

# ITALMOBILIARE

## **Explanatory report regarding the appointment of the Board of Directors upon prior determination of its term of office and number of its members. Consequent and ensuing resolutions.**

Dear Shareholders,

with the Shareholders' Meeting for approval of the Financial Statements for the year ended 31 December 2016, the term of office of the Board of Directors of your Company will expire.

We thank you for your trust and invite you to appoint the new corporate body, after having determined the term of office and the number of its members which, under Art. 14 of the By-laws, cannot be less than 5 and higher than 15.

Under the By-laws, the appointment of the Board of Directors is made on the basis of lists aimed at assuring representation in the Board also to minority shareholders.

Lists may be presented only by shareholders who, alone or together with other shareholders, can prove they hold, as at the filing date, an overall percentage of the share capital with voting rights no lower than 1% as provided for under Consob Resolution no. 19856 dated 25 January 2017.

No shareholder may present or participate in the presentation of more than one list, neither through third parties or trust company.

Shareholders belonging to the same group and shareholders who are party to a shareholders' agreement on the Company's shares are not allowed to present more than one list, neither through third party or trust companies.

Lists filed in violation of these restrictions are not accepted.

In each list the names of candidates must be listed in sequential order.

Lists with an overall number of candidates equal to or over three must be composed of candidates belonging to both genders, so that at least one-third (rounded up) of the candidates for the office belong to the least represented gender.

Lists including a number of candidates equal to or greater than three must be composed of candidates representing both genders, so that one or the other gender represents at least one third (rounded upwards) of candidates.

Each candidate may be presented on one list only, under penalty of ineligibility.

Lists must be filed with the registered office (**via Borgonuovo n. 20, 20121 Milano** – Legal and Corporate Affairs Department) or by sending notice to the address of certified e-mail: [affari-societari.italmobiliare@legalmail.it](mailto:affari-societari.italmobiliare@legalmail.it) at least 25 days before the Meeting date (i.e. by and not later than 25 March 2017) along with the following documentation:

- a) statements by which individual candidates accept their candidature and, under their own responsibility, state the non-existence of ineligibility causes and possession of the integrity requirements established by law;
- b) a brief resume concerning personal and professional skills of each candidate, with indication of their position as director and statutory auditor in other companies;
- c) statements of each candidate about the possession of the independence requisites required by the law and the Code of Conduct;
- d) information on the identity of shareholders who have submitted the lists;
- e) a statement of the shareholders who do not hold, even jointly, a controlling or majority stake, bearing witness to the absence of any connection with the majority shareholder, as defined by the law in force.

The documentation issued by the authorized intermediary and providing evidence of the enti-

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tlement to the voting right as at the filing date of the lists can be produced also afterwards, but in any case at least 21 days prior to the scheduled Annual General Meeting (i.e. by and not later than 29 March 2017).

Lists filed in breach of the above provisions are considered as not filed.

In view of the above, we invite you to appoint the members of the Board – upon prior determination of the term of office and number of its members – from the lists that have been submitted by shareholders or, in event that no list has been submitted in due time, as per proposals that may be discussed during the General meeting.

Milan, 2 March 2017

On behalf of the Board of Directors  
Chief Executive Officer  
Carlo Pesenti