

**"COFIDE - Gruppo De Benedetti S.p.A."**

Headquarters in Milan, Via Ciovassino 1

Share Capital of euro 359,604,959

Registration no. on the Milan Register of Companies 01792930016

Company subject to management and coordination by CARLO DE BENEDETTI & FIGLI

S.a.p.A.

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**MINUTES OF THE ORDINARY ANNUAL GENERAL MEETING**

In the year 2014 on the 30th day of the month of June at 3.00 p.m..

In Milan, in the Palazzo delle Stelline Congress Centre in Corso Magenta 61, the Annual General Meeting of the Shareholders took place.

The Chairman, Mr Rodolfo De Benedetti, takes the chair in accordance with the terms of Art. 10 of the Company Bylaws and with the unanimous consent of those present calls upon Notary Public, Ms Francesca Gasparro to act as Secretary.

The Chairman informs those present that today's meeting was called for June 28 2014 at the first call and for today at the second call, with a notice published in full on the website of the Company on May 17 2014 with an extract of the same also published in the newspaper "La Repubblica" on the same date, to pass resolution on the following

**AGENDA**

1. Annual Report and Financial Statements for the year ended December 31 2013. Resolutions on the same.
2. Appointment of the Board of Statutory Auditors for the years 2014-2016 and decisions as to their fees.
3. Appointment of Directors or reduction of the number of members of the Board of Directors. Resolutions pertaining to and resulting from the same.
4. Proposal to cancel the resolution of April 29 2013 regarding the authorization to buy back and dispose of own shares and proposal for a new authorization.
5. Compensation Report.

As well as the Chairman, the following Directors are also present, namely: Ms Silvia Candiani, Ms Francesca Cornelli, Mr Edoardo De Benedetti, Mr Marco De Benedetti, Ms Paola Dubini, Mr Pierluigi Ferrero, Mr Francesco Guasti and Mr Roberto Robotti and all of the Statutory Auditors in office, namely: Mr Vittorio Bennani – Chairman of the Board of Statutory Auditors, Mr Tiziano Bracco and Mr Riccardo Zingales.

Directors Carlo De Benedetti, Massimo Cremona and Joseph Oughourlian have sent apologies for absence.

The Chairman then, after checking the legitimacy of the voting rights of those present as required by law, declares the meeting to be validly constituted today at the second call as nobody was present at the first call on June 28 2014, as can be seen from the minutes of the same, since shareholders representing 402,493,855 shares with voting rights are present either in person or by proxy, equal to 55.963% of the 719,209,918 shares making up the share capital.

He reminds the meeting that in accordance with the terms of Art. 135-*undecies* of D.Lgs. 58/98, the Company has designated Studio Segre S.r.l. as the entity which those entitled to vote could appoint as their proxy with voting instructions on all or some of the items on the Agenda but says that no such appointments have been received.

He says that Mr Marco Miccoli and Ms Rosella Cazzulani are present in representation of the firm of auditors Deloitte & Touche. He also says that some employees are present in the hall for reasons of duty and that some experts, financial analysts and qualified journalists have been allowed to attend the meeting.

He also says that no audio or video recording devices may be used.

He notes that the personal information of the persons taking part in the meeting will be collected and used by the Company in compliance with Legislative Decree no. 196/2003.

Lastly he informs that the proceedings of the meeting will be recorded in order to facilitate the preparation of the minutes.

In compliance with the rules set out in Consob Resolution no. 11971, the Chairman states that:

- the list of 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 or as a person/entity with the right of usufruct;
- a list of those who expressed a vote in favour, against or who abstained on each resolution will be attached to these minutes under the letter "B" to form an integral and essential part thereof.

To this end, in order to facilitate the preparation of the minutes, he requests that anyone wishing to have their absence from the meeting acknowledged should notify the staff as they leave the hall.

The list of the Shareholders with percentages of ownership of more than 2% of the capital, resulting from the Shareholders' Book at June 23 2014, together with the communications received as per the terms of Art. 120 of the Finance Consolidation Act (TUF) and any other information available to the Company as of June 27 2014, is as follows:

<b>Name</b>	<b>Number of shares</b>	<b>Percentage of ord. cap</b>
BIM FIDUCIARIA S.P.A.	224,000,000	31.145
CARLO DE BENEDETTI & FIGLI S.A.P.A.	149,441,844	20.779
BESTINVER INTERNACIONAL FI	33,379,194	4.641
BESTINVER HEDGE VALUE FUND FIL	31,855,5887	4.429
CREDIT SUISSE SECURITIES (EUROPE) LTD	26,324,593	3.660
BESTIFOND FI	21,710,335	3.019

There were 7,025 Shareholders recorded in the Shareholders' Book at June 23 2014.

