



## **PIRELLI & C. REAL ESTATE S.P.A.**

**Registered office in Milan, Viale Piero e Alberto Pirelli no. 25  
Milan Companies Register no. 02473170153**

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*[www.pirellire.com](http://www.pirellire.com)*

**Reports of the Directors on the proposals of resolution to be submitted to the Ordinary and Extraordinary Shareholders' Meeting called on 15<sup>th</sup> e 16<sup>th</sup> July 2010.**

*(pursuant to art. 3 of Ministerial Decree 5 November 1998 no. 437)*

*Unofficial English Translation  
In case of any inconsistency the Italian version shall prevail, as the official document is the Italian version*

## NOTICE OF CALL

### **PIRELLI & C. REAL ESTATE S.P.A.**

Management & Coordination of Pirelli & C. S.p.A.  
Registered office at Viale Piero e Alberto Pirelli no. 25, Milan  
Share Capital of Euro 420.585.888,50, fully paid up  
Milan Companies' Registry no. 02473170153  
Tax Code and VAT no. 02473170153

### **NOTICE OF SHAREHOLDERS' MEETING**

The shareholders of PIRELLI & C. REAL ESTATE S.p.A. are called to an Ordinary and Extraordinary Shareholders' Meeting at Viale Sarca n. 214, Milan on:

- Thursday 15 July 2010, at 3:30 p.m., on the first call;
  - Friday 16 July 2010, at 3.30 p.m., on the second call;
- to discuss and resolve on the following

#### AGENDA

##### ORDINARY PART

- Appointment of a Director. Relevant and consequent resolutions.

##### EXTRAORDINARY PART

1. Granting of powers to the Board of Directors, pursuant to article 2443 of the Italian Civil Code, for the purpose of executing a share capital increase, by payment, in one or more *tranches*, up to a maximum amount of 10% of the existing share capital, and in any case for a maximum amount not higher than Euro 42,058,588.85, by means of the issuance of ordinary shares with a par value of Euro 0.50 each, to be offered for subscription to one or more Italian and/or foreign leading financial and/or industrial investors, with the exclusion of the option rights pursuant to article 2441, paragraph four, last part, of the Italian Civil Code and to article 5.2 of the By-Laws. Consequent amendment of article 5 of the Company's By-Laws. Relevant and consequent resolutions. Granting of powers.
2. Change of the company name. Consequent amendment to Article 1.1 of the Company's By-Laws. Relevant and consequent resolutions. Granting of powers.

##### ***Documentation***

The Directors' reports and resolutions relating to the items of the agenda shall be made available at the registered office and at Borsa Italiana S.p.A. by 30 June 2010. The documentation of the Shareholders' meeting, of which the shareholders are entitled to obtain a copy, shall also be made available on the Company's website [www.pirellire.com](http://www.pirellire.com).

##### ***Inclusion on the Agenda***

Pursuant to the law, shareholders who, individually or together with other shareholders, represent at least one-fortieth of the share capital with voting rights may request the inclusion of matters to be dealt with, within five days of publication of this notice, indicating any further points proposed in their request. Requests for inclusion on the agenda should be illustrated by the shareholders submitting them with a report to be submitted to the Company's offices in good time to be made available to the public at least ten days prior to the date fixed for the meeting on the first call. It is recalled, however, that items on which the Shareholders' Meeting resolves, by law, on the proposal of the Directors or based on a draft or report drawn up by them may not be included on the agenda.

The list of matters to be dealt with at the Shareholders' Meeting shall be published with the same publication procedure as this notice.

##### ***Total number of shares and voting rights***

Pursuant to article 5.1 of the By-Laws (the "By-Laws"), the subscribed and paid-up share capital amounts to € 420,585,888.50 divided into 841,171,777 ordinary shares with a nominal value of € 0.50. Pursuant to article 8.1 of the By-Laws, each shareholder is entitled to one vote per share owned. On today's date the Company holds 1,189,662 own shares.

***Participation in the Shareholders' Meeting***

Pursuant to the law and to article 7.3 of the By-Laws, shareholders holding ordinary shares for whom the notice provided for by article 2370, second paragraph, of the Civil Code has been sent to the Company within a period of two days prior to the date of the individual Shareholders' Meeting are entitled to participate in Shareholders' Meetings. Shareholders are entitled to apply to their own agent for withdrawal of the aforesaid notice, thereby rendering authorisation to participate in the Shareholders' Meeting ineffective.

