

"CIR S.p.A. - COMPAGNIE INDUSTRIALI RIUNITE"

Headquarter Milan, Via Ciovassino 1,

Share Capital euro 396,058,633.50

Registration no. on the Milan Register of Companies 00519120018

Subject to management and coordination by "COFIDE"

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MINUTES OF THE ORDINARY MEETING OF THE SHAREHOLDERS

In the year 2011 on the 29th day of the month of April at 10.35 a.m.

In Milan, at the Palazzo delle Stelline Congress Centre in Corso Magenta 61, the Extraordinary and Ordinary Meeting of the Shareholders took place.

As per the terms of Art. 17 of the Company Bylaws, the Chairman Mr Stefano Micossi takes the chair and with the unanimous consent of those present calls upon Notary Public Chiara Della Chà to draw up the minutes for the extraordinary part and to act as Secretary for the ordinary part.

The Chairman states that today's meeting was called for April 28 2011 at the first call and for April 29 2011 at the second call, with a notice published on the website of the Company and in the newspaper "La Repubblica" on March 18 2011, to pass resolution on the following

AGENDA

Extraordinary part

1. Proposal to amend the Company Bylaws even to bring them into line with D.Lgs. 27/2010: specifically the amendment of Articles 12, 15 and 16 of the Company Bylaws. Resolutions pertaining to and resulting from the same.

Ordinary part

2. Annual Report and Financial Statements for the year ended December 31 2010. Report of the Board of Statutory Auditors. Resolutions on the same.

3. Determination of the number of Directors, appointment of the members of the Board of Directors for financial years 2011-2013 and decision as to their fees.

4. Appointment of the Board of Statutory Auditors for financial years 2011-2013 and decision as to their fees.

5. Proposal to cancel the resolution of April 30 2010 regarding the authorization to buy back and dispose of own shares and proposal for a new authorization.

6. Proposal to approve Stock Grant Plan 2011.

7. Proposal to amend the Rules for Shareholders' Meetings.

Since nobody attended the first call of the meeting, as can be seen from the separate minutes, the Chairman reminds those present that a notice that the meeting was postponed to the second call was published on the Company website and through NIS on April 22 2011.

Apart from the Chairman, the Honorary Chairman and Director Mr Carlo De Benedetti, the Chief Executive Officer Mr Rodolfo De Benedetti and the following directors are present: Mr Giampio Bracchi, Mr Franco Debenedetti, Mr Pierluigi Ferrero, Mr Giovanni Germano, Mr Franco Girard and Mr Massimo Segre as well as all the Statutory Auditors in office: Mr Pietro Manzonetto, Chairman of the Board of Statutory Auditors, Mr Luigi Nani and Mr Riccardo Zingales.

The Directors absent have all sent their apologies.

He informs that at the start of the meeting Shareholders were either present in person or by proxy representing 435,198,095 shares with voting rights equal to 54.941% of the 792,117,267 shares making up the share capital and therefore declares this meeting to be validly constituted at the second call and qualified to pass resolution on the items on the Agenda.

He states that the right of those present at the meeting to exercise a vote has been verified as per the terms of the law.

He informs that:

- a video recording system is in operation and that some employees are present in the meeting hall for organizational reasons;
- in compliance with the rules set out in Cobsob Resolution no. 11971, the list of the names of those attending the meeting is attached to these minutes under the letter "A" to form an essential and integral part of the same; this list gives the details of the Shareholder, the name of any proxy authorized to take part in the proceedings, and the name of anyone attending as a lienor, as the counterparty of a repurchase agreement or as a person with the right of usufruct
- the list of those who have voted against or abstained from each individual vote is attached to these minutes under the letter "B" to form an essential and integral part of the same.

He requests that anyone wishing to have their absence from the meeting acknowledged should notify the staff at the entrance to the hall.

He also informs that:

- in accordance with what is set out in the Rules for Shareholders' Meetings the length of the interventions that can be made by each Shareholder is fixed at ten minutes;
- experts, financial analysts and qualified journalists have been allowed to be present at the meeting; a list of the journalists present is attached to the minutes under the letter "C".

He duly acknowledges that the personal information of those attending the meeting will be collected and used by the Company in accordance with the provisions of Legislative Decree no. 196/2003.

