AUDITORS' REPORT ON THE CORRESPONDENCE TO THE MARKET VALUE OF THE ISSUE PRICE OF THE SHARES REGARDING THE INCREASE IN SHARE CAPITAL, EXCLUDING PRE-EXEMPTION RIGHTS, AS SET OUT IN ARTICLE 2441, FOURTH PARAGRAPH, SECOND SENTENCE, OF THE ITALIAN CIVIL CODE AND ARTICLE 158, FIRST PARAGRAPH, OF LEGISLATIVE DECREE N°58 OF 24 FEBRUARY 1998

To the Shareholders of
Immobiliare Grande Distribuzione SIIQ SpA

1 OBJECT AND PURPOSE OF THE ENGAGEMENT

With regard to the proposed share capital increase in cash with the exclusion of pre-exemption rights pursuant to article 2441, fourth paragraph, second sentence, of the Italian Civil Code, described below, we have received from the Board of Directors of Immobiliare Grande Distribuzione SIIQ SpA (hereinafter "IGD" or the "Company") the report dated 14 March 2014 (hereinafter the "Directors' Report" or the "Explanatory Report"), which describes and justifies this operation. This proposal provides for a capital increase in cash, in one or more tranches, for a total amount of Euro 18,096,089.60, including any share premium, through issuing ordinary shares without indicating a stated par value with dividend rights.

According to the Directors' Report, the capital increase, the maximum amount of which will be equal to 80% of the total profit which will be distributed to the shareholders for 2013, is reserved exclusively to dividend recipients, thus allowing them to use the sums received as dividends to subscribe to the new shares issued resulting from the capital increase and at the same time allowing the Company to strengthen its capital structure.

This proposal will be subject to the approval of the extraordinary Shareholders' Meeting of the Company convened for 15 April 2014, the first call and, if necessary, the second call on 16 April 2014.

Pursuant to article 2441, fourth paragraph, second sentence of the Italian Civil Code and to article 158, first paragraph, of Legislative Decree n°58 of 24 February 1998, we hereby express our opinion on the correspondence of the issue price of the new IGD shares to the market value of the same or, in the circumstances, on the adequacy of the criteria proposed by the directors for the purposes of determining a stock issue price corresponding to the market value of the same at the moment of the capital increase.

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In the context outlined above, the directors have decided to use the rights given only to the companies with shares listed on regulated markets under article 2441, fourth paragraph, second sentence, of the Italian Civil Code and incorporated by Article 6.3 of the company By-laws. The directors have therefore decided to submit for approval at the extraordinary Shareholders' Meeting of IGD a proposal for a share capital increase in cash, in one or more tranches, excluding pre-exemption rights, within the limit of 10% of the existing share capital of the Company, pursuant to article 2441, fourth paragraph, second sentence, of the Italian Civil Code.

2 NATURE AND SCOPE OF THIS REPORT

As anticipated, pursuant to article 2441, fourth paragraph, second sentence, of the Italian Civil Code, the issue price of the shares as part of a capital increase with the exclusion of pre-exemption rights within the limit of 10% of the existing share capital of the company must correspond to the market value of the shares and this must be confirmed in a specific report by a statutory auditing firm.

With reference to the correspondence requirement of the issue price to the market value, as required by the rule mentioned above, the Board of Directors decided, in the circumstances, to propose that the extraordinary Shareholders' Meeting should not establish a precise and final issue price of the shares corresponding to the market value of the same, but rather determine the criteria which the Board of Directors itself will have to comply with, during the execution of the capital increase, taking into account the period of time between the resolution on the capital increase and its implementation.

Therefore, in view of the specific nature and characteristics of the above operation, as referred by the directors and reported below, our opinion is expressed, in order to strengthen the information in favour of the shareholders regarding the proposed capital increase, exclusively in relation to the adequacy of the criteria used by the directors to identify an issue price of the shares which corresponds to the market value of the same at the time of the capital increase.

This report indicates, therefore, the criteria proposed by the directors to determine the issue price of the new shares and any evaluation difficulties encountered and is formed by our considerations on the adequacy, in reasonable and non-arbitrary terms under the circumstances, of this criteria.

In carrying out this engagement we have not made an economic evaluation of the Company, as such an activity is beyond the scope of work assigned to us.

3 DOCUMENTATION USED

In performing our work we obtained directly from the Company or through it, the documents and information considered useful in this case.

