

CATALOGUE no.

FILE no.

MINUTES

of the

Ordinary and Extraordinary Meeting of the Shareholders

of the Joint Stock Company

"BULGARI S.p.A."

REPUBLIC OF ITALY

In the year two thousand and eight on the eighteenth of April

18.04.2008

In Via Federico Cesi 37, Rome, in a room of Hotel Visconti Palace, at 11.00 a.m. (eleven o' clock ante meridiem precisely).

Before myself, Alfredo Maria Becchetti, Notary in Rome with offices in Lungotevere dei Mellini 51, registered in the Rome United Notarial Districts of Velletri and Civitavecchia.

Appears

Mr. Paolo Bulgari born in Rome on 8 October 1937, with domicile for his position at the hereafter mentioned address, who intervenes in this deed as Chairman of the Board of Directors of the joint stock company

"BULGARI S.p.A."

having registered office in Via dei Condotti 11, Rome and headquarters and operational offices in Lungotevere Marzio 11, Rome, having fully subscribed and paid share capital of 21,020,549.20 euros and registered with the Rome Registrar of Companies with registration number and tax code 00388360588

(formerly the Rome Registrar of Companies no.2031/59), REA registration number RM-69511 and VAT number 00875591000.

I, Notary, am personally certain of the personal identity and position held by the above-mentioned person.

The Appearing Party greeted those present and thanked them for attending the meeting.

He then assumed the role as Chairman of the Meeting in accordance with article 10 of the Company's bylaws, declared the session open and started the proceedings of today's shareholders' meeting.

The Chairman of the Meeting noted that the meeting had been called for today's date, at this location and at 11.00 a.m. in first call through the publication of a notice in the Official Journal of the Republic, Part II no. 31 of 13 March 2008 (paid notice no. S-082049), to discuss and adopt resolutions on the following matters

Agenda

Ordinary Part

1. The appointment of a director pursuant to and to the effects of article 2386 of the Italian civil code - determination of his emoluments.

2. Financial statements for the year ended 31 December 2007, report of the directors on the company's performance, report of the board of statutory auditors and report of the external

auditors; allocation of net income; presentation of the Group's consolidated financial statements for the year ended 31 December 2007; related and consequent resolutions.

3. Proposal to authorise the Company to purchase and sell treasury shares, including by the use of financial instruments (put and call options); related and consequent resolutions.

4. Appointment of the members of the board of statutory auditors for the years 2008, 2009 and 2010 and the determination of their fees.

5. Annual disclosure relating to the system of corporate governance.

Extraordinary Part

1. Proposal to increase share capital by payment, divisible and to be subscribed by the issue of a maximum of 1,800,000 (one million eight hundred thousand) ordinary shares each of par value 0.07 euros, reserved pursuant to article 2441, paragraph 5, of the Italian civil code, for the Chief Executive Officer, Mr. Francesco Trapani; consequent granting of powers to the Board of Directors to execute the capital increase, if necessary on more than one occasion. Related and consequent resolutions.

The Chairman of the Meeting invited my self, Notary to the meeting, to act as Secretary, to take the minutes of today's meeting of shareholders in both ordinary and extraordinary

session, and asked those Shareholders who were in agreement to express this by raising their hands.

A vote by a count of hands followed which was checked by counting the votes against the proposal and abstentions.

The designation was approved unanimously.

The Chairman of the Meeting then acknowledged:

a) that the meeting had been properly called and that notice of the meeting had also been published in an appropriate announcement published in the daily newspaper "M F - Milano Finanza" in its national edition of 14 March 2008 (file 31, page 22);

b) that following the lodging of the respective certificates in accordance with the provisions of law, as envisaged by the notice of call and in compliance with each and every other provision found in law and the Company's bylaws, at the present moment (11.05 a.m.) (zero five minutes past eleven ante meridiem) shareholders having voting rights and attending in person or through representatives, who are holders on their own behalf, in their capacity or by proxy of 204,047,062 shares equal to 14,283,294,34 euros and 67.95% (sixty seven point nine five per cent) (rounded to two decimal places) of share capital out of the 300,293,560 (three hundred million, two hundred and ninety three thousand five hundred and sixty) ordinary shares representing the whole share capital of 21,020,549.20 (twenty one million twenty thousand five hundred

and forty nine point two zero) euros, are present, as per the list of names of shareholders attending on their own behalf or by proxy both at this present moment and subsequently - as will be minuted hereafter - on which the number of their respective shares is indicated.

In this respect it is noted that the shareholder Caceis Bank, owner of a total of 6,696,546 (six million six hundred and ninety six thousand five hundred and forty six) ordinary shares equal to 2.23% (two point two three per cent) of share capital did not make the communication required by article 120, paragraph 2 of Legislative Decree no. 58 of 24 February 1998 relating to situations in which the investment threshold of 2% (two per cent) of share capital is exceeded. Pursuant to paragraph 5 of the quoted article 120, the voting rights pertaining to the shares for which the communication provided for in paragraph 2 has been omitted may not be exercised. Accordingly when counting the shares with voting rights, the shareholder Caceis Bank will be included only as to a total of 6,005,871 (six million five thousand eight hundred and seventy one) shares equal to 2% (two per cent) of share capital, excluding thereby the investment exceeding that threshold;

c) that in addition to himself as Chairman, the following members of the Board of Directors are in attendance: the Chief Executive Officer Mr. Francesco Trapani, the Deputy Chairman Mr. Nicola Bulgari and the Directors Messrs. Paolo Cuccia and

Giulio Figarolo di Gropello; the Directors Mr. Claudio Sposito and Mr. Claudio Costamagna have justified their absence;

d) that the following standing members of the Board of Statutory Auditors are in attendance: Mr. Maurizio de Magistris, Chairman, Mrs. Stefania Libori and Mr. Francesco Mariano Bonifacio, auditors;

e) that Mr. Arrigo Parisi, partner of KPMG S.p.A., the company engaged to audit the financial statements, is in attendance.