The list of the Shareholders with percentages of ownership of more than 2% of the capital, resulting from the Shareholders' Book as of April 13 2011, together with the communications received as per the terms of Art. 120 of the Consolidation Act and any other information available to the Company as of April 27 2011 is as follows:

<i>Name</i>	<i>No. of shares</i>	<i>% of share capital</i>
COFIDE S.P.A.	363,771,164	45.924
BESTINVER INTERNACIONAL F.I.	37,965,748	4.793
BESTINFOND F.I.	23,475,336	2.964
ASSET VALUE INVESTORS LTD	17,635,531	2.226

There were 17,632 Shareholders recorded in the Shareholders' Book as of April 13 2011.

As per the terms of Consob resolution no. 11971 annex 3 e), 1st paragraph, letter c, he says who the Shareholders of last resort are, i.e. those holding more than 2% of the capital of CIR S.p.A. as of April 27 2011:

- Mr Carlo De Benedetti who indirectly owns 363,771,164 ordinary shares equal to 45.924% of the share capital;
- BESTINVER GESTION SGIIC SA which indirectly owns a total of 90,225,570 shares equal to 11.390% of the share capital: apart from the two funds already stated above, 28,784,486 shares held by individuals or entities that can be traced back to BESTINVER GESTION SGIIC SA should also be added although the owners individually hold less than 2% of the share capital;
- ASSET VALUE INVESTORS LTD which directly owns 17,635,531 ordinary shares equal to 2.226% of the share capital.

He states that on the basis of the information available, there are no shareholder pacts as per the terms of Art. 122 of D.Lgs. no. 58 of February 24 1998 relating to CIR shares.

The own shares held by the Company as of today's date total 43,074,000 equal to 5.438% of the share capital.

For fulfilling the obligations in relation to the audit mandate and ongoing check that the accounts are being held correctly, he informs those present that Deloitte & Touche S.p.A. billed a total fee of euro 139,000 of which:

- euro 61,000 for 535 hours of audit of the separate financial statements of the Company;
- euro 33,000 for 290 hours of audit of the consolidated financial statements of the Group;
- euro 30,000 for 290 hours of audit of the semi-annual financial report as of June 30 2010;

- euro 8,000 for 60 hours of audit of the ongoing accounting checks;
- euro 7,000 of expenses.

He points out that in the blue booklet "Extraordinary and Ordinary Meeting of the Shareholders" which was handed out at the entrance to the hall, on page 58 is the "Annual Report on the system of Corporate Governance and on compliance with the Code of Conduct for Listed Companies" as per the terms of Art. 123-bis, paragraph 2, of the T.U.F..

He reminds those present that in the Annual Report that has been distributed, together with the report and financial statements of the Company, there is also the consolidated financial statements of the Group for financial year 2010 which, although they are not the subject of discussion and approval by the Shareholders, do give the Shareholders broader and more significant information.

He points out that the share capital of CIR S.p.A., which is fully paid up, amounts to euro 396,058,633.50 and consists of 792,117,267 ordinary shares each with a nominal value of euro 0.50.

He invites anyone who may not have the right to vote as per the terms of the law to make the fact known.

The Chairman reminds the attendees that, in accordance with the terms of Art. 135-undecies, of D.Lgs. 58/98, the Company has designated the company Compagnia Fiduciaria Nazionale S.p.A. as the entity that those with voting rights could contact and appoint as proxy giving them voting instructions on all or some of the motions on the Agenda; Compagnia Fiduciaria Nazionale S.p.A. has notified that they have not received any proxy requests.

Having dealt with the **first item on the Agenda** of the extraordinary part, for which there are separate minutes, at 10.55 a.m. the meeting moves on to deal with the ordinary part of the Agenda.

The Chairman states that at the moment Shareholders are present either in person or by proxy representing 526,749,465 shares with voting rights, equal to 66.498% of the 792,117,267 shares making up the full share capital.

With the unanimous consent of the attendees he waives reading out the Report on Operations and the Financial Statements for the year.

For the **second item on the Agenda** he passes the floor to the **Chief Executive Officer, Mr Rodolfo De Benedetti**, who, with the projection of slides which are attached to these minutes under the letter D, illustrates the performance of the Group taking into account even the results of the first quarter approved by the Board of Directors Meeting held before the start of this Shareholders' Meeting.

