

To the Members
of the Board of Directors of
ITALMOBILIARE S.p.A.

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Dear Sirs,

On September 13th, 2010, we were assigned by Italmobiliare S.p.A. (the “**Company**”) the task to issue an opinion on the procedure for transactions with related parties drafted by the Company in accordance with and for the purposes of the provisions of article 4, paragraphs 1 and 3, of the regulation including provisions with respect to transactions with related parties, approved by means of CONSOB deliberation no. 17221 dated March 12th, 2010, as subsequently amended (the “**Regulation**”).

For this task, we received from the Company the documents and information that were deemed as appropriate. More precisely, on October 19th, 2010, the Company sent us the draft procedure and, on October 25th, 2010, a meeting was organized to explain the draft document, also with the Company’s legal experts.

In the examination we made for the purpose of releasing this opinion, we also considered the shareholding structure and the organization structure of the Company.

Following the examination above, as well as following the discussions held, we agree, for the reasons described below, with the decisions taken by the Company with respect to the various options that the Regulation leaves to it. In particular, we agree with:

- 1) the decision not to extend, under article 4, paragraph 2, of the Regulation, the application of the procedure to other parties than the related parties defined in accordance with Annex 1 of the Regulation, since we believe that such an extension is not required by specific shareholding structures, contract or statutory bonds or sector regulations that may apply to the Company;
- 2) the decision not to define, under article 7, paragraph 2, of the Regulation, a maximum expenditure amount for services provided by independent experts within the framework of minor transactions, since we believe that such maximum amount might limit the use of expert opinions supporting assessments that the committee for transactions with related parties is required to express under the Regulation;
- 3) the decision to submit to the assembly authorization, under article 8, paragraph 2, of the Regulation, major transactions that have been subject to negative opinion of the committee for transactions with related parties, since we believe that in these cases it is appropriate that the decision whether to authorise the transaction by non related shareholders is left to the Board of Directors;
- 4) providing that the transaction can be prohibited only if the non related shareholders present at the General Meeting represent 10% of share capital with voting rights, since we believe that this procedure should not attribute decision-making power on major transactions to an insignificant share of minority shareholders;

- 5) the decision to submit to the assembly approval, under article 11, paragraph 3, of the Regulation, major transactions that have been subject to negative opinion of the committee for transactions with related parties, for the same reasons described in part 3 above;
- 6) the decision not to use, under article 11, paragraph 5, of the Regulation, the opportunity of exemption for transactions carried out urgently relating to situations of company crisis, since we believe that such a case does not apply to the Company;
- 7) the decision to use, under article 12 of the Regulation, the opportunity to take framework resolutions regarding series of homogeneous transactions with specific categories of related parties, defined from time to time by the Board of Directors, since we believe that such framework resolutions can represent a flexible tool in the hands of the Board of Directors, avoiding the repeated application of complex resolution procedures to similar and recurring transactions, without affecting the procedural and material correctness of transactions with related parties;
- 8) the decision to use, under article 13, paragraph 2, of the Regulation, the exclusion of transactions of negligible amounts as well as the decision to set the threshold of negligibility at €500,000, since we believe that transactions for amounts lower than this threshold do not imply, *prima facie*, significant risks for the Company;
- 9) the decision to use, under article 13, paragraph 3, letter a), of the Regulation, the exemption for remunerations plans based on financial instruments approved by the assembly under article 114-bis of Legislative Decree 58/1998, since we believe that the procedure adopted in accordance with above mentioned article 114-bis, including the authorization from the assembly, is appropriate for ensuring the material and procedural correctness of deliberations regarding remuneration plans based on financial instruments;
- 10) the decision to use, under article 13, paragraph 3, letter b), of the Regulation, the exemption for deliberations, other than those described in article 13, paragraph 1, of the Regulation, regarding the remuneration of directors provided with specific positions and of other managers with strategic responsibilities, provided that the decisions are taken as per article 13, paragraph 3, letter b), of the Regulation (among which the adoption of a remuneration policy), since we believe that the mechanism therein envisaged – and, in particular, the obligation to adopt a remuneration policy that must be submitted to the assembly – is appropriate to ensure the material and procedural correctness of the above deliberations regarding remuneration;
- 11) the decision to use, under article 13, paragraph 3, letter c), of the Regulation, the exemption for ordinary transactions finalized at market equivalent or standard terms, since – also following explanations given by CONSOB in its Communication no. DEM/10078683, dated September 24th, 2010, regarding the application of this exemption – we believe that such transactions, because of their nature and for the terms they envisage, do not imply such risks as to justify the adoption of the more stringent decisions envisaged by the procedure;
- 12) the decision to use, under article 13, paragraph 6, of the Regulation, the exemption for transactions that do not fall within the province of the assembly and must not be authorized by it, to be carried

