



## **COIMA RES SIIQ S.p.A.**

*Registered office in Milan, Piazza Gae Aulenti n. 12  
Share capital equal to € 14,450,800.00 fully paid in  
Registered with the Milan Companies Register under no. 09126500967*

**Explanatory Report of the Board of Directors on item 5 on the agenda of the ordinary Shareholders' Meeting called for 17 April 2019: "Authorization to purchase and dispose of treasury shares pursuant to art. 2357 of the Civil Code. Related and consequent resolutions. "**



Dear Shareholders,

you have been called to the ordinary shareholders' meeting for April 17<sup>th</sup>, 2019, at 9:00 am, in Milan, at the registered office, Piazza Gae Aulenti 12, to discuss and resolve on the following topic on the agenda:

*Authorization to purchase and dispose of treasury shares pursuant to art. 2357 of the Civil Code. Related and consequent resolutions*

The Board of Directors of COIMA RES SIIQ S.p.A. ("**COIMA RES**" or the "**Company**") has prepared this report (the "**Report**") (i) pursuant to Article 125-ter of Legislative Decree February 24<sup>th</sup> 1998 n. 58 (the "**TUF**"), as well as (ii) pursuant to article 73, and Schedule 4 of Annex 3A of the regulation adopted by Consob with resolution no. 11971 of May 14, 1999, as subsequently amended and supplemented (the "**Issuers Regulation**") in order to illustrate to you the proposal to grant the Board of Directors the power to purchase and dispose of treasury shares for the purposes, in the terms and with the methods below indicated.

### **1. Reasons for the proposed authorization**

The authorization request is aimed at giving the Board of Directors the right to purchase and dispose of treasury shares, in compliance with the national and European legislation in force and the market practices permitted from time to time in force, for the following purposes:

- (i) supporting the liquidity of the security;
- (ii) carry out liquidity investment operations in the medium and long term, also to establish long-term investments, or in any case to seize opportunities to maximize the value that may derive from the market trend;
- (iii) to allow the use of treasury shares in transactions connected with current operations or extraordinary transactions consistent with the Company's strategic guidelines, including, but not limited to, exchange, exchange, clearing, transfer and / or serving capital transactions or other corporate and / or financial transactions and / or other extraordinary operations that involve the assignment or disposal of treasury shares;
- (iv) fulfil any obligations arising from debt instruments convertible into shares;
- (v) fulfil the obligations deriving from any future option programs on shares or other assignments of shares to employees or members of the administrative bodies of the Company and / or of companies directly or indirectly controlled, as well as any free allocation programs shareholder actions.

### **2. Maximum number of shares covered by the proposed authorization**

At the date of this report, the share capital is equal to Euro 14,450,800.00, fully subscribed and paid up, divided into n. 36,007,000 ordinary shares without the indication of the nominal value.

In this regard, we propose that the Shareholders' Meeting authorize the purchase of treasury shares, on one or more occasions, up to the maximum permitted by law, equal to 20% of the share capital pursuant to Article 2357, paragraph 3, of the Civil Code.

The purchase transactions will be carried out within the limits of the distributable profits and available reserves resulting from the last approved financial statements.

The authorization includes the faculty to subsequently dispose, in whole or in part, of the shares in the portfolio, even before having exhausted the maximum number of shares that can be purchased, and possibly repurchase the same shares to such an extent that the treasury shares held by the Company do not exceed the limit established by the authorization.



### **3. Additional information useful for assessing compliance with the art. 2357, paragraph 3, of the Civil Code**

At the date of this report, COIMA RES and its subsidiaries do not hold COIMA RES shares.

The subsidiary companies will be given specific provisions to promptly report any purchase of Company shares carried out pursuant to art. 2359-bis of the Civil Code.

### **4. Duration for which authorization is requested**

The authorization to purchase treasury shares is requested for a period of 18 (eighteen) months from the date of the shareholders' resolution for authorization. The Board of Directors may proceed with purchases on one or more occasions and at any time, in an amount and time freely determined in compliance with the national and European legislation in force and with the market practices permitted from time to time in force.

The authorization to dispose of treasury shares is requested without time limits.

### **5. Minimum and maximum price**

Purchases must be made at price conditions that comply with the provisions of article 5, paragraph 1, of Regulation (EU) no. 596/2014 (the "**MAR**"), article 3 of the Delegated Regulation (EU) 1052/2016 or other provisions applicable at the time of the transaction. In particular, the aforementioned article provides that the issuer does not purchase shares at a price higher than the highest price between the price of the last independent transaction and the price of the highest independent current offer on the Mercato Telematico Azionario organized and managed by Borsa Italiana SpA (The "**MTA**")

The disposal of treasury shares, if carried out through cash transactions, cannot be made at a price 20% lower than the reference price recorded by the security on the MTA in the stock exchange session preceding each individual transaction. This parameter is considered adequate to identify the range of values within which the sale is of interest to the Company.

