

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

Headquarters in Milan, Via Ciovassino 1

Share Capital Euro 359,604,959

Registration number on the Milan Register of Companies 01792930016

Company subject to management and coordination by F.lli De Benedetti S.p.A.

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**MINUTES OF THE ORDINARY ANNUAL GENERAL MEETING**

In the year 2017 on the 28th day of the month of April at 4.00 p.m.

In Milan at the Palazzo delle Stelline Congress Centre, Corso Magenta 61, the Annual General Meeting of the Shareholders is being held.

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 the Notary Public, Ms Francesca Gasparro, to act as Secretary.

The Chairman informs those present that today's meeting was called for April 27 2017 at the first call and for today at the second call with a notice published on March 17 2017 in full on the website of the Company and with an extract of the same published in the newspaper "La Repubblica" and through the eMarket STORAGE system, to pass resolution on the following

**AGENDA**

1. Financial Statements for the year ended December 31 2016. Resolutions on the same. Presentation of the Consolidated Financial Statements for the year ended December 31 2016.
2. Appointment of the Board of Statutory Auditors for the years 2017-2019 and decision as to their fees.
3. Proposal to cancel the resolution of April 29 2016 regarding the authorization to buy back and dispose of own shares and proposal for a new authorization.
4. Compensation Report.

Since nobody attended the first call, as per the separate minutes, the Chairman reminds those present that a notice of postponement until the second call was published on the Company website and through eMarket STORAGE.

As well as the Chairman, all of the Directors are present, namely: Ms Silvia Candiani, Mr Massimo Cremona, Mr Edoardo De Benedetti, Mr Marco De Benedetti, Ms Paola Dubini, Mr Pierluigi Ferrero, Mr Francesco Guasti and Ms Maria Serena Porcari and all of the Statutory Auditors in office: Mr Riccardo Zingales – Chairman of the Board of Statutory Auditors, Ms Antonella Dellatorre and Mr Tiziano Bracco.

The Chairman announces that at the start of the meeting Shareholders representing 543,294,272 shares with voting rights are present either in person or by proxy, equal to 75.54% of the 719,209,918 shares making up the share capital. He therefore declares the meeting to be validly constituted at the second call and qualified to pass resolution on the items on the Agenda.

He states that the right of those present at the meeting to exercise their votes has been verified as per the terms of the law.

He also reminds the attendees that, in accordance with the terms of Art. 135-*undecies*, of D.Lgs. 58/98, the Company designated Studio Segre S.r.l. as the entity that those with voting rights could contact and appoint as proxy, giving voting instructions on all or some of the motions on the Agenda, which will be taken into account for each individual vote.

He says that Mr Marco Miccoli and Mr Omar Cavalli are present in the hall in representation of the firm of Auditors Deloitte & Touche S.p.A., some members of staff are present for reasons of duty, and some experts, financial analysts and qualified journalists have been allowed to attend the meeting.

The photographer and journalist Sergio Oliverio of IMAGOECONOMIA is also present.

He informs those present that no audio or video recording devices may be used.

He acknowledges that the personal information of those taking part in the meeting is collected and used by the Company in compliance with Legislative Decree no. 196/2003.

Lastly, he says that a system is in operation to record the proceedings of the meeting in order to facilitate the preparation of the minutes.

In accordance with the rules set out in Consob Resolution no. 11971/1999, the Chairman informs the meeting that:

- the list of the names of those attending the meeting will be 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 with the right of usufruct;
- the list of those who voted in favour or against the motions, and those who abstained on each individual vote is attached to these minutes under the letter "B" to form an integral and essential part of the same.

To this end, to ensure that the minutes are correct, he requests that anyone wishing to have their absence from the meeting acknowledged should notify the staff at the entrance to the hall.

After reminding the attendees that COFIDE belongs to the category of SMEs as defined by Art. 1 of the Finance Consolidation Act (TUF) and that as per the terms of Art. 120, paragraph 2, of the said TUF only interests of over 5% of the voting rights must be notified to the Company, he goes on to give the list of the main shareholders based on the Shareholders Book updated as of

April 11 2017, the notification as per Art. 120 of the TUF and the other information available to the Company as of April 27 2017. The main shareholders are as follows:

- F.lli De Benedetti S.p.A. which owns directly 373,441,844 ordinary shares equal to 51.923% of the share capital;
- BESTINVER GESTION SGIIC S.A. which owns 108,188,574 ordinary shares equal to 15.043% of the share capital, through various Funds, none of which individually holds more than 5% of the voting rights.

