



Explanatory Report of the Board of Directors and Motions

Items 4 and 5 on the agenda

Board of Statutory Auditors

SHAREHOLDERS' MEETING OF MARCH 28-29, 2014

BOARD OF STATUTORY AUDITORS

Items 4 and 5 on the agenda

Report and Motions

Dear Shareholders:

The approval of the 2013 annual financial statements marks the expiration of the mandate of the current Board of Statutory Auditors due to the end its term of office.

The Shareholders' Meeting is thus asked to elect a new Board of Statutory Auditors in accordance with the provisions of Article 22 of the Bylaws. In this regard, please note that the Bylaws requires that

- the Board of Statutory Auditors shall be comprised of three Statutory Auditors and three Alternates;
- starting from the shareholders' meeting to be called, the composition of the Board of Statutory Auditors shall comply with the criteria provided for by the relevant, applicable laws and regulations relating to gender parity, separately with regard both to the Statutory Auditors and the Alternates;
- the candidates must meet the requirements provided for by the laws and regulations in force and by the Bylaws.

Statutory Auditors currently in office may be reelected.

Nominations, accompanied by the documents required by the applicable laws and regulations, must be filed at the Company's registered office within the deadline and the formalities set forth in the Bylaws.

In any event, the Company recommends that shareholders submit their motions sufficiently in advance of the Shareholders' Meeting to allow it to provide an adequate disclosure to the market.

Now, therefore, the Shareholders' Meeting is being asked to adopt the following resolutions:

FOURTH RESOLUTION

Election of the Board of Statutory Auditors and its Chairman

FIFTH RESOLUTION

Determination of the compensation of the Chairman of the Board of Statutory Auditors and of the Statutory Auditors

Milan, February 12, 2014

The Board of Directors
by: Bruno Lescoeur
Legal Representative