The **Chairman of the Board of Statutory Auditors, Mr Pietro Manzonetto**, takes the floor and sums up the main points of the Report of the Board of Statutory Auditors on page 225 and following pages of the Annual Report booklet, the reading of which is waived with the consent of the Shareholders, and then on behalf of the same Board he expresses a favourable opinion on the proposal of the Board of Directors.

Before opening the debate, the Chairman informs the meeting that the Shareholder **Marco Bava** has sent a list of 41 questions and that the questions and the relative answers have been made available to anyone interested at the entrance to the hall and are attached to these minutes under the letter E.

The Chairman then opens the debate on item 2 of the Agenda.

Shareholder **Tommaso Marino** asks the Notary to record all of his intervention in the minutes. He would like clarification on the dispute outstanding with Fininvest, particularly in relation to the discrepancy between the claims made by Cir at the first degree and those made in the Court of Appeal and above all on what basis a request was made for a further 342,000,000 euro of damages.

He asks how much the publishing contributions amounted to last year for the Espresso Group and whether it is possible to make any forecasts of a return to the distribution of dividends to Shareholders in light of the presumed favourable outcome of the dispute in progress between Cir and Fininvest.

The Chairman stresses that it is not possible today to make any forecasts since the ruling that will settle the case has not yet been filed; on this subject he reminds those present that the Board of Directors has given a broad mandate to Mr Carlo De Benedetti to monitor the developments of the legal proceedings because he has such deep knowledge of the subject of the dispute.

Mr Carlo De Benedetti takes the floor to stress once again that the Company is awaiting the decision of the Court calmly and that until there is a ruling it is impossible to make any forecasts, pointing out that the compensation claims made in the Court of Appeal merely replicated those made in the first degree case without any changes.

Lastly, the Chairman then takes back the floor and points out that the subsidized contributions assigned to Gruppo Editoriale L'Espresso amounted to 2.9 million euro.

Nobody else having asked for the floor, the Chairman notes that there have been no changes in the number of presences and then puts the Annual Report and Financial Statements for the year ended December 31 2010 to the vote, together with the proposed allocation of the result for the year 2010 including the subsequent payout of a dividend of euro 0.025 for each share in circu-

lation, which can be seen on page 39 of the Annual Report booklet distributed to all those present.

“Dear Shareholders,

The Financial Statements for the year ended December 31 2010 that we are submitting to your approval closed with a net loss of €14,715,747.79 that we propose be covered entirely by drawing on the credit balance existing under the item “Retained earnings”.

We also propose distributing a unit dividend of €0.025 to each of the shares in circulation with dividend rights as of January 1 2010 (with the exclusion of own shares held as treasury stock), withdrawing the full amount from the item “Retained earnings”.

The proposed allocation:

- Takes into account the provisions of Art. 2357 *ter*, paragraph 2 of the Civil Code, which states that the dividend rights of own shares be distributed proportionally to the other shares;
- Will take into account the dividend rights of 4,941 shares servicing 810 former Sasib privileged shares, the conversion of which has not yet been requested.

It should be noted that the actual amounts to be allocated to the dividend payout and the use of the “Retained earnings” reserve will take into account the own shares being held as treasury stock and the ordinary shares in circulation as of the date of the Annual General Meeting of the Shareholders, in case any further purchases are made of own shares or any new shares are issued in exercise of options by beneficiaries of stock option plans.”

The proposal put to the vote is approved unanimously with no abstentions.

Moving on to deal with the **third item on the Agenda**, the Chairman informs the meeting that in the smaller booklet that they were given at the entrance to the hall they will find on pages 17 onwards the Report of the Board of Directors and the proposed resolutions.

The Shareholder COFIDE, on presentation of the lists, proposed fixing 12 as the number of directors rather than 11 in the event of the presentation of only one list, as indeed was the case.

He thus reads out the proposed resolution:

1) regarding the decision as to the number of Board Members

"The Annual General Meeting of the Shareholders of CIR S.p.A. – COMPAGNIE INDUSTRIALI RIUNITE;

- having acknowledged the Report of the Board of Directors
- having acknowledged the proposal of the Shareholder COFIDE S.p.A.
- bearing in mind the terms of the law and of the Company Bylaws

Resolves

- to set at 12 the number of members of the Board of Directors for financial years 2011-2013 and that is until the Shareholders' Meeting that will discuss the Financial Statements for the year ended December 31 2013;
- to allow the Directors appointed to take on other positions as per the terms of Art. 2390 of the Civil Code.”

