



**RESOLUTION OF THE SHAREHOLDERS' MEETING HELD THE 27TH OF  
APRIL 2009 IN SECOND CALL**

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

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

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

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

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**ORDINARY SHAREHOLDERS' MEETING HELD ON 27th APRIL 2009**

Having been duly called, the ordinary meeting of the shareholders of SAFILO GROUP S.p.A. was held today, 27<sup>th</sup> April 2008, at 11.15 a.m. at Settima Strada no. 15, Padua, Italy.

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

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

The Chairman informed the meeting that:

- as required by article 2366 of the Italian Civil Code and article 8 of the Articles of Association, the notice calling the meeting was published in the "Corriere della Sera" daily newspaper on 21<sup>st</sup> March 2009, and sent also to Borsa Italiana S.p.A. (Italian stock market manager and organizer) through the NIS system (network information service) and published on the Company's website at [www.safilo.com](http://www.safilo.com);
- the Company did not receive any requests to make additions to the agenda, as allowed by article 126-bis of Decree 58/1998;
- after an insufficient number of shareholders confirmed their attendance at the meeting in first call in order for it to be valid, the notice that the meeting was being held in second call was published in the "Corriere della Sera" daily newspaper on 23<sup>rd</sup> April 2009; such notice was also sent to Borsa Italiana S.p.A. through the NIS system and published on the Company's website [www.safilo.com](http://www.safilo.com);
- the document publication requirements contained in article 2429 of the Italian Civil Code and in article 3 of Ministerial Decree 437/1998 were duly satisfied, with the required documentation being made available from 8<sup>th</sup> April 2009 at the Company's registered office, at Borsa Italiana S.p.A., and on the Company's website [www.safilo.com](http://www.safilo.com);
- the disclosure requirements relating to item three of the agenda were accordingly fulfilled, as established by article 144-*octies* of the Consob Regulations, by making the required documentation

## ***Informal translation***

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available at the Company's registered office, at Borsa Italiana S.p.A., and on the Company's website [www.safilo.com](http://www.safilo.com);

- the financial statements for 2008 and accompanying reports, as well as the Directors' Explanatory Report to shareholders on the items of today's agenda and the list of candidates for integration of the Board of Statutory Auditors offices, accompanied by full documentation, were available for consultation.

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

None of those present declared any such impairment.

The Chairman then informed the meeting that:

- the following Directors were present: Massimiliano Tabacchi, Roberto Vedovotto, Giannino Lorenzon and Carlo Gilardi, while apologies for absence had been received from the Directors Antonio Favrin and Ennio Doris;
- for the Board of Statutory Auditors the standing statutory auditors Franco Corgnati and Nicola Gianese were present, while apologies for absence had been received from the Chairman of the Board of Statutory Auditors, Giampietro Sala;
- the Company's share capital amounts to Euro 71,348,532.00 divided into 285,394,128 ordinary shares with a par value of Euro 0.25 each;
- the shareholder register, updated to the nearest possible date to the Shareholders' Meeting i.e. at 31<sup>st</sup> March 2008, counted a total of 28,761 shareholders;
- according to the contents of the shareholder register, as completed by the notices received under article 120 of Decree 58/1998 and other information available to the Company as of 26<sup>th</sup> April 2009, the shareholders in attendance which held more than 2%, directly or indirectly, of the subscribed share capital were as follows:

	<b><i>Share Holder</i></b>	<b><i>N° Shares</i></b>	<b><i>% of total voting shares(285.394.128)</i></b>
	<b><i>Only 3T. S.p.A</i></b> Nationality: Italy	113.853.160	39,893%

***Informal translation***

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	<i>Share Holder</i>	<i>N° Shares</i>	<i>% of total voting shares(285.394.128)</i>
	<b>Hal International Investment NV</b> Nationality: Dutch Antilles	5.941.187	2,082%

- all 285,394,128 shares were deposited at Monte Titoli S.p.A. (Italy's central securities depository), in a dematerialized form;
- the largest deposits of shares for participation at today's Shareholders' Meeting were as follows:

<i>Share Holder</i>	<i>N° Shares</i>	<i>% of total voting shares (285.394.128)</i>
<b>Only 3T. S.p.A</b>	<b>113.853.160</b>	39,893%

