

ANNUAL GENERAL MEETING
OF THE SHAREHOLDERS

APRIL 29 2011 – 3 p.m.

Board of Directors

CARLO DE BENEDETTI
Honorary Chairman - Director

FRANCESCO GUASTI (*)
Chairman

RODOLFO DE BENEDETTI (**)
Chief Executive Officer

ROGER ABRAVANEL (***)
GIAMPAOLO BRUGNOLI (****)
FRANCESCA CORNELLI (****)
MASSIMO CREMONA (***)
FRANCO DEBENEDETTI
MARCO DE BENEDETTI
PIERLUIGI FERRERO
FRANCO GIRARD
JOSEPH OUGHOURLIAN
ROBERTO ROBOTTI (****)
PAOLO RICCARDO ROCCA (*****)
MASSIMO SEGRE
Directors

FRANCA SEGRE
Secretary to the Board

Board of Statutory Auditors

VITTORIO BENNANI
Chairman

TIZIANO BRACCO
RICCARDO ZINGALES
Statutory Auditors

RAFFAELE CATARINELLA
LUIGI MACCHIORLATTI VIGNAT
LUIGI NANI
Alternate Auditors

Independent Auditors

Deloitte & Touche S.p.A.

Notice in accordance with the recommendation of Consob contained in its Communiqué no. DAC/RM/97001574 of February 20 1997.

(*) Legal representative

(**) Power to sign all documents relating to ordinary and extraordinary administration with single signature except for those reserved by law to the Board of Directors

(***) Member of the Compensation Committee

(****) Member of the Internal Control Committee

(*****) Member of the Compensation Committee and Lead Independent Director

NOTICE OF ANNUAL GENERAL MEETING

The Shareholders are invited to the extraordinary and ordinary Annual General Meeting of the Shareholders on April 28 2011 at 3.00 p.m., at the first call, at the Palazzo delle Stelline Congress Centre, Corso Magenta 61, in Milan and, if necessary, at the second call on **April 29 2011, same time and place**, to discuss and pass resolution on the following

AGENDA

Extraordinary part

1. Proposal to amend the Company Bylaws even to bring them into line with D.Lgs. 27/2010: in particular, the amendment of Articles 8, 9 and 14 of the Bylaws. Resolutions pertaining to and resulting from the above.

Ordinary part

2. Annual Report and Financial Statements for the year ended December 31 2010. Report of the Board of Statutory Auditors. Resolutions on the same.
3. Appointment of the Board of Statutory Auditors for financial years 2011-2013 and decision as to their fees.
4. Proposal to cancel the resolution of April 30 2010 regarding the authorization to buy back and dispose of own shares and proposal for a new authorization.
5. Proposal to amend the Rules for Shareholders' Meetings.

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 €0.5 and with voting rights.

ATTENDING THE SHAREHOLDERS' MEETING

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. 22 of Joint Consob-Bank of Italy Measure of December 24 2010 - in favour of the individual who has the right to vote based on evidence available at the close of business Friday April 15 2011, i.e. the seventh trading day preceding the date fixed for the first call of the Shareholders' Meeting.

Any persons who have 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 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 December 24 2010, and should request that the notification as above be sent in as above.

PROXY AND VOTING RIGHTS

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 which can be downloaded from the company website www.cofide.it in the section Corporate Governance. The proxy form can be sent by registered post with advice of receipt (A.R.) to the Company Offices or, alternatively, may be sent to the certified e-mail address segre@legalmail.it.

In accordance with legislation on the subject, shareholders can appoint as proxy, without incurring any charges, Compagnia Fiduciaria Nazionale S.p.A. as the Representative Designated by the Company as per the terms of Art. 135-*undecies* of D.Lgs no. 58/1998 and subsequent amendments and additions (“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 Compagnia Fiduciaria Nazionale S.p.A. – Galleria De Cristoforis, 3 – 20122 Milan by registered post with advice of receipt (A.R.) or sent by e-mail to the certified address elena.fusina@compagniafiduciaria.it, by the end of the second trading day before the date fixed for the first call of the Shareholders’ Meeting, i.e. by April 26 2011. 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 April 26 2011.

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.

DOCUMENTATION

The documentation relating to the agenda, as set out in current legislation, which includes, among other things, the complete text of the proposed resolutions, is available to the public at the Company Headquarters (in Milan, Via Ciovassino 1) and at Borsa Italiana S.p.A. and is also available on the website of the Company www.cofide.it, in the section Corporate Governance; Shareholders may obtain a copy of the documentation. The Financial Statements for the year 2010 will be made available to the public through the same channels by April 6 2011.

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 to the Company offices or by e-mail to the address segre@legalmail.it attaching the certification issued by an authorized intermediary proving that they are entitled to exercise this right. Questions must reach the company by the close of the third trading day preceding the date fixed for the first call of the meeting, i.e. by the close of April 21 2011. 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

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. 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.

The request should be made by registered post to the Company offices or by e-mail to the address 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.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

In relation to item 3 on the Agenda, notification is given that with the coming Shareholders' Meeting the mandate of the members of the Board of Statutory Auditors will come to an end. It will therefore be necessary to appoint new members for financial years 2011-2013.

The appointment of the Board of Statutory Auditors takes place in accordance with Art. 148 of the TUF and with 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 in which the candidates are listed in numerical order.

Only Shareholders who alone or together with other Shareholders represent at least 2.5% (two point five per cent) of the capital at the ordinary Shareholders' Meeting have the right to present lists.

Shareholders who intend to present lists for the appointment of the members of the Board of Statutory Auditors are invited to consult the recommendations given in Consob Communiqué no. DEM/9017893 of February 26 2009.

The lists, signed by the Shareholder or by the Shareholders who are presenting them, even delegating one of them to do so, and accompanied by the required documentation must be filed by the same presenting Shareholders with the Company Headquarters - Via Ciovassino 1, Milan – or sent by e-mail to the certified address segre@legalmail.it by April 3 2011 at the latest. They will be published according to current regulations. As this deadline is a Sunday, lists may be sent by fax to the no. 02-72270229 provided that they are delivered physically to the Company offices by April 4 2011.

The lists must be complete with:

- information regarding the identity of the Shareholders who have presented them, with an indication of the percentage of their share holding interest and with one (or more) certificate(s) to be filed at the Company offices at the same time or anyway by April 6 2011 at the latest, which prove that they own such interest(s) as of the date on which the lists were presented;
- a declaration by the 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 they possess the requisites required by current regulations and by the Company Bylaws and that they accept their candidature and also, for the election of the Statutory Auditors, the lists of positions as director or statutory auditor that they hold in other companies.

Lists presented that do not comply with the instructions above will be considered as not having been presented. No Shareholder can present or contribute to the presentation of more than one list of candidates even through an intermediary or through a fiduciary company.

Shareholders who belong to the same group or who take part in the same Shareholder agreement based on the shares of the Company cannot present or vote for more than one list even through an intermediary or through a fiduciary company. Nobody can be a candidate on more than one list and acceptance of candidature on more than one list means that that person cannot be elected.

Anyone who exceeds the limits laid down by current legislation and by the Bylaws in relation to the total number of positions held as director or statutory auditors in other companies cannot accept the position and if elected such election will not be valid and will lapse.

Each list consists of two sections: one for the candidates for the position of Statutory Auditor and the other for the candidates for the position of Alternate Auditor. They contain the names of one or more candidates for the position of Statutory Auditor and Alternate Auditor, which are in numerical order and are no more than the number of members to be elected.

If by the deadline for presentation of the lists only one list has been filed, or if the only lists presented are by Shareholders who are related parties in accordance with the terms of regulations on the subject, as per Art. 144 *sexies* of the Rules for Issuers approved by Consob Regulation no. 11971 and subsequent amendments and additions, then lists can be presented until the third day following this deadline. In this case, the threshold required for the presentation of lists is reduced by one half and thus to 1.25% (one point two five per cent) of the share capital.

The Company Bylaws are available on the website www.cofide.it, in the section Corporate Governance.

Milan, March 18 2011

For The Board of Directors
The Chairman
(Francesco Guasti)

Notice of this meeting was published in the newspaper "la Repubblica" on March 18 2011

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EXTRAORDINARY PART

**PROPOSAL TO AMEND THE COMPANY BYLAWS EVEN TO
BRING THEM INTO LINE WITH D.LGS 27/2010: IN PARTICULAR,
THE AMENDMENT OF ARTICLES 8, 9 AND 14 OF THE BYLAWS.**

**RESOLUTIONS PERTAINING TO
AND RESULTING FROM THE ABOVE.**

**PROPOSAL TO AMEND THE COMPANY BYLAWS PARTLY TO BRING THEM INTO
LINE WITH THE PROVISIONS OF D.LGS 27/2010. IN PARTICULAR THE AMENDMENT
OF ARTICLES 8, 9 AND 14 OF THE BYLAWS.
RESOLUTIONS PERTAINING TO AND RESULTING FROM THE SAME.**

Dear Shareholders,

You are being called upon to complete the process of amendment of the Company Bylaws to bring them into line with the terms of D.Lgs. no. 27 of January 27 2010 which was initiated at the Board of Directors Meeting held on October 28 2010. On that occasion the Bylaws were amended to incorporate mandatory rules and to eliminate all reference to rules that have now been superseded by the rules on Shareholders Rights.

Moreover, the above-mentioned Board of Directors Meeting held on October 28 2010 also approved the Rules for Related Party Transactions as stipulated in the “Regulation containing instructions on the subject of related party transactions”, adopted by Consob with resolution no. 17221 of March 12 2010 and supplemented by resolution no. 17389 of June 23 2010. Even in relation to the adoption of this procedure it is now appropriate to introduce amendments to the Company Bylaws which are the competence of the Shareholders Meeting.

Below the proposed amendments are shown in detail, with a comparison between the current text and the text that would be valid following approval of the amendments, all of which is accompanied by short explanatory notes.

<i>Current text</i>	<i>Proposed text</i>
Article 8 GENERAL MEETINGS	Article 8 GENERAL MEETINGS
1. The right to attend the Shareholders’ Meeting and to appoint a proxy to attend are regulated by applicable legislation on the subject.	UNCHANGED
2. Proxies may be notified to the Company by Certified Electronic Mail before the start of the Meeting to the address indicated in the notice of meeting.	UNCHANGED
	3. Attendance of the Meeting and the use of electronic voting are

3. It is up to the Chairman of the Shareholders' Meeting to check that all the proxies are in order and that all those present have the right to take part in the Meeting.

4. Each share gives the right to one vote.

5. Both the Ordinary and the Extraordinary Meetings of the Shareholders are considered to be duly constituted and may adopt resolutions according to the provisions of the law.

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.

4. It is up to the Chairman of the Shareholders' Meeting to check that all the proxies are in order and that those **who have intervened** have the right to take part in the Meeting.

5. Each share gives the right to one vote.

6. 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 **and of regulations**.

Note:

Art.2370 of the Civil Code amended by D.Lgs. 27/2010 introduced the possibility of stating in Company Bylaws that attendance at the shareholders' meeting and voting may be done using electronic instruments. Details of these rules for companies whose shares are managed centrally are given in Art. 143 bis of the Rules for Issuers transposing Art.127 of the T.U.F..

It was considered appropriate here to take advantage of the opportunity offered by the new rule by introducing the new third paragraph of Art. 8 of the Bylaws, which allows the Board of Directors, when it deems appropriate, to indicate in the notice of meeting the procedures and requisites for taking part and voting using the said instruments.

Lastly, the final paragraph of Art. 8 was amended to take advantage of the opportunity offered by the revised Art. 2369 of the Civil Code, which says that a clause can be included in the Bylaws eliminating the need to convene subsequent callings of shareholders' meetings after the first one. This new rule enables the Company to reduce costs and simplify the organization of Shareholders' Meetings, with the advantage that Shareholders can know in advance the actual day on which the meeting will be held. The wording proposed will enable the Administrative Body to opt for either a single calling or for more callings. When the session is a single calling the quora for the meeting and for the voting will be those stipulated in the Civil Code for the second calling of ordinary meetings and for callings after the second one for extraordinary meetings.

Current text

Article 9
CALLING A MEETING

1. A Meeting of the Shareholders

Proposed text

Article 9
CALLING A MEETING

UNCHANGED

is convened in the Company's Headquarters or elsewhere in Italy by publishing a notice of meeting on the internet website of the Company and in the newspaper "La Repubblica" within the terms and following the procedures prescribed by current regulations.

2. The Ordinary Meeting of Shareholders (Annual General Meeting) must be convened at least once a year within one hundred and twenty days of the close of the financial year of the Company.

3. Where the conditions provided for by law exist, this time limit can be extended to one hundred and eighty days from the close of the Company's financial year.

4. An Extraordinary Meeting of Shareholders is convened in the circumstances laid down by law and whenever the Board deems it to be appropriate.

UNCHANGED

UNCHANGED

UNCHANGED

5. The Ordinary Shareholders' Meeting may pass resolutions required by the Rules for Related Party Transactions adopted by the Company in accordance with current legislation and regulations.

Note:

The new last clause of Art. 9 has the aim of expressly allowing the Shareholders' Meeting to pass resolution to implement certain provisions included by the Company in the above-mentioned Rules for Related Party Transactions adopted with the resolution of the Board of Directors on October 28 2010.

Current text

Proposed text

Article 14
RESOLUTIONS OF
THE BOARD OF DIRECTORS

Article 14
RESOLUTIONS OF
THE BOARD OF DIRECTORS

1. In order for the Board resolutions to be valid and binding the majority of the Directors in office must be present.

UNCHANGED

2. Resolutions are taken with an absolute majority of the votes of those present, and if the votes for and against are equal then the person chairing the meeting casts his or her vote, which is decisive.

2. Resolutions are taken with an absolute majority of the votes of those present and **in accordance with the procedures set out in regulations on the subject.** If the votes for and against are equal then the person chairing the meeting casts his or her vote which is decisive.

Note:

Here the aim was to supplement the rule, which regulates the way Board resolutions are taken, with a reference to compliance with any regulatory procedures that the Company may have adopted, such as for example, the Rules for Related Party Transactions mentioned above.

It is therefore proposed that you approve the following text of a resolution:

“The Extraordinary Meeting of the Shareholders of the Company COFIDE – Gruppo De Benedetti S.p.A.”,

- having seen D.Lgs. no. 27 of January 27 2010
- having seen the Rules for Related Party Transactions adopted by the Company
- having seen the Report of the Board of Directors

RESOLVES

1) To amend Art. 8 of the Company Bylaws as follows:

“Article 8

GENERAL MEETINGS

1. The right to attend the Shareholders’ Meeting and to appoint a proxy to attend are regulated by applicable legislation on the subject.
2. Proxies can be notified to the Company by Certified Electronic Mail before the start of the Meeting to the address indicated in the notice of meeting.
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.
4. It is up to the Chairman of the Shareholders’ Meeting to check that all the proxies are in order and that those who have intervened have the right to take part in the Meeting.
5. Each share gives the right to one vote.
6. 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 and of regulations.”

