INTERNAL PROCEDURE ON CONFIDENTIAL INFORMATION

(Translation into English of the original Italian version)

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Internal procedure on confidential information

Contents
1. Introduction
2. Information to be provided to the market
3. Obligation of confidentiality
4. Scope
5. Diffusion of press releases
6. Meetings with market operators, interviews and statements to the media

1. Introduction
This Procedure (hereinafter the “Procedure”) governs the communication of confidential information to the market by SOGEFI S.p.A. (hereinafter also referred to as “SOGEFI” or the “Company”) and by the directly or indirectly controlled companies under art. 2359 of the Italian Civil Code (hereinafter also referred to as the “Group”), as provided for by reference regulations and by the Code of Ethics.

This Procedure was adopted after the approval of the new Market Abuse regulations. As required by such regulations, the Company set up a Register of the persons who may obtain access to so-called inside information while carrying out their tasks, appointed a person in charge of keeping such Register and updated its Procedure concerning the disclosure of transactions with the company's financial instruments by so-called Relevant Persons as of April 1, 2006. The revised “Code of Conduct regarding Internal Dealing and maintaining the Register of persons authorized to access confidential information” (hereinafter the “Code”) available on the website www.sogefigroup.com, adopted by the Company encompasses all new requirements.

In addition, the application criteria 1.C.1 j) of the Code of Conduct for listed companies adopted by the Corporate Governance Committee of Borsa Italiana S.p.A. requires the Board of Directors to adopt a procedure – at the proposal of the
Managing Director or of the Chairman of the Board – for the internal management and disclosure outside the company of documents and information concerning the issuer, with special regard to inside information, in order to evaluate proper management of corporate information.

The Company and the Group comply with the rules and regulations issued by Consob and Borsa Italiana concerning the disclosure of regulated and confidential information. For the purpose of identifying “regulated information”, “confidential information”, “financial instruments” as well as “relevant persons”, the definitions provided in the Code apply.

The Procedure and the Code supplement the Model of organization as per Legislative Decree 231/01 to provide a control tool aimed at preventing the crimes provided for by said Decree.

The Chairman of the Board and the Managing Director expressly reserve the authority to amend and supplement this Procedure as required by future law provisions.

2. Information to be provided to the market

Under prevailing law and regulations concerning corporate information, listed issuers have an obligation to disclose such inside information as may affect the evaluation of any financial instruments issued by them, and consequently their offer, demand and price levels to Consob, the organisation that manages the regulated markets on which the financial instruments issued by them are admitted to trading (Borsa Italiana S.p.A) and to the public.

In line with the above provision, the Managing Director will identify – also based on inputs from the corporate functions involved from time to time – any events, sets of circumstances and data that could significantly affect financial instrument prices and could therefore be considered as “confidential information”.

Disclosure obligations are complied with when the public is informed without delay of any circumstance or event or set of circumstances or events that have become specific enough and can be reasonably expected to occur, although they
have not been formalised yet. The disclosure of confidential information to the public must meet the following requirements: materiality, clarity and uniformity, symmetry of information, consistency and timeliness.

Confidential information is disclosed to the public through announcements that must include the elements needed to allow complete and proper evaluation of the events and circumstances presented, as well as connections and comparisons with previous announcements and must not include any potentially misleading promotional or marketing content.

The Company also has an obligation to issue announcements whenever there are sufficiently precise indications that any persons who have access to confidential information have violated their confidentiality obligations.

In the event Consob or Borsa Italiana should request the Company to provide information or issue announcements to the market, also with regard to so-called rumours concerning the Company and/or the Group, the Company evaluates the situation and may discuss the matter with Consob and Borsa Italiana before publishing a press release (if any).

3. Obligation of confidentiality
Under the Code of Ethics, the Directors, Statutory Auditors and employees of SOGEFI and its subsidiaries, as well as the persons other than employees who work for and/or provide professional services to the Company and its subsidiaries, (i) must not disclose to third parties or disseminate or use any information and data relating to the Company or the Group they have obtained unless this is required to fulfil their tasks or perform their job, and must ensure that any such third parties are required by law, regulations, articles of association, or an agreement to treat the information and documents made available to them as confidential; and (ii) must promptly advise the Chairman of the Board and the Managing Director of any action or event they may have become aware of that could constitute a possible or potential violation of confidentiality obligations.

