

SAFILO GROUP S.p.A.

Registered office: 35129 Padua, Settima Strada No. 15
Share capital equal to Euro 349,943,372.53 fully paid in
Fiscal code, VAT number and registration number with the Companies' Register of Padua
03032950242
R.E.A. of the Padua CCIAA 358600

ORDINARY SHAREHOLDERS' MEETING OF APRIL 29, 2021

This April 29, 2021, at 10:00 a.m. CEST, the Ordinary Shareholders' Meeting of SAFILO GROUP S.p.A. is held, further to regular call.

Pursuant to Article 2371 of the Italian Civil Code and Article 11 of the Articles of Association, the Chairman of the Board of Directors, Eugenio Razelli, takes the role of the Chairman of the Shareholders' Meeting, whom, with the consent of the Shareholders' Meeting, invites Francesco Gianni to act as Secretary of the Meeting.

The Chairman, after having recalled that the participation of those entitled to vote in the Shareholders' Meeting, in compliance with the pro tempore legislation in force, takes place exclusively through the designated representative Computershare S.p.A., in the person of Mr. Claudio Cattaneo and (ii) exclusively by means of video/telecommunication, moves then on to provide some preliminary information for the discussion of the items on the agenda, informing those present that:

- a recording system is in place for the purpose of taking the minutes of the meeting;
- pursuant to the legislation in force concerning data protection, attendees' data will be collected and processed by the Company exclusively for the accomplishment of the mandatory corporate requirements;
- for the Board of Directors, in addition to the Chairman, the Chief Executive Officer Angelo Trocchia and the Directors Katia Buja, Melchert Frans Groot, Guido Guzzetti, Cinzia Morelli-Verhoog and Robert Polet are present; the Directors Jeffrey A. Cole and Ines Mazzilli justified their absence;
- for the Board of Statutory Auditors, the Chairman Carmen Pezzuto and the Standing Statutory Auditors Bettina Solimando and Roberto Padova are present;
- furthermore, Gerd Graehsler, Group Chief Financial Officer, and Francesco Gianni, Secretary of the Board of Directors, are present;
- the Shareholders' Meeting was validly convened by means of notice of call of the ordinary shareholders' meeting published on March 19, 2021, on the Company's website and as an excerpt on the newspaper "La Repubblica";
- the legitimacy to attend the Shareholders' Meeting of the shareholders through the designated representative as well as compliance with the current laws and Articles of Association of the proxies presented by the designated representative - which were filed with the Company's

records - have been ascertained by the authorized personnel;

- only the designated representative is in attendance, representing as a proxy no. 49 shareholders, holding a total of no. 207,872,566 shares, equal to 75.397050% of the share capital;
- pursuant to the applicable provisions of law and Articles of Association, the Ordinary Shareholders' Meeting convened in single call is regularly constituted irrespectively of the proportion of represented share capital.

The Chairman declares the Ordinary Shareholders' Meeting validly convened to discuss and resolve upon the following items on the agenda:

1. Financial statements as at December 31, 2020:

1.1 Approval of the Separate Financial statements

1.2 Allocation of the results for the year

2. Report on the remuneration policy and on the remuneration paid:

2.1 Approval of Section I of the report

2.2 Non-binding vote on Section II of the report

3. Appointment of the Board of Directors for the 2021-2023 term:

3.1 Determination of the number of members of the Board of Directors

3.2 Appointment of directors

3.3. Determination of the annual remuneration of members of the Board of Directors

The Chairman announces and acknowledges that:

- the documentation relating to the Shareholders' Meeting, including the documentation required by Article 125-ter T.U.F. (Consolidated Finance Act), namely the illustrative reports on the items on the agenda, the annual financial report and the related reports of the Audit Company and the Board of Statutory Auditors, the consolidated non-financial statement and the related report of the Audit Company, the report on corporate governance and ownership structure and the Report on the remuneration policy and on the remuneration paid were published in compliance with current regulations and within the terms of the law; in particular they have been filed at the registered office, published on a specific section of the Company's website and made available at the central storage of regulated information ¹Info;
- additionally, two lists for the appointment of the Board of Directors, presented respectively by the shareholders Multibrands Italy B.V. and BDL Capital Management, were filed in compliance with the applicable regulations and within the terms of the law. They were also published within the terms set forth by the law at the Company's registered office, published on a specific section of the Company's website and made available at the central storage of regulated information ¹Info;

- the share capital recorded at Register of Companies is authorised for Euro 369,943,372.53, Euro 349,943,372.53 of which subscribed and fully paid-in, divided into 275,703,846 ordinary shares without par value;
- the Company does not hold treasury shares;
- regarding the Shareholders' Meeting, no proxy solicitation has been carried out pursuant to Article 136 and subsequent of the T.U.F.;
- no request was received by the Company for integration to the agenda, pursuant to Article 126 bis of the T.U.F., neither any question related to the items on the agenda pursuant to Article 127-ter of the T.U.F. was received before the Shareholders' Meeting.

