IMMOBILIARE GRANDE DISTRIBUZIONE SOCIETÀ DI INVESTIMENTO IMMOBILIARE QUOTATA S.P.A.

Registered office: Via Agro Pontino 13, Ravenna, Italy

Share capital approved: EUR 392,855,256.00

Share capital fully subscribed and paid-in: EUR 309,249,261

Ravenna Companies Register and tax identification no. 00397420399

Company subject to the direction and control of Coop Adriatica S.c.a.r.l.

ANNUAL GENERAL MEETING OF IGD SIIQ S.P.A.
19 APRIL 2012, 10:00 A.M. IN FIRST CALL
AT THE HEADQUARTERS OF IGD SIIQ S.P.A. IN IN BOLOGNA, VIA TRATTATI COMUNITARI EUROPEI 1957-2007 N.13, **AND, IN SECOND CALL, ON 20 APRIL 2011, SAME PLACE AND TIME**

REPORT OF THE BOARD OF DIRECTORS OF IGD SIIQ S.P.A. FOR THE ORDINARY GENERAL MEETING

PREPARED BY THE BOARD OF DIRECTORS IN ACCORDANCE WITH ARTICLES 125-*TER* AND 154-*TER* OF LEGISLATIVE DECREE N. 58/1998 AS WELL AS ART. 73 OF THE CONSOB REGULATION ADOPTED IN RESOLUTION N. 11971/1999

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AGENDA OF THE ORDINARY GENERAL MEETING

1. Separate financial statements at 31.12.2011; Directors' report on operations; External auditors' report; Report of the Board of Statutory Auditors; presentation of the consolidated financial statements at 31.12.2011; allocation of the net profit for the year; report on compensation in accordance with Art. 123-*ter*, paragraph 6, of Legislative Decree n. 58/98; related and consequent resolutions;
2. Authorization to buy and sell treasury shares; related and consequent resolutions;
3. Appointment of the Board of Directors
    3.1. Determination of the number of directors
    3.2. Determination of the Board of Directors' term of office
    3.3. Appointment of the Board of Directors
    3.4. Determination of the Board of Directors' remuneration

4. Appointment of the Board of Statutory Auditors
    4.1. Appointment of three standing and two alternate auditors
    4.2. Appointment of the Chairman of the Board of Statutory Auditors
    4.3. Determination of the Board of Statutory Auditors’ remuneration

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Item 1 of the Agenda of the Ordinary General Meeting - Separate financial statements for the year ended 31 December 2011; Directors' report on operations; External auditors' report; Report of the Board of Statutory Auditors; the consolidated financial statements for the year ended 31 December 2011; allocation of the profit for the year; remuneration report pursuant to 123-*ter*, paragraph 6, of Legislative Decree 58/98; related and consequent resolutions.

Dear Shareholders,

The separate financial statements for the year ended on 31 December 2011 which are being submitted to you for your approval show a net profit of €29.97 million and an EBIT of €62.58 million which, net of fair value adjustments, reaches €68.74 million, a rise with respect to 2010 explained primarily by the increased revenue generated by both the new openings made in 2010 which became fully operative in 2011 and the new acquisitions made in the year of the last two floors of the office building where the Group’s headquarters are located (in part leased to third parties) and the “City Center” building on via Rizzoli, both in Bologna, as well as the hypermarkets in Conegliano and Palermo.

The IGD Group’s total operating revenue at 31 December 2011 amounted to €124.7 million, an increase of 7.3% with respect to the €116.2 million posted in 2010, thanks to both the increase in core business revenue and the new acquisitions/expansions completed between the end of 2010 and 2011. Core business revenue reached €122.9 million, a rise of 5.8% with respect to the €116.2 million recorded in 2011. More in detail, rental income at 31 December 2011 was up by 6.9% with respect to 2010 due, in part, to the increase of the like-for-like perimeter which grew by 3.09%. Total EBITDA in 2011 amounted to €88.5 million, an increase of 7.5% versus the €82.3 million posted in the prior year. The IGD Group’s core business EBITDA at 31 December 2011 amounted to €88.1 million, an increase of 6.8% with respect to the €82.5 million recorded at 31 December 2010.

