

**ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING
OF THE 10 DECEMBER 2015**

SUMMARY REPORT OF THE VOTES CONCERNING THE ITEMS ON THE AGENDA

(art. 125-quater, paragraph number 2, of the Italian Legislative Decree no. 58/1998)

Agenda

Ordinary Part

1. Consensual early termination of the external audit assignment and new external audit assignment for the period from 2015 to 2023:

1.1 Consensual early termination of the external audit assignment of the company Mazars S.p.A.: pertinent and consequent resolutions.

Shares represented at the Shareholders' meeting: no. 1,655,528,502 (72.94% of the share capital).

Shares on which a vote was expressed: no. 1,655,528,502 (72.94% of the share capital).

- votes in favour: no. 1,652,698,430;
- votes against: no. 0;
- abstentions: no. 2,830,072;
- not voting: no. 0.

1.2 External audit assignment for the period from 2015 to 2023. Determination of the fees. Pertinent and consequent resolutions.

Shares represented at the Shareholders' meeting: no. 1,655,528,502 (72.94% of the share capital).

Shares on which a vote was expressed: no. 1,655,528,502 (72.94% of the share capital).

- votes in favour: no. 1,652,685,065;
- votes against: no. 0;
- abstentions: no. 2,843,437;
- not voting: no. 0.

2. Board of Directors:

2.1 Re-calculation of the number of members of the Board of Directors: pertinent and consequent resolutions.

Shares represented at the Shareholders' meeting: no. 1,655,528,502 (72.94% of the share capital).

Shares on which a vote was expressed: no. 1,655,528,502 (72.94% of the share capital).

- votes in favour: no. 1,642,454,383;
- votes against: no. 10,244,047;
- abstentions: no. 2,830,072;
- not voting: no. 0.

2.2 Approval and ratification of the behaviour of an outgoing Director: pertinent and consequent resolutions.

Shares represented at the Shareholders' meeting: no. 1,655,528,502 (72.94% of the share capital).

Shares on which a vote was expressed: no. 1,655,528,502 (72.94% of the share capital).

- votes in favour: no. 1,357,859,396;
- votes against: no. 257,474,108;
- abstentions: no. 40,194,998;
- not voting: no. 0.

Extraordinary Part

Share capital increase upon payment and in tranches, for the exclusive purpose of the conversion of the unsecured equity linked bond loan, for a total amount equal to 200 million of Euro, with maturity on 31st January 2021, reserved to qualified investors, with the exclusion of any option as per art. 2441, paragraph 5, of the Italian Civil Code, for a total nominal amount of up to € 19,998,000.10, via the issue of up to no. 199,980,001 ordinary shares of a nominal value of €0.10 each.

Modification of Article 5 of the Articles of Association.

Pertinent and consequent resolutions.

Shares represented at the Shareholders' meeting: no. 1,655,528,502 (72.94% of the share capital).

Shares on which a vote was expressed: no. 1,655,528,502 (72.94% of the share capital).

- votes in favour: no. 1,643,398,430;
- votes against: no. 9,300,000;
- abstentions: no. 2,830,072;
- not voting: no. 0.