



ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

Single call – April 24 2020 - at 11.00 a.m.

CIR S.p.A.

Via Ciovassino n. 1 - Milan

Report on the Item 8) on the Agenda

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 SHAREHOLDERS ON APRIL 27 2018, AND AWARD OF NEW AUTHORIZATION AS PER THE TERMS OF ARTICLES 2443 AND 2420 TER OF THE CIVIL CODE.

CIR S.p.A.

Via Ciovassino, 1 – 20121 Milano – **T** + 39 02 722701

Capitale sociale € 638.603.657 – R.E.A. n 1950090

Iscrizione R.I. di Milano Monza Brianza Lodi / C.F. / P.I. n. 01792930016

Società soggetta all'attività di direzione e coordinamento della F.LLI DE BENEDETTI S.p.A.

Via del Tritone, 169 – 00187 Roma – **T** +39 06 692055.1



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 SHAREHOLDERS ON APRIL 27 2018, AND AWARD OF NEW AUTHORIZATION AS PER THE TERMS OF ARTICLES 2443 AND 2420 TER OF THE CIVIL CODE.

“Dear Shareholders,

On April 27 2018 it was proposed that the Board of Directors be given – for a period of 5 years from the date of entry into the Register of Companies of the resolution adopted by the Extraordinary General Meeting of the Shareholders held on April 27 2018 – the right to:

a) Increase the share capital, once or more than once, by up to a maximum of Euro 250,000,000 (two hundred and fifty million) nominal value, free of charge or against payment, with or without a share premium, even with the exclusion or limitation of the option right as per Art. 2441, paragraphs IV and V, of the Civil Code, and that the Directors also be given the right to establish each time the category of shares, the issue price of the same shares (including any share premium), when dividend rights start, whether or not the share capital increase is aimed at servicing the conversion of bonds issued even by third parties, either in Italy or abroad or for servicing warrants, and to decide which available reserves and provisions to post to capital and the amount of the same.

More in general to define the procedures, terms and conditions of the share capital increase;

b) Issue once or more than once convertible bonds, even in foreign currencies if permitted by law, with the corresponding share capital increase up to a maximum amount of Euro 250,000,000 (two hundred and fifty million).

More in general to define the procedures, terms and conditions of the issuance of the bonds and their regulations.

In implementation of the resolution adopted by the Extraordinary General Meeting of the Shareholders on July 19 2019, on February 3 2020, the signing took place of the deed of merger by incorporation of CIR S.p.A. into COFIDE S.p.A. with effect as from February 19 2020 and as from that same date the incorporating company COFIDE S.p.A. took the name of the incorporated company CIR S.p.A..

It is now deemed necessary to amend Article 17 of the Company Bylaws to enable the Company to extend the powers delegated as per the terms of Articles 2443 and 2420 *ter* of the Civil Code, which are today in force, over a longer period of time in order to ensure that the Company is able to obtain promptly sufficient financial resources to service its development and take full advantage of any opportunities offered by the financial markets. We are therefore asking you to revoke the authorization previously adopted, which has to date not been utilized, and to renew it by approving the following resolution:

“The Extraordinary General Meeting of the Shareholders of CIR S.p.A:

- duly acknowledging the Report of the Board of Directors
- duly noting that the authorization given to the Board of Directors by the Extraordinary General Meeting of the Shareholders held on April 27 2018 will expire on May 14 2023 and that it has not yet been exercised
- having heard the favourable opinion of the Board of Statutory Auditors and the attestation that the share capital has been fully paid up
- having seen Articles 2443 and 2420-ter of the Civil Code



RESOLVES

- 1) To cancel the authorization assigned to the Board of Directors by the Extraordinary General Meeting of the Shareholders on April 27 2018;
- 2) To authorize the Board of Directors for a period of five years from the date on which this resolution is recorded in the Register of Companies:
 - a) to increase once or more than once the share capital by a maximum of Euro 500,000,000 (five hundred million) nominal value, either free of charge or against payment, with or without a share premium, even with the exclusion or limitation of the option right as per Article 2441, paragraphs IV and V, of the Civil Code, giving the Directors the right to establish each time the category of shares, the issue price of the same shares (including any share premium), when dividend rights start, whether or not the share capital increase is aimed at servicing the conversion of bonds issued even by third parties, either in Italy or abroad, or for servicing warrants, and to decide which available reserves and provisions to post to capital and the amount of the same. More in general, to define the procedures, terms and conditions of the capital increase;
 - b) to issue once or more than once convertible bonds even in foreign currencies if permitted by law, with the corresponding share capital increase of up to a maximum amount of euro 500,000,000 (five hundred million);
More in general to define the procedures, terms and conditions of the bond issue and its regulations;
 - c) to amend Article 17 of the Company Bylaws as follows:

CURRENT TEXT

Article 17

POWERS DELEGATED TO THE BOARD OF DIRECTORS

For a maximum period of five years from the date on which the resolution adopted by the Extraordinary Shareholders' Meeting held on April 27 2018 is entered in the Register of Companies, the Board of Directors has the right to:

- a) increase the share capital either once or more than once by a maximum of Euro 250,000,000 (two hundred and fifty million) nominal value, either free of charge and/or against payment, with or without a share premium, even with the exclusion or limitation of the option right as per the terms of Art. 2441, paragraphs IV and V of the Civil Code, with the Directors having the right to establish each time the category of shares, the issuance price of the same shares (including any share premium), when

PROPOSED TEXT

Article 17

POWERS DELEGATED TO THE BOARD OF DIRECTORS

1. The Board of Directors has the right, for a period of five years as from the date of registration in the Register of Companies of the resolution of the Extraordinary General Meeting of the Shareholders held on June 8 2020, to increase the share capital either once or more than once by a maximum of Euro 500,000,000 (five hundred million) of nominal value, either free of charge and/or against payment, with or without a share premium, even with the exclusion or limitation of the option right as per the terms of Art. 2441, paragraphs IV and V of the Civil Code, with the Directors having the right to establish, from time to time, the category of the shares, the issuance price of the same shares (including any share premium), the



dividend rights start, any specific allocation of the share capital increase to service the conversion of bonds issued even by third parties both in Italy and abroad, or to service warrants and also to determine whether there any reserves or funds available to post to capital and the amount of the same. More in general to define the procedures, terms and conditions of the share capital increase.

b) issue either once or more than once convertible bonds, even in foreign currencies, where these are permitted by law, with a corresponding increase in share capital up to a maximum amount of Euro 250,000,000 (two hundred and fifty million). More in general to define the procedures, terms and conditions of the issue of the bond issue and its regulations.

dividend rights, any allocation of the share capital increase to servicing the conversion of bonds issued even by third parties whether in Italy or abroad, or for servicing warrants, and to determine the available reserves and provisions to be allocated to share capital and the amount of the same. More in general to define the procedures, terms and conditions of the share capital increase.

3. The Board of Directors has the right, for a period of five years from the date of registration in the Register of Companies of the resolution of the Extraordinary General Meeting of the Shareholders held on June 8 2020, to issue either once or more than once convertible bonds even in foreign currencies, if permitted by law, with a corresponding increase in share capital up to a maximum amount of Euro 500,000,000 (five hundred million). More in general to define the procedures, terms and conditions of the bond issuance and its regulations.

- 3) To give the Board of Directors, and for the Board the Chairman and the Chief Executive Officer in office, severally, the broadest powers to implement the resolutions adopted;
- 4) To give the Chairman of the General Meeting and the Chief Executive Officer, severally, the broadest powers to make any changes to this resolution that may be required by the competent Authorities, provided they are of a formal nature.”