2) To add at the end of Art. 9 of the Company Bylaws a new clause which is reproduced below:

“5. The Ordinary Shareholders’ Meeting may pass resolutions required by the Rules for Related Party Transactions adopted by the Company in accordance with current legislation and regulations.”

The remaining text of the article is unchanged.

3) To amend the second clause of Art. 14 of the Company Bylaws as follows:

“2. Resolutions are taken with an absolute majority of the votes of those present and in accordance with the procedures set out in regulations on the subject. If the votes for and against are equal then the person chairing the meeting casts his or her vote which is decisive.”

The remaining text of the article is unchanged.

4) To authorize the Chairman of today’s Meeting to accept and introduce into the resolution adopted as above any changes, deletions or additions of a formal nature that may be necessary for it to be registered and published in accordance with the law.”

Milan, March 10 2011

The Board of Directors

ORDINARY PART

**APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS
FOR FINANCIAL YEARS 2011-2013 AND
DECISION AS TO THEIR FEES**

**APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS FOR FINANCIAL YEARS
2011-2013 AND DECISION AS TO THEIR FEES**

Dear Shareholders,

The Board of Statutory Auditors appointed by you at the Shareholders' Meeting held on April 29 2008 for financial years 2008-2010, has now lapsed with this Shareholders' Meeting as the three years of its mandate have now come to an end.

We should remind you of the terms of Art. 22 of the Company Bylaws:

- "1. The Board of Statutory Auditors consists of three Statutory Auditors and three Alternate Auditors whose term of office lasts for three financial years and who can be re-elected.*
- 2. Minority shareholders have the right to elect one Statutory Auditor and one Alternate Auditor.*
- 3. The Board of Statutory Auditors is appointed by the Shareholders' Meeting on the basis of lists of candidates presented by the Shareholders in two sections: one section for the candidates for the position of Statutory Auditor and the other containing the candidates for the position of Alternate Auditor, and in each section the candidates are listed in numerical order.*
- 4. The lists of candidates, signed by the Shareholders who are presenting them, must be filed within the terms and following the procedures prescribed by legislation applicable.*
- 5. Only Shareholders who, either alone or with others, represent at least 2.5% of the share capital or any other percentage that may be established by law or by regulations, have the right to present lists and they are required to provide proof of ownership of the required number of shares within the terms and following the procedures laid down by law.*
- 6. Lists presented which do not comply with the above rules will be considered as not having been presented.*
- 7. No Shareholder can present or contribute to the presentation of more than one list of candidates even through an intermediary or through a fiduciary company. Shareholders who are subject to joint control, as per the terms of Art. 93 of the Financial Intermediation Consolidation Act, or those who*

take part in the same Shareholder agreement for voting purposes can present or jointly present just one list.

8. Each Shareholder can vote for just one list.

9. Candidates can be present on only one list otherwise they will be excluded from election.

10. Candidates who already hold the position of Statutory Auditor for five other companies or organizations whose shares are listed on a regulated market included in the list as per articles 63 and 67 of D.Lgs. no. 58/1998 cannot be included in the list of candidates and neither can individuals who do not possess the necessary requisites of integrity, professionalism and independence laid down in the legislation on the subject or those who do not respect the maximum limit for the number of positions they can hold in accordance with the law or with regulations.

11. Together with each list and within the above-mentioned time limit, a declaration signed by each candidate will be submitted. This declaration will attest that the candidate, under his or her own responsibility, accepts his or her nomination and will certify that there are no reasons why he or she should be ineligible for the position or be otherwise incompatible and that the candidate possesses the necessary requisites laid down by law and by current regulations for the members of Boards of Statutory Auditors.

12. The lists must also be accompanied by a curriculum vitae with the personal and professional details of the candidate and details of any other positions of director or auditor held in other companies.

13. 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.

14. The election of the members of the Board of Statutory Auditors will take place as follows:

1. Two members and two alternate members will be drawn from the list which obtains most votes at the Shareholders' Meeting on the basis of the numerical order in which the names appear on the list;

2. *The other member and the other alternate member will be drawn from the list which obtains the second most votes at the Shareholders' Meeting ("minority list") and who must not be connected even indirectly with the Shareholders who presented or voted for the list which obtained the most votes, again on the basis of the numerical order in which the names appear on the list;*
3. *If only one list is presented, all the Statutory Auditors and Alternate Auditors will be drawn from that list.*
15. *The candidate on the minority list who obtained most votes has the right to the position of Chairman of the Board of Statutory Auditors. If only one list is presented, the candidate for the position of Statutory Auditor who is number one on that list has the right to the position of Chairman of the Board of Statutory Auditors.*
16. *Should an Auditor prove not to be possession of the qualifications required by law and by these Bylaws then his or her appointment will no longer be valid and will therefore lapse.*
17. *Should a Statutory Auditor need to be replaced, the individual taking his or her place will be selected from the same list of candidates as his or her predecessor.*
18. *The remuneration of the Statutory Auditors is established by the Shareholders' Meeting.*
19. *The meetings of the Board of Statutory Auditors can also take place using telecommunications facilities provided that the following conditions are met with:*
 - a) *That participants are able to view, receive or transmit all the necessary documentation;*
 - b) *That they can take part in real time in the discussion respecting the methodology of their function (the collegio method).*
20. *The meetings are held in the place where the Chairman is or, in his absence, where the oldest Statutory Auditor in terms of age is located.*
21. *The Board of Statutory Auditors can, provided that the Chairman is notified, call a Shareholders' Meeting, a Board of Directors Meeting or an Executive Committee Meeting. The power to call a Board of Directors Meeting or an Executive Committee Meeting can be exercised individually by any member of the Board of Statutory Auditors; the right to call a Shareholders' Meeting must be exercised by at*

least two members of the Board of Statutory Auditors.”

We would remind you that the lists must be filed with the registered office of the Company or must reach the certified e-mail address segre@legalmail.it by 24.00 hours on Sunday April 3 2011.

Since this deadline falls on a Sunday, lists will be accepted by fax to the no. 02.72270229 provided that they are actually delivered to the Company offices by April 4 2011.

The lists will be published through the NIS service of Borsa Italiana and on the website www.cofide.it by April 6 2011.

In consideration of the provisions of Art. 125 ter D.Lgs. 58/1998 and subsequent amendments and additions to it (T.U.F.) regarding the need to make proposed resolutions available, your Board took it upon itself to ask the controlling Shareholder of its intentions regarding fees for the members of the Board of Statutory Auditors.

The controlling Shareholder informed the Board of its intention to submit to the approval of the Shareholders' Meeting the proposal giving an annual fee *pro-rata temporis* of € 52,500 to the Chairman of the Board of Statutory Auditors and of € 35,000 to each of the Statutory Auditors in office.

Given the above, your Board puts before you for your approval the following resolution:

“The Annual General Meeting of the Shareholders of COFIDE S.p.A.:

- having acknowledged the report of the Board of Directors*
- having acknowledged the proposal of the Shareholder CARLO DE BENEDETTI & FIGLI S.a.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 € 52,500 for the Chairman of the Board of Statutory Auditors and of € 35,000 for each of the Statutory Auditors in office.”*

Lastly, we would remind you that you must either vote for one of the lists presented or abstain, state that you are opposed to all the lists or not take part in the voting at all.

Milan, March 10 2011

The Board of Directors

**PROPOSAL TO CANCEL THE RESOLUTION OF APRIL 30 2010
RELATING TO THE AUTHORIZATION TO BUY BACK AND
DISPOSE OF OWN SHARES AND
PROPOSAL FOR A NEW AUTHORIZATION**

**PROPOSAL TO CANCEL THE RESOLUTION OF APRIL 30 2010 RELATING TO THE
AUTHORIZATION TO BUY BACK AND DISPOSE OF OWN SHARES AND PROPOSAL
FOR A NEW AUTHORIZATION**

Dear Shareholders,

On October 30 of this year the right assigned to the Board of Directors by the Annual General Meeting of the Shareholders on April 29 2009 to buy back a maximum of 30,000,000 own shares will expire.

In the interest of the Company, we consider it opportune to propose cancelling the existing authorization for the period still to come and to adopt a new resolution to buy back shares in the market, in accordance with and a result of Articles 2357 and 2357-ter of the Civil Code, with the resulting right to dispose of the same shares.

In the opinion of the Board the reasons originally adopted for the buyback of the company's own shares remain valid, and these are the following:

- *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, thus enhancing the value of the Company;*
- *The possibility of reducing the average costs of capital.*

The authorization, in accordance with and as a result of Art. 2357 of the Civil Code, is requested for a period of eighteen months, starting from the date of the Shareholders' Meeting (AGM), and is for the buyback of a maximum of 30,000,000 COFIDE shares, as follows:

- a) *A maximum of 30,000,000 shares may be bought back for a nominal value of euro 15,000,000, which may not in any case exceed one fifth of the share capital of COFIDE and with a maximum disbursement limit of euro 25,000,000; the Company will set up a non-available reserve, entitled "Reserve for own shares held", for the amount of the own shares bought back, by withdrawing a corresponding amount from the reserve "Recovery of historical cost of equity investments"*

resulting from the financial statements as of December 31 2009, the most recently approved. The unit price of each individual purchase of shares shall not be more than 10% higher or lower than the official price recorded in trading on the Stock Exchange on the day before the purchase is carried out and the price is fixed. Compared to the previous resolution the maximum quantity of shares that can be bought back in the market on any one day has been specified explicitly, in compliance with the limit imposed by EC Regulation no. 2273/2003;

b) The buyback may take place:

- On the market*
- Through a tender offer (public offer to acquire or exchange shares);*
- Through the pro-rata assignment of put options to Shareholders.*

Your Board does not consider that the buyback, which you are being asked to authorize, is aimed at reducing the share capital although this cannot be ruled out in absolute terms and will be evaluated if it represents an opportunity for the creation of value.

Concerning the authorization to dispose of the bought back own shares, the resolution being submitted to you is identical to the one currently in force. In particular we would point out that it has been maintained as such in order to have the maximum operating flexibility, but no exchanges or sales to the public through the issue of American Depositary Receipts or similar certificates are currently envisaged.

Lastly, we can assure you that we have instructed our subsidiaries not to approve the purchase of or to actually purchase any COFIDE shares.

Given all of the above, we are putting forward to you the proposal that the existing authorization be cancelled for the period until its expiry and that the following new resolution be adopted:

“The Ordinary Meeting of the Shareholders of COFIDE S.p.A.:

- Having heard the proposals made by the Board of Directors*
- Having duly acknowledged the favourable opinion of the Board of Statutory Auditors*

- Taking into account the provisions of Art. 2357 and following articles of the Civil Code, of Art. 132 of D.Lgs. 58/1998, of Art. 144-bis of Consob resolution 11971/1999 and of EC Regulation 2273/2003

RESOLVES

1. To cancel for the period between the day of this Meeting and the natural expiry date, the resolution to buy back own shares adopted by the Ordinary Meeting of the Shareholders on April 30 2009, and as consequence of the above, the related authorization to dispose of the same as shall be seen fit;
2. To authorize, in accordance with and as a result of the terms of Art. 2357 of the Civil Code, for eighteen months as from today, the buyback of COFIDE shares as follows:
 - A maximum of 30,000,000 shares may be bought back for a nominal value of euro 15,000,000, which may not in any case exceed one fifth of the share capital of COFIDE and with a maximum disbursement limit of euro 25,000,000; the Company will set up a non-available reserve, entitled "*Reserve for own shares held*", for the amount of the own shares bought back, by withdrawing a corresponding amount from the reserve "*Recovery of historical cost of equity investments*" resulting from the financial statements as of December 31 2009, the most recently approved. The unit price of each individual purchase of shares shall not be more than 10% higher or lower than the official price recorded in trading on the Stock Exchange on the day before the purchase is carried out and the price is fixed;
 - The buyback may take place:
 - a) Through a tender offer (public offer to acquire or exchange shares);
 - b) On regulated markets according to operating procedures set out in the rules for organizing and managing those same markets, which do not permit bids to be matched directly with predetermined offers and in any case in such a way as to ensure the equal treatment of all the Shareholders in accordance with the terms of the law or of regulations in force at the moment

of the transaction; quantities bought back each day shall not exceed 25% of the total daily volume, as defined in EC Regulation no. 2273/2003;

- c) Through the proportional assignment to the Shareholders of put options to be awarded within a period of 15 months and exercisable within a period of 18 months from this resolution;
3. To authorize, in accordance with and as a result of the terms of Art. 2357-ter of the Civil Code, the Board of Directors, and for the Board the Chief Executive Officer, without any time limit, to arrange 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;
 4. To authorize the Board of Directors again, and for the Board the Chief Executive Officer, in accordance with and as a result of the terms of Art. 2357-ter of the Civil Code, without any time limit, to arrange 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);
 5. To establish that in the event of alienation of the own shares, the non-available reserve set up as per the provisions of Art. 2357-ter, third paragraph of the Civil Code “*Reserve for own shares held*” shall be transferred into the reserve “*Recovery of historical cost of equity investments*”.

Milan, March 10 2011

The Board of Directors

**PROPOSAL TO AMEND THE RULES FOR
SHAREHOLDERS' MEETINGS**

PROPOSAL TO AMEND THE RULES FOR SHAREHOLDERS' MEETINGS

Dear Shareholders,

Certain amendments are being proposed to the Rules for Shareholders' Meetings currently in force in order to bring them into line with the provisions of D.Lgs. 27/2010 and with the clauses of the Company Bylaws that have been amended in line with new regulations.

More specifically:

- The amendment of Art. 3.2. is the result of the introduction of the so-called "record date" as the system for identifying individuals entitled to take part in the Shareholders' Meeting and express a vote in accordance with the provisions of the new Art. 83 *sexies* of the T.U.F.;
- Art. 3.3. is amended to highlight the fact that with the introduction into Art. 8 of the Bylaws of the right to take part in the Shareholders' Meeting using electronic means, the meeting is no longer strictly linked to the place in which it is convened but could involve people located elsewhere;
- The addition proposed to Art. 4.7. is of a purely formal nature and is due to the fact that the last clause of Art. 8 of the Bylaws makes it possible not to have to call shareholders' meetings after the first one;
- Lastly a minor amendment is proposed to Art. 10.1. to point out that the discretion of the Chairman – regarding decisions about the voting procedure – does not refer to the possible admission of electronic means of casting a distance vote, which must be expressly allowed, with a specification of the procedures and requisites, in the notice of meeting, as indicated in the above-mentioned Art. 8 of the Bylaws.

It is therefore proposed that you approve the following text of a resolution:

"The Ordinary Meeting of the Shareholders of the Company "COFIDE - Gruppo De Benedetti S.p.A.":

- having acknowledged the amendments to the Bylaws approved today at the Extraordinary session even pursuant to the terms of D.Lgs. no. 27 of January 27 2010;
- having seen the report of the Board of Directors,

RESOLVES

1) To amend points 3.2 and 3.3 of Art. 3 of the Rules for Shareholders' Meetings as follows:

"3.2. Those who have the right to participate in the Meeting must show the Company official at the entrance to the Meeting rooms some form of personal identification as well as a document proving their legal right to take part either as a legal representative or a voluntary representative.