More specifically, we have analysed the following documentation:

- Report of the Board of Directors for the proposed capital increase dated 14 March 2014, where the reasons for the proposal, the purpose of it and the arrangements for determining the issue price are described;

- minutes of the Board of Directors meeting of 27 February 2014, which approved the above proposal for the capital increase;

- separate financial statements and consolidated financial statements of the Company, together with the directors' and the Board of Statutory Auditors reports, audited by us for the year ended 31 December 2013, and for which we issued our auditors' reports dated 20 March 2014;

- trend in market prices of IGD shares recorded in the period prior to the date of the Explanatory Report and other information such as volatility of the stock and average daily traded volumes;

- Company's By-laws;

- documentation prepared and information obtained from the advisor Mediobanca – Banca di Credito Finanziario SpA (the "Financial Advisor"), appointed by the Company to identify the most appropriate criteria for determining the issue price which corresponds to the market value;

- accounting and statistical information, publically available on the Company and the Group, as well as any other information deemed useful for the purposes of this analysis;

- corporate studies recently prepared by financial analysts in relation to the Company.

We have also obtained written confirmation, in a letter released by the Company on 25 March 2014, which, to IGD's directors knowledge, there have been no significant changes to the data and information considered in the course of our analysis.

4 ASSESSMENT CRITERIA ADOPTED BY THE DIRECTORS FOR DETERMINING THE ISSUE PRICE OF THE SHARES

4.1 INTRODUCTION

As mentioned above, for the capital increase operation under consideration, the Board of Directors has proposed to the shareholders to decide on a criteria to determine the issue price of the new shares, which the Board of Directors must comply with in implementing the capital increase and not to establish during the Shareholders' Meeting a precise and final issue price.

In this regard, the directors, taking into account the provisions of article 2441, fourth paragraph, second sentence, of the Italian Civil Code, in the Explanatory Report stressed that any possible final and fixed price set in the shareholders' resolution might not reflect the market value of the shares at the time of the capital increase, in view of the time lapse between the moment of the shareholders' resolution and the moment in which the increase will be carried out by the Board of the Directors.

4.2 THE CRITERIA IDENTIFIED BY THE DIRECTORS FOR THE DETERMINATION OF THE ISSUE PRICE

In illustrating the chosen methodology for determining the issue price of the shares, the directors initially found that the wording of article 2441, fourth paragraph, second sentence, of the Italian Civil Code refers to the "*market value*" and, given the length of time which will elapse between the decision to increase the capital and its implementation, they considered appropriate that in the proximity of the share offer, in accordance with the criteria indicated in the Explanatory Report, the market value of the shares is verified at the time of implementing the resolution to increase the capital. In this regard, the directors believe that, if it were to establish a precise and final share price, there would be a risk that the price, at the time of execution of the capital increase, would not correspond to the market value of the same. It should be noted, however, that article 2441, fourth paragraph, second sentence, of the Italian Civil Code refers to the "market value" but without providing further guidance in this regard, even concerning the timing, and therefore leads to the conclusion of eligible multiple criteria, also different, to be determined according to the characteristics of the individual operations of capital increase.

In this context, the Board of Directors decided to refer to a figure which is a generally accepted market practice and which is the market price of the shares of the issuing company in the relevant regulated market.

In this regard, in the absence of similar transactions carried out in Italy, the Board of Directors deemed it appropriate to propose the same criteria utilized in determining the price used in previous operations of capital increase which was reserved to shareholders with dividend rights, in line with the practice in Europe. In particular, the Board of Directors, with the support of the Financial Advisor, has analysed the shares recently issued by some French and Spanish issuers, noting that in such cases the price was determined on the basis of the average price over a determined period of time ranging from 5 to 20 trading days. In this case, taking into account the above analysis, the Board of Directors of IGD deemed it appropriate to identify the issue price of the new shares with the arithmetic average of the official prices of IGD shares recorded in the 8 trading days prior to the date of the Board of Directors meeting which will set the mentioned price, adjusted, based on market practices, by deducting the amount of the dividend for the year 2013 – which is expected to be distributed at a later date after the issue price has been determined by the Board of Directors – and by applying a certain discount.

As shown in the Directors' Report, the analysis of similar operations carried out in France has resulted in a discount applied on the average market prices of approximately 10%; this discount was introduced, among other things, in order to mitigate the risk of decreases in the share price from the price fixing date and the time in which the shareholder can exercise the right to request the new shares instead of a cash dividend.

