

#### **PRESS RELEASE**

#### Board of Directors approves results as of December 31 2016

#### **SOGEFI (CIR GROUP):**

Revenues up by 5% to € 1.6bn (+9.8% at constant exchange rates)

EBITDA up by 32.2% to € 152.7m

Net result at € 9.3m (€ 1.1m in 2015)

Free Cash Flow positive at € 31.2 m (negative € 24.8m in 2015)

#### Highlights from 2016 results

| (in €m)                  |         | ~       |      |
|--------------------------|---------|---------|------|
|                          | 2016    | 2015    | %    |
| Revenues                 | 1,574.1 | 1,499.1 | 5.0  |
| EBITDA                   | 152.7   | 115.5   | 32.2 |
| EBIT                     | 74.5    | 50.7    | 46.8 |
| Net Result               | 9.3     | 1.1     |      |
| Free Cash Flow           | 31.2    | (24.8)  |      |
| Net debt (end of period) | 299     | 322.3   |      |

Milan, February 27 2016 – The Board of Directors of Sogefi S.p.A., which met today under the chairmanship of Monica Mondardini, has approved the proposed statutory financial statements and the consolidated financial statements of the company for financial year 2016.

Laurent Hebenstreit, Sogefi's Chief Executive Officer, made the following statement:

"In 2016, Sogefi made progress in quality and productivity. The results show the impact of the turnaround actions undertaken by Sogefi in the past 18 months to improve profitability and cash generation."

#### Revenues up by 5% and by 9.8% at constant exchange rates

In 2016 the global automotive market reported an increase in production of 4.8%, with growth of 13.3% in Asia and a positive evolution in Europe (+3.5%) and North America (+2%). In South America the market remained in recession (-8.7%), although the fourth quarter, with a 7% growth of the production, seems to show an inversion of the trend.

In this environment, in 2016, Sogefi reported **revenues** of € **1,574.1 million**, **up 5%** compared to € 1,499.1 million in 2015 and **up 9.8% at constant exchange rates**.

Sogefi / Revenues by geographical area: strong growth in North America and Asia

| €m            | Q4 2016 | Q4 2015 | reported<br>change | 2016    | 2015    | reported<br>change | Constant<br>exchange<br>rates | weight based on 2016 | reference<br>market* |
|---------------|---------|---------|--------------------|---------|---------|--------------------|-------------------------------|----------------------|----------------------|
| Europe        | 228.4   | 226.2   | 1.0%               | 957.2   | 943.8   | 1.4%               | 2.2%                          | 60.8%                | 3.5%                 |
| North America | 77.7    | 72.6    | 7.0%               | 308.7   | 264.1   | 16.9%              | 21.0%                         | 19.6%                | 2.0%                 |
| South America | 45.1    | 39.6    | 13.9%              | 162.2   | 174.5   | -7.1%              | 15.8%                         | 10.3%                | -8.7%                |
| Asia          | 39.8    | 32.8    | 21.4%              | 139.6   | 111.1   | 25.6%              | 30.0%                         | 8.9%                 | 13.3%                |
| Other         | 1.5     | 1.2     |                    | 6.4     | 5.6     |                    |                               |                      | -0.6%                |
| Total         | 392.5   | 372.4   | 5.4%               | 1,574.1 | 1,499.1 | 5.0%               | 9.8%                          | 100.0%               | 4.8%                 |

<sup>\*</sup> Passenger cars and LCV production volumes

Sogefi and IHS estimates

The revenue growth was driven by significant development in North America (+16.9%) and in Asia (+25.6%) while Europe reported an increase of 1.4%. Revenues in South America, however, declined by 7.1% (+15.8% at constant exchange rates), but grew by 13.9% in the fourth quarter thanks to the first signs of market recovery.