As per the terms of Consob resolution no. 11971 Annex 3 E, 1st paragraph, letter e), he says who the Shareholders of last resort are, i.e. those holding more than 2% of the capital of Cofide at June 27 2014:

. **Carlo De Benedetti & Figli S.a.p.A.** which directly owns 373,441,844 ordinary shares equal to 51.924% of the share capital, of which 224,000,000 are in the name of the fiduciary Bim Fiduciaria S.p.A.;

. **Bestinver Gestion SGIIC SA** which indirectly owns 123,236,122 ordinary shares equal to 17.135% of the share capital; as well as the three funds stated above there are a further 36,291,005 shares held by entities that can be traced back to BESTINVER GESTION SGIIC SA the owners of which individually have less than 2% of the share capital;

. **Credit Suisse Group AG** which indirectly owns 26,324,593 ordinary shares equal to 3.660% of the share capital;

. **Giovanni Cagnoli** who directly owns 5,356,315 shares and indirectly owns 10,025,596 ordinary shares equal to 2.139% of the share capital.

He informs those present that a summary of the interventions and of the answers given and any statements commenting on the same will be part of the minutes and a separate attachment to the same will not therefore be necessary as an extended form of the minutes has been expressly decided upon.

Regarding the obligations in relation to the audit mandate and ongoing check that the accounts are being held correctly, the Chairman informs those present that Deloitte & Touche S.p.A. billed a total fee of euro 69,119 of which:

\* Euro 32,750.00 for 304 hours of audit work on the separate financial statements of the Company;

\* Euro 11,300.00 for 140 hours of audit work on the consolidated financial statements of the group;

\* Euro 13,600.00 for 130 hours of audit work on the semi-annual financial report as of June 30 2013;

\* Euro 5,670.00 for 60 hours of audit work on the ongoing accounting checks;

\* Euro 5,799.00 for expenses.

He also informs that:

- the booklet with a blue cover handed out at the entrance to the hall contains on page 34 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.;

- the Annual Report booklet, together with the Annual Report and the Financial Statements of the Company, also contains the Consolidated Financial Statements of the Group for the year 2013 which, although they are not subject to the approval of the Shareholders, do give the Shareholders broader and more significant information.

The Chairman notes that the share capital of Cofide S.p.A., which is fully paid up, amounts to euro 359,604,959 and consists of 719,209,918 ordinary shares each with a nominal value of euro 0.50 and that the Company does not own any of its own shares.

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

As information on every item on the Agenda has been made available to the public well before the date of this meeting, the Chairman, with the consent of the Shareholders, omits reading out the same.

Moving on to deal with the **first item on the Agenda** the Chairman, with the projection of some slides which are attached to these minutes under the letter C, illustrates the performance of the Group and the results of the first quarter approved by the Board of Directors at the meeting held before this Shareholders' Meeting.

He explains in particular that the year was characterized by two extraordinary events: the write-down of the goodwill and the assets of the subsidiary Sorgenia and the definitive conclusion of the Lodo Mondadori case.

He also illustrates the performance of the individual subsidiaries which, with the exception of Sorgenia, closed 2013 in profit, albeit with a slightly lower result than that of the previous year.

He then goes on to recall that in 2013 Sorgenia renewed its management, launched a new business plan and more especially began negotiations – which are now in the advanced stages – with the banks to restructure its debt, which will in all likelihood lead to Sorgenia leaving the consolidation perimeter of CIR, guaranteeing nonetheless its going-concern status.

He underlines the fact that Sorgenia has been successful over the years both in terms of revenues and in terms of job creation.

Unfortunately the recession which hit the Italian economy after 2008 and which very few people were able to foresee, had an extremely negative impact on Sorgenia, an entity that was younger and smaller than its competitors.

Then he says again that the attempt to reach an agreement with the banks is at the advanced stages thanks mainly to the intense commitment of the new Chief Executive Officer Monica Mondardini.

He then welcomes his brothers Marco and Edoardo De Benedetti to the Board of CIR and confirms the commitment of the Shareholders they represent within the Group.

Lastly, he says that thanks to a long-term plan, a stable shareholding structure, a renewed management, an important business culture and significant liquidity, the Group can look to the future with optimism.

He ends by thanking the new Chief Executive Officer, Ms Monica Mondardini, for having accepted the position in CIR in such a delicate moment and thanking his father Mr Carlo De Benedetti for the way in which, after 38 years of activity in the Group, he has managed his succession process for the Company.

He then reminds everyone that the proposed allocation of the result for the year 2013 can be found on page 35 of the booklet that has been distributed to all the attendees.

