

Key information pursuant to Articles 122 of Italian Legislative Decree no. 58 of 24 February 1998 ("*Consolidated Law on Finance*") and 130 of the Regulation adopted with Consob Resolution no. 11971 of 14 May 1999, as amended and supplemented later ("*Issuers' Regulations*")

**Mittel S.p.A.**

Pursuant to Articles 122 of the Consolidated Law on Finance and 130 of the Issuers' Regulations, we inform you that on 27 December 2016 a shareholders' agreement was signed (the "**Agreement**") by and between: (i) **Franco Stocchi**; (ii) **Seconda Navigazione S.r.l.**, with registered office in Milan, Piazza Diaz no. 6; (iii) **Blue Fashion Group S.p.A.**, with registered office in Milan, Piazza Diaz no. 6; (iv) **Rosario Bifulco**; (v) **Bootes S.r.l.**, with registered office in Milan, Via San Primo no. 4; and (vi) **Fondazione Cassa di Risparmio di Trento e Rovereto**, with registered office in Trento, Via Calepina no. 1 and whose subject matter consists of ordinary shares of Mittel S.p.A. The Agreement is effective from its signing date indicated above and duration according to the provisions of paragraph 5 below.

**1. Company whose financial instruments are the subject matter of the Agreement**

The subject matter of the Agreement consists of ordinary shares of Mittel S.p.A. with registered office in Milan, Piazza Diaz no. 7, tax code no. 00742640154 ("**Mittel**").

**2. Parties to the Agreement and shares subject matter of the agreement**

The Agreement includes all the Mittel ordinary shares owned by the parties indicated above, in the number indicated in the following table.

PARTY	SHARES GRANTED	% ON THE MITTEL CAPITAL	% ON THE MITTEL CAPITAL NET OF TREASURY SHARES	% ON THE SHARES SUBJECT MATTER OF THE AGREEMENT
Franco Stocchi	37.826	0,043	0,050	0,101
Seconda Navigazione S.r.l.	21.607.589	24,580	28,601	57,647
Blue Fashion Group S.p.A.	59.982	0,068	0,079	0,160
Rosario Bifulco <sup>1</sup>	144.927	0,164	0,191	0,387
Bootes S.r.l.	6.047.214	6,879	8,004	16,133
Fondazione Cassa di Risparmio di Trento e Rovereto	9.584.904	10,903	12,687	25,572
<b>TOTAL</b>	<b>37.482.442<sup>2</sup></b>	<b>42,637</b>	<b>49,612</b>	<b>100</b>

### 3. Entity that can control Mittel by means of the Agreement

Without prejudice to the fact that the parties to the Agreement own all-in all a shareholding in Mittel of 42,637% of the share capital with voting right (equivalent to net 49,612% ordinary shares), there are no parties to the Agreement who individually, directly and/or by means of the latter, control Mittel to date pursuant to the primary and secondary regulations on this matter and, in particular, pursuant to Article 93 of the Consolidated Law on Finance.

### 4. Contents of the Agreement

**4.1 Subject-matter.** By means of the Agreement, the parties set up a voting trust valid with reference, and limited, to the

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<sup>1</sup> By means of Simon Fiduciaria S.p.A.

<sup>2</sup> The parties declared that they did not purchase in the last twelve months shares of the company except for: 47.214 shares as for Bootes s.r.l.; 144.927 shares as for Bifulco; 1.614.618 shares as for Seconda Navigazione s.r.l.; 4.482 shares as for Blue fashion Group S.p.A.; 2.826 as for Franco Stocchi.

Shareholders' meeting of Mittel convened on 27 January 2017, at every meeting, and whose agenda is, among other things, the appointment of the administrative body (the "**Shareholders' meeting**").

**4.2 Voting trust.** The parties to the shareholders' agreement undertook:

- (a) to vote a Board of Directors consisting of 7 members;
- (b) to vote the list of candidates composed of the following members:
  - 1) Rosario Bifulco;
  - 2) Marco Giovanni Colacicco;
  - 3) Michele Iori;
  - 4) Anna Maria Tarantola;
  - 5) Anna Cremascoli;
  - 6) Anna Gervasoni;
  - 7) Francesco Lenti;
- (c) not to submit, directly or indirectly, other lists.

No other commitment was undertaken by the parties with regard to the exercise of the right to vote at the Shareholders' meetings of Mittel convened at any time.

**4.3 Blocking shareholders' agreement.** For the sole and limited purpose of implementing the foregoing, the parties undertook not to transfer, depending on the circumstances, the shareholdings owned in Mittel respectively, and not to increase their shareholding by more than 0,4%.

## **5. Duration**

The Agreement will remain in force until the nearest in time between:

- (a) 31 March 2017;
- (b) the closing of the works of the Shareholders' meeting, subject to the appointment of the candidates in the list above and favourable vote on the Resolutions of the

Agreement. After this deadline, the Agreement will be considered ineffective.

#### **6. Availability of Mittel shares**

The Mittel shares owned by each party respectively will be deposited on the individual accounts of each party.

#### **7. Office of the Register of Companies where the Agreement is deposited**

The Agreement is deposited with the Milan Register of Companies according to the legal terms.