



C A M F I N S.p.A.

## PRESS RELEASE

### *Results of the Ordinary and Extraordinary Shareholders' Meeting:*

**THE 2003 FINANCIAL STATEMENTS APPROVED,  
INCLUDING A DIVIDEND OF €0.04  
ALLOCATED TO MORE-THAN-DOUBLE THE NUMBER OF SHARES  
THAN IN THE PREVIOUS FINANCIAL YEAR**

**THE NEW BOARD OF DIRECTORS IS NOMINATED:  
7 OUT OF 15 BOARD MEMBERS INDEPENDENTS**

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### *Result of Board of Directors' Meeting*

**NOMINATIONS TO THE EXECUTIVE PAY COMMITTEE, THE  
INTERNAL CONTROL AND CORPORATE GOVERNANCE  
COMMITTEE, AND THE SURVEILLANCE BOARD**

*Milan, 11 May 2004* – The Camfin S.p.A. Shareholders' Meeting met today in both ordinary and extraordinary session.

The ordinary session of the Camfin Shareholders' Meeting **approved** the Company **financial statements for the year 2003**, including a dividend payout of €0.04 per share, allocated to a more-than-double number of shares than in the previous financial year. The dividend settlement date has been set for 27 May, with ex-dividend date of 24 May 2004.

The **ordinary session** of the Shareholders' Meeting also nominated **15 new members of the Board of Directors** for a three-year mandate, terminating upon the approval of the financial statements as at 31 December 2006. In detail, the Shareholders' Meeting nominated the following Directors: Marco Tronchetti Provera, Carlo Alessandro Puri Negri, Alberto Pirelli, Carlo Acutis, Federico Falck, Nicoletta Greco, Giorgio Luca Bruno, Robert Haggiag Sr., Rocco Ottavio Pompei, Gianfelice Rocca, Giuseppe Tronchetti Provera, Luigi Tronchetti Provera, Raffaele Bruno Tronchetti Provera, Giovanni Jody Vender, and Lucio Igino Zanon di Valgiurata. The Board Members Carlo Acutis,

Federico Falck, Nicoletta Greco, Robert Haggiag Sr., Gianfelice Rocca, Giovanni Jody Vender, and Lucio Iginò Zanon di Valgiurata possess the prerequisites established by the Self-Regulatory Code for Listed Companies to qualify as independents. So there are **seven independent Board Members** out of a total of 15 seats on the Board of Directors.

In the **extraordinary session**, the Camfin Shareholders' Meeting approved the **proposals for amendments to the Company Charter** to update it in accordance with recent reforms to corporate law, among other things.

In addition, the Shareholders' Meeting approved the proposal to renew the Board of Directors' mandate to increase share capital and issue convertible bonds pursuant to articles 2243 and 2420-ter of the Italian Civil Code.

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The new Board of Directors met after the Shareholders' Meeting and confirmed Marco Tronchetti Provera as Chairman and Carlo Alessandro Puri Negri as Deputy Chairman.

In accordance with the Self-Regulatory Code for Listed Companies, the Board set up an **Executive Pay Committee**, nominating its members Gianfelice Rocca, Carlo Acutis, and Lucio Iginò Zanon di Valgiurata, and a **Internal Control and Corporate Governance Committee**, nominating its members Lucio Iginò Zanon di Valgiurata, Federico Falck, and Giovanni Jody Vender. The members of both committees are all non-executive and independent members of the Board of Directors.

In accordance with Organizational Model 231 adopted by the Company, the Board of Directors renewed the mandate of the members of the **Surveillance Board** previously in office, namely Lucio Iginò Zanon di Valgiurata, Filippo Tamborini, and Andrea Dozzi.

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