

SANLORENZO

Sanlorenzo S.p.A.

Registered office in via Armezzone 3, Ameglia (SP) – Share capital: Euro 34,596,912 fully paid-in
Company Register of Riviera di Liguria – Imperia La Spezia Savona and tax code: 00142240464

ORDINARY SHAREHOLDERS' MEETING HELD ON 28 APRIL 2022

**Summary account of the votes on the items on the agenda
pursuant to Article 125-quater, paragraph 2, of Italian Legislative Decree no. 58 of 24 February 1998**

Item no. 1 on the agenda

1. Financial statements for the year ended 31 December 2021. Related and consequent resolutions:

1.1 approval of the financial statements and report on operations for the year ended 31 December 2021. Presentation of the consolidated financial statements of the Sanlorenzo Group as at 31 December 2021. Presentation of the consolidated non-financial statement for financial year 2021;

Shares present at the meeting at the opening of voting no. 29,142,765, equal to 84.235% of the no. 34,596,912 shares representing the share capital, corresponding to no. 49,979,893 voting rights, equal to 90.161% of the no. 55,434,040 total voting rights.

Voting result

	no. of voting rights	% of participating voting rights
Votes for	49,926,968	99.894%
Votes against	0	0.000%
Abstentions	14,879	0.030%
Non-voting	38,046	0.076%
Total	49,979,893	100.000%

1.2 proposal for allocation of profit;

Shares present at the meeting at the opening of voting no. 29,142,765, equal to 84.235% of the no. 34,596,912 shares representing the share capital, corresponding to no. 49,979,893 voting rights, equal to 90.161% of the no. 55,434,040 total voting rights.

Voting result

	no. of voting rights	% of participating voting rights
Votes for	49,941,847	99.924%
Votes against	0	0.000%
Abstentions	0	0.000%
Non-voting	38,046	0.076%
Total	49,979,893	100.000%

1.3 reduction of restriction on the extraordinary reserve up to a maximum amount of €7,850,000 pursuant to Article 110, paragraph 8, of Italian Law Decree no. 104 of 14 August 2020, converted into law with amendments by the Italian Law no. 126 of 13 October 2020.

Shares present at the meeting at the opening of voting no. 29,142,765, equal to 84.235% of the no. 34,596,912 shares representing the share capital, corresponding to no. 49,979,893 voting rights, equal to 90.161% of the no. 55,434,040 total voting rights.

Voting result

	no. of voting rights	% of participating voting rights
Votes for	49,941,847	99.924%
Votes against	0	0.000%
Abstentions	0	0.000%
Non-voting	38,046	0.076%
Total	49,979,893	100.000%

Item no. 2 on the agenda

2. Report on the policy regarding remuneration and fees paid:

2.1 approval of the Remuneration Policy pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of Italian Legislative Decree no. 58 of 24 February 1998;

Shares present at the meeting at the opening of voting no. 29,142,765, equal to 84.235% of the no. 34,596,912 shares representing the share capital, corresponding to no. 49,979,893 voting rights, equal to 90.161% of the no. 55,434,040 total voting rights.

Voting result

	no. of voting rights	% of participating voting rights
Votes for	49,507,983	99.056%
Votes against	433,864	0.868%
Abstentions	0	0.000%
Non-voting	38,046	0.076%
Total	49,979,893	100.000%

2.2 resolution on the “Second section” of the report on the remuneration policy and fees paid, pursuant to Article 123-ter, paragraph 6, of Italian Legislative Decree no. 58 of 24 February 1998.

Shares present at the meeting at the opening of voting no. 29,142,765, equal to 84.235% of the no. 34,596,912 shares representing the share capital, corresponding to no. 49,979,893 voting rights, equal to 90.161% of the no. 55,434,040 total voting rights.

Voting result

	no. voting rights	% participating voting rights
Votes for	44,682,880	89.402%
Votes against	5,258,967	10.522%
Abstentions	0	0.000%
Non-voting	38,046	0.076%
Total	49,979,893	100.000%

Item no. 3 on the agenda

3. Appointment of the Board of Directors. Related and consequent resolutions:

3.1 determination of the number of members of the Board of Directors;

Shares present at the meeting at the opening of voting no. 29,142,765, equal to 84.235% of the no. 34,596,912 shares representing the share capital, corresponding to no. 49,979,893 voting rights, equal to 90.161% of the no. 55,434,040 total voting rights.

Voting result

	no. of voting rights	% of participating voting rights
Votes for	49,936,026	99.912%
Votes against	5,821	0.012%
Abstentions	0	0.000%
Non-voting	38,046	0.076%
Total	49,979,893	100.000%

3.2 determination of the term of office of the members of the Board of Directors;

Shares present at the meeting at the opening of voting no. 29,142,765, equal to 84.235% of the no. 34,596,912 shares representing the share capital, corresponding to no. 49,979,893 voting rights, equal to 90.161% of the no. 55,434,040 total voting rights.