There were 5,087 shareholders recorded in the Shareholders Book on April 11 2017.

As of today the Company owns 9,621,471 of its own shares equal to 1.34% of the share capital.

For fulfilling 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 72,618 of which:

- \* euro 33,265 for 294 hours of audit work on the separate financial statements of the Company;
- \* euro 11,470 for 114 hours of audit work on the consolidated financial statements of the group;
- \* euro 13,820 for 130 hours of audit work on the semi-annual financial report as of June 30 2016;
- \* euro 5,736 for 60 hours of audit work on the ongoing accounting checks;
- \* euro 8,327 for expenses (of which euro 5,113 for the Consob Supervisory fee).

He reminds those present that with the approval of the financial statements for the year ended December 31 2016 the legal audit mandate given to Deloitte & Touche S.P.A. comes to an end. He thanks Deloitte & Touche for their professionalism and their collaboration, saying that the AGM held on April 29 2016 awarded the legal audit contract for the years 2017-2025 to the company KPMG S.P.A a year before the start of its mandate in order to manage the transition to the new auditor better.

He also informs the meeting that:

- the booklet with a blue cover handed out at the entrance to the hall contains on pages 33 onwards the "Report on the System of Corporate Governance and on compliance with the Code of Conduct for Listed Companies", as per Art. 123-bis, paragraph 2, of the TUF;
- the Annual Report booklet distributed, containing the Annual Report and the Financial Statements of the Company, also includes the Consolidated Financial Statements of the Group for financial year 2016 which, although not the subject of discussion and approval by 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.

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

Since the documentation on all the items on the Agenda was made available to the public well before the date of the meeting, with the consent of those present, **the Chairman** proposes that a reading of the same be omitted.

Moving on to deal with the **first item on the Agenda**, the Chairman, with the aid of some slides which are attached to these minutes under the letter **C**, reads out the following report on the performance of the subsidiary Cir in 2016 and in the first quarter of 2017 according to the results approved by the Board of Directors Meeting held before the AGM.

The year 2016 was an interesting one for the CIR group, both because of the positive economic results reported and the long-term development initiatives undertaken during the year.

He then summarizes the consolidated results for 2016:

- revenues rose by 3% to over 2.6 billion euro;
- the gross operating margin increased by 19% to euro 260 million;
- net income came to euro 33.8 million compared to euro 42 million in 2015, which included euro 11 million of non-recurring gains;
- the three industrial subsidiaries (Espresso in media, Sogefi in automotive components and KOS in healthcare) made a positive contribution that, considered overall, was higher than in 2015 (euro 25.1 million up from euro 20.4 million), demonstrating the effectiveness of CIR's strategy of focusing on its main equity interests and strengthening its coordination and control activities;
- the parent company and the non-industrial subsidiaries made a positive contribution of euro 8.7 million, which was less than in the previous year because of the already mentioned non-recurring gains in 2015 (it should be noted that in that year CIR realized a substantial capital gain on the sale of its holding in SEG-Swiss Education Group, a company active in the field of hotel management training);
- the capital and equity structure of the group is solid with consolidated net debt of just euro 144 million at the end of 2016, after investments of approximately euro 85 million to increase the holding in KOS (from 51% to 60%) and to buy back own shares as well as to distribute dividends of approximately euro 30 million;
- at parent company level (including the non-industrial subsidiaries), the net financial position was significantly positive for around euro 334 million at year end 2016.

