

**The Shareholders' Meeting of Equita Group S.p.A. was held today**

**The Shareholders' Meeting was convened for both ordinary and extraordinary sessions and it has approved the following, among other things: the 2017 financial statements, the distribution of a Euro 0.22 dividend per share, the listing of the Company shares on the MTA market (target: STAR segment), the conversion of class B shares into ordinary shares and the amendments to the Company's Articles of Association**

**Milan, April 16th, 2018**

Milan, April 16th, 2018 – The ordinary and extraordinary Shareholders' meeting of Equita Group S.p.A. ("**Equita Group**" or "**Company**") was held today chaired by Francesco Perilli. 73.28% of the Company's share capital with voting rights was in attendance.

In its ordinary session, the Shareholders' meeting:

1. has approved the Financial Statements as well as the Consolidated Financial Statements as of 31st December 2017; moreover, the meeting resolved to distribute to shareholders a Euro 0.22 dividend per share, which will be payable on 9 May 2018, with ex-dividend date on 7 May 2018 and record date on 8 May 2018;
2. has resolved to appoint Mr Franco Fondi as the Chairman of the Board of Statutory Auditors and Mr Filippo Annunziata as the Alternate Auditor in order to fill the vacancies of the Board of Statutory Auditors;
3. has resolved to assign the auditing of accounts for 2018-2020 to KPMG S.P.A.;
4. has resolved to postpone the discussion on the authorization to purchase and dispose of own shares to a future Shareholders' meeting;
5. has approved the proposal to list the Company's shares on the MTA market (target: STAR Segment), a regulated market organised and managed by Borsa Italiana S.p.A.;
6. has approved the Regulation of the Shareholders' meeting that will enter into force – subject to the listing on the MTA market – upon the admission to trading on that market.

In its extraordinary session, the Shareholders' meeting:

1. has approved the proposal to grant to the Board of Directors – in compliance with Art. 2443 of the Italian Civil Code – the power to increase the Company's share capital free of charge, in compliance with Art. 2349 of the Italian Civil Code, in one or more transactions, within 5 years from the date of the said resolution, through the issue of a total maximum number of 2.5 million shares or 5% of the total number of outstanding shares at the date of the said resolution, to be allocated to Company employees, or employees of subsidiaries in compliance with Art. 2359 of the Italian Civil Code; such proposal is aimed at implementing over time one or more incentive plans for Group employees;
2. has approved the conversion of all Class B shares (i.e. multiple-vote shares) into ordinary shares (i.e. shares currently admitted to trade on AIM);
3. has approved the amendment of Articles 2, 3, 5, 6, 7, 12, 13, 14, and 16 of the Company's Articles of Association, the inclusion of the new Article 21 and the subsequent renumbering of the following articles; the main amendments to the current Articles of Association concern the following: (i) the mere rewording and clarification of the Company's scope of activity taking into account the services actually rendered by the Company, (ii) the elimination of the provisions in the Articles of Association relating to Class B shares as a result of the hereby approved conversion of the same into ordinary shares, (iii) the inclusion of some provisions on the intercompany public tender or exchange offer, (iv) the composition of the Board of Directors and (v) the introduction of a specific article on transactions with related parties;

4. has approved the granting to the Board of Directors – in compliance with Art. 2443 of the Italian Civil code and subject to the listing on the MTA market - of the power to increase the Company's share capital in one or more transactions, within five years from the date of the said resolution, excluding option rights pursuant to Art. 2441, Paragraph 4, Part 2 of the Italian Civil Code, through the issue of a total maximum number equal to 10% of the total number of outstanding shares at the date of the said resolution;
5. has approved the new wording of the Articles of Association that will enter into force – subject to the listing on the MTA market – upon the start of trading, in compliance with the requirements set out by Borsa Italiana S.p.A. for said regulated market, by the Self-Discipline Code for Listed Companies as well as by the regulations applicable to issuers listed on regulated markets; in particular, the main amendments to the Articles of Association concern the following: (i) elimination of provisions referring to or instrumental to the listing on AIM, (ii) the introduction of shares with enhanced voting rights, (iii) the revision of some provisions concerning the public tender offer, (iv) the revision of provisions concerning the calling and convening of the Shareholders' meeting, the attendance and voting rights in the meeting, (v) the revision of provisions concerning the appointment and replacement of Directors and Statutory Auditors, and (vi) the introduction of some provisions concerning the drafting of accounting documents.

As a result of the conversion of Class B shares into ordinary shares, all Equita Group shares are ordinary shares with one single voting right and the Company's share capital is broken down as follows:

Shareholder	Number of shares	% of share capital	% of voting rights
Fabio Deotto	1.639.900	3,3%	3,6%
Matteo Ghilotti	2.039.975	4,1%	4,5%
Stefano Lustig	1.544.731	3,1%	3,4%
Francesco Perilli <sup>(1)</sup>	5.701.444	11,4%	12,6%
Andrea Vismara <sup>(2)</sup>	3.162.668	6,3%	7,0%
Other shareholders <sup>(3)</sup>	12.863.646	25,7%	28,4%
Treasury shares	4.748.025	9,5%	-
Nicla Srl <sup>(4)</sup>	2.573.350	5,1%	5,7%
Market	15.726.261	31,5%	34,8%
<b>Total</b>	<b>50.000.000</b>	<b>100,0%</b>	<b>100,0%</b>

(1) Equity investment held directly and through the fully owned company Neti Neti S.r.l.

(2) Equity investment held directly and through the fully owned company AV S.r.l.

(3) Employees, former employees and contractors of the Equita Group

(4) Company owned by Alessandro Profumo

This press release is available at [www.equitagroup.it](http://www.equitagroup.it), Investor Relations section.

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