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File no. 15565

Record no. 8357

**Minutes of Shareholders' Meeting**

**THE REPUBLIC OF ITALY**

In the year 2020 (two thousand and twenty),  
on the 27th day of  
the month of February,

In Milan, Via Paleocapa no. 18

I the undersigned **Carlo Marchetti**, Notary Public in Milan,  
registered with the College of Notaries of Milan, at the request  
of the public limited company named below, represented by Prof.  
Enrico Cotta Ramusino as Chairman of the Board of Directors:

**"Finecobank Banca Fineco S.p.A."**

in short form "**FinecoBank S.p.A.**", or "**Banca Fineco S.p.A.**", or  
"**Fineco Banca S.p.A.**", a sole shareholder company headquartered  
in Milan at Piazzale Durante Francesco no. 11, fully paid share  
capital EUR 201,081,005.07, tax code and number of registration  
on the Companies Register of Milan-Monza-Brianza-Lodi no.  
01392970404, listed on the Economic Administrative Index of  
Milan at no. 1598155 (hereinafter also:the "**Company**" or  
"**FinecoBank**"),

have drafted and signed the minutes of the meeting of the  
Company's shareholders, which was held in my uninterrupted  
presence in Milan at Piazzale Durante Francesco no. 11, on

**18 (eighteenth) February 2020 (two thousand and twenty)**

in accordance with the notice of meeting referred to *below*, in  
order to discuss and resolve upon the agenda which is also  
reproduced below.

In accepting this request, I placed on record that the meeting  
was conducted as described below.

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In accordance with the Company's bylaws, the Meeting was chaired  
by Prof. Enrico Cotta Ramusino, who declared the Meeting open  
at 10 AM, in order to discuss and resolve on the following

**Agenda**

**Ordinary Part**

*1. New member of the Board of Directors. Related and consequent resolutions.*

**Extraordinary Part**

*1. Amendments to Articles 13, 17 and 23 of the Bylaws, also to give the Board of Directors the right to submit its own list of candidates for the office of Director, and to increase the number of Directors taken from the minority list. Related and consequential resolutions.*

The Chairman:

- **announced and placed on record** that in accordance with the  
current laws and regulations and Article 7 of the Bylaws, the  
notice of meeting containing the Agenda was published on 17

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January 2020 on the website of FinecoBank, on the website of Borsa Italiana S.p.A., and on the eMarket Storage system managed by Spafid Connect S.p.A.. A copy of the Agenda was also included in the press file, which was made available to the attendees;

- **he also announced** that the notice of meeting had been published in short form on 18 January, in the daily newspapers "Il Sole 24 Ore" and "Milano Finanza". The notice was also announced to the market in a press release on 17 January 2020;

- the Chairman announced and placed on record that the documentation for the various Agenda items had been disclosed, in accordance with regulatory requirements, earlier than the date of the Meeting, and therefore he would not be reading it out;

- with the consent of the attendees, he **assigned to me**, as Notary Public, the task of drafting the minutes of the meeting, including the ordinary part, in the form of a public deed;

- **he** reminded the Meeting that if required, a simultaneous Italian/English translation system was available; all interventions should be made exclusively from the designated seat.

The Chairman then informed the Meeting that:

- the following persons were present:

- for the Board of Directors, apart from himself (Chairman), the Deputy Chairman F. SAITA, the CEO and Director-General A. FOTI, and the directors E. BIFFI, M.C. MALAGUTI, G. MONTANARI, M. SANTACROCE; and

-- for the Board of Statutory Auditors, the Chairman of the Board of Statutory Auditors E. SPAGNOL, and the auditor B. ALOISI;

- the Directors A. ZAPPIA and P. ALBANO and the auditor M. VIOZZI were excused;

- the Executive Personnel of General Management and other Bank Personnel called to assist with the Meeting were also present, as required by Article 2 of the Meeting Regulations;

- in accordance with Article 2 of the Meeting Regulations, access was permitted to experts, financial analysts and accredited journalists who were accommodated in a separate room connected to the Meeting room by a closed-circuit audio-visual system;

- as required by Article 3(2) of the Meeting Regulations, the Meeting is the subject of an A/V recording;

- the subscribed and fully paid-up share capital, as of today's date, is Euro 201,081,005.07, and is represented by 609,336,379 ordinary shares, each with a nominal value of Euro 33 cents. On the *record date* of 31 December 2018, the fully subscribed and

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paid-up share capital totalled Euro 200,941,488.00, divided into 608,913,600 ordinary shares with a nominal value of Euro 33 cents;

- the delegated authorities had been checked and found to comply with the provisions of Article 2372 civil code and Article 135(h) of Legislative Decree No. 58 of 24 February 1998 (the Finance Consolidation Act - TUF);

- 429,922,290 ordinary shares, equal to 70.60% of the share capital were represented in the room, relating to 1,412 people with the right to vote either on their own account or by proxy; among the persons entitled to vote who were represented by proxy, 8 of them had delegated *Computershare S.p.A.*, the company chosen by FinecoBank, in accordance with Article 135j of the TUF, as the "Designated Representative".

The Chairman thus declared that the Meeting had been duly convened and was able to pass resolutions at a single call on the Ordinary Part of the Agenda, in accordance with the Law and the Bylaws.

**He also declared that:**

- based on the information in the Company's possession, the following shareholders held more than 3% of the capital represented by voting shares, as of the record date:

-- BLACKROCK INC., indirectly, through 13 asset management companies, in the number of 53,776,324, representing 8.833% of the share capital;

-- CAPITAL RESEARCH AND MANAGEMENT COMPANY, directly, in the number of 30,738,447, representing 5.050% of the share capital;

-- INVESCO, directly, in the number of 20,496,717, representing 3.365% of the share capital;

-- FMR LLC., indirectly through three subsidiaries, in the number of 18,360,318, representing 3.015% of the share capital;

- in accordance with Article 8 of the Meeting Regulations, any attendees who wished to address the Meeting could book their place at the Secretary's table; when the attendees were called to speak they could go to the designated station, rather than speaking from the floor;

- in accordance with Article 17 of the Meeting Regulations, votes will be cast through a computerised voting system, using the radiovoters which have been given to each person with the right to vote. The file given to the attendees contains instructions on how to use the radiovoters.

The Chairman **recommended:**

- that anyone who had not already done so should read these instructions;

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- that, for each vote, only on the invitation of the Chairman, each person should cast their vote by pressing the corresponding button on the radiovoter and confirming their choice by pressing the OK button; if the device does not operate as described, or in case of need, voters are asked to contact the assistants in the room; delegates and representatives of fiduciary companies who may need to cast different votes on individual resolutions should inform the Notary and cast their votes from the "assisted voting point".

Finally, the Chairman explained that the electronic attendance recording and voting system will produce the documents, which will be annexed to the Minutes of the Meeting, as follows:

- (a) the lists of the shareholders who are present and represented; the lists will also include the names of anyone arriving late or leaving the Meeting room;
- (b) separate lists for the different voting options.

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The Chairman then moved on to the deal with the first **and only item in the ordinary part of the agenda**, "*New member of the Board of Directors. Related and consequent resolutions*". He briefly explained the topic using slides (which are annexed hereto in Annex "A") but did not read it out in full, as the explanatory report and supporting documents were available to all the attendees and to the public, as required by law.

The Chair then declared the discussion open.

As nobody had asked to speak, at 10.15 AM the Chairman then put to the vote the resolution on the replacement of the members of the Board of Directors, and the nomination of Mr. Andrea Zappia for the position of director; the resolution is transcribed below:

*"The Shareholders' Meeting of FinecoBank S.p.A., having examined the explanatory report of the Board of Directors and the document "Qualitative and quantitative composition of the FinecoBank S.p.A. Board of Directors"*

**resolved**

*- to appoint as Director Mr. Andrea Zappia, born in Tripoli (Libya), on 24 September 1963, until the expiry of the mandate of the current Board of Directors and therefore until the Meeting called to approve the financial statements for 2019" .*

He asked the attendees who had temporarily left the meeting to return to their places and not to leave until the voting had finished.

He asked the attendees to declare any limitations or issues with their voting rights, in accordance with:

- Articles 120, 121 and 122 TUF and the related CONSOB enacting regulations;

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• Articles 19, 20, 24 and 25 of Legislative Decree no. 385 of 1 September 1993 (the "TUB").

As none of the attendees had reported any issues with their voting rights, the Chairman asked all the voters to cast their votes using the radiovoters, and to confirm their choices using the "OK" button.

When the voting process had been completed, after asking whether all those present had voted, the Chairman declared the voting completed.

The Meeting approved by a majority.

Votes in favour: 428,398,086 shares.

Votes against 1,508,869 shares.

Abstaining 15, 335 shares.

As per the attached details.

The Chairman declared the result, asking the Notary Public to announce the further details of the voting process.

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At 10.16 AM, the Chairman declared the ordinary session closed, and then moved on to discuss the **first and only item in the extraordinary part** of the Agenda, containing "*Amendments to Articles 13, 17 and 23 of the Articles of Association, also to give the Board of Directors the right to submit its own list of candidates for the office of Director and to increase the number of Directors taken from the minority list. Related and consequential resolutions*".

He first informed the Meeting that the number of attendees was unchanged, as 429,922,290 ordinary shares, equal to 70.60% of the share capital were represented in the room, relating to 1,412 people with the right to vote either on their own account or by proxy; among the persons entitled to vote who were represented by proxy, 8 of them had delegated Computershare S.p.A., the company chosen by FinecoBank, in accordance with Article 135j of the TUF, as the "Designated Representative".

The Chairman thus declared that the Meeting had been duly convened and was able to pass resolutions at a single call, also on the Extraordinary Part of the Agenda in accordance with the Law and the Bylaws.

The Chairman informed the Meeting that the Bank of Italy, which had received the proposed amendments to the Bylaws to be approved by today's extraordinary meeting, had issued its decision for the purposes of Articles 56 and 61 TUB on 10 December 2019. A copy of that decision is attached hereto in Annex "B".

The Chairman then briefly illustrated the essential elements of the proposal, using a set of slides (which are annexed to these

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Minutes in Annex "C") but did not read it out in full, as the explanatory report prepared by the Directors had been included in the file which is provided to all attendees and to the public as a legal requirement at the company's head office and registered office, from the website of Borsa Italiana S.p.A., on the storage system managed by Spafid Connect S.p.A., and on the website of FinecoBank.

When the discussion was opened, the shareholder **Rodinò** addressed the meeting and said that the departure from the UniCredit Group had raised a few concerns: however those concerns had been alleviated as the Bank had ended 2019 in excellent health, with prospects for growth and development.

As nobody else asked to speak, at 10.30 AM the Chairman put to the vote the resolution concerning the proposed amendments to Articles 13, 17 and 23 of the Bylaws, also to give the Board of Directors the right to submit its own list of candidates for the office of Director, and to increase the number of Directors taken from the minority list. The resolution is transcribed below.

*"The Extraordinary Meeting of the Shareholders of FinecoBank S.p.A., having examined the explanatory report prepared by the Board of Directors in accordance with Article 72 and in accordance with Annex 3A of Consob Regulation No. 11971 of 14 May 1999 and the proposal it contained,*

**resolved**

- 1) to amend Articles 13, 17 and 23 of the Bylaws, as follows:

..... **OMISSIS** .....

**Article 13**

- 1. The Company is managed by a Board of Directors composed of a minimum of 9 (nine) and a maximum of 13 (thirteen) members. The composition of the Board shall be gender balanced.*
- 2. The members of the Board of Directors must be suitable for the performance of the office, in accordance with the legislation in force at the time and the Articles of Association and, in particular, they must meet the requirements of professionalism, integrity and independence and respect the criteria of competence, correctness and dedication of time, and the specific limits on the accumulation of offices prescribed by the legislation in force at the time and by the Articles of Association and in any event those provided for by the European Directive of 26 June 2013 No. 36 (CRD IV), for the performance of the office of director of a bank issuing shares listed on regulated markets.*
- 3. Furthermore, the majority of the members of the Board of Directors must meet the independence requirements established by the Corporate Governance Code for Listed Companies currently in force and listed below namely those required by the Corporate Governance Code from time to time in force. Specifically, a Director cannot be considered Independent in the following cases:*

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- a) if, directly or indirectly, including through subsidiaries, trustees or third parties, they control the Company or are able to exercise significant influence over it, or participate in a shareholders' agreement through which one or more subjects can exercise control or significant influence over the Company;*
- b) if they are, or have been in the previous three financial years, a significant representative of the Company, of a subsidiary of strategic importance or of a company subject to joint control with the Company, or of a company or entity which, also together with others through a shareholders' agreement, controls the Company or is able to exercise significant influence over it;*
- c) if, directly or indirectly (for example through subsidiaries or of which they are a significant representative, or as a partner of a professional firm or a consultancy company), they have, or have had in the previous year, a significant commercial, financial or professional relationship: (i) with the Company, one of its subsidiaries, or any of the relevant significant representatives; (ii) with a party who, also jointly with others through a shareholders' agreement, controls the Company, or - in the case of a company or entity - with the relevant significant representatives; or are, or have been in the previous three financial years, an employee of one of the aforementioned parties;*
- d) if they receive, or have received in the previous three financial years a significant additional remuneration from the Company or from a subsidiary or parent company (compared to the "fixed" remuneration for a non-executive director of the Company and to the remuneration for participation in committees as recommended by the Borsa Italiana S.p.A. Corporate Governance Code) including in the form of participation in incentive plans linked to company performance, including those based on shares;*
- e) if they have been a director of the Company for more than nine out of the past twelve years;*
- f) if they holds the position of executive director in another company where an executive director of the Company holds the office of director;*
- g) if they are a shareholder or director of a company or entity belonging to the network of the company entrusted with the legal audit of the Company;*
- h) if they are a close family member of a person who is in one of the situations referred to in the previous points.*

*For the purposes of the cases indicated above, the definitions provided for in the Corporate Governance Code promoted by Borsa Italiana S.p.A. apply.*

*4. Directors shall hold office for three financial years, except where a shorter term is established at the time of their appointment; the term ends on the date of the Shareholders' Meeting called to approve the financial statements relating to the last year of their appointment and they may be re-elected.*

*5. The Directors are appointed by the Shareholders' Meeting on the basis of lists submitted by entitled persons; the candidates must be listed in numerical order on the lists. The parties with the right to submit lists are the Board of Directors as well as multiple shareholders who, either alone or together with others own, collectively, voting shares representing the percentage of share capital required by laws or regulations from time to time in force. The decision to submit a list by the Board of Directors must be resolved by an absolute majority of the members in office, subject to a preliminary investigation by the internal board committee with responsibility for appointments.*

*6. Each list with a number of candidates equal to or greater than 3 (three) (i) must be made*

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*up of candidates belonging to both genders, to ensure respect for the gender balance to at least to the minimum extent required by current laws and regulations and (ii) must ensure that at least the majority of the candidates meet the independence requirements set out in the Articles of Association, without prejudice to the fact that the first candidate on any list, including lists with less than 3 (three) candidates, must meet the aforementioned independence requirements.*

*7. In order for a list submitted by shareholders to be valid, it must be filed at the Registered Office or the Head Office, also by means of remote communication and in accordance with the procedures stated in the notice of call which allows the identification of the parties submitting the list, no later than the twenty-five days before the date of the Shareholders' Meeting and must be made available to the public at the Registered Office, on the Company's website and through other channels provided for under current laws at least twenty-one days before the date of the Shareholders' Meeting (or within a different deadline as per applicable regulations). Any list submitted by the Board of Directors pursuant to paragraph 5 above must be filed at the Registered Office and published in the manner described above at least thirty days before the date set for the Shareholders' Meeting.*

*8. Each party entitled (as well as (i) entitled persons belonging to the same group, intended as a party, which need not be a corporation, exercising control pursuant to Article 2359 of the Italian Civil Code and any subsidiary controlled by, or under the control of the said party, or (ii) shareholders who are party to a shareholders' agreement as per Article 122 of Legislative Decree no. 58 of 24 February 1998, or (iii) entitled persons who are otherwise associated with each other in a material relationship pursuant to current and applicable statutory or regulatory provisions) may submit individually or with others only one list, just like each candidate may only be included in one list, or otherwise be considered ineligible.*

*9. In the event the shareholders submit lists, ownership of the minimum shareholding required for submitting lists is calculated based on the shares registered to each shareholder, or to multiple shareholders combined, on the day when the lists are filed at the Company. Ownership of the number of shares necessary to submit lists must be proven pursuant to current regulations; proof may be submitted to the Company also after the lists have been filed, provided that it is submitted within the deadline for when the Company must make the lists public.*

*10. The entitled persons who submitted a list must also file any additional documentation and declarations required by the laws and regulations in force at the time, within the deadline indicated in paragraph 7 above, as well as the following disclosures:*

*- for shareholders, information pertaining to those who submitted the lists, with information on the total percentage of interest held;*

*- information on the personal and professional characteristics of the candidates included in the list;*

*- a statement whereby the individual candidates irrevocably accept the position (subject to their appointment) and attest, under their responsibility, that there are no grounds for their ineligibility or incompatibility to stand as candidate, and that they meet the requirements prescribed for the office by the Articles of Association and by the current laws and regulations*

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*and the possible possession of the independence requirements referred to in paragraph 3 above, according to a format that will be made public by the company in advance that takes into account the guidelines of the Supervisory Authorities;*

*Any list that does not meet the above requirements shall be deemed to have not been submitted.*

*11. Each eligible voter may vote for one list only.*

*12. The members of the Board of Directors shall be elected as follows:*

*a) a number of Directors equal to the number of board members shall be drawn - in the order in which they appear on the list - from the list receiving the majority of votes cast except, depending on the case, 2 (two) or 3 (three) that will be taken from the minority list(s) that are not connected with those who submitted or voted for the list that obtained the highest number of votes in accordance with the current regulations, as specified below:*

*a.1) if only two lists are submitted, the remaining 2 (two) Directors will be drawn in consecutive order from the second list that received the highest number of votes at the meeting,*

*a.2) if 3 (three) or more lists are submitted, 2 (two) Directors will be drawn in consecutive order from the second list that obtained the highest number of votes at the meeting regardless of the percentage of votes received, while 1 (one) Director will be drawn in consecutive order from the third list that received the highest number of votes at the meeting provided that it received at least 2% of the votes cast at the meeting, it being understood that in the event of the failure to receive this percentage by the third list by number of votes the mechanism provided for in the previous paragraph a.1) will be applied;*

*b) if the majority list does not reach a sufficient number of candidates for the election of the number of Directors to be appointed, according to the mechanism indicated in letter a) above, all the candidates from the majority list shall be appointed and the remaining Directors shall be drawn from the minority list, in the order in which they appear on the list, receiving the highest number of votes; if necessary, directors shall also be drawn from the second most voted minority list, always in the order in which they appear on the list, until the number of Directors to elect has been reached;*

*c) if the number of candidates in the majority as well as minorities lists submitted is less than the number of the Directors to be elected, the remaining Directors shall be elected through a resolution made by the Shareholders' Meeting by relative majority (and therefore without taking into account any abstentions), ensuring compliance with the principles of independence and gender equality provided for respectively in articles 13 paragraph 3 and 13 paragraph 6 of Articles of Association. If there is a tie vote between two or more candidates, a run-off will be held between these candidates by means of another vote at the Shareholders' Meeting;*

*d) if only one list or no list is filed, the Shareholders' Meeting shall act in accordance with the procedures set forth in letter c) above; in the event of a tie between lists or candidates, the shareholders' meeting shall hold a second round of voting to establish their ranking;*

*e) if the required minimum number of Independent Directors and/or Directors belonging to*

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*the least represented gender is not elected, the Directors of the most voted list who have the highest consecutive number and do not meet the requirements in question shall be replaced by the next candidates on the same list, who meet the necessary requirements. Should it prove impossible, even after applying this criterion, to identify the Directors who meet the above requirements, the above substitution criterion shall apply to the minorities lists receiving the highest votes from which the candidates elected have been drawn;*

*f) if even after applying the substitution criteria referred to in letter e) above, suitable substitutions have not been found, the Shareholders' Meeting shall resolve by a relative majority. In this case, the substitutions shall be effected starting from the most voted lists and from the candidates bearing the highest number in consecutive order.*

*13. In the event of death, resignation, withdrawal or removal from office for any other reason of a Director, or where a Director no longer meets the professional competence and integrity requirements, the Board of Directors can take steps to coopt a Director, in compliance with the principles of minority representation and gender equality. If, in the above cases, the minimum number of independent Directors and/or the number of Directors belonging to the least represented gender envisaged respectively by articles 13 paragraph 3 and 13 paragraph 6 of the Articles of Association is not met, the Board of Directors shall replace them.*

*14. For the appointment of Directors needed to fill vacancies on the Board of Directors, the Shareholders' Meeting shall resolve by relative majority, ensuring that the principles of independence and gender equality established by current law and regulations and the Articles of Association are met.*

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#### **Article 17**

*1. The Board of Directors is vested with all powers necessary for managing the Company, except for those powers reserved by law and regulations, along with the Articles of Association to the Shareholders' meeting.*

*2. In compliance with applicable laws and the Company's Articles of Association, the Board of Directors shall adopt a Regulation on its functioning and responsibilities. This Regulation specifies, amongst other things, the limits on number of board mandates.*

*3. In addition to those duties and powers that cannot be delegated by law, the Board of Directors is responsible for passing resolutions - which cannot be delegated - concerning:*

*- the general guidelines, as well as the adoption and amendment of the Company's industrial, strategic and financial plans;*

*- the appointment and dismissal of the General Manager/s, Deputy General Managers and managers with strategic responsibilities;*

*- the assessment of the overall business performance;*

*- adjustments to be made to the Articles of Association to bring them in line with legal requirements;*

*- corporate mergers and demergers in the cases provided under Articles 2505 and 2505 bis and 2506 of the Italian Civil Code;*

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- *the reduction of capital in the event of shareholder withdrawal;*
- *decisions on which Directors, in addition to those indicated in these Articles of Association, may represent the Company;*
- *the determination of criteria for the coordination and management of Group companies and the determination of criteria for compliance with Bank of Italy requirements;*
- *the establishment of committees or commissions with advisory, decision-making or coordination functions;*
- *the risk management policies, as well as the evaluation of the functionality, efficiency and effectiveness of the internal control system and the adequacy of the organisational, administrative and accounting structure;*
- *the purchase and sale of equity investments, companies and/or company divisions, as well as decisions involving investments and/or divestments that modify the composition of the Banking Group without prejudice to the provisions set out in Article 2361, paragraph 2, of the Italian Civil Code;*
- *the purchase and sale of property;*
- *the approval and amendment of the main internal regulations;*
- *the appointment and dismissal of the heads of the internal audit, conformity and risk control and anti-money laundering functions;*
- *the opening and establishment, also for the purpose of structuring the signing authority, of secondary offices, branches, agencies, counters and representation offices, however named, in Italy and abroad, as well as closing them.*

*4. The Board of Directors may delegate powers to the Managing Director, the General Manager and/or Deputy General Managers, establishing the limits and operating methods, including the power to sub-delegate, where appropriate. It may also delegate its powers on an ongoing basis to other employees for the day-to-day management of the Company – including the granting of credit – as well as powers to complete specific categories of acts.*

*5. In the event of a demonstrable emergency, the Chairman, on the basis of a proposal made by the Managing Director, or the General Manager, may pass resolutions on any deal or transaction, with the exception of those matters reserved by law or by the Articles of Association exclusively to the Board of Directors, and shall inform the Board about the event at the next meeting.*

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### **Article 23**

*1. The Ordinary Shareholders' Meeting shall appoint three Standing Auditors, one of which will be elected Chairman, and two stand-in auditors, which shall hold office for three financial years. Their term ends on the date of the Shareholders' Meeting called to approve the financial statements relating to the last year of their appointment and they may be re-elected. The law and the provisions of these Articles of Association shall be observed for their*

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*appointment, dismissal and replacement.*

*2. The Statutory Auditors must be suitable for the performance of the office, in accordance with the legislation in force at the time and the Articles of Association and, in particular, they must meet the requirements of professionalism, integrity and independence and respect the criteria of competence, correctness and dedication of time, and the specific limits on the accumulation of offices prescribed by the legislation in force at the time and by the Articles of Association and in any event those provided for by the European Directive of 26 June 2013 No. 36 (CRD IV).*

*The Statutory Auditors, in addition to the independence requirements provided for by the legislation in force at the time, must be in possession of the independence requirements provided for by Art. 13, paragraph 3, of the Articles of Association.*

*Pursuant to the provisions of current rules and regulations, at least two Standing Auditors and one stand-in Auditor must have been entered in the Register of Auditors for at least three years and have not less than three years of experience as a statutory auditor. Statutory Auditors who are not entered in the Register of Auditors must have at least three years of experience in:*

- a) professional activities as a certified public accountant or lawyer, rendered primarily to the banking, insurance and financial sectors;*
- b) teaching, at University level, subjects concerning - in the legal field - banking, commercial and/or fiscal law, as well as financial markets and - in the business/finance field - banking operations, business economics, accountancy, the running of the securities markets, the running of the financial and international markets and corporate finance;*
- c) management functions at public entities governmental authorities operating in the credit, financial or insurance sector, as well as in the provision of investment services sector or collective portfolio management sector, both of which are defined in Legislative Decree no. 58 of 24 February 1998.*

*3. The appointment of standing and stand-in members of the Board of Statutory Auditors takes place on the basis of lists submitted by entitled persons in which the candidates must be listed in numerical order. Lists shall be divided in two sections, containing respectively up to three candidates for the position of Statutory Auditor and up to two candidates for the position of Stand-in Statutory Auditor. As a minimum, the first two candidates for the position of Statutory Auditor and the first candidate for the position of Stand-in Statutory Auditor in the respective lists must be entered in the Register of Auditors and have experience as a statutory auditor in accordance with paragraph 2. Each list for the appointment of Statutory Auditor and Stand-in Statutory Auditor must have a number of candidates belonging to the least represented gender, so as to ensure compliance with at least the minimum requirements for gender equality prescribed by current law and regulations. No candidate may appear in more than one list, or shall otherwise be disqualified.*

*4. In order to be valid, the lists must be filed at the Registered Office or the Head Office, also by means of remote communication and in accordance with the procedures stated in the notice of call which allows the identification of the parties filing the lists, no later than twenty-five days before the date of the Shareholders' Meeting (or within a different period of time according to applicable laws in force at the time) and must be made available to the public at the Registered Office, on the Company's website and through other channels*

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*provided for under current laws at least twenty-one days prior to the date of the Shareholders' Meeting (or within a different deadline as per applicable regulations).*

*5. Each party entitled to vote (as well as (i) entitled persons belonging to the same group, intended as a party, which need not be a corporation, exercising control pursuant to Article 2359 of the Italian Civil Code and any subsidiary controlled by, or under the control of the said party, or (ii) shareholders who are party to a shareholders' agreement as per Article 122 of Legislative Decree no. 58 of 24 February 1998, or (iii) entitled persons who are otherwise associated with each other in a material relationship pursuant to current and applicable statutory or regulatory provisions) may submit individually or with others only one list, just like each candidate may only be included in one list, or otherwise be considered ineligible.*

*6. Lists may be submitted by parties entitled to vote who alone or together with others, hold shares with voting rights representing at least the percentage of share capital required by applicable law and regulatory provisions in force at the time.*

*7. Minority shareholders who are not affiliated with the shareholders concerned, shall be entitled to extend the deadline for presenting lists in the circumstances and according to the procedures set forth in current laws and regulations.*

*8. Ownership of the minimum shareholding required to submit a list is calculated with regard to the shares registered to each shareholder, or to multiple shareholders combined, on the day on which the lists are filed at the Company. Ownership of the number of shares necessary to submit lists must be proven pursuant to current rules and regulations; proof may be submitted to the Company also after the lists have been filed, provided that it is submitted within the deadline for when the Company must make the lists public.*

*The entitled persons who submitted a list must also file any additional documentation and declarations required by the laws and regulations in force at the time, within the deadline indicated in paragraph 4 above. Any list that does not meet the above requirements shall be deemed to have not been submitted.*

*10. Each eligible voter may vote for one list only.*

*11. The members of the Board of Statutory Auditors shall be elected as follows:*

*a) 2 (two) Standing Auditors and 1 (one) Stand-in Statutory Auditor are drawn from the list obtaining the largest number of votes cast by the Shareholders, in the order in which they appear on the list ;*

*b) the remaining Statutory Auditor and the remaining Stand-in Statutory Auditor are drawn from the list that obtained the most votes after the list referred to in letter a). The first candidates of the related section are thus elected Statutory Auditor and Stand-in Statutory Auditor.*

*12. The Chairmanship of the Board of Statutory Auditors will go to the first candidate of Standing Auditors from the minority list receiving the most votes.*

*13. If, in accordance with the deadlines and procedures set forth in the previous paragraphs, only one list or no list has been presented, or the lists do not contain the required number of candidates to be elected, the Shareholders' Meeting shall pass a resolution for the appointment or completion of the Board of Statutory Auditors by relative majority. If there is a tie vote between several candidates, a run-off election shall be held between them with a further vote of the Shareholders' Meeting. The Shareholders' Meeting shall be required to*

*Translation in English of the document originally issued in Italian. In the event of any discrepancy, the Italian language version shall prevail.*

*ensure compliance with the provisions of applicable laws and regulations concerning gender balance.*

*14. In the event the death, resignation, withdrawal or removal from office for any other reason of a Statutory Auditor, he/she shall be replaced by the Stand-in Statutory Auditor, from the same list as the outgoing Auditor, in the order in which they appear on the list, complying with the minimum number of members entered in the Register of Auditors who have been engaged in auditing activities as per paragraph 3 and in compliance with gender equality principles. If this is not possible, the outgoing Auditor shall be replaced by the Stand-in Statutory Auditor meeting the specified requirements, drawn from the minority list which obtained the most votes, following the order in which they appear on the list. Where the appointment of Auditors is not carried out using the slate voting system, the Stand-in Statutory Auditor shall take over pursuant to statutory provisions. Should it be necessary to replace the Chairman, the Stand-In Statutory Auditor taking over shall also serve as Chairman. The Shareholders shall appoint or replace Auditors in meetings called in accordance with article 2401, paragraph 1 of the Italian Civil Code in compliance with the principle of adequate representation of minority shareholders and gender equality. Where the appointment of the Stand-in Statutory Auditor in lieu of the Statutory Auditor is not confirmed by the Shareholders' Meeting, he/she shall return to his/her position as Stand-in Statutory Auditor.*

*15. The Board of Statutory Auditors shall be considered as having been validly constituted if the majority of Statutory Auditors are present, and resolutions shall be passed by an absolute majority of those present. in case of a tie, the vote cast by the Chairman shall prevail.*

*16. If deemed appropriate by the Chairman of the Board of Statutory Auditors, meetings of the Board of Statutory Auditors may be held using telecommunication facilities, provided that each attendee can be identified by all the other attendees and that each of them is able to intervene in real time during the discussion of the issues at hand, as well as receive, transmit and view documents. If these requirements are met, the meeting of the Board of Statutory Auditors shall be considered to have been held in the place where the Chairman is located.*

*17. The Ordinary Shareholders' Meeting shall establish the annual remuneration for each Auditor as required by law. Auditors shall be entitled to reimbursement of the costs incurred in carrying out their duties;*

*2) to grant the Chairman of the Board of Directors and the Chief Executive Officer and General Manager, severally and with the power of sub-delegation, all and more extensive powers to fulfil the formalities required, pursuant to the law, for the registration of the adopted resolution in the Company Register, with the power to make any changes or additions to the resolution of a non-substantial nature or required by the competent Authorities, as well as all powers to carry out the consequent legal and regulatory obligations".*

He asked the attendees who had temporarily left the meeting to return to their places and not to leave until the voting had finished.

*Translation in English of the document originally issued in Italian. In the event of any discrepancy, the Italian language version shall prevail.*

He asked the attendees to declare any limitations or issues with their voting rights, in accordance with:

- Articles 120, 121 and 122 TUF and of the related CONSOB enacting regulations;
- Articles 19, 20, 24 and 25 of Legislative Decree no. 385 of 1 September 1993 (the "TUB").

As none of the attendees had reported any issues with their voting rights the Chairman asked all the voters to cast their votes using the radiovoters, and to confirm their choices using the "OK" button.

When the voting process had been completed, after asking whether all those present had voted, the Chairman declared the voting completed.

The Meeting unanimously approved.

As per the attached details.

The Chairman declared the result.

The discussion of the agenda having been completed, and with nobody asking to speak, the meeting was declared closed at 10.35 AM.

\*\*\*

Annexes to these minutes:

- *slides* for the ordinary part, in Annex "A";
- decision relevant for the purposes of Articles 56 and 61 TUB, in Annex "B";
- *slides* for the extraordinary Part, in Annex "C";
- Directors' explanatory reports, in Annex "D"
- a list of the attendees and details of the votes, in Annex "E";
- the bylaws containing the authorised amendments, in Annex "F".

\*\*\*

These minutes were signed by me Notary Public at 16.00 hours.

This document consists of seven sheets of paper typed by a person in my trust, and completed by my hand on twenty-seven sides and up to this point on the twenty-eighth.

Signed Carlo Marchetti, Notary Public



# Appointment of member of the Board of Directors. Related resolutions

Presentation to the Meeting of Shareholders  
Ordinary Session, 18 February 2020

# Agenda

- **Agenda item 1 – Appointment of member of the Board of Directors. Related resolutions**

## AGENDA ITEM 1 – APPOINTMENT OF MEMBER OF THE BOARD OF DIRECTORS.RELATED RESOLUTIONS (1/ 2)

In relation to the only item on the Agenda for the Ordinary part of the Meeting, please note the following:

- Following the exit from the UniCredit Group, Manuela D’Onofrio resigned from her position as a non-executive director of FinecoBank on 10 May 2019.
- The number of members of the Bank’s Board of Directors was set at 9 (nine), at the Ordinary Meeting of Shareholders on 11 April 2017. This was in line with the Board’s recommendations on the number of members.
- In the light of the Meeting resolution, on 15 January 2020 the Board of Directors co-opted Andrea Zappia as a Director of the Company, in accordance with Article 2386 of the Italian civil code. The resolution was approved by the Board of Statutory Auditors.
- Mr. Zappia was appointed on the basis of the “*Selection process for the position of member of the Board of Directors*” which was approved by the Board of Directors on 5 August 2019 (the process can be found on the Bank’s website, as Annex B to the “*Regulations of the corporate bodies of FinecoBank*”)

## AGENDA ITEM 1 – APPOINTMENT OF MEMBER OF THE BOARD OF DIRECTORS.RELATED RESOLUTIONS (2/ 2)

- Mr. Zappia was appointed at the proposal of the Corporate Governance, Nominations and Sustainability Committee, and in accordance with the requisites and criteria indicated by the Board in the “*Qualitative and Quantitative Composition of the Board of Directors of FinecoBank S.p.A.*” which was approved on 7 February 2017, also following the considerations made during the recent board review.
- Under the terms of Article 2286 of the Italian civil code, any directors appointed by the Board of Directors to replace directors resigning during the year will remain in office until the next meeting of shareholders. On 15 January, the Board of Directors, having consulted the Corporate Governance, Nominations and Sustainability Committee, resolved to propose to this Meeting of Shareholders that the co-opted director Andrea Zappia be appointed as a member of the Board.
- Mr. Zappia’s term of office will expire on the date of the Meeting called to approve the 31 December 2019 Financial Statements, together with mandates of the other members of the Board of Directors currently in office, who were appointed for the 2017-2019 financial years by the Meeting of Shareholders on 11 April 2017.
- The newly appointed Director will receive the remuneration authorised by the Shareholders' Meeting of 11 April 2017.

Thank  
you.



DIPARTIMENTO VIGILANZA BANCARIA E FINANZIARIA  
SERVIZIO SUPERVISIONE BANCARIA 2 (901)  
DIVISIONE GRUPPI BANCARI IV (005)

Rifer. a nota n. del FINECOBANK B.CA FINECO SPA  
PIAZZALE DURANTE FRANCESCO, 11  
20131 MILANO MI  
ITALIA

Classificazione VII 2 8

Oggetto FinecoBank S.p.A. (3015). Modifiche statutarie - Trasmissione del provvedimento.  
Trasmissione del provvedimento.

Si trasmette accluso, in formato elettronico con firma certificata, il provvedimento n. 1493311/19 del 10/12/19, con il quale è stato rilasciato a codesta FinecoBank S.p.A. l'accertamento ex artt. 56 e 61 TUB in ordine al progetto di modifica dello statuto sociale deliberato dal C.d.A. del 7 ottobre 2019.

Si inviano distinti saluti.

PER IL RESPONSABILE DEL PROCEDIMENTO

Firmato digitalmente da  
MAURIZIO GIUBILEI



DIPARTIMENTO VIGILANZA BANCARIA E FINANZIARIA  
SERVIZIO SUPERVISIONE BANCARIA 2 (901)  
DIVISIONE GRUPPI BANCARI IV (005)

Rifer. a nota n. del

Classificazione VII 2 6

Oggetto FinecoBank S.p.A. - Modifiche statutarie. Provvedimento.

Con lettera del 15 ottobre u.s. FinecoBank, giusta delibera del C.d.A. del 7 ottobre 2019, ha richiesto il rilascio del provvedimento di accertamento di cui agli artt. 56 e 61 del D. Lgs. 385/1993 in ordine a un progetto di modifica dello statuto sociale (cfr. articoli in calce).

Secondo quanto comunicato, le modifiche dello statuto riguardano aspetti di *governance*, con l'introduzione, tra l'altro, della facoltà del C.d.A. di presentare una propria lista ai fini dell'elezione dei consiglieri, nonché di un meccanismo volto a consentire l'elezione di un minimo di due amministratori tratti dalle liste di minoranza.

Al riguardo, tenuto conto degli esiti dell'istruttoria condotta, si accerta, ai sensi degli artt. 56 e 61 del D. Lgs. 385/1993, che le variazioni statutarie proposte risultano in linea con quanto stabilito dalle disposizioni di vigilanza e non contrastano con il criterio della sana e prudente gestione.

Ai sensi dell'art. 2436 C.C., resta impregiudicata ogni altra valutazione da parte del Notaio e dell'Ufficio del Registro delle Imprese in ordine alla conformità alla legge delle predette modifiche dello statuto.

PER DELEGA DEL DIRETTORIO

Firmato digitalmente da  
MAURIZIO GIUBILEI

Firmato digitalmente da  
GIOVAN BATTISTA SALA

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Articoli modificati: 13, 17 e 23.



**Amendments to Articles 13, 17 and 23 of the Bylaws, also to give the Board of Directors the right to submit its own list of candidates for the office of Director, and to increase the number of Directors taken from the minority list. Related resolutions**

Presentation to the Meeting of Shareholders  
Extraordinary Session, 18 February 2020

# Agenda

- **Agenda item 1 – Amendments to Articles 13, 17 and 23 of the Bylaws, also to give the Board of Directors the right to submit its own list of candidates for the office of Director, and to increase the number of Directors taken from the minority list. Related resolutions**

## **Agenda item 1 – Amendments to Articles 13, 17 and 23 of the Bylaws, also to give the Board of Directors the right to submit its own list of candidates for the office of Director, and to increase the number of Directors taken from the minority list. Related resolutions (1/6)**

In relation to the only item on the Agenda for the Extraordinary part of the Meeting, please note the following:

- Following the sale by UniCredit S.p.A. of its controlling equity interest, FinecoBank became a fully-fledged public company, with a new shareholder structure in which there will be no controlling shareholder, but instead a broad base of shareholders, mainly of an international nature.
- In line with international best practices, the Board of Directors believes that introducing the right for it to submit its own list for Board elections is the most suitable way to give cohesion and unity to the company's management; it will also mitigate the risk of shareholders not submitting lists, in a context of dispersed share ownership.
- To ensure that the election system is suitable for the Bank's new ownership structure, the participation and representation of minority shareholders will be extended.

## Agenda item 1 – Amendments to Articles 13, 17 and 23 of the Bylaws, also to give the Board of Directors the right to submit its own list of candidates for the office of Director, and to increase the number of Directors taken from the minority list. Related resolutions (2/6)

The following amendments to Articles 13, 17 and 23 of the Bylaws are summarised below:

- **Art. 13: List of the Board of Directors and number of Directors**
  - ✓ Granting the outgoing Board of Directors the right to submit its own list for Board elections;
  - ✓ the submission of the Board of Directors' list must be authorised with the absolute majority of the members in office, following the due preparations by the relevant committee, which is the Corporate Governance, Nominations and Sustainability Committee;
  - ✓ the minimum number of Board members will be changed from 5 (five) to 9 (nine), in order to adapt the minimum number of directors to the new complexity of the Bank's structure, also in view of the diverse range of skills and expertise which will be required from the Board members.

**Agenda item 1 – Amendments to Articles 13, 17 and 23 of the Bylaws, also to give the Board of Directors the right to submit its own list of candidates for the office of Director, and to increase the number of Directors taken from the minority list. Related resolutions (3/6)**

- **Art. 13: Increase in the number of Directors taken from the minority list**
  - ✓ Several changes have been made to the process by which the Directors are elected. These changes will extend the degree of representation and participation of the minority shareholders, or of other shareholders who do not intend to vote on the list submitted by the outgoing Board of Directors;
  - ✓ specifically: two directors will be appointed from the list obtaining the second highest number of votes, while one director will be appointed from the list that obtains the third highest number of votes, provided that the candidate obtained at least 2% of the votes cast at the Meeting.

**Agenda item 1 – Amendments to Articles 13, 17 and 23 of the Bylaws, also to give the Board of Directors the right to submit its own list of candidates for the office of Director, and to increase the number of Directors taken from the minority list. Related resolutions (4/6)**

▪ **Art. 13: Eligibility criteria for directors**

- ✓ It is proposed that at least half the members of the Board of Directors should be independent directors. In the same context, it is proposed that the independence criteria should be stated in accordance with the current formulation in the Code of Self-Governance, and a provision should also be made for adapting these criteria, as provided for by the Code, from time to time;
- ✓ the proposed amendment to Art. 13 paragraph 2, is intended to cover not only the relevant European legislation (Directive No. 36 of 26 June 2013), but also the criteria of professionalism, integrity, competence, correctness, availability of time and limits on the number of directorships, as required by the existing law.

**Agenda item 1 – Amendments to Articles 13, 17 and 23 of the Bylaws, also to give the Board of Directors the right to submit its own list of candidates for the office of Director, and to increase the number of Directors taken from the minority list. Related resolutions (5/6)**

▪ **Art. 17: Further powers of the Board of Directors**

- ✓ Various amendments have been made to Article 7 paragraph 3: *(i)* the appointment of directors with strategic responsibilities is reserved to the Board of Directors, as provided for in the applicable regulations; *(ii)* the text of the reservation for the approval of company regulations has been aligned with the provisions of the Bank of Italy Circular 285, and *(iii)* the Board of Directors' appointment of the Head of Anti-Money Laundering has been expressly stated, as required in Article 1.3 of the Bank of Italy Provision of 26.3.2019.

**Agenda item 1 – Amendments to Articles 13, 17 and 23 of the Bylaws, also to give the Board of Directors the right to submit its own list of candidates for the office of Director, and to increase the number of Directors taken from the minority list. Related resolutions (6/6)**

▪ **Art. 23: Eligibility criteria for statutory auditors**

- ✓ In relation to the independence criteria, it is proposed that a reference be included, to indicate the applicability of the rules set for the Directors (Art. 23, paragraph 2);
- ✓ With reference to the additional requisites and eligibility criteria, it is also proposed that the criteria contained in the European Directive No. 36 of 26 June 2013 should also apply – with a provision that, in addition to the requirements of professionalism and integrity, the following criteria must also be met: competence, correctness, availability of time, and limits on the number of legally-permitted directorships.

Thank  
you.

**FINECO**

B A N K

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**ORDINARY SHAREHOLDERS' MEETING  
AND EXTRAORDINARY MEETING**

# **DIRECTORS' REPORT**

"Please note that this is a convenient translation of an Italian document provided for information purposes only. Therefore, the Italian version of such document shall prevail in all respects on the English translation."

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**FINECO. SIMPLIFYING BANKING.**

**ORDINARY SHAREHOLDERS' MEETING**

**DIRECTORS' REPORT**

**Integration of the Board of Directors. Related and consequent resolutions.**

Dear Shareholders,

you have been called to the Ordinary Shareholders' Meeting of FinecoBank S.p.A. (the "**Company**") to resolve on the integration of the Board of Directors, following the termination of the office of the non-executive Director Manuela D'Onofrio with effect from 10 May 2019, who resigned following FinecoBank's exit from the UniCredit Group.

Considering that during the Ordinary Shareholders' Meeting held on 11 April 2017 it was resolved that the number of Directors should be 9 (according to the Board's suggestion on its own quantitative composition), the Board of Directors, in its meeting held on 15 January 2020, provided to co-opt Mr. Andrea Zappia as Director of your Company, pursuant to Article 2386 of the Italian Civil Code, with a resolution approved by the Board of Statutory Auditors.

The selection of said Director has been carried out following the "*Process for selecting candidates for the office of member of the Board of Directors*" approved by the Board on the 5 August 2019 (available on the Bank's website as Annex B of the FinecoBank Corporate Bodies Regulations), with the active involvement of the Corporate Governance, Nomination and Sustainability Committee and the support of the external consulting firm Spencer Stuart. The choice of Mr. Andrea Zappia, on proposal of the Corporate Governance, Nomination and Sustainability Committee, has been made in compliance with the necessary requirements and in accordance with the criteria defined by the Board in the document "*Qualitative and Quantitative composition of FinecoBank S.p.A. Board of Directors*", approved on 7 February 2017, also in light of the specific assessments conducted on the occasion of the recent board review.

Considering that, according to Article 2386 of the Italian Civil Code, the Directors nominated by the Board in place of those having left during the financial year remain in office "until the next Shareholders' Meeting", it is now necessary to submit to the Shareholders' Meeting the proposal to integrate the Board by appointing a Director.

In relation to this, the Board of Directors on 15 January 2020, further to a favourable opinion of the Corporate Governance, Nomination and Sustainability Committee, has resolved to propose to the Shareholders' Meeting to integrate the Board appointing the co-opted Director, Mr. Andrea Zappia.

Finally, we remind you that the office of the Director appointed by you will expire on the date of the Shareholders' Meeting that will be called to approve the 2019 financial statements along with the current offices of the other members of the Board of Directors, appointed for the 2017-2019 financial years by the aforementioned Ordinary Shareholders' Meeting of the 11 April 2017.

The newly appointed Director will receive the remuneration as resolved by the Shareholders' Meeting of 11 April 2017.

\* \* \*

ORDINARY SHAREHOLDERS' MEETING  
ITEM 1 ON THE AGENDA

Pursuant to the Articles of Association, the ordinary Shareholders' Meeting will resolve on the matter by relative majority, without the application of the list voting system, without prejudice to the respect of the principles of independence and gender balance prescribed by the applicable law and regulations.

The document "*Qualitative and Quantitative composition of FinecoBank S.p.A. Board of Directors*" is available to shareholders on the Company's website to allow them to submit candidates for the purposes of integrating the Board, taking into account the results of the prior identification carried out by the Board on the optimal qualitative/quantitative composition considered necessary for the effective performance of its duties and responsibilities and giving reasons for any differences in relation to the analyses carried out by the Board.

**Resolutions proposed to the Ordinary Shareholders' Meeting**

The following resolution proposal is submitted to the Shareholders' Meeting:

*"The Shareholders' Meeting of FinecoBank S.p.A., having examined the explanatory report of the Board of Directors and the document "Qualitative and Quantitative composition of FinecoBank S.p.A. Board of Directors"*

*resolves*

- *to appoint Board Member Mr. Andrea Zappia, born in Tripoli (Libya), on 24 September 1963 , until the expiry of the mandate of the current Board of Directors and, therefore, until the Shareholders' Meeting that will be called to approve the financial statements for the year 2019".*

Andrea Zappia is Chief Executive Continental Europe of Sky Group, a new international role created in November 2018 that covers the markets of Italy, Germany, Austria, Spain and Switzerland. Prior to that, he served as CEO of Sky Italia from 2011.

Since April 2015 Zappia has joined the Luxottica Board of Directors and was appointed Chairman of the Human Resources Committee. Between 2010 to 2011, he was Managing Director Customer Group at BSKyB, overseeing the UK pay-TV sales, marketing and customer operations teams, in charge of new customers acquisition and retention across the company's range of pay-television, broadband and telephony products.

Zappia joined Sky Italia in 2003, when the pay TV was set up. From 2003 to 2007, he was Vice President, Marketing, Promotion and Business Development, reporting to the CEO. He also served as Vice President Sport Channels of the Italian pay-TV prior to moving to BSKyB in 2010.

Before joining Sky Italia, Zappia served as Vice President Marketing and Product Development worldwide at Fila and, from 1996 to 2001, as Global Sales and Marketing Director for Ferrari and Maserati. Zappia started his career in the multinational company Procter&Gamble where he worked as European Group Marketing Manager.

Andrea Zappia is 56 years old, he was born in Tripoli but grew up in Bologna where he graduated in Economics.

Andrea Zappia è Chief Executive Continental Europe del Gruppo Sky, il nuovo ruolo internazionale creato nel novembre del 2018 per la gestione dei mercati in Italia, Germania, Austria, Spagna e Svizzera. Zappia è Amministratore delegato di Sky Italia dal 2011.

Nell'aprile 2015 è entrato a far parte del CdA di Luxottica ed è stato eletto Presidente del Comitato Risorse Umane. Tra il 2010 e il 2011, ha ricoperto il ruolo di Managing Director Customer Group di BSKyB, guidando la direzione vendite, marketing e operations della pay tv inglese, con la responsabilità dell'acquisizione dei nuovi clienti e della loro gestione per l'offerta pay-tv, broadband e telefonia. Zappia è entrato in Sky Italia nel 2003, al momento della nascita della pay tv. Dal 2003 al 2007 è stato Vice President, Marketing, Promotion e Business Development, riportando direttamente all'AD. Successivamente, fino al passaggio in BSKyB nel 2010, è stato Vice President Sport Channels della pay tv italiana. Prima di approdare a Sky Italia, ha ricoperto il ruolo di Vice President Marketing and Product Development worldwide di Fila e, dal 1996 al 2001, quello di Global Sales e Marketing Director per Ferrari e Maserati. Zappia ha iniziato la sua carriera nella multinazionale Procter&Gamble dove ha ricoperto la carica di European Group Marketing Manager.

Andrea Zappia, 56 anni, bolognese nato a Tripoli, è laureato in Economia e Commercio

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**DICHIARAZIONE DI CANDIDATURA, ACCETTAZIONE CARICA E ATTESTAZIONE DELL'INESISTENZA DI CAUSE DI INELEGGIBILITÀ, DECADENZA E INCOMPATIBILITÀ, NONCHÉ DI POSSESSO DEI REQUISITI PRESCRITTI DALLE DISPOSIZIONI VIGENTI, ANCHE REGOLAMENTARI**

Il sottoscritto ANDREA ZAPPÀ, nato a TRAPANI (Li), il 24/05/63, residente in MILANO, cittadinanza ITALIANA, codice fiscale ZAPPANDRE63P242326D in relazione alla candidatura ad Amministratore indipendente di FinecoBank, sotto la propria responsabilità:

**DICHIARA**

- di accettare irrevocabilmente l'eventuale nomina quale membro del Consiglio di Amministrazione di FinecoBank S.p.A.;

Viste, tra l'altro, le disposizioni di cui agli articoli 2382 e 2387 Cod. civ., all'art. 26 del D.lgs. 1° settembre 1993, n. 385, all'art. 147-*quinquies* del D.lgs. 24 febbraio 1998, n. 58 (il "TUF"), al Decreto del Ministero del Tesoro, del Bilancio e della Programmazione Economica del 18 marzo 1998, n. 161 ed al Decreto del Ministero della Giustizia del 30 marzo 2000 n. 162,

**ATTESTA**

l'insussistenza a suo carico di cause di ineleggibilità, decadenza e incompatibilità, nonché di possedere i requisiti prescritti dalla normativa vigente e dallo Statuto sociale di FinecoBank S.p.A. per ricoprire la carica di Amministratore.

Con riferimento all'art. 13 dello Statuto sociale di FinecoBank S.p.A., all'art. 3 del Codice di Autodisciplina approvato dal Comitato per la *Corporate Governance* (il "Codice di Autodisciplina delle società quotate"), nonché agli artt. 147-*ter*, comma 4, e 148, comma 3, del TUF,

**DICHIARA**

- di essere in possesso dei requisiti di indipendenza previsti dall'art. 13 dello Statuto sociale di FinecoBank e dall'art. 3 del Codice di Autodisciplina delle società quotate;
- di **NON** essere in possesso dei requisiti di indipendenza previsti dall'art. 13 dello Statuto sociale di FinecoBank S.p.A. e dall'art. 3 del Codice di Autodisciplina delle società quotate;
- di essere in possesso dei requisiti di indipendenza previsti dall'art. 148, comma 3, del TUF;
- di **NON** essere in possesso dei requisiti di indipendenza previsti dall'art. 148, comma 3, del TUF.

Il sottoscritto, altresì:

- **SI IMPEGNA** a comunicare tempestivamente a FinecoBank S.p.A. ogni modifica rispetto a quanto sopra dichiarato e a produrre, su richiesta della Società, la documentazione idonea a confermare la veridicità dei dati dichiarati;

- presa visione dell'informativa di cui al Regolamento (UE) 2016/679 allegata alla presente, **AUTORIZZA** la pubblicazione dei dati sopra indicati e delle informazioni sulle caratteristiche personali e professionali contenute nel *curriculum vitae*, nella c.d. "scheda profilo" (Allegato) e nell'elenco degli incarichi ricoperti presso altre società allegati alla presente dichiarazione.

