

## GENERAL SHAREHOLDERS MEETING OF SARAS S.P.A.

### CANDIDACY FOR THE APPOINTMENT OF A DIRECTOR OF THE BOARD OF SARAS S.P.A.

The undersigned shareholders of SARAS S.p.A., whose individual and combined equity interests, in terms of total ordinary shares and as a percentage of share capital, are shown in the table below:

<b>Shareholder</b>	<b>No. of shares</b>	<b>% of share capital</b>
<i>Gian Marco Moratti S.a.p.a. di Gian Marco Moratti</i>	237,854,559	25.011%
<i>Massimo Moratti S.a.p.a. di Massimo Moratti</i>	237,854,558	25.011%
<b>Total</b>	475,709,117	50.022%

Regarding item 2 (two) on the agenda of the Ordinary and Extraordinary General Shareholders Meeting convened in Milan, Via Mercanti 2, Palazzo Giureconsulti, at 10:30 a.m. on 20 April 2017 on first call, and, if necessary, on 21 April 2017 on second call, hereby

**file**

the name of the following candidate to the Board of Directors of Saras S.p.A.:

<b>No.</b>	<b>Surname</b>	<b>Name</b>	<b>Place and date of birth</b>
1	Moratti	Giovanni	20 January 1984

In accordance with article 18 of the Articles of Association and the applicable laws, the nomination is accompanied by:

- The names of the shareholders that submitted the nomination and their combined equity interests, as well as documentation showing proof of ownership of at least 1% of share capital. Such documentation shall be produced by the deadline for submission of nominations.
- Exhaustive information, duly signed, on the personal and professional features of the candidate (CV), with details of the management and control positions held in other companies.
- Candidate's statement of acceptance of the nomination attesting, under his own responsibility, the lack of any reasons that would make him ineligible and unfit, in accordance with the law and Articles of Association, for the office of Company Director.
- Copy of a valid ID.

Milan, 10 April 2017

Gian Marco Moratti S.a.p.a. di Gian Marco Moratti  
*Signature*

Massimo Moratti S.a.p.a. di Massimo Moratti  
*Signature*

**Notice under articles 23/24  
of the Bank of Italy/Consob Measure of 22 February 2008 as amended on 24 December 2010**

**1. Intermediary sending the notice**

ABI 3239 CAB 01610

Name INTESA SANPAOLO PRIVATE BANKING S.P.A.

**2. Participating intermediary if different from above**

ABI (MT account number)

Name

**3. Date of request** 7 April 2017

**4. Date notice was sent** 10 April 2017

**5. Progressive annual number** 232

**6. Progressive number of notice to be amended/cancelled (\*)**

**7. Reason for amendment (\*)**

**8. Name of requesting party, if different from holder of financial instruments**

**9. Holder of financial instruments**

Surname or company name GIAN MARCO MORATTI S.A.P.A.

Name

Tax code 08379580965

City of birth

Province of birth

Date of birth

Nationality

Address FORO BUONAPARTE 69

City 20121 MILAN (MI)

Country ITALY

**10. Financial instruments covered by the notice:**

ISIN IT0000433307

Name SARAS SPA

**11. Amount of financial instruments covered by the notice:**

237,854,559

**12. Restrictions or annotations on the financial instruments covered by the notice**

Nature    date: established    amended    cancelled

Beneficiary of restriction

**13. Reference date**    10 April 2017

**14. Effectiveness period**    10 April 2017

**15. Exercisable right**    DEP

**16. Notes**

NOTICE OF SUBMISSION OF CANDIDATE FOR APPOINTMENT TO THE BOARD OF DIRECTORS OF SARAS S.P.A.

**Intesa Sanpaolo Group Services Scpa**  
On behalf of INTESA SANPAOLO PRIVATE BANKING S.p.A.  
Securities and Corporate Action Department  
*Signatures*

**Notice under articles 23/24  
of the Bank of Italy/Consob Measure of 22 February 2008 as amended on 24 December 2010**

**1. Intermediary sending the notice**

ABI 3239 CAB 01610

Name INTESA SANPAOLO PRIVATE BANKING S.P.A.

**2. Participating intermediary if different from above**

ABI (MT account number)

Name

**3. Date of request** 7 April 2017

**4. Date notice was sent** 10 April 2017

**5. Progressive annual number** 231

**6. Progressive number of notice to be amended/cancelled (\*)**

**7. Reason for amendment (\*)**

**8. Name of requesting party, if different from holder of financial instruments**

**9. Holder of financial instruments**

Surname or company name MASSIMO MORATTI S.A.P.A.