Sogefi / Revenues by Business Unit: a significant increase in the Air & Cooling sector

| €m            | Q4 2016 | Q4 2015 | reported<br>change | 2016     | 2015    | reported<br>change | exchange |
|---------------|---------|---------|--------------------|----------|---------|--------------------|----------|
| Suspensions   | 141.0   | 137.6   | 2.5%               | F.C.2. 0 | FF0.0   | 0.00/              | rates    |
| Filtration    | 132.1   | 124.5   | 6.1%               | 562.8    | 558.0   | 0.9%               | 6.2%     |
|               |         |         |                    | 535.1    | 529.7   | 1.0%               | 6.7%     |
| Air & Cooling | 119.6   | 99.4    | 20.3%              | 480.2    | 415.3   | 15.6%              | 18.4%    |
| intercompany  | -0.2    | 10.9    |                    |          |         | 20.075             | 2011/0   |
| Total         | 392.5   | 372.4   | 5.4%               | -4.0     | -3.9    |                    |          |
| Total         | 332.3   | 3/2.4   | J. <del>4</del> /0 | 1,574.1  | 1,499.1 | 5.0%               | 9.8%     |

The *Air & Cooling* sector, which reported a 15.6% sales increase (+18.4% at constant exchange rates) contributed largely to the progress of the group.

The revenues of the other two business units were affected by the evolution of exchange rates: the *Suspensions* sector reported revenue growth of 0.9% (+6.2% at constant exchange rates) and *Filtration* reported a 1% increase (+6.7% at constant exchange rates).

#### **Operating results and net income**

**EBITDA** in 2016 grew by € 37.2 million to € **152.7** million, representing a **+32.2%** increase compared to €115.5 million in 2015. The increase benefited from revenue growth and from the improvement in profitability which increased to 9.7% from 7.7% in 2015.

The increase in profitability was due to a slight improvement in the gross margin and to the reduced impact of indirect costs. In particular, the ratio of total labour costs to revenues declined from 22.1% in 2015 to 21.4% in 2016.

Regarding the risks resulting from the claims made against the company Sogefi Air & Refroidissement France S.A.S. (formerly Systèmes Moteurs S.A.S.), in 2016 there were no developments in the "product guarantee" issue that warranted a change in the provision made at December 31 2015. As for the recovery of damages from Dayco, the vendor of Systèmes Moteurs S.A.S. to Sogefi in 2011, in May the arbitration process ended with Dayco being sentenced to pay Sogefi € 9.4 million for the claims already settled. The whole amount was received during the second half of 2016. The arbitration decision, however, reduced the amount expected to be recovered by Sogefi by € 4 million, with a negative impact of the same amount on the accounts booked in June 2016.

Sogefi appealed against the decision which stipulated that any payments for claims relating to production that took place after the acquisition will be borne by Sogefi; Dayco appealed against the award for the part which confirmed the validity of the compensation to Sogefi included in the acquisition contract. In this regard, the validity of the compensation has been confirmed both by the arbitration award, and, preliminarily, in a decision by the Milan Court of Appeal which rejected a Dayco request to suspend the enforceability of the award.

**EBIT** increased by **46.8%** to € **74.5** million compared to € 50.7 million in 2015.

The result before taxes and minority interests was a positive € 46.6 million (€ 17.9 million in 2015), benefiting also from non-recurring financial income of € 6 million.

The net result was a positive € 9.3 million (€ 1.1 million in 2015) after tax expense of € 32.6 million in 2016 (versus € 12.9 million in 2015), as an effect of the higher pre-tax result and non-recurring taxes of € 10.2 million.

#### **Net debt**

Free Cash Flow in 2016 amounted to a positive € 31.2 million, compared to € 24.8 million of cash absorption in 2015 which included € 20.3 of quality costs (out of which € 18.0 million of payment related to Systèmes Moteurs warranty claims). The improvement came with an increase in tangible asset expenditure to € 58.8 million (€ 51.3 million in 2015).

Without items of non-ordinary nature, Free Cash Flow amounted to € 21.9 million in 2016.

Net financial debt stood at € 299 million at December 31 2016 showing a € 23.3 million improvement on December 31 2015 (€ 322.3 million) and a € 15.1 million improvement on September 30 2016 (€ 314.1 million).

#### Shareholders' equity

At December 31 2016 **shareholders' equity** excluding minority interests amounted to € **172.9 million** (€ 170.8 million at December 31 2015).

#### **Employees**

The Sogefi group had **6,801 employees** at December 31 2016 compared to 6,702 at December 31 2015.

