



NOMINATION PROPOSALS

for the

BOARD OF DIRECTORS

Mestre, May 9th, 2019 - With reference to the next Shareholders' Meeting convened for May 31st, 2019 in single call and, in particular, to the items referred to in items no. 6 and 7 of the ordinary part on the agenda, the Company discloses that, with reference to item 6, "*Integration of the Board of Directors pursuant to Article 2386 of the Civil Code and Article 13 of the Bylaws. Appointment of the Chairman of the Board of Directors. Related and consequent resolutions.*", the following proposals were received:

- 1) the shareholders Arca Fondi S.G.R. S.p.A., manager of the funds: Arca Azioni Italia and Arca Economia Reale Bilanciato Italia 30; BancoPosta Fondi SGR, manager of the funds: Bancoposta AZ Internazionale, Bancoposta Mix 1, Bancoposta Mix 2 and Bancoposta Mix 3; Fideuram Investimenti SGR S.p.A., manager of the funds: Piano Azioni Italia, Piano Bilanciato Italia 50 Plan and Piano Bilanciato Italia 30; Mediolanum Gestione Fondi SGR S.p.A., manager of the funds: Mediolanum Flessibile Futuro Italia and Mediolanum Flessibile Sviluppo Italia; Mediolanum International Funds Limited - Challenge Funds - Challenge Italian Equity, which together hold a share equal to 3.89% (no. 8,833,507 shares) of the share capital, has proposed the candidacy of:
 - (i) **Elena Garavaglia;**
- 2) the shareholder Tamburi Investment Partners S.p.A., which holds a share equal to 22.747% (no. 51,635,898 shares) of the share capital has proposed the candidacy of:
 - (i) **Giovanni Tamburi**
 - (ii) **Alessandra Gritti**
 - (iii) **Massimiliano Magrini**
 - (iv) **Franco Moschetti**

Elena Garavaglia, Massimiliano Magrini and Franco Moschetti have declared to hold the independence requirements pursuant to the TUF and the Corporate Governance Code.

It should be noted that Elena Garavaglia, Giovanni Tamburi, Alessandra Gritti and Massimiliano Magrini are members of the current Board of Directors since they were already co-opted; Elena Garavaglia on June 20th, 2018 and Giovanni Tamburi, Alessandra Gritti and Massimiliano Magrini on March 13th, 2019.

The shareholder Tamburi Investment Partners S.p.A. has, also, expressed proposal to appoint **Franco Moschetti** as **Chairman of the Board of Directors**.

With reference to item 7 on the agenda "*Appointment of the Chairman of the Board of Statutory Auditors and of an*

Alternate Auditor pursuant to and for the purposes of Article 24.2 of the Bylaws. Related and consequent resolutions.”, the following proposals have been received:

- 1) the shareholders Arca Fondi S.G.R. S.p.A., manager of the funds: Arca Azioni Italia and Arca Economia Reale Bilanciato Italia 30; BancoPosta Fondi SGR, manager of the funds: Bancoposta AZ Internazionale, Bancoposta Mix 1, Bancoposta Mix 2 and Bancoposta Mix 3; Fideuram Investimenti SGR S.p.A., manager of the funds: Piano Azioni Italia, Piano Bilanciato Italia 50 and Piano Bilanciato Italia 30; Mediolanum Gestione Fondi SGR S.p.A., manager of the funds: Mediolanum Flessibile Futuro Italia and Mediolanum Flessibile Sviluppo Italia; Mediolanum International Funds Limited - Challenge Funds - Challenge Italian Equity, which together hold a share equal to 3.89% (shares no. 8,833,507) of the share capital, proposed the candidacy of:
 - (i) **Stefano Poggi Longostrevi** – Standing Statutory Auditor (Chairman)
 - (ii) **Emanuela Italia Fusa** – Alternate Auditor

It should be noted that Stefano Poggi Longostrevi is currently the Chairman of the Board of Statutory Auditors, following his takeover on June 1st, 2018.

The Company expresses its appreciation and support with regard to all presented candidacies, which are in line with the continuity of the composition of the corporate bodies and bearer of important skills.

The presented proposals, together with the related documentation, are made available to the public at the Company's headquarters, in Via Terraglio no. 17, Venice-Mestre and published on the website www.ovscorporate.it in the Corporate Governance/Shareholders' Meeting section as well as by the mechanism for the central storage of regulated information "1Info" at www.1info.it.

For any further information:

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