

OVS

OVS S.p.A.

Registered office in Venezia, Via Terraglio, no. 17 – share capital Euro 227,000,000.00 fully paid-up.
Company Register of Venice, taxpayer's code and VAT number 04240010274-REA no. 378007
Internet website: www.ovscorporate.it.

**OVS S.p.A. Board of Directors' explanatory report on the first item and the second item
on the agenda of the Shareholders' Meeting – Ordinary Part -scheduled on May 31, 2019
in single call**

Items no. 1 and no. 2 on the agenda – Ordinary Part

1. **APPROVAL OF THE FINANCIAL STATEMENTS AS AT 31 JANUARY 2019, ACCOMPANIED BY THE MANAGEMENT REPORT BY THE BOARD OF DIRECTORS, THE STATEMENT CONTAINING NON-FINANCIAL INFORMATION IN ACCORDANCE WITH LEGISLATIVE DECREE NO. 254 OF 30 DECEMBER 2016, THE REPORT BY THE BOARD OF STATUTORY AUDITORS AND THE REPORT BY THE AUDITING FIRM. PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENT AS OF 31 JANUARY 2019. RELATED AND SUBSEQUENT RESOLUTIONS.**
2. **ALLOCATION OF THE RESULTS FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2019 OF OVS S.P.A.. RELATED AND SUBSEQUENT RESOLUTIONS.**

Shareholders,

we are submitting to your approval the Draft Financial Statements as at January 31, 2019, approved by the Board of Directors on April 17, 2019, and the allocation of the result for the financial year ended on January 31, 2019.

For all the information and details on the financial statements and the allocation of the net result for the year, reference is made to the Annual Financial Report, which includes the draft Financial Statements and the Consolidated Financial Statements as at January 31, 2019, approved by the Board of Directors on April 17, 2019, the Management Report of the Directors, the statement pursuant to article 154-bis, paragraph 5, of the Legislative Decree of February 24, 1998, no. 58 and the statement containing non-financial information in accordance with Legislative Decree No. 254 of 30 December 2016, that will be filed and made available to the public, together with the Report of the Board of Statutory Auditors and the Report of the Auditing Firm pursuant to the terms provided for by the law.

All the above and referring for more information to the annual financial report, we submit for your approval the following

Proposed resolution:

“With reference to the first item and the second item on the agenda, the Ordinary Shareholders’ meeting of OVS S.p.A.

- *having heard and approved the explanation by the Board of Directors;*
- *having examined the Draft Financial Statements of OVS S.p.A. as at January 31, 2019, and the Management Report prepared by the Board of Directors;*
- *having acknowledged the Report of the Board of Statutory Auditors and the Report of the Auditing Firm;*

resolves

1. *to approve the Financial Statements of OVS S.p.A. as of January 31, 2019;*
2. *to allocate the net profit for the year closed by OVS S.p.A. as at January 31, 2019 equal to Euro 39,330,881.00 as follows:*
 - *Euro 1,966,544.00 to the legal reserve;*
 - *the remainder, equal to Euro 37,364,337.00 to profits carried forward;*
3. *to confer on the Chairman of the Board of Directors and the Chief Executive Officer, disjointly - also through special proxies - a mandate to carry out all the inherent activities, consequent or connected to the implementation of the resolutions referred to in the previous points 1) and 2) ”.*

Venezia-Mestre, April 17th, 2019

For the Board of Directors
The Chairman, Nicholas Stathopoulos