

Guala Closures S.p.A.

Board of Directors' presentation to shareholders of the Annual Financial Report including the draft financial statements as of 31 December 2018, the consolidated financial statements as of 31 December 2018, Operations Report, non-financial statement and the reports prepared by the auditors and by the Board of Statutory Auditors. Related and consequent resolutions.

Proposed allocation of the profit for the year. Related and consequent resolutions

Shareholders,

we submit for your approval the draft financial statements for fiscal year ended 31 December 2018, approved by the Board of Directors on 19 March 2019.

The annual financial report for fiscal year ended December 31, 2018, containing the draft financial statements of Guala Closures S.p.A. (the "Guala Closures" or the "Company"), the consolidated financial statements, together with the report of the Board of Directors on the management and the certification pursuant to art. 154-bis, paragraph 5, of Legislative Decree 58 of 24 February 1998 (the "TUF"), and the consolidated non-financial statement prepared pursuant to Legislative Decree 254/2016 are made available to the public in compliance with the terms and conditions of the law, as well as the report of the Board of Statutory Auditors and the report of the Auditors KPMG SpA

With reference to the second item on the agenda, it should be noted that the draft financial statements for the year ended December 31, 2018, show an operating profit of Euro 12,851,915, which we propose to allocate as follows:

- to the legal reserve Euro 642,596 equal to 5% of the entire profit for the year pursuant to art. 2430 Civil Code;
- to the reserve for unrealized foreign exchange gains of € 23,234 equal to the difference between unrealized exchange gains and losses as at 31.12.2018 pursuant to art. 2426 8bis) Civil Code;
- the difference of € 12,186,085 as extraordinary reserve.
- Referring to the aforementioned documentation, the Board of Directors invites you to approve the financial statements for fiscal year ended December 31, 2018, which close with a result for the year of Euro 12,851,915, proposing to take the following resolution:

The Shareholders' meeting ,

- having examined the Report of the Board of Directors on management;
- having read the Report of the Board of Statutory Auditors and the Report of the Independent Auditors KPMG S.p.A ;
- having examined the financial statements for fiscal year ended 31 December 2018, in the draft presented by the Board of Directors, which closed with a profit for the year of € 12,851,915;

resolves

1. to approve the draft financial statements of Guala Closures S.p.A. as of December 31, 2018 and the related accompanying reports;
2. to approve the destination of the profit as follows:
 - to the legal reserve Euro 642,596 equal to 5% of the entire profit for the year pursuant to art. 2430 Civil Code;
 - to reserves for unrealized foreign exchange gains of € 23,234 equal to the difference between unrealized exchange gains and losses as at 31.12.2018 pursuant to art. 2426 8bis) C.C.;
 - the difference of € 12,186,085 as extraordinary reserve.
3. to grant to the Chairman of the Board of Directors and Chief Executive Officer - also through special attorneys and / or legal representatives of the Company - a broad mandate to carry out all the initiatives consequent to the hiring and inherent in the implementation of these resolutions.

On behalf of the Board of Directors

The Chairman of the Board of Directors and Chief Executive Officer

Cav. Lav. Ing. Marco Giovannini