Any requests by the agents of notice to carry out any measures falling within their competence in good time or effects of specific unavailability of shares deposited, imposed by the operating practices of the agents themselves, may not be attributed to the Company.

Apart from the incompatibilities and limits laid down by law, each shareholder entitled to participate in the Shareholders' Meeting may be represented by written proxy. A copy of the notice which the agent is required to make available to the shareholders contains a suitable box for the issue of proxies. A proxy form template is available at the registered office and on the Company's website [www.pirellire.com](http://www.pirellire.com).

Milan, 10 June 2010

for the Board of Directors  
Chairman  
(Marco Tronchetti Provera)

*The Notice of the Shareholder's Meeting is published in the Official Journal of the Italian Republic of 12 June 2010 and on the newspapers "IlSole24Ore", "Milano Finanza" and "Finanza&Mercati".*

# ORDINARY PART

## **ORDINARY PART**

### **Sole item**

#### **APPOINTMENT OF A DIRECTOR. RELEVANT AND CONSEQUENT RESOLUTIONS.**

Dear Shareholders,

we remind that, following to the resignations of Mr. Claudio De Conto from the offices of Director and Managing Director Finance of the Company on May 28, 2010, the Board of Directors' meeting, held on the same date, has resolved to replace him – pursuant to Article 2386, paragraph 1, of the Italian Civil Code, as expressly mentioned in Article 12.13 of the Company's By-Laws – with Mr. Enrico Parazzini, appointed, on such occasion, as Managing Director Finance of the Company. The aforesaid resolution has been approved by the Board of Statutory Auditors on the same date.

In relation to the above and taking into account that such appointment will expire on the next Shareholders' Meeting – also convened as extraordinary meeting in order to resolve upon certain amendments to the Company's By-Laws –, the Board of Directors submits to the Ordinary Shareholders' Meeting the proposal to confirm the appointment of Mr. Enrico Parazzini as Company's Director, not changing therefore the number of 13 (thirteen) directors fixed by the Shareholders' Meeting held on April 19, 2010.

In case of approval of such proposal, Mr. Enrico Parazzini will hold office – together with the other members of the Board of Directors – until the Shareholders' Meeting which will be convened in order to approve the financial statement as of December 31, 2010. In such case, Mr. Enrico Parazzini would receive the remuneration pertaining his office, on the basis of the resolutions adopted by the Shareholders' Meeting held on April 14, 2008.

Finally, we remind that, in this specific circumstance, the voting mechanism on the basis of lists provided pursuant to Italian laws, as mentioned in Article 12.3 of the Company's By-Laws, does not apply.

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On the basis of the above, the Board of Directors submits, for your approval, the following proposal of resolution:

“The Ordinary Shareholders' Meeting:

- after acknowledgment of the expiration of the office held by Mr. Enrico Parazzini as Director on occasion of today's Meeting, since he has been appointed by the Board of Directors' meeting in replacement of the resigning Director Mr. Claudio De Conto;
- after having agreed upon the confirmation of the number (equal to 13 (thirteen) directors) of the members of the Board of Directors;
- after having examined and agreed upon the Directors' proposal;

RESOLVES

to appoint Mr. Enrico Parazzini, born in Milan on March 18, 1944, as Company's Director, confirming therefore his current office, providing that Mr. Enrico Parazzini will hold office – together with the other Directors – until the Shareholders' Meeting which will be convened in order to approve the financial statements as of December 31, 2010.”.

# EXTRAORDINARY PART

## EXTRAORDINARY PART

Directors' report pursuant to Ministerial Decree no. 437 dated 5 November 1998 and Article 72, paragraph one, of the Consob Regulation no. 11971 of 14 May 1999, as subsequently amended.

