

ERG S.p.A.

Ordinary Shareholders' Meeting of 20 April 2017

Summary report of votes on the agenda items



ERG S.p.A.

Ordinary shareholders' meeting of 20 April 2017

Summary report of votes on the agenda items¹

1. Annual Financial Statements for the period ended 31 December 2016 of the merged ERG Services S.p.A. and the Report on Operations; resolutions related and consequent thereto
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Summary report on the resolution

The Ordinary Shareholders' Meeting approved the Financial Statements as at and for the year ended 31 December 2016 of the merged ERG Services S.p.A. and the Report on Operations accompanying the Financial Statements.

Shares present in the Shareholders' Meeting at the opening of the vote

No. 106,938,244 ordinary shares equal to 71.140% of the voting share capital.

Outcome of the vote

- In favour: no. 106,902,537 ordinary shares equal to 71.117% of the voting share capital;
- Opposed: no. 0 ordinary shares equal to 0% of the voting share capital;
- Abstained: no. 35,707 ordinary shares equal to 0.024% of the voting share capital;
- Non-voting: no. 0 ordinary shares equal to 0% of the voting share capital.

Shares for which the vote was cast

No. 106,938,244 ordinary shares equal to 71.140% of the voting share capital.

¹ For the full text of the resolutions passed by the Shareholders' Meeting of ERG S.p.A. at the meeting on 20 April 2017 please refer to the minutes of the meeting, which will be made available to the public at the registered office of the Company in Genoa, Via De Marini 1, on the Company's website (www.erg.eu) in the section "Corporate Governance/Shareholders' Meeting 2017", at Borsa Italiana S.p.A. and on the authorised storage mechanism eMarket Storage (www.emarketstorage.com).

2. Annual Financial Statements for the period ended 31 December 2016 of ERG S.p.A. and the Report on Operations; resolutions related and consequent thereto. Presentation of the Consolidated Financial Statements at 31 December 2016

Summary report on the resolution

The Ordinary Shareholders' Meeting approved the Financial Statements as at and for the year ended 31 December 2016 of ERG S.p.A. and the Report on Operations accompanying the Financial Statements.

Shares present in the Shareholders' Meeting at the opening of the vote

No. 106,938,244 ordinary shares equal to 71.140% of the voting share capital.

Outcome of the vote

- In favour: no. 106,902,537 ordinary shares equal to 71.117% of the voting share capital;
- Opposed: no. 0 ordinary shares equal to 0% of the voting share capital;
- Abstained: no. 35,707 ordinary shares equal to 0.024% of the voting share capital;
- Non-voting: no. 0 ordinary shares equal to 0% of the voting share capital.

Shares for which the vote was cast

No. 106,938,244 ordinary shares equal to 71.140% of the voting share capital.

3. Allocation of the year's result of ERG S.p.A.; resolutions related and consequent thereto

Summary report on the resolution

The Ordinary Shareholders' Meeting approved the proposed allocation of the year's result of ERG S.p.A. and the proposal for the distribution and payment of the dividend.

A Shares present in the Shareholders' Meeting at the opening of the vote

No. 106,938,244 ordinary shares equal to 71.140% of the voting share capital.

Outcome of the vote

- In favour: no. 106,902,537 ordinary shares equal to 71.117% of the voting share capital;
- Opposed: no. 0 ordinary shares equal to 0% of the voting share capital;
- Abstained: no. 35,707 ordinary shares equal to 0.024% of the voting share capital;
- Non-voting: no. 0 ordinary shares equal to 0% of the voting share capital.

Shares for which the vote was cast

No. 106,938,244 ordinary shares equal to 71.140% of the voting share capital.

4. Determination of the remuneration of the members of the Board of Directors for the year 2017

Summary report on the resolution

The Ordinary Shareholders' Meeting approved the proposal presented by the Shareholder Polcevera S.A. to assign annual compensation of EUR 60,000 to each member of the Board of Directors until the date of the Shareholders' Meeting convened to approve the Financial Statements as at and for the year ended 31 December 2017.

Shares present in the Shareholders' Meeting at the opening of the vote

No. 106,938,244 ordinary shares equal to 71.140% of the voting share capital.

Outcome of the vote

- In favour: no. 106,902,537 ordinary shares equal to 71.117% of the voting share capital;
- Opposed: no. 0 ordinary shares equal to 0% of the voting share capital;
- Abstained: no. 35,707 ordinary shares equal to 0.024% of the voting share capital;
- Non-voting: no. 0 ordinary shares equal to 0% of the voting share capital.

