



TECHNOGYM S.P.A.
SEDE LEGALE IN CESENA, VIA CALCINARO, 2861
CAPITALE SOCIALE EURO 10.050.250,00 INTERAMENTE SOTTOSCRITTO E VERSATO
NUMERO DI ISCRIZIONE NEL REGISTRO DELLE IMPRESE DI FORLÌ-CESENA 315187 E CF 06250230965

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING 23 APRIL 2020

Summary report of the votes pursuant to article 125-*quater*, section 2, of the Italian Legislative Decree 58/1998

Ordinary section

Point 1 of the agenda

- 1. Approval of the Separate Financial Statements at December 31, 2019, together with the Board of Directors' Report on Operations, the Report of the Board of Statutory Auditors and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements at December 31, 2019 and the consolidated non-financial statement drafted in accordance with Legislative Decree 254/2016.**

The shares present at the meeting at the opening of the votes were no. 144,606,117 equal to 71.942% of the no. 201,005,000 shares representing the share capital, corresponding to 224,606,117 voting rights equal to 79.930% of the no. 281,005,000 total voting rights.

The outcome of the votes was as follows:

Outcome of the votes

	No. voting rights	%
Votes for	224,535,929	99.969%
Votes against	0	0.000%
Abstention	70,188	0.031%
No votes	0	0.000%
Total voting rights	224,606,117	100.000%

Point 2 of the agenda

- 2. Allocation of the profit for the year. Related resolutions.**

The shares present at the meeting at the opening of the votes were no. 144,606,117 equal to 71.942% of the no. 201,005,000 shares representing the share capital, corresponding to 224,606,117 voting rights equal to 79.930% of the no. 281,005,000 total voting rights.

The outcome of the votes was as follows:

Outcome of the votes

	No. voting rights	%
Votes for	224,606,117	100.000%
Votes against	0	0.000%
Abstention	0	0.000%
No votes	0	0.000%
Total voting rights	224,606,117	100.000%



Point 3 of the agenda

- 3. Resolutions relating to the Company's remuneration policy and to the remuneration paid:**
- 3.1 resolutions relating to the Company's remuneration policy as per first section of the remuneration report pursuant to art. 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree no. 58 of February 24, 1998;**
 - 3.2 resolutions relating to the second section of the remuneration report pursuant to art. 123-ter, paragraph 6, of Legislative Decree no. 58 of February 24, 1998.**

Point 3.1 of the agenda

- 3.1 Resolutions relating to the Company's remuneration policy as per first section of the remuneration report pursuant to art. 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree no. 58 of February 24, 1998.**

The shares present at the meeting at the opening of the votes were no. 144,606,117 equal to 71.942% of the no. 201,005,000 shares representing the share capital, corresponding to 224,606,117 voting rights equal to 79.930% of the no. 281,005,000 total voting rights.

The outcome of the votes was as follows:

Outcome of the votes

	No. voting rights	%
Votes for	175,849,362	78.292%
Votes against	46,640,835	20.766%
Abstention	2,115,920	0.942%
No votes	0	0.000%
Total voting rights	224,606,117	100.000%

Point 3.2 of the agenda

- 3.2 resolutions relating to the second section of the remuneration report pursuant to art. 123-ter, paragraph 6, of Legislative Decree no. 58 of February 24, 1998.**

The shares present at the meeting at the opening of the votes were no. 144,606,117 equal to 71.942% of the no. 201,005,000 shares representing the share capital, corresponding to 224,606,117 voting rights equal to 79.930% of the no. 281,005,000 total voting rights.

The outcome of the votes was as follows:

Outcome of the votes

	No. voting rights	%
Votes for	213,551,639	95.078%
Votes against	8,938,558	3.980%
Abstention	2,115,920	0.942%
No votes	0	0.000%
Total voting rights	224,606,117	100.000%



Point 4 of the agenda

4. Proposal to approve a plan for the free award of rights to receive ordinary shares of the Company also known as the "2020-2022 Performance Shares Plan".

