



## **COFIDE – GRUPPO DE BENEDETTI S.p.A.**

Milano – Via Ciovassino 1

Share Capital: Euro 359,604,959.00 fully paid up – Company Register and Tax Code. No. 01792930016  
Company subject to management and coordination by F.lli De Benedetti S.p.A.

### **NOTICE OF ANNUAL GENERAL MEETING**

The Shareholders are invited to attend the Ordinary Annual General Meeting on April 27 2017 at 4.00 p.m., at the first call, in the Palazzo delle Stelline Congress Centre, Corso Magenta 61, Milan and, if necessary, at the second call on **April 28 2017, same time and place**, to discuss and 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.

#### **INFORMATION ON THE SHARE CAPITAL**

The share capital amounts to € 359,604,959.00 and consists of 719,209,918 ordinary shares each with a nominal value of € 0.50 and with voting rights.

#### **ATTENDING THE SHAREHOLDERS' MEETING IN PERSON AND BY PROXY**

Entitlement to take part in the Meeting and exercise a vote is attested by a notification – made by an authorized intermediary as per the terms of Art. 83-*sexies* of D.Lgs. no. 58/98 and subsequent amendments and additions (TUF) – in favour of the individual who has the right to vote based on evidence available at the close of business Tuesday April 18 2017, the seventh trading day preceding the date fixed for the first call of the Shareholders' Meeting. Any persons who obtain entitlement only after that date will not have the right to attend or vote at the Meeting.

To make it easier to check their entitlement to take part in the proceedings of the Meeting, participants are requested to show their copy of the notice made to the Company, which the authorized intermediary, in accordance with current regulations, is required to make available to them.

Any holders of shares that have not yet been dematerialized should first present their share certificates to an authorized intermediary for input into the centralized clearing system in electronic form, in accordance with the provisions of Article 17 of joint Consob/Bank of Italy Measure of October 22 2008, and should request that the notification be sent in as above.

Persons with voting rights can appoint a proxy to represent them at the Shareholders' Meeting in accordance with Art. 2372 of the Civil Code and with any other rules or regulations applicable. The proxy form at the bottom of the notification issued by the authorized intermediary may be used or alternatively there is a proxy form that can be downloaded from the company website [www.cofide.it](http://www.cofide.it) in the section Financials Informations. The proxy form can be sent by registered post with advice of receipt (A.R.) to the Registered Office of the Company or, alternatively, may be sent to the certified e-mail address [segre@legalmail.it](mailto:segre@legalmail.it). If the proxy gives or sends the Company a copy of the proxy form, he or she must certify under his or her own responsibility that the copy corresponds to the original and confirm the identity of the person appointing such proxy.

In accordance with legislation on the subject, Shareholders can, without incurring any charges, appoint as proxy Studio Segre S.r.l. as the Representative Designated by the Company as per the terms of Art. 135-*undecies* of the TUF. The proxy is appointed by signing the appropriate form available in the above-mentioned section of the website. The signed document must be sent to the

Designated Representative, Studio Segre S.r.l. – Via Valeggio, 41 – 10129 Turin by registered post with advice of receipt (A.R.) or sent by e-mail to the certified address [segre@legalmail.it](mailto:segre@legalmail.it) by the end of the second trading day before the date fixed for the Shareholders' Meeting even at the second call (i.e. by Tuesday April 25 2017 for the first call and by Wednesday April 26 2017 for the second call). The proxy is not valid for the motions for which no voting instructions have been given. The proxy and the voting instructions are revocable until the dates by which they must be given.

The notice sent to the company by the authorized intermediary attesting the Shareholder's entitlement to attend the meeting is needed even when the Designated Representative of the Company is appointed as proxy. Therefore, in the absence of the above-cited notification the proxy will not be valid.

#### **RIGHT TO ASK QUESTIONS ON THE ITEMS ON THE AGENDA**

Shareholders who wish to ask questions regarding the items on the Agenda of the Shareholders' Meeting may send their questions by registered post with advice of receipt (A.R.) to the Company's Registered Office or by certified e-mail to the address [segre@legalmail.it](mailto:segre@legalmail.it) attaching either the certification issued by an authorized intermediary proving that they are entitled to exercise this right or the notification attesting their entitlement to attend the Shareholders' Meeting and to exercise their right to vote. Questions must be received by the close of the third day preceding the date fixed for the first call of the meeting, i.e. by April 24 2017.

The Company will give its response during the Shareholders' Meeting at the latest. Questions with the same content will receive a single response.

