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## PRESS RELEASE

### **SOGEFI: LAUNCH OF THE PLACEMENT OF € 100 MILLION EQUITY-LINKED BONDS**

Milan, 14 May 2014 – **Sogefi S.p.A.** (the “**Company**”), the car components company of the CIR group, today announces the launch of a placement of equity-linked bonds (the “**Placement**”) with a 7-year maturity (the “**Bonds**”). The aggregate principal amount of the Bonds is expected to be EUR 100 million.

The Bonds will be issued at par, with a principal amount of EUR 100,000 each and, unless previously converted, redeemed or purchased and cancelled, will be redeemed at par on 21 May 2021. The Bonds will pay a fixed coupon within a range from 2.00 to 2.75 per cent. per annum, payable semi-annually in arrear.

The Bonds will become convertible into ordinary shares of the Company (the “**Shares**”), subject to the approval by the Company’s extraordinary general meeting (the “**EGM**”) of a capital increase excluding shareholder pre-emption rights pursuant to article 2441, paragraph 5, of the Italian Civil Code, to be reserved solely for the service of the conversion of the Bonds (the “**Capital Increase**”). The EGM will be held no later than 30 September 2014 (the “**Long-Stop Date**”).

Following such approval, the Company shall give notice thereof to the holders of the Bonds (the “**Physical Settlement Notice**”). In accordance with and subject to the terms and conditions of the Bonds (the “**Conditions**”), with effect from the date specified in the Physical Settlement Notice, the Company will have the right to settle any exercise of conversion rights (a) by delivering either new Shares issued pursuant to the Capital Increase or, at the Company’s discretion, existing Shares held by the Company; or (b) by payment of a cash amount equal to the market value (determined in accordance with the Conditions) of the Shares; or (c) by delivering a combination of Shares and cash. Subject to the Capital Increase having been approved, at maturity the Company will have the option to redeem the Bonds by delivering a combination of Shares and cash, as described in the Conditions.

In the event that the Capital Increase is not approved by the Long-Stop Date, the Company may, no later than 10 dealing days after the Long-Stop Date (the “**Shareholder Event Notice Deadline**”), give notice to the holders of the Bonds (a “**Shareholder Event Notice**”) and redeem all but not some only of the Bonds in cash at a premium (in addition to any accrued interest), as determined in accordance with the Conditions.

The initial conversion price of the Bonds is expected to be set at a premium of between 30 and 37.5 per cent. above the volume weighted average price of the Shares on the *Mercato Telematico Azionario* of the Italian Stock Exchange (*Borsa Italiana S.p.A.*) between launch and pricing.

Pricing and final terms of the Placement will be announced to the market once the bookbuilding process is complete.

The Bonds are being offered only to institutional investors in Italy and abroad, and will not be offered in or into the United States of America, Australia, Canada or Japan or in any other jurisdiction where such offer or sale of the Bonds would be prohibited by applicable laws. Settlement of the Bonds is expected to take place on 21 May 2014.

An application will be made to list the Bonds by not later than 90 days following the settlement of the Bonds on an internationally recognised, regularly operating, regulated or unregulated market determined by the Company, expected to be the Third Market (MTF) of the Vienna Stock Exchange.

The issue of the Bonds will enable the Company to obtain greater diversification of financial sources through the sourcing of financial funds in the capital markets. The net proceeds will principally be used to partially refinance the Company's existing credit facilities, including the credit facility currently in place with Banca IMI, BNP Paribas, ING and Mediobanca, and for general corporate purposes.

The Company, together with CIR S.p.A. – Compagnie Industriali Riunite, which holds approximately 55.69 per cent.<sup>1</sup> of the issued Share capital of the Company, will agree, in line with market practice, not to place in the market any Shares or certain related securities or enter into certain derivative transactions relating to Shares (subject to certain customary exceptions) for a lock-up period ending on the later of the date (x) falling 90 days after the settlement of the Bonds and (y) of the EGM convened to approve the Capital Increase. CIR S.p.A. – Compagnie Industriali Riunite has also expressed its support to the Company with regard to the future steps to be taken in respect of the Bonds (including the Capital Increase), in compliance with applicable law.

Banca IMI, BNP Paribas and Mediobanca are acting as joint bookrunners (the “**Joint Bookrunners**”) and ING is acting as co-bookrunner (together with the Joint Bookrunners, the “**Bookrunners**”) of the Placement.

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<sup>1</sup> Percentage based on the issued ordinary share capital of the Company as of 14 May 2014.

This announcement is directed only at the following persons in the United Kingdom: investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"); and high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order. If you are in the United Kingdom and do not fall into one of the above categories, any investment or investment activity to which this announcement relates is not available to you, and will not be engaged in with you, and you should not act upon, or rely upon, this announcement.

This announcement is not for distribution, directly or indirectly in or into the United States (as defined in Regulation S under the US Securities Act of 1933, as amended (the "**Securities Act**")), Canada, Australia or Japan or in any other jurisdiction where such offer or sale of the Bonds is prohibited by applicable laws. The Bonds being offered and the Shares have not been and will not be registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration under the Securities Act and applicable state securities laws. This announcement does not constitute nor is part of an offer to sell securities, or the solicitation of an offer to buy securities, nor shall there be any offer or sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. There will be no public offer of the Bonds or the Shares in the United States or in any other jurisdiction. This press release was not and shall not be mailed or otherwise given, distributed or sent to or from the United States of America or to or from any other country in which such mailing would be prohibited, or to publications with wide circulation within such countries, and the recipients of such press release (including any depositaries, delegated persons and trustees) shall refrain from mailing or otherwise forwarding, distributing or mailing the press release to or from the United States of America or to or from any other country where such sending would be prohibited, or to publications with a general circulation within such countries.

The Bonds are being offered only to qualified investors ("**Qualified Investors**") within the meaning of Directive 2003/71/EC, as amended by Directive 2010/73/EU (the "**Prospectus Directive**"), and in compliance with the respective regulations of each country in which the Bonds are offered.

Should the offer of the Bonds be addressed to an investor in its capacity as a financial intermediary as defined in article 3(2) of the Prospectus Directive, such investor shall be deemed to have represented and accepted not to purchase the Bonds in the name and on behalf of any persons within the European Economic Area other than Qualified Investors, or any persons in the United Kingdom or in other Member States (where similar laws and regulations are in force) vis-à-vis whom such investor may make decisions in its absolute discretion, and not to purchase the Bonds in order to offer or resell them in the European Economic Area, where such circumstance would require the publication by the Company, by the Bookrunners, or by any other director, of a prospectus pursuant to article 3 of the Prospectus Directive.

Each Bookrunner is acting exclusively for the Company and no one else in connection with the Placement and will not regard any other person as its client in relation to the Placement and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for giving advice in relation to the Placement or the contents of this announcement or any transaction, arrangement or other matter referred to herein.

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