The Chairman declares that the Company is aware of the existence of the shareholders' agreement signed on May 9, 2017, between Multibrands Italy B.V., owning, at the time of the execution of the agreement, no. 26,073,783 ordinary shares of the share capital of the Company, and Eugenio Razelli, member and current Chairman of the Board of Directors of the Company, concerning, inter alia, the inclusion of Eugenio Razelli as candidate of the list for the appointment of the Board of Directors of Safilo Group S.p.A. to be submitted on the occasion of the appointment of the Board of Directors, the exercise of the voting rights relating to the ordinary shareholders' meeting of Safilo Group S.p.A., as well as the appointment of Eugenio Razelli as Chairman of the Board of Directors. The agreement shall expire upon the appointment of the Board of Directors of Safilo Group S.p.A. following the approval of the financial statements of the year ended as at December 31, 2018, and therefore today.

The Chairman also informs that:

- for technical and organizational reasons, some employees of the Company also are attending the Shareholders' Meeting;
- the list of the attendees to the Shareholders' Meeting represented by the designated representative, including the number of shares represented and the indication of any delegating shareholder, is attached to the minutes of the Shareholders' Meeting, under letter "A";
- based on the Shareholders' Ledger and communications received according to Article 120 of the T.U.F., as well as other information available to the Company, attendees holding directly or indirectly more than 5% of the share capital represented by shares with voting rights are the following:

DECLARANT	Direct Shareholder	Number of Shares	Share % on the ordinary share capital	Share % on the voting capital
HAL Holding NV	Multibrands Italy B.V.	137,417,972	49.84%	49.84%
BDL CAPITAL MANAGEMENT	BDL Rempart Europe	22,236,177	8.065%	8.065%
	BDL Convictions	11,905,996	4.318%	4.318%
	BDL Navarre	4,873,628	1.767%	1.767%
	RMM LUX BDL European Equity Alpha	2,328,925	0.844%	0.844%
	TOTAL	41,344,726	14.99%	14.99%

Furthermore, those in attendance are informed about the Shareholders' Meeting procedures, specifying that after the presentation of each item on the agenda, the voting phase will take place; the vote on the item on the agenda will take place by enunciation, by the designated representative, of the voting instructions received from those entitled to vote.

The Chairman then moves on to the first item on the agenda:

1. Financial statements as at December 31, 2020:

1.3 Approval of the Separate Financial statements

1.4 Allocation of the results for the year

and informs that, as provided for by the applicable law, the draft separate financial statements were made available to the shareholders at the registered office, on the Company's website as well as at the central storage of regulated information Info within the deadlines set forth by the law, together with the consolidated financial statements and other required documents; only the separate financial statements are submitted to the Shareholders' Meeting for its approval, pursuant to Article 2364, no. 1, of the Italian Civil Code, whereas the consolidated financial statements is made known to the shareholders but shall not be approved by the Shareholders' Meeting.

In consideration of the fact that the above-mentioned documents were made available to shareholders within the terms set forth by the law, the Chairman notes that the designated representative agrees with the proposal to omit reading them.

The Chairman then reads out the proposed resolution:

"The Shareholders' Meeting:

- *having taken into account the draft financial statements for the year ended as at December 31,*

2020 and the related reports of the Directors, the Board of Statutory Auditors and the Auditing Company;

- *having taken into account the consolidated financial statements as at December 31, 2020;*
- *having taken into account the Illustrative Report of the Board of Directors;*

resolves

- *to approve the financial statements for the year ended as at December 31, 2020;*
- *to carry forward the loss, generated in the year, amounting to Euro 125,508,415.”*

The Chairman puts the proposal to approve the financial statements at December 31, 2020 to the vote, through the communication by the designated representative of the votes cast based on the voting instructions received.

The proposal for approval of the financial statements at December 31, 2020 is approved by the Shareholders' Meeting with the following result:

- no. 207,871,860 votes in favor, equal to 99.999660% of the voting capital;
- no. 706 votes against, equal to 0.000340% of the voting capital;
- no abstentions;

all the above as detailed in the forms attached to these minutes under letters “**B**” and “**C**”.