#### Results of the parent company Sogefi S.p.A.

In 2016, the parent company Sogefi S.p.A. reported net income of € 27.7 million (a net loss of € 6.8 million in the previous year). The difference was mainly due to higher dividends from subsidiaries for € 22.8 million, non-recurring financial income of € 6 million and revenues of a non-ordinary nature from subsidiaries for € 2.3 million.

**Net debt** stood at € **280.1 million** at December 31 2016, posting a reduction of € 25.7 million compared to December 31 2015 (€ 305.8 million).

Shareholders' equity at December 31 2016 amounted to € 197.9 million (€ 167.5 million at December 31 2015).

#### **Outlook for the year**

In 2017 the global car market is expected to experience a modest increase with limited growth in Europe, a contraction in North America and a slight recovery in South America.

The company is targeting a mid-single digit revenue growth in percentage terms driven by a good performance in China and India and to a lower extent by growth in North and South America.

In this environment, Sogefi expects to continue to improve its profitability.

#### Proposed dividend

The Board of Directors will propose that no dividend distribution be approved by the Annual General Meeting of the Shareholders.

#### **Shareholders' Meeting**

The Annual General Meeting of the Shareholders of Sogefi has been convened at the first call for April 26 2017 and at the second call for April 27 2017.

The Board of Directors has specifically resolved:

- To submit for approval by the Shareholders' Meeting the early termination by mutual consent of the mandate to the current firm of auditors Deloitte & Touche S.p.A. and to assign the new legal audit mandate for the period 2017-2025.
- To propose that the Shareholders' Meeting cancel and renew its authorization of the Board of Directors, for a period of 18 months, to buy back a maximum of 10 million of the company's own shares (including the 2,868,933 shares already held as of today, corresponding to 2.40% of the share capital), at a unit price that cannot be more than 10% higher or lower than the official price of the shares recorded at the trading session on the regulated market prior to that of each individual transaction or the date on which the price is fixed, and in any case when the buybacks are effected on the regulated market, at a price no higher than the higher of the price of the last independent transaction and the highest current independent bid price on the same market, in accordance with what is laid down by EU Delegated Regulation no.2016/1052.

The main reasons why this authorization is being renewed are the following: to fulfill obligations from possible stock option plans or other awards of the Company's shares to employees or members of the board of directors or the board of statutory auditors of Sogefi or any of its subsidiary companies; to fulfill any obligations resulting from debt instruments that are convertible into or exchangeable with equity instruments; to have a portfolio of shares to use as consideration in extraordinary transactions, even those involving share exchanges, with other entities in deals of interest to the Company (as treasury stock); to engage in activities supporting the liquidity of the market; to take advantage of any opportunities to create value, and to invest liquidity efficiently in relation to the market trend; for any other purposes that the competent authorities should qualify as market practices permitted as per the terms of applicable European and domestic regulations, and following procedures established therein.

• To submit to the approval of the Shareholders' Meeting a stock grant plan for 2017 for the employees of the company and its subsidiaries for a maximum of 750,000 conditional rights, each of which will give the beneficiaries the right to be assigned 1 Sogefi share free of charge. The shares assigned will be taken from the own shares held by the Company as treasury shares.

The executive responsible for the preparation of the Company's financial statements, Yann Albrand, hereby declares, in compliance with the terms of paragraph 2 Article 154-bis of the Finance Consolidation Act (TUF), that the accounting figures contained in this press release correspond to the results documented in the Company's accounts and general ledger.

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This press release can also be consulted on the website: <a href="http://www.sogefigroup.com/it/area-stampa/index.html">http://www.sogefigroup.com/it/area-stampa/index.html</a>

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Attached are the key figures from the Financial Statements as of December 31 2016 of the Sogefi Group.

