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Report of¹ the Board of Directors of Capital For Progress 2 S.p.A. to the ordinary and extraordinary shareholders' meetings called for 29 and 30 April 2019 (on first and second call, respectively).

1. Preliminary remarks

Dear Associates,

as you know, the Board of Directors ("BoD") of your Company ("CFP2" or the "Company") had to acknowledge the termination of the Framework Agreement entered into with *Target ABK Group Industrie Ceramiche S.p.A.* on 1 February.

The Company's promoters, in light of the still particularly uncertain and very selective market situation for medium-small capitalisation operations, consider it correct and respectful of their commitments towards investing shareholders to guarantee their exit from the initiative, as is usual in *Special Purpose Acquisition Companies* ("SPAC").

In this regard, CFP2's Articles of Association provide that the duration of the Company shall end on the second anniversary of the first day of listing, i.e. on 4 August next, with the start of the liquidation process *pursuant to* Article 2484, paragraph 1, no. 1 of the Italian Civil Code.

Your directors, however, in agreement with the Company's special shareholder advisors, intend to propose to the shareholders' meeting a different path, aimed at the dual purpose of:

- speed up the liquidation of shareholders who intend to withdraw from the initiative by giving them certainty of the timing and amount of capital returned;
- if a sufficient number of shareholders so wish, to continue the social activities by promoting investment in a smaller company, with the intention of later listing it.

For the sake of clarity, the proposal referred to in the previous point provides for a corporate structure partly different from the traditional SPAC paradigm, in that, among other things: (i) the Promoters will not have the benefits deriving from the special shares, (ii) there will be no *warrants* in circulation, (iii) there will no longer be a restricted current account for liquidity and (iv) the causes of withdrawal and the related liquidation value will be regulated exclusively by law.

2. The proposed resolutions

In order to pursue the twofold objective described above, your Board of Directors has decided to convene the meeting, modifying the original financial calendar, for next April 29 and 30 (in first and second call respectively) to propose the following resolutions:

In Ordinary Session:

- a. approval of the Financial Statements as at 31 December 2018 and consequent resolutions;

¹ The Company is not subject to the provisions of Art. 125-ter of Legislative Decree 58/1998 as it is not listed on a regulated market. This report is therefore drawn up voluntarily.

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- b. authorisation to purchase treasury² shares *pursuant to* Article 2357 of the Italian Civil Code with the right to subsequently cancel or dispose of, in accordance with the following procedures, in compliance with the equal treatment of all shareholders:
 - (i) purchase on the market AIM Italy;
 - (ii) the granting to all shareholders holding ordinary shares of a put option to the Company, at a price of Euro 10.00 per share, exercisable from 6 May to 24 May 2019, by regulation on 3 June 2019;
- c. appointment of a new Board of Directors, subject to and from the date of entry into force of the new Articles of Association referred to in point d)(i) of the extraordinary section; related and consequent resolutions.

Extraordinary session:

- a. cancellation of Article 7.3 of the current Articles of Association in order to use the Company's liquidity for (i) the purchase of treasury shares, (ii) the payment of the redemption price of the ordinary shares pursuant to letter (b) below, and (iii) the redemption of the withdrawing shareholders, with the consequent disappearance of the Restricted Current Account and related release with regard to the escrow agent UBI Banca S.p.A. and the current custodian banks; related and consequent resolutions, including the authorisation to terminate the *escrow* contract with UBI Banca S.p.A.;
- b. insertion of a clause in the articles of association that provides for compulsory redeemability on the company's initiative (i) in the event that on 24 May 2019 the number of treasury shares already purchased by the Company plus the number of shares for which the put option has been exercised by the shareholders pursuant to letter b)(ii) of the ordinary part exceeds the threshold of 6,195.000 ordinary shares³ and (ii) in any case, in the event of revocation by Borsa Italiana S.p.A. of the listing of the CFP2 shares on AIM Italia, with consequent acknowledgement of the "forfeiture" of the CFP2 Warrants as a result of the exercise of the redemption; related and consequent resolutions, including the authorisation to use the Company's own resources to pay the redemption price of the ordinary shares pursuant to this letter (b). The current Articles of Association as amended pursuant to points (a) and (b) (**Annex 1**) are attached.
- c. conversion of all special shares into ordinary shares at a ratio of 1:1 as of June 3, 2019;
- d. subject to the non-occurrence of the redemption exercise referred to in point (b):
 - (i) adoption of new Articles of Association, the entry into force of which will be deferred until 3 June 2019, or the date of settlement of the put option referred to in letter b)(ii) of the ordinary part, if later, in the text attached hereto (**Annex 2**), which, among other things, provides for (i) the name of Capital For Progress Single Investment S.p.A., (ii) duration extended to 31 December 2022, (iii) change of corporate purpose, and (iv) board of directors of 5 members, appointed for 3 (three) years until approval of the financial