The proposal for the allocation for the year result is subsequently put to the vote, through the communication by the designated representative of the votes cast based on the voting instructions received.

The proposed allocation of the result for the year is approved by the Shareholders' Meeting with the following result:

- no. 207,871,860 votes in favor, equal to 99.999660% of the voting capital;
- no. 706 votes against, equal to 0.000340% of the voting capital;
- no abstentions;

all the above as detailed in the forms attached to these minutes under letters “**B**” and “**D**”.

The Chairman then moves on to the first item on the agenda:

2. Report on the remuneration policy and on the remuneration paid:

2.1 Approval of Section I of the report

2.2 Non-binding vote on Section II of the report

and reminds those in attendance that:

- the Report on the remuneration policy and on the remuneration paid, drawn up according to Article 123-ter of the T.U.F. and Article 84-quarter of the Issuers' regulations, was made available within the terms set by the law;

- the Report on the remuneration policy and on the remuneration paid is divided into two sections, which illustrate respectively:
 - (i) the Company’s policy on the remuneration of the members of the Board of Directors, managers with strategic responsibilities and members of the Board of Statutory Auditors for the financial year 2021 and the procedures adopted for the adoption and implementation of this policy (the “**Remuneration Policy**”);
 - (ii) each of the items that make up the remuneration of the members of the Board of Directors, Board of Statutory Auditors and managers with strategic responsibilities, as well as the remuneration paid to them for any reason during the 2020 financial year (the “**Remuneration Paid**”);
- the Shareholders’ Meeting is called to approve the first section of the Report containing the Remuneration Policy, pursuant to Article 123 ter, paragraph 3-ter, of the T.U.F.;
- the Shareholders’ Meeting is also called to resolve in favor of or against the second section of the Report containing the Remuneration Paid, pursuant to Article 123 ter, paragraph 6, of the T.U.F.. The Shareholders’ Meeting resolution on the second section is not binding but the outcome of the vote will in any case be made available to the public pursuant to Article 125-quater, paragraph 2, of the T.U.F..

In consideration of the fact that the Report on the remuneration policy and on the remuneration paid was made available to shareholders within the terms set forth by the law, the Chairman notes that the designated representative agrees with the proposal to omit reading it.

The Chairman then reads out the proposed resolution:

"The Shareholders’ Meeting:

- *having taken into account the contents of the first section of the Report on the remuneration policy and on the remuneration paid, relating to the Company’s policy on the remuneration of the members of the Board of Directors, managers with strategic responsibilities and Board of Statutory Auditors for the 2021 financial year and the procedures used for the adoption and implementation of this policy;*
- *having taken into account the contents of the second section of the Report on the remuneration policy and on the remuneration paid, relating to the items that make up the remuneration of the members of the Board of Directors, Board of Statutory Auditors and managers with strategic responsibilities, as well as the remuneration paid to them for any reason during the 2020 financial year;*
- *having taken into account the Illustrative Report of the Board of Directors;*

resolves

- *to approve the first section of the Report on the remuneration policy and on the remuneration*

paid;

- *in favour of the second section of the Report on the remuneration policy and on the remuneration paid.”*

The Chairman puts to the vote the proposal to approve the first section of the Report on the remuneration policy and on the remuneration paid, through the communication by the designated representative of the votes cast based on the voting instructions received.

The proposal for the approval of the first section of the Report on the remuneration policy and on the remuneration paid is approved by the Shareholders' Meeting with the following result:

- no. 180,911,141 votes in favor, equal to 87.029830% of the voting capital;
- no. 26,961,425 votes against, equal to 12.970170% of the voting capital;
- no abstentions;

all the above as detailed in the forms attached to these minutes under letters “B” and “E”

The proposal to favorably resolve upon the second section of the Report on the remuneration policy and on the remuneration paid is subsequently put to the vote, through the communication by the designated representative of the votes cast based on the voting instructions received.

The proposal to favorably resolve upon the second section of the Report on the remuneration policy and on the remuneration paid is approved by the Shareholders' Meeting with the following result:

- no. 180,911,141 votes in favor, equal to 87.029830% of the voting capital;
- no. 26,961,425 votes against, equal to 12.970170% of the voting capital;
- no abstentions;

all the above as detailed in the forms attached to these minutes under letters “B” and “F”.

The Chairman then moves on to the first item on the agenda:

3. Appointment of the Board of Directors for the 2021-2023 term:

3.1 Determination of the number of members of the Board of Directors

3.2 Appointment of directors

3.3. Determination of the annual remuneration of members of the Board of Directors

and reminds those in attendance that with the approval of the financial statements as of December 31, 2020 the mandate of the members of the Board of Directors expires and therefore it is necessary to proceed with the appointment of a new Board of Directors.