# **SOGEFI GROUP**

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

| ASSETS                                    | 12.31.2016 | 12.31.2015 |
|---|------------|------------|
|   |            |            |
| CURRENT ASSETS                            |            |            |
| Cash and cash equivalents                 | 93.7       | 121.9      |
| Other financial assets                    | 5.9        | 6.3        |
| Working capital                           |            |            |
| Inventories                               | 165.0      | 159.7      |
| Trade receivables                         | 158.5      | 143.5      |
| Other receivables                         | 6.8        | 7.9        |
| Tax receivables                           | 24.2       | 26.8       |
| Other assets                              | 3.6        | 4.0        |
| TOTAL WORKING CAPITAL                     | 358.1      | 341.9      |
| TOTAL CURRENT ASSETS                      | 457.7      | 470.1      |
| NON-CURRENT ASSETS                        |            |            |
| Fixed assets                              |            |            |
| Land                                      | 12.8       | 14.3       |
| Property, plant and equipment             | 243.3      | 232.6      |
| Other tangible fixed assets               | 6.4        | 5.3        |
| Of which: leases                          | 8.1        | 6.8        |
| Intangible assets                         | 281.7      | 284.0      |
| TOTAL FIXED ASSETS                        | 544.2      | 536.2      |
| OTHER NON-CURRENT ASSETS                  |            |            |
| Investments in joint ventures             | -          | -          |
| Other financial assets available for sale | -          | 0.4        |
| Long term trade receivables               | -          | -          |
| Financial receivables                     | 15.8       | 13.2       |
| Other receivables                         | 29.8       | 34.7       |
| Deferred tax assets                       | 56.8       | 65.3       |
| TOTAL OTHER NON-CURRENT ASSETS            | 102.4      | 113.6      |
| TOTAL NON-CURRENT ASSETS                  | 646.6      | 649.8      |
|   |            |            |
| NON-CURRENT ASSETS HELD FOR SALE          | 3.4        | -          |
|   |            |            |
| TOTAL ASSETS                              | 1,107.7    | 1,119.9    |

| CURRENT LIABILITIES  Bank overdrafts and short-term loa ns                  | 11.0    |         |
|---|---------|---------|
|   | 11.0    |         |
| Bank overdrafts and short-term loa ns                                       | 11.0    |         |
|   |         | 17.8    |
| Current portion of medium/long-term financial debts and                     |         |         |
| other loa ns  | 137.2   | 74.4    |
| Of which: leases  | 1.7     | 1.3     |
| TOTAL SHORT-TERM FINANCIAL DEBTS  | 148.2   | 92.2    |
| Other short-term liabilities for deriva tive financial instruments          | 0.4     | 0.3     |
| TOTAL SHORT-TERM FINANCIAL DEBTS AND  |         |         |
| DERIVATIVE FINANCIAL INSTRUMENTS  | 148.6   | 92.5    |
| Trade and other payables  | 339.1   | 325.4   |
| Tax payables  | 8.7     | 6.1     |
| Other current liabilities   | 8.2     | 9.7     |
| TOTAL CURRENT LIABILITIES   | 504.6   | 433.7   |
| NON-CURRENT LIABILITIES   |         |         |
| MEDIUM/LONG TERM FINANCIAL DEBTS AND  |         |         |
| DERIVATIVE FINANCIAL INSTRUMENTS  |         |         |
| Financial debts to bank   | 48.3    | 141.1   |
| Other medium/long-term financia I debts                                     | 209.9   | 218.4   |
| Of which: leases  | 9.0     | 8.1     |
| TOTAL MEDIUM/LONG-TERM FINANCIAL DEBTS                                      | 258.2   | 359.5   |
| Other medium/long term financia I lia bilities for derivative financial     |         |         |
| instruments   | 7.6     | 11.6    |
| TOTAL MEDIUM/LONG-TERM FINANCIAL DEBTS AND DERIVATIVE FINANCIAL INSTRUMENTS | 265.8   | 371.1   |
| OTHER LONG-TERM LIABILITIES   |         |         |
| Long-term provisions  | 89.3    | 79.2    |
| Other pa ya bles  | 15.0    | 9.2     |
| Deferred ta x liabilities   | 44.0    | 36.3    |
| TOTAL OTHER LONG-TERM LIABILITIES   | 148.3   | 124.7   |
| TOTAL NON-CURRENT LIABILITIES   | 414.1   | 495.8   |
| SHAREHOLDERS' EQUITY  |         |         |
| Share capital   | 62.1    | 61.7    |
| Reserves a nd retained earnings (accumulated losses)                        | 101.5   | 108.0   |
| Group net result for the yea r  | 9.3     | 1.1     |
|   |         |         |
| TOTAL SHAREHOLDERS' EQUITY ATTRIBUTABLE TO THE HOLDING COMPANY              | 172.9   | 170.8   |
| Non-controlling interests   | 16.1    | 19.6    |
| TOTAL SHAREHOLDERS' EQUITY  | 189.0   | 190.4   |
| TOTAL LIABILITIES AND EQUITY  | 1,107.7 | 1,119.9 |

