



## **PRESS RELEASE**

**ASCOPIAVE: The Board of Directors has approved the results of the 2013 financial year. Increase in operating margins and strong growth in net profit.**

- **Consolidated Revenues: Euro 854.3 million (-20.8% compared to 2012)**
- **Gross Operating Margin: Euro 105.9 million (+3.1% )**
- **Operating Results: Euro 76.8 million (+5.1%)**
- **Consolidated net profit: Euro 41.0 million (+37.0% )**
- **Net Financial Position at Euro 131.6 million**
- **Debt/shareholder's Equity and debt/EBITDA ratios are confirmed among the most performing of the sector, respectively at 0.33 and 1.24 as of 31 December 2013**

The Ascopiave S.p.A. Board of Directors -chaired by Mr. Fulvio Zugno- has today acknowledged and approved the separate financial statements and the consolidated financial statements for the 2013 financial year drawn up in compliance with the IAS/IFRS international accounting principles.

Moreover the Board of Directors has decided to propose the distribution of a dividend of 0.12 Euro per share.

"The numbers approved today by the Board of Directors are an extraordinary award for the challenges that I have been called to face in 2011 – states with satisfaction Chairman Fulvio Zugno- we are approaching the end of a three-year period of radical changes in a less-than-optimal economic situation with the best results so far in the history of Ascopiave.

Economic, balance and financial indicators reached during these years – adds the Chairman - do confirm the value of the difficult choices that sometimes went against the grain that the Board of Directors and the management took during the years. Additionally, the loyalty of Shareholders in our Company and in our work is hereby justly rewarded. I would like to point out that the dividend we propose to the Shareholders' Meeting is, once again, among the highest in this sector and it is perfectly consistent with the extraordinary trend of Ascopiave Shares. Shareholders have been able to understand the value of our shares and have shown loyalty to them and to their possible growth perspectives."

"Our Group has been completely renewed - states Director General Roberto Gumirato - we have been able to reorganize our structure and currently we boast one of the best governance practices in the market, as well as a solid and reactive structure that is ready to tackle successfully the upcoming competition challenges both in the gas distribution sector and in the trade sector"

## **Consolidated results of the Ascopiave Group for the 2013 financial year**

### **Sales revenues**

The Ascopiave Group closed the 2013 financial year with consolidated revenues amounting to 854.3 million Euro, compared to the 1078.0 million Euro in 2012 (-20.8%). The decrease in revenues mainly resulted from the reduction in sale revenues from the Virtual Exchange Point and wholesale sector (-175.5 million Euro) and electrical power (-56.8 million Euro), which compensate for the growth in sundry income for 117.5 million Euro, of which 115.1 million Euro due to the sale of the Group reference shipper for Russian gas, purchased through a take or pay contract signed by Sinergie Italiane, as part of the agreements envisaged by the framework supply agreement.

### **Gross operating margin**



Compared to the 2012 financial year, the gross operating margin of the Ascopiave Group increased by 3,2 million Euro (+3.1%), reaching 105.9 million Euro.

This result is due to stability in trade margins on sale of gas and electrical power, by a small decrease in the tariff revenue on gas distribution and measurement activities (-0.1 million Euro) paired with an increase in the total figures of residual costs and revenues (+3.3 million Euro).

The trade margin on the gas sale activities in the end market has decreased by 1.8 million Euro, mainly due to a reduction of sold gas and the adjustment of sale prices in the protected market, as envisaged by AEEG decision number 196/2013/R/gas from the fourth quarter of last year. The trade margin on the electrical power sale activities has increased by 1.8 million Euro compared to 2012, thanks to new supply conditions related to the spot market price trends and the rationalization of client portfolio.

The variation in the item "residual costs and revenues" (+3.3 million Euro) is mainly due to the reduction in the concession fees paid to Municipalities that own the gas distribution service (+2.7 million Euro), increased capital gains derived from the sale of distribution systems (+1.1 million Euro) and decreased costs for risk provisions (+2.8 million Euro), which have been partially offset by decreased income from gas connections (-1.3 million Euro), increased personnel costs (-1.9 million Euro) and a decreased margin on the management of energetic efficiency certificates (-1.0 million Euro).

