

# Cross Border Proxy Voting

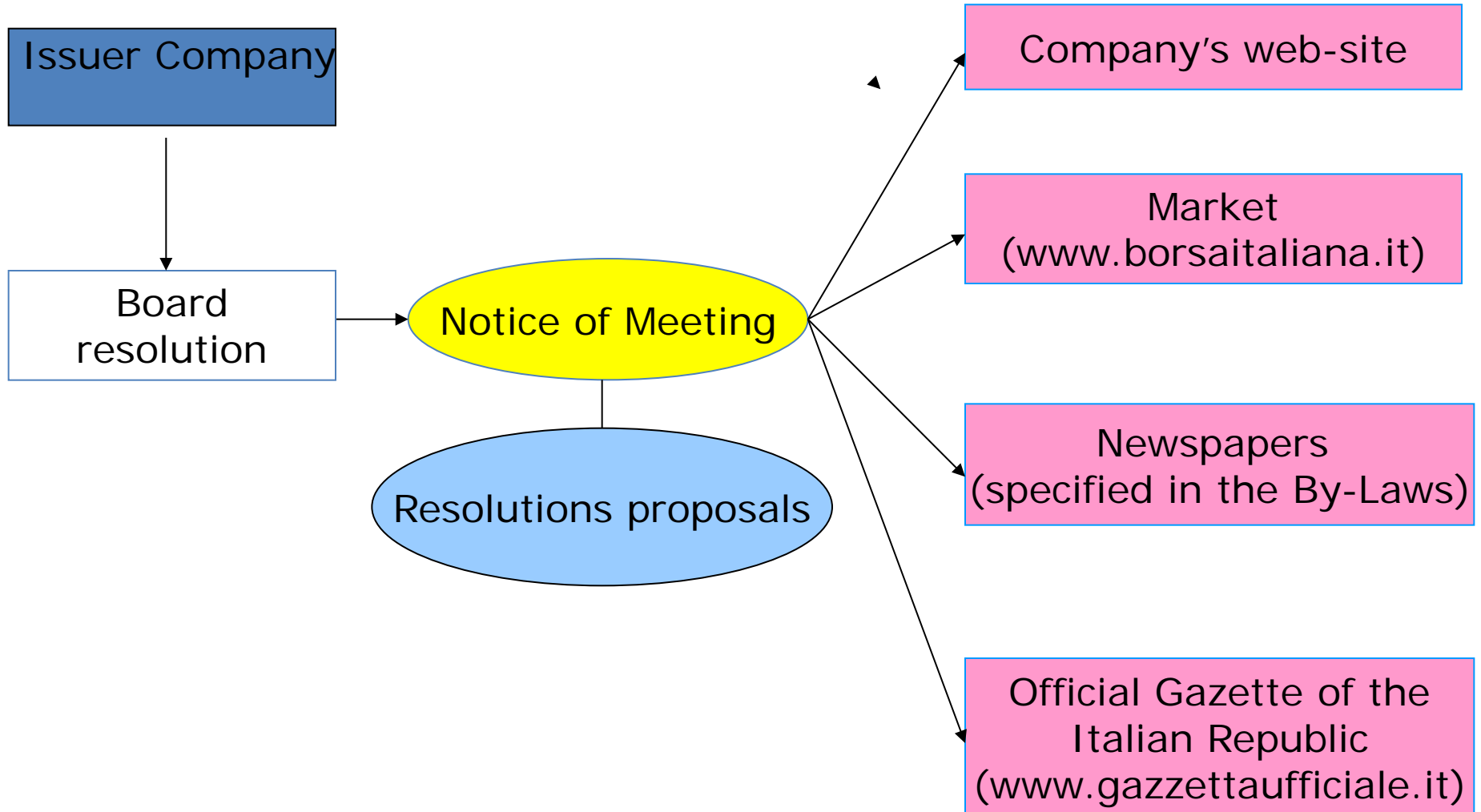
*the Italian proxy voting system*

# Calling of the meeting

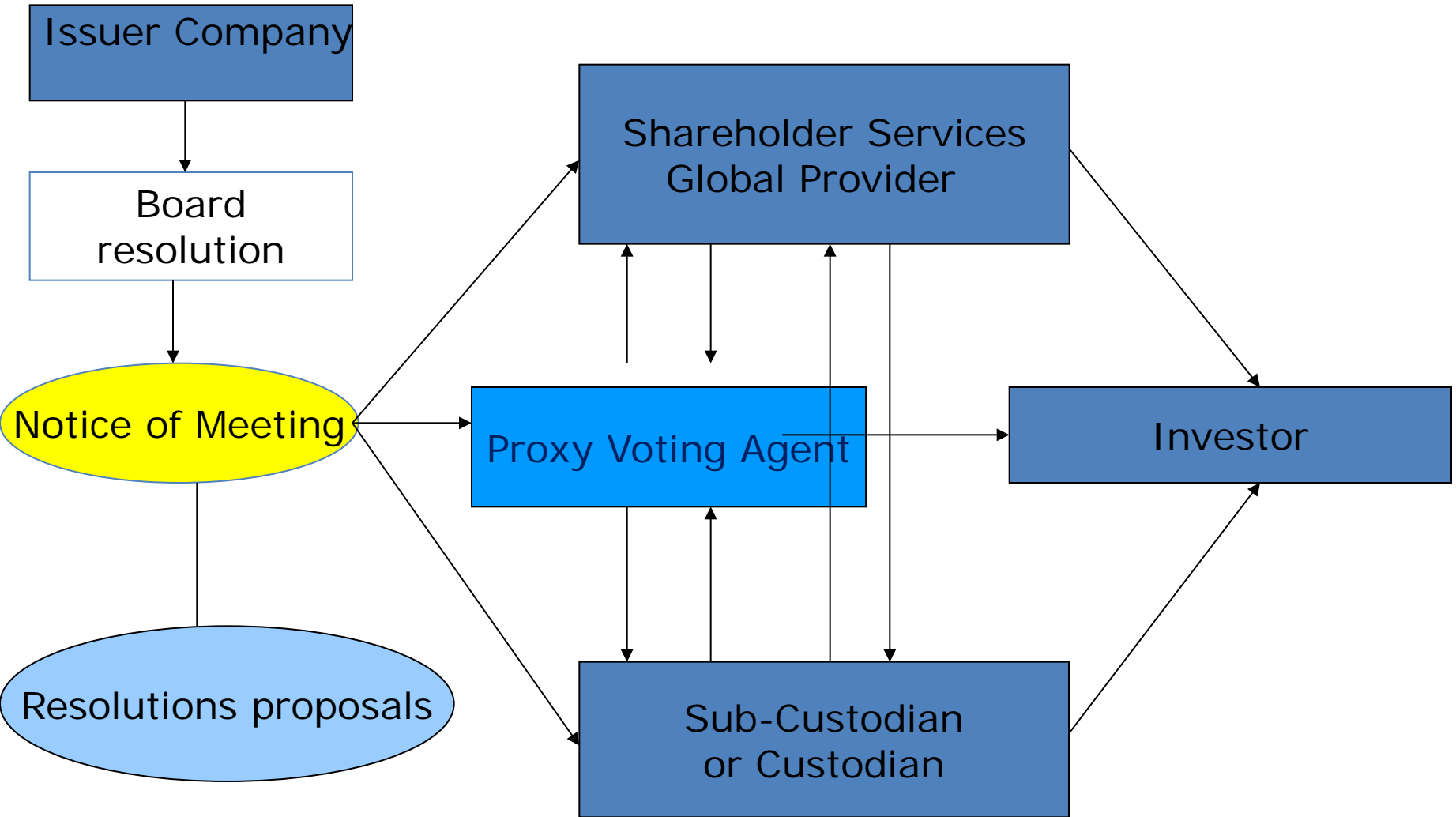
- The Meeting is called by the Board of Directors or by the Management Board
- The Notice indicates the day, time and place of the Meeting
- The Notice contains the Agenda of the Meeting
- The Notice is published within 30 days before the Meeting
- The Notice is published in the Company's web-site and made available on the Stock Exchange web-site as well as in the Official Gazette of the Italian Republic or in the newspapers in the company's by-laws

