

## **POLIGRAFICA S. FAUSTINO S.P.A.**

### **ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF APRIL 13, 2017**

#### **Summary account of the votes on the items of the agenda (pursuant the article 125-*quater*, paragraph 2, TUF)**

##### **EXTRAORDINARY PART**

*Cancellation of own treasury shares without reducing the share capital, after the removal of the nominal value of the shares and consequent amendment of Article 5 of the By-laws. Related resolutions.*

Resolution: The meeting resolved to eliminate the indication of the nominal value of shares and authorized the cancellation of. 70,624 own shares.

The meeting then amended the Article 5 of the By-laws at the terms and conditions illustrated in the explanatory report on the agenda also drafted pursuant to Article 72 of the Issuers' Regulation.

Shares present at the vote: No. 554,108 equal to 46,4035% of No. 1,194,107 of which the share capital is comprised.

Total shares for which a vote was expressed: No. 554,108 equal to 46,4035% of No. 1,194,107 of which the share capital is comprised.

Vote result:

	No. Shares	%
Votes for	554,108	100
Votes against	0	0
Abstentions	0	0

##### **ORDINARY PART**

***Item 1 of the agenda:*** Approval of the Financial Statements for the year 2016; Reports of the Board of Directors, the Board of Auditors and the Independent Auditor. Related resolutions. Presentation of Consolidated Financial Statements.

Resolution: The meeting has approved the report of the Board of Directors, the financial statements as at December 31, 2016 and has deliberated to attribute the accounting year profit, equal to Euro 87,519, as 5% to the legal reserve and the remaining to earnings.

Shares present at the vote: No. 554,108 equal to 46,4035% of No. 1,194,107 of which the share capital is comprised.

Total shares for which a vote was expressed: No. 554,108 equal to 46,4035% of No. 1,194,107 of which the share capital is comprised.

Vote result:

	No. Shares	%
Votes for	554,108	100
Votes against	0	0
Abstentions	0	0

**Item 2 of the agenda:** Report on Remuneration as per art. 123-ter D. Lgs. 58/98. Related resolutions.

Resolution: The Shareholders' meeting, in an advisory capacity, noted the report on remuneration, decided to share the first section of the report on remuneration.

Shares present at the vote: No. 554,108 equal to 46,4035% of No. 1,194,107 of which the share capital is comprised.

Total shares for which a vote was expressed: No. 554,108 equal to 46,4035% of No. 1,194,107 of which the share capital is comprised.

Vote result:

	No. Shares	%
Votes for	554,108	100
Votes against	0	0
Abstentions	0	0

**Item 3 of the agenda:** Fee determination for the members of the Board of Directors.

Resolution: The Shareholders' meeting has deliberated the total remuneration for the Board of Directors, equal to Euro 211,288, with effect from the 1<sup>st</sup> January of 2017, installments, either upon request, in monthly installment, and authorizing the Board itself to provide additional remuneration to the executive director, related with the economical results that were achieved by the company, with the approval of the Remuneration Committee.

Shares present at the vote: No. 554,108 equal to 46,4035% of No. 1,194,107 of which the share capital is comprised.

Total shares for which a vote was expressed: No. 554,108 equal to 46,4035% of No. 1,194,107 of which the share capital is comprised.

Vote result:

	No. Shares	%
Votes for	554,108	100
Votes against	0	0
Abstentions	0	0



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**Item 4 of the agenda:** Appointment of the Auditing Firm for the years from 2017 to 2025. Determination of the relative remuneration.

**Resolution:** The Shareholders' meeting, on proposal of the Board of Auditors, entrusted the Company "Fidital Revision S.r.l.", with registered office in Via Vittor Pisani 19, Milan, in the person of partner Dr. Roberto Ferrari, to prepare the statutory audit in accordance with Legislative Decree No. 39/2010 for the years 2017 -2025

**Shares present at the vote:** No. 554,108 equal to 46,4035% of No. 1,194,107 of which the share capital is comprised.

**Total shares for which a vote was expressed:** No. 554,108 equal to 46,4035% of No. 1,194,107 of which the share capital is comprised.

**Vote result:**

	No. Shares	%
Votes for	554,108	100
Votes against	0	0
Abstentions	0	0

**Item 5 of the agenda:** Authorisation, pursuant the Articles 2357 and 2357-ter of Civil Code, to purchase and disposal of own shares.

**Resolution:** The meeting has approved the proposal made by the Board of Directors for the authorization to purchase and dispose of own shares, at the terms and conditions illustrated in the explanatory report on the agenda also drafted pursuant to Article 73 of the Issuers' Regulation.

**Shares present at the vote:** No. 554,108 equal to 46,4035% of No. 1,194,107 of which the share capital is comprised.

**Total shares for which a vote was expressed:** No. 554,108 equal to 46,4035% of No. 1,194,107 of which the share capital is comprised.

**Vote result:**

	No. Shares	%
Votes for	554,108	100
Votes against	0	0
Abstentions	0	0

Castrezzato, April 14, 2017