The Chairman of the Meeting therefore declared the Meeting validly constituted in first call and able to discuss and adopt resolutions on the matters on the Agenda.

After noting that without anybody's objection certain of the Company's executives and managers, members of the press, financial analysts and persons assisting myself, Notary, in taking minutes were in attendance and taking part in today's meeting, the Chairman requested those shareholders entitled to vote and their representatives in attendance not to leave the meeting room during the proceedings and, in particular, during voting, advising them that should they wish to or have to leave the room temporarily or permanently, then they should indicate this to the staff at the entrance for due communication to myself, Notary, in order for me to know the exact number of those taking part in the voting procedures at the time these are carried out.

He then acknowledged that pursuant to legislation relating to

the protection of the personal data of natural persons and other parties, "BULGARI S.p.A." is the owner of the data processing and that the personal data (first name, last name, place of birth, residence and professional qualifications) of participants at the shareholders' meeting have been and will be requested in the form and to the extent connected with the obligations, the duties and the purposes envisaged by prevailing laws and regulations; these data will be included in the minutes of the meeting following manual and automated processing, and may be communicated in the form and to the extent connected with the obligations, the duties and the purposes envisaged by the above-mentioned laws and regulations.

He then informed the meeting that in accordance with, pursuant to and to the effects of all the provisions and measures issued by CONSOB, the reports of the Board of Directors of 18 January, 29 February and 11 March on the matters on the agenda of this meeting were lodged with Borsa Italiana S.p.A. and at the Company's registered office on 5 April 2008, as well as being handed to shareholders on entry.

In conclusion, he informed the meeting of the following:

a) the informational requirements in respect of CONSOB as per Legislative Decree no. 58 of 24 February 1998, as amended by the changes introduced by Law no. 262 of 28 December 2005 and by all other provisions on the subject, have been regularly and punctually satisfied, as those per the Regulations imple-

menting Legislative Decree no. 58 of 24 February 1998 regarding the governance of issuers (adopted by CONSOB in resolution no. 11971 of 14 May 1999 and subsequently amended) referred to in the following for short as the "Regulations for Issuers" and no requests have been received for clarifications or additional documents nor have any observations been made by CONSOB in this regard;

b) the Company's share capital amounts to a total of 21,020,549.20 (twenty one million twenty thousand five hundred and forty nine point two zero) euros and consists of 300,293,560 ordinary shares each of par value 0.07 euros;

c) at the present date the Company is the owner of 800,000 (eight hundred thousand) treasury shares equal to 0.27% (nought point two seven per cent) of its share capital;

d) there were 18,000 (eighteen thousand) shareholders recorded in the Shareholders' Register on 16 April 2008;

e) the number of shares and the percentage of share capital held by shareholders representing more than 2% (two per cent) of share capital recorded in the Shareholders' Register on 16 April 2008 were as follows:

SHAREHOLDERS	%
- UNIONE FIDUCIARIA SPA	51.56

of which 51.35% forms part of the shareholders' agreement and is made up as follows:

- BULGARI PAOLO	23.47
- BULGARI NICOLA	23.47
- TRAPANI FRANCESCO	4.40
- CAISSE DES DEPOTS ET CONSIGNATIONS	2.23
- HARRIS ASSOCIATES LP	2.10
- OPPENHEIMER - FUNDS INC.	2.41

f) a block voting agreement exists to which are party the shareholders Messrs. Paolo Bulgari, Nicola Bulgari and Francesco Trapani, duly communicated in its original wording and with the amendments made thereafter, within the terms required, to CONSOB, and also in the current version, lodged and registered at the Rome Registrar of Companies on 27 July 1998 pursuant to the combined provisions of articles 122 and 207 of Legislative Decree no. 58 of 24 February 1998 and subsequent provisions on the matter; at the present date a total of 154,186,348 ordinary shares equal to 51.35% of the Company's share capital are restricted by the block voting agreement (of which 70,490,000 belong to Mr. Paolo Bulgari, 70,490,000 to Mr. Nicola Bulgari and 13,206,348 to Mr. Francesco Trapani) and are held in the name of Unione Fiduciaria S.p.A. on the basis of the instructions given by the parties to the agreement, including for the purposes of exercising the rights connected with such shares.

In addition:

a) he clarified that the list of the names of the shareholders

attending the shareholders' meeting either on their own behalf or as a proxy, together with the number of their respective shares, will be attached to the minutes under the letter "A" and that for shareholders represented by proxy the propriety of the proxy forms has been verified, with the forms becoming part of the Company's records, and that they respond to the requirements of article 2372 of the Italian civil code;

b) he recalled that shares for which the communication as per article 34 of CONSOB regulation 11768 of 23 December 1998 has not been made are not entitled to vote;

c) he requested those attending not to forget that pursuant to the above-mentioned regulation a loss of entitlement to vote could ensue and that this would hold for all votes taking place during the present meeting, inviting anybody finding themselves in contrast with this provision to abstain from voting and to regularise their position if this be the case.

