



PRESS RELEASE

Annual General Meeting of the Shareholders and Board of Directors Meeting

CIR: AGM APPROVES FINANCIAL STATEMENTS FOR 2012 BOARD APPOINTS RODOLFO DE BENEDETTI CHAIRMAN AND MONICA MONDARDINI CEO

Milan, April 29 2013 – The **Annual General Meeting of the Shareholders** of CIR-Compagnie Industriali Riunite SpA met today in Milan under the chairmanship of **Stefano Micossi**.

Approval of the Financial Statements for 2012

The Shareholders **approved the Statutory Financial Statements** and **examined the Consolidated Financial Statements** of the group for **financial year 2012**. The CIR group closed 2012 with **revenues of over € 5 billion, up by almost 12%**, and a **gross operating margin of € 308.1 million, the contraction from 2011 due to the lower contribution of the companies most active in the domestic market, particularly Sorigenia and Espresso**. The net result was a negative € 33.1 million (a positive € 9.7 million in 2011) as an effect of the loss reported by Sorigenia, which was due mainly to the write-down of assets. The **parent company CIR SpA** reported **net income of € 7.9 million** in 2012 compared to a positive result of € 0.3 million in 2011. The Shareholders adopted the Board of Directors' proposal **not to distribute any dividends** for the year 2012 in order to **strengthen further the patrimonial structure of the company**.

Re-determination of the number of members of the Board of Directors and appointment

The Shareholders' Meeting re-determined thirteen as the number of members of the Board of Directors, appointing as Director **Monica Mondardini**, candidate on the sole list which was presented by COFIDE-Gruppo De Benedetti S.p.A. Her curriculum vitae is available on the website www.cirgroup.com.

Appointment of an alternate auditor

The AGM appointed as alternate auditor Paola Zambon, who will hold the position until the approval of the financial statements for the year that will end on December 31 2013.

Authorization to buy back own shares and stock grant plan

The Shareholders also renewed for a period of 18 months their authorization of the Board of Directors to buy back a maximum of 30 million own shares with a maximum disbursement limit of € 50 million, at a unit price that may not be more than 10% higher or lower than the price recorded by the shares on regulated markets on the trading day preceding each individual transaction.

The main reasons why this authorization is being renewed are, on the one hand, the possibility of investing in shares of the company at prices below their actual value based on the real economic value of its equity and its income generating prospects, and on the other hand, the possibility of reducing the average cost of capital. As of today CIR is holding 49,989,000 ordinary shares, corresponding to 6.6% of share capital.

The Shareholders also approved the compensation report and a stock grant plan for 2013 for directors and/or executives of the company, its subsidiaries and its parent company, for a maximum of 4,800,000 conditional rights, each of which will give the beneficiaries the right to be assigned 1 CIR share free of charge. In view of the negative result reported by the group in 2012, the potential economic value of the incentive plan, at the proposal of the Chief Executive Officer, has been more than halved compared to last year and is subject to the future performance of the CIR stock. The shares thus assigned will be made available from the own shares that the company is holding as treasury stock.

Meeting of the Board of Directors

After the Shareholders' Meeting, **the Board of Directors appointed Rodolfo De Benedetti as Chairman and Monica Mondardini as Chief Executive Officer**. Ms Mondardini, who will keep her position as Chief Executive of Gruppo Editoriale L'Espresso, has also become a member of the Board of Directors of the other main subsidiaries of the CIR group: Sorgenia, Sogefi and KOS.

*"On behalf of the Board of Directors – said Chairman **Rodolfo De Benedetti** – I would like to welcome Monica Mondardini to CIR. I have been working with her for over four years and have had the chance to appreciate her excellent professional and human qualities. Her appointment, which I am very happy about, serves to strengthen our business significantly. With Monica Mondardini we will meet the challenges facing us in the short term in an economic climate that is not easy and we will work to further develop the group in the longer term".*

Mr De Benedetti then thanked the outgoing Chairman **Stefano Micossi**, who remains a director of the company, for having carried out his mandate with competence and dedication throughout the last four years.

The Chairman then recalled the generosity of his father **Carlo De Benedetti**, founder and Honorary Chairman of CIR, who over the last few weeks has transferred control of the group to him and his brothers for no chargeable consideration. In view of his new responsibilities in the controlling shareholder structure of the group and of his appointment today as Chairman of CIR, Rodolfo De Benedetti, even to avoid an excessive number of positions in the group, announced that he has left the boards of directors of all the non-listed subsidiaries in which he held positions (CIR Investimenti, Finegil Editoriale, Sorgenia group), remaining on the board of directors of the listed subsidiaries Sogefi and Gruppo Editoriale L'Espresso. For the position of chairman of Sorgenia, Mr De Benedetti proposed the appointment of Emanuele Bosio, formerly chief executive officer of Sogefi and executive of the CIR group since it was founded. Mr Bosio accepted the candidature and has been appointed as Chairman of the Board of Directors of Sorgenia.

Lastly, in accordance with the authorization given by the Shareholders' Meeting, the Board of Directors executed Stock Grant Plan 2013 by assigning 4,034,926 conditional rights.

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