² Since the Company does not use the risk capital market, there is no limit to the percentage of treasury shares that can be held, provided that they are included in the distributable profits and reserves of the last approved financial statements.

³ In other words, the number of ordinary shares in circulation is less than 500,000, including the 195,000 ordinary shares resulting from the conversion of special shares.

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statements as at 31 December 2021, with consequent acknowledgement of the forfeiture of the CFP2 Warrants given the disappearance of the Relevant Transaction, which was an essential condition for the opening of the conversion period pursuant to the relative Regulations, and the granting of a single extraordinary window for the exercise of CFP2 Warrants, not originally envisaged, from 10 June to 28 June next, with delivery of the resulting securities at the end of that period;

- (ii) modification of the investment policy adopted by the Company; related and consequent resolutions.

The investment policy to be submitted for approval to the extraordinary meeting of the Company pursuant to item d(ii) above will be as follows:

"The investment policy will be conducted in accordance with the guidelines and criteria described below, which are merely illustrative and not exhaustive and leave the Board of Directors of the Company free to pursue various opportunities in the interests of shareholders.

*The Company intends to invest its resources in a single company ("**Target**"), acquiring a minority or majority stake with the intention of conducting it later on to a listing through merger and/or other similar transactions.*

The Target company will be Italian, or if under foreign law with activities prevalent in Italy, of medium size (with an indicative Equity Value between Euro 15 million and Euro 50 million), unlisted, positioned in niche markets with leadership potential, with high growth potential.

Among the sectors that will be considered: advanced mechanics and industrial plant engineering, food, beverages, tourism, clothing, luxury, Information & Communication Technology, organized distribution.

Companies active in the financial sector, real estate or under development may also be considered. The biotechnology, renewable energy and start-up sectors are excluded.

The Company will carry out the research of the Target company mainly in the following areas:

- *family-owned companies, intending to access the listing while retaining control of the corporate structure and whose shareholders are willing to accept a partial dilution of their shareholding against both the input of financial resources of the Company with the aim of financing a development plan and the support of a team of professionals with proven experience that can contribute to the development of international expansion projects;*
- *corporate spin-offs, i.e. the purchase of assets or divisions complementary to the core business;*
- *companies in which private equity funds have an interest and which are unable, or in any case not interested, to provide additional risk capital to finance their development and for which the listing may represent a good exit opportunity in due course".*

With regard to the purchase of treasury shares, for which the authorisation referred to in letter b) of the agenda of the ordinary shareholders' meeting is required, it should be noted that these may be carried out in two different ways:

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1. a part of the CFP2 shares may, in fact, be purchased on the AIM Italia market in the manner provided for by the combined provisions of articles 132 of the TUF and 144-bis paragraph 1 letter b) of the Issuers' Regulations, in compliance with the equal treatment of shareholders.

These purchases are functional to allow the Company to offset any sales orders on the market, allowing shareholders who have an urgent need to liquidate their position to do so also in advance of next June 3.

In fact, the relevant resolution provides that

- a) maximum amount of shares: 6,195,000;
 - b) minimum purchase price: Euro 8,00;
 - c) maximum purchase price: Euro 10,00;
 - d) period of validity of the resolution: until 4 August 2019.
2. authorisation to purchase treasury shares is also required in order to grant all shareholders holding ordinary shares, in proportion to the ordinary shares held by them, a put option vis-à-vis the Company, pursuant to Article 144-bis, paragraph 1, letter d) of the Issuers' Regulations.

This put option may be exercised at a price of Euro 10.00 per share in the period from May 6 to May 24, 2019 (inclusive) and the related regulations will be issued on June 3, 2019.