### **6. Methods through which purchases and treasury shares will be made**

The purchase operations will be carried out in compliance with the provisions of art. 132 of the TUF, by art. 144-bis of the Issuers Regulation, by art. 5 of the MAR and any other applicable legislation, as well as the market practices accepted by Consob.

In particular, purchases of treasury shares must be carried out in compliance with the operating methods set forth in art. 144-bis, paragraph 1, lett. a), b), c), d) and d-ter) of the Issuers Regulation. Purchases may be made using methods other than those indicated above where permitted by art. 132, paragraph 3, of the TUF or other provisions applicable at the time of the transaction.

The deeds of disposal and / or use may be performed, in one or more times, even before having exhausted the quantity of treasury shares that can be purchased, in the manner deemed most appropriate in the interest of the Company and, and in any case in compliance with national and European legislation and with the accepted market practices in force from time to time.

### **7. Information on the instrumentality of the purchase to reduce the share capital**

The present authorization request for the purchase of treasury shares is not instrumental to the reduction of the share capital.



## 8. Other information

It should be noted that, in general, the treasury shares held by the Company, even indirectly, are excluded from the share capital on which the relevant equity is calculated for the purposes of Article 106 of the TUF for the purposes of the regulation on the public purchase offer.

However, pursuant to Article 44-bis of the Issuers Regulation, the aforementioned provision does not apply if the exceeding of the thresholds indicated in Article 106 of the TUF, results in purchases of treasury shares, made, even indirectly, by part of the Company in execution of a resolution that has also been approved with the favourable vote of the majority of the issuer's shareholders, present at the meeting, other than the shareholder or shareholders who hold, even jointly, the majority stake, also relative, provided that over 10% (so-called whitewash).

Therefore, we inform the Shareholders that, in application of the aforementioned whitewash, where the same - called to express their opinion on the authorization to purchase and dispose of treasury shares - approved the relative proposal with the majorities provided for by the aforementioned art. 44-bis, paragraph 2, of the Issuers' Regulation, the treasury shares purchased by the Company in execution of said authorization resolution will not be excluded from the share capital (and therefore will be computed therein) if, due to the purchase of treasury shares, the overcoming, by a shareholder, the relevant thresholds for the purposes of art. 106 of the TUF.

\* \* \*

Dear Shareholders,

if you agree with what is proposed to you, we invite you to take the following resolutions:

*"The Ordinary Shareholders' Meeting of COIMA RES SIIQ S.p.A., having examined the report of the Board of Directors,*

### **decides**

1. *to authorize the purchase of ordinary shares of COIMA RES SIIQ S.p.A. up to the maximum number allowed by law, in one or more times, for a period of 18 months from the date of this resolution.*

*Purchases must be made in the manner set forth in art. 144-bis paragraph 1, lett. a), b), c), d) and d-ter) of the Issuers' Regulations, at price conditions compliant with the provisions of article 5, paragraph 1, of Regulation (EU) no. 596/2014 of 16 April 2014, by art. 3, paragraph 2, of the Delegated Regulation (EU) n. 1052/2016 of the European Commission of 8 March 2016 or other provisions applicable at the time of the transaction.*

*The purchase transactions will be carried out in compliance with articles 2357 and following of the Civil Code, article 132 of the TUF, article 144-bis of the Issuers Regulation, of art. 5 of Regulation (EU) n. 596/2014 of 16 April 2014 and any other applicable regulation, also taking into account the market practices accepted by Consob;*

2. *to authorize the disposal of treasury shares, on one or more occasions, without time limits, even before having completed the maximum number of shares that can be purchased, in the manner deemed most appropriate in the interest of the Company and in compliance with the applicable legislation, with the following alternative methods:*



- *through cash transactions; in this case, the sale of treasury shares cannot be made at a price 20% lower than the reference price recorded on the MTA in the stock exchange session preceding each individual transaction;*
- *through operations of exchange, exchange, clearing, transfer or any other act of disposal not in cash or in the service of operations on capital or other corporate and / or financial operations and / or other operations of an extraordinary nature or in any case for any other act of non-cash arrangement, including any programs for free allocation to shareholders also in dividends. In this case, the economic terms of the transaction will be based on the nature and characteristics of the transaction, also taking into account the market trend of the COIMA RES share;*

*without prejudice in any case to compliance with any limits set by the regulations, including those of European rank, and the market practices permitted from time to time in force;*

3. *to confer on the Board of Directors and for it the Chairman and the Chief Executive Officer, in an independent manner and with the right to sub-delegate, any broader power needed to give concrete and full implementation to the resolutions referred to in the previous points, placing in place all that is required, appropriate, instrumental and / or connected for the successful outcome of the same as well as to provide the market disclosure required by the regulations, including those of European rank, and by the market practices accepted from time to time in force ".*

For the Board of Directors

The Chairman