



**BANZAI S.P.A.**

**Registered Office in Milan, Corso Garibaldi, 71**

**Corporate capital 812,297.00 euros, fully paid**

**Registered in the Business Register of Milan, Tax Code 03495470969**

**\*\*\* \*\***

**REPORT OF THE BOARD OF DIRECTORS OF BANZAI S.P.A.,**

**PREPARED PURSUANT TO ART. 125-TER OF THE L. D. NO. 98 OF 24 FEBRUARY 1998**

**Dear Shareholders,**

The Ordinary Meeting of Banzai S.p.A. (the “Company”, “Issuer” or “Banzai”) is called at the Centro Congressi Palazzo Stelline, Corso Magenta 61, Milan for **27 April 2015 at 4:30 PM.**

The Shareholders are asked to discuss the following subjects:

- **Nomination of a director. Inherent and Consequent Deliberations.**

On 22 January, 2015, following the resignation of Stefano Siglienti, Banzai's Board of Directors nominated Mr. Stefano Quintarelli as the director. Pursuant to Art. 2386 of the Civil Code, his mandate expires at today's Meeting.

Therefore, in order to obtain a full Board of Directors, it is necessary to nominate a new director, whose mandate will expire with the expiration of the mandate of the present Board of Directors, and therefore at the Meeting called to approve the financial statements dated 31 December 2015.

For that purpose it is reminded that the company bylaws stipulate that:

*“In case one or more of directors elected from the Minority List is no longer in function for any reason, the board of directors appoints new director(s), choosing if possible among non-elected candidates from the same list, respecting the minimal number of directors in possession of the Independence Requirements and in accordance with the applicable legal and regulatory provisions regarding the balance between genders. In all other cases of director resignation the legal provisions apply, without the obligation of list voting, and respecting the minimal number of directors in possession of the Independence Requirements and in accordance with the applicable legal and regulatory provisions regarding the balance between genders.”*

In this particular case the nomination of the new Director will be made without application of the list voting system, and therefor by a decision of the relative majority.



In view of all this, the Board of Directors asks the Meeting to nominate a new Director, proposing to that effect to confirm the director's mandate of Mr. Stefano Quintarelli.

The Shareholders are informed that the declaration of availability to accept the candidature and the information regarding the candidate's personal and professional characteristics, with the indication of his suitability to be qualified as independent, are deposited at the legal office of the Company and can be viewed on the issuer's Internet site at the following address: [www.banzai.it](http://www.banzai.it).

\*\*\*

In view of all this, the Board of Directors of your company proposes that you make the following decision:

“The Ordinary Meeting of Shareholders, after examining the report of the Board of Directors,

**decides**

to nominate Mr. Stefano Quintarelli, born on 14 June 1965 in Negrar (VR), domiciled for that purpose at the registered office of the Company, tax code QNT GPP 65H14 F861E, as a member of the Board of Directors of the Company. His mandate will expire at the expiration of mandate of the present Board, i.e. upon approval of the financial statements of 31 December 2015.”

## **2. Re-determination of compensation of the members of the Board of Directors and Board of Auditors.**

On 6 June 2013 the Meeting of Shareholders of the Company determined the compensation of the Board of Directors as 1,000 euros annually and 52,500 euros annually for the Board of Auditors, with 22,500 euros for the Chairman and 15,000 euros for each Statutory Auditor, for the years 2013, 2014 and 2015.

In consideration of the increased obligations of the Board of Directors and Board of Auditors after the Company became listed on 16 February, the Board of Directors decided to submit the following proposal to the Meeting:

- A. As proposed by the Remuneration Committee, to grant an annual gross compensation of 10,000 euros per each director to the present members of the board, for the remaining period of their mandate, i.e. until the approval of the financial statements of 31 December 2014;
- B. to grant a total annual gross compensation of 70,000 euros, including 30,000 euros for the Chairman and 20,000 euros for each Statutory Auditor, to the Board of Auditors, for the remaining period of their mandate, i.e. until the approval of the financial statements of 31 December 2014.

