



REPORT ON THE PURCHASE AND ALLOCATION OF OWN SHARES

Dear shareholders,

The Board of Directors of IRCE S.p.A. resolved, on 14 March 2016, to submit to the Shareholders' Meeting a proposal for authorization to purchase and allocate own shares, in accordance with Articles 2357 et seq. of the Italian Civil Code.

The aforementioned authorization is requested in order to provide the company – according to a widespread practice amongst listed companies – with an appropriate tool to operate within the stock market, thereby allowing for the stabilization of the stock and preventing contingent and merely speculative situations with the effect of improving the liquidity of the stock itself.

In particular, the Board of Directors resolved to submit to the Shareholders' Meeting the following proposal:

- IRCE S.p.A. shares may be purchased in compliance with the provisions of Article 132 of Italian Legislative Decree No. 58 of 24 February 1998 and in accordance with the operational modalities pursuant to Article 144-bis of CONSOB Issuers' Regulations.
- the aforementioned authorization will have a duration of 18 months and during which the purchases and sales may be implemented in multiple transactions, providing the Chairman with all powers required to implement the purchases and sales, even by means of proxies, while complying with that potentially required by the competent authorities;
- the purchase price may not be less than 80%, nor greater than 120% of the reference price recorded by the IT System of the Italian Stock Exchange during the session prior to each individual purchase transaction;
- the purchase must be implemented within the limit of distributable profits and available reserves while allocating, in accordance with Article 2357-ter of the Italian Civil Code, a non-available reserve that is equal to the value of the own shares in the portfolio. The purchases and allocations of own shares will be recognised in accordance with the law and the applicable accounting standards;
- the Board of Directors, and the Chairman on behalf of the latter, may allocate, without time limits, the own shares which were purchased in execution of previous resolutions; these shares may be sold, even with a public offering and/or to employees, at a price that is not less than 90% of the reference price recorded by the IT System of the Italian Stock Exchange during the session prior to each individual sales transaction or, alternatively, may be subject to exchange, swap, contribution or other allocation transactions under industrial projects or extraordinary financial transactions, and in these cases without price limits;
- the nominal value of the purchased shares may not exceed one fifth of the capital. The number of own shares which can be purchased may not exceed 5,625,600 in number.

As of today's date, the company directly holds 1,404,274 shares representing 4.99% of the share capital.

With reference to distributable profits and available reserves which can be used for the purchase of own shares, the financial statements as of 31 December 2014 reported the following reserves:

Nature / description	Amount	Available quota	Distributable
Share capital	14,626,560		
Capital reserves:			
Share premium	40,538,732	40,538,732	40,538,732
Merger surplus (quota composed of capital reserves)	6,035,757	6,035,757	6,035,757
Total capital reserves	46,574,489	46,574,489	46,574,489
Profit reserves			
Legal	2,925,312	2,925,312	
Extraordinary	31,214,163	31,214,163	31,214,163
IAS reserve	5,929,407	5,929,407	5,929,407
Reserve for own shares	(1,410,870)	(1,410,870)	(1,410,870)
Cash Flow Hedge reserve			
Cancellation surplus (quota composed of profit reserves)	585,888	585,888	585,888
Total profit reserves	39,243,900	39,243,900	31,987,034
Untaxed reserves			
Profit - souther Italy	201,160	201,160	201,160
Revaluation (extraordinary in financial statements)	22,327,500	22,327,500	22,327,500
Revaluation It. Law 266/2005	13,935,343	13,935,343	
Total untaxed reserves	36,464,003	36,464,003	22,528,660
Total reserves	122,282,392	122,282,392	101,090,183
Net profit for 2014	1,034,875		
Total SE	137,943,827		

Imola, 14th March 2016

The Board of Directors