He then cedes the floor to the Chairman of the Board of Statutory Auditors who, with the consent of the meeting, reads out only the last part of the Report of the Board of Statutory Auditors reproduced on page 222 onwards of the Annual Report booklet.

The Chairman goes on to say that shareholders Mr Marco Bava and Ms Michol Giagliardo sent in a list of questions before the meeting. The questions and the answers to the same are available to anyone who is interested at the entrance to the meeting room and are attached to these minutes under the letter D.

He opens the debate.

Shareholder Giuseppe Rubino asks approximately how much the investments made in Sorgenia amount to.

The Chairman replies that the investments were less than one hundred million euro.

As nobody else requests the floor the Chairman informs that at the moment shareholders are present representing 402,494,855 shares with voting rights equal to 55.963% of the 719,209,918 shares that make up the share capital.

He then puts to the vote the financial statements for the year ended December 31 2013 of CO-FIDE and the following proposal given on page 35 of the booklet handed out at the entrance to the hall:

“Dear Shareholders,

The separate financial statements for the year ended December 31 2013, which we are submitting to your approval, closed with a net income of euro 1,118,074.98.

We therefore propose that you:

- Approve the financial statements for the year ended December 31 2013:
- Allocate the result as follows:
  - o euro 55,903.75 to the legal reserve;
  - o euro 1,062,171.23 to the item “Retained earnings (losses)”, which will thus be increased to euro 36,430,705.92”

The Financial Statements for the year ended December 31 2013 and the proposed allocation of the result for the year as reproduced above are approved by a majority vote with the abstention of shareholder Carlo Maria Braghero with 5,451 votes but with the vote in favour of all the others as can be seen from the list attached to these minutes under the letter B.

Moving on to deal with the **second item on the Agenda**, the Chairman reminds everyone that with the approval of the Financial Statements for the year ended December 31 2013 the mandate of the current Board of Statutory Auditors awarded by the Shareholders of COFIDE S.p.A. on April 29 2011 has now lapsed as the third year has now come to an end.

The booklet with a blue cover handed out at the entrance to the hall contains on page 7 onwards the Report of the Board of Directors and the following proposed resolution regarding the decisions as to the fees:

“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 acknowledged the proposal of the Shareholder CARLO DE BENEDETTI & FIGLI S.a.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 35,000 for the Chairman of the Board of Statutory Auditors and of euro 20,000 for each of the Statutory Auditors in office.”

He reminds everyone that in accordance with Art. 22 of the Company Bylaws, the Board of Statutory Auditors is appointed on the basis of lists presented by the shareholders, consisting of two sections: one of the candidates for the position of statutory auditor in office, the other of the candidates for the position of alternate auditor and in each section the candidates are listed in numerical order.

He goes on to say that only one list of candidates was filed at the registered office of the Company for the election of the Board of Statutory Auditors for the years 2014-2016 and then gives information on the list presented:

The shareholder CARLO DE BENEDETTI & FIGLI S.a.p.A., holder of 373,441,844 ordinary COFIDE shares corresponding to 51.923% of the share capital with voting rights, on June 3 2014 filed the following list of candidates:

Candidates for the position of statutory auditor in office

1. ZINGALES RICCARDO
2. DELLATORRE ANTONELLA
3. BRACCO TIZIANO

Candidates for the position of alternate auditor

1. ZAMBON PAOLA
2. NANI LUIGI
3. MACCHIORLATTI VIGNAT LUIGI

He also announces that the candidates:

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

These documents have been filed with the registered office, published on the website and on the authorized storage system IINFO and have been passed on for filing in the Company records.

The Chairman thanks Mr Vittorio Bennani for his great commitment during his mandate as Chairman of the Board of Statutory Auditors and then opens the debate.

Shareholder Carlo Maria Braghero joins the thanks proffered to the outgoing Chairman of the Board of Statutory Auditors, adding that it will be a great loss for the Company. He also expresses his satisfaction with the names of the new candidates and congratulates Mr Riccardo Zingales for his candidature for the position of Chairman of the Board of Statutory Auditors.

Nobody else having asked for the floor the Chairman notes that there have not been any changes in the number of presences and puts to the vote the proposed resolution regarding the decisions as to the fees which has been read out and which is approved by a majority vote but with the vote against of certain Funds represented by Mr Carlo Maria Giambalvo Zilli with 74,021

shares and with votes in favour by all the other shareholders without any abstentions as can be seen from the list attached to these minutes under the letter B.

He acknowledges that the Shareholders have appointed as members of the Board of Statutory Auditors for the years 2014-2016 the following persons:

Statutory Auditors in office:

1. ZINGALES RICCARDO - CHAIRMAN
2. DELLATORRE ANTONELLA
3. BRACCO TIZIANO

Alternate Auditors

1. ZAMBON PAOLA
2. NANI LUIGI
3. MACCHIORLATTI VIGNAT LUIGI

and have established an annual fee *pro rata temporis* of euro 35,000 for the Chairman and of euro 20,000 for each of the Statutory Auditors in office.

