MASTER FUND PORTF. MARGIN ACC.	SCHEDA 08	104.062		X		
2			ACADIAN INTERNATIONAL ALL-CAP FUND	SCHEDA 01	15.557			X	
3			ACADIAN INTERNATIONAL SMALL CAP FUND	SCHEDA 02	19.588		X		X
4			ADVANCED SERIES TRUST AST GOLDMAN SACHS MULTI ASSET PORTFOLIO	SCHEDA 02	208.945		X		
5			ALASKA PERMANENT FUND CORPORATION	SCHEDA 02	2.483		X		
6			ALTRIA CORPORATE SERVICES MASTER RETIREM	SCHEDA 03	5.480		X		
7			AMERICAN HONDA MOTOR CO RETIREMENT	SCHEDA 02	27.554		X		
8			ARIZONA STATE RETIREMENT SYSTEM	SCHEDA 02	17.010		X		
9			ARROWSTREET GLOBAL EQUITY GBP	SCHEDA 02	43.393		X		
10			ARROWSTREET MULTI STRATEGY UMBRELLA PLC	SCHEDA 02	17.411		X		
11			ARROWSTREET US GROUP TRUST	SCHEDA 02	5.728		X		
12			ASPIRIANT RISK MANAGED GLOBAL EQUITY FUND	SCHEDA 02	57.502		X		
13			AXA WORLD FUNDS	SCHEDA 02	4.632		X		
14			BGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B	SCHEDA 02	180.000		X		
15			BGI MSCI EMU IMI INDEX FUND B	SCHEDA 02	5.615		X		
16			BLACKROCK INDEXED ALL-COUNTRY EQUITY FUN	SCHEDA 02	2.469		X		
17			BLACKROCK INXT TRUST CO NA INV FUNDSFOR	SCHEDA 02	325		X		
18			EMPLOYEE BENEFIT TR	SCHEDA 02	138.723		X		
19			BNY MELLON EMPLOYEE BENEFIT COLLECTIVE	SCHEDA 02	425		X		
20			INVESTMENT FUND PLAN	SCHEDA 08	13.497		X		
21			BOILERMAKER BLACKSMITH NATIONAL PENSION	SCHEDA 02	3.210		X		
22			C&J CLARK PENSION FUND	SCHEDA 02					
23			CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	SCHEDA 05	112.325	X			
24			CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	SCHEDA 05	21.765	X			
25			CAMGESTION ACT. CROISS.	SCHEDA 02	186.555		X		
26			CAMGESTION EURO MID CAP	SCHEDA 02	365.000		X		
27			CANADA POST CORPORATION PENSION PLAN	SCHEDA 02	16.646		X		
28			CELANESE AMERICAS RETIREMENT PENSION PLAN	SCHEDA 02	15.567		X		
29			CF DY ACWI EX-U.S. IMI FUND	SCHEDA 02	520		X		
30			CHURCH OF ENGLAND INV FD FOR PENSION	SCHEDA 02	56.400		X		
31			CITY OF LOS ANGELES FIRE AND POLICE PLAN	SCHEDA 03	4.152		X		
32			CITY OF NEW YORK GROUP TRUST	SCHEDA 03	10.256		X		
33			CITY OF NEW YORK GROUP TRUST	SCHEDA 07	64.012		X		
34			COLLEGE RETIREMENT EQUITIES FUND	SCHEDA 03	40.054		X		
35			COLORADO PUBLIC EMPLOYEES RETIREMENT	SCHEDA 06	6.928		X		
36			COMMONWEALTH OF PENNSYLVANIA PUBLIC	SCHEDA 06	47.672		X		
37			SCHOOL EMPLOYEES RETIREMENT SYSTEM	SCHEDA 02	2.177		X		
38			CONNOR & CLARK & LUNN WHOLSALE FIN GROUP	SCHEDA 06	810		X		
39			DEPARTMENT OF STATE LANDS	SCHEDA 02	4.771		X		
40			DIGNITY HEALTH RETIREMENT PLAN TRUST	SCHEDA 02	4.418		X		
41			DOMINION RESOURCES INC. MASTER TRUST	SCHEDA 02	29.741		X		
42			DUPONT DEFINED CONTRIBUTION PLAN TRUST	SCHEDA 02	2.413		X		
43			EAFE EQUITY FUND	SCHEDA 02	13.397		X		
44			EMPLOYEES RET FUND - CITY OF DALLAS	SCHEDA 02	17.142		X		
			ETOILE GESTION	SCHEDA 05	9.235	X			
			EUROPEAN WEALTH INVESTMENT FUND PLC	SCHEDA 05					



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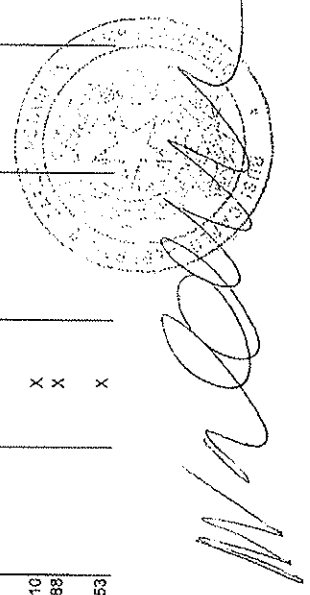
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NOMINA COLLEGIO SINDACALE VOTO DI LISTA

45	EXELON CORPORATION PENSION MASTER RETIRE	SCHEDA 02	32.284				X		
46	EXELON CORPORATION EMPLOYEE'S BENEFIT	SCHEDA 02	13.234				X		
47	FCP ASSURANCE DIVERSIFIEE	SCHEDA 05	17.100		X				
48	FCP BEL VAL	SCHEDA 09	50.000				X		
49	FCP BNP PARIBAS SMALL CAP EUROLAND	SCHEDA 02	203.680				X		
50	FCP CIC EURO OPPORTUNITES	SCHEDA 09	1.159.603				X		
51	FCP CONTI GESTION	SCHEDA 05	44.000		X				
52	FCP ECHIQUIER AGENOR	SCHEDA 05	1.249.579		X				
53	FCP ECUREUIL RETRAITE 2	SCHEDA 05	82.216		X				
54	FCP EDMOND DE ROTHSCHILD EUROPEMIDCAPS	SCHEDA 02	270.000			X			
55	FCP GROUPAMA AVENIR EURO	SCHEDA 05	600.310		X				
56	FCP GROUPAMA PHARMA DIVERSIFIE	SCHEDA 05	90.703		X				
57	FCP ITHAQUE	SCHEDA 05	63.000		X				
58	FCP PATRIMOINE	SCHEDA 04	80.000			X			
59	FCP ULYSSE	SCHEDA 05	529.938				X		
60	FCP UNION EUROPE GROWTH	SCHEDA 09	248.000				X		
61	FLEXSHARES MORNINGSTAR DEVELOPED MARKETS EX-								
62	US FACTOR TILT INDEX FUND	SCHEDA 03	2.113			X			
63	FLORIDA RETIREMENT SYSTEM	SCHEDA 02	169.470			X			
64	FORD MOTOR COMPANY DEFINED BENEFIT	SCHEDA 03	2.678			X			
65	FORD MOTOR COMPANY OF CANADA	SCHEDA 03	154			X			
66	FORWARD INTERNATIONAL SMALL COMPANIES FUND	SCHEDA 02	105.284			X			
67	GLOBAL ALPHA EAFE SMALL CAP EQUITY FUND	SCHEDA 02	4.260			X			
68	GMO INTERNATIONAL SMALL COMPANIES FUND	SCHEDA 02	27.610			X			
69	GOVERNMENT OF NORWAY	SCHEDA 10	1.349.911						X
70	H.E.S.T. AUSTRALIA LIMITED	SCHEDA 02	165.800			X			
71	HENDERSON GARTMORE FUND	SCHEDA 02	100.576			X			
72	HENDERSON HORIZON FUND SICAV	SCHEDA 02	860.000			X			
73	HENDERSON UK EUROPE FUNDS BNP PARIBAS	SCHEDA 02				X			
74	SECURITIES SERVICES	SCHEDA 02	65.798			X			
75	IA CLARINGTON GLOBAL EQUITY FUND	SCHEDA 05	100.497		X				
76	INDIANA PUBLIC EMPLOYEES RETIREMENT FUND	SCHEDA 02	1.190			X			
77	ING INTERNATIONAL SMALLCAP FUND	SCHEDA 02	9.496			X			
78	INTERNATIONAL ALPHA TILTS FUND B	SCHEDA 02	512			X			
79	INTERNATIONAL PAPER CO COMMINGLED INVESTMENT					X			
80	GROUP TRUST	SCHEDA 02	73.538			X			
81	INTERNATIONAL TILTS MASTER PORTFOLIO OF MASTER					X			
82	INVESTMENT PTF	SCHEDA 02	537			X			
83	ISHARES CORE MSCI EAFE ETF	SCHEDA 02	5.175			X			
84	ISHARES DEVELOPED SMALL-CAP EX NORTH AMERICA					X			
85	ETF					X			
86	ISHARES VII PLC	SCHEDA 02	1.275			X			
87	KRAFT FOODS MASTER RETIREMENT TRUST	SCHEDA 02	45.422			X			
88	LIBERTY MUTUAL RETIREMENT PLAN MASTER TRUST	SCHEDA 02	47.209			X			
89	LOMBARD ODIER FUNDS	SCHEDA 02	8.560			X			
90	LOS ANGELES CITY EMPLOYEES RETIREM.	SCHEDA 02	350.800			X			
91	LOS ANGELES COUNTY EMPLOYEES RETIREMENT	SCHEDA 02	26.565			X			
92	ASSOCIATION					X			
93	MAJOR LEAGUE BASEBALL PLAYERS PENSION PLAN	SCHEDA 02	1.950			X			
94	MARYLAND STATE RETIREMENT & PENSION SYSTEM	SCHEDA 02	2.296			X			
95	MGI FUNDS PLC	SCHEDA 02	3.798			X			
96			2.324			X			

NOMINA COLLEGIO SINDACALE VOTO DI LISTA

90	MSCIEAFE SMALL CAP PROV INDEX SEC COMMON TR F	SCHEDA 03	6.017						
91	MIT AGREEMENT BETWEEN PFIZER&NT COMPANY	SCHEDA 02	29.950						
92	MUNICIPAL EMPLOYEES ANNUITY AND BENEFIT FUND OF CHICAGO	SCHEDA 03	4.589						
93	MUNICIPAL EMPLOYEES' RETIREMENT SYSTEM OF MICHIGAN	SCHEDA 02	76.802						
94	NATIONAL COUNCIL FOR SOCIAL SEC FUND	SCHEDA 03	2.926						
95	NATIONAL RAILROAD INVESTMENT TRUST	SCHEDA 02	81.925						
96	NEW YORK STATE COMMON RETIREMENT FUND	SCHEDA 02	20.059						
97	NEW ZEALAND SUPERANNUATION FUND	SCHEDA 03	5.087						
98	NONUS EQUITY MANAGERS PORTFOLIO 3OFFSHORE MASTER L.P.	SCHEDA 02	1.303						
99	NORGES BANK (CENTRAL BANK OF NORWAY)	SCHEDA 10	27.983						
100	NT GLOBAL INVESTMENT COLL FUNDS	SCHEDA 03	33.757						
101	NTGLOM COMMON DAILY ALL COUNTRY WORLD E	SCHEDA 03	838						
102	ONEPATH GLOBAL SHARES - SMALL CAP UNHEDGED) INDEXPOOL	SCHEDA 06	54						
103	ONTARIO POWER GENERATION INC. PENSION PLAN	SCHEDA 02	25.514						
104	ONTARIO PUBLIC SERVICE EMPLOYEES UNION PENSION631252	SCHEDA 02	153.400						
105	OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM	SCHEDA 06	10.245						
106	PECO ENERGY RETIRE MUEICAL TRUST	SCHEDA 02	11.528						
107	PEERLESS INSURANCE COMPANY	SCHEDA 02	7.322						
108	PICTET-SMALL CAP EUROPE	SCHEDA 02	366.717						
109	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF MISSISSIPI	SCHEDA 02	34.546						
110	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OH	SCHEDA 06	4.863						
111	R.R.DONNELLEY E SONS RET BENEF PLAN	SCHEDA 02	14.973						
112	RADIN GLOB OPPORT MASTER FUND	SCHEDA 05	11.077						
113	RADIN GLOBAL INSTITUTIONAL TRUST	SCHEDA 05	5.300		X				
114	REGIME DE RENTES DU MOUVEMENT DESJARDINS	SCHEDA 02	42.985		X				
115	RETIREMENT PLAN FOR THE CITY OF TAMPA GE	SCHEDA 02	14.185						
116	REUNICA EQUIL ACTIONS INT	SCHEDA 05	41.801			X			
117	REXAM PENSION PLAN	SCHEDA 02	14.856						
118	ROGERSCASEY TARGET SOLUTIONS LLC.	SCHEDA 02	1.949						
119	SA STREET TRACKS SM ETFS	SCHEDA 03	1.153						
120	SAINT LOUIS UNIVERSITY	SCHEDA 02	7.623						
121	SCHWAB FUNDAM INTER SMALL- COMP INDEX FD	SCHEDA 06	3.856						
122	SCHWAB FUNDAMENTAL INTERNATIONAL SMALL COMPANY ETF	SCHEDA 06	460						
123	SCHWAB INTERNATIONAL SMALL-CAP EQUITY ETF	SCHEDA 06	3.155						
124	SEI INST INVEST TRUST WORLD EQ EX-US FUN	SCHEDA 02	20.195						
125	SEI INSTITUTIONAL INTERN TRUST INTERNATI	SCHEDA 02	9.105						
126	SEMPRA ENERGY PENSION MASTER TRUST	SCHEDA 03	1.346						
127	SHELL CONTRIBUTORY PENSION FUND	SCHEDA 02	35.028						
128	SHELL TRUST (BERMUDA) LIMITED AS TRUSTEE	SCHEDA 02	3.973						
129	SHELL TRUST (BERMUDA) LTD AS TRUSTEE OF THE	SCHEDA 02	14.110						
130	SICAV LCL ACTIONS MONDE HORS EUROPE	SCHEDA 02	13.388						
131	SONOMA COUNTY EMPLOYEES RETIREMENT ASSOCIATION	SCHEDA 02	10.153						



