



NOTICE OF ANNUAL GENERAL MEETING

1st CALL - APRIL 26 2013 - at 10.30 a.m.

2nd CALL - APRIL 29 2013 - at 10.30 a.m.

PALAZZO DELLE STELLINE CONGRESS CENTRE

CORSO MAGENTA 61 - MILANO

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REPORT ON ITEM 3) ON THE AGENDA

APPOINTMENT OF AN ALTERNATE AUDITOR

Dear Shareholders,

In 2012 Alternate Auditor Mr Raffaele Catarinella passed away. It is therefore necessary to appoint a new Alternate Auditor to make up the number of the Board of Statutory Auditors.

The list voting mechanism is not applicable in this case and the appointment will therefore be made according to the majority rule.

In this regard the majority shareholder has notified of their intention of putting forward as Alternate Auditor Ms Paola Zambon, (whose *curriculum vitae* is attached to this report together with the declaration that she accepts the position and attests that she has the qualities required by applicable regulations), for the remaining term of the Board of Statutory Auditors currently in office, and thus until the approval of the Financial Statements for the year ended December 31 2013.

Given the above, your Board submits to your approval the following resolution:

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

- having acknowledged the report of the Board of Directors
- being aware of the need to appoint an Alternate Auditor
- having taken due note of the proposal made by the shareholder COFIDE S.p.A. - Gruppo De Benedetti S.p.A.

RESOLVES

- to appoint Ms Paola Zambon as Alternate Auditor of CIR S.p.A. with the same expiry date as that of the Board of Statutory Auditors currently in office and thus until the approval of the Financial Statements for the year ended December 31 2013.”

PAOLA ZAMBON

CURRICULUM VITAE

NOME: Paola Zambon
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NAZIONALITÀ: Italiana
DATA DI NASCITA: 30.11.1969 – Torino (Italia)

Laureata in Economia e Commercio presso la Facoltà Economia di Torino con Master Universitario di II livello in “e-business e gestione strategica dell’ICT” – Facoltà di Ingegneria gestionale - del Politecnico di Torino, è iscritta all’albo dei Dottori Commercialisti e dei Giornalisti pubblicitari (scrive ed ha scritto per maggiori testate articoli e libri: gruppo Il Sole 24 ore, La Stampa, Il fisco, Maggioli, ecc.) in Torino.

E’ revisore legale, Expert Comptable in Lussemburgo e chartered accountant in Inghilterra e Galles.

Oltre al tradizionale esercizio della professione di Dottore Commercialista, si occupa da anni delle problematiche giuridico-tributarie e gestionali legate all’ICT per le quali ha maturato la sua particolare expertise.

Già consigliere nel Consiglio dell’Unione Giovani Dottori Commercialisti di Torino, componente al Consiglio Nazionale Dottori Commercialisti delle Commissioni “Information Technology”, “New Economy” e “Fiscalità internazionale” nonché Formatore in lingua inglese nella Commissione “Formatori Progetto WebTrust” per la certificazione dei siti internet, è referente del Gruppo E-commerce-Information Technology dell’Ordine dei Dottori Commercialisti e degli Esperti contabili di Torino da più di dieci anni e componente della Commissione Informatizzazione di categoria e formatrice al corso per tirocinanti presso l’Ordine dei Dottori Commercialisti ed Esperti contabili di Torino.

E’ stata assistant auditor (revisore legale) presso la società multinazionale di revisione Deloitte & Touche.

In qualità di Presidente dell’Associazione Information Technology Dottori Commercialisti (www.ictdott.com) organizza con gli associati interessanti convegni nazionali ed internazionali sulle tematiche giuridiche tributarie legate all’ICT.

Consulente di importanti aziende, è moderatrice, relatrice e/o chairwoman in importanti convegni sulle stesse tematiche ed in particolare in tema di dematerializzazione, digitalizzazione, archiviazione e conservazione sostitutiva, privacy, antiriciclaggio, principi contabili Ias/Ifrs e Cad.

E’ stata coordinatore e docente al corso di formazione “Il Sole 24 ore” su fatturazione elettronica e conservazione sostitutiva e collabora attivamente con il gruppo.

E’ stata esperta Euro per la CCIAA del Piemonte, della Liguria e della Valle d’Aosta e Professore di diritto tributario di internet al Master e-business del Politecnico dalla sua nascita ed ha vinto il premio marketing del gruppo Danone (club BSN) negli anni universitari.