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### Item 1

**GRANTING OF POWERS TO THE BOARD OF DIRECTORS, PURSUANT TO ARTICLE 2443 OF THE ITALIAN CIVIL CODE, FOR THE PURPOSE OF EXECUTING A SHARE CAPITAL INCREASE, BY PAYMENT, IN ONE OR MORE *TRANCHES*, UP TO A MAXIMUM AMOUNT OF 10% OF THE EXISTING SHARE CAPITAL, AND IN ANY CASE FOR A MAXIMUM AMOUNT NOT HIGHER THAN EURO 42,058,588.85, BY MEANS OF THE ISSUANCE OF ORDINARY SHARES WITH A PAR VALUE OF EURO 0.50 EACH, TO BE OFFERED FOR SUBSCRIPTION TO ONE OR MORE ITALIAN AND/OR FOREIGN LEADING FINANCIAL AND/OR INDUSTRIAL INVESTORS, WITH THE EXCLUSION OF THE OPTION RIGHTS PURSUANT TO ARTICLE 2441, PARAGRAPH FOUR, LAST PART, OF THE ITALIAN CIVIL CODE AND TO ARTICLE 5.2 OF THE BY-LAWS. CONSEQUENT AMENDMENT OF ARTICLE 5 OF THE COMPANY'S BY-LAWS. RELEVANT AND CONSEQUENT RESOLUTIONS. GRANTING OF POWERS.**

Dear Shareholders,

the Board of Directors of Pirelli & C. Real Estate S.p.A. (hereinafter, "**Pirelli RE**" or the "**Company**") submits, for your approval, the proposal related to the granting of powers to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, for the purpose of executing a share capital increase – within and no later than one year from the date of the relevant resolution – by payment, in one or more *tranches*, up to a maximum amount of 10% of the existing share capital, and in any case for a maximum amount not higher than Euro 42,058,588.85, by means of the issuance of ordinary shares with a par value of Euro 0.5 each, entitled to dividends, to be offered for subscription to one or more Italian and/or foreign leading financial and/or industrial investors, with the exclusion of the option rights, subject to the condition that the issuance price shall correspond to the market value of the shares and this is confirmed by the auditing company in a specific report, pursuant to Article 2441, paragraph four, last part, of the Italian Civil Code and article 5.2 of the Company's By-Laws.

Such proposal is aimed, in general, at providing the Company with a quick and flexible instrument which allows the same to collect financial resources, sufficient to contribute to the consolidation of the financial structure through the entry of new investors, which may be deemed significant, by taking advantage of possible chances in the future market context.

In particular, in the context of the announced spin-off of Pirelli RE from the controlling company Pirelli & C. S.p.A. (hereinafter, "**Pirelli & C.**") – to be implemented by means of the distribution of the Company's shares held by Pirelli & C. to the (ordinary and savings) shareholders of the same – the above proposal would provide the Board of Directors with an instrument that, if implemented, would also contribute to the consolidation and stabilization of the shareholders' structure, due to the entry of leading financial and/or industrial investors in the share capital.

In this respect, please note that, on May 3, 2010, Mediobanca – Banca di Credito Finanziario S.p.A. (hereinafter, "**Mediobanca**") and UniCredit S.p.A. (hereinafter,



“UniCredit”) have declared their availability to subscribe a share capital increase for a total amount of Euro 20,000,000, equally subdivided (*i.e.*, Euro 10,000,000 each), according to the terms and conditions which might be agreed in the next near future, also in proximity of the execution of the abovementioned spin-off of Pirelli RE from Pirelli & C..

Article 5 of the Company’s By-Laws allows, in general, to resolve upon capital increases with the exclusion of the option rights in accordance with Article 2441, paragraph four, last part, of the Italian Civil Code. The By-Laws clause mentioned above, in fact, provides that “*Resolutions to increase share capital for cash may exclude pre-emptive rights for up to ten per cent of existing capital, on condition that the issue price corresponds to the market value of the shares and this is confirmed by the independent auditors*”. Our proposal, therefore, consists in the granting of powers to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, for the purpose of executing, as mentioned above, a share capital increase – within and no later than one year from the date of the relevant resolution – by payment, in one or more *tranches*, up to a maximum amount of 10% of the existing share capital, and in any case for a maximum amount not higher than Euro 42,058,588.85, by means of the issuance of ordinary shares with a par value of Euro 0.5 each, entitled to dividends, to be offered for subscription to one or more Italian and/or foreign leading financial and/or industrial investors, with the exclusion of the option rights, subject to the condition that the issuance price shall correspond to the market value of the shares and this is confirmed by the auditing company in a specific report, pursuant to Article 2441, paragraph four, last part, of the Italian Civil Code. In case of approval by the Shareholders’ Meeting of such proposal, Article 5 of the Company’s By-Laws shall be consequently amended, in order to reflect in it the granting of powers pursuant to Article 2443 of the Italian Civil Code.

The amendments of the Company’s By-Laws as described above do not entitle the Shareholders to exercise the withdrawal right pursuant to Article 2437 of the Italian Civil Code.