Furthermore, he recalls that:

- as indicated in the notice of call of the Shareholders' Meeting and in the Board of Directors' report relating to this item on the agenda, the appointment of the Board of Directors takes

place according to the voting list mechanism, in compliance with the provisions of Article 14 of the Company's Articles of Association, published on the Company's website and referred to in full, so as to ensure (a) that minority shareholders are represented by one member on the Board of Directors, and (b) balance between genders (masculine or feminine) within the Board of Directors in compliance with the applicable pro tempore legislation and regulations in force;

- the Board of Directors consists of between 6 and 15 members, who do not need to be shareholders. Members of the Board of Directors shall remain in office for three financial years and are eligible for re-election. The size of the Board of Directors shall be determined by the Shareholders' Meeting;
- once the Shareholders' Meeting has decided the number of directors to be elected, the procedures are as follows:
 - all the directors requiring election, but one, shall be elected from the list obtaining the highest number of votes, in the sequential order in which they appear on that list;
 - one director shall be elected from the list obtaining the second highest number of votes;
 - the Chairman of the Board of Directors shall be the first candidate appearing on the list obtaining the highest number of votes.

He then informs that 2 lists were filed in accordance with the law, respectively:

- list No. 1 filed by the shareholder Multibrands Italy B.V., owner of a total of no. 137,417,972 ordinary shares of the Company, equal to 49.84% of the share capital entitled to vote at the Shareholders' Meeting;
- list No. 2 filed by the shareholder BDL Capital Management (manager of the funds BDL Rempart Europe, BDL Convictions, BDL Navarre and RMM LUX BDL European Equity Alpha), owner of a total of no. 41,344,726 ordinary shares of the Company, equal to 14.99% of the share capital entitled to vote at the Shareholders' Meeting.

List No. 1, filed by the shareholder Multibrands Italy B.V., is composed of the following names:

1. Eugenio Razelli
2. Angelo Trocchia
3. Melchert F. Groot
4. Cinzia Morelli-Verhoog
5. Ines Mazzilli
6. Jeffrey A. Cole
7. Robert Polet
8. Katia Buja
9. Irene Boni
10. Gerben van de Rozenberg

List No. 2, filed by the shareholder BDL Capital Management, is composed of the following name:

1. Matthieu Brisset

The Chairman reminds those in attendance that, in addition to the lists, the following documentation was filed:

- the documentation proving the ownership of the shares necessary for the presentation of the list;
- the professional curricula of the candidates;
- statements by each of the candidate accepting their candidacy and confirming, under their own responsibility, that they are in possession of the requirements envisaged by prevailing statutory and regulatory provisions for members of the Board of Directors and the absence of any reasons for incompatibility and/or ineligibility contained in law.

After expressing warm thanks to the outgoing Board of Directors for the contribution made to date in favor of the Company, the Chairman notes the consent of the designated representative to omit the reading of the aforementioned documents in consideration of the fact that they were made public in accordance with the law.

Finally, the Chairman moves on to read out the proposed resolutions of the Board of Directors:

“with reference to the determination of the numbers of members, to establish the number of members of the Board of Directors as 10 members;

with reference to the appointment of directors, to vote in favour of any of the lists of candidates filed;

with reference to the determination of the annual remuneration, to set the remuneration of each member of the Board of Directors at Euro 50,000 (fifty thousand) per year, further to the reimbursement of any expense incurred by reason of his/her office, to be paid in quarterly instalments.”

The proposal to establish the number of members of the Board of Directors as 10 members is then put to the vote, through the communication by the designated representative of the votes cast based on the voting instructions received.

The proposal to establish the number of members of the Board of Directors as 10 members is approved by the Shareholders' Meeting with the following result:

- no. 207,871,860 votes in favor, equal to 99.999660% of the voting capital;
- no votes against;
- no. 706 abstentions, equal to 0.000340% of the voting capital;

all the above as detailed in the forms attached to these minutes under letters “**B**” and “**G**”.

The Chairman then puts to the vote list No. 1 filed by the shareholder Multibrands Italy B.V. and list No. 2 filed by the shareholder BDL Capital Management, through the communication by the designated representative of the votes cast based on the voting instructions received.

