

ITALMOBILIARE SHAREHOLDERS APPROVE DIVIDEND OF 0.94 EURO FOR ORDINARY SHARES AND 1.018 EURO FOR SAVINGS SHARES – APPOINT NEW BOARD OF DIRECTORS

Milan, 3 May 2002 – The Italmobiliare S.p.A. **ordinary Shareholders Meeting** today approved the directors' report and financial statements for financial 2001 and carried a resolution to pay a steady dividend of 0.94 euro to ordinary shares and 1.018 euro to savings shares. The dividend will bear a full tax credit and will be paid as from next 23 May.

Italmobiliare shareholders also approved the appointment of the new corporate officers for the three-year period 2002-2004, and raised the number of Directors from seven to nine. The members of the new Board are Mauro Bini, Giorgio Bonomi, Giovanni Giavazzi, Italo Lucchini, Luca Minoli, Giorgio Perolari, Carlo Pesenti, Giampiero Pesenti and Livio Strazzera.

The members of the Board of Statutory Auditors for the three years 2002-2004 are Claudio De Re, Luigi Guatri and Paolo Marchi as Acting Auditors and Pietro Curcio, Dino Fumagalli and Eugenio Mercurio as Substitute Auditors.

At a meeting held immediately after the Shareholders' Meeting, the Board of Directors appointed Giampiero Pesenti as Chairman and Chief Executive Officer, Giovanni Giavazzi as Deputy Chairman and confirmed Carlo Pesenti as General Manager.

The Shareholders also extended authorization for the share buyback and disposal for a period of 18 months as from the date of the resolution; the purchase price for each share may not be more than 15% above or below the average share price on the Italian Stock Exchange in the three sessions prior to each buyback operation; the aggregate outlay may not exceed 50 million euro; the nominal value of the total number of ordinary and/or savings shares purchased, including any shares owned by subsidiary companies, may not exceed one tenth of share capital.

The Shareholders also approved an addition to the civil liability insurance coverage for Directors and Statutory Auditors to take account of the new general conditions on the insurance market.

At an extraordinary session, the Shareholders' Meeting approved a mandate for the Board to raise capital to service a stock options plan for Directors of the parent company and its subsidiaries, allowing for issuance of up to 350,000 Italmobiliare S.p.A. ordinary and/or savings shares. The Shareholders also approved a five-year extension to the Directors' mandate to raise share capital, in one or more operations, by issuing ordinary or savings shares for a maximum aggregate nominal amount of 260 million euro and to issue bonds and/or convertible bonds with warrants, in one or more operations, for an maximum aggregate nominal amount of 260 million euro.

The financial statements for 2001, approved today by the Shareholders' Meeting, closed with consolidated net sales of 4,206.7 million euro (+6.2%) with a gross operating profit of 1,048.7 million euro (+10.7%) and operating income of 653 million euro, up by 24% (excluding the effect of higher amortization charges at Italcementi Spa in 2000 for voluntary asset revaluations, operating income would have risen by 15.9%). The year closed with total net income of 353.3 million euro, a satisfactory result, albeit lower than the 2000 figure (368.9 million euro), when the group recorded much larger capital gains. Financial 2001 also reflected write-downs of equity investments in listed companies and non-recurring charges related to the restructuring of industrial operations. Group net income was 143.1 million euro compared to 186.6 million euro in the previous year. The strong results recorded by the Italmobiliare group reflected in particular the solid progress of the Italcementi group which, as announced on 13 March, reported group net income of 201.3 million euro, up 23.8% (excluding the effect of higher amortization charges at Italcementi S.p.A. in 2000 for voluntary asset revaluations, operating income would have increased by 9.4%). In 2001, the **Parent Company** Italmobiliare S.p.A. recorded net income of 66.8 million euro compared to 75 million euro in 2000. At 31 December 2001 Italmobiliare S.p.A. had unrealized capital gains on listed equity investments of 874.9 million euro, determined on the basis of average share prices over the previous six months. For 2001, the parent company Italmobiliare S.p.A. also reported financial income and charges of 122.8 million euro (123.5 million euro in 2000); income on ordinary operations was 104.4 million euro (110.8 million euro), while income before taxes was 104.3 million euro (109.2 million euro). Shareholders' equity amounted to 927.1 million euro (897.6 million euro at the end of 2000) and covered 71.3% of equity investments held as fixed assets. At the end of 2001, Italmobiliare and the wholly owned financial subsidiaries had a net financial position of 148.1 million euro, compared to 102.3 million euro at the end of 2000.