



## PRESS RELEASE

### AZIONI SVILUPPO: A TOOL FOR THE GROWTH OF COMPANIES WITH A VIEW TO BUSINESS CONTINUITY

Taking advantage of the changes introduced by the reform of corporate law, Assolombarda and Borsa Italiana have created a new type of share to finance the growth of companies without diluting control. They are called Azioni Sviluppo and have limited voting rights but the right to public offer and preferred proprietary rights. And in the event of disposal or of unsatisfactory results, they are converted into ordinary shares.

Milan, 14 March 2007 – Encouraging the growth and development of Italian companies; offering the market the opportunity to invest in successful business projects over the medium term; enhancing the role of the entrepreneur by offering the possibility to maintain control of the company on the condition that positive, clear and measurable results are obtained, with respect to which the entrepreneur makes a public commitment. These are the objectives of the “Azioni Sviluppo”, a new financial tool created by Assolombarda and Borsa Italiana, in collaboration with Mediobanca and Studio Legale Bonelli Erede Pappalardo.

“The capacity demonstrated by many medium-sized Italian companies competing on the global market makes the requirement to grow increasingly urgent”, explains **Giorgio Basile**, Director of Research and Innovation in Assolombarda and inventor of the new Azioni Sviluppo. “On a global scale, our medium to large-sized companies are actually small. To encourage their growth, and to enable them to carry out acquisitions, becoming the predators and no longer the prey, a contribution may be given through the promotion of access to risk capital, with simultaneous development of entrepreneurs and their expertise. The new Azioni Sviluppo”, concludes Basile, “are the right tool to help companies achieve sizes comparable to those of their global competitors, without jeopardising the assets of the entrepreneur’s contribution, which in many cases is the basis of success”.

The initiative was presented today in Milan, during a conference held at the headquarters of Assolombarda, with the participation, in addition to **Giorgio Basile**, Director of Research and Innovation in Assolombarda, of **Giovanni Domenichini**, Professor of business law at the University of Genoa, **Luca Lombardo**, Director Mid & Small Caps Markets Borsa Italiana, **Mario Boselli**, Chairman of *Associazione italiana delle aziende familiari*, **Giampio Bracchi**, Chairman of AIFI, **Salvatore Bragantini**, Economist and Commentator for Corriere della Sera, **Sergio Erede**, Partner in Studio Legale Bonelli Erede Pappalardo, **Emma Marcegaglia**, Vice Chairman of Confindustria and **Stefano Rangone**, Head of Equity and Mid Corporate in Mediobanca. Speeches by **Massimo Capuano**, Managing Director of Borsa Italiana, and **Diana Bracco**, Chairman of Assolombarda, concluded the conference.

### **What are Azioni Sviluppo and what are their characteristics**

This is an innovative category of shares that can be issued under the regulatory framework outlined in the 2003 reform to corporate law. With limited powers over management (vote on the revocation of directors), these shares provide privileged proprietary rights (greater remuneration compared to ordinary shares, pre-established payout level, etc.) and offer the right to be converted into ordinary shares if the minimum results established by the entrepreneur upon issue are not achieved. In the event of a transfer of control involving an obligatory public offer, they have a right to be included in the public offer.

They can be listed on the condition that the ordinary shares of the company have already been admitted to listing or are simultaneously listed.

### **Strengths of Azioni Sviluppo**

With this new financial tool, the entrepreneur is able to obtain the financial resources necessary to carry out important development projects, without relinquishing control of the company. The market, on the other hand, is able to participate in medium to long-term investments, benefiting from "preferred" profitability, but also from the advantages resulting from any transfers of control by the entrepreneur, with the right to convert the Azioni Sviluppo into ordinary shares under certain conditions.

### **Who can issue Azioni Sviluppo**

Although designed particularly for the requirements of medium-sized listed companies, the features of Azioni Sviluppo make them suitable to support the growth of unlisted companies as well. In fact, their issue allows for the possibility to open up the shareholder structure to institutional investors, a requirement for subsequent listing. This represents a possible "plus", therefore, in terms of facilitation for expansion of the offer for investors and, in the future, expansion of the Stock Exchange lists.