

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 5) ON THE AGENDA

COMPENSATION REPORT COFIDE S.p.A.

FOREWORD

This report (“**Compensation Report**”) has been prepared in conformity with the terms of Art. 84-*quater* of Consob Regulation no. 11971/99 in implementation of Art. 123-*ter* of the T.U.F. and taking into account the recommendations contained in Art. 6 of the Code of Conduct for Listed Companies of Borsa Italiana S.p.A. (the “**Code of Conduct**”), and is organized in two sections. The first section has the aim of providing the Shareholders’ Meeting with information regarding the policy of the Company on the subject of the compensation of the Members of the Board of Directors and the procedures for adopting and implementing this policy. The second section aims to give an adequate representation of each of the items that make up the compensation and to illustrate to the market the compensation paid out or at least assigned in the previous year to the Members of the Board of Directors and the Members of the Board of Statutory Auditors. Positions of Executives with strategic responsibilities are not dealt with as the Company does not have any, since the officer responsible for the preparation of the financial statements of COFIDE S.p.A., as per the terms of Art. 154-*bis* of the T.U.F., is not paid by the Company as he is paid as an executive of CIR S.p.A.

The Annual General Meeting of the Shareholders, convened to approve the Financial Statements for the year ended December 31 2013, as per the terms of Art. 123-*ter* of the T.U.F., is called upon to express a non-binding vote on the first section of the Compensation Report. The result of the vote will be disclosed to the public, in accordance with the terms of Art. 125-*quater* 2nd paragraph of the T.U.F..

List of definitions

For the purposes of this Compensation Report the terms and expressions listed below have the meaning given alongside each of them:

“**Code of Conduct**”: Code of Conduct for Listed Companies published by Borsa Italiana S.p.A., updated version of December 2011.

“**Executives with strategic responsibilities**”: individuals defined as such in Annex 1 to Consob Regulation no. 17221 of March 12 2010 giving instructions on the subject of related-party transactions and identified in Art. 2.2.3 of the “**Rules for related-party transactions**” adopted by COFIDE S.p.A.

“**Group**”: the Company and its subsidiaries.

“**Policy**”: compensation policy of the Company.

“**Rules for Issuers**”: Consob Resolution no. 11971/99.

“**Company**”: COFIDE S.p.A.

“**T.U.F**”: Legislative Decree no. 58/98.

SECTION I

This section describes the policy of the Company on the subject of compensation of the Members of the Board of Directors with reference to the year 2013 together with the procedures used for the adoption and implementation of the policy. The policy establishes the principles and guidelines on the basis of which compensation is determined.

It should be noted that for COFIDE S.p.A. the compensation policy is extremely simplified, since it includes only the payment of fees – approved by the Shareholders' Meeting – to the members of the Board of Directors.

It should also be noted that the officer responsible for the preparation of the financial statements of COFIDE S.p.A., as per the terms of Art. 154-*bis* of the T.U.F., is not paid by the Company as he is paid as an executive of CIR S.p.A.

a) Bodies and individuals involved in the preparation and approval of the compensation policy, specifying their respective roles, and the bodies or individuals responsible for the correct implementation of the same policy

The Policy is prepared by the Appointments and Compensation Committee and is submitted annually by the said Committee to the examination and approval of the Board of Directors. After examining and approving the policy, the Board of Directors illustrates it in this section of the report so that it can be submitted to the consultative vote of the Shareholders' Meeting.

The Policy is structured as follows:

- i) The Shareholders' Meeting establishes the fixed fee for the members of the Board of Directors when they are appointed for the entire duration of their mandate.
- ii) The Shareholders' Meeting expresses a vote, which is non-binding, on the Policy approved each year by the Board of Directors.
- iii) At the proposal of the Appointments and Compensation Committee and having heard the opinion of the Statutory Auditors, the Board of Directors establishes the compensation of Directors with special positions.
- iv) The Board of Directors establishes the compensation of non-executive Directors for being on one or more committees.
- v) The Appointments and Compensation Committee has responsibility for preparing proposals to the Board of Directors regarding the compensation of Directors holding special positions, for preparing the Policy and submitting it to the examination of the Board of Directors.

b) Intervention, where applicable, of a Compensation Committee or any other committee with competence on the subject, with a description of its composition, competences and the way it works.

