

**COFIDE**

Gruppo De Benedetti

NOTICE OF ANNUAL GENERAL MEETING

1st CALL – APRIL 24 2015 - at 3.00 p.m.

2nd CALL – APRIL 27 2015 - at 3.00 p.m.

PALAZZO DELLE STELLINE CONGRESS CENTRE

CORSO MAGENTA 61 - MILANO

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REPORT ON ITEM 4) ON THE AGENDA

AMENDMENTS TO THE BYLAWS

AS PER ART. 127-*QUINQUIES* OF D.LGS. No. 58 OF FEBRUARY 24 1998

COFIDE - Gruppo De Benedetti S.p.A.

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Società soggetta all'attività di direzione e coordinamento di F.LLI DE BENEDETTI S.a.p.A.

**AMENDMENTS TO THE BYLAWS**  
**AS PER ART. 127-*QUINQUIES* OF D.LGS. No. 58 OF FEBRUARY 24 1998**

Dear Shareholders,

Your Board believes it appropriate to propose to you that a premium vote be introduced in favour of the stable Shareholders as recently regulated by the so called “Competition Decree” (introduced by D.L. no. 91 of June 24 2014, transposed with amendments by Law no. 16 of August 11 2014) and implemented in Art. 127-*quinquies* of D.Lgs. no. 58 of February 24 1998 (hereinafter the “TUF”).

Art. 127-*quinquies* of the TUF allows a voting premium of up to a maximum of two votes, to be given to the shares that have belonged to the same Shareholders for an uninterrupted period of no less than twenty-four months. This right ceases to exist in the event of sale for consideration of the shares with increased voting rights.

The cited article also makes listed companies responsible for identifying in their Company Bylaws the “*method of assigning increased voting rights and for ascertaining the requisites for the same*”, it remaining necessary for the said companies to set up a special list on which to record the Shareholders who intend to benefit from the increased voting rights to which they will be entitled once the period of uninterrupted possession has finished.

The introduction of the premium vote has the aim of incentivizing equity investments and rewarding the so-called “faithful” shareholders”; it makes it possible to strengthen the achievement of entrepreneurial goals in the medium-long term, promoting the participation of stable shareholders including minority interests.

In fact the voting premium gives the opportunity to reward the loyalty of investors who believe in the Company’s plan, fostering stability and the implementation of strategic decisions and equipping the

company with an extra instrument to take advantage of any future opportunities for the creation of value for the Company and the Group, and for all the shareholders.

All of this without prejudice to the shareholders from the patrimonial point of view, both in the distribution of dividends and if the stock should increase in value on the Stock Exchange, given that a sale of the interest that has been held continuously would immediately terminate the increased voting right.

The Company does not believe it appropriate to waive the quorum set out in the rule for resolutions adopted before January 31 2015 with the aim of involving to a greater degree minority shareholders in the application of the rules of Governance.

More specifically, in bringing the Company Bylaws into line with regulations, it was decided to take as little action as possible on the articles, referring where necessary more detailed technical points or the solution of practical problems that may arise in the practical application of these new rules to a set of Regulations, to be submitted to a Board resolution.

In the formulation of the proposed amendment to the Company Bylaws, not only were the previous rules taken into consideration but the Regulations governing the management of centralized services, settlement of the guarantee systems, as well as the relative management companies were also taken into account. These Regulations were issued by Bank of Italy and Consob and took effect on March 21 2015.

To simulate what the effect would be if the increased vote system had been introduced twenty-four months ago, the following chart was prepared which shows the voting rights that the main Shareholders of the Company would now have.

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

Effects of the introduction of the increased vote on the ownership structure of the Company comparing the shareholdings of the last two years.

Shareholders	Shares with voting rights owned at 29/04/2013	Percentage of capital with voting rights	Shares with voting rights owned as of today	Percentage of capital with voting rights	Hypothesis Shares with increased voting rights	Percentage of capital with increased voting rights
Fratelli De Benedetti Sapa	373,441,844	51.924	373,441,844	51.924	746,883,688	59.822
Bestinver Gestion SGIICSA	114,160,590	15.873	115,752,715	16.094	228,321,180	18.287
Increase in Bestinver interest (i.e. shares purchased less than 24 months ago which do not have increased voting rights)	-	-	-	-	1,592,125	0.128
Credit Suisse Group AG	26,324,593	3.660	26,324,593	3.660	52,649,186	4.217
Giovanni Cagnoli of which 5,336,315 shares owned directly and 10,025,595 shares owned by the subsidiary CARISMA S.p.A.	15,381,911	2.139	15,381,911	2.139	30,763,822	2.464
Market	189,900,980	26.404	188,308,855	26.183	188,308,855	15.083
<b>Total voting rights</b>	<b>719,209,918</b>	<b>100.000</b>	<b>719,209,918</b>	<b>100.000</b>	<b>1,248,518,856</b>	<b>100.000</b>

Lastly, it should be noted that this proposed change is not within the scope of application of Art. 2437 of the Civil Code because, as the legislator expressly stated, “*The approval of the amendment of the bylaws introducing the increased vote does not give the right of withdrawal as per the terms of Art. 2437 of the Civil Code*”. Therefore, Shareholders who do not take part in the resolutions relating to the above will not have the right to withdraw for all or part of their shares.

