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## MULTIPLE VOTING/LOYALTY SHARES

Dear Investor,

I am writing in connection with law n. 116/2014 that introduced multiple voting (loyalty share) in Italy, enabling listed companies to modify their own increasing voting rights attributable to each interest held by shareholders who have maintained their participation, as will result from a special register, for more than 2 years.

In this regard, I should point out that the introduction of multiple voting system is misaligned with the principle of international best practice known as “one share one vote”.

Furthermore I consider this provision has been issued only to help families and foundations' shareholders to increase their voting powers at the AGM of Italian issuers without having the economic power to do it.

Would you please find below reported the voting results of the shareholders meetings held up today of the Companies which proposed the adoption of the multiple voting (loyalty share) and my final comments on such results.

Campari ISIN IT0003849244: 18<sup>th</sup> January

participant share capital 81,23%

% of the majority shareholder 51,00%

votes in favor 61,78%

votes against (and/or abstaining as not favorable, even if minimally) 19,45% (Italian and foreign funds)

If there had not been the majority shareholder and/or core shareholders and/or company's business partners, the vote of the market would have been as follows:

votes in favor 10,78%

votes against 19,45%

Astaldi ISIN IT0003261069: 29<sup>th</sup> January;

participant share capital 75,02%

% of the majority shareholder 52,52%

votes in favor 53,62%

votes against (or abstaining as not favorable, even if minimally) 21,40% (Italian and foreign funds)

If there had not been the majority shareholder and/or core shareholders and/or company's business partners, the vote of the market would have been as follows:

votes in favor 1,10%

votes against 21.40%

Amplifon ISIN IT0004056880: 29<sup>th</sup> January;

participant share capital 82,01%

% of the majority shareholder 54,84%

votes in favor 57,32%

votes against (There were no abstained) 24,68% (Italian and foreign funds)

If there had not been the majority shareholder and/or core shareholders and/or company's business partners, the vote of the market would have been as follows:

votes in favor 2,49%% (because of a local investor)

votes against 24,68%

Maire Tecnimont ISIN IT0004931058: 18<sup>th</sup> February

participant share capital 76,14%

% of the majority shareholder 55,02%

votes in favor 66,72%

votes against (and/or abstaining as not favorable, even if minimally) 9,42% (Italian and foreign funds)

If there had not been the majority shareholder and/or core shareholders and/or company's business partners, the vote of the market would have been as follows:

votes in favor 0%

votes against 9,42%

Terni Energia ISIN IT0004359037: 16<sup>th</sup> march

participant share capital 63,01%

% of the majority shareholder 47,09%

votes in favor 62,97%

votes against (and/or abstaining as not favorable, even if minimally) 0,034 % (Italian and foreign funds)

If there had not been the majority shareholder and/or core shareholders and/or company's business partners, the vote of the market would have been as follows:

votes in favor 0%

votes against 0,034%

Dea Capital ISIN IT0001431805: 17<sup>th</sup> april

participant share capital 62,10%

% of the majority shareholder 58,31%

votes in favor 58,34%

votes against (and/or abstaining as not favorable, even if minimally) 3,76% (Italian and foreign funds)

If there had not been the majority shareholder and/or core shareholders and/or company's business partners, the vote of the market would have been as follows:

votes in favor 0,02%

votes against 3,76%

Exprivia ISIN IT0001477402: 22<sup>nd</sup> april

participant share capital 46,50%

% of the majority shareholder 49,88%

votes in favor 46,50%

votes against 0% (Italian and foreign funds)

If there had not been the majority shareholder and/or core shareholders and/or company's business partners, the vote of the market would have been as follows:

votes in favor 0%  
votes against 0% no investor attended

Poligrafica San Faustino ISIN IT0001352217: 24<sup>th</sup> april;  
participant share capital 45,07%  
% of the majority shareholder 45,07%  
votes in favor 45,07%  
votes against 0%

If there had not been the majority shareholder and/or core shareholders and/or company's business partners, the vote of the market would have been as follows:

votes in favor: 0%  
votes against: no investor attended

Landi Renzo ISIN IT0004210289: 24<sup>th</sup> april;  
participant share capital 68,15%  
% of the majority shareholder 59,11%  
votes in favor 59,11%

votes against (and/or abstaining as not favorable, even if minimally) 9,05% (Italian and foreign funds)

If there had not been the majority shareholder and/or core shareholders and/or company's business partners, the vote of the market would have been as follows:

votes in favor 0%  
votes against 9,05%

Nice ISIN IT0003317945: 24<sup>th</sup> april;  
participant share capital 81,40%  
% of the majority shareholder 69,45%  
votes in favor 81,07%

votes against (and/or abstaining as not favorable, even if minimally) 0,33% (Italian and foreign funds)

