



**FIERA MILANO**

***FIERA MILANO: THE BOARD OF DIRECTORS APPROVES  
THE 2015 ANNUAL REPORT***

- ***Consolidated revenues of Euro 337.3 million, 39% higher than in 2014 and 5% ahead of forecasts***
- ***Consolidated gross operating profit of Euro 43.6 million, a significant increase compared to the Euro 0.133 million of the previous financial year and to the forecast of Euro 31.7 million<sup>1</sup>***
- ***Consolidated net operating profit (EBIT) of Euro 12.0 million (a net operating loss of Euro 18.3 million in 2014) negatively impacted by impairment charges***
- ***Consolidated net profit of Euro 0.429 million (a net loss of Euro 19.1 million in 2014)***
- ***Net debt decreases to Euro 12.4 million (Euro 121.7 million at 31 December 2014)***

***The Chief Executive Officer of Fiera Milano, Mr Corrado Peraboni, stated: “Thus ends a year that was a source of considerable satisfaction to the Group. The 2015 results were significantly better than those of previous years and well ahead of forecasts. A crucial contribution came from the proprietary exhibitions, Host and Tuttofood, which both had record editions and confirmed their leadership in their respective reference sectors. This demonstrates that the strategy to strengthen proprietary exhibitions is the correct one. Part of this strategy was the acquisition of Ipack-Ima and there have been further developments this year with the launch of more wide-ranging downstream initiatives. 2015 was also the year of Expo: the Group provided stand-fitting services, logistics, and facilities management services and proved once again its ability to manage complex events. The foreign businesses, however, required some rationalisation: the results of this restructuring provide the basis for renewed growth through concentration of resources and energy on the selection of leading exhibitions that generate the highest profitability. We hope that 2016, despite the less favourable exhibition calendar, will confirm the existing signs of recovery and provide the conditions for Fiera Milano to consolidate its own recovery in the medium-term while reaping the benefit of the rationalisation measures and recapitalisation successfully carried out by the Company.”***

***Milan, 14 March 2016.*** The Board of Directors of Fiera Milano SpA, meeting under the chairmanship of Roberto Rettani, approved the Annual Report for the year ended 31 December 2015. The Shareholders’ Meeting, convened just once on 28 April 2016 at 14.00

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<sup>1</sup> The forecast 2015 gross operating profit previously communicated to the market was Euro 28.6 million and was restated for comparative purposes following the different classification of the use of risk provisions.



hours in the Auditorium of the Rho exhibition site, will be asked to approve the Preliminary Financial Statements.

The Shareholders' Meeting will be asked to approve the following:

1. The Financial Statements for the year to 31 December 2015, the Board of Directors' Management Report, the Report of the Statutory Auditors; resolutions pertaining thereto and resulting therefrom.
2. The Report on Remuneration pursuant to Article 123-ter of Legislative Decree 58/98; resolutions pertaining thereto and resulting therefrom.
3. Incentive Plan under Article 114-bis of Legislative Decree 58/98; resolutions pertaining thereto and resulting therefrom.
4. Authority for the purchase and disposal of treasury shares; resolutions pertaining thereto and resulting therefrom.

The Board of Directors also approved the annual Report on Corporate Governance and Ownership Structure, prepared in accordance with Article 123-bis of Legislative Decree 58/98, and the first Sustainability Report.

#### ■ **FIERA MILANO CONSOLIDATED FINANCIAL STATEMENTS**

The **2015 results were significantly better than those of the previous financial year due to the more favourable exhibition calendar**, which included important directly organised biennial exhibitions and the presence of multi-annual exhibitions, and also due to the contribution from activities linked to Expo 2015.

There were also **the first signs of economic recovery** in the period under review, particularly in the second semester, and these underpinned the already significant improvement in results. Consolidated revenues were Euro 337.3 million, a 39% year-on-year increase and 5% ahead of forecasts; the consolidated gross operating profit was Euro 43.6 million, a very strong improvement on the Euro 0.133 million of 2014 and the forecast of Euro 31.7 million.

The **Company instigated a policy to consolidate the exhibition portfolio of the foreign businesses through a selective focus on exhibitions in countries and industrial sectors that offer considerable potential**. To this end, Fiera Milano decided to exit the Turkish market given its current socio-economic problems and the consequent downgrade to its growth prospects, and also carried out a reorganisation of the businesses in Brazil and South Africa.

EBIT was penalised by impairment charges following impairment tests that were almost entirely included in the preparation of the Half-year Financial Report.

2015 was the year that the World Expo came to Milan. **The Company allocated areas totalling approximately 120,000 square metres within the fieramilano exhibition site to Expo 2015** for vehicle circulation and parking. **The subsidiaries Nolostand and Fiera Milano Congressi were responsible for the furnishing and management of the activities in the Expo 2015 Congress Centre and Auditorium**, as well as managing and providing fittings for specific B2B events held in the Congress Centre. Lastly, Nolostand also provided stand-fitting services to



some of the countries participating in Expo 2015. Total Group revenues generated from activities linked to Expo 2015 were Euro 23.2 million in the period under review.

