

CIR S.p.A.  
102nd Year of Business

ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

Turin, April 28 2008, 1<sup>st</sup> call  
Turin, April 29 2008, 2<sup>nd</sup> call

NOTICE OF ANNUAL GENERAL MEETING

Shareholders are invited to attend the Ordinary Sessions of the Annual General Meeting of the Shareholders of the Company to be held in the Congress Centre of the Unione Industriale di Torino in Turin - Via Fanti 17, on April 28 2008 at 10.30 a.m. at the first call and on April 29 2008 at the same time and the same place, if a second call is necessary, in order to discuss and pass resolution on the following:

AGENDA

1. Annual Report and Financial Statements for the year ended December 31 2007.  
Report of the Board of Statutory Auditors.  
Resolutions pertaining to the above.
2. Decision as to the number of Directors, election of the members of the Board of Directors for financial years 2008-2010 and decisions as to their compensation.
3. Appointment of the Board of Statutory Auditors for financial years 2008-2010 and decision as to their compensation.
4. Award, in accordance with the terms of D.Lgs. 58/98, for financial years 2008-2016, of audit mandates for the audit of the annual financial statements, of the consolidated accounts, of the semi-annual interim accounts and the ongoing check that the accounts are being held correctly; decision on the fees for the same.
5. Proposal to revoke the resolution adopted on April 27 2007 authorizing the buy-back of the Company's own shares and the disposal of the same and proposal for a new authorization.
6. Proposal regarding the approval of incentive plans for the year 2008.

Directors are elected on the basis of lists presented by the Shareholders which list the candidates in numerical order. The lists of candidates, endorsed by the Shareholders who have presented them, must be filed with the Company headquarters at least fifteen days before the date fixed for the first call of the Shareholders Meeting. Only Shareholders who alone or together with other Shareholders represent at least 2% (two per cent) of the share capital with voting rights at the Annual General Meeting can present lists. Further procedures for the preparation and presentation of lists and for putting them to the vote are contained in Article 8 of the Company Bylaws the current text of which is available to Shareholders at the Company headquarters or can be consulted online on the internet website of the Company [www.cirgroup.it](http://www.cirgroup.it).

The Statutory Auditors are appointed on the basis of lists of candidates. The lists of candidates, endorsed by the Shareholders who are presenting them, must be filed with the Company headquarters at least fifteen days before the date fixed for the first call of the Shareholders' Meeting. Only Shareholders who alone or together with other Shareholders represent at least 2% (two per cent) of the share capital with voting rights at the Annual General Meeting can present lists. Further procedures for the preparation and presentation of lists and for putting them to the vote are contained in Article 19 of the Company Bylaws the current text of which is available to Shareholders at the Company headquarters or can be consulted online on the internet website of the Company [www.cirgroup.it](http://www.cirgroup.it).

Shareholders are entitled to attend the Meeting of Shareholders provided that their intermediaries have sent in the notification required by Article 23 of Consob / Bank of Italy Measure of February 22 2008 at least two working days before the meeting.

Any holders of shares that have not yet been dematerialized should present their share certificates to an authorized intermediary for input into the centralized clearing system in electronic form, in accordance with the provisions of Article 38 of Consob / Bank of Italy Measure of February 22 2008, and should request that the notification as above be sent in within the time limit mentioned above.

*As from April 12 2008 Shareholders may obtain a copy of the documentation regarding the items on the agenda from the offices of the Company and from Borsa Italiana S.p.A.*

*The Financial Statements of the Company as of December 31 2007 and the Consolidated Accounts of the Group as of the same date will be available from March 28 2008 from the Company headquarters and from Borsa Italiana S.p.A.*

THE BOARD OF DIRECTORS

*Notice of this meeting was published in the newspapers "Il Sole-24 Ore" and "la Repubblica" on March 27 2008*