He then describes the performance of the industrial subsidiaries: (i) Espresso, on the Italian publishing scene, once again achieved a satisfactory performance despite a climate that is increasingly difficult, reporting less of decline in revenues than in previous years, a positive net result and a significant financial surplus. Espresso closed 2016 with a positive net financial position of approximately 30 million euro; (ii) Sogefi, in the automotive components sector, posted an increase in sales revenues of 5%, thanks to development in North America and Asia, considerable growth in its gross operating margin and net income, and also reported significant progress in terms of quality and productivity. The results for 2016 confirm the validity of the process undertaken as from the previous year, a process that should in future lead the company from 2017 onwards to have a much more substantial performance both in terms of operating income and of earnings; (iii) KOS, in the healthcare sector continued to roll out its development plan, reporting an increase in results thanks to organic growth and to the new acquisitions made in 2015. The company is characterized not only for its economic performance but also for the high quality of the service that it offers in its facilities and for the attention that it pays to the needs of the individual. As is known, in 2016 CIR decided to make a further investment in KOS (with an investment of euro 64,3 million) as part of the reorganization of the shareholding structure of the company, increasing its controlling interest to around 60% of the capital (from 51% held previously). Alongside CIR, with an interest of just over 40% of the capital of KOS is the F2i Healthcare fund, controlled by the infrastructure fund F2i and in which international investors also have interests.

At the end of 2016 the consolidated equity of the CIR group stood at euro 1,052 million with the following breakdown:

- euro 600 million relating to the industrial subsidiaries, with a value that for KOS (euro 161.9 million) corresponds to less than half of the valuation given to it within the sphere of the capital reorganization that took place last year;
- euro 115 million of further capital assets mainly consisting of properties, private equity funds, non-performing loans and non-strategic equity investments;
- euro 335 million of positive net financial position at parent company level.

He then goes on to illustrate the interim financial report as of March 31 2017 approved by the Board of Directors Meeting held this morning, summarizing the results, which confirm the Group's growth trajectory:

- revenues came to euro 693 million, up by 7.6%;
- the gross operating margin came to euro 72.4 million, up by 16.8%;
- net income totalled euro 14 million, in line with the result of last year of €14.7 million, which did however include a capital gain of euro 6.5 million on the sale of a non-strategic equity in-

vestment; more specifically, he draws attention to the increased contribution of the three industrial subsidiaries to net income particularly thanks to the growth of Sogefi, which had a very positive quarter;

- consolidated net debt was just euro 145 million, in line with the figure at December 31 2016.

As regards the performance of the main subsidiaries, again for the first quarter of 2017, Espresso, despite a still difficult climate in the publishing sector, reported a positive net result of euro 5 million (slightly lower than the result of first quarter 2016 which was euro 5.5 million). Sogefi obtained a rise in sales revenues of 12.6% thanks to significant development in Europe, North America and Asia and to the recovery in South America. EBITDA rose by 30.2% to euro 45.1 million. Net income was up from euro 3 million in 2016 to euro 12 million in 2017.

Lastly, KOS posted a rise in revenues of 3.6% while EBITDA was in line with last year. The net result came in at €4.6 million (€4.4 million in 2016).

He then says that he is confident about the results for the whole year as, given the performance of the CIR group in the first quarter, there is expected to be growth in consolidated revenues and net income compared to 2016, unless there are any extraordinary events that cannot at the moment be predicted.

He believes that the positive results obtained by the CIR group in the last two years, together with the growing attention that Italian medium cap companies are receiving, affected the good performance of the stock in the last few months. In fact, since last year prices of CIR shares have risen by 48% whereas the FTSE/Mid Cap index rose by 23.8% and the main FTSE/MIB index rose by 7.3%.

Lastly, he spends some time on the prospects for 2017, which is an important year in the development path of the CIR group in the medium-long term:

- in the media sector, yesterday the shareholders' meeting of Espresso approved the capital increase needed for the merger of Espresso and ITEDI, the company that publishes the newspapers La Stampa and Il Secolo XIX, with the establishment of the new company GEDI Gruppo Editoriale. With the completion of the capital increase, this deal will give rise to the top group in Italy and one of the main groups in Europe in printed newspapers and digital news, with revenues totalling euro 700 million, around 740 thousand copies circulated each day (in hard copy and digitally), almost 6 million readers and 2.5 million digital unique users per day. This combination, which maintains the identity of the various editorial products, aims to further strengthen the tradition for quality and innovation that characterizes the two companies and to create a more competitive player in a very difficult domestic market, which in the last ten years has suffered a contraction of almost 50% in the circulation of newspapers and of over 60% in advertising investment.