2) regarding the question of fees for the Directors

" The Annual General Meeting of the Shareholders of CIR S.p.A. – COMPAGNIE INDUSTRIALI RIUNITE;

- having acknowledged the Report of the Board of Directors
- having acknowledged the proposal of the Shareholder COFIDE S.p.A.
- bearing in mind the terms of the law and of the Company Bylaws

Resolves

- that each member of the Board of Directors be assigned a fee of euro 20,000 per year *pro-rata-temporis*, as per the terms of Art. 2389, paragraph 1, of the Civil Code."

He reminds the attendees that only the Shareholder COFIDE has presented a list of candidates for the members of the Board of Directors.

The Chairman reads out the names put forward:

1. Mr Stefano Micossi
2. Mr Carlo De Benedetti
3. Mr. Rodolfo De Benedetti
4. Ms Maristella Botticini
5. Mr Giampio Bracchi
6. Mr Franco Debenedetti
7. Ms Silvia Giannini
8. Mr Franco Girard
9. Mr Michael Pistauer
10. Mr Claudio Recchi
11. Ms Dominique Marie Laurence Senequier
12. Mr Guido Tabellini

He also states that the candidates:

- have accepted their candidature;
- have attested that there are no reasons why they should not be elected nor is there any incompatibility as per the terms of the law, and that they possess the requisites of integrity and professionalism established by current legislation and regulations;

- have provided a list of the positions they hold as director or statutory auditor in other companies;
- have sent their curricula vitae.

These documents have been made available to the public through the NIS system, have been published on the Company website and filed in the Company records, available for anyone wishing to see them.

He duly acknowledges that seven Directors, namely:

1. Ms Maristella Botticini
2. Mr Giampio Bracchi
3. Ms Silvia Giannini
4. Mr Michael Pistauer
5. Mr Claudio Recchi
6. Ms Dominique Marie Laurence Senequier
7. Mr Guido Tabellini

have declared that they have the requisites of independence as per the terms of Art. 148, paragraphs 3 and 4, of the T.U.F. and the Model of Corporate Governance adopted by the Company with reference to the Code of Conduct for Listed Companies promoted by Borsa Italiana.

The Chairman then opens the debate.

Mr Carlo De Benedetti takes the floor and thanks the outgoing Directors for their activity in favour of the Company: Mr Germano for his long service which he will continue as a Director of Sogefi, Mr Ferrero whose long service he recalls in various companies of the Group and who will remain a Director of Cofide and Mr Segre who will continue to serve as Secretary to the Board of Directors, replacing his mother Ms France Segre to whom Mr Benedetti conveys his sincere thanks and good wishes.

The Chairman shares Mr De Benedetti's sentiment and proffers his own personal thanks.

Nobody else having asked for the floor, the Chairman notes that there have been no changes in the number of presences and then puts the proposal regarding the determination of the number of members of the Board of Directors as above to the vote.

This proposal is approved by a clear majority, with 102,425 votes against, specifically by certain Funds represented by Ms Rossella Biagi – as can be seen from the list attached under the letter B – and with the vote in favour of all the other Shareholders without any abstentions.

He then puts to the vote the resolution determining the fees for the Directors as described above

which is also approved by a clear majority, with 102,425 votes against and specifically with the vote against of certain Funds represented by Ms Rossella Biagi – as can be seen from the list attached under the letter B – and with the vote in favour of all the other Shareholders without any abstentions.

Lastly he puts to the vote the list of candidates presented by the Shareholder COFIDE S.p.A. which is approved by a clear majority, with 102,425 votes against and specifically with the vote against of certain Funds represented by Ms Rossella Biagi – as can be seen from the list attached under the letter B – and with the vote in favour of all the other Shareholders without any abstentions.

Thus he declares that the Board of Directors for the years 2011-2013 will be made up as follows:

1. Mr Stefano MICOSSI born in Bologna on October 27 1946;
2. Mr Carlo DE BENEDETTI born in Turin on November 14 1934;
3. Mr Rodolfo DE BENEDETTI born in Turin on July 2 1961;
4. Ms Maristella BOTTICINI born in Travagliato on November 7 1966 - Independent;
5. Mr Giampio BRACCHI born in Piacenza on January 27 1944 - Independent;
6. Mr Franco DEBENEDETTI born in Turin on January 7 1933;
7. Ms Silvia GIANNINI born in Ferrara on December 11 1952 - Independent;
8. Mr Franco GIRARD born in Turin on August 15 1934;
9. Mr Michael PISTAUER born in Salzburg (Austria) on December 12 1943 - Independent;
10. Mr Claudio RECCHI born in Turin on March 20 1955 - Independent;
11. Ms Dominique Marie Laurence SENEQUIER born in Toulon (France) on August 21 1953 - Independent;
12. Mr Guido TABELLINI born in Turin on January 26 1956 – Independent.