# **CONSOLIDATED INCOME STATEMENT FROM 1.1.2016 TO 12.31.2016** (in millions of Euro)

| Peri    | od  | Р   | eriod   |  |   |
|---------|---|---|---|--|---|
| 01.01 – | 12.31.2016  | 01.01 -   | - 12.31.2015  | Ch   | ange  |
| Amount  | %   | Amount  | %   | Amount   | %   |
| 1,574.1 | 100.0   | 1,499.1   | 100.0   | 75.0   | 5.0   |
| 1,120.2 | 71.2  | 1,079.1   | 72.0  | 41.1   | 3.8   |
| 453.9   | 28.8  | 420.0   | 28.0  | 33.9   | 8.1   |
| 147.5   | 9.3   | 146.1   | 9.7   | 1.4  | 1.0   |
| 68.8    | 4.4   | 64.4  | 4.3   | 4.4  | 6.9   |
| 44.9    | 2.9   | 45.2  | 3.0   | (0.3)  | (0.7)   |
| 85.1    | 5.4   | 84.2  | 5.6   | 0.9  | 1.1   |
| 5.3     | 0.3   | 7.3   | 0.5   | (2.0)  | (28.3)  |
| (0.7)   | -   | (1.6)   | (0.1)   | 0.9  | 56.3  |
| 1.8     | 0.1   | 3.6   | 0.2   | (1.8)  | (49.7)  |
| 26.7    | 1.7   | 20.1  | 1.4   | 6.6  | 33.0  |
| 10.2    | -   | 15.7  | - ]   | (5.5)  | -   |
| 74.5    | 4.7   | 50.7  | 3.4   | 23.8   | 46.8  |
| 31.5    | 2.0   | 32.8  | 2.2   | (1.3)  | (4.0)   |
| -       | -   | (1.5)   | -   | 1.5  | -   |
| 31.5    | -   | 34.3  | -   | (2.8)  | -   |
| (3.6)   | (0.2)   | -   | -   | (3.6)  | -   |
|         |   | _   |   |  |   |
| 46.6    | 2.9   | 17.9  | 1.2   | 28.7   | 159.6   |
| 32.6    | 2.1   | 12.9  | 0.9   | 19.7   | 152.7   |
| 140     | 0.0   | F 0   | 0.2   | 0.0  | 177.1   |
| 14.0    | 0.8   | 5.0   | 0.3   | 9.0  | 177.1   |
| (4.7)   | (0.2)   | (3.9)   | (0.2)   | (0.8)  | (18.5)  |
| 9.3     | 0.6   | 1.1   | 0.1   | 8.2  | 733.4   |
|         | 01.01 – Amount 1,574.1 1,120.2 453.9 147.5 68.8 44.9 85.1 5.3 (0.7) 1.8 26.7 10.2 74.5 31.5 (3.6) 46.6 32.6 | 1,574.1 100.0 1,120.2 71.2 453.9 28.8 147.5 9.3 68.8 4.4 44.9 2.9 85.1 5.4 5.3 0.3 (0.7) - 1.8 0.1 26.7 1.7 10.2 - 74.5 4.7 31.5 2.0  31.5 - (3.6) (0.2)  46.6 2.9 32.6 2.1  14.0 0.8 | 01.01 – 12.31.2016         01.01 –           Amount         %         Amount           1,574.1         100.0         1,499.1           1,120.2         71.2         1,079.1           453.9         28.8         420.0           147.5         9.3         146.1           68.8         4.4         64.4           44.9         2.9         45.2           85.1         5.4         84.2           5.3         0.3         7.3           (0.7)         -         (1.6)           1.8         0.1         3.6           26.7         1.7         20.1           10.2         -         15.7           74.5         4.7         50.7           31.5         2.0         32.8           -         -         (1.5)           31.5         -         34.3           (3.6)         (0.2)         -           46.6         2.9         17.9           32.6         2.1         12.9           14.0         0.8         5.0           (4.7)         (0.2)         (3.9) | 01.01 − 12.31.2016         01.01 − 12.31.2015           Amount         %         Amount         %           1,574.1         100.0         1,499.1         100.0           1,120.2         71.2         1,079.1         72.0           453.9         28.8         420.0         28.0           147.5         9.3         146.1         9.7           68.8         4.4         64.4         4.3           44.9         2.9         45.2         3.0           85.1         5.4         84.2         5.6           5.3         0.3         7.3         0.5           (0.7)         -         (1.6)         (0.1)           1.8         0.1         3.6         0.2           26.7         1.7         20.1         1.4           10.2         -         15.7         -           74.5         4.7         50.7         3.4           31.5         2.0         32.8         2.2           -         -         (1.5)         -           31.5         -         34.3         -           (3.6)         (0.2)         -         -           46.6         2.9 | 01.01 – 12.31.2016         01.01 – 12.31.2015         Ch           Amount         %         Amount         %         Amount           1,574.1         100.0         1,499.1         100.0         75.0           1,120.2         71.2         1,079.1         72.0         41.1           453.9         28.8         420.0         28.0         33.9           147.5         9.3         146.1         9.7         1.4           68.8         4.4         64.4         4.3         4.4           44.9         2.9         45.2         3.0         (0.3)           85.1         5.4         84.2         5.6         0.9           5.3         0.3         7.3         0.5         (2.0)           (0.7)         -         (1.6)         (0.1)         0.9           1.8         0.1         3.6         0.2         (1.8)           26.7         1.7         20.1         1.4         6.6           10.2         -         15.7         -         (5.5)           74.5         4.7         50.7         3.4         23.8           31.5         2.0         32.8         2.2         (1.3) |

