

PRESS RELEASE

The Consob, with resolution no. 15786 of 27 February 2007, has approved the amendments to the Market Regulations resolved by the Shareholders' Meeting of Borsa Italiana of 21 December 2006. The Instructions to the Market Regulations have been subsequently modified as well.

The following amendments will come into effect on 26 March 2007:

Revision of the corporate governance requirements to obtain Star qualification

The new Corporate Governance Code was published in March 2006 following an in-depth revision of the principles of corporate governance applicable to Italian listed companies.

Therefore, Borsa Italiana has updated the requirements for companies listed on the Star segment through the introduction of specific and stringent requirements in terms of independent directors, internal committees of the Board of Directors, remuneration of directors and internal dealing.

Adjustment to the new requirements will be evaluated by Borsa Italiana in occasion of the next audit in September 2007.

The main contents of the revision regard:

- ***composition of the Board of Directors and role and functions of the non-executive and independent directors***

Issuers are required to apply the principles and criteria set forth under articles 2 and 3 of the Corporate Governance Code, which regard, in particular:

- the identification of executive directors
- the number, role and characteristics of the non-executive directors
- the appointment of a lead independent director in case of overlapping of the offices of chairman and chief executive officer, and in the event that the chairman is the person controlling the issuer
- the number and identification of independent directors

The criteria for evaluation of the independence of directors defined in the Instructions have been consequently integrated, also for the purpose of aligning the regulation of Star companies to the amendments introduced by Law no. 262/2005 for the protection of savings.

- ***establishment and operation of the internal committees of the Board of Directors***

Issuers must apply the principles and criteria set forth under article 5 of the Corporate Governance Code. More specifically, committees must consist of at least 3 members. However, in issuers whose Board of Directors is made up of no more than 5 members, committees may comprise only 2 directors, provided they are both independent.

- ***remuneration of directors***

As recommended by the new Code under principle 7, one requirement for Star qualification is remuneration linked to results or targets, as well as the establishment of a remuneration committee. These are no longer alternative requirements (incentive-based remuneration or remuneration committee) but independent requirements, both of which are obligatory for Star status.

- ***internal control committee***

This committee, in addition to assisting the Board of Directors in performing the duties set out in the Code, will have to carry out the specific supervisory and consulting duties indicated in criterion 8.C.3. of the Corporate Governance Code.

- ***obligatory adoption of the organisation, management and control model set forth under article 6 of Legislative Decree 231/2001***

STAR companies will be required to adopt said model **by 31 March 2008**.

- ***black-out period***

Following the changes made to the legislation on market abuse, a ban was introduced with respect to significant persons, as per the Consob regulations on internal dealing, prohibiting them from carrying out – directly or through a third party – purchase, sale, subscription or trading transactions involving shares or any financial instruments connected to them, in the 15 days preceding the meeting of the board to approve the accounting figures for the period.

The exercising of any stock options or option rights relative to the financial instruments are exempt from said limitations, along with the consequent disposal transactions, limited to the shares resulting from the stock option plans, as long as they are carried out at the same time as the exercising.

Admission to trading for financial instruments issued by Borsa Italiana S.p.A in a market managed by the same

Law no. 262/2005 – known as the Savings Reform – expressly set forth the possibility to allow the trading of financial instruments issued by a management company in a market managed by said company (known as self-listing). To this end, amendments and updates were made to the Market Rules and to the relative Instructions that regulate the dealings between Borsa Italiana and the Consob, with respect to:

1. the functions of admission to and suspension and exclusion from the listing of financial instruments issued by Borsa Italiana;
2. subsequent to admission to trading, the market management and supervision activities, when the object of said activities are the financial instruments issued by Borsa Italiana.

Regulations for the listing of companies established as a result of extraordinary transactions

The procedures for admission to listing have been outlined for issuers resulting from the following transactions:

- 1) merger of a listed company into an unlisted company that has no other assets and that has financial debt;
- 2) merger of a listed company into an unlisted company that has no other assets and that does not have any financial debt;
- 3) merger of a listed company into an unlisted company with other assets in addition to the stake in the listed company;
- 4) merger of two listed companies;
- 5) spin-off.

In the above cases under points 1 and 2, the documentation required by the issuer and the sponsor has been simplified accordingly; in the case indicated in point 4, the documentation required by the issuer has been simplified and the appointment of a sponsor is not required. Conversely, for the transactions under points 3 and 5, Borsa Italiana carries out a regular due diligence for listing with respect to the issuer/beneficiary.

The following amendments will become effective from 2 May 2007:

Rules and regulations for sponsors

Appointment of sponsor and conflicts of interest

The obligation to appoint a co-sponsor has been eliminated by introducing conditions of incompatibility for sponsors who are exposed to a conflict of interest as a result of an equity or a debt relationship.

A conflict of interest results if the sponsor has a stake of over 10% in the Group of the issuer, increased to 30% under certain conditions. Included in the calculation of said percentages are any shares pledged or held in usufruct, accompanied by the relative right to vote in the shareholders' meeting.

A conflict of interest is also possible when the ratio $NFP/EBITDA > 2.5$, if the



indebtedness of the issuer, or issuer's Group, with respect to the sponsor's Group exceeds 33% and the issuer is a "significant" component within its group.

In addition, in the case of public offering for sale, conflicts of interest are identified with respect to investment and financing relationships between the sponsor's Group and the subjects holding significant stakes in the issuer.

Documentation to be submitted during application for admission

An amendment is made to the time allotted for transmission of the valuation document; the list of subjects qualified to issue the statement on forecasted data to sponsors is updated; the statement regarding placement standards is eliminated.

Milan, 9 March 2007