# Flow-process diagram

## Public release on Meeting information



Flow-process diagram  
**Private release on Meeting information**



# AGM Notice

The Notice shall contain at least the following:

- a precise indication of place, time and a draft of the agenda of the meeting;
- a detailed and complete description of the procedures that shareholders must comply with in order to be able to participate and to cast their vote in the Annual General Meeting, including the applicable record date;
- a detailed and complete description of the available means by which shareholders can participate in the Annual General Meeting and cast their vote. Alternatively, it may indicate where such information can be obtained;
- an indication of where and how the full, unabridged text of the resolutions and the documents intended to be submitted to the Annual General Meeting for approval may be obtained
- an indication of the address of the Internet site on which the information will be posted.

Within 30 days before the Meeting, issuers shall post on their Internet sites at least the following information:

- the notice of the Meeting;
- the total number of shares and voting rights;
- the texts of the resolutions and the documents;
- the forms to be used to vote by correspondence and by proxy.

# Requirements for the Shareholders' Meeting attendance by proxy

- 1) The Shareholding Ownership Notification (“Notification”) by the intermediaries to the Issuer
- 2) The proxy signed by investor or its authorised representative (e.g. Custodian, Sub-Custodian, Shareholders Services Global Provider)
- 3) The voting instruction

# Proxy Voting agent

Every shareholder shall have the right to appoint any other natural person or legal entity as a proxy holder to attend and vote at a general meeting on his behalf. There shall be no restrictions as to the person who can be granted a proxy other than the requirement that the person possesses legal capacity.

A shareholder may only appoint one person to act for him as a proxy holder in relation to any one general meeting. A person acting as a proxy holder may hold a proxy from more than one shareholder without limitation as to the number of shareholders so represented if the Issuers is listed in a regulated market. Where a proxy holder holds a proxy from several shareholders, he may cast concurrent votes for and against any resolution and/or abstain from voting on such resolution in accordance with the voting instructions of the shareholders. A proxy holder shall enjoy the same rights to speak and ask questions in general meetings as those to which the shareholder it represents would be entitled, unless instructed otherwise by the shareholder.

The appointment of a proxy holder and the issue of voting instructions by the shareholder to the proxy holder shall not be subject to any formal requirements, other than such requirements as may be strictly necessary for the identification of the shareholder and of the proxy holder. Proxy holders may be appointed by electronic means subject to such requirements, other than that of an electronic signature, as may be strictly necessary for the authentication of the appointer and the identification of the proxy holder”.

# The Notification to the Issuer

- The exercise of the voting rights at the Meeting, shall be legitimated through the receipt, by the Issuer Company, of Notifications issued by Intermediaries according with their accounting records, which includes the name of the legal owner and the quantity of the securities.



# The Central Administration System

Shares and other equity or debt securities negotiable in the capital market, traded or to be traded in Italian regulated markets, are admitted to the Central Administration System of Financial Instruments and are handled on a dematerialized basis.

The Notification shall issued and send to the Company only by the Central Depository or by the following Intermediaries admitted to the System according to the Italian Law:

- a) Italian banks and EU and non-EU banks;
- b) investment firms;
- c) asset management companies;
- d) stockbrokers;
- e) the Bank of Italy;
- f) EU and non-EU undertakings that act as central depositories;
- g) others.

# Issue of Notification

- Custodians/Sub-Custodians and the other legitimated intermediaries or subjects admitted to the Central Administration System, properly instructed by the investors or their representatives, shall send Notifications for attendance at shareholders' Meetings in conformity with their accounting records.
- Notifications for attendance at shareholders' Meetings shall be sent by Custodians/Sub-Custodians admitted to the System within within the beginning of the shareholders' Meeting. Copies of Notifications shall be made available to applicants at the same time they are sent.
- As of 1 January 2006, the Notifications are sent to issuers using electronic links.