On 23 July 2015, the **Parent Company acquired Ipack-Ima SpA**, owner of the triennial exhibition Ipack-Ima for processing and packaging technologies for food and non-food and of other ancillary exhibitions. The amount paid was Euro 2.5 million plus the net financial position of the acquired company and totalled Euro 6.8 million. With effect from 1 January 2016, two business divisions – that of the “Ipack-Ima” group of exhibitions belonging to Ipack-Ima SpA and the “Food Pack” exhibition belonging to Proma Pack Srl, a company belonging to UCIMA (the Italian association for producers of packaging machinery) - were conferred on the newly constituted company Ipack-Ima Srl, which is held 49% and 51% respectively by the two companies. This partnership will result in the largest Italian processing and packaging exhibition.

On 31 July 2015, the Extraordinary Shareholders’ Meeting approved a share capital increase, on a paid basis and in divisible form, for a total maximum amount, including any share premium, of Euro 70 million to be offered to all holders of shares in the Company, in accordance with Article 2441, paragraph 1 of the Italian Civil Code, through the issue of new ordinary shares with normal entitlement and identical in character to the shares already in circulation at the time of issue. On 26 November 2015, using the authority given it by the Extraordinary Shareholders’ Meeting, the Board of Directors approved the issue of a maximum of 31,126,821 ordinary shares to be offered to shareholders at a price of Euro 2.245 per share (of which Euro 0.01 per share to be allocated to share capital and Euro 2.235 per share as the share premium) in the ratio of three new shares every four held for a maximum amount of Euro 69,879,713. **The share capital increase closed with 29,770,392 ordinary shares subscribed, equal to 95.64% of the shares offered, for a total of Euro 66,834,530.** The net proceeds restored the capital structure of the Company and brought it to above the two-third threshold required by Article 2446 of the Italian Civil Code and reduced net debt. The new financial structure will support the Group’s investment and development plan.

In the financial year under review, 63 exhibitions and 36 congresses with related exhibition space were held in the exhibition sites of **fieramilano** and **fieramilanocity**. Net square metres of exhibition space used were 1,822,875 compared to 1,220,125 square metres in 2014, whilst the number of exhibitors went from 22,430 in 2014 to 32,340 in 2015.

Directly organised exhibitions by the Group in Italy occupied net exhibition space of 462,650 square metres, equal to 25% of total net exhibition space, a strong increase compared to the figure of 208,975 square metres of the previous financial year (17% of the total in 2014).

51 exhibitions covering a total of 401,045 net square metres of exhibition space (414,300 net square metres in 2014) were held abroad with 10,300 exhibitors (10,360 in 2014).

#### ● **RESULTS FOR THE FINANCIAL YEAR**

The table below gives the main figures of the Group. The business of the Group suffers from seasonality due to exhibitions that have a biennial and multiannual frequency. This makes a

comparison of figures between different financial years meaningless.

Fiera Milano Group Summary of key figures (Amounts in € '000)	Full year 31/12/15	Full year 31/12/14 restated	Full year 31/12/13 restated
<b>Revenues from sales and services</b>	337,339	242,711	242,854
<b>Gross operating result (a)</b>	43,594	133	7,974
<b>Net operating result (EBIT)</b>	11,958	(18,347)	(16,493)
<b>Net profit/(loss) (continuing operations)</b>	2,427	(18,635)	(16,012)
<b>Net profit/(loss) (discontinued operations)</b>	(1,998)	(471)	(613)
<b>Net profit/(loss)</b>	429	(19,106)	(16,625)
- Attributable to the shareholders of the controlling entity	1,014	(18,955)	(16,498)
- Attributable to non-controlling interests	(585)	(151)	(127)
<b>Cash flow for the Group and non-controlling interests (b)</b>	32,065	(626)	7,842
<b>Net capital employed (c)</b>	97,694	141,355	139,287
covered by:			
<b>Equity attributable to the Group</b>	84,572	17,034	34,650
<b>Equity attributable to non-controlling interests</b>	696	2,654	2,812
<b>Net financial debt/(cash)</b>	12,426	121,667	101,825
<b>Investments (continuing operations and assets held for sale)</b>	7,817	8,515	15,655
<b>Employees (no. of permanent employees at year end)</b>	783	807	826

(a) Gross operating profit is operating result before depreciation and amortisation, adjustments to assets values and other provisions.  
(b) Cash flow is the sum of net result for the financial year, depreciation and amortisation, provisions and adjustments to assets values.  
(c) Net capital employed is the sum of non-current assets, non-current liabilities and net working capital.

Some of the 2013 and 2014 figures have been restated for comparative purposes to reflect the requirements of IFRS 5 following the divestment of the subsidiary Intertek on 27 July 2015 and for the different classification of the use of risk provisions. Some of the 2013 figures have been restated for comparative purposes to reflect the application of the new standard IFRS 11 from 1 January 2014.

**Revenues from sales and services** totalled Euro 337.3 million, a strong increase on the figure of Euro 242.7 million in 2014. This was largely due to the more favourable exhibition calendar that included the directly organised biennial exhibitions that fall in uneven-numbered years, Host and Tuttofood, the triennial exhibitions Ipack-Ima and Plast, EMO, which is held in Milan every six years, and the itinerant exhibition ITMA. There was also a positive impact on revenues from the activities linked to the presence of Expo 2015.