Moving on to deal with the **fourth item on the Agenda**, the Chairman informs the meeting that in the smaller booklet that they were given at the entrance to the hall they will find on pages 21 onwards the Report of the Board of Directors and the following proposed resolution, which he reads out:

“The Annual General Meeting of the Shareholders of CIR S.p.A. – COMPAGNIE INDUSTRIALI RIUNITE:

- having acknowledged the Report of the Board of Directors
- having acknowledged the proposal of the Shareholder COFIDE S.p.A.
- bearing in mind the terms of the law and of the Company Bylaws

Resolves

- to establish an annual fee *pro-rata-temporis* of euro 75,000.00 for the Chairman of the Board of Statutory Auditors and of euro 50,000.00 for each of the Statutory Auditors in office".

He reminds the attendees that, in accordance with the terms of Art. 144-octies of Consob Resolution no. 11971, on April 4 2011 a press release was issued giving notice that – since only one list had been presented – it was possible to present further lists until April 7 2011 and that the threshold of 2% ownership of shares was reduced by one half as stipulated in Art. 144-sexies of the above cited resolution.

He then reminds those present that only one list was presented by the Shareholder COFIDE, who put forward the following candidates:

Candidates for the position of Statutory Auditors

1. Mr Pietro Manzonetto
2. Mr Luigi Nani
3. Mr Riccardo Zingales

Candidates for the position of Alternate Auditors

1. Mr Raffaele Catarinella
2. Mr Luca Valdameri
3. Mr Luigi Macchiorlatti Vignat

He also states that the candidates:

- have accepted their candidature;
- have attested that there are no reasons why they should not be elected nor is there any incompatibility as per the terms of the law, and that they possess the requisites of integrity and professionalism established by current legislation and regulations;
- have provided a list of the positions they hold as director or statutory auditor in other companies;
- have sent their *curricula vitae*.

These documents have been made available to the public through the NIS system, have been published on the Company website and filed in the Company records, available for anyone wishing to see them.

The Chairman opens the debate.

Nobody having asked for the floor, the Chairman notes that there are no changes at present in the number of presences and thus puts the resolution regarding the determination of fees for the Statutory Auditors to the vote.

This proposal put to the vote is approved unanimously without any abstentions.

He then puts to the vote the appointment of the Board of Statutory Auditors in the persons on the list presented by the Shareholder COFIDE.

The proposal put to the vote is approved unanimously without any abstentions.

Thus he declares that the Board of Statutory Auditors for the years 2011-2013 will be made up as follows:

Statutory Auditors in office

1. Mr Pietro MANZONETTO born in Castelfranco Veneto on November 24 1944 - Chairman;
2. Mr Luigi NANI born in Turin on October 1 1959;
3. Mr Riccardo ZINGALES born in Milan on October 22 1960;

Alternate Auditors

1. Mr Raffaele CATARINELLA born in Lavello on October 24 1953;
2. Mr Luca VALDAMERI born in Milan on November 13 1968;
3. Mr Luigi MACCHIORLATTI VIGNAT born in Turin on September 25 1963,

all of whom are Auditors (*Revisori Contabili*).

Moving on to deal with the **fifth item on the Agenda**, the Chairman informs the attendees that on page 24 onwards of the smaller booklet they were give at the entrance to the hall they will find the Report of the Board of Directors and the proposed resolution which he reads out:

“The Ordinary Meeting of the Shareholders of CIR S.p.A. - COMPAGNIE INDUSTRIALI RIUNITE S.p.A.”:

- having heard the proposals made by the Board of Directors
- having duly acknowledged the favourable opinion of the Board of Statutory Auditors
- taking into account the provisions of Articles 2357 and following articles of the Civil Code, of Art. 132 of D.Lgs. 58/1998, of Art.144-bis of Consob Resolution no. 11971/1999 and of EC Regulation 2273/2003

