

**ORDINARY SHAREHOLDERS' MEETING HELD ON 20 APRIL 2017**  
**Summary account of the votes on the items of agenda**  
 pursuant to article 125-*quarter*, paragraph 2, of Legislative Decree No. 58 of  
 February 24, 1998

**Item 1 of the agenda**

**1. Approval of the Financial Statement for the fiscal year as of December 31, 2016 accompanied by the Management Report of the Board of Directors, the Report of the Board of Statutory Auditors and the Report of the Auditing Firm. Allocation of the Fiscal Year profits. Related and consequent resolutions. Presentation of the Consolidated Financial Statement as of December 31, 2016.**

Shares present at the meeting when the vote was opened no. 177,004,005 equal to 69.763% of the no. 253,722,241 shares with voting rights.

The voting result was the following:

**Vote result**

	no. shares	% present capital
<b>Votes for</b>	175,400,956	99.094%
<b>Votes Against</b>	1	0.001%
<b>Abstentions</b>	298,048	0.168%
<b>No votes</b>	1,305,000	0.737%
<b>Total shares</b>	<b>177,004,005</b>	<b>100.00%</b>

**Item 2 of the agenda**

**2. Report on Remuneration pursuant to Article 123-ter of Legislative Decree of 24 February 1998, no. 58 and Article 84-ter of the CONSOB Regulation no. 11971/1999. Resolutions on the remuneration policy of the Company referred to in the first section of the report.**

Shares present at the meeting when the vote was opened no. 177,003,705 equal to 69.763% of the no. 253,722,241 shares with voting rights.

The voting result was the following:

**Vote result**

	no. shares	% present capital
<b>Vote for</b>	153,377,985	86.652%
<b>Votes against</b>	20,482,512	11.572%
<b>Abstentions</b>	1,648,478	0.931%
<b>No votes</b>	1,494,730	0.845%
<b>Total shares</b>	<b>177,003,705</b>	<b>100.00%</b>

### Item 3 of the agenda

#### **3. Appointment of one Director pursuant to article 2386, first paragraph, of the Italian Civil Code and article 13.4 of the By-laws. Any relevant and consequent resolutions.**

Shares present at the meeting when the vote was opened no. 177,003,705 equal to 69.763% of the no. 253,722,241 shares with voting rights.

The voting result was the following:

#### **Vote result**

	<b>no. shares</b>	<b>% present capital</b>
<b>Vote for</b>	173,711,377	98.140%
<b>Votes against</b>	1,464,050	0.827%
<b>Abstentions</b>	333,548	0.188%
<b>No votes</b>	1,494,730	0.845%
<b>Total shares</b>	<b>177,003,705</b>	<b>100.00%</b>

### Item 4 of the agenda

#### **4. Appointment of the Board of Statutory Auditors for the three-year term 2017-2019**

##### **4.1 Appointment of three Effective Statutory Auditors and two Deputy Statutory Auditors; appointment of the Chairman of the Board of Statutory Auditors.**

Shares present at the meeting when the vote was opened no. 177,003,705 equal to 69.763% of the no. 253,722,241 shares with voting rights.

The voting result was the following:

#### **Vote result**

	<b>no. shares</b>	<b>% present capital</b>
<b>LIST no. 1 (*)</b>	163,303,398	92.260%
<b>LIST no. 2 (**)</b>	12,916,386	7.297%
<b>Votes against</b>	203,457	0.115%
<b>Abstentions</b>	221,264	0.125%
<b>No votes</b>	359,200	0.203%
<b>Total shares</b>	<b>177,003,705</b>	<b>100.00%</b>

(\*) List number 1 presented by the shareholder Ruffini Partecipazioni S.r.l.

(\*\*) List number 2 presented by a group of asset management companies and international and national institutional investors

## List of the appointed candidates as members of the Board of Statutory Auditors

	Carica	LISTA
<b>Riccardo Losi</b>	<b>Chairman of the Board of Statutory Auditor</b>	<b>2</b>
<b>Antonella Suffriti</b>	<b>Standing Auditor</b>	<b>1</b>
<b>Mario Valenti</b>	<b>Standing Auditor</b>	<b>1</b>
<b>Lorenzo Mauro Banfi</b>	<b>Alternate Auditor</b>	<b>1</b>
<b>Federica Albizzati</b>	<b>Alternate Auditor</b>	<b>1</b>

### 4.2 Determination of the Effective Statutory Auditors' remuneration.

Shares present at the meeting when the vote was opened no. 177,003,705 equal to 69.763% of the no. 253,722,241 shares with voting rights.

The voting result was the following:

#### Vote result

	no. shares	% present capital
<b>Vote for</b>	155,223,893	87.695%
<b>Votes against</b>	3,415,576	1.930%
<b>Abstentions</b>	16,794,806	9.489%
<b>No votes</b>	1,569,430	0.887%
<b>Total shares</b>	<b>177,003,705</b>	<b>100.00%</b>

### Item 5 of the agenda

**5. Authorization to the purchase and disposal of treasury shares pursuant to the articles 2357, 2357-ter of the Italian Civil Code, article 132 of the Legislative Decree of February 24, 1998, no. 58 and article 144- bis of the CONSOB Regulation adopted with Resolution no. 11971 of May 14, 1999, upon the revocation of the authorization resolved on the ordinary Shareholders' meeting on April 20, 2016. Any relevant and consequent resolutions.**

Shares present at the meeting when the vote was opened no. 177,003,705 equal to 69.763% of the no. 253,722,241 shares with voting rights.

The voting result was the following:

#### Vote result

	no. shares	% present capital
<b>Vote for</b>	136,153,824	76.921%
<b>Votes against</b>	38,572,602	21.792%
<b>Abstentions</b>	782,549	0.442%
<b>No votes</b>	1,494,730	0.844%
<b>Total shares</b>	<b>177,003,705</b>	<b>100.00%</b>