As indicated above, the Appointments and Compensation Committee takes part in the preparation of the Policy to submit to the Board of Directors.

The Committee is made up of Independent Directors Laura Cioli, Massimo Cremona and Paola Dubini.

The Appointments and Compensation Committee:

- Submits to the Board of Directors proposals relating to the compensation policies for Directors and Executives with strategic responsibilities;
- Gives opinions jointly with the Control and Risk Committee on proposals relating to the compensation policies for the head of internal auditing and the executive responsible for the preparation of the Company's financial statements and governance documents;
- Puts forward proposals for the compensation of the Chief Executive Officer and the Directors holding special positions, which can also include compensation plans involving the assignation of stock options or other share-based incentives;
- Puts forward proposals, at the indication of the Chief Executive Officer, on the criteria for the compensation of the managerial staff of the Company;
- Periodically assesses the adequacy, the consistency and the practical application of the compensation policy for Directors and Executives with strategic responsibilities.

c) Possible intervention of independent experts

In the preparation of the Policy no independent experts were involved.

d) Aims pursued with the compensation policy, principles underpinning it and any changes in the compensation policy from one year to the next

The Policy is established according to criteria that can attract, retain and motivate persons with adequate professional qualities to manage the Group effectively.

The guidelines of the Policy for this year have not changed from those of last year's Policy.

e) Description of the policies on the subject of fixed and variable items of compensation with particular reference to an indication of their relative weighting in the overall compensation and distinguishing between the variable items in the short versus the medium-long term

The compensation for Directors is in cash (i.e. it does not involve any equity component) and has no variable parts.

Directors holding special positions (Honorary Chairman and Director - Chairman - Chief Executive Officer) have been assigned a fixed fee in cash by the Board of Directors.

The compensation assigned to Directors for being on one or more committees, is established every year as a fixed amount on the basis of the commitment required of each of them.

f) Policy followed in relation to non-monetary benefits

At present no (non-monetary) benefits are envisaged for Directors.

g) In relation to variable items, a description of performance objectives on the basis of which the former are assigned, distinguishing between short and medium-long term variables, and information on the link between the change in results and the change in compensation

There is no variable part of the compensation in cash.

h) Criteria used for assessment of the performance objectives on which the assignation of shares, options or other financial instruments of other variable items of compensation is based

Not applicable because, as stated in paragraph e), no financial instruments are awarded.

i) Information which aims to show how the compensation policy is consistent with the pursuit of the long-term interests of the company and with the risk management policy, where it has been formalized

When defining the compensation systems, the Board of Directors was of the opinion that compensation based solely on a fixed fee was in line with the characteristics and nature of the Company.

In defining the compensation systems the Board of Directors also made sure that these systems gave due consideration to the “Guidelines on the subject of internal control and risk management” approved by the Board of October 29 2012.

j) The vesting period, the deferred payment systems, with an indication of the periods of deferral and the criteria used to determine these periods and, where applicable, ex post correction mechanisms

Not applicable.

k) Information on any clauses relating to holding the financial instruments after their acquisition, with an indication of the holding periods and of the criteria used to determine such periods

Not applicable.

l) Policy in relation to what payout is applicable when the position or the employment terminates, specifying which circumstances give rise to the right to such payout and any link between the said payout and the performance of the Company.

Except where application of the law requires otherwise, no sum is payable when the mandate of Directors terminates.

m) Information on the presence of possible insurance cover, in the sense of pension plans other than those that are obligatory

In line with best practice, an insurance policy (Directors & Officers) has been taken out against civil liability towards third parties for the various corporate bodies in the exercise of their functions with the aim of protecting the Group from the risk of having to pay compensation, except for cases of wilful misconduct or gross negligence.

n) Compensation policy followed where applicable in relation to: (i) independent directorships, (ii) committee membership and (iii) special positions (chairman, deputy chairman etc.)

