



MERGER BY INCORPORATION OF CIR INTO COFIDE TAKES EFFECT

COFIDE changes its name to CIR S.p.A. – Compagnie Industriali Riunite. Change in share capital

Milan, February 19 2020 – Today the merger by incorporation of CIR S.p.A. – Compagnie Industriali Riunite (the “Merging Company”) into COFIDE – Gruppo De Benedetti S.p.A. (the “Company” or the “Surviving Company”) has become effective, resulting in the dissolution of CIR (the “Merger”).

As an effect of the Merger, the Company has changed its name to “CIR S.p.A. – Compagnie Industriali Riunite”.

Today the Surviving Company has issued 557,997,396 new shares on the basis of the exchange ratio, each with a nominal value of € 0.50, for a total nominal amount of € 278,998,698. Therefore, following the Merger, the share capital of the Surviving Company, fully subscribed and paid in, is equal to € 638,603,657.00, consisting of 1,277,207,314 shares each having a nominal value of € 0.50.

In addition, the change in the number of shares representing the share capital determines the consequent change in the total voting rights, taking into account the increase in the voting rights pursuant to Article 127-quinquies of the Finance Consolidation Act (TUF), from 1,131,485,086 to 1,689,482,482.

The allocation of the new shares to the shareholders of the Merging Company will be carried out by Monte Titoli S.p.A. based on the balances as of February 20 2020 and will be executed on February 21 2020 in accordance with normal operating practice.

Intermediaries will manage the fractions of shares in such a way as to enable the shareholders of the Merging Company to receive a whole number of shares of the Surviving Company, while any fractions remaining in the accounts of the intermediaries will be settled in cash by Equita SIM S.p.A.. The settlement price for such fractions will be € 1.15 (official closing price of CIR shares recorded on February 18, last trading day for the shares on MTA).

Pursuant to Article 85-*bis* of the Regulation adopted by Consob with its Resolution no. 11971 of 1999 as well as Article 2.6.2 of the Rules for the Markets organised and managed by Borsa Italiana S.p.A. and Article IA 2.3.4 of the relevant Instructions, the new structure of the share capital resulting from the completion of the Merger (approved by the extraordinary general meetings of the Surviving Company and the Merging Company on 19 July 2019), is illustrated in the chart below, which gives a comparison with the previous share capital.

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	Previous share capital				Current share capital			
	Euro	No. of shares	No. of voting rights	Unit nom. val.	Euro	No. of shares	No. of voting rights	Unit nom. val.
Total of which:	359,604,959.00	719,209,918	1,131,485,086	Euro 0.50	638,603,657.00	1,277,207,314	1,689,482,482	Euro 0.50
Ordinary shares (regular entitlement 01/01/2019) ISIN cod. IT0000070786 Current coupon no.: 35	153,467,375.00	306,934,750	306,934,750	Euro 0.50	432,466,073.00	864,932,146	864,932,146	Euro 0.50
Ordinary shares with increased voting rights (regular entitlement 01/01/2019) ISIN cod. IT0005241762 Current coupon no.: 35	206,137,584.00	412,275,168	824,550,336	Euro 0.50	206,137,584.00	412,275,168	824,550,336	Euro 0.50