Therefore, if such proposal will be approved, the Board of Directors may exercise the powers, as described above, one or more times, through different resolutions. Each of such resolutions will be subject to the formalities and publicity provisions set forth by Article 2443, paragraph three, of the Italian Civil Code, which provides that the Board of Directors’ resolutions upon the share capital increase shall be drafted by a Public Notary and filed with the Register of Enterprises pursuant to Article 2436 of the Italian Civil Code. Furthermore, as indicated above, the report of the auditing company relating to the issuance price of the new shares will be added to the Board of Directors’ resolution of capital increase.

For the purpose of executing the share capital increase, the Board of Directors shall determine terms, modalities and conditions for each capital increase, including, *inter alia*, the number of ordinary shares to be issued and, consequently, the amount of the capital increase (up to a maximum total amount of 10% of the existing share capital and in any case for a maximum amount not higher than Euro 42,058,588.85), as well as the issuance price of the new shares – which shall be fixed on the basis of the criteria deemed by the Board of Directors as appropriate and adequate – in order that such price shall correspond to the market value of the shares.

On the basis of above, the Board of Directors submits, for your approval, the following proposals of resolution:

“the Extraordinary Shareholders’ Meeting of Pirelli & C. Real Estate S.p.A.

- after examination of the Directors’ report;
- after the statement of the Board of Statutory Auditors according to which the corporate capital is fully paid in and subscribed, pursuant to Article 2438 of the Italian Civil Code;

RESOLVES

- 1) to grant powers to the Board of Directors, pursuant to article 2443 of the Italian Civil Code, for the purpose of executing a share capital increase – within and no later than one year from the date of the relevant resolution – by payment, in one or more *tranches*, up to a maximum total amount of 10% of the share capital subscribed upon the Board resolution of share capital increase, and in any case for a maximum amount not higher than Euro 42,058,588.85, by means of the issuance of ordinary shares with a par value of Euro 0.5 each, entitled to dividends, to be offered for subscription to one or more Italian and/or foreign leading financial and/or industrial investors, with the exclusion of the option rights, subject to the condition that the issuance price shall correspond to the market value of the shares and this is confirmed by the auditing company in a specific report, pursuant to Article 2441, paragraph four, last part, of the Italian Civil Code;
- 2) to consequently amend Article 5 of the Company’s By-Laws, by adding a third paragraph as follows:

<b>Article 5</b>	
<b>Current text</b>	<b>New text</b>
<p>5.1 The subscribed and paid-in share capital is equal to Euro 420,585,888.50 (four hundred and twenty million five hundred and eighty-five thousand eight hundred and eight-eight euro and fifty cents) divided into 841,171,777 (eight hundred and forty-one million one hundred and seventy-one thousand seven hundred and seventy-seven) shares with a par value of Euro 0.5 (zero point five) each.</p> <p>5.2 Resolutions to increase share capital for cash may exclude pre-emptive rights for up to ten per cent of existing capital, on condition that the issue price corresponds to the market value of the shares and this is confirmed in a specific report by the independent auditors.</p>	<p>5.1 The subscribed and paid-in share capital is equal to Euro 420,585,888.50 (four hundred and twenty million five hundred and eighty-five thousand eight hundred and eight-eight euro and fifty cents) divided into 841,171,777 (eight hundred and forty-one million one hundred and seventy-one thousand seven hundred and seventy-seven) shares with a par value of Euro 0.5 (zero point five) each.</p> <p>5.2 Resolutions to increase share capital for cash may exclude pre-emptive rights for up to ten per cent of existing capital, on condition that the issue price corresponds to the market value of the shares and this is confirmed in a specific report by the independent auditors.</p> <p><b>5.3 By resolution adopted by the Extraordinary Shareholders’ Meeting of [●], pursuant to article 2443 of the Italian Civil Code, the Board of Directors is empowered to increase – within and no later than one year from the date of the resolution – the share capital, by payment,</b></p>