- 5 persons were present, on their own account or under proxy, who represented 19 shareholders with 115,281,679 ordinary shares, corresponding to approximately 40.39% of share capital;
- personnel authorized by the Chairman had verified the entitlement of the shareholders in attendance to take part in the Shareholders' Meeting, and that the proxies given by shareholders to other shareholders or third parties to take part in today's meeting complied with the provisions of article 2372 of the Italian Civil Code;
- he was not aware of the existence of any shareholders agreements under article 122 of the Legislative Decree 58/1998;
- the names of the shareholders taking part in the Shareholders' Meeting on their own account or under proxy, and the number of the respective shares, were appended to these minutes as Annex A);
- Lorenzo Lago, standing statutory auditor of the subsidiary Safilo S.p.A. and candidate as standing statutory auditor for the integration of the Board of Statutory Auditors according to the agenda of the meeting in question, was present at the Shareholders' Meeting as well as the following of the Group's senior managers: Mario Pietribiasi, Chief Operating Officer, Francesco Tagliapietra, Director of Administration and Control, Christian De Felice, Director of Finance, and Barbara Ferrante, Director of Investor Relations. Also present were the personnel in charge of managing the meeting;
- The following journalists were connected via video-conference:
  - 1- Claudio Trabona - "Corriere del Veneto"

2- Dario Converso - "ADN Kronos"

3- Loredana Marchesi - "Radiocor"

4- Cristina Carlevaro - "Reuters"

and Angelo Brunello –"Community" PR Agency.

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

- 1) Financial statements at 31st December 2008; Presentation of the consolidated financial statements at 31st December 2008; Reports from the Directors, the Board of Auditors and the Auditing company; Related and consequent matters**
- 2) Confirmation of the appointment of a member of the Board of Directors; Related and consequent matters**
- 3) Integration of the Board of Statutory Auditors and appointment of its Chairman**

Before addressing the agenda, the Chairman informed the meeting that:

- 1) as far as the financial year 2008 was concerned, PricewaterhouseCoopers S.p.A. had spent:
  - 170 hours on auditing the Company's statutory financial statements at 31<sup>st</sup> December 2008 and on checking that the accounting records were properly maintained, for a total fee of Euro 10,730.00 (ten thousand, seven hundred and thirty euros);
  - 280 hours on auditing the consolidated financial statements at 31<sup>st</sup> December 2008, for a total fee of Euro 21,516.00 (twenty thousand, five hundred and sixteen euros);
- 2) with relation to the amount approved by the Shareholders' meeting on 14th September 2005, which engaged PricewaterhouseCoopers S.p.A., the fees had been revised solely for changes in the consumer price index;
- 3) the table reporting the fees earned in 2008 for all services provided to the Company and its subsidiaries by PricewaterhouseCoopers S.p.A. and members of its network, was reproduced in the Safilo Group's report on operations at 31<sup>st</sup> December 2008 in the Appendix "Information pursuant to article 149- *duodecies* of the Consob Regulations" (page 173).

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

speakers, the responses given, and any related comments.

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

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

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

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

\* \* \*

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

**Financial statements at 31st December 2008; Presentation of the consolidated financial statements at 31st December 2008; Reports from the Directors, the Board of Auditors and the Auditing company; Related and consequent matters**

The Chairman gave the floor to Daniele Bonvicini, the representative by proxy of the shareholder

Only 3T. S.p.A.. Mr. Bonvicini noted that all the documentation relating to the Company's statutory financial statements and the Group's consolidated financial statements at 31<sup>st</sup> December 2008 had been made available to shareholders within the deadlines required by the Italian Civil Code and Decree 58/1998 and so proposed limiting their reading:

- to the Chairman's letter to the Shareholders on page 18 of the Annual Report;
- with regards to the Report on Group Operations, to the sections on "Information on operations", 'Group economic results, 'Analysis by distribution channel - Wholesale/Retail', 'Balance Sheet' and 'Financial position', (from pages 22 to 35) and finally to the section "Significant events after the year-end and outlook" (at page 93);
- as regards the report on operations contained in the statutory financial statements, to the section "Resolutions relating to net income for the year", on page 189;

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

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

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

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

“The Ordinary Shareholders' Meeting of SAFILO GROUP S.p.A., upon the Chairman's proposal,

resolves:

- 1- to approve the report on operations of SAFILO GROUP S.p.A. for the year ended 31<sup>st</sup> December 2008 and the related draft statutory financial statements at that date;
- 2- to approve the proposal to allocate net income for the year of Euro 29,578,973 as follows:
  - a) 5% to the legal reserve - Euro 1,478,949
  - b) to carry forward the difference - Euro 28,100,024

The Shareholders Meeting' unanimously approved the resolution:

- 155,281,679 votes in favour, corresponding to 100% of the voting capital;
- 0 votes against, corresponding to 0% of the voting capital;
- 0 abstained votes, corresponding to 0% of the voting capital;

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

The Chairman declared the results of the vote.