All purchases of treasury shares will take place within the limits of the distributable reserves resulting from the financial statements approved at the time of the transaction. Since CFP2 does not use the risk capital market, the quantitative limit laid down in Article 2357(3) of the Italian Civil Code is not applicable.

Given the nature of the transaction, the limits set out in Delegated Regulation (EU) 2016/1052 of 8 March 2016 in execution of Market Abuse Regulation (EU) No 596/2014 on buy-back and stabilisation programmes are not considered applicable.

It should be noted that, given that the resources required to make purchases of treasury shares, including those resulting from the exercise of the put option, are those currently present in the restricted current account, the possibility of making such purchases - and therefore early redemption for shareholders who so wish - is subject to the cancellation of Article 7.3 of the Articles of Association, which is the subject of the extraordinary resolution of the shareholders' meeting.

Point d)(i) of the resolution to be passed at the Extraordinary Shareholders' Meeting provides for the recognition of the right of withdrawal pursuant to Article 2437 of the Italian Civil Code, since the adoption of the new Company By-laws will imply, for the shareholders of the Company, *inter alia*, (i) the modification of the Company's object and the consequent significant change in the Company's activities, and (ii) the extension of the Company's term. However, the process referred to in Article 2437-quater of the Italian Civil Code will only start after, and subject to, the entry into force of the new articles of association with the filing with the Companies' Register, i.e. after June 3, 2019.

The withdrawal value will be determined, in the light of the current Articles of Association and, in particular, Article 8 thereof, by the directors, after hearing the opinion of the Board of Statutory Auditors and the independent auditors KPMG S.p.A. and this will be disclosed in accordance with the law.

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It is therefore clear that, by exercising the put option pursuant to art. 144-bis, first paragraph, letter d) of the Issuers' Regulations, shareholders who intend to withdraw from the initiative can do so more quickly instead of exercising the right of withdrawal. It should also be noted that the put option can be exercised even for only part of the shares held and is independent of the expression of the shareholders' vote.

3. Options for shareholders and their effects

The above sequence of deliberations will allow:

Existing shareholders who wish to withdraw from the initiative:

- to obtain with certainty Euro 10 from the exercise of the put option for its shares on 3 June 2019, i.e. two months before the start of the liquidation, without facing the uncertain timing and process of the same;
- to sell its shares on the market also in advance by 3 June 2019, where CFP2 may purchase them by virtue of the relevant resolution.

To existing shareholders who wish to remain shareholders of the Company:

- to be certain that, if the Company does not reach a minimum of 500,000 outstanding shares (including the 195,000 ordinary shares resulting from the conversion of the special shares), or, if for any reason, Borsa Italiana withdraws the shares from the listing, its shares will be redeemed at a price equal to the withdrawal value, which is expected to be Euro 10.00;
- on the other hand, shareholders who remain shareholders of the Company must be aware that the net assets per share and the liquidity per ordinary share, after the conversion of the special shares into ordinary shares, will be less than Euro 10.00;
- the market price of ordinary shares in the future will therefore depend, among other things, on expectations regarding the possible investment of the Company and its results, as well as on the liquidity of the share.

To holders of CFP2 Warrants

- To become shareholders of the Company by exercising the extraordinary conversion window.

4. Pro-forma data

The following table illustrates the estimated shareholding structure of the Company in the event that the shares repurchased, for any reason, by the Company amounted to 5,695,000, or those in circulation were 1,000,000. It should be noted that this amount may not fully represent "free float" within the meaning of the AIM Regulation of Borsa Italiana (for example, as equity investments of more than 5 % would be excluded).

Holders of special shares Tempesta S.r.l.⁴Gico S.r.l.⁵Leviathan S.r.l.⁶ and Alessandra Bianchi, together hold 154,000 ordinary shares and have undertaken to maintain and not exercise the put option for a minimum of 10,000 ordinary shares for the first three and 5,000 ordinary shares for Alessandra Bianchi.

⁴ Company controlled by Antonio Perricone.

⁵ Company controlled by Massimo Capuano.

⁶ Company controlled by Marco Maria Fumagalli.

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No agreement is in place between these shareholders regarding the exercise of voting rights relating to their shareholdings.