The **gross operating profit** was Euro 43.6 million (Euro 0.133 million in 2014). The increase mainly reflected the increase in revenues that was, in part, offset by an increase in labour costs in the Parent Company due to Euro 4.3 million for the higher variable component of employee remuneration, Euro 4.1 million of redundancy incentives, and Euro 1.5 million of staff-leaving indemnities paid to the Chief Executive Officer when his position was not renewed. Moreover, there was an increase in rental costs of Euro 10 million for the **fieramilano** exhibition site due to the variable component of the rent that was only payable in 2015 because of the presence of Expo 2015. The latter was partly compensated by the Euro 6.7 million decrease in the rent compared to the previous financial year.



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The **net operating profit** was Euro 12.0 million and compared to a net operating loss of Euro 18.3 million in 2014. The figure was penalised by impairment charges of Euro 11.1 million (Euro 3.6 million in 2014). Euro 5.5 million and Euro 1.9 million were for the goodwill and trademarks of respectively the Brazilian subsidiary and the South African subsidiary, Euro 1.5 million was for goodwill in the Chinese subsidiary Worldex, Euro 2.0 million for the trademarks of the Transpotec & Logitec and Bias exhibitions of the Parent Company, and Euro 0.301 million for the real estate publications of the subsidiary Fiera Milano Media. Euro 3.1 million of risk provisions were also taken following the updated forecasts for the use of the “Palazzo Italia” in Berlin and Euro 2.0 million to cover the costs of the employee mobility procedure that followed the reorganisation of the subsidiary Fiera Milano Media.

**Net financial expenses** were Euro 3.5 million, an improvement compared to net expenses of Euro 4.9 million in 2014. The decrease mainly reflected lower financial charges incurred on lower average debt.

The **Pre-tax profit** was Euro 8.4 million compared to a pre-tax loss of Euro 23.2 million in 2014.

The **Net profit** was Euro 0.429 million after taxes of Euro 6.0 million and compared with a net loss for the 2014 financial year of Euro 19.1 million after a positive tax item of Euro 4.6 million. Net profit comprised Euro 2.4 million from continuing operations and a net loss of Euro 2.0 million from discontinued operations following the disposal of the shareholding in the Turkish subsidiary. Euro 1.0 million of the net result was attributable to the shareholders of the controlling entity and a loss of Euro 0.585 million to non-controlling interests.

#### ● ***BREAKDOWN OF RESULTS BY OPERATING SEGMENT AND BY GEOGRAPHIC AREA***

The activities of the Fiera Milano Group are grouped into five operating segments: Italian Exhibitions, Foreign Exhibitions, Stand-fitting Services, Media, and Congresses.

**Revenues from sales and services**, before eliminations for inter-segment transactions, were Euro 393.4 million, of which 97% was generated in Italy. 71% was generated by Italian Exhibitions, 2% by Foreign Exhibitions, 14% by Stand-fitting Services, 3% by the Media segment and 10% by the Congress segment.

◆ Revenues from **Italian Exhibitions** were Euro 277.3 million, a year-on-year increase of 53%, and were mainly due to the aforementioned exhibition calendar and the activity linked to Expo 2015.

◆ Revenues from **Foreign Exhibitions** were Euro 9.4 million compared to Euro 16.0 million in the previous financial year. The decrease mainly reflected the decline in revenues in Brazil due to the absence of two biennial exhibitions and the cancellation of some exhibitions, as well as lower sponsorship revenues in the South African subsidiary.

◆ Revenues from **Stand-fitting Services** were Euro 55.9 million, a year-on-year increase of 67%, and reflected higher volumes of stand-fitting services due to the more favourable exhibition calendar and the presence of Expo 2015.



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◆ Revenues from **Media** were Euro 13.4 million, a year-on-year increase of approximately 8% due to higher billboard revenues, higher advertising volumes on the web portal, and increased revenues from digital services.

◆ Revenues from **Congresses** were Euro 37.4 million compared to Euro 37.8 million in 2014. 2015 revenues included those generated by managing the Expo 2015 Congress Centre and Auditorium. 2014 revenues benefited from the use of the MiCo Congress Centre to host the ministerial meetings held during the six-month Italian Presidency of the European Union.

The **gross operating profit** was Euro 43.6 million of which Euro 45.1 million of gross operating profit was generated in Italy and a gross operating loss of Euro 1.5 million came from abroad. **Italian Exhibitions** generated Euro 31.9 million (a gross operating loss of Euro 10.2 million in 2014) that reflected the trend in revenues but also the aforementioned extraordinary personnel costs and higher rent for the **fieramilano** exhibition site; **Foreign Exhibitions** had a gross operating loss of Euro 1.0 million (Euro 1.2 million in the previous financial year) that was negatively impacted by costs for redundancy incentives and cancellation of contracts that were part of the reorganisation; **Stand-fitting Services** had a gross operating profit of Euro 7.2 million (Euro 2.3 million in 2014); **Media** had a gross operating profit of Euro 0.821 million (Euro 0.655 million in 2014); and **Congresses** generated Euro 4.6 million (Euro 6.1 million in the previous financial year).

