



PRESS RELEASE

PRELIOS: SHAREHOLDERS' MEETING

- 2010 FINANCIAL STATEMENTS APPROVED
- NEW BOARD OF DIRECTORS APPOINTED: 15 DIRECTORS, 8 OF WHOM ARE INDEPENDENT
- AUTHORISATION FOR PURCHASE OF TREASURY SHARES IS RENEWED
- SOME AMENDMENTS TO THE BY-LAW HAVE BEEN APPROVED

BOARD OF DIRECTORS

- TOP MANAGEMENT TEAM IS CONFIRMED WITH NEW APPOINTMENTS:

**MARCO TRONCHETTI PROVERA CHAIRMAN, GIULIO MALFATTO VICE CHAIRMAN,
ENRICO PARAZZINI MANAGING DIRECTOR FINANCE**

**PAOLO BOTTELLI, ALREADY GENERAL MANAGER,
NEW CHIEF EXECUTIVE OFFICER**

Milan, 21st April 2011 – The Prelios S.p.A. ordinary and extraordinary shareholders' meeting was held today.

In the ordinary session the Shareholders' meeting **approved the 2010 financial statements** which closed with a net loss of about 95.3 million Euros at consolidated level (-104.3 million in the previous financial year) and about 133.5 on a financial year balance level (-95.2 million in 2009). The Shareholders' meeting resolved to cover the loss entirely by using reserves.

In 2010 Prelios recorded the return to a positive EBIT¹ (+41.1 million Euros) after two financial years at a loss (-6.6 in 2009 and -36.7 in 2008). Almost the entire amount of the net result was affected by real estate writedowns and one-off restructuring costs for a total of 98.5 million Euros (55.3 million at December 2009).

The Shareholders' meeting **appointed the Board of Directors**, determining the number of members to be 15 and voting on the only list presented by those participating in the shareholders' agreement on Prelios S.p.A. stock (Camfin, Mediobanca, Edizione, Assicurazioni Generali, Intesa Sanpaolo and Massimo Moratti). The duration of office was also established at three financial years (and therefore until the Shareholders' meeting called to approve the financial statements as of 31 December 2013) and the total annual compensation of the entire Board was set at a maximum of 650,000 Euros.

The following were appointed as **Directors**: Marco Tronchetti Provera, Giulio Malfatto, Enrico Parazzini, Paolo Massimiliano Bottelli, Davide Malacalza, Jacopo Franzan, Amedeo Nodari, Giuseppe Angiolini (independent), Carlo Emilio Croce (independent), Dario Trevisan (independent), Giorgio Valerio (independent), Giovanni Jody Vender (independent), Valter Lazzari (independent), Marina Brogi (independent) and Giovanni Fiori (independent).

¹ Reports EBIT including net income from investments and income from shareholder loans before restructuring costs and property writedowns/revaluations.

The independent directors represent more than half of the directors (8 of the 15).

The Directors' curricula vitae, already published in accordance with the law and the Articles of Association, can be consulted on the internet site www.prelios.com.

The Shareholders' meeting also resolved to renew, until approval of the Financial Statements on 31 December 2011, authorisation **for the purchase and disposition of treasury shares** within the limit of 10% of the share capital, confirming the methods established with the previous resolution made by the Assembly on 19th April 2010 with reference to which no purchase programme was prepared nor executed.

As regards the new resolution for authorisation, Prelios will promptly notify the market of the relative goals and methods when the use is decided.

In the extraordinary session the Shareholders' meeting resolved to modify some **articles of the By-Laws**, chiefly aimed at introducing some new regulations and powers with regard to the rights of listed company shareholders consequent to acknowledgment in Italy of the Shareholders' Rights Directive, as well as compliance with the content of the Procedure for performance of operations with correlated parties adopted by the Board of Directors on 3rd November 2010.

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The Board of Directors, which met at the close of the Shareholders' meeting, confirmed the top management team, with a partial redistribution of appointments, which contributed successfully to the consolidation and the relaunch of Prelios in recent years.

The changes in the roles are in line with the direction taken thus far by the company and are aimed at best supporting the achievement of the strategic goals as well as the implementation of the 2011-2013 guidelines which were recently introduced to the market.

Marco Tronchetti Provera has been confirmed as **Chairman** and **Enrico Parazzini Managing Director Finance**, with administration, finance and management control responsibilities. **Giulio Malfatto** takes on the role of **Vice Chairman** with responsibility for business development, continuing the work carried out up to now of leading the company turnaround.

Paolo Bottelli, already General Manager and *board member* of the company from 2008, has been appointed new Prelios' **Chief Executive Officer**.

Joining Prelios in 1994, Paolo Bottelli has taken on increasing responsibilities in the company, both in the area of asset management and in the service area, also participating in the accomplishment of the company's most significant development operations. In recent years in particular as foreign General Manager, he relaunched the management platform in Germany and in particular handled restructuring of the Highstreet and Baubecon portfolios.

The Board of Directors also verified the requirements of the 8 independent directors, confirming that Giuseppe Angiolini, Carlo Emilio Croce, Dario Trevisan, Giorgio Valerio, Giovanni Jody Vender, Valter Lazzari, Marina Brogi and Giovanni Fiori have the requirements of independence

outlined in the Consolidated Finance Act and the Code of Conduct for Listed Companies of the Borsa Italiana S.p.A..

The Board of Directors has appointed Dario Trevisan as Lead Independent Director.

In compliance with the Code of Conduct for Listed Companies, the Internal Control Committee and the *Corporate Governance* were then established, appointing the independent Directors as its members Dario Trevisan (Chairman), Marina Brogi, Giovanni Fiori, Valter Lazzari, and the Remuneration Committee comprised of the independent Directors Giovanni Jody Vender (Chairman), Carlo Emilio Croce and Giorgio Valerio.

A Risk Committee was also appointed, comprised of the Directors Dario Trevisan (Chairman), Giulio Malfatto, Paolo Bottelli, Enrico Parazzini and Marina Brogi.

Finally the Board of Directors appointed the Supervising Body in relation to the Organisational Modal 231 adopted by the Company, comprised of Dario Trevisan (Independent Director and Chairman), Sergio Beretta (Professor of Planning and Control Systems at the Bocconi University), Lelio Fornabaio (Mayor) and Sergio Romiti (who will assume the role of Internal Audit Manager and Head of the Company's Internal Control).

Finance & Advisory General Manager, Gerardo Benuzzi, Manager appointed for preparation of company accounting documents, was confirmed.

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The Prelios annual financial Report of 31 December 2010, approved by the Assembly and including the financial year balance statement, the consolidated balance statement, the management report, certification pursuant article 154-bis, paragraph 5 of the 24 February 1998 Italian Legislative Decree and subsequent modifications as well as the board of auditors' report and the auditing company's report, are available to the public at the corporate headquarters in Milan, Viale Piero and Alberto Pirelli No. 25 and at Borsa Italiana S.p.A. The same documentation is also available on-line at www.prelios.com. Further documentation pursuant to Art. 77 of the Regulation approved with Consob resolution No. 11971/1999 and subsequent modifications is available to the public at the corporate headquarters. The minutes of the Shareholders' Meeting will be available to the public by 20 May 2011.

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