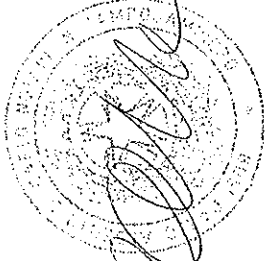
NOMINA COLLEGIO SINDACALE VOTO DI LISTA

Codice	Descrizione	SCHEDA	Monte	LISTA 1	LISTA 2	CONTRARIO	ASTENUTO
132	SOUTH CALIF LTD FOOD & COMM WK UN & FOOD EMPL	SCHEDA 02	17.248				
133	JOINT PENS TR F	SCHEDA 03	7.076		X		
134	SPDR S&P INTERNATIONAL SMALL CAP ETF	SCHEDA 03	44.342		X		
135	SS BK AND TRUST COMPANY INV FUNDS FOR	SCHEDA 03	1.918		X		
136	TAXEXEMPT RETIREMENT PL	SCHEDA 03	694		X		
137	SSGA RUSSELL FD GL EX-US INDEX NONLENDING QP	SCHEDA 03	228		X		
138	COMMON TRUST FUND	SCHEDA 03	8.043		X		
139	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS	SCHEDA 03	69.800		X		
140	STATE OF MINNESOTA	SCHEDA 02	83.836		X		
141	STG PFDS V.D. GRAFISCHE	SCHEDA 02	21.018		X		
142	STICHTING BEDRIJFSTAKPENSIOEN FOND	SCHEDA 02	918		X		
143	STICHTING SHELL PENSIOENFOND	SCHEDA 02	10.750		X		
144	THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS	SCHEDA 02	228.082		X		
145	MIT	SCHEDA 02	255				
146	THE CLEVELAND CLINIC FOUNDATION	SCHEDA 02	7.285				
147	THE STATE OF CONNECTICUT ACTINGTHROUGH ITS	SCHEDA 02	1.614				
148	TREASURER	SCHEDA 06	91.816				
149	TR EUROPEAN GROWTH TRUST PLC	SCHEDA 02	8.368				
150	TREASURER OF THE STATE OF	SCHEDA 02	10.606				
151	NORTH CAROLINA EQUITY INVESTMENT FUND POOLED	SCHEDA 02	5.877				
152	UAW RETIREE MEDICAL BENEFITS TRUST	SCHEDA 02	41.320				
153	UBS ETF	SCHEDA 06	30.305				
154	UNITED TECHNOLOGIES CORP. MASTER	SCHEDA 06	2.202				
155	RETIREMENT TR	SCHEDA 02	4.620				
156	UPS GROUP TRUST	SCHEDA 02	165.367				
157	URS CORPORATION 401K RETIREMENT PLAN 600	SCHEDA 02	8.368				
158	UTAH STATE RETIREMENT SYSTEMS	SCHEDA 02	27.582				
159	VALERO ENERGY CORPORATION PENSION PLAN	SCHEDA 06	23.745				
160	VANGUARD FTSE ALL WORO SMALL CAP IND F.	SCHEDA 06	1				
161	VANGUARD INTERNATIONAL SMALL COMPANIES I	SCHEDA 05	112.608				
162	VANGUARD INVESTMENT SERIES, PLC	SCHEDA 06	842				
163	VANGUARD TOTAL INTERNATIONAL STOCK INDEX	SCHEDA 06	330				
164	VANGUARD TOTAL WORLD STOCK INDEX FUND	SCHEDA 06	814				
165	VIRGINIA RETIREMENT SYSTEM	SCHEDA 02	17.612				
2	WASHINGTON STATE INVESTMENT BOARD	SCHEDA 03	502		X		
3	WELLPOINT MASTER TRUST	SCHEDA 02	0				
4	WEST VIRGINIA INVESTMENT MANAGEMENT BOARD	SCHEDA 02	5.692.658		X		
1	WHEELS COMMON INVESTMENT FUND	SCHEDA 02	0				
1	WHEELS COMMON INVESTMENT FUND	SCHEDA 03	26.073.783	X			
4	WYOMING RETIREMENT SYSTEM	SCHEDA 02	44.176.127				
1	YOUNG MENS CHRISTIAN ASSOCIATION RETIREM	SCHEDA 02	12.181.942				
3	LUSCIA LUIGI FRANCESCO		0				
1	PEZZUTO CARMEN		0				
4	ZANELLATO ELENA		0				
1	ONLY 3T SRL		0				
1	MULTIBRANDS ITALY B.V.		0				
		Tot. Non Votanti	44.176.127	29.052.629	12.181.942	1.563.160	1.378.396
		% su Tot. Azioni	100,000000%	65,765451%	27,575849%	3,538472%	3,120228%

NOMINA COLLEGIO SINDACALE VOTO DI LISTA

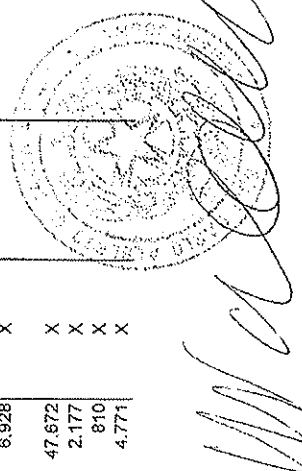
% su Cap. Soc.	70,920135%	45,640946%	19,556829%	2,509489%	2,212870%
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St. W. M.



Allegato "14" all'atto rep. n° 23791 racc. n° 12961

N.ro	Totale	Titolare	Delegante	Gt.	Voti	Favorevole	Contrario	Astenuto
1	12.409.184	GARBUIO ROBERTA			0			
1			1199 HEALTHCARE EMPLOYEES PENSION TR	SCHEDA 08	104.062	X		
2			ACADIAN GLOBAL LEVERAGED MKT NEUTRAL MASTER	SCHEDA 01	15.557		X	
3			FUND PORTF. MARGIN ACC.	SCHEDA 02	19.588			
4			ACADIAN INTERNATIONAL ALL-CAP FUND	SCHEDA 02	208.945			
5			ACADIAN INTERNATIONAL SMALL CAP FUND					
6			ADVANCED SERIES TRUST AST GOLDMAN SACHS MULTI					
7			ASSET PORTFOLIO	SCHEDA 02	2.483	X		
8			ALASKA PERMANENT FUND CORPORATION	SCHEDA 03	5.460	X		
9			ALTRIA CORPORATE SERVICES MASTER RETIREM	SCHEDA 02	27.554	X		
10			AMERICAN HONDA MOTOR CO RETIREMENT	SCHEDA 02	17.010	X		
11			ARIZONA STATE RETIREMENT SYSTEM	SCHEDA 02	43.393	X		
12			ARROWSTREET GLOBAL EQUITY GBP	SCHEDA 02	17.411	X		
13			ARROWSTREET MULTI STRATEGY UMBRELLA PLC	SCHEDA 02	5.728	X		
14			ARROWSTREET US GROUP TRUST	SCHEDA 02	57.502	X		
15			ASPIRIANT RISK MANAGED GLOBAL EQUITY FUND	SCHEDA 02	4.632	X		
16			AXA WORLD FUNDS	SCHEDA 02	180.000	X		
17			BGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B	SCHEDA 02	5.615	X		
18			BGI MSCI EMU IMI INDEX FUND B	SCHEDA 02	2.469	X		
19			BLACKROCK INDEXED ALL-COUNTRY EQUITY FUN	SCHEDA 02	325	X		
20			BLACKROCK INST TRUST CO NA INV FUNDSFOR					
21			EMPLOYEE BENEFIT TR	SCHEDA 02	138.723	X		
22			BNY MELLON EMPLOYEE BENEFIT COLLECTIVE					
23			INVESTMENT FUND PLAN	SCHEDA 02	425	X		
24			BOILERMAKER BLACKSMITH NATIONAL PENSION	SCHEDA 08	13.497	X		
25			C&J CLARK PENSION FUND	SCHEDA 02	3.210	X		
26								
27			CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	SCHEDA 05	112.325	X		
28								
29			CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	SCHEDA 05	21.765	X		
30			CAMGESTION ACT. CROISS.	SCHEDA 02	186.555	X		
31			CAMGESTION EURO MID CAP	SCHEDA 02	365.000	X		
32			CANADA POST CORPORATION PENSION PLAN	SCHEDA 02	16.646	X		
33			CELANESE AMERICAS RETIREMENT PENSION PLAN	SCHEDA 02	15.567	X		
34			CF DV ACWI EX-U.S. IMI FUND	SCHEDA 02	520	X		
35			CHURCH OF ENGLAND INV FD FOR PENSION	SCHEDA 02	56.400	X		
36			CITY OF LOS ANGELES FIRE AND POLICE PLAN	SCHEDA 03	4.152	X		
37			CITY OF NEW YORK GROUP TRUST	SCHEDA 03	10.258	X		
38			CITY OF NEW YORK GROUP TRUST	SCHEDA 07	64.012	X		
39			COLLEGE RETIREMENT EQUITIES FUND	SCHEDA 03	40.054	X		
40			COLORADO PUBLIC EMPLOYEES RETIREMENT	SCHEDA 06	6.928	X		
41			COMMONWEALTH OF PENNSYLVANIA PUBLIC					
42			SCHOOL EMPLOYEES RETIREMENT SYSTEM	SCHEDA 06	47.672	X		
43			CONNOR & CLARK & LUNN WHOLESAL FIN GROUP	SCHEDA 02	2.177	X		
44			DEPARTMENT OF STATE LANDS	SCHEDA 06	810	X		
45			DIGNITY HEALTH RETIREMENT PLAN TRUST	SCHEDA 02	4.771	X		



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COMPENSO COLLEGIO SINDACALE

39	DOMINION RESOURCES INC. MASTER TRUST	SCHEDA 02	4.418				X
40	DUPONT DEFINED CONTRIBUTION PLAN TRUST	SCHEDA 02	29.741				X
41	EAFE EQUITY FUND	SCHEDA 02	2.413				X
42	EMPLOYEES RET FUND - CITY OF DALLAS	SCHEDA 02	13.397				X
43	ETOILE GESTION	SCHEDA 02	17.142				X
44	EUROPEAN WEALTH INVESTMENT FUND PLC	SCHEDA 05	9.235				X
45	EXELON CORPORATION PENSION MASTER RETIRE	SCHEDA 02	32.284				X
46	EXELON CORPORATION EMPLOYEE'S BENEFIT	SCHEDA 02	13.234				X
47	FCP ASSURANCE DIVERSIFIEE	SCHEDA 05	17.100				X
48	FCP BEL VAL	SCHEDA 09	50.000				X
49	FCP BNP PARIBAS SMALL CAP EUROLAND	SCHEDA 02	203.660				X
50	FCP CIC EURO OPPORTUNITES	SCHEDA 09	1.169.603				X
51	FCP CONTI GESTION	SCHEDA 05	44.000				X
52	FCP ECHIQUIER AGENOR	SCHEDA 05	1.249.579				X
53	FCP ECUREUIL RETRAITE 2	SCHEDA 05	82.216				X
54	FCP EDMOND DE ROTHSCHILD EUROPE MIDCAPS	SCHEDA 02	270.000				X
55	FCP GROUPAMA AVENIR EURO	SCHEDA 05	600.310				X
56	FCP GROUPAMA PHARMA DIVERSIFIE	SCHEDA 05	90.703				X
57	FCP ITHAQUE	SCHEDA 05	63.000				X
58	FCP PATRIMOINE	SCHEDA 04	80.000				X
59	FCP ULYSSE	SCHEDA 05	529.938				X
60	FCP UNION EUROPE GROWTH	SCHEDA 09	248.000				X
61	FLEXSHARES MORNINGSTAR DEVELOPED MARKETS EX-	SCHEDA 03	2.113				X
62	US FACTOR TILT INDEX FUND	SCHEDA 02	169.470				X
63	FLORIDA RETIREMENT SYSTEM	SCHEDA 03	2.678				X
64	FORD MOTOR COMPANY DEFINED BENEFIT	SCHEDA 03	154				X
65	FORD MOTOR COMPANY OF CANADA	SCHEDA 03					X
66	FORWARD INTERNATIONAL SMALL COMPANIES FUND	SCHEDA 02	105.284				X
67	GLOBAL ALPHA EAFE SMALL CAP EQUITY FUND	SCHEDA 02	4.263				X
68	GMO INTERNATIONAL SMALL COMPANIES FUND	SCHEDA 02	27.610				X
69	GOVERNMENT OF NORWAY	SCHEDA 10	1.349.911				X
70	H.E.S.T. AUSTRALIA LIMITED	SCHEDA 02	165.800				X
71	HENDERSON GARTMORE FUND	SCHEDA 02	100.576				X
72	HENDERSON HORIZON FUND SICAV	SCHEDA 02	860.000				X
73	HENDERSON UK EUROPE FUNDS BNP PARIBAS	SCHEDA 02					X
74	SECURITIES SERVICES	SCHEDA 02	65.736				X
75	IA CLARINGTON GLOBAL EQUITY FUND	SCHEDA 05	100.497				X
76	INDIANA PUBLIC EMPLOYEES RETIREMENT FUND	SCHEDA 02	1.190				X
77	ING INTERNATIONAL SMALLCAP FUND	SCHEDA 02	9.496				X
78	INTERNATIONAL ALPHA TILTS FUND B	SCHEDA 02	512				X
79	INTERNATIONAL PAPER CO COMMINGLED INVESTMENT	SCHEDA 02					X
80	GROUP TRUST	SCHEDA 02	73.538				X
81	INTERNATIONAL TILTS MASTER PORTFOLIO OF MASTER	SCHEDA 02					X
82	INVESTMENT PTF	SCHEDA 02	537				X
83	ISHARES CORE MSCI EAFE ETF	SCHEDA 02	5.175				X

