

**NOTICE OF ANNUAL GENERAL MEETING**

**1st CALL - APRIL 28 2016 - at 4.00 p.m.**

**2nd CALL - APRIL 29 2016 - at 4.00 p.m.**

**PALAZZO DELLE STELLINE CONGRESS CENTRE**

**CORSO MAGENTA 61 - MILANO**

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**Report on Item 2) on the Agenda**

**DETERMINATION OF THE NUMBER OF DIRECTORS, APPOINTMENT OF THE MEMBERS OF THE BOARD OF DIRECTORS FOR THE YEARS 2013-2015 AND DECISIONS AS TO THEIR FEES**

**DETERMINATION OF THE NUMBER OF DIRECTORS, APPOINTMENT OF  
THE MEMBERS OF THE BOARD OF DIRECTORS  
FOR THE YEARS 2016-2018 AND DECISIONS AS TO THEIR FEES**

Dear Shareholders,

You are being called upon to renew the Board of Directors which was appointed by the Annual General Meeting of the Shareholders on April 29 2013 and which expires with the approval of the Financial Statements for the year 2015.

The Shareholders' Meeting is being called upon in particular to:

- a) determine the number of board members
- b) establish their fees
- c) appoint the Directors using the list vote method.

We would remind you of the terms of Art. 11 of the Company Bylaws, which for ease of reference we have reproduced below:

*"1. The administration of the Company is entrusted to a Board of Directors comprising from five to twenty-one members the length of whose mandate shall be determined by the Meeting of the Shareholders but shall not in any case be more than three years, and the said members can be re-elected.*

*2. The Shareholders' Meeting shall decide on the number of Board Members and this number shall remain the same until a resolution changing the number is adopted.*

*3. Minority Shareholders have the right to elect one member of the Board of Directors.*

*4. The Board of Directors is elected by the Shareholders' Meeting on the basis of lists presented by the Shareholders which list the candidates in numerical order. The lists, signed by the Shareholders who have presented them, must be filed within the terms and following the procedures prescribed by applicable legislation.*

*5. Only Shareholders who alone or together with other shareholders represent at least a fortieth part of the share capital or any different percentage that may be decided upon in accordance with the law or with regulations, can present lists of candidates. They must be able to prove that they own the number of shares required within the terms and following the procedures laid down in legislation applicable. Shareholders who alone or together with other shareholders represent a total of less than 20% of the share capital can present lists containing no more than three candidates.*

*6. Lists which include a number of candidates equal to or higher than three must include candidates belonging to both genders, in at least the proportion specified in current legislation on the subject of gender balancing.*

7. Any lists presented that do not comply with these instructions shall be considered as not having been presented.

8. No Shareholder can present or contribute to the presentation of more than one list, even indirectly through a third party or a fiduciary company. Shareholders subject to the same control, in accordance with Art. 93 of the Financial Intermediation Consolidation Act, or those taking part in the same shareholder pact for voting purposes may present or contribute to the presentation of just one list.

9. Each Shareholder can vote for just one list.

10. Each candidate can stand only in one list otherwise he or she cannot be elected.

11. Together with the presentation of the list, and with the same terms as the latter, declarations shall be presented in which the candidates accept their candidature and certify under their own responsibility that there are no reasons why they should not be elected neither is there any incompatibility prescribed by law and by current regulations for Members of Boards of Directors. A curriculum vitae must also be submitted with the personal and professional details of the candidate and details of any other positions of director or auditor held in other companies and whether he or she has the necessary requisites to be an independent Director in accordance with the terms of the law and with regulations.

12. Any incompleteness or irregularity regarding individual candidates will lead to the elimination of their names from the list that will be put to the vote.

13. In order to be able to appoint the candidates indicated, the lists presented and put to the vote must obtain a percentage of the votes that is at least half of the percentage required by the terms of this article for presenting the same lists. If this is not the case, any such list will not be taken into consideration.

14. For electing the members of the Board of Directors the following procedure will be adhered to:

- a. From the list which obtains most votes at the Shareholders' Meeting all of the board members shall be drawn except for one and this shall be on the basis of the order in which the names appear on the list;
- b. The other director will be the first name on the list which obtains the second most votes and must not be connected in any way, not even indirectly, to the Shareholders who presented and voted for the first list which received the most votes.

