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PRESS RELEASE

Extraordinary Shareholders' Meeting 7 - 8 August 2014

Information supplementing the Explanatory Report on the proposed share capital increase against payment by means of an issue of ordinary shares to be offered on a pre-emptive basis to all shareholders for up to Euro 200 million

Bologna, 4 August 2014 – As a supplement to the Explanatory Report on the proposed share capital increase against payment, in divisible form, for up to Euro 200 million, by means of an issue of ordinary shares to be offered on a pre-emptive basis to shareholders pursuant to Article 2441, first paragraph, of the Italian Civil Code (the "**Rights Issue**"), subject to the approval of the Extraordinary Shareholders' Meeting of IGD - Immobiliare Grande Distribuzione SIQ S.p.A. ("**IGD**" or the "**Company**") convened for 7 and 8 August 2014, respectively on first and second call, the Company hereby gives the following information upon request of Consob (*Commissione Nazionale per la Società e la Borsa*) pursuant to Article 114, paragraph 5 of the Legislative Decree no. 58/98:

- *With respect to the paragraph "Rationale and use of proceeds of the rights issue":*
 - a. *provide an estimate of the net financial requirement for the six months following 30 June 2014, with focus on the separate portions thereof related to the flows respectively concerning operations management, investment activity and financial management, together with an indication on the amount of the net financial requirement for the twelve months following the same date, with focus on the main financial liabilities becoming due and the repayment requests (if any) submitted by the relevant lending banks.*

The estimate of the net financial requirement for the six months following 30 June 2014 is equal to approximately Euro -70.90 million (approximately Euro -148.03 million for the twelve months following 30 June 2014).

- (1) The estimate of the portion of the net financial requirement concerning operations management for the six months following 30 June 2014 is equal to approximately Euro +36.14 million (approximately Euro +69.55 for the twelve months following 30 June 2014); such net financial requirement is referred to the operating activities and does not include financial liabilities (included in the net financial requirement concerning financial management); furthermore, such amount includes the estimate of

the positive flows deriving from the sale of real estate units of the “Progetto Porta a Mare”, which do not constitute Investment Property under IAS 40 but Inventories under IAS 2.

- (2) The estimate of the portion of the net financial requirement concerning investment activity for the six months following 30 June 2014 is equal to approximately Euro -34.73 million (approximately Euro -45.04 million for the twelve months following 30 June 2014); such net financial requirement refers to investments that, even though approved by the Issuer, have been subject to sub-contractors’ agreements or formal commitments only limited to approximately Euro 24.27 million (approximately Euro 34.59 million for the twelve months following 30 June 2014), while the sub-contracts related to the remaining investments, equal to approximately Euro 10.45 million, will be finalized by the end of fiscal year 2014, with the possibility to re-schedule the timing of the relevant investments. Such net financial requirement refers to the investments estimated for the reference period and does not include any disinvestments.
- (3) The estimate of the portion of the net financial requirement concerning financial management for the six months following 30 June 2014 is equal to approximately Euro -72.30 million, including short term financial liabilities expiring by 31 December 2014 (approximately Euro -172.54 million for the twelve months following 30 June 2014, including the financial liabilities expiring within twelve months).

The following chart summarizes the main financial liabilities respectively expiring by 31 December 2014 and 30 June 2015:

Main financial liabilities	Expiring by 31 December 2014	Expiring by 30 June 2015
(in Euro million)		
Credit lines – Hot money – Overdraught	-33,11	-
Loan installments – Interest Rate Swap	-36,57	-62,04
Bond coupon	-	-12,09
Total	-69,67	-74,14

In respect of the foregoing financial liabilities, the Company has not received any repayment request from the relevant lending banks.

b. measures identified by the Company to meet the aforementioned net financial requirement, with specific reference to the proceeds of the rights issue.

While benefiting from ample available lines of credit, in order to meet the net financial requirement for the six months following 30 June 2014, equal to approximately Euro -70.90 million, at first the Group intends to use the proceeds of the envisaged Rights Issue which, in case of subscription in full, net of approximately Euro 95 million used to purchase the real estate assets, are estimated in approximately Euro 105 million (including the costs of the transaction). In such respect, as already disclosed to the market, Coop Adriatica

and Unicoop Tirreno, IGD's majority shareholders, have undertaken to subscribe in full their respective portions of the Rights Issue, while as far as the residual amount is concerned, the offer shall be assisted by an underwriting syndicate promoted, coordinated and managed by BNP Paribas, which, on 7 July 2014, has undertaken a pre-underwriting commitment in respect of the unsubscribed shares.

In order to meet the further net financial requirement related to the six months between 1 January 2015 and 30 June 2015, equal to approximately Euro 77 million, the Group intends to use (i) the residual amount of the proceeds of the Rights Issue (equal to approximately Euro 34.1 million including the costs of the transaction) and (ii) the available lines of credit for an amount equal to Euro 229.53 million

c. alternative measures to meet the net financial requirements in the event that the rights issue is not fully subscribed.

If the Rights Issue is not fully subscribed, the Group intends (i) to use the aforementioned available lines of credit for an amount of Euro 229.53 million, or (ii) since the Group has real estate free of encumbrances worth a total of Euro 360.69 million, to enter into financial transactions secured by such real estate, or (iii) if necessary, to re-schedule the timing of the planned investments.

- *As to the subscription commitments of the Rights Issue undertaken by Coop Adriatica and Unicoop Tirreno, in relation to their respective portions, and the pre-underwriting commitment undertaken by BNP Paribas in respect of the unsubscribed shares, please indicate the conditions precedent and termination events (if any) of the commitments respectively undertaken by the shareholders and by BNP Paribas.*

The subscription commitments of Unicoop Tirreno and Coop Adriatica with regard to their respective portions of the Rights Issue (which respectively amount to approximately 43.99% and 12.93%), for an aggregate percentage equal to approximately 56.92% and an aggregate counter-value equal to approximately Euro 114 million, are exclusively subject to the approval of the Rights Issue by the Shareholders' Meeting convened for 7 and 8 August 2014.

Pursuant to the pre-underwriting agreement entered into by and between the Company and BNP Paribas on 7 July 2014, the underwriting commitment of BNP Paribas is subject to the following conditions:

- (i) the Company and BNP Paribas having reached an agreement on the final terms and conditions (including the subscription price) of the Rights Issue as well as on the relevant timing;
- (ii) the Company and BNP Paribas entering into an underwriting agreement, the terms of which will be customary for a transaction of this type;
- (iii) IGD having obtained all approvals and authorizations necessary for the Rights Issue and all such approvals and authorizations not being revoked, withdrawn or made null and void;
- (iv) the documentation related to the Rights Issue being in line with the best disclosure standards;

- (v) the completion by BNP Paribas of the due diligence activities;
- (vi) the irrevocable subscription commitment of the shareholders Coop Adriatica and Unicoop Tirreno not being revoked, withdrawn or made null and void prior to the execution of the underwriting agreement;
- (vii) there not having occurred certain prejudicial events (eg. “*material adverse change*”, “*force majeure*”);
- (viii) the participation of BNP to the Rights Issue having been approved by the competent internal committees.

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