

Angelo Moratti Soc. in Acc. p. A.

DI GIAN MARCO MORATTI E MASSIMO MORATTI

SHARE CAPITAL EUR 100 000 000 FULLY PAID-UP

**CANDIDACY FOR THE APPOINTMENT OF A NEW MEMBER OF THE
BOARD OF DIRECTORS OF SARAS S.P.A.**

The undersigned, as legal representative of shareholder **Angelo Sapa di Gian Marco Moratti e Massimo Moratti**, the owner of ordinary shares representing the percentage of share capital of SARAS S.p.A. indicated below:

Shareholder	No. shares	% of share capital
Angelo Moratti Sapa di Gian Marco Moratti e Massimo Moratti	594,000,000	62.461%

DECLARES

that it wishes to submit, in relation to item 2) "*Expansion of the Board of Directors from nine to ten members and the appointment of a new director Determination of remuneration. Related and consequent resolutions*" of the agenda for the ordinary shareholders' meeting of SARAS S.p.A. called for 27 April 2010 (first call), with second call on 28 April 2010 — the following candidacy:

CANDIDATE FOR NEW MEMBER OF THE BOARD OF DIRECTORS

No.	Surname	First name	Date and place of birth
1	MORATTI	GABRIELE	18/11/1978 - Milan

The candidacy is accompanied by the following documentation:

- Copy of the communication issued by the intermediary as proof of the number of shares held.
- Candidate's declaration of acceptance of the candidacy, in which he certifies, under his own responsibility, that there are no grounds for ineligibility or incompatibility, and that he meets the requirements prescribed by the laws in force and the articles of association relating to the office of director of the Company.
- Curriculum vitae showing the candidate's personal and professional details.
- Copy of valid identity document.

Milan, 12 April 2010

Signature

(Massimo Moratti)

CERTIFICATION OF PARTICIPATION IN THE CENTRALISED DEPOSITORY SYSTEM

“Rules governing centralised depositories, settlement, guarantee systems and related management companies”
issued jointly by the Bank of Italy and CONSOB with provision 22/2/2008”

Date of Issue: 07/04/2010 Order no.:
Annual prog. no: 183 Client ID: 342/1013656

PARTICIPANT: ANGELO MORATTI S.A.P.A.
Tax code: 01944530920
Address: FORO BUONAPARTE, 69 — 20121 MILAN (MI)
Place of birth: Date of birth:

THIS DOCUMENT CERTIFIES THE PARTICIPATION OF THE ABOVE-NAMED IN THE CENTRALISED DEPOSITORY SYSTEM IN RELATION TO THE FOLLOWING FINANCIAL INSTRUMENTS:

CODE	DESCRIPTION OF FINANCIAL INSTRUMENTS	QUANTITY
IT0000433307	SARAS ORD	594,000,000

THE FOLLOWING NOTES RELATE TO THE ABOVE-MENTIONED FINANCIAL INSTRUMENTS:

THIS DOCUMENT IS ISSUED TO CERTIFY THAT THE FOLLOWING RIGHT MAY BE EXERCISED:

This document certifies shareholding ownership for the purpose of presenting lists of candidates for appointment to the board of directors and board of auditors.

INTESA SANPAOLO PRIVATE BANKING SPA

SELF-ATTESTED AFFIDAVIT

PURSUANT TO ARTICLES 46 AND 47 OF PRESIDENTIAL DECREE 445 OF 28.12.2000

The undersigned, Gabriele Moratti, born in Milan on 18/11/1978, tax code: MRTGRL 78S18 F205Y, resident at Galleria De Cristoforis 7, Milan

WHEREAS

- A) the undersigned has been nominated by shareholder **Angelo Moratti S.a.p.a. di Gian Marco Moratti e Massimo Moratti** – with regard to the election of a new member of the Board of Directors on the occasion of the ordinary shareholders' meeting called for 27 April 2010 (first call), with second call on 28 April 2010 – for the post of director of SARAS S.p.A.
- B) the undersigned is aware of the requirements of the laws in force relating to the appointment to the office of director of SARAS S.p.A.

Now therefore

the undersigned, under his own responsibility, pursuant to article 76 of Presidential Decree 445 of 28 December 2000 regarding false or misleading statements,

DECLARES

- that there are no grounds for ineligibility, forfeiture or incompatibility and that he meets the requirements prescribed by law for the appointment to the position, including and in particular those relating to integrity, pursuant to the combined provisions of article 147-*quinquies* of Legislative Decree 58 of 24 February 1998, and article 2 of Ministerial Decree 162 of 30 March 2000;
- that he can dedicate the necessary time to ensure the duties assigned thereto as director of SARAS S.p.A are carried out effectively and diligently;
- that he undertakes to inform the Company promptly, and, in this regard, the Board of Directors of SARAS S.p.A., of any changes to the information provided in this declaration;
- that he undertakes to produce, upon request from SARAS, appropriate documentation to confirm the truthfulness of the information provided;
- that he has been informed, pursuant to article 13 of Legislative Decree 196 of 30 June 2003, that the personal data collected will be handled by the Company, also electronically, solely for the purposes for which this declaration is made.

CERTIFIES

- that he accepts the candidacy and possible appointment to the position of director of SARAS S.p.A.

Milan, 7 April 2010

In witness whereof

GABRIELE MORATTI

Born in Milan on 18 November 1978. After graduating in sociology and history of art from Duke University (USA), he immediately took up a position in SARAS within the human resources division, where he specifically worked on projects relating to environmental and safety training.

In June 2006, he joined JP Morgan, where he gained substantial experience in the financial sector, particularly in mergers and acquisitions, both in Milan and at the European headquarters in London.

At the end of 2007, he returned to SARAS as assistant to the General Manager, to work first-hand on the organisational/management projects in progress. In this position, he also worked on business development projects for the whole SARAS Group.

Positions held:

MANTA S.r.l. Chairman of the Board of Directors

Milan, 8 April 2010