3.3. Unless the Chairman of the Meeting shall decide otherwise, none of the following equipment may be used during the meeting: cameras, video camcorders or similar devices, any kind of recording equipment or mobile telephones. Where the Chairman allows the use of any of the above equipment, he will decide upon the conditions and limits of the use of the same."

The rest of the text of the Article remains unchanged.

2) To amend point 4.7 of Art. 4 of the Rules for Shareholders' Meetings as follows:

"4.7. When the Shareholders' Meeting has not been convened at a single calling, if there is not a sufficient number of people present for the Meeting to be valid, the Chairman gives notice of this fact and adjourns the discussion of the items on the agenda until a subsequent Meeting."

The rest of the text of the Article remains unchanged.

3) To amend point 10.1 of Art. 10 of the Rules for Shareholders' Meetings as follows:

"10.1. Before the voting takes place, the Chairman establishes how the vote will be expressed at the meeting, recorded and counted and may decide on a maximum time limit within which the vote must be expressed."

The rest of the text of the Article remains unchanged.

4) To make a formal addition to the Rules for Shareholders' Meetings, inserting the contents and the title of Art. 12.

5) To authorize the Chairman to carry out any action necessary and appropriate ensure that the changes are made to the Rules for Shareholders' Meetings."

* * * * *

Below is the original text of the Rules for Shareholders' Meetings with the amendments highlighted.

COFIDE – S.p.A.
RULES FOR SHAREHOLDERS' MEETINGS OF
LISTED COMPANIES

Chapter I - PRELIMINARY INSTRUCTIONS

Article 1- Sphere of application

Chapter II - CONSTITUTION

Article 2 - Intervention, participation and attendance of the Shareholders' Meetings

Article 3 - Procedures for checking those entitled to take part in the meeting and access to the meeting rooms

Article 4 - Constitution of the Shareholders' Meeting and Opening of the Session

Chapter III - THE DEBATE

Article 5 - Agenda

Article 6 - Intervention and response

Article 7 - Adjournment

Article 8 - Powers of the Chairman

Chapter IV - VOTING

Article 9 - Preliminary operations

Article 10 - Voting

Chapter V - CLOSING THE MEETING

Article 11 - Closing the session

Chapter VI – FINAL INSTRUCTIONS

Article 12 - Power delegated to the Chairman

CHAPTER I

PRELIMINARY INSTRUCTIONS

Article 1 – Sphere of Application

These regulations govern the procedures for calling and conducting the Ordinary and Extraordinary Meetings of the Shareholders and where compatible also the Meetings of special categories of Shareholders and the Bond Holders of the Company.

CHAPTER II

CONSTITUTION

Article 2 – Intervention, participation and attendance of the Shareholders' Meetings

- 2.1 All those who have a right to attend the Shareholders' Meeting by Law and according to the Company Bylaws may intervene and address the meeting.
- 2.2 General Managers, Deputy General Managers and executives of the Company can attend the Shareholders' Meeting. Any employees of the Company or of companies of the Group and any other individuals may attend the Shareholders' Meeting provided that the Chairman of the Meeting considers their presence to be useful in light of the topics to be discussed and the business to be dealt with.
- 2.3 With the consent of the Chairman, experts, financial analysts, accredited journalists and other individuals may attend the Meeting at the discretion of the Chairman but they may not take the floor.
- 2.4 Before illustrating the items on the agenda, the Chairman will notify those attending of the participation and the presence at the meeting of those individuals specified in paragraphs 2.2 and 2.3 of this Article.
3.1 A procedure for checking the identity of those legally entitled to take part in the Shareholders' Meeting is carried out in the place where the meeting is to be held starting at least one hour before the time stipulated in the notice as the scheduled time of the said Meeting.
- 3.2 Those who have the right to participate in the Meeting must show the Company official at the entrance to the Meeting rooms some form of personal identification as well as a document proving their legal right to take part either as a legal representative or a voluntary representative.
- 3.3 Unless the Chairman of the Meeting shall decide otherwise, none of the following equipment may be used during the Meeting: cameras, video camcorders or similar devices, any

kind of recording equipment or mobile telephones. Where the Chairman allows the use of any of the above equipment, he will decide upon the conditions and limits of the use of the same.

Article 4 – Constitution of the Shareholders’ Meeting and Opening of the Session

- 4.1 At the hour given in the notice of the Meeting the person qualified according to the terms of the Bylaws takes the chair.
- 4.2 The Chairman of the Meeting is assisted by a Secretary who need not necessarily be a Shareholder. The Chairman may request the assistance of a Secretary even in cases where the minutes are to be drawn up by a Notary Public. The Secretary and the Notary Public may be assisted by their own trusted staff and may have recourse to recording devices only for their auxiliary staff to aid them in the preparation of the minutes.
- 4.3 The Chairman may be assisted by individuals authorized to take part in the Meeting and may ask them to illustrate the items on the agenda and to answer questions relating to these specific issues.
- 4.4 The Chairman may also be assisted by external experts who have been specially invited.
- 4.5 With the help of qualified personnel where appropriate, the Chairman checks the validity of the proxy documents, the right of those attending to take part in the Meeting and the valid constitution of the same. In the event of any irregularity being detected by the personnel responsible, the Chairman will establish whether or not the attendee has the right to take part. The Chairman can select as many tellers, who need not be Shareholders, as he deems opportune.
- 4.6 The Chairman gives the quorum necessary for the Meeting to be valid and once he has ascertained that the Meeting is validly constituted, he declares the Meeting open.
- 4.7 **When the Shareholders’ Meeting has not been convened at a single calling**, if there is not a sufficient number of people present for the Meeting to be valid, the Chairman gives notice of this fact and adjourns the discussion of the items on the agenda until a subsequent Meeting.

CHAPTER III THE DEBATE

Article 5 –The Agenda

The Chairman and, at his invitation, anyone else who is assisting him as per Articles 4.3 and 4.4 of these Regulations, will illustrate the items on the agenda and any motions to be put to the Meeting for approval. When putting forward the various topics and motions for debate, the Chairman may change the order of the same compared with the order given in the notice of the

Meeting, provided that there is no opposition from those present, and he may also require that all or some of the items on the agenda be discussed together.

Article 6 – Intervention and response

- 6.1 The Chairman of the Meeting moderates the debate, passing the floor to those Shareholders, Directors, Statutory Auditors or other persons who have requested leave to address the Meeting as specified in this Article.
- 6.2 Those entitled to exercise voting rights and the joint representative of savings shareholders and bond holders may request the floor just once for each item on the agenda, making observations and asking for information. Those entitled to exercise voting rights may also put forward proposals provided that these are relevant to the items on the agenda and, where appropriate, the Chairman may accept them and put them to the vote. Motions may be put forward until the Chairman declares the discussion on that particular subject closed.
- 6.3 The Chairman establishes the procedure for requesting the floor and determines the order of any such requests.
- 6.4 The Chairman and, at his invitation, those who are assisting him as per Articles 4.3 and 4.4 of these Regulations, will answer the various speakers when they have finished speaking about the items on the agenda, i.e. after each such speech.
- 6.5 Those who asked for the floor in the first place will have the right to give a short response.
- 6.6 Taking into account the topic involved and the relative importance of the same as well as the number of people who wish to address the Meeting, the Chairman can specify a time limit for each speech and each response to ensure that the Shareholders can finish all the business on the agenda in the one session. Before the set time for the speech or the reply is up, the Chairman will invite the speaker to conclude.
- 6.7 When nobody else wishes to address the Meeting, answer or make any response, the Chairman declares the discussion closed.

Article 7 - Adjournment

At any point during the Meeting the Chairman, should he feel it to be appropriate, can adjourn the session for a short period giving the reason for so doing.

Article 8 - Powers of the Chairman

- 8.1 In order to guarantee that the business of the Meeting may proceed regularly and that the attendees are able to exercise their rights, the Chairman may take the floor away from a

speaker who is not entitled to speak or who continues to speak after the maximum time limit established by the Chairman is up.

- 8.2 After first giving an admonition, the Chairman may also remove the floor in cases where the speech is not relevant to the topic under discussion.
- 8.3 The Chairman may remove the floor in all cases where the speaker uses offensive or insulting language, behaves in a threatening way or encourages violence and disorder.
- 8.4 Whenever one or more speakers prevent others from taking part in the debate or behave in such a way as to prevent the Meeting from proceeding in an orderly fashion, the Chairman first calls for order and requires that the regulations be respected. If this attempt is unsuccessful the Chairman can then instruct the person or persons previously admonished to leave the meeting room.

CHAPTER IV VOTING

Article 9 - Preliminary Operations

- 9.1 Before starting the voting procedures, the Chairman re-admits any persons sent out of the meeting room as per Article 8.4 of these regulations.
- 9.2 Before opening the debate, the Chairman can arrange that the vote on each individual item take place after the discussion of the said item or at the end of the discussion of all or some of the items on the agenda.

Article 10 - Voting

- 10.1 Before the voting takes place, the Chairman establishes how the vote will be expressed **at the meeting**, recorded and counted and may decide on a maximum time limit within which the vote must be expressed.
- 10.2 After voting has taken place, the votes are counted and the Chairman with the aid of the Secretary or the Notary Public, where appropriate, announces the results of the vote to the Meeting.

CHAPTER V CLOSING THE MEETING

Article 11 - Closing the session

When all the items on the agenda have been dealt with and have been voted on, the Chairman declares the Meeting closed.

CHAPTER VI
FINAL INSTRUCTIONS

Article 12 – Power delegated to the Chairman

Apart from what is set forth in these Regulations, the Chairman may adopt any measure considered appropriate in order to ensure that the business of the Meeting proceeds smoothly and regularly and that those present are able to exercise their rights.

REPORT ON CORPORATE GOVERNANCE AND OWNERSHIP

STRUCTURE (as per the terms of Art. 123-bis of the Finance

Consolidation Act - T.U.F.)

AND ON COMPLIANCE WITH THE CODE OF CONDUCT

FOR LISTED COMPANIES

Year 2010

REPORT ON CORPORATE GOVERNANCE AND OWNERSHIP STRUCTURE

(as per the terms of Art. 123-bis of the Finance Consolidation Act - T.U.F.)

AND ON COMPLIANCE WITH THE CODE OF CONDUCT FOR LISTED COMPANIES

Year 2010

This Report aims to illustrate the model of corporate governance that COFIDE S.p.A. (hereinafter referred to as the “Company”) adopted in the year 2010.

The Report, approved by the Board of Directors at the meeting held on March 10 2011, is being made available to the Shareholders together with the rest of the documentation for the Annual General Meeting of the Shareholders being called to approve the Financial Statements for the year ended December 31 2010 and is being transmitted at the same time to the Italian Exchange in order to facilitate its release to the public and can also be consulted online – together with other documents of interest to the market - on the internet website www.cofide.it in the section “Corporate Governance”.

Information on the ownership structure (as per Art. 123-bis, paragraph 1, T.U.F) at December 31 2010

a) Share capital structure (as per Art. 123-bis, paragraph 1, letter a) T.U.F)

The subscribed and paid up share capital consists of €359,604,959 comprising 719,209,918 ordinary shares, listed on the *Mercato Telematico Azionario* of the Milan Stock Exchange – FTSE Mid Cap index. All the ordinary shares have the same rights and obligations.

b) Restrictions on the transfer of shares (as per Art. 123-bis, paragraph 1, letter b) T.U.F)

The shares of the Company are freely transferable, except for certain restrictions applicable to certain categories of persons for limited periods of time on the basis of the Code of Conduct on the subject of Internal Dealing published on the website of the Company in the section “Corporate Governance”.

c) Significant shareholding stakes (as per Art. 123-bis, paragraph 1, letter c) T.U.F.)

Below are the names of the Shareholders of last resort who, in accordance with Consob Resolution 11971/99 either directly or indirectly had percentages of ownership higher than 2% of the capital with voting rights at December 31 2010:

Ing. CARLO DE BENEDETTI: 52.033% (of which 34.343% through Carlo De Benedetti & Figli S.a.p.A. – 17.241% through BIM Fiduciaria e di Revisione S.p.A. – 0.449% through ROMED S.p.A.)

BESTINVER GESTION SGIIC S.A.: 15.754%

CREDIT SUISSE GROUP AG: 3.660% (3.660% held through Credit Suisse Securities (Europe) LTD)

CAGNOLI GIOVANNI: 2.139% (of which 0.745% held directly and 1.394% held through CARISMA S.P.A.).

d) Shares that give special rights (as per Art. 123-bis, paragraph 1, letter d) T.U.F.)

There are no shares that give their holders any special controlling rights.

e) Employee shareholders: mechanism for exercising voting rights (as per Art. 123-bis, paragraph 1, letter e) T.U.F.)

There are no particular mechanisms for the exercise of voting rights by employees who hold shares.

f) Restrictions on voting rights (as per Art. 123-bis, paragraph 1, letter F) T.U.F.)

There are no restrictions on voting rights. It should be noted that pursuant to the terms of the Bylaws for the appointment of the Members of the Board of Directors, 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 and they must be able to prove that they own the number of shares required. 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.

For the election of the Board of Statutory Auditors only Shareholders who, either alone or with others, represent at least 2.5% of the share capital have the right to present lists of candidates and they must be able to prove that they own the number of shares required.

g) Agreements between Shareholders (as per Art. 123-bis, paragraph 1, letter g) T.U.F.)

The Company is not aware of the existence of any agreements between Shareholders as per the terms of Art. 122 of the T.U.F..

h) Change of control clauses (as per Art. 123-bis, paragraph 1, letter h) T.U.F.)

In September 2006 the company signed a 5 year syndicated loan agreement lead-managed by Monte dei Paschi di Siena for an amount of €150 million. This loan includes a clause that makes it obligatory for the company to hold a stake of no less than 40% of the ordinary shares of CIR until repayment.

i) Compensation for Directors in the event of resignation, dismissal without a just cause or termination of position following a public offer to purchase or a takeover bid (as per Art. 123-bis, paragraph 1, letter i) T.U.F.)

Reference should be made to what is illustrated in point 7) of the Report on the Compensation of Directors.

l) Election and replacement of the Directors; amendment of the Bylaws (as per Art. 123-bis, paragraph 1, letter l) T.U.F.)

For the election and replacement of Directors reference should be made to what is illustrated in point 6) of the Report on the Appointment of Directors. For amendments to the Bylaws, the terms of the Law are applicable.

m) Power delegated to increase the share capital and authorization to buy back own shares (as per Art. 123-bis, paragraph 1, letter m) T.U.F.)