After acknowledging that at the present time (11.15 a.m.) shareholders entitled to vote and holders of a total of 204,047,062 shares equal to 14,283,294.34 (fourteen million two hundred and eighty three thousand two hundred and ninety four point three four) euros and 67.95% (sixty seven point nine five per cent) (rounded to two decimal places) of share capital are in attendance, in person or through representatives, the Chairman of the Meeting passed to consideration of the **FIRST** matter on the Agenda of the Ordinary Part of the

meeting.

In this respect the Chairman invited the Chief Executive Officer of the Company, Mr. Francesco Trapani, to read the Report of the Board of Directors regarding the appointment of a member of the Board of Directors for the years 2008 and 2009 following prior determination of his compensation.

The report itself, in a copy certified by myself Notary as conforming to the original version signed pursuant to law and forming part of the Company's records, is attached to these minutes under the letter "B" and thereby constitutes an integral and substantial part of these minutes.

At **11.20 a.m.** the Chairman of the Meeting declared the discussion on the matter in question open.

He invited anyone wishing to speak to do so using the microphone made available for the purpose and to state their name or the name of the shareholder they are representing and the number of shares held.

The representative of Unione Fiduciaria took leave to speak, making the proposal to confirm in his position the director Paolo Cuccia, who had been previously co-opted and appointed by the Board of Directors pursuant to article 2386 of the Italian civil code, and to pay him an annual compensation of 45,000.00 (forty five thousand point zero zero) euros - and to reimburse him with any expenses incurred for his position - as already resolved by shareholders last year on the appointment

of the members of the Board of Directors.

Being so entitled, Mr. Angeletti Franco, the holder of 5 (five) ordinary shares, asked for and obtained leave to speak, expressing his agreement with the appointment of Mr. Cuccia as a director of the Company and complimenting the choice made in this respect.

Nobody else asked leave to speak.

The Chairman of the Meeting declared the debate on the matter under discussion closed and therefore asked the meeting to adopt a resolution on the matter.

He noted the following:

- that votes must be cast by using the form prepared for the purpose of expressing a vote on the matter in question which was handed to those entitled to vote as they entered the room; he asked those voting to indicate their vote, their name and the number of shares held on the form, to sign it and pass it to myself, Notary;

- that at the present moment the shareholders entitled to vote and present in the room and the number of shares entitled to vote had remained unaltered compared to the previous count.

Voting took place at **11.25 a.m.**

The voting papers handed over were checked by myself, Notary, and by the Chairman of the Board of Statutory Auditors, Mr. Maurizio de Magistris, and the result of the vote was communicated to the Chairman of the Meeting.

The Chairman of the Meeting noted that the result of the vote was the following:

SHARES VOTING:

204,047,062 shares equal to **14,283,294.34** euros and **67.95%** (rounded to two decimal places) of share capital.

VOTES IN FAVOUR:

203,965,269 shares
equal to **14,277,568.83** euros
and **67.92%** (rounded to two decimal places) of share capital.

VOTES AGAINST:

19,068 shares
equal to **1,334.76** euros
and **0.01%** (rounded to two decimal places) of share capital.

(The vote expressed by shareholders as per the list attached to these minutes under the letter "C" comprising an integral and substantial part of these minutes).

ABSTENTIONS:

shares **62,725**
equal to **4,390.75** euros
and **0.02%** (rounded to two decimal places) of share capital.

(The vote expressed by shareholders as per the list attached to these minutes under the letter "D" comprising an integral and substantial part of these minutes).

As a consequence, therefore, with the above-mentioned majority the general meeting of shareholders

- adopted the resolution -

proposed by the representative of Unione Fiduciaria and stated above and therefore:

- pursuant to and to the effects of article 2386 of the Italian civil code confirms Mr. Paolo Cuccia in the position of director of Bulgari S.p.A.;

- allocates to Mr. Cuccia for the full term of office the same annual compensation as that already allocated to the other directors, namely 45,000.00 (forty five thousand point zero zero) euros, together with the reimbursement of any expenses incurred for his position.

The Chairman of the Meeting passed to consideration of the **SECOND** matter on the Agenda of the Ordinary Part of the meeting.

Considering that:

- all of the documentation relating to the financial statements has been properly lodged at the Company's registered office pursuant to prevailing laws and regulations;

- this documentation was handed to shareholders on entering the room;

- shareholders have therefore had the possibility of reviewing the documentation directly,

the Chairman invited the meeting to dispense him with the reading of the financial statements.

The meeting expressed its agreement with this unanimously.

The Chairman therefore invited the Chief Executive Director to provide a summary of the figures in the annual financial statements and in the consolidated financial statements.

Employing graphs and tables projected onto the screen and commenting on these the Chief Executive Director provided the meeting with an ample and detailed report on the most important events taking place during 2007.

On completing his presentation the Chief Executive Director then described the proposal to distribute a dividend of 0.32 (nought point three two) euros per share by making a distribution of net income for 2007 in full and for the balance using retained earnings and part of available reserves.

Referring to the proposal to distribute net income for the year, he clarified that should shareholders approve such proposal the dividend will be put into payment from 22 May 2008 by detaching coupon no. 14 on 19 May 2008.

The Chairman of the Meeting then invited the Chairman of the Board of Statutory Auditors to read out the Report of the Board of Statutory Auditors on the financial statements for the year ended 31 December 2007.

A reading of the report followed.