CIR will remain the controlling shareholder of the new GEDI Gruppo Editoriale (with an interest of 43.4%) and will be joined by partners with a long tradition in the sector, namely the EX-OR holding headed by John Elkann and Carlo Perrone's Ital Press. This is an initiative of great business value, which was made possible by the positive management of Espresso in these years and which confirms the long-term commitment of CIR to the publishing sector.

As well as paving the way for significant revenue and cost synergies, in terms of editorial development, advertising orders and means of production, with a benefit for the new group of approximately euro 15 million, the new GEDI Gruppo Editoriale will be a player in the publishing sector with everything it takes to counter the great challenges of the sector;

- in the automotive components sector: the priority is still to increase profitability.

In this perspective, the new investment in filtration in Morocco, announced in the early months of 2017, aims to further strengthen Sogefi's position in Europe by giving it a competitive production site for supplying the Western European market as well as developing business in North Africa. This initiative shows the will of the company to explore new growth opportunities and consolidate its position among the leaders in the business sectors in which it operates.

Although it has no negotiations of any kind in the pipeline, the company is ready to evaluate any extraordinary new initiatives to develop its three business areas (filtration, suspension components, air and cooling), even after a possible change in the industrial perimeter of the company once it has reached satisfactory levels of profitability:

- in the healthcare sector: the deal that reorganized the shareholding structure of KOS in 2016 was evidence of the great interest that the market has for the company, the significant value already created and the further margins for growth of the same in a sector that is still very fragmented. CIR set up KOS more than ten years ago and continues to believe in its development, as can be seen from the investment made in 2016 to increase its controlling interest. In this sector growth will continue both organically and through small acquisitions, but we are ready to take advantage of any new significant opportunities to grow in size should they present themselves, particularly in Italy.

He reminds those present that in the year 2016 CIR continued with its plan to buy back its own shares, which proved to be a good investment as the price of the shares has risen, and confirmed that a dividend would be paid out for the second year running.

He then concludes by expressing his total satisfaction, even on behalf of the Board of Directors, with the results obtained in 2016 and in the early months of 2017, confirming his support and that of his brothers for the Company in its development plan and for management as represented by Ms Mondardini, whom he thanks for her excellent work.

**The Chairman** reminds the meeting that the proposed allocation of the result for the year 2016 is on page 34 of the booklet distributed to those present.

**The Chairman** also reminds those present that the Report of the Board of Statutory Auditors is on pages 191 onwards in the Annual Report booklet and then passes the floor to the **Chairman of the Board of Statutory Auditors** who attests that the supervisory activity was carried out correctly and, with the consent of the meeting, omits reading out their Report.

**The Chairman** informs everyone that Shareholder Marco Bava sent in a list of questions before the AGM. As per the terms of Article 127-ter, paragraph 3, of the TUF, the questions and the answers to them are available to those who are interested at the entrance to the hall and are attached to the AGM minutes under the letter **D**.

He then opens the debate.

Shareholder **Gianluca Ghini** takes the floor and first of all expresses his satisfaction with the GEDI deal, which was executed without any cash disbursement and which, in his opinion, rather than a merger with the Itedi Group seems to be an acquisition.

Given the interest expressed by EXOR to increase its interest in GEDI, he asks whether he should expect a sale by CIR or whether EXOR will address the market. Regarding the buyback of shares he asks why COFIDE, unlike in previous years, has decided to carry out this kind of transaction and also why starting from the middle of May 2016 CIR decided to drastically reduce its quantity of purchases. He also asks if in 2017 the ruling of the Court of Cassation is likely in the Espresso tax dispute, whether a merger of CIR and COFIDE is likely in the next twelve months and, in relation to KOS, he remembers that the initial investment was around five million euro and also asks how much the individual managers received as stock options.