Data

10/02/2020

Firma



Allegati:

- *Curriculum vitae* (in versione italiana e inglese)
- Elenco degli incarichi ricoperti presso altre società (in versione italiana e inglese)
- Dichiarazione di conoscenza/esperienza maturata nelle aree di competenza previste nel documento "composizione qualitativa e quantitativa del consiglio di amministrazione di fincobank s.p.a." (cfr. Allegato A)

Allegato A

**“SCHEDA PROFILO” - DICHIARAZIONE DI CONOSCENZA/ESPERIENZA MATURATA NELLE AREE DI COMPETENZA PREVISTE NEL DOCUMENTO “COMPOSIZIONE QUALITATIVA E QUANTITATIVA DEL CONSIGLIO DI AMMINISTRAZIONE DI FINECOBANK S.P.A.”**

Il sottoscritto ANDREA ZAPPIA, nato a TURPOLO (LI), il 24/09/63, residente in MILANO, cittadinanza ITALIANA, codice fiscale \_\_\_\_\_, in relazione all'assunzione della carica di Amministratore di Fineco Bank S.p.A. – fermo il rispetto di quanto previsto dalla vigente regolamentazione in materia di requisiti di professionalità – dichiara di essere in possesso di una buona conoscenza ed esperienza in due o più delle aree di competenza di seguito indicate:

- CONOSCENZA DEL SETTORE BANCARIO E DELLE TECNICHE DI VALUTAZIONE E DI GESTIONE DEI RISCHI CONNESSI ALL'ESERCIZIO DELL'ATTIVITÀ BANCARIA:** *acquisita tramite una esperienza pluriennale di amministrazione, direzione e controllo nel settore finanziario;*
- ESPERIENZA DI GESTIONE IMPRENDITORIALE E DI ORGANIZZAZIONE AZIENDALE:** *acquisita tramite un'attività pluriennale di amministrazione, direzione o controllo in imprese o gruppi di rilevanti dimensioni economiche;*
- CAPACITÀ DI LETTURA E DI INTERPRETAZIONE DEI DATI DI BILANCIO DI UNA ISTITUZIONE FINANZIARIA:** *acquisita tramite una esperienza pluriennale di amministrazione e controllo in imprese del settore finanziario o di esercizio di attività professionali o di insegnamento universitario;*
- COMPETENZA DI TIPO CORPORATE (audit, compliance, legale, societario, ecc.):** *acquisita tramite esperienze pluriennali di auditing o di controllo di gestione svolte all'interno di imprese di rilevanti dimensioni o di esercizio di attività professionali o di insegnamento universitario;*
- CONOSCENZA DELLA REGOLAMENTAZIONE DELLE ATTIVITÀ FINANZIARIE:** *acquisita attraverso specifiche esperienze pluriennali all'interno di imprese finanziarie o di organismi di vigilanza o di esercizio di attività professionali o di insegnamento universitario;*
- CONOSCENZA DELLE DINAMICHE GLOBALI DEL SISTEMA ECONOMICO – FINANZIARIO:** *acquisita attraverso significative esperienze svolte all'interno di enti di ricerca, uffici studi di imprese o di organismi internazionali, autorità di vigilanza;*
- ESPERIENZA E CONOSCENZA DEI MERCATI DI RIFERIMENTO IN CUI OPERA FINECOBANK:** *acquisite attraverso studi o indagini svolte presso enti di ricerca o attraverso lo svolgimento di attività imprenditoriali o professionali pluriennali svolte presso istituzioni o enti, gruppi o imprese (pubbliche o private) anche a vocazione internazionale;*
- ESPERIENZA INTERNAZIONALE E CONOSCENZA DEI MERCATI ESTERI RISPETTO ALL'ATTIVITÀ SVOLTA DA FINECOBANK,** *acquisite attraverso studi o precedenti esperienze accademiche o professionali;*

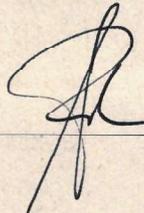
**CONOSCENZA ED ESPERIENZA IN AMBITO INFORMATION TECHNOLOGY**, *acquisite attraverso studi od esperienze professionali pratiche maturate in occasione di precedenti posizioni ricoperte.*

Infine, il sottoscritto si impegna a comunicare tempestivamente ad FinecoBank S.p.A. ogni successiva variazione dello status sopra dichiarato.

Data

10/01/2020

Firma

A handwritten signature in black ink, consisting of a stylized, cursive 'R' followed by a vertical line and a horizontal stroke at the bottom.

**SIG./MR. ANDREA ZAPPIA**

**ELENCO CARICHE RICOPERTE**

**SKY ITALIA SRL**

**Presidente del Consiglio di  
Amministrazione**

**LUXOTTICA GROUP S.P.A.**

(Società appartenente al Gruppo EssilorLuxottica)

**Membro del Consiglio di Amministrazione**

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**LIST OF POSITIONS COVERED**

**SKY ITALIA SRL**

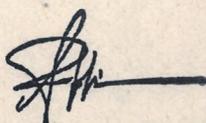
**Chairman of the Board of Directors**

**LUXOTTICA GROUP**

(Company of the EssilorLuxottica Group)

**Member of the Board of Directors**

Milano, 17 gennaio 2020



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Andrea Zappia

**EXTRAORDINARY SHAREHOLDERS' MEETING**

**DIRECTORS' REPORT**

**Amendments to articles 13, 17 and 23 of the Articles of Association, including to give the Board of Directors the right to submit its own list of candidates for the office of Director and increase in the number of Directors taken from the minority list. Related and consequential resolutions.**

Dear Shareholders,

you are called to participate in the Extraordinary Shareholders' Meeting of FinecoBank S.p.A. (the "**Company**" or "**FinecoBank**" or the "**Bank**") to approve the proposal to introduce the possibility for the Company's Board of Directors to submit its own list of candidates for the renewal of the Board of Directors, the increase in the minimum number of directors, the expansion of the participation and representation of minority shareholders, certain clarifications regarding the remit of the body with management function and a further strengthening of the requirements for company representatives.

This report has been prepared to outline the reasons for the resolution proposals relating to the agenda item, in accordance with Art. 125-*ter* of Legislative Decree No. 58/1998 as amended and with the provisions of Art. 72 and Annex 3A of the Issuers Regulation approved by Consob with resolution No. 11971 of 14 May 1999, as amended.

**1. REASONS FOR AND OUTLINE OF THE PROPOSAL**

Following the sale of the controlling shareholding by UniCredit, FinecoBank became a public company in all respects, with a new shareholding structure with no controlling shareholder and instead, a widespread mainly international, shareholder base.

Given this context, the Board of Directors, in accordance with international practice, believes that introducing the option for it to submit its own list for board elections is the most suitable way to allow the management and consistency of the company's direction, also mitigating any risk the shareholders failing to submit a list given the fragmented shareholder base. In any event, the decision to submit a list or not must be made by a favourable vote of the absolute majority of the members in office of the Board of Directors, subject to a preliminary investigation by the committee with responsibilities for appointments.

Again, to provide for an appointment mechanism suitable for the new ownership structure of the Bank, the participation and representation of minority shareholders, or in any way of shareholders who are not willing to vote the list that can be possibly submitted by the Board of Directors, is expected to be expanded. Specifically, two Directors will be assigned to the list that came second in terms of number of votes, while another Director will be assigned to the list that came third in terms of number of votes, provided such list obtained at least 2% of the votes cast at the meeting.

After having outlined the changes inherent in introducing a Board list and the mechanism for allocating directors, it is now necessary to explain the main proposed changes, for greater detail see the text of the changes in Paragraph 3 below.

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In Art. 13, paragraph 1, the change to the minimum number of members of the Board of Directors from 5 to 9 is proposed, in order to adapt the minimum size composition of the Board to the complexity of the Bank, also in light of the variety of skills that board members must meet.

Moving on to the requirements of company representatives, the proposed amendment to Art. 13, paragraph 2, has the objective of both including the reference to the relevant European legislation (Directive 26 June 2013 No. 36), and of recalling, in addition to the requirements of professionalism and integrity, the criteria of competence, correctness, time commitment and limits on the accumulation of offices as required by current legislation.

With the amendment of Art. 13, paragraph 3, it is proposed – instead of the legal provisions and those of the Corporate Governance Code for companies listed on the Borsa stock exchange (the "**Corporate Governance Code**") which require one (1) or two (2) independent directors respectively, or one third (1/3) of independent directors for issuers belonging to the FTSE-Mib – to ensure that at least half of the members of the Board of Directors is made up of independent directors. This proportion appears again to be consistent with best market practice, in light of the Board being able to submit its own list. In the same context, it is proposed to codify the independence requirements in line with the current wording of the Corporate Governance Code, also providing for a mechanism aimed at adapting to the requirements as required from time to time by the same code.

With reference to the remit of the Board of Directors, some changes have been made to Art. 17, paragraph 3 and in particular (i) the appointment of managers with strategic responsibilities in line with the provisions of the applicable regulations becomes part of the Board of Directors remit; (ii) the wording for the responsibility for the approval of company rules was aligned with the provisions of the Bank of Italy Circular No. 285 and (iii) the appointment by the Board of Directors of the head of anti-money laundering was made explicit as required by Art. 1.3 of the BoI Provision 26/3/2019.

In relation to the Board of Statutory Auditors, Art. 23, paragraph 2 includes the application of the criteria provided for by European legislation (Directive No. 36 of 26 June 2013) providing for the criteria of competence, correctness, time commitment and limits on the accumulation of the offices in addition to the current legislation requirements of professionalism and integrity. In relation to the independence requirements, we used the rules for Directors (Art. 23, paragraph 2).

## **2. RIGHT OF WITHDRAWAL**

The described amendments to the Articles of Association do not attribute the right of withdrawal to shareholders who do not participate in the relative approval, as they are not included in any of the cases for withdrawal identified by Art. 2437 and following of the Italian Civil Code.

## **3. STATUTORY AMENDMENTS**

In light of the above, articles 13, 17, 23 of the Articles of Association will be amended, as follows:

<p align="center"><b>CURRENT ARTICLES OF ASSOCIATION</b></p>	<p align="center"><b><u>PROPOSED ARTICLES OF ASSOCIATION</u></b></p>
<p><b>Article 13</b></p> <p>1. The Company is managed by a Board of Directors composed of a minimum of 5 (five) and a maximum of 13 (thirteen) members. The composition of the Board shall be gender balanced.</p> <p>2. The members of the Board of Directors must meet the professional competence and integrity requirements established by current laws and regulations.</p> <p>3. Furthermore, a certain number of Directors, not less than that established by the laws and regulations in force at the time, must meet the independence requirements established by the Corporate Governance Code for Listed Companies.</p>	<p><b>Article 13</b></p> <p>1. The Company is managed by a Board of Directors composed of a minimum of <del>5</del> <b>9</b> (<del>five</del><b>nine</b>) and a maximum of 13 (thirteen) members. The composition of the Board shall be gender balanced.</p> <p>2. The members of the Board of Directors must <b>be suitable for the performance of the office, in accordance with the legislation in force at the time and the Articles of Association and, in particular, they must meet the requirements of professionalism, integrity and independence and respect the criteria of competence, correctness and dedication of time, and the specific limits on the accumulation of offices prescribed by the legislation in force at the time and by the Articles of Association and in any event those provided for by the European Directive of 26 June 2013 No. 36 (CRD IV), for the performance of the office of director of a bank issuing shares listed on regulated markets</b> <del>meet the professional competence and integrity requirements established by current laws and regulations.</del></p> <p>3. Furthermore, <del>a certain number of Directors, not less than that established by the laws and regulations in force at the time</del> <b>the majority of the members of the Board of Directors</b> must meet the independence requirements established by the Corporate Governance Code for Listed Companies <b>currently in force and listed below or those required by the Corporate Governance Code in force at the time. Specifically, a Director cannot be considered Independent in the following cases:</b></p> <p style="padding-left: 20px;"><b>a) if, directly or indirectly, including through subsidiaries, trustees or third parties, they control the Company or are able to exercise significant influence over it, or participate in a shareholders' agreement through which one or more subjects can exercise control or significant influence over the Company;</b></p>

	<p>b) if they are, or have been in the previous three financial years, a significant representative of the Company, of a subsidiary of strategic importance or of a company subject to joint control with the Company, or of a company or entity which, also together with others through a shareholders' agreement, controls the Company or is able to exercise significant influence over it;</p> <p>c) if, directly or indirectly (for example through subsidiaries or of which they are a significant representative, or as a partner of a professional firm or a consultancy company), they have, or have had in the previous year, a significant commercial, financial or professional relationship: (i) with the Company, one of its subsidiaries, or any of the relevant significant representatives; (ii) with a party who, also jointly with others through a shareholders' agreement, controls the Company, or - in the case of a company or entity - with the relevant significant representatives; or are, or have been in the previous three financial years, an employee of one of the aforementioned parties;</p> <p>d) if they receive, or have received in the previous three financial years a significant additional remuneration from the Company or from a subsidiary or parent company (compared to the "fixed" remuneration for a non-executive director of the Company and to the remuneration for participation in committees as recommended by the Borsa Italiana S.p.A. Corporate Governance Code) including in the form of participation in incentive plans linked to company performance, including those based on shares;</p> <p>e) if they have been a director of the Company for more than nine out of the past twelve years;</p> <p>f) if they holds the position of executive director in another company where an executive director of the Company holds the office of director;</p> <p>g) if they are a shareholder or director of a company or entity belonging to the network of the company entrusted with the legal audit of the Company;</p> <p>h) if they are a close family member of a person who is in one of the situations referred</p>
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<p>4. Directors shall hold office for three financial years, except where a shorter term is established at the time of their appointment; the term ends on the date of the Shareholders' Meeting called to approve the financial statements relating to the last year of their appointment and they may be re-elected.</p> <p>5. The Directors are appointed by the Shareholders' Meeting on the basis of lists submitted by entitled persons; the candidates must be listed in numerical order on the lists. Each list with a number of candidates equal to or greater than 3 (three) must be made up of candidates belonging to both genders, to ensure respect for the gender balance to at least to the minimum extent required by current laws and regulations.</p> <p>6. In order for a list to be valid, it must be filed at the Registered Office or the Head Office, also by means of remote communication and in accordance with the procedures stated in the notice of call which allows the identification of the parties filing the list, no later than twenty-five days before the date of the Shareholders' Meeting (or within a different deadline as per applicable regulations) and must be made available to the public at the Registered Office, on the Company's website and through other channels provided for under current laws at least twenty-one days before the date of the Shareholders' Meeting (or within a different deadline as per applicable regulations).</p> <p>7. Each party entitled to vote (as well as (i) entitled persons belonging to the same group, intended as a party, which need not be a corporation, exercising control pursuant to Article 2359 of the Italian Civil Code and any</p>	<p>to in the previous points. <b>For the purposes of the cases indicated above, the definitions provided for in the Corporate Governance Code promoted by Borsa Italiana S.p.A. apply.</b></p> <p>4. <b>UNCHANGED.</b></p> <p>5. The Directors are appointed by the Shareholders' Meeting on the basis of lists submitted by entitled persons; the candidates must be listed in numerical order on the lists. <b>The parties with the right to submit lists are the Board of Directors as well as multiple shareholders who, either alone or together with others own, collectively, voting shares representing the percentage of share capital required by laws or regulations from time to time in force. The decision to submit a list by the Board of Directors must be resolved by an absolute majority of the members in office, subject to a preliminary investigation by the internal board committee with responsibility for appointments.</b></p> <p>6. Each list with a number of candidates equal to or greater than 3 (three) (i) must be made up of candidates belonging to both genders, to ensure respect for the gender balance to at least to the minimum extent required by current laws and regulations <b>and (ii) must ensure that at least the majority of the candidates meet the independence requirements set out in the Articles of Association, without prejudice to the fact that the first candidate on any list, including lists with less than 3 (three) candidates, must meet the aforementioned independence requirements.</b></p> <p>67. In order for a list <b>submitted by shareholders</b> to be valid, it must be filed at the Registered Office or the Head Office, also by means of remote communication and in accordance with the procedures stated in the</p>
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<p>subsidiary controlled by, or under the control of the said party, or (ii) shareholders who are party to a shareholders' agreement as per Article 122 of Legislative Decree no. 58 of 24 February 1998, or (iii) entitled persons who are otherwise associated with each other in a material relationship pursuant to current and applicable statutory or regulatory provisions) may submit individually or with others only one list, just like each candidate may only be included in one list, or otherwise be considered ineligible.</p>	<p>notice of call which allows the identification of the parties filing the lists, no later than twenty-five days before the date of the Shareholders' Meeting (or within a different deadline as per applicable regulations) and must be made available to the public at the Registered Office, on the Company's website and through other channels provided for under current laws at least twenty-one days before the date of the Shareholders' Meeting (or within a different deadline as per applicable regulations). <b>Any list submitted by the Board of Directors pursuant to paragraph 5 above must be filed at the Registered Office and published in the manner described above at least thirty days before the date set for the Shareholders' Meeting.</b></p>
<p>8. Lists may be submitted by parties entitled to vote who alone or together with others, hold shares with voting rights representing at least the percentage of share capital required by applicable laws and regulations in force at the time.</p>	<p><del>78.</del> Each party entitled <del>to vote</del> (as well as (i) entitled persons belonging to the same group, intended as a party, which need not be a corporation, exercising control pursuant to Article 2359 of the Italian Civil Code and any subsidiary controlled by or under the control of the said party, or (ii) shareholders who are party to a shareholders' agreement as per Article 122 of Legislative Decree No. 58 of 24 February 1998, or (iii) entitled persons who are otherwise associated with each other in a material relationship pursuant to current and applicable statutory or regulatory provisions) may submit individually or with others only one list, just like each candidate may only be included in one list, or otherwise be considered ineligible.</p> <p><del>8. Lists may be submitted by parties entitled to vote who alone or together with others, hold shares with voting rights representing at least the percentage of share capital required by applicable laws and regulations in force at the time.</del></p>
<p>9. Ownership of the minimum shareholding required for submitting lists is calculated based on the shares registered to each shareholder, or to multiple shareholders combined, on the day when the lists are filed at the Company. Ownership of the number of shares necessary to submit lists must be proven pursuant to current regulations; proof may be submitted to the Company also after the lists have been filed, provided that it is submitted within the</p>	<p><b>9. In the event the shareholders submit lists,</b> ownership of the minimum shareholding required for submitting lists is calculated based on the shares registered to each shareholder, or to multiple shareholders combined, on the day when the lists are filed at the Company. Ownership of the number of shares necessary to submit lists must be proven pursuant to current regulations; proof may be submitted to the Company also after the lists have been filed,</p>

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<p>deadline for when the Company must make the lists public.</p> <p>10. The entitled persons who submitted a list must also file any additional documentation and declarations required by the laws and regulations in force at the time, within the deadline indicated in paragraph 6 above, as well as the following disclosures:</p> <ul style="list-style-type: none"> <li>- information pertaining to those who submitted the lists, with information on the total percentage of interest held;</li> <li>- information on the personal and professional characteristics of the candidates included in the list;</li> <li>- a statement whereby the individual candidates irrevocably accept the position (subject to their appointment) and attest, under their responsibility, that there are no grounds for their ineligibility or incompatibility to stand as candidate, and that they meet the professional competence and integrity requirements prescribed by current laws and regulations;</li> <li>- a statement that the independence requirements set out in these Articles of Association have been met.</li> </ul> <p>Any list that does not meet the above requirements shall be deemed to have not been submitted.</p> <p>11. Each eligible voter may vote for one list only.</p> <p>12. The members of the Board of Directors shall be elected as follows:</p> <p>a) a number of Directors equal to the number of board members, decreased by 1, shall be drawn - in the order in which they appear on the list - from the list receiving the majority of votes cast. The remaining Director shall be drawn- in numerical order- from the minority list that received the most votes among the minority lists;</p> <p>b) if the majority list does not reach a sufficient number of candidates for the election of the</p>	<p>provided that it is submitted within the deadline for when the Company must make the lists public.</p> <p>10. The entitled persons who submitted a list must also file any additional documentation and declarations required by the laws and regulations in force at the time, within the deadline indicated in paragraph <del>6</del><b>7</b> above, as well as the following disclosures:</p> <ul style="list-style-type: none"> <li>- <b>for shareholders</b>, information pertaining to those who submitted the lists, with information on the total percentage of interest held;</li> <li>- information on the personal and professional characteristics of the candidates included in the list;</li> <li>- a statement whereby the individual candidates irrevocably accept the position (subject to their appointment) and attest, under their responsibility, that there are no grounds for their ineligibility or incompatibility to stand as candidate, and that they meet the requirements <del>of professionalism and integrity</del><b>prescribed for the office by the Articles of Association</b> and by the current laws and regulations <b>and the possible possession of the independence requirements referred to in paragraph 3 above, according to a format that will be made public by the company in advance that takes into account the guidelines of the Supervisory Authorities.</b><del>;</del></li> <li><del>—a statement that the independence requirements set out in these Articles of Association have been met.</del></li> </ul> <p>Any list that does not meet the above requirements shall be deemed to have not been submitted.</p> <p>11. <b>UNCHANGED.</b></p> <p>12. The members of the Board of Directors shall be elected as follows:</p> <p>a) a number of Directors equal to the number of board members, <del>decreased by 1</del>, shall be drawn – in the order in which they appear on the list – from the list receiving the majority of votes cast <b>except, depending on the case, 2 (two) or 3 (three) that will be taken from the minority list(s) that are not connected with those who submitted or voted for the list that obtained the highest number of votes in accordance with the current regulations, as specified</b></p>
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number of Directors to be appointed, according to the mechanism indicated in letter a) above, all the candidates from the majority list shall be appointed and the remaining Directors shall be drawn from the minority list, in the order in which they appear on the list, receiving the highest number of votes; if necessary, directors shall also be drawn from the second most voted minority list, always in the order in which they appear on the list, until the number of Directors to elect has been reached;

c) if the number of candidates in the majority as well as minorities lists submitted is less than the number of the Directors to be elected, the remaining Directors shall be elected through a resolution made by the Shareholders' Meeting by relative majority, ensuring compliance with the principles of independence and gender equality prescribed by current law and regulations. If there is a tie vote between two or more candidates, a run-off will be held between these candidates by means of another vote at the Shareholders' Meeting;

d) if only one list or no list is filed, the Shareholders' Meeting shall act in accordance with the procedures set forth in letter c) above;

e) if the required minimum number of Independent Directors and/or Directors belonging to the least represented gender is not elected, the Directors of the most voted list who have the highest consecutive number and do not meet the requirements in question shall be replaced by the next candidates on the same list, who meet the necessary requirements. Should it prove impossible, even after applying this criterion, to identify the Directors who meet the above requirements, the above substitution criterion shall apply to the minorities lists receiving the highest votes from which the candidates elected have been drawn;

f) if even after applying the substitution criteria referred to in letter e) above, suitable substitutions have not been found, the Shareholders' Meeting shall resolve by a relative majority. In this case, the substitutions shall be effected starting from the most voted lists and from the candidates bearing the highest number in consecutive order.

**below:**

**a.1) if only two lists are submitted, the remaining 2 (two) Directors will be drawn in consecutive order from the second list that received the highest number of votes at the meeting,**

**a.2) if 3 (three) or more lists are submitted, 2 (two) Directors will be drawn in consecutive order from the second list that obtained the highest number of votes at the meeting regardless of the percentage of votes received, while 1 (one) Director will be drawn in consecutive order from the third list that received the highest number of votes at the meeting provided that it received at least 2% of the votes cast at the meeting, it being understood that in the event of the failure to receive this percentage by the third list by number of votes the mechanism provided for in the previous paragraph a.1) will be applied;** ~~The remaining Director shall be drawn in numerical order from the minority list that received the most votes among the minority lists;~~

b) if the majority list does not reach a sufficient number of candidates for the election of the number of Directors to be appointed, according to the mechanism indicated in letter a) above, all the candidates from the majority list shall be appointed and the remaining Directors shall be drawn from the minority list, in the order in which they appear on the list, receiving the highest number of votes; if necessary, directors shall also be drawn from the second most voted minority list, always in the order in which they appear on the list, until the number of Directors to elect has been reached;

c) if the number of candidates in the majority as well as minorities lists submitted is less than the number of the Directors to be elected, the remaining Directors shall be elected through a resolution made by the Shareholders' Meeting by relative majority **(and therefore without taking into account any abstentions)**, ensuring compliance with the principles of independence and gender equality ~~prescribed by current laws and regulations~~ **provided for respectively in articles 13 paragraph 3 and 13 paragraph 6 of the Articles of Association.** If there is a tie vote between two or more candidates, a run-off will be held between these candidates by means of another vote at the Shareholders' Meeting;

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	<p>d) if only one list or no list is filed, the Shareholders' Meeting shall act in accordance with the procedures set forth in letter c) above; <b>in the event of a tie between lists or candidates, the shareholders' meeting shall hold a second round of voting to establish their ranking;</b></p> <p>e) if the required minimum number of Independent Directors and/or Directors belonging to the least represented gender is not elected, the Directors of the most voted list who have the highest consecutive number and do not meet the requirements in question shall be replaced by the next candidates on the same list, who meet the necessary requirements. Should it prove impossible, even after applying this criterion, to identify the Directors who meet the above requirements, the above substitution criterion shall apply to the minorities lists receiving the highest votes from which the candidates elected have been drawn;</p> <p>f) if even after applying the substitution criteria referred to in letter e) above, suitable substitutions have not been found, the Shareholders' Meeting shall resolve by a relative majority. In this case, the substitutions shall be effected starting from the most voted lists and from the candidates bearing the highest number in consecutive order.</p>
<p>13. In the event of death, resignation, withdrawal or removal from office for any other reason of a Director, or where a Director no longer meets the professional competence and integrity requirements, the Board of Directors can take steps to coopt a Director, in compliance with the principles of minority representation and gender equality. If, in the above cases, the minimum number of independent Directors falls below the level required by the laws and regulations in force at the time and/or the number of Directors belonging to the least represented gender falls below the level prescribed by law, the Board of Directors shall replace them.</p>	<p>13. In the event of death, resignation, withdrawal or removal from office for any other reason of a Director, or where a Director no longer meets the professional competence and integrity requirements, the Board of Directors can take steps to coopt a Director, in compliance with the principles of minority representation and gender equality. If, in the above cases, the minimum number of independent Directors <del>falls below the level required by the laws and regulations in force at the time</del> and/or the number of Directors belonging to the least represented gender <del>falls below the level prescribed by law</del> <b>envisaged respectively by articles 13 paragraph 3 and 13 paragraph 6 of the Articles of Association</b> is not met, the Board of Directors shall replace them.</p>
<p>14. For the appointment of Directors needed to fill vacancies on the Board of Directors, the</p>	<p>14. For the appointment of Directors needed to fill vacancies on the Board of Directors, the</p>

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<p>Shareholders' Meeting shall resolve by relative majority, ensuring that the principles of independence and gender equality established by current law and regulations are met.</p>	<p>Shareholders' Meeting shall resolve by relative majority, ensuring that the principles of independence and gender equality established by current law, regulations <b>and the Articles of Association</b> are met.</p>
<p><b>Article 17</b></p> <p>1. The Board of Directors is vested with all powers necessary for managing the Company, except for those powers reserved by law and regulations, along with the Articles of Association to the Shareholders' meeting:</p> <p>2. In compliance with applicable laws and the Company's Articles of Association, the Board of Directors shall adopt a Regulation on its functioning and responsibilities. This Regulation specifies, amongst other things, the limits on number of board mandates</p> <p>3. In addition to those duties and powers that cannot be delegated by law, the Board of Directors is responsible for passing resolutions - which cannot be delegated - concerning:</p> <ul style="list-style-type: none"> <li>- the general guidelines, as well as the adoption and amendment of the Company's industrial, strategic and financial plans;</li> <li>- the appointment and dismissal of the General Manager/s and Deputy General Managers;</li> <li>- the assessment of the overall business performance;</li> <li>- adjustments to be made to the Articles of Association to bring them in line with legal requirements;</li> <li>- corporate mergers and demergers in the cases provided under Articles 2505 and 2505 bis and 2506 of the Italian Civil Code;</li> <li>- the reduction of capital in the event of shareholder withdrawal;</li> <li>- decisions on which Directors, in addition to those indicated in these Articles of Association, may represent the Company;</li> <li>- the determination of criteria for the coordination and management of Group companies and the determination of criteria for compliance with Bank of Italy requirements;</li> </ul>	<p><b>Article 17</b></p> <p>1. <b>UNCHANGED</b></p> <p>2. <b>UNCHANGED</b></p> <p>3. In addition to those duties and powers that cannot be delegated by law, the Board of Directors is responsible for passing resolutions - which cannot be delegated - concerning:</p> <ul style="list-style-type: none"> <li>- the general guidelines, as well as the adoption and amendment of the Company's industrial, strategic and financial plans;</li> <li>- the appointment and dismissal of the General Manager/s, <del>and</del> Deputy General Managers <b>and managers with strategic responsibilities</b>;</li> <li>- the assessment of the overall business performance;</li> <li>- adjustments to be made to the Articles of Association to bring them in line with legal requirements;</li> <li>- corporate mergers and demergers in the cases provided under Articles 2505 and 2505 bis and 2506 of the Italian Civil Code;</li> <li>- the reduction of capital in the event of shareholder withdrawal;</li> <li>- decisions on which Directors, in addition to those indicated in these Articles of Association, may represent the Company;</li> <li>- the determination of criteria for the coordination and management of Group companies and the determination of criteria for compliance with Bank of Italy requirements;</li> </ul>

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<ul style="list-style-type: none"> <li>- the establishment of committees or commissions with advisory, decision-making or coordination functions;</li> <li>- the risk management policies, as well as the evaluation of the functionality, efficiency and effectiveness of the internal control system and the adequacy of the organisational, administrative and accounting structure;</li> <li>- the purchase and sale of equity investments, companies and/or company divisions, as well as decisions involving investments and/or divestments that modify the composition of the Banking Group without prejudice to the provisions set out in Article 2361, paragraph 2, of the Italian Civil Code;</li> <li>- the purchase and sale of property;</li> <li>- the approval and amendment of internal regulations;</li> <li>- the appointment and dismissal of the heads of the internal audit, conformity and risk control functions;</li> <li>- the opening and establishment, also for the purpose of structuring the signing authority, of secondary offices, branches, agencies, counters and representation offices, however named, in Italy and abroad, as well as closing them.</li> </ul> <p>4. The Board of Directors may delegate powers to the Managing Director, the General Manager and/or Deputy General Managers, establishing the limits and operating methods, including the power to sub-delegate, where appropriate. It may also delegate its powers on an ongoing basis to other employees for the day-to-day management of the Company – including the granting of credit – as well as powers to complete specific categories of acts.</p> <p>5. In the event of a demonstrable emergency, the Chairman, on the basis of a proposal made by the Managing Director, or the General Manager, may pass resolutions on any deal or transaction, with the exception of those matters reserved by law or by the Articles of Association exclusively to the Board of Directors, and shall inform the Board about the event at the next meeting.</p>	<ul style="list-style-type: none"> <li>- the establishment of committees or commissions with advisory, decision-making or coordination functions;</li> <li>- the risk management policies, as well as the evaluation of the functionality, efficiency and effectiveness of the internal control system and the adequacy of the organisational, administrative and accounting structure;</li> <li>- the purchase and sale of equity investments, companies and/or company divisions, as well as decisions involving investments and/or divestments that modify the composition of the Banking Group without prejudice to the provisions set out in Article 2361, paragraph 2, of the Italian Civil Code;</li> <li>- the purchase and sale of property;</li> <li>- the approval and amendment of the <b>main</b> internal regulations;</li> <li>- the appointment and dismissal of the heads of the internal audit, conformity and risk control and <b>anti-money laundering</b> functions;</li> <li>- the opening and establishment, also for the purpose of structuring the signing authority, of secondary offices, branches, agencies, counters and representation offices, however named, in Italy and abroad, as well as closing them.</li> </ul> <p>4. <b>UNCHANGED</b></p> <p>5. <b>UNCHANGED</b></p>
<p><b>Article 23</b></p> <p>1. The Ordinary Shareholders' Meeting shall appoint three Standing Auditors, one of which will be elected Chairman, and two stand-in auditors, which shall hold office for three</p>	<p><b>Article 23</b></p> <p>1. <b>UNCHANGED</b></p>

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<p>financial years. Their term ends on the date of the Shareholders' Meeting called to approve the financial statements relating to the last year of their appointment and they may be re-elected. The law and the provisions of these Articles of Association shall be observed for their appointment, dismissal and replacement.</p> <p>2. Pursuant to the provisions of current rules and regulations, at least two Standing Auditors and one stand-in Auditor must have been entered in the Register of Auditors for at least three years and have not less than three years of experience as a statutory auditor. Statutory Auditors who are not entered in the Register of Auditors must have at least three years of experience in:</p> <p>a) professional activities as a certified public accountant or lawyer, rendered primarily to the banking, insurance and financial sectors;</p> <p>b) teaching, at University level, subjects concerning - in the legal field - banking, commercial and/or fiscal law, as well as financial markets and - in the business/finance field - banking operations, business economics, accountancy, the running of the securities markets, the running of the financial and international markets and corporate finance;</p> <p>c) management functions at public entities governmental authorities operating in the credit, financial or insurance sector, as well as in the provision of investment services sector or collective portfolio management sector, both of which are defined in Legislative Decree no. 58 of 24 February 1998.</p>	<p><b>2. The Statutory Auditors must be suitable for the performance of the office, in accordance with the legislation in force at the time and the Articles of Association and, in particular, they must meet the requirements of professionalism, integrity and independence and respect the criteria of competence, correctness and dedication of time, and the specific limits on the accumulation of offices prescribed by the legislation in force at the time and by the Articles of Association and in any event those provided for by the European Directive of 26 June 2013 No. 36 (CRD IV). The Statutory Auditors, in addition to the independence requirements provided for by the legislation in force at the time, must be in possession of the independence requirements provided for by Art. 13, paragraph 3, of the Articles of Association.</b></p> <p>Pursuant to the provisions of current rules and regulations, at least two Standing Auditors and one stand-in Auditor must have been entered in the Register of Auditors for at least three years and have not less than three years of experience as a statutory auditor. Statutory Auditors who are not entered in the Register of Auditors must have at least three years of experience in:</p> <p>a) professional activities as a certified public accountant or lawyer, rendered primarily to the banking, insurance and financial sectors;</p> <p>b) teaching, at University level, subjects concerning - in the legal field - banking, commercial and/or fiscal law, as well as financial markets and - in the business/finance field - banking operations, business economics, accountancy, the running of the securities markets, the running of the financial and international markets and corporate finance;</p> <p>c) management functions at public entities governmental authorities operating in the credit, financial or insurance sector, as well as in the provision of investment services sector or collective portfolio management sector, both of which are defined in Legislative Decree no. 58</p>
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<p>3. The appointment of standing and stand-in members of the Board of Statutory Auditors takes place on the basis of lists submitted by entitled persons in which the candidates must be listed in numerical order. Lists shall be divided in two sections, containing respectively up to three candidates for the position of Statutory Auditor and up to two candidates for the position of Stand-in Statutory Auditor. As a minimum, the first two candidates for the position of Statutory Auditor and the first candidate for the position of Stand-in Statutory Auditor in the respective lists must be entered in the Register of Auditors and have experience as a statutory auditor in accordance with paragraph 2. Each list for the appointment of Statutory Auditor and Stand-in Statutory Auditor must have a number of candidates belonging to the least represented gender, so as to ensure compliance with at least the minimum requirements for gender equality prescribed by current law and regulations. No candidate may appear in more than one list, or shall otherwise be disqualified.</p> <p>4. In order to be valid, the lists must be filed at the Registered Office or the Head Office, also by means of remote communication and in accordance with the procedures stated in the notice of call which allows the identification of the parties filing the lists, no later than twenty-five days before the date of the Shareholders' Meeting (or within a different period of time according to applicable laws in force at the time) and must be made available to the public at the Registered Office, on the Company's website and through other channels provided for under current laws at least twenty-one days prior to the date of the Shareholders' Meeting (or within a different deadline as per applicable regulations).</p> <p>5. Each party entitled to vote (as well as (i) entitled persons belonging to the same group, intended as a party, which need not be a corporation, exercising control pursuant to Article 2359 of the Italian Civil Code and any subsidiary controlled by, or under the control of the said party, or (ii) shareholders who are party to a shareholders' agreement as per Article 122 of Legislative Decree no. 58 of 24 February 1998, or (iii) entitled persons who are otherwise</p>	<p>of 24 February 1998.</p> <p>3. <b>UNCHANGED</b></p> <p>4. <b>UNCHANGED</b></p> <p>5. <b>UNCHANGED</b></p>
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<p>associated with each other in a material relationship pursuant to current and applicable statutory or regulatory provisions) may submit individually or with others only one list, just like each candidate may only be included in one list, or otherwise be considered ineligible.</p>	
<p>6. Lists may be submitted by parties entitled to vote who alone or together with others, hold shares with voting rights representing at least the percentage of share capital required by applicable law and regulatory provisions in force at the time.</p>	<p>6. <b>UNCHANGED</b></p>
<p>7. Minority shareholders who are not affiliated with the shareholders concerned, shall be entitled to extend the deadline for presenting lists in the circumstances and according to the procedures set forth in current laws and regulations.</p>	<p>7. <b>UNCHANGED</b></p>
<p>8. Ownership of the minimum shareholding required to submit a list is calculated with regard to the shares registered to each shareholder, or to multiple shareholders combined, on the day on which the lists are filed at the Company. Ownership of the number of shares necessary to submit lists must be proven pursuant to current rules and regulations; proof may be submitted to the Company also after the lists have been filed, provided that it is submitted within the deadline for when the Company must make the lists public.</p>	<p>8. <b>UNCHANGED</b></p>
<p>9. The entitled persons who submitted a list must also file any additional documentation and declarations required by the laws and regulations in force at the time, within the deadline indicated in paragraph 4 above. Any list that does not meet the above requirements shall be deemed to have not been submitted.</p>	<p>9. <b>UNCHANGED</b></p>
<p>10. Each eligible voter may vote for one list only.</p>	<p>10. <b>UNCHANGED</b></p>
<p>11. The members of the Board of Statutory Auditors shall be elected as follows:</p> <ul style="list-style-type: none"><li>a) 2 (two) Standing Auditors and 1 (one) Stand-in Statutory Auditor are drawn from the list obtaining the largest number of votes cast by the Shareholders, in the order in which they appear on the list ;</li><li>b) the remaining Statutory Auditor and the</li></ul>	<p>11. <b>UNCHANGED</b></p>

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<p>remaining Stand-in Statutory Auditor are drawn from the list that obtained the most votes after the list referred to in letter a). The first candidates of the related section are thus elected Statutory Auditor and Stand-in Statutory Auditor.</p>	
<p>12. The Chairmanship of the Board of Statutory Auditors will go to the first candidate of Standing Auditors from the minority list receiving the most votes.</p>	<p>12. <b>UNCHANGED</b></p>
<p>13. If, in accordance with the deadlines and procedures set forth in the previous paragraphs, only one list or no list has been presented, or the lists do not contain the required number of candidates to be elected, the Shareholders' Meeting shall pass a resolution for the appointment or completion of the Board of Statutory Auditors by relative majority. If there is a tie vote between several candidates, a run-off election shall be held between them with a further vote of the Shareholders' Meeting. The Shareholders' Meeting shall be required to ensure compliance with the provisions of applicable laws and regulations concerning gender balance.</p>	<p>13. <b>UNCHANGED</b></p>
<p>14. In the event the death, resignation, withdrawal or removal from office for any other reason of a Statutory Auditor, he/she shall be replaced by the Stand-in Statutory Auditor, from the same list as the outgoing Auditor, in the order in which they appear on the list, complying with the minimum number of members entered in the Register of Auditors who have been engaged in auditing activities as per paragraph 3 and in compliance with gender equality principles. If this is not possible, the outgoing Auditor shall be replaced by the Stand-in Statutory Auditor meeting the specified requirements, drawn from the minority list which obtained the most votes, following the order in which they appear on the list. Where the appointment of Auditors is not carried out using the slate voting system, the Stand-in Statutory Auditor shall take over pursuant to statutory provisions. Should it be necessary to replace the Chairman, the Stand-In Statutory Auditor taking over shall also serve as Chairman. The Shareholders shall appoint or replace Auditors in meetings called in accordance with article 2401, paragraph 1 of the Italian Civil Code in compliance with the</p>	<p>14. <b>UNCHANGED</b></p>

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<p>principle of adequate representation of minority shareholders and gender equality. Where the appointment of the Stand-in Statutory Auditor in lieu of the Statutory Auditor is not confirmed by the Shareholders' Meeting, he/she shall return to his/her position as Stand-in Statutory Auditor.</p>	
<p>15. The Board of Statutory Auditors shall be considered as having been validly constituted if the majority of Statutory Auditors are present, and resolutions shall be passed by an absolute majority of those present. in case of a tie, the vote cast by the Chairman shall prevail.</p>	<p>15. <b>UNCHANGED</b></p>
<p>16. If deemed appropriate by the Chairman of the Board of Statutory Auditors, meetings of the Board of Statutory Auditors may be held using telecommunication facilities, provided that each attendee can be identified by all the other attendees and that each of them is able to intervene in real time during the discussion of the issues at hand, as well as receive, transmit and view documents. If these requirements are met, the meeting of the Board of Statutory Auditors shall be considered to have been held in the place where the Chairman is located.</p>	<p>16. <b>UNCHANGED</b></p>
<p>17. The Ordinary Shareholders' Meeting shall establish the annual remuneration for each Auditor as required by law. Auditors shall be entitled to reimbursement of the costs incurred in carrying out their duties.</p>	<p>17. <b>UNCHANGED</b></p>

We inform you that the proposed amendments to the Articles of Association were accepted as not conflicting with sound and prudential management by the Bank of Italy pursuant to Artt. 56 and 61 of Legislative Decree 385/1993 on the date of 10 December 2019.

**4. RESOLUTIONS PROPOSED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING**

Dear Shareholders, you are therefore invited to approve the following proposed resolution:

*“The Extraordinary Shareholders' Meeting of FinecoBank S.p.A. having examined the explanatory report prepared by the Board of Directors pursuant to Art. 72 and in accordance with Annex 3A of Consob Regulation No. 11971 of 14 May 1999 and the proposal contained therein,*

*Resolves to*

*1) amend articles 13, 17, 23 of the Articles of Association, as follows:*

*Article 13*

- 1. The Company is managed by a Board of Directors composed of a minimum of 9 (nine) and a maximum of 13 (thirteen) members. The composition of the Board shall be gender balanced.*

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2. *The members of the Board of Directors must be suitable for the performance of the office, in accordance with the legislation in force at the time and the Articles of Association and, in particular, they must meet the requirements of professionalism, integrity and independence and respect the criteria of competence, correctness and dedication of time, and the specific limits on the accumulation of offices prescribed by the legislation in force at the time and by the Articles of Association and in any event those provided for by the European Directive of 26 June 2013 No. 36 (CRD IV), for the performance of the office of director of a bank issuing shares listed on regulated markets.*
3. *Furthermore, the majority of the members of the Board of Directors must meet the independence requirements established by the Corporate Governance Code for Listed Companies currently in force and listed below or those required by the Corporate Governance Code in force at the time. Specifically, a Director cannot be considered Independent in the following cases:*
  - a) *if, directly or indirectly, including through subsidiaries, trustees or third parties, they control the Company or are able to exercise significant influence over it, or participate in a shareholders' agreement through which one or more subjects can exercise control or significant influence over the Company;*
  - b) *if they are, or have been in the previous three financial years, a significant representative of the Company, of a subsidiary of strategic importance or of a company subject to joint control with the Company, or of a company or entity which, also together with others through a shareholders' agreement, controls the Company or is able to exercise significant influence over it;*
  - c) *if, directly or indirectly (for example through subsidiaries or of which they are a significant representative, or as a partner of a professional firm or a consultancy company), they have, or have had in the previous year, a significant commercial, financial or professional relationship: (i) with the Company, one of its subsidiaries, or any of the relevant significant representatives; (ii) with a party who, also jointly with others through a shareholders' agreement, controls the Company, or - in the case of a company or entity - with the relevant significant representatives; or are, or have been in the previous three financial years, an employee of one of the aforementioned parties;*
  - d) *if they receive, or have received in the previous three financial years a significant additional remuneration from the Company or from a subsidiary or parent company (compared to the "fixed" remuneration for a non-executive director of the Company and to the remuneration for participation in committees as recommended by the Borsa Italiana S.p.A. Corporate Governance Code) including in the form of participation in incentive plans linked to company performance, including those based on shares;*
  - e) *if they have been a director of the Company for more than nine out of the past twelve years;*
  - f) *if they holds the position of executive director in another company where an executive director of the Company holds the office of director;*
  - g) *if they are a shareholder or director of a company or entity belonging to the network of the company entrusted with the legal audit of the Company;*
  - h) *if they are a close family member of a person who is in one of the situations referred to in the previous points.*

*For the purposes of the cases indicated above, the definitions provided for in the Corporate Governance Code promoted by Borsa Italiana S.p.A. apply.*
4. *Directors shall hold office for three financial years, except where a shorter term is established at the time of their appointment; the term ends on the date of the Shareholders' Meeting called to approve the financial statements relating to the last year of their appointment and they may be re-elected.*
5. *The Directors are appointed by the Shareholders' Meeting on the basis of lists submitted by entitled persons; the candidates must be listed in numerical order on the lists. The parties with the right to submit lists are the Board of Directors as well as multiple shareholders who, either alone or together with others own, collectively, voting shares representing the percentage of share capital required by laws or regulations from time to time in force. The decision to submit a list by the Board of Directors must be resolved by an absolute majority of the members in office, subject to a preliminary investigation by the internal board committee with responsibility for appointments.*
6. *Each list with a number of candidates equal to or greater than 3 (three) (i) must be made up of candidates belonging to both genders, to ensure respect for the gender balance to at least to the minimum extent required by current laws and regulations and (ii) must ensure that at least the majority of the candidates meet the independence requirements set out in the Articles of*

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*Association, without prejudice to the fact that the first candidate on any list, including lists with less than 3 (three) candidates, must meet the aforementioned independence requirements.*

7. *In order for a list submitted by shareholders to be valid, it must be filed at the Registered Office or the Head Office, also by means of remote communication and in accordance with the procedures stated in the notice of call which allows the identification of the parties filing the lists, no later than twenty-five days before the date of the Shareholders' Meeting (or within a different deadline as per applicable regulations) and must be made available to the public at the Registered Office, on the Company's website and through other channels provided for under current laws at least twenty-one days before the date of the Shareholders' Meeting (or within a different deadline as per applicable regulations). Any list submitted by the Board of Directors pursuant to paragraph 5 above must be filed at the Registered Office and published in the manner described above at least thirty days before the date set for the Shareholders' Meeting.*
8. *Each party entitled (as well as (i) entitled persons belonging to the same group, intended as a party, which need not be a corporation, exercising control pursuant to Article 2359 of the Italian Civil Code and any subsidiary controlled by, or under the control of the said party, or (ii) shareholders who are party to a shareholders' agreement as per Article 122 of Legislative Decree no. 58 of 24 February 1998, or (iii) entitled persons who are otherwise associated with each other in a material relationship pursuant to current and applicable statutory or regulatory provisions) may submit individually or with others only one list, just like each candidate may only be included in one list, or otherwise be considered ineligible.*
9. *In the event the shareholders submit lists, ownership of the minimum shareholding required for submitting lists is calculated based on the shares registered to each shareholder, or to multiple shareholders combined, on the day when the lists are filed at the Company. Ownership of the number of shares necessary to submit lists must be proven pursuant to current regulations; proof may be submitted to the Company also after the lists have been filed, provided that it is submitted within the deadline for when the Company must make the lists public.*
10. *The entitled persons who submitted a list must also file any additional documentation and declarations required by the laws and regulations in force at the time, within the deadline indicated in paragraph 7 above, as well as the following disclosures:*
  - *for shareholders, information pertaining to those who submitted the lists, with information on the total percentage of interest held;*
  - *information on the personal and professional characteristics of the candidates included in the list;*
  - *a statement whereby the individual candidates irrevocably accept the position (subject to their appointment) and attest, under their responsibility, that there are no grounds for their ineligibility or incompatibility to stand as candidate, and that they meet the requirements prescribed for the office by the Articles of Association and by the current laws and regulations and the possible possession of the independence requirements referred to in paragraph 3 above, according to a format that will be made public by the company in advance that takes into account the guidelines of the Supervisory Authorities; Any list that does not meet the above requirements shall be deemed to have not been submitted.*
11. *Each eligible voter may vote for one list only.*
12. *The members of the Board of Directors shall be elected as follows:*
  - a) *a number of Directors equal to the number of board members shall be drawn – in the order in which they appear on the list – from the list receiving the majority of votes cast except, depending on the case, 2 (two) or 3 (three) that will be taken from the minority list(s) that are not connected with those who submitted or voted for the list that obtained the highest number of votes in accordance with the current regulations, as specified below:*
    - a.1) *if only two lists are submitted, the remaining 2 (two) Directors will be drawn in consecutive order from the second list that received the highest number of votes at the meeting;*
    - a.2) *if 3 (three) or more lists are submitted, 2 (two) Directors will be drawn in consecutive order from the second list that obtained the highest number of votes at the meeting regardless of the percentage of votes received, while 1 (one) Director will be drawn in consecutive order from the third list that received the highest number of votes at the meeting provided that it received at least 2% of the votes cast at the meeting, it being understood that in the event of the failure to receive this percentage by the third list by number of votes the mechanism provided for in the previous paragraph a.1) will be applied;*

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- b) *if the majority list does not reach a sufficient number of candidates for the election of the number of Directors to be appointed, according to the mechanism indicated in letter a) above, all the candidates from the majority list shall be appointed and the remaining Directors shall be drawn from the minority list, in the order in which they appear on the list, receiving the highest number of votes; if necessary, directors shall also be drawn from the second most voted minority list, always in the order in which they appear on the list, until the number of Directors to elect has been reached;*
  - c) *if the number of candidates in the majority as well as minorities lists submitted is less than the number of the Directors to be elected, the remaining Directors shall be elected through a resolution made by the Shareholders' Meeting by relative majority (and therefore without taking into account any abstentions), ensuring compliance with the principles of independence and gender equality provided for respectively in articles 13 paragraph 3 and 13 paragraph 6 of the Articles of Association. If there is a tie vote between two or more candidates, a run-off will be held between these candidates by means of another vote at the Shareholders' Meeting;*
  - d) *if only one list or no list is filed, the Shareholders' Meeting shall act in accordance with the procedures set forth in letter c) above; in the event of a tie between lists or candidates, the shareholders' meeting shall hold a second round of voting to establish their ranking;*
  - e) *if the required minimum number of Independent Directors and/or Directors belonging to the least represented gender is not elected, the Directors of the most voted list who have the highest consecutive number and do not meet the requirements in question shall be replaced by the next candidates on the same list, who meet the necessary requirements. Should it prove impossible, even after applying this criterion, to identify the Directors who meet the above requirements, the above substitution criterion shall apply to the minorities lists receiving the highest votes from which the candidates elected have been drawn;*
  - f) *if even after applying the substitution criteria referred to in letter e) above, suitable substitutions have not been found, the Shareholders' Meeting shall resolve by a relative majority. In this case, the substitutions shall be effected starting from the most voted lists and from the candidates bearing the highest number in consecutive order.*
13. *In the event of death, resignation, withdrawal or removal from office for any other reason of a Director, or where a Director no longer meets the professional competence and integrity requirements, the Board of Directors can take steps to coopt a Director, in compliance with the principles of minority representation and gender equality. If, in the above cases, the minimum number of independent Directors and/or the number of Directors belonging to the least represented gender envisaged respectively by articles 13 paragraph 3 and 13 paragraph 6 of the Articles of Association is not met, the Board of Directors shall replace them.*
14. *For the appointment of Directors needed to fill vacancies on the Board of Directors, the Shareholders' Meeting shall resolve by relative majority, ensuring that the principles of independence and gender equality established by current law, regulations and Articles of Association are met.*

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Article 17

1. *The Board of Directors is vested with all powers necessary for managing the Company, except for those powers reserved by law and regulations, along with the Articles of Association to the Shareholders' meeting.*
2. *In compliance with applicable laws and the Company's Articles of Association, the Board of Directors shall adopt a Regulation on its functioning and responsibilities. This Regulation specifies, amongst other things, the limits on number of board mandates.*
3. *In addition to those duties and powers that cannot be delegated by law, the Board of Directors is responsible for passing resolutions - which cannot be delegated - concerning:*
  - *the general guidelines, as well as the adoption and amendment of the Company's industrial, strategic and financial plans;*
  - *the appointment and dismissal of the General Manager/s, Deputy General Managers and managers with strategic responsibilities;*
  - *the assessment of the overall business performance;*
  - *adjustments to be made to the Articles of Association to bring them in line with legal requirements;*
  - *corporate mergers and demergers in the cases provided under Articles 2505 and 2505 bis and 2506*

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- of the Italian Civil Code;*
- *the reduction of capital in the event of shareholder withdrawal;*
  - *decisions on which Directors, in addition to those indicated in these Articles of Association, may represent the Company;*
  - *the determination of criteria for the coordination and management of Group companies and the determination of criteria for compliance with Bank of Italy requirements;*
  - *the establishment of committees or commissions with advisory, decision-making or coordination functions;*
  - *the risk management policies, as well as the evaluation of the functionality, efficiency and effectiveness of the internal control system and the adequacy of the organisational, administrative and accounting structure;*
  - *the purchase and sale of equity investments, companies and/or company divisions, as well as decisions involving investments and/or divestments that modify the composition of the Banking Group without prejudice to the provisions set out in Article 2361, paragraph 2, of the Italian Civil Code;*
  - *the purchase and sale of property;*
  - *the approval and amendment of the main internal regulations;*
  - *the appointment and dismissal of the heads of the internal audit, conformity, risk control and anti-money laundering functions;*
  - *the opening and establishment, also for the purpose of structuring the signing authority, of secondary offices, branches, agencies, counters and representation offices, however named, in Italy and abroad, as well as closing them.*
4. *The Board of Directors may delegate powers to the Managing Director, the General Manager and/or Deputy General Managers, establishing the limits and operating methods, including the power to sub-delegate, where appropriate. It may also delegate its powers on an ongoing basis to other employees for the day-to-day management of the Company – including the granting of credit – as well as powers to complete specific categories of acts.*
5. *In the event of a demonstrable emergency, the Chairman, on the basis of a proposal made by the Managing Director, or the General Manager, may pass resolutions on any deal or transaction, with the exception of those matters reserved by law or by the Articles of Association exclusively to the Board of Directors, and shall inform the Board about the event at the next meeting.*

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Article 23

1. *The Ordinary Shareholders' Meeting shall appoint three Standing Auditors, one of which will be elected Chairman, and two stand-in auditors, which shall hold office for three financial years. Their term ends on the date of the Shareholders' Meeting called to approve the financial statements relating to the last year of their appointment and they may be re-elected. The law and the provisions of these Articles of Association shall be observed for their appointment, dismissal and replacement.*
2. *The Statutory Auditors must be suitable for the performance of the office, in accordance with the legislation in force at the time and the Articles of Association and, in particular, they must meet the requirements of professionalism, integrity and independence and respect the criteria of competence, correctness and dedication of time, , and the specific limits on the accumulation of offices prescribed by the legislation in force at the time and by the Articles of Association and in any event those provided for by the European Directive of 26 June 2013 No. 36 (CRD IV).  
*The Statutory Auditors, in addition to the independence requirements provided for by the legislation in force at the time, must be in possession of the independence requirements provided for by Art. 13, paragraph 3, of the Articles of Association.*  
*Pursuant to the provisions of current rules and regulations, at least two Standing Auditors and one stand-in Auditor must have been entered in the Register of Auditors for at least three years and have not less than three years of experience as a statutory auditor. Statutory Auditors who are not entered in the Register of Auditors must have at least three years of experience in:*
  - a) *professional activities as a certified public accountant or lawyer, rendered primarily to the banking, insurance and financial sectors;*
  - b) *teaching, at University level, subjects concerning - in the legal field - banking, commercial and/or fiscal law, as well as financial markets and - in the business/finance field - banking**

EXTRAORDINARY SHAREHOLDERS' MEETING  
ITEM 1 ON THE AGENDA

*operations, business economics, accountancy, the running of the securities markets, the running of the financial and international markets and corporate finance;*

*c) management functions at public entities governmental authorities operating in the credit, financial or insurance sector, as well as in the provision of investment services sector or collective portfolio management sector, both of which are defined in Legislative Decree no. 58 of 24 February 1998.*

- 3. The appointment of standing and stand-in members of the Board of Statutory Auditors takes place on the basis of lists submitted by entitled persons in which the candidates must be listed in numerical order. Lists shall be divided in two sections, containing respectively up to three candidates for the position of Statutory Auditor and up to two candidates for the position of Stand-in Statutory Auditor. As a minimum, the first two candidates for the position of Statutory Auditor and the first candidate for the position of Stand-in Statutory Auditor in the respective lists must be entered in the Register of Auditors and have experience as a statutory auditor in accordance with paragraph 2. Each list for the appointment of Statutory Auditor and Stand-in Statutory Auditor must have a number of candidates belonging to the least represented gender, so as to ensure compliance with at least the minimum requirements for gender equality prescribed by current law and regulations. No candidate may appear in more than one list, or shall otherwise be disqualified.*
- 4. In order to be valid, the lists must be filed at the Registered Office or the Head Office, also by means of remote communication and in accordance with the procedures stated in the notice of call which allows the identification of the parties filing the lists, no later than twenty-five days before the date of the Shareholders' Meeting (or within a different period of time according to applicable laws in force at the time) and must be made available to the public at the Registered Office, on the Company's website and through other channels provided for under current laws at least twenty-one days prior to the date of the Shareholders' Meeting (or within a different deadline as per applicable regulations).*
- 5. Each party entitled to vote (as well as (i) entitled persons belonging to the same group, intended as a party, which need not be a corporation, exercising control pursuant to Article 2359 of the Italian Civil Code and any subsidiary controlled by, or under the control of the said party, or (ii) shareholders who are party to a shareholders' agreement as per Article 122 of Legislative Decree no. 58 of 24 February 1998, or (iii) entitled persons who are otherwise associated with each other in a material relationship pursuant to current and applicable statutory or regulatory provisions) may submit individually or with others only one list, just like each candidate may only be included in one list, or otherwise be considered ineligible.*
- 6. Lists may be submitted by parties entitled to vote who alone or together with others, hold shares with voting rights representing at least the percentage of share capital required by applicable law and regulatory provisions in force at the time.*
- 7. Minority shareholders who are not affiliated with the shareholders concerned, shall be entitled to extend the deadline for presenting lists in the circumstances and according to the procedures set forth in current laws and regulations.*
- 8. Ownership of the minimum shareholding required to submit a list is calculated with regard to the shares registered to each shareholder, or to multiple shareholders combined, on the day on which the lists are filed at the Company. Ownership of the number of shares necessary to submit lists must be proven pursuant to current rules and regulations; proof may be submitted to the Company also after the lists have been filed, provided that it is submitted within the deadline for when the Company must make the lists public.*
- 9. The entitled persons who submitted a list must also file any additional documentation and declarations required by the laws and regulations in force at the time, within the deadline indicated in paragraph 4 above. Any list that does not meet the above requirements shall be deemed to have not been submitted.*
- 10. Each eligible voter may vote for one list only.*
- 11. The members of the Board of Statutory Auditors shall be elected as follows:*
  - a) 2 (two) Standing Auditors and 1 (one) Stand-in Statutory Auditor are drawn from the list obtaining the largest number of votes cast by the Shareholders, in the order in which they appear on the list ;*
  - b) the remaining Statutory Auditor and the remaining Stand-in Statutory Auditor are drawn from the list that obtained the most votes after the list referred to in letter a). The first candidates of the related section are thus elected Statutory Auditor and Stand-in Statutory Auditor.*

EXTRAORDINARY SHAREHOLDERS' MEETING  
ITEM 1 ON THE AGENDA

12. *The Chairmanship of the Board of Statutory Auditors will go to the first candidate of Standing Auditors from the minority list receiving the most votes.*
  13. *If, in accordance with the deadlines and procedures set forth in the previous paragraphs, only one list or no list has been presented, or the lists do not contain the required number of candidates to be elected, the Shareholders' Meeting shall pass a resolution for the appointment or completion of the Board of Statutory Auditors by relative majority. If there is a tie vote between several candidates, a run-off election shall be held between them with a further vote of the Shareholders' Meeting. The Shareholders' Meeting shall be required to ensure compliance with the provisions of applicable laws and regulations concerning gender balance.*
  14. *In the event the death, resignation, withdrawal or removal from office for any other reason of a Statutory Auditor, he/she shall be replaced by the Stand-in Statutory Auditor, from the same list as the outgoing Auditor, in the order in which they appear on the list, complying with the minimum number of members entered in the Register of Auditors who have been engaged in auditing activities as per paragraph 3 and in compliance with gender equality principles. If this is not possible, the outgoing Auditor shall be replaced by the Stand-in Statutory Auditor meeting the specified requirements, drawn from the minority list which obtained the most votes, following the order in which they appear on the list. Where the appointment of Auditors is not carried out using the slate voting system, the Stand-in Statutory Auditor shall take over pursuant to statutory provisions. Should it be necessary to replace the Chairman, the Stand-In Statutory Auditor taking over shall also serve as Chairman. The Shareholders shall appoint or replace Auditors in meetings called in accordance with article 2401, paragraph 1 of the Italian Civil Code in compliance with the principle of adequate representation of minority shareholders and gender equality. Where the appointment of the Stand-in Statutory Auditor in lieu of the Statutory Auditor is not confirmed by the Shareholders' Meeting, he/she shall return to his/her position as Stand-in Statutory Auditor.*
  15. *The Board of Statutory Auditors shall be considered as having been validly constituted if the majority of Statutory Auditors are present, and resolutions shall be passed by an absolute majority of those present. in case of a tie, the vote cast by the Chairman shall prevail.*
  16. *If deemed appropriate by the Chairman of the Board of Statutory Auditors, meetings of the Board of Statutory Auditors may be held using telecommunication facilities, provided that each attendee can be identified by all the other attendees and that each of them is able to intervene in real time during the discussion of the issues at hand, as well as receive, transmit and view documents. If these requirements are met, the meeting of the Board of Statutory Auditors shall be considered to have been held in the place where the Chairman is located.*
  17. *The Ordinary Shareholders' Meeting shall establish the annual remuneration for each Auditor as required by law. Auditors shall be entitled to reimbursement of the costs incurred in carrying out their duties.*
- 2) *confer on the Chairman of the Board of Directors and on the Chief Executive Officer and General Manager, separately from each other and with the power to sub-delegate, any and all the broadest powers to fulfil the required formalities, pursuant to the law, for the registration of the adopted resolution in the Company Register, with the power to make any amendments or additions of a non-substantial nature or as required by the competent Authorities to the resolution itself, as well as any power to carry out any consequent legal and regulatory obligations."*

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FinecoBank S.p.A.

