



Pininfarina's Board of Directors Sets the Final Terms for the Capital Increase

Turin, July 7, 2009 – Further to the receipt of July 2, 2009 of the Consob's approval to publish the prospectus concerning the rights offering and the stock market listing of the common shares issued in connection with the capital increase approved by the Board of Directors of Pininfarina S.p.A. on May 22, 2009, in partial implementation of the powers it was granted by the Extraordinary Shareholders' Meeting of April 29, 2008 for the purpose of increasing the Company's share capital, the Board of Directors of Pininfarina S.p.A. met today to decide the final terms for the implementation of the abovementioned capital increase.

Specifically, further to a resolution adopted on May 22, 2009, the Board of Directors of Pininfarina S.p.A. agreed to carry out a divisible, contributory capital increase of up to 20,849,652 euros in par value through the issuance of up to 20,849,652 common shares, par value 1 euros each, ranking for dividends as January 1, 2009 and having the same characteristics of the shares currently outstanding. These shares will be made available to shareholders by means of a rights offering proportionately to the shares they hold.

The Board of Directors decided that the subscription price of the new shares will be 3.35 euros per share, 2.35 euros of which will represent additional paid-in capital, and agreed that the new shares will be made available through a rights offering based on the ratio of [269] new common shares for 120 common shares held.

Given the abovementioned subscription price per share, if the maximum number of available shares is issued, the total maximum proceeds from the capital increase would be 69,846,334.20 euros.

The Board of Directors further resolved that shareholders who do not exercise the rights during the period from July 13, 2009 to July 31, 2009, both days included, will lose title to the rights. The rights will be traded on the stock exchange from July 13, 2009 to July 24, 2009, both days included. Pursuant to Article 2441, Section 3, of the Italian Civil Code, rights that are not exercised by July 31, 2009 will be offered for sale on the stock exchange within one month from the end of the abovementioned offering period, in accordance with terms and conditions that will be communicated to the market at a later date.

The Board of Directors determined the subscription price of the new shares taking into account the circumstances and considerations described below.

Consistent with the guidelines of the resolution approved by the Extraordinary Shareholders' Meeting of April 29, 2008, the Board of Directors began this process by reviewing and assessing conditions in the financial markets and the price at which the Company's stock traded during the period immediately before the implementation of the capital increase. As part of this assessment, in view, on the one hand, of the unprecedented instability that characterized the financial markets in the wake of the credit crunch and the global crisis of the markets and the real economy and, on the other hand, the extreme volatility experienced by Pininfarina's stock, due in part to a low trading volume, the Board of Directors resolved to choose, for the purpose of determining the subscription price of the new shares, a time period that would minimize the abovementioned distorting effects. Accordingly, the Board selected, as a time-based reference for the purpose of determining the subscription price of the newly issued shares, the prices at which the Company's stock traded during the period beginning on May 22, 2009 — the date when the Board of Directors resolved (promptly informing the market) to avail itself of the powers it was granted by the Extraordinary Shareholders' Meeting of April 29, 2008 — and computed the Theoretical Ex-Rights Price (TERP) based on the weighted average price for the volumes traded during the abovementioned period.

Another factor that the Board of Directors took into account in determining the subscription price was the "extraordinary" nature of the capital increase that resulted from the process by which the second phase of the transaction to recapitalize Pininfarina and reschedule its medium- and long-term debt is being implemented, pursuant to the Framework Agreement executed on December 31, 2008 by Pininfarina S.p.A., Pincar S.r.l. and Pininfarina's Lender Institutions (with the exception of Fortis Bank N.V.), as amended on



June 19, 2009. As explained in the press release issued on April 23, 2009, the parties to the Framework Agreement chose this implementation option to ensure that the Company is adequately capitalized.

Specifically, the Company's recapitalization through a capital increase, which is one of the cornerstones supporting the certification of the reasonableness of the plan to rebalance the Pininfarina Group, which was issued on December 31, 2008, pursuant to Article 67, Section 3, Letter d), of Royal Decree No. 267 of March 16, 1942, and amended on May 20, 2009, is assured by the commitments formally undertaken by Pincar on June 25, 2009, which include underwriting and paying-in the shares allotted to it in the rights offering and any shares corresponding to unexercised rights remaining after completion of the stock exchange offering, as allowed by Article 2441, Section 3, of the Italian Civil Code, for up to the maximum number of Pininfarina shares needed to provide Pincar, upon completion of the capital increase, with an interest of up to 86% in Pininfarina's share capital (counting the shares held by Segi S.r.l and Seglap s.s. and any treasury shares), as expressly required by the Framework Agreement, as amended on June 10, 2009. This commitment serves the specific purpose of ensuring that the Company will benefit from the positive effect that the subscription and payment for the newly issue shares will have on its balance sheet (the magnitude of which will depend on the subscription price and the number of newly issued shares), even if some of the rights are not exercised due to the abovementioned conditions of the financial markets, and was deemed to serve the same purpose in the abovementioned certification of the reasonableness of the plan to rebalance the Pininfarina Group.

Lastly, taking into account the maximum amount of the capital increase approved on May 22, 2009, counting both par value and additional paid-in capital, the Board of Directors set the number of newly issued shares at a level designed to protect shareholders who chose not participate in a capital increase transaction specifically carried out for restructuring purposes from the dilutive effect that they would suffer by failing to purchase through subscription the newly issued shares allotted to them.

The subscription price represents a 36% discount from the TERP, computed based on the weighted average price for the volumes traded during the period from May 22, 2009 — the date when the Board of Directors resolved (promptly informing the market) to avail itself of the powers it was granted by the Extraordinary Shareholders' Meeting of April 29, 2008 — and today's date and a discount of 10.7% from the weighted average price for the volumes traded during the abovementioned period. It is also 4.7% higher than today's closing price for the Pininfarina stock.

Subscribers have the option of paying for the shares that are being issued in connection with the capital increase either in cash, at the subscription price, or by means of capital increase contributions, which may be provided by forgiving indebtedness owed by the Company.

With regard to this issue, on June 19, 2009, the Company announced to the market that, on that date, Pincar provided Pininfarina with a capital increase contribution of 35,500,000 euros by forgiving the repayment of loans assigned to it on the same day by the Lender Institutions pursuant to the Framework Agreement, the above amount being used to pay-in the shares allotted to Pincar under the rights offering. Moreover, should there be any remaining unclaimed shares after the stock exchange offering, Pincar will provide Pininfarina with an additional capital increase contribution of up to 34,500,000 euros by irrevocably and unconditionally forgiving the repayment of loans of equal amount, which will be assigned to Pincar should there be any unclaimed shares, the above amount being used to pay-in the shares subject of the abovementioned underwriting commitment.

The Company plans to publish the rights offering prospectus on July 11, 2009, pursuant to law. The prospectus will be available to the public at the headquarters of Pininfarina S.p.A., and the offices Borsa Italiana and on the Company website.