

6. Appointment of the members and the Chairman of the Board of Statutory Auditors: related and consequent resolutions.

The Chairman, with the consent of the attendees, refrained from reading the Explanatory Report prepared by the Board of Directors on this agenda item in its entirety, the text of which was contained in the folder provided at reception.

The Chairman communicated that 2 lists had been deposited for the nomination of the members of the Board of Statutory Auditors.

These lists were presented according to the modalities and terms foreseen by the current Articles of Association, Article 26.

In particular,

- **LIST 1** had been presented on 26 March 2014 by 124 Public Shareholders that adhered to the "Syndicate Contract for Voting and regulation of share transferrals", represented over 1% of the shares bearing the right to vote, pursuant to Consob Resolution n. 18775 of 29 January 2014, and indicated the following candidates, listed in numerical order:

1. Marianna Girolomini - Standing Auditor
2. Antonio Gaiani - Standing Auditor
3. Valeria Bortolotti - Alternate Auditor

in addition to a declaration certifying the absence of pacts or connections of any kind with other Shareholders having presented other lists.

Along with the list, a declaration had been deposited at the Registered office in which the individual candidates accept their candidacies and declare that causes of ineligibility, forfeiture and incompatibility foreseen by the law do not exist and that they meet the requisites of integrity and professionalism required by law for the members of the Board of Statutory Auditors. A list of the administrative and control offices each candidate held in other companies was also provided.

- **LIST 2** had been presented by Shareholders from Carimonte Holding S.p.A., Fondazione Cassa di Risparmio di Modena, Gruppo Società Gas Rimini S.p.A., Fondazione Cassa dei Risparmi di Forlì and Fondazione Cassa di Risparmio di Imola, represented over 1% of the shares bearing the right to vote, pursuant to Consob Resolution n. 18775 of 29 January 2014, and indicated the following candidates, listed in numerical order:

1. Sergio Santi - Standing Auditor
2. Violetta Frasnedi - Alternate Auditor

in addition to a declaration certifying the absence of pacts or connections of any kind with other Shareholders having presented other lists.

Along with the list, a declaration had been deposited at the Registered office in which the individual candidates accept their candidacies and declare that causes of ineligibility, forfeiture and incompatibility foreseen by the law do not exist and that they meet the requisites of integrity and professionalism required by law for the members of the Board of Statutory Auditors. A list of the administrative and control offices each candidate held in other companies was also provided.

Submission of requests for the floor and opening of the discussion

The Chairman invited all those interested in submitting requests to take the floor to go, if they had not already done so, with the appropriate form and their "radiovoter", to the "SPEAKERS" station found in the middle of the room.

He then asked a "SPEAKERS" station staff member to provide the list of requests

to take the floor and to update the said list in the event of additional requests submitted during the statements.

Following the order in which the requests to take the floor were submitted, he invited the first person who had made such a request come to the podium, reminding those concerned to keep their statements to 10 minutes.

Shareholder Ballestrazzi took the floor, asking whether the remuneration for members of the Board of Statutory Auditors was defined by the Board of Directors.

The Chairman noted that the remuneration for the Board of Statutory Auditors was to be discussed during the following item on the agenda of today's Meeting.

Shareholder Ballestrazzi declared that he would intervene during the discussion of the following item.

Since there were no other interested parties, he declared the floor closed to statements.

The Chairman then declared the discussion closed and moved on to the vote.

Vote for the lists

For the appointment of the Board of Statutory Auditors he now submitted the lists presented to the established voting procedures.

Voting on the current item on the agenda was to take place by way of the "radiovoter", according to the following procedures.

He reminded those present that, pursuant to Article 17 of the Articles of Association, each shareholder could vote for only one list.

The appointment of the members of the Board of Statutory Auditors shall take place as provided for below:

(i) from the list obtaining the largest number of votes, two Standing statutory auditors and one Alternate shall be taken, in the consecutive order in which they are listed on the said list.

(ii) the third Standing statutory auditor and the other Alternate shall be taken from the other list, electing the first and second candidate having obtained the second highest quotient.

Once the voting procedure for the lists had been declared open, Shareholders were invited to use the "radiovoter" and press button "1" to vote for list 1, button "2" to vote for list 2, button "C" to cast a vote AGAINST all of the lists, or button "A" to ABSTAIN from voting.

At this moment - before activating the button "OK" - Shareholders still have the possibility of modifying their choice, by simply pressing the button corresponding to the new choice they intend to make.

After having verified on the "display" the correctness of the choice made, Shareholders must press the "OK" button found on the "radiovoter" to definitively cast their vote, a confirmation of which will be given on the "display" itself. As of this moment the vote cast can no longer be modified, without proceeding to the "assisted voting" station.

He also stated that those who do not vote or do not confirm their vote by way of the OK button will be classified as "NON-VOTERS".

He furthermore reminded those present that detailed instructions for use of the "radiovoters" for Voting the Lists were found in a specific document contained in the folder provided to all those participating at reception.