X

COMPENSO COLLEGIO SINDACALE

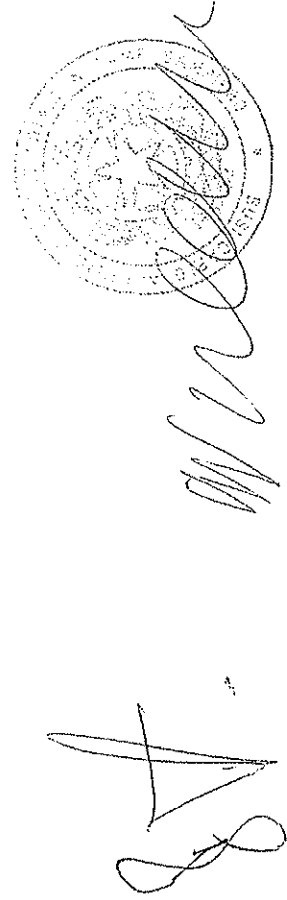
80	ISHARES DEVELOPED SMALL-CAP EX NORTH AMERICA	SCHEDA 02			
81	ETF	SCHEDA 02	1.275	X	
82	ISHARES VII PLC	SCHEDA 02	45.422	X	
83	KRAFT FOODS MASTER RETIREMENT TRUST	SCHEDA 02	47.209	X	
84	LIBERTY MUTUAL RETIREMENT PLAN MASTER TRUST	SCHEDA 02	8.360	X	
85	LOMBARD ODIER FUNDS	SCHEDA 02	350.000	X	
86	LOS ANGELES CITY EMPLOYEES RETIREM.	SCHEDA 02	26.565	X	
87	LOS ANGELES COUNTY EMPLOYEES RETIREMENT ASSOCIATION	SCHEDA 02	1.950	X	
88	MAJOR LEAGUE BASEBALL PLAYERS PENSION PLAN	SCHEDA 02	2.296	X	
89	MARYLAND STATE RETIREMENT & PENSION SYSTEM MGI FUNDS PLC	SCHEDA 02	3.798	X	
90		SCHEDA 02	2.324	X	
91	MSCI EAFE SMALL CAP PROV INDEX SEC COMMON TR F	SCHEDA 03	6.017	X	
92	MT AGREEMENT BETWEEN PFIZER&NT COMPANY	SCHEDA 02	29.950	X	
93	MUNICIPAL EMPLOYEES ANNUITY AND BENEFIT FUND OF CHICAGO	SCHEDA 03	4.589	X	
94	MUNICIPAL EMPLOYEES' RETIREMENT SYSTEM OF MICHIGAN	SCHEDA 02	76.802	X	
95	NATIONAL COUNCIL FOR SOCIAL SEC FUND	SCHEDA 03	2.926	X	
96	NATIONAL RAILROAD INVESTMENT TRUST	SCHEDA 02	81.925	X	
97	NEW YORK STATE COMMON RETIREMENT FUND	SCHEDA 02	20.059	X	
98	NEW ZEALAND SUPERANNUATION FUND	SCHEDA 03	5.087	X	
99	NONUS EQUITY MANAGERS PORTFOLIO 30FFSHORE MASTER LP.	SCHEDA 02	1.303	X	
100	NORGES BANK (CENTRAL BANK OF NORWAY)	SCHEDA 10	27.983	X	X
101	NT GLOBAL INVESTMENT COLL FUNDS	SCHEDA 03	33.757	X	
102	NTGI-QM COMMON DAILY ALL COUNTRY WORLD E	SCHEDA 03	838	X	
103	ONEPATH GLOBAL SHARES - SMALL CAP UNHEDGED) INDEXPOOL	SCHEDA 06	54	X	
104	ONTARIO POWER GENERATION INC. PENSION PLAN	SCHEDA 02	25.514	X	
105	ONTARIO PUBLIC SERVICE EMPLOYEES UNION PENSION631252	SCHEDA 02	153.400	X	
106	OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM	SCHEDA 06	10.245	X	
107	PECO ENERGY RETIREE MUEICAL TRUST	SCHEDA 02	11.528	X	
108	PEERLESS INSURANCE COMPANY	SCHEDA 02	7.322	X	
109	PICET-SMALL CAP EUROPE	SCHEDA 02	366.717	X	
110	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF MISSISSIPPI	SCHEDA 02	34.546	X	
111	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OH	SCHEDA 06	4.863	X	
112	R.R.DONNELLEY E SONS RET BENEF PLAN	SCHEDA 02	14.973	X	
113	RADIN GLOB OPPORT MASTER FUND	SCHEDA 05	11.077	X	
114	RADIN GLOBAL INSTITUTIONAL TRUST	SCHEDA 05	5.300	X	
115	REGIME DE RENTES DU MOUVEMENT DESJARDINS	SCHEDA 02	42.995	X	
116	RETIREMENT PLAN FOR THE CITY OF TAMPA GE	SCHEDA 02	14.185	X	
	REUNICA EQUIL ACTIONS INT	SCHEDA 05	41.801	X	

COMPENSO COLLEGIO SINDACALE

117	REXAM PENSION PLAN	SCHEDA 02	14.656	X
118	ROGERSCASEY TARGET SOLUTIONS LLC.	SCHEDA 02	1.949	X
119	SA STREET TRACKS SM ETFS	SCHEDA 03	1.153	X
120	SAINT LOUIS UNIVERSITY	SCHEDA 02	7.623	X
121	SCHWAB FUNDAM INTER SMALL- COMP INDEX FD	SCHEDA 06	3.856	X
122	SCHWAB FUNDAMENTAL INTERNATIONAL SMALL COMPANY ETF	SCHEDA 06	460	X
123	SCHWAB INTERNATIONAL SMALL-CAP EQUITY ETF	SCHEDA 06	3.155	X
124	SEI INST INVEST TRUST WORLD EQ EX-US FUN	SCHEDA 02	20.195	X
125	SEI INSTITUTIONAL INTERN TRUST INTERNATI	SCHEDA 02	9.105	X
126	SEMPRA ENERGY PENSION MASTER TRUST	SCHEDA 03	1.346	X
127	SHELL CONTRIBUTORY PENSION FUND	SCHEDA 02	35.028	X
128	SHELL TRUST (BERMUDA) LIMITED AS TRUSTEE	SCHEDA 02	3.973	X
129	SHELL TRUST (BERMUDA) LTD AS TRUSTEE OF THE	SCHEDA 02	14.110	X
130	SHELL OVERSEAS C.P. FUND	SCHEDA 02	13.388	X
131	SICAV LCL ACTIONS MONDE HORS EUROPE	SCHEDA 02	10.153	X
132	SONOMA COUNTY EMPLOYEES RETIREMENT ASSOCIATION	SCHEDA 02	17.248	X
133	SOUTH CALIF UTD FOOD & COMM WK UN & FOOD EMPL JOINT PENS TR F	SCHEDA 03	7.076	X
134	SPDR S&P INTERNATIONAL SMALL CAP ETF	SCHEDA 03	44.342	X
135	SS BK AND TRUST COMPANY INV FUNDS FOR TAXEXEMPT RETIREMENT PL	SCHEDA 03	1.918	X
136	SSGA RUSSELL FD GL EX-US INDEX NONLENDING QP COMMON TRUST FUND	SCHEDA 03	694	X
137	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS	SCHEDA 02	226	X
138	STATE OF MINNESOTA	SCHEDA 03	8.043	X
139	STG PFDS V.D. GRAFISCHE	SCHEDA 02	89.800	X
140	STICHTING BEDIJUF-STAKPENSIONEN FONDS	SCHEDA 02	83.836	X
141	STICHTING SHELL PENSIOENFONDS	SCHEDA 02	21.018	X
142	THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS	SCHEDA 02	918	X
143	THE CLEVELAND CLINIC FOUNDATION	SCHEDA 02	10.750	X
144	THE STATE OF CONNECTICUT ACTINGTHROUGH ITS TREASURER	SCHEDA 02	228.052	X
145	TR EUROPEAN GROWTH TRUST PLC	SCHEDA 02	255	X
146	TREASURER OF THE STATE OF	SCHEDA 02	7.285	X
147	NORTHCAROLINAEQUITY INVESTMENT FUND POOLED	SCHEDA 06	1.614	X
148	UAW RETIREE MEDICAL BENEFITS TRUST	SCHEDA 02	91.816	X
149	UBS ETF	SCHEDA 02	8.368	X
150	UNITED TECHNOLOGIES CORP. MASTER RETIREMENT TR	SCHEDA 02	10.606	X
151	UPS GROUP TRUST	SCHEDA 02	5.877	X
	URS CORPORATION 401K RETIREMENT PLAN 600	SCHEDA 02		
	UTAH STATE RETIREMENT SYSTEMS	SCHEDA 06		

COMPENSO COLLEGIO SINDACALE

			FAVOREVOLE	CONTRARIO	ASTENUTO
152		SCHEDA 02	X		
153	VALERO ENERGY CORPORATION PENSION PLAN	SCHEDA 06	X		
154	VANGUARD FTSE ALL WORD SMALL CAP IND F.	SCHEDA 06	X		
155	VANGUARD INTERNATIONAL SMALL COMPANIES I	SCHEDA 06	X		
156	VANGUARD INVESTMENT SERIES, PLC	SCHEDA 06	X		
157	VANGUARD TOTAL INTERNATIONAL STOCK INDEX	SCHEDA 06	X		
158	VANGUARD TOTAL WORLD STOCK INDEX FUND	SCHEDA 06	X		
159	VIRGINIA RETIREMENT SYSTEM .	SCHEDA 03	X		
160	WASHINGTON STATE INVESTMENT BOARD	SCHEDA 02	X		
161	WEST VIRGINIA INVESTMENT MANAGEMENT BOARD	SCHEDA 02	X		
162	WHEELS COMMON INVESTMENT FUND	SCHEDA 02	X		
163	WHEELS COMMON INVESTMENT FUND	SCHEDA 03	X		
164	WYOMING RETIREMENT SYSTEM	SCHEDA 02	X		
165	YOUNG MENS CHRISTIAN ASSOCIATION RETIREM	SCHEDA 02	X		
2	502 LUSCIA LUIGI FRANCESCO		0		
3	5.692.658 PEZZUTO CARMEN		0		
1	ONLY 3T SRL		0		
4	26.073.783 ZANELLATO ELENA		0		
1	MULTIBRANDS ITALY B.V.		0		
			41.235.073	1.563.160	1.377.894
		Tot. Non Volanti	0		
		% su Tot. Azionari	93,342436%	3,538472%	3,119092%
		% su Cap. Soc.	66,198581%	2,509489%	2,212064%



The image shows a large, stylized handwritten signature in black ink. To the right of the signature is a circular official stamp with some illegible text inside. Below the signature, there is a large, bold, handwritten '87'.

RIDUZIONE MEMBRI CDA

Allegato "E" all'atto rep. n° 23591 racc. n° 12361

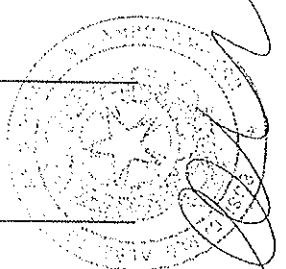
N.ro	Totale	Titolare	Delegante	Gr.	Voți	Favorevole	Contrario	Astenuto
1	12.409.184	GARBUJO ROBERTA			0			
1			1199 HEALTHCARE EMPLOYEES PENSION TR	SCHEDA 08	104.062			X
2			ACADIAN GLOBAL LEVERAGED MKT NEUTRAL MASTER FUND PORTF. MARGIN ACC.	SCHEDA 01	15.557	X		
3			ACADIAN INTERNATIONAL ALL-CAP FUND	SCHEDA 02	19.588	X		
4			ACADIAN INTERNATIONAL SMALL CAP FUND	SCHEDA 02	208.945	X		
5			ADVANCED SERIES TRUST AST GOLDMAN SACHS MULTI ASSET PORTFOLIO	SCHEDA 02	2.483	X		
6			ALASKA PERMANENT FUND CORPORATION	SCHEDA 03	5.460	X		
7			ALTRIA CORPORATE SERVICES MASTER RETIREM	SCHEDA 02	27.554	X		
8			AMERICAN HONDA MOTOR CO RETIREMENT	SCHEDA 02	17.010	X		
9			ARIZONA STATE RETIREMENT SYSTEM	SCHEDA 02	43.393	X		
10			ARROWSTREET GLOBAL EQUITY GBP	SCHEDA 02	17.411	X		
11			ARROWSTREET MULTI STRATEGY UMBRELLA PLC	SCHEDA 02	5.726	X		
12			ARROWSTREET US GROUP TRUST	SCHEDA 02	57.502	X		
13			ASPIRIANT RISK MANAGED GLOBAL EQUITY FUND	SCHEDA 02	4.632	X		
14			AXA WORLD FUNDS	SCHEDA 02	180.000	X		
15			BGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B	SCHEDA 02	5.615	X		
16			BGI MSCI EMU IMI INDEX FUND B	SCHEDA 02	2.469	X		
17			BLACKROCK INDEXED ALL-COUNTRY EQUITY FUN	SCHEDA 02	325	X		
18			BLACKROCK INST TRUST CO NA INV FUNDSFOR	SCHEDA 02	136.723	X		
19			BNY MELLON EMPLOYEE BENEFIT COLLECTIVE	SCHEDA 02	425	X		
20			INVESTMENT FUND PLAN	SCHEDA 02	13.497	X		
21			BOILERMAKER BLACKSMITH NATIONAL PENSION	SCHEDA 08	3.210	X		X
22			C&J CLARK PENSION FUND	SCHEDA 02	112.325	X		
23			CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	SCHEDA 05	21.765	X		
24			CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	SCHEDA 05	186.555	X		
25			CAMGESTION ACT. CROISS.	SCHEDA 02	365.000	X		
26			CAMGESTION EURO MID CAP	SCHEDA 02	16.646	X		
27			CANADA POST CORPORATION PENSION PLAN	SCHEDA 02	15.567	X		
28			CELANESE AMERICAS RETIREMENT PENSION PLAN	SCHEDA 02	520	X		
29			CF DV ACWI EX-U.S. IMI FUND	SCHEDA 02	56.400	X		
30			CHURCH OF ENGLAND INV FD FOR PENSION	SCHEDA 02	4.152	X		
31			CITY OF LOS ANGELES FIRE AND POLICE PLAN	SCHEDA 03	10.258	X		
32			CITY OF NEW YORK GROUP TRUST	SCHEDA 03	64.012	X		
33			CITY OF NEW YORK GROUP TRUST	SCHEDA 07	40.054	X		
34			COLLEGE RETIREMENT EQUITIES FUND	SCHEDA 03	6.928	X		
35			COLORADO PUBLIC EMPLOYEES RETIREMENT	SCHEDA 06	47.672	X		
36			COMMONWEALTH OF PENNSYLVANIA PUBLIC	SCHEDA 06	2.177	X		
37			SCHOOL EMPLOYEES RETIREMENT SYSTEM	SCHEDA 06	810	X		
38			CONNOR & CLARK & LUNN WHOLSALE FIN GROUP DEPARTMENT OF STATE LANDS	SCHEDA 06	4.771	X		
			DIGNITY HEALTH RETIREMENT PLAN TRUST	SCHEDA 02				