On the invitation of the Chairman of the Meeting, the Company's Chief Executive Director, Mr. Francesco Trapani, in conclusion read the Reports of the Auditors issued by KPMG

S.p.A. pursuant to article 156 of Legislative Decree no. 58 of 24 February 1998 and subsequent provisions on the matter, regarding, on one hand, the financial statements of BULGARI S.p.A. and, on the other, the consolidated financial statements.

A reading of the Reports of the Auditors followed.

The above-mentioned documents (the annual financial statements, the Report of the Board of Directors on Performance, the Report of the Board of Statutory Auditors, the Report of the Auditors on the annual financial statements, the consolidated financial statements and the Report of the Auditors on the consolidated financial statements) in a copy certified by myself Notary as conforming to the respective original versions signed pursuant to law and forming part of the Company's records, collected together in a single file, are attached to these minutes under the letter "E" and thereby constitute an integral and substantial part of these minutes.

At **11.40 a.m.** the Chairman of the Meeting declared the discussion on the matter in question open.

He invited anyone wishing to speak to do so using the microphone made available for the purpose and to state their name or the name of the shareholder they are representing and the number of shares held.

Being so entitled the shareholder Mr. Giovanni Antonelli, the holder of 4,000 ordinary shares, asked for and obtained leave

to speak, raising the problem of the "aesthetic obsolescence" of the products in inventory and asking in particular whether there was an item in the financial statements capable of protecting the Company from this risk, raising the question also whether there was anybody looking after the way in which this situation evolves. Mr. Trapani replied to these questions by explaining that the problem of "aesthetic obsolescence" is well-known to the Company, that there is an item in the financial statements entitled "Provision for obsolescence" that is calculated on the basis of the age of the products in inventory and that this is capable of ensuring that the value of inventory is always adequate and updated.

Being so entitled the shareholder Prof. Luigi Chiurazzi, the holder of 1,000 ordinary shares, asked for and obtained leave to speak, stating above all that he had not been sufficiently informed on the matter in question and asking the Company in future to send the documentation relating to the financial statements to his domicile in order for him to be able to read it in advance. Despite the fact that he recognises the unquestionable prestige of the Bulgari Group, he stated that he would still like to receive an explanation regarding the euro/dollar exchange rate, emphasising a discrepancy between that used in the balance sheet and that used in the income statement. He then asked whether it is possible to make forecasts as to trends in exchange rates and more precisely

whether there is an upwards or a downwards trend.

Mr. Trapani replied to the questions raised by Prof. Chiurazzi by stating that the issue of exchange rates had already been taken into consideration in the 2007 financial statements and that the only certain forecast is that of implementing a commercial policy which tends to reduce the speculative risks arising from possible changes in exchange rates.

The shareholder Prof. Chiurazzi took leave to speak again, asking whether it would be possible to know the name of the actuary who prepared the report describing the valuation of the employees' leaving entitlement under the new IAS accounting standards, expressing his perplexity over the reasonableness of the discount rate used and asking in addition whether he may read that report.

The Chief Executive Director replied that the Bulgari Group had engaged the services of "MERCER", the Italian subsidiary of the international group of the same name, but that in general the report cannot be provided to third parties.

Prof. Chiurazzi continued by asking for explanations about the increase in the Bulgari Group's bank loans and Mr. Trapani explained that this increase is the result of a rise in the business's production capacity and the implementation of its policy of investing in new stores and in two new Swiss companies producing watch components. The ratio between debt and equity continues to be adequate, Mr. Trapani added.

At this stage Prof. Chiurazzi raised the problem of stock options and expressed his criticism of this.

At this point I, Notary, took leave to speak to explain that this matter forms part of the Extraordinary Part of the meeting and that therefore any discussion should be deferred until that time. Prof. Chiurazzi clarified that his comments referred to the stock options of prior years, expressing his preference for the old system of investing in shares and criticising the present scheme introduced by Mr. Romiti. He also criticised the means by which option rights are exercised; in his view, an option right should not be exercised on the expiry of the exercise term but solely at the end of a person's mandate or employment. He noted furthermore that he is the President of the Italian Association of Small Shareholders (*Associazione Italiana Piccoli Azionisti -AIPA*) and that therefore what he is saying was of a general and not personal nature.

Respecting the opinion expressed by Prof. Chiurazzi, the Chief Executive Director emphasised the need to introduce systems capable of uniting business interests with those of the employees, with the aim of maximising results.

The shareholder Prof. Chiurazzi continued by stating that he approved the work carried out by the Board of Statutory Auditors, expressing his wish that the Company will not opt in future for the so-called "Dual" system of corporate governance

recently introduced by the company law reform.

Being so entitled, the shareholder Mr. Franco Angeletti, the holder of 5 ordinary shares, asked for and obtained leave to speak, expressing his perplexity over the results achieved by the Company in 2007 and stressing that there was a fall of 35% in the Parent Company's net income, and that as a consequence of this profits, the profit would only appear sufficient to enable a distribution of dividends to a restricted number of shareholders, unless the Company also wished to utilise the available reserves.

Mr. Trapani replied by stating that Bulgari S.p.A. holds 100% of the capital of all the other companies making up the Group and that therefore the results stated in the consolidated financial statements have much greater importance than those of the Parent Company.

He noted in addition that despite this being a difficult moment on the stock markets, the Company's share has performed satisfactorily as multipliers are in line with the realities of this present moment.