\* \* \*

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

**Confirmation of the appointment of a member of the Board of Directors; Related and consequent matters**

The Chairman reminded those present that, following the resignation of the director Claudio Gottardi on 10th November 2008, the Board of Directors at 14th November 2008, in accordance with the provisions of article 2386 of the Italian Civil Code and article 15 of the Company's Articles of Association, appointed by co-option Mr. Roberto Vedovotto to replace Mr Gottardi.

Given that the co-opted director may remain in office until this shareholders' meeting, the Chairman invited those present to complete the composition of the current Board of Directors, composed of 7 directors in accordance with the resolution of 30<sup>th</sup> April 2008.

In this case, in accordance with article 15, letter b) of the Company's Articles of Association, the procedure of voting by list was not applied; it was not possible to appoint a candidate from the majority list to which the former director belonged, since there were no candidate names remaining in the list which have not been previously elected.

The Chairman then invited those present, in accordance with the aforementioned art. 15 of the Articles of Association, to confirm Mr. Roberto Vedovotto's office as director until the end of the mandate of the current Board, that is until on the date of the Shareholders' Meeting convened to approve the financial statements at 31st December 2010.

The Chairman underlined that this confirmation allowed for the current number of members of the Board with the requirements of independence, in accordance with the regulations and legislation in force, to be maintained, as well as ensuring that the rights of the minority were respected.

In compliance with the indications cited in Principle 6.P.1 of the Corporate Governance Code published by the Italian stock exchange on 14<sup>th</sup> March 2006, which specifies that directors should be appointed through a transparent procedure which guarantees prompt and adequate information regarding the personal and professional characteristics of the candidates in office, the Chairman reminded those present that the curriculum vitae of Mr. Roberto Vedovotto, together with the statement with which Mr Vedovotto confirms his possession of the requirements prescribed by the regulations and legislation in force to be appointed as director of a listed company and accepts the office, were attached to Directors' Explanatory Report to the Shareholders' Meeting and made available to the public, in accordance with the existing legislation, at the Company's registered



offices, at the offices of Borsa Italiana, and on the Company's website: [www.safilo.com](http://www.safilo.com), in the IR/Corporate Governance section.

The Chairman therefore proposed to consider the documents as having been read and to omit therefore the reading of them.

Lastly, the Chairman informed those present that the director whose confirmation is proposed, shall receive a fee of Euro 10,000.00 for each financial year, on a yearly basis, in addition to the reimbursement of all expenses incurred in carrying out the role, as provided for by the Ordinary Shareholders' meeting of 30th April 2008.

That being said, the Shareholders' meeting was invited to:

- confirm the appointment as director of the company of Mr. Roberto Vedovotto, born in Bassano del Grappa (VI) on 30th September 1965, resident in Via Gesù, 15 – 20121 – Milan, taxpayer's number VDV RRT 65P30 A703O, of Italian citizenship, Director by profession, thereby confirming the current composition of the Board of Directors;
- establish that the term of the director hereby nominated will expire, together with the other directors currently in office, at the end of the related assignment upon the approval of the Financial statements at 31st December 2010;
- confirm that the director Roberto Vedovotto shall receive the fee determined by the Shareholders' meeting of 30th April 2008, more specifically Euro 10,000.00 for each year, on an annual basis, in addition to the reimbursement of all expenses incurred in carrying out the role.
- take note of the resolutions of the Board of Directors meetings held on 14<sup>th</sup> November 2008 and 16<sup>th</sup> March 2009 with regards to, respectively, the assignment and the confirmation of the position of Chief Executive Officer to Roberto Vedovotto.

Since no shareholder asked to speak, the Chairman declared the debate closed and put the aforementioned proposed resolutions, one at a time, to the vote, after having explained the voting procedure.