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RIDUZIONE MEMBRI CDA

80	ISHARES DEVELOPED SMALL-CAP EX NORTH AMERICA ETF	SCHEDA 02	X	1.275
81	ISHARES VII PLC	SCHEDA 02	X	45.422
82	KRAFT FOODS MASTER RETIREMENT TRUST	SCHEDA 02	X	47.209
83	LIBERTY MUTUAL RETIREMENT PLAN MASTER TRUST	SCHEDA 02	X	8.360
84	LOMBARD ODIER FUNDS	SCHEDA 02	X	350.000
85	LOS ANGELES CITY EMPLOYEES RETIREM.	SCHEDA 02	X	26.565
86	LOS ANGELES COUNTY EMPLOYEES RETIREMENT ASSOCIATION	SCHEDA 02	X	1.950
87	MAJOR LEAGUE BASEBALL PLAYERS PENSION PLAN	SCHEDA 02	X	2.296
88	MARYLAND STATE RETIREMENT & PENSION SYSTEM	SCHEDA 02	X	3.798
89	MGI FUNDS PLC	SCHEDA 02	X	2.324
90	MSCI EAFE SMALL CAP PROV INDEX SEC COMMON TR F	SCHEDA 03	X	6.017
91	MT AGREEMENT BETWEEN PFIZER&NT COMPANY	SCHEDA 02	X	29.950
92	MUNICIPAL EMPLOYEES ANNUITY AND BENEFIT FUND OF CHICAGO	SCHEDA 03	X	4.589
93	MUNICIPAL EMPLOYEES' RETIREMENT SYSTEM OF MICHIGAN	SCHEDA 02	X	76.802
94	NATIONAL COUNCIL FOR SOCIAL SEC FUND	SCHEDA 03	X	2.926
95	NATIONAL RAILROAD INVESTMENT TRUST	SCHEDA 02	X	81.925
96	NEW YORK STATE COMMON RETIREMENT FUND	SCHEDA 02	X	20.059
97	NEW ZEALAND SUPERANNUATION FUND	SCHEDA 03	X	5.087
98	NONUS EQUITY MANAGERS' PORTFOLIO 30FFSHORE MASTER LP.	SCHEDA 02	X	1.303
99	NORGES BANK (CENTRAL BANK OF NORWAY)	SCHEDA 10	X	27.983
100	NT GLOBAL INVESTMENT COLL FUNDS	SCHEDA 03	X	33.757
101	NTGI-QM COMMON DAILY ALL COUNTRY WORLD E ONEPATH GLOBAL SHARES - SMALL CAP UNHEDGED)	SCHEDA 03	X	838
102	INDEXPOOL	SCHEDA 06	X	.54
103	ONTARIO POWER GENERATION INC. PENSION PLAN	SCHEDA 02	X	25.514
104	ONTARIO PUBLIC SERVICE EMPLOYEES UNION	SCHEDA 02	X	153.400
105	PENSION631252	SCHEDA 06	X	10.245
106	OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM	SCHEDA 02	X	11.528
107	PECO ENERGY RETIREE MEDICAL TRUST	SCHEDA 02	X	7.322
108	PEERLESS INSURANCE COMPANY	SCHEDA 02	X	366.717
109	PICTET-SMALL CAP EUROPE	SCHEDA 02	X	34.546
110	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF MISSISSIPI	SCHEDA 02	X	4.863
111	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OH	SCHEDA 06	X	14.973
112	R.R.DONNELLEY E SONS RET BENEF PLAN	SCHEDA 02	X	11.077
113	RADIN GLOB OPPORT MASTER FUND	SCHEDA 05	X	5.300
114	RADIN GLOBAL INSTITUTIONAL TRUST	SCHEDA 02	X	42.995
115	REGIME DE RENTES DU MOUVEMENT DESJARDINS	SCHEDA 02	X	14.185
116	RETIREMENT PLAN FOR THE CITY OF TAMPA GE REUNICA EQUIL ACTIONS INT	SCHEDA 05	X	41.801



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RIDUZIONE MEMBRI CDA

117	REXAM PENSION PLAN	SCHEDA 02	X	14.656	X
118	ROGERSCASEY TARGET SOLUTIONS LLC.	SCHEDA 02	X	1.949	X
119	SA STREET TRACKS SM ETFS	SCHEDA 03	X	1.153	X
120	SAINT LOUIS UNIVERSITY	SCHEDA 02	X	7.623	X
121	SCHWAB FUNDAM INTER SMALL- COMP INDEX FD	SCHEDA 06	X	3.856	X
122	SCHWAB FUNDAMENTAL INTERNATIONAL SMALL				
123	COMPANY ETF	SCHEDA 06	X	460	X
124	SCHWAB INTERNATIONAL SMALL-CAP EQUITY ETF	SCHEDA 06	X	3.155	X
125	SEI INST INVEST TRUST WORLD EQ EX-US FUN	SCHEDA 02	X	20.195	X
126	SEI INSTITUTIONAL INTERN TRUST INTERNATI	SCHEDA 02	X	9.105	X
127	SEMPRA ENERGY PENSION MASTER TRUST	SCHEDA 03	X	1.346	X
128	SHELL CONTRIBUTORY PENSION FUND	SCHEDA 02	X	35.028	X
129	SHELL TRUST (BERMUDA) LIMITED AS TRUSTEE	SCHEDA 02	X	3.973	X
130	SHELL TRUST (BERMUDA) LTD AS TRUSTEE OF THE				
131	SHELL OVERSEAS C.P. FUND	SCHEDA 02	X	14.110	X
132	SICAV LCL ACTIONS MONDE HORS EUROPE	SCHEDA 02	X	13.388	X
133	SONOMA COUNTY EMPLOYEES RETIREMENT				
134	ASSOCIATION	SCHEDA 02	X	10.153	X
135	SOUTH CALIF UTD FOOD & COMM WK UN & FOOD EMPL				
136	JOINT PENS TR F	SCHEDA 02	X	17.248	X
137	SPDR S&P INTERNATIONAL SMALL CAP ETF	SCHEDA 03	X	7.076	X
138	SS BK AND TRUST COMPANY INV FUNDS FOR				
139	TAXEXEMPT RETIREMENT PL	SCHEDA 03	X	44.342	X
140	SSGA RUSSELL FD GL EX-US INDEX NONLENDING QP				
141	COMMON TRUST FUND	SCHEDA 03	X	1.918	X
142	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS				
143	STATE OF MINNESOTA	SCHEDA 02	X	694	X
144	STG PFDS V.D. GRAFISCHE	SCHEDA 03	X	228	X
145	STICHTING BEDIJFSTAKPENSIONEN FONDS	SCHEDA 02	X	8.043	X
146	STICHTING SHELL PENSIOENFONDS	SCHEDA 02	X	69.800	X
147	THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS				
148	MT	SCHEDA 02	X	83.836	X
149	THE CLEVELAND CLINIC FOUNDATION	SCHEDA 02	X	21.018	X
150	THE STATE OF CONNECTICUT ACTINGTHROUGH ITS	SCHEDA 02	X	918	X
151	TREASURER				
152	TR EUROPEAN GROWTH TRUST PLC	SCHEDA 02	X	10.750	X
153	TREASURER OF THE STATE OF	SCHEDA 02	X	228.082	X
154	NORTHCAROLINAEQUITY INVESTMENT FUND POOLED				
155	UAW RETIREE MEDICAL BENEFITS TRUST	SCHEDA 02	X	255	X
156	UBS ETF	SCHEDA 06	X	7.285	X
157	UNITED TECHNOLOGIES CORP. MASTER				
158	RETIREMENT TR	SCHEDA 02	X	1.614	X
159	UPS GROUP TRUST	SCHEDA 02	X	91.816	X
160	URS CORPORATION 401K RETIREMENT PLAN 600	SCHEDA 02	X	8.368	X
161	UTAH STATE RETIREMENT SYSTEMS	SCHEDA 06	X	10.606	X
162				5.877	X

ELENCO PARTECIPANTI

MINATIVO PARTECIPANTE

DELEGANTI E RAPPRESENTATI

	Parziale	Totale
CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM AGENTE:STATE STREET BANK AND TRUST COMPANY	21.765	
SOUTH CALIF UTD FOOD & COMM WK UN & FOOD EMPL JOINT PENS (R F AGENTE:STATE STREET BANK AND TRUST COMPANY)	17.248	
		12.409.184
JSCIA LUIGI FRANCESCO	502	
		502
ZZUTO CARMEN PER DELEGA DI	0	
ONLY 3T SRL RICHIEDENTE:TABACCHI VITTORIO cui 815.000 azioni in garanzia a :BANCA POPOLARE DI VICENZA; cui 4.877.658 azioni in garanzia a :CASSA DI RISPARMIO DEL VENETO;	5.692.658	
		5.692.658
NELLATO ELENA PER DELEGA DI	0	
MULTIBRANDS ITALY B.V.	26.073.783	
		26.073.783

PRESENTI ALLE VOTAZIONI Straordinaria	
	1
	-
	-
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	-

legenda:

1: AUMENTO CAPITALE CON ESCLUSIONE DIRITTO OPZIONE;

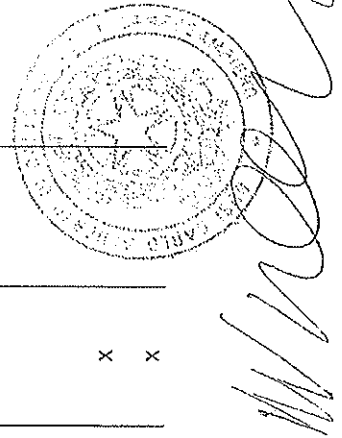
--: Presente; X: Assente alla votazione

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AUMENTO CAPITALE

Allegato "M" all'atto rep. n° 23791 racc. n° 12961

N.ro	Totale	Titolare	Delegante	Gr.	Voti	Favorevole	Contrario	Astenuto
1	12.409.184	GARBUIO ROBERTA			0			
1		1199 HEALTHCARE EMPLOYEES PENSION TR		SCHEDA 08	104.062		X	
2		ACADIAN GLOBAL LEVERAGED MKT NEUTRAL MASTER FUND PORTF. MARGIN ACC.		SCHEDA 01	15.567		X	
3		ACADIAN INTERNATIONAL ALL-CAP FUND		SCHEDA 02	19.588		X	
4		ACADIAN INTERNATIONAL SMALL CAP FUND		SCHEDA 02	208.946		X	
5		ADVANCED SERIES TRUST AST GOLDMAN SACHS MULTI ASSET PORTFOLIO		SCHEDA 02	2.483		X	
6		ALASKA PERMANENT FUND CORPORATION		SCHEDA 03	5.460	X		
7		ALTRIA CORPORATE SERVICES MASTER RETIREM		SCHEDA 02	27.554		X	
8		AMERICAN HONDA MOTOR CO RETIREMENT		SCHEDA 02	17.010		X	
9		ARIZONA STATE RETIREMENT SYSTEM		SCHEDA 02	43.393		X	
10		ARROWSTREET GLOBAL EQUITY GBP		SCHEDA 02	17.411		X	
11		ARROWSTREET MULTI STRATEGY UMBRELLA PLC		SCHEDA 02	5.728		X	
12		ARROWSTREET US GROUP TRUST		SCHEDA 02	57.502		X	
13		ASPIRIANT RISK MANAGED GLOBAL EQUITY FUND		SCHEDA 02	4.632		X	
14		AXA WORLD FUNDS		SCHEDA 02	180.000		X	
15		BGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B		SCHEDA 02	5.615		X	
16		BGI MSCI EMU IMI INDEX FUND B		SCHEDA 02	2.469		X	
17		BLACKROCK INDEXED ALL-COUNTRY EQUITY FUN		SCHEDA 02	325		X	
18		BLACKROCK INST TRUST CO NA INV FUNDSFOR EMPLOYEE BENEFIT TR		SCHEDA 02	138.723		X	
19		BNY MELLON EMPLOYEE BENEFIT COLLECTIVE INVESTMENT FUND PLAN		SCHEDA 02	425		X	
20		BOILERMAKER BLACKSMITH NATIONAL PENSION		SCHEDA 08	13.497		X	
21		C&J CLARK PENSION FUND		SCHEDA 02	3.210		X	
22		CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM		SCHEDA 05	112.325	X		
23		CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM		SCHEDA 05	21.765	X		
24		CAMGESTION ACT. CROISS.		SCHEDA 02	186.555		X	
25		CAMGESTION EURO MID CAP		SCHEDA 02	365.000		X	
26		CANADA POST CORPORATION PENSION PLAN		SCHEDA 02	16.646		X	
27		CELANESE AMERICAS RETIREMENT PENSION PLAN		SCHEDA 02	15.567		X	
28		CF DV ACWI EX-U.S. IMI FUND		SCHEDA 02	520		X	
29		CHURCH OF ENGLAND INV FD FOR PENSION		SCHEDA 02	56.400		X	
30		CITY OF LOS ANGELES FIRE AND POLICE PLAN		SCHEDA 03	4.152	X		
31		CITY OF NEW YORK GROUP TRUST		SCHEDA 03	10.258	X		
32		CITY OF NEW YORK GROUP TRUST		SCHEDA 07	64.012		X	
33		COLLEGE RETIREMENT EQUITIES FUND		SCHEDA 03	40.054	X		
34		COLORADO PUBLIC EMPLOYEES RETIREMENT COMMONWEALTH OF PENNSYLVANIA PUBLIC		SCHEDA 06	6.928	X		
35		SCHOOL EMPLOYEES RETIREMENT SYSTEM		SCHEDA 06	47.672	X		
36		CONNOR & CLARK & LUNN WHOLESAL FIN GROUP		SCHEDA 02	2.177		X	
37		DEPARTMENT OF STATE LANDS		SCHEDA 06	810	X		
38		DIGNITY HEALTH RETIREMENT PLAN TRUST		SCHEDA 02	4.771		X	