Compensation, in addition to the ordinary fee, is envisaged for Independent Directors who sit on any Committees.

Directors holding special positions (Honorary Chairman and Director and Chairman) benefit from the compensation described in the preceding paragraphs.

o) If the compensation policy has been defined using the compensation policies of other companies as a reference, the criteria used for the choice of any such companies

The compensation Policy was prepared without any specific reference to the policies of other companies.

SECTION II

1.1 Part One

1.1 Items making up compensation

Board of Directors

The compensation of the Directors consists of a fixed part determined by the Shareholders' Meeting on their appointment for the whole duration of their mandate.

Directors holding special positions

The Honorary Chairman and Director and the Chairman receive a further fixed item of compensation.

Non-executive Directors

Non-executive Directors receive a further fixed fee if they are on any of the Internal Committees (Control and Risk Committee; Committee for Related Party Transactions; Appointments and Compensation Committee).

Board of Statutory Auditors

The fee is determined as a fixed sum by the Shareholders' Meeting on their appointment for the whole duration of their mandate. The fee for the Chairman is different from that of the other Statutory Auditors.

Executives with strategic responsibilities

The Company has no Executives with strategic responsibilities as the Executive responsible for the preparation of the financial statements of COFIDE S.p.A., as per the terms of Art. 154-bis of the T.U.F., is not paid by the Company as he is paid as an Executive of CIR S.p.A.

1.2 With particular reference to agreements involving compensation in the event of the early termination of the relationship, the following information applies:

1.2.1 Existence of such agreements

No agreements have been entered into involving any compensation paid to Directors in the event of early termination of the directorship.

1.2.2 Criteria for determining the compensation entitlement of each individual.

Not applicable.

1.2.3 Presence of any performance criteria to which the assignation of the compensation is linked

There are no performance objectives connected with the assignation of compensation.

1.2.4 Effects of the termination of the relationship on the Units assigned within the scope of the share-based incentive plans or cash payouts

Non applicable.

1.2.5 Cases in which the right to compensation exists

See point 1.2.1. above.

1.2.6 The existence, where applicable, of agreements involving the assignation or the maintenance of non-monetary benefits in favour of individuals who no longer hold the position or have signed a consulting contract for a period following the termination of their employment relationship

No agreements of this kind have been signed.

1.2.7 Existence of agreements providing for compensation for non-competition undertakings

No agreements have been signed involving compensation for non-competition undertakings.

1.2.8 With reference to Directors who left their positions during the year, any changes in the determination of the compensation compared to the terms of the agreement on the same

Not applicable.

1.2.9 Where there are no specific agreements on the subject, specific information on the criteria used to determine the leaving indemnity matured

During the year 2013 no leaving indemnity was paid out.

Part Two

Annexes charts 1, 2, 3A as per Schedule no. 7-*bis* of the Rules for Issuers.

Equity investments

As per the fourth paragraph of Art. 84-*quater* of the Rules for Issuers, an annex to this Report shows the equity investments held in the Company or in its subsidiaries by Directors and Statutory Auditors, as well as by their spouses who are not legally separated and minor children, directly or through subsidiaries, fiduciary companies or third persons, as resulting from the Shareholder Book, notification received or from any other information obtained from the same Directors and Statutory Auditors (Chart 1 of Schedule no.7-*ter* of the Rules for Issuers).