When application of the procedure described in a) and b) above does not give the gender balance required by current legislation, the last director elected from the list that obtained the most votes belonging to the most represented gender shall lapse and shall be replaced by the first candidate not elected from the same list belonging to the least represented gender, in compliance with the requirements of the law. Otherwise, the Shareholders' Meeting shall make up the number of the administrative body with the majorities required by law, ensuring compliance with the terms of the law.

15. All the Directors elected must possess the requisites of integrity and professionalism required by current rules. If they do not have these their appointment shall lapse.

*16. In the event that only one list is presented for the vote, all the Directors shall be drawn from that list.*

*17. In the event that no lists are presented or that fewer Directors are elected than the number determined by the Shareholders' meeting, then the same Shareholders must be reconvened in order to appoint the full Board of Directors.*

*18. When one or more Directors needs to be replaced due to a resignation or some other reason, the procedure as per Art. 2386 of the Civil Code will be followed, ensuring that all the requisites applicable are complied with."*

With reference to paragraph 5 of Art. 11 of the Company Bylaws, we should inform you that Consob, with its resolution 19499 of January 28 2016 specified 2.50% of the share capital as the minimum percentage for presenting a list of candidates.

We would like to remind you that the lists must be filed with the registered office or be sent to the certified email address [segre@legalmail.it](mailto:segre@legalmail.it) by April 3 2016. Since this date is a Sunday, lists will be accepted by fax to the number 02 72270326 provided that they are then delivered to the Company Headquarters by April 4 2016.

The said lists will be published through the SDIR-NIS service of Bit Market Services S.p.A. and on the website [www.cofide.it](http://www.cofide.it) by April 7 2016.

Shareholders other than the controlling shareholder who intend to present a list are asked to consult the recommendations given by Consob in its Communiqué no. DEM/9017893 of 26/2/2009 that can be found on the website [www.consob.it](http://www.consob.it).

We would also remind you that the appointment of the Board of Directors applies the rules in relation to gender balance set out in the Company Bylaws which were updated to include what was prescribed by Law 120/2011. Since this is the second renewal of the Board of Directors since the Law took effect, the number of members of the Board of Directors belonging to the less represented gender must be at least one third of the total number of members appointed.

In consideration of the terms of Art. 125-ter of D.Lgs. 58/1998 and subsequent amendments and additions to the same (T.U.F.) on the subject of the need to make the proposed resolutions available, your Board took it upon itself to ask the controlling Shareholder of its intentions on the subject of fees and the number of the members for the Board of Directors.

The controlling Shareholder informed the Board of its intention to submit the following proposals to the approval of the Shareholders:

- to establish 9 as the number of members of the Board of Directors;
- to establish euro 10,000 per year gross *pro-rata-temporis* as the fee to which each Member of the Board of Directors is entitled, as per the terms of Art. 2389, paragraph 1, of the Civil Code;

- to allow the Directors thus appointed to hold other positions, as per the terms of Art. 2390, paragraph 1, of the Civil Code.

Given the above, your Board hereby submits the following two draft resolution texts to your approval:

- 1) in relation to the 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 taken due note of the proposal made by the shareholder F.LLI DE BENEDETTI S.p.A.
- having seen the terms of the law and of the Bylaws

#### RESOLVES

- to establish 9 as the number of members of the Board of Directors for the years 2016-2018, i.e. until the AGM that will examine the Financial Statements for the year ended December 31 2018;
- to allow the Directors thus appointed to take on other positions, as per the terms of Art. 2390 of the Civil Code.”

- 2) in relation to the fees for the 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 taken due note of the proposal made by the Shareholder F.LLI DE BENEDETTI S.p.A.
- having seen the terms of the law and of the Bylaws

#### RESOLVES

- that each member of the Board of Directors shall be assigned an annual fee of euro 10,000 gross *pro-rata-temporis*, as per the terms of Art. 2389, paragraph 1, of the Civil Code”.

Lastly, we should remind you that you must either vote for one of the lists presented or abstain, say that you are against all the lists or else not take part in the vote at all.