AUMENTO CAPITALE

39	DOMINION RESOURCES INC. MASTER TRUST	SCHEDA 02	4,418	X						
40	DUPONT DEFINED CONTRIBUTION PLAN TRUST	SCHEDA 02	29,741	X						
41	EAFE EQUITY FUND	SCHEDA 02	2,413	X						
42	EMPLOYEES RET FUND - CITY OF DALLAS	SCHEDA 02	13,397	X						
43	ETOILE GESTION	SCHEDA 02	17,142	X						
44	EUROPEAN WEALTH INVESTMENT FUND PLC	SCHEDA 05	9,235	X	X					
45	EXELON CORPORATION PENSION MASTER RETIRE	SCHEDA 02	32,284	X						
46	EXELON CORPORATION EMPLOYEE'S BENEFIT	SCHEDA 02	13,234	X						
47	FCP ASSURANCE DIVERSIFIEE	SCHEDA 05	17,100	X	X					
48	FCP BEL VAL	SCHEDA 09	50,000	X	X					
49	FCP BNP PARIBAS SMALL CAP EUROLAND	SCHEDA 02	203,680	X						
50	FCP CIC EURO OPPORTUNITES	SCHEDA 09	1,189,603	X	X					
51	FCP CONTI GESTION	SCHEDA 05	44,000	X	X					
52	FCP ECHIQUIER AGENOR	SCHEDA 05	1,249,579	X	X					
53	FCP ECUREUIL RETRAITE 2	SCHEDA 05	82,216	X	X					
54	FCP EDMOND DE ROTHCHILD EUROPEMIDCAPS	SCHEDA 02	270,000	X						
55	FCP GROUPAMA AVENIR EURO	SCHEDA 05	600,310	X	X					
56	FCP GROUPAMA PHARMA DIVERSIFIE	SCHEDA 05	90,703	X	X					
57	FCP ITHAQUE	SCHEDA 05	63,000	X	X					
58	FCP PATRIMOINE	SCHEDA 04	80,000	X	X					
59	FCP ULYSSE	SCHEDA 05	529,938	X	X					
60	FCP UNION EUROPE GROWTH	SCHEDA 09	248,000	X	X					
61	FLEXSHARES MORNINGSTAR DEVELOPED MARKETS EX-	SCHEDA 03	2,113	X						
62	US FACTOR TILT INDEX FUND	SCHEDA 02	169,470	X						
63	FLORIDA RETIREMENT SYSTEM	SCHEDA 03	2,678	X	X					
64	FORD MOTOR COMPANY DEFINED BENEFIT	SCHEDA 03	154	X						
	FORD MOTOR COMPANY OF CANADA	SCHEDA 03								
65	FORWARD INTERNATIONAL SMALL COMPANIES FUND	SCHEDA 02	105,284	X						
66	GLOBAL ALPHA EAFE SMALL CAP EQUITY FUND	SCHEDA 02	4,263	X						
67	GMO INTERNATIONAL SMALL COMPANIES FUND	SCHEDA 02	27,610	X						
68	GOVERNMENT OF NORWAY	SCHEDA 10	1,349,911	X						
69	H.E.S.T. AUSTRALIA LIMITED	SCHEDA 02	165,800	X						
70	HENDERSON GARTMORE FUND	SCHEDA 02	100,576	X						
71	HENDERSON HORIZON FUND SICAV	SCHEDA 02	860,000	X						
	HENDERSON UK EUROPE FUNDS BNP PARIBAS	SCHEDA 02								
72	SECURITIES SERVICES	SCHEDA 02	65,738	X						
73	IA CLARINGTON GLOBAL EQUITY FUND	SCHEDA 05	100,497	X						
74	INDIANA PUBLIC EMPLOYEES RETIREMENT FUND	SCHEDA 02	1,190	X	X					
75	ING INTERNATIONAL SMALLCAP FUND	SCHEDA 02	9,496	X	X					
76	INTERNATIONAL ALPHA TILTS FUND B	SCHEDA 02	512	X	X					
	INTERNATIONAL PAPER CO COMMINGLED INVESTMENT	SCHEDA 02								
77	GROUP TRUST	SCHEDA 02	73,538	X						
	INTERNATIONAL TILTS MASTER PORTFOLIO OF MASTER	SCHEDA 02								
78	INVESTMENT PTF	SCHEDA 02	537	X						
79	ISHARES CORE MSCI EAFE ETF	SCHEDA 02	5,175	X						

AUMENTO CAPITALE

Line Item	Description	Balance	Debit	Credit	Balance
80	ISHARES DEVELOPED SMALL-CAP EX NORTH AMERICA				
81	ETF				
82	ISHARES VII PLC	1.275			X
83	KRAFT FOODS MASTER RETIREMENT TRUST	45.422			X
84	LIBERTY MUTUAL RETIREMENT PLAN MASTER TRUST	47.209			X
85	LOMBARD ODIER FUNDS	8.360			X
86	LOS ANGELES CITY EMPLOYEES RETIREM.	350.000			X
87	LOS ANGELES COUNTY EMPLOYEES RETIREMENT ASSOCIATION	26.565			X
88	MAJOR LEAGUE BASEBALL PLAYERS PENSION PLAN	1.950			X
89	MARYLAND STATE RETIREMENT & PENSION SYSTEM MGI FUNDS PLC	2.296			X
90	MT AGREEMENT BETWEEN PFIZER&NT COMPANY	3.798			X
91	MUNICIPAL EMPLOYEES ANNUITY AND BENEFIT FUND OF CHICAGO	2.324			X
92	MUNICIPAL EMPLOYEES' RETIREMENT SYSTEM OF MICHIGAN	6.017			X
93	NATIONAL COUNCIL FOR SOCIAL SEC FUND	29.950			X
94	NATIONAL RAILROAD INVESTMENT TRUST	4.589			X
95	NEW YORK STATE COMMON RETIREMENT FUND	76.802			X
96	NEW ZEALAND SUPERANNUATION FUND	2.926			X
97	NONUS EQUITY MANAGERS' PORTFOLIO 30FFSHORE MASTER L.P.	81.925			X
98	NORGES BANK (CENTRAL BANK OF NORWAY)	20.059			X
99	NTGLOBAL INVESTMENT COLL FUNDS	5.087			X
100	NTGL-QM COMMON DAILY ALL COUNTRY WORLD E	1.303			X
101	ONEPATH GLOBAL SHARES - SMALL CAP UNHEDGED) INDEXPOOL	27.983			X
102	ONTARIO POWER GENERATION INC. PENSION PLAN	33.757			X
103	ONTARIO PUBLIC SERVICE EMPLOYEES UNION PENSION631252	838			X
104	OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM	54			X
105	PECO ENERGY RETIREE MUEDICAL TRUST	25.514			X
106	PEERLESS INSURANCE COMPANY	153.400			X
107	PICTET-SMALL CAP EUROPE	10.245			X
108	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF MISSISSIPPI	11.528			X
109	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OH	7.322			X
110	R.R.DONNELLEY E SONS RET BENEF PLAN	366.717			X
111	RADIN GLOB OPPORT MASTER FUND	34.546			X
112	RADIN GLOBAL INSTITUTIONAL TRUST	4.863			X
113	REGIME DE RENTES DU MOUVEMENT DESJARDINS	14.973			X
114	RETIREMENT PLAN FOR THE CITY OF TAMPA GE	11.077			X
115	REUNICA EQUIL ACTIONS INT	5.300			X
116		42.995			X
		14.185			X
		41.801			X



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AUMENTO CAPITALE

117	REXAM PENSION PLAN	SCHEDA 02	14.656			X
118	ROGERSCASEY TARGET SOLUTIONS LLC.	SCHEDA 03	1.949			X
119	SA STREET TRACKS SM ETFS	SCHEDA 02	1.153			X
120	SAINT LOUIS UNIVERSITY	SCHEDA 02	7.623	X		
121	SCHWAB FUNDAM INTER SMALL- COMP INDEX FD	SCHEDA 06	3.856	X		
122	SCHWAB FUNDAMENTAL INTERNATIONAL SMALL					
123	COMPANY ETF	SCHEDA 06	460	X		
124	SCHWAB INTERNATIONAL SMALL-CAP EQUITY ETF	SCHEDA 06	3.155	X		
125	SEI INST INVEST TRUST WORLD EQ EX-US FUN	SCHEDA 02	20.195			X
126	SEI INSTITUTIONAL INTERN TRUST INTERNATI	SCHEDA 02	9.105			X
127	SEMPRA ENERGY PENSION MASTER TRUST	SCHEDA 03	1.346	X		
128	SHELL CONTRIBUTORY PENSION FUND	SCHEDA 02	35.028			X
129	SHELL TRUST (BERMUDA) LIMITED AS TRUSTEE	SCHEDA 02	3.973			X
130	SHELL TRUST (BERMUDA) LTD AS TRUSTEE OF THE					
131	SHELL OVERSEAS C.P. FUND	SCHEDA 02	14.110			X
132	SICAV LCL ACTIONS MONDE HORS EUROPE	SCHEDA 02	13.388			X
133	SONOMA COUNTY EMPLOYEES RETIREMENT					
134	ASSOCIATION	SCHEDA 02	10.153			X
135	SOUTH CALIF UTD FOOD & COMM WK UN & FOOD EMPL					
136	JOINT PENS TR F	SCHEDA 02	17.248			X
137	SPDR S&P INTERNATIONAL SMALL CAP ETF	SCHEDA 03	7.076	X		
138	SS BK AND TRUST COMPANY INV FUNDS FOR					
139	TAXEXEMPT RETIREMENT PL	SCHEDA 03	44.342	X		
140	SSGA RUSSELL FD GL EX-US INDEX NONLENDING QP					
141	COMMON TRUST FUND	SCHEDA 03	1.918	X		
142	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS					
143	STATE OF MINNESOTA	SCHEDA 02	694	X		
144	STG PFDS V.D. GRAFISCHE	SCHEDA 03	228			X
145	STICHTING BEDIJFSTAKPENSIONEN FONDS	SCHEDA 02	8.043	X		
146	STICHTING SHELL PENSIOENFONDS	SCHEDA 02	69.800			X
147	THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS	SCHEDA 02	83.836			X
148	MT					
149	THE CLEVELAND CLINIC FOUNDATION	SCHEDA 02	21.018			X
150	THE STATE OF CONNECTICUT ACTINGTHROUGH ITS	SCHEDA 02	918			X
151	TREASURER					
152	TR EUROPEAN GROWTH TRUST PLC	SCHEDA 02	10.750			X
153	TREASURER OF THE STATE OF	SCHEDA 02	228.082			X
154	NORTH CAROLINA EQUITY INVESTMENT FUND POOLED					
155	UAW RETIREE MEDICAL BENEFITS TRUST	SCHEDA 02	255			X
156	UBS ETF	SCHEDA 02	7.285			X
157	UNITED TECHNOLOGIES CORP. MASTER	SCHEDA 06	1.614	X		
158	RETIREMENT TR					
159	UPS GROUP TRUST	SCHEDA 02	91.816			X
160	URS CORPORATION 401K RETIREMENT PLAN 800	SCHEDA 02	8.368			X
161	UTAH STATE RETIREMENT SYSTEMS	SCHEDA 06	10.606			X
162			5.877	X		



BUSI E MICHINELLI
STUDIO NOTARILE

===== **STATUTO DELLA SAFILO GROUP S.p.A**=====

===== **COSTITUZIONE - SEDE - DURATA**=====

===== **Articolo 1)**=====

E' costituita una società per azioni denominata "SAFILO GROUP S.p.A.". =====

===== **Articolo 2)**=====

La Società ha sede legale in Pieve di Cadore (BL) e sede secondaria in Padova. Nelle forme di legge la Società potrà: =====

(a) istituire o sopprimere sedi secondarie, filiali, succursali, in Italia ed all'estero; =====

(b) trasferire altrove la sede sociale, nonché l'indirizzo della sede legale. =====

===== **Articolo 3)**=====

La durata della Società è fissata a tutto il 31 (trentuno) dicembre 2100 (duemilacent) e potrà essere modificata con deliberazione dell'Assemblea straordinaria. =====

===== **OGGETTO**=====

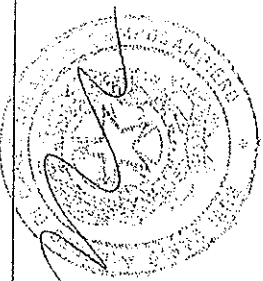
===== **Articolo 4)**=====

La Società ha per oggetto sociale: =====

(a) l'esercizio, sia direttamente, che indirettamente attraverso la partecipazione in società ed enti, di attività, in Italia e all'estero nei settori della creazione, della realizzazione, della fabbricazione, e del commercio di montature per occhiali da vista e occhiali da sole, occhiali per lo sport, lenti, macchine ed attrezzature per l'occhialeria e di qualsiasi altro accessorio per l'ottica, attrezzi e articoli per lo sport e il tempo libero; =====

(b) l'assunzione, la negoziazione e la gestione di partecipazioni in società operanti, direttamente o attraverso società controllate, nei settori indicati nella lettera a), o connessi o complementari; il compimento di operazioni finanziarie, il finanziamento della società cui partecipa anche indirettamente e la conclusione di accordi finanziari per il coordinamento tecnico e finanziario della attività delle stesse; si precisa che tutte le attività qualificate dalla legge come finanziarie non saranno svolte nei confronti del pubblico ma nell'ambito di società del gruppo di appartenenza; =====

(c) l'assistenza allo sviluppo della programmazione economica, amministrativa, organizzativa e commerciale di interi settori di mercato o di singole aziende la loro ristrutturazione, studi di fattibilità per acquisizione di aziende, nonché la gestione di programmi di sviluppo del-



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le relazioni economico commerciali con l'estero e gestione di aziende industriali e commerciali nei settori indicati nella lettera a), o connessi o complementari. =====

La Società può compiere tutte le operazioni commerciali, industriali, immobiliari e mobiliari ritenute dall'organo amministrativo necessarie od utili per il conseguimento dell'oggetto sociale, nonché per la migliore gestione delle proprie risorse, in particolare di quelle finanziarie; essa può ricevere finanziamenti dai soci, nonché effettuare e ricevere finanziamenti infragruppo; essa può anche prestare avalli, fidejussioni ed ogni altra garanzia in genere, anche a favore di terzi; può altresì prendere rappresentanze di imprese nazionali od estere; e può assumere, sia direttamente che indirettamente, interessenze e partecipazioni in altre società, consorzi, associazioni ed imprese aventi oggetto analogo od affine o connesso al proprio. Rimane comunque escluso l'esercizio nei confronti del pubblico di attività qualificate dalla legge come finanziarie. =====

Rimangono pure escluse tutte le attività relative alla raccolta del risparmio ed ogni altra attività riservata a norma di legge. Sono inoltre escluse le attività professionali riservate. =====

CAPITALE SOCIALE - AZIONI - OBBLIGAZIONI - SOCI

===== **Articolo 5)** =====

Il capitale sociale è di Euro 311.449.825,00 (trecentoundicimilioniquattrocento quarantanove-milaottocentoventicinque/00) ed è suddiviso in n. 62.289.965 (sessantaduemilioniduecentottantannovemilanovecentosessantacinque) azioni ordinarie da nominali Euro 5,00 (cinque/00) ciascuna. Il diritto di opzione può essere escluso in relazione all'aumento del capitale sociale, nel limite del dieci per cento del capitale preesistente, a condizione che il prezzo di emissione corrisponda al valore di mercato e ciò sia confermato in apposita relazione della società incaricata della revisione contabile, a norma dell'articolo 2441, quarto comma, secondo periodo, del codice civile. =====

In virtù di quanto qui sopra previsto, l'assemblea straordinaria del 5 novembre 2010 ha deliberato di aumentare il capitale sociale per massimi nominali Euro 8.500.000,00 (ottomilionicinquecentomila/00) mediante emissione di nuove azioni ordinarie pari ad un massimo di n.

