

# IFI

*Istituto Finanziario Industriale*

Società per Azioni

Registered office in Turin - Corso Matteotti, 26

Capital stock € 163,251,460.

Turin Company Register No. 00470400011

## **NOTICE OF EXTRAORDINARY AND ORDINARY STOCKHOLDERS' MEETING**

The ordinary and preference Stockholders are invited to attend the Extraordinary and Ordinary Meeting to be held at the Fiat Historical Center, Via Chiabrera 20 – Turin, on December 1, 2008 at 9.30 a.m., in first call and, on December 2, 2008, in second call, at 9.30 a.m., at the same place, to resolve on the following

### Agenda

#### **Extraordinary session**

1. Approval of the plan for the merger by incorporation of IFIL S.p.A. into IFI S.p.A., with the amendment to articles 1, 5, 6, 7, 10, 16, 27, 30 and 31 of bylaws; pertinent and related resolutions and delegations of powers.

#### **Ordinary session**

1. Amendment to article 6.3 of the set of rules applicable to the Stockholders' meetings of the company (the "Code").
2. Resolutions as regards the board of statutory auditors subsequent to vacations.

In accordance with the existing law, the board of directors' reports relating to the items on the Agenda of the ordinary session of the meeting as well as the relevant reports regarding the items on the Agenda of the extraordinary session of the meeting, which comprehend the plan for the merger, the boards of directors' reports pursuant to art. 2501-quinquies of the Italian Civil Code, the experts' reports pursuant to art. 2501-sexies of the Italian Civil Code, the 2005, 2006 and 2007 annual report of the companies taking part in the merger, with the attestations of the individuals in charge of the administration and accounting control activity, as well as the separate financial statements according to art. 2501-quater of the Italian Civil Code, are filed and made publicly available at the registered office of the company and at the stock exchange (Borsa Italiana S.p.A.), a copy of which the stockholders may ask for.

The aforementioned documents are also available on the company's web site: [www.gruppoifi.com](http://www.gruppoifi.com).

The information document, relating to the transaction as on the Agenda of the extraordinary session, pursuant to art. 70, paragraph 4 and art. 71-bis of Consob Regulation approved by resolution No. 11971/1999, as subsequently amended and integrated, will be made publicly available, at least 10 days prior to the stockholders' meeting, at the registered office of the company and at the stock exchange (Borsa Italiana S.p.A.).

Pursuant to art. 2370, paragraph 2 of the Italian Civil Code, no preference stockholders whom the communication has not been made to by an authorized intermediary adherent to the centralized management system of Monte Titoli S.p.A. are entitled to attend the meeting.

As for an easier access to the meeting, stockholders who wish to attend the meeting are requested to hand out a copy of the aforementioned communication.

Ordinary shares have been deposited in the company's deposit.

on behalf of the Board of Directors

The Chairman

John Elkann