SCHEDULE 7-BIS - TABLE 1: Fees paid to members of the administrative and control bodies, general managers and executives with strategic responsibilities

(in euro)

Last name and first name	Position	Period in which the position was held 2013	Expiry of mandate	Company preparing financial statements and subsidiaries and associates	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)	Notes
					Fixed fees	Fees for being on committees	Variable non-equity compensation non equity		Non-monetary benefits	Other fees	Total	Fair value of equity compensation (theoretical value: see note V)	End of mandate or leaving indemnity	
							Bonuses & other incentives	Profit sharing						
DE BENEDETTI CARLO	Honorary Chairman and Director	1.1 - 31.12	Approval Fin. Stat. 2015	COFIDE S.p.A.	110.000						110.000			1,2
				Subsidiaries	545.000					545.000			II	
				Total	655.000					655.000				
DE BENEDETTI RODOLFO	Chairman	1.1 - 31.12	Approval Fin. Stat. 2015	COFIDE S.p.A.	160.000						160.000			1,4
				Subsidiaries	1.722.989			1.252		1.724.241	1.870.000		I, III, V	
				Total	1.882.989			1.252		1.884.241				
ABRAVANEL ROGER	Director	1.1 - 29.04	Approval Fin. Stat. 2012	COFIDE S.p.A.	6.667	3.333					10.000			1a, 5c
BRUGNOLI GIAMPAOLO	Director	1.1 - 29.04	Approval Fin. Stat. 2012	COFIDE S.p.A.	6.667	3.333					10.000			1a, 5c, 8
CANDIANI SILVIA	Director	29.4 - 31.12	Approval Fin. Stat. 2015	COFIDE S.p.A.	6.667						6.667			I
CIOLI LAURA	Director	29.4 - 31.12	Approval Fin. Stat. 2015	COFIDE S.p.A.	6.667	4.333					11.000			1, 5a
CORNELLI FRANCESCA	Director	1.1 - 31.12	Approval Fin. Stat. 2015	COFIDE S.p.A.	13.333	13.000					26.333			1, 1a, 5b, 5c
CREMONA MASSIMO	Director	1.1 - 31.12	Approval Fin. Stat. 2015	COFIDE S.p.A.	13.333	20.666					33.999			1, 1a, 5a, 5b, 5c, 6
DE BENEDETTI EDOARDO	Director	29.4 - 31.12	Approval Fin. Stat. 2015	COFIDE S.p.A.	6.667						6.667			I
DEBENEDETTI FRANCO	Consigliere	1.1 - 29.04	Approval Fin. Stat. 2012	COFIDE S.p.A.	6.667						6.667			1a
				Subsidiaries	20.000					20.000			I	
				Total	26.667					26.667				
DE BENEDETTI MARCO	Director	1.1 - 31.12	Approval Fin. Stat. 2015	COFIDE S.p.A.	13.333						13.333			1, 1a, 7
DUBINI PAOLA	Director	1.1 - 31.12	Approval Fin. Stat. 2015	COFIDE S.p.A.	13.333	17.333					30.666			1, 1a, 5a, 5b, 5c
FERRERO PIERLUIGI	Director	1.1 - 31.12	Approval Fin. Stat. 2015	COFIDE S.p.A.	13.333						13.333			1, 1a
				Subsidiaries	95.000					95.000			I	
				Total	108.333					108.333				
GUASTI FRANCESCO	Director	1.1 - 31.12	Approval Fin. Stat. 2015	COFIDE S.p.A.	80.000						80.000			1, 1a, 3
GIRARD FRANCO	Director	1.1 - 29.04	Approval Fin. Stat. 2012	COFIDE S.p.A.	6.667						6.667			1a
				Subsidiaries	20.000					20.000			I	
				Total	26.667					26.667				