1.700.000 (unmilionesettecentomila) del valore nominale di Euro 5,00 (cinque/00) cadauna, ciascuna da offrire in sottoscrizione ad amministratori e/o dipendenti della Società e delle società dalla stessa controllate. =====

In virtù di quanto qui sopra previsto, l'assemblea straordinaria del 15 aprile 2014 ha deliberato di aumentare il capitale sociale per massimi nominali Euro 7.500.00,00 (settemilione cinquecentomila/00) mediante emissione di nuove azioni ordinarie pari ad un massimo di n. 1.500.000 (unmilione cinquecentomila) del valore nominale di Euro 5,00 (cinque/00) cadauna, ciascuna da offrire in sottoscrizione ad amministratori e/o dipendenti della Società e delle società dalla stessa controllate. =====

===== **Articolo 6)** =====

Le azioni sono nominative e indivisibili. Le azioni sono liberamente trasferibili. Sono parimenti nominative e indivisibili le obbligazioni convertibili in azioni che siano emesse dalla Società. =====

===== **Articolo 7)** =====

Il diritto di recesso spetta nei casi previsti da norme inderogabili ed è esercitato con le modalità di legge. =====

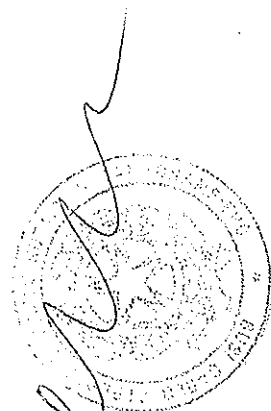
Il diritto di recesso non spetta per le delibere di proroga della durata della Società e di introduzione, modificazione, rimozione di vincoli alla circolazione delle azioni. =====

===== **ASSEMBLEE** =====

===== **Articolo 8)** =====

L'Assemblea è convocata in conformità alle applicabili disposizioni di legge e regolamentari dal Consiglio di Amministrazione della Società nella sede sociale o altrove, in Italia, secondo quanto indicato nell'avviso di convocazione. =====

Gli amministratori convocano senza ritardo l'Assemblea, quando ne sia fatta richiesta da parte dei soci, in conformità alle applicabili disposizioni di legge e regolamentari. I soci che richiedono la convocazione devono predisporre ed inviare al Consiglio di amministrazione, contestualmente alla richiesta, una relazione sulle proposte concernenti le materie da trattare. Il Consiglio di amministrazione mette a disposizione del pubblico la relazione, accompagnata dalle proprie eventuali valutazioni, contestualmente alla pubblicazione dell'avviso di convocazione dell'Assemblea, nei termini e con le modalità



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stabilite dalla normativa legislativa e/o regolamentare vigente. =====

L'Assemblea deve essere convocata, nei termini di legge, mediante avviso contenente l'indicazione del giorno, dell'ora, del luogo, l'elenco delle materie da trattare e le altre informazioni richieste dalle disposizioni di legge e regolamentari vigenti, da pubblicarsi nel sito internet della Società e con le ulteriori modalità previste dalle disposizioni di legge e regolamentari di volta in volta applicabili. =====

===== Articolo 9) =====

L'Assemblea è ordinaria e straordinaria. =====

L'Assemblea ordinaria è convocata almeno una volta l'anno entro 120 giorni dalla chiusura dell'esercizio sociale. Quando ricorrano i presupposti di legge, l'Assemblea ordinaria annuale può essere convocata entro 180 giorni dalla chiusura dell'esercizio sociale; in tale caso, gli Amministratori segnalano, nella relazione sulla gestione a corredo del bilancio, le ragioni della dilazione. =====

L'Assemblea si svolge in unica convocazione, salvo che il Consiglio di amministrazione, per una determinata Assemblea, abbia deliberato di fissare una data per la seconda e, eventualmente, per la terza convocazione dell'Assemblea, dandone notizia nell'avviso di convocazione. ===

Gli azionisti che, anche congiuntamente, rappresentano almeno il 2,5% (due virgola cinque per cento) del capitale sociale possono chiedere per iscritto, entro 10 (dieci) giorni dalla pubblicazione dell'avviso di convocazione dell'Assemblea, salvo diverso termine stabilito dalla legge, nei limiti e con le modalità previste dalle norme di legge e regolamentari applicabili, l'integrazione dell'elenco delle materie da trattare, indicando nella domanda gli ulteriori argomenti da essi proposti. Delle integrazioni dell'elenco delle materie che l'Assemblea dovrà trattare a seguito delle predette richieste è data notizia nelle forme e nei termini previsti dalla normativa applicabile. =====

Gli azionisti richiedenti, entro il termine ultimo per la presentazione della richiesta d'integrazione, dovranno consegnare al Consiglio di amministrazione una relazione sulle materie di cui essi propongono la trattazione. Il Consiglio di amministrazione mette a disposizione del pubblico la relazione, accompagnata dalle proprie

eventuali valutazioni, contestualmente alla notizia di integrazione, con le modalità sopra indicate. =====

L'integrazione dell'elenco delle materie da trattare non è ammessa per gli argomenti sui quali l'Assemblea delibera, a norma di legge, su proposta del Consiglio di amministrazione o sulla base di un progetto o di una relazione da esso predisposta, diversa dalle relazioni ordinariamente predisposte dal Consiglio di amministrazione sulle materie all'ordine del giorno. ==

===== Articolo 10) =====

Ogni azione dà diritto ad un voto. =====

La legittimazione all'intervento in Assemblea e all'esercizio del diritto di voto è attestata da apposita comunicazione alla Società, effettuata ai sensi di legge da un intermediario abilitato in conformità alle proprie scritture contabili, in favore del soggetto cui spetta il diritto di voto sulla base delle evidenze relative al termine della giornata contabile del settimo giorno di mercato aperto precedente la data fissata per l'Assemblea in unica o in prima convocazione o nel diverso termine stabilito dalle disposizioni di legge e regolamentari di volta in volta applicabili. =====

Le suddette comunicazioni dovranno pervenire alla Società dall'intermediario entro i termini stabiliti dalla normativa vigente. =====

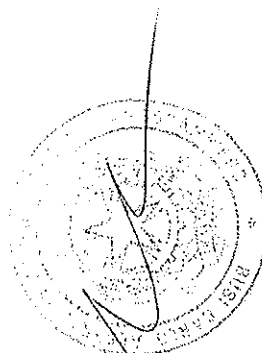
Coloro ai quali spetta il diritto di voto possono farsi rappresentare in Assemblea ai sensi di legge, mediante delega scritta, nei casi e nei limiti previsti dalla legge e dalle disposizioni regolamentari vigenti. La delega può essere notificata per via elettronica, a mezzo posta elettronica certificata (PEC), o con altra modalità tecnica che possa essere adottata ai sensi delle disposizioni di legge e regolamentari applicabili. =====

La Società, avvalendosi della facoltà prevista dalla legge, non designa il rappresentante di cui all'articolo 135-undecies del D. Lgs. 24 febbraio 1998 n. 58. =====

===== Articolo 11) =====

L'Assemblea è presieduta dal Presidente del Consiglio di Amministrazione ovvero, in caso di impedimento o di assenza di questi da altra persona scelta dall'Assemblea a maggioranza dei presenti. =====

Il Presidente dell'Assemblea è assistito da un



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segretario anche non socio designato dall'Assemblea ovvero, nei casi di legge o quando ciò sia stabilito dal Presidente dell'Assemblea, da un notaio. L'assistenza del segretario non è necessaria quando il verbale dell'Assemblea sia redatto da un notaio. =====

Il Presidente dell'Assemblea accerta la regolarità della convocazione ed il diritto dei soggetti legittimati a partecipare all'Assemblea, dirige e regola la discussione e stabilisce le modalità delle votazioni. =====

===== Articolo 12) =====

Alle Assemblee ordinarie e straordinarie si applicano le norme di legge, sia per quanto riguarda la regolare costituzione delle stesse, sia per quanto riguarda la validità delle deliberazioni da assumere. =====

===== Articolo 13) =====

Lo svolgimento dell'Assemblea è disciplinato dall'apposito regolamento dei lavori assembleari, approvato con delibera dell'Assemblea ordinaria. =====

===== **CONSIGLIO DI AMMINISTRAZIONE** =====

===== Articolo 14) =====

La Società è amministrata da un Consiglio di Amministrazione composto da sei membri fino a quindici membri, anche non soci. =====

Il numero dei componenti il Consiglio è determinato dall'Assemblea. =====

I membri del Consiglio di Amministrazione restano in carica per tre esercizi e sono rieleggibili. =====

Gli Amministratori debbono essere in possesso dei requisiti di eleggibilità, professionalità ed onorabilità previsti dalla legge e dalle altre disposizioni applicabili. Almeno uno dei componenti del Consiglio di Amministrazione, ovvero due se il Consiglio di Amministrazione è composto da più di sette componenti, deve essere in possesso dei requisiti di indipendenza stabiliti per i sindaci dalle vigenti disposizioni di legge. =====

Ai sensi di quanto disposto dall'articolo 147-ter del D. Lgs. 24 febbraio 1998 n. 58: =====

(i) al fine di assicurare alla minoranza l'elezione di un membro del Consiglio di Amministrazione della Società, la nomina del Consiglio di Amministrazione avviene sulla base di liste presentate dai soci nelle quali i candidati, in numero non superiore a 15, sono elencati mediante

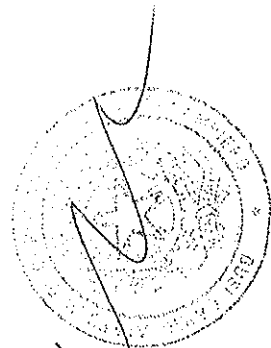
un numero progressivo; e =====
(ii) all'ulteriore fine di assicurare l'equilibrio di generi (maschile e femminile) all'interno del Consiglio di Amministrazione, il meccanismo di elezione del Consiglio di Amministrazione di cui al presente Articolo 14 assicura che il genere (maschile o femminile) meno rappresentato ottenga almeno un terzo ("Quota Piena"), ovvero, ove applicabile, un quinto ("Quota Ridotta"), degli Amministratori eletti. =====

A) Presentazione delle liste Hanno diritto di presentare le liste di candidati soltanto i soci che, singolarmente o unitamente ad altri soci, al momento della presentazione della lista, siano titolari almeno della percentuale di azioni con diritto di voto nell'Assemblea ordinaria prevista dalle applicabili disposizioni legislative e regolamentari che disciplinano la nomina del Consiglio di Amministrazione. Detta soglia sarà indicata nell'avviso di convocazione dell'assemblea chiamata a deliberare sulla nomina del Consiglio di Amministrazione. Anche il Consiglio di Amministrazione uscente può presentare una sua lista. =====

Ogni soggetto legittimato a intervenire e votare in Assemblea, i soci aderenti ad un patto parasociale avente ad oggetto azioni della Società ai sensi dell'articolo 122 del D. Lgs. 24 febbraio 1998 n. 58, il soggetto controllante, le società controllate e quelle sottoposte a comune controllo ai sensi dell'articolo 93 del D. Lgs. 24 febbraio 1998 n. 58, non possono presentare o votare più di una lista, anche se per interposta persona o per il tramite di società fiduciarie. Ogni candidato può presentarsi in una sola lista a pena di ineleggibilità. =====

In caso di violazione delle disposizioni che precedono da parte di uno o più soggetti legittimati ad intervenire e votare in Assemblea, del relativo voto non si tiene conto rispetto ad alcuna delle liste presentate. =====

Le liste presentate devono essere depositate presso la sede della Società entro il venticinquesimo giorno precedente la data dell'Assemblea in unica o in prima convocazione o entro il diverso termine stabilito dalla normativa di volta in volta vigente e di ciò viene fatta menzione nell'avviso di convocazione, salva ogni eventuale ulteriore forma di pubblicità stabilita dalla disciplina *pro-tempore* vigente. =====



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Unitamente a ciascuna lista, sottoscritta dai soci che l'hanno presentata, entro il termine sopra indicato, sono depositati presso la sede della società (i) i curricula professionali dei candidati, nonché (ii) le dichiarazioni con le quali i singoli candidati accettano la candidatura e attestano, sotto la propria responsabilità, l'inesistenza di cause di ineleggibilità e/o di incompatibilità previste dalla legge, nonché il possesso dei requisiti prescritti dalla legge e dai regolamenti per i membri del Consiglio di Amministrazione. =====

I candidati per i quali non sono osservate le regole di cui sopra non sono eleggibili. =====

Le liste depositate sono messe a disposizione del pubblico presso la sede sociale, nel sito internet della Società e con le altre modalità previste dalle disposizioni di legge e regolamentari applicabili almeno ventuno giorni prima dell'Assemblea, in unica o in prima convocazione, chiamata a deliberare sulla nomina dei membri del Consiglio di amministrazione o entro il diverso termine stabilito dalla normativa di volta in volta vigente. =====

Nello stesso termine previsto per la presentazione delle liste, i soci che presentano una lista di candidati comunicano alla Società le informazioni relative alla propria identità e la percentuale di partecipazione dagli stessi detenuta. La certificazione comprovante la titolarità della quota minima necessaria alla presentazione delle liste, determinata avendo riguardo alle azioni che risultano registrate a favore del socio nel giorno in cui le liste sono depositate presso la Società, potrà essere prodotta alla Società anche successivamente al deposito purché almeno ventuno giorni prima della data dell'Assemblea, o entro il diverso termine stabilito dalla normativa di volta in volta vigente. =====

In conformità con quanto previsto dalle disposizioni di legge e regolamentari vigenti, oltre che dal Codice di Autodisciplina predisposto dal Comitato per la Corporate Governance vigente, ciascuna lista dovrà includere un numero di candidati in possesso dei requisiti di indipendenza stabiliti per i sindaci dall'art. 148, comma 3, D. Lgs. 24 febbraio 1998 n. 58, indicandoli distintamente. =====

Se e fino a quando espressamente previsto da

norme inderogabili di legge e/o regolamentari, ciascuna lista, fatta eccezione per le liste contenenti un numero di candidati inferiore a tre, dovrà essere composta da un numero di candidati appartenenti al genere (maschile e femminile) meno rappresentato tale per cui, ove tale lista risulti essere la Lista Amministratori di Maggioranza (come di seguito definita), dalla stessa siano tratti un numero di Amministratori del genere meno rappresentato almeno pari alla Quota Piena, ovvero, ove applicabile, alla Quota Ridotta. =====

Le liste per le quali non sono osservate le statuizioni di cui sopra, sono considerate come non presentate. =====

B) Votazione =====

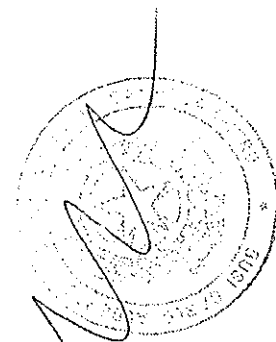
Il voto di ciascun soggetto legittimato riguarderà la lista e dunque automaticamente tutti i candidati in essa elencati, senza possibilità di variazioni, aggiunte o esclusioni. =====

Determinato da parte dell'Assemblea il numero degli amministratori da eleggere, si procede come segue: =====

1) dalla lista che avrà ottenuto il maggior numero di voti espressi dai soggetti legittimati ad intervenire e votare in Assemblea ("**Lista Amministratori di Maggioranza**") sono eletti, in base all'ordine progressivo con il quale sono elencati nella lista stessa, tutti gli amministratori da eleggere tranne uno; =====

