

ERG S.p.A.
Ordinary Shareholders' Meeting of 15 April 2014

Summary report of votes on the agenda items



ERG S.p.A.

ORDINARY SHAREHOLDERS' MEETING OF 15 APRIL 2014

Summary report of votes on the agenda items⁽¹⁾

1. Financial Statements as at and for the year ended 31 December 2013 and Report on Operations; inherent and consequent resolutions. Presentation of the Consolidated Financial Statements as at and for the year ended 31 December 2013

Summary report on the resolution

The Shareholders' Meeting approved the Financial Statements as at and for the year ended 31 December 2013 and the Report on Operations accompanying the Financial Statements.

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

109,588,890 ordinary shares representing 72.904% of the voting share capital.

Outcome of the vote

- In favour: 109,440,275 ordinary shares representing 72.805% of the voting share capital;
- Opposed: 20 ordinary shares representing 0% of the voting share capital;
- Abstained: 148,595 ordinary shares representing 0.099% of the voting share capital.

Shares for which the vote was cast

109,588,890 ordinary shares representing 72.904% of the voting share capital.

(1) For the full text of the resolutions passed by the Shareholders' Meeting of ERG S.p.A. on 15 April 2014, 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 and on the Website of the Company (www.erg.it) in the section "Governance/Shareholders' Meeting 2014" within the terms prescribed by current regulations.

2. Allocation of the profit for the year; inherent and consequent resolutions

Summary report on the resolution

The Shareholders' Meeting approved the proposed allocation of the profit for the year and the proposal for the distribution and payment of the dividend.

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

109,588,890 ordinary shares representing 72.904% of the voting share capital.

Outcome of the vote

- In favour: 109,547,302 ordinary shares representing 72.876% of the voting share capital;
- Opposed: 33,259 ordinary shares representing 0.022% of the voting share capital;
- Abstained: 8,329 ordinary shares representing 0.006% of the voting share capital.

Shares for which the vote was cast

109,588,890 ordinary shares representing 72.904% of the voting share capital.

3. Additional member of the Board of Statutory Auditors

Summary report on the resolution

The Shareholders' Meeting made an addition to the Board of Statutory Auditors by appointing the new Alternate Auditor Mario Lamprati on the bases of the proposal set forth by the majority Shareholder San Quirico S.p.A.

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

109,588,890 ordinary shares representing 72.904% of the voting share capital.

Outcome of the vote

- In favour: 108,631,780 ordinary shares representing 72.267% of the voting share capital;
- Opposed: 423,355 ordinary shares representing 0.282% of the voting share capital;
- Abstained: 533,755 ordinary shares representing 0.355% of the voting share capital.

Shares for which the vote was cast

109,588,890 ordinary shares representing 72.904% of the voting share capital.

4. Determination of the compensation to be paid to members of the Board of Directors, of the Control and Risks Committee and of the Nominations and Remuneration Committee for financial year 2014

Summary report on the resolution

The Shareholders' Meeting approved the proposal submitted by the Shareholder Polcevera S.A. to assign, in particular, 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 2014; 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 or of the Nominations and Remuneration Committee, additional annual compensation of EUR 45,000 if they are members of the Control and Risks Committee, and EUR 30,000 if they are members of the Nominations and Remuneration Committee, until the date of the Shareholders' Meeting convened to approve the Financial Statements as at and for the year ended 31 December 2014.

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

109,588,890 ordinary shares representing 72.904% of the voting share capital.

Outcome of the vote

- In favour: 109,547,302 ordinary shares representing 72.876% of the voting share capital;
- Opposed: 33,259 ordinary shares representing 0.022% of the voting share capital;
- Abstained: 8,329 ordinary shares representing 0.006% of the voting share capital.

Shares for which the vote was cast

109,588,890 ordinary shares representing 72.904% of the voting share capital.

5. Authorisation to purchase and sell treasury shares after revocation of the previous authorisation resolved by the Shareholders' Meeting on 23 April 2013.

Summary report on the resolution

The 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 the Consob with its resolution 11971 of 14 May 1999, as amended, and to revoke the previous authorisation granted by the Shareholders' Meeting on 23 April 2013.

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

109,588,890 ordinary shares representing 72.904% of the voting share capital.

Outcome of the vote

- In favour: 98,495,886 ordinary shares representing 65.524% of the voting share capital;
- Opposed: 11,084,675 ordinary shares representing 7.374% of the voting share capital;
- Abstained: 8,329 ordinary shares representing 0.006% of the voting share capital.

Azioni per le quali è stato espresso il voto

109,588,890 ordinary shares representing 72.904% of the voting share capital.

6. Report on remuneration in accordance with Article 123-ter of Italian Legislative Decree no. 58 of 24 February 1998.

Summary report on the resolution

The 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

109,579,509 ordinary shares representing 72.897% of the voting share capital.

Outcome of the vote

- In favour: 95,314,595 ordinary shares representing 63.408% of the voting share capital;
- Opposed: 14,256,585 ordinary shares representing 9.484% of the voting share capital;
- Abstained: 8,329 ordinary shares representing 0.006% of the voting share capital.

Azioni per le quali è stato espresso il voto

109,579,509 ordinary shares representing 72.897% of the voting share capital.

ERG S.p.A.

Torre WTC
via De Marini, 1
16149 Genoa
Phone +39 01024011
Fax +39 0102401533
www.erg.it

Registered Office:
via De Marini, 1
16149 Genoa

Share Capital Euro 15,032,000 fully paid.
R.E.A. Genoa n. 354265
Company Register Genoa and
Fiscal Code 94040720107
VAT 10122410151

