

**NOTICE OF ANNUAL GENERAL MEETING**

**1st CALL – JUNE 28 2014 - at 3.00 p.m.**

**2nd CALL – JUNE 30 2014 - at 3.00 p.m.**

**PALAZZO DELLE STELLINE CONGRESS CENTRE  
CORSO MAGENTA 61 - MILANO**

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**REPORT ON ITEM 3) ON THE AGENDA**

**APPOINTMENT OF DIRECTORS OR REDUCTION OF THE NUMBER OF  
MEMBERS OF THE BOARD OF DIRECTORS. RESOLUTIONS PERTAINING TO  
AND RESULTING FROM THE SAME**

Dear Shareholders,

We should inform you that, following the resignation of Director Laura CIOLI on May 5 2014 and the possible resignation before the Shareholders' Meeting of another member of the Board of Directors, your Board deemed it appropriate not to co-opt replacements as per the terms of Art. 2386, paragraph 1, of the Civil Code but rather to submit to the coming Shareholders' Meeting to be held quite soon a resolution regarding the appointment of replacement Directors or the reduction of the number of members of the Board of Directors.

You are therefore being called upon to elect new Directors in order to make up the number of members of the Board of Directors of the Company set at 13 (thirteen), as per the AGM resolution adopted on April 29 2013, or else to pass a resolution to reduce the number of Directors from 13 (thirteen) to 11 (eleven). On this subject we would remind you that according to the terms of Art. 11 of the Company Bylaws the Company is administered by a Board of Directors consisting of between 5 (five) and 21 (twenty-one) members.

Concerning the proposal to reduce the number of Directors, your Board whose view is supported even by the Appointments and Compensation Committee, is of the opinion that the Board will still be adequate even if its number is reduced from 13 to 11 members, as it is made up of Directors with various kinds of professional profiles. There also remain an adequate number of Independent Directors and the condition regarding balance between the genders is respected.

Concerning the possibility that the number of Directors on the Board should be made up, we would point out that in this case the appointment of the Directors in replacement of those who have resigned will take place without application of the list vote mechanism, which is required for the renewal of the whole Board, and it will thus take place by means of a resolution adopted with a majority vote on the basis of proposals made by the Shareholders. The Directors thus elected will remain in office until the expiry of the mandate of all the other members of the Board of Directors, i.e. until the Shareholders' Meeting that will discuss the financial statements for the year ended December 31 2015.

Given the above, your Board submits the following proposed text for a resolution to your approval:

*“The Annual General Meeting of the Shareholders of COFIDE – Gruppo De Benedetti S.p.A.:*

*- having acknowledged the report of the Board of Directors;*

*- having seen the provisions of the law and of the Bylaws,*

*RESOLVES*

*- to re-determine 11 as the number of members of the Board of Directors until the Shareholders’ Meeting that will discuss the Financial Statements for the year ended December 31 2015”.*

Milan, April 28 2014

The Board of Directors”