## **3. Financial statements as of 31 December 2014 and the annual financial report.**



The Board of Directors of your company summoned you for an Ordinary Meeting, pursuant to Art. 2364, comma 1, point (1) of the Civil Code, to propose the approval of a separate financial statements of Banzai S.p.A. (further, the “Company”) as of 31 December 2014.

The financial statements as of 31 December 2014 show a loss of 2,659,887 euros. Please refer to the report of the Board of Directors, which will be made available to the Shareholders in accordance with the law and regulations.

Therefore, we propose that you cover these costs using the available reserves in the corresponding amount.

Therefore, we submit the following decision proposal for your approval:

“The Ordinary Meeting of Shareholders of Banzai S.p.A.,

- After hearing an approving the proposal of the Board of Directors;
- Acknowledging the annual financial report, published pursuant to Article 154-ter of L. D. 58/1998 ,

**decides**

1. To approve the financial statements of 31 December 2014 that show a loss of 2,659,887 euros;
2. To cover the loss of 2,659,887 euros using an equivalent amount of the reserves.”

**4. Remuneration report pursuant to Art. 123-ter of L. D. 58/98.**

The Meeting called to approve the annual financial statements is asked to express an opinion regarding the Remuneration Policy adopted by the Company, and in particular it is asked to decide, favourably or unfavourably, regarding the first section of the 2011 Remuneration Report and the first section of the 2014 Remuneration Report, prepared pursuant to Article 123-ter of L. D. 58/1998 and in accordance with Appendix 3A to the Consob Issuers Regulation, schemes 7-bis and 7-ter. Its decision will not be binding.

The Remuneration Reports is divided in the following sections:

- Section I illustrates the Company policy regarding the remuneration of the members of the board of directors, general managers and managers with strategic responsibilities, at least with the reference to the following year, and the procedures used for the adoption and implementation of this policy;
- Section II, for the compensation attributed to Directors and Auditors and in aggregated form for the compensations attributed to managers with strategic responsibilities:
  - Provides an adequate representation of each element constituting the remuneration, including the compensation in case of termination of the mandate or termination of employment;
  - Analytically presents the compensations paid during the year in question for any reason and in any



form by the Company and the controlled or associated companies, indicating any components of such compensations referring to activities performed in the previous years, and indicating also the compensations to be paid in one or more of the following years for activities performed during the year in question, possibly indicating an estimated value for the components that cannot be objectively quantified in the year of reference.

The Remuneration Report contains also the information required in accordance with Art. 84-*quater*, comma 4 of the Consob Regulation no. 11971/1999 regarding participation held in the Company and companies controlled by it by members of the administration and control bodies, general managers and other managers with strategic responsibilities, as well as their non-separated spouses and minor children, directly or through controlled companies, trusts or intermediaries, as indicated in the book of shareholders, communications received and other information obtained from these members of the administration and control bodies, general managers and other managers with strategic responsibilities.

The Remuneration Report will be made available to the public at the company office, at Borsa Italiana S.p.A., and will also be published on the Internet site of the Company, [www.banzai.it](http://www.banzai.it) (Corporate Governance – Meeting of Shareholders section), at least 21 days before the date of the combined Meeting.

## **5. Approval of the Meeting Regulations**

Dear Shareholders,

The Board of Directors of your Company summoned you for an Ordinary Meeting to propose the approval of a meeting regulations intended to discipline the orderly and functional conduct of the ordinary and extraordinary meeting of the company.

The proposed meeting regulations are attached to this report as Appendix “A”.

In view of this, we submit the following proposal to the Meeting for approval:

“The Ordinary Meeting of Banzai S.p.A.,

**decides**

to approve the text of the meeting regulation proposed by the Board of Directors and attached to this report.

Milan, 26 March 2015

For the Board of Directors

Chairman

Paolo Ainio