Direct costs, pertaining to the core business and including personnel expenses, amounted to €25.3 million at

31 December 2011, a rise of 6.17% with respect to the prior year. These costs as a percentage of revenue were, however, basically unchanged with respect to the prior year, coming in at 20.55%. General expenses for the core business, including payroll costs at headquarters, amounted to €9.5 million, versus €9.9 million at 31 December 2010, a drop of 3.66% linked to cost rationalization.

The EBITDA margin for the core business improved further, rising from the 70.99% posted in 2010 to 71.68% in 2011, in line with the positive trend recorded in prior years. The IGD Group's EBIT at 31 December 2011 amounted to €73.5 million, an increase of 7.7% with respect to the €68.3 million recorded at 31 December 2010 due to the increase in Ebitda and despite the increase in fair value devaluations. The Group's portion of net profit at 31 December 2011 amounted to €30.1 million, an increase of 2.4% with respect to the €29.3 million posted in 2010. The Funds from Operations (FFO) rose from €43 million at 31 December 2010 to approximately €43.3 million at 31 December 2011, an increase of 0.6%.

In 2011 the growth of the Group's portfolio perimeter was accomplished maintaining the level and the relative cost of debt under control: the adjusted gearing ratio, calculated as the ratio of net adjusted financial debt and net adjusted equity (which do not reflect the mere accounting effect of the fair value valuation of derivatives), came in, in fact, at 1.38 compared to 1.28 at 31 December 2010.

The IGD Group's net financial debt at al 31 December 2011 amounted to €1.129 billion, substantially in line with the €1.017 billion recorded at 31 December 2010. The change is primarily attributable to development carried out in 2011.

The Real Estate Portfolio at 31 December 2011

Based on CB Richard Ellis's and Reag's independent appraisals, the market value at 31 December 2011 of the Igd Group's real estate portfolio reached €1,924.6 million, an increase with respect to the €1,804 million recorded at 31 December 2010, due to the enlarged perimeter following the new acquisitions made in 2011. The market value of the IGD Group's portfolio in Italy at 31 December 2011 on a like-for-like basis was basically unchanged with respect to a year earlier (-0.05%), despite the negative impact on fair value of the introduction in December 2011 of a municipal property tax (*Imposta Municipale Unica sugli immobili* or IMU), while market value in Romania fell slightly (-1.17%).

The results described make it possible to propose that shareholders approve payment of a dividend equal to €0.08 per outstanding IGD SIIQ SpA share, excluding the 10,976,592 treasury shares held by the Company. The dividend will be payable as of 24 May 2011, going ex-div on 21 May 2011. €1,226,877 will be allocated to the fair value reserve and €1,437,032 to the legal reserve pursuant to Art. 2430 of the Italian Civil Code and €3,441,803 will be carried forward.

The remuneration report prepared by the Company in accordance with Art. 123-*ter* of Legislative Decree 58/1998 will be made available to the public following the Annual General Meeting convened to approve the financial statements at 31 December 2011.

This report was approved by the Board of Directors on 8 March 2012, subject to approval by the Compensation Committee, and made available to the public in accordance with the law.

The first part of the remuneration report, submitted to the shareholders for approval, describes the Company's remuneration policy with respect to the directors, general managers and managers with strategic responsibilities, as well as the procedures used to adopt and implement this policy.

In light of the above, the Board of Directors submits the following proposal to you for approval:

"*The shareholders of Immobiliare Grande Distribuzione Società di Investimento Immobiliare Quotata S.p.A.,*

- *having seen the Board of Directors' report on operations;*
- *having seen the Board of Statutory Auditors' report;*
- *having examined the Company's financial statements for the year ended 31 December 2011;*
- *having acknowledged the report prepared by the external auditors Reconta Ernst & Young S.p.A.;*
- *as the total maximum number of ordinary shares with dividend rights at the proposed ex-div date amounts to 309,249,261.00;*

resolve

1. *to approve the Board of Directors' report on operations and the financial statements of IGD SIIQ S.p.A. for the year ended 31 December 2011;*
2. *to approve the Board of Directors' proposal to allocate the profit for the year of €*29,967,526 *as follows:*
    a) *€*1,226,877 *to the fair value reserve;*
    b) *€*1,437,032 *to the legal reserve;*
    c) *€*23,861,814 *to the shareholders as a dividend equal to €0.08 per each outstanding share which reflects treasury share accretion;*
    d) *€*3,441,803 *to be carried forward.*

    The dividends to be distributed derive entirely from exempt operations and represent not less than 85% of the income generated by these operations in accordance with the norms and regulations *governing the SIIQ regime*.