2) dalla seconda lista che avrà ottenuto il maggior numero di voti, che non sia collegata in alcun modo, neppure indirettamente, con i soggetti che hanno presentato e/o votato la Lista Amministratori di Maggioranza ("**Lista Amministratori di Minoranza**"), è eletto, in conformità alle disposizioni di legge, un Amministratore in base all'ordine progressivo con il quale i candidati sono stati elencati nella lista. Tuttavia, qualora all'interno della Lista Amministratori di Maggioranza non risulti eletto nemmeno un amministratore indipendente, risulterà eletto, in luogo del capolista della Lista Amministratori di Minoranza, il primo amministratore indipendente della Lista Amministratori di Minoranza. =====

In caso di parità di voti tra liste, si procederà a successive votazioni da parte dell'intera Assemblea al fine di ottenere un risultato inequivocabile. =====



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Al candidato elencato al primo posto della Lista Amministratori di Maggioranza spetta la carica di Presidente del Consiglio di Amministrazione. = Non si tiene conto delle liste che abbiano conseguito in Assemblea una percentuale di voti inferiore alla metà di quella richiesta dal presente articolo per la presentazione delle liste. Qualora sia stata presentata, ovvero sia stata ammessa alla votazione, una sola lista, l'Assemblea esprime il proprio voto su di essa e qualora la stessa ottenga la maggioranza relativa, risultano eletti amministratori i candidati in essa elencati secondo l'ordine progressivo di elencazione di tali candidati, fino alla concorrenza del numero fissato dall'Assemblea e fermo restando il rispetto della proporzione tra generi (maschile e femminile), se e fino a quando espressamente previsto da norme inderogabili di legge e/o regolamentari. =====

La Lista Amministratori di Maggioranza o l'unica lista (a seconda dei casi) deve garantire il rispetto della Quota Piena ovvero, ove applicabile, della Quota Ridotta. In particolare, nel caso in cui la composizione dell'organo amministrativo, determinata sulla base dei numeri progressivi attribuiti ai candidati della suddetta lista, tenuto anche conto, nel caso della Lista Amministratori di Maggioranza, del genere (maschile o femminile) del candidato nominato dalla Lista Amministratori di Minoranza, non includa un numero sufficiente di componenti del genere (maschile o femminile) meno rappresentato, i candidati aventi il numero progressivo più basso, appartenenti al genere (maschile o femminile) maggiormente rappresentato saranno automaticamente sostituiti dai candidati del genere (maschile o femminile) meno rappresentato aventi il numero progressivo più alto, fino a che non sia raggiunta la Quota Piena ovvero, ove applicabile, la Quota Ridotta di Amministratori da eleggere. =====

In mancanza di liste o di un numero di candidati sufficienti (anche sotto il profilo del genere, maschile o femminile, meno rappresentato) ad eleggere l'intero organo amministrativo, il Consiglio di Amministrazione ovvero, a seconda dei casi, gli amministratori ulteriori da eleggere per raggiungere il numero dei componenti del Consiglio di Amministrazione stabilito dall'Assemblea, viene nominato dall'Assemblea medesima

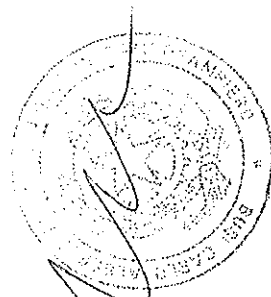
con le maggioranze di legge, avendo in ogni caso cura di garantire la presenza nel Consiglio di Amministrazione del numero necessario di componenti in possesso dei requisiti richiesti dalle disposizioni legislative e regolamentari vigenti, ripartiti in maniera tale da assicurare la presenza della Quota Piena, ovvero, ove applicabile, della Quota Ridotta di componenti appartenenti al genere (maschile o femminile) meno rappresentato. =====

===== Articolo 15) =====

Qualora nel corso dell'esercizio vengano a mancare uno o più Amministratori si procederà alla loro sostituzione ai sensi dell'articolo 2386 del codice civile, secondo quanto appresso indicato: =====

a) il Consiglio di Amministrazione nomina i sostituti, mediante cooptazione di soggetti facenti parte della medesima lista cui appartenevano gli Amministratori cessati. Se e fino a quando espressamente previsto da norme inderogabili di legge e/o regolamentari, il Consiglio di Amministrazione nomina come sostituti candidati appartenenti allo stesso genere (maschile o femminile) degli Amministratori cessati, in maniera tale che sia sempre assicurato il rispetto della Quota Piena ovvero, ove applicabile, della Quota Ridotta di Amministratori appartenenti al genere (maschile o femminile) meno rappresentato, avendo altresì cura di garantire, in ogni caso, la presenza nel Consiglio di Amministrazione del numero necessario di componenti in possesso dei requisiti di indipendenza prescritti dalle disposizioni legislative e regolamentari vigenti. L'Assemblea, nel confermare/sostituire gli amministratori cooptati o, in mancanza di cooptazione, nel procedere direttamente alla nomina dei sostituti, delibera, con le maggioranze di legge, rispettando gli stessi principi di cui sopra;

b) qualora non residuino nella predetta lista candidati non eletti in precedenza, il Consiglio di Amministrazione provvede alla sostituzione senza l'osservanza di quanto indicato al punto (a) così come provvede l'Assemblea, sempre con le maggioranze di legge, ed avendo entrambi gli organi sociali cura di garantire, in ogni caso, la presenza nel Consiglio di Amministrazione del numero necessario di componenti in possesso dei requisiti di indipendenza prescritti dalle disposizioni legislative e regolamentari vigenti,



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e, se e fino a quando espressamente previsto da norme inderogabili di legge e/o regolamentari, del numero necessario di componenti appartenenti al genere (maschile o femminile) meno rappresentato. =====

Qualora, per rinuncia o per qualsiasi altra causa, vengano a cessare dalla carica due o più Amministratori, l'intero Consiglio si intende decaduto con effetto dal momento della sua ricostituzione. =====

===== Articolo 16) =====

Il Consiglio di Amministrazione, ove non sia stata presentata alcuna lista e non vi abbia già provveduto l'Assemblea, nomina il suo Presidente. Il Consiglio può nominare uno o più Vicepresidenti, come pure uno o più Amministratori Delegati, che avranno anche funzioni vicarie del Presidente. =====

Il Consiglio nomina un Segretario, che può essere anche esterno al Consiglio. =====

===== Articolo 17) =====

Il Consiglio di Amministrazione si raduna tutte le volte che il Presidente lo ritiene opportuno, oppure quando ne sia fatta richiesta da almeno due dei suoi membri, o da un Amministratore Delegato, o da almeno un membro del Collegio Sindacale. =====

La convocazione del Consiglio di Amministrazione è effettuata dal Presidente o da chi ne svolge le funzioni, nella sede sociale o altrove, in Italia o in altro paese estero (anche non appartenente all'Unione Europea), mediante avviso indicante la data, il luogo e l'ora della riunione, nonché gli argomenti in trattazione, inviata per lettera, telefax, posta elettronica, o qualsiasi altro mezzo di cui sia comprovabile il ricevimento, spediti almeno sette giorni prima dell'adunanza, al domicilio di ciascun Amministratore e Sindaco effettivo. In caso di urgenza, la convocazione potrà essere fatta con avviso da spedirsi, con le modalità di cui sopra, almeno due giorni prima dell'adunanza. =====

Le riunioni del Consiglio di Amministrazione sono validamente costituite anche quando tenute a mezzo di teleconferenza o videoconferenza, a condizione che tutti i partecipanti possano essere identificati dal presidente della riunione e da tutti gli altri intervenuti, che sia loro consentito di seguire la discussione o di intervenire in tempo reale nella trattazione degli

argomenti, e che di tutto quanto sopra venga dato atto nel relativo verbale. Verificandosi tali presupposti, la riunione del Consiglio si considera tenuta nel luogo in cui si trovano il presidente e il segretario della riunione, onde consentire la stesura del relativo verbale. =====
In mancanza di convocazione, il Consiglio di Amministrazione può deliberare quando sono intervenuti, anche mediante partecipazione a mezzo teleconferenza e/o videoconferenza, tutti gli Amministratori e i Sindaci effettivi in carica. =

===== Articolo 18) =====

Le riunioni del Consiglio di Amministrazione sono presiedute dal Presidente del Consiglio di Amministrazione o, in mancanza, da un Vicepresidente o da un Amministratore Delegato o, in mancanza, da altro Amministratore, a seconda di quanto stabilito dal Consiglio stesso. =====

===== Articolo 19) =====

Per la validità delle deliberazioni del Consiglio di Amministrazione è necessaria la presenza della maggioranza degli Amministratori in carica. Il Consiglio di Amministrazione delibera con il voto favorevole della maggioranza degli Amministratori presenti. =====

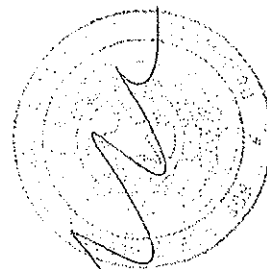
Nell'ipotesi in cui il Consiglio di Amministrazione sia composto da un numero pari di membri, in caso di parità di voti prevale la decisione che abbia ottenuto il voto del Presidente. =====

===== Articolo 20) =====

Il Consiglio di Amministrazione è fornito dei più ampi poteri per la gestione ordinaria e straordinaria della Società senza alcuna limitazione, salvo quanto per legge non sia riservato alla competenza dell'Assemblea dei soci. =====

Spettano inoltre alla competenza del Consiglio di Amministrazione le deliberazioni concernenti la fusione nei casi previsti dagli articoli 2505 e 2505 bis codice civile, la scissione nell'ipotesi dell'articolo 2505 bis quale richiamato nell'articolo 2506 ter codice civile, l'istituzione o la soppressione di sedi secondarie, la riduzione del capitale in caso di recesso del socio, gli adeguamenti dello statuto a disposizioni normative nonché il trasferimento della sede sociale nel territorio nazionale. =====

Il Consiglio di Amministrazione, anche attraverso amministratori cui siano delegati poteri, provvede ad effettuare le informative di legge e, in tale quadro, riferisce al Collegio Sinda-



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cale sull'attività svolta e sulle operazioni di maggior rilievo economico, finanziario e patrimoniale effettuate dalla Società e dalle società da essa controllate, e in particolare riferisce sulle operazioni nelle quali gli amministratori abbiano un interesse per conto proprio o di terzi, o che siano influenzate dal soggetto che esercita l'attività di direzione e coordinamento, ove esistente; la comunicazione viene effettuata in occasione delle riunioni del Consiglio di Amministrazione e, comunque, con periodicità almeno trimestrale. =====

===== Articolo 21) =====

Il Consiglio di Amministrazione può delegare i poteri di cui all'articolo 2381 del codice civile ad un Comitato esecutivo, come pure ad uno o più dei membri del Consiglio di Amministrazione. La convocazione, le riunioni e le deliberazioni del Comitato esecutivo, ove nominato, sono regolate dalle stesse disposizioni di cui agli articoli 17, 18 e 19 che precedono. =====

Al Consiglio di amministrazione, previo parere obbligatorio ma non vincolante del Collegio sindacale, competono la nomina e la revoca di un dirigente preposto alla redazione dei documenti contabili societari, in conformità alle disposizioni di cui all'art. 154-bis del D. Lgs. 24 febbraio 1998 n. 58. Il Consiglio di amministrazione vigila affinché il dirigente preposto alla redazione dei documenti contabili societari disponga di adeguati poteri e mezzi per l'esercizio dei compiti a lui attribuiti ai sensi della vigente normativa e stabilisce la durata dell'incarico e il compenso. Il dirigente preposto alla redazione dei documenti contabili societari è scelto tra soggetti che posseggano requisiti di professionalità caratterizzati da specifiche competenze nonché da un'esperienza pluriennale in materia contabile e finanziaria e gli eventuali ulteriori requisiti stabiliti dal Consiglio di Amministrazione e/o dalla disciplina vigente. =====

Inoltre, è ammessa la nomina da parte del Consiglio di Amministrazione della Società di procuratori, anche in forma stabile, per singoli atti od operazioni ovvero per categorie di atti od operazioni. =====

===== Articolo 22) =====

La rappresentanza e la firma sociale, salve le deleghe conferite, spettano al Presidente del

Consiglio di Amministrazione ed a ciascuno degli amministratori delegati, se nominati, anche in via disgiuntiva tra loro, a seconda di quanto sia deciso dal Consiglio di Amministrazione che procede alla loro nomina e che determina i loro poteri e le loro attribuzioni. =====

===== Articolo 23) =====

Ai Consiglieri di amministrazione e ai membri del comitato esecutivo spetterà il compenso determinato dall'Assemblea. =====

Inoltre, agli Amministratori investiti di particolari cariche spetteranno i compensi stabiliti dal Consiglio di Amministrazione, sentito il Collegio Sindacale. =====

In alternativa, l'Assemblea può deliberare un importo complessivo per la remunerazione di tutti gli amministratori, inclusi quelli investiti di particolari cariche, da suddividersi a cura del Consiglio di amministrazione con deliberazione adottata sentito il Collegio sindacale. ===

===== OPERAZIONI CON PARTI CORRELATE =====

===== Articolo 24) =====

La Società approva le operazioni con parti correlate in conformità alle previsioni di legge e regolamentari vigenti, nonché alle disposizioni del presente Statuto e alle procedure e regolamenti interni adottati in materia dalla Società.