<i>(in euro)</i>					(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)	
<i>Last name and first name</i>	<i>Position</i>	<i>Period in which the position was held 2013</i>	<i>Expiry of mandate</i>	<i>Company preparing financial statements and subsidiaries and associates</i>	<i>Fixed fees</i>	<i>Fees for being on committees</i>	<i>Variable non-equity compensation non equity</i>		<i>Non-monetary benefits</i>	<i>Other fees</i>	<i>Total</i>	<i>Fair value of equity compensation (theoretical value: see note V)</i>	<i>End of mandate or leaving indemnity</i>	<i>Notes</i>
							<i>Bonuses & other incentives</i>	<i>Profit sharing</i>						
OUGHOURLIAN JOSEPH	Director	1.1 - 31.12	Approval Fin. Stat. 2015	COFIDE S.p.A.	13.333						13.333			I, 1a
ROBOTTI ROBERTO	Director	1.1 - 31.12	Approval Fin. Stat. 2015	COFIDE S.p.A.	13.333	16.333					29.666			I, 1a, 5b,5c
					Subsidiaries	20.000	17.000				37.000			I, IV
					<i>Total</i>	<i>33.333</i>	<i>33.333</i>				<i>66.666</i>			
ROCCA PAOLO RICCARDO	Director	1.1 - 29.04	Approval Fin. Stat. 2012	COFIDE S.p.A.	6.667	3.333					10.000			Ia, 5c
					Subsidiaries	20.000	7.000				27.000			I, IV
					<i>Total</i>	<i>26.667</i>	<i>10.333</i>				<i>37.000</i>			
BENNANI VITTORIO	Chairman Board of Statutory Auditors	1.1 - 31.12	Approval Fin. Stat. 2015	COFIDE S.p.A.	52.500						52.500			
					Subsidiaries	180.106					180.106			9
					<i>Total</i>	<i>232.606</i>					<i>232.606</i>			
BRACCO TIZIANO	Statutory Auditors	1.1 - 31.12	Approval Fin. Stat. 2015	COFIDE S.p.A.	35.000						35.000			
ZINGALES RICCARDO	Statutory Auditors	1.1 - 31.12	Approval Fin. Stat. 2015	COFIDE S.p.A.	35.000						35.000			
					Subsidiaries	264.787					264.787			9
					<i>Total</i>	<i>299.787</i>					<i>299.787</i>			

NOTES

- (1) Fees for the position of Director in the company preparing the financial statements of € 10,000 approved by the AGM and by the Board of Directors as per Art. 2389, 3rd parag. of the Civil Code.
- (1a) Fees for the position of Director in the company preparing the financial statements until 29/4/2013, approval of financial statements for 2012.
- (2) Fees of € 100,000 approved by the Board of Directors for the position of Honorary Chairman. All the fees are paid into Romed S.p.A.
- (3) Fees for the position of Chairman until 29/4/2013. All the fees are paid into Studio Legale Guasti.
- (4) Fees of € 150,000 approved by the Board of Directors for the position of Chairman.
- (5) Fees for being on committees in the company preparing the financial statements include:
- a) Appointments and Compensation Committee € 5,000 plus an attendance bonus of € 1,000 for each meeting.
- b) Control and Risk Committee € 5,000 plus an attendance bonus of € 1,000 for each meeting.
- c) Committee fees until 29/4/2013, approval of financial statements for 2012.
- (6) All the fees are paid into Studio Pirola, Pennuto, Zei e Associati.
- (7) All the fees are paid into MDB Consulting S.r.l.
- (8) All the fees are paid into Assicurazioni Generali.
- (9) Fees from subsidiaries which include compensation for the positions of Statutory Auditor.

- (I) Fees from subsidiaries for the position of Director and for special positions as per paragraph 3 of Art. 2389 Civil Code.
- (II) Fees from subsidiaries for the position of Chairman and/or special positions as per paragraph 3 of Art. 2389 Civil Code. All the fees are paid into Romed S.p.A.
- (III) Fees from subsidiaries for the position of Chairman and/or for special positions as per paragraph 3 of Art. 2389 Civil Code, for employee salary and for CIR TFR (leaving indemnity) paid in the period for € 802,602. Fees in the form of non-monetary benefits refer to insurance policies.
- (IV) Fees from subsidiaries for being on committees.
- (V) This is the Company's notional cost as recognized to the income statement in personnel costs, with an offset in a special equity reserve; IAS carrying values not received by the Director as for the moment only potential.