### **Operating results**

The operating profit in 2013 amounted to 76.8 million Euro, an increase compared to the previous year of 3.7 million Euro (+5.1%).

### **Net Profit**

The consolidated net profit amounted to 41.0 million Euro, an increase compared to the same period the previous year of 11.1 million Euro (+37.0%).

The consolidation with the equity method of associate company Sinergie Italiane, under liquidation, has caused the expenditure of 0.3 million Euro, compared to 11.0 million Euro of year 2012.

The other net financial expenses amount to 3.9 million Euro, marked a decreased of 3.0 million Euro mainly due to reduction in accrued interests on lines of credit by banks (-1.5 million Euro), due to a decrease in interest rates and average exposure, and to decreased costs of associated company Estenergy S.p.A. for (-0.9 million Euro).

Net profit from sold assets decreases by 4.4 million Euro. The value in the 2012 P&L account relates to photovoltaic activities of company Serin S.r.l. sold in December 2012.

Taxes recorded in the income statement amounted to 31.5 million Euro, an increase of 2.0 million compared to 2012 (-6.8%) due to an increase in taxable revenues.

The tax rate was calculated by normalizing the pre-tax result of the consolidation effects of the company Sinergie Italiane S.r.l. - under liquidation decreases from 44.6% to 43.3%.

### **Yearly trend for 2013**

The volumes of gas sold to the end market by consolidated companies at 100% in 2013 amounted to 879.4 million cubic meters, a decline of 17.0% compared to 2012, due to a



rationalization of high-consumption industrial client portfolios and mild climate conditions in the third quarter of the year, which caused a general decrease in consumption.

The companies which were consolidated pro quota (49% or 51%) in 2013 sold a total of 460.2 million cubic meters of gas (-74.2 million cubic meters -13.9%).

At December 31, 2013, the gas customers managed by the consolidated companies at 100% amounted to over 550,000 units, whereas the customers of companies consolidated pro-quota were about 282,000.

With regards to the distribution of gas, the quantity of gas delivered through the networks managed by the consolidated companies at 100% were 832.8 million cubic meters, marking a 5.1% decrease from the previous year.

The 163.1 million cubic meters distributed by the company Unigas Distribuzione S.r.l., which was consolidated using the proportional method (48.86%), are added to these.

The distribution network of the Group at 31 December 2013 had a length of 8,646 km, of which 1,026 km are managed by the newly consolidated company Unigas Distribuzione S.r.l.

### **Investments**

During 2013, the Group has carried out 21.6 million Euro investments, mainly in enlargement, maintenance and updating of gas distribution systems and networks as well as in new gas connections (13.2 million Euro), installation of gas meters and equipment for the adjustment of gas volume readings (1.8 million Euro) and purchase of new licenses (4.4 million Euro). The investments in new licenses are partially offset by the sale of gas distribution systems, transferred to local authorities for 3.6 million Euro.

### **Debt and debt/net equity ratio**

The Net Financial Position of the Group at 31 December 2013 amounted to 131.6 million Euro, a decrease in the twelve months of -38.5 million Euro, due to:

- Internal financing (net consolidated income + amortizations + provisions): 70.0 million Euro;
- Management of working capital: +11.8 million Euro;
- Net investments -16.1 million Euro
- Management of net equity: -27.2 million Euro (mainly distribution of dividends and purchase of treasury shares);

The debt/net equity ratio at December 31, 2013 was equal to 0.33 (0.44 as of 31 December 2012) and the debt/EBITDA ratio was equal to 1.24 (1.66 as of 31 December 2012).

### **Results of the parent Ascopiave S.p.A**

The parent company Ascopiave S.p.A. achieved a net profit of 40.1 million Euro in 2013, an increase of 12.5 million Euro compared to 2012 (+45.4%). The change compared to the previous year is mainly due to the increased dividends of associate companies (+9.7 million Euro).

Net equity as at 31 December 2013 amounted to 374.5 million Euro, while financial debt amounted to 124.9 million Euro.