Azioni ordinarie	Opening	Riscatti	Conversioni Speciali	Closing	% escl. Az. proprie	%
Socio			1			
Tempestina S.r.L.	57.600	(47.600)	44.850	54.850	5,5%	0,8%
Gico S.r.L.	40.000	(30.000)	44.850	54.850	5,5%	0,8%
Leviathan S.r.L.	51.400	(41.400)	44.850	54.850	5,5%	0,8%
Bruno Gattai	14.000	(14.000)	40.950	40.950	4,1%	0,6%
Alessandra Bianchi	5.000		19.500	24.500	2,5%	0,4%
Mercato	6.332.000	(5.562.000)		770.000	77,0%	11,5%
TOTALE AZIONI IN CIRCOLAZIONE	6.500.000	(5.695.000)	195.000	1.000.000	100,0%	14,9%
CFP Azioni Proprie		5.695.000		5.695.000		85,1%
TOTALE AZIONI	6.500.000	0	195.000	6.695.000		100,0%

In order to provide additional valuation information to the shareholders of CFP2, the following table shows the (**unaudited**) *pro-forma* balance sheet at **31 December 2018** under the following assumptions:

- repurchase (through a put option, purchase on the market or purchase for withdrawal) of 5,695,000 treasury shares at Euro 10.00 each;
- reversal of the residual costs relating to the raising of capital at the time of CFP2's IPO and recalculation of amortisation relating to legal and ancillary costs over 5 years;
- allocation of deferred tax assets to the extent prudentially recoverable in the short term;
- conversion of special shares into ordinary shares and entry into force of the new by-laws.

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Capital For Progress 2 S.p.A.	(X)	(A)	(B)	(C)	(D)	(Y)=(X+A+B+C+D)	
(000 €)	12.2017 ACTUAL	12.2018 ACTUAL	Riscatto azioni	Storno Costi IPO	Imposte Differite	Nuovo Statuto e conversione az. Speciali	12.2018 PRO FORMA
Stato Patrimoniale							
Imm. Immateriali	988	364		(152)			212
Crediti	28	3					3
Crediti Tributari	84	381			49		430
Ratei attivi	7	7					7
(Fornitori e altri debiti)	(386)	(117)					(117)
CAPITALE INVESTITO NETTO	721	638	-	(152)	49		535
Capitale	670	670					670
Riserve	66.281	65.904		(152)	49		65.801
(Azioni Proprie)			(56.950)				(56.950)
Utile/(Perdita)	(377)	(441)					(441)
PATRIMONIO NETTO	66.573	66.132	(56.950)	(152)	49		9.079
Cassa vincolata	(65.000)	(65.000)	56.950			8.050	-
Cassa libera ed interessi in matura:	(852)	(493)	-			(8.050)	(8.543)
POSIZIONE FINANZIARIA NETTA	(65.852)	(65.493)	56.950			-	(8.543)
Composizione Capitale Sociale							
Azioni Ordinarie	6.500.000	6.500.000				195.000	6.695.000
Azioni Speciali	195.000	195.000				(195.000)	-
TOTALE AZIONI	6.695.000	6.695.000	-	-		-	6.695.000

5. Appointment of Directors

The Board of Directors informs that all the current members of the Board have presented their resignation subject to and as from the date of entry into force of the new statute, scheduled for June 3 next.

The outgoing Board of Directors, also on the instructions of the Promoters, reminding that the Company is not subject to the rules of the Consolidated Law on Finance (TUF) with regard to the appointment of directors, proposes that the Shareholders' Meeting convene, subject to and effective from the entry into force of the new Articles of Association and until the approval of the financial statements as at 31 December 2021, to appoint the members of the Board of Directors:

- **Marco Maria Fumagalli**, born in Bergamo, on September 22, 1961, resident in Milan, via San Francesco d'Assisi, 6, fiscal code FMGMCM61P22A794A;
- **Antonio Perricone**, born in Palermo on 26 January 1954, residing in Milan, via Senofonte 2b, tax code PRRNTN54A26G273Y;
- **Alessandro Chieffi**, born in Cremona on 18 August 1964, residing in Milan, via Giuseppe Vigoni 5, tax code CHFLSM64E18D1500, meeting the requirements of independence;
- **Alessandra Bianchi**, born in Como, on 11 August 1974, resident in Lurago Marinone (CO), via Dante Alighieri 20, tax code BNCLSN74M51C933B;

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- **Paolo Melloni**, born in Milan on 16 April 1961, resident in Milan, Corso Italia, 22, tax code MLLPLA61D16F205K, meeting the requirements of independence.