The Chairman informs that:

- list No. 1 filed by the shareholder Multibrands Italy B.V. obtained no. 138,767,972 votes in favor, equal to 66.756270% of the voting capital;
- list No. 2 filed by the shareholder BDL Capital Management obtained no. 69,103,888 votes in favor, equal to 33.243390% of the voting capital;
- and the following votes were also cast:
 - no votes against;
 - no. 706 abstentions, equal to 0.000340% of the voting capital;

all the above as detailed in the forms attached to these minutes under letters “**B**” and “**H**”

The Chairman then announces that list No. 1 filed by the shareholder Multibrands Italy B.V. has obtained a number of votes representing the majority of the votes cast and therefore declares that:

- the following Messrs. are elected as members of the Board of Directors:
 1. Eugenio Razelli
 2. Angelo Trocchia
 3. Melchert F. Groot
 4. Cinzia Morelli-Verhoog
 5. Ines Mazzilli
 6. Jeffrey A. Cole
 7. Robert Polet
 8. Katia Buja
 9. Irene Boni
 10. Matthieu Brisset
- pursuant to and for the purposes of Article 14 of the Articles of Association, the office of Chairman of the Board of Directors belongs to Eugenio Razelli, as a candidate listed in first place on the list that has obtained the highest number of votes.

Finally, the proposal relating to the determination of the annual remuneration of the members of the Board of Directors is put to the vote, through the communication by the designated representative of the votes cast based on the voting instructions received.

The proposal to set the remuneration of each member of the Board of Directors at Euro 50,000 (fifty thousand) per year, further to the reimbursement of any expense incurred by reason of his/her office, to be paid in quarterly instalments, is approved by the Shareholders’ Meeting with the following result:

- n. 207,871,860 votes in favor, equal to 99.999660% of the voting capital;
- n. 706 votes against, equal to 0.000340% of the voting capital;
- no abstentions;

all the above as detailed in the forms attached to these minutes under letters “**B**” and “**I**”

The Chairman then reads out the resolution approved by the Shareholders’ Meeting:

“The Shareholders’ Meeting

- having taken into account the Illustrative Report of the Board of Directors;*
- having taken into account the proposals filed by the shareholders;*

resolves

- to establish the number of members of the Board of Directors as 10 members;
- to appoint for a period of three financial years, with expiry on the date of the Shareholders' Meeting called to approve the financial statements for the year ended December 31, 2023, the following Messrs. and Mmes.:

- Eugenio Razelli, Italian citizen, born in Genoa on June 18, 1950
- Angelo Trocchia, Italian citizen, born in Formia (LT) on April 27, 1963
- Melchert F. Groot, Dutch citizen, born in The Hague (Holland) on October 22, 1959
- Cinzia Morelli-Verhoog, an Italian citizen, born in Premosello (VB) on January 28, 1960
- Ines Mazzilli, an Italian citizen, born in Milan on May 5, 1962
- Jeffrey A. Cole, US citizen, born in Cleveland, Ohio (USA) on May 20, 1941
- Robert Polet, Dutch citizen, born in Kuala Lumpur (Malaysia) on 25 July 1955
- Katia Buja, an Italian citizen, born in Padua on January 20, 1966
- Irene Boni, an Italian citizen, born in Sassuolo on February 9, 1981
- Matthieu Brisset, French citizen, born in Paris on 2 March 1972

- to set the remuneration of each member of the Board of Directors at Euro 50,000 (fifty thousand) per year, further to the reimbursement of any expense incurred by reason of his/her office, to be paid in quarterly instalments.”

* *

There being no further items on the agenda, the Chairman thanks those participating to the meeting, which he declares closed at 10:40.

Signed by: The Secretary
Francesco Gianni

Signed by: The Chairman
Eugenio Razelli

SITUAZIONE ALL'ATTO DELLA COSTITUZIONE

Sono ora rappresentate in aula numero 207.872.566 azioni ordinarie

pari al 75,397050% del capitale sociale, tutte ammesse al voto.

Sono presenti in aula numero 49 azionisti tutti rappresentati per delega.

