

GUALA CLOUSURES GROUP S.P.A.

Registered office: Via Rana 12, Spinetta Marengo, Alessandria 15122, Italy
Share Capital € 68,906,646 fully paid in
Taxpayer's Identification and Alessandria Company Register n.- V.A.T. Registration n.: IT10038620968

ORDINARY SHAREHOLDERS' MEETING HELD 30TH APRIL 2021

Summary account of the votes on the items of the agenda pursuant Article 125-quater, paragraph 2, of the Legislative Decree 58/1998

Item 1 of the agenda

1. Financial statements as at 31 December 2020, Directors' Report on Operations by the Board of Statutory Auditors and Independent Auditors. Presentation of the Consolidated Financial Statements as at 31 December 2020 and of the Non-Financial Statement as at 31 December 2020, prepared pursuant to Legislative Decree no. 254 dated 30 December 2016

Shares present at the meeting when the vote was opened no. 57,232,653 equal to 81.727% of the no. 70,028,654 voting shares representing the share capital, corresponding to no. 65,877,529 voting rights equal to 83.735% of the total voting rights.

The voting result was the following:

Vote result

	No. Voting Rights	%
Votes for	65,399,072	99.274%
Votes Against	0	0.000%
Abstentions	478,457	0.726%
Non-voters	0	0.000%
Total Voting Rights	65,877,529	100.000%

Item 2 of the agenda

2. Resolutions relating to the allocation of the result for 2020 financial period

Shares present at the meeting when the vote was opened no. 57,232,653 equal to 81.727% of the no. 70,028,654 voting shares representing the share capital, corresponding to no. 65,877,529 voting rights equal to 83.735% of the total voting rights.

The voting result was the following:

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Votes for	65,399,072	99.274%
Votes Against	0	0.000%
Abstentions	478,457	0.726%
Non-voters	0	0.000%
Total Voting Rights	65,877,529	100.000%

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Item 3 of the agenda

3. Report on the remuneration policy and on the remuneration paid pursuant to art. 123-ter, paragraphs 3-bis and 6 of Legislative Decree no. 58 dated 24 February 1998

3.a Binding resolution on the first section regarding the remuneration policy prepared pursuant to art. 123-ter, paragraph 3, of Legislative Decree no. 58 dated 24 February 1998

Shares present at the meeting when the vote was opened no. 57,232,653 equal to 81.727% of the no. 70,028,654 voting shares representing the share capital, corresponding to no. 65,877,529 voting rights equal to 83.735% of the total voting rights.

The voting result was the following:

Vote result

	No. Voting Rights	%
Votes for	31,337,621	47.570%
Votes Against	34,061,451	51.704%
Abstentions	478,457	0.726%
Non-voters	0	0.000%
Total Voting Rights	65,877,529	100.000%

3.b Non-binding resolution on the second section on remuneration paid prepared pursuant to art. 123-ter, paragraph 4, of Legislative Decree no. 58 dated 24 February 1998

Shares present at the meeting when the vote was opened no. 57,232,653 equal to 81.727% of the no. 70,028,654 voting shares representing the share capital, corresponding to no. 65,877,529 voting rights equal to 83.735% of the total voting rights.

The voting result was the following:

Vote result

	No. Voting Rights	%
Votes for	31,337,621	47.570%
Votes Against	567,511	0.861%
Abstentions	33,972,397	51.569%
Non-voters	0	0.000%
Total Voting Rights	65,877,529	100.000%

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Item 4 of the agenda

4. Appointment of the Board of Directors, related and consequent resolutions

4.a Determination of the number of members of the next Board of Directors

Shares present at the meeting when the vote was opened no. 57,232,653 equal to 81.727% of the no. 70,028,654 voting shares representing the share capital, corresponding to no. 65,877,529 voting rights equal to 83.735% of the total voting rights.

The voting result was the following:

Vote result

	No. Voting Rights	%
Votes for	65,494,072	99.418%
Votes Against	0	0,000%
Abstentions	383,457	0.582%
Non-voters	0	0.000%
Total Voting Rights	65,877,529	100.000%

4.b Determination of the term of office of the next Board of Directors

Shares present at the meeting when the vote was opened no. 57,232,653 equal to 81.727% of the no. 70,028,654 voting shares representing the share capital, corresponding to no. 65,877,529 voting rights equal to 83.735% of the total voting rights.