Shares for which the vote was cast

No. 106,938,244 ordinary shares equal to 71.140% of the voting share capital.

5. Determination of the remuneration of the members of the Control and Risk Committee for the year 2017

Summary report on the resolution

The Ordinary Shareholders' Meeting approved the proposal submitted by the Shareholder Polcevera S.A. to assign to Directors who are not Group employees, do not perform specific duties within the Board of Directors, and are members of the Control and Risks Committee, additional annual compensation of EUR 45,000, until the date of the Shareholders' Meeting convened to approve the Financial Statements as at and for the year ended 31 December 2017.

Shares present in the Shareholders' Meeting at the opening of the vote

No. 106,938,244 ordinary shares equal to 71.140% of the voting share capital.

Outcome of the vote

- In favour: no. 106,902,537 ordinary shares equal to 71.117% of the voting share capital;
- Opposed: no. 0 ordinary shares equal to 0% of the voting share capital;
- Abstained: no. 35,707 ordinary shares equal to 0.024% of the voting share capital;
- Non-voting: no. 0 ordinary shares equal to 0% of the voting share capital.

Shares for which the vote was cast

No. 106,938,244 ordinary shares equal to 71.140% of the voting share capital.

6. Determination of the remuneration of the members of the Nominations and Remuneration Committee for the year 2017

Summary report on the resolution

The Ordinary Shareholders' Meeting approved the proposal submitted by the Shareholder Polcevera S.A. to assign to Directors who are not Group employees, do not perform specific duties within the Board of Directors, and are members of the Nominations and Remuneration Committee, additional annual compensation of EUR 35,000, until the date of the Shareholders' Meeting convened to approve the Financial Statements as at and for the year ended 31 December 2017.

Shares present in the Shareholders' Meeting at the opening of the vote

No. 106,938,244 ordinary shares equal to 71.140% of the voting share capital.

Outcome of the vote

- In favour: no. 106,902,537 ordinary shares equal to 71.117% of the voting share capital;
- Opposed: no. 0 ordinary shares equal to 0% of the voting share capital;
- Abstained: no. 35,707 ordinary shares equal to 0.024% of the voting share capital;
- Non-voting: no. 0 ordinary shares equal to 0% of the voting share capital.

Shares for which the vote was cast

No. 106,938,244 ordinary shares equal to 71.140% of the voting share capital.

7. Authorisation for the purchase and disposal of treasury shares subject to prior revocation of the previous authorisation approved by the Shareholders' Meeting on 3 May 2016

Summary report on the resolution

The Ordinary Shareholders' Meeting approved the proposal of the Board of Directors to authorise the purchase and sale of treasury shares, in the ways set out in the Board of Directors' report prepared in accordance also with Article 73, Paragraph 1, of the Regulations Implementing Italian Legislative Decree no. 58 of 24 February 1998, adopted by Consob by means of its resolution no. 11971 of 14 May 1999, as amended.

Shares present in the Shareholders' Meeting at the opening of the vote

No. 106,938,244 ordinary shares equal to 71.140% of the voting share capital.

Outcome of the vote

- In favour: no. 101,201,847 ordinary shares equal to 67.324% of the voting share capital;
- Opposed: no. 5,700,690 ordinary shares equal to 3.792% of the voting share capital;
- Abstained: no. 35,707 ordinary shares equal to 0.024% of the voting share capital;
- Non-voting: no. 0 ordinary shares equal to 0% of the voting share capital.

Shares for which the vote was cast

No. 106,938,244 ordinary shares equal to 71.140% of the voting share capital.

8. Remuneration Report pursuant to Article 123-ter of Legislative Decree no. 58 dated 24 February 1998

Summary report on the resolution

The Ordinary Shareholders' Meeting expressed its favourable opinion on the first section of the Report on remuneration.

Shares present in the Shareholders' Meeting at the opening of the vote

No. 106,938,244 ordinary shares equal to 71.140% of the voting share capital.

Outcome of the vote

- In favour: no. 95,158,281 ordinary shares equal to 63.304% of the voting share capital;
- Opposed: no. 11,744,256 ordinary shares equal to 7.813% of the voting share capital;
- Abstained: no. 35,707 ordinary shares equal to 0.024% of the voting share capital;
- Non-voting: no. 0 ordinary shares equal to 0% of the voting share capital.

Shares for which the vote was cast

No. 106,938,244 ordinary shares equal to 71.140% of the voting share capital.