Elenco Intervenuti (Tutti ordinati cronologicamente)**Assemblea Ordinaria**

Badge	Titolare		Ordinaria	
	Tipo Rap.	Deleganti / Rappresentati legalmente		
1		COMPUTERSHARE SPA RAPPRESENTANTE DESIGNATO IN QUALITÀ DI DELEGATO 135-UNDECIES TUF IN PERSONA DI CLAUDIO CATTANEO	0	
1	D	MULTIBRANDS ITALY BV	137.417.972	
2	D	FERRAMOLA ANDREA	706	
3	D	BDL REMPART EUROPE	22.236.177	
4	D	BDL CONVICTIONS	11.905.996	
5	D	BDL NAVARRE	4.873.628	
6	D	RCO LUX BDL EUROPEAN EQUITY ALPHA	2.328.925	
Totale azioni			178.763.404	
			64,838923%	
2		COMPUTERSHARE SPA RAPPR. DESIGNATO IN QUALITÀ DI SUBDELEGATO 135-NOVIES (ST.TREVISAN) IN PERSONA DI CLAUDIO CATTANEO	0	
1	D	TR EUROPEAN GROWTH TRUST PLC	2.925.353	
2	D	ALGEBRIS UCITS FUNDS PLC - ALGEBRIS CORE ITALY FUND	1.250.000	
3	D	AZ FUND 1 AZ ALLOCATION PIR ITALIAN EXCELLENCE 70	323.960	
4	D	AZ FUND 1 AZ EQUITY ITALIAN SMALL MID CAP	170.030	
5	D	AZ FUND 1 AZ ALLOCATION PIR ITALIAN EXCELLENCE 30	17.997	
6	D	AZIMUT CAPITAL MANAGEMENT SGR S.P.A	61.193	
7	D	ARROWSTREET GMVAETF- MPDUB	76.075	
8	D	DE SHAW WORLD ALPHA EXT PORT	77	
9	D	SHELL TRUST (BERMUDA) LTD AS TRUSTEE OF THE SHELL OVERSEAS CONTRIBUTORY PENSION FUND	52.887	
10	D	D. E. SHAW ALL COUNTRY GLOBA	4	
11	D	DES ALL CNTRY GLBL ALPHA EXT	5	
12	D	ACCIDENT COMPENSATION CORPORATION	184.313	
13	D	HENDERSON HORIZON PAN EUROPEAN SMALLER COMPANIES FUND	4.260.057	
14	D	HI ALGEBRIS ITALIA ELTIF	100.000	
15	D	D. E. SHAW ALL COUNTRY - PM	4	
16	D	QUAERO CAPITAL FUNDS (LUX) - ARGONAUT	5.638.632	
17	D	CARNE GLOBAL FUND MANAGERS IRELAND LTD	69.846	
18	D	ALASKA PERMANENT FUND CORPORATION	9.085	
19	D	AMUNDI SGR SPA / AMUNDI SVILUPPO ITALIA	4.800.000	
20	D	LYXOR FTSE ITALIA	770.238	
21	D	MUL- LYX FTSE	28.205	
22	D	DNCA ACTIONS EURO PME	2.072.456	
23	D	TWO SIGMA EQUITY RISK PREMIA PRTFOLIO LLC CORPORATION SERVICE	3.097	
24	D	STICHTING PENSIOENFONDS APF.	1.062	
25	D	PUBLIC PENSION AGENCY	354.917	
26	D	VB SELECT EUROPEAN OPPORTUNITIES FUND LP	200.000	
27	D	BRANDES INSTITUTIONAL EQUITY TRUST	1.141.034	
28	D	BRANDES INTERNATIONAL SMALL CAP EQUITY FUND	555.575	
29	D	FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST.	1.544	
30	D	FORD MOTOR COMPANY OF CANADA LIMITED PENSION TRUST	154	
31	D	CHALLENGE FUNDS - CHALLENGE ITALIAN EQUITY FUND	1.463.419	
32	D	JHF II INT'L SMALL CO FUND	16.568	
33	D	JHVIT INT'L SMALL CO TRUST	2.378	
34	D	ARROWSTREET (CANADA) GLOBAL WORLD FUND I	199.084	

Assemblea Ordinaria

Badge	Titolare		Ordinaria	
	Tipo Rap.	Deleganti / Rappresentati legalmente		
35	D	OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM	10.889	
36	D	GMAM GROUP PENSION TRUST II	572.507	
37	D	TRUST II BRIGHTHOUSEDIMENSIONALINT SMALL COMPANY PORTFOLIO	12.212	
38	D	LVIP DIMENSIONAL INTERNATIONAL CORE EQUITY FUND	2.772	
39	D	MERCER QIF CCF	1.492.995	
40	D	MARYLAND STATE RETIREMENT PENSION SYSTEM	3.806	
41	D	THE ARROWSTREET COMMON CONTRACTUAL FUND	172.009	
42	D	ISHARES VII PLC	61.234	
43	D	SPDR S&P INTERNATIONAL SMALL CAP ETF	31.489	
Totale azioni			29.109.162	
			10,558127%	
Totale azioni in proprio			0	
Totale azioni in delega			207.872.566	
Totale azioni in rappresentanza legale			0	
TOTALE AZIONI			207.872.566	
			75,397050%	
Totale azionisti in proprio			0	
Totale azionisti in delega			49	
Totale azionisti in rappresentanza legale			0	
TOTALE AZIONISTI			49	
TOTALE PERSONE INTERVENUTE			1	