### **Remuneration report and report on corporate governance and ownership structure**



The Board of Directors has examined and approved the Remuneration Report prepared pursuant to article 123-ter TUF, in compliance with article 84-quater of the Issuers' Regulations and article 6 of the Code of Conduct.

The Board of Directors has also approved the Report on corporate governance and ownership structure, which will be submitted to the Borsa Italiana SpA (Italian Stock Exchange) and made available to the public in the "Corporate Governance" section on the website of Ascopiave simultaneously with the publication of the Annual Report 2013.

The Company will provide the public with both documents at the registered office of the company and on the website [www.ascopiave.it](http://www.ascopiave.it) within the terms of the law.

### **Significant events during the year**

#### **Ascoenergy S.r.l. in liquidation**

On 19 February 2013 the Shareholders' Meeting of Ascoenergy S.r.l. has convened. Company share capital is entirely owned by Ascopiave S.p.A., which decided to liquidate the company. The act of liquidation was registered on 22 February 2013.

On 18 December 2013 the Shareholders' Meeting has decided to liquidate the company and delete its entry from the company registry. The deed for this decision is dated 30 December 2013, upon which date all law provisions concerning the company are considered null.

#### **RE Consortium in liquidation**

On 28 March 2013, the assembly of associates of the RE Consortium decided to liquidate the consortium. The decision was registered on 8 April 2013.

On 18 December 2013 the assembly of associates has decided to liquidate the consortium and delete its entry from the company registry. The deed for this decision is dated 30 December 2013, upon which date all law provisions concerning the consortium are considered null.

### **Significant events subsequent to year end**

#### **Appointment of Chief Technology Officer**

Ascopiave S.p.A. Board of Directors gathered on 14 January 2014 and appointed Mr. Antonio Vendraminelli as new Chief Technology Officer of the Company. The appointment was effective on 1 February 2014.

The new Chief Technology Officer replaced Mr. Giovanni Favaro, who had already reached retirement age in 2008 and decided resign after five additional year as the head of the Technical Department of Ascopiave.

#### **Purchase of 49% of Veritas Energia S.r.l.**

On 10 February 2014 Ascopiave S.p.A. and Veritas S.p.A. have executed the operation to transfer 49% of share capital of Veritas Energia S.r.l. from Veritas S.p.A. to Ascopiave S.p.A., who already owned 51% of the company share capital. Ascopiave is therefore now the owner of 100% of Veritas Energia S.r.l.

#### **Foreseeable outlook for 2014**

With regard to the distribution segment, in 2014 the Group will be involved in the development of its portfolio of concessions and agreed definition with the grantors of the industrial value of the networks and distribution systems. During the year, if the timeline envisaged by the norms is respected, the first tenders for the assignment of the gas distribution service with the Territorial Area procedure will begin. The Municipalities currently managed by Ascopiave belong to



Minimum Territorial Areas for which the maximum deadline to issue the call for tenders exceeds 31 December 2014. However, since tender authorities may anticipate the maximum terms as stated in the norm, it is possible that some Municipalities may be interested by tenders already in 2014. If this should be the case, however, even with no certainties concerning the required time for the assignment, it is reasonable to assume that, for the first call for tenders, possible transfers of management to potential new operators may be executed only after the end of 2014. Thus, the activity perimeter of the Group will likely not change compared to today. In addition, the Group might consider participation in one or more of the tenders that will be issued in 2014, thus strengthening its strategy for development and consolidation in the sector. As far as profitability is concerned, with a hypothetical regular functioning of the systems and certainty of tariff ranges, defined pursuant to the new regulation effective in 2014, the gas distribution activity will substantially be unchanged from 2013 results.

As far as sale of gas is concerned, the trade margins for 2014 are expected to be lower compared to 2013, mainly due to decreased sale prices which will be applied to the protected market, relate to the implementation of the interventions envisaged by AEEG decision 196/2013/R/gas (effective as of the fourth quarter of 2013) and due to the remarkable drop in gas consumption that has already been registered in the first months of the year, mainly due to climate factors.

Considering the supply agreement conditions signed for the current thermal year (started on 1 October 2013 and ending on 30 September 2014), the decrease in results can be considered already determined for the first nine months of 2014, while the results of the fourth quarter will be more unpredictable, as they will be influenced by the renewed agreement conditions for the next thermal year.