Given the above, your Board hereby submits to your approval the text of the following proposed resolution:

*“The Extraordinary 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 terms of the Law and of the Bylaws,*

**RESOLVES**

1. *To amend Article 8 of the Company Bylaws, introducing after clause 5 clauses 6 to 16 and re-numbering the current clause 6 as clause 17:*

<p style="text-align: center;"><i>Article 8</i></p> <p style="text-align: center;"><i>GENERAL MEETINGS</i></p> <p style="text-align: center;"><i>“Current text”</i></p>	<p style="text-align: center;"><i>Article 8</i></p> <p style="text-align: center;"><i>GENERAL MEETINGS</i></p> <p style="text-align: center;"><i>“Proposed text”</i></p>
<p>1. The right to attend the Shareholders’ Meeting and to appoint a proxy to attend are regulated by applicable legislation on the subject.</p> <p>2. Proxies must be notified to the Company by Certified Electronic Mail before the start of the Meeting to the address indicated on the notice of meeting.</p> <p>3. Attendance of the Meeting and the use of electronic voting are allowed when the notice of meeting specifies that this is the case, giving an indication of the procedures and of the requisites required by regulations on the subject.</p> <p>4. It is up to the Chairman of the Shareholders’ Meeting to check that all the proxies are in order and that all those who have intervened have the right to take part in the Meeting.</p> <p>5. Each share gives the right to one vote.</p> <p>6. Both the Ordinary and the Extraordinary Meetings of the Shareholders, even when convened in a single calling if the Board</p>	<p>1. The right to attend the Shareholders’ Meeting and to appoint a proxy to attend are regulated by applicable legislation on the subject.</p> <p>2. Proxies must be notified to the Company by Certified Electronic Mail before the start of the Meeting to the address indicated on the notice of meeting.</p> <p>3. Attendance of the Meeting and the use of electronic voting are allowed when the notice of meeting specifies that this is the case, giving an indication of the procedures and of the requisites required by regulations on the subject.</p> <p>4. It is up to the Chairman of the Shareholders’ Meeting to check that all the proxies are in order and that all those who have intervened have the right to take part in the Meeting.</p> <p>5. Each share gives the right to one vote.</p> <p><b>6. In waiver of what is stated in the previous clause, each share gives the right to two votes if the following requisites are both</b></p>

<p>deems it appropriate, are considered to be duly constituted and may adopt resolutions according to the provisions of the law without prejudice to the Rules for Related Party Transactions.</p>	<p><b>fulfilled:</b></p> <p><b>a) the voting right is the entitlement of the same person or entity on the strength of a real right giving such legitimacy (full ownership with voting rights, bare ownership with voting rights or usufruct with ownership rights) for an uninterrupted period of no less than twenty-four months;</b></p> <p><b>b) the presence of the condition in a) is attested by the uninterrupted registration for a period of no less than twenty-four months in the list in the Book of stable Shareholders (“Book”) specially set up, held and updated by the Company.</b></p> <p><b>7. The Company registers in the Book each Shareholder who applies for registration through an intermediary, as defined by Art. 1 of the Regulations giving the rules for centralized management, settlement and guarantee system services, and for the relative management companies, issued jointly by Bank of Italy and Consob (the “Measure”).</b></p> <p><b>8. The application can be for all or only a part of the shares belonging to the</b></p>
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	<p>shareholder and, except for what is stated in paragraph 13, will involve the automatic registration in the appropriate section of the list in the Book after twenty-four months from the registration in the same Book. All of which according to and as an effect of the terms of Article 143-<i>quater</i> of the Rules for Issuers issued by Consob.</p> <p>9. The application must be accompanied by a certification/notification containing the information as per Art. 21 of the Measure with the clause “until revoked”.</p> <p>10. The Company ensures that registrations and updates to the Book are made every month, on the first working day of the month following that in which the application and the certification/notification is received.</p> <p>11. For the purpose of exercising the increased vote the shareholder must for each General Meeting request the issue of a certification/notification as per the terms of the Measure, attesting the length of uninterrupted time of ownership of the shares for which the voting right is to be</p>
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increased.

12. Without prejudice to the regulations on the subject of the transfer of controlling interests in companies and entities that hold shares with increased voting rights, entrustment to a fiduciary company or the reversal of such entrustment is not significant, provided there has been no change in the trustor and that this has been attested by the trustee before the beginning of each General Meeting.

13. Those who are entitled to the increased voting right can at any time renounce such entitlement irrevocably for all or just some of their shares; renunciation automatically means cancellation from the Book of the shares for which the increased voting rights have been renounced. The same shareholder maintains the right to apply for a new registration in the Book in order to record a new uninterrupted period for the shares for which the right to an increased vote has been renounced.

14. The increased voting right is maintained in the event of inheritance following a death,



and also in the event of a merger or a demerger of the owner of the shares.

15. The right to an increased vote is extended pro rata to newly issued shares in the event of a capital increase as per the terms of Art. 2442 of the Civil Code.

In the event of a capital increase through new capital contributions, new shares issued in exercise of rights assigned pro rata will be entitled to the increased votes up to the amount of the said rights.

16. The Board of Directors may approve a set of Regulations governing the finer points of keeping and preserving the Book.

17. Both the Ordinary and the Extraordinary Meetings of the Shareholders, even when convened in a single calling if the Board deems it appropriate, are considered to be duly constituted and may adopt resolutions according to the provisions of the law without prejudice to the Rules for Related Party Transactions.

2. *To give the Chairman full powers to execute the resolution adopted and to make any changes to the same and to the attached Company Bylaws that may be requested by the competent Authorities, provided the changes are of a formal nature”.*

Milan, March 23 2015

The Board of Directors