Shareholders holding proxies who intended to cast votes that varied among the shares represented overall were to go to the special voting station indicated

above, called "assisted voting";

Shareholders were strongly encouraged not to enter and exit the room during voting operations, to facilitate a proper attendance count.

He then declared the voting procedure open for the lists relative to the sixth item on the agenda

The Chairman then asked voters to:

- a digitare il tasto relativo alla votazione prescelta;
- check on the screen that this choice was correct;
- press the "OK" button;
- a verificare sullo schermo che il voto sia stato registrato.

Announcement of the results of the vote

The Chairman asked the "assisted voting" station if there were any reports from Shareholders intending to correct the vote cast using the "radiovoters".

He then declared the voting on the proposal indicated in the sixth item of the agenda closed and asked a staff member from the "assisted voting" station to provide the results of the vote.

He then announced the outcome of the vote given at the "assisted voting" station, the results of which are reported, in accordance with the above-mentioned Appendix 3E to Regulation 11,971 of 14 May 1999, in the document attached hereto as **Appendix R**):

LIST 1, presented by 124 Public Shareholders adhering to the "Syndicate Contract for Voting and regulation of share transferrals", received votes representing 712,338,512 shares, corresponding to 68.95% of the share capital present.

LIST 2, presented by the Shareholders Carimonte Holding S.p.A., Fondazione Cassa di Risparmio di Modena, Gruppo Società Gas Rimini S.p.A., Fondazione Cassa dei Risparmi di Forlì and Fondazione Cassa di Risparmio di Imola, received votes representing 318,276,563 shares, corresponding to 30.80% of the share capital present.

The following votes were also cast:

54 votes against

2,415,346 abstentions

1,105 non-voters

At the conclusion of the voting procedure, as foreseen by Article 26 of the Articles of Association, the Chairman therefore declared that:

a) from **LIST 1**, that obtained the largest number of votes cast by the Shareholders, 2 Standing Auditors and 1 Alternate Auditor were taken, following the numerical order in which they were found in the list itself:

1. **Marianna Girolomini**, born in Riccione (RN) on 3 September 1970, domiciled in via Acquario n.19 - 47923 Rimini

tax code GRL MNN 70P43 H274K, registered in the Institute of Financial Auditors as n. 12050 with D.M. 19 April 2001, published in the Gazzetta Ufficiale n. 36 of 8 May 2001 - Standing Auditor;

2. **Antonio Gaiani** born in Bologna (BO) on 16 October 1965, domiciled in via Lorenzetti n.11 - 40133 Bologna, tax code GNA NTN 65R16 A944R, registered in the Institute of Financial Auditors at n. 75781 with D.M. 26 May 1999, published in the Gazzetta Ufficiale appendix n. 45 on 8 June 1999 - Standing Auditor;

3. **Valeria Bortolotti** born in Bologna (BO) on 22 marzo 1950, domiciled in Bologna (BO), Via Cartoleria n. 26 - tax code BRT VLR 50C62 A944G, registered in the Institute of Financial Auditors at n. 7483 with D.M. 12 April 1995,

published in the Gazzetta Ufficiale appendix n. 31bis on 21 April 1995 - Alternate Auditor;

b) from **LIST 2**, 1 Standing Auditor and 1 Alternate Auditor were taken, following the numerical order in which they were found in the list itself:

1. **Sergio Santi**, born in Imola (BO) on 5 January 1943, domiciled in Imola (BO) via S. Lucia n. 26 - tax code SNT SRG 43A05 E289F, registered in the Institute of Financial Auditors at n. 52696 with D.M. 12 April 1995, published on the Gazzetta Ufficiale appendix n. 31 bis IV special series on 21 April 1995 - Standing Auditor;

2. **Violetta Frasnedi**, born in Bologna (BO) on 21 October 1972, domiciled in Bologna (BO), via San Petronio Vecchio n. 25/2 - tax code FRS VTT 72R61 A944H, registered in the Institute of Financial Auditors at n. 135417 with D.M. 26 January 2005, published on the Gazzetta Ufficiale appendix n. 9 on 1 February 2005, - Alternate Auditor.

He furthermore stated that the Chairmanship of the Board of Statutory Auditors, pursuant to Article 26.6 of the Articles of Association, shall go to the first candidate from LIST 2 that obtained the second highest quotient and therefore to Sergio Santi.

As foreseen by Article 25 of the Articles of Association, the Board of Statutory Auditors will remain in office for three financial years, to be more precise until the Meeting called to approve the financial statements for the year that closes on 31 December 2016.

The Chairman took note that the appointed Auditors had pre-emptively accepted the offices conferred on them, with effectiveness deferred to the date of appointment, declaring under their own responsibility the non-existence of grounds for ineligibility or forfeiture foreseen by the law.

The Chairman noted that the discussion of the sixth item on the agenda for the Ordinary Part was closed, and moved on to discuss the seventh item on the agenda for the Ordinary Part.