The **net operating profit (EBIT)** was Euro 12.0 million compared to a net operating loss of Euro 18.3 million in the previous financial year. **Italian Exhibitions** generated a net operating profit of Euro 18.2 million, compared to a net operating loss of Euro 18.3 million in the comparative period, which reflected the trend in the gross operating profit of this segment but also the impact of the aforementioned risk provisions for the “Palazzo Italia” and impairment charges for exhibition trademarks; **Foreign Exhibitions** made a net operating loss of Euro 11.1 million, compared to a net operating profit of Euro 0.178 million in 2014, due to the negative effect of the aforementioned impairment charges; **Stand-fitting Services** made a net operating profit of Euro 5.2 million, a strong increase on the result of the previous financial year (Euro 0.365 million); **Media** generated a net operating loss of Euro 2.1 million, compared to a net operating loss of Euro 4.1 million in 2014, an improvement that reflected lower impairment charges and lower amortisation of publications, which was, in part, offset by risk provisions linked to the company reorganisation; **Congresses** had net operating profit of Euro 1.8 million (Euro 3.4 million in 2014).

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

Net financial debt at 31 December 2015 was Euro 12.4 million compared to Euro 121.7 million at 31 December 2014. The decrease in net debt was due to the share capital increase in the Parent Company and the operating cash flow.

### ■ **THE PARENT COMPANY FIERA MILANO SPA**

#### ● **RESULTS FOR THE FINANCIAL YEAR**

> **Revenues from sales and services** were Euro 277.3 million compared to Euro 181.1 million in 2014. The significant improvement was due to the more favourable exhibition calendar and the activities linked to Expo 2015.



- > The **gross operating profit** was Euro 32.9 million compared to a net operating loss of Euro 10.2 million in 2014. The increase in the gross operating profit was mainly due to the increase in revenues but also reflected the aforementioned higher personnel costs and rent for the **fieramilano** exhibition site.
- > The **net operating profit** was Euro 19.2 million compared to a net operating loss of Euro 18.3 million in the previous financial year. The improvement reflects the trend in the gross operating profit offset by the risk provisions for the “Palazzo Italia” in Berlin and the impairment charges for the Transpotec & Logitec and Bias exhibition trademarks.
- > The **net loss** was Euro 1.5 million after taxes of Euro 5.7 million and compared with a net loss of Euro 30.7 million after a positive tax item of Euro 5.2 million in 2014. The net loss reflects Euro 16.0 million of impairment charges (Euro 14.9 million in 2014) of which Euro 9.4 million was attributable to Eurofairs International Consultoria e Participações Ltda, Euro 3.2 million to Fiera Milano Exhibitions Africa Pty Ltd, Euro 2.6 million to Fiera Milano Interteks Uluslararası Fuarcilik A.S., and Euro 0.806 million to Limited Liability Company Fiera Milano.
- > **Net financial debt** at 31 December 2015 was Euro 17.8 million, a significant decrease compared to the net debt figure of Euro 122.2 million at 31 December 2014 that was due to the funds raised in the share capital increase and the operating cash flow.

#### ● **BUSINESS OUTLOOK**

The Group continues its strategy to prioritise the increase of directly organised events, stronger penetration of sectors where it already has a significant presence, downstream expansion of these sectors, and a focus on increasing the number of international buyers and exhibitors.

Outside Italy, the Group intends to consolidate its exhibition portfolio through a selective focus on exhibitions in countries and industrial sectors offering high growth potential while enhancing its presence also through partnerships with leading international exhibition operators.

While benefiting from the reorganisation implemented, 2016 will suffer from a less favourable exhibition calendar in Italy compared to the financial year under review due to the absence of the important directly organised biennial exhibitions and the multi-annual exhibitions.

In the medium-term, assuming no events or circumstances that at the present time cannot be foreseen, the Group expects a significant improvement in the gross operating profit already in 2017 from the measures implemented and from taking advantage of business development potential and opportunities arising from the improvement in the reference economic environment.

The strength of the capital and financial position following the recent share capital increase of the Company should underpin the Group investment and development plan, as well as covering working capital requirements.



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### ■ **INCENTIVE PLAN**

The Board of Directors, in line with the remuneration policy drawn up by the Company, has decided to propose to the Shareholders' Meeting that they approve a stock option plan for 2017-2023 (the "Plan") that aims to link remuneration to the profitability of the Company and to the creation of value and to develop an employee retention plan. The Plan is for executive directors, and/or executives with strategic responsibilities and/or employees of Fiera Milano SpA and its subsidiaries who have important strategic roles or are in a position to make a significant contribution to the attainment of the strategic objectives.

The Plan is based on a maximum number of one million treasury shares of the Company. Options will be granted free of charge in three separate *tranches*. Each option will give the right to purchase one share at an exercise price equivalent to the arithmetic average of the official price of the Company shares on the thirty days preceding the grant date of each *tranche* of options. The *tranches* of options will be granted: (i) by 31 May 2017; (ii) by 31 May 2018; (iii) by 31 May 2019. Each tranche of options will have a vesting period of three years and an exercise period of one year. Option rights will be granted to beneficiaries if certain conditions have been met: the consolidated gross operating profit in each of the 2016, 2017, and 2018 financial years reaches those in the 2016-2019 Industrial Plan and that the relationship between the beneficiary and the Company has continued during the intervening period.