However, these results could be influenced, in addition to the expected rate provisions by the Electrical Power and Gas Authority (AEEG) – currently unforeseeable – also by the evolution of the more general competitive landscape, as well as by the Group's supply strategy.

The actual results of 2014 could differ compared to those announced depending on various factors amongst which: the evolution of supply and demand and gas prices, the actual operational performance, the general macroeconomic conditions, the impact of regulations in the energy and environmental fields, success in the development and application of new technologies, the changes in stakeholder expectations and other changes to business conditions.

### **Dividend proposal**

The Board of Directors of Ascopiave S.p.A., considering the results of the period and solidity of the capital, has decided to propose the distribution of a dividend of 0.12 Euro per share, for a total of 28.13 million Euro.

Ascopiave S.p.A. announces that, if approved, the dividend will be paid on 15 May 2014, with ex-dividend date of 12 May, 2014.

The Board of Directors will not propose to any amount to legal reserve as it is already equal to one fifth of the share capital.

### **Request for waiver of the current authorization to purchase treasury shares issued on 23 April 2013 and request for authorization to the Shareholders' Meeting of a new plan for the purchase and disposal of treasury shares**

The Board of Directors approved a resolution concerning: (i) the request to the Shareholders' Meeting to cancel the existing authorization to purchase treasury shares issued on 23 April 2013 and to authorize a new plan for the purchase and disposal of treasury shares; (ii) the approval of the explanatory report prepared by the directors in accordance with article 73 of the Regulation adopted by Consob resolution of 14 May 1999, n. 11971 (the "Issuers Regulation");



(iii) the implementation of the plan to purchase and dispose of treasury shares subject to the aforementioned authorization request and to confer the necessary powers to the Chairman of the Board of Directors.

The Shareholders' Meeting will be asked to authorize the Board of Directors to conduct the purchase and disposal, in one or more instalments on a revolving basis, of a maximum number of ordinary shares which to date amount to 46,882,315 shares nominal value of 1.00 Euro each, so that the Company shall not at any time hold a stake of more than 20% of the share capital of the Company, subject to the terms and conditions determined by the Shareholders' Meeting, and the applicable laws and regulations.

The new plan is designed to enable the Company to acquire its own shares to be used, in line with the strategic guidelines of the Company for the execution of investment transactions consistent with the strategies of the Company including even through the exchange, swap, transfer, assignment or other act of disposal of treasury shares. The proposed plan will pursue the following objectives: intervene in accordance with the provisions in force, directly or through authorized intermediaries; stabilize the price and regularize the trend of trading and prices, in the face of phenomena caused by excessive volatility or limited liquidity concerning exchanges; offer shareholders a tool to monetize their investment; acquire treasury shares to be used for any share incentive plans.

The proposed authorization to the Shareholders' Meeting provides that purchases may be made in accordance with the procedures permitted by current regulations, with the exception of the public purchase and exchange offer, providing also that Ascopiave may sell the shares purchased for trading purposes.

The proposal to the Shareholders' Meeting provides that the unit price for the purchase of the shares is determined from time to time for each individual transaction, provided that it shall not be higher or lower than 10% of the reference price recorded by the trading day prior to each individual transaction.

With regard to the price for the disposal of treasury shares purchased (which will also be applicable to the shares already held by the Company), the Board's proposal provides that it cannot be less than 10% of the reference price recorded by the trading day prior to each disposal.

This limitation shall not apply in certain cases such as, among others, the provision of shares in the implementation of incentive plans, or in the event of transactions in relation to which it is appropriate to exchange or sell blocks of shares including through exchange or contribution or, finally, for capital transactions involving the allocation or provision of treasury shares. In such cases different criteria can be used, in line with its purpose and in accordance with local regulations.

Pursuant to article 2357, first paragraph of the Civil Code, treasury shares may be purchased within the limits of distributable profits and reserves from the last approved financial statements. The authorization to purchase treasury shares is required for a maximum duration of 18 months starting from the date of the authorization by the Shareholders' Meeting.

The Shareholders' Meeting is also requested permission to dispose of the shares acquired without time limits.