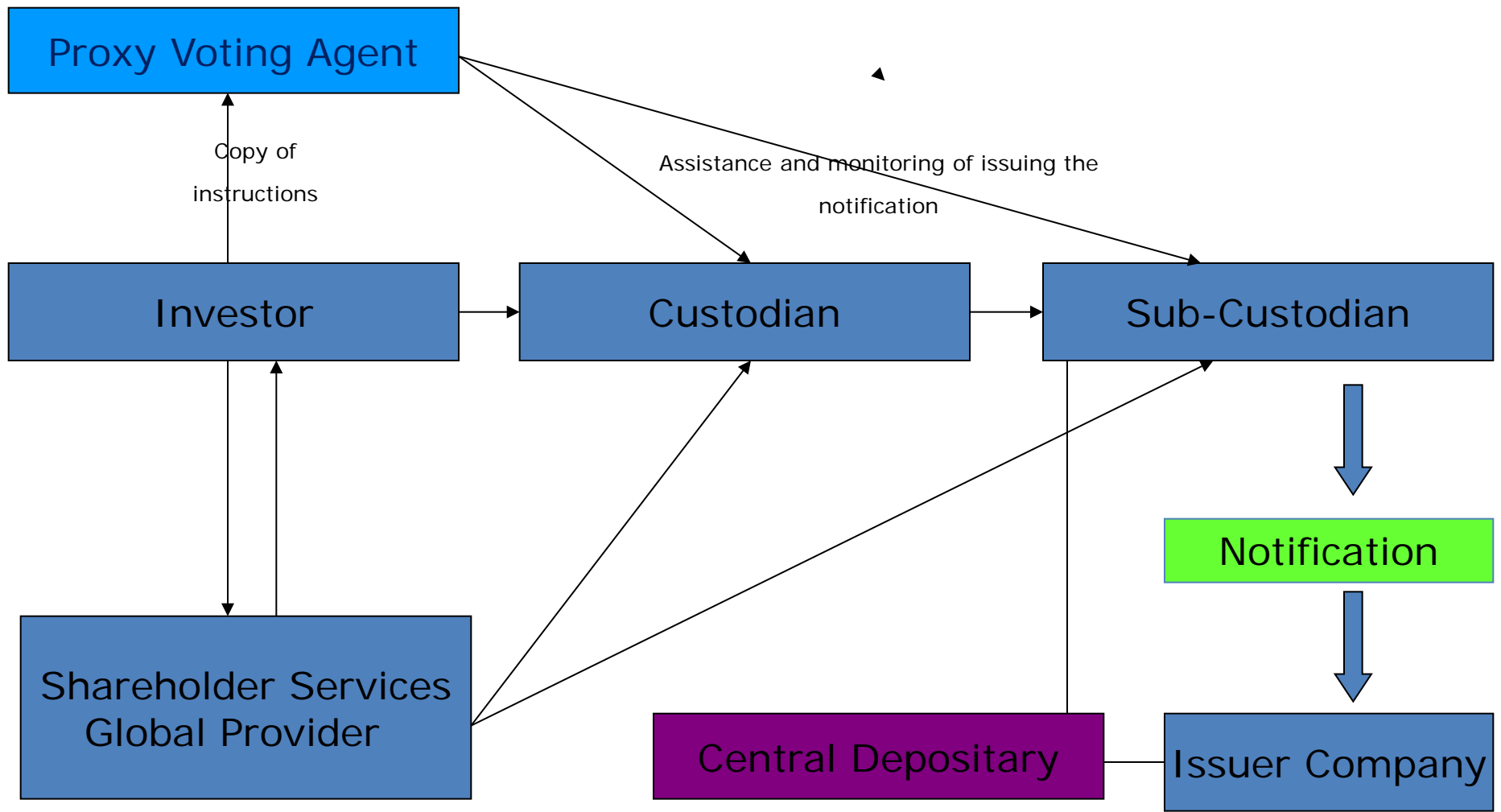
# Is there a blocking period?