Being so entitled the shareholder Mr. Paolo Campiglio, the holder of 1,000 ordinary shares, asked for and obtained leave to speak, calling for an explanation of the investments made in the new stores and asking in particular whether the amounts stated in the financial statements refer to owned or leased stores. In conclusion, he asked whether it would be possible

to receive slides of the financial statements.

Mr. Trapani replied by stating that he will receive the documentation requested and that the only property owned by Bulgari S.p.A. is that one referring to the store in Via Condotti 10, Rome, whereas all the other properties are leased. This situation is based upon a business strategy designed to avoid making investments in property in order to safeguard against the risks deriving from trends in the real estate market. He clarified, additionally, that the figures in the financial statements refer to money invested in the restructuring and modernisation of stores all over the world and to amounts paid as lease surrender payments.

Nobody else asked leave to speak.

The Chairman of the Meeting declared the debate on the matter under discussion closed and therefore asked the meeting to adopt a resolution approving the financial statements of the Company for the year ended 31 December 2007 and the accompanying Report of the Board of Directors on Performance and in particular the proposal for the allocation of net income contained in that Report.

He clarified that the dividend will be put into payment from 22 May 2008 by detaching coupon no. 14 on 19 May 2008.

He noted the following:

- that votes must be cast by using the form prepared for the purpose of expressing a vote on the matter in question which

was handed to those entitled to vote as they entered the room;

he asked those voting to indicate their vote, their name and

the number of shares held on the form, to sign it and pass it

to myself, Notary;

- that Mr. Antonelli, the holder of 4,000 ordinary shares, had

left the room after completing the voting procedure and that

therefore at the present moment the shareholders entitled to

vote and present in the room and the number of shares entitled

to vote had remained unaltered compared to the previous count.

Voting took place at **12.00 noon**.

The voting papers handed over were checked by myself, Notary,

and by the Chairman of the Board of Statutory Auditors, Mr.

Maurizio de Magistris, and the result of the vote was communi-

cated to the Chairman of the Meeting.

The Chairman of the Meeting noted that the result of the vote

was the following:

SHARES VOTING:

204,047,062 shares equal to **14,283,294.34** euros

and **67.95%** (rounded to two decimal places) of share capital.

VOTES IN FAVOUR:

202,654,562 shares

equal to **14,185,819.34** euros

and **67.48%** (rounded to two decimal places) of share capital.

VOTES AGAINST:

19,068 shares

equal to **1,334.76** euros

and **0.01%** (rounded to two decimal places) of share capital.

(The vote expressed by shareholders as per the list attached to these minutes under the letter "F" comprising an integral and substantial part of these minutes).

ABSTENTIONS:

1,373,432 shares

equal to **96,140.24** euros

and to **0.46%** (rounded to two decimal places) of share capital.

(The vote expressed by shareholders as per the list attached to these minutes under the letter "G" comprising an integral and substantial part of these minutes).

As a consequence, therefore, with the above-mentioned majority the general meeting of shareholders

- resolves -

1. To approve the financial statements of Bulgari S.p.A. for the year ended 31 December 2007, which close with net income of **51,425,355** euros, and the accompanying Report of the Directors.

2. To approve the proposal of the Board of Directors to distribute a unit dividend for 2007 of 0.32 euros per share, by distributing net income for 2007 in full (equal to 51,425,355 euros), using for the balance (equal to 44,668,584 euros) retained earnings and a part of available reserves.

3. To approve the date of 22 May 2008 as that from which prof-

its will be distributed and put into payment (by detaching coupon no. 14 on 19 May 2008).

The Chairman of the Meeting passed at **12.10 p.m.** to consideration of the **THIRD** matter on the Agenda of the Ordinary Part of the meeting.

In this respect he asked the Company's Chief Executive Director, Mr. Francesco Trapani, to read out the Report of the Board of Directors providing an illustration of the matter in question, lodged at the Company's registered office and with Borsa Italiana within the required terms.

The Report in a copy certified by myself Notary as conforming to the respective original versions signed pursuant to law and forming part of the Company's records is attached to these minutes under the letter "**H**" and thereby constitutes an integral and substantial part of these minutes.

At **12.15 p.m.** the Chairman of the Meeting declared the discussion on the matter in question open.

He invited anyone wishing to speak to do so using the microphone made available for the purpose and to state their name or the name of the Shareholder they are representing and the number of shares held.

Shareholder Prof. Luigi Chiurazzi asked for and obtained leave to speak, requesting an explanation as to the reason behind the purchase and sale of treasury shares. More specifically,

he asked whether the purpose of this instrument was to control the market or simply for internal reasons, such as a possible stock option plan reserved for the Chief Executive Director.

Mr. Trapani replied that the purchase and sale of treasury shares is a system existing since 1995 that enables management to be given the possibility of purchasing or selling treasury shares when the need arises.

Nobody else asked leave to speak.

The Chairman of the Meeting therefore declared the debate on the matter under discussion closed and asked the meeting to adopt a resolution on the matter.

He noted the following:

- that votes must be cast by using the form prepared for the purpose of expressing a vote on the matter in question which was handed to those entitled to vote as they entered the room; he asked those voting to indicate their vote, their name and the number of shares held on the form, to sign it and pass it to myself, Notary;

- that at the present moment the shareholders entitled to vote and present in the room and the number of shares entitled to vote amounted to **204,043,062**.

Voting on the first proposal followed.