	<p><b>in one or more <i>tranches</i>, up to a maximum total amount of ten per cent of the share capital subscribed upon the Board resolution of capital increase, and in any case for a maximum amount not higher than Euro 42,058,588.85, by means of the issuance of ordinary shares with a par value of Euro 0.5 (zero point five) each, entitled to dividends, to be offered for subscription to one or more Italian and/or foreign leading financial and/or industrial investors, with the exclusion of the option rights, subject to the condition that the issuance price shall correspond to the market value of the shares and this is confirmed by the independent auditors in a specific report, pursuant to Article 2441, paragraph four, last part, of the Italian Civil Code.</b></p>
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- 3) to grant to the Board of Directors, in accordance with the above resolutions and in compliance with the laws currently in force, any powers to determine all terms, modalities and conditions for each share capital increase, including, *inter alia*, the power to determine the number of ordinary shares to be issued and, consequently, the amount of the capital increase, as well as the subscription price of the shares, including the possible share premium; all in accordance with the provisions under point 1) above;
- 4) to grant to the Board of Directors – and, on its behalf, to the Chairman, the Managing Director and the Financing Managing Director, acting severally and not jointly – any powers necessary to fulfil all the formalities for the filing of the abovementioned resolutions with the Register of Enterprises, by accepting and introducing also amendments, additions or deletions, formal and not material, possibly required by the competent Authorities and, in general, to fulfil whatsoever necessary to execute and disclose the resolutions, including, *inter alia*, the declarations required by Article 2444 of the Italian Civil Code, as well as the filing with the Register of Enterprises of the updated version of the Company’s By-Laws, pursuant to Article 2436 of the Italian Civil Code, by amending the amount of the share capital fully paid in and the number of shares, as well as deleting paragraph 5.3, as added above, after the total execution of the share capital increase or after the expiration of the final term of the relevant subscription.”.

Milan, 4<sup>th</sup> May 2010

## **EXTRAORDINARY PART**

**Directors' report pursuant to Ministerial Decree no. 437 dated 5 November 1998 and Article 72, paragraph 1, of the Consob Regulation no. 11971 of 14 May 1999, as subsequently amended.**

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### **Item 2**

**Change of the company name. Consequent amendment to Article 1.1 of the Company's By-Laws. Relevant and consequent resolutions. Granting of powers.**

#### **1. Reasons for the proposed amendment to the Company's By-Laws.**

Dear Shareholders,

the Board of Directors of Pirelli & C. Real Estate S.p.A. (hereinafter, "**Pirelli RE**" or the "**Company**") has convened the Extraordinary Shareholders' Meeting also in order to submit, for your approval, the proposal regarding the change of the corporate name and consequently the amendment to Article 1.1 of the Company's By-Laws.

Preliminarily – as announced to the market – we remind that the controlling company Pirelli & C. S.p.A. (hereinafter, "**Pirelli & C.**") has started the plan of spin-off of Pirelli RE. Such spin-off – in case of relevant approval by the Shareholders' Meeting of Pirelli & C. – should be presumably executed during the second part of the current year, through the reduction of the share capital of Pirelli & C. and the consequent proportional assignment of shares held by Pirelli & C. in Pirelli RE to the shareholders of Pirelli & C..

In view of the completion of the aforesaid spin-off, we consider convenient to submit the proposal to change the Company's corporate name. In fact, please note that as result of the completion of the spin-off, Pirelli RE will be excluded from the consolidation perimeter of Pirelli & C. and Pirelli & C. will be no longer the controlling company of Pirelli RE. Consequently, it is necessary for the Company to assume a new corporate name simultaneously with the effective assignment of the Pirelli RE shares to the shareholders of Pirelli & C.

Taking into account, as highlighted before, the connection between the proposed change of the corporate name and the above mentioned spin-off, the proposal submitted to the Shareholders' Meeting provides for that the effectiveness of the change of the corporate name – if approved by the Shareholders – is subject to the condition of the completion of the spin-off, and therefore, the aforesaid change will be effective solely starting from the assignment of the Pirelli RE shares held by Pirelli & C. to the shareholders of such latter.

Therefore, we propose the following:

- to change the Company's corporate name in "Prelios S.p.A." – which will also imply the adoption of one or more "trademarks" (and logo) to be consequently defined, taking into account that the new corporate name arises from a full analysis carried out by the competent Company's departments that, examining the interior and market context, have started a process of evaluations – also with the assistance of leading companies specialized in naming and rebranding activities – for the

purpose of identifying the new corporate name. The corporate name – chosen at the end of the aforesaid evaluations – is deemed adequate and sufficient to satisfy the requirements as well as to achieve the targets defined by the Company, once the spin-off from Pirelli & C. is completed.

In particular, please note that the newly proposed corporate name is aimed at combining the origin and the history of the Company with its future vision.