### ■ **PURCHASE AND DISPOSAL OF TREASURY SHARES**

The Board of Directors has decided to propose to the Shareholders' Meeting that it grants the Board of Directors the authority to purchase treasury shares for a period of 18 months from the approval of the Shareholders' Meeting. Under the proposal the maximum number of shares that may be purchased must not exceed, including those shares already held by the Company and its subsidiaries, 20% of the shares that make up the share capital. The shares may be purchased at a share price that is no higher or lower than 10% of the reference price recorded by Fiera Milano shares on the Italian stock exchange in the trading session preceding each individual transaction. The shares may be sold even before the purchase mandate has been exhausted and the selling price must be no lower than that of the lowest purchase price. This price limit will not be applicable if the shares are disposed of as part of a stock option plan.

The Board of Directors is requesting this authority as it is of the opinion that the purchase of treasury shares could represent an attractive investment opportunity and/or may be instrumental in improving the financial structure of the Company as it may facilitate future agreements involving the exchange of shareholdings. The authority is requested in order to carry out transactions, in accordance with enacted law and regulations, to stabilise share price movements linked to anomalies in the market and improve the liquidity of the shares. The authority is also requested so that treasury shares are available for use in stock option incentive plans that may be approved in accordance with the provisions of law or as part of any bond issue convertible into shares of the Company.





At today's date, Fiera Milano holds directly and indirectly 645,008 treasury shares, equal to 0.9% of the total share capital.

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The Manager responsible for preparing the Company's financial statements, Flaminio Oggioni, in accordance with paragraph 2 article 154-bis of the Consolidated Finance Law herewith declares that the accounting information contained in the present release is consistent with the Company's official documents, books and accounting records.

*This press release contains forward-looking statements. These statements are based on the current expectations and assumptions of the Group regarding future events and by their very nature are subject to certain risks and uncertainties. The actual results could differ materially from those contained in these statements for a variety of factors that include changes in general economic and business conditions, continued volatility and a further deterioration in the capital and financial markets and many other factors, the majority of which are outside the control of the Group.*

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Attachments (not subject to legal audit):  
Consolidated Statement of Financial Position  
Consolidated Statement of Comprehensive Income  
Consolidated Statement of Cash Flows  
Fiera Milano SpA Statement of Financial Position  
Fiera Milano SpA Statement of Comprehensive Income  
Fiera Milano SpA Statement of Cash Flows



## FIERA MILANO

	(€ '000)	
<b>Consolidated Statement of Financial Position</b>	<b>31/12/15</b>	<b>31/12/14</b>
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment	14,746	18,427
Leased property, plant & equipment	9	11
Investments in non-core property	-	-
Goodwill and intangible assets with an indefinite useful life	104,945	109,474
Intangible assets with a finite useful life	29,408	41,584
Equity accounted investments	16,955	15,462
Other investments	29	40
Other financial assets	-	-
Trade and other receivables	13,035	13,275
<i>of which from related parties</i>	<i>12,125</i>	<i>12,389</i>
Deferred tax assets	3,175	6,457
<b>Total</b>	<b>182,302</b>	<b>204,730</b>
<b>Current assets</b>		
Trade and other receivables	63,932	50,604
<i>of which from related parties</i>	<i>5,341</i>	<i>6,795</i>
Inventories	1,884	5,028
Contracts in progress	-	-
Current financial assets	-	-
Cash and cash equivalents	56,092	12,276
<b>Total</b>	<b>121,908</b>	<b>67,908</b>
<b>Assets held for sale</b>		
Assets held for sale	-	-
<b>Total assets</b>	<b>304,210</b>	<b>272,638</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Share capital	41,818	41,521
Share premium reserve	65,679	909
Revaluation reserve	-	-
Other reserves	(6,936)	3,387
Retained earnings	(17,003)	(9,828)
Profit/(loss) for the year	1,014	(18,955)
<b>Total Group equity</b>	<b>84,572</b>	<b>17,034</b>
<b>Equity attributable to non-controlling interests</b>	<b>696</b>	<b>2,654</b>
<b>Total equity</b>	<b>85,268</b>	<b>19,688</b>
<b>Non-current liabilities</b>		
Bonds in issue	-	-
Bank borrowings	10,922	26,898
Other financial liabilities	2,094	2,001
Provision for risks and charges	3,343	1,752
Employee benefit provisions	10,672	10,286
Deferred tax liabilities	5,709	7,147
Other non-current liabilities	-	55
<b>Total</b>	<b>32,740</b>	<b>48,139</b>
<b>Current liabilities</b>		
Bonds in issue	-	-
Bank borrowings	39,466	82,894
Trade payables	49,267	36,160
Pre-payments	34,880	39,641
Other current financial liabilities	16,036	22,150
<i>of which to related parties</i>	<i>15,225</i>	<i>21,983</i>
Current provision for risks and charges	3,915	1,326
Current tax liabilities	5,168	2,091
Other current liabilities	37,470	20,549
<i>of which to related parties</i>	<i>5,832</i>	<i>4,128</i>
<b>Total</b>	<b>186,202</b>	<b>204,811</b>
<b>Liabilities held for sale</b>		
Liabilities held for sale	-	-
<b>Total liabilities</b>	<b>304,210</b>	<b>272,638</b>