SCHEDULE 7-BIS - TABLE 2: Stock options assigned to members of the Board of Directors, General Managers and other Executives with strategic responsibilities

		<i>Options held at the beginning of the year</i>										<i>Options exercised during the year</i>			<i>Options which expired in the year</i>	<i>Options held at the end of the year</i>	<i>Options for the year</i>
		(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15) = (2)+(5)-(11)-(14)	(16)
<i>Last name and first name</i>	<i>Position held</i>	<i>Plan</i>	<i>Number of options</i>	<i>Strike price</i>	<i>Period of possible exercise (from - to)</i>	<i>Number of options</i>	<i>Strike price</i>	<i>Period of possible exercise (from - to)</i>	<i>Fair value at grant date (in thousands of euro)</i>	<i>Grant date</i>	<i>Market price of underlying shares at grant date</i>	<i>Number of options</i>	<i>Strike price</i>	<i>Market price of underlying shares at exercise date</i>	<i>Number of options</i>	<i>Number of options</i>	<i>Fair value (theoretical value: see note) (in thousands of euro)</i>
DE BENEDETTI RODOLFO	Chairman																
Stock Option Plan		5/9/2003	112,500	1.13	from 29/02/2004 to 28/02/2014											112,500	--
Stock Option Plan		12/3/2004	275,000	1.60	from 30/09/2004 to 30/09/2014											275,000	--
Stock Option Plan		6/9/2004	1,250,000	1.56	from 28/02/2005 to 28/02/2015											1,250,000	--
Stock Option Plan		11/3/2005	1,350,000	2.34	from 30/09/2005 to 30/09/2015											1,350,000	--
Stock Option Plan		6/9/2005	1,250,000	2.49	from 28/02/2006 to 29/02/2016											1,250,000	--
Stock Option Plan		2006 1st tranche	1,250,000	2.50	from 31/12/2006 to 31/12/2016											1,250,000	--
Stock Option Plan		2006 2nd tranche	1,250,000	2.47	from 30/06/2007 to 30/06/2017											1,250,000	--
Extraordinary Stock Option Plan		2009 1st tranche (**)	1,750,000	3.0877	from 30/09/2007 to 30/09/2017											1,750,000	--
Extraordinary Stock Option Plan		2009 2nd tranche (**)	1,750,000	2.7344	from 31/03/2008 to 31/03/2018											1,750,000	--
Extraordinary Stock Option Plan		2009 3rd tranche (**)	1,750,000	1.6806	from 30/09/2008 to 30/09/2018											1,750,000	4
Extraordinary Stock Option Plan		2009 4th tranche (**)	1,750,000	1.0718	from 31/03/2009 to 31/03/2019											1,750,000	27
Stock Option Plan		2009 1st tranche	1,750,000	0.9907	from 30/09/2009 to 30/09/2019											1,750,000	61
Stock Option Plan		2009 2nd tranche	1,750,000	1.5449	from 28/02/2010 to 28/02/2020											1,750,000	183
Stock Option Plan		2010 1st tranche	1,750,000	1.6208	from 30/09/2010 to 30/09/2020											1,750,000	158
Stock Option Plan		2010 2nd tranche	1,750,000	1.4982	from 28/02/2011 to 28/02/2021											1,750,000	258
TOTAL (*)			20,737,500	1.9241											0	20,737,500	691

(*) These are Stock Option Plans issued by the subsidiary CIR S.p.A.