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING  
FEBRUARY 18, 2020

Attendance to meeting: no. 1,414 Shareholders in person or by proxy  
representing no. 429,922,295 ordinary shares corresponding 70.604811% of the share capital

**SUMMARY REPORT OF THE VOTES ON THE AGENDA OF THE MEETING**

**ORDINARY PART**

1. Integration of the Board of Directors. Related and consequent resolutions.

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In favour	1,404	428,398,086	99.645470	99.645470	70.354495
Against	7	1,508,869	0.350963	0.350963	0.247797
Abstentions	1	15,335	0.003567	0.003567	0.002518
Not voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>1,412</b>	<b>429,922,290</b>	<b>100.000000</b>	<b>100.000000</b>	<b>70.604810</b>

**EXTRAORDINARY PART**

1. Amendments to articles 13, 17 and 23 of Articles of Association.

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In favour	1,414	429,922,295	100.000000	100.000000	70.604811
Against	0	0	0.000000	0.000000	0.000000
Abstentions	0	0	0.000000	0.000000	0.000000
Not voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>1,414</b>	<b>429,922,295</b>	<b>100.000000</b>	<b>100.000000</b>	<b>70.604811</b>

Ordinary Shareholders' Meeting February 18, 2020RESULTS OF VOTING

Subject : **Integration of the Board of Directors.**

**Attendees:**

n° **1.412** shareholders entitled to vote took part in the voting on own behalf or by proxy

n° **429.922.290** ordinary shares

**The counting of votes produced the following results:**

		<b>%OF ORDINARY SHARES CAPITAL PRESENT (Voting Quorum)</b>	<b>%OF ORDINARY SHARE ENTITLED TO VOTE</b>	<b>%SHARE CAPITAL</b>
<b>Favour</b>	428.398.086	99,645470	99,645470	70,354495
<b>Against</b>	1.508.869	0,350963	0,350963	0,247797
<b>SubTotal</b>	429.906.955	99,996433	99,996433	70,602292
<b>Abstention</b>	15.335	0,003567	0,003567	0,002518
<b>Not voting</b>	0	0,000000	0,000000	0,000000
<b>SubTotale</b>	15.335	0,003567	0,003567	0,002518
<b>Total</b>	429.922.290	100,000000	100,000000	70,604810

Pursuant to Article 135-undecies of the TUF, 0 shares equal to 0.000000% of the shares represented in the meeting are not counted for the purposes of calculating the majority and the capital required to approve the resolution.

Ordinary Shareholders' Meeting of February 18, 2020

## RESULTS OF VOTING

Subject: **Integration of the Board of Directors.**

## AGAINST

Surname	Tot. Votes	On own behalf	Proxy
6408 CLERICI CAMILLA	0	0	0
**D FCP LBPAM ACTIONS CROISSANCE EURO	742.948	0	742.948
**D FCP TOCQUEVILLE VALUE EUROPE	400.000	0	400.000
**D FCP LBPAM ACTIONS EURO MIDCAP	7.450	0	7.450
**D RAVGDT DIVERSIFIE II LBPAM	38.378	0	38.378
6777 ESPOSITO MARCO	0	0	0
**D LBPAM ACTIONS FINANCE	25.000	0	25.000
**D LBPAM ACTIONS EUROPE	190.000	0	190.000
**D CNP TOCQUEVILLE VALUE EUROPE ISR	105.093	0	105.093
<b>Total votes</b>	1.508.869		
<b>Percentage of voters%</b>	0,350963		
<b>Percentage of share capital %</b>	0,247797		

Shareholders:  
Shareholders on own  
behalf:

7 People:  
0 Shareholders by  
proxy:

3 DE\* proxy to the natural persona bove mentioned with the badge number  
7 \*\*D proxy to natural person above mentioned with the badge number (voting at the specific "assisted voting station")

RL\* legal representation to the natural person above mentioned with the badge number

Ordinary Shareholders' Meeting of February 18, 2020

RESULTS OF VOTING  
Subject: **Integration of th Board of Directors.**

**ABSTENTIONS**

Surname	
6777	ESPOSITO MARCO
**D	MERSEYSIDE PENSION FUND

Tot. Votes	On own behalf	Proxy
0	0	0
15.335	0	15.335

<b>Total votes</b>	15.335
<b>Percentage of voters%</b>	0,003567
<b>Percentage of share capital %</b>	0,002518

Shareholders:  
Shareholders on own  
behalf:

1 People:  
0 Shareholders by  
proxy:

2 DE\* proxy to the natural persona bove mentioned with the badge number  
1 \*\*D proxy to natural person above mentioned with the badge number (voting at the specific "assisted voting station")

RL\* legal representation to the natural person above mentioned with the badge number

Ordinary Shareholders' Meeting of February 18, 2020

RESULTS OF VOTING  
Subject: **Integration of th Board of Directors.**

**NON VOTING**

Surname	Tot. Votes	On own behalf	Proxy
<b>Totale votes</b>	0		
<b>Percentage of voters %</b>	0,000000		
<b>Percentage of share capital %</b>	0,000000		

Shareholders:  
Shareholders on own  
behalf:

0 People:  
0 Shareholders by  
proxy:

0 DE\* proxy to the natural persona bove mentioned with the badge number  
0 \*\*D proxy to natural person above mentioned with the badge number (voting at the specific "assisted voting station")

RL\* legal representation to the natural person above mentioned with the badge number

Ordinary Shareholders' Meeting of February 18, 2020

## RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

## IN FAVOUR

Surname	Tot. Votes	On own behalf	Proxy
*RA* GARZOTTO SARA (DELEGATO COMPUTERSHARE SPA, RAPP. DESIGNATO EX ART. 135-UNDECIES TUF)	0	0	0
D** GENERALI AMBITION	280.000	0	280.000
D** GENERALI INVESTMENTS SICAV	1.268.927	0	1.268.927
D** GENERALI ITALIA SPA	74.803	0	74.803
D** GENERALI SMART FUNDS SICAV	95.218	0	95.218
D** GIE ALLEANZA OBBLIGAZIONARIO	330.647	0	330.647
11401 MARTIRIGGIANO ANTONIO	500	500	0
6408 CLERICI CAMILLA	0	0	0
**D NORDEA 1 SICAV	1.251.365	0	1.251.365
**D MOMENTUM INVESTMENT FUNDS SICAV SIF	83.850	0	83.850
**D JPMORGAN INVESTMENT FUNDS	3.976.093	0	3.976.093
**D JPMORGAN FUNDS	1.573.815	0	1.573.815
**D T. ROWE PRICE FUNDS SICAV	629.380	0	629.380
**D SCHRODER INTERNATIONAL SELECTION FUND	9.301	0	9.301
**D CAPITAL INTERNATIONAL FUND	194.972	0	194.972
**D MORGAN STANLEY INVESTMENT FUNDS	4.054	0	4.054
**D THE JUPITER GLOBAL FUND SICAV	2.653.348	0	2.653.348
**D GERANA SICAV-SIF, S.A.	26.884	0	26.884
**D JPMORGAN FUNDS (IRELAND) ICAV	364	0	364
**D AVIVA INVESTORS INVESTMENT SOLUTIONS	22.046	0	22.046
**D ARK LIFE ASSURANCE COMPANY LIMITED	22.740	0	22.740
**D BLACKROCK INDEX SELECTION FUND	527.265	0	527.265
**D SCHWAB INTERNATIONAL INDEX FUND	238.770	0	238.770
**D FIAM GROUP TRUST FOR EMPLOYEE BENEFIT PLANS	593.400	0	593.400
**D GIM TOKYO FD	17.760	0	17.760
**D HUNTINGTON NATIONAL BANK TAXABLE ACC	8.270	0	8.270
**D JAPAN TRUSTEE SERVICES BANK LTD	32.124	0	32.124
**D SCHWAB FUNDAMENTAL INTERNATIONAL SMALL COMPANY INDEX FUND	36.277	0	36.277
**D PYRAMIS SELECT INTERNATIONAL SMALL CAP EQUITY FUND LLC	104.600	0	104.600
**D THE MASTER TRUST BANK OF JAPAN LTD	2.300	0	2.300
**D PIONEER FLEXIBLE OPPORTUNITIES FUND	353.009	0	353.009
**D FIDELITY SAL ST FIDELITY GLOBAL EX US IN	158.964	0	158.964
**D VANGUARD FUNDS PLC	375.754	0	375.754
**D RAINIER INT SMALL CAP EQUITY COL TR FUND	352.455	0	352.455
**D VANGUARD INVESTMENT SERIES PLC	750.863	0	750.863
**D FIDELITY SALEM STREET TRUST: SPARTAN TOTAL INTERNATIONAL INDEX FUND	104.232	0	104.232
**D DEVELOPED INTERNATION EQUITY SELECT ETF	3.272	0	3.272
**D JPMORGAN ETFS (IRELAND) ICAV	15.562	0	15.562
**D FIDELITY UCITS II ICAV	2.719	0	2.719
**D VARIABLE INSURANCE PRODUCTS FUND II: INTERNATIONAL INDEX PORTFOLIO	2.354	0	2.354
**D FIDELITY COMMON CONTRACTUAL FUND II	48.681	0	48.681
**D FIDELITY SALEM STREET TRUST: FIDELITY ZERO INTERNATIONAL INDEX FUND	24.348	0	24.348
**D FIDELITY CONCORD STREET TRUST FIDELITY SERIES INTERNATIONAL INDEX FUND	4.689	0	4.689
**D THE MASTER TRUST BANK OF JAPAN LTD	127.110	0	127.110
**D BBHOS SCHRODER INTR EQ T	28.936	0	28.936

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Shareholder: 1.404 People: 4  
 Shareholders on own behalf: 1 Shareholders by proxy: 1.403

DE\* proxy to the natural persona bove mentioned with the badge number

\*\*D proxy to natural person above mentioned with the badge number (voting at the specific "assisted voting station")

RL\* legal representation to the natural person above mentioned with the badge number

Ordinary Shareholders' Meeting of February 18, 2020

## RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

## IN FAVOUR

Surname	Tot. Votes	On own behalf	Proxy
**D THE MASTER TRUST BANK OF JAPAN LTD	33.675	0	33.675
**D FIDELITY INVESTMENT TRUST FIDELITY SERIES OVERSEAS FUND	5.820.885	0	5.820.885
**D EUROPEAN EQUITY FUND OF KOKUSAI TRUST INTERTRUST TRUSTEES	15.676	0	15.676
**D ADVISER MANAG TRUST TACTICAL OFFEN EQ FU	20.620	0	20.620
**D ZURICH INSURANCE PLC	15.684	0	15.684
**D ZURICH INVESTMENTS LIFE SPA	404.131	0	404.131
**D BAYVK G2 FONDS	75.204	0	75.204
**D BE TURN	147.326	0	147.326
**D DEKA MASTER HAEK I	153.979	0	153.979
**D UNIVERSAL CAV	17.797	0	17.797
**D BAYVK A4 FONDS	69.088	0	69.088
**D ALLIANZGI FONDS BAT LS	73.600	0	73.600
**D ALLIANZGI FONDS AFE	110.198	0	110.198
**D ALLIANZGI FONDS PTV2	157.080	0	157.080
**D ALLIANZGI FONDS PF1	9.917	0	9.917
**D ALLIANZGI FONDS PF2	87.262	0	87.262
**D BNP PARIBAS FUND	1.192.100	0	1.192.100
**D JANUS HENDERSON HORIZON FUND	467.076	0	467.076
**D JANUS HENDERSON FUND	191.894	0	191.894
**D BERG	21.178	0	21.178
**D PICTET TR	616.253	0	616.253
**D BNP PARIBAS EASY	81.347	0	81.347
**D UBAM	110.447	0	110.447
**D BNP PARIBAS B PENSION GROWTH	146.170	0	146.170
**D BNP PARIBAS B PENSION STABILITY	64.607	0	64.607
**D METROPOLITAN RENTASTRO	244.479	0	244.479
**D BNP PARIBAS B PENSION BALANCED	877.387	0	877.387
**D BNPPF S FUND	230.000	0	230.000
**D BPSS DUBLIN/RIVER AND MERCANTI	9.663	0	9.663
**D BPSS LUXEMBOURG/BNP PARIBAS FU	24.422	0	24.422
**D JANUS HENDERSON INSTITUTIONAL EUROPEAN INDEX OPPORTUNITIES FUND	5.348	0	5.348
**D JANUS HENDERSON EUROPEAN SMALLER COMPANIES FUND	440.949	0	440.949
**D WITAN INVESTMENT TRUST PLC	153.275	0	153.275
**D ADIFM INTERNATIONAL EUROPE FUND	11.138	0	11.138
**D MERCER UNHEDGED OVERSEAS SHARES TRUST	44.764	0	44.764
**D AMP INTERNATIONAL EQUITY INDEX FUND HEDG	47.285	0	47.285
**D WHOLESALE UNIT TRU MSCI GLOB IND SHAR FU	2.209	0	2.209
**D AMP CAPITAL SPEC INTERN SHARE FUND	59.517	0	59.517
**D KIWI INVEST MAN WHOLESALE CORE GLOBAL FD	27.924	0	27.924
**D BNZ WHOLESALE INTERN EQUITIES INDEX FUND	8.491	0	8.491
**D BNP PARIBAS MIDCAP EUROPE	200.555	0	200.555
**D FCP CAMGESTION ACTIONS CROISSANCE	212.207	0	212.207
**D FCP GERISO	1.700	0	1.700
**D FCP BNPP ACTIONS ENTREPRENEURS	718.574	0	718.574
**D SODIUM 1	56.341	0	56.341

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Shareholder: 1.404 People: 4  
 Shareholders on own behalf: 1 Shareholders by proxy: 1.403

DE\* proxy to the natural persona bove mentioned with the badge number

\*\*D proxy to natural person above mentioned with the badge number (voting at the specific "assisted voting station")

RL\* legal representation to the natural person above mentioned with the badge number

Ordinary Shareholders' Meeting of February 18, 2020

## RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

## IN FAVOUR

Surname	Tot. Votes	On own behalf	Proxy
**D BNP PARIBAS ACTIONS PME	472.518	0	472.518
**D CARDIF BNPP IP SMID CAP EURO	752.027	0	752.027
**D FCP CNP ASSUR SMID CAP EUROPE	75.539	0	75.539
**D BNP PARIBAS SMALL CAP EUROLAND	1.572.702	0	1.572.702
**D FCP BNP PARIBAS ACTIONS EUROPE	1.744	0	1.744
**D CARDIF BNPP IP SMID CAP EUROPE	169.778	0	169.778
**D FCP FCE INVEST EURO	119.553	0	119.553
**D BNP PARIBAS ACTIONS PME ETI	253.782	0	253.782
**D STICHTING AHOLD DELHAIZE PENSIOEN	52.804	0	52.804
**D ACTIAM RESPONSIBLE INDEX FUND EQUITY EUR	123.371	0	123.371
**D ACTIAM BELEGGINGSFONDSEN NV	8.705	0	8.705
**D FRANCE PLACEMENT EURO ESG PLUS	406.075	0	406.075
**D FCP FRANCE PLCT INTERNATIONAL	30.010	0	30.010
**D FCP FRANCE PLACEMENT EURO ESG	188.611	0	188.611
**D FCP FCE PLCT INTERNATIONAL ESG PLUS	251.608	0	251.608
**D FONDS DE RESERVE POUR LES RETRAITES	173.337	0	173.337
**D JANUS HENDERSON EUROPEAN FOCUS FUND	406.888	0	406.888
**D WORLD TRADE ORGANIZATION PENSION PLAN	5.647	0	5.647
**D PAM PICTET INSTITUTIONAL WORLD EX SWISS EQUITIES TRACKER EX SL	40.714	0	40.714
**D PICTET CH GLOBAL EQUITIES	7.367	0	7.367
**D SWISS LIFE LUXEMBOURG SA	33.554	0	33.554
**D MEMNON FUND	3.788.105	0	3.788.105
**D PICTET EUROLAND INDEX	31.858	0	31.858
**D PICTET - SMALL CAP EUROPE	221.709	0	221.709
**D PICTET EUROPE INDEX	113.769	0	113.769
**D SHINKO GLOBAL EQUITY INDEX MOTHER FUND	300	0	300
**D FOREIGN STOCK INDEX MOTHER FUND ONAL DEVELOPED COUNTRIES INDEX MOTHER FUND	18.000	0	18.000
**D KAPIT PENSAM INVEST PSI 10 GLOBAL AKTIER	29.298	0	29.298
**D INVESTERINGSF NORDEA INV EURO SMALL CAP	52.801	0	52.801
**D INVESTERINGSF NOR INV GLOB AKTIER INDEKS	2.209	0	2.209
**D INVESTERINGSF NORDEA INVEST EUROPA	114.041	0	114.041
**D NORDEA EUROPE FUND	1.221.945	0	1.221.945
**D NORDEA PRO EUROPEAN FUND	30.813	0	30.813
**D NORDEA EUROPEAN PASSIVE FUND	23.979	0	23.979
**D NORDEA GLOBAL PASSIVE FUND	22.547	0	22.547
**D NORDEA EUROPEAN SMALLER COMPANIES FUND	59.709	0	59.709
**D STICHTING SHELL PENSIOENFONDS	58.461	0	58.461
**D SINGLE SELECT PLATFORM	380.065	0	380.065
**D SHELL TRUST (BERMUDA) LIMITED AS TRUSTEE OF THE SHELL INTERNATIONAL PENSION FUND	7.772	0	7.772
**D SHELL TRUST (BERMUDA) LTD AS TRUSTEE OF THE SHELL OVERSEAS CONTRIBUTORY PENSION FUND	23.440	0	23.440
**D DEKA INVESTMENT GMBH RE ARIDEKA	1.700.000	0	1.700.000
**D DEKA INVEST. RE DEKA-DIVIDENDENDISCOUNT	75.200	0	75.200
**D DEKA INV GMBH R DEK MSCI WORLD UCITS ETF	4.410	0	4.410
**D DEKA INV GMBH RE DEKA EUROPA AKTN STRATE	57.340	0	57.340
**D DEKA INVESTMENT GMBH RE DEKA-DIVIDEND VA	250.000	0	250.000

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Shareholder: 1.404 People: 4  
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Ordinary Shareholders' Meeting of February 18, 2020

RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

**IN FAVOUR**

Surname	Tot. Votes	On own behalf	Proxy
**D DEKA EURO ISTOXX EX FIN DIVIDE UCITS ETF	3.161	0	3.161
**D DEKA INV. GMBH DEKA MSCI EUROPE UCITS ET	23.323	0	23.323
**D DEKA INVEST DIVIDENDENSTRATEGIE	2.600.000	0	2.600.000
**D H.E.S.T. AUSTRALIA LIMITED	24.316	0	24.316
**D VANGUARD INTERNATIONAL SHARE INDEX FUND	225.884	0	225.884
**D VANGUARD ETHICALLY CONSCIOUS INTERNATIONAL SHARES INDEX FUND	9.915	0	9.915
**D AUSTRALIANSUPER	11.957	0	11.957
**D CONSTRUCTION AND BUILDING UNIONS SUPER F	13.271	0	13.271
**D TEACHERS` RETIREMENT SYSTEM OF THE CITY OF NEW YORK	73.804	0	73.804
**D UBS ASSET MANAGEMENT LIFE LTD	254.415	0	254.415
**D UI E	42.500	0	42.500
**D MINE SUPERANNUATION FUND	16.619	0	16.619
**D MANAGED PORTFOLIO SERIES INTL SH FUND 1	7.880	0	7.880
**D JPMORGAN CHASE BANK - PB - UNITED STATES TRUSTS	2.051	0	2.051
**D JPMORGAN CHASE BANK PB UNITED STATES PARTNERSHIP	1.271	0	1.271
**D WA LOCAL GOVERNMENT SUPERANNUATION PLAN	21.744	0	21.744
**D GENERAL MOTORS PENSIOENFONDS OFP	4.949	0	4.949
**D ONEPATH GLOBAL SHARES LARGE CAP (UNHEDGED) INDEXPOOL	47.719	0	47.719
**D JEFFREY LLC	105.144	0	105.144
**D WESTPAC WHOLESALE UNHEDGED INT SHARE TRU	43.815	0	43.815
**D ANZ WHOLESALE INTERN.SHARE NO. 1 FUND	1.439	0	1.439
**D STANDARD CHARTERED BANK HONG KONG RETIRE	26.859	0	26.859
**D AXA EQUITABLE LIFE INSURANCE CO	5.580	0	5.580
**D JPMORGAN CHASE BANK - PB - UNITED STATES TRUSTS - CRA TREATY	1.320	0	1.320
**D MERIFIN CAPITAL B.V.	38.830	0	38.830
**D JPMORGAN LIFE LIMITED	91.719	0	91.719
**D IBM PERSONAL PENSION PLAN TRUST	90.099	0	90.099
**D WSSP INTERNATIONAL EQUITIES TRUST	68.156	0	68.156
**D BT WHOLESALE MULTI MANAG INTL SHARE FUND	19.746	0	19.746
**D ACCIDENT COMPENSATION CORPORATION	43.866	0	43.866
**D CHINA LIFE INSURANCE COMPANY LIMITED	169.997	0	169.997
**D FIDELITY INVESTMENTS MONEY MANAGEMENT IN	2.004	0	2.004
**D CAPITAL GROUP EMPLOYEE BENEFIT INV.TRUST	243.761	0	243.761
**D JPMORGAN MULTI ASSET TRUST PLC	55.591	0	55.591
**D JPMORGAN FUND III ICVC JPM DIVERSIFIED GROWTH FUND	2.292	0	2.292
**D T ROWE PRICE GLOBAL ALLOCATION FUND INC	52.835	0	52.835
**D T ROWE PRICE INTERNATIONAL EQUITY INDEX FUND	41.888	0	41.888
**D ABU DHABI RETIREMENT PENSIONS AND BENEFI	79.496	0	79.496
**D MINISTRY OF ECONOMY AND FINANCE	153.856	0	153.856
**D EUROPACIFIC GROWTH FUND	25.688.106	0	25.688.106
**D T. ROWE PRICE INTERNATIONAL DISCOVERY FUND	4.575.580	0	4.575.580
**D CAPITAL WORLD GROWTH & INCOME FUND INC	7.750.000	0	7.750.000
**D EQ ADV DYNAMIC MODERATE GROWTH PORTFOLIO	24.635	0	24.635
**D JNL MELLON CAPITAL INTNAL INDEX FUND	68.025	0	68.025
**D EQ ADVISORS TRUST ATM INTERNATIONAL MANAGED VOLATILITY PORTFOLIO	61.788	0	61.788

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Ordinary Shareholders' Meeting of February 18, 2020

RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

**IN FAVOUR**

Surname	Tot. Votes	On own behalf	Proxy
**D MFS INTERNATIONAL NEW DISCOVERY FUND	2.502.438	0	2.502.438
**D FLEXSHARES MORNINGSTAR DEVELOPED MARKETS EX-US FACTOR TILT INDEX FUND	6.110	0	6.110
**D INTERNATIONAL GROWTH AND INCOME FUND	4.368.749	0	4.368.749
**D FIDELITY CENTRAL INVESTMENT PORTFOLIOS L	823.300	0	823.300
**D FIDELITY DIVERSIFIED INTERNATIONAL FUND	4.372.400	0	4.372.400
**D GOLDMAN SACHS TRUST - GOLDMAN SACHS ABSOLUTE RETURN TRACKER FUND	2.900	0	2.900
**D PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	66.947	0	66.947
**D THE MASTER TRUST BANK OF JAPAN LTD	496.119	0	496.119
**D JPMORGAN FUND ICVC JPM GLOBAL EQUITY I	82.443	0	82.443
**D JPM FUND ICVC JPM MULTI ASSET INCOME FD	23.487	0	23.487
**D JPM FUND ICVC JPM GLBL RSR ENHCD EQTY F	11.748	0	11.748
**D JPMORGAN FUND ICVC JPM EUROPE FUND	15.741	0	15.741
**D SHELL PENSIONS TRUST LIMITED AS TRUSTEE OF SHELL CONTRIBUTORY PENSION FUND	28.250	0	28.250
**D THE CAR CARE PENSION PLAN	7.220	0	7.220
**D VANGUARD ESG INTERNATIONAL STOCK ETF	33.482	0	33.482
**D VANGUARD FIDUCIARY TRUST COMPANY EUROPEAN STOCK INDEX TRUST	30.334	0	30.334
**D VANGUARD TOTAL INTERNATIONAL STOCK INDEX	9.973.257	0	9.973.257
**D THE MASTER TRUST BANK OF JAPAN LTD	1.230.599	0	1.230.599
**D VANGUARD INTERNATIONAL EXPLORER FUND	1.406.400	0	1.406.400
**D HONG KONG EXPORT CREDIT INSURANCE CORPOR	10.252	0	10.252
**D STATE OF CALI SAV PLUS PROG MASTER TRUST	342.575	0	342.575
**D CITY OF PHILADELPHIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	33.047	0	33.047
**D DEKA A-DOR-FONDS	18.562	0	18.562
**D DEKA INVE GMBH RE DEKA PRIVATVORSORGE AS	13.857	0	13.857
**D DEKA INVESTMENT GMBH RE LANDSBERG-FONDS	15.100	0	15.100
**D HC RENTE	5.795	0	5.795
**D VGV POOLFONDS PA1	30.763	0	30.763
**D DEKA VALUE PLUS	44.992	0	44.992
**D SUEBIA FONDS	3.886	0	3.886
**D BMW AG	5.914	0	5.914
**D EPS	7.916	0	7.916
**D MI-FONDS 392	368.900	0	368.900
**D RAGS FUNDMASTER	46.749	0	46.749
**D VGV POOLFONDS METZLER	565.000	0	565.000
**D ALLIANZGI-FONDS DSPT	16.303	0	16.303
**D SIEMENS FONDS SIEMENS RENTE	120.238	0	120.238
**D VARIABLE INSURANCE PRODUCTS FUND OVERSEAS FUND	833.800	0	833.800
**D FIDELITY INVESTMENT TRUST: FIDELITY OVER	4.137.100	0	4.137.100
**D JPMORGAN GLOBAL GROWTH AND INCOME PLC	494.145	0	494.145
**D DEKA INTERNATIONAL S.A. RE DEKA-EUROSTOC	514.040	0	514.040
**D T ROWE PRICE EUROPEAN STOCK FUND	1.067.150	0	1.067.150
**D EQ ADVISORS TRUST AXA AB DYNAMIC GROWTH PORTFOLIO	5.545	0	5.545
**D VANTAGETRUST III MASTER COLLECTIVE INVESTMENT FUNDS TRUST	39.550	0	39.550
**D STICHTING PENSIOENFONDS VOOR HUISARTSEN	22.709	0	22.709
**D THE MASTER TRUST BANK OF JAPAN LTD	49.583	0	49.583

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Ordinary Shareholders' Meeting of February 18, 2020

## RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

## IN FAVOUR

Surname	Tot. Votes	On own behalf	Proxy
**D BUREAU OF LABOR FUNDS-LABOR PENSION FUND	75.915	0	75.915
**D STATE OF WYOMING	19.960	0	19.960
**D FIDELITY INVESTMENT FUNDS FIDELITY INDEX WORLD FUND	27.052	0	27.052
**D T.ROWE PRICE FUNDS OEIC CONTINENTAL EU	6.152	0	6.152
**D FIDELITY INVESTMENT FUNDS FIDELITY INDEX EUROPE EX UK FUND	34.561	0	34.561
**D TRUST AND CUSTODY SERVICES BANK LIMITED	45.048	0	45.048
**D TRUST AND CUSTODY SERVICES BANK LTD. AS TRUSTEE FOR MHTB AS TRUSTEE FOR MHAM INTERNATIONAL EQUITY IN 6.271		6.271	0
**D VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST	283.675	0	283.675
**D JPMORGAN INSURANCE TRUST INCOME BUILD PO	5.070	0	5.070
**D JPMORGAN INSURANCE TRUST GLOBAL ALLOC PO	6.263	0	6.263
**D JPMORGAN INCOME BUILDER FUND	741.213	0	741.213
**D JPMORGAN GLOBAL RESEARCH ENHANCED INDEX FUND	47.832	0	47.832
**D JPMORGAN GLOBAL ALLOCATION FUND	206.893	0	206.893
**D JPMORGAN INTERNAT.RESEARCH ENHANCED EQUI	2.084.623	0	2.084.623
**D JPMORGAN BETABUILDERS EUROPE ETF	208.612	0	208.612
**D JPMORGAN BETABUILDERS INTERNATIONAL	660	0	660
**D JPMORGAN INTERNATIONAL HEDGED EQUITY FUN	29.194	0	29.194
**D JPMORGAN DIVERSIFIED FUND	52.090	0	52.090
**D COMMINGLED PENSION TR FUN INT OPPORTUNIT	643.410	0	643.410
**D T ROWE INTL SMALL CAP EQUITY TRUST	445.480	0	445.480
**D PROVEDA GLOBAL EQUITY LP	1.058	0	1.058
**D STATE OF NEW MEXICO STATE INVEST COUNCIL	73.504	0	73.504
**D PENSION TRUST FUND FOR OPERATING ENGINEE	450.000	0	450.000
**D KATHERINE C. MOORE CHARITABLE LEAD ANNUITY TRUST II	501	0	501
**D COMMINGLED PENSION TRUST FUND (INTREPID INTERNATIONAL) OF JPMORGAN CHASE BANK	232.658	0	232.658
**D CGMPV LLC	555	0	555
**D COMMINGLED PENSION TRUST FUND (GLOBAL OP	878.321	0	878.321
**D U S STEEL CORPO REPRES RETIREES BENEF TR	657	0	657
**D JPMORGAN INTERNATIONAL EQUITY PLUS FUND	6.264	0	6.264
**D JNL FRANKLIN TEMPLETON GRO ALLOCATION FU	237.000	0	237.000
**D FMR CAPITAL INC.	454	0	454
**D D. E. SHAW VALUE ALL COUNTRY ALPHA EXTENSION	1.212	0	1.212
**D D. E. SHAW WORLD ALPHA EXTENSION PORTFOLIOS LLC	6.268	0	6.268
**D D. E. SHAW ALL COUNTRY GLOBAL	1.467	0	1.467
**D MAN MULTI STRATEGY MASTER FUND C O MAPLES CORPORATE SERVICES LIMITED	868	0	868
**D MAN QUALIFYING INVESTOR FUNDS PLC MAN GLG ELS MASTER QIF	9.671	0	9.671
**D CS INVESTMENT FUNDS 2	367.559	0	367.559
**D CREDIT SUISSE INDEX FUND (LUX)	231.924	0	231.924
**D CREDIT SUISSE INDEX FUND (LUX) CSIF (LUX) BOND GOVERNMENT EUR BLUE	203.614	0	203.614
**D NMM3 EUEQ MFS ACCOUNT	6.575	0	6.575
**D SIX CIRCLES INTERNATIONAL UNCONSTRAINED	180.994	0	180.994
**D SIX CIRC MAN EQ PORT INT UNCON	32.693	0	32.693
**D AXA ASSICURAZIONI SPA	55.000	0	55.000
**D FONDAZIONE ROMA SIF	3.307	0	3.307

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Ordinary Shareholders' Meeting of February 18, 2020

## RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

## IN FAVOUR

Surname	Tot. Votes	On own behalf	Proxy
**D TOTAL GESTION FLEX PATRI	46.511	0	46.511
**D COMPT EUROPE	80.000	0	80.000
**D AXIVA ACTION 1	31.010	0	31.010
**D AXA VALEURS EURO	1.713.000	0	1.713.000
**D FCPE TOTAL ACTIONS EUROPEENNES	700.000	0	700.000
**D AXA AA DIVERSFIE INDICIEL 1	41.199	0	41.199
**D FCP AVIVA STRUCTURE INDEX 3	11.067	0	11.067
**D AXA OPTIMAL INCOME	1.857.910	0	1.857.910
**D CAISSE DES DEPOTS ET CONSIGNATIONS	8.508	0	8.508
**D FCP ERAFP ACT EUR 7 OFI	175.000	0	175.000
**D TRUSTEAM ROC EUROPE C O TRUSTEAM FINANCE	180.000	0	180.000
**D FCP BRONGNIART AVENIR	70.000	0	70.000
**D CM CIC SMALL AND MIDCAP EURO	238.000	0	238.000
**D FUNDACAO CALOUSTE GULBENKIAN	21.512	0	21.512
**D STICHTING PENSIOENFONDS PROVISUM	3.589	0	3.589
**D BLACKROCK INSTITUTIONAL POOLED FUNDS PLC	97.324	0	97.324
**D NFS LIMITED TRAFALGAR COURT ADMIRAL PARK ST. PETER PORT	27.602	0	27.602
**D SAS TRUSTEE CORPORATION	10.115	0	10.115
**D FIDUCIARY TRUST COMPANY INTERNATIONAL AS AGENT FORUS CLIENTS	29.000	0	29.000
**D BRUNEI SHELL RETIREMENT BENEFIT FUND	1.457	0	1.457
**D BANCO CENTRAL DE TIMOR LESTE (BCTL)	59.081	0	59.081
**D CONNECTICUT GENERAL LIFE INSURANCE COMPANY	6.998	0	6.998
**D TELSTRA SUPERANNUATION SCHEME	6.004	0	6.004
**D ISHARES WHOLESALE SCREENED INT EQ IND F	3.995	0	3.995
**D ADVANCE INTERNATIONAL SHARE INDEX FUND	47.788	0	47.788
**D ISHARES ALLCOUNTRY EQUITY INDEX FUND	2.736	0	2.736
**D ENERGY CORPORATION RETIREMENT PLANS MASTER TRUST	47.978	0	47.978
**D TROPIC INTERNATIONAL SHARE (UNHEDGED) F	30.925	0	30.925
**D ISHARES WHOLESALE INTERN EQ INDEX FUND	40.982	0	40.982
**D SUPERANNUATION FUNDS MANAGEMENT CORPORAT	2.551	0	2.551
**D STICHTING PENSIOENFONDS VOPAK	146.846	0	146.846
**D RETIREMENT INCOME PLAN OF SAUDI ARABIAN OIL COMPANY	1.431	0	1.431
**D NVIT INTERNATIONAL INDEX FUND	84.711	0	84.711
**D SBC MASTER PENSION TRUST 208	15.345	0	15.345
**D EQ ADVISORS TRUST AXA INTERNATIONAL CORE MANAGED VOLATILITY PORTFOLIO	29.909	0	29.909
**D EQ ADVISORS TRUST AXA GLOBAL EQUITY MANAGED VOLATILITY PORTFOLIO	25.964	0	25.964
**D EQ ADVISORS TRUST AXA INTERNATIONAL MANAGED VOLATILITY PORTFOLIO	88.392	0	88.392
**D SBC MASTER PENSION TRUST	24.154	0	24.154
**D MTB GOVERNMENT PENSION INVESTMENT FUND 400045794	2.222.255	0	2.222.255
**D AVIVA LIFE & PENSIONS UK LIMITED	151.732	0	151.732
**D THE MASTER TRUST BANK OF JAPAN LTD. AS TRUSTEE FOR MUTB400045792	352.974	0	352.974
**D MTB FOR GOVERNMENT PENSION FD45828	187.936	0	187.936
**D NATIONWIDE INTERNATIONAL INDEX FUND	51.200	0	51.200
**D EQ ADVISORS TR EQ TEMPLE GLOB EQ M VO P	5.849	0	5.849
**D THE MASTER TRUST BANK OF JAPAN LTD	20.828	0	20.828

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Ordinary Shareholders' Meeting of February 18, 2020

## RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

## IN FAVOUR

Surname	Tot. Votes	On own behalf	Proxy
**D ARTEMIS EUROPEAN OPPORTUNITIES FUND	673.783	0	673.783
**D BLACKROCK TACTICAL OPPORTUNITIES FUND OF BLACKROCKFUNDS	2.349	0	2.349
**D BLACKROCK INTERNATIONAL INDEX V.I.FUND OF BLACKROCK VARIABLE SERIES FUNDS INC.	7.920	0	7.920
**D BLACKROCK MULTI-ASSET INCOME PORTFOLIO OF BLACKROCK FUNDS II	402.041	0	402.041
**D THE MASTER TRUST BANK OF JAPAN LTD	51.856	0	51.856
**D THE MASTER TRUST BANK OF JAPAN LTD	267.164	0	267.164
**D BLACKROCK INSTITUTIONAL TRUST COMPANY N.A. INVESTMENT FUNDS FOR EMPLOYEE BENEFIT TRUSTS	4.827.456	0	4.827.456
**D BLACKROCK MSCI EAFE EQUITY INDEX NON LENDABLE FUND	145.715	0	145.715
**D DEVEL.EX FOSSIL FUEL IND. FD B(FTDEVXFF)	2.957	0	2.957
**D EUROPE EQUITY INDEX ESG SCREENED FU	39.123	0	39.123
**D MSCI EUROPE EQUITY INDEX FUND B (EU	486.201	0	486.201
**D MSCI EUROPE EQUITY ESG SCREENED INDEX FUND B	547	0	547
**D BLACKROCK MSCI EMU IMI INDEX FD B (EMUIM	573	0	573
**D MSCI WORLD EQUITY ESG SCREENED INDE	32.736	0	32.736
**D MSCI ACWI EX-U.S. IMI INDEX FUND B2	22.373	0	22.373
**D THRIFT SAVINGS PLAN	1.812.479	0	1.812.479
**D BLACKROCK CDN WORLD INDEX FUND	20.859	0	20.859
**D BLACKROCK CDN MSCI EAFE INDEX PLUS FUND	4.544	0	4.544
**D BLACKROCK CDN MSCI EAFE EQUITY INDEX FUN	255.030	0	255.030
**D EQ ADVIS TR EQ INVESCO INTL GROWTH PORTF	253.560	0	253.560
**D AVIVA INVESTORS FUND LLC	1.972	0	1.972
**D TRUST & CUSTODY SERVICES BANK LTD	83.663	0	83.663
**D TRUST & CUSTODY SERVICES BANK LTD AS TRUSTEE FOR PENSION INVESTMENT FUND TRUST NUMBER 21	12.198	0	12.198
**D LOMBARD ODIER FUNDS (SWITZERLAND) SA I3D	80.355	0	80.355
**D THE KOWLOON MOTOR BUS COMPANY (1933) LIMITED DAILY RATED EMPLOYEES RETIREMENT FUND SCHEME	12.969	0	12.969
**D VITASOY INTERNATIONAL HOLDINGS LIMITED DEFINED BENEFIT SCHEME	1.934	0	1.934
**D BEST INVESTMENT CORPORATION	29.981	0	29.981
**D JPMORGAN MULTI INCOME FUND	374.556	0	374.556
**D HSBC POOLED INVESTMENT FUND HSBC POOLED EUROPEAN EQUITY FUND	272.650	0	272.650
**D MARITIME AND PORT AUTHORITY OF SINGAPORE	20.798	0	20.798
**D JPMORGAN MULTI BALANCED FUND	9.706	0	9.706
**D AMUNDI HK PORT GROWTH FUND	14.196	0	14.196
**D REASSURE LIMITED	167.679	0	167.679
**D AI GLOBAL EQUITY FUND	59.463	0	59.463
**D HSBC LIFE (INTERNATIONAL) LIMITED	2.354	0	2.354
**D FTSE ALL WORLD INDEX FUND	33.732	0	33.732
**D AI STRATEGIC GLOBAL EQUITY FUND	35.073	0	35.073
**D FRIENDS LIFE AND PENSIONS LIMITED PIXHAM END	144.525	0	144.525
**D PUTM ACS EUROPEAN EX UK FUND	37.611	0	37.611
**D FRIENDS LIFE FUNDS LIMITED	89.339	0	89.339
**D HSBC ETFS PLC	12.487	0	12.487
**D AXA FRAMLINGTON FINANCIAL FUND	143.885	0	143.885
**D AXA FRAMLINGTON EUROPEAN FUND	105.000	0	105.000
**D TR EUROPEN GROWTH TRUST PLC	486.653	0	486.653
**D PUTM BOTHWELL EUROPE FUND	48.692	0	48.692

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Ordinary Shareholders' Meeting of February 18, 2020

RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

**IN FAVOUR**

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**D SONDERVERMOGEN VIM	20.580	0	20.580
**D INTERNATIONALE KAPITALANLAGEGESELLSCHAFT MBH	98.348	0	98.348
**D METZLER ASSET MANAGEMENT GMBH	731.814	0	731.814
**D HSBC EUROPEAN INDEX FUND	185.363	0	185.363
**D AVIVA INVE MLT STRATEGY TARGET RETURN FU	67.778	0	67.778
**D AVIVA INVE INTERNATIONAL INDEX TRACK	10.140	0	10.140
**D FCP ASTORG CROISSANCE	95.026	0	95.026
**D EQUITY EMU CREDIT SUISSE FUNDS AG	117.374	0	117.374
**D EQUITY WORLD EX CH QUALITY PENSION FUND CREDIT SUISSE FUNDS AG	5.770	0	5.770
**D EQUITY WORLD EX CH VALUE WEIGHTED PENSION FUND CREDIT SUISSE FUNDS AG	1.808	0	1.808
**D AXA VORSORGE FONDS II EQUITIES GLOBAL MARKETS PASSIVE CREDIT SUISSE FUNDS AG	34.036	0	34.036
**D CAIXABANK ASSET MANAGEMENT SGIIC SA	20.000	0	20.000
**D ALFRED F. KRAUSE	155	0	155
**D ANTHONY K. KESMAN TRUSTEE	825	0	825
**D WILLIAM J. BLEIL	515	0	515
**D MANNING AND NAPIER FUND INC.-BLEND ED ASSET MODERATE SERIES	5.490	0	5.490
**D MANNING AND NAPIER FUND INC PROBLEND MAXIMUM TERM SERIES TWO	154.235	0	154.235
**D ALFRED AND KATHRYNE KRAUSE	125	0	125
**D MANNING AND NAPIER FUND INC. BLEND ED ASSET EXTENDED SERIES	11.245	0	11.245
**D MANNING AND NAPIER FUND INC.OVE RS EAS SERIES	954.515	0	954.515
**D DANIEL P COWAN	320	0	320
**D MIAMI DADE COMMUNITY COLLEGE FOUNDATION	4.135	0	4.135
**D MARTIN J. FARELL	1.475	0	1.475
**D BOILMAKERS LODGE 154 RETIREMENT PLAN	8.650	0	8.650
**D WELLAND CHEMICAL INC.	700	0	700
**D BRUCE POWER PENSION PLAN	287.935	0	287.935
**D JAMES W DERRICK	13.160	0	13.160
**D MANNING AND NAPIER FUND INC. PRO BLEND MODERATE TERM	19.835	0	19.835
**D THE BAKERY AND CONFECTIONERY UNION AND INDUSTRY	120.215	0	120.215
**D MICHAEL HOTARY	180	0	180
**D SUSAN M. SNYDER	315	0	315
**D MANNING AND NAPIER FUND INC PR O BLEND EXTENDED TERM SERIES	33.750	0	33.750
**D BRICKLAYERS AND ALLIED CRAFT WORKERS LOCAL 2 ALBANY NY PENSION FUND	9.015	0	9.015
**D PNC BANK NA	14.995	0	14.995
**D WILLIAM W. DERRICK FAMILY 2008 G ST EXEMPT REMAINDER TRUST	510	0	510
**D WILLIAM W. DERRICK FAMILY 2008 REMAINDER TRUST	2.175	0	2.175
**D AMUNDI SGR SPA / AZIONARIO EUROPA	187.610	0	187.610
**D GRANDEUR PEAK INT. OPPORT FUND	423.798	0	423.798
**D GRANDEUR PEAK GLOBAL OPPORTUN.	169.022	0	169.022
**D GRANDEUR PEAK GLO REACH FUND	87.914	0	87.914
**D GRANDEUR PEAK GLOBAL OPP FUND	412.145	0	412.145
**D SEI GLOBAL MASTER FUND PLC UK	12.220	0	12.220
**D GRANDEUR PEAK INTL STALWARTS F	893.168	0	893.168
**D CIPAV ALOIS	109.287	0	109.287
**D AXA INVESTMENT MANAGERS PARIS	62.868	0	62.868

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Ordinary Shareholders' Meeting of February 18, 2020

## RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

## IN FAVOUR

Surname	Tot. Votes	On own behalf	Proxy
**D SOGECAP ACTIONS SMALL CAP	726.492	0	726.492
**D UF 6 A ACT	55.000	0	55.000
**D CASSETTE DIVERSIFIE	97.535	0	97.535
**D GRANDEUR PEAK GLOB STALWARTS	125.366	0	125.366
**D SOGECAP AP LOW CARBON	30.401	0	30.401
**D ALLIANCEBERNSTEN FUND DYNAMIC	2.328	0	2.328
**D GRANDEUR PEAK INTL STALWARTS	203.007	0	203.007
**D COLISEE IFC 1	73.100	0	73.100
**D KOKUSAI EQUITY INDEX FUND	13.121	0	13.121
**D SG ACTIONS EUROPE MULTIGESTION	2.407	0	2.407
**D CONSULTING GROUP CAP MARK FUND	13.902	0	13.902
**D SG ACTIONS EURO SMALL CAP	162.743	0	162.743
**D AMJ GLOBAL BALANCED FUND	48.665	0	48.665
**D LYXOR MSCI EUROPE UCITS ETF	111.639	0	111.639
**D OFI AM	58.224	0	58.224
**D METZLER UNIVERSAL TRUST	8.600	0	8.600
**D LYXOR EURO STOXX 300 (DR	61.762	0	61.762
**D LYXOR STOXX EUROPE 600 (DR	141.020	0	141.020
**D BRIDGE BUILDER INTL EQUITY FUN	22.764	0	22.764
**D MUL-LYXOR ITALIA EQUITY PIR	15.116	0	15.116
**D LIF - LYXOR MSCI EMU GROWTH (D	16.101	0	16.101
**D LYXOR CORE MSCI EMU (DR) UCITS	35.309	0	35.309
**D BLACKROCK EUROFUND	258.134	0	258.134
**D LYXOR CORE MSCI WORLD (DR) UCI	7.112	0	7.112
**D METZLER INTL INVEST PUBLIC LIM	758.000	0	758.000
**D MU LUX - LYXOR EURO STOXX BANK	694.338	0	694.338
**D TRUST AND CUSTODY SERVICES BAN	25.084	0	25.084
**D AMUNDI SF EURO EQ MARKET PLUS	37.637	0	37.637
**D NOMURA TRUST AND BANKING CO	18.997	0	18.997
**D CGCM INTL EQUITY INVESTMENT	69.801	0	69.801
**D AM SOL IT PROGETTO CEDOLA 4 24	5.430	0	5.430
**D PIONEER INVESTMENTS TOTAL RETU	20.131	0	20.131
**D AMUNDI SOLUZIONI IT CED 02 20	35.600	0	35.600
**D AMUNDI SOLUZIONI IT CED 03 20	29.202	0	29.202
**D AMUNDI SOLUZIONI IT CED 05 20	59.313	0	59.313
**D AMUNDI SOLUZIONI IT CED 06 20	31.419	0	31.419
**D AMUNDI SOLUZIONI IT CED 08 20	35.103	0	35.103
**D AMUNDI SOLUZIONI IT CED 09 20	31.885	0	31.885
**D AMUNDI SF DIVERSIFIED TARGET	2.537	0	2.537
**D AMUNDI SOLUZIONI IT CED 12 20	14.265	0	14.265
**D AMUNDI SOLUZIONI IT CED 11 20	25.496	0	25.496
**D AMUNDI SOLUZIONI IT CED 02 21	13.182	0	13.182
**D AMUNDI SOLUZIONI IT CED 03 21	16.746	0	16.746
**D AMUNDI SOLUZIONI IT CED 05 21	16.719	0	16.719
**D AMUNDI SOLUZIONI IT CED 06 21	13.253	0	13.253

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Ordinary Shareholders' Meeting of February 18, 2020

## RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

## IN FAVOUR

Surname	Tot. Votes	On own behalf	Proxy
**D AMUNDI SOLUZIONI IT CED 08 21	6.962	0	6.962
**D AMUNDI SOLUZIONI IT CED 09 21	10.644	0	10.644
**D AMUNDI SF DVERSIFIED TGT INCOM	2.960	0	2.960
**D AMUNDI SOLUZIONI IT CED 12 21	9.784	0	9.784
**D AMUNDI SOL CED 12 2021	7.959	0	7.959
**D AMUNDI SOL CED 02 2022	18.969	0	18.969
**D AMUNDI SOL CED 03 2022	14.281	0	14.281
**D AMUNDI SOL CED 04 2022	5.894	0	5.894
**D AMUNDI SOL CED 06 2022	6.152	0	6.152
**D AMUNDI SOL CED 05 2022	6.872	0	6.872
**D AMUNDI SOLUZ CED 10 2022	6.820	0	6.820
**D AMUNDI SOL PROG CED 12 2022	8.839	0	8.839
**D ASI PROGETTO CED 04 2023	5.199	0	5.199
**D AM SOL IT PROG CED 05 2023	5.438	0	5.438
**D AM SOL IT PROG CED 06 2023	4.410	0	4.410
**D ASI PROGETTO CED 7 2023	4.725	0	4.725
**D ASI PROGETO CED 09 2023	5.539	0	5.539
**D ASI PROGETTO CED 10 2023	6.598	0	6.598
**D ASI PROGETTO CED 12 2023	5.529	0	5.529
**D AMUNDI SF EQ PLAN 60	9.648	0	9.648
**D PI IF MU EQUITY 8	122.479	0	122.479
**D PI IF EUOPEAN EQUITY 8	150.756	0	150.756
**D AMUNDI SOL. IT PROGETTO AZIONE	11.525	0	11.525
**D AMUNDI SOL PROG CED 09 2022	12.226	0	12.226
**D AMUNDI SOL PROG CED 07 2022	5.330	0	5.330
**D ISHARES PUBLIC LIMITED COMPANY	609.420	0	609.420
**D ISHARES II PUBLIC LIMITED COMPANY	640.699	0	640.699
**D ISHARES V PUBLIC LIMITED COMPANY	35.101	0	35.101
**D ISHARES III PUBLIC LIMITED COMPANY	327.022	0	327.022
**D ISHARES VI PUBLIC LIMITED COMPANY	87.127	0	87.127
**D ISHARES IV PUBLIC LIMITED COMPANY	534.151	0	534.151
**D ISHARES VII PLC	528.860	0	528.860
**D ABN AMRO MULTI-MANAGER FUNDS	322.096	0	322.096
**D ISHARES I INVESTK MIT TGV F ISHS ST. EUROPE600 BS UCITS ETF	297.799	0	297.799
**D BLACKROCK AM DE FOR ISHS EURO STOXX BANKS 30-15 UCITS ETF (DE)	1.714.767	0	1.714.767
**D BLACKROCK AM DE FOR ISHARES EURO STOXX UCITS ETF (DE)	229.443	0	229.443
**D BLACKROCK AM DE FOR ISHARES STOXX EUROPE MID 200 UCITS ETF (DE)	142.845	0	142.845
**D BLACKROCK AM DE FOR ISHARES STOXX EUROPE 600 UCITS ETF (DE)	359.364	0	359.364
**D INVESCO INTERNATIONAL GROWTH FUND	6.413.359	0	6.413.359
**D TEACHERS` RETIREMENT SYSTEM OF THE STATE OF ILLINOIS	389.352	0	389.352
**D KAISER PERMANENTE GROUP TRUST	127.560	0	127.560
**D KAISER FOUNDATION HOSPITALS	21.152	0	21.152
**D FIDELITY ADV SER VIII FIDELITY ADV GLB CAPITAL APPRECIATION	84.800	0	84.800
**D BRUNEI INVESTMENT AGENCY	8.156	0	8.156
**D LAUDUS INTERNATIONAL MARKETMASTERS FUND	178.014	0	178.014