#### **CONSOLIDATED NET FINANCIAL POSITION**

|   | 12.31.2016 | 12.31.2015 |
|---|------------|------------|
| A. Cash   | 93.7       | 121.9      |
| B. Other cash at bank and on hand (included held-to-maturity investments) | 4.0        | 4.0        |
| C. Financial ins truments held for trading                                | -          | -          |
| D. Liquid funds (A) + (B) + (C)   | 97.7       | 125.9      |
| E. Current financial receivables  | 1.9        | 2.3        |
| F. Current payables to banks  | (11.0)     | (17.8)     |
| G. Current portion of non-current indebtedness                            | (137.2)    | (74.5)     |
| H. Other current financial debts  | (0.4)      | (0.3)      |
| I. Current financial indebtedness (F) + (G) + (H)                         | (148.6)    | (92.6)     |
| J. Current financial indebtedness, net (I) + (E) + (D)                    | (49.0)     | 35.6       |
| K. Non-current payables to banks  | (48.3)     | (141.1)    |
| L. Bonds issued   | (200.2)    | (208.9)    |
| M. Other non-current financial debts                                      | (17.3)     | (21.1)     |
| N. Convertible bond embedded derivative liability                         | -          | -          |
| O. Non-current financial indebtedness (K) + (L) + (M) + (N)               | (265.8)    | (371.1)    |
| P. Net indebtedness (J) + (O)   | (314.8)    | (335.5)    |
| Non-current financial receivables   | 15.8       | 13.2       |
| Financial indebtedness, net including non-current financial receivables   | (299.0)    | (322.3)    |