Once the votes, displayed by a show of hands, had been counted, the Chairman declared the results and informed those present that each of the aforementioned proposals was unanimously approved:

- 155,281,679 votes in favour, corresponding to 100% of the voting capital;
- 0 votes against, corresponding to 0% of the voting capital;
- 0 abstained votes, corresponding to 0% of the voting capital;

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

Roberto Vedovotto was therefore confirmed as director, his office expiring together with the other directors currently in offices at the expiry of the related assignment and, more specifically, with the approval of the Financial statements at 31st December 2010; Mr Vedovotto will be paid the fee of 10,000.00, on an annual basis, for each financial year, as established by the Shareholders' Meeting of 30th April 2008. Mr Vedovotto, by virtue of the resolutions of the board meetings of 14<sup>th</sup> November 2008 and 16<sup>th</sup> March 2009, will retain the position of Chief Executive Officer of the company.

\* \* \*

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

**Integration of the Board of Statutory Auditors and appointment of its Chairman**

The Chairman reminded those present that, following the resignation of the Chairman of the Board of Statutory Auditors Carlo Domenico Vanoni, sole candidate from the minority list, on 19th June 2008, and the resignation of the Standing Statutory Auditor, Mr. Paolo Mazzi, taken from the majority list, on 10th October 2008, the composition of the Board of Statutory Auditors was completed, in accordance with art. 2401 of the Italian Civil Code and art. 24, letter C) – Substitution -, of the Articles of Association, with the replacement of the resigning auditors. The resigning auditors were replaced by Giampietro Sala, already an alternate statutory Auditor and the longest serving member of the Board, as Chairman of the Board of Statutory Auditors, and Nicola Gianese, already an already alternate statutory, as Standing Statutory Auditor, both elected from the majority list.

It was therefore necessary to proceed with the completion of the Board of Statutory Auditors, for the duration of its office, that is until the Shareholders' Meeting which will be called for the approval of the financial statements at 31st December 2010, and, therefore:

- a) to confirm Franco Corgnati as standing statutory Auditor;
- b) to appoint two standing statutory Auditors and two alternate statutory Auditors;
- c) to appoint the Chairman from amongst the standing statutory Auditors.

The Chairman, furthermore, reminded those present that, pursuant to art. 148 of the T.U.F. (Italy's Financial Markets Consolidation Act), and article 144 – *quinquies et seq.* of the Issuing Regulations adopted by Consob in the resolution n. 11971 dated 14th May 1999 and subsequent amendments, that it is provided for by article 24 of the Articles of Association, that the appointment of the Auditors is carried out on the basis of lists presented by shareholders who, either alone or with others, hold at least 2% of the share capital, in order to ensure, for the minority shareholders, the appointment of a standing statutory Auditor and an alternate statutory Auditor: it is necessary to proceed with the completion of the Board of Statutory Auditors with the law and Articles of Association, allowing the minority shareholders to appoint a standing statutory Auditor and an alternate statutory Auditor.

For this purpose, the Chairman reminds those present that, in the notice of the Shareholders' Annual

Meeting published in the newspaper “Corriere della Sera” on Saturday 21<sup>st</sup> March 2009, the shareholders were invited to present the lists as outlined in the terms provided for by article 24 of the Articles of Association.

Furthermore, given that no minority list was presented, on April 10th 1999, in accordance with art. 144-sexies, comma 5, and 144-octies, comma 2 of the Consob Regulations, a press release was issued informing the shareholders that the final date for depositing the eventual minority lists had been deferred by five days. The Chairman noted that no minority list was deposited by the final deferred date and therefore, in accordance with the law and the articles of association, a sole list of candidates was deposited for the completion of the Board of Statutory Auditors by the shareholder Only 3T. S.p.A., with registered offices in Vicenza, Stradella dell’Isola n. 1, tax code and Vicenza company register number 03626440287, holder of a total of 113.853.160 ordinary shares of the company, corresponding to 39,893% of the share capital with the right to vote in the Shareholders’ Meeting (List n. 1) composed of the following persons:

<u>Standing Statutory Auditors</u>		<u>Alternate Statutory Auditors</u>	
1	Franco Corgnati	1	Nicola Gianese
2	Lorenzo Lago	2	Ornella Rossi
3	Giampietro Sala		

The Chairman noted that, as required by the regulation in force, together with List n. 1 the following documents have been deposited: (i) the curriculum vitae of each candidate and (ii) the statements with which each of them accepts his candidature and confirms, under his own responsibility, the inexistence of reasons for ineligibility, cancellation or incompatibility, as well as the existence of the prescribed requirements for the related positions.

The documentation relating to the list presented, as required by current laws and provisions contained in the Articles of Association, including detailed personal and professional information about the candidates, had been filed at the Company's registered office, sent via NIS to Borsa Italiana S.p.A. and made publicly available on the Company's website on 9th April 2008; the principal documents were reproduced in the folder provided to participants at today's meeting, including the curricula vitae of the candidates.