Legenda:

D: Delegante R: Rappresentato legalmente

[illegible]

F: Favorevole; C: Contrario; A: Astenuto; 1: Lista 1; 2: Lista 2; -: Non Votante; X: Assente alla votazione; N: Voti non computati; R: Voti revocati; Q: Voti esclusi dal quorum

ELENCO PARTECIPANTI

ALLEGATO B / ATTACHMENT B

NOMINATIVO PARTECIPANTE

DELEGANTI E RAPPRESENTATI	Parziale	Totale
SHELL TRUST (BERMUDA) LTD AS TRUSTEE OF THE SHELL OVERSEAS CONTRIBUTORY PENSION FUND AGENTE:JP MORGAN CHASE BANK	52.887	
		29.109.162
COMPUTERSHARE SPA RAPPRESENTANTE DESIGNATO IN QUALITÀ DI DELEGATO 135-UNDECIES TUF IN PERSONA DI CLAUDIO CATTANEO - PER DELEGA DI	0	
MULTIBRANDS ITALY BV	137.417.972	
FERRAMOLA ANDREA	706	
BDL REMPART EUROPE	22.236.177	
BDL CONVICTIONS	11.905.996	
BDL NAVARRE	4.873.628	
RCO LUX BDL EUROPEAN EQUITY ALPHA	2.328.925	
		178.763.404

RISULTATI ALLE VOTAZIONI Ordinaria							
1	2	3	4	5	6	7	
F	F	C	C	F	2	F	
F	F	F	F	F	1	F	
C	C	C	A	A	A	C	
F	F	F	F	F	2	F	
F	F	F	F	F	2	F	
F	F	F	F	F	2	F	
F	F	F	F	F	2	F	

Legenda:

1 Bilancio al 31.12.2020

3 I sezione politica sulla remunerazione

5 Numero dei componenti del CdA

7 Compenso del CdA

2 Destinazione risultato d'esercizio

4 Voto non vincolante sulla II sezione della relazione

6 Nomina del CdA

Assemblea Ordinaria del 29 aprile 2021**ESITO VOTAZIONE**Oggetto : **Bilancio al 31.12.2020****Hanno partecipato alla votazione:**-n° **49** azionisti, portatori di n° **207.872.566** azioniordinarie, di cui n° **207.872.566** ammesse al voto,pari al **75,397050%** del capitale sociale.**Hanno votato:**

		% Azioni Ordinarie Rappresentate (Quorum deliberativo)	% Azioni Ammesse al voto	%Cap. Soc.
Favorevoli	207.871.860	99,999660	99,999660	75,396794
Contrari	706	0,000340	0,000340	0,000256
Sub Totale	207.872.566	100,000000	100,000000	75,397050
Astenuti	0	0,000000	0,000000	0,000000
Non Votanti	0	0,000000	0,000000	0,000000
Sub totale	0	0,000000	0,000000	0,000000
Totale	207.872.566	100,000000	100,000000	75,397050

Assemblea Ordinaria del 29 aprile 2021**ESITO VOTAZIONE**Oggetto : **Destinazione risultato d'esercizio****Hanno partecipato alla votazione:**-n° **49** azionisti, portatori di n° **207.872.566** azioniordinarie, di cui n° **207.872.566** ammesse al voto,pari al **75,397050%** del capitale sociale.**Hanno votato:**

		% Azioni Ordinarie Rappresentate (Quorum deliberativo)	% Azioni Ammesse al voto	%Cap. Soc.
Favorevoli	207.871.860	99,999660	99,999660	75,396794
Contrari	706	0,000340	0,000340	0,000256
Sub Totale	207.872.566	100,000000	100,000000	75,397050
Astenuti	0	0,000000	0,000000	0,000000
Non Votanti	0	0,000000	0,000000	0,000000
Sub totale	0	0,000000	0,000000	0,000000
Totale	207.872.566	100,000000	100,000000	75,397050

Assemblea Ordinaria del 29 aprile 2021**ESITO VOTAZIONE**Oggetto : **I sezione politica sulla remunerazione****Hanno partecipato alla votazione:**-n° **49** azionisti, portatori di n° **207.872.566** azioniordinarie, di cui n° **207.872.566** ammesse al voto,pari al **75,397050%** del capitale sociale.**Hanno votato:**