Below is a brief description of the *curriculum vitae* of each proposed candidate.

Marco Maria Fumagalli

He graduated in 1987 with honors in Economics and Business from the Catholic University of Milan. Since 1993 he has been a member of the Register of Chartered Accountants of Milan and since 1995 of the Register of Auditors. In 2000, he acquired the title of *Chartered Financial Analyst* (CFA).

After several years in the administration and finance area of multinational groups (Montedison, RCS, Alleanza Farmaceutica), from 1993 to 2002 he was a manager at Consob.

From 2002 to 2015 he led the market activities from the capital of Centrobanca (UBI Banca Group) and then, after leaving the bank, he was the promoter of Capital For Progress 1 S.p.A.

Antonio Perricone

Antonio Perricone graduated in 1976 from the State University of Palermo with a degree in Economics and Commerce and in 1979 he received a Master in Business Administration (MBA) from Bocconi University. He began his career at Credito Italiano, before moving to New York in 1980 at Banco Ambrosiano. From 1982 to 1984, he was a Partner of the Institutional Service Center in New York and later Vice President of American Express Bank. Returning to Italy, after a brief managerial experience at Olivetti, in 1990 he was appointed Chief Executive Officer of C.C.F. Charterhouse S.p.A.. In 1996 he became a Partner of BS Private Equity, directly managing numerous investments (Guala Closures S.p.A./Polybox, Salmoiraghi & Viganò, ICO-Quid Novi, Logic Control, Carapelli, Segesta and Ducati Motor Holding). In 2011 he was appointed Director and, therefore, Managing Director of Amber Capital Italia SGR. In 2015 he was the promoter of Capital For Progress 1 S.p.A..

Alessandro Chieffi

Born in 1964, Alessandro Chieffi completed most of his professional career in prestigious companies, providing legal advice on various issues of corporate interest, with a particular focus on the financial markets. Since 1998 and for 10 years, he has been Head of Legal Affairs of Borsa Italiana, assuming for some years also the leadership of the Listing Department. For more than 10 years he has been working as a freelance consultant at the Milan Bar. He has held corporate positions in various listed and unlisted companies. He is secretary of the Corporate Governance Committee. He frequently speaks at conferences and seminars as a speaker.

Alessandra Bianchi

Alessandra Bianchi graduated with honors in 1999 from Bocconi University where she worked in the corporate finance area. Subsequently, she worked for five years in Interbanca's Equity Capital Markets and in 2006 became Investment Manager at BS Investimenti, following in particular the IPEF IV fund. Since 2011, he has been a buy-side analyst for the equity funds managed by Amber Capital SGR and Portfolio Manager of the private equity fund Amber Energia.

Paolo Melloni

Paolo Melloni, after graduating in mechanical engineering from the Politecnico di Milano, obtained a Master's Degree in Business Administration from Bocconi University.

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After several years at Bain & Company, from 1993 to 1998 he was a manager at Dun & Bradstreet. In 1992 he joined the team of Associate Investors where he directly followed numerous investments (Arena, Grohe, Selective Beauty). Afterwards Paolo will be a manager in Centrobanca's *private equity* activities until 2003 and from 2004 to 2012 again in Investitori Associati SGR as a Partner.

He is currently CEO of the Plasma Business Unit of Kedrion's US operations.

The complete *curriculum vitae* of the candidates proposed, together with the documentation required by the regulations in force, are available to the public at the company's registered office, as well as on the company's website at the address <http://www.capitalforprogress.it> Corporate Governance / Shareholders' Meetings section).

The Board of Directors also believes that it will propose to the Shareholders' Meeting that the gross annual compensation for the Board of Directors' remuneration be set at a total of Euro 30,000, in addition to the reimbursement of expenses incurred in carrying out the assignment.

The new Board of Directors will then be free to pay remuneration in the event of the early termination of the office of one or more of its members, obviously without prejudice to revocation for just cause (the so-called golden parachute), in order to stabilise its position also so that the Company can fully pursue its investment policy.