## FIERA MILANO

		(€ '000)	
<b>Consolidated Statement of Comprehensive Income</b>		<b>2015</b>	<b>2014 restated *</b>
Revenues from sales and services		337,339	242,711
<b>Total revenues</b>		<b>337,339</b>	<b>242,711</b>
Cost of materials		4,859	2,440
Cost of services		165,870	134,986
<i>of which with related parties</i>		1,040	1,495
Cost of use of third-party assets		61,419	56,546
<i>of which with related parties</i>		45,882	52,363
<i>of which with related parties non recurring</i>		10,000	-
Personnel expenses		61,675	48,634
Other operating expenses		5,753	4,949
<i>of which with related parties</i>		896	1,064
<b>Total operating expenses</b>		<b>299,576</b>	<b>247,555</b>
Other income		3,003	3,529
Results of equity accounted associates and joint ventures		2,828	1,448
<b>Gross operating result</b>		<b>43,594</b>	<b>133</b>
Depreciation of property, plant and equipment		6,774	6,808
Depreciation of property investments		-	-
Amortisation of intangible assets		5,541	6,518
Adjustments to asset values		11,142	3,637
Provisions for doubtful receivables and other provisions		8,179	1,517
<b>Net operating result (EBIT)</b>		<b>11,958</b>	<b>(18,347)</b>
Financial income and similar		828	943
Financial expenses and similar		4,348	5,812
<i>of which with related parties</i>		1,045	1,183
Valuation of financial assets		-	-
<b>Profit/(loss) before tax</b>		<b>8,438</b>	<b>(23,216)</b>
Income tax		6,011	(4,581)
<b>Profit/(loss) from continuing operations</b>		<b>2,427</b>	<b>(18,635)</b>
<b>Profit/(loss) from discontinued operations</b>		<b>(1,998)</b>	<b>(471)</b>
<b>Profit/(loss) for the year</b>		<b>429</b>	<b>(19,106)</b>
Profit/(loss) attributable to:			
The shareholders of the controlling entity		1,014	(18,955)
Non-controlling interests		-585	(151)
<b>Other comprehensive income/(loss) that will not be reclassified subsequently to profit or loss</b>			
Revaluation of defined benefit schemes		228	(544)
Tax effects		63	(150)
<b>Other comprehensive income/(loss) that will be reclassified subsequently to profit or loss</b>			
Currency translation differences of foreign subsidiaries		(1,224)	840
<b>Other comprehensive income/(loss) net of related tax effects</b>		<b>(1,059)</b>	<b>446</b>
<b>Total comprehensive income/(loss) for the year</b>		<b>(630)</b>	<b>(18,660)</b>
Total comprehensive income/loss for the year attributable to:			
The shareholders of the controlling entity		(66)	(18,612)
Non-controlling interests		(564)	(48)
<b>Earnings/losses per share (€)</b>			
	Basic	0.0238	-0.4565
	Diluted	0.0238	-0.4565

\* Some figures in the Consolidated Financial Statements at 31 December 2014 have been restated for comparative purposes to reflect the effects of IFRS 5 following the divestment of the subsidiary Interteks on 27 July 2015 and for the different classification of the use of risk provisions.



## FIERA MILANO

	(€ '000)	
<b>Consolidated Statement of Cash Flows</b>	<b>2015</b>	<b>2014 restated *</b>
<b>Net cash at beginning of the year</b>	<b>12,276</b>	<b>11,416</b>
<b>Cash flow from operating activities</b>		
Net cash from operating activities	52,663	(6,528)
<i>of which from related parties</i>	(54,714)	(58,775)
Interest paid	(2,617)	(3,144)
Interest received	91	407
Income taxes paid	(1,475)	(269)
<b>Total from continuing operations</b>	<b>48,662</b>	<b>(9,534)</b>
<b>Total from assets held for sale</b>	<b>(2,161)</b>	<b>(327)</b>
<b>Cash flow from investing activities</b>		
Investments in tangible assets	(3,388)	(6,741)
Write-downs of tangible assets	283	47
Investments in intangible assets	(1,262)	(2,175)
Write-downs of intangible assets	-	-
Investments in subsidiaries	(2,363)	(1,954)
Investments in joint ventures	1,827	1,705
Other investments	-	-
<b>Total from continuing operations</b>	<b>(4,903)</b>	<b>(9,118)</b>
<b>Total from assets held for sale</b>	<b>2,442</b>	<b>(4)</b>
<b>Cash flow from financing activities</b>		
Equity	(108)	(599)
Share capital increase of the Parent Company	65,684	-
Non-current financial assets/liabilities	(17,243)	(9,400)
Current financial assets/liabilities	(48,539)	29,023
<i>of which from related parties</i>	(6,688)	816
Dividends paid	-	(76)
<b>Total from continuing operations</b>	<b>(206)</b>	<b>18,948</b>
<b>Total from assets held for sale</b>	<b>(295)</b>	<b>328</b>
Total translation differences	277	567
<b>Net cash for the period from continuing operations</b>	<b>43,553</b>	<b>296</b>
<b>Net cash for the period from assets held for sale</b>	<b>(14)</b>	<b>(3)</b>
<b>Net cash at the end of the year from assets held for sale</b>	<b>-</b>	<b>14</b>
<b>Net cash at the end of the year from continuing operations</b>	<b>56,092</b>	<b>12,262</b>

