

ORDINARY SHAREHOLDERS' MEETING  
HELD ON 17 APRIL 2019

A total of 805 Shareholders, in person or by proxy or by legal representation, attended the Shareholders' Meeting representing no. 200,214,812 ordinary shares equal to 41.598027% of the total share capital.

SUMMARY REPORT OF THE VOTES CAST ON THE ITEMS OF THE AGENDA OF THE SHAREHOLDERS' MEETING PURSUANT TO ART. 125-QUATER OF THE CONSOLIDATED FINANCE ACT (CFA)

1 - Draft Financial statements for 2018

VOTING CHOICE	NO. OF SHAREHOLDERS (in person or by proxy or by legal representation)	NO. OF SHARES)	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON TOTAL SHARE CAPITAL
In favour	728	196,161,569	99.093130	99.093130	40.755897
Against	1	601	0.000304	0.000304	0.000125
Abstentions	4	330,972	0.167194	0.167194	0.068765
Not voting	8	1,463,638	0.739373	0.739373	0.304096
<b>Total</b>	<b>741</b>	<b>197,956,780</b>	<b>100.000000</b>	<b>100.000000</b>	<b>41.128882</b>

2 - Appointment, for the rest of the three-year period 2018-2020, of the Chairman of the Board of Statutory Auditors (only candidate: Mr Paolo De Mitri)

VOTING CHOICE	NO. OF SHAREHOLDERS (in person or by proxy or by legal representation)	NO. OF SHARES)	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON TOTAL SHARE CAPITAL
In favour	727	125,314,371	100.000000	100.000000	26.036188
Against	0	0	0.000000	0.000000	0.000000
Abstentions	0	0	0.000000	0.000000	0.000000
Not voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>727</b>	<b>125,314,371</b>	<b>100.000000</b>	<b>100.000000</b>	<b>26.036188</b>

**(CONTINUED) SUMMARY REPORT OF THE VOTES CAST ON THE ITEMS ON THE AGENDA OF THE SHAREHOLDERS' MEETING PURSUANT TO ART. 125-QUATER OF THE CFA**

**2 - Appointment, for the rest of the three-year period 2018-2020, of an Acting Auditor (only candidate: Ms Cristina Calandra Buonauro)**

VOTING CHOICE	NO. OF SHAREHOLDERS (in person or by proxy or by legal representation)	NO. OF SHARES)	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON TOTAL SHARE CAPITAL
In favour	728	197,806,371	99.995956	99.995956	41.097632
Against	0	0	0.000000	0.000000	0.000000
Abstentions	1	8,000	0.004044	0.004044	0.001662
Not voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>729</b>	<b>197,814,371</b>	<b>100.000000</b>	<b>100.000000</b>	<b>41.099294</b>

**2 - Appointment, for the rest of the three-year period 2018-2020, of an Alternate Auditor to replace the one taken from the list that came second in terms of number of votes obtained at the Shareholders Meeting of 14 April 2018 (only candidate: Ms Patrizia Tettamanzi)**

VOTING CHOICE	NO. OF SHAREHOLDERS (in person or by proxy or by legal representation)	NO. OF SHARES)	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON TOTAL SHARE CAPITAL
In favour	671	123,062,252	100.000000	100.000000	25.568272
Against	0	0	0.000000	0.000000	0.000000
Abstentions	0	0	0.000000	0.000000	0.000000
Not voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>671</b>	<b>123,062,252</b>	<b>100.000000</b>	<b>100.000000</b>	<b>25.568272</b>

**2 - Appointment, for the rest of the three-year period 2018-2020, of an Alternate Auditor to replace the one taken from the list that came first in terms of number of votes obtained at the Shareholders Meeting of 14 April 2018 (only candidate: Ms Veronica Tibiletti)**

VOTING CHOICE	NO. OF SHAREHOLDERS (in person or by proxy or by legal representation)	NO. OF SHARES)	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON TOTAL SHARE CAPITAL
In favour	673	195,562,252	100.000000	100.000000	40.631379
Against	0	0	0.000000	0.000000	0.000000
Abstentions	0	0	0.000000	0.000000	0.000000
Not voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>673</b>	<b>195,562,252</b>	<b>100.000000</b>	<b>100.000000</b>	<b>40.631379</b>

**(CONTINUED) SUMMARY REPORT OF THE VOTES CAST ON THE ITEMS ON THE AGENDA OF THE SHAREHOLDERS' MEETING PURSUANT TO ART. 125-QUATER OF THE CFA**

**3 - Directors' remuneration for 2019**

VOTING CHOICE	NO. OF SHAREHOLDERS (in person or by proxy or by legal representation)	NO. OF SHARES)	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON TOTAL SHARE CAPITAL
In favour	700	108,402,950	86.983350	86.983350	22.522554
Against	9	227,559	0.182595	0.182595	0.047279
Abstentions	4	14,530,796	11.659621	11.659621	3.019020
Not voting	8	1,463,638	1.174434	1.174434	0.304096
<b>Total</b>	<b>721</b>	<b>124,624,943</b>	<b>100.000000</b>	<b>100.000000</b>	<b>25.892948</b>