		% Azioni Ordinarie Rappresentate (Quorum deliberativo)	% Azioni Ammesse al voto	%Cap. Soc.
Favorevoli	180.911.141	87,029830	87,029830	65,617924
Contrari	26.961.425	12,970170	12,970170	9,779125
Sub Totale	207.872.566	100,000000	100,000000	75,397050
Astenuti	0	0,000000	0,000000	0,000000
Non Votanti	0	0,000000	0,000000	0,000000
Sub totale	0	0,000000	0,000000	0,000000
Totale	207.872.566	100,000000	100,000000	75,397050

Assemblea Ordinaria del 29 aprile 2021**ESITO VOTAZIONE**

Oggetto : **Voto non vincolante sulla II sezione della relazione**

Hanno partecipato alla votazione:

-n° **49** azionisti, portatori di n° **207.872.566** azioni

ordinarie, di cui n° **207.872.566** ammesse al voto,

pari al **75,397050%** del capitale sociale.

Hanno votato:

		% Azioni Ordinarie Rappresentate (Quorum deliberativo)	% Azioni Ammesse al voto	%Cap. Soc.
Favorevoli	180.911.141	87,029830	87,029830	65,617924
Contrari	26.960.719	12,969830	12,969830	9,778869
Sub Totale	207.871.860	99,999660	99,999660	75,396794
Astenuti	706	0,000340	0,000340	0,000256
Non Votanti	0	0,000000	0,000000	0,000000
Sub totale	706	0,000340	0,000340	0,000256
Totale	207.872.566	100,000000	100,000000	75,397050

Assemblea Ordinaria del 29 aprile 2021**ESITO VOTAZIONE**Oggetto : **Numero dei componenti del CdA****Hanno partecipato alla votazione:**-n° **49** azionisti, portatori di n° **207.872.566** azioniordinarie, di cui n° **207.872.566** ammesse al voto,pari al **75,397050%** del capitale sociale.**Hanno votato:**

		% Azioni Ordinarie Rappresentate (Quorum deliberativo)	% Azioni Ammesse al voto	%Cap. Soc.
Favorevoli	207.871.860	99,999660	99,999660	75,396794
Contrari	0	0,000000	0,000000	0,000000
Sub Totale	207.871.860	99,999660	99,999660	75,396794
Astenuti	706	0,000340	0,000340	0,000256
Non Votanti	0	0,000000	0,000000	0,000000
Sub totale	706	0,000340	0,000340	0,000256
Totale	207.872.566	100,000000	100,000000	75,397050

Assemblea Ordinaria del 29 aprile 2021ESITO VOTAZIONEOggetto : **Nomina del CdA****Hanno partecipato alla votazione:**n° **49** azionisti che rappresentano per delega

n° 207.872.566 azioni di cui n° 207.872.566 azioni ammesse al voto

pari al 75,397050 del capitale sociale

Hanno votato:

		%AZIONI ORDINARIE RAPPRESENTATE (Quorum deliberativo)	%AZIONI AMMESSE AL VOTO	%CAP.SOC.
LISTA 1	138.767.972	66,756270	66,756270	50,332258
LISTA 2	69.103.888	33,243390	33,243390	25,064535
SubTotale	207.871.860	99,999660	99,999660	75,396794
Contrari	0	0,000000	0,000000	0,000000
Astenuti	706	0,000340	0,000340	0,000256
Non Votanti	0	0,000000	0,000000	0,000000
SubTotale	706	0,000340	0,000340	0,000256
Totale	207.872.566	100,000000	100,000000	75,397050

Assemblea Ordinaria del 29 aprile 2021**ESITO VOTAZIONE**Oggetto : **Compenso del CdA****Hanno partecipato alla votazione:**-n° **49** azionisti, portatori di n° **207.872.566** azioniordinarie, di cui n° **207.872.566** ammesse al voto,pari al **75,397050%** del capitale sociale.**Hanno votato:**

		% Azioni Ordinarie Rappresentate (Quorum deliberativo)	% Azioni Ammesse al voto	%Cap. Soc.
Favorevoli	207.871.860	99,999660	99,999660	75,396794
Contrari	706	0,000340	0,000340	0,000256
Sub Totale	207.872.566	100,000000	100,000000	75,397050
Astenuti	0	0,000000	0,000000	0,000000
Non Votanti	0	0,000000	0,000000	0,000000
Sub totale	0	0,000000	0,000000	0,000000
Totale	207.872.566	100,000000	100,000000	75,397050