Moving on to deal with the **third item on the Agenda**, he announces that following the resignation of Directors Carlo De Benedetti and Laura Cioli the Board of Directors deemed it appropriate not to co-opt anyone on to the Board as per Art. 2386 of the Civil Code but to put before the Annual General Meeting of the Shareholders, given its imminence, a proposed resolution on the appointment of replacement Directors or the reduction of the number of members of the Board of Directors.

The Board, with its view supported by the Appointments and Compensation Committee too, is of the opinion that the Board can continue to be adequate even if the number of members is reduced from 13 to 11 as it is made up of Directors from different professions.

The Chairman thanks Mr Carlo De Benedetti, who will remain as Honorary Chairman of the Company, for his commitment, passion and work throughout his years of service to the companies he founded.

The booklet with the blue cover handed out on entry to the meeting hall contains on page 13 onwards the Report of the Board of Directors and the following proposed resolution on the re-determination of the number of members of the Board of Directors:

“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.”



The Chairman then opens the debate and as nobody has asked for the floor says that there have not been any changes in the number of presences and so he puts to the vote the text of the resolution reproduced above which is approved with a majority vote with votes against by certain Funds represented by Mr Carlo Maria Giambalvo Zilli with 5,182,161 shares while other Funds represented by the same with 610,261 shares abstained. All the other shareholders voted in favour as can be seen from the list attached to these minutes under the letter B.

Moving on to deal with the **fourth item on the Agenda**, the Chairman informs those present that the thinner booklet handed out on entry to the hall contains on page 16 onwards the Report of the Board of Directors and the following proposal which is the same as that of last year and which, having a duration of 18 months, is presented to the Annual General Meeting every year:

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

- having seen the report of the Board of Directors,
- having duly acknowledged the favourable opinion of the Board of Statutory Auditors,
- taking into account the provisions of Art. 2357 and following articles of the Civil Code, of Art. 132 of D.Lgs. 58/1998, of Art. 144-*bis* of Consob resolution 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 29 2013 and, as a consequence of the above, the related authorization to dispose of the same;

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 COFIDE shares as follows:

- A maximum of 30,000,000 shares may be bought back for a nominal value of €15,000,000, which may not in any case exceed one fifth of the share capital of COFIDE and with a maximum disbursement limit of euro €25,000,000; the Company will set up a non-available reserve, called the "Reserve for own shares held", for the amount of the own shares bought back, by withdrawing a corresponding amount from the reserve "Recovery of historical cost of equity investments" resulting from the Financial Statements as of December 31 2013, 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 prede-

terminated 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 rules or regulations in force at the moment of the transaction; the quantities bought back on any one day may not exceed 25% of the average daily volume traded, as defined in EC Regulation no. 2273/2003;

c) 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 an effect of the terms of Art. 2357-ter of the Civil Code, the Board of Directors, and for the Board the Chairman, 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;

4. To authorize the Board of Directors again, and for the Board the Chairman, in accordance with and as an effect 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 public 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 back into the reserve “Recovery of historical cost of equity investments”.

The Chairman then opens the discussion and as nobody has asked for the floor, notes that there have been no changes in the number of presences and therefore puts the resolution as above to the vote whereupon it is approved with a majority vote with votes against by certain funds represented by Mr Carlo Maria Giambalvo Zilli with 15,924 shares, with the abstention of Carlo Maria Braghero with 5,451 shares and with all the others having voted in favour as can be seen from the list attached under the letter B.

Moving on to deal with the **fifth item on the Agenda**, the Chairman reminds the attendees that the thinner booklet given out on entry to the boardroom contains on page 20 onwards the Compensation Report and on page 33 the following proposed resolution:

" The 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.”

The Chairman reminds those present that the meeting is called upon to express a consultative vote on the first Section of the Report and then opens the discussion.

Shareholder Carlo Maria Braghero announces that he will vote against this motion as it relates to a document that in his view is useless although required by law.

Nobody else having requested the floor, the Chairman notes that there have been no changes in the number of presences and therefore puts to the vote the motion reproduced above which is approved by a majority vote with the vote against of Mr Carlo Maria Braghero with 5,451 shares while all the other shareholders have voted in favour without any abstentions as can be seen from the list attached to these minutes under the letter B.

After which, there being nothing further requiring a vote, the Chairman thanks everyone for attending and declares the meeting closed at 4.00 p.m.

THE CHAIRMAN  
(Rodolfo De Benedetti)

THE SECRETARY  
(Francesca Gasparro)