



ORDINARY AND EXTRAORDINARY GENERAL MEETING
OF THE SHAREHOLDERS

Single call – APRIL 29 2019 - at 11.00 a.m.

PALAZZO DELLE STELLINE CONGRESS CENTRE
CORSO MAGENTA 61 - MILANO

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Report on Item 6) on the Agenda

**ASSIGNMENT OF POWERS TO THE BOARD OF DIRECTORS AS PER THE TERMS
OF ARTICLES 2420-TER AND 2443 OF THE CIVIL CODE;
CONSEQUENT AMENDMENT OF ART. 4 OF THE COMPANY BYLAWS.
RESOLUTIONS RELATING TO THE SAME.**

CIR S.p.A. – Capitale sociale € 397.146.183,50 – Sede legale : Via Ciovassino 1, 20121 Milano – www.cirgroup.it
R.E.A. n. 1950112 – Iscrizione Registro Imprese di Milano / Codice Fiscale / Partita IVA n. 00519120018
Società soggetta all'attività di direzione e coordinamento di COFIDE S.p.A.

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**ASSIGNMENT OF POWERS TO THE BOARD OF DIRECTORS AS PER THE
TERMS OF ARTICLES 2420-TER AND 2443 OF THE CIVIL CODE;
CONSEQUENT AMENDMENT OF ART. 4 OF THE COMPANY BYLAWS.
RESOLUTIONS RELATING TO THE SAME.**

Dear Shareholders,

With a resolution adopted on June 30 2014 the Extraordinary General Meeting of the Shareholders of CIR S.p.A. had resolved to give the Board of Directors, for a maximum period of five years from the date of the registration of the resolution in the Register of Companies, in accordance with the terms of Articles 2443 and 2420-ter of the Civil Code, the power to:

- a) Increase once or more than once, the share capital by a maximum of euro 500,000,000 (five hundred million) of nominal value, through the issuance of shares with or without a share premium, to be offered in subscription and also to service warrants or the conversion of bonds even those issued by third parties, both in Italy and abroad, or to be assigned free of charge to those entitled by recognizing to capital the available part of reserves and provisions resulting from the latest financial statements approved;
- b) Increase, once or more than once, the share capital by a maximum of Euro 20,000,000 (twenty million) of nominal value, through the issuance of shares to be reserved for subscription by Directors and employees of the Company and its subsidiaries and parent companies as per the terms of Art. 2441, Vth and last paragraph, of the Civil Code, the same Board having the right to set the issuance price which cannot be lower than the nominal value, the requisites for subscription and any limits to the availability of the shares, and in general to establish the terms and conditions of such subscription;
- c) Issue, once or more than once, even without an option right, and in this case in favour of institutional investors, convertible bonds or bonds with warrants attached, even in foreign currencies, where permitted by law, with a corresponding increase in share capital – with a limit of ten per cent of the existing share capital if the option right is not included – of up to a maximum amount of 500,000,000 (five hundred million).
More in general to define the procedures, terms and conditions of the bond issue and the regulations thereof.

This delegation of powers, which had a duration of five years from when the resolution was recorded in the Register of Companies (on July 21 2014), will expire on July 21 2019 and to date has not been exercised. We therefore propose renewing this delegation of powers by approving the following resolution:

“The Extraordinary General Meeting of the Shareholders of CIR S.p.A. – Compagnie Industriali Riunite

- acknowledging the Report of the Board of Directors
- acknowledging that the powers assigned to the Board of Directors by the General Meeting of the Shareholders on June 30 2014 will expire on July 21 2019 and that they have not yet been exercised
- having heard the favourable opinion of the Board of Statutory Auditors and the declaration that the share capital is fully paid up
- having seen Articles 2443 and 2420-ter of the Civil Code

RESOLVES

- to give the Board of Directors, for a maximum period of five years from the date on which this resolution is recorded in the Register of Companies, the right to:
 - a) Increase, once or more than once, the share capital by a maximum of Euro 500,000,000 (five hundred million) of nominal value either free of charge or against payment, with or without a share premium, even with the exclusion or limitation of the option right as per the terms of Art. 2441 paragraphs IV and V of the Civil Code, with the right of the Directors to decide from time to time on the category of the shares, the issuance price of the same shares (including any share premium), the dividend rights, whether or not the share capital increase is to be used for the conversion of bonds issued even by third parties both in Italy and abroad, or for servicing warrants, and to determine the reserves and available provisions to be allocated to share capital and the amount of the same. More in general to define the procedures, terms and conditions for the share capital increase;
 - b) Increase, once or more than once, the share capital by a maximum of Euro 11,000,000 (eleven million) of nominal value, with the issuance of shares to be reserved for subscription by Directors and employees of the Company or its subsidiaries and parent companies as per the terms of Art. 2441, Vth and last paragraph, of the Civil Code, the same Board having the right to set the issuance price, which cannot be lower than the nominal value, the requisites for subscription and any limits to the availability of the shares, and in general to establish the terms and conditions of such subscription;
 - c) Issue, once or more than once, convertible bonds even in a foreign currency, where permitted by law, with a corresponding increase in share capital of up to a maximum amount of Euro 500,000,000 (five hundred million). More in general to define the procedures, terms and conditions of the bond issue and the regulations thereof;
 - d) Amend Article 4 of the Company Bylaws as follows:

Current text

SHARE CAPITAL – SHARES

Article 4

*POWERS TO THE BOARD OF
DIRECTORS*

11. The Board of Directors has the right for a period of five years as from the date of registration in the Register of Companies of the resolution of the Extraordinary Meeting of the Shareholders held on June 30 2014, to increase the share capital either once or more than once by a maximum of Euro 500,000,000, nominal value, through the issuance of shares with or without a share premium. These shares will be offered in subscription or will service warrants or the conversion of bonds including issues made by third parties, both in Italy and abroad, or else they will be assigned free of charge to holders of option rights by allocating to share capital available reserves or provisions on the basis of the latest financial statements approved.

12. For a period of five years starting from the date of registration in the Register of Companies of the resolution of the Extraordinary Meeting of the Shareholders held on June 30 2014, the Board of Directors also has the right to increase the share

Proposed text

SHARE CAPITAL – SHARES

Article 4

*POWERS TO THE BOARD OF
DIRECTORS*

11. The Board of Directors has the right for a period of five years as from the date of registration in the Register of Companies of the resolution of the Extraordinary Meeting of the Shareholders held on April 29 2019, to increase the share capital either once or more than once by a maximum of Euro 500,000,000, (five hundred million) of nominal value, either free of charge or against payment, with or without a share premium, even with the exclusion or limitation of the option right as per the terms of Art. 2441 paragraphs IV and V of the Civil Code, with the right of the Directors to establish, from time to time, the category of the shares, the issuance price of the same shares (including any share premium), the dividend rights, any allocation of the share capital increase to servicing the conversion of bonds issued even by third parties whether in Italy or abroad, or for servicing warrants, and to determine the reserves and available provisions to be allocated to share capital and the amount of the same. More in general to define the procedures, terms and conditions for the share capital increase.

12. For a period of five years starting from the date of registration in the Register of Companies of the resolution of the Extraordinary Meeting of the Shareholders held on April 29 2019, the Board of Directors also has the right to increase the share

capital either once or more than once to a maximum of Euro 20,000,000 of nominal value through the issuance of shares to be reserved for subscription by Directors and employees of the Company and of its subsidiaries and parent companies in accordance with Article 2441, fifth and last paragraph, of the Civil Code. The same Board shall have the right to fix the price of issuance, which may not be lower than the nominal value of the shares, the requirements for subscription and the limits on the availability of the same shares, as well as the general terms and procedures for the said subscription.

13. The Board of Directors has the right, for a period of five years from the date of registration in the Register of Companies of the resolution of the Extraordinary Meeting of the Shareholders held on June 30 2014, to issue, once or more than once, even without the option right and in this case in favour of institutional investors, convertible bonds or bonds with warrants attached, which may also be in a foreign currency, if permitted by law, with a corresponding increase in share capital – within the limit of ten per cent of the existing share capital if the option right is not included – for a maximum amount of euro 500,000,000. And more in general the Board also has the right to define the procedures, terms and conditions of the bond issuance and the rules governing such issuance.

- To give the Board of Directors and for the Board the Chairman and the Chief Executive Officer, severally, the broadest powers to implement the resolutions adopted and to make any amendments to this resolution and to the attached Company Bylaws that may be required by the competent Authorities, provided that these are only of a formal nature”.

capital either once or more than once by a maximum of Euro 11,000,000 of nominal value through the issuance of shares to be reserved for subscription by Directors and employees of the Company and of its subsidiaries and parent companies in accordance with Article 2441, fifth and last paragraph, of the Civil Code. The same Board shall have the right to fix the price of issuance, which may not be lower than the nominal value of the shares, the requirements for subscription and the limits on the availability of the same shares, as well as the general terms and procedures for the said subscription.

13. The Board of Directors has the right, for a period of five years from the date of registration in the Register of Companies of the resolution of the Extraordinary Meeting of the Shareholders held on April 29 2019 to issue, once or more than once, convertible bonds even in a foreign currency, where permitted by law, with a corresponding increase in share capital of up to a maximum amount of Euro 500,000,000 (five hundred million). More in general to define the procedures, terms and conditions of the bond issue and the regulations thereof.