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Ordinary Shareholders' Meeting of February 18, 2020

RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

**IN FAVOUR**

Surname	Tot. Votes	On own behalf	Proxy
**D SCHWAB INTERNATIONAL EQUITY ETF	715.536	0	715.536
**D SCHWAB FUNDAMENTAL INTERNATIONAL SMALL COMPANY ETF	99.452	0	99.452
**D JOHN HANCOCK VAR INS TRUST STRATEGIC EQUITY ALLOCATION	126.445	0	126.445
**D JOHN HANCOCK FUNDS II STRATEGIC EQUITY ALLOCATION FUND	50.563	0	50.563
**D INTERNATIONALE KAPITAL MBH FOR LH PRIVATRENTE AKTIEN	18.000	0	18.000
**D INTERNATIONALE KAPITALANLAGEGESELLSCHAFT MBH FOR	18.402	0	18.402
**D MFS HERITAGE TRUST COMPANY COLLECTIVE INVESTMENT TRUST	105.652	0	105.652
**D ALLIANZ GLOBAL INVESTORS GMBH FOR ALLIANZGI-FONDS GHS	91.744	0	91.744
**D THE MASTER TRUST BK OF JP LTD HITACHI FOREIGN EQ INDEX MF	15.100	0	15.100
**D GMAM INVESTMENT FUNDS TRUST	52.790	0	52.790
**D GMAM GROUP PENSION TRUST II	23.358	0	23.358
**D IBM RETIREMENT PLAN	3.019	0	3.019
**D HSBC INKA INVESTMENT AG TGV FOR TGV LH STRATEGY	13.408	0	13.408
**D INSTITUTIONAL RETIREMENT TRUST	3.152.591	0	3.152.591
**D TR + CUS SERVICES BK LTD.AS TRU FOR FISHER GLBL SMALL CAP EQFD	146.280	0	146.280
**D AMERICAN CENTURY STRATEGIC ASSET ALL, INC. STRAT ALL CONS F	2.059	0	2.059
**D AMERICAN CENTURY STRAT ASSET ALL, INC. STRAT ALL MODERATE F	9.539	0	9.539
**D AMERICAN CENTURY STRAT ASSET ALL, INC. STRATEGIC ALL AGGR F	10.319	0	10.319
**D AMERICAN CENTURY WORLD MUTUAL FUNDS INC. INTL	302.318	0	302.318
**D AMERICAN CENTURY WORLD MUTUAL FUNDS INC NT INT SM MID	329.349	0	329.349
**D AMERICAN CENTURY RETIREMENT DATE TRUST	202.437	0	202.437
**D JP TR SERV BK LTD ATF MATB MSCI KOKUSAI INDEX MOTHER F	2.642	0	2.642
**D THE WALT DISNEY COMPANY RETIREMENT PLAN MASTER TRUST	9.923	0	9.923
**D BMO MSCI EUROPE QUALITY HEDGED TO USD ETF	1.250	0	1.250
**D BMO MSCI EUROPE HIGH QUALITY HEDGED TO CAD INDEX ETF	36.326	0	36.326
**D BMO MSCI EAFE INDEX ETF	100.018	0	100.018
**D BRIGHHOUSE FUNDS TRUST I AB GLOBAL DYNAMIC ALLOCATION	52.680	0	52.680
**D BRIGHHOUSE FUNDS TRUST I JPMORGAN GBL ACTIVE ALL	84.364	0	84.364
**D THE CAPTIVE INVESTORS FUND	274.700	0	274.700
**D PACE ALTERNATIVE STRATEGIES INVESTMENTS	1.649	0	1.649
**D UBS (US) GROUP TRUST	23.698	0	23.698
**D CENTRAL PROVIDENT FUND BOARD	1.015	0	1.015
**D UAW RETIREE MEDICAL BENEFITS TRUST	36.831	0	36.831
**D CERTAS DIRECT COMPAGNIE D`ASSURANCES	2.683	0	2.683
**D LA PERSONNELLE COMPAGNIE D`ASSURANCES	2.934	0	2.934
**D DESJARDINS SECURITE FINANCIERE COMPAGNIE D`ASSURANCE VIE	6.974	0	6.974
**D CERTAS HOME AND AUTO INSURANCE COMPANY	4.692	0	4.692
**D CALVERT VP EAFE INTERNATIONAL INDEX PORTFOLIO	4.632	0	4.632
**D CALVERT RESP INX SRS, INC.-CLVRT DVD MRKTS EX-U.S. RSP INX FD	6.967	0	6.967
**D CAISSE DE DEPOT ET PLACEMENT DU QUEBEC	26.611	0	26.611
**D THE REGENTS OF THE UNIVERSITY OF CALIFORNIA	408.934	0	408.934
**D FIDELITY CONCENTRATED INTERN SMALL CAP	65.800	0	65.800
**D FIDELITY GLOBAL SMALL CAP FUND	6.100	0	6.100
**D FIDELITY SELECT GLOBAL PLUS ALL CAP EQUITY INSTIT TRUST	9.548	0	9.548
**D FIDELITY INTERNATIONAL EQUITY MULTI ASSET BASE FUND	126.700	0	126.700

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Ordinary Shareholders' Meeting of February 18, 2020

## RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

## IN FAVOUR

Surname	Tot. Votes	On own behalf	Proxy
**D FIDELITY INTERNATIONAL EQUITY INSTITUTIONAL TRUST	83.780	0	83.780
**D FISHER INVESTMENTS INSTITUTIONAL FUNDS PLC	53.112	0	53.112
**D EATON VANCE INTERNATIONAL SMALL-CAP FUND	20.098	0	20.098
**D FUNDO DE SEGURANCA SOC GOV. DA REGIAO ADM. ESPECIAL DE	17.810	0	17.810
**D ALLIANZ ACTIONS EURO PME-ETI	48.278	0	48.278
**D GAM STAR FUND P.L.C.	3.213.507	0	3.213.507
**D RUSSELL INVESTMENT COMPANY MULTIFACTOR INTERNATIONAL EQUITY	30.369	0	30.369
**D E.SUN COMM BANK LTD IN ITS CAP AMC OF NOM EUR MID SM CAP GR F	15.451	0	15.451
**D TRANSAMERICA JPMORGAN TACTICAL ALLOCATION VP	35.946	0	35.946
**D TRANSAMERICA INTERNATIONAL EQUITY INDEX VP	2.092	0	2.092
**D TANGERINE BALANCED INCOME PORTFOLIO	1.311	0	1.311
**D TANGERINE BALANCED PORTFOLIO	7.860	0	7.860
**D TANGERINE BALANCED GROWTH PORTFOLIO	9.542	0	9.542
**D TANGERINE EQUITY GROWTH PORTFOLIO	10.735	0	10.735
**D MAINSTAY EPOCH CAPITAL GROWTH FUND	83.070	0	83.070
**D MM MSCI EAFE INTERNATIONAL INDEX FUND	9.228	0	9.228
**D JNL ALLIANCEBERNSTEIN DYNAMIC ASSET ALLOCATION FUND	2.403	0	2.403
**D JNL/INVESCO INTERNATIONAL GROWTH FUND	1.438.874	0	1.438.874
**D JNL MELLON CAPITAL MSCI WORLD INDEX FUND	4.594	0	4.594
**D ORANGE COUNTY EMPLOYEES RETIREMENT SYSTEM	84.308	0	84.308
**D RUSSELL COMMON CONTRACTUAL FUND	5.613	0	5.613
**D RUSSELL INVESTMENT COMPANY V PLC	15.432	0	15.432
**D STATE STREET GLOBAL EQUITY EX US INDEX PORTFOLIO	51.331	0	51.331
**D STATE STREET INTERNATIONAL DEVELOPED EQUITY	157.778	0	157.778
**D INVESCO V.I. INTERNATIONAL GROWTH FUND	1.898.302	0	1.898.302
**D INVESCO GLOBAL GROWTH FUND	707.541	0	707.541
**D INVESCO EUROPEAN GROWTH FUND	2.324.632	0	2.324.632
**D LOS ANGELES COUNTY EMPLOYEES RETIREMENT ASSOCIATION	134.727	0	134.727
**D INTERNATIONALE KAPITALANLAGEGESELLSCHAFT MBH FOR DC	73.535	0	73.535
**D SPDR MSCI EAFE FOSSIL FUEL RESERVES FREE ETF	4.560	0	4.560
**D SPDR MSCI EAFE STRATEGICFACTORS ETF	17.475	0	17.475
**D SPDR MSCI ACWI LOW CARBON TARGET ETF	905	0	905
**D MARYLAND STATE RETIREMENT & PENSION SYSTEM	19.036	0	19.036
**D THE PRUDENTIAL INSURANCE COMPANY OF AMERICA	49.395	0	49.395
**D MDPIM INTERNATIONAL EQUITY INDEX POOL	27.767	0	27.767
**D MERCER QIF CCF	1.414.144	0	1.414.144
**D MGI FUNDS PLC	163.149	0	163.149
**D MORGAN STANLEY INSTITUTIONAL FUND INC MULTI ASSET	1.443	0	1.443
**D GTAA PANTHER FUND L.P	45.287	0	45.287
**D MERCER UCITS COMMON CONTRACTUAL FUND	45.598	0	45.598
**D STATE OF MONTANA BOARD OF INVESTMENTS	307.681	0	307.681
**D NORTHROP GRUMMAN PENSION MASTER TRUST	1.493.962	0	1.493.962
**D STATE OF NEW JERSEY COMMON PENSION FUND D	391.877	0	391.877
**D FISHER GLOBAL SMALL CAP EQUITY FUND	14.354	0	14.354
**D FIDELITY INTERNATIONAL HIGH QUALITY INDEX ETF	19.569	0	19.569

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Ordinary Shareholders' Meeting of February 18, 2020

RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

**IN FAVOUR**

Surname	Tot. Votes	On own behalf	Proxy
**D RUSSELL INVESTMENTS CANADIAN DIVIDEND POOL	4.249	0	4.249
**D RUSSELL INVESTMENTS FOCUSED GLOBAL EQUITY POOL	3.580	0	3.580
**D RUSSELL INVESTMENTS GLOBAL EQUITY POOL	8.759	0	8.759
**D RUSSELL INVESTMENTS OVERSEAS EQUITY POOL	20.341	0	20.341
**D RUSSELL INVESTMENTS MULTI FACTOR INTERNATIONAL EQUITY	2.420	0	2.420
**D RUSSELL INVESTMENTS OVERSEAS EQUITY FUND	6.474	0	6.474
**D BANK OF KOREA	491.940	0	491.940
**D BIMCOR GLOBAL EQUITY POOLED FUND	19.829	0	19.829
**D THE UNIVERSITY OF HONG KONG	34.826	0	34.826
**D STATE STREET IRELAND UNIT TRUST	69.427	0	69.427
**D SSGA SPDR ETFS EUROPE I PUBLIC LIMITED COMPANY	47.854	0	47.854
**D SSGA SPDR ETFS EUROPE II PUBLIC LIMITED COMPANY	351.287	0	351.287
**D SIR DAVID TRENCH FUND FOR RECREATION	2.914	0	2.914
**D SUNSUPER SUPERANNUATION FUND	66.787	0	66.787
**D CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	1.425.349	0	1.425.349
**D DELTASHARES S+P INTERNATIONAL MANAGED RISK ETF	5.214	0	5.214
**D TEACHER RETIREMENT SYSTEM OF TEXAS	79.431	0	79.431
**D CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	4.064.352	0	4.064.352
**D AXA INV MAN SCHWEIZ AG OBO AXA (CH) STRAT FD ECON TRENDS EQ	102.761	0	102.761
**D MERCK CAPITAL ASSET MANAGEMENT LIMITED	91.124	0	91.124
**D METZLER ASSET MANAGEMENT GMBH FOR MI-FONDS 415	45.000	0	45.000
**D UBS (IRL) ETF PLC	11.412	0	11.412
**D VANGUARD INVESTMENTS II COMMON	52.355	0	52.355
**D VANGUARD INVESTMENTS COMMON CONTRACTUAL FUND	80.150	0	80.150
**D VANGUARD FTSE DEVELOPED EUROPE INDEX ETF	1.627	0	1.627
**D VALIC COMPANY II INTERNATIONAL OPPORTUNITIES FUND	106.410	0	106.410
**D THE WELLINGTON TR COM NATIONAL ASS MULT COLLECT INV F	14.259	0	14.259
**D THE WELLINGTON TR CO NAT ASS MULT C TR F TR OPPORT EQ PTF	8.744	0	8.744
**D THE WELLINGTON TR CO NAT ASS MULT COLLECTIVE INV F TRUST	18.224	0	18.224
**D WASHINGTON STATE INVESTMENT BOARD	242.421	0	242.421
**D WISDOMTREE DYNAMIC CURRENCY HEDGED INTRNL EQUITY FUND	10.860	0	10.860
**D WISDOMTREE INTERNATIONAL MIDCAP DIVIDEND FUND	34.576	0	34.576
**D WISDOMTREE EUROPE QUALITY DIVIDEND GROWTH FUND	9.841	0	9.841
**D WISDOMTREE EUROPE HEDGED SMALLCAP EQUITY FUND	66.750	0	66.750
**D NEW YORK STATE TEACHERS RETIREMENT SYSTEM	188.427	0	188.427
**D PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY	17.783	0	17.783
**D WELLINGTON MANAGEMENT FUNDS (IRELAND) PLC	8.139	0	8.139
**D MANULIFE ASSET MANAGEMENT INTERNATIONAL EQUITY	24.228	0	24.228
**D SS BK AND TRUST COMPANY INV FUNDS FOR TAXEXEMPT	2.439.811	0	2.439.811
**D SSGA RUSSELL FD GL EX US INDEX NONLENDING QP COMMON TRUST	2.491	0	2.491
**D SSGA MSCI EUROPE SCREENED INDEX NON LENDING COMMON	54.751	0	54.751
**D MSCI EAFE PROV SCREENED INDEX NON LENDING COMMON TR	7.543	0	7.543
**D STATE STREET GLOBAL ADVISORS LUXEMBOURG SICAV	190.375	0	190.375
**D GAM MULTISTOCK	125.756	0	125.756
**D UBS ETF	812.357	0	812.357

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**IN FAVOUR**

Surname	Tot. Votes	On own behalf	Proxy
**D IBM 401K PLUS PLAN	112.632	0	112.632
**D DEPARTMENT OF STATE LANDS	67.723	0	67.723
**D RUSSELL TRUST CO COMMINGLED EMPLOYEE BENEFIT FUNDS TRUST	114.291	0	114.291
**D COLLEGE RETIREMENT EQUITIES FUND	1.078.279	0	1.078.279
**D TIIA CREF INTERNATIONAL EQUITY INDEX FUND	557.466	0	557.466
**D RUSSELL INVESTMENT COMPANY RUSSELL INTERN DEVELOPED MKT	72.935	0	72.935
**D RUSSELL INVESTMENT COMPANY RUSSELL GLOBAL EQUITY FUND	15.076	0	15.076
**D VALIC COMPANY I INTERNATIONAL EQUITIES FUND	43.310	0	43.310
**D BRIGHTHOUSE FUNDS TRUST II METLIFE MSCI EAFE INDEX PTF	42.655	0	42.655
**D STATE OF MINNESOTA	331.088	0	331.088
**D RUSSELL INVESTMENT FUNDS INTERNATIONAL DEVELOPED MARKETS	12.771	0	12.771
**D JOHN HANCOCK LIFE AND HEALTH INSURANCE COMPANY	1.723	0	1.723
**D SPDR S&P WORLD (EX-US) ETF	112.033	0	112.033
**D RUSSELL INVESTMENT COMPANY II PLC	41.279	0	41.279
**D RUSSELL INVESTMENT COMPANY PLC	17.047	0	17.047
**D MULTI-STYLE, MULTI-MANAGER FUNDS PLC	19.771	0	19.771
**D MORGAN STANLEY INSTITUTIONAL FD TR GLOBAL STRATEGIST PTF	7.381	0	7.381
**D MORGAN STANLEY VAR INS FUND INC. GLOBAL STRATEGIST PORTFOLIO	1.848	0	1.848
**D ONTARIO TEACHERS PENSION PLAN BOARD	3.120	0	3.120
**D SPDR STOXX EUROPE 50 ETF	13.099	0	13.099
**D COMMON TRUST ITALY FUND	556.882	0	556.882
**D SPDR S+P WORLD EX AUSTRALIA FUND	1.907	0	1.907
**D RUSSELL INVESTMENTS LOW CARBON GLOBAL SHARES FUND	7.578	0	7.578
**D EMERGENCY SERVICES SUPERANNUATION SCHEME	2.634	0	2.634
**D FIRST STATE SUPERANNUATION SCHEME	100.893	0	100.893
**D UBS IQ MSCI WORLD EX AUSTRALIA ETHICAL ETF	1.299	0	1.299
**D UBS IQ MSCI EUROPE ETHICAL ETF	760	0	760
**D RUSSELL INVESTMENTS GLOBAL OPPORTUNITIES FUND	44.767	0	44.767
**D STATE STREET INTERNATIONAL EQUITIES INDEX TRUST	25.934	0	25.934
**D BLACKROCK AM SCHWEIZ AG OBO BIFS WORLD EX SWITZ EQ	12.079	0	12.079
**D FLOURISH INVESTMENT CORPORATION	179.230	0	179.230
**D THE TRUSTEES OF BP PENSION FUND	187.850	0	187.850
**D THE TRUSTEES OF CONOCOPHILLIPS PENSION PLAN	6.888	0	6.888
**D TM CRUX OEIC TM CRUX EUROPEAN FUND	202.071	0	202.071
**D FAMILY INVESTMENTS CHILD TRUST FUND	21.048	0	21.048
**D FAMILY INVESTMENTS GLOBAL ICVC FAMILY BALANCED INT FUND	12.050	0	12.050
**D HSBC AS TRUSTEE FOR SSGA EUROPE EX UK EQUITY TRACKER FUND	571.404	0	571.404
**D NATWEST TRU DEP SERV LTD ATO ST. JAMES`S PL GL EQ UN TR	306.175	0	306.175
**D MANAGED PENSION FUNDS LIMITED	305.811	0	305.811
**D FP RUSSELL INVESTMENTS ICVC FP RUSSELL INV INT	4.282	0	4.282
**D TM CRUX OEIC TM CRUX EUROPEAN SPECIAL SITUATIONS FUND	2.683.540	0	2.683.540
**D THE TRUSTEES OF JOHNSON & JOHNSON UK GROUP RETIREMENT	115.071	0	115.071
**D THE TRUSTEES OF ELECTRONIC DATA SYSTEMS 1994 PENSION	10.969	0	10.969
**D THE TRUSTEES OF ELECTRONIC DATA SYSTEMS LTD	33.251	0	33.251
**D THE TRUSTEES OF GOLDMAN SACHS UK RETIREMENT PLAN	1.853	0	1.853

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Ordinary Shareholders' Meeting of February 18, 2020

## RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

## IN FAVOUR

Surname	Tot. Votes	On own behalf	Proxy
**D STICHTING PHILIPS PENSIOENFONDS	50.667	0	50.667
**D VANGUARD INV FDS ICVC VANG FTSE DEV WOR LD EX UK EQT IND	124.788	0	124.788
**D VANGUARD INV F ICVC VANGUARD FTSE DEV EUROPE EX UK EQ INDEX	244.947	0	244.947
**D VANGUARD INV FUNDS ICVC-VANGUARD FTSE GLOB ALL CAP IND FUND	5.192	0	5.192
**D PUBLIC AUTHORITY FOR SOCIAL INSURANCE	4.162	0	4.162
**D ZURICH ASSURANCE LTD	1.257.414	0	1.257.414
**D ARAB BANK FOR ECONOMIC DEVELOPMENT IN	86.980	0	86.980
**D SCOTTISH WIDOWS INV SOLUTIONS F ICVC EUROPEAN (EX UK) EQ FD	123.428	0	123.428
**D PACE INTERNATIONAL EQUITY INVESTMENTS	47.024	0	47.024
**D MONETARY AUTHORITY OF SINGAPORE	374.605	0	374.605
**D OMERS ADMINISTRATION CORPORATION	53.192	0	53.192
6777 ESPOSITO MARCO	0	0	0
**D BELFIUS EQUITIES B	135.163	0	135.163
**D CANDRIAM SUSTAINABLE SA	80.936	0	80.936
**D BELFIUS PENSIONFUNDS	135.875	0	135.875
**D GS TACS MARKET CONTINUOUS INTERNATIONAL	33.726	0	33.726
**D NATWEST TDS DEP BNYM RM GLO EQ FUND	3.780	0	3.780
**D BNYMTCIL CGF WDEQ LA	24.861	0	24.861
**D MOTHER CABRINI HEALTH FOUNDATION INC	11.554	0	11.554
**D CENTRAL PENSION FUND OF THE INT UNION OF OPERATING ENGINEERS AND PARTICIPATING EMPLOYERS	6.195	0	6.195
**D CERVURITE INTERNATIONAL LLC	21.461	0	21.461
**D USMIA GLOBAL EQUITY	1.765	0	1.765
**D ALAMOSIA LLC	984	0	984
**D ERIE COMMUNITY FOUNDATION	17.200	0	17.200
**D ALLEGHENY COLLEGE	12.700	0	12.700
**D EATON VANCE TRUST COMPANY INTERNATIONAL SMALL CAP COMMON TRUST FUND	9.830	0	9.830
**D STICHTING BEDRIJFSTAKPENSIOENFONDS	18.707	0	18.707
**D EATON VANCE TRUST COMPANY COLLECTIVE INVESTMENT TRUST FOR EMPLOYEE BENEFIT PLANS III	14.845	0	14.845
**D GNPFCOL EAFE GINNA Q	1.200	0	1.200
**D DEP QF SSGA NONUS EQUITY B2	1.404	0	1.404
**D DEP QF SSGA NONUS EQUITY B1	2.404	0	2.404
**D DEP QF SSGA NONUS EQUITY R2	2.830	0	2.830
**D DEP QF SSGA NONUS EQUITY H1	1.654	0	1.654
**D THE CONSOLIDATED EDISON PENSION PLAN MASTER TRUST	416.568	0	416.568
**D VANGUARD EUROPEAN STOCK INDEX FUND	1.209.119	0	1.209.119
**D UMC BENEFIT BOARD INC	913	0	913
**D LEGAL AND GENERAL UCITS ETF PLC	29.518	0	29.518
**D VANGUARD FTSE ALL-WORLD EX US INDEX FUND	1.115.767	0	1.115.767
**D CITI RETIREMENT SAVINGS PLAN	41.526	0	41.526
**D IQ CANDRIAM ESG INTERNATIONAL EQUITY ETF	645	0	645
**D GLOBAL TR CO TS INTL SMLL CP 309779	426.187	0	426.187
**D BNYMTCIL WINTON GLOBAL EQUITY FD TR	1.243	0	1.243
**D ADVANCED SERIES TRUST AST T ROWE PRICE GROWTH OPPORTUNITIES PORTFOLIO GATEWAY CENTER	68.197	0	68.197
**D AST TRP DIVERS REAL GWTH PORT PDMO	1.728	0	1.728
**D GREAT WEST CORE STRATEGIES- INTERN	37.500	0	37.500

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Ordinary Shareholders' Meeting of February 18, 2020

RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

**IN FAVOUR**

Surname	Tot. Votes	On own behalf	Proxy
**D GREAT WEST CORE STRATEGIES INTERNATIONAL EQUITY FUND	1.882	0	1.882
**D DT INTERNATIONAL STOCK INDEX FUND	26.102	0	26.102
**D STANDARD LIFE INVESTMENTS GLOBAL SICAV II	168.318	0	168.318
**D SUBSIDIZED SCHOOLS P FUND NORTHERN	5.026	0	5.026
**D UWF TROW INTL DISCOVERY	54.931	0	54.931
**D INTERNATIONAL EQUITY FUND	33.115	0	33.115
**D THE HARTFORD RETIREMENT PLAN TRUST FOR US EMPLOYEES	9.947	0	9.947
**D 55041 KUP GLOBALE AKTIER IV	4.071	0	4.071
**D 55016 UP INTERNATIONALE AKTIER	136.936	0	136.936
**D AMERICAN ELECTRIC POWER SYSTEM RETIREE MEDICALTRUST FOR CERTAIN UNION EMPLOYEES	8.546	0	8.546
**D AMERICAN ELECTRIC POWER MASTER RETIREMENT TRUST	39.688	0	39.688
**D WILSHIRE MUTUAL FUNDS INC WILSHIRE INTERNATIONAL EQUITY FUND	10.793	0	10.793
**D 2048 APG DME LACM GL	496.977	0	496.977
**D 1216 APG DME FINANC	2.360.888	0	2.360.888
**D 2049 APG DME ARROWST	344.853	0	344.853
**D 1253 APG DME CORE EU	1.068.500	0	1.068.500
**D B4306 FRB M LUND REV TR	987	0	987
**D VOLUNTARY EMPLOYEES BENEFICIARY ASSOCIATION SOUTHERN CALIFORNIA EDISON COMPANY	1.299	0	1.299
**D CF DV INTERNATIONAL STOCK INDEX FUND	23.760	0	23.760
**D THE BANK OF NEW YORK MELLON EMPLOYEE BENEFIT COLLECTIVE INVESTMENT FUND PLAN	466.004	0	466.004
**D UNISYS MASTER TRUST	53.121	0	53.121
**D INVESCO MARKETS II PLC	1.862	0	1.862
**D FIDELITY SALEM STREET TRUST FIDELITY SAI INTERNATIONAL INDEX FUND	282.796	0	282.796
**D SHELL CANADA 2007 PENSION PLAN	6.119	0	6.119
**D SHELL CANADA 2007 PENSION PLAN 400	4.885	0	4.885
**D TEXAS UTILITIES QUAL NDT PARTNERSHIP	1.076	0	1.076
**D ZVK DEAM SPK	20.000	0	20.000
**D FRANKLIN ADVISERS INC	1.400	0	1.400
**D PHILADELPHIA GAS WORKS PENSION PLAN	1.244	0	1.244
**D IVY PROSHARES MSCI ACWI INDEX FUND	2.590	0	2.590
**D BCT POOLED INVESTMENT FUND SERIES SMARTEUROPEAN EQUITY FUND	16.430	0	16.430
**D ADVANCED SERIES TRUST AST ACADEMIC STRATEGIES ASSET ALLOCATION PORTFOLIO	3.594	0	3.594
**D SOUTH CAROLINA RETIREMENT SYSTEMS GROUP TRUST	3.533	0	3.533
**D THE STATE OF CONNECTICUT ACTINGTHROUGH ITS TREASURER	98.994	0	98.994
**D BOARD OF PENSIONS OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA	86.137	0	86.137
**D KENTUCKY RETIREMENT SYSTEMS INSURANCE TRUST FUND	260.000	0	260.000
**D PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF NEW MEXICO	27.992	0	27.992
**D VERIZON MASTER SAVINGS TRUST	109.800	0	109.800
**D BELL ATLANTIC MASTER TRUST	48.760	0	48.760
**D PENSION RESERVES INVESTMENT TRUST FUND	842.993	0	842.993
**D OPERATING ENGINEERS LOCAL 101 PENSION FUND	140.000	0	140.000
**D OPPENHEIMER GLOBAL ESG REVENUE ETF	82	0	82
**D BLACKROCK WORLD EX FLORIDA RET SYS	121.116	0	121.116
**D FLORIDA RETIREMENT SYSTEM	21.100	0	21.100
**D BNYMTD BLK CONT EUR EQ TRCK FD INV	392.082	0	392.082

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Ordinary Shareholders' Meeting of February 18, 2020

RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

**IN FAVOUR**

Surname	Tot. Votes	On own behalf	Proxy
**D BLK GTR EU INV TST PL INV PF BNYMTD	854.709	0	854.709
**D BNYMTD BLK CONTINENTAL EURO INC	3.061.520	0	3.061.520
**D AMG TIMESSQUARE INTL SM CAP	2.495.213	0	2.495.213
**D BNYMTD RM GLOBAL HIGH ALPHA FUND	28.810	0	28.810
**D PHC SSGA EQ	83.905	0	83.905
**D BNYMTD BLK EURO DYNAMIC FD	6.776.094	0	6.776.094
**D PENN SERIES DEV INTL INDEX FUND	3.881	0	3.881
**D MIN DEF PF OMAN AMUNDI EURSILV	44.717	0	44.717
**D POOL RE L AND G MSCI EQ	3.810	0	3.810
**D POOL RE JPM REI EQUITY	10.769	0	10.769
**D AST GS MULTI ASSET PORT LIQ PDHB	8.710	0	8.710
**D STATE BOARD OF ADMINISTRATION OF FLORIDA	9.023	0	9.023
**D KENTUCKY RETIREMENT SYSTEMS	600.000	0	600.000
**D INDIANA PUBLIC RETIREMENT SYSTEM	24.109	0	24.109
**D OPPENHEIMER INTERNATIONAL REVENUE ETF	72	0	72
**D OPPENHEIMER GLOBAL REVENUE ETF	313	0	313
**D DUKE ENERGY QUALIFIED NUCLEAR DECOMMISSIONING	25.722	0	25.722
**D FRANKLIN TEMPLETON VARIABE INSURANCE PRODUCTS TRUST VIP FUND	137.000	0	137.000
**D FGT FRK INTERNATIONAL GROWTH FD	4.930.000	0	4.930.000
**D CENTRAL STATES SOUTHEAST AND SOUTHWEST AREAS PENSION FUND	1.896	0	1.896
**D METROPOLITAN LIFE INSURANCE COMPANY	26.722	0	26.722
**D MANNING AND NAPIER FUND INC RAINIER INTERNATIONAL DISCOVERY FUND	784.240	0	784.240
**D ENERGY INSURANCE MUTUAL LIMITED	2.145	0	2.145
**D PRUDENTIAL INVESTMENT PORTFOLIO 2 PRUDENTIAL QMA INTL DEVELOPED MRKTS INDEX FUND	2.025	0	2.025
**D CZ AANDELEN SSGA	9.340	0	9.340
**D VANGUARD INTL HIGH DIV YLD INDEX FD	98.834	0	98.834
**D THE TEXAS A AND M UNIVERSITY SYSTEM	380.703	0	380.703
**D NSNF PARA EAFE PI 1	4.410	0	4.410
**D NSNF PARA EAFE MONTI	6.394	0	6.394
**D STICHTING PENSIOENFONDS UWV	76.923	0	76.923
**D PUBLIC EMPLOYEE RETIREMENT SYSTEM OF IDAHO	33.453	0	33.453
**D DIOCESE OF VENICE PENSION PLAN AND TRUST	777	0	777
**D UFJF MCM MSCI WORLD FD	7.743	0	7.743
**D FIRE AND POLICE PENSION ASSOCIATION OF COLORADO	11.430	0	11.430
**D CPA COP PSERS PSERS ACWI X US INDEX	65.541	0	65.541
**D ADEPT INVESTMENT MANAGEMENT PLC	53.347	0	53.347
**D TEA BLACKROCK INC INTL	116.931	0	116.931
**D NV RBIF ALLNCEBRNSTN INTL EQ	4.729	0	4.729
**D NV PERS SSGA EAFE INDEX PUBLIC EMPLOYEES RETIREMENT SYSTEM OF NEVADA	139.850	0	139.850
**D NV PERS MELLON CAPITAL INDEX	175.910	0	175.910
**D ENSIGN PEAK GRANDEUR PEAK INT	585.940	0	585.940
**D ULLICO INTERNATIONAL SMALL CAP FUND LP	32.317	0	32.317
**D US BANK GUIDEMARK WORLD EX US FUND	14.455	0	14.455
**D ULLICO DIVERSIFIED INTERNATIONAL EQUITY FUND LP	24.862	0	24.862
**D COUNTY EMPLOYEES ANNUITY AND BENEFIT FUND OF COOK COUNTY	104.358	0	104.358

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Ordinary Shareholders' Meeting of February 18, 2020

RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

**IN FAVOUR**

Surname	Tot. Votes	On own behalf	Proxy
**D DEUTSCHE XTRK MSCI STH EUR HDG ETF	736	0	736
**D BNYMTD RAMAM WORLD RECOVERY FUND	100.740	0	100.740
**D BGF CONT EURO FLEXIBLE FD EURO EQFD	6.323.261	0	6.323.261
**D BGF EUROPEAN SPECIAL SITUATIONS FUND	2.330.077	0	2.330.077
**D BGF EUROPEAN VALUE FD	745.584	0	745.584
**D BGF EURO MKTS FD EURO EQUITY PF	5.213.268	0	5.213.268
**D BNYMTD BLK CONT EURO FD	1.582.480	0	1.582.480
**D AZL INTERNATIONAL INDEX FUND	70.938	0	70.938
**D BLL DC EUROPEAN GROWTH FD AG PF	247.468	0	247.468
**D AURION GLOBAL EQUITY FUND	2.265	0	2.265
**D PMPT INKA FONDS	34.484	0	34.484
**D ALASKA PERMANENT FUND CORPORATION	3.347	0	3.347
**D AP7 EQUITY FUND	643.742	0	643.742
**D MSV JP MORGAN	110.296	0	110.296
**D SIEMENS BALANCED SPK	863	0	863
**D ATFF AMERICAN CENTURY	23.193	0	23.193
**D ALABAMA TRUST FUND	142.850	0	142.850
**D COUNTY AND MUNICIPAL GOVERNMENT CAPITAL IMPROVEMENT TRUST FUND	66.907	0	66.907
**D AZL NFJ INTERNATIONAL VALUE FUND	2.040	0	2.040
**D BNYMTCIL GLG EUROPEAN EQ ALTER TRAD	122.084	0	122.084
**D GAMMA EMIRATES INVESTMENTS LLC	1.026	0	1.026
**D INVESCO GLOBAL GROWTH EQUITY POOL	6.166	0	6.166
**D INVESCO INTERNATIONAL GROWTH FUND	413.006	0	413.006
**D INVESCO INTERNATIONAL GROWTH CLASS	553.756	0	553.756
**D INVESCO GLOBAL GROWTH CLASS	109.212	0	109.212
**D INVESCO EUROPEAN GROWTH CLASS	99.749	0	99.749
**D INVESCO CORE CANADIAN BALANCED CLASS	30.174	0	30.174
**D INVESCO CANADIAN PREMIER GROWTH FUND	299.212	0	299.212
**D INVESCO CANADIAN PREMIER GROWTH CLASS	260.936	0	260.936
**D INVESCO CANADIAN BALANCED FUND	285.512	0	285.512
**D SIEMENS FONDS INVEST GMBH	13.432	0	13.432
**D AOHit HAI RHUMLINE EAFE THE ARCHDIOCESE OF HARTFORD INVESTMENT TRUST	90	0	90
**D PUBLIC EMPLOYEES RETIREMENT SYSTEM OF MISSISSIPPI	79.939	0	79.939
**D STATE OF WISCONSIN INVESTMENT BOARD	206.960	0	206.960
**D THE BANK OF KOREA	17.862	0	17.862
**D BOK KIC GPEQ0	60.486	0	60.486
**D BOK MCM DM PEQ	19.957	0	19.957
**D AMG TIMESSQUARE GLOBAL SMALL CAP FUND	1.800	0	1.800
**D COX ENTERPRISES INC MASTER TRUST	81.371	0	81.371
**D GREAT WEST INTERNATIONAL GROWTH	470.000	0	470.000
**D PS FR DEVEL MARK EX US SMALL PORT	24.293	0	24.293
**D PS FTSERAFI EUSM UCITS ETF BNYMTCIL	1.656	0	1.656
**D 56053 IP GLOBAL EQUITIES I	45.887	0	45.887
**D WILM MULTI MGR INTL FD OBERWEIS	227.876	0	227.876
**D AST JPM GL THEM PORT 2 INT EME PDNB	152.022	0	152.022

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Ordinary Shareholders' Meeting of February 18, 2020

RESULTS OF VOTING

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**IN FAVOUR**

Surname	Tot. Votes	On own behalf	Proxy
**D RCKFLR BROS RHMBLN ACWI EXUS 290611 ROCKEFELLER BROTHERS FUND INC	792	0	792
**D ALLSTATE LIFE INSURANCE COMPANY	29.040	0	29.040
**D BNYMTD CF MITON EUROPEAN OPFS FUND	4.221.644	0	4.221.644
**D GREAT WEST INTERNATIONAL INDEX FUND	36.305	0	36.305
**D AST BLKRK GLOBAL STRAT PT TE PDDG	921	0	921
**D AST RCM WORLD TRENDS PORT PDBF	164.000	0	164.000
**D KAPITALFORENINGEN INVESTIN PRO	2.348	0	2.348
**D DEUTSCHE XTRKS MSCI ALL WORLD HDG	2.922	0	2.922
**D PFI INTL EQUITY INDEX FUND	46.919	0	46.919
**D BANK OF KOREA	2.713	0	2.713
**D BNYMTCIL LAZARD EUROPEAN EQUITY FUN	21.572	0	21.572
**D BLACKROCK GLOBAL FUNDS	3.235.350	0	3.235.350
**D IQ 50 PERCENT HEDGED FTSE EURO ETF	589	0	589
**D IQ 50 PERCENT HEDGED FTSE INTL ETF	15.513	0	15.513
**D ALLSTATE INSURANCE CO BLACKROCK	109.495	0	109.495
**D CC COL EAFE Q UN 1	1.000	0	1.000
**D CC COL EAFE Q UN 2	1.400	0	1.400
**D THE AMERICAN UNIVERSITY IN CAIRO	5.337	0	5.337
**D VOYA BALANCED PORT INTL VALUE	3.403	0	3.403
**D VOYA INTERNATIONAL INDEX PORTFOLIO	94.055	0	94.055
**D DEUTSCHE XTRK MSCI EMU HDG EQ ETF	2.843	0	2.843
**D AXA MPS FINANCIAL DAC	800.000	0	800.000
**D GS ACTIVEBETA EUROPE ETF	1.788	0	1.788
**D GS ACTIVE BETA INTL EQUITY ETF	105.600	0	105.600
**D HP INC MASTER TRUST	85.500	0	85.500
**D CTJ RE STANLIB GLOBAL EQUITY FD AB	4.000	0	4.000
**D PFI GLB MULTI STRATEGY WELLINGTON	9.996	0	9.996
**D POWERSHARES PUREBETA FTSE DEVELOPED EX NORTHAMERICA PORTFOLIO	94	0	94
**D DEUTSCHE XTRKS MSCI EURO CCYHDG	45.782	0	45.782
**D BLL AQUILA LIFE MSCI WORLD FUND	90.141	0	90.141
**D AST JPM SO EAFE OPP PD4D	74.168	0	74.168
**D BLL AQUILA LIFE EUROPEAN EQUITY	491.698	0	491.698
**D CTJ RE SFL STANLIB EUROPEAN EQTY FD	130.090	0	130.090
**D TEACHERS RETIREMENT SYSTEM OF LOUISIANA	1	0	1
**D SEMPRA ENERGY PENSION MASTER TRUST	15.163	0	15.163
**D PS6F STATE STREET INTL EQ	53.206	0	53.206
**D DAEC NQ SSGA TAX	412	0	412
**D NMPF COL EAFE NMP Q	2.600	0	2.600
**D LAWRENCE LIVERMORE NATIONAL SECURITY LLC	419.742	0	419.742
**D SHELL PENSION TRUST	17.142	0	17.142
**D MNVF SSGA INTL EQUITY	2.923	0	2.923
**D DREYFUS INDEX FUNDS INC DREYFUS INTERNATIONAL STOCK INDEX FUND	26.801	0	26.801
**D EATON VANCE MGMT INTL SMALL CAP	669	0	669
**D ECBSEG	27.381	0	27.381
**D BELLSOUTH CORP RFA VEBA TRUST	8.991	0	8.991

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**IN FAVOUR**

Surname	Tot. Votes	On own behalf	Proxy
**D SPARTAN INTL INDEX	1.239.792	0	1.239.792
**D DEUTSCHE XTRKS MSCI EAFE CCYHDG	222.737	0	222.737
**D SBSA GEPF BLACKROCK EQUITY	57.333	0	57.333
**D BLACKROCK ACWI USIMI	189.430	0	189.430
**D ALICNY BLACKROCK GBL EQUITY	739	0	739
**D THE EUROPEAN CENTRAL BANK	29.822	0	29.822
**D INTERNATIONALE KAPITALANLAGEGESELLSCHAFT MBH ON BEHALF OF BAY2	371.068	0	371.068
**D SLI GBL SICAV CON EU EQ IN FD	46.713	0	46.713
**D SLI GLOBAL ABSOLUTE RET STRATEGIES	356.651	0	356.651
**D SLI EUROPEAN SMALLER COMPANIES	2.618.062	0	2.618.062
**D SLI EUROPEAN EQUITIES FUND	79.673	0	79.673
**D LAZARD EUROPEAN ALPHA FUND	51.626	0	51.626
**D PLUMBERS AND PIPEFITTERS NATIONAL PENSION PLAN	47.535	0	47.535
**D NEPF NEI SCHROEDERS	82.839	0	82.839
**D IN8 COP TREAS PWP RHUMLINE MSCI	3.251	0	3.251
**D MI FONDS K12 SPK	130.993	0	130.993
**D OLD NORTH STATE HEDGED EQUITY MWT LLC	34.063	0	34.063
**D UNION INVESTMENT LUXEMBOURG SA	230.455	0	230.455
**D GLG EUROPEAN LONG-SHORT FUND	11.492	0	11.492
**D MAN MULTI-STRATEGY MASTER FUND MAPLES CORPORATE SERVICES LIMITES	5.129	0	5.129
**D MAN QUALIFYING INVESTOR FUNDS PLC MAN GLG ELS MASTER QIF	57.469	0	57.469
**D MAN GLG TOPAZ LIMITED MAPLES CORPORATE SERVICES LIMITED	26.751	0	26.751
**D ACADIAN LEVERAGED DIVERSIFIED ALPHA EQUITY FUND	88.009	0	88.009
**D ACADIAN ASSET MANAGEMENT LLC ACADIAN DIVERSIFIED ALPHA	10.903	0	10.903
**D MANAGED INVEST PCC LTD - CS SMALL AND MID CAP ALPHA OPP FUND CO CREDIT SUISSE ASSET MANAGEMENT SWITZ		151.182	0
151.182			
**D MAN QUALIFYING INVESTOR FUNDS PLC-MAN GLG ELS MASTER QIF C/O GLG PARTNERS LP	107.138	0	107.138
**D MAN MULTI-STRATEGY MASTER FUND C/O MAN SOLUTIONS LTD	9.626	0	9.626
**D MAN GLG TOPAZ LIMITED C/O GLG PARTNERS LP	67.249	0	67.249
**D GLG EUROPEAN LONG-SHORTFUND C/O GLG PARTNERS LP	26.267	0	26.267
**D COL FIRST STATE INVT LTDAS RE FOR CMMONWLTH SPECIALST FD 43 C/O ACADIAN ASSET MANAGEMENT LLC	18.787	0	18.787
**D ALPHANATICS MASTER FUND LTD CO PICTET ASSET MANAGEMENT SA.	85.075	0	85.075
**D NORGES BANK	208.595	0	208.595
**D GOVERNMENT OF NORWAY	6.716.274	0	6.716.274
**D VICTORIAN SUPERANNUATION FUND	19.991	0	19.991
**D JANA PASSIVE GLOBAL SHARE TRUST	28.708	0	28.708
**D UBS FUND MANAGEMENT (SWITZERLAND) AG.	261.642	0	261.642
**D UBS FUND MANAGEMENT(LUXEMBOURG) SA	85.729	0	85.729
**D UBS (LUX) STRATEGY SICAV SAP DEFENSIVE (USD)	8.852	0	8.852
**D UBS (LUX) STRATEGY SICAV SAP MEDIUM (USD)	22.348	0	22.348
**D UBS (LUX) STRATEGY SICAV SAP DYNAMIC (USD)	8.113	0	8.113
**D STRATEGY SICAV	1.747	0	1.747
**D AGORA MASTER FUND LIMITED APPLEBY TRUST (CAYMAN) LTD	12.384	0	12.384
**D 801 INVESTMENTS LLC	5.287	0	5.287
**D AB ARYA PARTNERS (MASTER) FUND SICAV-RAIF S.C.	7.208	0	7.208

Shareholder: 1.404 People: 4  
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Ordinary Shareholders' Meeting of February 18, 2020

RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

**IN FAVOUR**

Surname	Tot. Votes	On own behalf	Proxy
**D ABERDEEN INVESTMENT FUNDS UK ICVC II - ABERDEEN EUROPEAN EQUITY ENHANCED INDEX FUND	8.356	0	8.356
**D ABERDEEN INVESTMENT FUNDS UK ICVC II - ABERDEEN EUROPEAN EQUITY TRACKER FUND	3.053	0	3.053
**D ACORN 1998 TRUST	536	0	536
**D AEGON CUSTODY B.V	617.604	0	617.604
**D AHL DIRECTIONAL EQUITIES MASTER LIMITED	19.673	0	19.673
**D AHL GENESIS 2 LIMITED C/O MAPLES CORPORATE SERVICES LIMITED	51.805	0	51.805
**D ALFRED I. DUPONT TESTAMENTARY TRUST	13.921	0	13.921
**D ALICE A PROIETTI FAMILY TRUST UAD 09/27/13	1.059	0	1.059
**D ALW 2010 FAMILY TRUST ALICE WALTONC/O WALTON ENTERPRISES LLC	27.704	0	27.704
**D AMG FUNDS PLC	141.600	0	141.600
**D ASCENSION ALPHA FUND LLC	31	0	31
**D ATLAS MASTER LTD	59.083	0	59.083
**D AUSTRALIAN CAPITAL TERRITORY	20.579	0	20.579
**D AVALON PORTFOLIO II LLC	2.618	0	2.618
**D BAE SYSTEMS 2000 PENSION PLAN	84.583	0	84.583
**D BANCO NACIONAL DE PANAMA ACTING AS TRUSTEE OF THE FIDEICOMISO DE FOND O DE AHORRO DE PANAMA	3.007	0	3.007
**D BANK OF BOTSWANA	5.527	0	5.527
**D BATTELLE MEMORIAL INSTITUTE	8.500	0	8.500
**D BEAT DRUGS FUND ASSOCIATION	752	0	752
**D BERESFORD FUNDS PLC	1.919	0	1.919
**D BLACKROCK AUTHORISED CONTRACTUAL SCHEME I	438.729	0	438.729
**D BLACKROCK UCITS CCF. BLACKROCK ASSET MANAGEMENT IRELAND LIMITED	13.238	0	13.238
**D BRITISH COLUMBIA INVESTMENT MANAGEMENT CORPORATION	53.611	0	53.611
**D CANADA POST CORPORATION REGISTERED PENSION PLAN	112.362	0	112.362
**D CANDRIAM FUND SUSTAINABLE EUROPEAN EQUITIES FOSSIL FREE	51.502	0	51.502
**D CARROLL AVENUE PARTNERS LLC	403	0	403
**D CBOSC ATF CW BK GRP SUP WGSS08	15.688	0	15.688
**D CC AND L ALTERNATIVE GLOBAL EQUITY FUND	300	0	300
**D CHALLENGE FINANCIAL EQUITY FUND 4	375.000	0	375.000
**D CHALLENGE ITALIAN EQUITY	250.000	0	250.000
**D CHEVRON MASTER PENSION TRUST	22.962	0	22.962
**D CHEVRON UK PENSION PLAN	8.373	0	8.373
**D CHURCH OF ENGLAND INVESTMENT FUND FOR PENSIONS	9.000	0	9.000
**D CINDY SPRINGS LLC	37.409	0	37.409
**D CITIBANK INTERNATIONAL PLC AS TRUSTEE CITIBANK INT.PLC	4.250.500	0	4.250.500
**D CITITRUST LIMITED AS TRUSTEE OF BLACKROCK PREMIER FUNDS-BLACKROCK WORLD EQUITY INDEX FUND	2.424	0	2.424
**D CITY OF LOS ANGELES FIRE AND POLICE PENSION PLAN	40.038	0	40.038
**D CLEARWATER INTERNATIONAL FUND	10.263	0	10.263
**D COLONIAL FIRST STATE INVESTMENT FUND 50	13.187	0	13.187
**D COLONIAL FIRST STATE WHOLESALE INDEXED GLOBAL SHARE FUND	20.728	0	20.728
**D COMMONWEALTH GLOBAL SHARE FUND 17.	25.446	0	25.446
**D COMMONWEALTH GLOBAL SHARE FUND 29	629	0	629
**D COMMONWEALTH SUPERANNUATION CORPORATION AS TRUSTEE FOR ARIA INVESTMENT S TRUST	37.031	0	37.031
**D CYSTIC FIBROSIS FOUNDATION	33.637	0	33.637
**D DFI LP EQUITY (PASSIVE)	1.693	0	1.693

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Ordinary Shareholders' Meeting of February 18, 2020

RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

**IN FAVOUR**

Surname	Tot. Votes	On own behalf	Proxy
**D DOFASCO SUPPLEMENTARY RETIREMENT INCOME PLAN	70.221	0	70.221
**D DOW RETIREMENT GROUP TRUST THE DOW CHEMICAL COMPANY	41.770	0	41.770
**D DUPONT AND RELATED COMPANIES DEFINED CONTRIBUTION PLAN MASTER TRUST 97	22.938	0	22.938
**D DYNASTY INVEST LTD	1.142	0	1.142
**D EMPIRE LIFE BALANCED FUND	35.595	0	35.595
**D EMPIRE LIFE ELITE EQUITY FUND	132.721	0	132.721
**D EMPIRE LIFE EMBLEM AGG GRO PF	6.275	0	6.275
**D EMPIRE LIFE EMBLEM BALANCED PF	18.330	0	18.330
**D EMPIRE LIFE EMBLEM CONS PF	6.871	0	6.871
**D EMPIRE LIFE EMBLEM DIV INC PF	1.777	0	1.777
**D EMPIRE LIFE EMBLEM GROWTH PF	26.532	0	26.532
**D EMPIRE LIFE EMBLEM MOD GRO PF	26.393	0	26.393
**D EMPIRE LIFE EQUITY GROW FD 3	239	0	239
**D EMPIRE LIFE GLOB SMALL COMP FD	40.998	0	40.998
**D EMPIRE LIFE GLOBAL BALANCED FD	169.963	0	169.963
**D EMPIRE LIFE GLOBAL DIV GROW FD	61.246	0	61.246
**D EMPIRE LIFE GLOBAL EQUITY FUND	71.775	0	71.775
**D EMPIRE LIFE INCOME FUND	21.895	0	21.895
**D EMPIRE LIFE INTL EQUITY FUND	138.600	0	138.600
**D EMPIRE LIFE PREMIER EQUITY FD	19.781	0	19.781
**D EMPIRE PENSION EQUITY FUND	14.833	0	14.833
**D EMPIRE UL PHANTOM IF	214	0	214
**D EMPIRE UL PHANTOM SEG5	6.236	0	6.236
**D EMPIRE UL PHANTOM SEG8	899	0	899
**D EMPIRE UL PHANTOM SEG9	7.293	0	7.293
**D EMPIRE UL PHANTOM SEGGS	2.096	0	2.096
**D EXELON FITZPATRICK QUALIFIED FUND	2.472	0	2.472
**D EXELON PEACH BOTTOM UNIT 1 QUALIFIED FUND	530	0	530
**D FCM INTERNATIONAL LLC	1.688	0	1.688
**D FIAM GROUP TRUST FOR EMPLOYEE BENEFIT PLANS	1.024.353	0	1.024.353
**D FIDELITY ADVISOR SERIES VIII FIDELITY ADVISOR OVERSEAS FUND	216.300	0	216.300
**D FIDELITY ADVISOR SERIES VIII: FIDELITY ADVISOR DIVERSIFIED INTERNATIONAL FUND	395.000	0	395.000
**D FIDELITY INVESTMENT TRUST FIDELITY DIVERSIFIED INTERNATIONAL K6 FUND	708.990	0	708.990
**D FIDELITY INVESTMENT TRUST: FIDELITY ENDURING OPPORTINITIES FUND	1.095	0	1.095
**D FIDELITY SALEM STREET TRUST: FIDELITY SERIES GLOBAL EX U.S. INDEX FUND	376.369	0	376.369
**D FIDELITY SALEM STREET TRUST: FIDELITY FLEX INTERNATIONAL INDEX FUND	11.136	0	11.136
**D FIRST STATE TRUST COMPANY FOR MULTIPLE BENEFICIARIES	495	0	495
**D FISHER INVESTMENTS GLOBAL SMALL CAP UNIT TRUST FUND	228.775	0	228.775
**D FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST	22.512	0	22.512
**D FORD MOTOR COMPANY OF CANADA, LIMITED PENSION TRUST	1.181	0	1.181
**D FOURTH AVENUE INVESTMENT COMPANY	2.259	0	2.259
**D FS OVERLAY C - PARAMETRIC	1.533	0	1.533
**D FUNDO DE PENSOES ALAMEDA DE CARLOS D` ASSUMPCAO	6.241	0	6.241
**D FUTURE FUND BOARD OF GUARDIANS FOR AND ON BEHALF OF FUTURE FUND	169.585	0	169.585
**D GENERAL PENSION AND SOCIAL SECURITY AUTHORITY GPSSA	17.341	0	17.341

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Ordinary Shareholders' Meeting of February 18, 2020

RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

**IN FAVOUR**

Surname	Tot. Votes	On own behalf	Proxy
**D GLG EUROPEAN LONG-SHORT MASTER FUND LTD	14.087	0	14.087
**D GLOBAL BOND FUND WAYCROSSE INC	14.965	0	14.965
**D GOVERNMENT EMPLOYEES SUPERANNUATION BOARD	15.311	0	15.311
**D GUIDESTONE FUNDS INTERNATIONAL EQUITY INDEX FUND	27.715	0	27.715
**D HALIFAX REGIONAL MUNICIPALITY MASTER TRUST	6.256	0	6.256
**D HALLIBURTON COMPANY EMPLOYEE BENEFIT MASTER TRUST	194.086	0	194.086
**D HARDING LOEVNER FUNDS INC. GLOBAL EQUITY RESEARCH PORTFOLIO C/O NORTHERN TRUST COMPANY	1.194	0	1.194
**D HARDING LOEVNER FUNDS INC. INTERNATIONAL EQUITY RESEARCH PORTFOLIO	4.160	0	4.160
**D HARDING LOEVNER FUNDS PLC	912	0	912
**D HONG KONG SAR GOVERNMENT EXCHANGE FUND.	737.671	0	737.671
**D HOSTPLUS POOLED SUPERANNUATION TRUST	38.192	0	38.192
**D HRW TESTAMENTARY TRUST NO 5	2.985	0	2.985
**D HRW TESTAMENTARY TRUST NO 6	4.458	0	4.458
**D HRW TESTAMENTARY TRUST NO. 11	5.380	0	5.380
**D HRW TESTAMENTARY TRUST NO. 7	5.362	0	5.362
**D HRW TESTAMENTARY TRUST NO. 8	3.894	0	3.894
**D HUTCHISON PROVIDENT FUND.	15.894	0	15.894
**D IBM PENSION PLAN	5.215	0	5.215
**D ILA-LA WORLD ESG SCREENED FUND	5.212	0	5.212
**D ILLINOIS MUNICIPAL RETIREMENT FUND	22.867	0	22.867
**D INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPMENT ON BEHALF OF THE WORLD BANK GROUP TRUST FUNDS 3.379		3.379	0
**D INTERNATIONAL MONETARY FUND STAFF RETIREMENT PLAN	413.711	0	413.711
**D IRISH LIFE ASSURANCE PLC	268.282	0	268.282
**D IWA - FOREST INDUSTRY PENSION PLAN 2100	196.300	0	196.300
**D JANSSEN INC. MASTER TRUST	113.228	0	113.228
**D JCW 1987 ARTICLE II DESC TRUST FBOTLW	200	0	200
**D JCW 1987 ARTICLE II DESC TRUST FBOJMW DTD 1/1/2012	200	0	200
**D JCW 1987 ARTICLE II DESC TRUST FBOSLW	176	0	176
**D JCW 1987 ARTICLE II DESC TRUST FBOAAP C/O WALTON ENTERPRISES LLC	178	0	178
**D JOHN HANCOCK FUNDS II INTERNATIONAL STRATEGIC EQUITY ALLOCATION FUND	32.036	0	32.036
**D JOHN HANCOCK VARIABLE INSURANCE TRUST INTERNATIONAL EQUITY INDEX TRUST.	25.319	0	25.319
**D JTW TRUST NO. 1 UAD 9/19/02	2.351	0	2.351
**D JTW TRUST NO. 2 UAD 9/19/02	3.079	0	3.079
**D JTW TRUST NO. 5 UAD 9/19/02	1.099	0	1.099
**D K INVESTMENTS SH LIMITED	78.218	0	78.218
**D KERN COUNTY EMPLOYEES` RETIREMENT ASSOCIATION	29.349	0	29.349
**D KOMMUNAL LANDSPENSJONSKASSE GJENSIDIG FORSIKRINGSSKAP	66.576	0	66.576
**D LAKE AVENUE INVESTMENTS LLC	30.081	0	30.081
**D LATVIJAS BANKA	5.330	0	5.330
**D LEGAL AND GENERAL	189.167	0	189.167
**D LEGAL AND GENERAL ASSURANCE PENSIONS MANAGEMENT LIMITED	2.235.604	0	2.235.604
**D LEGAL AND GENERAL AUTHORISED CONTRACTUAL SCHEME	462	0	462
**D LEGAL AND GENERAL CCF	3.340	0	3.340
**D LEGAL AND GENERAL COLLECTIVE INVESTMENT TRUST..	428	0	428

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Ordinary Shareholders' Meeting of February 18, 2020

RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

**IN FAVOUR**

Surname	Tot. Votes	On own behalf	Proxy
**D LEGAL AND GENERAL COLLECTIVE INVESTMENT TRUST.	126.609	0	126.609
**D LEGAL AND GENERAL EUROPEAN INDEX TRUST	384.077	0	384.077
**D LEGAL AND GENERAL FUTURE WORLD ESG DEVELOPED INDEX FUND	371	0	371
**D LEGAL AND GENERAL GLOBAL EQUITY INDEX FUND	1.487	0	1.487
**D LEGAL AND GENERAL ICAV	14.518	0	14.518
**D LEGAL AND GENERAL INTERNATIONAL INDEX TRUST	52.884	0	52.884
**D LEGAL AND GENERAL MSCI EAFE FUND LLC	51.373	0	51.373
**D LEHMAN-STAMM FAMILY PARTNERS LLC LEHMAN-STAMM FAMILY PARTNERS LLC	344	0	344
**D LGPS CENTRAL AUTHORISED CONTRACTUAL SCHEME	81.100	0	81.100
**D LGT SLC EQ EU (EUR) POOL JU	330.491	0	330.491
**D LIFE INTERNATIONAL DESIGNATED ACTIVITY COMPANY	425.854	0	425.854
**D LOS ANGELES CITY EMPLOYEES RETIREMENT SYSTEM	57.500	0	57.500
**D LTW GROUP HOLDINGS, LLC	25.111	0	25.111
**D LTW INVESTMENTS LLC	19.747	0	19.747
**D MALACHITE 35 TRUST	1.560	0	1.560
**D MAN GLG TOPAZ LIMITED C/O MAPLES CORP SVCS LTD	23.964	0	23.964
**D MANDATORY PROVIDENT FUND SCHEMES	14.207	0	14.207
**D MANULIFE GLOBAL FUND.	114.054	0	114.054
**D MAPLES CORPORATE SERVICES LIMITED	470.507	0	470.507
**D MERCER PASSIVE INTERNATIONAL SHARES FUND	22.125	0	22.125
**D MICHELIN NORTH AMERICA INC. MASTER RETIREMENT TRUST	16.091	0	16.091
**D MIDWEST OPERATING ENGINEERS PENSION TRUST FUND	780.000	0	780.000
**D MONTGOMERY COUNTY CONSOLIDATED RETIREE HEALTH BENEFITS TRUST	45.700	0	45.700
**D MONTGOMERY COUNTY EMPLOYEES RETIREMENT SYSTEM	125.700	0	125.700
**D MORGAN STANLEY DEFINED CONTRIBUTION MASTER TRUST	70.528	0	70.528
**D MUNICIPAL EMPLOYEES` ANNUITY AND BENEFIT FUND OF CHICAGO	1.371	0	1.371
**D NATIONAL COUNCIL FOR SOCIAL SEC FUND	189.704	0	189.704
**D NATIONAL RAILROAD RETIREMENT INVESTMENT TRUST	160.665	0	160.665
**D NBIMC EAFE EQUITY INDEX FUND	8.402	0	8.402
**D NBIMC EAFE EQUITY INDEX FUND - CLASS N	602	0	602
**D NEW ZEALAND SUPERANNUATION FUND	57.769	0	57.769
**D NEWBURG NOMINEES LIMITED INVESTORS WHOLESALE GLOBAL EQUITY (INDEX) TRUST	19.513	0	19.513
**D NORTHERN FUNDS - INTERNATIONAL EQUITY INDEX FUND	212.437	0	212.437
**D NORTHERN TRUST GLOBAL INVESTMENTS COLLECTIVE FUNDS TRUST	1.342.481	0	1.342.481
**D NORTHERN TRUST INVESTMENT FUNDS PUBLIC LIMITED COMPANY	7.059	0	7.059
**D NORTHERN TRUST UCITS COMMON CONTRACTUAL FUND	253.664	0	253.664
**D NORTHERN TRUST UCITS FGR FUND	110.465	0	110.465
**D NTGI - QM COMMON DAILY ALL COUNTRY WORLD EX-US EQUITY INDEX FUND - LENDING	29.822	0	29.822
**D NTGI-QM COMMON DAILY ALL COUNTRY WORLD EX-US INVESTABLE MARKET INDEX FUND - NON LENDING	20.126	0	20.126
**D NTGI-QM COMMON DAILY EAFE INDEX FUND - NON LENDING	64.998	0	64.998
**D NTGI-QM COMMON DAILY EAFE INDEX FUND - LENDING	49.190	0	49.190
**D NUMERIC ALTERNATIVE RISK PREMIA SMA A/C MSPB	56.400	0	56.400
**D OLD MUTUAL THREADNEEDLE EUROPEAN SELECT FUND	25.759	0	25.759
**D ORIZABA LP	4.718	0	4.718
**D PRO-GEN INVESTMENTS LLC	1.566	0	1.566

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Ordinary Shareholders' Meeting of February 18, 2020

## RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

## IN FAVOUR

Surname	Tot. Votes	On own behalf	Proxy
**D PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF COLORADO	129.167	0	129.167
**D PUBLIC PENSION AGENCY	305.996	0	305.996
**D PYRAMIS GROUP TRUST FOR EMPLOYEE BENEFIT PLANS	40.946	0	40.946
**D QIC INTERNATIONAL EQUITIES FUND	4.326	0	4.326
**D QSUPER	11.491	0	11.491
**D QUEENSLAND INVESTMENT TRUST NO.2	6.228	0	6.228
**D RBC GLOBAL ASSET MANAGEMENT INC	9.869	0	9.869
**D REGIME DE RETRAITE D HYDRO QUEBEC	73.624	0	73.624
**D RIVER AND MERCANTILE GLOBAL HIGH ALPHA FUND	17.316	0	17.316
**D S. ROBSON WALTON 1999 CHILDRENS TRUST	1.340	0	1.340
**D S. ROBSON WALTON 2009 GRAT NO. 4 ARTICLE II TRUST	1.153	0	1.153
**D S. ROBSON WALTON 2010 TRUST	1.359	0	1.359
**D SDA INTL EQUITY INDEX FD-WORLD	15.702	0	15.702
**D SLIC - EUROPEAN EQUITY GROWTH FUND	196.021	0	196.021
**D SLIC ER EX UK SM CM FD XESC	177.975	0	177.975
**D SLIC II - STANDARD LIFE INVESTMENTS	580.474	0	580.474
**D SLW PORTFOLIO LLC	4.903	0	4.903
**D SPARTAN GROUP TRUST FOR EMPLOYEE BENEFIT PLANS	191.872	0	191.872
**D STANDARD LIFE ASSURANCE LIMITED.	4.572.893	0	4.572.893
**D STANDARD LIFE INVESTMENT COMPANY GLOBAL SMALLER	2.994.221	0	2.994.221
**D STATE STREET GLOBAL ADVISORS GROSS ROLL UP UNIT TRUST	20.074	0	20.074
**D STEADYHAND INVESTMENT MANAGEMENT LTD	52.300	0	52.300
**D STEUART L. WALTON FAMILY TRUST UAD 3/19/13	1.543	0	1.543
**D STICHTING ALGEMEEN PENSIOENFONDS	19.077	0	19.077
**D STICHTING BEDRIJFSTAKPENSIOENFONDS VOOR HET SCHOONMAAK EN GLAZENWASSER SBEDRIJF	20.020	0	20.020
**D STICHTING BLUE SKY LIQUID ASSET FUNDS	58.510	0	58.510
**D STICHTING MN SERVICES	402.357	0	402.357
**D STICHTING MN SERVICES AANDELENFONDS EUROPA.	57.703	0	57.703
**D STICHTING PENSIOENFONDS ING	32.771	0	32.771
**D STICHTING PENSIOENFONDS SAGITTARIUS	18.801	0	18.801
**D STICHTING PENSIOENFONDS VAN DE METALEKTRO (PME)	325.917	0	325.917
**D STICHTING PENSIOENFONDS METAAL EN TECHNIEK MN SERVICES	106.117	0	106.117
**D STICHTING PGGM DEPOSITARY	441.649	0	441.649
**D SUTTER HEALTH	249.700	0	249.700
**D SUTTER HEALTH MASTER RETIREMENT TRUST	321.900	0	321.900
**D THE BOARD OF MANAGEMENT OF THE CHINESE PERMANENT CEMETERIES	9.693	0	9.693
**D THE BOARD OF THE PENSION PROTECTION FUND RENAISSANCE	1.385	0	1.385
**D THE CURATORS OF THE UNIVERSITY OF MISSOURI	20.525	0	20.525
**D THE EMPIRE LIFE INSURANCE COMPANY	97.261	0	97.261
**D THE ENDEAVOUR II FUND	2.026	0	2.026
**D THE HEALTH FOUNDATION	25.840	0	25.840
**D THE LEVERHULME TRUST	42.615	0	42.615
**D THE NOMURA TRUST AND BANKING CO LTD	40.315	0	40.315
**D THE PUBLIC INSTITUTION FOR SOCIAL SECURITY	79.785	0	79.785
**D THE TRUSTEES OF THE HENRY SMITH CHARITY	13.004	0	13.004

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Shareholder: 1.404 People: 4  
 Shareholders on own behalf: 1 Shareholders by proxy: 1.403

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Ordinary Shareholders' Meeting of February 18, 2020

## RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

## IN FAVOUR

Surname	Tot. Votes	On own behalf	Proxy
**D THOMAS L. WALTON FAMILY TRUST UAD 03/19/13	931	0	931
**D THREADNEEDLE (LUX)	5.147.198	0	5.147.198
**D THREADNEEDLE (LUX) COLUMBIA THREADNEEDLE INVESTMENTS	2.342.727	0	2.342.727
**D THREADNEEDLE INVESTMENT FUNDS ICVC	2.200.748	0	2.200.748
**D THREE BRIDGES EUROPE MASTER FUND LTD.	4.086	0	4.086
**D THYSSEN GLOBAL INVESTMENTS CORP	388	0	388
**D TLUX PAN EUROPEAN SMALL CAP OPPORTUNITIES COLUMBIA THREADNEEDLE INVESTMENTS	1.085.021	0	1.085.021
**D TORONTO TRANSIT COMMISION PENSION FUND SOCIETY	495.489	0	495.489
**D TRANSAMERICA AIM INTERNATIONAL GROW	27.882	0	27.882
**D TRINITY COLLEGE CAMBRIDGE	4.612	0	4.612
**D TWO SIGMA ABSOLUTE RETURN PORTFOLIO LLC CORPORATION SERV.COMP.2	10.126	0	10.126
**D TWO SIGMA EQUITY RISK PREMIA PORTFOLIO LLC	6.284	0	6.284
**D TWO SIGMA EQUITY SPECTRUM PORTFOLIO - EUR A/C MSPB	15.571	0	15.571
**D UNITED MINE WORKERS OF AMERICA 1974 PENSION TRUST 1974 PENSION TRUST	35.539	0	35.539
**D UNITED NATIONS RELIEF AND WORKS AGENCY FOR PALESTINE REFUGEES IN THE NEAR EAST UNRWA HEADQUARTERS BA 54.947		54.947	0
**D UNIVERSE THE CMI CONTINEN. EUROPEANEQUITY	66.478	0	66.478
**D UNIVEST	58.705	0	58.705
**D UTAH STATE RETIREMENT SYSTEMS	108.058	0	108.058
**D VERDIPAPIRFONDET KLP AKSJEEUROPA INDEKS 1	34.700	0	34.700
**D VERDIPAPIRFONDET KLP AKSJEGLOBAL INDEX 1	74.900	0	74.900
**D VONTOBEL FUND (CH) - VESCORE GLOBALEQUITY MULTIFACTOR OLIVIER SCHALBETTER VONTOBEL FONDS SERVICES AG 402		402	0
**D WHEELS COMMON INVESTMENT FUND	4.261	0	4.261
**D WYOMING RETIREMENT SYSTEM	17.260	0	17.260
**D ZURICH FINANCIAL SERVICES UK PENSION SCHEME	829.501	0	829.501
**D ZURICH LIFE ASSURANCE PLC	138.355	0	138.355
**D NATIONAL WESTMINSTER BANK PLC AS TRUSTEE OF JUPITER EUROPEAN FUND NAT WEST BK PLC AS TRUSTEE OF JUPI 8.252.947		8.252.947	0
**D DOFASCO EMPLOYEES SAVINGS AND PROFIT SHARING FUND	13.901	0	13.901
**D C.R. HYDRO-QUEBEC - TEMP2	92.640	0	92.640
**D CANDRIAM SRI EQUITY EMU	349.509	0	349.509
**D CANDRIAM SRI EQUITY EUROPE	599.912	0	599.912
**D CHESS INTERNATIONAL PROPERTIES LTD	1.147	0	1.147
**D CONCORD EQUITY FUND	1.715	0	1.715
**D CONCORDIA EQUITY FUND	629	0	629
**D IBM DIVERSIFIED GLOBAL EQUITY FUND	13.786	0	13.786
**D ABERDEEN STANDARD INVESTMENTS	2.604.037	0	2.604.037
**D AMUNDI INDEX MSCI WORLD	13.549	0	13.549
**D G FUND AVENIR EUROPE	1.683.450	0	1.683.450
**D PRIVILEGE - JP MORGAN PAN EUROPEAN FLEXIBLE EQUITY	25.740	0	25.740
**D AMUNDI FUNDS MULTI ASSET CONSERVATIVE	53.265	0	53.265
**D AMUNDI FUNDS EQUITY EUROPE RISK PARITY	9.982	0	9.982
**D AMUNDI MSCI EUROPE EX UK	718	0	718
**D AMUNDI PRIME EUROPE - UCITS ETF DR	1.356	0	1.356

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Ordinary Shareholders' Meeting of February 18, 2020

## RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

## IN FAVOUR

Surname	Tot. Votes	On own behalf	Proxy
**D AMUNDI PRIME GLOBAL - UCITS ETF DR	752	0	752
**D AMUNDI FDS GLOBAL MULTI-ASSET TARGET INC	36.832	0	36.832
**D AMUNDI FUNDS PIONEER FLEXIBLE OPPORTUNIT	183.093	0	183.093
**D AMUNDI FUNDS EUROPEAN EQUITY SMALL CAP	2.550.090	0	2.550.090
**D AMUNDI FUNDS GLOBAL MULTI-ASSET	45.282	0	45.282
**D AMUNDI FDS GLOB MULTI-ASSET CONSERVATIVE	74.801	0	74.801
**D AMUNDI FUNDS EURO MULTI-ASSET TARGET INC	163.919	0	163.919
**D AMUNDI FUNDS EQUITY EURO RISK PARITY	83.718	0	83.718
**D AMUNDI INDEX EQUITY EUROPE LOW CARBON	6.561	0	6.561
**D G FUND - TOTAL RETURN ALL CAP EUROPE	405.000	0	405.000
**D AMUNDI INDEX MSCI EMU	276.850	0	276.850
**D LO FUNDS - CONTINENTAL EUROPE SMALL & MID LEADERS 18.05.2017	750.000	0	750.000
**D AMUNDI FUNDS EQUITY EUROLAND SMALL CAP	630.501	0	630.501
**D AMUNDI INDEX MSCI EUROPE	122.591	0	122.591
**D MST EUROPEAN OPPORTUNITES FUND	3.441.109	0	3.441.109
**D EDMOND DE ROTHSCHILD FUND EQUITY EURO CORE	848.800	0	848.800
**D VISION FUNDS-EUROPE OPPORTUNITIES	365.049	0	365.049
**D SG AMUNDI ASSET MANAGEMENT	41.194	0	41.194
**D ECUREUIL RETRAITE EURO ACTIONS 4	310.000	0	310.000
**D TOTAL DIVERSIFIE EQUILIBRE & SOLIDAIRE	23.091	0	23.091
**D ROPS-SMART INDEX EURO	68.660	0	68.660
**D AP ACTIONS 1 EURO	30.524	0	30.524
**D ICARE	18.291	0	18.291
**D ROPS EURO P	103.722	0	103.722
**D FDRN AMUNDI	91.770	0	91.770
**D FCP GROUPAMA PHARMA DIVERSIFIE	98.733	0	98.733
**D CARP - INDO	264.486	0	264.486
**D NEUFLIZE VIE OPPORTUNITES	97.324	0	97.324
**D IBM FRANCE	20.000	0	20.000
**D MONGELAS	46.879	0	46.879
**D ARRCO LONG TERME D ACTIONS	181.261	0	181.261
**D AA FORTIS ACTIONS PETIT CAP EUROPE	99.481	0	99.481
**D EDMOND DE ROTHSCHILD ASSET MANAGEMENT	283.370	0	283.370
**D I2C ACTIONS	552.000	0	552.000
**D VILLIERS DIAPASON	17.620	0	17.620
**D AMUNDI HORIZON	16.877	0	16.877
**D FCP CARPIMKO EUROPE	40.000	0	40.000
**D CONTI GESTION	78.999	0	78.999
**D VENDOME SELECTION EUROPE	484.000	0	484.000
**D ABN AMRO TOTAL RETURN GLOBAL	2.994	0	2.994
**D HSBC EUROPE SMALL & MID CAP	128.249	0	128.249
**D CPR SILVER AGE	2.812.894	0	2.812.894
**D CPR EUROLAND	59.891	0	59.891
**D ATOUT EUROPE SMART BETA	1.804	0	1.804
**D ASSURDIX	67.485	0	67.485

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Ordinary Shareholders' Meeting of February 18, 2020

## RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

## IN FAVOUR

Surname	Tot. Votes	On own behalf	Proxy
**D CNP ASSUR EUROPE NEUFLIZE OBC	173.892	0	173.892
**D AMUNDI RENDEMENT PLUS	103.563	0	103.563
**D BFT EURO FUTUR ESG	57.500	0	57.500
**D AMUNDI ACTIONS PME	867.906	0	867.906
**D GROUPAMA AVENIR EURO	4.905.079	0	4.905.079
**D GROUPAMA AVENIR ALL CAP EURO	130.000	0	130.000
**D GROUPAMA EUROPE STOCK	8.330	0	8.330
**D EPARGNE ETHIQUE FLEXIBLE	11.581	0	11.581
**D GROUPAMA EUROPE EQUITIES	13.964	0	13.964
**D BEST BUSINESS MODELS	898.000	0	898.000
**D MONDIAL VALOR	4.500	0	4.500
**D POLLUX	11.000	0	11.000
**D EDMOND DE ROTHSCHILD EUROPE MIDCAPS	876.650	0	876.650
**D EDMOND DE ROTHSCHILD EQUITY EUROPE SOLVE	252.930	0	252.930
**D EDMOND DE ROTHSCHILD ASSET MANAGEMENT (EDRAM)	47.250	0	47.250
**D STICHTING PENSIOENFONDS PGB UBS- MSCI EUROPE EQUITY PASSIVE	282.863	0	282.863
**D STICHTING PENSIOENFONDS PGB UBS- GLOBAL EQUAL WEIGHTED EQUITY	96.332	0	96.332
**D STG PFDS ACHMEA MANDAAT BLACKROCK	25.808	0	25.808
**D STICHTING PENSIOENFONDS WONEN	14.479	0	14.479
**D COUNSEL DEFENSIVE GLOBAL EQUITY	1.260	0	1.260
**D IMPERIAL TOBACCO PENSION INVESTMENT TRUST FUND	26.633	0	26.633
**D MACKENZIE INTERNATIONAL EQUITY INDEX ETF	836	0	836
**D TD EMERALD INTERNATIONAL EQUITYINDEX FUND	129.401	0	129.401
**D EPOCH GLOBAL EQUITY FUND	1.464.541	0	1.464.541
**D TD INTERNATIONAL INDEX FUND	24.907	0	24.907
**D TD EUROPEAN INDEX FUND .	4.157	0	4.157
**D TD INTERNATIONAL EQUITY INDEX ETF	1.690	0	1.690
**D PUBLIC SECTOR PENSION INVESTMENT BOARD	333.953	0	333.953
**D IMPERIAL INTERNATIONAL EQUITY POOL	17.190	0	17.190
**D WINDWISE MSCI EAFE INDEX NON-LENDING, FUND FOR EXEMPT ORG.	29.009	0	29.009
**D CIBC INTERNATIONAL SMALL COMPANIES FUND	13.512	0	13.512
**D CIBC INTERNATIONAL INDEX FUND	28.936	0	28.936
**D CIBC EUROPEAN INDEX FUND	4.031	0	4.031
**D CIBC EUROPEAN EQUITY FUND	479.235	0	479.235
**D CIBC POOLED INTERNATIONAL EQUITY INDEX FUND	3.071	0	3.071
**D CIBC INTERNATIONAL EQUITY POOL	37.522	0	37.522
**D ALLIANZ GLOBAL INVESTORS FUND	772.462	0	772.462
**D AXA WORLD FUNDS	11.289.184	0	11.289.184
**D BLACKROCK STRATEGIC FUNDS	224.913	0	224.913
**D BLACKROCK GLOBAL INDEX FUNDS	38.193	0	38.193
**D INDEXIQ	47.515	0	47.515
**D CRUX GLOBAL FUND	139.808	0	139.808
**D MFS MERIDIAN FUNDS	652.223	0	652.223
**D ISHARES MSCI EAFE INTERNATIONALINDEX FUND	333.208	0	333.208
**D ISHARES MSCI ACWI EX U.S. ETF	65.849	0	65.849

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Ordinary Shareholders' Meeting of February 18, 2020

RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

**IN FAVOUR**

Surname	Tot. Votes	On own behalf	Proxy
**D ISHARES MSCI EUROZONE ETF	725.940	0	725.940
**D ISHARES MSCI EAFE GROWTH ETF	340.859	0	340.859
**D ISHARES MSCI EAFE ETF	2.597.375	0	2.597.375
**D ISHARES MSCI KOKUSAI ETF	1.921	0	1.921
**D ISHARES MSCI EUROPE FINANCIALS ETF	256.331	0	256.331
**D ISHARES MSCI ITALY ETF	513.995	0	513.995
**D ISHARES CORE MSCI EUROPE ETF	204.670	0	204.670
**D ISHARES EDGE MSCI INTL QUALITY FACTOR ETF	126.758	0	126.758
**D ISHARES EDGE MSCI INTL SIZE FACTOR ETF	778	0	778
**D ISHARES MSCI WORLD ETF	9.254	0	9.254
**D ISHARES CORE MSCI EAFE ETF	2.436.254	0	2.436.254
**D ISHARES CORE MSCI TOTAL INTERNATIONAL STOCK ETF	392.954	0	392.954
**D ISHARES CORE MSCI INTERNATIONAL DEVELOPED MARKETS ETF	53.582	0	53.582
**D ISHARES CORE MSCI EAFE IMI INDEX ETF	80.688	0	80.688
**D ISHARES MSCI EUROPE IMI INDEX ETF	10.251	0	10.251
**D CONNECTICUT GENERAL LIFE INSURANCE COMPANY	1.330	0	1.330
**D TOTAL INTERNATIONAL EX U.S. INDEX MASTER PORTFOLIO OF MASTER INV	23.619	0	23.619
**D AMERICAN CENTURY ETF TRUST-AVANTIS INTERNATIONAL EQUITY ETF	2.850	0	2.850
**D AMERICAN BUREAU OF SHIPPING	170	0	170
**D UNITED TECHNOLOGIES CORPORATIONEMPLOYEE SAVINGS PLAN MASTER TRU	67.773	0	67.773
**D BEAR CREEK INC	5.969	0	5.969
**D SIEFORE XXI BANORTE BASICA 60-64 SA. DE C.V.	70.397	0	70.397
**D SIEFORE XXI BANORTE BASICA 65-69 SA DE C.V.	108.678	0	108.678
**D SIEFORE XXI BANORTE BASICA 70-74 SA DE C.V.	128.778	0	128.778
**D SIEFORE XXI BANORTE BASICA 75-79SA DE C.V.	108.231	0	108.231
**D SIEFORE XXI BANORTE BASICA 80-84 SA DE C.V.	112.767	0	112.767
**D SIEFORE XXI BANORTE BASICA 85-89 SA DE C.V.	63.788	0	63.788
**D SIEFORE XXI BANORTE BASICA 90-94 SA DE C.V.	17.684	0	17.684
**D CAREFIRST, INC. RETIREMENT PLAN TRUST	129.000	0	129.000
**D SCPMG KEOGH PLAN	11.077	0	11.077
**D COMMONFUND DIRECT SERIES LLC - CF TROWE PRICE EUROPEAN EQUITY SE	396.408	0	396.408
**D CITY UNIVERSITY OF NEW YORK	810	0	810
**D FRANKLIN TEMPLETON ETF TRUST - FRANKLIN FTSE EUROPE ETF	6.061	0	6.061
**D FRANKLIN TEMPLETON ETF TRUST - FRANKLIN FTSE ITALY ETF	20.820	0	20.820
**D FRANKLIN FTSE EUROPE EX U.K. INDEX ETF	8.550	0	8.550
**D FRANKLIN TEMPLETON ETF TRUST - FRANKLIN FTSE EUROPE HEDGED ETF	302	0	302
**D THE GENERAL MOTORS CANADA HOURLY PLAN TRUST	11.591	0	11.591
**D AMERICAN FUNDS INSURANCE SERIES INTERNATIONAL FUND	1.037.559	0	1.037.559
**D AMERICAN FUNDS INSURANCE SERIES GLOBAL GROWTH FUND	893.000	0	893.000
**D AMERICAN FUNDS INSURANCE SERIES GLOBAL BALANCED FUND	125.000	0	125.000
**D HEALTHONE	5.853	0	5.853
**D KAISER FOUNDATION HEALTH PLAN INC RETIREE HEALTH AND WELFARE PLA	12.083	0	12.083
**D FIRST CHURCH OF CHRIST SCIENTIST	5.690	0	5.690
**D JANUS CAPITAL MANAGEMENT LLC	4	0	4
**D INTECH GLOBAL ALL COUNTRY ENHANCED INDEX FUND LLC	2.116	0	2.116

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Ordinary Shareholders' Meeting of February 18, 2020

RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

**IN FAVOUR**

Surname	Tot. Votes	On own behalf	Proxy
**D SUNAMERICA SERIES TRUST SA JPM DIVERSIFIED BALANCED PORTFOLIO	11.366	0	11.366
**D SEASONS SERIES TRUST SA MULTI-MANAGED INTERNATIONAL EQUITY PORTF	40.354	0	40.354
**D SUNAMERICA SERIES TRUST - SA INTERNATIONAL INDEX PORTFOLIO	20.021	0	20.021
**D KP INTERNATIONAL EQUITY FUND	15.893	0	15.893
**D KANSAS PUBLIC EMPLOYEES RETIREMENT SYSTEM	614.357	0	614.357
**D CAYMAN ISLANDS CHAMBER OF COMMERCE PENSION FUND	5.211	0	5.211
**D COUNTY OF LOS ANGELES DEFERRED COMPENSATION AND THRIFT PLAN	19.330	0	19.330
**D LVIP SSGA INTERNATIONAL INDEX FUND	129.776	0	129.776
**D COUNTY OF LOS ANGELES SAVINGS PLAND THRIFT PLAN	4.020	0	4.020
**D RHUMLINE INTERNATIONAL POOLED INDEX TRUST	11.318	0	11.318
**D ALLIANCEBERNSTEIN INTERNATIONALALL-COUNTRY PASSIVE SERIES	2.610	0	2.610
**D TALCOTT RESOLUTION LIFE INSURANCE COMPANY	5.418	0	5.418
**D CITY OF NEW YORK GROUP TRUST	344.564	0	344.564
**D MAS PENSION SIEFORE BASICA 60-64 SA DE C.V.	25.096	0	25.096
**D MAS PENSION SIEFORE BASICA 65-69, SA DE C.V.	16.388	0	16.388
**D MAS PENSION SIEFORE BASICA 70-74, SA DE C.V.	15.438	0	15.438
**D MAS PENSION SIEFORE BASICA 75-79 SA DE C.V.	14.266	0	14.266
**D MAS PENSION SIEFORE BASICA 80-84, SA. DE C.V.	21.778	0	21.778
**D MAS PENSION SIEFORE BASICA 85-89 SA DE C.V.	17.885	0	17.885
**D MAS PENSION SIEFORE BASICA 90-94 SS DE C.V	7.776	0	7.776
**D ALASKA COMMON TRUST FUND	35.615	0	35.615
**D RUSSELL INVESTMENTS INSTITUTIONAL FUNDS, LLC INTERNATIONAL EQUIT	23.598	0	23.598
**D FRANKLIN TEMPLETON COLLECTIVE INV.TRUST-SIERRA FRANKLIN EAFE PLU	550.000	0	550.000
**D SSGA MSCI ACWI EX-USA INDEX NON-LENDING DAILY TRUST	10.770	0	10.770
**D STANDARD LIFE INVESTMENTS GLOBAL ABSOLUTE RETURN STRATEGIES MAST	63.461	0	63.461
**D TENNESSEE CONSOLIDATED RETIREMENT SYSTEM	1.305.582	0	1.305.582
**D VANGUARD FTSE DEVELOPED EUROPE ALL CAP INDEX ETF	9.539	0	9.539
**D VANGUARD FTSE DEVELOPED ALL CAP EX NORTH AMERICA INDEX ETF	37.251	0	37.251
**D VANGUARD DEVELOPED ALL-CAP EX NORTH AMERICA EQUITY INDEX POOLED	3.315	0	3.315
**D VANGUARD FTSE DEVELOPED EX NORTH AMERICA HIGH DIVIDEND YIELD IND	1.079	0	1.079
**D INVESCO INSTITUTIONAL TRUST INTERNATIONAL GROWTH EQUITY FUND	84.175	0	84.175
**D CAPITAL GROUP GLOBAL EQUITY FUND (CANADA)	3.518.000	0	3.518.000
**D CAPITAL GROUP GLOBAL BALANCED FUND (CANADA)	257.700	0	257.700
**D WELLS FARGO BK DECL OF TRUST ESTABL INVEST FUNDS EMPLOYEE BEN TR	14.515	0	14.515
**D WILMINGTON TRUST COLLECTIVE INVESTMENT TRUST	272.945	0	272.945
**D WELLINGTON HEDGED ALPHA OPPORTUNITIES FUND	16.873	0	16.873
**D VANGUARD TOTAL WORLD STOCK INDEX FUND	201.340	0	201.340
**D VANGUARD DEVELOPED MARKETS INDEX FUND	3.919.844	0	3.919.844
**D THE METHODIST HOSPITAL	43.106	0	43.106
**D BEAUMONT HEALTH MASTER RETIREMENT TRUST	4.346	0	4.346
**D HC CAPITAL TRUST - THE ESG GROWTH PORTFOLIO	2.384	0	2.384
**D HC CAPITAL TRUST- THE CATHOLIC SRI GROWTH PORTFOLIO	889	0	889
**D MANUFACTURERS AND TRADERS TRUST COMPANY	46.265	0	46.265
**D HC CAPITAL TRUST- THE INTERNATIONAL EQUITY PORTFOLIO	25.008	0	25.008
**D INTERNATIONAL MONETARY FUND	63.477	0	63.477

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Ordinary Shareholders' Meeting of February 18, 2020

## RESULTS OF VOTING

Subject: **Integration of th Board of Directors.**

## IN FAVOUR

Surname	Tot. Votes	On own behalf	Proxy
**D FEDERATED KAUFMANN FUND	5.600.000	0	5.600.000
**D FEDERATED KAUFMANN FUND II	152.200	0	152.200
**D FEDERATED KAUFMANN SMALL CAP FUND	3.275.000	0	3.275.000
**D JOHN HANCOCK LIFE AND HEALTH INSURANCE COMPANY	30.918	0	30.918
**D EPSILON MULTIASET 3 ANNI MARZO 2020	6.099	0	6.099
**D EPSILON FLESSIBILE AZIONI EURO SETTEMBRE 2020	7.798	0	7.798
**D EPSILON FLESSIBILE AZIONI EURO NOVEMBRE 2020	5.624	0	5.624
**D EPSILON FLESSIBILE AZIONI EURO FEBBRAIO 2021	1.794	0	1.794
**D EPSILON FLESSIBILE AZIONI EURO APRILE 2021	740	0	740
**D EPSILON MULTIASET 3 ANNI LUGLIO 2020	3.910	0	3.910
**D EPSILON MULTIASET 3 ANNI MAGGIO 2020	7.947	0	7.947
**D EPSILON FLESSIBILE AZIONI EURO GIUGNO 2021	513	0	513
**D EURIZON PIR ITALIA AZIONI	28.803	0	28.803
**D EURIZON GLOBAL MULTIASET SELECTION SETTEMBRE 2022	12.200	0	12.200
**D EURIZON AZIONI AREA EURO	39.349	0	39.349
**D EURIZON AZIONI ITALIA	362.600	0	362.600
**D EURIZON PROGETTO ITALIA 40	197.760	0	197.760
**D EURIZON PROGETTO ITALIA 70	206.509	0	206.509

**Total votes** 428.398.086  
**Percentage of voters %** 99,645470  
**Percentage of share capital %** 70,354495

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Extraordinary Shareholders' Meeting 18 febbraio 2020RESULTS OF VOTING

Subject : **Amendments to articles 13, 17 and 23 of Articles of Association**

**Attendees:**

n° **1.414** shareholders entitled to vote took part in the voting on own behalf or by proxy

n° **429.922.295** ordinary shares

**The counting of the votes produced the following results:**

		<b>%OF ORDINARY SHARES CAPITAL PRESENT (Voting Quorum)</b>	<b>%OF ORDINARY SHARE ENTITLED TO VOTE</b>	<b>%SHARE CAPITAL</b>
<b>In favour</b>	429.922.295	100,000000	100,000000	70,604811
<b>Against</b>	0	0,000000	0,000000	0,000000
<b>SubTotal</b>	429.922.295	100,000000	100,000000	70,604811
<b>Abstention</b>	0	0,000000	0,000000	0,000000
<b>Non Voting</b>	0	0,000000	0,000000	0,000000
<b>SubTotal</b>	0	0,000000	0,000000	0,000000
<b>Total</b>	429.922.295	100,000000	100,000000	70,604811

**Note:** Number of votes required to approve the resolution: 286,614,864, equal to 66.666667 of the shares admitted to vote.

Pursuant to Article 135-undecies of the TUF, 0 shares equal to 0.000000% of the shares represented in the meeting are not counted for the purposes of calculating the majority and the capital required to approve the resolution.

Extraordinary Shareholders' Meeting February 18, 2020

RESULTS OF VOTING

Subject: **Amendments to articles 13, 17 and 23 of Articles of Association**

**AGAINST**

Surname	Tot. Votes	On own behalf	Proxy
<b>Total votes</b>	0		
<b>Percentage of voters %</b>	0,000000		
<b>Percentage of share capital %</b>	0,000000		

Shareholders:  
Shareholders on own  
behalf:

0 People:  
0 Shareholders by  
proxy:

1 DE\* proxy to the natural persona bove mentioned with the badge number  
0 \*\*D proxy to natural person above mentioned with the badge number (voting at the specific "assisted voting station")

RL\* legal representation to the natural person above mentioned with the badge number

Extraordinary Shareholders' Meeting February 18, 2020

RESULTS OF VOTING

Subject: **Amendments to articles 13, 17 and 23 of Articles of Association**

**ASTENUTI**

Surname	Tot. Votes	On own behalf	Proxy
<b>Total votes</b>	0		
<b>Percentage of voters %</b>	0,000000		
<b>Percentage of share capital %</b>	0,000000		

Shareholders:  
Shareholders on own  
behalf:

0 People:  
0 Shareholders by  
proxy:

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Extraordinary Shareholders' Meeting February 18, 2020

RESULTS OF VOTING

Subject: **Amendments to articles 13, 17 and 23 of Articles of Association**

**NON VOTANTI**

Cognome	Tot. Votes	On own behalf	Proxy
<b>Total votes</b>	0		
<b>Percentage of voters %</b>	0,000000		
<b>Percentage of share capital %</b>	0,000000		

Shareholders:  
Shareholders on own  
behalf:

0 People:  
0 Shareholders by  
proxy:

0 DE\* proxy to the natural persona bove mentioned with the badge number  
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Extraordinary Shareholders' Meeting February 18, 2020

**RESULTS OF VOTING**

Subject: **Amendments to articles 13, 17 and 23 of Articles of Association**

**IN FAVOUR**

Cognome	Tot. Votes	On own behalf	Proxy
10084 RODINO` DEMETRIO	2	2	0
*RA* GARZOTTO SARA (DELEGATO COMPUTERSHARE SPA, RAPP. DESIGNATO EX ART. 135-UNDECIES TUF)	0	0	0
D** GENERALI AMBITION	280.000	0	280.000
D** GENERALI INVESTMENTS SICAV	1.268.927	0	1.268.927
D** GENERALI ITALIA SPA	74.803	0	74.803
D** GENERALI SMART FUNDS SICAV	95.218	0	95.218
D** GIE ALLEANZA OBBLIGAZIONARIO	330.647	0	330.647
11401 MARTIRIGGIANO ANTONIO	500	500	0
6018 LOIZZI GERMANA	3	3	0
6408 CLERICI CAMILLA	0	0	0
**D NORDEA 1 SICAV	1.251.365	0	1.251.365
**D MOMENTUM INVESTMENT FUNDS SICAV SIF	83.850	0	83.850
**D JPMORGAN INVESTMENT FUNDS	3.976.093	0	3.976.093
**D JPMORGAN FUNDS	1.573.815	0	1.573.815
**D T. ROWE PRICE FUNDS SICAV	629.380	0	629.380
**D SCHRODER INTERNATIONAL SELECTION FUND	9.301	0	9.301
**D CAPITAL INTERNATIONAL FUND	194.972	0	194.972
**D MORGAN STANLEY INVESTMENT FUNDS	4.054	0	4.054
**D THE JUPITER GLOBAL FUND SICAV	2.653.348	0	2.653.348
**D GERANA SICAV-SIF, S.A.	26.884	0	26.884
**D JPMORGAN FUNDS (IRELAND) ICAV	364	0	364
**D AVIVA INVESTORS INVESTMENT SOLUTIONS	22.046	0	22.046
**D ARK LIFE ASSURANCE COMPANY LIMITED	22.740	0	22.740
**D BLACKROCK INDEX SELECTION FUND	527.265	0	527.265
**D SCHWAB INTERNATIONAL INDEX FUND	238.770	0	238.770
**D FIAM GROUP TRUST FOR EMPLOYEE BENEFIT PLANS	593.400	0	593.400
**D GIM TOKYO FD	17.760	0	17.760
**D HUNTINGTON NATIONAL BANK TAXABLE ACC	8.270	0	8.270
**D JAPAN TRUSTEE SERVICES BANK LTD	32.124	0	32.124
**D SCHWAB FUNDAMENTAL INTERNATIONAL SMALL COMPANY INDEX FUND	36.277	0	36.277
**D PYRAMIS SELECT INTERNATIONAL SMALL CAP EQUITY FUND LLC	104.600	0	104.600
**D THE MASTER TRUST BANK OF JAPAN LTD	2.300	0	2.300
**D PIONEER FLEXIBLE OPPORTUNITIES FUND	353.009	0	353.009
**D FIDELITY SAL ST FIDELITY GLOBAL EX US IN	158.964	0	158.964
**D VANGUARD FUNDS PLC	375.754	0	375.754
**D RAINIER INT SMALL CAP EQUITY COL TR FUND	352.455	0	352.455
**D VANGUARD INVESTMENT SERIES PLC	750.863	0	750.863
**D FIDELITY SALEM STREET TRUST: SPARTAN TOTAL INTERNATIONAL INDEX FUND	104.232	0	104.232
**D DEVELOPED INTERNATIONAL EQUITY SELECT ETF	3.272	0	3.272
**D JPMORGAN ETFS (IRELAND) ICAV	15.562	0	15.562
**D FIDELITY UCITS II ICAV	2.719	0	2.719
**D VARIABLE INSURANCE PRODUCTS FUND II: INTERNATIONAL INDEX PORTFOLIO	2.354	0	2.354
**D FIDELITY COMMON CONTRACTUAL FUND II	48.681	0	48.681
**D FIDELITY SALEM STREET TRUST: FIDELITY ZERO INTERNATIONAL INDEX FUND	24.348	0	24.348

Shareholders: 1.414 People: 6 DE\* proxy to the natural persona bove mentioned with the badge number  
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Extraordinary Shareholders' Meeting February 18, 2020

RESULTS OF VOTING

Subject: **Amendments to articles 13, 17 and 23 of Articles of Association**

**IN FAVOUR**

Cognome	Tot. Votes	On own behalf	Proxy
**D FIDELITY CONCORD STREET TRUST FIDELITY SERIES INTERNATIONAL INDEX FUND	4.689	0	4.689
**D THE MASTER TRUST BANK OF JAPAN LTD	127.110	0	127.110
**D BBHBOS SCHRODER INTR EQ T	28.936	0	28.936
**D THE MASTER TRUST BANK OF JAPAN LTD	33.675	0	33.675
**D FIDELITY INVESTMENT TRUST FIDELITY SERIES OVERSEAS FUND	5.820.885	0	5.820.885
**D EUROPEAN EQUITY FUND OF KOKUSAI TRUST INTERTRUST TRUSTEES	15.676	0	15.676
**D ADVISER MANAG TRUST TACTICAL OFFEN EQ FU	20.620	0	20.620
**D ZURICH INSURANCE PLC	15.684	0	15.684
**D ZURICH INVESTMENTS LIFE SPA	404.131	0	404.131
**D BAYVK G2 FONDS	75.204	0	75.204
**D BE TURN	147.326	0	147.326
**D DEKA MASTER HAEK I	153.979	0	153.979
**D UNIVERSAL CAV	17.797	0	17.797
**D BAYVK A4 FONDS	69.088	0	69.088
**D ALLIANZGI FONDS BAT LS	73.600	0	73.600
**D ALLIANZGI FONDS AFE	110.198	0	110.198
**D ALLIANZGI FONDS PTV2	157.080	0	157.080
**D ALLIANZGI FONDS PF1	9.917	0	9.917
**D ALLIANZGI FONDS PF2	87.262	0	87.262
**D BNP PARIBAS FUND	1.192.100	0	1.192.100
**D JANUS HENDERSON HORIZON FUND	467.076	0	467.076
**D JANUS HENDERSON FUND	191.894	0	191.894
**D BERG	21.178	0	21.178
**D PICTET TR	616.253	0	616.253
**D BNP PARIBAS EASY	81.347	0	81.347
**D UBAM	110.447	0	110.447
**D BNP PARIBAS B PENSION GROWTH	146.170	0	146.170
**D BNP PARIBAS B PENSION STABILITY	64.607	0	64.607
**D METROPOLITAN RENTASTRO	244.479	0	244.479
**D BNP PARIBAS B PENSION BALANCED	877.387	0	877.387
**D BNPPF S FUND	230.000	0	230.000
**D BPSS DUBLIN/RIVER AND MERCANTI	9.663	0	9.663
**D BPSS LUXEMBOURG/BNP PARIBAS FU	24.422	0	24.422
**D JANUS HENDERSON INSTITUTIONAL EUROPEAN INDEX OPPORTUNITIES FUND	5.348	0	5.348
**D JANUS HENDERSON EUROPEAN SMALLER COMPANIES FUND	440.949	0	440.949
**D WITAN INVESTMENT TRUST PLC	153.275	0	153.275
**D ADIFM INTERNATIONAL EUROPE FUND	11.138	0	11.138
**D MERCER UNHEDGED OVERSEAS SHARES TRUST	44.764	0	44.764
**D AMP INTERNATIONAL EQUITY INDEX FUND HEDG	47.285	0	47.285
**D WHOLESALE UNIT TRU MSCI GLOB IND SHAR FU	2.209	0	2.209
**D AMP CAPITAL SPEC INTERN SHARE FUND	59.517	0	59.517
**D KIWI INVEST MAN WHOLESALE CORE GLOBAL FD	27.924	0	27.924
**D BNZ WHOLESALE INTERN EQUITIES INDEX FUND	8.491	0	8.491
**D BNP PARIBAS MIDCAP EUROPE	200.555	0	200.555

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Extraordinary Shareholders' Meeting February 18, 2020

## RESULTS OF VOTING

Subject: Amendments to articles 13, 17 and 23 of Articles of Association

## IN FAVOUR

Cognome	Tot. Votes	On own behalf	Proxy
**D FCP CAMGESTION ACTIONS CROISSANCE	212.207	0	212.207
**D FCP GERISO	1.700	0	1.700
**D FCP BNPP ACTIONS ENTREPRENEURS	718.574	0	718.574
**D SODIUM 1	56.341	0	56.341
**D BNP PARIBAS ACTIONS PME	472.518	0	472.518
**D CARDIF BNPP IP SMID CAP EURO	752.027	0	752.027
**D FCP CNP ASSUR SMID CAP EUROPE	75.539	0	75.539
**D BNP PARIBAS SMALL CAP EUROLAND	1.572.702	0	1.572.702
**D FCP BNP PARIBAS ACTIONS EUROPE	1.744	0	1.744
**D CARDIF BNPP IP SMID CAP EUROPE	169.778	0	169.778
**D FCP FCE INVEST EURO	119.553	0	119.553
**D BNP PARIBAS ACTIONS PME ETI	253.782	0	253.782
**D STICHTING AHOLD DELHAIZE PENSIOEN	52.804	0	52.804
**D ACTIAM RESPONSIBLE INDEX FUND EQUITY EUR	123.371	0	123.371
**D ACTIAM BELEGGINGSFONDSEN NV	8.705	0	8.705
**D FRANCE PLACEMENT EURO ESG PLUS	406.075	0	406.075
**D FCP FRANCE PLCT INTERNATIONAL	30.010	0	30.010
**D FCP FRANCE PLACEMENT EURO ESG	188.611	0	188.611
**D FCP FCE PLCT INTERNATIONAL ESG PLUS	251.608	0	251.608
**D FONDS DE RESERVE POUR LES RETRAITES	173.337	0	173.337
**D JANUS HENDERSON EUROPEAN FOCUS FUND	406.888	0	406.888
**D WORLD TRADE ORGANIZATION PENSION PLAN	5.647	0	5.647
**D PAM PICTET INSTITUTIONAL WORLD EX SWISS EQUITIES TRACKER EX SL	40.714	0	40.714
**D PICTET CH GLOBAL EQUITIES	7.367	0	7.367
**D SWISS LIFE LUXEMBOURG SA	33.554	0	33.554
**D MEMNON FUND	3.788.105	0	3.788.105
**D PICTET EUROLAND INDEX	31.858	0	31.858
**D PICTET - SMALL CAP EUROPE	221.709	0	221.709
**D PICTET EUROPE INDEX	113.769	0	113.769
**D SHINKO GLOBAL EQUITY INDEX MOTHER FUND	300	0	300
**D FOREIGN STOCK INDEX MOTHER FUND ONAL DEVELOPED COUNTRIES INDEX MOTHER FUNDD	18.000	0	18.000
**D KAPIT PENSAM INVEST PSI 10 GLOBAL AKTIER	29.298	0	29.298
**D INVESTERINGSF NORDEA INV EURO SMALL CAP	52.801	0	52.801
**D INVESTERINGSF NOR INV GLOB AKTIER INDEKS	2.209	0	2.209
**D INVESTERINGSF NORDEA INVEST EUROPA	114.041	0	114.041
**D NORDEA EUROPE FUND	1.221.945	0	1.221.945
**D NORDEA PRO EUROPEAN FUND	30.813	0	30.813
**D NORDEA EUROPEAN PASSIVE FUND	23.979	0	23.979
**D NORDEA GLOBAL PASSIVE FUND	22.547	0	22.547
**D NORDEA EUROPEAN SMALLER COMPANIES FUND	59.709	0	59.709
**D STICHTING SHELL PENSIOENFONDS	58.461	0	58.461
**D SINGLE SELECT PLATFORM	380.065	0	380.065
**D SHELL TRUST (BERMUDA) LIMITED AS TRUSTEE OF THE SHELL INTERNATIONAL PENSION FUND	7.772	0	7.772
**D SHELL TRUST (BERMUDA) LTD AS TRUSTEE OF THE SHELL OVERSEAS CONTRIBUTORY PENSION FUND	23.440	0	23.440

Page 6

Shareholders: 1.414 People: 6 DE\* proxy to the natural persona bove mentioned with the badge number  
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RL\* legal representation to the natural person above mentioned with the badge number

Extraordinary Shareholders' Meeting February 18, 2020

RESULTS OF VOTING

Subject: **Amendments to articles 13, 17 and 23 of Articles of Association**

**IN FAVOUR**

Cognome	Tot. Votes	On own behalf	Proxy
**D DEKA INVESTMENT GMBH RE ARIDEKA	1.700.000	0	1.700.000
**D DEKA INVEST. RE DEKA-DIVIDENDENDISCOUNT	75.200	0	75.200
**D DEKA INV GMBH R DEK MSCI WORLD UCITS ETF	4.410	0	4.410
**D DEKA INV GMBH RE DEKA EUROPA AKTN STRATE	57.340	0	57.340
**D DEKA INVESTMENT GMBH RE DEKA-DIVIDEND VA	250.000	0	250.000
**D DEKA EURO ISTOXX EX FIN DIVIDE UCITS ETF	3.161	0	3.161
**D DEKA INV. GMBH DEKA MSCI EUROPE UCITS ET	23.323	0	23.323
**D DEKA INVEST DIVIDENDENSTRATEGIE	2.600.000	0	2.600.000
**D H.E.S.T. AUSTRALIA LIMITED	24.316	0	24.316
**D VANGUARD INTERNATIONAL SHARE INDEX FUND	225.884	0	225.884
**D VANGUARD ETHICALLY CONSCIOUS INTERNATIONAL SHARES INDEX FUND	9.915	0	9.915
**D AUSTRALIANSUPER	11.957	0	11.957
**D CONSTRUCTION AND BUILDING UNIONS SUPER F	13.271	0	13.271
**D TEACHERS` RETIREMENT SYSTEM OF THE CITY OF NEW YORK	73.804	0	73.804
**D UBS ASSET MANAGEMENT LIFE LTD	254.415	0	254.415
**D UI E	42.500	0	42.500
**D MINE SUPERANNUATION FUND	16.619	0	16.619
**D MANAGED PORTFOLIO SERIES INTL SH FUND 1	7.880	0	7.880
**D JPMORGAN CHASE BANK - PB - UNITED STATES TRUSTS	2.051	0	2.051
**D JPMORGAN CHASE BANK PB UNITED STATES PARTNERSHIP	1.271	0	1.271
**D WA LOCAL GOVERNMENT SUPERANNUATION PLAN	21.744	0	21.744
**D GENERAL MOTORS PENSIOENFONDS OFP	4.949	0	4.949
**D ONEPATH GLOBAL SHARES LARGE CAP (UNHEDGED) INDEXPOOL	47.719	0	47.719
**D JEFFREY LLC	105.144	0	105.144
**D WESTPAC WHOLESALE UNHEDGED INT SHARE TRU	43.815	0	43.815
**D ANZ WHOLESALE INTERN.SHARE NO. 1 FUND	1.439	0	1.439
**D STANDARD CHARTERED BANK HONG KONG RETIRE	26.859	0	26.859
**D AXA EQUITABLE LIFE INSURANCE CO	5.580	0	5.580
**D JPMORGAN CHASE BANK - PB - UNITED STATES TRUSTS - CRA TREATY	1.320	0	1.320
**D MERIFIN CAPITAL B.V.	38.830	0	38.830
**D JPMORGAN LIFE LIMITED	91.719	0	91.719
**D IBM PERSONAL PENSION PLAN TRUST	90.099	0	90.099
**D WSSP INTERNATIONAL EQUITIES TRUST	68.156	0	68.156
**D BT WHOLESALE MULTI MANAG INTL SHARE FUND	19.746	0	19.746
**D ACCIDENT COMPENSATION CORPORATION	43.866	0	43.866
**D CHINA LIFE INSURANCE COMPANY LIMITED	169.997	0	169.997
**D FIDELITY INVESTMENTS MONEY MANAGEMENT IN	2.004	0	2.004
**D CAPITAL GROUP EMPLOYEE BENEFIT INV.TRUST	243.761	0	243.761
**D JPMORGAN MULTI ASSET TRUST PLC	55.591	0	55.591
**D JPMORGAN FUND III ICVC JPM DIVERSIFIED GROWTH FUND	2.292	0	2.292
**D T ROWE PRICE GLOBAL ALLOCATION FUND INC	52.835	0	52.835
**D T ROWE PRICE INTERNATIONAL EQUITY INDEX FUND	41.888	0	41.888
**D ABU DHABI RETIREMENT PENSIONS AND BENEFI	79.496	0	79.496
**D MINISTRY OF ECONOMY AND FINANCE	153.856	0	153.856