At the date of this release, the Company holds 12,197,189 shares with a nominal value of 12,197,189 Euro (5.20% of share capital).

No associate of the Company owns shares in Ascopiave S.p.A.

The Board of Directors also resolved to begin to implement the plan for the purchase and disposal of treasury shares immediately after its approval by the Shareholders' Meeting, giving the Chairman of the Board of Directors, with the right to subdelegate, all necessary powers.

### **Shareholder's Meeting**

The Board of Directors has moreover decided to convene the ordinary Shareholders' Meeting for the first meeting on 24 April 2014 at the registered office in Pieve di Soligo (Treviso), Via Verizzo no. 1030 at 3:00 p.m. and the second meeting on 28 April 2013, same place and time.



The ordinary Shareholders' Meeting shall be asked to:

- approve the financial statement closed on 31 December 2013, together with the related documentation;
- decide on remuneration policies under the terms of article 123-ter of legislative decree 58/1998;
- appoint the new Board of Directors and determine the remuneration of its members;
- appoint the new Board of Auditors and determine the remuneration of its members;
- approve a new purchasing and provision plan of treasury shares under the terms of articles 2357 and 2357-ter of the Civil Code, to replace and revoke the previous authorization of 23 April 2013

The reports illustrating the minutes of meetings and the financial statement plan as at 31 December 2013 shall be stored at the registered office of Borsa Italiana S.p.A. (Italian Stock Exchange) under the terms of law, and available to anyone who requires a copy and shall be made available at [www.ascopiave.it](http://www.ascopiave.it).

### **Statement by the manager in charge**

The manager in charge of drawing up the company accounting documents, Mr. Cristiano Belliato hereby states, under the terms of paragraph 2 of article 154 bis of the Unified Finance Law that the accounting information note contained in this press release corresponds to the documentation results, accounting books and records.

### **Annexes**

The income statement, balance sheet and consolidated financial statements of the Ascopiave Group are hereby included together with similar documents of Ascopiave S.p.A. We would like to report that these documents and related notes have been handed over to the Board of Auditors and to the Audit Agency for the relative assessments.

*The Ascopiave Group operates in the natural gas sector, mainly in the distribution and sales sectors for end clients.*

*Ascopiave is currently one of the main operators in the nation due to the range of customers and quantity of gas sold.*

*The Group owns concessions and has direct assignments for the management of distribution activities in over 200 towns, supplying the service to a market segment of over one million inhabitants, through a distribution network which spreads over 8,600 kilometres.*

*The sale of natural gas is performed through different companies, some are controlled with major shares, and others affiliated with 49% and 51% and the Group exercises a combined control with other members. Overall, the affiliate and subsidiary companies supply gas to about 830,000 end clients.*

*The Ascopiave Company, as of 12 December 2006 is a listed company in the Star segment of the Italian Stock Exchange.*

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Pieve di Soligo, 14 March, 2014



**Consolidated financial statement  
as of 31st December 2013**



**Consolidated statement of financial position as of 31<sup>st</sup> December 2013 and as of 31<sup>st</sup> December 2012**