(**) Plans resulting from the conversion of Phantom Stock Option Plans

(16) This refers to the notional cost for the Company recognized to the income statement in personnel costs, with an offset in the special equity reserve

SCHEMA 7-BIS - TABELLA 3A: Piani di incentivazione basati su strumenti finanziari, diversi dalle stock option, a favore dei componenti dell'organo di amministrazione, dei direttori generali e degli altri dirigenti con responsabilità strategiche

		Strumenti finanziari assegnati negli esercizi precedenti non vested nel corso dell'esercizio		Strumenti finanziari assegnati nel corso dell'esercizio					Strumenti finanziari vested nel corso dell'esercizio e non attribuiti	Strumenti finanziari vested nel corso dell'esercizio e attribuibili	Strumenti finanziari di competenza dell'esercizio		
		(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)
Cognome e Nome	Carica ricoperta	Piano	Numero e tipologia di strumenti finanziari	Periodo di vesting	Numero e tipologia di strumenti finanziari	Fair value alla data di assegnazione (valore teorico: v. nota) (importi in migliaia di euro)	Periodo di vesting	Data di assegnazione	Prezzo di mercato all'assegnazione	Numero e tipologia di strumenti finanziari	Numero e tipologia di strumenti finanziari	Valore alla data di maturazione	Fair value (valore teorico: v. nota) (importi in migliaia di euro)
DE BENEDETTI RODOLFO	Presidente	2011 (*)	stock grant 1.490.000	dal 29/04/2011 al 31/01/2015						stock grant 325.500	stock grant 233.250	240	634
DE BENEDETTI RODOLFO	Presidente	2012 (*)	stock grant 2.679.185	dal 27/04/2012 al 31/01/2016									826
DE BENEDETTI RODOLFO	Presidente	2013 (*)			stock grant 1.000.000	645	dal 29/04/2013 al 31/01/2017	29/04/2013	0,872				157
					645							240	1.617

(*) Trattasi di piani di Stock Grant emessi dalla controllata CIR S.p.A.

(5) Trattasi del costo figurativo aziendale determinato al momento dell'assegnazione del piano, utilizzando specifici modelli attuariali, moltiplicato per il numero di "Unit" esercitabili nel periodo di riferimento

(12) Trattasi del costo figurativo aziendale rilevato a conto economico tra i costi del personale quota parte relativa al 2011 dell'importo indicato alla colonna 5, con contropartita ad apposita riserva di patrimonio netto