The initial three letters “PRE” remind of the concept of “premium” whose Latin origin makes it easily recognizable in the main European languages (PRE also reminds the acronym of the former corporate name of the Company).

The future is represented by the merger with the word “helios”, Greek term which indicates the sun. The choice of such universal symbol – which has always evoked the values of vitality, transparency and positivity in the different cultures – expresses not only the dawn of a new chapter in the Company’s history, but also the renovated vision and the leading role in its relevant business: asset management and real estate services. The sun, source of light and energy, also represents an organization based on the excellence and passion of people and the quality of skills, essential competitive factors for the creation of value in time. Finally, under a literal interpretation, the sun evokes the orientation towards sustainability, an element of competitiveness by now essential in the real estate field.

The proposed corporate name – short and simple – successfully summarizes the Company’s history and ambitions and is able to be easily applied and understood in the institutional and retail channels as well as in the different countries in which the Company operates;

- to grant, for such purpose, to the Board of Directors – and on its behalf, to the Chairman, the Managing Director and the Financing Managing Director, acting severally and not jointly – full powers to execute the resolution of the Shareholders’ Meeting, specifying that the effects of the change of the corporate name and the consequent amendment to the Company’s By-Laws are, in any case, subject to the condition precedent – *i.e.* the assignment of the Pirelli RE shares – described above.

## **2. Comparison of the Article of the By-Laws for which amendments are proposed.**

The comparison between the current text and the proposed amended text of the Article 1.1 of the Company’s By-Laws – submitted for your approval – is included under the proposed resolution indicated below.

## **3. Evaluation by the Board of Directors in relation to the withdrawal right.**

The amendments to the Company’s By-Laws described above do not entitle the Shareholders to exercise the withdrawal right pursuant to Article 2437 of the Italian Civil Code.

## **4. Proposed resolution**

On the basis of the above, the Board of Directors submits, for your approval, the following proposals of resolution:

“The Extraordinary Shareholders’ Meeting of Pirelli & C. Real Estate S.p.A.,

- after examination of the Directors' Report in relation to the proposed change of the corporate name and the consequent amendment to Article 1.1 of the corporate By-Laws;
- after acknowledgment of the plan of spin-off, currently in course, carried out by the controlling company Pirelli & C. S.p.A. with respect to Pirelli RE and the consequent necessity to change the Company's corporate name upon the completion of such spin off,

## RESOLVES

- 1) to change the Company's corporate name in Prelios S.p.A. and, consequently, to amend Article 1.1 of the Company's By-Laws as follows:

CURRENT TEXT	NEW TEXT
<b>NAME - REGISTERED OFFICE - DURATION - PURPOSE</b>	<b>NAME - REGISTERED OFFICE - DURATION - PURPOSE</b>
<u><b>Article 1</b></u> 1.1 The name of the company is "Pirelli & C. Real Estate S.p.A.".	<u><b>Article 1</b></u> 1.1 The name of the company is " <b>Prelios S.p.A.</b> ".

starting from the effective date of the assignment of the shares held by Pirelli & C. S.p.A. in the Company to the shareholders of Pirelli & C. S.p.A. and, therefore, subject to the condition precedent of the effectiveness of the aforesaid assignment;

- 2) to grant to the Board of Directors – and on its behalf, to the Chairman, the Managing Director and the Financing Managing Director, acting severally and not jointly – full powers to execute the above resolution, including, *inter alia*, the following powers:
- to fulfil all the formalities necessary for the registration of the abovementioned resolutions with the Register of Enterprises, by accepting and introducing also amendments, additions or deletions, formal and not material, possibly required by the competent Authorities;
  - to give consent – once the change of the corporate name becomes effective – to the amendment to the letterhead and to the transfer, under the new corporate name, of any activities, real estate properties, movable properties registered with public registers, public or private financial instruments, rights, securities and credits *vis-à-vis* the State and other public or private entities, by demanding and receiving any statements, without any liability of the competent offices, executing any additional and/or amendment deeds;
  - to carry out, in general, any action deemed necessary or also appropriate in order to fully execute and disclose the above resolutions, including, *inter alia*, towards any competent Authority (e.g., Borsa Italiana S.p.A.), by adopting methods and timetables consistent with such resolutions, upon the effective date of the change of the corporate name, including the granting of powers to execute – in case of satisfaction of the above condition precedent – any relevant formalities with the competent Register of Enterprises.”.