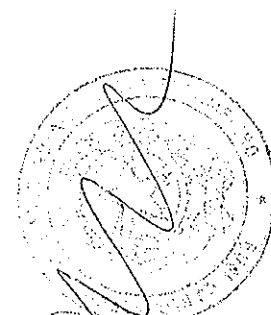
===== Articolo 25) =====

Le procedure interne adottate dalla Società in relazione alle operazioni con parti correlate possono prevedere che il Consiglio di Amministrazione approvi le operazioni di maggiore rilevanza nonostante l'avviso contrario degli amministratori indipendenti, purché il compimento di tali operazioni sia autorizzato dall'Assemblea ai sensi dell'art. 2364, comma 1, numero 5), c.c. =====

Nell'ipotesi di cui al precedente capoverso, l'Assemblea può concedere l'autorizzazione al compimento dell'operazione deliberando a maggioranza di legge, a meno che, ove siano presenti o rappresentati in Assemblea soci non correlati che rappresentino almeno il 10% del capitale sociale con diritto di voto, la maggioranza dei soci non correlati votanti abbia espresso voto contrario all'operazione in questione. =====

===== Articolo 26) =====

Le procedure interne adottate dalla Società in relazione alle operazioni con parti correlate possono prevedere l'esclusione dal loro ambito



W. A. M.

applicativo delle operazioni urgenti, anche di competenza assembleare, nei limiti di quanto consentito dalle disposizioni di legge e regolamentari applicabili. =====

COLLEGIO SINDACALE - REVISIONE LEGALE DEI CONTI

===== Articolo 27) =====

Il Collegio Sindacale è costituito da tre Sindaci effettivi e da due supplenti, che durano in carica tre esercizi e sono rieleggibili. Per i requisiti di eleggibilità, onorabilità, professionalità e indipendenza dei sindaci, per le loro attribuzioni, per la determinazione della loro retribuzione e la durata dell'ufficio si osservano le norme vigenti; in particolare, ai fini dei requisiti di professionalità di cui all'articolo 1 del decreto del Ministero della Giustizia 30 marzo 2000, n. 162, si considerano strettamente attinenti all'attività della Società le materie inerenti il diritto commerciale o tributario e l'economia o la finanza aziendale nonché i settori di attività di cui al precedente articolo 4, i settori della moda, del lusso, dell'industria manifatturiera, e quelli finanziario, creditizio e assicurativo. =====

La nomina dei Sindaci da parte dell'Assemblea avverrà sulla base di liste presentate dai soci, secondo la procedura di seguito descritta, al fine di assicurare: (a) alla minoranza la nomina di un Sindaco effettivo e di un Sindaco supplente, e (b) l'equilibrio di generi (maschile e femminile) all'interno del Collegio Sindacale. =====

Le liste contengono un numero di candidati non superiore al numero dei membri da eleggere, elencati mediante un numero progressivo. Inoltre, se e fino a quando espressamente previsto da norme inderogabili di legge e/o regolamentari, ciascuna lista, fatta eccezione per le liste contenenti un numero di candidati inferiore a tre, dovrà essere composta da un numero di candidati appartenenti al genere (maschile e femminile) meno rappresentato tale per cui, ove tale lista risulti essere la Lista Sindaci di Maggioranza (come di seguito definita), dalla stessa siano tratti un numero di Sindaci del genere meno rappresentato almeno pari alla Quota Piena, ovvero, ove applicabile, alla Quota Ridotta. =====
Ogni candidato può presentarsi in una sola lista a pena di ineleggibilità. =====

A) Presentazione delle liste =====

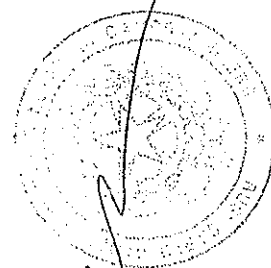
Hanno diritto di presentare le liste soltanto i soci che singolarmente o unitamente ad altri soci, al momento della presentazione della lista, siano complessivamente titolari almeno della percentuale di azioni con diritto di voto nell'Assemblea ordinaria prevista dalle applicabili disposizioni legislative e regolamentari che disciplinano la nomina del Collegio Sindacale. Di tale percentuale e delle procedure di nomina viene data informativa nell'avviso di convocazione dell'Assemblea. =====

Ogni soggetto legittimato a intervenire e votare in Assemblea, i soci aderenti ad un patto parasociale ai sensi dell'articolo 122 del D. Lgs. 24 febbraio 1998 n. 58, il soggetto controllante, le società controllate e quelle sottoposte a comune controllo ai sensi dell'articolo 93 del D. Lgs. 24 febbraio 1998 n. 58, non possono presentare né votare, direttamente, per interposta persona o a mezzo di società fiduciaria, più di una lista. =====

In caso di violazione delle disposizioni che precedono da parte di uno o più soggetti legittimati ad intervenire e votare in Assemblea, del relativo voto non si tiene conto rispetto ad alcuna delle liste presentate. =====

Le liste, indicanti i nominativi dei candidati alla carica di Sindaco effettivo e di Sindaco supplente, predisposte nel rispetto della Quota Piena ovvero, ove applicabile, della Quota Ridotta di Sindaci da eleggere, e sottoscritte dai soci che le hanno presentate, dovranno essere depositate presso la sede sociale almeno venticinque (25) giorni prima di quello fissato per l'Assemblea in unica o in prima convocazione o entro il diverso termine stabilito dalla normativa di volta in volta vigente, salva ogni eventuale ulteriore forma di pubblicità stabilita dalla disciplina *pro tempore* vigente, e dovranno essere corredate: =====

(i) delle informazioni relative all'identità dei soci che hanno presentato le liste, con indicazione della percentuale di partecipazione complessivamente detenuta. La certificazione comprovante la titolarità della quota minima necessaria alla presentazione delle liste, determinata avendo riguardo alle azioni che risultano registrate a favore del socio nel giorno in cui le liste sono depositate presso la Società, potrà essere prodotta alla Società anche successiva-



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mente al deposito purché almeno ventuno giorni prima della data dell'Assemblea, o entro il diverso termine stabilito dalla normativa di volta in volta vigente ; =====

(ii) di una dichiarazione dei soci, diversi da quelli che detengono, anche congiuntamente, una partecipazione di controllo o di maggioranza relativa, attestante l'assenza di rapporti di collegamento previsti dall'art. 144 *quinquies* con questi ultimi; =====

(iii) di un'esauriente informativa sulle caratteristiche personali e professionali dei candidati; =====

(iv) di una dichiarazione dei medesimi candidati attestante il possesso dei requisiti previsti dalla legge, l'inesistenza di cause di ineleggibilità e di incompatibilità previste dalla legge, nonché l'esistenza di requisiti di onorabilità e professionalità prescritti dalla legge per i membri del Collegio Sindacale; =====

(v) della dichiarazione dei candidati in merito all'accettazione della candidatura ed in merito al numero di incarichi di amministrazione e controllo ricoperti presso altre società, con l'impegno ad aggiornare tale elenco alla data dell'Assemblea; =====

(vi) di eventuali ulteriori informazioni richieste ai sensi della normativa legislativa e regolamentare vigente. =====

Le liste per le quali non sono osservate le disposizioni di cui sopra sono considerate come non presentate. =====

Le liste depositate sono messe a disposizione del pubblico presso la sede sociale, sul sito internet della Società e con le altre modalità previste dalle disposizioni di legge e regolamentari applicabili almeno ventuno giorni prima dell'Assemblea in unica o prima convocazione chiamata a deliberare sulla nomina dei membri del Collegio sindacale, o entro il diverso termine stabilito dalla normativa di volta in volta vigente. =====

B) votazione =====

Ogni avente diritto al voto potrà votare, anche se per interposta persona o tramite società fiduciaria, una sola lista. =====

Dalla lista che avrà ottenuto il maggior numero di voti espressi dai soggetti legittimati ad intervenire e votare in Assemblea ("**Lista Sindaci di Maggioranza**") saranno tratti, nell'ordine

progressivo con il quale sono elencati nella lista stessa, due Sindaci effettivi e un Sindaco supplente. =====

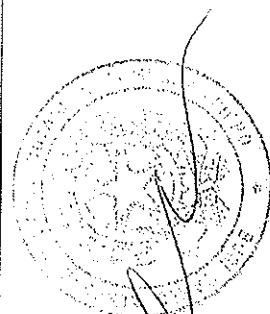
Il terzo Sindaco effettivo e il secondo Sindaco supplente saranno tratti dalla lista che avrà riportato il maggior numero di voti dopo la prima tra le liste presentate e votate da parte di soggetti che non siano collegati ai soci di riferimento ai sensi dell'art. 148, comma 2, del D. Lgs. 24 febbraio 1998 n. 58 ("Lista Sindaci di Minoranza"), eleggendo rispettivamente il primo ed il secondo candidato della lista, nell'ordine progressivo con il quale essi sono elencati nella lista stessa. =====

In caso di parità di voti tra liste si procederà a successive votazioni da parte dell'intera Assemblea al fine di ottenere un risultato inequivocabile. =====

L'Assemblea nomina quale Presidente del Collegio Sindacale il Sindaco effettivo espresso dalla Lista Sindaci di Minoranza. =====

Fatto salvo quanto sopra, per la presentazione, il deposito e la pubblicazione delle liste, ivi comprese le ipotesi in cui, alla scadenza del termine per il deposito delle liste, venisse presentata un'unica lista, ovvero soltanto liste presentate da soci che risultino tra loro collegati ai sensi dell'articolo 148, comma 2, del D. Lgs. 24 febbraio 1998 n. 58, si applicano le norme legislative e regolamentari di volta in volta vigenti. In ogni caso, qualora dovesse essere presentata, ovvero venisse ammessa alla votazione una sola lista, i candidati di detta lista verranno nominati Sindaci effettivi, nel rispetto della proporzione tra generi (maschile e femminile) prevista dalla legge, e Sindaci supplenti secondo il numero progressivo con il quale i candidati sono stati elencati nella lista stessa nelle rispettive sezioni. =====

La Lista Sindaci di Maggioranza o l'unica lista (a seconda dei casi) deve garantire il rispetto della Quota Piena ovvero, ove applicabile, della Quota Ridotta di Sindaci da eleggere. In particolare, ove la composizione dell'organo di controllo determinata sulla base dei numeri progressivi attribuiti ai candidati della suddetta lista, tenuto anche conto, nel caso della Lista Sindaci di Maggioranza, del genere del candidato nominato dalla Lista Sindaci di Minoranza, non includa un numero sufficiente di componenti del



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genere (maschile o femminile) meno rappresentato, i candidati aventi il numero progressivo più basso, appartenenti al genere (maschile o femminile) maggiormente rappresentato, saranno sostituiti dai candidati del genere (maschile o femminile) meno rappresentato aventi il numero progressivo più alto, fino a che non sia raggiunta la Quota Piena ovvero, ove applicabile, la Quota Ridotta di Sindaci da eleggere. =====

In caso di mancata presentazione di liste ovvero qualora non fosse possibile procedere alla nomina di uno o più Sindaci con il metodo del voto di lista, l'Assemblea delibererà con le maggioranze di legge avendo cura di assicurare, in ogni caso, la presenza del numero necessario di componenti appartenenti al genere (maschile o femminile) meno rappresentato tra i Sindaci effettivi tale da garantire il rispetto della Quota Piena ovvero, ove applicabile, della Quota ridotta di Sindaci da eleggere. =====

C) Sostituzione =====

In caso di sostituzione dalla carica di un Sindaco effettivo, subentra il supplente appartenente: (i) alla medesima lista; e, (ii) se e fino a quando ciò sia necessario al fine di assicurare all'interno del Collegio Sindacale il rispetto della proporzione tra generi (maschile e femminile) sulla base della Quota Piena ovvero, ove applicabile, della Quota Ridotta di Sindaci appartenenti al genere (maschile o femminile) meno rappresentato, al medesimo genere cui apparteneva il Sindaco sostituito, secondo l'ordine ivi indicato. Sono fatte salve ulteriori procedure di sostituzione stabilite da disposizioni di legge o regolamentari vigenti. =====

L'Assemblea prevista dall'art. 2401, comma 1 c.c. procede alla nomina o alla sostituzione nel rispetto del principio di necessaria rappresentanza delle minoranze e, se e fino a quando necessario, in modo tale da assicurare la presenza nel Collegio Sindacale della proporzione tra generi (maschile o femminile) sulla base della Quota Piena ovvero, ove applicabile, della Quota Ridotta di Sindaci appartenenti al genere (maschile o femminile) meno rappresentato. =====

I poteri, i doveri e la durata dell'incarico dei Sindaci sono quelli stabiliti dalla legge. =====

I Sindaci possono, anche individualmente, chiedere agli Amministratori notizie e chiarimenti sulle informazioni trasmesse loro e più in gene-

rale sull'andamento delle operazioni sociali o su determinati affari, nonché procedere in qualsiasi momento ad atti di ispezione e controllo. = I componenti il Collegio Sindacale non possono ricoprire cariche analoghe in più di cinque società quotate. Si applicano agli stessi i limiti al cumulo degli incarichi di amministrazione e controllo stabiliti dall'art. 148-bis del D. Lgs. 24 febbraio 1998 n. 58 e relativa normativa regolamentare di attuazione. =====

Ciascun Sindaco effettivo e supplente non potrà essere Amministratore o dipendente di società o enti che controllano la Società; sono fatti salvi gli ulteriori limiti al cumulo degli incarichi eventualmente stabiliti dalle disposizioni di legge o regolamentari vigenti. =====

Le riunioni del Collegio Sindacale possono tenersi per teleconferenza o videoconferenza, nel rispetto dei principi di cui all'articolo 17. ===

===== Articolo 28) =====

La revisione legale dei conti è esercitata da società di revisione. Per la nomina, i compiti, i poteri e le responsabilità si applicano le previsioni di legge in materia. =====

===== **BILANCIO ED UTILI** =====

===== Articolo 29) =====

L'esercizio sociale va dall'1 gennaio al 31 dicembre di ogni anno. Il Consiglio di Amministrazione della Società provvede alla redazione del bilancio così come previsto dalla legge. =====

===== Articolo 30) =====

Gli utili netti, risultanti dal bilancio approvato dall'Assemblea, e previo accantonamento alla riserva legale del cinque per cento del loro ammontare fino al raggiungimento del quinto del capitale sociale, sono destinati secondo la determinazione che assumerà l'Assemblea. =====

Il Consiglio di Amministrazione potrà deliberare, ricorrendone i presupposti ed alle condizioni di legge, la distribuzione di acconti sul dividendo. =====

Gli utili non riscossi si prescrivono a favore della riserva legale, dopo cinque anni dalla data in cui diverranno esigibili. =====

===== **SCIoglimento E LIQUIDAZIONE** =====

===== Articolo 31) =====

In caso di scioglimento della Società, le modalità per la liquidazione, la nomina del o dei liquidatori, la determinazione dei loro poteri e compensi saranno stabiliti dall'Assemblea

straordinaria. =====
===== NOMINA DI UN PRESIDENTE ONORARIO =====
===== Articolo 32) =====
Il Consiglio di Amministrazione, ove lo ritenga opportuno e già non vi abbia provveduto l'Assemblea ordinaria, può nominare, al di fuori dei propri membri, un Presidente Onorario che non farà parte del Consiglio di Amministrazione e che avrà esclusivamente diritto di partecipare alle riunioni del solo Consiglio di Amministrazione, senza diritto di voto, previo invito del Presidente dello stesso Consiglio di Amministrazione. =====
Il Presidente Onorario ha le funzioni che gli saranno di volta in volta attribuite dal Consiglio di Amministrazione. =====
Il Presidente Onorario durerà nella carica per lo stesso tempo della durata del Consiglio di Amministrazione in carica. Il Presidente Onorario è rieleggibile. =====
Il Consiglio di Amministrazione determina l'emolumento spettante al Presidente Onorario. =====

Rosa Posa

Luisa V. Belgardo
WUORMA

Bollo assolto ai sensi del decreto 22/02/2007 mediante

M.U.I. Copia su supporto informatico conforme all'originale

documento su supporto cartaceo, ai sensi dell'art. 23 comma

3,4 e 5 D.Lgs. 82/2005, che si trasmette ad uso registro im-

prese.

Atto registrato presso l'ufficio delle Entrate di Padova Due.