Resolves

1. To cancel for the part not utilized and for the period between the day of this Meeting and the natural expiry date, the resolution to buy back own shares adopted by the Ordinary Meeting of the Shareholders on April 30 2010 and, as a consequence of the above, the related authorization to dispose of the same as shall be seen fit;
2. To authorize, in accordance with and as a result of the terms of Art. 2357 of the Civil Code, for eighteen months as from today, the buyback of CIR shares as follows:
 - A maximum of 30,000,000 shares may be bought back (in addition to the shares already held as treasury stock) for a nominal value of euro 15,000,000, which may not in any case exceed one fifth of the share capital of CIR and with a maximum disbursement limit of euro 50,000,000; the Company will increase its current non-available reserve, entitled “reserve for own shares held” by the amount of the own shares bought back, withdrawing a corre-

sponding amount from the reserve “retained earnings” resulting from the financial statements as of December 31 2010, the most recently approved. The unit price of each individual purchase of shares shall not be more than 10% higher or lower than the official price recorded in trading on the Stock Exchange on the day before the purchase is carried out or the price is fixed;

- The buyback may take place:

a) through a public offer to acquire or exchange shares;

b) on regulated markets according to operating procedures set out in the rules for organizing and managing those same markets, which do not permit bids to be matched directly with predetermined offers, and in any case in such a way as to ensure the equal treatment of all the Shareholders in accordance with the provisions of Art. 132 of D.Lgs. no. 58/1998 and with the terms of the law or of regulations in force at the moment of the transaction;

c) through the purchase and sale of derivative instruments traded on regulated markets which involve the physical delivery of the underlying shares, complying with the further provisions contained in Art. 144-bis of Consob Resolution 11971 and its subsequent amendments and additions;

d) through the proportional assignment to the Shareholders of put options to be awarded within a period of 15 months and exercisable within a period of 18 months from this resolution;

3. To authorize, in accordance with and as a result of the terms of Art. 2357-ter of the Civil Code, the Board of Directors and for the Board, the Chief Executive Officer to carry out, within the limits of the law, any subsequent purchase or sale transactions and also to arrange, without any time limit or constraint, the shares bought back for sale – even before completing the buybacks as authorized above – once or more than once through authorized intermediaries, at prices no lower than the last purchase price paid or recorded in the books, with a specific exception for directors and executives of the Company, and for executives and directors of its subsidiaries and parent company to whom the shares may be transferred or assigned even free of charge, in observance of the limits laid down by law, in execution of specific existing or future compensation plans based on the shares of the Company;
4. To authorize the Board of Directors again, and for the Board the Chief Executive Officer, in accordance with and as a result of the terms of Art. 2357-ter of the Civil Code, without any time limit or constraint, to arrange for the own shares bought back to be used – once or more than once – as payment in exchange for equity, or for sale through an offer to the pub-

lic and/or to the Shareholders, or even through a placement of warrants and depositary receipts representing shares (American Depositary Receipts and similar certificates);

5. To establish that in the event of alienation of the own shares, the non-available reserve set up as per the provisions of Art. 2357-ter, third paragraph of the Civil Code “reserve for own shares held” shall be transferred with priority to the “share premium reserve” until its balance is fully made up and for any remaining amount to the reserve “retained earnings”.

The Chairman of the Board of Statutory Auditors, **Mr Pietro Manzonetto**, on behalf of the same Board expresses a favourable opinion on this proposal.

The Chairman then opens the debate.

At the request of Shareholder **Giuseppe Rubino** to know the reasons why the Company did not exercise its right to buy back own shares, the **Chief Executive Officer, Mr Rodolfo De Benedetti** replies that in the current phase the Company preferred to strengthen the financial structure of the Group and invest in development rather than using available resources to buy back own shares and that the Company reserves the right to evaluate such an investment for the future.

Nobody else having asked for the floor, the Chairman notes that there are no changes in the number of presences and thus puts the above-cited resolution to the vote whereupon it is approved by a clear majority, with 29,687,691 votes against and specifically with the vote against of certain Funds represented by Ms Rossella Biagi – as can be seen from the list attached under the letter B – and with the vote in favour of all the other Shareholders without any abstentions.