Voting result

	no. of voting rights	% of participating voting rights
Votes for	49,941,400	99.923%
Votes against	447	0.001%
Abstentions	0	0.000%
Non-voting	38,046	0.076%
Total	49,979,893	100.000%

3.3 appointment of the members of the Board of Directors;

Shares present at the meeting at the opening of voting no. 29,142,765, equal to 84.235% of the no. 34,596,912 shares representing the share capital, corresponding to no. 49,979,893 voting rights, equal to 90.161% of the no. 55,434,040 total voting rights.

Voting result

	no. of voting rights	% of participating voting rights
List 1 – Holding Happy Life S.r.l.	43,789,758	87.615%
List 2 – Institutional Investors	6,182,972	12.371%
Votes against	0	0.000%
Abstentions	2,927	0.006%
Non-voting	4,236	0.008%
Total	49,979,893	100.000%

3.4 determination of the remuneration of the members of the Board of Directors.

Shares present at the meeting at the opening of voting no. 29,142,765, equal to 84.235% of the no. 34,596,912 shares representing the share capital, corresponding to no. 49,979,893 voting rights, equal to 90.161% of the no. 55,434,040 total voting rights.

Voting result

	no. of voting rights	% of participating voting rights
Votes for	49,941,809	99.924%
Votes against	38	0.000%
Abstentions	0	0.000%
Non-voting	38,046	0.076%
Total	49,979,893	100.000%

Item no. 4 on the agenda

4. Appointment of the Board of Statutory Auditors. Related and consequent resolutions:

4.1 appointment of the members of the Board of Statutory Auditors;

Shares present at the meeting at the opening of voting no. 29,142,765, equal to 84.235% of the no. 34,596,912 shares representing the share capital, corresponding to no. 49,979,893 voting rights, equal to 90.161% of the no. 55,434,040 total voting rights.

Voting result

	no. of voting rights	% of participating voting rights
List 1 – Holding Happy Life S.r.l.	43,438,754	86.913%
List 2 – Institutional Investors	6,181,159	12.367%
Votes against	352,893	0.706%
Abstentions	0	0.000%
Non-voting	7,087	0.014%
Total	49,979,893	100.000%

4.2 appointment of the Chairperson of the Board of Statutory Auditors;

The voting upon the second sub-item of the fourth item on the agenda was not necessary, since the candidate for the office of Standing Statutory Auditor that was indicated in the first position of the minority list, which has been submitted and voted for the appointment of the members of the Board of Statutory Auditors, was elected Chairperson of the Board of Statutory Auditors, pursuant to Article 148 of Italian Legislative Decree no. 58 of 24 February 1998 and Article 21 of the By-laws.

4.3 determination of the remuneration of the members of the Board of Statutory Auditors.

Shares present at the meeting at the opening of voting no. 29,142,765, equal to 84.235% of the no. 34,596,912 shares representing the share capital, corresponding to no. 49,979,893 voting rights, equal to 90.161% of the no. 55,434,040 total voting rights.

Voting result

	no. of voting rights	% of participating voting rights
Votes for	49,941,847	99.924%
Votes against	0	0.000%
Abstentions	0	0.000%
Non-voting	38,046	0.076%
Total	49,979,893	100.000%

Item no. 5 on the agenda**5. Proposal for integration of the fee for audit activities in light of the ESEF Regulation: ratification. Related and consequent resolutions.**

Shares present at the meeting at the opening of voting no. 29,142,765, equal to 84.235% of the no. 34,596,912 shares representing the share capital, corresponding to no. 49,979,893 voting rights, equal to 90.161% of the no. 55,434,040 total voting rights.

Voting result

	no. of voting rights	% of participating voting rights
Votes for	49,941,847	99.924%
Votes against	0	0.000%
Abstentions	0	0.000%
Non-voting	38,046	0.076%
Total	49,979,893	100.000%

Item no. 6 on the agenda

6. Authorisation for the purchase and disposal of treasury shares, pursuant to the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of Italian Legislative Decree no. 58 of 24 February 1998, and its implementing legislation. Related and consequent resolutions.

Shares present at the meeting at the opening of voting no. 29,142,765, equal to 84.235% of the no. 34,596,912 shares representing the share capital, corresponding to no. 49,979,893 voting rights, equal to 90.161% of the no. 55,434,040 total voting rights.

Voting result

	no. of voting rights	% of participating voting rights
Votes for	49,880,242	99.801%
Votes against	61,158	0.122%
Abstentions	447	0.001%
Non-voting	38,046	0.076%
Total	49,979,893	100.000%