3. *to grant the Board of Directors – and on its behalf the Chairman and Chief Executive Officer – the power to determine the exact number of shares with dividend rights, the amount paid to each outstanding share and, consequently, the income to be carried forward*;
4. *to approve the first part of the Renumeration Report adopted by the Board of Directors on 8 March 2012 pursuant toe Art. 123-ter of Legislative Decree n. 58 dated 24 February 1998.*"

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Item 2 of the Agenda of the Ordinary General Meeting – Authorization to buy and sell treasury shares; related and consequent resolutions.

Dear Shareholders,

On 20 April 2011 shareholders granted the Board of Directors the authorization to buy and sell treasury shares pursuant to Art. 2357, second paragraph, of the Italian Civil Code. The authorization to purchase treasury shares was effective for eighteen months as from the date of the shareholder's resolution, while the authorization to dispose of treasury shares was without a time limit. The authorization to purchase treasury shares, therefore, will expire on 20 August 2012.

We propose that the shareholders renew the authorization granted the Board, revoking the authorization which is about to expire and granting a new authorization for a period of 18 months. The authorization we propose to grant to the Board will be in line with the one granted on 20 April 2011.

<u>Reasons underlying the proposed authorization</u>

The authorization to buy and sell treasury shares is deemed opportune in order to pursue the Company's aims as allowed by regulations and market practices recognized by Consob, which include:

i) trading and hedging transactions;

ii) to invest liquidity;

iii) to allow for the use of treasury shares in transactions related to current operations and business projects in accordance with the strategic guidelines pursued by the Company, in relation to which opportunities arise to exchange, swap, contribute or otherwise dispose of said shares.

<u>Maximum number of shares subject to authorization</u>

The share capital approved to date amounts to €392,855,265.00 of which €309,249,261.00 is subscribed and paid-in. The share capital is comprised of 309,249,261.00 ordinary shares with a face value of €1.00

each.

In this regard, we propose that the shareholders authorize the purchase of treasury shares on one or more occasions of up to the maximum permitted by law.

The purchases may be made using distributable income and available reserves as of the last annual report approved.

The authorization includes the ability to dispose, including before the maximum amount has been purchased, and repurchase the shares held to the extent that the total treasury shares held by the Company does not exceed the limit established in this authorization.

Useful valuation information provided pursuant to Art. 2357, paragraph 3 of the Italian Civil Code.

As of the date of this report the Company holds 10,976,592 treasury shares or 3.549 % of the share capital. IGD SIIQ S.p.A.'s subsidiaries do not hold any shares in the Company. The subsidiaries are required to advise of any purchases made in a timely manner in accordance with and pursuant to Art. 2359-*bis* of the Italian Civil Code.

Duration of the authorization

The authorization to purchase treasury shares will be effective for eighteen months as from the date of the shareholder's resolution.

There is no time limit on the authorization to dispose of the shares.

Maximum and minimum prices

The purchases may be made at prices which comply with Art. 5, paragraph 1, of EC Regulation n. 2273/2003 of 22 December 2003. More in detail, based on this article the issuer may not acquire shares at a price that is greater than the highest between the last independent trade and last independent offer made on the stock exchange organized and managed by *Borsa Italiana S.p.A.*

The disposal of treasury shares, as part of cash transactions, may be made at a price that is not 90% lower than the stock's official closing price recorded during the last market session of the stock exchange organized and managed by *Borsa Italiana S.p.A.* prior to each single transaction. This parameter is deemed to adequately reflect when the sale is in the best interest of the Company.

In the event the treasury shares are part of exchanges, swaps, transfers or any other non-cash transaction, the economic terms and conditions of the transaction, including the valuation of the shares exchanged, will be determined on the basis of the type of transaction, as well as the market performance of IGD SIIQ S.p.A.'s shares.