Moving on to deal with the **sixth item on the Agenda** the Chairman draws the attention of those present to the Company’s new compensation policies to which the Corporate Governance booklet devotes a chapter and then says that on page 28 onwards of the smaller booklet they were given at the entrance to the hall they will find the Report of the Board of Directors and the proposed resolution which he reads out:

“The Ordinary General Meeting of the Shareholders of CIR S.P.A. – COMPAGNIE INDUSTRIALI RIUNITE, acknowledging the proposal made by the Board of Directors,

Resolves

1) to approve Stock Grant Plan 2011 aimed at executives and/or directors of the Company, of its parent company and of its subsidiaries through the assignation of a maximum of 4,500,000 Units, each of which will give the beneficiaries the right to be assigned free of charge 1 share of the Company, all as illustrated in the Information Document prepared in accordance with D.Lgs. no. 58/98;

2) to delegate the Board of Directors to:

- a) define the number of rights (“Units”) to be assigned to each Beneficiary in respect to the maximum number approved by the Shareholders’ Meeting;
- b) draw up the Regulations of the Plan and see that it is implemented in accordance with the terms and conditions described in the Information Document;
- c) fulfil the relative disclosure obligations with Consob and the market.”

The Chairman then opens the debate.

Nobody having asked for the floor, the Chairman notes that there are no changes in the number of presences and thus puts the above-cited resolution to the vote whereupon it is approved by a clear majority, with 36,618,119 votes against and specifically with the vote against of certain Funds represented by Ms Rossella Biagi – as can be seen from the list attached under the letter B – and with the vote in favour of all the other Shareholders without any abstentions.

Moving on to deal with the **seventh item on the Agenda** the Chairman informs those present that on page 51 onwards of the smaller booklet they were given at the entrance to the hall they will find the Report of the Board of Directors and the proposed resolution which he reads out: “The Ordinary Meeting of the Shareholders of the Company CIR S.P.A – COMPAGNIE INDUSTRIALI RIUNITE;

- having acknowledged the amendments to the Bylaws approved today at the Extraordinary session even pursuant to the terms of D.Lgs. no. 27 of January 27 2010;
- having seen the Report of the Board of Directors

Resolves

1) To amend points 3.2 and 3.3 of Art. 3 of the Rules for Shareholders’ Meetings as follows:

“3.2. Those who have the right to participate in the Meeting must show the Company official at the entrance to the Meeting rooms some form of personal identification as well as a document proving their legal right to take part either as a legal representative or a voluntary representative.

3.3. Unless the Chairman of the Meeting shall decide otherwise, none of the following equipment may be used during the meeting: cameras, video camcorders or similar devices, any kind of recording equipment or mobile telephones. Where the Chairman allows the use of any of the above equipment, he will decide upon the conditions and limits of the use of the same.”

The rest of the text remains unchanged.

2) To amend point 4.7 of Art. 4 of the Rules for Shareholders’ Meetings as follows:

“4.7. When the Shareholders’ Meeting has not been convened at a single calling, if there are not a sufficient number of people present for the Meeting to be valid, the Chairman gives notice of this fact and adjourns the discussion of the items on the Agenda until a subsequent Meeting.”

The rest of the text of the Article remains unchanged.

3) To amend point 10.1 of Art. 10 of the Rules for Shareholders' Meetings as follows:

“10.1. Before the voting takes place, the Chairman establishes how the vote will be expressed at the meeting, recorded and counted and may decide on a maximum time limit within which the vote must be expressed.”

The rest of the text of the Article remains unchanged.

4) To authorize the Chairman to carry out any action necessary and appropriate to ensure that the changes are made to the Rules for Shareholders' Meetings.”

The Chairman then opens the debate.

Nobody having asked for the floor, the Chairman notes that there are no changes in the number of presences and thus puts the above-cited resolution to the vote whereupon it is approved by a clear majority, with 500,000 votes against, 7,140 abstentions and specifically with the vote against and the abstention of certain Funds represented by Ms Rossella Biagi – as can be seen from the list attached under the letter B – and with the vote in favour of all the other Shareholders.

The Rules for Shareholders' Meetings, as they are after the resolution adopted as above, is attached to these minutes under the letter F.

After which, there being nothing further requiring a resolution, the Chairman thanks those who have taken part and declares the meeting closed at 11.50 a.m..

THE CHAIRMAN

(Stefano Micossi)

THE SECRETARY

(Chiara Della Chà)