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	(€ '000)	
<b>Cash generated from operating activities</b>	<b>2015</b>	<b>2014 restated *</b>
Result of continuing operations	2,427	(18,635)
<i>Adjustments for:</i>		
Profit from equity accounted investments	(2,828)	(1,448)
Depreciation and Amortisation	12,315	13,325
Provisions, write-downs and impairment	17,229	3,864
Capital gains and losses	39	(6)
Net financial income/expenses	3,520	5,010
Net change in employee provisions	32	690
Changes in deferred taxes	1,828	(5,199)
Inventories	3,207	(1,022)
Trade and other receivables	(11,447)	3,771
Trade payables	12,237	(8,458)
Pre-payments	(4,519)	2,594
Tax payables	4,596	315
Provisions for risks and charges and other liabilities (excluding payables to Organisers)	11,727	214
Payables to Organisers	2,300	(1,543)
<b>Total</b>	<b>52,663</b>	<b>(6,528)</b>

\* Some figures in the Consolidated Financial Statements at 31 December 2014 have been restated for comparative purposes to reflect the effects of IFRS 5 following the divestment of the subsidiary Interteks on 27 July 2015 and for the different classification of the use of risk provisions.



## FIERA MILANO

	(Euro)	
<b>Fiera Milano SpA Statement of Financial Position</b>	<b>31/12/15</b>	<b>31/12/14</b>
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment	4,139,144	4,818,631
Leased property, plant and equipment	-	-
Investments in non-core property	-	-
Goodwill and intangible assets with an indefinite useful life	70,144,099	70,144,099
Intangible assets with a finite useful life	13,079,442	18,266,780
Investments	73,350,722	81,066,973
Other financial assets	-	-
Trade and other receivables	13,031,120	13,270,692
<i>of which from related parties</i>	<i>12,125,107</i>	<i>12,388,585</i>
Deferred tax assets	3,083,994	6,338,217
<b>Total</b>	<b>176,828,521</b>	<b>193,905,392</b>
<b>Current assets</b>		
Trade and other receivables	45,877,971	38,754,134
<i>of which from related parties</i>	<i>10,595,546</i>	<i>9,164,681</i>
Inventories	1,197,852	4,466,326
Contracts in progress	-	-
Current financial assets	4,034,972	2,724,827
<i>of which from related parties</i>	<i>4,034,972</i>	<i>2,724,827</i>
Cash and cash equivalents	42,971,750	3,563,919
<b>Total</b>	<b>94,082,545</b>	<b>49,509,206</b>
<b>Assets held for sale</b>		
Assets held for sale	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>Total assets</b>	<b>270,911,066</b>	<b>243,414,598</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Share capital	41,818,383	41,520,679
Share premium reserve	65,679,470	1,783,076
Revaluation reserve	-	-
Other reserves	-	9,285,020
Retained earnings	(19,712,226)	(179,063)
Profit/(loss) for the year	(1,456,384)	(30,674,121)
<b>Total</b>	<b>86,329,243</b>	<b>21,735,591</b>
<b>Non-current liabilities</b>		
Bonds in issue	-	-
Bank borrowings	10,922,456	26,898,253
Other financial liabilities	50,280	220,113
Provision for risks and charges	2,951,986	1,422,479
Employee benefit provisions	5,792,339	6,208,936
Deferred tax liabilities	-	-
Other non-current liabilities	-	-
<b>Total</b>	<b>19,717,061</b>	<b>34,749,781</b>
<b>Current liabilities</b>		
Bonds in issue	-	-
Bank borrowings	38,485,373	79,561,530
Trade-payables	26,184,964	22,016,420
Pre-payments	31,544,918	34,843,342
Other financial liabilities	15,395,485	21,850,045
<i>of which to related parties</i>	<i>15,224,542</i>	<i>21,683,296</i>
Current provision for risks and charges	1,636,318	968,006
Current tax liabilities	4,022,317	1,178,050
Other current liabilities	47,595,387	26,511,833
<i>of which to related parties</i>	<i>19,495,875</i>	<i>13,049,709</i>
<b>Total</b>	<b>164,864,762</b>	<b>186,929,226</b>
<b>Liabilities held for sale</b>		
Liabilities held for sale	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>Total liabilities</b>	<b>270,911,066</b>	<b>243,414,598</b>