Finally, it should be noted that at the date of this Report, (i) all the candidates for appointment as Director have notified the Company of their acceptance of the office, with effect subject to the effectiveness of the new Articles of Association; and (ii) the candidates Paolo Melloni and Alessandro Chieffi have declared that they meet the requirements of independence pursuant to art. 148, paragraph 3, of the Consolidated Law on Finance.

6. Text of the decision

In order to allow for an orderly development of the process described above, the directors of CFP2 consider that they are proposing a single resolution for all the points of the extraordinary meeting listed above and stress that it requires, under the law and the articles of association, a qualified majority of two thirds of the capital to be approved.

The special shareholders will hold their special meeting following the resolution of the ordinary shareholders and have already undertaken to vote in favour of all the proposed resolutions.

In view of the above, if you agree with the proposal made, we invite you to take the following decisions.

Ordinary part

*"The ordinary shareholders' meeting of Capital For Progress 2 S.p.A. (the "**Company**"),*

- *having regard to and having approved the illustrative report of the Board of Directors;*
- *having taken note of the draft financial statements as at 31 December 2018 prepared by the directors, the management report, the report of the independent auditors KPMG and the report of the board of statutory auditors;*
- *having acknowledged the resignation of all members of the Board of Directors as of the entry into force of the new Articles of Association;*

decision

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1. *to approve the Company's draft financial statements as at 31 December 2018;*
2. *to authorise the purchase of treasury shares with the right to subsequent cancellation, in particular:*
 - (i) *to authorise the administrative body, as from today's date, to carry out transactions for the purchase of treasury shares on the AIM Italia market pursuant to Article 2357 of the Italian Civil Code and Article 144-bis, first paragraph, letters b) and d-ter), of the Issuers' Regulations, establishing that:*
 - (a) *the purchase may be made, on one or more occasions, until 4 August 2019 up to a maximum amount of 6,195,000 treasury shares at a minimum unit price of Euro 8.00 (eight/00) and a maximum of Euro 10.00 (ten/00);*
 - (b) *the purchase, even in several tranches, must be made in compliance with the equal treatment of shareholders and within the limits of distributable profits and/or available reserves resulting from the latest financial statements duly approved at the time of the transaction, proceeding to the necessary accounting entries in the manner and within the limits of the law;*
 - (c) *only fully paid-up shares may be purchased;*
 - (ii) *to authorise the Board of Directors to carry out transactions for the purchase of treasury shares pursuant to Article 2357 of the Italian Civil Code on the AIM Italia market by granting all shareholders holding treasury shares, in proportion to the shares they hold, a put option pursuant to Article 144-bis, paragraph 1, letter d), of the Issuers' Regulations, establishing that:*
 - (a) *the put option may be exercised by the shareholders during the period 6 May 2019 - 24 May 2019 (inclusive) at a unit price of the shares of Euro 10.00;*
 - (b) *payment for the shares purchased in this way will be made on 3 June 2019, or on the first following open market day if, for contingent reasons, it was not possible to proceed on 3 June 2019, in the manner to be determined in good time by the Board of Directors;*
 - (c) *the purchase, even in several tranches, must be made in compliance with the equal treatment of shareholders and within the limits of distributable profits and/or available reserves resulting from the latest financial statements duly approved at the time of the transaction, proceeding to the necessary accounting entries in the manner and within the limits of the law;*
 - (d) *only fully paid-up shares may be purchased;*
 - (iii) *to authorise the Board of Directors so that, pursuant to and for the purposes of Article 2357-ter of the Italian Civil Code, it may may dispose, at any time, in whole or in part, on one or more occasions, even before the purchases have been exhausted, of the treasury shares purchased on the basis of this resolution or in any case in the Company's portfolio, by selling them on the market or otherwise off the market, or by transferring any real and/or personal rights relating to them, also giving the Board of Directors the power to establish, in compliance with the provisions of law and regulations, the terms, the terms and conditions of the deed of disposal of treasury shares deemed most appropriate in*

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the interest of the Company, with the right to appoint special proxies for the execution of the deeds of disposal referred to in this resolution, as well as any other formalities relating thereto, it being understood that the consideration for the transfer of the right of ownership and of any other real and/or personal right must not be less than 20% (twenty percent) lower than the market value of the right transferred on the day preceding each individual transfer;