## **CONSOLIDATED CASH FLOW STATEMENT**

|   | 12.31.2016 | 12.31.2015 |
|---|------------|------------|
| SELF-FINANCING  | 109.1      | 53.4       |
| Change in net working capital                               | (2.1)      | (4.2)      |
| Other medium/long-term assets/liabilities                   | 17.5       | 4.8        |
| CASH FLOW GENERATED BY OPERATIONS                           | 124.5      | 54.0       |
| Sale of equity investments                                  | -          | -          |
| Net decrease from sale of fixed assets                      | 0.3        | 1.0        |
| TOTAL SOURCES   | 124.8      | 55.0       |
| Increase in intangible assets                               | 30.3       | 30.4       |
| Purchase of tangible assets                                 | 58.8       | 51.3       |
| TOTAL APPLICATION OF FUNDS                                  | 89.1       | 81.7       |
| Exchange differences on assets/liabilities and equity       | (4.5)      | 1.9        |
| FREE CASH FLOW  | 31.2       | (24.8)     |
| Holding Company increases in capital                        | 0.8        | 0.1        |
| Increases in share capital of consolidated subsidiaries     | 0.2        | 0.1        |
| Dividends paid by the Holding Company to shareholders       | -          | -          |
| Dividends paid by subsidiaries to non-controlling interests | (8.2)      | (4.3)      |
| Change in <i>fair value</i> derivate instruments            | (0.7)      | 10.9       |
| CHANGES IN SHAREHOLDERS' EQUITY                             | (7.9)      | 6.8        |
| Change in net financial position                            | 23.3       | (18.0)     |
| Opening net financial position                              | (322.3)    | (304.3)    |
| CLOSING NET FINANCIAL POSITION                              | (299.0)    | (322.3)    |

# SOGEFI S.p.A.

# STATEMENT OF FINANCIAL POSITION

| ASSETS  | 12.31.2016 | 12.31.2015 |
|---|------------|------------|
|   |            |            |
| CURRENT ASSETS  |            |            |
| Cash and cash equivalents                               | 25.1       | 45.2       |
| Centralized treasury current accounts with subsidiaries | 57.9       | 8.5        |
| Other financial assets                                  | 0.2        | 0.2        |
| Other financial loans with subsidiaries                 | 0.2        | 11.2       |
| Working capital   |            |            |
| Inventories   | -          | -          |
| Trade receivables                                       | 12.0       | 16.1       |
| Other receivables                                       | 0.2        | 0.3        |
| Tax receivables   | 0.3        | 0.1        |
| Other assets  | 0.7        | 0.9        |
| TOTAL WORKING CAPITAL                                   | 13.2       | 17.4       |
| TOTAL CURRENT ASSETS                                    | 96.6       | 82.5       |
| NON-CURRENT ASSETS                                      |            |            |
| Fixed assets  |            |            |
| Land  | 13.2       | 13.3       |
| Buildings   | 8.6        | 9.7        |
| Other tangible fixed assets                             | 0.3        | 0.2        |
| Of wich: leases   | -          | -          |
| Intangible assets                                       | 29.9       | 31.8       |
| TOTAL FIXED ASSETS                                      | 52.0       | 55.0       |
| OTHER NON-CURRENT ASSETS                                |            |            |
| Investments in subsidiaries                             | 416.7      | 404.0      |
| Investments in associates                               | -          | -          |
| Other financial assets available for sale               | -          | -          |
| Other financial loans                                   | 95.8       | 104.4      |
| Of which: other medium/long-term assets for derivative  |            |            |
| financial instruments                                   | 15.8       | 13.2       |
| Other receivables                                       | -          | -          |
| Deferred tax assets                                     | 4.9        | 7.8        |
| TOTAL OTHER NON-CURRENT ASSETS                          | 517.4      | 516.2      |
| TOTAL NON-CURRENT ASSETS                                | 569.4      | 571.2      |
|   |            |            |
| TOTAL ASSETS  | 666.0      | 653.7      |