E’ fondatrice e referente del “Comitato Pari Opportunità” dell’Ordine dei Dottori Commercialisti e degli Esperti contabili di Torino.

E’ inserita nella lista delle donne pronte ad assumere incarichi nei consigli di amministrazione delle società quotate europee “Global Board Ready Women”.

Consento il trattamento dei miei dati personali ai sensi del d. lgs. 196 del 30.06.03 e successive disposizioni per l’archiviazione nei documenti del destinatario del presente CV.



STATUTORY AUDITOR DECLARATION

I the undersigned Paola Zambon born in Torino on 30th November 1969, resident in Torino, in accordance with and as an effect of Art. 19 of the Company Bylaws of CIR S.p.A.,

Do hereby declare

That I accept my candidature for the position of alternate member of the Board of Statutory Auditors in the election that will be held during the Annual General Meeting of the Shareholders to be held on April 26 2013 at the first call and, if necessary, on April 29 2013 at the second call.

I also attest, under my own responsibility, that there are no reasons why I should not be elected and that no incompatibility exists, and that I have the requisites of integrity, professionalism and independence prescribed by current regulations.

More specifically, I declare:

- that I am not legally incapacitated, disqualified or bankrupt;
- that I have not been sentenced to a punishment involving a ban, even a temporary one, from holding public office or a disqualification from the exercise of managerial roles;
- that, as per the terms of Art. 148, paragraph 3 letter b, of D.Lgs. 58/1998, I am not the spouse, relative or in any similar relationship up to the fourth degree of any Director of the Company CIR S.p.A. or of any of the Directors of its subsidiaries, or of the companies that control it or of those subject to common control nor am I a Director of any of the latter companies;
- that, as per the terms of Art. 148, paragraph 3 letter c, of D.Lgs. 58/1998, I am not connected with the Company CIR S.p.A., with its subsidiaries, with the companies that control it or those subject to common control or with the Directors of the Company CIR

S.p.A. or with the individuals listed in the previous point, by a freelance or employment contract or by any relationship of a patrimonial or professional nature which could compromise the independence thereof;

- that I possess the requisites of integrity as per the terms of Art. 2 of Decree no. 162 of March 30 2000 of the Minister of Justice, not having been subject to preventive measures ordered by the Judicial Authority as per the terms of Laws 1423/1956 and 575/1965 and subsequent amendments and additions and not having been convicted with an irrevocable verdict:

- 1) to a prison sentence for one of the offenses set out in the rules governing banking, finance and insurance or the rules relating to markets and financial instruments, tax issues and payment instruments;

- 2) to a prison sentence for one of the crimes set out in Chapter XI of Book V of the Civil Code or in R.D. no. 267 of March 16 1942;

- 3) to a prison sentence of not less than six months for a crime committed against the public administration, the public faith, property, public order or the public economy;

- 4) to a prison sentence of not less than one year, for any intentional or wilful crime,

All of the above cases except when the crime and the record thereof have been cancelled;

- that I have not requested application of one of the sentences as in points 1, 2, 3 and 4 above, except in the event of the extinguishment of the offence involved;

- that I possess the requisites of professionalism established by the same Decree no. 162 of March 30 2000 of the Minister of Justice;

- that I am on the Register of Legal Auditors as per the terms of D.Lgs no. 39 of January 27 2010 and of Ministerial Decrees nos. 144 and 145 of June 20 2012;

- that I am not in a position of incompatibility, as per the terms of Art. 149-*octies* of the Rules for the implementation of D.Lgs. no. 58 of 24.2.1998 adopted with Consob Resolution 11971/99;

- that I hold the following positions as director or statutory auditor:

- in the following companies whose shares are listed on regulated markets:

- in the following non-listed companies:

Director for TLP worldwide limited

Director for Taxlawplanet S.r.l.

and therefore I do not exceed the limits in relation to the number of positions as per the terms of Art. 144-*terdecies* of the Rules for the implementation of D.Lgs. no. 58 of 24.2.1998 adopted with Consob Resolution 11971/99;

- that I undertake to inform the Company promptly of any subsequent deed or fact that could change the information I have given.

I attach my curriculum vitae.

In witness whereof


Paola Zambon