For a period of five years from the date of the resolution adopted by the Extraordinary Meeting of the Shareholders on April 30 2008, i.e. until April 29 2013, the Board of Directors has the right to:

a) increase the share capital either once or more than once to a maximum of EUR 250,000,000 (two hundred and fifty million) nominal value either free of charge or against payment, with or without a premium. The Directors have the right each time to establish the category of shares, the issuance price of the shares, the start of dividend entitlement, the possible allocation of the share capital increase servicing the conversion of bonds issued even by third parties both in Italy and abroad, or servicing warrants. They will also have the right to determine the reserves and provisions available for allocation to share capital and the amount of the same.

b) issue once or more than once convertible bonds, even in foreign currencies, where the Law permits, with the related share capital increase, up to an amount which, taking into account the bonds in circulation, shall not be higher than the limits established by current legislation on the date of the issuance.

More in general it has the right to define the procedures, terms and conditions of the bond issue and the rules governing such issuance.

The Ordinary General Meeting of the Shareholders held on April 30 2010, pursuant to and as an effect of Art. 2357 of the Civil Code, authorized the buyback of COFIDE shares for eighteen months from the date of the AGM resolution as follows: a maximum of 30,000,000 shares with a nominal value of euro 15,000,000 can be bought back but they may not in any case be more than one fifth of the share capital of COFIDE and with a maximum disbursement limit of €25,000,000; the Company will set up a non-available reserve entitled “Reserve for treasury stock held”, for the amount of the own shares bought back, by transferring the corresponding amount from the reserve “Recovery of historical cost of equity investments” as per the Financial Statements as of December 31 2009, the latest ones

approved.

The price of each individual share buyback transaction must be no more than 10% higher or lower than the benchmark price recorded by the stock on the trading day on the Stock Exchange immediately preceding the day on which the buyback is made or the date on which the price is fixed.

The buyback may take place:

- a) Through a tender offer (public offer to acquire or exchange shares);
- b) On regulated markets according to operating procedures set out in the rules for the organization and management of those same markets, which do not allow the direct matching of bids and offers in the market or in any case in such a way as to ensure equal treatment for all shareholders and in accordance with laws and regulations in force at the moment of the deal; the quantities bought back on any one day shall not exceed 25% of the average daily volume, as defined in EC Regulation no. 2273/2003;
- c) Through the proportional assignment to the shareholders of put options to be awarded within a period of 15 months and exercisable within a period of 18 months from this resolution.

As of December 31 2010 the company was not holding any of its own shares as treasury stock.

Other information (as per Art. 123-bis, paragraph 2, T.U.F.)

a) Compliance with a code of conduct on the subject of corporate governance.

The company complies with the Code of Conduct (March 2006 edition) prepared by the Committee for the Corporate Governance of Listed Companies and promoted by Borsa Italiana S.p.A.

b) Main characteristics of the systems of risk management and internal control existing in relation to the process of financial disclosures

Reference should be made to point 8) of the Report which deals with the Internal Control System.

c) How the Shareholders' Meeting functions.

Reference should be made to what is described in point 12) of the Report on Shareholders' Meetings.

d) Composition and functioning of the administrative and control bodies and their committees.

Reference should be made to what is described in the sections of the Report that deal with: the Board of Directors (point 2), the Statutory Auditors (point 10) and the Committees (point 5 Institution and functioning of the Internal Committees of the Board of Directors - and 7 Remuneration of Directors and 8 System of Internal Control).

1) ROLE OF THE BOARD OF DIRECTORS

According to the Bylaws (Art. 16) the Board of Directors has full powers of ordinary and extraordinary administration of the Company and has the power to carry out any action that it considers opportune in order to pursue and achieve the Company's objectives, with the exception of such powers that according to the law or the Bylaws reside exclusively with the Shareholders' Meeting.

The Board of Directors can approve a reduction of share capital in the event of the withdrawal of shareholders, an adjustment of the Bylaws to bring them into line with regulations, the transfer of the registered offices within the limits of the national territory as well as the merger by incorporation of a wholly owned company or one in which a stake of at least 90% is held, in accordance with Articles 2505 and 2505-bis of the Civil Code. The Board can also approve the issue of convertible bonds or bonds with warrants attached within the limits of current legislation.

Thus, in application of the terms of Article 1 of the Code of Conduct, the Board of Directors:

- Considering the importance of the subsidiary CIR S.p.A. in the investment portfolio of COFIDE

S.p.A., ensures the issuer examines the strategic and financial plans of the subsidiary CIR S.p.A.;

- Evaluates the adequacy of the organizational, administrative and general accounting structures of the issuer and the subsidiaries of strategic importance as prepared by the Chief Executive, with particular reference to the system of internal control and the management of conflict of interest;
- Assigns and revokes the powers of attorney given to the Chief Executive Officer and establishes the frequency, generally every three months, with which the said Executive shall report back to the Board on the activity carried out during the exercise of their respective powers
- Determines the remuneration of the Chief Executive Officer, of other Directors and those who hold special positions at the proposal of the Compensation Committee and after consulting with the Board of Statutory Auditors;
- Monitors the progress of operations taking into consideration, in particular, the information received from the Chief Executive of the Company and from the Internal Control Committee, analysing the business and the evolution of the income and equity situation of the Company and of the Group;
- Examines and gives prior approval to transactions put in place by the issuer and examines those of the subsidiaries that have significant impact for the issuer from the economic, equity and financial viewpoint, adopting any resolutions (while respecting the principle of operating independence of listed subsidiaries) assessing them to make sure that they are consistent with the strategic plans of the Company;
- Transactions of significant impact mean those of particular strategic importance for the Group given their effects on the consolidated economic, equity and financial situation and/or of the medium/long term commitments resulting from them;
- Carries out at least once a year an assessment of the size, composition and functioning of the Board of Directors and of its committees, possibly expressing guidelines concerning the professional figures whose presence on the Board would be considered useful.

For 2010, each Director of the Company produced a structured written report evaluating the composition and operational results of the Board of Directors; the Internal Control Committee

processed the results and provided a summary which was discussed by the Board of Directors as part of the self-evaluation process required by the Code of Conduct.

The Directors act and adopt resolutions independently on the basis on their knowledge and good judgment and they accept the position when they consider that they can dedicate the necessary time to carrying out their duties, bearing in mind also the number of directorships or positions of statutory auditor that they hold in other companies listed on regulated markets, finance companies, banks, or insurance companies of a significant size. They are furthermore required to inform the Board of Directors of any other activities they carry out that are in competition with the issuer and of any significant changes in the positions that they occupy in other companies.

The Board did not deem it appropriate to fix a maximum number of positions that can be held by each Director and their respective compatibility or incompatibility, reserving the right to assess the matter on a case-by-case basis.

On April 30 2010, the Board of Directors of the Company:

- Gave the Chairman of the Company, Mr Francesco Guasti the legal representation of the Company;
- Assigned to the Chief Executive Officer, Mr Rodolfo DE BENEDETTI full powers of ordinary and extraordinary administration that he will exercise with his single signature, with the exception of those powers which reside with the Board of Directors for:
 - (i) Matters, transactions or resolution reserved by law or by the Company Bylaws to the exclusive competence of the Board of Directors as a whole;
 - (ii) The following categories of transaction:
 - the purchase, sale or subscription of equity investment where: (1) the payment or – where this is not in the form of money – the transaction value assigned to the same is higher than Euro 40 million: (2) the sale (or exchange) refers to investments recorded in the balance sheet with a value of over Euro 25 million; (3) the transaction involves the acquisition or the loss of control, as per the terms of Art. 2359 of the Civil Code, in companies or entities

of another kind or nature;

- the purchase or sale on any account of businesses or business arms for a price or with a value of over Euro 40 million;
 - Any other investment transaction of any kind and on any account and in any manner (including the payment of capital contributions or the conversion of receivables into capital), taking on debt or making loans of any kind or issuing guarantees and in general any other deal the value of which is over Euro 40 million;
 - Any decision that the Company may make relating to the operations or decisions of the subsidiaries which may, in any way or on any account, result in a reduction of the stake held by the Company to below the threshold of control;
- (iii) The most important transactions with related parties identified as such on the basis of criteria identified in Annex 3 in the “Regulations giving instructions on the subject of related party transactions” approved by Consob with its Resolution no. 17221 of March 12 2010 and subsequent amendments and additions, as well as further transactions with related parties of more importance that will be identified by the internal procedures adopted by the Board of Directors as per the terms of Articles 4 and 8 of the aforesaid “Regulations giving instructions on the subject of related party transactions”, the competence for which is reserved to the Board of Directors except for the matters reserved by law and by the Company Bylaws to the competence of the Shareholders’ Meeting.

During the same meeting Mr Carlo De Benedetti was given the following mandate:

- A. To follow and manage, in conjunction with the appropriate corporate departments, the institutional relations of the Company and the Group with public and private entities, with the Government and the local authorities of the Republic of Italy and of other States, with other entities, institutions and associations, promoting in all these spheres the image, the values and the activities of the Company and taking part, where necessary and when requested to do so, representing COFIDE at Board of Directors meetings, executive committees and other bodies and committees in general;

B. To advise, when requested to do so, the administrative bodies of the Company and/or of the Group in the research and development or new activities, with particular regard to the evolution and prospects of the general economic and social scenarios involved, and more in general in anything else that the administration of the Company may consider useful at any time for improving management and developing the company affairs in a more profitable way.

2) COMPOSITION OF THE BOARD OF DIRECTORS (as per Art. 123-bis, paragraph 2, letter d) T.U.F.)

The Board currently consists of fifteen Directors, one of whom has executive status (the Chief Executive Officer), while fourteen are non-executive.

In consideration of their number and their authority, the non-executive Directors provide a guarantee that their judgment shall have significant weight in the resolutions adopted by the Board; they each bring their own individual expertise to Board debates and contribute to the adoption of decisions reflecting the interests of the Company.

Seven non-executive Directors are independent.

The composition of the Board of Directors of the issuer is therefore appropriate to guarantee sufficient conditions of operational independence, aimed at maximizing the economic and financial objectives of the same issuer.

It should be remembered that the mandate of the current Board of Directors will terminate with the approval of the Financial Statements for the year ended December 31 2012.

The Board can set up from within its number committees with the function of consulting and making proposals on specific subjects, determining the scope of their activity and their powers.

The following charts show the composition of the Board of Directors and that of the Committees set up by the Board: the Compensation Committee, the Internal Control Committee and the Committee for Related Party Transactions.

Name	Position	In office since	List	Exec	Non Exec.	Indep. Code of Conduct	Indep T.U.F	% BofD	Other positions
De Benedetti Carlo	Director H.C.	30.4.2010	M		X			83.33	3
Guasti Francesco	Chairman	30.4.2009	M		X			100	2
De Benedetti Rodolfo	C.E.O.	27.4.2007	M	X				100	7
Abravanel Roger	Director	27.4.2007	M		X	X	X	33.33	4
Brugnoli Giampaolo	Director	27.4.2007	M		X	X	X	0	/
Cornelli Francesca	Director	30.4.2010	M		X	X	X	100	/
Cremona Massimo	Director	27.4.2007	M		X	X	X	83.33	21
Debenedetti Franco	Director	27.4.2007	M		X			100	5
De Benedetti Marco	Director	27.4.2007	M		X			83.33	2
Ferrero Pierluigi	Director	27.4.2007	M		X			100	2
Girard Franco	Director	27.4.2007	M		X			66.66	2
Oughourlian Joseph	Director	27.4.2007	M		X	X	X	83.33	/
Robotti Roberto	Director	27.4.2007	M		X	X	X	66.66	4
Rocca Paolo Riccardo	Director	27.4.2007	M		X	X	X	100	5
Segre Massimo	Director	27.4.2007	M		X			100	3

Number of Board of Directors Meetings: 6

Key:

List: M/m: according to whether the Director was elected from the list voted by the majority or one voted by a minority.

Independent (Code and T.U.F.): indicates whether a Director can be qualified as independent on the basis of the criteria established by the Code and by art. 148 parag. 3 of the T.U.F..

% CDA: shows the Director's attendance, in percentage terms, at the Board Meetings held during the year.

Other positions: shows the total number of positions held in other listed companies, financial companies, banks, insurance companies or other companies of a significant size.

Name	Compensation Committee	% attendance at C.C.	Internal Control Committee (a)	% attendance at I.C.C.
Abravanel Roger	X	/		
Cremona Massimo	X	100		
Rocca Paolo Riccardo	X	100		
Brugnoli Giampaolo			X	/
Cremona Massimo (until 30.4.2010)			X	100
Cornelli Francesca (dal 30/4/2010)			X	100
Robotti Roberto			X	100

No. of Committee Meetings

1

2

Key:

% CC: shows the Director's attendance in percentage terms at the meetings of the Compensation Committee held during the year.

% ICC: shows the Director's attendance in percentage terms at the meetings of the Internal Control Committee held during the year.

(a) The members of the Committee for Related Party Transactions are the same as those of the Internal Control Committee.

On their appointment all the Directors signed a declaration in which they attested that there were no reasons why they could be ineligible or incompatible under the terms of the law and declared that they were in

possession of the requisites of integrity and professionalism required by current regulations and also by the Company Bylaws.

The Directors were drawn from the majority list presented by the shareholder Carlo De Benedetti & Figli S.a.p.A. - holder as of the date of the AGM – of a stake of 51.585% of the Company's capital.

It should be noted that the personal and professional profiles of each Director are given in the attachment to this report.

The positions of Director or Statutory Auditor held by the Directors in listed companies and in financial companies, banks, insurance companies or other companies of a significant size, which are checked and noted every year by the Board of Directors, are shown in Attachment A.

In accordance with the terms of the Code of Conduct, on April 30 2010 the Board of Directors appointed as Lead Independent Director Mr Paolo Riccardo Rocca to whom all the non-executive Directors can refer (especially the independent ones) to enable them to make a better contribution to the activity and the running of the Board.

The Lead Independent Director collaborates with the Chairman to guarantee that the Directors receive full information flows on a timely basis. Among other things the Lead Independent Director, either independently or at the request of other Directors, also has the right to call a meeting of just the Independent Directors to discuss topics considered of interest to the running of the Board of Directors or the management of the Company.

In accordance with the terms of the Bylaws (Articles 13-14-15 and 22) the Board shall meet when convened by the Chairman or whoever is taking his place, as a rule every three months and any time that the interests of the Company make it necessary, even at the request of a majority of the Directors or of an Executive Director or when requested by each member of the Board of Statutory Auditors, provided the Chairman of the Board of Directors is notified.

The Meeting will be called by registered letter, telegram, fax or e-mail which must be received at least five days before the date fixed for the meeting or, in cases of urgency, at least the day before.

The Meetings of the Board of Directors will be chaired by the Chairman or, should the Chairman be absent, by the most senior Deputy Chairman or, if they both have the same seniority, by the older in

terms of age. In their absence the meeting shall be chaired by another Director designated by the Board. In order for the Board resolutions to be valid and binding the majority of the Directors in office must be present. Resolutions are taken with an absolute majority of the votes of those present, and if the votes for and against are equal then the casting vote of the Chairman shall prevail.