| LIABILITIES   | 12.31.2016 | 12.31.2015 |
|---|------------|------------|
|   |            |            |
| CURRENT LIABILITIES   |            |            |
| Bank overdrafts a nd short-term loans                               | -          | 5.0        |
| Centralized treasury current a ccounts with subsidiaries            | 109.2      | 100.5      |
| Current portion of medium/long-term financia I debts and            |            |            |
| other loans   | 100.5      | 25.0       |
| Of which: leases  | -          | -          |
| Share ca pital subscribed a nd not yet pa id                        | -          | -          |
| TOTAL SHORT-TERM FINANCIAL DEBTS                                    | 209.7      | 130.5      |
| Other short-term liabilities for deriva tive financia l instruments | 0.3        | -          |
| TOTAL SHORT-TERM FINANCIAL DEBTS AND                                |            |            |
| DERIVATIVE FINANCIAL INSTRUMENTS                                    | 210.0      | 130.5      |
| Trade and other payables  | 8.0        | 9.5        |
| Tax payables  | 0.2        | 0.5        |
| Other current lia bilities  | -          | -          |
| TOTAL CURRENT LIABILITIES   | 218.2      | 140.5      |
| NON-CURRENT LIABILITIES   |            |            |
| MEDIUM/LONG TERM FINANCIAL DEBTS AND                                |            |            |
| DERIVATIVE FINANCIAL INSTRUMENTS                                    |            |            |
| Fina ncial debts to bank  | 41.6       | 124.4      |
| Other medium/long-term financial debts                              | 200.2      | 208.8      |
| Of which: leases  | -          | -          |
| TOTAL MEDIUM/LONG-TERM FINANCIAL DEBTS                              | 241.8      | 333.2      |
| Other medium/long-term financial liabilities for derivative         |            |            |
| financial instruments   | 7.5        | 11.6       |
| TOTAL MEDIUM/LONG-TERM FINANCIAL DEBTS AND DERIVATIVE FINANCIAL     |            |            |
| INSTRUMENTS   | 249.3      | 344.8      |
| OTHER LONG-TERM LIABILITIES   |            |            |
| Long-term provisions  | 0.6        | 0.7        |
| Other payables  | -          | -          |
| Deferred tax liabilities  | -          | 0.2        |
| TOTAL OTHER LONG-TERM LIABILITIES                                   | 0.6        | 0.9        |
| TOTAL NON-CURRENT LIABILITIES                                       | 249.9      | 345.7      |
| SHAREHOLDERS' EQUITY  |            |            |
| Share ca pital  | 62.1       | 61.7       |
| Reserves and reta ined earnings (a ccumulated losses)               | 108.1      | 112.6      |
| Net result for the year   | 27.7       | (6.8)      |
| TOTAL SHAREHOLDERS' EQUITY  | 197.9      | 167.5      |
| TOTAL LIABILITIES AND EQUITY  | 666.0      | 653.7      |

## **RECLASSIFIED INCOME STATEMENT**

(in millions of Euro)

|  | 12.31.2016 | 12.31.2015 |
|--|------------|------------|
| Financia I income/expenses and dividends | 29.9       | 2.6        |
| Other operating revenues                 | 22.5       | 23.5       |
| Operating costs                          | (25.7)     | (26.5)     |
| Other non-operating income (expenses)    | 0.3        | (10.3)     |
| RESULT BEFORE TAXES                      | 27.0       | (10.7)     |
| Income taxes                             | (0.7)      | (3.9)      |
| NET RESULT                               | 27.7       | (6.8)      |

## **CASH FLOW STATEMENT**

|  | 12.31.2016 | 12.31.2015 |
|--|------------|------------|
| SELF-FINANCING                                   | 34.2       | (1.6)      |
| Change in net working capita I                   | 2.4        | (1.9)      |
| Other medium/long-term assets/liabilities        | 2.6        | 12.2       |
| CASH FLOW GENERATED BY OPERATIONS                | 39.2       | 8.7        |
| Sale of equity investments                       | 7.0        | -          |
| TOTAL SOURCES                                    | 46.2       | 8.7        |
| Increase in intangible assets                    | 1.1        | 1.9        |
| Purcha se of tangible assets                     | 0.1        | 0.3        |
| Purcha se of equity investments                  | 20.0       | 6.6        |
| TOTAL APPLICATION OF FUNDS                       | 21.2       | 8.8        |
| FREE CASH FLOW                                   | 25.0       | (0.1)      |
| Holding Company increases in ca pital            | 0.8        | 0.1        |
| Change in <i>fair value</i> derivate instruments | (0.1)      | 1.9        |
| Dividends paid by the Holding Company            | -          | -          |
| CHANGES IN SHAREHOLDERS' EQUITY                  | 0.7        | 2.0        |
| Change in net financial position                 | 25.7       | 1.9        |
| Opening net financial position                   | (305.8)    | (307.7)    |
| CLOSING NET FINANCIAL POSITION                   | (280.1)    | (305.8)    |
|  |            |            |