

RECORDATI S.p.A.

Ordinary and Extraordinary Shareholders' meeting

11-apr-17

Item 1 of the agenda (Ordinary session).

Board of Directors' Review of Operations; Report of the Board of Statutory Auditors; Financial Statements as at and for the financial year ended 31st December 2016; relative and consequent resolutions.

Shares represented in the meeting:	164.362.162	equal to			78,595%	of voting capital
Voted shares:	163.737.662	equal to			78,296%	of voting capital
<i>Shares in favor</i>		<i>Shares against</i>		<i>Abstentions</i>		<i>Not voting shares</i>
163.609.510	78,235%	95.440	0,046%	32.712	0,016%	624.500 0,299%

Item 2, letter (a), of the agenda (Ordinary session).

Determination of the number of the members of the Board of Directors.

Shares represented in the meeting:	164.362.162	equal to			78,595%	of voting capital
Voted shares:	163.465.986	equal to			78,167%	of voting capital
<i>Shares in favor</i>		<i>Shares against</i>		<i>Abstentions</i>		<i>Not voting shares</i>
162.652.265	77,777%	780.809	0,373%	32.912	0,016%	896.176 0,429%

Item 2, letter (b), of the agenda (Ordinary session).

Determination of the length of the term of office of the Board of Directors.

Shares represented in the meeting:	164.362.162	equal to			78,595%	of voting capital
Voted shares:	163.465.986	equal to			78,167%	of voting capital
<i>Shares in favor</i>		<i>Shares against</i>		<i>Abstentions</i>		<i>Not voting shares</i>
162.751.397	77,825%	677.528	0,324%	37.061	0,018%	896.176 0,429%

Item 2, letter (c), of the agenda (Ordinary session).

Appointment of the members of the Board of Directors; relative and consequent resolutions.

Shares represented in the meeting:	164.362.162	equal to			78,595%	of voting capital
Voted shares:	163.305.986	equal to			78,090%	of voting capital
<i>Shares in favor</i>		<i>Shares against</i>		<i>Abstentions</i>		<i>Not voting shares</i>
157.477.312	75,303%	5.476.299	2,619%	352.375	0,168%	1.056.176 0,505%

Item 2, letter (d), of the agenda (Ordinary session).

Determination of the remuneration of the members of the Board of Directors.

Shares represented in the meeting: 164.362.162 equal to 78,595% of voting capital
 Voted shares: 163.737.662 equal to 78,296% of voting capital

<i>Shares in favor</i>		<i>Shares against</i>		<i>Abstentions</i>		<i>Not voting shares</i>	
114.173.661	54,596%	36.617.016	17,510%	12.946.985	6,191%	624.500	0,299%

Item 3, letter (a), of the agenda (Ordinary session).

Appointment of the members of the Board of Statutory Auditors and the relative Chairman.

Shares represented in the meeting: 164.362.162 equal to 78,595% of voting capital
 Voted shares: 164.362.162 equal to 78,595% of voting capital

<i>List 1</i>		<i>List 2</i>		<i>Shares against</i>		<i>Abstentions</i>		<i>Not voting shares</i>	
117.279.915	56,081%	46.973.778	22,462%	32.878	0,016%	75.591	0,036%	0	0,000%

Item 3, letter (b), of the agenda (Ordinary session).

Determination of their remuneration.

Shares represented in the meeting: 164.362.162 equal to 78,595% of voting capital
 Voted shares: 163.856.162 equal to 78,353% of voting capital

<i>Shares in favor</i>		<i>Shares against</i>		<i>Abstentions</i>		<i>Not voting shares</i>	
144.662.751	69,175%	7.068.077	3,380%	12.125.334	5,798%	506.000	0,242%

Item 4 of the agenda (Ordinary session).

Remuneration policies in accordance with article 123-ter of Legislative Decree No. 58 of 24th February 1998; relative and consequent resolutions.

Shares represented in the meeting: 164.362.162 equal to 78,595% of voting capital
 Voted shares: 163.737.662 equal to 78,296% of voting capital

<i>Shares in favor</i>		<i>Shares against</i>		<i>Abstentions</i>		<i>Not voting shares</i>	
111.711.627	53,419%	51.153.636	24,461%	872.399	0,417%	624.500	0,299%

Item 5 of the agenda (Ordinary session).

Proposal to authorise the purchase and utilisation of treasury stock; relative and consequent resolutions.

Shares represented in the meeting: 164.352.162 equal to 78,590% of voting capital

Voted shares:	163.727.662	equal to	78,292%	of voting capital
<i>Shares in favor</i>	153.254.651	73,284%	<i>Shares against</i>	10.178.401
			<i>Abstentions</i>	294.610
				0,141%
			<i>Not voting shares</i>	624.500
				0,299%

Item 1 of the agenda (Extraordinary session).

Subject to preliminary revocation of the authorization granted by the shareholders' meeting on 19 April 2012, grant of an authorisation to the Board of Directors in accordance with articles 2420-ter and 2443 of the Italian Civil Code for maximum amounts of Euro 80,000,000 and Euro 50,000,000 respectively; consequent amendment to Art. 6 of the Corporate By-Laws, relative and consequent resolutions.

Shares represented in the meeting:	164.352.162	equal to	78,590%	of voting capital
Voted shares:	163.727.662	equal to	78,292%	of voting capital
<i>Shares in favor</i>	115.594.758	55,275%	<i>Shares against</i>	47.273.992
			<i>Abstentions</i>	858.912
				0,411%
			<i>Not voting shares</i>	624.500
				0,299%