SCHEDULE 7-TER - TABLE 1

SHARES OWNED BY MEMBERS OF THE ADMINISTRATIVE AND CONTROL BODIES AND GENERAL MANAGERS

<i>Last Name and First Name</i>	<i>Position</i>	<i>Company in which shares are owned</i>	<i>No. of shares owned at December 31 2012</i>	<i>No. of shares acquired in the year 2013</i>	<i>No. of shares transferred in the year 2013</i>	<i>No. of shares owned at December 31 2013</i>	<i>Notes</i>
DE BENEDETTI Carlo	Honorary Chairman & Director	Cofide S.p.A.	376,677,372 ord. sh.	0 ord. sh.	373,441,844 ord. sh.	3,235,528 ord. sh.	(1), (2)
DE BENEDETTI Carlo	Honorary Chairman & Director	Cir S.p.A.	363,771,164 ord. sh.	0 ord. sh.	363,771,164 ord. sh.	0 ord. sh.	(1)
DE BENEDETTI Carlo	Chairman	G.E. L'Espresso S.p.A.	220,776,235 ord. sh.	0 ord. sh.	220,775,235 ord. sh.	1,000 ord. sh.	(1), (2)
DE BENEDETTI Carlo	Honorary Chairman	Sogefi S.p.A.	65,800,588 ord. sh.	0 ord. sh.	65,800,588 ord. sh.	0 ord. sh.	(1)
DE BENEDETTI Rodolfo	Chairman	Cir S.p.A.	12,812,500 ord. sh.	233,250 ord. sh.	980,188 ord. sh.	12,065,562 ord. sh.	(3)
DEBENEDETTI Franco	Director	Cir S.p.A.	375,000 ord. sh.	0 ord. sh.	0 ord. sh.	375,000 ord. sh.	
FERRERO Pierluigi	No position	Cir S.p.A.	300,000 ord. sh.	0 ord. sh.	50,000 ord. sh.	250,000 ord. sh.	
FERRERO Pierluigi	No position	G.E. L'Espresso S.p.A.	20,000 ord. sh.	0 ord. sh.	0 ord. sh.	20,000 ord. sh.	
FERRERO Pierluigi	No position	Sogefi S.p.A.	15,000 ord. sh.	0 ord. sh.	0 ord. sh.	15,000 ord. sh.	
GIRARD Franco	Director	Cofide S.p.A.	100,000 ord. sh.	0 ord. sh.	0 ord. sh.	100,000 ord. sh.	
GIRARD Franco	Director	Cir S.p.A.	228,000 ord. sh.	0 ord. sh.	0 ord. sh.	228,000 ord. sh.	
GIRARD Franco	No position	G.E. L'Espresso S.p.A.	10,000 ord. sh.	0 ord. sh.	0 ord. sh.	10,000 ord. sh.	
GIRARD Franco	No position	Sogefi S.p.A.	10,000 ord. sh.	0 ord. sh.	0 ord. sh.	10,000 ord. sh.	
OUGHOURLIAN Joseph Marie	Director	Cofide S.p.A.	2,531,854 ord. sh.	0 ord. sh.	118,483 ord. sh.	2,413,371 ord. sh.	
OUGHOURLIAN Joseph Marie	No position	Sogefi S.p.A.	284,278 ord. sh.	0 ord. sh.	0 ord. sh.	284,278 ord. sh.	
ROBOTTI Roberto	No position	Cir S.p.A.	21,000 ord. sh.	0 ord. sh.	0 ord. sh.	21,000 ord. sh.	
ROBOTTI Roberto	Director	Sogefi S.p.A.	1,300 ord. sh.	0 ord. sh.	0 ord. sh.	1,300 ord. sh.	
ROCCA Paolo Riccardo	No position	Cir S.p.A.	386 ord. sh.	0 ord. sh.	0 ord. sh.	386 ord. sh.	

NOTES

(1) On 18/03/2013 Mr Carlo DE BENEDETTI with a deed of succession between living people transferred to his three sons Rodolfo, Marco and Edoardo DE BENEDETTI ownership title of the whole shareholding in CARLO DE BENEDETTI & FIGLI S.p.A. and so from that day onwards Mr Carlo DE BENEDETTI no longer exercises control over the listed companies COFIDE S.p.A., CIR S.p.A., GRUPPO EDITORIALE L'ESPRESSO S.p.A. and SOGEFI S.p.A.

(2) The 3,235,528 COFIDE shares and the 1,000 GRUPPO EDITORIALE L'ESPRESSO S.p.A. shares are owned by Mr Carlo DE BENEDETTI indirectly through ROMED S.p.A. which he controls.

(3) The 12,065,562 shares in CIR S.p.A. are owned as follows: 513,062 directly and 11,552,500 indirectly through the company Rodolfo De Benedetti Società Semplice.

PROPOSED RESOLUTION

Consultative vote on Section I of the Compensation Report as per Art. 123-ter of the T.U.F.

Dear Shareholders,

In accordance with the terms of Art. 123-ter, paragraph 6, of the T.U.F., you are being called upon to adopt a resolution on Section I of the Compensation Report prepared according to the provisions of Art. 84-*quater* of Consob's Rules for Issuers, in conformity with Annex 3 A, Schedule 7-*bis* of the above-cited Rules.

Given the above, drawing your attention to the content of the above-mentioned Report, your Board of Directors hereby submits to you the following

Proposed resolution

The Annual General Meeting of the Shareholders of COFIDE - Gruppo De Benedetti S.p.A.

- Having seen the terms of current regulations;
- Acknowledging that the Compensation Report has been filed and made available within the time limits required by law

ADOPTS A RESOLUTION

in favour of the content of Section I of the Compensation Report approved by the Board of Directors at the meeting held on June 6 2014.

Milan, June 6 2014

The Board of Directors