## FIERA MILANO

	(Euro)	
<b>Fiera Milano SpA Statement of Comprehensive Income</b>	<b>2015</b>	<b>2014 restated *</b>
Revenues from sales and services	277,307,280	181,098,308
<i>of which with related parties</i>	<i>6,862,907</i>	<i>4,918,877</i>
<b>Total revenues</b>	<b>277,307,280</b>	<b>181,098,308</b>
Cost of materials	899,822	817,906
Cost of services	144,892,370	107,571,490
<i>of which with related parties</i>	<i>48,515,696</i>	<i>33,562,873</i>
Cost of use of third-party assets	54,945,417	50,663,233
<i>of which with related parties</i>	<i>42,588,310</i>	<i>49,319,642</i>
<i>of which with related parties non recurring</i>	<i>10,000,000</i>	-
Personnel expenses	45,779,108	34,990,305
<i>of which with related parties</i>	<i>873,732</i>	<i>1,007,595</i>
Other operating expenses	4,636,458	3,681,686
<i>of which with related parties</i>	<i>1,132,360</i>	<i>1,309,715</i>
<b>Totale Costi Operativi</b>	<b>251,153,175</b>	<b>197,724,620</b>
Other income	6,756,278	6,405,941
<i>of which with related parties</i>	<i>4,431,645</i>	<i>3,857,967</i>
<b>Gross operating result</b>	<b>32,910,383</b>	<b>(10,220,371)</b>
Depreciation of property, plant and equipment	2,030,405	2,663,992
Depreciation of property investments	-	-
Amortisation of intangible assets	4,242,743	4,674,891
Adjustments to asset values	1,953,000	-
Provisions for doubtful receivables and other provisions	5,463,570	758,421
<b>Net operating profit (EBIT)</b>	<b>19,220,665</b>	<b>(18,317,675)</b>
Financial income and similar	4,305,837	2,095,880
<i>of which with related parties</i>	<i>4,227,295</i>	<i>2,018,511</i>
Financial expenses and similar	3,297,016	4,737,056
<i>of which with related parties</i>	<i>1,044,837</i>	<i>1,183,180</i>
Valuation of financial assets	(16,033,039)	(14,942,000)
<b>Profit/(loss) before tax</b>	<b>4,196,447</b>	<b>(35,900,851)</b>
Income tax	5,652,831	(5,226,730)
<i>of which with related parties</i>	<i>(330,991)</i>	<i>(1,167,540)</i>
<b>Profit/(loss) from continuing operations</b>	<b>(1,456,384)</b>	<b>(30,674,121)</b>
<b>Profit/(loss) from discontinued operations</b>	<b>-</b>	<b>-</b>
<b>Profit/(loss) for the year</b>	<b>(1,456,384)</b>	<b>(30,674,121)</b>
<b>Other comprehensive income/(loss) that will not be reclassified subsequently to profit or loss</b>		
Revaluation of defined benefit schemes	100,499	(230,358)
Tax effects	27,637	(63,348)
<b>Other comprehensive income/(loss) net of related tax effects</b>	<b>72,862</b>	<b>(167,010)</b>
<b>Total comprehensive income/loss for the year</b>	<b>(1,383,522)</b>	<b>(30,841,131)</b>

\* Some of the 2014 figures have been restated for comparative purposes following the different classification of the use of risk provisions.



## FIERA MILANO

	(Euro)	
<b>Fiera Milano SpA Statement of Cash Flows</b>	<b>2015</b>	<b>2014 restated*</b>
<b>Net cash at beginning of year</b>	<b>3,563,919</b>	<b>5,920,621</b>
<b>Cash flow from operating activities</b>		
Net cash from operating activities	47,868,324	(13,162,842)
<i>of which with related parties</i>	(83,009,750)	(76,167,616)
Interest paid	(3,277,474)	(4,344,314)
Interest received	250,647	659,277
<b>Total</b>	<b>44,841,497</b>	<b>-16,847,879</b>
<b>Cash flow from investing activities</b>		
Investments in tangible assets	(1,364,131)	(595,000)
Write-downs of tangible assets	21,067	5,008
Investments in intangible assets	(1,008,405)	(1,634,942)
Investments in subsidiaries	-	(1,953,634)
Acquisition of investments	(6,319,263)	-
Subsidiary company share capital transactions	(951,977)	(1,121,774)
Dividends received	3,972,383	1,797,288
<b>Total</b>	<b>(5,650,326)</b>	<b>(3,503,054)</b>
<b>Cash flow from financing activities</b>		
Share capital increase	65,685,259	-
Non-current financial assets/liabilities	(16,145,630)	(7,220,889)
Current financial assets/liabilities	(49,322,969)	25,215,120
<i>of which with related parties</i>	(7,768,899)	693,312
<b>Total</b>	<b>216,660</b>	<b>17,994,231</b>
<b>Cash flow for the period</b>	<b>39,407,831</b>	<b>(2,356,702)</b>
<b>Net cash from assets held for sale</b>	<b>-</b>	<b>-</b>
<b>Net cash at the end of year</b>	<b>42,971,750</b>	<b>3,563,919</b>

\* Some of the 2014 figures have been restated for comparative purposes following the different classification of the use of risk provisions.

	(Euro)	
<b>Cash generated from operating activities</b>	<b>2015</b>	<b>2014 restated*</b>
Result including non-operating activities	(1,456,384)	(30,674,121)
<i>Adjustments for:</i>		
Depreciation and Amortisation	6,273,148	7,338,883
Provisions, write-downs and impairment	7,416,570	758,421
Valuation of financial activities	16,033,039	14,942,000
Capital gains and losses	(19,917)	491
Net financial income/expenses	(1,008,766)	2,643,499
Net change in employee provisions	(316,098)	206,210
Changes in deferred taxes	3,455,291	(4,165,783)
Inventories	3,268,474	(1,711,885)
Trade and other receivables	(8,726,714)	1,504,122
Trade payables	4,168,544	(4,048,181)
Pre-payments	(3,298,424)	3,471,676
Tax payables	2,907,477	(2,210)
Provisions for risks and charges and other liabilities (excluding payables to Organisers)	16,871,798	(1,883,241)
Payables to Organisers	2,300,286	(1,542,723)
<b>Total</b>	<b>47,868,324</b>	<b>(13,162,842)</b>

\* Some of the 2014 figures have been restated for comparative purposes following the different classification of the use of risk provisions.