- The Italian Law doesn't provide for a compulsory blocking period in order to vote.
- For General Meetings of the issuers on regulated markets or in the Italian multilateral trading facilities or those of other European Union countries, the Notification is made by the intermediary on the basis of the evidence of the accounts relative to the term of the accounting day of the seventh market business day prior to the date of the meeting. Credit and debit entries made on accounts after these terms are not relevant in terms of assuring the legitimate exercise of voting rights at the shareholders' meeting..

# Is there a blocking period?

- 2. For General Meetings of of the issuers on regulated markets or in the Italian multilateral trading facilities or those of other European Union countries, the communication is made by the intermediary on the basis of the evidence of the accounts relative to the term of the accounting day of the seventh market business day prior to the date of the meeting. Credit and debit entries made on accounts after these terms are not relevant in terms of assuring the legitimate exercise of voting rights at the shareholders' meeting..

# Flow-process diagram



# UE Commission proposal about admission to the GM

“The right to participate and to vote in a general meeting shall not be subject to any condition requiring the shareholder to block the relevant shares by deposit or other means with a credit institution or another entity ahead of the general meeting, even if the blocking has no effect on the possibility of trading the shares.

The right to participate and vote in a general meeting of any issuer may be made subject to the condition that a natural person or legal entity qualifies as shareholder of the relevant issuer on a certain date prior to the relevant general meeting.

The proof of the qualification as shareholder may be made subject only to such requirements as are necessary to ensure the identification of shareholders and to the extent that they are proportionate to ensure the identification”.

# Proxy

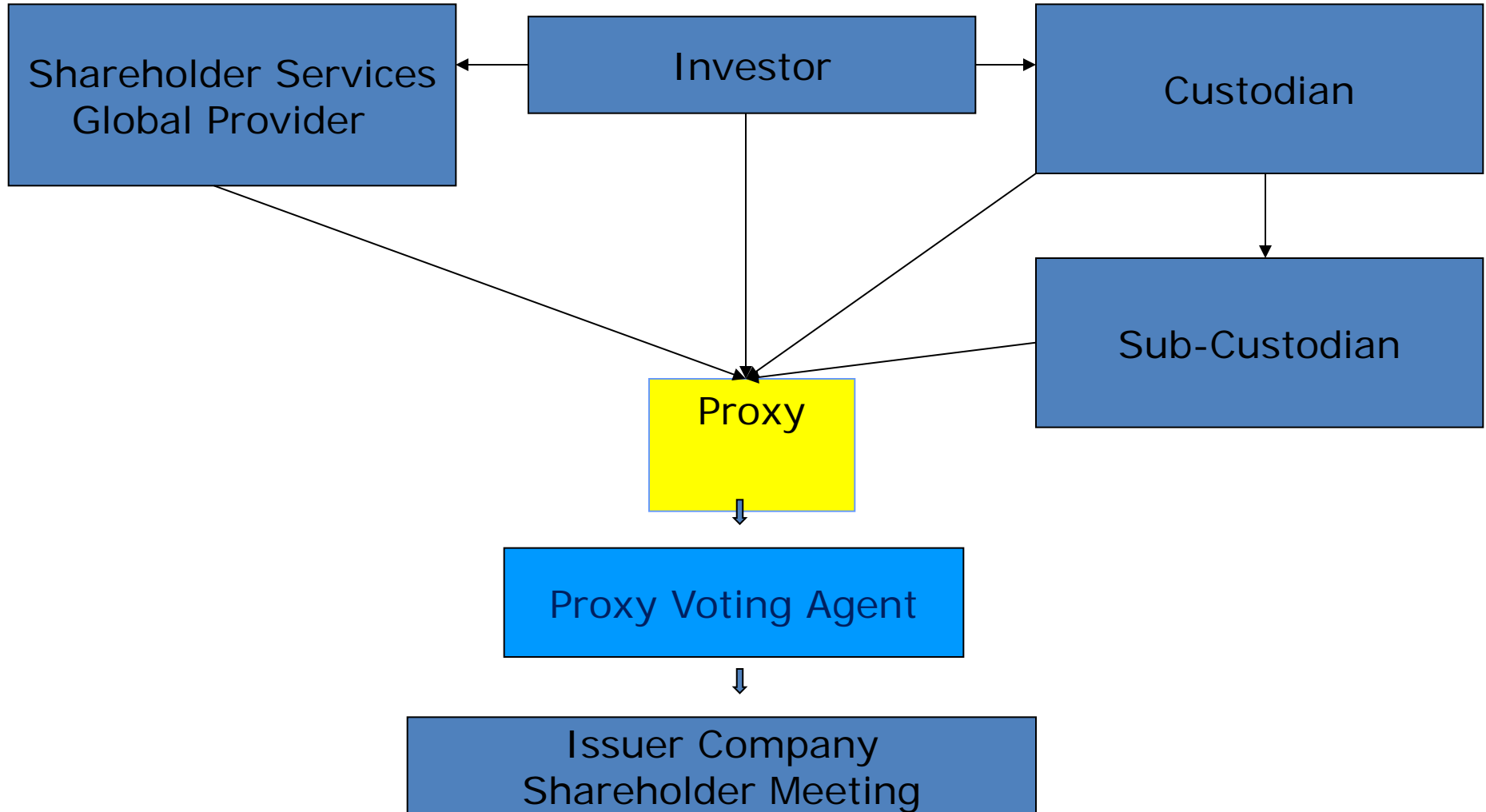
The Proxy Voting Agent shall be provided with a Proxy in order to attend the Meeting and vote on behalf of the Investor.