In this regard, for the purposes of determining the discount, the directors acknowledge to have taken into account the volatility of the shares, the time lapse between the price determination and the increase in capital, the lack of an Italian tax incentive for the reinvestment of the dividend as well as the current market conditions and the market practice for placing securities.

In view of the above, the Board of Directors has decided to propose to the extraordinary Shareholders' Meeting a criteria for fixing the issue price of the shares resulting from the capital increase, which should be the arithmetic average of the official prices of IGD shares recorded in the 8 trading days prior to the date of the Board of Directors meeting which will set the mentioned price, adjusted by deducting the amount of the dividend for the year 2013 and by applying a discount up to a maximum of 10%.

The Board of Directors has also decided to establish a minimum issue price of the shares by proposing to the extraordinary Shareholders' Meeting that this issue price cannot be lower than Euro 0.69 per share, which is equal to the arithmetic average of the official prices of IGD shares recorded in the six months prior to 27 February 2014, adjusted by deducting the amount of the dividend proposed for the year 2013 and by applying a discount of 15%.

5 EVALUATION DIFFICULTIES ENCOUNTERED BY THE BOARD OF DIRECTORS

In the Report of the Board of Directors no difficulties are encountered by the directors in relation to the choice of criteria proposed by them, referred to in paragraph 4 above.

6 WORK PERFORMED

For the purposes of our engagement we have carried out the following activities:

- examined the minutes of the Board of Directors' meeting of 27 February 2014;
- carried out a thorough review of the Directors' Report;
- examined, for the purposes referred to in this work, the current company By-laws;
- carried out interviews with the company's management and the Financial Advisor;
- examined the document prepared by the Financial Advisor to support the directors in defining the criteria for determining the issue price of the new shares;

- carried out a thorough examination of the criteria adopted by the directors in determining the issue price of the shares, in order to verify its reasonable, motivated and non-arbitrary content in the circumstances;

- examined the most recent studies prepared by financial analysts with reference to IGD;

- considered the necessary elements to ensure that this criteria was technically suitable, in the specific circumstances, in reasonable and non-arbitrary terms, to determine the issue price of the shares corresponding to their market value at the time of the capital increase;

- verified the completeness and non-contradictory terms of the reasons given by the Board of Directors regarding the choice of the above criteria;

- carried out checks on the performance of the company shares on the stock market up to the date of this report and other information such as for example, reference time period, the significance of prices considered, type of average used, characteristics of the floating funds, volatility of the stock and average daily traded volumes;

- carried out an analysis of similar market operations in order to verify that the criteria for determining the market price and the discount rate were in line with those generally applied by other companies for similar operations;

- reading the minutes of the Board of Directors' meetings for the financial year 2013 until the present date;

- received confirmation from the Company's legal representatives on the completeness and correctness of the documentation which has been made available to us and on the fact that, to the best of their knowledge, at the date of our report, there are no significant changes to make to the reference data of the transactions and to all the other elements taken into consideration.

7 COMMENTS ON THE ADEQUACY OF THE VALUATION METHODS ADOPTED BY THE DIRECTORS IN DETERMINING THE ISSUE PRICE OF THE SHARES

The Directors' Report describes, in paragraph 4, the reasons underlying the methodology adopted by the Board of Directors and the logical process followed by them for the purposes of determining the issue price of the shares.

In this regard, taking into account the specific characteristics of the operation, we set out our considerations on the adequacy, in reasonable and non-arbitrary terms, of the criteria adopted by the directors for the purposes of identification, in the circumstances, of an issue price of the shares which corresponds to the market value at the time of the capital increase:

- with reference to the decision of the directors to propose to the shareholders' approval not to establish a precise and final issue price, but rather determine the criteria for establishing the price, as also noted by the directors itself, this is in line with market practice and with generally accepted practice;

- in the circumstances, the reference to market price of IGD's share adopted by the directors appears consistent with the need to identify an issue price of the shares corresponding to their market value, since IGD is a company with its shares listed on regulated markets;

- in particular, the decision of the directors to use average market values, which allows to minimise the risks arising from significant short-term fluctuations in stock prices, appears to conform with the generally accepted practice and cases so far;

- with regard to the timing range of stock market prices to be used as the basis for calculating the average, the choice of the directors of a period of 8 trading days near the implementation of the capital increase appears to comply, also in this case, with the prevailing generally accepted practice and, for companies with characteristics similar to those of IGD, even in the light of the analyses carried out by the Financial Advisor, can be considered reasonable and non-arbitrary in order to represent the market value of the shares;