Board resolutions are set out in writing in the minutes which are signed by the person chairing the meeting and by the Secretary.

Meetings of the Board of Directors can be held by video- or telephone-conference call on the condition that all the participants can be identified, that they are able to follow the discussion and intervene in real time on the items being treated and that they are in a position to receive, transmit and view documents.

Once these conditions exist, the Board is considered as being held in the place where the Chairman is actually located.

The meetings of the Board and its resolutions are valid, even when the meeting has not been formally convened, when the majority of the Directors in office and the Statutory Auditors are present even on a telephone - or video - conference call, all those who have a right to attend have been notified in advance of the meeting and the participants are sufficiently informed on the topics to be dealt with.

When the minutes are not drawn up by a Notary, they are prepared by the Secretary and signed by the Chairman and the Secretary without delay. The Directors must report back to the Board of Directors and to the Board of Statutory Auditors on activities carried out and on anything else required by law at regular intervals at least once every three months when Board Meetings are held or whenever particular timing needs make it desirable. This report shall be made directly, in writing, or verbally and/or by telephone.

In practice the recommendations given in the Code of Conduct are being applied since:

- The Chairman convenes the meetings of the Board of Directors and makes sure that all the members of the Board receive, at least three days before the date of the meeting (except in cases of

urgency), all the documentation and information necessary to enable them to express their opinion in a knowledgeable way on the topics submitted to examination and approval;

- The Chairman coordinates the activity of the Board of Directors and directs the proceedings at its meetings;
- The Board of Directors provides sufficient information on the powers assigned to the Members of the Board of Directors.

During 2010 the Board of Directors met 6 times. For the year 2011 seven meetings have been scheduled.

On the subject of passing information to the Board, in accordance with what is set out in the Code of Conduct, the Chief Executive Officer reports back regularly (at least every three months) to the Board and at the same time to the Board of Statutory Auditors on the action taken in the exercise of the powers assigned to him.

The Chief Executive Officer also informs the Board of Directors and the Board of Statutory Auditors (at least every three months) on any non-typical or unusual transactions or transactions with related parties.

3) INDEPENDENT DIRECTORS

The Code of Conduct stipulates that there be a sufficient number of “Independent Directors”. As has already been indicated, currently seven non-executive Directors of the Company have shown that they are qualified to be “Independent Directors”.

On the basis of the criteria stipulated in paragraph 3.C.1 of the Code of Conduct, Directors may be qualified as “Independent Directors” provided that:

- a) They do not either directly, indirectly or on behalf of third parties control the Issuer, they are not able to exert a significant influence on it, and they have not entered into a shareholder pact through which one or more persons may exercise control or a significant influence on the Issuer;
- b) They do not hold or have not held in the previous three years an important position in the Issuer, in one of its subsidiaries of strategic importance or in a company subject to the joint control of the Issuer, or in a company or an entity which, with others through a shareholder agreement, controls the Issuer or is able to exercise considerable influence on the same;
- c) They do not have or have not had in the previous year a significant commercial, financial or professional relationship either directly or indirectly (for example through subsidiaries or companies in which they have a significant role either as partner of a professional firm or of a consulting company) with:
- the Issuer, one of its subsidiaries or with any persons of significant status in the same;
 - a person or entity who even with others through a shareholder agreement, controls the issuer or – where companies or entities are involved – with any persons who have a significant status in them;
- or that they are not, or have not been in the previous three years, employees of one of the above entities;
- d) They do not receive, or have not received in the previous three financial years, from the Issuer or from one of its subsidiaries or parent companies any significant remuneration in addition to their fixed fee as non-executive director of the Issuer, including participation in performance-related incentive plans even involving shares;
- e) They have not been directors of the Issuer for more than nine of the last twelve years;
- f) They do not hold the position of executive Director in another company in which an executive Director of the issuer holds the position of director
- g) They are not shareholders or Directors of companies or of an entity belonging to the network of the company awarded an audit mandate by the Issuer;

h) They do not have close family ties with any persons in the situations indicated in the previous points.

Should any of the situations listed in the Code of Conduct exist as conditions for the non-independence of non-executive Directors, the Board of Directors shall examine on a case-by-case basis whether the individual has the necessary requisites to be qualified as an Independent Director.

On the basis of paragraph 4, Art. 147 *ter* of the T.U.F., at least one member of the Board of Directors, or two if the Board of Directors has more than seven members, must have the requisites of independence established for statutory auditors and therefore in accordance with the terms of paragraph 3, Art. 148 of the T.U.F., the following individuals cannot be considered as independent:

- a) the spouse, relations and relatives up to the fourth degree of kinship of the Directors of the Company, the Directors, the spouse, relations and relatives up to the fourth degree of Directors of the companies controlled by the former and of the companies which control it and those subject to joint control;
- b) those who are linked to the company or to the subsidiaries of the company or to companies which control it or to companies subject to joint control or those linked to the directors of the company and to the individuals mentioned in the previous point through a working relationship, be it of regular employment or of a freelance nature, or by any economic or professional relationship which could compromise his or her independence.

The Board of Directors Meeting that was held after the Ordinary General Meeting of the Shareholders (AGM) on April 30 2010 (which renewed the members of the Board of Directors) checked the existence of the requisites of independence set out in the Code. Furthermore, and in waiver of the terms set out in the Code of Conduct for Listed Companies (See Principle 3.C.1, letter e), gave a positive opinion on the independence of the following Directors: Messrs Giampaolo Brugnoli and Paolo Riccardo Rocca, in spite of the fact that they have been Directors of the Company for more than nine of the last twelve years, given that they have always demonstrated full independence of judgement and have appreciated

the work of management freely and are not linked to the Group in any commercial, financial or professional capacity.

During financial year 2010 the Independent Directors met – without the other Directors – on December 20 2010 to assess the quality of the information given to the Board of Directors by the company and the Chief Executive Officer.

4) TREATMENT OF COMPANY INFORMATION

On October 30 2002 the Board of Directors approved the internal procedure put forward by the Chief Executive Officer for the treatment of company information, with the definition of the roles and responsibilities of those responsible for managing such information and deciding how and when to release it to public knowledge following the procedures defined by the rules regulating the disclosure of price-sensitive information, as follows:

- Press releases pertaining to the so-called periodic information (financial statements, semi-annual financial reports and interim reports etc) are approved by the Board of Directors;
- Press releases pertaining to extraordinary transactions (mergers, acquisitions, capital increases etc.) are approved by the Board of Directors if the said transactions require approval by that same body;
- In all other cases in which no resolution is required by an administrative body, the management of the disclosure of information is the responsibility of the Chief Executive Officer in agreement with the Chairman who will be responsible for evaluating the “significance” of the facts to be disclosed;
- Publication of the press releases is assigned to the Group Communication Department for communication to the press and to the Central Finance Director and the Head of Investor Relations of the subsidiary CIR S.p.A. for communication to institutional investors;

- The Directors, the Statutory Auditors, the head of “Investor Relations”, the head of External Relations and all other employees involved must make sure that all price-sensitive documents and information obtained during the course of their duties remain confidential (unless they have already been published in the prescribed forms) and must respect the required procedure for releasing such documents and information outside the company;
- It is absolutely forbidden for anyone to give interviews to press organizations or to make statements of any kind containing information on significant facts which could be classified as price-sensitive unless these have already been the subject of press releases or documents already released to the public;
- The Chief Executive Officer keeps a watch to ensure that all those involved apply the terms of current regulations on the subject of company information and that they comply with the requirements contained in the procedure. He will also see that they are informed of the content of laws and procedure.

In compliance with the transposition into Italian law of the European Directive on market abuse, the obligations on the subject of insider dealing have been reformulated, giving a more precise definition of the concept of “privileged information”, of the characteristics necessary to be considered as “significant persons”, the new terms and procedures for significant persons to notify the market of privileged information and the institution of a register of all those people who have access to privileged information. On March 14 2006 the Board of Directors also implemented the new rules of law by publishing the New Code of Conduct on the subject of Internal Dealing, which took effect on April 1 2006.

5) THE INSTITUTION AND THE FUNCTIONING OF THE INTERNAL COMMITTEES OF THE BOARD OF DIRECTORS (as per Art. 123-bis, paragraph 2, letter d) T.U.F.)

In accordance with the terms of the Code of Conduct on May 4 2000 the Board of Directors set up the

Internal Control Committee and the Compensation Committee. It did not consider it necessary to set up an Appointments Committee for appointing Directors, since the list system of election is suitable to ensure sufficient transparency during the appointment stage. The Board of Directors Meeting of October 28 2010 also appointed the Committee for Related Party Transactions establishing that its members would be the same as the members of the Internal Control Committee.

6) APPOINTMENT OF DIRECTORS (as per Art. 123-bis, paragraph 1, letter l) T.U.F.)

Article 11 of the Company Bylaws on the administration of the company states that: “The Company is governed by a Board of Directors comprising from five to twenty-one members, not necessarily shareholders, 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.

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.

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

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 following the terms and procedures laid down by legislation on the subject.

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 following the terms and procedures laid down by legislation on the subject. 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.

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

presented.

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.

Each Shareholder can vote for just one list.

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

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 or 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.

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.

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.

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.

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.

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

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.

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.

7) REMUNERATION OF DIRECTORS (as per Art. 123-bis, paragraph 1, letter i) and paragraph 2, letter d) T.U.F.)

The remuneration of Directors holding special positions is established by the Board of Directors, at the proposal of the Compensation Committee (set up on May 4 2000) after hearing the opinion of the Statutory Auditors.

The Compensation Committee appointed by the Board of Directors on April 30 2010 is made up of Independent Directors, in accordance with the terms of the Code of Conduct for Listed Companies.

The current members of the Compensation Committee are Messrs Roger Abravanel, Massimo Cremona and Paolo Riccardo Rocca.

The Committee based its work on the recommendations of the Code of Conduct for Listed Companies and met once during 2010. Minutes were taken of the Committee meeting as is standard practice.

This Committee has the responsibility of making proposals to the Board, in the absence of those directly involved, on the subject of the following:

- The remuneration of the Chief Executive Officer and Directors holding special positions, including remuneration packages which involve the award of stock options or other share-based incentives;
- General and individual compensation packages for top management staff in the company;
- Deciding on criteria for the compensation of the management of the Company, at the indication of the Chief Executive Officer.

The compensation of each director is shown in the chart “Compensation paid to administrative and control bodies, general managers and executives with strategic responsibilities” attached to the explanatory Notes to the Statutory Financial Statements.

The compensation policy of COFIDE S.p.A. is very simple since it involves only the payment of fees – approved by the Shareholders’ Meeting – to the members of the Board of Directors.

Compensation for the position of Chairman and Chief Executive Officer and the fees payable to non-executive directors with special duties are determined by the Board of Directors at the proposal of the Compensation Committee, with the favourable opinion of the Board of Statutory Auditors.

It should be noted that there is no compensation for Directors in the event of resignation, cancellation without just cause, or termination of the relationship following a successful takeover bid.

8) INTERNAL CONTROL SYSTEM (as per Art. 123-bis, paragraph 2) letters b) and d) T.U.F.)

The internal control system is all the rules, procedures and organizational structures that, by correctly identifying, measuring, managing and monitoring the main risks, ensure that the company is administered in a healthy and correct manner that is consistent with the objectives established.

The internal control system of the Group contributes to guaranteeing that corporate assets are safeguarded, that corporate operations are carried out efficiently and effectively, that financial

information is reliable, and that laws and regulations are complied with.

Responsibility for internal control lies with the Board of Directors. To this end, the Board of Directors avails itself of the assistance of the Internal Control Committee, of the Executive Director responsible for superintending the functionality of the internal control system and of the internal control officer.

On the basis of the resolution adopted by the Board of Directors on March 20 2001, the Chief Executive Officer is the executive director in charge of ensuring that the internal control system works adequately and effectively, and this he does partly by defining suitable procedures that will guarantee sound and efficient operations and will identify, pre-empt and manage, as far as possible, any financial and operational risk and any fraud against the Company, availing himself of the assistance of “Internal Control Officers”.

The Internal Control Officer was appointed by a resolution of the Board of Directors on September 6 2004 and is currently Mr Giuseppe Gianoglio, Director of Internal Auditing of the Group and Director of Administration of CIR.

The Board of Directors with the resolution adopted on May 4 2000 set up the Internal Control Committee which was given the function of preparing proposals and acting in a consulting capacity and which acts along the lines set out by the Code of Conduct.

The Chairman of the Board of Statutory Auditors or another Statutory Auditor designated by the said Chairman takes part in the work of the Committee.

In particular the Internal Control Committee:

- a) Assists the Board of Directors in carrying out its duties regarding internal control;
- b) Assesses the plan of action prepared by the Internal Control Officer and receives the periodic reports from the same;
- c) Together with those responsible for the administration of the company and the auditors, the above Committee assesses whether the accounting principles are being used correctly and, for groups, assesses their uniformity for the purpose of drawing up consolidated financial statements;

- d) Evaluates the plan of action for carrying out the audit and the results of the said audit as set forth in the auditor's report and in their letter containing recommendations;
- e) Monitors the effectiveness of the audit process;
- f) Reports back to the Board at least once every six months when the financial statements and the semi-annual interim accounts are approved, regarding the action carried out and the adequacy of the system of internal control;
- g) Carries out any further duties that may be assigned to it by the Board of Directors, particularly in regard to the relationship with the external auditors;
- h) Accesses the information and company functions necessary for carrying out their duties and can also use external consultants when necessary.

The Company provides the Committee with sufficient financial resources for it to carry out its duties.

At present the Committee is formed of three Independent Directors with sufficient experience in finance, specifically: Mr Giampaolo Brugnoli, Ms Francesca Cornelli and Mr Roberto Robotti.

During 2010, the Committee met twice and minutes were taken of the meetings as is standard practice and the "Internal Control Officer" attended and referred back on his action.

At the proposal of the Chief Executive Officer in agreement with the Chairman, having heard the opinion of the Board of Statutory Auditors, on October 26 2009 the Board of Directors appointed Mr Giuseppe Gianoglio (Director of Internal Auditing of the Group and Director of Administration of CIR CIR S.p.A.) as the Executive responsible for the preparation of the accounting and corporate documents. Mr Gianoglio possess the requisites stipulated by current legislation as he has sufficient experience in accounting and financial matters.

Risk management and internal control system in relation to the financial information process

Premise

The risk management and internal control system in relation to the financial information process for

COFIDE S.p.A. is strictly correlated with that of its subsidiary CIR. The latter is a holding of industrial investments which has the prime objective of holding controlling shareholdings as long-term investments and which acts as a point of reference for its subsidiaries, contributing to their development and to a rapid decision making process.

The risk management and internal control system in relation to the financial disclosure process of COFIDE is, in this context, focused on reporting on a consolidated basis with the aim of ensuring that the financial information of the companies of the Group is available rapidly and is accurate and complete.