**4 – Integration of the fees paid to Deloitte & Touche S.p.A., company responsible for auditing the accounts for the period 2017-2025**

VOTING CHOICE	NO. OF SHAREHOLDERS (in person or by proxy or by legal representation)	NO. OF SHARES)	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON TOTAL SHARE CAPITAL
In favour	705	194,703,028	98.890813	98.890813	40.452860
Against	2	687,106	0.348985	0.348985	0.142758
Abstentions	1	33,100	0.016812	0.016812	0.006877
Not voting	8	1,463,638	0.743390	0.743390	0.304096
<b>Total</b>	<b>716</b>	<b>196,886,872</b>	<b>100.000000</b>	<b>100.000000</b>	<b>40.906591</b>

**5 - A - Remuneration Report pursuant to art. 123-ter of CFA, comprising the remuneration policies for 2019 and annual disclosure regarding implementation of remuneration policies for 2018**

VOTING CHOICE	NO. OF SHAREHOLDERS (in person or by proxy or by legal representation)	NO. OF SHARES)	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON TOTAL SHARE CAPITAL
In favour	680	122,348,575	98.782196	98.782196	25.419994
Against	0	0	0.000000	0.000000	0.000000
Abstentions	2	44,697	0.036088	0.036088	0.009287
Not voting	8	1,463,638	1.181717	1.181717	0.304096
<b>Total</b>	<b>690</b>	<b>123,856,910</b>	<b>100.000000</b>	<b>100.000000</b>	<b>25.733376</b>

**(CONTINUED) SUMMARY REPORT OF THE VOTES CAST ON THE ITEMS ON THE AGENDA OF THE SHAREHOLDERS' MEETING PURSUANT TO ART. 125-QUATER OF THE CFA**

**5 - B - Change in the limit to the ratio between the fixed and variable components for the benefit of all Material Risk Takers not belonging to Corporate Control Functions**

VOTING CHOICE	NO. OF SHAREHOLDERS (in person or by proxy or by legal representation)	NO. OF SHARES)	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON TOTAL SHARE CAPITAL
In favour	677	194,665,986	99.138902	99.138902	40.445164
Against	6	227,186	0.115701	0.115701	0.047202
Abstentions	0	0	0.000000	0.000000	0.000000
Not voting	8	1,463,638	0.745397	0.745397	0.304096
<b>Total</b>	<b>691</b>	<b>196,356,810</b>	<b>100.000000</b>	<b>100.000000</b>	<b>40.796461</b>

**5 - C - Remuneration plan pursuant to art. 114-bis of CFA, implementing the remuneration policies for 2019**

VOTING CHOICE	NO. OF SHAREHOLDERS (in person or by proxy or by legal representation)	NO. OF SHARES)	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON TOTAL SHARE CAPITAL
In favour	671	121,690,276	98.775207	98.775207	25.283221
Against	1	601	0.000488	0.000488	0.000125
Abstentions	1	44,696	0.036279	0.036279	0.009286
Not voting	8	1,463,638	1.188025	1.188025	0.304096
<b>Total</b>	<b>681</b>	<b>123,199,211</b>	<b>100.000000</b>	<b>100.000000</b>	<b>25.596728</b>

**5 - D1 - 2019-2021 Long-Term Incentive Plan aimed at key personnel, as per art. 114-bis of CFA, in implementation of the remuneration policies for 2019**

VOTING CHOICE	NO. OF SHAREHOLDERS (in person or by proxy or by legal representation)	NO. OF SHARES)	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON TOTAL SHARE CAPITAL
In favour	670	121,689,789	98.775202	98.775202	25.283120
Against	2	602	0.000489	0.000489	0.000125
Abstentions	1	44,696	0.036280	0.036280	0.009286
Not voting	8	1,463,638	1.188030	1.188030	0.304096
<b>Total</b>	<b>681</b>	<b>123,198,725</b>	<b>100.000000</b>	<b>100.000000</b>	<b>25.596627</b>

*This is a translation into English of the original in Italian. The Italian text shall prevail over the English version.*

**(CONTINUED) SUMMARY REPORT OF THE VOTES CAST ON THE ITEMS ON THE AGENDA OF THE SHAREHOLDERS' MEETING PURSUANT TO ART. 125-QUATER OF THE CFA**

**5 - D2 - Authorisation for the purchase and disposal of treasury shares for the 2019-2021 Long-Term Incentive Plan**

<b>VOTING CHOICE</b>	<b>NO. OF SHAREHOLDERS (in person or by proxy or by legal representation)</b>	<b>NO. OF SHARES)</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON TOTAL SHARE CAPITAL</b>
In favour	672	121,693,491	98.775720	98.775720	25.283889
Against	1	1	0.000001	0.000001	0.000000
Abstentions	1	44,696	0.036279	0.036279	0.009286
Not voting	8	1,463,638	1.188000	1.188000	0.304096
<b>Total</b>	<b>682</b>	<b>123,201,826</b>	<b>100.000000</b>	<b>100.000000</b>	<b>25.597271</b>