**The Chairman** regarding the appreciation shown by the Shareholder for the GEDI deal, again stresses that the conditions exist for the creation of value for the Company. He explains that it is a deal that was attempted in the past and was now possible because the shareholders of Itedi evaluated a minority shareholding in the Espresso Group as being more advantageous than a controlling interest in a smaller company with fewer prospects for development. It was actually conceived as a deal to enlarge the Group rather than as an acquisition. The fact that CIR has remained the controlling shareholder is in line with the Company's philosophy of investing in businesses where it is possible to have an impact on management through the appointment of management and setting strategies with the same management. As for the fact that no cash exchanged hands, he adds that this was a condition posed by the Company which, like the shareholders of Itedi, thought that it was better to have a reduced interest but in a business with greater prospects for development. Regarding the intention of EXOR to increase its shareholding in GEDI, which was received favourably and which is evidence of an important commit-



ment on the part of EXOR, the Chairman says that this will take place through the market and that there is no agreement with CIR on the subject.

Concerning the questions asked about the share buyback, he explains that COFIDE had never bought back any of its own shares in the past as it did not have a positive net financial position and only recently had it decided to have recourse to debt, albeit in a reasonable way, all of which has had satisfactory results, as the market has given the Company a better valuation. The reduction of the buyback of shares by CIR since May 2016 was due partly to the rigidity of the system and partly to the rise in prices, which made this kind of transaction less interesting.

Regarding the possibility of settling the Espresso tax dispute in 2017, for the moment there are no elements for giving an opinion on the matter.

He also adds that there is no plan to merge CIR and COFIDE.

Lastly as for the sum received by the management of KOS, he explains that at the present time it is only possible to give the figures for stock option plan 2016 that was assigned to the managers. This involves a vesting date of 17/05/2023 and an expiry date of 17/05/2033 and a total amount of 1,500,000 euro.

As nobody else has asked for the floor, the Chairman notes that at the moment shareholders representing 543,299,272 shares with voting rights are present either in person or by proxy, equal to 75.541% of the 719,209,918 shares making up the share capital.

He therefore puts the Financial Statements for the year ended December 31 2016 of COFIDE to the vote together with the following proposal which is reproduced on page 34 of the booklet distributed at the entrance to the hall:

"Dear Shareholders,

The Financial Statements for the year ended December 31 2016, which we are submitting to your approval, closed with net income of euro 18,811,685.14 for which we propose the following allocation:

. euro 940,584.26 to the legal reserve;

. euro 0.014 per share as a dividend, with the remainder posted to retained earnings.

It should be noted that the overall amounts to be allocated to the dividend payout will take into account the own shares held as treasury stock and the ordinary shares actually in circulation as of the date of the AGM, while the unit amount payable for each share will not be amended."

He duly acknowledges that the Designated Representative has received the following instructions:

- a vote in favour by Shareholder Stefano Bandieramonte for a total of 7,837,000 shares;
- a vote in favour by Shareholder Paola Laurenza for a total of 7,554,158 shares;

- a vote in favour by Shareholder ARTIENE INVESTIMENTI S.R.L. for a total of 1,247,824 shares.

The Financial Statements for the year ended December 31 2016 and the proposed allocation of the result for the year 2016 as stated above are approved by a majority vote, with 404,947 abstentions by certain funds represented by Mr Andrea Schettino, and all the others having voted in favour as can be seen in the list attached under the letter B.

The Chairman thanks everyone and informs them that the dividend of euro 0.014 will be paid out on June 7 2017 with detachment of the coupon in the Stock Exchange on June 5 2017.

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 2016, the mandate of the current Board of Statutory Auditors, awarded by the Annual General Meeting of the Shareholders of COFIDE S.p.A. on June 30 2014, has come to an end as the third year is now over.

It is therefore necessary to appoint a Board of Statutory Auditors for the years 2017-2019 and to determine the fees to which the members in office of the said Board will be entitled.

**The Chairman** says that in the booklet with a blue cover given out at the entrance to the hall, on page 7 onwards is the Report of the Board of Directors and the proposed resolution regarding the fees.

He reminds everyone that, in accordance with the terms of 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 for the candidates for the position of Statutory Auditor in office, the other for the candidates for the position of Alternate Auditor and in each section the candidates are listed in numerical order.

