



## PRESS RELEASE

*Shareholders Meeting and Board of Directors Meeting*

### **SOGEFI: SHAREHOLDERS APPROVE FINANCIAL STATEMENTS FOR 2009 NEW BOARD OF DIRECTORS APPOINTED FOR THREE YEARS 2010-2012**

***Rodolfo De Benedetti and Emanuele Bosio confirmed as Chairman and Chief Executive respectively.  
Majority of Independent Directors on the Board***

*Milan, April 20 2010* – The **Ordinary and Extraordinary Meeting of the Shareholders** of **Sogefi SpA** was held today in Milan under the chairmanship of **Rodolfo De Benedetti**.

#### **Approval of Financial Statements for 2009**

In the ordinary session the Shareholders Meeting **approved the Statutory Financial Statements** and **examined the Consolidated Accounts** of the Sogefi group for financial year 2009.

The results of the Sogefi group for 2009 were affected significantly by the unprecedented contraction that hit vehicle production in mature markets, especially in Europe. The company closed the year with a **net loss (-7.6 million euro)** after restructuring charges of 17.2 million euro incurred in the period. Without these charges, Sogefi would have posted a positive consolidated net result even in the most difficult year in its history. **Consolidated revenues** came in at **781 million euro**, down by 23.2% from 1,017.5 million in 2008. **Consolidated EBITDA** declined to **47.2 million euro** from 104.9 million in 2008. The **net income** of the parent company of the group **Sogefi SpA** came to **33.4 million euro** and was up by 14.3% compared to 29.2 million euro in 2008.

The Shareholders adopted the proposal of the Board of Directors that **no dividend be distributed for 2009 with the aim of strengthening the capital structure of the company**, giving it greater resources to support the development of its businesses.

#### **Authorization to buy back own shares**

The Shareholders Meeting renewed its authorization of the Board of Directors for a period of 18 months to buy back a maximum of 4,000,000 own shares (including the ones already held as treasury stock) at a unit price that cannot be more than 10% higher or lower than the benchmark price recorded by the shares on regulated markets on the trading day preceding each single buyback transaction.

The main reasons why this authorization is being renewed are, on the one hand, the possibility of investing in shares of the company at prices below their actual value based on the real economic value of its equity and its income generating prospects, and on the other hand, the possibility of reducing the company's average cost of capital.

At December 31 2009 the company was holding 1,956,000 of its own shares as treasury stock, corresponding to 1.68% of share capital. There were no changes at March 31 2010.

### **Appointment of the Board of Directors**

The Shareholders Meeting then **reduced the number of members of the Board of Directors from twelve to nine**, appointing for the **three years 2010-2012 Rodolfo De Benedetti, Emanuele Bosio, Lorenzo Caprio, Roberta Di Vieto, Dario Frigerio, Giovanni Germano, Alberto Piaser, Roberto Robotti and Paolo Riccardo Rocca**. The directors were taken from a single list presented by the majority shareholder CIR-Compagnie Industriali Riunite SpA. The curricula vitae of the directors will be available on the website [www.sogefi.it](http://www.sogefi.it).

During the Shareholders Meeting, the Chairman Rodolfo De Benedetti thanked all the outgoing directors and particularly **Mr Carlo De Benedetti**, who decided to leave the Board to favour the entry of new independent directors and a generation change on the Board. The Chairman reminded those present of the decisive contribution made by Mr De Benedetti to the establishment and development of the company, of which he was Founder, Chairman and Director for almost 30 years. Mr De Benedetti remains as Honorary Chairman of Sogefi.

### **Award of the Audit Mandate**

The Shareholders Meeting also awarded a mandate for the audit of the financial statements for the year, the consolidated accounts, the semi-annual financial report and the ongoing check that the accounts are being held correctly for the years 2010-2018 to the firm Deloitte&Touche S.p.A.

### **Stock Option Plan**

The Shareholders approved a stock option plan for the year 2010 aimed at the Chief Executive Officer and employees of the company and its subsidiaries. The features of the plan are described in the information document published for the market.

### **Extraordinary session**

In the extraordinary session, the Shareholders Meeting approved a share capital increase with the exclusion of option rights, as per the terms of Art. 2441 paragraphs 5 and 8 of the Civil Code, for a nominal maximum of euro 1,300,000 (plus the share premium), to be carried out by September 30 2020 at the latest, through the issuance of a maximum of 2,500,000 ordinary Sogefi shares, aimed exclusively and irrevocably at servicing Stock Option Plan 2010.

The Shareholders also approved an addition to the authorization given to the Board of Directors on April 23 2009 to make capital increases in favour of employees for a maximum amount of 5.2 million euro, including the right to increase the capital also for directors in order to allow stock options to be awarded to them too in future.

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### **Meeting of the Board of Directors**

After the Shareholders Meeting, **the Board of Directors confirmed Rodolfo De Benedetti as Chairman and Emanuele Bosio as Chief Executive**. The Board then checked whether the Directors had the requisites for independence, assigning the qualification of independence to Lorenzo Caprio, Roberta Di Vieto, Dario Frigerio, Roberto Robotti and Paolo Riccardo Rocca. **Five Directors out of a total of nine are therefore independent**. All the Independent Directors possess the requisites required by law and by the Code of Conduct.

With the election of the new Board, Sogefi has complied ahead of schedule with the conditions set out in the Consob Resolution on the subject of related party transactions, with regard to the composition of the administrative bodies of listed companies subject to management and coordination by other listed companies.

Appointments were also made to the **Internal Control Committee** (Lorenzo Caprio, Roberta Di Vieto, Roberto Robotti), the **Compensation Committee** (Dario Frigerio, Roberto Robotti, Paolo Riccardo Rocca), and the **Surveillance Body** (Roberta Di Vieto, Paolo Riccardo Rocca, Giuseppe Gianoglio) and the **Lead Independent Director** was also appointed (Paolo Riccardo Rocca).

Lastly, on the basis of the authorization assigned by the Shareholders, the Board of Directors implemented Stock Option Plan 2010 by assigning 2,440,000 options, each of which gives the beneficiaries the right to subscribe 1 newly issued Sogefi share.

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