Name

Tax code 08379590964

City of birth

Province of birth

Date of birth

Nationality

Address FORO BUONAPARTE 69

City 20121 MILAN (MI)

Country ITALY

**10. Financial instruments covered by the notice:**

ISIN IT0000433307

Name SARAS SPA

**11. Amount of financial instruments covered by the notice:**

137,854,558

**12. Restrictions or annotations on the financial instruments covered by the notice**

Nature    date: established    amended    cancelled

Beneficiary of restriction

**13. Reference date**    10 April 2017

**14. Effectiveness period**    10 April 2017

**15. Exercisable right**    DEP

**16. Notes**

NOTICE OF SUBMISSION OF CANDIDATE FOR APPOINTMENT TO THE BOARD OF DIRECTORS OF SARAS S.P.A.

**Intesa Sanpaolo Group Services Scpa**  
On behalf of INTESA SANPAOLO PRIVATE BANKING S.p.A.  
Securities and Corporate Action Department  
*Signatures*

**SOCIETE GENERALE**  
Securities Services

**CERTIFICATION OF PARTICIPATION IN THE MONTE TITOLI CENTRALISED  
MANAGEMENT SYSTEM**

(under articles 23/24 of the Bank of Italy/Consob Measure of 22 February 2008 as amended on 24 December 2010)

Intermediary issuing the certification

ABI 03307      CAB 01722

Name Societe Generale Securities Services S.p.A.

Participating intermediary if different from above

ABI

Name

Date of request (dd/mm/yy) 06/04/2017

Date of submission of notice (dd/mm/yy) 10/04/2017

Progressive annual number 403206

Progressive number of amending/cancelling certification

Reason for amendment/cancellation

Upon request of: CORDUSIO SIM

Holder of financial instruments:

Surname or company name MASSIMO MORATTI S.A.P.A. DI MASSIMO MORATTI

Name

Tax code 08379590964

City of birth

Province of birth

Date of birth                      Nationality

Address FORO BUONAPARTE 69

City 20121 MILAN (MI)                      ITALY

Financial instruments covered by the certification:

ISIN IT0000433307

Name SARAS

Amount of financial instruments covered by the notice:

100,000,000

Restrictions or annotations on the financial instruments covered by the certification

date: established              amended              cancelled      (dd/mm/yy)

Nature of restriction

Beneficiary of restriction (name, tax code, place and date of birth, address where resident or headquartered)

Reference date      (dd/mm/yy) 10/04/2017

Effectiveness period      (dd/mm/yy) 11/4/2017

Exercisable right      DEP

Notes

NOTICE OF SUBMISSION OF CANDIDATE FOR APPOINTMENT TO THE BOARD OF DIRECTORS OF SARAS S.P.A.

Signature of Intermediary

**CORDUSIO SIM**

SGSS S.p.A.

**SOCIETE GENERALE**  
Securities Service S.p.A.

*Signatures*

**Giovanni Moratti**  
**Address: Via Laghetto 9, 20121 Milano**  
**Mobile Phone: 333-3405922 – Email: mgigiom@gmail.com**

**Education:**

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**London School of Economics, London, United Kingdom** **September 2012**  
MSc in Philosophy of the Social Sciences. Dissertation: “The Revolution of Ecological Economics: A Call For a Paradigm Shift in Economic Science” – Final Mark: Pass with Merit

**Università degli Studi di Milano, Milan, Italy** **April 2010**  
Bachelor of Philosophy of History. Dissertation: “From Growth to Development: Revising The Neoclassical Theory of Economics” – Final Mark: 110/110 Magna cum Laude

**Liceo Ginnasio Giuseppe Parini, Milan, Italy** **June 2003**  
High School Diploma. - Final Mark: 80/100.

**Work Experience:**

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**Researcher at Commissione Straordinaria Diritti Umani del Senato** **October 2015 - October 2016**  
\* Policy Research  
\* Expert in Climate Refugees Crisis  
\* Field Research

**Business Developer at Kooness** **February 2015 – Present**  
\* Market Advisor  
\* Public Relations  
\* Relationships with Art Galleries  
\* Fund Raising

**Mentor and Social-Impact Advisor at Be-Come Milano** **January 2016 - present**  
\* Mentoring Start-ups  
\* Business Analysis  
\* Social Impact Advisory  
\* Environmental Impact Advisory

**Policy Advisor and Head of Cooperation with Institutional Partners at Inter Futura** **August 2014 - June 2015**  
\* Managing applications to European Calls for Proposals  
\* Cooperation with Institutional Partners (UN, EEAS, C.O.N.I, Local Governments...)  
\* Project Management  
\* Fund Raising

**Blue Book Trainee at European Commission, Directorate General for Education and Culture, Brussels, Belgium** **March 2014 – August 2014**  
\* Assisting Traineeships Unit throughout all the pre-selection and recruitment process  
\* Organisation and active participation in EU conferences and events, in cooperation with DG Market and DG Environment  
\* Active Participation to EMAS Panel  
\* Preparation of the new inter-institutional Call for Tenders