He informs the meeting that only one list of candidates for the election of the Board of Statutory Auditors for the years 2017-2019 was filed at the registered office of the Company.

He then gives information on the list presented:

- The Shareholder F.LLI DE BENEDETTI S.P.A., owner of 373,441,844 ordinary COFIDE shares, corresponding to 51.924% of the share capital with voting rights, on March 30 2017 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 says that the candidates:

- have accepted their candidature;
- have attested that there are no reasons why they should not be elected or why they would be incompatible according to the law, and also that they possess the requisites of integrity, professionalism and independence required by law and current regulations;
- have provided a list of the positions of director or statutory auditor that they hold in other Companies;
- have sent in their CVs.

These documents have been filed at the Company's registered office, have been published on the website and through the emarket STORAGE service and were then passed on for filing in the Company records.

**The Chairman** submits to the approval of the Shareholders the following proposed resolution reproduced on page 12 of the booklet entitled "*Annual General Meeting*" regarding the decision as to the fees of the Statutory Auditors:

"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 F.LLI DE BENEDETTI S.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 €35,000 for the Chairman of the Board of Statutory Auditors and of €20,000 for each of the Statutory Auditors in office."

**The Chairman** then opens the debate and as nobody has asked for the floor, he notes that there have been no changes in the number of persons present. He therefore puts to the vote the proposed resolution regarding the decision as to the fees of the Statutory Auditors, as given on page 12 of the booklet with a blue cover.

He duly acknowledges that the Designated Representative has received the following voting instructions:

- a vote in favour by Shareholder Stefano Bandieramonte for a total of 7,837,000 shares;
- a vote in favour by Shareholder Paola Laurenza for a total of 7,554,158 shares;
- a vote in favour by Shareholder ARTIENE INVESTIMENTI S.R.L. for a total of 1,247,824 shares.

The above proposal is approved unanimously, without any abstentions, as can be seen from the list attached under the letter B.

He then puts to the vote the sole list presented by the majority Shareholder.

He duly acknowledges that the Designated Representative has received the following voting instructions:

- a vote in favour by Shareholder Stefano Bandieramonte for a total of 7,837,000 shares;
- a vote in favour by Shareholder Paola Laurenza for a total of 7,554,158 shares;
- a vote in favour by Shareholder ARTIENE INVESTIMENTI S.R.L. for a total of 1,247,824 shares.

The above proposal is approved unanimously, without any abstentions, as can be seen from the list attached under the letter B.

He duly acknowledges that the meeting has appointed as members of the Board of Statutory Auditors for the years 2017-2019 the following persons, namely:

*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 has 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**, the **Chairman** reminds those present that the booklet with the blue cover handed to them at the entrance to the hall contains on page 13 onwards the Report of the Board of Directors and the following proposed resolution, which is the same as the one assigned last year and which, having a duration of 18 months, is being put before the Annual General Meeting as it is every year:

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

- Having acknowledged the proposals of the Board of Directors
- Having acknowledged the favourable opinion of the Board of Statutory Auditors
- Being aware of the rules contained in Articles 2357 and following articles of the Civil Code, in Art. 132 of D.Lgs no. 58/98, in Art. 144-*bis* of Consob resolution 11971/1999 and in EU Delegated Regulation no. 2016/1052

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 authorizing the buyback of own shares adopted by the Ordinary Annual General Meeting of the Shareholders on April 29 2016 and, and as a consequence of the above, the related authorization to dispose of the same;