At this point Prof. Chiurazzi intervened on the matter again; I, Notary, brought it to his attention that the debate was continuing after voting had taken place and that therefore it

was not possible to minute any additional comments.

The voting papers handed over were checked by myself, Notary, and by the Chairman of the Board of Statutory Auditors, Mr. Maurizio de Magistris, and the result of the vote was communicated to the Chairman of the Meeting.

The Chairman of the Meeting noted that the result of the vote was the following:

SHARES VOTING:

204,043,062 shares equal to **14,283,014.34** euros

and **67.95%** (rounded to two decimal places) of share capital.

VOTES IN FAVOUR:

203,272,162 shares

equal to **14,229,051.34** euros

and **67.69%** (rounded to two decimal places) of share capital.

VOTES AGAINST:

769,900 shares

equal to **53,893.00** euros

and **0.26%** (rounded to two decimal places) of share capital.

(The vote expressed by shareholders as per the list attached to these minutes under the letter "I" comprising an integral and substantial part of these minutes).

ABSTENTIONS:

1,000 shares

equal to **70.00** euros

and **0.00%** (rounded to two decimal places) of share capital.

(The vote expressed by Shareholders as per the list attached to these minutes under the letter "L" comprising an integral and substantial part of these minutes).

As a consequence, therefore, with the above-mentioned majority the general meeting of shareholders

- resolves -

- to approve wholly and fully the proposal of the Company's Board of Directors as per the Report on the matter in question and therefore:

1. To authorise the Chairman of the Board of Directors and the Chief Executive Director severally, pursuant to article 2357, paragraph 2, of the Italian civil code, to proceed with the purchase of treasury shares in a total number not to exceed 15,400,000 shares and at a price of between a minimum of 5 (five) euros and a maximum of 18 (eighteen) euros per share, within 18 (eighteen) months from the date of the shareholders' resolution; the purchase must take place on the Stock Exchange pursuant to article 132 of Consolidated Law 58/1998 and by the means and at the times provided by article 4.1.2 of the Regulations for Markets Organised and Managed by Borsa Italiana S.p.A..

2. To authorise, in addition, the sale of put options and the purchase of call options based on treasury shares, as a specific means of purchasing these shares and, therefore, consistent as to number, term and price (intended as the sum of the

exercise price and the premium) with the aforesaid purchase authorisation, with the explicit provision that said put options and call options shall be arranged solely with qualified dealers as per article 31, paragraph 2, of CONSOB Regulation no. 11522 of 1 July 1998, and that the Company shall execute the put options by cash settlement of the differential.

3. To authorise the Chairman of the Board of Directors and the Chief Executive Director severally, pursuant to article 2357-ter of the Italian civil code, to sell treasury shares held in portfolio at a unit price which shall not however be less than 5 (five) euros; the sale shall take place on the Stock Exchange, including at the blocks, or alternatively by another means if duly authorised by the Board of Directors.

4. To authorise in addition the sale of previously acquired call options or call options based on treasury shares as a specific mean of selling previously acquired shares held in portfolio and therefore consistent as to number, term and price (intended as the sum of the exercise price and the premium) with the aforesaid sales authorisation, with the explicit provision that said call options shall be sold solely to qualified dealers as per article 31, paragraph 2, of CONSOB Regulation no. 11522 of 1 July 1998, and that the Company shall execute the call options by cash settlement of the differential.

5. To authorise, finally, the purchase of put options and call

options having the same features as those sold and in a quantity not exceeding that of the put options and respectively call options sold and, at that moment, not yet exercised.

The Chairman of the Meeting passed at **12.25 p.m.** to consideration of the **FOURTH** matter on the Agenda of the Ordinary Part of the meeting relating to the appointment of the members of the Board of Statutory Auditors, whose term expires on the approval of the annual financial statements for the year ended 31 December 2007.

In this respect he called on the Company's Chief Executive Director, Mr. Trapani, to read out the Report of the Board of Directors illustrating the matter in question.

The Report in a copy certified by myself, Notary, as conforming to the respective original signed pursuant to law and forming part of the Company's records is attached to these minutes under the letter **"M"** and thereby constitutes an integral and substantial part of these minutes.

The Chief Executive Director Mr. Francesco Trapani called on the meeting to dispense with a reading of the aforesaid report as it consists of a mere exposition of the procedures required to be followed by law and the Company's bylaws for the appointment of statutory auditors.

The Chairman asked the meeting to express their agreement with the proposal of the Chief Executive Director by raising their

hands.

A vote by a count of hands followed which was checked by counting the votes against the proposal and abstentions.

The proposal was approved unanimously.

At this point the Chairman informed the meeting that that by the final date of the term allowed for presenting lists of candidates - pursuant to article 17 of the Company's bylaws and article 144-sexies, paragraph 4, and article 144-octies, paragraph 2, of the Regulations for Issuers - only one list had been presented.

He therefore passed to reading the names of the candidates for the position of standing statutory auditor and substitute statutory auditor included on the list presented by the majority shareholder on 1 April and published on the Company's website:

BULGARI S.p.A. BOARD OF STATUTORY AUDITORS LIST

I - Standing Auditors:

1) Eugenio Pinto, born in Taranto on 20 September 1959, with domicile for the position in Rome at the firm Pinto, Piazza Barberini, 45, tax code PNT GNE 59P20 L049V;

2) Maurizio De Magistris, born in Naples on 19 April 1958, with domicile for the position in Via Ludovisi, 45, Rome, tax code DMG MRZ 58D19 F839V;

3) Gerardo Longobardi, born in Rome on 17 July 1958 with domicile for the position in Rome at the law, tax and interna-

tional firm "Puoti, Longobardi e Associati", via Panama, 68,
tax code LNG GRD 58L17 H501I.

