

EXTRAORDINARY PRIVILEGED DIVIDEND TO SAVINGS SHAREHOLDERS AND MANDATORY CONVERSION OF THE SAVINGS SHARES INTO ORDINARY SHARES – TERMS AND PROCEDURES FOR THE EXERCISE OF THE RIGHT OF WITHDRAWAL

Milan, 10 August 2016 – Italmobiliare S.p.A. (“**Italmobiliare**” or the “**Company**”) hereby communicates that the resolutions of the Extraordinary General Shareholders’ Meeting and the Special Saving Shareholders’ Meeting of the Company, which approved, on 4 August 2016, the proposal of extraordinary privileged dividend to savings shareholders (the “**Extraordinary Privileged Dividend**”) and mandatory conversion of the savings shares of the Company into ordinary shares (the “**Mandatory Conversion**”), have been registered with the Companies Register of Milan, pursuant to Article 2437-*bis* of the Italian Civil Code, on 10 August 2016.

Starting from the date of registration of 10 August 2016 (the “**Date of Registration**”), the ordinary and savings shareholders who did not take part in the approval of the Extraordinary Privileged Dividend and Mandatory Conversion resolution (respectively, in the Extraordinary Shareholders’ Meeting and in the Special Shareholders’ Meeting), are entitled to exercise the right of withdrawal according to Article 2437, paragraph 1, letter (g), of the Italian Civil Code.

The right of withdrawal will be also granted to any person on whose behalf shares are registered after the term of the accounting day of the seventh market business day prior to the date established for the meeting (Extraordinary Shareholders’ Meeting or Special Shareholders’ Meeting, as the case may be) and prior to opening of the shareholders’ meeting.

Pursuant to Article 2437-*ter* of the Italian Civil Code, the liquidation value of the shares for which the right of withdrawal will be exercised is equal to (a) **Euro 26.64** for each savings share, and (b) **Euro 36.51** for each ordinary share.

The savings shareholders who exercise the withdrawal right will not be entitled to any Extraordinary Privileged Dividend.

It should be noted that the implementation of the resolution of Extraordinary Privileged Dividend and of Mandatory Conversion will be subject to the aggregate amount to be paid by the Company, pursuant to Article 2437-*quater* of the Italian Civil Code, in relation to the possible exercise of withdrawal right, does not exceed euro 30 million for each class of shares (the “**Maximum Amount Condition**”). The Maximum Amount Condition has been established in the exclusive interest of the Company, which shall have the right to waive it. As a consequence, if in connection with the possible exercise of the right of withdrawal (i) the Maximum Amount Condition for both classes of shares is not fulfilled and the Company does not waive it for both classes of shares, or (ii) the Maximum Amount Condition is not fulfilled in respect of one class of shares only and the Company does not waive it, the Extraordinary Privileged Dividend and Mandatory Conversion resolution will not be implemented and, therefore, the Withdrawal Statements (as defined below) will be definitely ineffective. The Company will notify the fulfillment or non-fulfillment of the Maximum Amount Condition and, in such case, the possible waiver of the condition itself, by means of a press release, as well as a notice published on a national daily newspaper and on the website of the Company at www.italmobiliare.it, under the “*Investor/Extraordinary Transactions/Mandatory Conversion of Saving Shares – 2016*” section within 5 business days from the end of the option offer pursuant

to Article 2437-*quater*, paragraph 2, of the Italian Civil Code or the end of the possible placement pursuant to Article 2437-*quater*, paragraph 5, of the Italian Civil Code.