Main characteristics of the existing risk management and internal control system in relation to the process of financial disclosure

The risk management and internal control system in relation to the financial disclosure process of COFIDE is organized on two levels which have different features, a different structure and operate in different ways in light of the different levels of complexity and the different roles and functions involved. Specifically, the financial disclosure process consists of:

- individual financial disclosure;
- consolidated financial disclosure.

Individual financial disclosure

As well as its role as holder of equity investments, COFIDE engages in short-medium term investment activity with the aim of optimizing the investment of liquidity.

This activity involves a number of deals needing recognition in the accounts which is not particularly high but the unit amount of which may be quite significant.

The procedures involved in the accounting and administrative system and in the related internal control system take these characteristics into account and therefore the risk management system and internal

control of disclosure on an individual basis is based on controls mainly of an analytical type rather than on automatic controls.

In particular every economic or financial transaction is recognized fully and accurately in the accounting and administrative system on a timely basis. The Company has set up the necessary procedures and controls to guarantee that the information flow to the accounting system is correct and rapid. For financial transactions that constitute the Company's typical business, the Company has equipped itself with computer systems suitably structured to ensure that the information is reliable and updated.

At regular intervals controls are carried out with third parties to reconcile accounting positions and to check that estimates are reasonable. In fact verification with financial counterparties is one of the normal procedures for checking figures.

In addition, for financial risk management purposes, COFIDE has adopted operating procedures aimed at monitoring and controlling financial activity which establish, among other things, the level of risk, the type of financial investment, stop loss policies and a value at risk (VAR) analysis of the portfolio. This risk management system, adopted by COFIDE, CIR and its 100% owned subsidiaries, is part of the internal control system for financial information.

Consolidated financial disclosure

As highlighted above, the accuracy, completeness and timeliness of information needed for the preparation of the consolidated financial statements of COFIDE depends on the degree of reliability of the instruments it uses to receive financial information from its subsidiaries.

This information flow through the accounting and administration system for the consolidated financial statements of COFIDE is guaranteed by a structured procedure which operates through a high-professional profile program specializing in the management of financial information and statistics of groups of companies. This instrument has systems of controls that ensure the consistency of the data

managed both in relation to the information of the individual company and in relation to historical data. It also guarantees the traceability of information and is therefore useful for control activities. Homogeneity of financial data is achieved by the fact that the evaluation criteria and main accounting principles used are the same for the whole Group. Awareness of these principles and criteria is guaranteed by the existence of a Group accounting manual and by the daily contact between the competent departments of the various companies.

In this context the system of control of financial information actually put into practice, aimed at mitigating the risks involved in financial information, is based on the organization of the Group into subholdings. Control is therefore partly delegated to the subholdings who in turn guarantee uniformity in the treatment of information by their operating subsidiaries at all levels.

Specifically, CIR, the subholdings controlled directly by CIR and their respective subsidiaries are equipped with an internal control system and a risk management system aimed at ensuring that information flows into the parent company of the group according to the established timing and procedures. Each company has set up a model that enables information flows generated by their operating processes to be traced and checked and be subjected to first and second level checks. Moreover each operating Group has set up its own third level checking body which acts both directly and also on the basis of programs shared with the Internal Control Committee, the Board of Statutory Auditors and the Surveillance Body as per D.Lgs. 231/2001.

Roles and functions involved

The operating activity and the execution of first and second level checks are carried out by a highly professional structure, wholly devoted to this, with the separation of roles between those who actually enter into the deals and those who manage the processing thereof.

The operational management of this complex system is the responsibility of the Internal Auditing function, which is responsible for checking the design and effective operations of the controls and for the periodic check that the management instruments and procedures that COFIDE has put in place are being applied correctly.

The results of the checks are discussed with the management of the Company, with the Internal Control Committee and in relation to the surveillance activities set out in the organization model as per D.Lgs. 231/2001, with the Surveillance Body.

Further checks

The reliability of the financial information of the companies of the Group is not guaranteed only by the above-mentioned procedures and information systems, as it is also ensured by the monitoring activities carried out by CIR through discussion, analysis and the ongoing revision of budgeted, pre-closing and actual numbers. Spot checks even in detail of any variance in the actual or pre-actual figures compared to the figures forecast and a critical assessment of operating events which may involve differences compared to expectations make it possible to know immediately how the company is performing and what its results are expected to be. This means that any corrective measures can be put in place rapidly when necessary. The analyses mentioned above are supported by an appropriate data management system, strictly correlated and integrated with the accounting system of the Company.

9) INTERESTS OF THE DIRECTORS AND TRANSACTIONS WITH RELATED PARTIES

On October 28 2010 the Company adopted the Rules for Related Party Transactions contained in Consob Regulation, issued with Resolution no. 17221 of March 12 2010 as it was subsequently amended and supplemented by Resolution no. 17389 of June 23 2010. This procedure can be consulted on the website www.cofide.it in the section “Corporate Governance”.

The procedure has the aim of establishing principles of conduct that the Company is required to adopt to guarantee that related-party transactions are managed correctly and to this end:

1. It determines the criteria and the procedures for the identification of the Company’s related parties;
2. It dictates the principles for identifying related party transactions;
3. It regulates the procedures for entering into related party transactions;

4. It establishes the procedures for fulfilling the related disclosure obligations.

The Board of Directors has also appointed a Committee for Related Party Transactions, establishing that its members will be the same as those of the Internal Control Committee, while the system of substitutes set out in the procedure applies. Mr Roberto Robotti has been identified as the coordinator of the Committee for Related Party Transactions.

10) STATUTORY AUDITORS (as per Art. 123-bis, paragraph 2, letter d) T.U.F.)

Article 22 of the Company Bylaws regarding the Board of Statutory Auditors stipulates that: “The Board of Statutory Auditors comprises three Statutory Auditors and three Alternate Auditors whose term of office lasts for three financial years and who can be reappointed. Minority Shareholders can elect one Statutory Auditor and one Alternate Auditor.

The Board of Statutory Auditors is appointed by the Shareholders’ Meeting on the basis of lists of candidates presented by the Shareholders in two sections: one section for the candidates for the position of Statutory Auditor and the other containing the candidates for the position of Alternate Auditor, and in each section the candidates are listed in numerical order.

The lists of candidates, signed by the Shareholders who are presenting them, must be filed with the Company headquarters within the time limit and following the procedures laid down by current regulations.

Only Shareholders who, either alone or with others, represent at least 2.5% of the share capital or any other percentage that may be established by law or by regulations, have the right to present lists and they are required to provide proof of ownership of the required number of shares within the time limit and following the procedures laid down by law.

Lists presented which do not comply with the above rules will be considered as not having been presented. No Shareholder can present or contribute to the presentation of more than one list of candidates even through an intermediary or through a fiduciary company. Shareholders who are

subject to joint control, as per the terms of Art. 93 of the T.U.F., or those who take part in the same Shareholder agreement for voting purposes can present or jointly present just one list.

Each Shareholder can vote for just one list. Candidates can be present on only one list otherwise they will be excluded from election. Candidates who already hold the position of Statutory Auditor for five other companies or organizations whose shares are listed on a regulated market included in the list as per Articles 63 and 67 of D.Lgs. no. 58/1998 cannot be included in the list of candidates and neither can individuals who do not possess the necessary requisites of integrity, professionalism and independence laid down in the legislation on the subject or those who do not respect the maximum limit for the number of positions they can hold in accordance with the law or with regulations.

Together with each list and within the above-mentioned time limit, a declaration signed by each candidate will be submitted. This declaration will attest that the candidate, under his or her own responsibility, accepts his or her nomination and will certify that there are no reasons why he or she should be ineligible for the position or be otherwise incompatible and that the candidate possesses the necessary requisites laid down by law and by current regulations for the members of Boards of Statutory Auditors. The lists must also be accompanied by a curriculum vitae with the personal and professional details of the candidate and details of any other positions of director or auditor held in other companies.

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.

The election of the members of the Board of Statutory Auditors will take place as follows:

4. Two members and two alternate members will be drawn from the list which obtains most votes at the Shareholders' Meeting on the basis of the numerical order in which the names appear on the list;
5. The other member and the other alternate member will be drawn from the list which obtains the second most votes at the Shareholders' Meeting ("minority list") and who must not be connected even indirectly with the Shareholders who presented or voted for the list which obtained the most votes, again on the basis of the numerical order in which the names appear on the list;

6. If only one list is presented, all the Statutory Auditors and Alternate Auditors will be drawn from that list.

The candidate on the minority list who obtained most votes has the right to the position of Chairman of the Board of Statutory Auditors.

If only one list is presented, the candidate for the position of Statutory Auditor who is number one on that list has the right to the position of Chairman of the Board of Statutory Auditors.

Should an Auditor prove not to be possession of the qualifications required by law and by these Bylaws then his or her appointment will no longer be valid and will therefore lapse.

Should a Statutory Auditor need to be replaced, the Alternate Auditor from the same list will take his or her place.

The remuneration of the Statutory Auditors is established by the Shareholders' Meeting.

The meetings of the Board of Statutory Auditors can also take place using telecommunications facilities provided that the following conditions are met with:

- c) That participants are able to view, receive or transmit all the necessary documentation;
- d) That they can take part in real time in the discussion respecting the methodology of their function (the *collegio* method).

The meetings are held in the place where the Chairman is or, in his absence, where the oldest Statutory Auditor in terms of age is located.

The Board of Statutory Auditors can, provided that the Chairman is notified, call a Shareholders' Meeting, a Board of Directors Meeting or an Executive Committee Meeting. The power to call a Board of Directors Meeting or an Executive Committee Meeting can be exercised individually by any member of the Board of Statutory Auditors; the right to call a Shareholders' Meeting must be exercised by at least two members of the Board of Statutory Auditors."

Furthermore the Statutory Auditors are selected from persons who can be qualified as independent following the same criteria as those applied to the Directors.

During 2010 the Board of Statutory Auditors checked that the above criteria were being complied

with, ensuring that the results of the check were shown in this report.

The Board of Statutory Auditors currently in office – the mandate of which expires with the approval of the Financial Statements as of December 31 2010 – is made up as follows:

Name	Position	In office since	List	Indep. Code of Conduct	% attendance at meetings of B. of S.A.	Other positions
Bennani Vittorio	Chairman	29.4.2008	M	X	100	14
Bracco Tiziano	In office	29.4.2008	M	X	100	/
Zingales Riccardo	In office	29.4.2008	M	X	100	6
Catarinella Raffaele	Alternate	29.4.2008	M	X	/	/
Nani Luigi	Alternate	29.4.2008	M	X	/	1
Macchiorlatti Vignat Luigi	Alternate	29.4.2008	M	X	/	3

KEY:

List: "M/m" according to whether the Statutory Auditor was elected from the list voted by the majority or by a minority.

Indep: shows that the Statutory Auditor is qualified as independent according to the criteria established by the Code.

% attendance: shows the attendance in percentage terms of the Statutory Auditor at the meetings of the Board of Statutory Auditors.

Other positions: shows the number of positions of director or statutory auditor held by the individual in other Italian listed companies. The full list of these positions is given in an attachment to this document (Attachment A).

During 2010 the Board of Statutory Auditors met 7 times.

11) RELATIONS WITH SHAREHOLDERS

The Company has always endeavoured to establish and maintain an effective dialogue with its Shareholders and with the market, following - among other things - the principles of the Guide for disclosing information and documents to the Market.

To this end the Chief Executive Officer appointed Mr Michele Cavigioli, Central Finance Manager of the subsidiary CIR S.p.A. (who replaced Mr Giuliano Cecchini who resigned as from September 1 2010), as the head of the Investor Relations function with responsibility for managing the flow of information to Shareholders, analysts and institutional investors, in compliance with the rules established for the disclosure of Company information and documents.

12) SHAREHOLDERS' MEETINGS (as per Art. 123-bis, paragraph 2, letter c) T.U.F.)

It has always been the policy of the Company to use the Shareholders' Meeting as an opportunity to give the Shareholders information about the Company and the Group and its outlook for the future, while complying with the procedure concerning price-sensitive information.

All the Directors and Statutory Auditors endeavour to be present at Shareholders' Meetings as far as possible but particularly those Directors who can make a positive contribution to the debate in view of the positions that they hold.

The right to attend the Shareholders' Meeting and to appoint a proxy is regulated by legislation on the subject. Proxies can be notified to the Company by Certified Electronic Mail before the beginning of the proceedings of the Shareholders' Meeting to the address indicated in the advice of meeting.

It is the Chairman's duty to check that the proxies are in order and that those present have the right to take part in the Meeting. Each share gives the right to one vote. The Shareholders' Meeting, both in its Ordinary and its Extraordinary session, is constituted and adopts resolution in accordance with the provisions of the law.

The Meeting is called by means of the publication of a notice on the Company website and in the newspaper "la Repubblica" within the time limits and in the manner laid down by current regulations.

The Shareholders' Meeting held on April 27 2001, in accordance with the terms of the Code of Conduct, approved a set of Regulations for conducting Shareholders' Meetings, which can be consulted on the internet website of the Company in the section "Corporate Governance".

The Board of Director makes available to the Shareholders a booklet containing the items on the Agenda of the Shareholders' Meeting in the time frame laid down by law. This booklet is also published on the Company's website in the section "Corporate Governance".

13) CODE OF ETHICS

On March 7 2003 the Board of Directors approved the CODE OF ETHICS OF THE COFIDE GROUP, with the aim of defining in a clear and transparent way the code of values underpinning the action of the Group in the pursuit of its objectives and establishing principles of conduct which are binding for directors, employees and other individuals who maintain relations with the Group.

The text of the CODE OF ETHICS can be consulted on the company website in the section “Corporate Governance”.

14) INSTITUTION OF A SURVEILLANCE BODY AND APPLICATION OF THE ORGANIZATIONAL AND OPERATIONAL MODEL PROVIDED FOR BY D.LGS 231/2001

as per Art. 123-bis, paragraph 2, letter a) T.U.F.)

Legislative Decree no. 231/2001 containing the “Discipline regulating the administrative liability of legal entities, companies and associations without legal status, pursuant to Article 11 of Law no. 300 of September 29 2000” and subsequent amendments and additions, introduced the criminal liability of entities for any fraudulent acts committed by people with a special functional relationship with the Company, where the alleged misdeed was carried out in the interest or to the advantage of the same Company; this liability was subsequently among other things extended by D.Lgs no. 61/2002 to cover corporate offences.

The decree provides that exemption for the company from such liability is possible provided that it can be demonstrated that the company had adopted and effectively put in place organizational models for the prevention of criminal offences and that it had given the task of monitoring the correct functioning of such models and making sure that they are fully updated to a controlling body equipped with independent powers to take the initiative and to carry out a control function.

On April 30 2003, with the aim of preventing the corporate offences envisaged by Legislative Decrees nos. 231/2001 and 61/2002 from being committed, The Board of Directors of the Company among

other things set up a Surveillance Body with the competence and function established by the Code of Ethics.

The current members of the Surveillance Body are the external consultants Messrs Giuseppe Bianchi and Andrea Gottardo and independent Director Roberto Robotti.