- in relation to the application of a discount, even though the reference to the market value indicated in article 2441, fourth paragraph, second sentence, of the Italian Civil Code, would seem to imply a reference to stock prices, it does not however exclude the applicability to these of a corrective factor. In this regard, the existing practice, supported by the European market practice, as also noted by the Financial Advisor, tends to consider that the issue price of the shares at market value should not be intended as the exact and absolute coincidence of such amounts. It is in fact recognised that the issue price can present some deviation from the exact market value, as a result of the application of a discount, in respect of the market price. In this regard, the decision of the directors to apply a discount in determining of the issue price appears reasonable and non-arbitrary in the circumstances;

- finally, as regards to the introduction of a *floor* for the maximum protection to the current shareholders against the risk of diluting the value of their shares, the directors have established that the issue price of the shares determined using the criteria outlined above cannot be lower less than Euro 0.69 per share, or equal to the arithmetic average of the official price of IGD's shares recorded in the 6 months prior to 27 February 2014 adjusted by deducting the amount of the proposed dividend for the year 2013 and by applying a discount of 15%.

The aspects discussed above have been taken into consideration in order to issue this report.

8 SPECIFIC LIMITATIONS ENCOUNTERED BY THE AUDITORS AND ANY RELEVANT ISSUES ARISING IN CARRYING OUT THIS ENGAGEMENT

With reference to the limitations and difficulties encountered in carrying out our engagement, we would point out the following:

- the increase to the share capital proposed by the Board of Directors, having established the maximum number of shares to be issued, does not indicate the issue price of the said shares, but rather the criteria for determining the same. Therefore, this report does not relate to the correspondence of the issue price of the shares, to date not yet established, to its market value, but to the adequacy, in reasonable and non-arbitrary terms, of the criteria proposed by the directors in determining an issue price of the shares corresponding to its market value at the time of the capital increase;

- the valuations based on stock market prices, although mitigated by the fact that reference has been made not to a precise figures, but to average data calculated on the basis of different time frames, are subject to the performance of the financial markets and can therefore highlight, particularly in the short term, considerable fluctuations in relation to the uncertainty of the economic situation, both Italian and international. The performance of the financial markets and Stock Exchanges, both Italian and international, has showed a tendency to significant fluctuations over time, especially in relation to the uncertainty of the general economic framework. The stock performance may also be influenced by speculative pressures or linked to outside and unpredictable factors unconnected with the economic and financial prospects of individual companies. Moreover, considering that the issue price of the shares will be determined after the date of this report, the possibility cannot be excluded that unforeseen circumstances may intervene, with possible effects on the issue price, in a more or less significant extent, depending on the time the valuation is carried out.

We also draw attention to the following important aspects:

- the execution of the capital increase will be implemented by the Board of Directors who will be responsible for executing the mandate given, by identifying the share issue price, in accordance with the criteria set out by the extraordinary Shareholders' Meeting. In this regard, the criteria for determining the issue price is linked to future market trends and, therefore, the execution of the decision will refer to an updated market value of the shares at the date of execution of the same;

- the criteria chosen by the directors refer to a future interval, limited and restricted, highlighted in the Explanatory Report, which may affect the determination of stock market prices and therefore the issue price of the shares in relation to the use by the market of such information. In particular, it cannot be excluded that, in the event that the considerations on which the criteria adopted by the directors were based have changed, the conclusions of this report regarding the adequacy of the criteria may no longer be applicable at the date of execution of the capital increase.

Finally, it should be stressed the fact that the directors, for the purposes of determining the issue price of the new shares, have not adopted analytical control methods using prospective economic and financial data provided by business plans approved by the Company directors, but have exclusively used criteria based on stock prices, as required by the law.

9 CONCLUSIONS

On the basis of the documentation examined and the procedures described above, taking into account the nature and the scope of our work indicated in this report and without prejudice to the provisions of paragraph 8 above, we believe that the criteria established by the directors in relation to the above described share capital increase, excluding pre-exemption rights, are adequate and, in the circumstances reasonable and non-arbitrary, for the purposes of determining an issue price of the shares corresponding to the market value of the same at the time of the capital increase, as set out in article 2441, fourth paragraph, second sentence, of the Italian Civil Code.

Bologna, 25 March 2014

PricewaterhouseCoopers SpA

Signed by
Roberto Sollevanti
(Partner)

This report has been translated into English language from the original, which was issued in Italian, solely for the convenience of international readers.