



PRESS RELEASE

RESOLUTIONS OF THE EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING OF OCTOBER 30, 2012

Turin, October 30, 2012 – The Shareholders' Meeting of FONDIARIA-SAI S.p.A., held today under the chairmanship of Mr. Cosimo Rucellai, firstly, in extraordinary session, approved the Company By-Law amendments proposed by the Board of Directors established to guarantee compliance with the gender equality regulation which concerns the composition of the Board of Directors and the Board of Statutory Auditors.

The Shareholders' Meeting thereafter, in ordinary session, taking into account the afore-mentioned regulation, appointed the Board of Directors until the Shareholders' Meeting to approval the 2012 Annual Accounts.

Specifically the Shareholders' Meeting, based on the slates presented by PREMAFIN FINANZIARIA S.p.A. and by ANIMA SGR S.p.A., ARCA SGR S.p.A., EURIZON CAPITAL SGR S.p.A., EURIZON CAPITAL SA, FIDEURAM GESTIONS SA, MEDIOLANUM INTERNATIONAL FUNDS Ltd – CHALLENGE FUNDS, MEDIOLANUM GESTIONE FONDI SGRp.A., PIONEER INVESTMENT MANAGEMENT SGRp.A., PIONEER ASSET MANAGEMENT SA, on behalf of the funds managed by them, confirmed the number of members on the Board of Directors as 19 and appointed the following to the Board:

Fabio CERCHIAI

Pierluigi STEFANINI

Carlo CIMBRI

Ethel FRASINETTI

Maria Lillà MONTAGNANI

Nicla PICCHI

Barbara TADOLINI

Angelo BUSANI



Marco PEDRONI

Vanes GALANTI

Sergio COSTALLI

Ernesto DALLE RIVE

Francesco BERARDINI

Milo PACCHIONI

Claudio LEVORATO

Marco MINELLA

Guido GALARDI

Oscar GUIDETTI

Giampaolo GALLI

The last director was appointed as the first candidate on the slate receiving the second highest amount of votes.

Fabio Cerchiai was also appointed Chairman of the Company, based on the proposal of PREMAFIN FINANZIARIA S.p.A..

Based on the declarations received on acceptance of office, the directors declaring themselves independent pursuant to the Self-Governance Code of listed companies and Article 148, para. 3, of Legislative Decree No. 58/98 were 9 directors from a total of 19 and specifically: Fabio CERCHIAI, Ethel FRASINETTI, Maria Lillà MONTAGNANI, Nicla PICCHI, Barbara TADOLINI, Angelo BUSANI, Guido GALARDI, Oscar GUIDETTI, Giampaolo GALLI.

Also based on the declarations received on acceptance of office, the directors declaring themselves independent solely in accordance with the Self-Governance Code of listed companies were as follows: Vanes GALANTI, Sergio COSTALLI, Ernesto DALLE RIVE, Francesco BERARDINI, Claudio LEVORATO, Marco MINELLA.



The Board of Directors in a meeting to be held shortly will formally verify the independence of such directors, as well as the appointment to other offices and the appointment of the various committees.

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During the Shareholders' Meeting, the Board of Statutory Auditors reported on the investigations undertaken following the complaint presented by the shareholders AMBER CAPITAL INVESTMENT MANAGEMENT and FINLEONARDO S.p.A., based on the reports already made available to the shareholders, including through publication on the internet site of the Company.

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