The Chairman invited the Shareholders’ to consider as read the abovementioned documents and to omit therefore the reading of them; the proposal was unanimously approved by the Shareholders’ meeting

The Chairman, finally, noted:

- that, should no minority list be presented, the Chairman of the Board of Statutory Auditors will be nominated by the Shareholders’ meeting voting with the majorities required by law, and for

this purpose proposed the nomination of the Standing Statutory Auditor Franco Corgnati, candidate n. 1 of List 1;

- that the auditors will remain in office until the Shareholders' meeting called for the approval of the Financial Statements at 31.12.2010; and
- that the emoluments due to the Standing Statutory Auditors for carrying out their position, for the duration of the office, will correspond to the minimum fees recommended by Italy's Association of Professional Accountants, plus reimbursement of expenses incurred in the conduct of their duties.

Before starting the voting process, the Chairman, after having declared the debate open and informed those present of the voting procedure, expressed his warmest thanks to the outgoing auditors for their services to the Company.

Since no shareholder asked to speak, the Chairman declared the debate closed and invited the Shareholders to:

1. vote for List 1, presented by Only 3T. S.p.A. in the manner and terms established by article 24 of the Articles of Association and published in compliance with current statutory and regulatory provisions;
2. confirm that the emoluments of the standing statutory auditors should correspond throughout their term in office to the minimum fees recommended by Italy's Association of Professional Accountants, plus reimbursement of expenses incurred in the conduct of their duties.
3. nominate as Chairman of the Board of Statutory Auditors the Standing Statutory Auditor Franco Corgnati, candidate n. 1 of List 1, in consideration of the fact that no minority list was deposited thereby not allowing for the application of article 24 of the Articles of Association relating to the nomination as Chairman of the Board of Statutory Auditors of the candidate elected by the minority list.

Once the votes, displayed by a show of hands, had been counted, the Chairman declared the results and informed those present that each of the aforementioned proposals was unanimously approved:

- 155,281,679 votes in favour, corresponding to 100% of the voting capital;
- 0 votes against, corresponding to 0% of the voting capital;
- 0 abstained votes, corresponding to 0% of the voting capital;

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

The Board of Statutory Auditors, which will remain in office until the approval of the financial statements at 31.12.2010, will therefore be composed as follows:

Chairman of the Board of Statutory Auditors

1 Franco Corgnati born in Milan on 10th July 1942

Standing Statutory Auditors

1 Lorenzo Lago born in Padova on 1st February 1966

2 Giampietro Sala born in Vicenza on 17th February 1938

Alternate statutory auditors

1 Nicola Gianese born in Padova on 9th July 1962

2 Ornella Rossi born in Villasanta (MI) on 20th January 1946.

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The Chairman thanked the shareholders for their participation, and declared the meeting closed at 12.30.

The Secretary  
Katia Buja

The Chairman  
Vittorio Tabacchi

## Elenco Interventuti (Tutti ordinati alfabeticamente)

## Assemblea Ordinaria

Badge	Titolare	Tipo Rap.	Deleganti / Rappresentati legalmente	Ordinaria
4	ARENGI ENNIO			200 0,000070%
2	BONVICINI DANIELE			0
1	D ONLY 3T SPA			113.853.160
	16.300.000 az. in garanzia a BANCA POPOLARE DI VICENZA con diritto di voto al datore del pegno			
	Totale azioni			113.853.160 39,893309%
1	DE NICOLA GIULIO			0
5	D 1199 HEALTHCARE EMPLOYEES PENSION TR			15.492
13	D CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM			401.542
12	D CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM			107.918
15	D COLLEGE RETIREMENT EQUITIES FUND			3.434
8	D COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT SYSTEM			208.921
11	D EAFE SMALL CAP INDEX PLUS SECURITIES LENDING COMMON TRUST FUND			11.681
2	D FORD MOTOR COMPANY DEFINED BENEFIT			30.882
1	D FORD MOTOR COMPANY OF CANADA, LIMITED MASTER TRUST			3.087
14	D ILLINOIS STATE BOARD OF INVESTMENT			337.200
3	D J SAINSBURY COMMON INVESTMENT FUND			48.661
9	D MSCI EAFE SMALL CAP PROVISIONAL INDEX SECURITIES COMMON TRUST FUND			19.207
6	D ROGERSCASEY TARGET SOLUTIONS LLC.			4.100
4	D SAN FRANCISCO CITY & COUN.RET.SYSTEM			173.975
7	D SEMPRA ENERGY PENSION MASTER TRUST			4.698
10	D STATE STREET BANK AND TRUST COMPANY INVESTMENT FUNDS FOR TAXEXEMPT RETIREMENT PLANS			55.521
	Totale azioni			1.426.319 0,499772%
3	GERLI ANTONIO			1.000 0,000350%
5	PENSO GUIDO			1.000 0,000350%
Totale azioni in proprio				2.200
Totale azioni in delega				115.279.479
Totale azioni in rappresentanza legale				0
TOTALE AZIONI				115.281.679
				40,393851%
Totale azionisti in proprio				3
Totale azionisti in delega				16
Totale azionisti in rappresentanza legale				0
TOTALE AZIONISTI				19
TOTALE PERSONE INTERVENUTE				5

