



PIOVAN S.p.A.

DIRECTORS' REPORT

FOR

The Shareholders' AGM

called for October 13, 2020

Piovan S.p.A.

Via delle Industrie 16 - 30036 S. Maria di Sala (Venezia) Italy
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C.F. 02307730289 - P.IVA 02700490275 - Cap. Soc. Euro 6.000.000,00 i.v.

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Point 1 of the Agenda

Approval of dividend distribution from the retained earnings reserves for an amount equal to Euro 5,602,223.00; resolutions thereon.

Dear Shareholders,

On May 12, 2020, you were called to the Shareholders' Meeting to approve the Separate Financial Statements of Piovan S.p.A. (the "Company") for the year ending December 31, 2019 and the allocation of the profit of 2019 to the extraordinary reserve, as proposed with a prudential perspective by the Board of Directors in consideration of the economic scenario and the COVID-19 emergency situation in order to minimize any future economic and financial impacts. The Board had also reserved the right to reconsider a possible distribution of the dividends during the second semester of 2020, if the emergency situation would have improved.

Considering (i) the current scenario, (ii) the economic results achieved by the Group and by Piovan S.p.A. during the first half of 2020 and the solid economic and financial situation and (iii) the maintenance of a solid net financial position, as indicated in the Consolidated half-yearly Financial Report as at June 30, 2020; and considering also that Piovan S.p.A. had not suffered losses that affected the reserves resulting from the last Financial Statements for the year ended December 31, 2019, and has achieved a largely positive result in the first half of 2020, the Board of Directors intends to submit to the Shareholders' Meeting the proposal to distribute an extraordinary dividend for total Euro 5,602,223.00. The dividend will be taken entirely from the retained earnings reserves, and will be equal to Euro 0.11 for each share entitled to profits, having therefore already excluded the treasury shares held by the Company, pursuant to art. 2357-ter, paragraph 2, of the Civil Code.

The dividend will be paid starting from October 28 2020, with ex-dividend set for October 26, 2020 and record date October 27, 2020.

For all information and detailed comments to the economic results achieved by the Company in the first half of 2020, please refer to the Consolidated half-yearly Financial Report as at June 30, 2020, approved by the Board of Directors on September 10, 2020, which will be made available to the public within the terms and according to the provisions of the law.

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Considering the above, we present for your approval the following

Motion:

“With reference to the first point on the agenda, the Piovan S.p.A. Shareholders’ AGM,

- having heard and approved the information set out by the Board of Directors;*
- in consideration of the economic and financial situation of the Company and of the Group, having examined the Consolidated half-year Financial Report as at June 30, 2020 and having acknowledged that Piovan S.p.A. has available and distributable reserves that allow the dividend distribution to the extent proposed, since the Company did not suffer losses that affected the reserves resulting from the last Financial Statements ended December 31, 2019;*
- having acknowledged the favorable opinion of the Board of Statutory Auditors,*

resolves

- to allocate to the Shareholders an extraordinary dividend of overall Euro 5,602,223.00, entirely from the retained earnings reserves, equal to Euro 0.11 per share entitled to profits (with express exclusion of treasury shares of the Company, in accordance with Article 2357-ter, paragraph 2, of the Civil Code);*
- to establish that the ex-dividend date is on October 26, 2020, the record date is on October 27, 2020 and the payment date is on October 28, 2020.”*

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Point 2 of the Agenda

Appointment of an independent Director, pursuant to art. 2386 Italian Civil Code and art. 14.4 of the Bylaws; resolutions thereon.

Dear Shareholders,

Following the resignation of Eng. Marco Milani, tendered on May 12, 2020, with effect from May 14, 2020, from the office of member of the Board of Directors of the Company and from the further offices held in the Control, Risk and Sustainability Committee and in the Related Parties Committee, the Board of Directors, on May 14, 2020, resolved upon the co-optation of his substitute pursuant to art. 2386 of the Italian Civil Code.

In particular, the Board of Directors co-opted Eng. Mario Cesari as Director of the Company, as well as member of the Control, Risk and Sustainability Committee and of the Related Parties Committee, effective from May 14, 2020, and until the next Shareholders' Meeting.

When the co-optation occurred, Eng. Mario Cesari declared to have the independence requirements provided for by the combined provisions of art. 147-ter, paragraph 4 and art. 148, paragraph 3, of the Legislative Decree 58/1998 ("CFA") and of art. 3 of the Corporate Governance Code. Such requirements have been verified by the Board of Directors at the time of the appointment on the basis of the declarations provided.

Eng. Mario Cesari will cease his office as Director at the Shareholders' Meeting of the Company called on October 13, 2020.

Thus, the Board of Directors proposes to the Shareholders' Meeting to ratify the appointment of Eng. Cesari as member of the Board of Directors and of the said Committees, with term of office until the expiry of the other Directors currently in office and, therefore, until the date of the Shareholders' Meeting called for the approval of the Financial Statements for the year ending December 31, 2020.

In compliance with the provisions of the current legislation and according to the recommendations of the Corporate Governance Code, the Board of Directors invites you to examine the curriculum vitae of Eng. Mario Cesari and the declarations through which he certified the non-existence of causes for ineligibility or forfeiture, as well as the possession of the independence requirements provided for by the combined provisions of art. 147-ter, paragraph 4, and art. 148, paragraph 3, of Legislative Decree 58/1998 ("CFA") and of art. 3 of the Corporate Governance Code, which have been made available to the public on the Company's website.

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Considering the above, we submit for your approval the following

Motion

"With reference to the second point on the agenda, the Piovan S.p.A. Shareholders' AGM,

- *having acknowledged that the mandate of the Director Mario Cesari ceases today, who was appointed by co-optation, pursuant to art. 2386 and article 14.4 of the Bylaws, during the Board of Directors which met on May 14, 2020 in order to replace the Director Marco Milani;*
- *having heard and approved the information set out by the Board of Directors;*
- *having examined the curriculum vitae and the declarations of Eng. Mario Cesari;*

resolves

- *to appoint, pursuant to and for the purposes of art. 2386 of the Italian Civil Code and art. 14.4 of the Bylaws, Eng. Mario Cesari as Director of the Company, as well as member of the Control, Risk and Sustainability Committee and Related Parties Committee until the expiry of the Board of Directors currently in office and, therefore, until the date of approval of the Financial Statements for the year ending December 31, 2020.*
- *to delegate to the Board of Directors the determination of the remuneration due to Eng. Mario Cesari, as part of the overall remuneration approved by the Shareholders' Meeting for the Board of Directors."*

* * *

Santa Maria di Sala, September 10, 2020
On behalf of the Board of Directors
The Chairman, Nicola Piovan

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