The shares present at the meeting at the opening of the votes were no. 144,606,117 equal to 71.942% of the no. 201,005,000 shares representing the share capital, corresponding to 224,606,117 voting rights equal to 79.930% of the no. 281,005,000 total voting rights.

The outcome of the votes was as follows:

Outcome of the votes

	No. voting rights	%
Votes for	15,420,116	6.865%
Votes against	209,186,001	93.135%
Abstention	0	0.000%
No votes	0	0.000%
Total voting rights	224,606,117	100.000%

Point 5 of the agenda

5. Proposal to authorize the purchase and disposal of treasury shares. Related resolutions.

The shares present at the meeting at the opening of the votes were no. 144,606,117 equal to 71.942% of the no. 201,005,000 shares representing the share capital, corresponding to 224,606,117 voting rights equal to 79.930% of the no. 281,005,000 total voting rights.

The outcome of the votes was as follows:

Outcome of the votes

	No. voting rights	%
Votes for	216,697,231	96.479%
Votes against	7,908,886	3.521%
Abstention	0	0.000%
No votes	0	0.000%
Total voting rights	224,606,117	100.000%



Extraordinary section

Point 1 of the agenda

1. Proposal to confer upon the Board of Directors, pursuant to art. 2443 of the Italian Civil Code, for a period of five years starting from the resolution date, the power to increase the share capital, free of charge, divisible and also in one or more tranches, pursuant to art. 2349 of the Italian Civil Code, by issuing max. no. 900,000 ordinary shares, for a max. Euro 45,000, for an issue value equal to the book value of the shares on the execution date to be fully credited to share capital, to be allocated to the employees of Technogym S.p.A. and its subsidiaries, that are the beneficiaries of the plan for the free award of the rights to receive ordinary shares of the Company also known as the "2020-2022 Performance Shares Plan". Ensuing amendments of article 6 of the Articles of Association in force.

The shares present at the meeting at the opening of the votes were no. 144,606,117 equal to 71.942% of the no. 201,005,000 shares representing the share capital, corresponding to 224,606,117 voting rights equal to 79.930% of the no. 281,005,000 total voting rights.

The outcome of the votes was as follows:

Outcome of the votes

	No. voting rights	%
Votes for	20,938,955	9.323%
Votes against	203,667,162	90.677%
Abstention	0	0.000%
No votes	0	0.000%
Total voting rights	224,606,117	100.000%

Point 2 of the agenda

2. Proposal to amend the article 7 of the Articles of Association in force regarding increased voting right. Related and consequent resolutions.

The shares present at the meeting at the opening of the votes were no. 144,606,117 equal to 71.942% of the no. 201,005,000 shares representing the share capital, corresponding to 224,606,117 voting rights equal to 79.930% of the no. 281,005,000 total voting rights.

The outcome of the votes was as follows:

Outcome of the votes

	No. voting rights	%
Votes for	220,335,686	98.099%
Votes against	851,445	0.379%
Abstention	2,028,225	0.903%
No votes	1,390,761	0.619%
Total voting rights	224,606,117	100.000%



Point 3 of the agenda

3. Proposal to amend the articles 17 and 28 of the Articles of Association in force to implement the new legislation on gender balance in the composition of the administrative and control bodies. Related and consequent resolutions.

The shares present at the meeting at the opening of the votes were no. 144,606,117 equal to 71.942% of the no. 201,005,000 shares representing the share capital, corresponding to 224,606,117 voting rights equal to 79.930% of the no. 281,005,000 total voting rights.

The outcome of the votes was as follows:

Outcome of the votes

	No. voting rights	%
Votes for	222,858,602	99.222%
Votes against	1,747,515	0.778%
Abstention	0	0.000%
No votes	0	0.000%
Total voting rights	224,606,117	100.000%