Legenda:

D: Delegante

R: Rappresentato legalmente

ASSEMBLEA ORDINARIA DEL 24 aprile 2009  
(2^ Convocazione 27 aprile 2009)

**SITUAZIONE PRESENTI ALLA VOTAZIONE**

**Bilancio di esercizio al 31/12/2008**

Comunico che sono ora presenti, in proprio o per delega:

n. 19 Azionisti,

rappresentanti n. 115.281.679 azioni ordinarie,

pari al 40,393851 % del Capitale Sociale con diritto di voto.

Si precisa che le persone presenti in sala sono numero 5.

ASSEMBLEA ORDINARIA DEL 24 aprile 2009  
(2^ Convocazione 27 aprile 2009)

## ESITO VOTAZIONE

Oggetto: **Bilancio di esercizio al 31/12/2008**

				Cap. Sociale	Cap. in aula
<b>FAVOREVOLI</b>	N.	115.281.679	voti pari al	100,000000%	40,393851%
<b>CONTRARI</b>	N.	0	voti pari al	0,000000%	0,000000%
<b>ASTENUTI</b>	N.	0	voti pari al	0,000000%	0,000000%
<hr/>					
<b>Totale</b>		115.281.679	voti pari al	100,000000%	40,393851%



ASSEMBLEA ORDINARIA DEL 24 aprile 2009  
(2^ Convocazione 27 aprile 2009)

**SITUAZIONE PRESENTI ALLA VOTAZIONE**

**Conferma di Consigliere**

Comunico che sono ora presenti, in proprio o per delega:

n. 19 Azionisti,

rappresentanti n. 115.281.679 azioni ordinarie,

pari al 40,393851 % del Capitale Sociale con diritto di voto.

Si precisa che le persone presenti in sala sono numero 5.

ASSEMBLEA ORDINARIA DEL 24 aprile 2009  
(2^ Convocazione 27 aprile 2009)

## ESITO VOTAZIONE

Oggetto: **Conferma di Consigliere**

				Cap. Sociale	Cap. in aula
<b>FAVOREVOLI</b>	N.	115.281.679	voti pari al	100,000000%	40,393851%
<b>CONTRARI</b>	N.	0	voti pari al	0,000000%	0,000000%
<b>ASTENUTI</b>	N.	0	voti pari al	0,000000%	0,000000%
<hr/>					
<b>Totale</b>		115.281.679	voti pari al	100,000000%	40,393851%

ASSEMBLEA ORDINARIA DEL 24 aprile 2009  
(2^ Convocazione 27 aprile 2009)

**SITUAZIONE PRESENTI ALLA VOTAZIONE**

**Integrazione del Collegio sindacale**

Comunico che sono ora presenti, in proprio o per delega:

n. 19 Azionisti,

rappresentanti n. 115.281.679 azioni ordinarie,

pari al 40,393851 % del Capitale Sociale con diritto di voto.

Si precisa che le persone presenti in sala sono numero 5.

ASSEMBLEA ORDINARIA DEL 24 aprile 2009  
(2^ Convocazione 27 aprile 2009)

## ESITO VOTAZIONE

Oggetto: **Integrazione del Collegio sindacale**

				Cap. Sociale	Cap. in aula
<b>FAVOREVOLI</b>	N.	115.281.679	voti pari al	100,000000%	40,393851%
<b>CONTRARI</b>	N.	0	voti pari al	0,000000%	0,000000%
<b>ASTENUTI</b>	N.	0	voti pari al	0,000000%	0,000000%
<hr/>					
<b>Totale</b>		115.281.679	voti pari al	100,000000%	40,393851%