Ways in which the purchases and the disposals will be made.

The purchase of treasury shares must be done in accordance with Art. 132 of Legislative Decree n. 58

dated 24 February 1998 ("*Testo Unico della Finanz*a" or "TUF"), Art. 144-*bis* of CONSOB Resolution n. 11971/99 (the "Regulations for Issuers") and any other applicable regulation, as well as the market practices recognized by Consob.

More in detail, the purchases of treasury shares must be made in accordance with Art. 144-*bis*, para. 1 (b) and (c) of the Regulations for Issuers. The purchases may be made in ways others than those mentioned above when allowed under Art. 132, para. 3, of TUF or any other legal provisions applicable at the time of the transaction.

The disposals may be made, on one or more occasion, even prior to having completed the purchases. The disposals may be made in accordance with the law and recognized market practices as follows:

i) as part of cash transactions on regulated and/or non regulated markets (off the market);

ii) as part of exchanges, swaps, transfers or any other disposals related to business projects or extraordinary financial transactions.

<u>Information regarding the purchases and the reduction of share capital</u>

Please note that the authorization requested to purchase treasury shares is not instrumental to reducing share capital.

In light of the above, the Board of Directors submits the following proposal to you for approval:

"*The shareholders of Immobiliare Grande Distribuzione Società di Investimento Immobiliare Quotata S.p.A. meeting in ordinary session, having acknowledged the proposal submitted by the Board of Directors,*

resolve

1. *to revoke the authorization granted by the Ordinary General Meeting on 20 April 2011 to buy and sell treasury shares;*
2. *to authorize the purchase, including through the trading of options and IGD SIIQ S.p.A ordinary stock derivatives on one or more occasions up to the maximum permitted by law,*

   for a period of eighteen months as from the date of the this resolution.

   The purchases must be made in accordance with Art. 144-bis, par. (b) and (c) of the Regulations for Issuers at prices which comply with Art. 5, par. 1, of EC Regulation n. 2273/2003 of 22 December 2003. More in detail, based on this article the issuer may not acquire shares at a price that is greater than the highest between the last independent trade and last independent offer made on the stock exchange organized and managed by Borsa Italiana S.p.A.

   The purchase of treasury shares must be done in accordance with Art. 2357 et seq., Art. 132 of Legislative Decree n. 58/98, Art. 144-bis of the Regulations for Issuers and any other applicable *regulation, as well as the market practices recognized by Consob.*

3. *to authorize the disposal of treasury shares, on one or more occasion, without a time limit, as deemed in the interest of the Company and in accordance with the law as follows:*

   i) as part of cash transactions on regulated and/or non regulated markets (off the market) at a price that is not 90% lower than the stock's official closing price recorded during the last market session of the stock exchange organized and managed by Borsa Italiana S.p.A. prior to each single transaction;

   ii) as part of exchanges, swaps, transfers or any other disposals related to business projects or extraordinary financial transactions. In this case the economic terms and conditions of the transaction, including the valuation of the shares exchanged, will be determined on the basis of the type of transaction, as well as the shares' market performance.

   The disposals may be made even prior to having completed the purchases authorized in this resolution;

4. *to grant the Board of Directors – and on its behalf the Chairman and Chief Executive Officer, severally, the broadest powers to take all other action necessary or useful to implementing the above resolutions and to make the necessary market disclosures in accordance with the law*."

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Item 3 of the Agenda of the Ordinary General Meeting – Appointment of the Board of Directors

Dear Shareholders,

The term of the Board of Directors appointed by the Annual General Meeting on 23 April 2009 for the three year period 2009-2011 expires on the day the Annual General Meeting is convened, on 19 April 2012, in first call, and on 20 April 2012, in second call, to approve the financial statements for the year ended 31 December 2011.

You are, therefore, invited to, in accordance with the law and the corporate by-laws: (i) determine the number of directors that are to be part of the Board of Directors; (ii) determine the Board of Directors' term of office; (iii) appoint the Board of Directors; and, lastly, (iv) determine the Board of Directors' remuneration.

