

OTHER INFORMATION

RELATED PARTY TRANSACTIONS

Information on the most important economic transactions and balances with related parties is provided in the explanatory and supplementary notes to the consolidated financial statements, in the section entitled “Related Party Transactions”, as well as in the explanatory and supplementary notes to the statutory financial statements. Dealings between Group companies are conducted at arm’s length, taking into account the quality and type of services rendered.

We point out that no transactions have been carried out with related parties or with entities or individuals other than related parties that, according to the definition used by Consob, are atypical or unusual, do not relate to the normal business activity or have a significant impact on the Group’s results, balance and financial position.

In 2010, in accordance with Consob Resolution no. 17221 of March 12, 2010 and subsequent amendments, the Company’s Board of Directors appointed the Related Party Transactions Committee, establishing that the members are to be the same as those of the Internal Control Committee and approved the Discipline for related-party transactions, which had previously received a favourable opinion of the Internal Control Committee. The purpose of this Discipline is to establish the principles of conduct that the Company is bound to observe to guarantee the correct management of related-party transactions. This Discipline is available on the Company’s website at www.sogefigroup.com, in the “Investor – Corporate Governance” section.

In accordance with art. 2497 bis of the Italian Civil Code, we point out that Sogefi S.p.A. is subject to policy guidance and coordination by its parent company Cir S.p.A..

CORPORATE GOVERNANCE

Note that the text of the “Annual Report on Corporate Governance” for 2011 was approved at the meeting of the Board of Directors that was called to approve the draft financial statements for the year ended December 31, 2011 and will be available for anyone who requests a copy, in accordance with the instructions issued by Borsa Italiana and Consob Resolution 11971/99 for its disclosure to the general public. The report will be also available on the Company’s website at www.sogefigroup.com, in the “Investor – Corporate Governance” section.

The Report also contains the information prescribed by art. 123 bis of the Consolidated law on Financial, including information on ownership structures and compliance with the codes of conduct that the Company has adopted. Generally speaking, the Company’s Corporate Governance is in line with the recommendations and rules contained in the Code of Conduct.

As regards Legislative Decree 231/2001, which brings domestic regulations on administrative liability of legal entities into line with the international conventions signed by Italy, in February 2003 the Board of Directors adopted a Code of Ethics for the Sogefi Group. The Code clearly defines the values that the Group believes in as the basis on which to achieve its objectives. It lays down rules of conduct which are binding on directors, employees and others who have ongoing relations with the Group. On February 26, 2004 the Company also

adopted an "Organization, Management and Control Model as per Legislative Decree no. 231 of June 8, 2001" following the guidelines of the decree, with a view to ensuring conditions of fairness and transparency in the carrying on of the company's affairs and business activities.

A Supervisory Body was also set up with the task of monitoring the functioning, effectiveness and observance of the Model, as laid down in the decree.

TREASURY SHARES

As of December 31, 2011, the Holding Company has 3,253,000 treasury shares in its portfolio, corresponding to 2.79% of capital, at an average price of Euro 2.36 each.

INFORMATION REQUIRED BY LEGISLATIVE DECREE NO. 196/2003 ON THE PROTECTION OF PRIVACY

In accordance with Legislative Decree 196 of June 30, 2003 and subsequent amendments ("Personal Data Protection Code"), the Company has formally complied with legal requirements by implementing the security measures foreseen by the legislator.

The implementation firstly involved preparing the "Security Planning Document" which explains the various forms of protection currently in place, also identifying any further measures that the Company ought to introduce by law.

The Company is continuing with the implementation process, in compliance with the directives envisaged by the cited legislative decree no. 196 of June 30, 2003, also ensuring that the "Security Planning Document" is updated on an annual basis.

OTHER

SOGEFI S.p.A. has its registered office in Via Ulisse Barbieri 2, Mantova and its operating offices in Via Flavio Gioia 8, Milano.

The Sogefi stock has been listed on the Milano Stock Exchange since 1986 and has been traded on the STAR segment since January 2004.

This report, which relates to the period January 1 to December 31, 2011, was approved by the Board of Directors on February 23, 2012.

DECLARATIONS PURSUANT TO ARTICLES 36 AND 37 OF CONSOB REGULATION 16191 OF OCTOBER 29, 2007

In accordance with the obligations set forth in article 2.6.2. of the Regulations of Borsa Italiana, and with reference to the requirements referred to in articles 36 and 37 of Consob Resolution 16191 of October 29, 2007, it is hereby stated that there are no circumstances such as to prevent the listing of Sogefi stock on the Mercato Telematico Azionario organised and managed by Borsa Italiana S.p.A. insofar as: Sogefi S.p.A. (the “Company”) has obtained the articles of association and the composition and powers of the related control bodies from foreign subsidiaries based in countries that are not part of the European Union and are of material significance to the Company; the same foreign subsidiaries provide the Company’s auditor with information necessary to perform annual and interim audits of Sogefi and use an administrative and accounting system appropriate for regular reporting to the Management and to the auditors of the Company of the income statement, balance and financial data necessary for the preparation of the consolidated financial statements.

Sogefi S.p.A. will also publish the financial statements of foreign subsidiaries (based in non-European countries and with material significance to the Company), prepared for the purpose of the consolidated financial statements as of December 31, 2011, in accordance with the procedures indicated in the Consob regulation.

In consideration of the fact that Sogefi is subject to policy guidance and coordination by its parent company CIR – Compagnie Industriali Riunite S.p.A., it is also hereby stated that there are no circumstances such as to prevent the listing of Sogefi stock on the Mercato Telematico Azionario organised and managed by Borsa Italiana S.p.A. insofar as the Company has fulfilled its publication obligations pursuant to article 2497-bis of the Italian Civil Code; has independent decision-making powers in relations with customers and suppliers; does not hold a cash pooling system with CIR. The Company has a cash pooling system with subsidiaries that satisfies the interest of the company. This situation enables the Group’s finances to be centralised, thus reducing the need to utilise funding from banks, and therefore minimising financial charges.

On April 18, 2000, the Company set up an Internal Control Committee and a Remuneration Committee that are fully made up by independent administrators.

Lastly, it is hereby stated that the Company’s Board of Directors comprises 9 members, 5 of which meet the independence criteria, and therefore a sufficient number to guarantee that their contribution has an adequate weight when taking board decisions.

SIGNIFICANT SUBSEQUENT EVENTS

On April 19, 2011, the Shareholders’ Meeting authorised the purchase of treasury shares and the Holding Company purchased 233,229 treasury shares at an average price of Euro 1.99 each after the end of year 2011.

PROPOSED ALLOCATION OF NET PROFIT FOR THE YEAR

The statutory financial statements as of December 31, 2011 that we submit for your approval show a net profit of Euro 10,485,958.76.

We would like to propose:

- distributing a dividend per share of Euro 0.13 to each of the shares in issue with rights from January 1, 2011 (excluding the treasury shares in portfolio), using the net profit for the year of Euro 10,485,958.76 and taking the difference from “Retained earnings” reserve.*

The proposal of allocation of net profit for the year and the distribution of reserves take into account the provision of art. 2357-ter, 2 of the Italian Civil Code, which establishes that the dividend rights of the treasury shares are to be attributed proportionally to the other shares.

We point out that the effective amount to be allocated to dividends and the distribution of reserves will take account of the treasury shares held in portfolio and of the ordinary shares effectively outstanding at the Shareholders’ Meeting date, including possible treasury share transactions and the possible issuance of new shares if the beneficiaries of current stock option plans exercise their options.

Milano, February 23, 2012

THE BOARD OF DIRECTORS