

# Statutory Auditors' Report

# Report of the board of statutory auditors to the shareholders' meeting called to approve the financial statements for the year ended 31 december 2010 (article 153, legislative decree 58/98)

Shareholders,

In 2010 we performed the supervisory activities envisaged by the law and as required by Consob Notice 1025564, 6 April 2001 and subsequent amendments, and taking into account the principles of conduct recommended by the "Consiglio nazionale dei dottori commercialisti e degli esperti contabili" (the Italian accounting profession).

In particular, we:

- ensured that legal requirements were fulfilled and that the articles of association and the principles of correct administration were adhered to;
- took part in all Meetings of Shareholders, of the Board of Directors and subcommittees of the Board, obtaining from the Directors, pursuant to article 150, legislative decree 58/1998, information on the general performance of the Company, the probable future development of business activities and the significant operations affecting the company's economic and financial position, ensuring that resolutions taken and implemented are not manifestly imprudent, risky, potentially in conflict or contrast with the resolutions of the Shareholders' Meetings or likely to compromise the company's equity;
- examined the company's organisational structure and oversaw its adequacy, to the extent of our responsibility, by direct observation and through information provided by the company and meetings with the independent auditors, Deloitte & Touche SpA, retained for the statutory auditing of the separate and consolidated financial statements and limited auditing of the short-form 1st half financial statements, held also for the exchange of information and data, from which no significant aspects emerged;
- assessed and oversaw the adequacy of the company's internal control system, the activities carried out by the internal control officer, the administrative-accounting system and the reliability of the latter in representing the company's operations by obtaining information, examining company documents and analysing the results of the work carried out by the independent auditors. We also had regular meetings with the head of internal control, with whom we exchanged information on the results of the procedures also performed at subsidiary companies and took part in meetings of the internal control committee;

- ensured that the corporate governance rules contained in the code of corporate governance adopted by the company were respected. In particular, we verified the independence requisites of the non-executive directors defined as independent by the board of directors and of the Board of Statutory Auditors, on an annual basis;
- verified, pursuant to legislative decree 39/2010, the independence of the external auditing firm Deloitte & Touche SpA, also on the basis of the declaration provided pursuant to article 17, c.9, letter a) of the abovementioned Legislative Decree 39/2010;
- assessed and oversaw the adequacy of the instructions given to subsidiary companies pursuant to article 114, paragraph 2, legislative decree 58/1998. Such instructions enabled the subsidiaries to provide the parent company with the information it needs to comply with legal disclosure obligations;
- verified the legal compliance of the company's separate financial statements and the Group's consolidated financial statements at 31 December 2010 (to IAS/IFRS standards) and of the respective annual reports through direct checks and discussions with the independent auditors.

During the performance of the activities described above, no significant omissions, reprehensible acts or irregularities emerged such as to require us to report them either to the competent external supervisory authorities or discuss them in this report.

In 2010, the body entrusted with overseeing the effectiveness, application and updating of the organisation, management and control model for the purposes of legislative decree 231/01 did not advise us of any important matters.

Likewise, the annual report of the Board of Directors on corporate governance did not reveal anything that need be brought to your attention.

In line with Consob recommendations, the Board of Statutory Auditors states the following:

- we did not find any atypical and/or unusual operations, including intragroup operations and related party transactions;
- the information provided by the Board of Directors, including information concerning intragroup operations and transactions with related parties, is considered complete. In particular, intragroup operations were connected with and relevant to the corporate purpose, and the nature and economic effects of such ordinary operations are reported in the notes to the financial statements and are to be considered

appropriate and in line with the company's business interests. In addition, we did not identify in this context any conflict of interest or any operations able to have a significant impact on the company's economic or financial position;

- with the adoption of its self-regulation code, the company is substantially in compliance with that of Borsa Italiana SpA's Committee of Corporate Governance for listed companies, as indicated in the Board of Directors' Report;
- during the year:
  - regular meetings were held to exchange information with representatives of Deloitte & Touche SpA and, while we have yet to see the reports of the independent auditors on the separate financial statements and consolidated financial statements, we have reason to believe that the Auditors' opinions will not be qualified;
  - 9 meetings of the Board of Directors and 13 meetings of the Board of Statutory Auditors were held;
  - the Board of Statutory Auditors presented a motivated proposal to the Annual General Meeting of the Shareholders on 27 April 2010, pursuant to article 13, c:1, of legislative decree 39/2010, regarding the appointment of independent auditors for the legal audit of the company's financial statements and the Group's consolidated financial statements for the years 2010-2018;
  - the company assigned further agreed verification activities to Deloitte & Touche SpA for a cost of euro 43,000;
  - the company appointed companies that are part of the Deloitte & Touche SpA network to carry out the following:
    - Deloitte ERS Enterprise Risk Service Srl: provision of technical and methodological support for the updating of the company's security programme document (DPS documento programmatico per la sicurezza) at a cost of €10,000;
    - Deloitte & Associés SA: preparation of agreed verification procedures relating to obtaining facilitated postal charges at a cost of €7,000;
  - the Board of Statutory Auditors received no indications or complaints pursuant to article 2408, Italian Civil Code.

In conclusion, after taking into account the foregoing and to the extent of its responsibility, the Board of Statutory Auditors is able to state that it has found no

impediment to approving the separate financial statements at 31 December 2010, which show a net profit for the year of €51,733,096.46, nor to the allocation of the entire net profit as proposed by the Board of Directors.

Segrate, 28 March 2011

*The Board Of Statutory Auditors*  
*Ferdinando Superti Furga – Chairman*  
*Franco Carlo Papa*  
*Francesco Antonio Giampaolo*