Shareholders: 1.414 People: 6  
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Extraordinary Shareholders' Meeting February 18, 2020

RESULTS OF VOTING

Subject: **Amendments to articles 13, 17 and 23 of Articles of Association**

**IN FAVOUR**

Cognome	Tot. Votes	On own behalf	Proxy
**D EUROPACIFIC GROWTH FUND	25.688.106	0	25.688.106
**D T. ROWE PRICE INTERNATIONAL DISCOVERY FUND	4.575.580	0	4.575.580
**D CAPITAL WORLD GROWTH & INCOME FUND INC	7.750.000	0	7.750.000
**D EQ ADV DYNAMIC MODERATE GROWTH PORTFOLIO	24.635	0	24.635
**D JNL MELLON CAPITAL INTNAL INDEX FUND	68.025	0	68.025
**D EQ ADVISORS TRUST ATM INTERNATIONAL MANAGED VOLATILITY PORTFOLIO	61.788	0	61.788
**D MFS INTERNATIONAL NEW DISCOVERY FUND	2.502.438	0	2.502.438
**D FLEXSHARES MORNINGSTAR DEVELOPED MARKETS EX-US FACTOR TILT INDEX FUND	6.110	0	6.110
**D INTERNATIONAL GROWTH AND INCOME FUND	4.368.749	0	4.368.749
**D FIDELITY CENTRAL INVESTMENT PORTFOLIOS L	823.300	0	823.300
**D FIDELITY DIVERSIFIED INTERNATIONAL FUND	4.372.400	0	4.372.400
**D GOLDMAN SACHS TRUST - GOLDMAN SACHS ABSOLUTE RETURN TRACKER FUND	2.900	0	2.900
**D PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	66.947	0	66.947
**D THE MASTER TRUST BANK OF JAPAN LTD	496.119	0	496.119
**D JPMORGAN FUND ICVC JPM GLOBAL EQUITY I	82.443	0	82.443
**D JPM FUND ICVC JPM MULTI ASSET INCOME FD	23.487	0	23.487
**D JPM FUND ICVC JPM GLBL RSR ENHCD EQTY F	11.748	0	11.748
**D JPMORGAN FUND ICVC JPM EUROPE FUND	15.741	0	15.741
**D SHELL PENSIONS TRUST LIMITED AS TRUSTEE OF SHELL CONTRIBUTORY PENSION FUND	28.250	0	28.250
**D THE CAR CARE PENSION PLAN	7.220	0	7.220
**D VANGUARD ESG INTERNATIONAL STOCK ETF	33.482	0	33.482
**D VANGUARD FIDUCIARY TRUST COMPANY EUROPEAN STOCK INDEX TRUST	30.334	0	30.334
**D VANGUARD TOTAL INTERNATIONAL STOCK INDEX	9.973.257	0	9.973.257
**D THE MASTER TRUST BANK OF JAPAN LTD	1.230.599	0	1.230.599
**D VANGUARD INTERNATIONAL EXPLORER FUND	1.406.400	0	1.406.400
**D HONG KONG EXPORT CREDIT INSURANCE CORPOR	10.252	0	10.252
**D STATE OF CALI SAV PLUS PROG MASTER TRUST	342.575	0	342.575
**D CITY OF PHILADELPHIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	33.047	0	33.047
**D DEKA A-DOR-FONDS	18.562	0	18.562
**D DEKA INVE GMBH RE DEKA PRIVATVORSORGE AS	13.857	0	13.857
**D DEKA INVESTMENT GMBH RE LANDSBERG-FONDS	15.100	0	15.100
**D HC RENTE	5.795	0	5.795
**D VGV POOLFONDS PA1	30.763	0	30.763
**D DEKA VALUE PLUS	44.992	0	44.992
**D SUEBIA FONDS	3.886	0	3.886
**D BMW AG	5.914	0	5.914
**D EPS	7.916	0	7.916
**D MI-FONDS 392	368.900	0	368.900
**D RAGS FUNDMASTER	46.749	0	46.749
**D VGV POOLFONDS METZLER	565.000	0	565.000
**D ALLIANZGI-FONDS DSPT	16.303	0	16.303
**D SIEMENS FONDS SIEMENS RENTE	120.238	0	120.238
**D VARIABLE INSURANCE PRODUCTS FUND OVERSEAS FUND	833.800	0	833.800
**D FIDELITY INVESTMENT TRUST: FIDELITY OVER	4.137.100	0	4.137.100

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Extraordinary Shareholders' Meeting February 18, 2020

**RESULTS OF VOTING**

Subject: **Amendments to articles 13, 17 and 23 of Articles of Association**

**IN FAVOUR**

Cognome	Tot. Votes	On own behalf	Proxy
**D JPMORGAN GLOBAL GROWTH AND INCOME PLC	494.145	0	494.145
**D DEKA INTERNATIONAL S.A. RE DEKA-EUROSTOC	514.040	0	514.040
**D T ROWE PRICE EUROPEAN STOCK FUND	1.067.150	0	1.067.150
**D EQ ADVISORS TRUST AXA AB DYNAMIC GROWTH PORTFOLIO	5.545	0	5.545
**D VANTAGETRUST III MASTER COLLECTIVE INVESTMENT FUNDS TRUST	39.550	0	39.550
**D STICHTING PENSIOENFONDS VOOR HUISARTSEN	22.709	0	22.709
**D THE MASTER TRUST BANK OF JAPAN LTD	49.583	0	49.583
**D BUREAU OF LABOR FUNDS-LABOR PENSION FUND	75.915	0	75.915
**D STATE OF WYOMING	19.960	0	19.960
**D FIDELITY INVESTMENT FUNDS FIDELITY INDEX WORLD FUND	27.052	0	27.052
**D T.ROWE PRICE FUNDS OEIC CONTINENTAL EU	6.152	0	6.152
**D FIDELITY INVESTMENT FUNDS FIDELITY INDEX EUROPE EX UK FUND	34.561	0	34.561
**D TRUST AND CUSTODY SERVICES BANK LIMITED	45.048	0	45.048
**D TRUST AND CUSTODY SERVICES BANK LTD. AS TRUSTEE FOR MHTB AS TRUSTEE FOR MHAM INTERNATIONAL EQUITY IN 6.271		6.271	0
**D VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST	283.675	0	283.675
**D JPMORGAN INSURANCE TRUST INCOME BULLD PO	5.070	0	5.070
**D JPMORGAN INSURANCE TRUST GLOBAL ALLOC PO	6.263	0	6.263
**D JPMORGAN INCOME BUILDER FUND	741.213	0	741.213
**D JPMORGAN GLOBAL RESEARCH ENHANCED INDEX FUND	47.832	0	47.832
**D JPMORGAN GLOBAL ALLOCATION FUND	206.893	0	206.893
**D JPMORGAN INTERNAT.RESEARCH ENHANCED EQUI	2.084.623	0	2.084.623
**D JPMORGAN BETABUILDERS EUROPE ETF	208.612	0	208.612
**D JPMORGAN BETABUILDERS INTERNATIONAL	660	0	660
**D JPMORGAN INTERNATIONAL HEDGED EQUITY FUN	29.194	0	29.194
**D JPMORGAN DIVERSIFIED FUND	52.090	0	52.090
**D COMMINGLED PENSION TR FUN INT OPPORTUNIT	643.410	0	643.410
**D T ROWE INTL SMALL CAP EQUITY TRUST	445.480	0	445.480
**D PROVEDA GLOBAL EQUITY LP	1.058	0	1.058
**D STATE OF NEW MEXICO STATE INVEST COUNCIL	73.504	0	73.504
**D PENSION TRUST FUND FOR OPERATING ENGINEE	450.000	0	450.000
**D KATHERINE C. MOORE CHARITABLE LEAD ANNUITY TRUST II	501	0	501
**D COMMINGLED PENSION TRUST FUND (INTREPID INTERNATIONAL) OF JPMORGAN CHASE BANK	232.658	0	232.658
**D CGMPV LLC	555	0	555
**D COMMINGLED PENSION TRUST FUND (GLOBAL OP	878.321	0	878.321
**D U S STEEL CORPO REPRES RETIREES BENEF TR	657	0	657
**D JPMORGAN INTERNATIONAL EQUITY PLUS FUND	6.264	0	6.264
**D JNL FRANKLIN TEMPLETON GRO ALLOCATION FU	237.000	0	237.000
**D FMR CAPITAL INC.	454	0	454
**D D. E. SHAW VALUE ALL COUNTRY ALPHA EXTENSION	1.212	0	1.212
**D D. E. SHAW WORLD ALPHA EXTENSION PORTFOLIOS LLC	6.268	0	6.268
**D D. E. SHAW ALL COUNTRY GLOBAL	1.467	0	1.467
**D MAN MULTI STRATEGY MASTER FUND C O MAPLES CORPORATE SERVICES LIMITED	868	0	868
**D MAN QUALIFYING INVESTOR FUNDS PLC MAN GLG ELS MASTER QIF	9.671	0	9.671

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Extraordinary Shareholders' Meeting February 18, 2020

## RESULTS OF VOTING

Subject: Amendments to articles 13, 17 and 23 of Articles of Association

## IN FAVOUR

Cognome	Tot. Votes	On own behalf	Proxy
**D CS INVESTMENT FUNDS 2	367.559	0	367.559
**D CREDIT SUISSE INDEX FUND (LUX)	231.924	0	231.924
**D CREDIT SUISSE INDEX FUND (LUX) CSIF (LUX) BOND GOVERNMENT EUR BLUE	203.614	0	203.614
**D NMM3 EUEQ MFS ACCOUNT	6.575	0	6.575
**D SIX CIRCLES INTERNATIONAL UNCONSTRAINED	180.994	0	180.994
**D SIX CIRC MAN EQ PORT INT UNCON	32.693	0	32.693
**D AXA ASSICURAZIONI SPA	55.000	0	55.000
**D FONDAZIONE ROMA SIF	3.307	0	3.307
**D TOTAL GESTION FLEX PATRI	46.511	0	46.511
**D COMPT EUROPE	80.000	0	80.000
**D AXIVA ACTION 1	31.010	0	31.010
**D AXA VALEURS EURO	1.713.000	0	1.713.000
**D FCPE TOTAL ACTIONS EUROPEENNES	700.000	0	700.000
**D AXA AA DIVERSFIE INDICIEL 1	41.199	0	41.199
**D FCP AVIVA STRUCTURE INDEX 3	11.067	0	11.067
**D AXA OPTIMAL INCOME	1.857.910	0	1.857.910
**D FCP LBPAM ACTIONS CROISSANCE EURO	742.948	0	742.948
**D FCP TOCQUEVILLE VALUE EUROPE	400.000	0	400.000
**D FCP LBPAM ACTIONS EURO MIDCAP	7.450	0	7.450
**D CAISSE DES DEPOTS ET CONSIGNATIONS	8.508	0	8.508
**D RAVGDT DIVERSIFIE II LBPAM	38.378	0	38.378
**D FCP ERAFP ACT EUR 7 OFI	175.000	0	175.000
**D TRUSTEAM ROC EUROPE C O TRUSTEAM FINANCE	180.000	0	180.000
**D FCP BRONGNIART AVENIR	70.000	0	70.000
**D CM CIC SMALL AND MIDCAP EURO	238.000	0	238.000
**D FUNDACAO CALOUSTE GULBENKIAN	21.512	0	21.512
**D STICHTING PENSIOENFONDS PROVISUM	3.589	0	3.589
**D BLACKROCK INSTITUTIONAL POOLED FUNDS PLC	97.324	0	97.324
**D NFS LIMITED TRAFALGAR COURT ADMIRAL PARK ST. PETER PORT	27.602	0	27.602
**D SAS TRUSTEE CORPORATION	10.115	0	10.115
**D FIDUCIARY TRUST COMPANY INTERNATIONAL AS AGENT FORUS CLIENTS	29.000	0	29.000
**D BRUNEI SHELL RETIREMENT BENEFIT FUND	1.457	0	1.457
**D BANCO CENTRAL DE TIMOR LESTE (BCTL)	59.081	0	59.081
**D CONNECTICUT GENERAL LIFE INSURANCE COMPANY	6.998	0	6.998
**D TELSTRA SUPERANNUATION SCHEME	6.004	0	6.004
**D ISHARES WHOLESALE SCREENED INT EQ IND F	3.995	0	3.995
**D ADVANCE INTERNATIONAL SHARE INDEX FUND	47.788	0	47.788
**D ISHARES ALLCOUNTRY EQUITY INDEX FUND	2.736	0	2.736
**D ENERGY CORPORATION RETIREMENT PLANS MASTER TRUST	47.978	0	47.978
**D TCORPIM INTERNATIONAL SHARE (UNHEDGED) F	30.925	0	30.925
**D ISHARES WHOLESALE INTERN EQ INDEX FUND	40.982	0	40.982
**D SUPERANNUATION FUNDS MANAGEMENT CORPORAT	2.551	0	2.551
**D STICHTING PENSIOENFONDS VOPAK	146.846	0	146.846
**D RETIREMENT INCOME PLAN OF SAUDI ARABIAN OIL COMPANY	1.431	0	1.431

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Extraordinary Shareholders' Meeting February 18, 2020

RESULTS OF VOTING

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IN FAVOUR

Cognome	Tot. Votes	On own behalf	Proxy
**D NVIT INTERNATIONAL INDEX FUND	84.711	0	84.711
**D SBC MASTER PENSION TRUST 208	15.345	0	15.345
**D EQ ADVISORS TRUST AXA INTERNATIONAL CORE MANAGED VOLATILITY PORTFOLIO	29.909	0	29.909
**D EQ ADVISORS TRUST AXA GLOBAL EQUITY MANAGED VOLATILITY PORTFOLIO	25.964	0	25.964
**D EQ ADVISORS TRUST AXA INTERNATIONAL MANAGED VOLATILITY PORTFOLIO	88.392	0	88.392
**D SBC MASTER PENSION TRUST	24.154	0	24.154
**D MTB GOVERNMENT PENSION INVESTMENT FUND 400045794	2.222.255	0	2.222.255
**D AVIVA LIFE & PENSIONS UK LIMITED	151.732	0	151.732
**D THE MASTER TRUST BANK OF JAPAN LTD. AS TRUSTEE FOR MUTB400045792	352.974	0	352.974
**D MTB FOR GOVERNMENT PENSION FD45828	187.936	0	187.936
**D NATIONWIDE INTERNATIONAL INDEX FUND	51.200	0	51.200
**D EQ ADVISORS TR EQ TEMPLE GLOB EQ M VO P	5.849	0	5.849
**D THE MASTER TRUST BANK OF JAPAN LTD	20.828	0	20.828
**D ARTEMIS EUROPEAN OPPORTUNITIES FUND	673.783	0	673.783
**D BLACKROCK TACTICAL OPPORTUNITIES FUND OF BLACKROCKFUNDS	2.349	0	2.349
**D BLACKROCK INTERNATIONAL INDEX V.I.FUND OF BLACKROCK VARIABLE SERIES FUNDS INC.	7.920	0	7.920
**D BLACKROCK MULTI-ASSET INCOME PORTFOLIO OF BLACKROCK FUNDS II	402.041	0	402.041
**D THE MASTER TRUST BANK OF JAPAN LTD	51.856	0	51.856
**D THE MASTER TRUST BANK OF JAPAN LTD	267.164	0	267.164
**D BLACKROCK INSTITUTIONAL TRUST COMPANY N.A. INVESTMENT FUNDS FOR EMPLOYEE BENEFIT TRUSTS	4.827.456	0	4.827.456
**D BLACKROCK MSCI EAFE EQUITY INDEX NON LENDABLE FUND	145.715	0	145.715
**D DEVEL.EX FOSSIL FUEL IND. FD B(FTDEVXFF)	2.957	0	2.957
**D EUROPE EQUITY INDEX ESG SCREENED FU	39.123	0	39.123
**D MSCI EUROPE EQUITY INDEX FUND B (EU	486.201	0	486.201
**D MSCI EUROPE EQUITY ESG SCREENED INDEX FUND B	547	0	547
**D BLACKROCK MSCI EMU IMI INDEX FD B (EMUIM	573	0	573
**D MSCI WORLD EQUITY ESG SCREENED INDE	32.736	0	32.736
**D MSCI ACWI EX-U.S. IMI INDEX FUND B2	22.373	0	22.373
**D THRIFT SAVINGS PLAN	1.812.479	0	1.812.479
**D BLACKROCK CDN WORLD INDEX FUND	20.859	0	20.859
**D BLACKROCK CDN MSCI EAFE INDEX PLUS FUND	4.544	0	4.544
**D BLACKROCK CDN MSCI EAFE EQUITY INDEX FUN	255.030	0	255.030
**D EQ ADVIS TR EQ INVESCO INTL GROWTH PORTF	253.560	0	253.560
**D AVIVA INVESTORS FUND LLC	1.972	0	1.972
**D TRUST & CUSTODY SERVICES BANK LTD	83.663	0	83.663
**D TRUST & CUSTODY SERVICES BANK LTD AS TRUSTEE FOR PENSION INVESTMENT FUND TRUST NUMBER 21	12.198	0	12.198
**D LOMBARD ODIER FUNDS (SWITZERLAND) SA I3D	80.355	0	80.355
**D THE KOWLOON MOTOR BUS COMPANY (1933) LIMITED DAILY RATED EMPLOYEES RETIREMENT FUND SCHEME	12.969	0	12.969
**D VITASOY INTERNATIONAL HOLDINGS LIMITED DEFINED BENEFIT SCHEME	1.934	0	1.934
**D BEST INVESTMENT CORPORATION	29.981	0	29.981
**D JPMORGAN MULTI INCOME FUND	374.556	0	374.556
**D HSBC POOLED INVESTMENT FUND HSBC POOLED EUROPEAN EQUITY FUND	272.650	0	272.650
**D MARITIME AND PORT AUTHORITY OF SINGAPORE	20.798	0	20.798
**D JPMORGAN MULTI BALANCED FUND	9.706	0	9.706

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Extraordinary Shareholders' Meeting February 18, 2020

RESULTS OF VOTING

Subject: **Amendments to articles 13, 17 and 23 of Articles of Association**

**IN FAVOUR**

Cognome	Tot. Votes	On own behalf	Proxy
**D AMUNDI HK PORT GROWTH FUND	14.196	0	14.196
**D REASSURE LIMITED	167.679	0	167.679
**D AI GLOBAL EQUITY FUND	59.463	0	59.463
**D HSBC LIFE (INTERNATIONAL) LIMITED	2.354	0	2.354
**D FTSE ALL WORLD INDEX FUND	33.732	0	33.732
**D AI STRATEGIC GLOBAL EQUITY FUND	35.073	0	35.073
**D FRIENDS LIFE AND PENSIONS LIMITED PIXHAM END	144.525	0	144.525
**D PUTM ACS EUROPEAN EX UK FUND	37.611	0	37.611
**D FRIENDS LIFE FUNDS LIMITED	89.339	0	89.339
**D HSBC ETFS PLC	12.487	0	12.487
**D AXA FRAMLINGTON FINANCIAL FUND	143.885	0	143.885
**D AXA FRAMLINGTON EUROPEAN FUND	105.000	0	105.000
**D TR EUROPEN GROWTH TRUST PLC	486.653	0	486.653
**D PUTM BOTHWELL EUROPE FUND	48.692	0	48.692
**D SONDERVERMOGEN VIM	20.580	0	20.580
**D INTERNATIONALE KAPITALANLAGEGESELLSCHAFT MBH	98.348	0	98.348
**D METZLER ASSET MANAGEMENT GMBH	731.814	0	731.814
**D HSBC EUROPEAN INDEX FUND	185.363	0	185.363
**D AVIVA INVE MLT STRATEGY TARGET RETURN FU	67.778	0	67.778
**D AVIVA INVE INTERNATIONAL INDEX TRACK	10.140	0	10.140
**D FCP ASTORG CROISSANCE	95.026	0	95.026
**D EQUITY EMU CREDIT SUISSE FUNDS AG	117.374	0	117.374
**D EQUITY WORLD EX CH QUALITY PENSION FUND CREDIT SUISSE FUNDS AG	5.770	0	5.770
**D EQUITY WORLD EX CH VALUE WEIGHTED PENSION FUND CREDIT SUISSE FUNDS AG	1.808	0	1.808
**D AXA VORSORGE FONDS II EQUITIES GLOBAL MARKETS PASSIVE CREDIT SUISSE FUNDS AG	34.036	0	34.036
**D CAIXABANK ASSET MANAGEMENT SGIIC SA	20.000	0	20.000
**D ALFRED F. KRAUSE	155	0	155
**D ANTHONY K. KESMAN TRUSTEE	825	0	825
**D WILLIAM J. BLEIL	515	0	515
**D MANNING AND NAPIER FUND INC.-BLEND ED ASSET MODERATE SERIES	5.490	0	5.490
**D MANNING AND NAPIER FUND INC PROBLEND MAXIMUM TERM SERIES TWO	154.235	0	154.235
**D ALFRED AND KATHRYNE KRAUSE	125	0	125
**D MANNING AND NAPIER FUND INC. BLEND ED ASSET EXTENDED SERIES	11.245	0	11.245
**D MANNING AND NAPIER FUND INC.OVE RS EAS SERIES	954.515	0	954.515
**D DANIEL P COWAN	320	0	320
**D MIAMI DADE COMMUNITY COLLEGE FOUNDATION	4.135	0	4.135
**D MARTIN J. FARELL	1.475	0	1.475
**D BOILMAKERS LODGE 154 RETIREMENT PLAN	8.650	0	8.650
**D WELLAND CHEMICAL INC.	700	0	700
**D BRUCE POWER PENSION PLAN	287.935	0	287.935
**D JAMES W DERRICK	13.160	0	13.160
**D MANNING AND NAPIER FUND INC. PRO BLEND MODERATE TERM	19.835	0	19.835
**D THE BAKERY AND CONFECTIONERY UNION AND INDUSTRY	120.215	0	120.215
**D MICHAEL HOTARY	180	0	180

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Extraordinary Shareholders' Meeting February 18, 2020

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**IN FAVOUR**

Cognome	Tot. Votes	On own behalf	Proxy
**D SUSAN M. SNYDER	315	0	315
**D MANNING AND NAPIER FUND INC PR O BLEND EXTENDED TERM SERIES	33.750	0	33.750
**D BRICKLAYERS AND ALLIED CRAFT WORKERS LOCAL 2 ALBANY NY PENSION FUND	9.015	0	9.015
**D PNC BANK NA	14.995	0	14.995
**D WILLIAM W. DERRICK FAMILY 2008 G ST EXEMPT REMAINDER TRUST	510	0	510
**D WILLIAM W. DERRICK FAMILY 2008 REMAINDER TRUST	2.175	0	2.175
**D AMUNDI SGR SPA / AZIONARIO EUROPA	187.610	0	187.610
**D GRANDEUR PEAK INT. OPPORT FUND	423.798	0	423.798
**D GRANDEUR PEAK GLOBAL OPPORTUN.	169.022	0	169.022
**D GRANDEUR PEAK GLO REACH FUND	87.914	0	87.914
**D GRANDEUR PEAK GLOBAL OPP FUND	412.145	0	412.145
**D SEI GLOBAL MASTER FUND PLC UK	12.220	0	12.220
**D GRANDEUR PEAK INTL STALWARTS F	893.168	0	893.168
**D CIPAV ALOIS	109.287	0	109.287
**D AXA INVESTMENT MANAGERS PARIS	62.868	0	62.868
**D SOGECAP ACTIONS SMALL CAP	726.492	0	726.492
**D UF 6 A ACT	55.000	0	55.000
**D CASSETTE DIVERSIFIE	97.535	0	97.535
**D GRANDEUR PEAK GLOB STALWARTS	125.366	0	125.366
**D SOGECAP AP LOW CARBON	30.401	0	30.401
**D ALLIANCEBERNSTEN FUND DYNAMIC	2.328	0	2.328
**D GRANDEUR PEAK INTL STALWARTS	203.007	0	203.007
**D COLISEE IFC 1	73.100	0	73.100
**D KOKUSAI EQUITY INDEX FUND	13.121	0	13.121
**D SG ACTIONS EUROPE MULTIGESTION	2.407	0	2.407
**D CONSULTING GROUP CAP MARK FUND	13.902	0	13.902
**D SG ACTIONS EURO SMALL CAP	162.743	0	162.743
**D AMJ GLOBAL BALANCED FUND	48.665	0	48.665
**D LYXOR MSCI EUROPE UCITS ETF	111.639	0	111.639
**D OFI AM	58.224	0	58.224
**D METZLER UNIVERSAL TRUST	8.600	0	8.600
**D LYXOR EURO STOXX 300 (DR	61.762	0	61.762
**D LYXOR STOXX EUROPE 600 (DR	141.020	0	141.020
**D BRIDGE BUILDER INTL EQUITY FUN	22.764	0	22.764
**D MUL-LYXOR ITALIA EQUITY PIR	15.116	0	15.116
**D LIF - LYXOR MSCI EMU GROWTH (D	16.101	0	16.101
**D LYXOR CORE MSCI EMU (DR) UCITS	35.309	0	35.309
**D BLACKROCK EUROWFUND	258.134	0	258.134
**D LYXOR CORE MSCI WORLD (DR) UCI	7.112	0	7.112
**D METZLER INTL INVEST PUBLIC LIM	758.000	0	758.000
**D MU LUX - LYXOR EURO STOXX BANK	694.338	0	694.338
**D TRUST AND CUSTODY SERVICES BAN	25.084	0	25.084
**D AMUNDI SF EURO EQ MARKET PLUS	37.637	0	37.637
**D NOMURA TRUST AND BANKING CO	18.997	0	18.997

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Cognome	Tot. Votes	On own behalf	Proxy
**D CGCM INTL EQUITY INVESTMENT	69.801	0	69.801
**D AM SOL IT PROGETTO CEDOLA 4 24	5.430	0	5.430
**D PIONEER INVESTMENTS TOTAL RETU	20.131	0	20.131
**D AMUNDI SOLUZIONI IT CED 02 20	35.600	0	35.600
**D AMUNDI SOLUZIONI IT CED 03 20	29.202	0	29.202
**D AMUNDI SOLUZIONI IT CED 05 20	59.313	0	59.313
**D AMUNDI SOLUZIONI IT CED 06 20	31.419	0	31.419
**D AMUNDI SOLUZIONI IT CED 08 20	35.103	0	35.103
**D AMUNDI SOLUZIONI IT CED 09 20	31.885	0	31.885
**D AMUNDI SF DIVERSIFIED TARGET	2.537	0	2.537
**D AMUNDI SOLUZIONI IT CED 12 20	14.265	0	14.265
**D AMUNDI SOLUZIONI IT CED 11 20	25.496	0	25.496
**D AMUNDI SOLUZIONI IT CED 02 21	13.182	0	13.182
**D AMUNDI SOLUZIONI IT CED 03 21	16.746	0	16.746
**D AMUNDI SOLUZIONI IT CED 05 21	16.719	0	16.719
**D AMUNDI SOLUZIONI IT CED 06 21	13.253	0	13.253
**D AMUNDI SOLUZIONI IT CED 08 21	6.962	0	6.962
**D AMUNDI SOLUZIONI IT CED 09 21	10.644	0	10.644
**D AMUNDI SF DIVERSIFIED TGT INCOM	2.960	0	2.960
**D AMUNDI SOLUZIONI IT CED 12 21	9.784	0	9.784
**D AMUNDI SOL CED 12 2021	7.959	0	7.959
**D AMUNDI SOL CED 02 2022	18.969	0	18.969
**D AMUNDI SOL CED 03 2022	14.281	0	14.281
**D AMUNDI SOL CED 04 2022	5.894	0	5.894
**D AMUNDI SOL CED 06 2022	6.152	0	6.152
**D AMUNDI SOL CED 05 2022	6.872	0	6.872
**D AMUNDI SOLUZ CED 10 2022	6.820	0	6.820
**D AMUNDI SOL PROG CED 12 2022	8.839	0	8.839
**D ASI PROGETTO CED 04 2023	5.199	0	5.199
**D AM SOL IT PROG CED 05 2023	5.438	0	5.438
**D AM SOL IT PROG CED 06 2023	4.410	0	4.410
**D ASI PROGETTO CED 7 2023	4.725	0	4.725
**D ASI PROGETTO CED 09 2023	5.539	0	5.539
**D ASI PROGETTO CED 10 2023	6.598	0	6.598
**D ASI PROGETTO CED 12 2023	5.529	0	5.529
**D AMUNDI SF EQ PLAN 60	9.648	0	9.648
**D PI IF MU EQUITY 8	122.479	0	122.479
**D PI IF EUROPEAN EQUITY 8	150.756	0	150.756
**D AMUNDI SOL. IT PROGETTO AZIONE	11.525	0	11.525
**D AMUNDI SOL PROG CED 09 2022	12.226	0	12.226
**D AMUNDI SOL PROG CED 07 2022	5.330	0	5.330
**D ISHARES PUBLIC LIMITED COMPANY	609.420	0	609.420
**D ISHARES II PUBLIC LIMITED COMPANY	640.699	0	640.699
**D ISHARES V PUBLIC LIMITED COMPANY	35.101	0	35.101

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**D ISHARES III PUBLIC LIMITED COMPANY	327.022	0	327.022
**D ISHARES VI PUBLIC LIMITED COMPANY	87.127	0	87.127
**D ISHARES IV PUBLIC LIMITED COMPANY	534.151	0	534.151
**D ISHARES VII PLC	528.860	0	528.860
**D ABN AMRO MULTI-MANAGER FUNDS	322.096	0	322.096
**D ISHARES I INVESTK MIT TGV F ISHS ST. EUROPE600 BS UCITS ETF	297.799	0	297.799
**D BLACKROCK AM DE FOR ISHS EURO STOXX BANKS 30-15 UCITS ETF (DE)	1.714.767	0	1.714.767
**D BLACKROCK AM DE FOR ISHARES EURO STOXX UCITS ETF (DE)	229.443	0	229.443
**D BLACKROCK AM DE FOR ISHARES STOXX EUROPE MID 200 UCITS ETF(DE)	142.845	0	142.845
**D BLACKROCK AM DE FOR ISHARES STOXX EUROPE 600 UCITS ETF (DE)	359.364	0	359.364
**D INVESCO INTERNATIONAL GROWTH FUND	6.413.359	0	6.413.359
**D TEACHERS` RETIREMENT SYSTEM OF THE STATE OF ILLINOIS	389.352	0	389.352
**D KAISER PERMANENTE GROUP TRUST	127.560	0	127.560
**D KAISER FOUNDATION HOSPITALS	21.152	0	21.152
**D FIDELITY ADV SER VIII FIDELITY ADV GLB CAPITAL APPRECIATION	84.800	0	84.800
**D BRUNEI INVESTMENT AGENCY	8.156	0	8.156
**D LAUDUS INTERNATIONAL MARKETMASTERS FUND	178.014	0	178.014
**D SCHWAB INTERNATIONAL EQUITY ETF	715.536	0	715.536
**D SCHWAB FUNDAMENTAL INTERNATIONAL SMALL COMPANY ETF	99.452	0	99.452
**D JOHN HANCOCK VAR INS TRUST STRATEGIC EQUITY ALLOCATION	126.445	0	126.445
**D JOHN HANCOCK FUNDS II STRATEGIC EQUITY ALLOCATION FUND	50.563	0	50.563
**D INTERNATIONALE KAPITAL MBH FOR LH PRIVATRENTE AKTIEN	18.000	0	18.000
**D INTERNATIONAL KAPITALANLAGEGESELLSCHAFT MBH FOR	18.402	0	18.402
**D MFS HERITAGE TRUST COMPANY COLLECTIVE INVESTMENT TRUST	105.652	0	105.652
**D ALLIANZ GLOBAL INVESTORS GMBH FOR ALLIANZGI-FONDS GHS	91.744	0	91.744
**D THE MASTER TRUST BK OF JP LTD HITACHI FOREIGN EQ INDEX MF	15.100	0	15.100
**D GMAM INVESTMENT FUNDS TRUST	52.790	0	52.790
**D GMAM GROUP PENSION TRUST II	23.358	0	23.358
**D IBM RETIREMENT PLAN	3.019	0	3.019
**D HSBC INKA INVESTMENT AG TGV FOR TGV LH STRATEGY	13.408	0	13.408
**D INSTITUTIONAL RETIREMENT TRUST	3.152.591	0	3.152.591
**D TR + CUS SERVICES BK LTD.AS TRU FOR FISHER GLBL SMALL CAP EQFD	146.280	0	146.280
**D AMERICAN CENTURY STRATEGIC ASSET ALL, INC. STRAT ALL CONS F	2.059	0	2.059
**D AMERICAN CENTURY STRAT ASSET ALL, INC. STRAT ALL MODERATE F	9.539	0	9.539
**D AMERICAN CENTURY STRAT ASSET ALL, INC. STRATEGIC ALL AGGR F	10.319	0	10.319
**D AMERICAN CENTURY WORLD MUTUAL FUNDS INC. INTL	302.318	0	302.318
**D AMERICAN CENTURY WORLD MUTUAL FUNDS INC NT INT SM MID	329.349	0	329.349
**D AMERICAN CENTURY RETIREMENT DATE TRUST	202.437	0	202.437
**D JP TR SERV BK LTD ATF MATB MSCI KOKUSAI INDEX MOTHER F	2.642	0	2.642
**D THE WALT DISNEY COMPANY RETIREMENT PLAN MASTER TRUST	9.923	0	9.923
**D BMO MSCI EUROPE QUALITY HEDGED TO USD ETF	1.250	0	1.250
**D BMO MSCI EUROPE HIGH QUALITY HEDGED TO CAD INDEX ETF	36.326	0	36.326
**D BMO MSCI EAFE INDEX ETF	100.018	0	100.018
**D BRIGHTHOUSE FUNDS TRUST I AB GLOBAL DYNAMIC ALLOCATION	52.680	0	52.680

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Extraordinary Shareholders' Meeting February 18, 2020

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Subject: **Amendments to articles 13, 17 and 23 of Articles of Association**

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Cognome	Tot. Votes	On own behalf	Proxy
**D BRIGHTHOUSE FUNDS TRUST I JPMORGAN GBL ACTIVE ALL	84.364	0	84.364
**D THE CAPTIVE INVESTORS FUND	274.700	0	274.700
**D PACE ALTERNATIVE STRATEGIES INVESTMENTS	1.649	0	1.649
**D UBS (US) GROUP TRUST	23.698	0	23.698
**D CENTRAL PROVIDENT FUND BOARD	1.015	0	1.015
**D UAW RETIREE MEDICAL BENEFITS TRUST	36.831	0	36.831
**D CERTAS DIRECT COMPAGNIE D`ASSURANCES	2.683	0	2.683
**D LA PERSONNELLE COMPAGNIE D`ASSURANCES	2.934	0	2.934
**D DESJARDINS SECURITE FINANCIERE COMPAGNIE D`ASSURANCE VIE	6.974	0	6.974
**D CERTAS HOME AND AUTO INSURANCE COMPANY	4.692	0	4.692
**D CALVERT VP EAFE INTERNATIONAL INDEX PORTFOLIO	4.632	0	4.632
**D CALVERT RESP INX SRS, INC.-CLVRT DVD MRKTS EX-U.S. RSP INX FD	6.967	0	6.967
**D CAISSE DE DEPOT ET PLACEMENT DU QUEBEC	26.611	0	26.611
**D THE REGENTS OF THE UNIVERSITY OF CALIFORNIA	408.934	0	408.934
**D FIDELITY CONCENTRATED INTERN SMALL CAP	65.800	0	65.800
**D FIDELITY GLOBAL SMALL CAP FUND	6.100	0	6.100
**D FIDELITY SELECT GLOBAL PLUS ALL CAP EQUITY INSTIT TRUST	9.548	0	9.548
**D FIDELITY INTERNATIONAL EQUITY MULTI ASSET BASE FUND	126.700	0	126.700
**D FIDELITY INTERNATIONAL EQUITY INSTITUTIONAL TRUST	83.780	0	83.780
**D FISHER INVESTMENTS INSTITUTIONAL FUNDS PLC	53.112	0	53.112
**D EATON VANCE INTERNATIONAL SMALL-CAP FUND	20.098	0	20.098
**D FUNDO DE SEGURANCA SOC GOV. DA REGIAO ADM. ESPECIAL DE	17.810	0	17.810
**D ALLIANZ ACTIONS EURO PME-ETI	48.278	0	48.278
**D GAM STAR FUND P.L.C.	3.213.507	0	3.213.507
**D RUSSELL INVESTMENT COMPANY MULTIFACTOR INTERNATIONAL EQUITY	30.369	0	30.369
**D E.SUN COMM BANK LTD IN ITS CAP AMC OF NOM EUR MID SM CAP GR F	15.451	0	15.451
**D TRANSAMERICA JPMORGAN TACTICAL ALLOCATION VP	35.946	0	35.946
**D TRANSAMERICA INTERNATIONAL EQUITY INDEX VP	2.092	0	2.092
**D TANGERINE BALANCED INCOME PORTFOLIO	1.311	0	1.311
**D TANGERINE BALANCED PORTFOLIO	7.860	0	7.860
**D TANGERINE BALANCED GROWTH PORTFOLIO	9.542	0	9.542
**D TANGERINE EQUITY GROWTH PORTFOLIO	10.735	0	10.735
**D MAINSTAY EPOCH CAPITAL GROWTH FUND	83.070	0	83.070
**D MM MSCI EAFE INTERNATIONAL INDEX FUND	9.228	0	9.228
**D JNL ALLIANCEBERNSTEIN DYNAMIC ASSET ALLOCATION FUND	2.403	0	2.403
**D JNL/INVESCO INTERNATIONAL GROWTH FUND	1.438.874	0	1.438.874
**D JNL MELLON CAPITAL MSCI WORLD INDEX FUND	4.594	0	4.594
**D ORANGE COUNTY EMPLOYEES RETIREMENT SYSTEM	84.308	0	84.308
**D RUSSELL COMMON CONTRACTUAL FUND	5.613	0	5.613
**D RUSSELL INVESTMENT COMPANY V PLC	15.432	0	15.432
**D STATE STREET GLOBAL EQUITY EX US INDEX PORTFOLIO	51.331	0	51.331
**D STATE STREET INTERNATIONAL DEVELOPED EQUITY	157.778	0	157.778
**D INVESCO V.I. INTERNATIONAL GROWTH FUND	1.898.302	0	1.898.302
**D INVESCO GLOBAL GROWTH FUND	707.541	0	707.541

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**IN FAVOUR**

Cognome	Tot. Votes	On own behalf	Proxy
**D INVESCO EUROPEAN GROWTH FUND	2.324.632	0	2.324.632
**D LOS ANGELES COUNTY EMPLOYEES RETIREMENT ASSOCIATION	134.727	0	134.727
**D INTERNATIONALE KAPITALANLAGEGESELLSCHAFT MBH FOR DC	73.535	0	73.535
**D SPDR MSCI EAFE FOSSIL FUEL RESERVES FREE ETF	4.560	0	4.560
**D SPDR MSCI EAFE STRATEGICFACTORS ETF	17.475	0	17.475
**D SPDR MSCI ACWI LOW CARBON TARGET ETF	905	0	905
**D MARYLAND STATE RETIREMENT & PENSION SYSTEM	19.036	0	19.036
**D THE PRUDENTIAL INSURANCE COMPANY OF AMERICA	49.395	0	49.395
**D MDPIM INTERNATIONAL EQUITY INDEX POOL	27.767	0	27.767
**D MERCER QIF CCF	1.414.144	0	1.414.144
**D MGI FUNDS PLC	163.149	0	163.149
**D MORGAN STANLEY INSTITUTIONAL FUND INC MULTI ASSET	1.443	0	1.443
**D GTAA PANTHER FUND L.P	45.287	0	45.287
**D MERCER UCITS COMMON CONTRACTUAL FUND	45.598	0	45.598
**D STATE OF MONTANA BOARD OF INVESTMENTS	307.681	0	307.681
**D NORTHROP GRUMMAN PENSION MASTER TRUST	1.493.962	0	1.493.962
**D STATE OF NEW JERSEY COMMON PENSION FUND D	391.877	0	391.877
**D FISHER GLOBAL SMALL CAP EQUITY FUND	14.354	0	14.354
**D FIDELITY INTERNATIONAL HIGH QUALITY INDEX ETF	19.569	0	19.569
**D RUSSELL INVESTMENTS CANADIAN DIVIDEND POOL	4.249	0	4.249
**D RUSSELL INVESTMENTS FOCUSED GLOBAL EQUITY POOL	3.580	0	3.580
**D RUSSELL INVESTMENTS GLOBAL EQUITY POOL	8.759	0	8.759
**D RUSSELL INVESTMENTS OVERSEAS EQUITY POOL	20.341	0	20.341
**D RUSSELL INVESTMENTS MULTI FACTOR INTERNATIONAL EQUITY	2.420	0	2.420
**D RUSSELL INVESTMENTS OVERSEAS EQUITY FUND	6.474	0	6.474
**D BANK OF KOREA	491.940	0	491.940
**D BIMCOR GLOBAL EQUITY POOLED FUND	19.829	0	19.829
**D THE UNIVERSITY OF HONG KONG	34.826	0	34.826
**D STATE STREET IRELAND UNIT TRUST	69.427	0	69.427
**D SSGA SPDR ETFS EUROPE I PUBLIC LIMITED COMPANY	47.854	0	47.854
**D SSGA SPDR ETFS EUROPE II PUBLIC LIMITED COMPANY	351.287	0	351.287
**D SIR DAVID TRENCH FUND FOR RECREATION	2.914	0	2.914
**D SUNSUPER SUPERANNUATION FUND	66.787	0	66.787
**D CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	1.425.349	0	1.425.349
**D DELTASHARES S+P INTERNATIONAL MANAGED RISK ETF	5.214	0	5.214
**D TEACHER RETIREMENT SYSTEM OF TEXAS	79.431	0	79.431
**D CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	4.064.352	0	4.064.352
**D AXA INV MAN SCHWEIZ AG OBO AXA (CH) STRAT FD ECON TRENDS EQ	102.761	0	102.761
**D MERCK CAPITAL ASSET MANAGEMENT LIMITED	91.124	0	91.124
**D METZLER ASSET MANAGEMENT GMBH FOR MI-FONDS 415	45.000	0	45.000
**D UBS (IRL) ETF PLC	11.412	0	11.412
**D VANGUARD INVESTMENTS II COMMON	52.355	0	52.355
**D VANGUARD INVESTMENTS COMMON CONTRACTUAL FUND	80.150	0	80.150
**D VANGUARD FTSE DEVELOPED EUROPE INDEX ETF	1.627	0	1.627

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Cognome	Tot. Votes	On own behalf	Proxy
**D VALIC COMPANY II INTERNATIONAL OPPORTUNITIES FUND	106.410	0	106.410
**D THE WELLINGTON TR COM NATIONAL ASS MULT COLLECT INV F	14.259	0	14.259
**D THE WELLINGTON TR CO NAT ASS MULT C TR F TR OPPORT EQ PTF	8.744	0	8.744
**D THE WELLINGTON TR CO NAT ASS MULT COLLECTIVE INV F TRUST	18.224	0	18.224
**D WASHINGTON STATE INVESTMENT BOARD	242.421	0	242.421
**D WISDOMTREE DYNAMIC CURRENCY HEDGED INTRNL EQUITY FUND	10.860	0	10.860
**D WISDOMTREE INTERNATIONAL MIDCAP DIVIDEND FUND	34.576	0	34.576
**D WISDOMTREE EUROPE QUALITY DIVIDEND GROWTH FUND	9.841	0	9.841
**D WISDOMTREE EUROPE HEDGED SMALLCAP EQUITY FUND	66.750	0	66.750
**D NEW YORK STATE TEACHERS RETIREMENT SYSTEM	188.427	0	188.427
**D PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY	17.783	0	17.783
**D WELLINGTON MANAGEMENT FUNDS (IRELAND) PLC	8.139	0	8.139
**D MANULIFE ASSET MANAGEMENT INTERNATIONAL EQUITY	24.228	0	24.228
**D SS BK AND TRUST COMPANY INV FUNDS FOR TAXEXEMPT	2.439.811	0	2.439.811
**D SSGA RUSSELL FD GL EX US INDEX NONLENDING QP COMMON TRUST	2.491	0	2.491
**D SSGA MSCI EUROPE SCREENED INDEX NON LENDING COMMON	54.751	0	54.751
**D MSCI EAFE PROV SCREENED INDEX NON LENDING COMMON TR	7.543	0	7.543
**D STATE STREET GLOBAL ADVISORS LUXEMBOURG SICAV	190.375	0	190.375
**D GAM MULTISTOCK	125.756	0	125.756
**D UBS ETF	812.357	0	812.357
**D IBM 401K PLUS PLAN	112.632	0	112.632
**D DEPARTMENT OF STATE LANDS	67.723	0	67.723
**D RUSSELL TRUST CO COMMINGLED EMPLOYEE BENEFIT FUNDS TRUST	114.291	0	114.291
**D COLLEGE RETIREMENT EQUITIES FUND	1.078.279	0	1.078.279
**D TIIA CREF INTERNATIONAL EQUITY INDEX FUND	557.466	0	557.466
**D RUSSELL INVESTMENT COMPANY RUSSELL INTERN DEVELOPED MKT	72.935	0	72.935
**D RUSSELL INVESTMENT COMPANY RUSSELL GLOBAL EQUITY FUND	15.076	0	15.076
**D VALIC COMPANY I INTERNATIONAL EQUITIES FUND	43.310	0	43.310
**D BRIGHTHOUSE FUNDS TRUST II METLIFE MSCI EAFE INDEX PTF	42.655	0	42.655
**D STATE OF MINNESOTA	331.088	0	331.088
**D RUSSELL INVESTMENT FUNDS INTERNATIONAL DEVELOPED MARKETS	12.771	0	12.771
**D JOHN HANCOCK LIFE AND HEALTH INSURANCE COMPANY	1.723	0	1.723
**D SPDR S&P WORLD (EX-US) ETF	112.033	0	112.033
**D RUSSELL INVESTMENT COMPANY II PLC	41.279	0	41.279
**D RUSSELL INVESTMENT COMPANY PLC	17.047	0	17.047
**D MULTI-STYLE, MULTI-MANAGER FUNDS PLC	19.771	0	19.771
**D MORGAN STANLEY INSTITUTIONAL FD TR GLOBAL STRATEGIST PTF	7.381	0	7.381
**D MORGAN STANLEY VAR INS FUND INC. GLOBAL STRATEGIST PORTFOLIO	1.848	0	1.848
**D ONTARIO TEACHERS PENSION PLAN BOARD	3.120	0	3.120
**D SPDR STOXX EUROPE 50 ETF	13.099	0	13.099
**D COMMON TRUST ITALY FUND	556.882	0	556.882
**D SPDR S+P WORLD EX AUSTRALIA FUND	1.907	0	1.907
**D RUSSELL INVESTMENTS LOW CARBON GLOBAL SHARES FUND	7.578	0	7.578
**D EMERGENCY SERVICES SUPERANNUATION SCHEME	2.634	0	2.634

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**IN FAVOUR**

Cognome	Tot. Votes	On own behalf	Proxy
**D FIRST STATE SUPERANNUATION SCHEME	100.893	0	100.893
**D UBS IQ MSCI WORLD EX AUSTRALIA ETHICAL ETF	1.299	0	1.299
**D UBS IQ MSCI EUROPE ETHICAL ETF	760	0	760
**D RUSSELL INVESTMENTS GLOBAL OPPORTUNITIES FUND	44.767	0	44.767
**D STATE STREET INTERNATIONAL EQUITIES INDEX TRUST	25.934	0	25.934
**D BLACKROCK AM SCHWEIZ AG OBO BIFS WORLD EX SWITZ EQ	12.079	0	12.079
**D FLOURISH INVESTMENT CORPORATION	179.230	0	179.230
**D THE TRUSTEES OF BP PENSION FUND	187.850	0	187.850
**D THE TRUSTEES OF CONOCOPHILLIPS PENSION PLAN	6.888	0	6.888
**D TM CRUX OEIC TM CRUX EUROPEAN FUND	202.071	0	202.071
**D FAMILY INVESTMENTS CHILD TRUST FUND	21.048	0	21.048
**D FAMILY INVESTMENTS GLOBAL ICVC FAMILY BALANCED INT FUND	12.050	0	12.050
**D HSBC AS TRUSTEE FOR SSGA EUROPE EX UK EQUITY TRACKER FUND	571.404	0	571.404
**D NATWEST TRU DEP SERV LTD ATO ST. JAMES`S PL GL EQ UN TR	306.175	0	306.175
**D MANAGED PENSION FUNDS LIMITED	305.811	0	305.811
**D FP RUSSELL INVESTMENTS ICVC FP RUSSELL INV INT	4.282	0	4.282
**D TM CRUX OEIC TM CRUX EUROPEAN SPECIAL SITUATIONS FUND	2.683.540	0	2.683.540
**D THE TRUSTEES OF JOHNSON & JOHNSON UK GROUP RETIREMENT	115.071	0	115.071
**D THE TRUSTEES OF ELECTRONIC DATA SYSTEMS 1994 PENSION	10.969	0	10.969
**D THE TRUSTEES OF ELECTRONIC DATA SYSTEMS LTD	33.251	0	33.251
**D THE TRUSTEES OF GOLDMAN SACHS UK RETIREMENT PLAN	1.853	0	1.853
**D STICHTING PHILIPS PENSIOENFONDS	50.667	0	50.667
**D VANGUARD INV FDS ICVC VANG FTSE DEV WOR LD EX UK EQ IND	124.788	0	124.788
**D VANGUARD INV F ICVC VANGUARD FTSE DEV EUROPE EX UK EQ INDEX	244.947	0	244.947
**D VANGUARD INV FUNDS ICVC-VANGUARD FTSE GLOB ALL CAP IND FUND	5.192	0	5.192
**D PUBLIC AUTHORITY FOR SOCIAL INSURANCE	4.162	0	4.162
**D ZURICH ASSURANCE LTD	1.257.414	0	1.257.414
**D ARAB BANK FOR ECONOMIC DEVELOPMENT IN	86.980	0	86.980
**D SCOTTISH WIDOWS INV SOLUTIONS F ICVC EUROPEAN (EX UK) EQ FD	123.428	0	123.428
**D PACE INTERNATIONAL EQUITY INVESTMENTS	47.024	0	47.024
**D MONETARY AUTHORITY OF SINGAPORE	374.605	0	374.605
**D OMERS ADMINISTRATION CORPORATION	53.192	0	53.192
6777 ESPOSITO MARCO	0	0	0
**D BELFIUS EQUITIES B	135.163	0	135.163
**D CANDRIAM SUSTAINABLE SA	80.936	0	80.936
**D BELFIUS PENSIONFUNDS	135.875	0	135.875
**D GS TACS MARKET CONTINUOUS INTERNATIONAL	33.726	0	33.726
**D NATWEST TDS DEP BNYM RM GLO EQ FUND	3.780	0	3.780
**D BNYMTCIL CGF WDEQ LA	24.861	0	24.861
**D MOTHER CABRINI HEALTH FOUNDATION INC	11.554	0	11.554
**D CENTRAL PENSION FUND OF THE INT UNION OF OPERATING ENGINEERS AND PARTICIPATING EMPLOYERS	6.195	0	6.195
**D CERVURITE INTERNATIONAL LLC	21.461	0	21.461
**D USMIA GLOBAL EQUITY	1.765	0	1.765
**D ALAMOSA LLC	984	0	984

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**D ERIE COMMUNITY FOUNDATION	17.200	0	17.200
**D ALLEGHENY COLLEGE	12.700	0	12.700
**D EATON VANCE TRUST COMPANY INTERNATIONAL SMALL CAP COMMON TRUST FUND	9.830	0	9.830
**D STICHTING BEDRIJFSTAKPENSIOENFONDS	18.707	0	18.707
**D EATON VANCE TRUST COMPANY COLLECTIVE INVESTMENT TRUST FOR EMPLOYEE BENEFIT PLANS III	14.845	0	14.845
**D GNPFCOL EAFE GINNA Q	1.200	0	1.200
**D DEP QF SSGA NONUS EQUITY B2	1.404	0	1.404
**D DEP QF SSGA NONUS EQUITY B1	2.404	0	2.404
**D DEP QF SSGA NONUS EQUITY R2	2.830	0	2.830
**D DEP QF SSGA NONUS EQUITY H1	1.654	0	1.654
**D THE CONSOLIDATED EDISON PENSION PLAN MASTER TRUST	416.568	0	416.568
**D VANGUARD EUROPEAN STOCK INDEX FUND	1.209.119	0	1.209.119
**D UMC BENEFIT BOARD INC	913	0	913
**D LEGAL AND GENERAL UCITS ETF PLC	29.518	0	29.518
**D VANGUARD FTSE ALL-WORLD EX US INDEX FUND	1.115.767	0	1.115.767
**D CITI RETIREMENT SAVINGS PLAN	41.526	0	41.526
**D IQ CANDRIAM ESG INTERNATIONAL EQUITY ETF	645	0	645
**D GLOBAL TR CO TS INTL SMLL CP 309779	426.187	0	426.187
**D BNYMTCIL WINTON GLOBAL EQUITY FD TR	1.243	0	1.243
**D ADVANCED SERIES TRUST AST T ROWE PRICE GROWTH OPPORTUNITIES PORTFOLIO GATEWAY CENTER	68.197	0	68.197
**D AST TRP DIVERS REAL GWTH PORT PDMO	1.728	0	1.728
**D GREAT WEST CORE STRATEGIES- INTERN	37.500	0	37.500
**D GREAT WEST CORE STRATEGIES INTERNATIONAL EQUITY FUND	1.882	0	1.882
**D DT INTERNATIONAL STOCK INDEX FUND	26.102	0	26.102
**D STANDARD LIFE INVESTMENTS GLOBAL SICAV II	168.318	0	168.318
**D SUBSIDIZED SCHOOLS P FUND NORTHERN	5.026	0	5.026
**D UWF TROW INTL DISCOVERY	54.931	0	54.931
**D INTERNATIONAL EQUITY FUND	33.115	0	33.115
**D THE HARTFORD RETIREMENT PLAN TRUST FOR US EMPLOYEES	9.947	0	9.947
**D 55041 KUP GLOBALE AKTIER IV	4.071	0	4.071
**D 55016 UP INTERNATIONALE AKTIER	136.936	0	136.936
**D AMERICAN ELECTRIC POWER SYSTEM RETIREE MEDICALTRUST FOR CERTAIN UNION EMPLOYEES	8.546	0	8.546
**D AMERICAN ELECTRIC POWER MASTER RETIREMENT TRUST	39.688	0	39.688
**D WILSHIRE MUTUAL FUNDS INC WILSHIRE INTERNATIONAL EQUITY FUND	10.793	0	10.793
**D 2048 APG DME LACM GL	496.977	0	496.977
**D 1216 APG DME FINANC	2.360.888	0	2.360.888
**D 2049 APG DME ARROWST	344.853	0	344.853
**D 1253 APG DME CORE EU	1.068.500	0	1.068.500
**D B4306 FRB M LUND REV TR	987	0	987
**D VOLUNTARY EMPLOYEES BENEFICIARY ASSOCIATION SOUTHERN CALIFORNIA EDISON COMPANY	1.299	0	1.299
**D CF DV INTERNATIONAL STOCK INDEX FUND	23.760	0	23.760
**D THE BANK OF NEW YORK MELLON EMPLOYEE BENEFIT COLLECTIVE INVESTMENT FUND PLAN	466.004	0	466.004
**D UNISYS MASTER TRUST	53.121	0	53.121
**D INVESCO MARKETS II PLC	1.862	0	1.862