3.1 <u>Determination of the number of directors</u>

Dear Shareholders,

Pursuant to Art. 16.1 of the corporate by-laws, the Board of Directors is to be comprised of not fewer than seven and not more than 19 members and before proceeding with appointing the Board the shareholders must determine the number of members.

You are, therefore, invited to determine the number of Board members.

3.2 Determination of the Board of Directors' term of office

Dear Shareholders,

Pursuant to Art. 16.1 of the corporate by-laws and in accordance with Art. 2383 of the Italian Civil Code, the Directors may be appointed for a term of up to three years.

You are, therefore, invited to determine the Board of Directors' term of office.

3.3 Appointment of the Board of Directors

Dear Shareholders,

as indicated in the notice of call for the Annual General Meeting issued on 9 March 2012, the Board of Directors must be appointed in accordance with Art. 16 of the corporate by-laws.

The directors, in particular, will be appointed on the basis of validly submitted lists in the following manner.

No shareholder, parent company, subsidiary or company subject to joint control pursuant to Art. 93 of Legislative Decree 58/98, nor shareholders who are part of a relevant shareholders' agreements pursuant to Art. 122 of Legislative Decree 58/98, may submit or cause to be submitted, including by proxy or through a trust, more than one list, nor can they vote, either by proxy or through a trust, for lists other than the one they submitted or caused to be submitted. Participation and votes submitted in violation of the above will not be attributed to any list.

Each shareholder with voting rights may vote for one list only. The votes obtained by each list are divided by one, two, three, four, five—and so forth—according to the number of directors to be elected. These quotients are assigned to the candidates on the list, in the order in which they appear, and are then sorted into a single decreasing ranking.

The candidates obtaining the highest quotients are those elected. In case of a tie for the last directorship to be filled, the winning candidate is the one from the list with the highest number of votes; if the number of votes is equal, the eldest candidate shall prevail. If just one list is submitted or if no list is submitted, the shareholders will disregard the above procedure and vote according to the majorities established by law. If more than one list is submitted, at least one director must be drawn from a minority list; therefore, if in accordance with the above criteria all of the winning candidates come from a single list, the last candidate in the ranking will be replaced by the candidate from the minority lists who has obtained the highest quotient.

Please note that, pursuant to Art. 147-*ter*, paragraph 4, of Legislative Decree 58/1998, at least one of the members of the Board, or two if the Board is composed of more than seven members, must meet the requirements for independent statutory auditors established in Art. 148, paragraph 3, of Legislative Decree 58/1998. Furthermore, in accordance with Art. 147-*quinquies* of Legislative Decree 58/1998 directors of listed companies must possess the same integrity that the statutory auditors of listed companies must possess, currently governed by Art. 2 of Ministerial Decree n. 162 dated 30 March 2000.

In accordance with the Corporate Governance Code for listed companies, to which the Company adheres, an adequate number of independent directors must sit on the Board of Directors. Based on Art. IA.2.10.6 of the Instructions to *Borsa Italiana S.p.A.*'s Regulations for Listed companies, the companies listed on the STAR segment should have: (i) at least 2 independent directors if the Board is composed of up to 8 members; (ii) at least 3 independent directors if the Board is composed of between 9 and 14 members; (iii) at least 3 independent directors if the Board is composed of more than 14 members.

Dear Shareholders, you are invited to appoint the directors in light of the above.

3.4 Determination of the Board of Directors' remuneration

Dear Shareholders,

Based on Art. 25.1 of the corporate by-laws, the members of the Board of Directors and are to receive fees as determined by the ordinary shareholders' meeting and, the resolution, once taken, is also valid for subsequent years until the shareholders' meeting determines otherwise. The shareholders' meeting held on 23 April 2009 set the Board of Directors' annual gross compensation at €16,500.00, reserving the right, as per Art. 25.1 of the corporate by-laws, to provide further emoluments for any additional offices the directors might hold, including Chairman.

The Board of Directors will abstain from making any specific proposals in this regard and you are invited to resolve on the basis of the proposals presented by the shareholders during the Annual General Meeting.