II - Substitute Auditors:

1. Tiziano Onesti, born in Rocca di Papa (RM) on 13 May 1960,
with domicile for the position in Rome at the firm Onesti, Via
Francesco Crispi, 36, tax code NST TZN 60E13 H404I;

2. Mario Civetta, born in Benevento on 10 April 1966, with
domicile for the position in Rome at the firm Pezzi in Via
Pietro Cavallini, 26, tax code CVT MRA 66D10 A783S.

I should like to inform you in addition that the Company ar-
ranged for the public to be informed by making an announcement
in the MF newspaper of 4 April 2008 that a list of candidates
had been lodged by the majority shareholder alone and that,
therefore, the election of the members of the control body
would be carried out with the majorities provided by law.

The Chairman of the Meeting declared the discussion on the
matter in question open.

He invited anyone wishing to speak to do so using the micro-
phone made available for the purpose and to state their name
or the name of the shareholder they are representing and the
number of shares held.

The representative of Unione Fiduciaria asked for and obtained
leave to speak, proposing an annual fee of 65,000.00 (sixty
five thousand point zero zero) euros to the Chairman of the
Board of Statutory Auditors and an annual fee of 50,000.00

(fifty thousand point zero zero) euros to the other members of the board.

Prof. Chiurazzi spoke to express his agreement with the proposal of Prof. Pinto as a candidate.

Nobody else asked leave to speak.

The Chairman of the Meeting declared the debate on the matter under discussion closed and therefore asked the meeting to adopt a resolution on the matter.

He noted the following:

- that votes must be cast by using the form prepared for the purpose of expressing a vote on the matter in question which was handed to those entitled to vote as they entered the room; he asked those voting to indicate their vote, their name and the number of shares held on the form, to sign it and pass it to myself, Notary;

- that at the present moment the shareholders entitled to vote and present in the room and the number of shares entitled to vote had remained unaltered compared to the previous count.

Voting took place at **12.35 p.m.**

The voting papers handed over were checked by myself, Notary, and by the Chairman of the Board of Statutory Auditors, Mr. Maurizio de Magistris, and the result of the vote was communicated to the Chairman of the Meeting.

The Chairman of the Meeting noted that the result of the vote was the following:

SHARES VOTING:

204,043,062 shares equal to **14,283,014.34** euros and **67.95%**

(rounded to two decimal places) of share capital.

VOTES IN FAVOUR:

202,857,394 shares

equal to **14,200,017.58** euros

and **67.56%** (rounded to two decimal places) of share capital.

VOTES AGAINST:

1,122,943 shares

equal to **78,606.01** euros

and **0.37%** (rounded to two decimal places) of share capital.

(The vote expressed by shareholders as per the list attached to these minutes under the letter "N" comprising an integral and substantial part of these minutes).

ABSTENTIONS:

62,725 shares

equal to **4,390.75** euros

and to **0.02%** (rounded to two decimal places) of share capital.

(The vote expressed by shareholders as per the list attached to these minutes under the letter "O" comprising an integral and substantial part of these minutes).

As a consequence, therefore, with the above-mentioned majority the general meeting of shareholders

- adopts the resolution -

to approve wholly and fully the appointment of the statutory

auditors on the list presented by Unione Fiduciaria and to allocate an annual fee of 65,000.00 (sixty five thousand point zero zero) euros to the Chairman and an annual fee of 50,000.00 (fifty thousand point zero zero) euros to each standing auditor.

The Chairman expressed his profound thanks to the outgoing auditors in the name of the entire board for the professional skills they brought to their work and the dedication they showed in their many years of activity.

The Chairman noted that at this point Mr. Paolo Campiglio, the holder of 1,000 ordinary shares, had left the room.

The Chairman of the Meeting passed at **12.45 p.m.** to consideration of the **FIFTH** matter on the Agenda of the Ordinary Part of the meeting.

In this respect he called on the Company's Chief Executive Director, Mr. Trapani, to read out the Report of the Board of Directors illustrating the matter in question.

The representative of Unione Fiduciaria S.p.A. asked for and obtained leave to speak, proposing to omit a reading of the Report considering that said document had been duly lodged and made available to shareholders and anybody else concerned, had been distributed and sent to anybody making a request, with the aim of enabling them to carry out a detailed review of the document in advance, and had also been published on the Com-

pany's website, in order for it to become known.

Nobody opposed this proposal.

Noting this the Chairman of the Meeting omitted a reading of the document for illustration to the meeting and asked whether anybody wished to speak or to have any matters clarified.

Prof. Chiurazzi asked for and obtained leave to speak, requesting that a summarised description be presented to the meeting although agreeing with the request of Unione Fiduciaria to dispense with a full reading.

Mr. Trapani replied in a synthetic way by stating that the report is in accordance with the requirements of the directive issued on the subject by CONSOB and those of the Corporate Governance Code issued by Borsa Italiana, with the exception of the principle stating that a director loses his independence nine years from the start of his mandate, the appointment of a leading independent director and the formation, within the Board, of an appointments committee; the Company believes that it need not carry out these recommendations.

Nobody else asked leave to speak.

The Report in question, in a copy certified by myself, Notary, as conforming to the original version signed pursuant to law and forming part of the Company's records, is attached to these minutes under the letter "P", and thereby constitutes an integral and substantial part of these minutes.