Such information, that may be or become confidential information, must be treated taking all necessary precautions to ensure that their dissemination within the
company does not lead to improper disclosure until they are made known to the market according to this Procedure.

Under certain circumstances established by prevailing rules, the Chairman of the Board and the Managing Director may delay the disclosure of confidential information in order to protect the interest of the Company, “provided that such omission would not be likely to mislead the public [with regard to essential facts and circumstances] and provided that the issuer is able to ensure the confidentiality of that information” and must immediately inform Consob of such delay stating the reasons and circumstances that led to such delay.

When an application to delay disclosure is submitted, the confidentiality of the information must be ensured by taking specific measures to prevent access to such information by any persons other than those who need it to perform their duties.

4. Scope

This Procedure applies to the Directors, Statutory Auditors, employees and outside providers – each within their respective areas of responsibility – of SOGEFI and Group subsidiaries who obtain access to and/or manage confidential information or information that may become confidential information by reason of their position or when carrying out their activities/projects.

To this end, the Company provides its subsidiaries with the necessary directions – also through the administrative body – to ensure compliance with the obligations set forth in this Procedure.

This Procedure is implemented as determined by law provisions and regulations and most of the rules and regulations referred to herein are law provisions for which penalties are set independently by state law.

Notwithstanding the above, any employees who fail to observe this Procedure are subject to additional penalties under the Law and the current industry-wide agreement (CCNL), as such inobservance constitutes a very serious violation and breach of employees’ obligations towards the Company. Inobservance on the part of non-employees entitles the Company to terminate the existing relationship
without notice and seek compensation for damage, including damage to its reputation and take any other actions to protect its interest.

5. Diffusion of press releases

When an event or circumstance or set of events or circumstances occur that give rise to such confidential information as may affect the price of SOGEFI stock, competent corporate entities submit a draft press release to the Chairman of the Board, the Managing Director and the General Manager in due time before the planned date of disclosure so as to allow them to form an opinion on the merits, the contents and the preparation criteria.

When the press release involves the disclosure of information related to the periodic economic/financial accounts, forecasts and/or quantitative targets, it must be examined by the Chief Financial Officer and by the Manager responsible for financial reports.

However, when information related to the periodic economic/financial accounts, forecasts and/or quantitative targets need to be disclosed, the approval process may only be considered completed – and disclosure of the information to third parties allowed – after it has been examined, discussed and approved by the Board of Directors.

Once the required approvals have been obtained, the press release is forwarded to the members of the Board of Directors and of the Board of Statutory Auditors. At the same time, the press release is disclosed to the public and forwarded to Consob and Borsa Italiana through SDIR – NIS by the methods set forth by applicable regulations, with special regard to disclosures during trading hours. The press release is also posted on the corporate website at www.sogefigroup.com, where it is kept available for at least 10 years.

After disclosure by the above methods is confirmed, the Communications Management of CIR sends the press release by e-mail to a mailing list of journalists specialising in financial/economic issues and Investor Relations sends the press release by e-mail to a mailing list of analysts/institutional investors and other operators.
Information on significant corporate events, such as scheduled board meetings to approve interim statements, statutory statements, dividend pay-outs, as well as the dates of shareholders’ meetings is disclosed no later than thirty days before the end of the previous financial period. Any changes to schedules are promptly notified to Consob and Borsa Italiana and to the market.

Press releases, economic and financial information, corporate documents, presentations addressed to financial operators, investor information documents, etc. concerning inside information are posted on the corporate website in the appropriate sections addressed to analysts/institutional investors and shareholders. These documents are posted on the website after the Company has fulfilled its disclosure obligations under prevailing rules and regulations; this is a responsibility of the Chief Financial Officer and Investor Relations.

6. Meetings with market operators, interviews and statements to the media

In the event the Company organises or takes part in meetings with financial analysts, institutional investors or other market operators, the Company must ensure that the information contained in the documents made available during such meetings has already been disclosed to the public. If not so, the Company will follow the provisions issued by Consob (as at the date of this document, applicable provisions are set forth by Consob Resolution DEM 6027054 of 28 March 2006 - Meetings with financial analysts).

Without prejudice to delegated powers and the powers of authorised legal representatives, media relations are handled only by Communications Management of CIR.

It is strictly forbidden for anyone else to give interviews to the media or generally release statements containing information on significant events that may be classified as confidential information, unless such information has already been disclosed to the public.