- \* Monitoring the Internship Programme
- \* Systems Analysis and Evaluation
- \* Risk Assessment
- \* Administrative Tasks

**Co-Producer at Hyperion Theatre Company, Italy - USA August 2013–September 2013** \* Fund Raising

- \* Providing Locations for Rehearsals

**Junior Development Consultant at Gramma, Milan, Italy January 2013 – April 2013**

- \* Developing Strategies for Conversion of Energy Supply in Given Areas
- \* Local Markets Analysis
- \* Social and Environmental Risk Analysis
- \* Relations with Local Governments

**Founder and Events' Organizer at Cà Laghetto, Milan, Italy September 2010– Today**

Cultural association dedicated to the promotion of Milanese Arts and Culture

- \* Research of talented young artists in the city area
- \* Organization of philosophical and political debate on contemporary issues, in cooperation with the cultural society “Doiè”
- \* Building relationship with Milanese art galleries
- \* Relations with sponsors
- \* Objet d’art trade

**Assistant Trader at Saras S.p.a., Milan, Italy**

**September 2010 – March 2011**

Operator in refining sector

- \* Assisting senior traders in sales and acquisitions of products derived from fossil fuels refinery
- \* Developing and maintaining relationships with key partners
- \* Market Analysis

**Volunteer at the Electoral Committee and Responsible of Youth Sector at Lista Civica Milly Moratti per Pisapia, Milan, Italy**

**March 2011 – April 2011**

- \* Organizing promotional events
- \* Co-author of the political campaign
- \* Director of the headquarter of zone 1
- \* Supervising programme making

**Head Usher at Piccolo Teatro di Milano, Milan, Italy**

**September 2005 – October 2009**

- \* Working directly with members of the public

**Additional Skills:**

**Languages:**

Italian: Mother Language

English: Fluent

Spanish: Intermediate

French: Intermediate

**IT:**

Certificate of European Computer Driving License (ECDL), 2006.

**Other Skills:** Considerable research experience, excellent interpersonal skills, ability to cooperate with an heterogeneous group of people, deep knowledge of refinery products market, strong organization skills, vast knowledge of refinery processes, considerable trading skills, ability to work

effectively as part of a team, communicational skills, direct experience of public policy making, relations with the citizenry, customer service, dealing with the public, good knowledge of photovoltaic systems, direct experience of solar energy markets, strong knowledge of Contemporary Art Italian Market.

**Interests:** Sustainable Economics, Neoclassical Economics, Impact Investment, Politics, International Politics Ecological Economics, Slow food, Social issues, Philosophy, Art, Literature, Writing, Music (Performer of NOY r&b band), Theatre, Cinema, Acting, Travels.

SELF-EXECUTED AFFIDAVIT AND CERTIFICATE  
PURSUANT TO ARTICLES 46 AND 47 OF PRESIDENTIAL DECREE NO. 445 OF 28  
DECEMBER 2000

The undersigned **Giovanni Moratti**, born in Milan on 20 January 1984, tax code MRTGNN84A20F205I

- regarding the appointment of a member of the Board of Directors of SARAS S.p.A., an item on the agenda of the Ordinary and Extraordinary General Shareholders Meeting convened on 20 April 2017 on first call and, if necessary, on 21 April 2017 on second call, has been designated as a candidate in the nomination submitted by shareholders Gian Marco Moratti S.a.p.a. di Gian Marco Moratti and Massimo Moratti S.a.p.a. di Massimo Moratti;
- is aware of the legal requirements to be fulfilled to become a Director of SARAS S.p.A., a company listed on the Electronic Share Market organised and managed by Borsa Italiana S.p.A.;

**now, therefore,**

The undersigned, under his own responsibility, pursuant to and due to the effects of article 76 of Presidential Decree no. 445 of 28 December 2000, on false documents and untruthful statements,

**HEREBY DECLARES THAT**

- he accepts the nomination and appointment, if any, to the role of Director of SARAS S.p.A.;
- there is nothing that makes him ineligible or unfit and that he fulfils all the legal requirements to serve in that capacity including, in particular, the integrity requirements under the combined provisions of article 147-*quinquies* of Legislative Decree no. 58 of 24 February 1998 and article 2 of Ministerial Decree no. 162 of 30 March 2000;
- he can devote the time necessary for an effective and diligent fulfilment of his duties as Director of SARAS S.p.A.;
- he undertakes to report promptly to SARAS S.p.A., through the Board of Directors, any changes in this statement and to produce, upon SARAS S.p.A.'s request, suitable documentation to prove the truthfulness of the stated facts;
- he is aware, pursuant to and due to the effects of article 13 of Legislative Decree no. 196 of 30 June 2003, that his personal data will be processed by the Company, including through IT equipment, solely in connection with the process for which this statement is made.

Milan 10 April 2017

Faithfully,  
*Signature*