The Chairman of the Meeting passed at **12.55 p.m.** to considera-

tion of the **FIRST** matter on the Agenda of the Extraordinary Part of the meeting relating to the proposal to increase share capital by payment, divisible and to be subscribed by the issue of a maximum of 1,800,000 (one million eight hundred thousand) ordinary shares each of par value 0.07 euros, with the exclusion of option rights for shareholders pursuant to article 2441, paragraph 5, of the Italian civil code, as the shares are reserved for the Chief Executive Director, Mr. Francesco Trapani.

I invited the director Mr. Giulio Figarolo di Gropello, a member of the Compensation Committee, to read the Report of the Board of Directors illustrating the matter, which had been lodged at the Company's registered office and with the company managing the market within the required terms.

The report itself, in a copy certified by myself, Notary, as conforming to the original version signed pursuant to law and forming part of the Company's records, is attached to these minutes under the letter "Q", and thereby constitutes an integral and substantial part of these minutes.

Further the Chairman noted that, the auditing company KPMG S.p.A. in its report dated 3 April 2008, lodged at the Company's registered office within the terms of law, stated that it considers appropriate the criteria used by the Board of Directors to determine the issue price of the shares to be issued on carrying out the proposed capital increase.

The report itself, in a copy certified by myself, Notary, as conforming to the original version signed pursuant to law and forming part of the Company's records, is attached to these minutes under the letter "R", and thereby constitutes an integral and substantial part of these minutes.

The Chairman of the Meeting declared the discussion on the matter in question open.

He invited anyone wishing to speak to do so using the microphone made available for the purpose and to state their name or the name of the shareholder they are representing and the number of shares held.

Prof. Chiurazzi intervened to express his disagreement on the matter in question, believing it to be barely ethical or moral, clarifying that his criticism did not regard personally the Chief Executive Director Mr. Trapani, but rather the Italian system as a whole. He additionally noted that if the resolution on the agenda were not to be passed, the Company would obtain a great deal of publicity which would assure it greater visibility and also higher earnings, opening up thereby a new era in its business policy.

The Chairman Mr. Paolo Bulgari took leave to speak, agreeing with the views expressed but stating that in reality stock option plans are tools which enable businesses to be managed well.

Repeating his opinion on the matter Prof. Chiurazzi stated

that he would vote against the matter in question.

Mr. Angeletti then intervene stating that, despite the fact that he recognises Mr. Trapani's managerial skills, he would like to express his perplexity over the reservation in his exclusive favour of the increased part of capital, since that could raise doubts as to the high professional level of others within the Company who are likewise skilled and deserve to be adequately compensated.

Mr. Trapani replied that the reserve over the capital increase in favour of the Chief Executive Director is in accordance with the requirements established by the code on this matter and with the contents of the report of the board of directors; he noted additionally that other stock plans exist which are reserved for employees of the Company and the Group.

Nobody else asked leave to speak.

The Chairman of the Meeting therefore declared the debate on the matter under discussion closed and asked the meeting to adopt a resolution on the matter.

He noted the following:

- that votes must be cast by using the form prepared for the purpose of expressing a vote on the matter in question which was handed to those entitled to vote as they entered the room; he asked those voting to indicate their vote, their name and the number of shares held on the form, to sign it and pass it to myself, Notary;

- that at the present moment the shareholders entitled to vote and present in the room and the number of shares entitled to vote amounted to **204,042,062**.

Voting took place at **13.10 p.m.**.

The voting papers handed over were checked by myself, Notary, and by the Chairman of the Board of Statutory Auditors, Mr. Maurizio de Magistris, and the result of the vote was communicated to the Chairman of the Meeting.

The Chairman of the Meeting noted that the result of the vote was the following:

SHARES VOTING:

204,042,062 shares

equal to **14,282,944.34** euros

and **67.95%** (rounded to two decimal places) of share capital.

VOTES IN FAVOUR:

202,571,522 shares

equal to **14,180,006.54** euros

and **67.46%** (rounded to two decimal places) of share capital.

VOTES AGAINST:

1,465,540 shares

equal to **102,587.80** euros

and **0.49%** (rounded to two decimal places) of share capital.

(The vote expressed by Shareholders as per the list attached to these minutes under the letter "S" comprising an integral and substantial part of these minutes).

ABSTENTIONS:

5,000 shares

equal to **350.00** euros

and **0.00%** (rounded to two decimal places) of share capital.

(The vote expressed by Shareholders as per the list attached to these minutes under the letter "T" comprising an integral and substantial part of these minutes).

As a consequence, therefore, with the above-mentioned majority the general meeting of shareholders

- resolves -

to approve wholly and fully the proposal of the Board of Directors.

Following this, with no further matters on the Agenda to discuss and with nobody asking leave to speak, the Chairman of the Meeting thanked those present for having attended and declared the meeting closed at **13.25 p.m.**.

The Appearing Parties exempt myself, Notary, from reading the attachments, stating that they have full knowledge of them.

As required I have drawn up the above minutes, in Rome, describing the preceding events, which in accordance with law are signed by the Appearing Party and myself, Notary, following a reading made by myself, Notary, to the Appearing Party himself who, on my request, stated them to be fully in compli-

ance with his wishes.

This deed was typed by a person in whom I trust and by hand by myself, Notary, in eleven sheets consisting of forty one pages and the forty second (sic) up to here.