During 2010 the Surveillance Body met three times and minutes were taken of these meetings as is standard practice.

The Surveillance Body of COFIDE S.p.A. monitored the functioning and observance of the Organization, Management and Control Model adopted by the Company, checking that it was effective and assessing any possible updates, in accordance with the program approved by the Board of Directors Meeting held on March 11 2010.

On October 29 2004 the Board of Directors also approved the “*Organizational Model*” to which in 2006 was added a new version of the Code of Conduct on the subject of Internal Dealing and Keeping the Register of Persons who have access to Privileged Information. The Board subsequently made updates made necessary by the inclusion of new crimes in the sphere of application of D.Lgs. 231/2001.

15) FIRM OF AUDITORS

The Shareholders’ Meeting held on April 29 2008 awarded a mandate to the company Deloitte & Touche S.p.A. to audit the annual financial statements and the consolidated financial statements and carry out the check that the company accounts are being held correctly for financial years 2008-2016.

16) MANAGEMENT AND COORDINATION ACTIVITY

The Company is subject to management and coordination by its parent company CARLO DE BENEDETTI & FIGLI S.a.p.A.

List of the positions held by the Directors of COFIDE S.p.A. in other companies listed on regulated markets, in financial companies, banks, insurance companies, and also in non-listed companies of a significant size (at December 31 2010)

Guasti Francesco	Director of Ceresio Sim S.p.A. Director of Società Editrice del Corriere del Ticino S.A.
De Benedetti Carlo	Honorary Chairman and Director of Cir S.p.A.* Chairman of Gruppo Editoriale L'Espresso S.p.A.* Member of the Supervisory Board of Compagnia Edmond de Rothschild Banque
De Benedetti Rodolfo	Chief Executive Officer of Cir S.p.A.* Director of Gruppo Editoriale L'Espresso S.p.A.* Chairman of Sogefi S.p.A.* Chairman of Sorgenia S.p.A.* Chairman of Sorgenia Holding S.p.A.* Director of Banque Syz S.A. Director of Allianz S.p.A.
Abravanel Roger	Director of Banca Nazionale del Lavoro Director of Teva Pharma Italia S.r.l. Director of Coesia S.p.A. Director of Luxottica S.p.A.
Brugnoli Giampaolo	- no other positions -
Cornelli Francesca	- no other positions -
Cremona Massimo	Director of Aviva Assicurazioni Vita S.p.A. Director of Aviva Assicurazioni S.p.A. Director of Aviva Italia Holding S.p.A. Director of Aviva Italia S.p.A. Director of Aviva Life S.p.A. Director of Aviva S.p.A. Director of Aviva Vita S.p.A. Director of Banca delle Marche S.p.A. Director of Banca Network Investimenti S.p.A. Director of Banca Popolare Commercio e Industria S.p.A. Statutory Auditor of Equita Sim S.p.A. Chairman of the Board of Statutory Auditors of Fonspa Bank S.p.A. Director of Gianni Versace S.p.A. Director of Leonardo SGR S.p.A. Chairman of the Board of Statutory Auditors of Luvata Italy S.r.l. Statutory Auditor of Metro Italia Cash and Carry S.p.A. Chairman of the Board of Statutory Auditors of Morgan Stanley SGR S.p.A. Statutory Auditor of RCS Digital S.p.A. Statutory Auditor of RCS Periodici S.p.A.

	Chairman of the Board of Statutory Auditors of Sasolo Italy S.p.A. Director of Technogym S.p.A. Chairman of the Board of Statutory Auditors of UBS Italia SIM S.p.A.
De Benedetti Marco	Director of Parmalat S.p.A. Director of BNTY Inc.
Debenedetti Franco	Director of Cir S.p.A.* Director of Piaggio & C. S.p.A. Director of Iride S.p.A. Director of Banca Popolare di Milano S.p.A. Chairman of China Milan Equity Exchange
Ferrero Pierluigi	Director of Cir S.p.A.* Chairman of the Board of Directors of Ktesios S.p.A.*
Girard Franco	Director of Cir S.p.A.* Chairman of the Board of Directors of Management & Capitali S.p.A.
Oughourlian Joseph	- no other positions -
Robotti Roberto	Director of Sogefi S.p.A.* Director of Aviva Italia Holding S.p.A. Director of Aviva Assicurazioni Vita S.p.A. Director of Eurovita Assicurazioni S.p.A.
Rocca Paolo Riccardo	Director of Sogefi S.p.A.* Chairman of the Board of Statutory Auditors of BIM Fiduciaria S.p.A. Statutory Auditor of Symphonia Multi SICAV Statutory Auditor of Symphonia SGR Statutory Auditor of Symphonia SICAV
Segre Massimo	Director of Cir S.p.A.* Director of Borsa Italiana S.p.A. Director of Management & Capitali S.p.A.

* *Companies of the Group*

List of the positions held by the Statutory Auditors and Alternate Auditors of COFIDE S.p.A. in other Italian listed companies (as December 31 2010).

Bennani Vittorio	Chairman of the Board of Statutory Auditors of Intek S.p.A. Chairman of the Board of Statutory Auditors of Sorgenia S.p.A.* Chairman of the Board of Statutory Auditors of Sorgenia Holding S.p.A. Chairman of the Board of Statutory Auditors of Sigma Tau Fin. S.p.A. Chairman of the Board of Statutory Auditors of Sigma Tau Ind. Farm. Riunite S.p.A. Chairman of the Board of Statutory Auditors of Kos S.p.A.* Chairman of the Board of Statutory Auditors of Pernigotti S.p.A. Chairman of the Board of Statutory Auditors of Energia Italiana S.p.A. Chairman of the Board of Statutory Auditors of All Music S.p.A. Chairman of the Board of Statutory Auditors of Rete A S.p.A. Chairman of the Board of Statutory Auditors of Editoriale FVG Chairman of the Board of Statutory Auditors of Dry Products S.p.A. Statutory Auditor of Manzoni S.p.A. Chairman of the Board of Statutory Auditors of Salmoiraghi S.p.A.
Zingales Riccardo	Director of Banca Albertini Syz & C. S.p.A. Director of Valora S.p.A. Statutory Auditor of Cir S.p.A.* Statutory Auditor of Sogefi S.p.A.* Statutory Auditor of Sorgenia S.p.A.* Statutory Auditor of Tirreno Power S.p.A.*
Bracco Tiziano	- no other positions -
Nani Luigi	Statutory Auditor of Cir S.p.A.*
Catarinella Raffaele	- no other positions -
Macchiorlatti Vignat Luigi	Statutory Auditor of Gruppo Editoriale l'Espresso S.p.A.* Alternate Auditor of Cir S.p.A.* Alternate Auditor of Sogefi S.p.A.*

* *Companies of the Group*

CURRICULUM VITAE DIRECTORS

Francesco Guasti

Born in Milan in 1947.

Graduated in law from the University of Milan with first class honours.

Attorney-at-law from 1974 to 1978.

Notary Public for the Milan district since 1978.

Specialist in corporate law, family law and inheritance.

Has spoken at various legal conferences, worked freelance in media and produced articles etc on legal issues.

Chairman or director of non-profit organizations and cultural associations.

Honorary Judge for the Milan Court from 2000 to 2005.

Member of the Board of Directors of Eurofinleading Fiduciaria S.p.A. - Milan from 2002 to 2007.

Member of the Board of Directors of the publisher of Corriere del Ticino S.A. - Lugano.

Member of the Board of Directors of Ceresio SIM S.p.A. – Milan

Rodolfo De Benedetti

Rodolfo De Benedetti has been Chief Executive of CIR since 1993 and of COFIDE-Gruppo De Benedetti since 1995. He is also Chairman of Sorgenia and Sogefi and Member of the Board of Directors of Gruppo Editoriale L'Espresso, Finegil, Allianz Italia and Banque Syz. He was previously General Manager of CIR from 1990 to 1993 and of COFIDE from 1989 to 1995. From January 1988 to March 1989 he was Director of International Affairs for COFIDE.

Since May 2006 Rodolfo De Benedetti has been on the European Advisory Board of the Harvard Business School, while since November of the same year he has been a member of the European Round Table of Industrialists.

Prior to holding positions in CIR and COFIDE, from September 1985 to December 1986 Rodolfo De Benedetti worked for Lombard Odier (Geneva) as Assistant to the Chief Executive, and from January 1987 to January 1988 he was with Shearson Lehman Brothers (New York) as an Associate in the Merchant Banking Group. Rodolfo De Benedetti completed his studies in Geneva where he graduated in 1982 in Political Economics and in 1985 in Law.

Carlo De Benedetti

Carlo De Benedetti in 1976 founded CIR (Compagnie Industriali Riunite), turning a small tanning business into one of the largest holding companies in the private sector in Italy, listed on the Milan Stock Exchange and employing some 13 thousand people. He was Deputy Chairman and Chief Executive of CIR from 1976 to 1995, after which he was appointed as Chairman and held this position until April 30 2009. He is currently Honorary Chairman. CIR is controlled by COFIDE-Gruppo De Benedetti, which was also founded in 1976 and is quoted on the Milan Stock Exchange. Carlo De Benedetti is Honorary Chairman and majority shareholder of Cofide. The most important businesses of the CIR-COFIDE Group are the following:

ESPRESSO - Leading Italian publisher operating in the media sector, in publishing (daily newspapers and magazines), radio, digital television, in the collection of advertising and in the internet sector. The parent company Gruppo Editoriale L'Espresso SpA publishes the national daily newspaper la Repubblica and the weekly magazine L'Espresso. Through its subsidiaries it also publishes 16 regional daily newspapers, broadcasts three national radio stations, operates in the internet sector and collects advertising for the Group publications and also for some third-party publications. It is by far the most important publisher of daily newspapers in Italy with approximately 6 million readers per day. La Repubblica, together with Corriere della Sera, is the most widely read newspaper in Italy. The Espresso Group employs over 3 thousand people. Since April 2006 Carlo De Benedetti has been Chairman of Gruppo Editoriale L'Espresso and of Finegil Editoriale.

SOGEFI - Founded in 1980 by Carlo De Benedetti, SOGEFI is one of the most important international groups operating worldwide in the automotive components business. Sogefi's core business focuses on two business segments: filters and flexible suspension components. On April 19 2005 Rodolfo De Benedetti took over as Chairman, while Carlo De Benedetti was appointed Honorary Chairman.

SORGENIA - Founded in 1999 from a joint-venture between CIR - who holds the majority – and the Austrian company Verbund, the Sorgenia Group is the leading privately owned operator in the Italian electricity and gas market. Sorgenia is one of the few private operators with its own generating plants, some already built and some under construction, designed to the highest technological standards, with the objective of reconciling the efficiency of

its plants with respect for the environment. The company is also one of the main Italian players in the sector of renewable sources. Rodolfo De Benedetti, Chief Executive of CIR and COFIDE is the Chairman of Sorgenia.

KOS was set up by CIR in 2003 the aim being to create an important private healthcare operator at national level. Kos operates in care homes for the elderly, rehabilitation units and hospital management. With over 59 facilities and more than 5,500 beds under management, KOS is the number one operator in Italy in care homes for the non self-sufficient elderly and number four in functional and psychiatric rehabilitation units.

Carlo De Benedetti was the promoter of Management&Capitali, the company which invests in projects involving turnaround and strategic and industrial development and was founded in 2005.

In July 2008 Carlo De Benedetti was invited to join the Supervisory Board of Compagnie Financière Edmond de Rothschild Banque (Paris). Carlo De Benedetti was one of the founder members of the European Round Table of Industrialists (Brussels) of which he was Deputy Chairman until 2004 when his mandate came to an end. He was a member of the European Advisory Committee of the New York Stock Exchange from 1985 to June 2005 (end of his mandate).

He is currently a member of the International Council of the CSIS-Center for Strategic & International Studies (Washington); of the Royal Swedish Academy of Engineering Sciences (Stockholm) and the Italian Council of INSEAD - The European Institute of Business Administration (Fontainebleau).

In December 1998 Carlo De Benedetti set up the Rodolfo De Benedetti Foundation which he chairs, in memory of his father. The Foundation studies problems connected with welfare reform and in just a few years has become a point of reference at European level for issues relating to the Welfare State.

Carlo De Benedetti's entrepreneurial career began in 1959 in the family business, Compagnia Italiana Tubi Metallici Flessibili, which was subsequently transformed into Gilardini of which he was Chairman and CEO from 1972 to 1976.

From 1978 to 1983 Carlo De Benedetti was Deputy Chairman and CEO of Olivetti, becoming Chairman and CEO from 1983 to 1996 and Honorary Chairman from 1996 to June 1999.

Carlo De Benedetti was awarded the title of Cavaliere del Lavoro in 1983 and received the French Légion d'Honneur in 1987. In 2006 he received a Silver Medal of Merit from the Republic of Austria. In 1986 he also received an honorary degree in law from the Wesleyan University, Middletown, Conn., USA. Carlo De Benedetti completed his university studies at the Turin Politecnico, graduating in 1958 with a degree in Electrical Engineering.

Roger Abravanel

Personal

Born in Tripoli-Libya in 1946. Emigrated to Italy in 1963. An Italian national, he served as an Officer of the Italian Air Force. Married to Emma. One son, Davide. Speaks fluent English, French and Spanish. Italian native speaker.

Academic qualifications

Graduated from the Milan Politecnico in 1968 in Chemical Engineering with first class honours. Received award for being "the youngest engineer in Italy" in '68 and '69. Researcher at the Department of Technical Physics of the Milan Politecnico in '69 and '70. Master in Business Administration from INSEAD in 1972, on the "Dean's list" (first Italian to receive such recognition).

Professional qualifications

Part of the Business Development team of a medium-sized Italian enterprise operating in the wholesale and distribution of air-conditioning components. Responsible for the launch of a product line in the sector of air-conditioning for cars, which went on to become the most profitable and important business for the company.

From 1972 he was a consultant for McKinsey&Co, world leader in Management Consulting. He became a Principal in 1979 and a Director in 1984. Since July 2006 he has been a Director Emeritus for his great international experience, e.g. he began as a consultant with the Paris office and was then transferred first to Tokyo and then to Mexico City and stayed in both locations for more than a year, he then joined the Italian office with Headquarters in Milan. Since 1999 he has been the senior sponsor of the TelAviv office and a member of the leadership team of the "Mediterranean Area" of McKinsey.

- He has assisted clients in Europe, the USA, South America and Asia with top management issues such as improving performance, global growth and strengthening organization. His industrial experience has been very diversified, in sectors such as electricity, telecommunications, car assembly, process industries (chemicals, steel, cement, paper, metals), textiles/fashion, consumer goods/retailing. The clients were almost always the top management of listed or private companies and entrepreneurs at the head of large family businesses.

- Recent consulting assignments which are particularly well known: the ten-year transformation of Enel from a public company to a global enterprise and the liberalization program of the electricity sector in Italy. The successful turnaround and privatization of ELAL, the airline in a desperate situation in 2003 and today profitable and competitive.