(thousands of Euro)		At December 31,2013	Restated(*) At December 31,2012
<b>ASSETS</b>			
<b>Non-current assets</b>			
Goodwill	(1)	115,630	115,630
Other intangible assets	(2)	332,268	334,827
Tangible assets	(3)	39,277	40,534
Shareholdings in other company	(4)	1	1
Other non-current assets	(5)	25,304	11,763
Non - Current financial assets	(6)	916	
Deferred tax assets	(7)	19,047	18,054
<b>Non-current assets</b>		<b>532,442</b>	<b>520,808</b>
<b>Current assets</b>			
Inventories	(8)	2,354	3,053
Trade receivables	(9)	228,549	301,449
Other current assets	(10)	42,985	57,287
Current financial assets	(11)	10,030	24,723
Tax receivables	(12)	1,977	1,648
Cash and cash equivalents	(13)	30,102	26,992
<b>Current assets</b>		<b>315,996</b>	<b>415,151</b>
<b>ASSETS</b>		<b>848,438</b>	<b>935,959</b>
<b>NET EQUITY AND LIABILITIES</b>			
<b>Total net equity</b>			
Share capital		234,412	234,412
Own Shares		(17,660)	(17,109)
Reserves		180,938	166,750
<b>Net equity of the Group</b>		<b>397,689</b>	<b>384,053</b>
<b>Net equity of Others</b>		<b>4,989</b>	<b>4,765</b>
<b>Total net equity</b>	(14)	<b>402,679</b>	<b>388,819</b>
<b>Non-current liabilities</b>			
Provisions for risks and charges	(15)	9,300	11,218
Employee benefits	(16)	3,684	3,384
Medium and long-term bank loans	(17)	64,849	29,420
Other non-current liabilities	(18)	16,863	16,622
Non-current financial liabilities	(19)	552	613
Deferred tax payables	(20)	31,279	32,897
<b>Non-current liabilities</b>		<b>126,528</b>	<b>94,155</b>
<b>Current liabilities</b>			
Payables due to banks and financing institutions	(21)	94,161	183,277
Trade payables	(22)	178,950	231,735
Tax payables	(23)	1,602	2,716
Other current liabilities	(24)	31,434	26,724
Current financial liabilities	(25)	13,084	8,534
<b>Current liabilities</b>		<b>319,232</b>	<b>452,986</b>
<b>Liabilities</b>		<b>445,759</b>	<b>547,141</b>
<b>NET EQUITY AND LIABILITIES</b>		<b>848,438</b>	<b>935,959</b>

**Consolidated income statement**



(thousands of Euro)		Financial year 2013	Restated(*) Financial year 2012
<b>Revenues</b>	(26)	<b>854,334</b>	<b>1,078,038</b>
<b>Total operating costs</b>		<b>756,977</b>	<b>982,846</b>
Purchase costs for raw material (gas)	(27)	520,080	688,084
Purchase costs for other raw materials	(28)	54,438	92,738
Costs for services	(29)	133,442	152,434
Costs for personnel	(30)	27,280	25,394
Other management costs	(31)	22,885	24,443
Other income	(32)	1,148	247
Amortization and depreciation	(33)	20,570	22,116
<b>Operating result</b>		<b>76,787</b>	<b>73,075</b>
Financial income	(34)	3,049	2,159
Financial charges	(34)	6,923	9,075
Evaluation of companies consolidated with the net equity method	(34)	(262)	(11,007)
<b>Earnings before tax</b>		<b>72,651</b>	<b>55,152</b>
Taxes for the year	(35)	31,541	29,527
<b>Result for the year</b>		<b>41,111</b>	<b>25,625</b>
Net income from discontinued operations/disposal	(36)	71	4,336
<b>Net result for the year</b>		<b>41,040</b>	<b>29,961</b>
Group's Net Result		38,678	27,894
Third-Party Net Result		2,361	2,067
<b>Consolidated statement of comprehensive income</b>			
1. components that will be reclassified in the future in the income statement			
2. components that will not be reclassified in the future in the income statement			
Actuarial profit & loss on defined benefit plans		(12)	(29)
<b>Total comprehensive income</b>		<b>41,028</b>	<b>29,932</b>
Group's overall net result		38,666	27,865
Third parties' overall net result		2,361	2,067
Base income per share		0.17	0.12
Diluted net income per share		0.17	0.12

\* Following the retrospective application from 1<sup>st</sup> January 2013 of the amendment to IAS 19, the data related to the first half of 2012 exposed for comparison purposes, have been redefined, pursuant to IAS 1. For further details, please see section "Accounting principles, amendments and interpretations applied from 1<sup>st</sup> January 2013".

N.b.: Earnings per share are calculated by dividing the net income for the period attributable to the Company's shareholders by the weighted average number of shares net of own shares. For the purposes of the calculation of the basic earnings per share, we specify that the numerator is the economic result for the period less the share attributable to third parties. There are no preference dividends, conversions of preferred shares or similar effects that would adjust the results attributable to the holders of ordinary shares in the Company. Diluted profits for shares result as equal to those for shares in that ordinary shares that could have a dilutive effect do not exist and no shares or warrants exist that could have the same effect.



