## Ordinary Shareholders' Meeting

## Single session on April 20th, 2017 at 11:00 a.m.

## Directors' Report on the agenda

**Directors' Report on item 1 of the agenda:** *"Approval of the financial statements as of December 31, 2016; Report of the Board of Directors on Operations, Report of the Independent Auditors and Report of the Board of Statutory Auditors; presentation of the consolidated financial statements as of December 31, 2016; pertinent and consequent resolutions."*

Dear Shareholders,

After examining the Report on Operations, we hereby submit for your approval the Financial Statements as of December 31, 2016, consisting of the Balance Sheet, Income Statement, Comprehensive Income Statement, Statement of Changes in Shareholders' Equity, Cash Flow Statement and Explanatory Notes.

In particular, we submit for your attention the approval of the Financial Statements as of December 31, 2016, as explained above, and of the Directors' Report on Operations.

We propose to resolve the distribution of a dividend equal to Euro 1,80 for each outstanding share with right at the coupon detachment date, with exclusion of treasury shares in portfolio at that date, by way of distribution of the year profit and the amount allocated for the share premium reserve.

With reference to the outstanding shares as of 22 March 2017 (n. 28.262.377 shares, less n. 715.724 own shares held in portfolio by the Company, equal to 2,53% of the share capital), the total amount of the proposed dividend will be of Euro 49.583.975,40, by way of distribution of:

a) total year's profit of Euro 37.554.279,56
b) share premium reserve of Euro 12.029.695,84.

The above amount could decrease if, at the coupon detachment date, the effective number of owned shares increase following buy back plans approved by the Board of Directors on the basis of the authorization of the Shareholders' Meeting.

Lissone, March 23rd, 2017

FOR THE BOARD OF DIRECTORS
The Chairman
*Alberto Giussani*