If there had not been the majority shareholder and/or core shareholders and/or company's business partners, the vote of the market would have been as follows:

votes in favor 11,62% (this is due to the votes of an hedge fund)  
votes against 0,33%

Cofide ISIN IT0000070786: 27<sup>th</sup> april;  
participant share capital 58,18%  
% of the majority shareholder 51,92%  
votes in favor 54,83%

votes against (and/or abstaining as not favorable, even if minimally) 3,35% (Italian and foreign funds)

If there had not been the majority shareholder and/or core shareholders and/or company's business partners, the vote of the market would have been as follows:

votes in favor 2,90%  
votes against 3,35%

Hera ISIN IT0001250932: 28<sup>th</sup> april;  
participant share capital 74,69%  
% of the majority shareholder 50,34%  
votes in favor 60,95%

votes against (and/or abstaining as not favorable, even if minimally) 13,73% (Italian and foreign funds)

If there had not been the majority shareholder and/or core shareholders and/or company's business partners, the vote of the market would have been as follows:

votes in favor 0,50%

votes against 13,73%

Zignago Vetro ISIN IT0004171440: 28<sup>th</sup> april;

participant share capital 69,86%

% of the majority shareholder 65,00%

votes in favor 65,20%

votes against (and/or abstaining as not favorable, even if minimally) 4,66% (Italian and foreign funds)

If there had not been the majority shareholder and/or core shareholders and/or company's business partners, the vote of the market would have been as follows:

votes in favor 0,20%

votes against 4,66%

Conafi Prestitò ISIN IT0004105653: 29<sup>th</sup> april;

participant share capital 56,13%

% of the majority shareholder 51,31%

votes in favor 56,13%

votes against (and/or abstaining as not favorable, even if minimally) 0 % (Italian and foreign funds)

If there had not been the majority shareholder, and/or core shareholders and/or company's business partners the vote of the market would have been as follows:

votes in favor 0%

votes against: no investor attended

Class Editori ISIN IT0001276408: 30<sup>th</sup> april;

participant share capital 70,82%

% of the majority shareholder 60,75%

votes in favor 70,82%

votes against (and/or abstaining as not favorable, even if minimally) 0 % (Italian and foreign funds)

If there had not been the majority shareholder and/or core shareholders and/or company's business partners the vote of the market would have been as follows:

votes in favor 0%

votes against: no investors attended

Kinexia ISIN IT0004441603: 4<sup>th</sup> may;

participant share capital 37,05%

% of the majority shareholder 44,01%

votes in favor 37,05%

votes against (and/or abstaining as not favorable, even if minimally) 0% (Italian and foreign funds)

If there had not been the majority shareholder and/or core shareholders and/or company's business partners, the vote of the market would have been as follows:

votes in favor 0%

votes against: no investors attended

In light of the abovementioned voting results of the companies which have already adopted the multiple voting system/loyalty share, I may point out that:

- Resolutions on the multiple voting/loyalty share's bylaws amendment would not have been never taken without the votes of the majority shareholder.
- All the companies which have adopted the multiple voting system/loyalty shares are characterized by the presence of a majority shareholders or a group of core shareholders controlling the majority of the votes of AGM by means of shareholders agreement;
- the issuers which have adopted the multiple voting system are mainly small capitalization companies;
- Apart from few exceptions, the only shareholders which have approved such kind of resolutions are majority shareholders and/or core shareholders and/or company's business partners;
- No effective public companies have already adopted a multiple voting system/ loyalty shares.

The results of the shareholders meetings have confirmed that institutional investors are adamantly against the adoption of multiple voting by the companies listed on the Italian stock market.

Without the vote of the majority shareholder and/or core shareholders and/or company's business partners in these companies, the proposed resolutions would have never been approved, even applying the most favorable quorum of the ordinary meeting. This concerns not only long term investors such as pension funds but also involves a variety of other funds.

The proposed measure appears to have benefited only the acquisition of control of the votes of the extraordinary general meeting (where special quorum is required) by the shareholders owning the majority of shares in the share capital.

Furthermore the different approach taken by the above mentioned companies (and the obvious difficulties), to regulate at the by-laws level who has the right to obtain the multiple voting specifically regarding the ownerships involving foreign investors regulated by different laws worldwide and issues related to the figure of the "legal owner" and the "beneficial owner", makes even more complicated (or confusing) the application of this measure and how to keep the record of "loyal" shareholders.

If you are interested in this matter, I will keep you informed about it. I am available for any further information you might require.

Best regards.



Dario Trevisan

