



**CIR S.p.A. – COMPAGNIE INDUSTRIALI RIUNITE**

**Share Capital: Euro 638,603,657.00 fully paid up – Company Register and**

**Tax Code no. 01792930016**

**Company subject to management and coordination by F.lli De Benedetti S.p.A.**

**EXTRACT FROM THE NOTICE OF ANNUAL GENERAL MEETING**

The Shareholders are invited to attend the Ordinary and Extraordinary sessions of the Annual General Meeting of the Shareholders to be held on June 8 2020 at 11.00 a.m., at a single call, at the Registered Office in Via Ciovassino 1, Milan to discuss and pass resolution on the following

**AGENDA**

**Ordinary Part**

1. Financial Statements for the year ended December 31 2019. Resolutions on the same.  
Presentation of the Consolidated Financial Statements for the year ended December 31 2019.
2. Financial Statements for the year ended December 31 2019 of "CIR S.p.A. - COMPAGNIE INDUSTRIALI RIUNITE" C.F. 00519120018 incorporated into "COFIDE - Gruppo De Benedetti S.p.A." C.F. 01792930016 (now "CIR S.p.A. - COMPAGNIE INDUSTRIALI RIUNITE"). Resolutions on the same.
3. Determination of the number of Directors, appointment of the members of the Board of Directors for the years 2020-2022 and decision as to their fees.
4. Appointment of the Board of Statutory Auditors for the years 2020-2022 and decision as to their fees.
5. Proposal to cancel the resolution of April 29 2019 regarding the authorization to buy back and dispose of own shares.
6. Report on compensation policy and compensation paid out. Resolutions on the same.
7. Proposal for the approval of Stock Grant Plan 2020.

**Extraordinary Part**

8. Proposal to cancel the authorization given to the Board of Directors to increase the share capital and issue bonds, approved by the Extraordinary General Meeting of the Shareholders on April 27 2018, and award of new authorizations as per the terms of Articles 2443 and 2420 *ter* of the Civil Code.

Regarding the right to ask questions on the items on the Agenda as per the terms of Art. 127-*ter* of the TUF, it should be noted that these should reach the Company by June 1 2020.

The complete text of the notice of meeting is available on the Company's website [www.cirgroup.com](http://www.cirgroup.com) in the section Governance, where the complete texts of the resolutions, the illustrative reports, the documents to be submitted to the AGM, and any other information necessary will also be made available within the time-frames laid down by law.

In order to reduce to a minimum the risks connected with the current public health emergency and to limit as far as possible the movement and gathering together of people, the Company decided to avail itself of the right established by Art. 106 of Decree Law no. 18 of March 17 2020 (the "Cure Italy Decree") to establish that attendance of the AGM would be solely through the Designated Representative, to whom proxies can be given as per the terms of Articles 135-*novies* and 135-*undecies* of D. Lgs no. 58/98 (the "TUF"). All persons entitled or authorized on various accounts to attend the Shareholders Meeting may

also attend remotely, without the need for the Chairman, the Secretary or the Notary to be in the same place.

The Company reserves the right to supplement and/or amend the content of this notice should it become necessary as the present COVID-19 emergency develops. Any changes, updates or further clarification of the information given in the notice of meeting will be made available promptly on the Company's website ([www.cirgroup.com](http://www.cirgroup.com)) in the section Governance and via the other channels permitted by law.

Milan, April 27 2020

For the Board of Directors  
The Chairman – Rodolfo De Benedetti