The voting result was the following:

Vote result

	No. Voting Rights	%
Votes for	65,494,072	99.418%
Votes Against	0	0,000%
Abstentions	383,457	0.582%
Non-voters	0	0.000%
Total Voting Rights	65,877,529	100.000%



4.c Appointment of the members of the next Board of Directors

Shares present at the meeting when the vote was opened no. 57,232,653 equal to 81.727% of the no. 70,028,654 voting shares representing the share capital, corresponding to no. 65,877,529 voting rights equal to 83.735% of the total voting rights.

The voting result was the following:

Vote result

	No. Voting Rights	%
List 1	39,015,148	59.224%
List 2	19,704,791	29.911%
Votes Against	382,602	0.581%
Abstentions	6,774,988	10.284%
Non-voters	0	0.000%
Total Voting Rights	65,877,529	100.000%

The Board of Directors is the following:

	NAME AND SURNAME	VOTING LIST
1.	Gabriele Del Torchio	Majority list submitted by the shareholder Special Packaging Solutions Investments S.à r.l. (the "Majority List").
2.	Marina Brogi (*)	Majority List
3.	Dante Razzano	Majority List
4.	Chiara Palmieri (*)	Majority List
5.	Roberto Maestroni	Majority List
6.	Francisco Javier De Juan Uriarte	Majority List
7.	Raffaella Viscardi (*)	Majority List
8.	Chiara Arisi	Majority List
9.	Marco Giovannini	Minority list submitted by the shareholder GCL Holdings S.à r.l. (the "Minority List").

^(*) Director who has expressly stated to meet the independence requirements referred to in (i) art. 148, paragraph 3, of the TUF, as referred to by art. 147-ter, paragraph 4, of the TUF; as well as (ii) art. 2 of the Corporate Governance Code for listed companies, which the Company adopts.

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4.d Determination of the remuneration of the members of the next Board of Directors

Shares present at the meeting when the vote was opened no. 57,232,653 equal to 81.727% of the no. 70,028,654 voting shares representing the share capital, corresponding to no. 65,877,529 voting rights equal to 83.735% of the total voting rights.

The voting result was the following:

Vote result

	No. Voting Rights	%
Votes for	65,494,072	99.418%
Votes Against	0	0.000%
Abstentions	383,457	0.582%
Non-voters	0	0.000%
Total Voting Rights	65,877,529	100.000%

Item 5 of the agenda

5. Appointment of the Board of Statutory Auditors, related and consequent resolutions

5.a Appointment of three standing auditors, two alternate auditors

Shares present at the meeting when the vote was opened no. 57,232,653 equal to 81.727% of the no. 70,028,654 voting shares representing the share capital, corresponding to no. 65,877,529 voting rights equal to 83.735% of the total voting rights.

The voting result was the following:

Vote result

	No. Voting Rights	%
List 1	39,015,148	59.224%
List 2	20,248,767	30.737%
Votes Against	0	0.000%
Abstentions	6,613,614	10.039%
Non-voters	0	0.000%
Total Voting Rights	65,877,529	100.000%

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The Board of Statutory Auditors is the following:

	NAME AND SURNAME	VOTING LIST			
STAND	STANDING AUDITORS				
1.	Benedetta Navarra (Presidente del Collegio Sindacale)	Minority list submitted by the shareholder GCL Holdings S.à r.l. (the " Minority List ").			
2.	Fioranna Vittoria Negri	Majority list submitted by the shareholder Special Packaging Solutions Investments S.à r.l.(the "Majority List").			
3.	Massimo Gallina	Majority List			
ALTERNATE AUDITORS					
4.	Mariateresa Salerno	Majority List			
5.	Ugo Marco Luca Maria Pollice	Minority List			

5.b Appointment of the Chairman of the Board of Statutory Auditors

The vote was not taken on point 5.b, concerning the election of the President of the Board of Statutory Auditors, since, having been presented more than one list of candidates, pursuant to art. 148, paragraph 2-bis, of the TUF and art. 17.8 of the Articles of Association, the Chairmanship of the Board of Statutory Auditors belongs to the Statutory Minority Auditor.

5.c Determination of the remuneration of the members of the next Board of Statutory Auditors

Shares present at the meeting when the vote was opened no. 57,232,653 equal to 81.727% of the no. 70,028,654 voting shares representing the share capital, corresponding to no. 65,877,529 voting rights equal to 83.735% of the total voting rights.

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