out in case of urgency, since we believe that Company's and shareholders' interests are in any way ensured by the specific protections in article 13, paragraph 6, of the Regulation;

- 13) the decision to use, under article 14, paragraph 2, of the Regulation, the exemption for transactions performed with or between subsidiaries and with associated companies, since:
- (i) the Board of Directors undertakes:
 - a) to reserve the exclusive approval of financial transactions to its own competence – as long as these are higher than the threshold of being negligible – when counterparts are subsidiaries with the same top managers;
 - b) to request a consultative opinion from the Committee of Independent Directors for transactions as per part a) when these are significant;
 - (ii) article 14, paragraph 2, of the Regulation, does not allow the exemption to be applied when, in the subsidiaries or associated companies, there are significant interests of other Italmobiliare related parties; with respect to this, we also concur with the Company's decision to adopt a wide notion of "significant interests" that takes into account interests in terms of participation and in terms of assets, thus avoiding situations that may give rise to conflicts of interest;
 - (iii) intergroup transactions, if they are of significant amount, still require an information note be sent to shareholders and the market, both in the annual report on management and in the interim report, in agreement with that envisaged in articles 5, paragraph 8, and 14, paragraph 2, of the Regulation, thus ensuring transparency of such transactions;
- 14) the decision not to envisage, under Annex 3 to the Regulation, different thresholds for major transactions, since we believe that the thresholds as per Annex 3 are appropriate for identifying transactions that justify the application of more stringent decisions.

We also agree with the rules indicated in the procedure for the so called transactions carried out by means of subsidiaries, since we believe the decision to apply to such transactions the same exemption assumptions envisaged for transactions carried out directly by the Company and the decision to submit the transactions to the non binding opinion of the committee is consistent with the purposes of the new regulation. With respect to exemptions that can be applied to transactions carried out by means of subsidiaries, we appreciate and agree with the particular caution adopted for ordinary transactions by article 11.3 of the procedure, according to which the ordinary character of the activity performed must be checked with respect to the activity of the subsidiary, except when the company is a vehicle company set up for the purpose of carrying out the transaction.

We also agree with the organization remedies, as well as the information flows envisaged in the procedure, which we believe are appropriate for ensuring that the Company, the competent bodies and the Market have the necessary information to assess the above described transactions and to fulfil the information obligations envisaged by the Regulation. These information flows are also appropriate to ensure efficient monitoring of transactions carried out with related parties and of the tangible application of the procedure.

We also agree with the decision to establish a registry that includes information on all transactions with related parties, including excluded or exempt transactions which, though this is not envisaged by the Regulation, is a useful tool to continuously monitor transactions that have been carried out, and for the

coordination with administrative and accounting procedures as per article 154-bis of Italian Legislative Decree 58/1998.

We therefore believe that the procedure complies with the principles dictated by the Regulation to ensure the material and procedural correctness of transactions with related parties and is in line with the provisions of the Regulation.

We therefore issue a favourable opinion on the procedure for transactions with related parties drafted by the Company, in accordance with and for the purposes of the provisions of article 4, paragraph 3, of the Regulation.

Milan, November 3rd, 2010

The members of the Committee for transactions with related parties

(signature)

(Mauro Bini)

(signature)

(Jonella Ligresti)

(signature)

(Giorgio Perolari)