(iv) to grant the Board of Directors all the widest powers necessary to carry out the purchases and sales of the treasury shares that precede it, with the power to appoint special proxies for the execution of the purchases and sales transactions referred to in this resolution, as well as any other formalities relating to the same, with the gradual approach deemed appropriate in the interest of the Company, as permitted by current legislation;

3. *to appoint the following as members of the Board of Directors:*

*(i) **Marco Maria Fumagalli**, born in Bergamo, on September 22, 1961, resident in Milan, via San Francesco d'Assisi, 6, fiscal code FMGMCM61P22A794A, acting as president;*

*(ii) **Antonio Perricone**, born in Palermo on 26 January 1954, residing in Milan, via Senofonte 2b, tax code PRRNTN54A26G273Y;*

*(iii) **Alessandro Chieffi**, born in Cremona on 18 August 1964, residing in Milan, via Giuseppe Vigoni 5, tax code CHFLSM64E18D1500, meeting the requirements of independence;*

*(iv) **Alessandra Bianchi**, born in Como, on 11 August 1974, resident in Lurago Marinone (CO), via Dante Alighieri 20, tax code BNCLSN74M51C933B;*

*(v) **Paolo Melloni** born in Milan on 16 April 1961, residing in Milan, Corso Italia, 22, tax code MLLPLA61D16F205K, meeting the requirements of independence*

all domiciled for their office at the registered office of the Company;

4. *to provide that the Board of Directors thus appointed shall remain in office for 3 (three) financial years until the approval of the financial statements as at 31 December 2021;*

5. *to set at Euro 5,000 the gross annual remuneration for the remuneration of each member of the Board of Directors and Euro 10,000 for the Chairman, to be allocated pro rata temporis, in addition to the reimbursement of expenses incurred in carrying out the assignment,*

it being understood that the effectiveness of the deliberations referred to in points 3 to 5 above is subject to the effectiveness of the new statutes referred to in point 1(v)(a) of the extraordinary part;

6. *to confer all and more extensive powers on the Board of Directors, and on its behalf on the directors Alessandra Bianchi and Marco Maria Fumagalli, jointly and severally, including through proxies appointed by them within the limits of the law, to implement the above resolutions, as well as to provide for all further fulfilments and consequent formalities.*

Extraordinary part

"The Extraordinary Shareholders' Meeting of Capital For Progress 2 S.p.A. (the "**Company**"),

- *having regard to and having approved the illustrative report of the Board of Directors;*

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- *considering the determination of the unit value of the liquidation of the Company's ordinary shares by the Board of Directors of the Company pursuant to Article 2437-ter of the Italian Civil Code and the Company's current Articles of Association in relation to the right of withdrawal for the Company's shareholders and the right of redemption for the Company,*

decision

1. *to approve the following:*

- (i) *to cancel Article 7.3 of the current Articles of Association in its entirety, authorising the Board of Directors to use the Company's liquidity for (a) the redemption of withdrawing shareholders, (b) the payment of the redemption price referred to in point (ii) below, and (c) the purchase of treasury shares, with the consequent loss of the Restricted Current Account (as defined in Article 7.3 of the current Articles of Association) and related release with respect to the escrow agent UBI Banca S.p.A. The Board of Directors also authorised the termination of the contract concluded with the latter for this purpose, and of the current custodian banks with which the Restricted Current Account was opened;*
- (ii) *to provide the right for the Company to redeem ordinary shares if (i) on 24 May 2019 the number of own shares already acquired by the Company plus the number of shares for which the put option has been exercised by the shareholders pursuant to point 2(ii) of the ordinary share exceeds the threshold of 6.195,000 ordinary shares or (ii) if Borsa Italiana S.p.A. revokes the listing of the ordinary shares on the AIM Italia market, and consequently to acknowledge the forfeiture of the CFP2 Warrants as a result of the exercise of the right of redemption;*
- (iii) *as a result of the resolutions referred to in points (i) and (ii) above, to amend Articles 8.3 and 15.1 of the current Articles of Association, to delete the reference to Article 7.3 in Article 15.4 of the current Articles of Association, and to insert the new Article 6-bis as follows:*

"8.3 For the purposes of determining the liquidation value of the shares, if the withdrawal is exercised before the Company has completed the Relevant Transaction, the Board of Directors (or the expert in the case referred to in Article 2437-ter, paragraph 6, of the Italian Civil Code), given the nature of the Company up to that date, shall apply the criterion, being consistent with the provisions of Article 2437-ter, paragraphs 2 and 4, of the Italian Civil Code, of the Company's equity".