Item 4 of the Agenda of the Ordinary General Meeting – Appointment of the Board of Statutory Auditors

Dear Shareholders,

The term of the Company's Board of Statutory Auditors appointed by the Annual General Meeting on 23 April 2009 for the three year period 2009-2011 expires on the day the Annual General Meeting is convened, on 19 April 2012, in first call, and on 20 April 2012, in second call, to approve the financial statements for the year ended 31 December 2011.

You are, therefore, invited to: (i) appoint three standing and two alternative statutory auditors for the three year period 2012-2014; (ii) appoint the Chairman of the Board of Statutory Auditors; and, (iii) determine the Board of Statutory Auditors' gross annual compensation.

4.4. Appointment of three standing and two alternate auditors

4.1 Appointment of three standing and two alternate auditors

Dear Shareholders,

As indicated in the notice of call for the Annual General Meeting issued on 9 March 2012, the standing and alternate statutory auditors must be appointed in accordance with Art. 26 of the corporate by-laws.

The statutory auditors will be appointed on the basis of lists, prepared and submitted in accordance with the same procedure as that used for the appointment of the Board of Directors.

No shareholder, parent company, subsidiary or company subject to joint control pursuant to Art. 93 of Legislative Decree 58/98, nor shareholders who are part of a relevant shareholders' agreements pursuant to Art. 122 of Legislative Decree 58/98, may submit or cause to be submitted, including by proxy or through a trust, more than one list, nor can they vote, either by proxy or through a trust, for lists other than the one they submitted or caused to be submitted. Participation and votes submitted in violation of the above will not be attributed to any list.

From the list obtaining the highest number of votes, two standing auditors and one alternate auditor will be taken in the order in which they appear on the list. The third standing auditor and the second alternate auditor will be drawn from the list with the second highest number of votes, in the order in which they appear. In the event of a tie between lists, a new ballot is held between these lists on which all shareholders present in general meeting shall vote. The candidates on the list winning a simple majority of votes shall be elected.

If just one list has been submitted, the shareholders' meeting casts its vote on that list. If the list obtains the relative majority, the first three candidates appearing on it are elected as standing auditors, while the fourth and fifth names are appointed as alternates; the candidate at the top of the list becomes the chairman of the Board of Statutory Auditors.

If no lists are submitted, the Board of Statutory Auditors will be elected by the shareholders' meeting according to the majorities established by law.

The Board of Statutory Auditors appointed by you will remain in office through 2012, 2013 and 2014 and the term will expire on the date in which the Annual General Meeting is called to approve the financial statements at 31 December 2014.

You are invited to appoint three standing and two alternative auditors in light of the above and vote in favour of one of the lists presented.

4.2 Appointment of the Chairman of the Board of Statutory Auditors

Dear Shareholders,

Pursuant to Art. 148, paragraph 2-*bis*, of del Legislative Decree 58/98, the Chairman of the Board of Statutory Auditors is appointed from amongst one of the standing auditors elected from the minority list. In accordance with this principle, Art. 26.4 of the corporate by-laws provides that the chairman will be the first candidate on the list receiving the second highest number of votes.

If no lists are submitted, the Chairman of the Board of Statutory Auditors will be elected by the shareholders' meeting according to the majorities established by law.

You are invited to appoint the Chairman of the Board of Statutory Auditors in accordance with the above.

4.3 Determination of the Board of Statutory Auditors' Remuneration

Dear Shareholders,

You are, lastly, called upon to resolve on the Board of Statutory Auditors' remuneration. More in detail, pursuant to Art. 2402 of the Italian Civil Code and Art. 26.11 of the corporate by-laws, once the Board of Statutory Auditors has been appointed the shareholders' meeting is to determine the annual compensation that the standing auditors are to receive for their entire term of office. The shareholders' meeting held on 23 April 2009 set the Board of Statutory Auditors' annual gross compensation at €16,500.00 and the Chairman of the Board of Statutory Auditors' annual gross compensation at €24,750.00.

The Board of Directors will abstain from making any specific proposals in this regard and you are invited to resolve on the basis of the proposals presented by the shareholders during the Annual General Meeting.

Bologna, 8 March 2012

On behalf of the Board of Directors

The Chairman

Gilberto Coffari