The Proxy:

1. has to be issued by the Investor itself or through its agent or fund-manager or Shareholder Services Provider or Custodian/Sub-Custodian if authorized;
2. the text of the Proxy is usually provided by the Proxy Agent;
3. is effective only for the Meeting specified, also including the second and third call;
4. shall contain the name of the proxy-holder (the person appointed to attend the meeting and to cast the vote on behalf of investor; the proxy-holder may be substituted only by the persons specified in the proxy-form);
5. is always revocable;

# Flow-process diagram

## Proxy



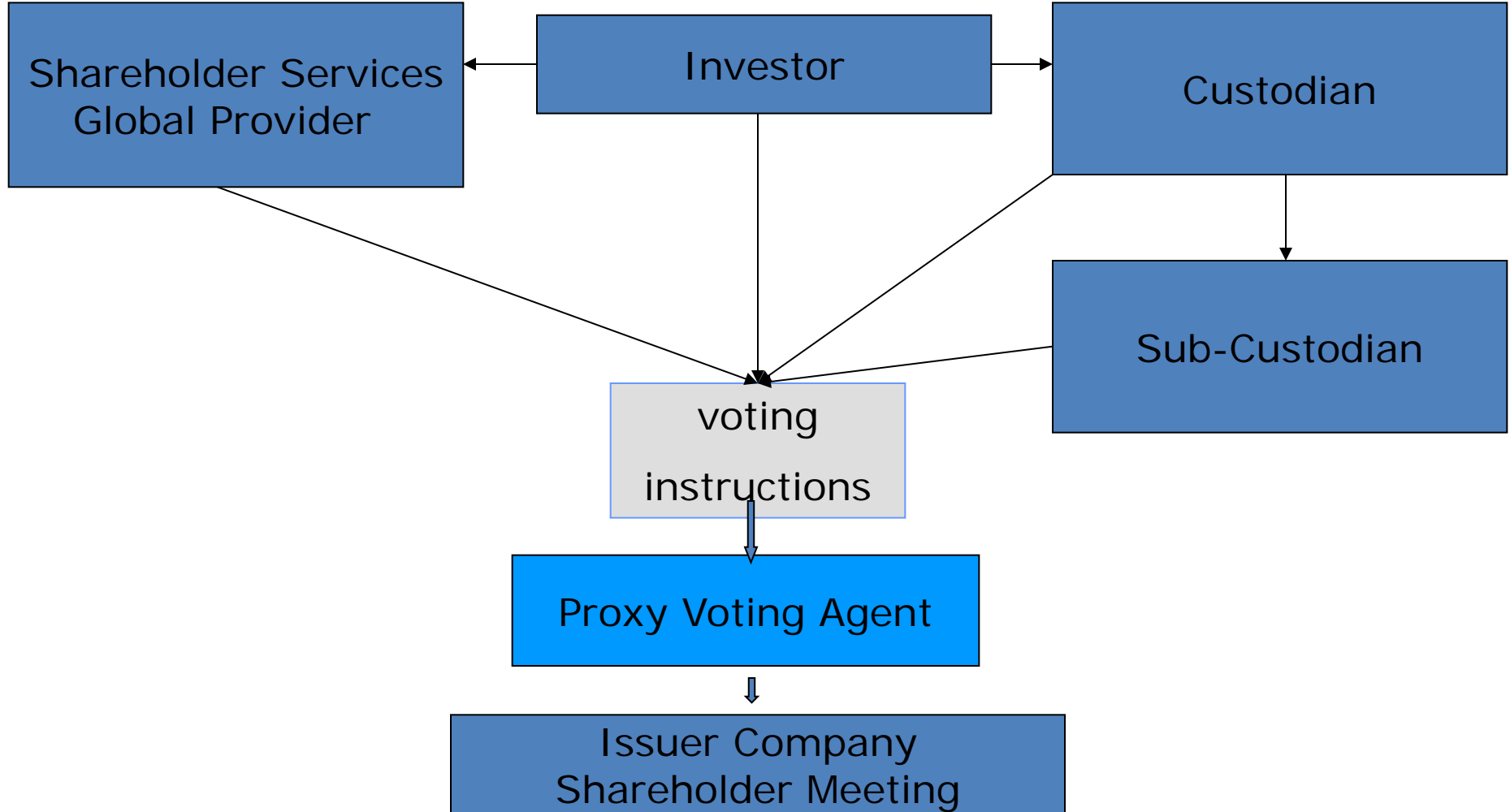


# Voting instruction

- The voting instruction does not affect the validity and effectiveness of the Proxy and, in any case, are not part of the Proxy document.
- The voting instruction can be received by the proxy voting agent using different ways.
- Each voting instruction can be always and easily modified, also during the Meeting and until the beginning of the voting procedures, by a direct contact with the proxy voting agent who is attending the Meeting.

# Flow-process diagram

## Voting instruction



# Minutes of the Meeting

- The Meeting's resolutions shall be recorded in minutes signed by the Chairman and the secretary or by the notary public (compulsory if EGM).
- The minutes shall indicate the date of the Meeting, the name of the attendees and their shareholding, the voting methods and the voting results.
- The minutes shall allow the personal identification of the favourable, contrary and abstentionist shareholders (apart from the Board of Directors and Statutory Auditors' appointment resolutions).
- The minutes shall contain, on request, the shareholders' statements.

# Taking part to the Meeting discussion

The best possible way to:

- promote the best corporate governance practices,
- submit candidates list,
- propose dissident resolutions,
- create communication channels with the management.

# Appointment of Board members

- Filing of candidates lists for the Board of Directors appointment, in compliance with the new Italian Law, which has recently provided for a compulsory voting list system for the board nomination.
- Filing of candidates lists for the Board of Auditors (the Chairman must be elected from the minority list).
- Request additional information about director or auditors candidates.

# Agenda Integration

Shareholders, acting individually or collectively, who hold at least 2,5% of the capital, have the right, within 10 days after the publishing of the agenda, to obtain its integration, specifying the matters to be treated at the meeting.

# Right to convene a Meeting

- Each shareholder has the right to convene a Meeting if it owns not less than 5% of the share capital or the less percentage specified in the company's by-laws, filling a request to the Board of Directors
- The calling upon request of the shareholders is not permitted for matters on which the shareholders' meeting resolves, in accordance with the law, on a proposal of the directors or on the basis of a project or a report submitted thereby.

# Right to submit questions prior to the shareholders' meeting

- Each shareholder has the right to submit questions on the items on the agenda even prior to the shareholders' meeting.
- Questions received before the meeting will be answered at the latest during the said meeting.
- The company may provide a single reply to questions with the same content.



## Contact details

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