Terms and procedures for the exercise of the right of withdrawal

In accordance with Article 2437-*bis* of the Italian Civil Code, those who are entitled to the right of withdrawal may exercise such right, for all or part of the shares held, by means of a registered letter (the “**Withdrawal Statement**”), which shall be sent to the registered office of the Company within 15 calendar days after the Date of Registration and, therefore, by **25 August 2016**. The Withdrawal Statement must be sent to: “**Italmobiliare S.p.A.**”, to the kind attention: **Corporate Affairs Department – Via Borgonuovo, 20 – 20121 Milan**” by registered letter. In order to ensure the correct conduct of the procedure, it is recommended to those entitled to advance the Withdrawal Statement by certified e-mail to the email address: **soci.italmobiliare@legalmail.it** or by fax to **+390229024318**, it being understood that, according to the law, such Withdrawal Statement shall be transmitted by means of a registered letter. The Withdrawal Statement must contain the following information: (a) the identification details, the tax identification number, the domicile address (and, where possible, a telephone number) of the withdrawing shareholder for the communication concerning the right of withdrawal, (b) the number of shares for which the right of withdrawal is being exercised; (please note that, with reference to each class of shares (ordinary / savings), it is necessary to expressly indicate the number of shares in respect of which the right of withdrawal is exercised), (c) the details of the current account of the withdrawing shareholder to which the liquidation value of the shares shall be credited, (d) the indication of the intermediary with which the account, where the shares for which the right of withdrawal is exercised are registered, is opened, together with the details of the aforesaid account.

It should be reminded that, according to Article 23 of the Regulations of Banca d'Italia-Consob of 22 February 2008 as subsequently amended (the “**Banca d'Italia-Consob Regulation**”), the entitlement to exercise the right of withdrawal pursuant to Article 2437 of the Italian Civil Code is certified by a communication by the intermediary to the issuer. The shareholders who intend to exercise the right of withdrawal shall therefore require the intermediary, authorised to keep the accounts according to the law, to send the aforesaid communication to the Company, pursuant to Article 21 of the Banca d'Italia-Consob Regulation. Such correspondence shall certify: (i) the continuous ownership, of the withdrawing shareholder, of Italmobiliare shares in relation to which the withdrawal right is exercised, from before the opening of the Extraordinary Shareholders' Meeting and the Special Shareholders' Meeting of 4 August 2016 whose resolution entitles the exercise of the right of withdrawal, as the case may be, and until to the date upon which the communication has been issued, and in any case until to the date upon which the withdrawal right is exercised should the communication of the intermediary be issued after such date; (ii) the absence of pledges or other liens on the shares of Italmobiliare in relation to which the withdrawal right is being exercised; otherwise, the withdrawing shareholder shall send to the Company, as a condition for the admissibility of the Withdrawal Statement, a specific declaration by the secured creditor or by such other person who has other liens on the shares, with which such person gives its irrevocable consent to carry out the liquidation of the shares in relation to which the right of the withdrawal is exercised, in accordance with the instructions given by the withdrawing shareholder. The intermediary shall send such communication by e-mail to the email address **soci.italmobiliare@legalmail.it**.

Notices, statements and certificates mentioned above shall also be made by the holders of any shares which are not placed under centralized management system, with the formalities required pursuant to the applicable law and regulations. In this case, shareholders shall previously deliver the representing certificates to an authorized intermediary, for their introduction into the

centralized management system with Monte Titoli S.p.A, and request the issuance of such notice for the exercise of the right of withdrawal.

As provided for in Article 2437-*bis* of the Italian Civil Code and applicable regulations, the shares in relation to which the communication has been made under Article 23 of the Banca d'Italia-Consob Regulation (and therefore the shares for which the withdrawal right is exercised by the entitled person) are made unavailable, by the intermediary itself, until the time of their liquidation.

If one or more shareholders exercise the withdrawal right, the liquidation procedure will be carried out in accordance with the provisions of Article 2437-*quater* of the Italian Civil Code; all relevant information will be communicated by means of specific notices published on a national daily newspaper and on the website of the Company at www.italmobiliare.it, under the “Investor/Extraordinary Transactions/Mandatory Conversion of Saving Shares – 2016” section.

This announcement is not an offer to sell, nor a solicitation of an offer to buy and any discussions, negotiations or other communications that may be entered into whether in connection with terms set out herein or otherwise shall be subject to contract.

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This document does not constitute an offer to the public in Italy of financial products as defined under article 1 paragraph 1 letter f of legislative decree n. 58 of 24 February 1998.