2. To authorize the Board of Directors, and for the Board the Chairman, with the right to sub-delegate, to buy back COFIDE S.p.A. shares as per the terms and as an effect of Art. 2357 of the Civil Code, as from the day after this AGM and for a period of eighteen months. The buyback shall be effected as follows:
  - A maximum of 70,000,000 shares each with a nominal value of euro 0.5 may be bought back taking into account that, including in the calculation the own shares already held even through subsidiaries, the nominal value of the shares bought back must not in any way exceed one fifth of the share capital of COFIDE S.p.A.
  - The unit price of each individual share buyback transaction must not be more than 10% higher or lower than the benchmark price recorded by the shares in the Stock Exchange trading session prior to each individual buyback deal or the date on which the price is fixed. When the shares are bought back in the regulated market, the price must not be higher than the higher of the price of the last independent transaction and the highest current independent bid price on the same market;
  - The buyback must take place in the market in accordance with what is laid down in Art. 132 of D.Lgs no. 58/98 and in the rules of law or of regulations in force at the moment of the transaction and more precisely:
    - a) through a public offer to buy or exchange shares;
    - b) on regulated markets following operating procedures set out in the rules for organizing and managing the same markets, which do not allow bid prices to be matched directly with predetermined offer prices;
    - c) through pro-rata assignation to the shareholders of put options to be assigned within 15 months of the date of the AGM resolution authorizing it and exercisable within 18 months of the same date;
    - d) through the purchase and sale of derivative instruments traded on regulated markets that involve the physical delivery of the underlying shares in accordance with the further provisions contained in Art. 144-bis of the Rules for Issuers published by Consob;
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, with the power to sub-delegate, to carry out, within the limits of the law, any subsequent purchase or sale transac-

tions 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 or than the current price quoted on the Stock Exchange, with a specific exception for Directors or employees of the Company and/or of its subsidiaries, to whom the shares may be transferred or assigned even free of charge, in observance of the limits laid down by law, in execution of specific compensation plans based on the shares of the Company;

4. To authorize the Board of Directors again, and for the Board the Chairman, with the power to sub-delegate, in accordance with and as an effect of the terms of Art. 2357-ter of the Civil Code, to arrange, without any time limit or constraint, for the own shares bought back to be used – once or more than once – as payment in exchange for equity, or for sale through 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), to fulfil any requirements that could derive from debt instruments convertible into or exchangeable with equity instruments, and also for assigning to employees and Directors of the Company and its subsidiaries, in relation to the execution of stock option plans, at a price no lower than the nominal value;
5. To give the Board of Directors, and for the Board the Chairman, a mandate to see that the appropriate accounting entries are made to the “reserve for own shares held” after transactions involving the purchase, sale or exchange of own shares, in compliance with the rules of law and with the accounting principles applicable at any one time, withdrawing from and crediting the available reserves used for own share transactions as appropriate.”

**The Chairman** then opens the debate and as nobody has requested the floor he notes that there have not been any changes in the number of presences and therefore puts the resolution reproduced above to the vote.

He duly acknowledges that the Designated Representative has received the following voting instructions:

- a vote in favour by Shareholder Stefano Bandieramonte for a total of 7,837,000 shares;
- a vote in favour by Shareholder Paola Laurenza for a total of 7,554,158 shares;
- a vote in favour by Shareholder ARTIENE INVESTIMENTI S.R.L. for a total of 1,247,824 shares.

The above proposal is thus approved by a majority vote, with 6,021,568 votes against by certain Funds represented by Mr Andrea Schettino and with votes in favour by all the other Shareholders, without any abstentions, as can be seen from the list attached under the letter B.

Moving on to deal with the **fourth item on the Agenda**, **the Chairman** says that in the booklet with a blue cover handed out at the entrance to the hall on page 19 onwards they will find the Compensation Report and on page 32 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 March 13 2017.”

**The Chairman** reminds the meeting that it is called upon to express a vote on the first Section of the Report and that the vote cast will not be binding.

He then opens the debate and as nobody has requested the floor he notes that there has been no change in the number of presences and therefore puts the proposed resolution as above to the vote.

He duly acknowledges that the Designated Representative has received the following voting instructions:

- a vote in favour by Shareholder Stefano Bandieramonte for a total of 7,837,000 shares;
- a vote in favour by Shareholder Paola Laurenza for a total of. 7,554,158 shares;
- a vote in favour by Shareholder ARTIENE INVESTIMENTI S.R.L. for a total of 1,247,824 shares.

The proposal is therefore approved unanimously, without any abstentions, as can be seen from the list attached under the letter B.

After which, there being nothing else requiring a resolution to be adopted, **the Chairman** thanks everyone for coming and declares the meeting closed at 5.10 p.m.

THE CHAIRMAN  
(Rodolfo De Benedetti)

THE SECRETARY  
(Francesca Gasparro)