## Statement of changes in shareholders' equity

(thousands of Euro)	Share capital	Legal reserve	Own shares	Reserves IAS 19 actuarial differences	Other reserves	Net result for the year	Group's net equity	Net result and net equity of others	Total net equity
<b>Balance as of 1st January 2013</b>	234,412	46,882	(17,109)	(29)	92,003	27,894	384,055	4,765	388,818
Result for the year						38,678	38,678	2,361	41,040
IAS 19 TFR actualization for the year				(6)			(6)	(6)	(12)
<b>Total result of overall income statement</b>				<b>(6)</b>		<b>38,678</b>	<b>38,672</b>	<b>2,355</b>	<b>41,028</b>
Allocation of 2012 result					27,894	(27,894)	(0)		(0)
Dividends distributed to Ascopiave S.p.A. shareholders?					(24,484)		(24,484)		(24,484)
Dividends distributed to third parties shareholders							(0)	(2,132)	(2,132)
Purchase of own shares			(551)				(551)		(551)
<b>Balance as of 31st December 2013</b>	234,412	46,882	(17,660)	(35)	95,413	38,678	397,692	4,989	402,679

Restated(\*)

(thousands of Euro)	Share capital	Legal reserve	Own shares	Reserves IAS 19 actuarial differences	Other reserves	Net result for the period	Group's net equity	Net result and net equity of others	Total net equity
<b>Balance as of 1st January 2012</b>	234,412	46,882	(15,721)	(0)	86,031	6,266	357,870	4,696	362,567
Result for the year						27,894	27,894	2,067	29,961
IAS 19 TFR actualization for the year				(29)			(29)	(0)	(29)
<b>Total result of overall income statement</b>				<b>(29)</b>	<b>(0)</b>	<b>27,894</b>	<b>27,865</b>	<b>2,067</b>	<b>29,932</b>
Allocation of 2011 result					6,266	(6,266)	(0)		(0)
Dividends distributed to third parties shareholders							(0)	(1,830)	(1,830)



Purchase of own shares			(1,388)				(1,388)		(1,388)
Other operations				(294)		(294)	(168)		(462)
<b>Balance as of 31st December 2012</b>	<b>234,412</b>	<b>46,882</b>	<b>(17,109)</b>	<b>(29)</b>	<b>92,003</b>	<b>27,894</b>	<b>384,055</b>	<b>4,765</b>	<b>388,818</b>



## Consolidated financial statements

(thousands of Euro)	Restated(*)	
	Financial year 2013	Financial year 2012
<b>STATEMENT OF CASH FLOW</b>		
<b>Net income of the Group</b>	<b>38,678</b>	<b>27,894</b>
<b>Cash flows generated (used) by operating activities</b>		
<b>Adjustments to reconcile net income to net cash</b>		
Third-parties operating result	2,361	2,067
Amortization	20,429	20,527
Bad debt provisions	8,548	7,491
Variations in severance indemnity	300	(302)
Net variation of other funds	(2,180)	2,798
Evaluation of subsidiaries with the net equity method	262	11,007
Depreciation of fixed assets	371	(4,565)
Losses/gains on disposal fixed assets	(678)	0
Interests paid	(2,825)	(4,885)
Taxes paid	(33,919)	(38,492)
Interest expense for the year	3,185	4,942
Taxes for the year	31,541	29,509
<b>Variations in assets and liabilities</b>		
Inventories	700	2,243
Accounts payable	64,441	(10,493)
Other current assets	14,301	16,988
Trade payables	(52,785)	(16,312)
Other current liabilities	3,035	(3,768)
Other non-current assets	436	(1,152)
Other non-current liabilities	151	(258)
<b>Total adjustments and variations</b>	<b>57,673</b>	<b>17,345</b>
<b>Cash flows generated (used) by operating activities</b>	<b>96,351</b>	<b>45,238</b>
<b>Cash flows generated (used) by investments</b>		
Investments in intangible assets	(19,733)	(19,285)
Realisable value of intangible assets	5,284	7,505
Investments in tangible assets	(1,915)	(3,802)
Realisable value of tangible assets	290	75
Disposal/acquisitions in investments and avances	0	4,449
Other net equity operations	(13)	(29)
<b>Cash flows generated/(used) by investments</b>	<b>(16,087)</b>	<b>(11,088)</b>
<b>Cash flows generated (used) by financial activities</b>		
Net changes in debts due to other financiers	(61)	(6)
Net changes in short-term bank borrowings	(89,115)	6,134
Net variation in current financial assets and liabilities	4,120	(19,676)
Interest expense	(359)	57
Purchase of own shares	(551)	(1,388)
Net changes in medium and long-term loans	35,429	(7,850)
Dividends distributed to Ascopiave S.p.A. shareholders'	(24,484)	0



