

**ERG S.p.A.**

ORDINARY SHAREHOLDERS' MEETING OF 23 APRIL 2013  
Summary report of votes on the agenda items



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**ORDINARY SHAREHOLDERS' MEETING OF 23 APRIL 2013**

**Summary report of votes on the agenda items <sup>(1)</sup>**

**1. Financial Statements as at and for the year ended 31 December 2012 and Report on Operations; inherent and consequent resolutions. Presentation of the Consolidated Financial Statements as at and for the year ended 31 December 2012.**

**Summary report on the resolution**

The Shareholders' Meeting approved the Financial Statements as at and for the year ended 31 December 2012, the Report on Operations accompanying the Financial Statements, the proposal for the distribution and payment of the dividend.

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

107,551,093 ordinary shares representing 71.548% of the voting share capital.

**Outcome of the vote**

- In favour: 107,551,093 ordinary shares representing 71.548% of the voting share capital;
- Opposed: none;
- Abstained: none.

**Shares for which the vote was cast**

107,551,093 ordinary shares representing 71.548% of the voting share capital.

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(1) The full text of the resolutions passed by the Shareholders' Meeting of ERG S.p.A. on 23 April 2013 is provided in the minutes of the meeting, which shall be made available to the public at the registered office of the Company in Genoa, Via De Marini 1 and at the Company's website ([www.erg.it](http://www.erg.it)) in the section entitled "Governance/Shareholders' Meeting 2013" within the terms prescribed by current regulations.

## **2. Appointment of the Board of Statutory Auditors.**

### **2.1 Appointment of the members and Chairman of the Board of Statutory Auditors**

#### **Summary report on the resolution**

The Shareholders' Meeting appointed the members and the Chairman of the Board of Statutory Auditors on the basis of the sole list submitted by the majority Shareholder San Quirico S.p.A., i.e.:

- |                          |                          |
|--------------------------|--------------------------|
| 1. Mario Pacciani        | <i>Chairman</i>          |
| 2. Lelio Fornabaio       | <i>Standing Auditor</i>  |
| 3. Elisabetta Barisone   | <i>Standing Auditor</i>  |
| 4. Vincenzo Campo Antico | <i>Alternate Auditor</i> |
| 5. Stefano Remondini     | <i>Alternate Auditor</i> |
| 6. Luisella Bergero      | <i>Alternate Auditor</i> |

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

107,551,093 ordinary shares representing 71.548% of the voting share capital.

#### **Outcome of the vote**

- In favour: 107,550,236 ordinary shares representing 71.547% of the voting share capital;
- Opposed: 857 ordinary shares representing 0.001% of the voting share capital;
- Abstained: none.

#### **Shares for which the vote was cast**

107,551,093 ordinary shares representing 71.548% of the voting share capital.

## **2.2 Determination of the compensation to be paid to the Chairman and the members of the Board of Statutory Auditors**

### **Summary report on the resolution**

The Shareholders' Meeting approved the proposal submitted by the majority Shareholder San Quirico S.p.A. to assign all-inclusive annual compensation of EUR 60,000 to the Chairman of the Board of Statutory Auditors and all-inclusive annual compensation of EUR 40,000 to the other two Standing Auditors.

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

107,551,093 ordinary shares representing 71.548% of the voting share capital.

### **Outcome of the vote**

- In favour: 106,451,923 ordinary shares representing 70.817% of the voting share capital;
- Opposed: 685,343 ordinary shares representing 0.456% of the voting share capital;
- Abstained: 413,827 ordinary shares representing 0.275% of the voting share capital.

### **Shares for which the vote was cast**

107,551,093 ordinary shares representing 71.548% of the voting share capital.

### **3. 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 2013.**

#### **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 2013; 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 2013.

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

107,551,093 ordinary shares representing 71.548% of the voting share capital.

#### **Outcome of the vote**

- In favour: 106,451,923 ordinary shares representing 70.817% of the voting share capital;
- Opposed: 685,343 ordinary shares representing 0.456% of the voting share capital;
- Abstained: 413,827 ordinary shares representing 0.275% of the voting share capital.

#### **Shares for which the vote was cast**

107,551,093 ordinary shares representing 71.548% of the voting share capital.

#### **4. Authorisation to purchase and sell treasury shares.**

##### **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.

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

107,551,093 ordinary shares representing 71.548% of the voting share capital.

##### **Outcome of the vote**

- In favour: 100,347,618 ordinary shares representing 66.756% of the voting share capital;
- Opposed: 7,203,475 ordinary shares representing 4.792% of the voting share capital;
- Abstained: none.

##### **Shares for which the vote was cast**

107,551,093 ordinary shares representing 71.548% of the voting share capital.

## **5. 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**

107,551,093 ordinary shares representing 71.548% of the voting share capital.

### **Outcome of the vote**

- In favour: 96,782,552 ordinary shares representing 64.384% of the voting share capital;
- Opposed: 10,768,541 ordinary shares representing 7.164% of the voting share capital;
- Abstained: none.

### **Azioni per le quali è stato espresso il voto**

N. 107.551.093 azioni ordinarie pari al 71,548% del capitale sociale avente diritto di voto.

**ERG S.p.A.**

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