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Cognome	Tot. Votes	On own behalf	Proxy
**D FIDELITY SALEM STREET TRUST FIDELITY SAI INTERNATIONAL INDEX FUND	282.796	0	282.796
**D SHELL CANADA 2007 PENSION PLAN	6.119	0	6.119
**D SHELL CANADA 2007 PENSION PLAN 400	4.885	0	4.885
**D TEXAS UTILITIES QUAL NDT PARTNERSHIP	1.076	0	1.076
**D ZVK DEAM SPK	20.000	0	20.000
**D FRANKLIN ADVISERS INC	1.400	0	1.400
**D PHILADELPHIA GAS WORKS PENSION PLAN	1.244	0	1.244
**D IVY PROSHARES MSCI ACWI INDEX FUND	2.590	0	2.590
**D BCT POOLED INVESTMENT FUND SERIES SMARTEUROPEAN EQUITY FUND	16.430	0	16.430
**D ADVANCED SERIES TRUST AST ACADEMIC STRATEGIES ASSET ALLOCATION PORTFOLIO	3.594	0	3.594
**D SOUTH CAROLINA RETIREMENT SYSTEMS GROUP TRUST	3.533	0	3.533
**D THE STATE OF CONNECTICUT ACTINGTHROUGH ITS TREASURER	98.994	0	98.994
**D BOARD OF PENSIONS OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA	86.137	0	86.137
**D KENTUCKY RETIREMENT SYSTEMS INSURANCE TRUST FUND	260.000	0	260.000
**D PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF NEW MEXICO	27.992	0	27.992
**D VERIZON MASTER SAVINGS TRUST	109.800	0	109.800
**D BELL ATLANTIC MASTER TRUST	48.760	0	48.760
**D PENSION RESERVES INVESTMENT TRUST FUND	842.993	0	842.993
**D OPERATING ENGINEERS LOCAL 101 PENSION FUND	140.000	0	140.000
**D OPPENHEIMER GLOBAL ESG REVENUE ETF	82	0	82
**D BLACKROCK WORLD EX FLORIDA RET SYS	121.116	0	121.116
**D FLORIDA RETIREMENT SYSTEM	21.100	0	21.100
**D BNYMTD BLK CONT EUR EQ TRCK FD INV	392.082	0	392.082
**D BLK GTR EU INV TST PL INV PF BNYMTD	854.709	0	854.709
**D BNYMTD BLK CONTINENTAL EURO INC	3.061.520	0	3.061.520
**D AMG TIMESQUARE INTL SM CAP	2.495.213	0	2.495.213
**D BNYMTD RM GLOBAL HIGH ALPHA FUND	28.810	0	28.810
**D PHC SSGA EQ	83.905	0	83.905
**D BNYMTD BLK EURO DYNAMIC FD	6.776.094	0	6.776.094
**D PENN SERIES DEV INTL INDEX FUND	3.881	0	3.881
**D MIN DEF PF OMAN AMUNDI EURSILV	44.717	0	44.717
**D POOL RE L AND G MSCI EQ	3.810	0	3.810
**D POOL RE JPM REI EQUITY	10.769	0	10.769
**D AST GS MULTI ASSET PORT LIQ PDHB	8.710	0	8.710
**D STATE BOARD OF ADMINISTRATION OF FLORIDA	9.023	0	9.023
**D KENTUCKY RETIREMENT SYSTEMS	600.000	0	600.000
**D INDIANA PUBLIC RETIREMENT SYSTEM	24.109	0	24.109
**D OPPENHEIMER INTERNATIONAL REVENUE ETF	72	0	72
**D OPPENHEIMER GLOBAL REVENUE ETF	313	0	313
**D DUKE ENERGY QUALIFIED NUCLEAR DECOMMISSIONING	25.722	0	25.722
**D FRANKLIN TEMPLETON VARIABE INSURANCE PRODUCTS TRUST VIP FUND	137.000	0	137.000
**D FGT FRK INTERNATIONAL GROWTH FD	4.930.000	0	4.930.000
**D CENTRAL STATES SOUTHEAST AND SOUTHWEST AREAS PENSION FUND	1.896	0	1.896
**D METROPOLITAN LIFE INSURANCE COMPANY	26.722	0	26.722

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**IN FAVOUR**

Cognome	Tot. Votes	On own behalf	Proxy
**D MANNING AND NAPIER FUND INC RAINIER INTERNATIONAL DISCOVERY FUND	784.240	0	784.240
**D ENERGY INSURANCE MUTUAL LIMITED	2.145	0	2.145
**D PRUDENTIAL INVESTMENT PORTFOLIO 2 PRUDENTIAL QMA INTL DEVELOPED MRKTS INDEX FUND	2.025	0	2.025
**D CZ AANDELEN SSGA	9.340	0	9.340
**D VANGUARD INTL HIGH DIV YLD INDEX FD	98.834	0	98.834
**D THE TEXAS A AND M UNIVERSITY SYSTEM	380.703	0	380.703
**D NSNF PARA EAFE PI 1	4.410	0	4.410
**D NSNF PARA EAFE MONTI	6.394	0	6.394
**D STICHTING PENSIOENFONDS UWV	76.923	0	76.923
**D PUBLIC EMPLOYEE RETIREMENT SYSTEM OF IDAHO	33.453	0	33.453
**D DIOCESE OF VENICE PENSION PLAN AND TRUST	777	0	777
**D UFJF MCM MSCI WORLD FD	7.743	0	7.743
**D FIRE AND POLICE PENSION ASSOCIATION OF COLORADO	11.430	0	11.430
**D CPA COP PSERS PSERS ACWI X US INDEX	65.541	0	65.541
**D ADEPT INVESTMENT MANAGEMENT PLC	53.347	0	53.347
**D TEA BLACKROCK INC INTL	116.931	0	116.931
**D NV RBIF ALLNCEBRNSTN INTL EQ	4.729	0	4.729
**D NV PERS SSGA EAFE INDEX PUBLIC EMPLOYEES RETIREMENT SYSTEM OF NEVADA	139.850	0	139.850
**D NV PERS MELLON CAPITAL INDEX	175.910	0	175.910
**D ENSIGN PEAK GRANDEUR PEAK INT	585.940	0	585.940
**D ULLICO INTERNATIONAL SMALL CAP FUND LP	32.317	0	32.317
**D US BANK GUIDEMARK WORLD EX US FUND	14.455	0	14.455
**D ULLICO DIVERSIFIED INTERNATIONAL EQUITY FUND LP	24.862	0	24.862
**D COUNTY EMPLOYEES ANNUITY AND BENEFIT FUND OF COOK COUNTY	104.358	0	104.358
**D DEUTSCHE XTRK MSCI STH EUR HDG ETF	736	0	736
**D BNYMTD RAMAM WORLD RECOVERY FUND	100.740	0	100.740
**D BGF CONT EURO FLEXIBLE FD EURO EQFD	6.323.261	0	6.323.261
**D BGF EUROPEAN SPECIAL SITUATIONS FUND	2.330.077	0	2.330.077
**D BGF EUROPEAN VALUE FD	745.584	0	745.584
**D BGF EURO MKTS FD EURO EQUITY PF	5.213.268	0	5.213.268
**D BNYMTD BLK CONT EURO FD	1.582.480	0	1.582.480
**D AZL INTERNATIONAL INDEX FUND	70.938	0	70.938
**D BLL DC EUROPEAN GROWTH FD AG PF	247.468	0	247.468
**D AURION GLOBAL EQUITY FUND	2.265	0	2.265
**D PMPT INKA FONDS	34.484	0	34.484
**D ALASKA PERMANENT FUND CORPORATION	3.347	0	3.347
**D AP7 EQUITY FUND	643.742	0	643.742
**D MSV JP MORGAN	110.296	0	110.296
**D SIEMENS BALANCED SPK	863	0	863
**D ATFF AMERICAN CENTURY	23.193	0	23.193
**D ALABAMA TRUST FUND	142.850	0	142.850
**D COUNTY AND MUNICIPAL GOVERNMENT CAPITAL IMPROVEMENT TRUST FUND	66.907	0	66.907
**D AZL NFJ INTERNATIONAL VALUE FUND	2.040	0	2.040
**D BNYMTCIL GLG EUROPEAN EQ ALTER TRAD	122.084	0	122.084

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**D GAMMA EMIRATES INVESTMENTS LLC	1.026	0	1.026
**D INVESCO GLOBAL GROWTH EQUITY POOL	6.166	0	6.166
**D INVESCO INTERNATIONAL GROWTH FUND	413.006	0	413.006
**D INVESCO INTERNATIONAL GROWTH CLASS	553.756	0	553.756
**D INVESCO GLOBAL GROWTH CLASS	109.212	0	109.212
**D INVESCO EUROPEAN GROWTH CLASS	99.749	0	99.749
**D INVESCO CORE CANADIAN BALANCED CLASS	30.174	0	30.174
**D INVESCO CANADIAN PREMIER GROWTH FUND	299.212	0	299.212
**D INVESCO CANADIAN PREMIER GROWTH CLASS	260.936	0	260.936
**D INVESCO CANADIAN BALANCED FUND	285.512	0	285.512
**D SIEMENS FONDS INVEST GMBH	13.432	0	13.432
**D AO HIT HAI RHUMLINE EAFE THE ARCHDIOCESE OF HARTFORD INVESTMENT TRUST	90	0	90
**D PUBLIC EMPLOYEES RETIREMENT SYSTEM OF MISSISSIPPI	79.939	0	79.939
**D STATE OF WISCONSIN INVESTMENT BOARD	206.960	0	206.960
**D THE BANK OF KOREA	17.862	0	17.862
**D BOK KIC GPEQO	60.486	0	60.486
**D BOK MCM DM PEQ	19.957	0	19.957
**D AMG TIMESQUARE GLOBAL SMALL CAP FUND	1.800	0	1.800
**D COX ENTERPRISES INC MASTER TRUST	81.371	0	81.371
**D GREAT WEST INTERNATIONAL GROWTH	470.000	0	470.000
**D PS FR DEVEL MARK EX US SMALL PORT	24.293	0	24.293
**D PS FTSERAFI EUSM UCITS ETF BNYMTCIL	1.656	0	1.656
**D 56053 IP GLOBAL EQUITIES I	45.887	0	45.887
**D WILM MULTI MGR INTL FD OBERWEIS	227.876	0	227.876
**D AST JPM GL THEM PORT 2 INT EME PDNB	152.022	0	152.022
**D RCKFLR BROS RHMBLN ACWI EXUS 290611 ROCKEFELLER BROTHERS FUND INC	792	0	792
**D ALLSTATE LIFE INSURANCE COMPANY	29.040	0	29.040
**D BNYMTD CF MITON EUROPEAN OPPS FUND	4.221.644	0	4.221.644
**D GREAT WEST INTERNATIONAL INDEX FUND	36.305	0	36.305
**D AST BLKRK GLOBAL STRAT PT TE PDDG	921	0	921
**D AST RCM WORLD TRENDS PORT PDBF	164.000	0	164.000
**D KAPITALFORENINGEN INVESTIN PRO	2.348	0	2.348
**D DEUTSCHE XTRKS MSCI ALL WORLD HDG	2.922	0	2.922
**D PFI INTL EQUITY INDEX FUND	46.919	0	46.919
**D BANK OF KOREA	2.713	0	2.713
**D BNYMTCIL LAZARD EUROPEAN EQUITY FUN	21.572	0	21.572
**D BLACKROCK GLOBAL FUNDS	3.235.350	0	3.235.350
**D IQ 50 PERCENT HEDGED FTSE EURO ETF	589	0	589
**D IQ 50 PERCENT HEDGED FTSE INTL ETF	15.513	0	15.513
**D ALLSTATE INSURANCE CO BLACKROCK	109.495	0	109.495
**D CC COL EAFE Q UN 1	1.000	0	1.000
**D CC COL EAFE Q UN 2	1.400	0	1.400
**D THE AMERICAN UNIVERSITY IN CAIRO	5.337	0	5.337
**D VOYA BALANCED PORT INTL VALUE	3.403	0	3.403

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Cognome	Tot. Votes	On own behalf	Proxy
**D VOYA INTERNATIONAL INDEX PORTFOLIO	94.055	0	94.055
**D DEUTSCHE XTRK MSCI EMU HDG EQ ETF	2.843	0	2.843
**D AXA MPS FINANCIAL DAC	800.000	0	800.000
**D GS ACTIVEBETA EUROPE ETF	1.788	0	1.788
**D GS ACTIVE BETA INTL EQUITY ETF	105.600	0	105.600
**D HP INC MASTER TRUST	85.500	0	85.500
**D CTJ RE STANLIB GLOBAL EQUITY FD AB	4.000	0	4.000
**D PFI GLB MULTI STRATEGY WELLINGTON	9.996	0	9.996
**D POWERSHARES PUREBETA FTSE DEVELOPED EX NORTHAMERICA PORTFOLIO	94	0	94
**D DEUTSCHE XTRKS MSCI EURO CCYHDG	45.782	0	45.782
**D BLL AQUILA LIFE MSCI WORLD FUND	90.141	0	90.141
**D AST JPM SO EAFE OPP PD4D	74.168	0	74.168
**D BLL AQUILA LIFE EUROPEAN EQUITY	491.698	0	491.698
**D CTJ RE SFL STANLIB EUROPEAN EQTY FD	130.090	0	130.090
**D TEACHERS RETIREMENT SYSTEM OF LOUISIANA	1	0	1
**D SEMPRA ENERGY PENSION MASTER TRUST	15.163	0	15.163
**D PS6F STATE STREET INTL EQ	53.206	0	53.206
**D DAEC NQ SSGA TAX	412	0	412
**D NMPF COL EAFE NMP Q	2.600	0	2.600
**D LAWRENCE LIVERMORE NATIONAL SECURITY LLC	419.742	0	419.742
**D SHELL PENSION TRUST	17.142	0	17.142
**D MNVF SSGA INTL EQUITY	2.923	0	2.923
**D DREYFUS INDEX FUNDS INC DREYFUS INTERNATIONAL STOCK INDEX FUND	26.801	0	26.801
**D EATON VANCE MGMT INTL SMALL CAP	669	0	669
**D ECBSEG	27.381	0	27.381
**D BELLSOUTH CORP RFA VEBA TRUST	8.991	0	8.991
**D SPARTAN INTL INDEX	1.239.792	0	1.239.792
**D DEUTSCHE XTRKS MSCI EAFE CCYHDG	222.737	0	222.737
**D SBSA GEPF BLACKROCK EQUITY	57.333	0	57.333
**D BLACKROCK ACWI USIMI	189.430	0	189.430
**D ALICNY BLACKROCK GBL EQUITY	739	0	739
**D THE EUROPEAN CENTRAL BANK	29.822	0	29.822
**D INTERNATIONALE KAPITALANLAGEGESELLSCHAFT MBH ON BEHALF OF BAY2	371.068	0	371.068
**D SLI GBL SICAV CON EU EQ IN FD	46.713	0	46.713
**D SLI GLOBAL ABSOLUTE RET STRATEGIES	356.651	0	356.651
**D SLI EUROPEAN SMALLER COMPANIES	2.618.062	0	2.618.062
**D SLI EUROPEAN EQUITIES FUND	79.673	0	79.673
**D LAZARD EUROPEAN ALPHA FUND	51.626	0	51.626
**D PLUMBERS AND PIPEFITTERS NATIONAL PENSION PLAN	47.535	0	47.535
**D NEPF NEI SCHRODERS	82.839	0	82.839
**D IN8 COP TREAS PWP RHUMLINE MSCI	3.251	0	3.251
**D MI FONDS K12 SPK	130.993	0	130.993
**D OLD NORTH STATE HEDGED EQUITY MWT LLC	34.063	0	34.063
**D UNION INVESTMENT LUXEMBOURG SA	230.455	0	230.455

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Cognome	Tot. Votes	On own behalf	Proxy
**D GLG EUROPEAN LONG-SHORT FUND	11.492	0	11.492
**D MAN MULTI-STRATEGY MASTER FUND MAPLES CORPORATE SERVICES LIMITES	5.129	0	5.129
**D MAN QUALIFYING INVESTOR FUNDS PLC MAN GLG ELS MASTER QIF	57.469	0	57.469
**D MAN GLG TOPAZ LIMITED MAPLES CORPORATE SERVICES LIMITED	26.751	0	26.751
**D ACADIAN LEVERAGED DIVERSIFIED ALPHA EQUITY FUND	88.009	0	88.009
**D ACADIAN ASSET MANAGEMENT LLC ACADIAN DIVERSIFIED ALPHA	10.903	0	10.903
**D MANAGED INVEST PCC LTD - CS SMALL AND MID CAP ALPHA OPP FUND CO CREDIT SUISSE ASSET MANAGEMENT SWITZ		151.182	0
151.182			
**D MAN QUALIFYING INVESTOR FUNDS PLC-MAN GLG ELS MASTER QIF C/O GLG PARTNERS LP	107.138	0	107.138
**D MAN MULTI-STRATEGY MASTER FUND C/O MAN SOLUTIONS LTD	9.626	0	9.626
**D MAN GLG TOPAZ LIMITED C/O GLG PARTNERS LP	67.249	0	67.249
**D GLG EUROPEAN LONG-SHORTFUND C/O GLG PARTNERS LP	26.267	0	26.267
**D COL FIRST STATE INVT LTDAS RE FOR CMMONWLTH SPECIALST FD 43 C/O ACADIAN ASSET MANAGEMENT LLC	18.787	0	18.787
**D ALPHANATICS MASTER FUND LTD CO PICTET ASSET MANAGEMENT SA.	85.075	0	85.075
**D NORGES BANK	208.595	0	208.595
**D GOVERNMENT OF NORWAY	6.716.274	0	6.716.274
**D VICTORIAN SUPERANNUATION FUND	19.991	0	19.991
**D JANA PASSIVE GLOBAL SHARE TRUST	28.708	0	28.708
**D UBS FUND MANAGEMENT (SWITZERLAND) AG.	261.642	0	261.642
**D UBS FUND MANAGEMENT(LUXEMBOURG) SA	85.729	0	85.729
**D UBS (LUX) STRATEGY SICAV SAP DEFENSIVE (USD)	8.852	0	8.852
**D UBS (LUX) STRATEGY SICAV SAP MEDIUM (USD)	22.348	0	22.348
**D UBS (LUX) STRATEGY SICAV SAP DYNAMIC (USD)	8.113	0	8.113
**D STRATEGY SICAV	1.747	0	1.747
**D AGORA MASTER FUND LIMITED APPLEBY TRUST (CAYMAN) LTD	12.384	0	12.384
**D 801 INVESTMENTS LLC	5.287	0	5.287
**D AB ARYA PARTNERS (MASTER) FUND SICAV-RAIF S.C.	7.208	0	7.208
**D ABERDEEN INVESTMENT FUNDS UK ICVC II - ABERDEEN EUROPEAN EQUITY ENHANCED INDEX FUND	8.356	0	8.356
**D ABERDEEN INVESTMENT FUNDS UK ICVC II - ABERDEEN EUROPEAN EQUITY TRACKER FUND	3.053	0	3.053
**D ACORN 1998 TRUST	536	0	536
**D AEGON CUSTODY B.V	617.604	0	617.604
**D AHL DIRECTIONAL EQUITIES MASTER LIMITED	19.673	0	19.673
**D AHL GENESIS 2 LIMITED C/O MAPLES CORPORATE SERVICES LIMITED	51.805	0	51.805
**D ALFRED I. DUPONT TESTAMENTARY TRUST	13.921	0	13.921
**D ALICE A PROIETTI FAMILY TRUST UAD 09/27/13	1.059	0	1.059
**D ALW 2010 FAMILY TRUST ALICE WALTONC/O WALTON ENTERPRISES LLC	27.704	0	27.704
**D AMG FUNDS PLC	141.600	0	141.600
**D ASCENSION ALPHA FUND LLC	31	0	31
**D ATLAS MASTER LTD	59.083	0	59.083
**D AUSTRALIAN CAPITAL TERRITORY	20.579	0	20.579
**D AVALON PORTFOLIO II LLC	2.618	0	2.618
**D BAE SYSTEMS 2000 PENSION PLAN	84.583	0	84.583
**D BANCO NACIONAL DE PANAMA ACTING AS TRUSTEE OF THE FIDEICOMISO DE FOND O DE AHORRO DE PANAMA	3.007	0	3.007
**D BANK OF BOTSWANA	5.527	0	5.527

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**D BATTELLE MEMORIAL INSTITUTE	8.500	0	8.500
**D BEAT DRUGS FUND ASSOCIATION	752	0	752
**D BERESFORD FUNDS PLC	1.919	0	1.919
**D BLACKROCK AUTHORISED CONTRACTUAL SCHEME I	438.729	0	438.729
**D BLACKROCK UCITS CCF. BLACKROCK ASSET MANAGEMENT IRELAND LIMITED	13.238	0	13.238
**D BRITISH COLUMBIA INVESTMENT MANAGEMENT CORPORATION	53.611	0	53.611
**D CANADA POST CORPORATION REGISTERED PENSION PLAN	112.362	0	112.362
**D CANDRIAM FUND SUSTAINABLE EUROPEAN EQUITIES FOSSIL FREE	51.502	0	51.502
**D CARROLL AVENUE PARTNERS LLC	403	0	403
**D CBOSC ATF CW BK GRP SUP WGSS08	15.688	0	15.688
**D CC AND L ALTERNATIVE GLOBAL EQUITY FUND	300	0	300
**D CHALLENGE FINANCIAL EQUITY FUND 4	375.000	0	375.000
**D CHALLENGE ITALIAN EQUITY	250.000	0	250.000
**D CHEVRON MASTER PENSION TRUST	22.962	0	22.962
**D CHEVRON UK PENSION PLAN	8.373	0	8.373
**D CHURCH OF ENGLAND INVESTMENT FUND FOR PENSIONS	9.000	0	9.000
**D CINDY SPRINGS LLC	37.409	0	37.409
**D CITIBANK INTERNATIONAL PLC AS TRUSTEE CITIBANK INT.PLC	4.250.500	0	4.250.500
**D CITITRUST LIMITED AS TRUSTEE OF BLACKROCK PREMIER FUNDS-BLACKROCK WORLD EQUITY INDEX FUND	2.424	0	2.424
**D CITY OF LOS ANGELES FIRE AND POLICE PENSION PLAN	40.038	0	40.038
**D CLEARWATER INTERNATIONAL FUND	10.263	0	10.263
**D COLONIAL FIRST STATE INVESTMENT FUND 50	13.187	0	13.187
**D COLONIAL FIRST STATE WHOLESALE INDEXED GLOBAL SHARE FUND	20.728	0	20.728
**D COMMONWEALTH GLOBAL SHARE FUND 17.	25.446	0	25.446
**D COMMONWEALTH GLOBAL SHARE FUND 29	629	0	629
**D COMMONWEALTH SUPERANNUATION CORPORATION AS TRUSTEE FOR ARIA INVESTMENT S TRUST	37.031	0	37.031
**D CYSTIC FIBROSIS FOUNDATION	33.637	0	33.637
**D DFI LP EQUITY (PASSIVE)	1.693	0	1.693
**D DOFASCO SUPPLEMENTARY RETIREMENT INCOME PLAN	70.221	0	70.221
**D DOW RETIREMENT GROUP TRUST THE DOW CHEMICAL COMPANY	41.770	0	41.770
**D DUPONT AND RELATED COMPANIES DEFINED CONTRIBUTION PLAN MASTER TRUST 97	22.938	0	22.938
**D DYNASTY INVEST LTD	1.142	0	1.142
**D EMPIRE LIFE BALANCED FUND	35.595	0	35.595
**D EMPIRE LIFE ELITE EQUITY FUND	132.721	0	132.721
**D EMPIRE LIFE EMBLEM AGG GRO PF	6.275	0	6.275
**D EMPIRE LIFE EMBLEM BALANCED PF	18.330	0	18.330
**D EMPIRE LIFE EMBLEM CONS PF	6.871	0	6.871
**D EMPIRE LIFE EMBLEM DIV INC PF	1.777	0	1.777
**D EMPIRE LIFE EMBLEM GROWTH PF	26.532	0	26.532
**D EMPIRE LIFE EMBLEM MOD GRO PF	26.393	0	26.393
**D EMPIRE LIFE EQUITY GROW FD 3	239	0	239
**D EMPIRE LIFE GLOB SMALL COMP FD	40.998	0	40.998
**D EMPIRE LIFE GLOBAL BALANCED FD	169.963	0	169.963
**D EMPIRE LIFE GLOBAL DIV GROW FD	61.246	0	61.246

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**IN FAVOUR**

Cognome	Tot. Votes	On own behalf	Proxy
**D EMPIRE LIFE GLOBAL EQUITY FUND	71.775	0	71.775
**D EMPIRE LIFE INCOME FUND	21.895	0	21.895
**D EMPIRE LIFE INTL EQUITY FUND	138.600	0	138.600
**D EMPIRE LIFE PREMIER EQUITY FD	19.781	0	19.781
**D EMPIRE PENSION EQUITY FUND	14.833	0	14.833
**D EMPIRE UL PHANTOM IF	214	0	214
**D EMPIRE UL PHANTOM SEG5	6.236	0	6.236
**D EMPIRE UL PHANTOM SEG8	899	0	899
**D EMPIRE UL PHANTOM SEG9	7.293	0	7.293
**D EMPIRE UL PHANTOM SEGGS	2.096	0	2.096
**D EXELON FITZPATRICK QUALIFIED FUND	2.472	0	2.472
**D EXELON PEACH BOTTOM UNIT 1 QUALIFIED FUND	530	0	530
**D FCM INTERNATIONAL LLC	1.688	0	1.688
**D FIAM GROUP TRUST FOR EMPLOYEE BENEFIT PLANS	1.024.353	0	1.024.353
**D FIDELITY ADVISOR SERIES VIII FIDELITY ADVISOR OVERSEAS FUND	216.300	0	216.300
**D FIDELITY ADVISOR SERIES VIII: FIDELITY ADVISOR DIVERSIFIED INTERNATIONAL FUND	395.000	0	395.000
**D FIDELITY INVESTMENT TRUST FIDELITY DIVERSIFIED INTERNATIONAL K6 FUND	708.990	0	708.990
**D FIDELITY INVESTMENT TRUST: FIDELITY ENDURING OPPORTUNITIES FUND	1.095	0	1.095
**D FIDELITY SALEM STREET TRUST: FIDELITY SERIES GLOBAL EX U.S. INDEX FUND	376.369	0	376.369
**D FIDELITY SALEM STREET TRUST: FIDELITY FLEX INTERNATIONAL INDEX FUND	11.136	0	11.136
**D FIRST STATE TRUST COMPANY FOR MULTIPLE BENEFICIARIES	495	0	495
**D FISHER INVESTMENTS GLOBAL SMALL CAP UNIT TRUST FUND	228.775	0	228.775
**D FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST	22.512	0	22.512
**D FORD MOTOR COMPANY OF CANADA, LIMITED PENSION TRUST	1.181	0	1.181
**D FOURTH AVENUE INVESTMENT COMPANY	2.259	0	2.259
**D FS OVERLAY C - PARAMETRIC	1.533	0	1.533
**D FUNDO DE PENSOES ALAMEDA DE CARLOS D` ASSUMPCAO	6.241	0	6.241
**D FUTURE FUND BOARD OF GUARDIANS FOR AND ON BEHALF OF FUTURE FUND	169.585	0	169.585
**D GENERAL PENSION AND SOCIAL SECURITY AUTHORITY GPSSA	17.341	0	17.341
**D GLG EUROPEAN LONG-SHORT MASTER FUND LTD	14.087	0	14.087
**D GLOBAL BOND FUND WAYCROSSE INC	14.965	0	14.965
**D GOVERNMENT EMPLOYEES SUPERANNUATION BOARD	15.311	0	15.311
**D GUIDESTONE FUNDS INTERNATIONAL EQUITY INDEX FUND	27.715	0	27.715
**D HALIFAX REGIONAL MUNICIPALITY MASTER TRUST	6.256	0	6.256
**D HALLIBURTON COMPANY EMPLOYEE BENEFIT MASTER TRUST	194.086	0	194.086
**D HARDING LOEVNER FUNDS INC. GLOBAL EQUITY RESEARCH PORTFOLIO C/O NORTHERN TRUST COMPANY	1.194	0	1.194
**D HARDING LOEVNER FUNDS INC. INTERNATIONAL EQUITY RESEARCH PORTFOLIO	4.160	0	4.160
**D HARDING LOEVNER FUNDS PLC	912	0	912
**D HONG KONG SAR GOVERNMENT EXCHANGE FUND.	737.671	0	737.671
**D HOSTPLUS POOLED SUPERANNUATION TRUST	38.192	0	38.192
**D HRW TESTAMENTARY TRUST NO 5	2.985	0	2.985
**D HRW TESTAMENTARY TRUST NO 6	4.458	0	4.458
**D HRW TESTAMENTARY TRUST NO. 11	5.380	0	5.380
**D HRW TESTAMENTARY TRUST NO. 7	5.362	0	5.362

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Extraordinary Shareholders' Meeting February 18, 2020

RESULTS OF VOTING

Subject: **Amendments to articles 13, 17 and 23 of Articles of Association**

**IN FAVOUR**

Cognome	Tot. Votes	On own behalf	Proxy
**D HRW TESTAMENTARY TRUST NO. 8	3.894	0	3.894
**D HUTCHLSON PROVIDENT FUND.	15.894	0	15.894
**D IBM PENSION PLAN	5.215	0	5.215
**D ILLINOIS MUNICIPAL RETIREMENT FUND	22.867	0	22.867
**D INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPMENT ON BEHALF OF THE WORLD BANK GROUP TRUST FUNDS 3.379		3.379	0
**D INTERNATIONAL MONETARY FUND STAFF RETIREMENT PLAN	413.711	0	413.711
**D IRISH LIFE ASSURANCE PLC	268.282	0	268.282
**D IWA - FOREST INDUSTRY PENSION PLAN 2100	196.300	0	196.300
**D JANSSEN INC. MASTER TRUST	113.228	0	113.228
**D JCW 1987 ARTICLE II DESC TRUST FBOTLW	200	0	200
**D JCW 1987 ARTICLE II DESC TRUST FBOJMW DTD 1/1/2012	200	0	200
**D JCW 1987 ARTICLE II DESC TRUST FBOSLW	176	0	176
**D JCW 1987 ARTICLE II DESC TRUST FBOAAP C/O WALTON ENTERPRISES LLC	178	0	178
**D JOHN HANCOCK FUNDS II INTERNATIONAL STRATEGIC EQUITY ALLOCATION FUND	32.036	0	32.036
**D JOHN HANCOCK VARIABLE INSURANCE TRUST INTERNATIONAL EQUITY INDEX TRUST.	25.319	0	25.319
**D JTW TRUST NO. 1 UAD 9/19/02	2.351	0	2.351
**D JTW TRUST NO. 2 UAD 9/19/02	3.079	0	3.079
**D JTW TRUST NO. 5 UAD 9/19/02	1.099	0	1.099
**D K INVESTMENTS SH LIMITED	78.218	0	78.218
**D KERN COUNTY EMPLOYEES` RETIREMENT ASSOCIATION	29.349	0	29.349
**D KOMMUNAL LANDSPENSJONSKASSE GJENSIDIG FORSIKRINGSSELSKAP	66.576	0	66.576
**D LAKE AVENUE INVESTMENTS LLC	30.081	0	30.081
**D LATVIJAS BANKA	5.330	0	5.330
**D LEGAL AND GENERAL	189.167	0	189.167
**D LEGAL AND GENERAL ASSURANCE PENSIONS MANAGEMENT LIMITED	2.235.604	0	2.235.604
**D LEGAL AND GENERAL AUTHORISED CONTRACTUAL SCHEME	462	0	462
**D LEGAL AND GENERAL CCF	3.340	0	3.340
**D LEGAL AND GENERAL COLLECTIVE INVESTMENT TRUST..	428	0	428
**D LEGAL AND GENERAL COLLECTIVE INVESTMENT TRUST.	126.609	0	126.609
**D LEGAL AND GENERAL EUROPEAN INDEX TRUST	384.077	0	384.077
**D LEGAL AND GENERAL FUTURE WORLD ESG DEVELOPED INDEX FUND	371	0	371
**D LEGAL AND GENERAL GLOBAL EQUITY INDEX FUND	1.487	0	1.487
**D LEGAL AND GENERAL ICAV	14.518	0	14.518
**D LEGAL AND GENERAL INTERNATIONAL INDEX TRUST	52.884	0	52.884
**D LEGAL AND GENERAL MSCI EAFE FUND LLC	51.373	0	51.373
**D LEHMAN-STAMM FAMILY PARTNERS LLC LEHMAN-STAMM FAMILY PARTNERS LLC	344	0	344
**D LGPS CENTRAL AUTHORISED CONTRACTUAL SCHEME	81.100	0	81.100
**D LGT SLC EQ EU (EUR) POOL JU	330.491	0	330.491
**D LIFE INTERNATIONAL DESIGNATED ACTIVITY COMPANY	425.854	0	425.854
**D LOS ANGELES CITY EMPLOYEES RETIREMENT SYSTEM	57.500	0	57.500
**D LTW GROUP HOLDINGS, LLC	25.111	0	25.111
**D LTW INVESTMENTS LLC	19.747	0	19.747

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**IN FAVOUR**

Cognome	Tot. Votes	On own behalf	Proxy
**D MALACHITE 35 TRUST	1.560	0	1.560
**D MAN GLG TOPAZ LIMITED C/O MAPLES CORP SVCS LTD	23.964	0	23.964
**D MANDATORY PROVIDENT FUND SCHEMES	14.207	0	14.207
**D MANULIFE GLOBAL FUND.	114.054	0	114.054
**D MAPLES CORPORATE SERVICES LIMITED	470.507	0	470.507
**D MERCER PASSIVE INTERNATIONAL SHARES FUND	22.125	0	22.125
**D MERSEYSIDE PENSION FUND	15.335	0	15.335
**D MICHELIN NORTH AMERICA INC. MASTER RETIREMENT TRUST	16.091	0	16.091
**D MIDWEST OPERATING ENGINEERS PENSION TRUST FUND	780.000	0	780.000
**D MONTGOMERY COUNTY CONSOLIDATED RETIREE HEALTH BENEFITS TRUST	45.700	0	45.700
**D MONTGOMERY COUNTY EMPLOYEES RETIREMENT SYSTEM	125.700	0	125.700
**D MORGAN STANLEY DEFINED CONTRIBUTION MASTER TRUST	70.528	0	70.528
**D MUNICIPAL EMPLOYEES` ANNUITY AND BENEFIT FUND OF CHICAGO	1.371	0	1.371
**D NATIONAL COUNCIL FOR SOCIAL SEC FUND	189.704	0	189.704
**D NATIONAL RAILROAD RETIREMENT INVESTMENT TRUST	160.665	0	160.665
**D NBIMC EAFE EQUITY INDEX FUND	8.402	0	8.402
**D NBIMC EAFE EQUITY INDEX FUND - CLASS N	602	0	602
**D NEW ZEALAND SUPERANNUATION FUND	57.769	0	57.769
**D NEWBURG NOMINEES LIMITED INVESTORS WHOLESALE GLOBAL EQUITY (INDEX) TRUST	19.513	0	19.513
**D NORTHERN FUNDS - INTERNATIONAL EQUITY INDEX FUND	212.437	0	212.437
**D NORTHERN TRUST GLOBAL INVESTMENTS COLLECTIVE FUNDS TRUST	1.342.481	0	1.342.481
**D NORTHERN TRUST INVESTMENT FUNDS PUBLIC LIMITED COMPANY	7.059	0	7.059
**D NORTHERN TRUST UCITS COMMON CONTRACTUAL FUND	253.664	0	253.664
**D NORTHERN TRUST UCITS FGR FUND	110.465	0	110.465
**D NTGI - QM COMMON DAILY ALL COUNTRY WORLD EX-US EQUITY INDEX FUND - LENDING	29.822	0	29.822
**D NTGI-QM COMMON DAILY ALL COUNTRY WORLD EX-US INVESTABLE MARKET INDEX FUND - NON LENDING	20.126	0	20.126
**D NTGI-QM COMMON DAILY EAFE INDEX FUND - NON LENDING	64.998	0	64.998
**D NTGI-QM COMMON DAILY EAFE INDEX FUND - LENDING	49.190	0	49.190
**D NUMERIC ALTERNATIVE RISK PREMIA SMA A/C MSPB	56.400	0	56.400
**D OLD MUTUAL THREADNEEDLE EUROPEAN SELECT FUND	25.759	0	25.759
**D ORIZABA LP	4.718	0	4.718
**D PRO-GEN INVESTMENTS LLC	1.566	0	1.566
**D PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF COLORADO	129.167	0	129.167
**D PUBLIC PENSION AGENCY	305.996	0	305.996
**D PYRAMIS GROUP TRUST FOR EMPLOYEE BENEFIT PLANS	40.946	0	40.946
**D QIC INTERNATIONAL EQUITIES FUND	4.326	0	4.326
**D QSUPER	11.491	0	11.491
**D QUEENSLAND INVESTMENT TRUST NO.2	6.228	0	6.228
**D RBC GLOBAL ASSET MANAGEMENT INC	9.869	0	9.869
**D REGIME DE RETRAITE D HYDRO QUEBEC	73.624	0	73.624
**D RIVER AND MERCANTILE GLOBAL HIGH ALPHA FUND	17.316	0	17.316
**D S. ROBSON WALTON 1999 CHILDRENS TRUST	1.340	0	1.340
**D S. ROBSON WALTON 2009 GRAT NO. 4 ARTICLE II TRUST	1.153	0	1.153
**D S. ROBSON WALTON 2010 TRUST	1.359	0	1.359

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Extraordinary Shareholders' Meeting February 18, 2020

**RESULTS OF VOTING**

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**IN FAVOUR**

Cognome	Tot. Votes	On own behalf	Proxy
**D SDA INTL EQUITY INDEX FD-WORLD	15.702	0	15.702
**D SLIC - EUROPEAN EQUITY GROWTH FUND	196.021	0	196.021
**D SLIC ER EX UK SM CM FD XESC	177.975	0	177.975
**D SLIC II - STANDARD LIFE INVESTMENTS	580.474	0	580.474
**D SLW PORTFOLIO LLC	4.903	0	4.903
**D SPARTAN GROUP TRUST FOR EMPLOYEE BENEFIT PLANS	191.872	0	191.872
**D STANDARD LIFE ASSURANCE LIMITED.	4.572.893	0	4.572.893
**D STANDARD LIFE INVESTMENT COMPANY GLOBAL SMALLER	2.994.221	0	2.994.221
**D STATE STREET GLOBAL ADVISORS GROSS ROLL UP UNIT TRUST	20.074	0	20.074
**D STEADYHAND INVESTMENT MANAGEMENT LTD	52.300	0	52.300
**D STEUART L. WALTON FAMILY TRUST UAD 3/19/13	1.543	0	1.543
**D STICHTING ALGEMEEN PENSIOENFONDS	19.077	0	19.077
**D STICHTING BEDRIJFSTAKPENSIOENFONDS VOOR HET SCHOONMAAK EN GLAZENWASSER SBEDRIJF	20.020	0	20.020
**D STICHTING BLUE SKY LIQUID ASSET FUNDS	58.510	0	58.510
**D STICHTING MN SERVICES	402.357	0	402.357
**D STICHTING MN SERVICES AANDELENFONDS EUROPA.	57.703	0	57.703
**D STICHTING PENSIOENFONDS ING	32.771	0	32.771
**D STICHTING PENSIOENFONDS SAGITTARIUS	18.801	0	18.801
**D STICHTING PENSIOENFONDS VAN DE METALEKTRO (PME)	325.917	0	325.917
**D STICHTING PENSIOENFONDS METAAL EN TECHNIEK MN SERVICES	106.117	0	106.117
**D STICHTING PGGM DEPOSITARY	441.649	0	441.649
**D SUTTER HEALTH	249.700	0	249.700
**D SUTTER HEALTH MASTER RETIREMENT TRUST	321.900	0	321.900
**D THE BOARD OF MANAGEMENT OF THE CHINESE PERMANENT CEMETERIES	9.693	0	9.693
**D THE BOARD OF THE PENSION PROTECTION FUND RENAISSANCE	1.385	0	1.385
**D THE CURATORS OF THE UNIVERSITY OF MISSOURI	20.525	0	20.525
**D THE EMPIRE LIFE INSURANCE COMPANY	97.261	0	97.261
**D THE ENDEAVOUR II FUND	2.026	0	2.026
**D THE HEALTH FOUNDATION	25.840	0	25.840
**D THE LEVERHULME TRUST	42.615	0	42.615
**D THE NOMURA TRUST AND BANKING CO LTD	40.315	0	40.315
**D THE PUBLIC INSTITUTION FOR SOCIAL SECURITY	79.785	0	79.785
**D THE TRUSTEES OF THE HENRY SMITH CHARITY	13.004	0	13.004
**D THOMAS L. WALTON FAMILY TRUST UAD 03/19/13	931	0	931
**D THREADNEEDLE (LUX)	5.147.198	0	5.147.198
**D THREADNEEDLE (LUX) COLUMBIA THREADNEEDLE INVESTMENTS	2.342.727	0	2.342.727
**D THREADNEEDLE INVESTMENT FUNDS ICVC	2.200.748	0	2.200.748
**D THREE BRIDGES EUROPE MASTER FUND LTD.	4.086	0	4.086
**D THYSEN GLOBAL INVESTMENTS CORP	388	0	388
**D TLUX PAN EUROPEAN SMALL CAP OPPORTUNITIES COLUMBIA THREADNEEDLE INVESTMENTS	1.085.021	0	1.085.021
**D TORONTO TRANSIT COMMISION PENSION FUND SOCIETY	495.489	0	495.489
**D TRANSAMERICA AIM INTERNATIONAL GROW	27.882	0	27.882
**D TRINITY COLLEGE CAMBRIDGE	4.612	0	4.612
**D TWO SIGMA ABSOLUTE RETURN PORTFOLIO LLC CORPORATION SERV.COMP.2	10.126	0	10.126

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RESULTS OF VOTING

Subject: **Amendments to articles 13, 17 and 23 of Articles of Association**

**IN FAVOUR**

Cognome	Tot. Votes	On own behalf	Proxy
**D TWO SIGMA EQUITY RISK PREMIA PORTFOLIO LLC	6.284	0	6.284
**D TWO SIGMA EQUITY SPECTRUM PORTFOLIO - EUR A/C MSPB	15.571	0	15.571
**D UNITED MINE WORKERS OF AMERICA 1974 PENSION TRUST 1974 PENSION TRUST	35.539	0	35.539
**D UNITED NATIONS RELIEF AND WORKS AGENCY FOR PALESTINE REFUGEES IN THE NEAR EAST UNRWA HEADQUARTERS BA 54.947		54.947	0
**D UNIVERSE THE CMI CONTINEN. EUROPEANEQUITY	66.478	0	66.478
**D UNIVEST	58.705	0	58.705
**D UTAH STATE RETIREMENT SYSTEMS	108.058	0	108.058
**D VERDIPAPIRFONDET KLP AKSJEEUROPA INDEKS 1	34.700	0	34.700
**D VERDIPAPIRFONDET KLP AKSJEGLOBAL INDEX 1	74.900	0	74.900
**D VONTOBEL FUND (CH) - VESCORE GLOBALEQUITY MULTIFACTOR OLIVIER SCHALBETTER VONTOBEL FONDS SERVICES AG 402		402	0
**D WHEELS COMMON INVESTMENT FUND	4.261	0	4.261
**D WYOMING RETIREMENT SYSTEM	17.260	0	17.260
**D ZURICH FINANCIAL SERVICES UK PENSION SCHEME	829.501	0	829.501
**D ZURICH LIFE ASSURANCE PLC	138.355	0	138.355
**D NATIONAL WESTMINSTER BANK PLC AS TRUSTEE OF JUPITER EUROPEAN FUND NAT WEST BK PLC AS TRUSTEE OF JUPI 8.252.947		8.252.947	0
**D DOFASCO EMPLOYEES SAVINGS AND PROFIT SHARING FUND	13.901	0	13.901
**D C.R. HYDRO-QUEBEC - TEMP2	92.640	0	92.640
**D CANDRIAM SRI EQUITY EMU	349.509	0	349.509
**D CANDRIAM SRI EQUITY EUROPE	599.912	0	599.912
**D CHESS INTERNATIONAL PROPERTIES LTD	1.147	0	1.147
**D CONCORD EQUITY FUND	1.715	0	1.715
**D CONCORDIA EQUITY FUND	629	0	629
**D IBM DIVERSIFIED GLOBAL EQUITY FUND	13.786	0	13.786
**D ABERDEEN STANDARD INVESTMENTS	2.604.037	0	2.604.037
**D AMUNDI INDEX MSCI WORLD	13.549	0	13.549
**D G FUND AVENIR EUROPE	1.683.450	0	1.683.450
**D PRIVILEGE - JP MORGAN PAN EUROPEAN FLEXIBLE EQUITY	25.740	0	25.740
**D AMUNDI FUNDS MULTI ASSET CONSERVATIVE	53.265	0	53.265
**D AMUNDI FUNDS EQUITY EUROPE RISK PARITY	9.982	0	9.982
**D AMUNDI MSCI EUROPE EX UK	718	0	718
**D AMUNDI PRIME EUROPE - UCITS ETF DR	1.356	0	1.356
**D AMUNDI PRIME GLOBAL - UCITS ETF DR	752	0	752
**D AMUNDI FDS GLOBAL MULTI-ASSET TARGET INC	36.832	0	36.832
**D AMUNDI FUNDS PIONEER FLEXIBLE OPPORTUNIT	183.093	0	183.093
**D AMUNDI FUNDS EUROPEAN EQUITY SMALL CAP	2.550.090	0	2.550.090
**D AMUNDI FUNDS GLOBAL MULTI-ASSET	45.282	0	45.282
**D AMUNDI FDS GLOB MULTI-ASSET CONSERVATIVE	74.801	0	74.801
**D AMUNDI FUNDS EURO MULTI-ASSET TARGET INC	163.919	0	163.919
**D AMUNDI FUNDS EQUITY EURO RISK PARITY	83.718	0	83.718
**D AMUNDI INDEX EQUITY EUROPE LOW CARBON	6.561	0	6.561
**D G FUND - TOTAL RETURN ALL CAP EUROPE	405.000	0	405.000

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## RESULTS OF VOTING

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## IN FAVOUR

Cognome	Tot. Votes	On own behalf	Proxy
**D AMUNDI INDEX MSCI EMU	276.850	0	276.850
**D LO FUNDS - CONTINENTAL EUROPE SMALL & MID LEADERS 18.05.2017	750.000	0	750.000
**D AMUNDI FUNDS EQUITY EUROLAND SMALL CAP	630.501	0	630.501
**D AMUNDI INDEX MSCI EUROPE	122.591	0	122.591
**D MST EUROPEAN OPPORTUNITES FUND	3.441.109	0	3.441.109
**D EDMOND DE ROTHSCHILD FUND EQUITY EURO CORE	848.800	0	848.800
**D VISION FUNDS-EUROPE OPPORTUNITIES	365.049	0	365.049
**D SG AMUNDI ASSET MANAGEMENT	41.194	0	41.194
**D ECUREUIL RETRAITE EURO ACTIONS 4	310.000	0	310.000
**D TOTAL DIVERSIFIE EQUILIBRE & SOLIDAIRE	23.091	0	23.091
**D ROPS-SMART INDEX EURO	68.660	0	68.660
**D AP ACTIONS 1 EURO	30.524	0	30.524
**D ICARE	18.291	0	18.291
**D ROPS EURO P	103.722	0	103.722
**D FDRN AMUNDI	91.770	0	91.770
**D FCP GROUPAMA PHARMA DIVERSIFIE	98.733	0	98.733
**D CARP - INDO	264.486	0	264.486
**D NEUFLIZE VIE OPPORTUNITES	97.324	0	97.324
**D IBM FRANCE	20.000	0	20.000
**D MONGELAS	46.879	0	46.879
**D ARRCO LONG TERME D ACTIONS	181.261	0	181.261
**D AA FORTIS ACTIONS PETIT CAP EUROPE	99.481	0	99.481
**D EDMOND DE ROTHSCHILD ASSET MANAGEMENT	283.370	0	283.370
**D I2C ACTIONS	552.000	0	552.000
**D VILLIERS DIAPASON	17.620	0	17.620
**D AMUNDI HORIZON	16.877	0	16.877
**D FCP CARPIMKO EUROPE	40.000	0	40.000
**D CONTI GESTION	78.999	0	78.999
**D LBPAM ACTIONS FINANCE	25.000	0	25.000
**D LBPAM ACTIONS EUROPE	190.000	0	190.000
**D CNP TOCQUEVILLE VALUE EUROPE ISR	105.093	0	105.093
**D VENDOME SELECTION EUROPE	484.000	0	484.000
**D ABN AMRO TOTAL RETURN GLOBAL	2.994	0	2.994
**D HSBC EUROPE SMALL & MID CAP	128.249	0	128.249
**D CPR SILVER AGE	2.812.894	0	2.812.894
**D CPR EUROLAND	59.891	0	59.891
**D ATOUT EUROPE SMART BETA	1.804	0	1.804
**D ASSURDIX	67.485	0	67.485
**D CNP ASSUR EUROPE NEUFLIZE OBC	173.892	0	173.892
**D AMUNDI RENDEMENT PLUS	103.563	0	103.563
**D BFT EURO FUTUR ESG	57.500	0	57.500
**D AMUNDI ACTIONS PME	867.906	0	867.906
**D GROUPAMA AVENIR EURO	4.905.079	0	4.905.079
**D GROUPAMA AVENIR ALL CAP EURO	130.000	0	130.000

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Cognome	Tot. Votes	On own behalf	Proxy
**D GROUPAMA EUROPE STOCK	8.330	0	8.330
**D EPARGNE ETHIQUE FLEXIBLE	11.581	0	11.581
**D GROUPAMA EUROPE EQUITIES	13.964	0	13.964
**D BEST BUSINESS MODELS	898.000	0	898.000
**D MONDIAL VALOR	4.500	0	4.500
**D POLLUX	11.000	0	11.000
**D EDMOND DE ROTHSCHILD EUROPE MIDCAPS	876.650	0	876.650
**D EDMOND DE ROTHSCHILD EQUITY EUROPE SOLVE	252.930	0	252.930
**D EDMOND DE ROTHSCHILD ASSET MANAGEMENT (EDRAM)	47.250	0	47.250
**D STICHTING PENSIOENFONDS PGB UBS- MSCI EUROPE EQUITY PASSIVE	282.863	0	282.863
**D STICHTING PENSIOENFONDS PGB UBS- GLOBAL EQUAL WEIGHTED EQUITY	96.332	0	96.332
**D STG PFDS ACHMEA MANDAAT BLACKROCK	25.808	0	25.808
**D STICHTING PENSIOENFONDS WONEN	14.479	0	14.479
**D COUNSEL DEFENSIVE GLOBAL EQUITY	1.260	0	1.260
**D IMPERIAL TOBACCO PENSION INVESTMENT TRUST FUND	26.633	0	26.633
**D MACKENZIE INTERNATIONAL EQUITY INDEX ETF	836	0	836
**D TD EMERALD INTERNATIONAL EQUITYINDEX FUND	129.401	0	129.401
**D EPOCH GLOBAL EQUITY FUND	1.464.541	0	1.464.541
**D TD INTERNATIONAL INDEX FUND	24.907	0	24.907
**D TD EUROPEAN INDEX FUND .	4.157	0	4.157
**D TD INTERNATIONAL EQUITY INDEX ETF	1.690	0	1.690
**D PUBLIC SECTOR PENSION INVESTMENT BOARD	333.953	0	333.953
**D IMPERIAL INTERNATIONAL EQUITY POOL	17.190	0	17.190
**D WINDWISE MSCI EAFE INDEX NON-LENDING, FUND FOR EXEMPT ORG.	29.009	0	29.009
**D CIBC INTERNATIONAL SMALL COMPANIES FUND	13.512	0	13.512
**D CIBC INTERNATIONAL INDEX FUND	28.936	0	28.936
**D CIBC EUROPEAN INDEX FUND	4.031	0	4.031
**D CIBC EUROPEAN EQUITY FUND	479.235	0	479.235
**D CIBC POOLED INTERNATIONAL EQUITY INDEX FUND	3.071	0	3.071
**D CIBC INTERNATIONAL EQUITY POOL	37.522	0	37.522
**D ALLIANZ GLOBAL INVESTORS FUND	772.462	0	772.462
**D AXA WORLD FUNDS	11.289.184	0	11.289.184
**D BLACKROCK STRATEGIC FUNDS	224.913	0	224.913
**D BLACKROCK GLOBAL INDEX FUNDS	38.193	0	38.193
**D INDEXIQ	47.515	0	47.515
**D CRUX GLOBAL FUND	139.808	0	139.808
**D MFS MERIDIAN FUNDS	652.223	0	652.223
**D ISHARES MSCI EAFE INTERNATIONALINDEX FUND	333.208	0	333.208
**D ISHARES MSCI ACWI EX U.S. ETF	65.849	0	65.849
**D ISHARES MSCI EUROZONE ETF	725.940	0	725.940
**D ISHARES MSCI EAFE GROWTH ETF	340.859	0	340.859
**D ISHARES MSCI EAFE ETF	2.597.375	0	2.597.375
**D ISHARES MSCI KOKUSAI ETF	1.921	0	1.921
**D ISHARES MSCI EUROPE FINANCIALS ETF	256.331	0	256.331

Shareholders: 1.414 People: 6  
 Shareholders on own behalf: 3 Shareholders by proxy: 1.411

DE\* proxy to the natural persona bove mentioned with the badge number  
 \*\*D proxy to natural person above mentioned with the badge number (voting at the specific "assisted voting station")

RL\* legal representation to the natural person above mentioned with the badge number