"15.1 The Ordinary and Extraordinary Shareholders' Meeting shall resolve on the objects attributed to it by law and regulations, including, where applicable, the AIM Italia Regulations. The Ordinary Shareholders' Meeting is also competent to resolve on the authorisation of directors: (i) to carry out the Relevant Transaction even if this consists in the acquisition of shareholdings in other companies through the subscription of capital increases or the purchase and sale of shareholdings and/or contribution operations and unless the competence of the Extraordinary Shareholders' Meeting does not exist; (ii) until the effective date of the Relevant Transaction, to use the liquidity of the Company, and (iii) until the effective date of the Relevant Transaction, to assume new bank financial indebtedness, without prejudice to any advance payment of interest that will

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accrue on the liquidity of the Company, without prejudice in all cases to the responsibility of the directors for the actions taken".

"6-bis.1 In compliance with the provisions of Article 2437-sexies of the Italian Civil Code, the Company shall have the right to redeem at a price of Euro 10.00 per share all the ordinary shares owned by each shareholder if (i) on 24 May 2019 the number of treasury shares purchased by the Company plus the number of shares for which the shareholders have exercised their put option, granted pursuant to Art. 144-bis, first paragraph, letter d) Issuers' Regulations by the ordinary shareholders' meeting of [April 30, 2019], exceeds the threshold of 6,195,000 ordinary shares or (ii) if Borsa Italiana S.p.A. revokes the listing of the ordinary shares on the AIM Italia market.

6-bis.2 The redemption right provided for in Paragraph 6-bis.1 above may be exercised by the Company by 31 May 2019 by communicating its intention in a press release. The execution of the purchase and sale of the shares subject to the right of redemption referred to in this Paragraph will take place on the date indicated in the press release, or on the first following open market day if, for contingent reasons, it was not possible to proceed on that date. With respect to trades in execution of the right of redemption, the shareholder subject to the right of redemption will not make any representations or warranties except those relating to the ownership of the Shares and their freedom from encumbrances or rights of third parties."

and for the purpose of approving the full text of the Statute in its updated form, in the text attached hereto under Annex A;

- (iv) to convert all special shares into ordinary shares at a ratio of 1:1 as of June 3, 2019;*
 - (v) subject to the non-occurrence of the exercise of the redemption right referred to in point (ii) above:
 - (a) to approve the new Articles of Association of the Company, which will be effective as of June 3, 2019, or on the date of settlement of the put option referred to in letter 2(ii) of the ordinary part, in the text attached hereto under Attachment B;*
 - (b) to acknowledge the forfeiture of the CFP2 Warrants as a result of the adoption of the new Articles of Association of the Company, and to grant the holders the extraordinary right to exercise the CFP2 Warrants in the period 10 June 2019 - 28 June 2019 (inclusive) under the conditions set out in the relevant Regulations in force, with delivery of the resulting securities at the end of that period;*
 - (c) to modify the investment policy adopted by the Company.**
- 2. to confer all and more extensive powers on the Board of Directors, and on its behalf on the directors Alessandra Bianchi and Marco Maria Fumagalli, jointly and severally, including through proxies appointed by them within the limits of the law, to implement the above resolutions, as well as to provide for all further fulfilments and consequent formalities".*

7. Conclusion

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The directors draw the attention of all shareholders to the **need to attend the meeting and vote in favour of the resolutions** proposed to facilitate the process of liquidation of shareholders who do not intend to continue with the initiative.

Moreover, **given that the resources required to make purchases of treasury shares, including those resulting from the exercise of the put option, are those currently present in the restricted current account, the effectiveness of these purchases - and therefore the early redemption for shareholders who so wish - is subject not only to the approval of the relevant resolution on the ordinary part but also to that on the extraordinary part.**

In particular, they point out that **if the indicated majority of 2/3 of the share capital is not reached, the Company will be liquidated by a third party professional and that in this case they are not able to make any commitment as to the timing of the operation.**

Milan, 5 April 2019

For the Board of Directors

The President

Marco M. Fumagalli