- Leader or co-leader of numerous awareness-developing projects for McKinsey in the area of Globalization, Strategic Alliances, Corporate Governance and Leadership, improving performance, organizational development and Private Equity.

The author of more than 100 articles and essays on management and speaker at numerous conferences in Italy and abroad, he recently co-authored an essay entitled "Courageous choices for developing a service economy" which has become an important reference for discussion in the debate about the re-launch of the Italian economy.

In May 2008 he published an essay on meritocracy (publisher Garzanti).

For 15 years has been a member of the McKinsey Investment office which controls the financial investment services of the Pension Fund and of McKinsey personnel throughout the world.

Since 2006: has entered the Board of Directors of prestigious Italian and Israeli listed companies, particularly those of family origin such as: Luxottica, COFIDE (De Benedetti group) and Teva (world leader in generic medication -50 bio \$ of capitalization on NASDAQ). He is also a member of the Board of Directors of BNL/BNP.

Advisor to the Clessidra fund in Italy. Advisor to the Buyout Markstone and Venture Capital Wanaka in Israel. Member of the Board of IIT, Istituto Italiano di tecnologia and of the Scientific Committee of Confindustria.

Giampaolo Brugnoli

Born in Parma on October 2 1940, resident in Mestre (Venice).

- Degree in Economics and Commerce summa cum laude
- Military Academy of Modena – Served as an Officer at the military administration commissariat
- Voluntary assistant lecturer (later holding a paid position) at the Bocconi University in Milan
- Secretary of the IEFE (Department of the Economics of Energy sources) at the Bocconi University
- Office Head of the Group "W. & R. GRACE" of New York
- General Secretary of FOODICE again belonging to the GRACE group
- Joined Assicurazioni Generali in 1968 as an officer
- Appointed Executive in 1972
- Appointed Joint Director in charge of administrative services
- Appointed Director of insurance services (assessment and settlement services)
- Appointed Central Director
- Appointed General Manager of Assicurazioni Generali, a position he held until December 2004
- Appointed Chief Executive of Assitalia (Assicurazioni d'Italia – Rome)
- Appointed General Manager of INA (Istituto Nazionale delle Assicurazioni – Rome)
- Chairman of Navale di Assicurazioni until 2000
- Deputy Chairman of Banca Generali until 2003
- Member of the Board of Directors of COFIDE S.p.A.
- Member of the Board of Directors of BURGO S.p.A. until 2004
- Member of the Board of Directors of various other smaller companies

Francesca Cornelli

Education

1988 – 1992 Ph.D. in Economics, Department of Economics, Harvard University.

1982 – 1987 Degree in Economic and Social Disciplines, Summa cum Laude, Bocconi University, Milan.

Professor of Finance, London Business School.

Previous positions in other Universities

2000 – 2001 Associate Professor of Finance, Fuqua School of Business, Duke University.

1999 – 2000 Visiting Professor, The Wharton School, University of Pennsylvania.

1997 – 1998 Visiting Professor, The Wharton School, University of Pennsylvania.

1992 – 1994 Lecturer in Economics, Department of Economics, The London School of Economics & Political Science.

Spring 2006 Visiting Professor at ISB, Hyderabad.

Spring 1994 Visiting Professor in the New Economic School, Moscow, Russia.

Other Academic and Professional Activities

2009 – to date Director of the Collier Institute of Private Equity.
2009 - to date Member of the Advisory Board of Trapezia EIS II, a private equity fund by Stargate Capital
2007 - to date Member of the Editorial Board of the *Journal of Financial Intermediation*.
2007 - to date Member of the Scientific Committee of the Bank of France Foundation.
2003 - to date Associate Editor of *The Journal of Finance*.
1998 - to date Member of the Editorial Board of *The Review of Economic Studies*.
2003 - to date Member of the Board of the *Royal Economic Society*.
1999 - to date Research Fellow of the Centre for Economic and Policy Research (CEPR).
1999 - to date Fellow of CESifo, Munich.
1997 - to date Fellow of the William Davidson Institute, University of Michigan.
2002 - 2007 Member of the Board of the *European Economic Association*.
2005 - Member of the Research Committee for the Editor of the *Journal of Finance*.
2004 - Programme Chair, Royal Economic Society Conference.
2002 - Member of the American Finance Association Nominating Committee.
1992 - 1999 Research Affiliate of the Centre for Economic and Policy Research (CEPR).
1996 - 1998 Member of the Executive Committee of the Centre for Economic and Policy Research (CEPR), London.
Some Recent Academic and Consulting Activities (Selection)
2010 - Consulting for the European Bank of Reconstruction and Development.
2008 - Commission for the World Economic Forum, Davos.
2007 - Consulting for the European Bank of Reconstruction and Development
2005 and 2006 - Consulting for the UK Department for International Development.

Area of Scientific Interest

Corporate Governance, Private Equity, IPOs, Merger Arbitrage, Privatization, Entrepreneurial Finance, Bankruptcy.

Massimo Cremona

Born in Busto Arsizio (VA) on April 3 1959.

Academic Activity

Currently a contract Professor at the Catholic University in Milan, Faculty of Economics and Commerce. He has had a similar contract with the State University of Milan, Faculty of Economics and Commerce. He has also been a contract Professor for the State University of Milan, Faculty of Law.

He has contributed to national and international publications and has held seminars both in Italy and internationally.

Professional Activity

Is a founder partner of Studio Pirola Pennuto Zei and Associates of which he is a member of the Board of Directors and of the Executive Committee.

He is the consultant of important Italian and foreign groups with particular reference to financial, banking and insurance activities.

He has carried out important assignments for the Ministry of the Treasury as Ministerial Commissioner for brokers in their periods of authorized suspension of activities. He has been an independent director in listed companies and companies with a widely distributed shareholder base.

Current positions held

Member of the Board of Directors of companies of the Aviva Group in Italy, of Banca delle Marche S.p.A., of Banca Popolare Commercio Industria S.p.A., of COFIDE S.p.A., of Gianni Versace S.p.A.; Leonardo SGR S.p.A.; Chairman of the Board of Statutory Auditors of FONSPA BANK S.p.A., Morgan Stanley SGR - Società di Gestione del Risparmio SpA, UBS Securities Italia Finanziaria S.p.A., UBS Italia SIM S.p.A. and others.

Education and qualifications

Graduated in Economics and Commerce from the Catholic University in Milan in academic year 1982/1983.

Business Consultant (Dottore Commercialista) since 1985 on the Professional Register of the jurisdiction of the Milan Court.

Franco Debenedetti

Born on January 7 1933 in Turin.

1956 Graduated in Electrical Engineering from the Turin Politecnico.

1957 Specialization in Nuclear Engineering.

1959 Compagnia Italiana Tubi Metallici Flessibili, responsible for production and development.

1972 Deputy Chairman of Gilardini

1976 to 1978 Director of the Components Sector of FIAT.

1978 to 1992 Chief Executive of Olivetti

1985-1986 founded Tecnost and Teknecomp and prepared them for listing

1989 to 1992 created the IT services group OiS of which he was Chairman.

1986 to 1994 Chairman and Chief Executive of Sasib

2000 founded the Interaction Design Institute in Ivrea of which he was Chairman until 2004.

1994 he left all his executive positions when he became a candidate for the Senate of the Republic. Was elected in the constituency of Turin (XII legislature).

Re-elected in 1996 and 2001 (XIII and XIV legislatures).

Presented various bills in Parliament. He has contributed numerous articles to the main Italian newspapers (La Stampa, Corriere della Sera, Sole 24 Ore, Il Riformista).

In June 1996 he received the Ezio Tarantelli award from the Economics Club for the best idea of the year 1995 in Economics and Finance.

In 1999 he received the Capalbio Award for Economics.

In 2008 "Fighter for Liberty" award by the Bruno Leoni Institute.

He is an ordinary member of the Aspen Institute Italia.

Since 2008 he has been a member of the Economics Club.

Since 1976 he has been a Director of CIR, Cofide.

Since 1998 Director of the Rodolfo Debenedetti Foundation.

Since August 2006 Member of the Board of Directors of Piaggio & C. S.p.A.

Since December 2006 Member of the Board of Directors of Iride S.p.A.

Since May 2007 Chairman of the China Milan Equity Exchange.

Since 2009 Member of the Board of Directors of Banca Popolare di Milano

Marco De Benedetti

Marco De Benedetti graduated in history and economics from the Wesleyan University (Middletown, CT-US) in 1984. In 1987 he was awarded a Master in Business Administration by the Wharton Business School (Philadelphia, PA-US).

From July 1999 to July 2005 he was Chief Executive of TIM S.p.A. and from July 2005 to October 2005 he was Chief Executive of Telecom Italia S.p.A.

He has been on the Board of Directors of Cofide S.p.A. since March 1994.

Since November 2005 he has been Managing Director of the Carlyle Group and is on the Board of Directors of Parmalat S.p.A.

Pierluigi Ferrero

Born in Turin on June 14 1942. He graduated in Economics and Commerce from the University of Turin in 1966.

He joined Ing. C. Olivetti & C. S.p.A. in 1966 and held various management positions in the Administration, Finance and Control Department.

He left Olivetti on April 1 1987 with the title of Director of Control for the Group in order to join CIR S.p.A. as Central Director for Administration and Control.

From April 1991 to October 1994 he held the position of Deputy General Manager of Cerus (the French holding company of the Group).

In November 1994 he was appointed Deputy General Manager and in September 1997 General Manager of CIR S.p.A. becoming a Member of the Board of Directors of the Company in April 1999.

He left the General Management of CIR on September 30 2001, keeping the position of Director with special assignments.

He also holds the following positions: Director of Cofide S.p.A. and of Sogefi S.p.A.; Chairman and Chief Executive of CIR INTERNATIONAL S.A.; Chairman of KTESIOS S.p.A., C_zone S.p.A., FIDEFRANCE SAS, Residenza Anni Azzurri S.r.l. and CIRINVEST S.r.l.; General Manager of MONTAIGNE 51 SAS

Franco Girard

Born in Turin on August 15 1934.

Graduated in Economics and Commerce from the University of Turin in 1958.

He worked for the company OLIVETTI until 1983 in various positions.

In 1983 he moved to CIR SpA where he was Administration and Finance Director until 1986.

In 1986 he was appointed General Manager of CIR SpA, a position that he held until December 31 1993.

Current positions :

- Director of Cofide S.p.A.
- Director of CIR S.p.A.
- Director of CIR International S.A.
- Director of Farfalletta S.p.A.
- Director of Promossa S.r.l.
- Deputy Chairman of Romed International S.A.
- Chairman of Management & Capitali S.p.A.
- Chairman of Montaigne 51 S.A.S.
- Chairman of Rueil Danton S.A.S.
- Chairman of Arlington 77 S.A.s.
- General Manager of Fidefrance S.A.S.

Joseph Oughourlian

Born in Paris on February 15 1972, he founded and managed the Amber Master Fund.

He was previously head of the Equity Arbitrage Proprietary Trading Desk of Société Générale from 1997 to 2001, after having been a senior analyst from 1994 to 1997.

A graduate in Economics, Law and Political Science from the Institut d'Etudes Politiques in Paris, he specialized in Economics at the Sorbonne in Paris and was awarded a Master of Business Administration by the HEC (Hautes Etudes Commerciales) School of Business in Paris in 1994.

Roberto Robotti

Born in Alessandria on September 16 1938.

Graduated in Economics and Commerce from the Catholic University of Milan.

Registered on the Roll of Business Consultants (Dottori Commercialisti).

Work experience with Coopers & Lybrand in the United States.

Foreign languages: excellent knowledge of English and French.

Chairman of Coopers & Lybrand S.p.A. from 1981 to 1999.

Chairman of PricewaterhouseCoopers S.p.A. (auditing and accounting) until June 2000, year in which he retired (in compliance with statutory rules).

He was a Member of the Board of Directors of Coopers & Lybrand International and then of PricewaterhouseCoopers International until June 2000.

He was a Founder Member of the Commission for the Establishment of Accounting Principles of the Association of Business Consultants from when it was set up until September 2003.

He was a Member of the Commission operating with the Ministry of Justice for transposing the IV and VII EEC Directives into Italian Law.

He was the partner responsible for the audit of some of the most important listed companies and international groups.

He currently holds positions as member of the Board of Directors of listed and non-listed companies and sits on Boards of Statutory Auditors.

Paolo Riccardo Rocca

Born in Barbaresco (CN) on February 10 1947.

Attended the Faculty of Law of the University of Turin.

Has been on the Turin Register of Lawyers since February 26 1975.

Appointed Official Auditor with D.M. of January 25 1980 and entered on the official register of the same.

Holds the following positions:

Member of the Board of Directors

COFIDE S.p.A. and SOGEFI S.p.A (Director) and BANCA INTERMOBILIARE S.p.A. (Chairman of the Board of Statutory Auditors)

Statutory Auditor of various companies:

ACIMMAGINE S.r.l.

CERIA IMMOBILIARE S.p.A.

LARC S.r.l.

MAGGIO 88 S.p.A.

METANALPI SESTRIERE S.r.l.

METANALPI VAL CHISONE S.r.l.

SYMPHONIA MULTI SICAV S.p.A.

SYMPHONIA SICAV S.p.A.

SYMPHONIA SGR S.p.A.

Massimo Segre

Born in Turin on November 16 1959 and resident in Turin, Via Valeggio 41 – married with two children.

Education:

Degree in Economics from the University of Turin.

High School Diploma in Accountancy and Commerce - Istituto Quintino Sella in Turin.

Professional Experience:

- since January 1984 has been on the Register of Business Accountants;
 - since 09.01.1985 has been on the Register of Official Auditors;
 - since 08.04.1991 has been a technical expert with the Turin Law Court;
 - since 20.09.1991 has been a technical expert with the Ivrea Law Court;
 - since 04.06.1992 has been on the Register of Journalists (List of Contributors).
 - since 15.11.1993 has been on the Register of Business Consultants;
 - since 21.4.1995 has been on the Register of Auditors.
 - since 19.10.1993 has been on the "List of Experts for mandates of inspection with Fiduciary Companies" set up by decree of the Ministry of Industry, Commerce and Crafts on June 18 1993.
 - since 19.06.1996 has been registered as a technical expert for the Interbank Guarantee Fund.
 - since 10.11.1999 has been on the Register of Technical Experts of the Turin Law Court as per Art. 67 implementing the Code of Criminal Procedure.
 - Joint owner of Studio Segre, he sits on various Boards of Directors and numerous Boards of Statutory Auditors. In particular, he is Director of CIR S.p.A., COFIDE S.p.A, MANAGEMENT & CAPITALI S.p.A., all of which are listed on Borsa Italiana S.p.A.
- He is a Director of Borsa Italiana S.p.A.,
Chairman of the Board of Directors of DIRECTA S.I.M.p.A.
Deputy Chairman and Chief Executive of IPI S.p.A.
He has a good command of spoken and written English, has a good knowledge of German and some knowledge of French, Spanish and Portuguese.