#### **ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW RESOLUTION PROPOSALS**

As per the terms of Art. 126-*bis* of the TUF, Shareholders representing even jointly at least one fortieth of the share capital may request, within ten days of the publication of this notice, an addition to the items on the Agenda to be dealt with, indicating in their request the further items proposed, or they may submit proposed resolutions on subjects already on the Agenda. It should be remembered, however, that any such addition is not allowed for the items on which the Shareholders, as per the terms of the law, vote on a proposal made by the Directors or on a plan or a report prepared by the same, other than those included in Art. 125-*ter*, paragraph 1 of the TUF.

Requests should be made by registered post with advice of receipt (A.R.) to the Registered Office of the Company or by certified e-mail to the address [segre@legalmail.it](mailto:segre@legalmail.it) and must be accompanied by a report on the subject being put forward as well as by the certification(s) issued by an authorized intermediary attesting the person's entitlement to exercise this right. Notice will be given of any additions to the Agenda and of any new proposed resolutions in the same form as those on this notice of meeting, at least fifteen days before the date fixed for the first call of the Shareholders' Meeting, by which time the report prepared by the proposers of the same will be made available to the public.

#### **APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS**

In relation to the second item on the Agenda, notice is given that with the coming Annual General Meeting the mandate of the Board of Statutory Auditors will come to an end. At the said meeting, therefore, new members will be appointed for the years 2017-2019, as per the terms of Art. 148 of the TUF and Art. 22 of the Company Bylaws to which reference should be made.

The Statutory Auditors are appointed by the Shareholders' Meeting on the basis of lists presented by the Shareholders which list the candidates in numerical order. Each list consists 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.

Only Shareholders who alone or together with other Shareholders represent at least 2.5% (two point five per cent) of the share capital can present lists.

Shareholders who intend to present lists are invited to consult the recommendations contained in Consob Communiqué DEM/9017893 of February 26 2009.

The lists, signed by the Shareholder or the Shareholders who are presenting them, or just one of them who is delegated to do so, and accompanied by the required documentation must be filed by the Shareholders presenting them at the Registered Office of the Company or sent to the certified email address [segre@legalmail.it](mailto:segre@legalmail.it) by April 2 2017 (extended to April 3 2017, the first working day after that date) and will be published in accordance with current regulations.

If on the final date for the presentation of lists only one list has been filed, or if there are only lists presented by Shareholders who are related according to rules applicable, as per Art. 144-*sexies* of the Rules for Issuers approved with Consob Resolution no. 11971 and subsequent amendments and additions, lists can be presented in the next three days following the said date, i.e. by April 5 2017. In this case, the limits for presenting lists are reduced by one half, thus to 1.25% (one point two five per cent) of the share capital.

A Shareholder cannot present or vote for more than one list, not even through a third party or through a fiduciary. Nobody can be a candidate on more than one list and acceptance of candidature on more than one list excludes the person from election. Lists that include a number of candidates equal to or higher than three must include in each section candidates belonging to both genders.

The lists must be accompanied by:

- The information relating to the identity of the Shareholders who have presented them, with an indication of the percentage of their total shareholding interest and one (or more) certificate(s) to be delivered to the Registered Office at the same time or, in any case, by April 6 2017 at the latest; this information should show the entitlement of the shareholding interest(s) as of the date on which the lists were presented;
- A declaration by Shareholders other than those holding, even jointly, a controlling interest or a relative majority, that they have no connection with them as indicated by current legislation and regulations on this subject;
- An exhaustive description of the personal and professional characteristics of the candidates together with a declaration made by the same candidates that attests that they possess the requisites required by current regulations and by the Company Bylaws and that they accept their candidature, plus a list of the positions of director or statutory auditor that they hold in other Companies.

The position may not be taken up by anyone who already holds more positions of director or statutory auditor in Companies than the limit established by law or by regulations and if such a person were elected his or her position would lapse.

If only one list is presented or admitted to the voting, all the members of the Board of Statutory Auditors will be drawn from that list.

Lists presented that do not comply with the instructions above will be considered as not having been presented.

## **DOCUMENTATION**

The documentation relating to the items on the Agenda, as required by current legislation, which includes, among other things, the complete text of the proposed resolutions, will be available to the public as per the terms of the law at the Company's Registered Office (in Milan, Via Ciovassino 1), from Borsa Italiana S.p.A., on the authorized storage mechanism eMarketSTORAGE on the website [www.emarketstorage.com](http://www.emarketstorage.com) and on the Company website [www.cofide.it](http://www.cofide.it) in the section Financials Informations. Shareholders have the right to obtain a copy of this documentation. The Financial Statements for the year 2016 will be made available to the public in the same way.

The Company Bylaws are available on the Company website [www.cofide.it](http://www.cofide.it) in the section Corporate Governance.

Milan, March 17 2017

For the Board of Directors  
The Chairman – Rodolfo De Benedetti