Extraordinary Shareholders' Meeting February 18, 2020

**RESULTS OF VOTING**

**Subject: Amendments to articles 13, 17 and 23 of Articles of Association**

**IN FAVOUR**

Cognome	Tot. Votes	On own behalf	Proxy
**D ISHARES MSCI ITALY ETF	513.995	0	513.995
**D ISHARES CORE MSCI EUROPE ETF	204.670	0	204.670
**D ISHARES EDGE MSCI INTL QUALITY FACTOR ETF	126.758	0	126.758
**D ISHARES EDGE MSCI INTL SIZE FACTOR ETF	778	0	778
**D ISHARES MSCI WORLD ETF	9.254	0	9.254
**D ISHARES CORE MSCI EAFE ETF	2.436.254	0	2.436.254
**D ISHARES CORE MSCI TOTAL INTERNATIONAL STOCK ETF	392.954	0	392.954
**D ISHARES CORE MSCI INTERNATIONAL DEVELOPED MARKETS ETF	53.582	0	53.582
**D ISHARES CORE MSCI EAFE IMI INDEX ETF	80.688	0	80.688
**D ISHARES MSCI EUROPE IMI INDEX ETF	10.251	0	10.251
**D CONNECTICUT GENERAL LIFE INSURANCE COMPANY	1.330	0	1.330
**D TOTAL INTERNATIONAL EX U.S. INDEX MASTER PORTFOLIO OF MASTER INV	23.619	0	23.619
**D AMERICAN CENTURY ETF TRUST-AVANTIS INTERNATIONAL EQUITY ETF	2.850	0	2.850
**D AMERICAN BUREAU OF SHIPPING	170	0	170
**D UNITED TECHNOLOGIES CORPORATIONEMPLOYEE SAVINGS PLAN MASTER TRU	67.773	0	67.773
**D BEAR CREEK INC	5.969	0	5.969
**D SIEFORE XXI BANORTE BASICA 60-64 SA. DE C.V.	70.397	0	70.397
**D SIEFORE XXI BANORTE BASICA 65-69 SA DE C.V.	108.678	0	108.678
**D SIEFORE XXI BANORTE BASICA 70-74 SA DE C.V.	128.778	0	128.778
**D SIEFORE XXI BANORTE BASICA 75-79SA DE C.V.	108.231	0	108.231
**D SIEFORE XXI BANORTE BASICA 80-84 SA DE C.V.	112.767	0	112.767
**D SIEFORE XXI BANORTE BASICA 85-89 SA DE C.V.	63.788	0	63.788
**D SIEFORE XXI BANORTE BASICA 90-94 SA DE C.V.	17.684	0	17.684
**D CAREFIRST, INC. RETIREMENT PLAN TRUST	129.000	0	129.000
**D SCPMG KEOGH PLAN	11.077	0	11.077
**D COMMONFUND DIRECT SERIES LLC - CF TROWE PRICE EUROPEAN EQUITY SE	396.408	0	396.408
**D CITY UNIVERSITY OF NEW YORK	810	0	810
**D FRANKLIN TEMPLETON ETF TRUST - FRANKLIN FTSE EUROPE ETF	6.061	0	6.061
**D FRANKLIN TEMPLETON ETF TRUST - FRANKLIN FTSE ITALY ETF	20.820	0	20.820
**D FRANKLIN FTSE EUROPE EX U.K. INDEX ETF	8.550	0	8.550
**D FRANKLIN TEMPLETON ETF TRUST - FRANKLIN FTSE EUROPE HEDGED ETF	302	0	302
**D THE GENERAL MOTORS CANADA HOURLY PLAN TRUST	11.591	0	11.591
**D AMERICAN FUNDS INSURANCE SERIES INTERNATIONAL FUND	1.037.559	0	1.037.559
**D AMERICAN FUNDS INSURANCE SERIES GLOBAL GROWTH FUND	893.000	0	893.000
**D AMERICAN FUNDS INSURANCE SERIES GLOBAL BALANCED FUND	125.000	0	125.000
**D HEALTHONE	5.853	0	5.853
**D KAISER FOUNDATION HEALTH PLAN INC RETIREE HEALTH AND WELFARE PLA	12.083	0	12.083
**D FIRST CHURCH OF CHRIST SCIENTIST	5.690	0	5.690
**D JANUS CAPITAL MANAGEMENT LLC	4	0	4
**D INTECH GLOBAL ALL COUNTRY ENHANCED INDEX FUND LLC	2.116	0	2.116
**D SUNAMERICA SERIES TRUST SA JPM DIVERSIFIED BALANCED PORTFOLIO	11.366	0	11.366
**D SEASONS SERIES TRUST SA MULTI-MANAGED INTERNATIONAL EQUITY PORTF	40.354	0	40.354
**D SUNAMERICA SERIES TRUST - SA INTERNATIONAL INDEX PORTFOLIO	20.021	0	20.021
**D KP INTERNATIONAL EQUITY FUND	15.893	0	15.893

Shareholders: 1.414 People: 6 DE\* proxy to the natural persona bove mentioned with the badge number  
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RL\* legal representation to the natural person above mentioned with the badge number

Extraordinary Shareholders' Meeting February 18, 2020

RESULTS OF VOTING

Subject: **Amendments to articles 13, 17 and 23 of Articles of Association**

**IN FAVOUR**

Cognome	Tot. Votes	On own behalf	Proxy
**D KANSAS PUBLIC EMPLOYEES RETIREMENT SYSTEM	614.357	0	614.357
**D CAYMAN ISLANDS CHAMBER OF COMMERCE PENSION FUND	5.211	0	5.211
**D COUNTY OF LOS ANGELES DEFERRED COMPENSATION AND THRIFT PLAN	19.330	0	19.330
**D LVIP SSGA INTERNATIONAL INDEX FUND	129.776	0	129.776
**D COUNTY OF LOS ANGELES SAVINGS PLAND THRIFT PLAN	4.020	0	4.020
**D RHUMBLINE INTERNATIONAL POOLED INDEX TRUST	11.318	0	11.318
**D ALLIANCEBERNSTEIN INTERNATIONALALL-COUNTRY PASSIVE SERIES	2.610	0	2.610
**D TALCOTT RESOLUTION LIFE INSURANCE COMPANY	5.418	0	5.418
**D CITY OF NEW YORK GROUP TRUST	344.564	0	344.564
**D MAS PENSION SIEFORE BASICA 60-64 SA DE C.V.	25.096	0	25.096
**D MAS PENSION SIEFORE BASICA 65-69, SA DE C.V.	16.388	0	16.388
**D MAS PENSION SIEFORE BASICA 70-74, SA DE C.V.	15.438	0	15.438
**D MAS PENSION SIEFORE BASICA 75-79 SA DE C.V.	14.266	0	14.266
**D MAS PENSION SIEFORE BASICA 80-84, SA. DE C.V.	21.778	0	21.778
**D MAS PENSION SIEFORE BASICA 85-89 SA DE C.V.	17.885	0	17.885
**D MAS PENSION SIEFORE BASICA 90-94 SS DE C.V	7.776	0	7.776
**D ALASKA COMMON TRUST FUND	35.615	0	35.615
**D RUSSELL INVESTMENTS INSTITUTIONAL FUNDS, LLC INTERNATIONAL EQUIT	23.598	0	23.598
**D FRANKLIN TEMPLETON COLLECTIVE INV.TRUST-SIERRA FRANKLIN EAFE PLU	550.000	0	550.000
**D SSGA MSCI ACWI EX-USA INDEX NON-LENDING DAILY TRUST	10.770	0	10.770
**D STANDARD LIFE INVESTMENTS GLOBAL ABSOLUTE RETURN STRATEGIES MAST	63.461	0	63.461
**D TENNESSEE CONSOLIDATED RETIREMENT SYSTEM	1.305.582	0	1.305.582
**D VANGUARD FTSE DEVELOPED EUROPE ALL CAP INDEX ETF	9.539	0	9.539
**D VANGUARD FTSE DEVELOPED ALL CAP EX NORTH AMERICA INDEX ETF	37.251	0	37.251
**D VANGUARD DEVELOPED ALL-CAP EX NORTH AMERICA EQUITY INDEX POOLED	3.315	0	3.315
**D VANGUARD FTSE DEVELOPED EX NORTH AMERICA HIGH DIVIDEND YIELD IND	1.079	0	1.079
**D INVESCO INSTITUTIONAL TRUST INTERNATIONAL GROWTH EQUITY FUND	84.175	0	84.175
**D CAPITAL GROUP GLOBAL EQUITY FUND (CANADA)	3.518.000	0	3.518.000
**D CAPITAL GROUP GLOBAL BALANCED FUND (CANADA)	257.700	0	257.700
**D WELLS FARGO BK DECL OF TRUST ESTABL INVEST FUNDS EMPLOYEE BEN TR	14.515	0	14.515
**D WILMINGTON TRUST COLLECTIVE INVESTMENT TRUST	272.945	0	272.945
**D WELLINGTON HEDGED ALPHA OPPORTUNITIES FUND	16.873	0	16.873
**D VANGUARD TOTAL WORLD STOCK INDEX FUND	201.340	0	201.340
**D VANGUARD DEVELOPED MARKETS INDEX FUND	3.919.844	0	3.919.844
**D THE METHODIST HOSPITAL	43.106	0	43.106
**D BEAUMONT HEALTH MASTER RETIREMENT TRUST	4.346	0	4.346
**D HC CAPITAL TRUST - THE ESG GROWTH PORTFOLIO	2.384	0	2.384
**D HC CAPITAL TRUST- THE CATHOLIC SRI GROWTH PORTFOLIO	889	0	889
**D MANUFACTURERS AND TRADERS TRUST COMPANY	46.265	0	46.265
**D HC CAPITAL TRUST- THE INTERNATIONAL EQUITY PORTFOLIO	25.008	0	25.008
**D INTERNATIONAL MONETARY FUND	63.477	0	63.477
**D FEDERATED KAUFMANN FUND	5.600.000	0	5.600.000
**D FEDERATED KAUFMANN FUND II	152.200	0	152.200
**D FEDERATED KAUFMANN SMALL CAP FUND	3.275.000	0	3.275.000

Shareholders: 1.414 People: 6 DE\* proxy to the natural persona bove mentioned with the badge number  
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RL\* legal representation to the natural person above mentioned with the badge number

Extraordinary Shareholders' Meeting February 18, 2020

## RESULTS OF VOTING

Subject: **Amendments to articles 13, 17 and 23 of Articles of Association**

## IN FAVOUR

Cognome	Tot. Votes	On own behalf	Proxy
**D JOHN HANCOCK LIFE AND HEALTH INSURANCE COMPANY	30.918	0	30.918
**D EPSILON MULTIASET 3 ANNI MARZO 2020	6.099	0	6.099
**D EPSILON FLESSIBILE AZIONI EURO SETTEMBRE 2020	7.798	0	7.798
**D EPSILON FLESSIBILE AZIONI EURO NOVEMBRE 2020	5.624	0	5.624
**D EPSILON FLESSIBILE AZIONI EURO FEBBRAIO 2021	1.794	0	1.794
**D EPSILON FLESSIBILE AZIONI EURO APRILE 2021	740	0	740
**D EPSILON MULTIASET 3 ANNI LUGLIO 2020	3.910	0	3.910
**D EPSILON MULTIASET 3 ANNI MAGGIO 2020	7.947	0	7.947
**D EPSILON FLESSIBILE AZIONI EURO GIUGNO 2021	513	0	513
**D EURIZON PIR ITALIA AZIONI	28.803	0	28.803
**D EURIZON GLOBAL MULTIASET SELECTION SETTEMBRE 2022	12.200	0	12.200
**D EURIZON AZIONI AREA EURO	39.349	0	39.349
**D EURIZON AZIONI ITALIA	362.600	0	362.600
**D EURIZON PROGETTO ITALIA 40	197.760	0	197.760
**D EURIZON PROGETTO ITALIA 70	206.509	0	206.509

**Total votes** 429,922,295  
**Percentuale of voters %** 100,000000  
**Percentage of share capital %** 70,604811

Shareholders: 1.414 People: 6  
 Shareholders on own behalf: 3 Shareholders by proxy: 1.411

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**ARTICLES OF ASSOCIATION  
FINECOBANK S.P.A.**

**SECTION I  
INCORPORATION- PURPOSE - REGISTERED OFFICE – DURATION**

Article 1

1. A joint stock company has been incorporated with the name: "FinecoBank Banca Fineco S.p.A." or in abbreviated form "FinecoBank S.p.A.", or else "Banca Fineco S.p.A.", or else "Fineco Banca S.p.A.".

Article 2

1. The Company's registered office is in Milan.  
2. In order to best pursue the corporate purpose, the Company may establish or close down secondary offices, branches, agencies and representation offices, however named, both in Italy and abroad.

Article 3

1. The duration of the Company is established at 31 (thirty one) December 2100 (two thousand one hundred) and may be extended or terminated earlier by resolution of the Shareholders' Meeting.

Article 4

1. The purpose of the Company is to engage in deposit-taking and lending in its various forms and with any method, including computer-based and multimedia applications, in Italy and abroad, operating there in accordance with current regulations and practices. For this purpose it may carry out, in compliance with current provisions and subject to obtaining the required authorisations, all transactions and all bank and financial services permitted by applicable laws and regulations, operating in the financial intermediation and credit market, and using any method including computer-based and multimedia applications, also through door-to-door selling and the multimedia distribution of services and products, in the same forms and manner. The company may also carry out any other activity and/or transaction that is instrumental or related to, or necessary or beneficial for the achievement of its corporate purpose and, in general, engage in any other activity that by law is reserved or permitted to companies authorised to engage in banking.  
2. The Company may also issue bonds, in compliance with applicable laws. Furthermore, it may also issue bonds convertible into its shares or with purchase vouchers or the subscription of shares (warrants), in compliance with applicable laws. It may also acquire holdings in Italy and abroad.  
3. The Company, in its role of parent to the Banking Group FinecoBank, pursuant to the provisions of Clause 61 of Legislative Decree no. 385 dated September 1, 1993, issues – in undertaking its management and co-ordination activities – instructions to other members of the Group in respect of the fulfilment of requirements laid down by the Bank of Italy in the interest of the Group's stability.

## SECTION II SHARE CAPITAL - SHARES – BONDS

### Article 5

1. The share capital, fully subscribed and paid up, is equal to Euro 201,081,005.07 represented by n. 609,336,379 ordinary shares with a par value of Euro 0.33.

The Board of Directors, in execution of the authority granted to it pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 23, 2015, April 12, 2016, April 11, 2017 and April 10, 2019, resolved on February 11, 2020 to increase the share capital, with effect from March 31, 2020, by a nominal amount of Euro 66,369.93 (of which Euro 13,878.81 pertaining to the authority granted in the Extraordinary Shareholders' Meeting of April 23, 2015; Euro 10,033.98 pertaining to the authority granted in the Extraordinary Shareholders' Meeting of April 12, 2016; Euro 19,123.50 pertaining to the authority granted in the Extraordinary Shareholders' Meeting of April 11, 2017 and Euro 23,333.64 pertaining to the authority granted in the Extraordinary Shareholders' Meeting of April 10, 2019), corresponding to a total of 201,121 ordinary shares with a nominal value of Euro 0.33 each (of which 42,057 pertaining to the authority granted in the Extraordinary Shareholders' Meeting of April 23, 2015; 30,406 pertaining to the authority granted in the Extraordinary Shareholders' Meeting of April 12, 2016; 57,950 pertaining to the authority granted in the Extraordinary Shareholders' Meeting of April 11, 2017; and 70,708 pertaining to the authority granted in the Extraordinary Shareholders' Meeting of April 10, 2019), to service the implementation of the Employee incentive plans.

2. The share capital may be increased by way of a shareholders' resolution, through the issuance of shares, also bearing various rights, in compliance with legal requirements. In the event of an increase in share capital through a rights issue, the pre-emptive rights of shareholders may be excluded, limited to ten percent of the pre-existing share capital, provided that the issue price of the new shares corresponds to the market value of those already outstanding and that this is confirmed by a special report prepared by the appointed independent auditors.

3. Ordinary shares are registered shares.

4. The shares are indivisible and in the event of joint ownership they shall be regulated according to law.

5. The Extraordinary Shareholders' Meeting may resolve upon the allocation of profits to the employees of the Company in accordance with current regulations.

6. The Shareholders' service address for their dealings with the Company shall be the address stated in the Shareholders' registry.

7. The status of shareholder implies unconditional acceptance of the deed of incorporation and of the articles of association.

8. The Board of Directors, shall be empowered, pursuant to Article 2443 of the Italian Civil Code, for a period of five years starting from the beginning of the negotiation on the Italian regulated market, to increase the share capital, free of charge – in one or more tranches – to implement the Employee incentive schemes approved by the ordinary Shareholders' Meeting

held on June 5, 2014, for a maximum amount of Euro 1,155,000.00 (entirely attributable to capital for Euro 0.33 per share, equal to the nominal unit value), issuing a maximum number of 3,500,000 new ordinary shares having a nominal value of Euro 0.33 each, with the same characteristics as those outstanding, with regular dividend rights, by assigning the corresponding maximum amount of profit and/or profit reserves resulting from the last financial statements in question approved pursuant to Article 2349 of the Italian Civil Code, according to the terms, conditions and methods provided for in the incentive schemes.

The Board of Directors, in partial execution of the authority granted in accordance with Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of 5 June 2014, resolved on 9 February 2015 to increase the share capital by a nominal Euro 79,761 corresponding to 241,700 ordinary shares with a nominal value of Euro 0.33 each, to service the implementation of Employee incentive plans.

The Board of Directors, in partial exercise of the powers conferred on the same pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of June 5, 2014, decided, on February 8, 2016, to increase the share capital by the nominal amount of Euro 95,601.99, corresponding to 289,703 ordinary shares with par value of Euro 0.33 each, to service the implementation of Employee incentive plans.

The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of June 5, 2014, resolved on February 7, 2017 to increase the share capital by a nominal amount of Euro 294,372.21, corresponding to 892,037 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.

The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of June 5, 2014, resolved on February 7, 2017 to increase the share capital by a nominal amount of Euro 5,237.76, corresponding to 15,872 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.

The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of June 5, 2014, resolved on February 6, 2018 to increase the share capital by a nominal amount of Euro 163,182.69, corresponding to 494,493 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.

The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of June 5, 2014, resolved on February 6, 2018 to increase the share capital by a nominal amount of Euro 37.105,20, corresponding to overall 112,440 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.

The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of June 5, 2014, resolved on February 5, 2019 to increase the share capital by a nominal amount of Euro 110.755,92, corresponding to overall 335,624 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.

The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of June 5, 2014, resolved on February 5, 2019 to increase the share capital by a nominal amount of Euro 23,333.64, corresponding to overall 70,708 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.

9. The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code, to resolve a free increase in share capital, pursuant to Article 2349 of the Italian Civil Code, one or more times and for a maximum period of five years (i) from the date of the shareholders' resolution dated April 23, 2015, for a maximum amount of Euro 131,159.49, with the issue

of up to 397,453 new FinecoBank ordinary shares, as well as (ii) from the date of the shareholders' resolution dated April 12, 2016, for a maximum amount of Euro 32,789.79 with the issue of up to 99,363 new FinecoBank ordinary shares; attributable entirely to capital at Euro 0.33 per share, equal to the par value of each, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the Staff of FinecoBank, which covers key positions for the achievement of the overall objectives in execution of the 2015 System.

The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 23, 2015, resolved on February 6, 2018 to increase the share capital by a nominal amount of Euro 27,758.61, corresponding to 84,117 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.

The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 23, 2015, resolved on February 5, 2019 to increase the share capital by a nominal amount of Euro 13,878.81, corresponding to 42,057 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.

10. The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code, to resolve a free increase in share capital, pursuant to Article 2349 of the Italian Civil Code, one or more times and for a maximum period of five years (i) from the date of the shareholders' resolution dated April 12, 2016, for a maximum amount of Eur 88,440,00 (to be allocated in full to share capital at Eur 0.33 per share, corresponding to the nominal value per share) with the issue of up to 268,000 new FinecoBank ordinary shares, as well as (ii) from the date of the shareholders' resolution dated April 11, 2017, for a maximum amount of Eur 22,110 with the issue of up to 67,000 new FinecoBank ordinary shares; attributable entirely to capital at Eur 0.33 per share, equal to the par value of each, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the Staff of FinecoBank, which covers key positions for the achievement of the overall objectives in execution of the 2016 System.

The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 12, 2016, resolved on February 5, 2019 to increase the share capital by a nominal amount of Euro 20,069.28, corresponding to 60,816 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.

11. The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code, to carry out a free share capital increase, pursuant to Article 2349 of the Italian Civil Code, one or more times and for a maximum period of five years (i) from the date of the shareholders' resolution dated April 11, 2017, for a maximum amount of Eur 128,700.00 (attributable entirely to capital) with the issue of up to 390,000 new FinecoBank ordinary shares as well as (ii) from the date of the shareholders' resolution dated April 11, 2018, for a maximum amount of Eur 29,700.00 (attributable entirely to capital) with the issue of up to 90,000 new FinecoBank ordinary shares with a nominal value of Eur 0.33 each, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the Identified Staff of FinecoBank in execution of the 2017 System.

12. The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code to carry out a free share capital increase, pursuant to Article 2349 of the Italian Civil Code, one or more times and for a maximum period of five years (i) from the date of the shareholders' resolution dated April 11, 2018, for a maximum amount of Eur 136,031.94 (attributable entirely to capital) with the issue of up to 412,218 new FinecoBank ordinary

shares as well as (ii) from the date of the shareholders' resolution dated April 10, 2019, for a maximum amount of Eur 30,731.91 (attributable entirely to capital) with the issue of up to 93,127 new FinecoBank ordinary shares with a nominal value of Eur 0.33 each, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the Identified Staff of FinecoBank in execution of the 2018 System.

13. The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code, to resolve, one or more times and for a maximum period of five years from the date of the shareholders' resolution dated April 11, 2018, a free increase in share capital, pursuant to Article 2349 of the Italian Civil Code, for a maximum amount of Eur 324,743.10 (attributable entirely to capital) with the issue of up to 984,070 new FinecoBank ordinary shares with a nominal value of Eur 0.33 each, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the FinecoBank Employees in execution of the 2018-2020 Long Term Incentive Plan.

14. The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code, to resolve, in 2020, a free increase in share capital, pursuant to Article 2349 of the Italian Civil Code, for a maximum amount of Eur 23,333,64 (attributable entirely to capital) with the issuance of up to 70,708 new FinecoBank ordinary shares with a nominal value of Eur 0.33 each, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the FinecoBank Identified Staff to complete the execution of the 2014 Incentive System.

15. The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code, to resolve, in 2020, a free increase in share capital, pursuant to Article 2349 of the Italian Civil Code, for a maximum amount of Eur 139,517.07 (attributable entirely to capital) with the issuance of up to 422,779 new FinecoBank ordinary shares with a nominal value of Eur 0.33 each, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the Beneficiaries of the "2014-2017 Multi Year Plan Top Management" FinecoBank Employees to complete the execution of the 2014-2017 Plan.

The Board of Directors, in execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 10, 2019, resolved on February 11, 2020 to increase the share capital by a nominal amount of Euro 139,517.07, corresponding to 422,779 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.

16. The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code, to resolve, one or more times and for a maximum period of five years from the date of the shareholders' resolution dated April 10, 2019, a free increase in share capital, pursuant to Article 2349 of the Italian Civil Code, for a maximum amount of Eur 95,021.85 (attributable entirely to capital) with the issuance of up to 287,945 new FinecoBank ordinary shares with a nominal value of Eur 0.33 each, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the FinecoBank Identified Staff in execution of the 2019 Incentive System.

### SECTION III SHAREHOLDERS' MEETING

#### Article 6

1. The Shareholders' General Meeting, duly constituted, is the body that expresses the Company's will through its resolutions.
2. The Shareholders' General Meeting meets in ordinary or extraordinary sessions, according

to the law and may be held at the company headquarters or another place that is indicated in the notice convening the meeting, provided it is within the territory of the Italian state.

3. The operating modes of the Shareholders' General Meeting are governed by specific Regulations.

4. The Ordinary Shareholders' General Meeting is convened at least once a year within one hundred and twenty days from the end of the company's financial year to deliberate on issues for which the law and the Articles of Association make it responsible.

5. In particular, the Ordinary Shareholders' General Meeting, besides establishing the remuneration paid to the bodies it has appointed, approves: (i) the policies on remuneration and incentives in favour of members of the bodies with functions of strategic supervision, management and control and other personnel; (ii) remuneration plans based on financial instruments; (iii) the criteria for determining the compensation to be granted in the case of early termination of employment or early retirement from office, including limits set on this amount in terms of annual fixed remuneration and the maximum amount that results from their application.

6. Also, the Ordinary Shareholders' General Meeting, upon approval of the remuneration policies, has the authority to agree a relationship between the variable and fixed component of the remuneration of individual staff members higher than 1:1 but not exceeding the ratio of 2:1 provided that the proposal is considered to be validly adopted:

- with the favourable vote of at least 2/3 of the share capital represented at the Shareholders' General Meeting, in the event that the Shareholders' General Meeting is constituted with at least half of the share capital;
- with the favourable vote of at least 3/4 of the share capital represented at the Shareholders' General Meeting, regardless of the share capital with which it is constituted.

7. The Shareholders' General Meeting must be provided with adequate information on the implementation of remuneration policies.

8. The Extraordinary General Meeting is convened whenever necessary to resolve upon any of the matters reserved for it by the law in force.

#### Article 7

1. The Shareholders' Meeting, whether ordinary or extraordinary, shall be convened within the terms set forth in current laws and regulations, via a notice published on the Company's website and through other channels provided for under current laws and regulations.

2. The Agenda of the Shareholders' Meeting shall be determined by the person empowered to call a meeting under the terms and conditions of law and the Articles of Association.

3. In the cases provided by law, those shareholders who, alone or in conjunction with others, represent at least the percentage of share capital envisaged by current applicable regulations, shall be entitled to request that a Shareholders' Meeting be convened.

4. The right to put items on the Agenda and to submit resolution proposals on the items already on the Agenda may be exercised - in the cases, methods and time limits indicated in current regulations - by shareholders who individually or collectively represent at least the proportion of share capital required under applicable law in force at the time.

5. The Shareholders' Meeting is held in one session. The Board of Directors may provide that the Shareholders' Meeting be held in more than one session. The quorum required by current regulation shall apply.

#### Article 8

1. The holders of voting rights and in respect of whom the Company has received, from the broker holding the relevant account, the notification within the deadline set forth by applicable law, shall be entitled to attend Shareholders' Meetings.

2. If stated in the notice of call, the holders of voting rights may participate in the Shareholders' Meeting using telecommunication facilities and exercise their voting rights

using electronic means, according to the procedure indicated in the notice.

3. Anyone entitled to vote can be represented at Shareholders' Meetings, in accordance with the provisions of current regulations.
4. Voting proxy may be granted by means of an electronic document with an electronic signature in accordance with the provisions of current regulations and communicated to the Company by sending it to the email address indicated in the notice of call or alternately through other methods as provided for in current laws and regulations.

#### Article 9

1. Each ordinary share confers the right to cast one vote.

#### Article 10

1. The Shareholders' Meeting is chaired by the Chairman of the Board of Directors or, if the Chairman is absent or incapacitated, by the Deputy Vice Chairman or by the other Vice Chairman, if appointed. In the event the above individuals are absent or incapacitated, the Shareholders' Meeting shall be chaired by a Director or by a Shareholder appointed by those present.
2. The Chairman of the Shareholders' Meeting has full powers to preside over the proceedings, in compliance with the criteria and procedures laid down in current regulations and the Regulation for Shareholders' Meetings.
3. The Chairman shall be assisted by a Secretary, appointed from among those in attendance, even if a non-shareholder, by the majority of those present. In addition to the cases provided for under law, a Notary may be called on and appointed by the Chairman to act as secretary, when deemed necessary by the Chairman.

#### Article 11

1. For a Shareholders' Meeting, whether ordinary or extraordinary, in first or second call, along with the relative resolutions to be valid, the relevant legal provisions and Articles of Association must be duly observed.

#### Article 12

1. The minutes of Shareholders' Meeting shall be prepared and signed by the Chairman of the Shareholders' Meeting and the Secretary, when they are not prepared by a Notary. The copies or extracts of the minutes, signed and certified as true copies by the Chairman of the Board of Directors or by his/her representative, or by the Secretary, shall constitute full proof thereof.

### SECTION IV BOARD OF DIRECTORS

#### Article 13

1. The Company is managed by a Board of Directors composed of a minimum of 9 (nine) and a maximum of 13 (thirteen) members. The composition of the Board shall be gender balanced.
2. The members of the Board of Directors must be suitable for the performance of the office, in accordance with the legislation in force at the time and the Articles of Association and, in particular, they must meet the requirements of professionalism, integrity and independence and respect the criteria of competence, correctness and dedication of time, and the specific limits on the accumulation of offices prescribed by the legislation in force at the time and by the Articles of Association and in any event those provided for by the

European Directive of 26 June 2013 No. 36 (CRD IV), for the performance of the office of director of a bank issuing shares listed on regulated markets.

3. Furthermore, the majority of the members of the Board of Directors must meet the independence requirements established by the Corporate Governance Code for Listed Companies currently in force and listed below namely those required by the Corporate Governance Code from time to time in force. Specifically, a Director cannot be considered Independent in the following cases:

a) if, directly or indirectly, including through subsidiaries, trustees or third parties, they control the Company or are able to exercise significant influence over it, or participate in a shareholders' agreement through which one or more subjects can exercise control or significant influence over the Company;

b) if they are, or have been in the previous three financial years, a significant representative of the Company, of a subsidiary of strategic importance or of a company subject to joint control with the Company, or of a company or entity which, also together with others through a shareholders' agreement, controls the Company or is able to exercise significant influence over it;

c) if, directly or indirectly (for example through subsidiaries or of which they are a significant representative, or as a partner of a professional firm or a consultancy company), they have, or have had in the previous year, a significant commercial, financial or professional relationship: (i) with the Company, one of its subsidiaries, or any of the relevant significant representatives; (ii) with a party who, also jointly with others through a shareholders' agreement, controls the Company, or - in the case of a company or entity - with the relevant significant representatives; or are, or have been in the previous three financial years, an employee of one of the aforementioned parties;

d) if they receive, or have received in the previous three financial years a significant additional remuneration from the Company or from a subsidiary or parent company (compared to the "fixed" remuneration for a non-executive director of the Company and to the remuneration for participation in committees as recommended by the Borsa Italiana S.p.A. Corporate Governance Code) including in the form of participation in incentive plans linked to company performance, including those based on shares;

e) if they have been a director of the Company for more than nine out of the past twelve years;

f) if they holds the position of executive director in another company where an executive director of the Company holds the office of director;

g) if they are a shareholder or director of a company or entity belonging to the network of the company entrusted with the legal audit of the Company;

h) if they are a close family member of a person who is in one of the situations referred to in the previous points.

For the purposes of the cases indicated above, the definitions provided for in the Corporate Governance Code promoted by Borsa Italiana S.p.A. apply.

4. Directors shall hold office for three financial years, except where a shorter term is established at the time of their appointment; the term ends on the date of the Shareholders' Meeting called to approve the financial statements relating to the last year of their appointment and they may be re-elected.

5. The Directors are appointed by the Shareholders' Meeting on the basis of lists submitted by entitled persons; the candidates must be listed in numerical order on the lists. The parties with the right to submit lists are the Board of Directors as well as multiple shareholders who, either alone or together with others own, collectively, voting shares representing the percentage of share capital required by laws or regulations from time to time in force. The decision to submit a list by the Board of Directors must be resolved by an absolute majority of the members in office, subject to a preliminary investigation by the internal board

committee with responsibility for appointments.

6. Each list with a number of candidates equal to or greater than 3 (three) (i) must be made up of candidates belonging to both genders, to ensure respect for the gender balance to at least to the minimum extent required by current laws and regulations and (ii) must ensure that at least the majority of the candidates meet the independence requirements set out in the Articles of Association, without prejudice to the fact that the first candidate on any list, including lists with less than 3 (three) candidates, must meet the aforementioned independence requirements.

7. In order for a list submitted by shareholders to be valid, it must be filed at the Registered Office or the Head Office, also by means of remote communication and in accordance with the procedures stated in the notice of call which allows the identification of the parties submitting the list, no later than the twenty-five days before the date of the Shareholders' Meeting and must be made available to the public at the Registered Office, on the Company's website and through other channels provided for under current laws at least twenty-one days before the date of the Shareholders' Meeting (or within a different deadline as per applicable regulations). Any list submitted by the Board of Directors pursuant to paragraph 5 above must be filed at the Registered Office and published in the manner described above at least thirty days before the date set for the Shareholders' Meeting.

8. Each party entitled (as well as (i) entitled persons belonging to the same group, intended as a party, which need not be a corporation, exercising control pursuant to Article 2359 of the Italian Civil Code and any subsidiary controlled by, or under the control of the said party, or (ii) shareholders who are party to a shareholders' agreement as per Article 122 of Legislative Decree no. 58 of 24 February 1998, or (iii) entitled persons who are otherwise associated with each other in a material relationship pursuant to current and applicable statutory or regulatory provisions) may submit individually or with others only one list, just like each candidate may only be included in one list, or otherwise be considered ineligible.

9. In the event the shareholders submit lists, ownership of the minimum shareholding required for submitting lists is calculated based on the shares registered to each shareholder, or to multiple shareholders combined, on the day when the lists are filed at the Company. Ownership of the number of shares necessary to submit lists must be proven pursuant to current regulations; proof may be submitted to the Company also after the lists have been filed, provided that it is submitted within the deadline for when the Company must make the lists public.

10. The entitled persons who submitted a list must also file any additional documentation and declarations required by the laws and regulations in force at the time, within the deadline indicated in paragraph 7 above, as well as the following disclosures:

- for shareholders, information pertaining to those who submitted the lists, with information on the total percentage of interest held;
- information on the personal and professional characteristics of the candidates included in the list;
- a statement whereby the individual candidates irrevocably accept the position (subject to their appointment) and attest, under their responsibility, that there are no grounds for their ineligibility or incompatibility to stand as candidate, and that they meet the requirements prescribed for the office by the Articles of Association and by the current laws and regulations and the possible possession of the independence requirements referred to in paragraph 3 above, according to a format that will be made public by the company in advance that takes into account the guidelines of the Supervisory Authorities;

Any list that does not meet the above requirements shall be deemed to have not been submitted.

11. Each eligible voter may vote for one list only.

12. The members of the Board of Directors shall be elected as follows:

a) a number of Directors equal to the number of board members shall be drawn - in the order in which they appear on the list - from the list receiving the majority of votes cast except, depending on the case, 2 (two) or 3 (three) that will be taken from the minority list(s) that are not connected with those who submitted or voted for the list that obtained the highest number of votes in accordance with the current regulations, as specified below:

a.1) if only two lists are submitted, the remaining 2 (two) Directors will be drawn in consecutive order from the second list that received the highest number of votes at the meeting,

a.2) if 3 (three) or more lists are submitted, 2 (two) Directors will be drawn in consecutive order from the second list that obtained the highest number of votes at the meeting regardless of the percentage of votes received, while 1 (one) Director will be drawn in consecutive order from the third list that received the highest number of votes at the meeting provided that it received at least 2% of the votes cast at the meeting, it being understood that in the event of the failure to receive this percentage by the third list by number of votes the mechanism provided for in the previous paragraph a.1) will be applied;

b) if the majority list does not reach a sufficient number of candidates for the election of the number of Directors to be appointed, according to the mechanism indicated in letter a) above, all the candidates from the majority list shall be appointed and the remaining Directors shall be drawn from the minority list, in the order in which they appear on the list, receiving the highest number of votes; if necessary, directors shall also be drawn from the second most voted minority list, always in the order in which they appear on the list, until the number of Directors to elect has been reached;

c) if the number of candidates in the majority as well as minorities lists submitted is less than the number of the Directors to be elected, the remaining Directors shall be elected through a resolution made by the Shareholders' Meeting by relative majority (and therefore without taking into account any abstentions), ensuring compliance with the principles of independence and gender equality provided for respectively in articles 13 paragraph 3 and 13 paragraph 6 of Articles of Association. If there is a tie vote between two or more candidates, a run-off will be held between these candidates by means of another vote at the Shareholders' Meeting;

d) if only one list or no list is filed, the Shareholders' Meeting shall act in accordance with the procedures set forth in letter c) above; in the event of a tie between lists or candidates, the shareholders' meeting shall hold a second round of voting to establish their ranking;

e) if the required minimum number of Independent Directors and/or Directors belonging to the least represented gender is not elected, the Directors of the most voted list who have the highest consecutive number and do not meet the requirements in question shall be replaced by the next candidates on the same list, who meet the necessary requirements. Should it prove impossible, even after applying this criterion, to identify the Directors who meet the above requirements, the above substitution criterion shall apply to the minorities lists receiving the highest votes from which the candidates elected have been drawn;

f) if even after applying the substitution criteria referred to in letter e) above, suitable substitutions have not been found, the Shareholders' Meeting shall resolve by a relative majority. In this case, the substitutions shall be effected starting from the most voted lists and from the candidates bearing the highest number in consecutive order.

13. In the event of death, resignation, withdrawal or removal from office for any other reason of a Director, or where a Director no longer meets the professional competence and integrity requirements, the Board of Directors can take steps to coopt a Director, in compliance with the principles of minority representation and gender equality. If, in the above cases, the minimum number of independent Directors and/or the number of Directors belonging to the least represented gender envisaged respectively by articles 13 paragraph 3 and 13 paragraph 6 of the Articles of Association is not met, the Board of Directors shall replace them.

14. For the appointment of Directors needed to fill vacancies on the Board of Directors, the

Shareholders' Meeting shall resolve by relative majority, ensuring that the principles of independence and gender equality established by current law and regulations and the Articles of Association are met.

#### Article 14

1. The Board of Directors elects from among its members, for three financial years - unless a different term is established by the Shareholders' Meeting pursuant to the provisions of Article 13 - a Chairman and a Secretary, who need not be one of its members and - where appropriate - one or more Vice Chairmen, one of which will act as a stand-in. In the event the Chairman's absent or incapacitated, he/she will be replaced by the Deputy Vice Chairman or, if he/she is absent, by the other Vice Chairman. Where both the Chairman and all the Vice Chairmen are absent or incapacitated, the Chairman shall be replaced by the eldest Director. In the event the Secretary is absent or incapacitated, the Board shall designate a replacement .

#### Article 15

1. The Board of Directors may appoint one Managing Director, and also determines his/her duties and powers, and may assign special duties and powers to other Board members.
2. The Board of Directors may appoint, determining the term of office and the respective duties and powers, a General Manager and one or more Deputy General Managers, who form the Head Office, together with the other employees of this office.
3. The Managing Director or – where not appointed – the General Manager shall oversee the Head Office.
4. The Managing Director shall take up the powers and duties of the General Manager if the latter has not been appointed.
5. If a Managing Director and General Manager are appointed, both positions must be held by the same person.
6. The Managing Director, or where not appointed, the General Manager shall be responsible for implementing the resolutions passed by the Board of Directors, with the assistance of the Head Office.
7. If a Managing Director has not been appointed, the General Manager shall take part in Board meetings with the power to make proposals and without voting rights.
8. The Managing Director and other Directors vested with particular responsibilities, as well as the General Manager, where no Managing Director has been appointed, shall report to the Board of Directors on their activities, according to the procedures and time limits established by the Board, in accordance with law.

#### Article 16

1. The Board of Directors shall be convened at the Registered Office or elsewhere in Italy or abroad by the Chairman or his/her representative, usually at least once every three months and however any time the Chairman feels it necessary, or if requested by the Managing Director or by least two Directors. Meetings may also be convened on the request of a Statutory Auditor.
2. The Board shall be convened by the Chairman or by his/her replacement in accordance with Article 14 above, and may also be convened using telecommunication facilities.
3. If deemed appropriate by the Chairman of the Board of Directors, Board meetings may be held using telecommunication facilities, provided that each attendee can be identified by all the other attendees and that each of them is able to intervene in real time during the discussion of the issues at hand, as well as receive, transmit and view documents. If these requirements are met, the meeting of the Board of Directors shall be considered to have been held at the venue where it was convened.
4. Meetings shall be valid even if they are not convened as above, provided that all Directors and effective members of the Board of Statutory Auditors take part in the meeting.

5. The Board of Directors shall be chaired by the Chairman or, if he/she is absent or incapacitated, by the person replacing him/her in accordance with the provisions set out in Article 14.

6. The Chairman may invite Deputy General Managers and other employees from the management team to take part in Board meetings.

#### Article 17

1. The Board of Directors is vested with all powers necessary for managing the Company, except for those powers reserved by law and regulations, along with the Articles of Association to the Shareholders' meeting.

2. In compliance with applicable laws and the Company's Articles of Association, the Board of Directors shall adopt a Regulation on its functioning and responsibilities. This Regulation specifies, amongst other things, the limits on number of board mandates.

3. In addition to those duties and powers that cannot be delegated by law, the Board of Directors is responsible for passing resolutions - which cannot be delegated - concerning:

- the general guidelines, as well as the adoption and amendment of the Company's industrial, strategic and financial plans;
- the appointment and dismissal of the General Manager/s, Deputy General Managers and managers with strategic responsibilities;
- the assessment of the overall business performance;
- adjustments to be made to the Articles of Association to bring them in line with legal requirements;
- corporate mergers and demergers in the cases provided under Articles 2505 and 2505 bis and 2506 of the Italian Civil Code;
- the reduction of capital in the event of shareholder withdrawal;
- decisions on which Directors, in addition to those indicated in these Articles of Association, may represent the Company;
- the determination of criteria for the coordination and management of Group companies and the determination of criteria for compliance with Bank of Italy requirements;
- the establishment of committees or commissions with advisory, decision-making or coordination functions;
- the risk management policies, as well as the evaluation of the functionality, efficiency and effectiveness of the internal control system and the adequacy of the organisational, administrative and accounting structure;
- the purchase and sale of equity investments, companies and/or company divisions, as well as decisions involving investments and/or divestments that modify the composition of the Banking Group without prejudice to the provisions set out in Article 2361, paragraph 2, of the Italian Civil Code;
- the purchase and sale of property;
- the approval and amendment of the main internal regulations;
- the appointment and dismissal of the heads of the internal audit, conformity and risk control and anti-money laundering functions;
- the opening and establishment, also for the purpose of structuring the signing authority, of secondary offices, branches, agencies, counters and representation offices, however named, in Italy and abroad, as well as closing them.

4. The Board of Directors may delegate powers to the Managing Director, the General Manager and/or Deputy General Managers, establishing the limits and operating methods, including the power to sub-delegate, where appropriate. It may also delegate its powers on an ongoing basis to other employees for the day-to-day management of the Company – including the granting of credit – as well as powers to complete specific categories of acts.

5. In the event of a demonstrable emergency, the Chairman, on the basis of a proposal made by the Managing Director, or the General Manager, may pass resolutions on any deal or

transaction, with the exception of those matters reserved by law or by the Articles of Association exclusively to the Board of Directors, and shall inform the Board about the event at the next meeting.

#### Article 18

1. Meetings of the Board of Directors shall be valid only if attended by the majority of the members in office.
2. Resolutions are passed by a majority of the votes, excluding abstentions. In case of a tie, the Chairman of the meeting shall have the casting vote.

#### Article 19

1. Resolutions passed by the Board of Directors shall be recorded in the minutes transcribed in the relevant register, which are signed by the Chairman of the meeting and the Secretary.
2. Copies of the minutes, signed and certified as true by the Chairman of the Board of Directors or by his/her representative, or by the Secretary, shall constitute full proof thereof.

#### Article 20

1. The Directors shall be entitled to reimbursement of the costs incurred in carrying out their duties. The Board shall also be entitled to an annual fee, fixed and/or variable, which shall be resolved upon by the Ordinary Shareholders' Meeting and shall remain unchanged until the Meeting subsequently decides otherwise.
2. Remuneration of the Board of Directors, as resolved upon by the Shareholders' Meeting shall be distributed among its members by way of resolution by the Board. The Board of Directors may also, after consulting with the Board of Statutory Auditors, establish the remuneration of the Chairman, Vice Chairman, Managing Director and, in general, the Directors vested with specific responsibilities, pursuant to Article 2389, third paragraph, of the Italian Civil Code.

### SECTION V DISCLOSURES BY EXECUTIVE BODIES AND OFFICERS

#### Article 21

1. Decisions made by those with delegated powers shall be disclosed to the Board according to the procedure and frequency (at least quarterly) established by the Board.
2. In particular, the executive bodies and officers shall report to the Board of Directors and the Board of Statutory Auditors, at least on a quarterly basis, on the general performance of the company, the business outlook, and transactions that have a significant effect on the results of operations and financial position- with particular regard to those that could potentially give rise to conflict of interest- carried out by the Company and its subsidiaries.

### SECTION VI REPRESENTATION OF THE COMPANY

#### Article 22

1. The representation, also in legal proceedings, and the authority to sign on behalf of the company are the right, separately, of the Chairman of the Board of Directors, the Vice Chairman, the Managing Director, the General Manager and the Vice General Managers, who have the right to designate, be it on a continuous basis or otherwise, employees of the Company and persons on secondment to the Company, as well as outside third parties, as representatives and special agents for completing single acts and operations or specific types

of acts and operations and to appoint lawyers, technical consultants and arbitrators, vesting them with the appropriate powers and authorities.

2. Representation in legal proceedings includes, but is not limited to, the right to initiate and support any act and measure to protect the Company's rights and interests, which may involve requesting injunctive remedies, precautionary measures and emergency actions, and exercising enforcement actions, the exercising, withdrawal and waiver of the right to take legal action, as well as the institution and the revocation of a civil action, in any court, administrative and arbitration proceedings, before any authority and in any state, and at any level of the law, with all of the necessary powers for such purposes, including the related appointment of a representative *ad litem*, also of a general nature, to conduct interrogations pursuant to the law, and with all legal rights to reach agreements, settle and submit to arbitration proceedings, also out of court and to waive acts and actions.

3. The Board of Directors may also appoint individual Directors, Senior Managers, Managers and other employees of the Company and persons on secondment at the company, as well as to outside third parties to represent the company and use the company signature, determining their powers, the limits and the procedures by which they are to be exercised.

4. Where necessary for the completion of certain acts or categories of acts, the Board may also grant mandates and powers of attorney to persons from outside the Company.

## SECTION VII BOARD OF STATUTORY AUDITORS

### Article 23

1. The Ordinary Shareholders' Meeting shall appoint three Standing Auditors, one of which will be elected Chairman, and two stand-in auditors, which shall hold office for three financial years. Their term ends on the date of the Shareholders' Meeting called to approve the financial statements relating to the last year of their appointment and they may be re-elected. The law and the provisions of these Articles of Association shall be observed for their appointment, dismissal and replacement.

2. The Statutory Auditors must be suitable for the performance of the office, in accordance with the legislation in force at the time and the Articles of Association and, in particular, they must meet the requirements of professionalism, integrity and independence and respect the criteria of competence, correctness and dedication of time, and the specific limits on the accumulation of offices prescribed by the legislation in force at the time and by the Articles of Association and in any event those provided for by the European Directive of 26 June 2013 No. 36 (CRD IV).

The Statutory Auditors, in addition to the independence requirements provided for by the legislation in force at the time, must be in possession of the independence requirements provided for by Art. 13, paragraph 3, of the Articles of Association.

Pursuant to the provisions of current rules and regulations, at least two Standing Auditors and one stand-in Auditor must have been entered in the Register of Auditors for at least three years and have not less than three years of experience as a statutory auditor. Statutory Auditors who are not entered in the Register of Auditors must have at least three years of experience in:

- a) professional activities as a certified public accountant or lawyer, rendered primarily to the banking, insurance and financial sectors;
- b) teaching, at University level, subjects concerning - in the legal field - banking, commercial and/or fiscal law, as well as financial markets and - in the business/finance field - banking operations, business economics, accountancy, the running of the securities markets, the running of the financial and international markets and corporate finance;
- c) management functions at public entities governmental authorities operating in the credit,

financial or insurance sector, as well as in the provision of investment services sector or collective portfolio management sector, both of which are defined in Legislative Decree no. 58 of 24 February 1998.

3. The appointment of standing and stand-in members of the Board of Statutory Auditors takes place on the basis of lists submitted by entitled persons in which the candidates must be listed in numerical order. Lists shall be divided in two sections, containing respectively up to three candidates for the position of Statutory Auditor and up to two candidates for the position of Stand-in Statutory Auditor. As a minimum, the first two candidates for the position of Statutory Auditor and the first candidate for the position of Stand-in Statutory Auditor in the respective lists must be entered in the Register of Auditors and have experience as a statutory auditor in accordance with paragraph 2. Each list for the appointment of Statutory Auditor and Stand-in Statutory Auditor must have a number of candidates belonging to the least represented gender, so as to ensure compliance with at least the minimum requirements for gender equality prescribed by current law and regulations. No candidate may appear in more than one list, or shall otherwise be disqualified.

4. In order to be valid, the lists must be filed at the Registered Office or the Head Office, also by means of remote communication and in accordance with the procedures stated in the notice of call which allows the identification of the parties filing the lists, no later than twenty-five days before the date of the Shareholders' Meeting (or within a different period of time according to applicable laws in force at the time) and must be made available to the public at the Registered Office, on the Company's website and through other channels provided for under current laws at least twenty-one days prior to the date of the Shareholders' Meeting (or within a different deadline as per applicable regulations).

5. Each party entitled to vote (as well as (i) entitled persons belonging to the same group, intended as a party, which need not be a corporation, exercising control pursuant to Article 2359 of the Italian Civil Code and any subsidiary controlled by, or under the control of the said party, or (ii) shareholders who are party to a shareholders' agreement as per Article 122 of Legislative Decree no. 58 of 24 February 1998, or (iii) entitled persons who are otherwise associated with each other in a material relationship pursuant to current and applicable statutory or regulatory provisions) may submit individually or with others only one list, just like each candidate may only be included in one list, or otherwise be considered ineligible.

6. Lists may be submitted by parties entitled to vote who alone or together with others, hold shares with voting rights representing at least the percentage of share capital required by applicable law and regulatory provisions in force at the time.

7. Minority shareholders who are not affiliated with the shareholders concerned, shall be entitled to extend the deadline for presenting lists in the circumstances and according to the procedures set forth in current laws and regulations.

8. Ownership of the minimum shareholding required to submit a list is calculated with regard to the shares registered to each shareholder, or to multiple shareholders combined, on the day on which the lists are filed at the Company. Ownership of the number of shares necessary to submit lists must be proven pursuant to current rules and regulations; proof may be submitted to the Company also after the lists have been filed, provided that it is submitted within the deadline for when the Company must make the lists public.

The entitled persons who submitted a list must also file any additional documentation and declarations required by the laws and regulations in force at the time, within the deadline indicated in paragraph 4 above. Any list that does not meet the above requirements shall be deemed to have not been submitted.

10. Each eligible voter may vote for one list only.

11. The members of the Board of Statutory Auditors shall be elected as follows:

a) 2 (two) Standing Auditors and 1 (one) Stand-in Statutory Auditor are drawn from the list obtaining the largest number of votes cast by the Shareholders, in the order in which they appear on the list ;

b) the remaining Statutory Auditor and the remaining Stand-in Statutory Auditor are drawn from the list that obtained the most votes after the list referred to in letter a). The first candidates of the related section are thus elected Statutory Auditor and Stand-in Statutory Auditor.

12. The Chairmanship of the Board of Statutory Auditors will go to the first candidate of Standing Auditors from the minority list receiving the most votes.

13. If, in accordance with the deadlines and procedures set forth in the previous paragraphs, only one list or no list has been presented, or the lists do not contain the required number of candidates to be elected, the Shareholders' Meeting shall pass a resolution for the appointment or completion of the Board of Statutory Auditors by relative majority. If there is a tie vote between several candidates, a run-off election shall be held between them with a further vote of the Shareholders' Meeting. The Shareholders' Meeting shall be required to ensure compliance with the provisions of applicable laws and regulations concerning gender balance.

14. In the event the death, resignation, withdrawal or removal from office for any other reason of a Statutory Auditor, he/she shall be replaced by the Stand-in Statutory Auditor, from the same list as the outgoing Auditor, in the order in which they appear on the list, complying with the minimum number of members entered in the Register of Auditors who have been engaged in auditing activities as per paragraph 3 and in compliance with gender equality principles. If this is not possible, the outgoing Auditor shall be replaced by the Stand-in Statutory Auditor meeting the specified requirements, drawn from the minority list which obtained the most votes, following the order in which they appear on the list. Where the appointment of Auditors is not carried out using the slate voting system, the Stand-in Statutory Auditor shall take over pursuant to statutory provisions. Should it be necessary to replace the Chairman, the Stand-In Statutory Auditor taking over shall also serve as Chairman. The Shareholders shall appoint or replace Auditors in meetings called in accordance with article 2401, paragraph 1 of the Italian Civil Code in compliance with the principle of adequate representation of minority shareholders and gender equality. Where the appointment of the Stand-in Statutory Auditor in lieu of the Statutory Auditor is not confirmed by the Shareholders' Meeting, he/she shall return to his/her position as Stand-in Statutory Auditor.

15. The Board of Statutory Auditors shall be considered as having been validly constituted if the majority of Statutory Auditors are present, and resolutions shall be passed by an absolute majority of those present. In case of a tie, the vote cast by the Chairman shall prevail.

16. If deemed appropriate by the Chairman of the Board of Statutory Auditors, meetings of the Board of Statutory Auditors may be held using telecommunication facilities, provided that each attendee can be identified by all the other attendees and that each of them is able to intervene in real time during the discussion of the issues at hand, as well as receive, transmit and view documents. If these requirements are met, the meeting of the Board of Statutory Auditors shall be considered to have been held in the place where the Chairman is located.

17. The Ordinary Shareholders' Meeting shall establish the annual remuneration for each Auditor as required by law. Auditors shall be entitled to reimbursement of the costs incurred in carrying out their duties.

#### Article 24

1. In order to properly perform its tasks, and in particular to fulfil its obligation to promptly inform the Bank of Italy, and other Supervisory Authorities if required, on management irregularities or violations of the law, the Board of Statutory Auditors is vested with all the broadest powers provided for by current laws and regulations.

2. The Board of Statutory Auditors, without prejudice to any other or more specific duty and power assigned to it by primary and secondary laws and regulations in force, monitors

compliance with laws, regulations and the Articles of Association, as well as the correct administration, adequacy of organisational and accounting arrangements of the Bank, of the risk management and control system, as well as the functioning of the overall internal control system, of the external auditing of the accounts, of the independence of external auditors and on the financial reporting process.

## SECTION VIII FINANCIAL STATEMENTS, DISTRIBUTION OF PROFITS

### Article 25

1. The financial year ends on 31 (thirty-one) December of each year.
2. At the end of each financial year, the Board of Directors shall prepare the company's financial statements, in accordance with statutory provisions.

### Article 26

1. The net profit, as resulting from the financial statements, deducting the portion to be allocated to the legal reserve, shall be allocated as decided by the shareholders at the Shareholders' Meeting.
2. If the right to collect dividends is not exercised within five years from the day in which they became due, the dividends will revert to the Company and the equivalent value shall be allocated to the reserve fund.
3. The Shareholders' Meeting, on the basis of a proposal by the Board, may grant shareholders the right to require that the payment of dividends be settled, in whole or in part, in cash or by delivery of shares, having the same entitlements of the shares outstanding at their time of assignment.
4. If the above right is granted, the Shareholders' Meeting, on the basis of a proposal by the Board of the Directors, shall determine the criteria for the calculation and assignment of the shares, establishing how dividend payments will be settled if the above right is not exercised by shareholders.
5. The Shareholders' Meeting, on the basis of a proposal by the Board of Directors, may allocate a portion of the annual net profit to social, welfare and/or cultural projects, to be given as decided by the Board of Directors.
6. The Company may approve the distribution of interim dividends in the cases, manner and within the limits permitted by applicable laws.

## SECTION IX WITHDRAWAL

### Article 27

1. The right of withdrawal is regulated by the law, on the understanding that right of withdrawal may not be exercised by shareholders that have not been involved in the approval of resolutions regarding the extension of the Company's duration.

## SECTION X NOMINATED OFFICIAL IN CHARGE OF DRAWING UP THE COMPANY ACCOUNTS

### Article 28

1. The Board of Directors, subject to the mandatory opinion of the Board of Statutory Auditors, shall appoint for a period of up to three years, a nominated official in charge of

drawing up the company accounts (Financial Reporting Officer) to perform the duties attributed to this function under current laws, and shall establish his/her powers, qualifications and compensation.

2. The Nominated Official in charge of drawing up Company Accounts shall be selected by the Board of Directors from the Company's Senior Managers who meet the following professional qualifications: specific administrative and accounting skills in lending, finance, securities and insurance-related issues. These skills, to be verified by the Board of Directors, must have been acquired through work experience in a position of adequate responsibility for a reasonable period of time or in undertakings similar to the Company.

3. The Financial Reporting Officer must also meet the integrity requirements provided under current law for the assumption of statutory offices. If the Officer no longer meets the integrity requirements, he/she shall be removed from office; in this case, the Board of Directors shall promptly replace the outgoing officer.

4. The Board of Directors shall ensure that the Nominated Official in charge of drawing up Company Accounts has the appropriate powers and means to carry out the duties assigned to him under current laws and properly complies with all administrative and accounting procedures.

5. In the performance of his duties, the Nominated Official in charge of drawing up Company Accounts may call on the assistance of all Bank structures.

6. The Financial Reporting Officer shall make all attestations and declarations, also in conjunction executive bodies and officers when required, in accordance with current laws.

## SECTION XI FINAL PROVISIONS

### Article 29

1. For anything not expressly provided for in the Articles of Association, reference shall be made to laws and regulations in force at the time.

Signed Notary Carlo Marchetti

(2020.02.28)