Dividends distributed to other shareholders	(2,132)	(1,830)
Coverage of losses of subsidiary companies	0	(27,455)
<b>Cash flows generated (used) by financial activities</b>	<b>(77,154)</b>	<b>(52,013)</b>
<b>Variations in cash</b>	<b>3,110</b>	<b>(17,863)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>26,992</b>	<b>44,854</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>30,102</b>	<b>26,992</b>

\* Following the retrospective application from 1<sup>st</sup> January 2013 of the amendment to IAS 19, the data related to the first half of 2012 shown for comparison purposes, have been redefined, pursuant to IAS 1. For further details, please see section "Accounting principles, amendments and interpretations applied from 1<sup>st</sup> January 2013".



**Company financial statement  
as of 31st December 2013**



**Statement of financial position as of 31<sup>st</sup> December 2013 and as of 31<sup>st</sup> December 2012**

**Restated(\*)**

<b>(Euro)</b>		<b>At December 31,2013</b>	<b>At December 31,2012</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Goodwill	(1)	20,433,126	20,433,126
Other intangible assets	(2)	258,478,963	259,204,821
Tangible assets	(3)	36,507,842	37,587,510
Shareholdings in other company	(4)	179,082,061	181,160,375
Other non-current assets	(5)	4,865,972	7,280,058
Non - Current financial assets	(6)	561,000	
Deferred tax assets	(7)	10,539,354	9,886,576
<b>Non-current assets</b>		<b>510,468,318</b>	<b>515,552,465</b>
<b>Current assets</b>			
Inventories	(8)	1,578,520	2,438,525
Trade receivables	(9)	25,641,861	21,516,769
Other current assets	(10)	20,001,399	19,214,416
Current financial assets	(11)	28,931,698	44,244,128
Tax receivables	(12)	135,154	730,798
Cash and cash equivalents	(13)	2,523,751	9,344,238
<b>Current assets</b>		<b>78,812,382</b>	<b>97,488,875</b>
<b>ASSETS</b>		<b>589,280,700</b>	<b>613,041,340</b>
<b>NET EQUITY AND LIABILITIES</b>			
<b>Total net equity</b>			
Share capital		234,411,575	234,411,575
Own Shares		(17,659,719)	(17,108,647)
Reserves		157,761,838	142,223,447
<b>Total net equity</b>	(14)	<b>374,513,694</b>	<b>359,526,375</b>
<b>Non-current liabilities</b>			
Provisions for risks and charges	(15)		6,608
Employee benefits	(16)	1,161,912	1,108,226
Medium and long-term bank loans	(17)	63,200,953	27,018,447
Other non-current liabilities	(18)	1,612,805	324,223
Non-current financial liabilities	(19)	552,414	613,052
Deferred tax payables	(20)	18,380,480	18,546,022
<b>Non-current liabilities</b>		<b>84,908,564</b>	<b>47,616,579</b>
<b>Current liabilities</b>			
Payables due to banks and financing institutions	(21)	89,371,312	164,322,539
Trade payables	(22)	21,224,396	18,049,544



Tax payables	(23)	255,403	69,095
Other current liabilities	(24)	15,207,274	11,344,207
Current financial liabilities	(25)	3,800,057	12,113,001
<b>Current liabilities</b>		<b>129,858,442</b>	<b>205,898,387</b>
<b>Liabilities</b>		<b>214,767,006</b>	<b>253,514,966</b>
<b>NET EQUITY AND LIABILITIES</b>		<b>589,280,700</b>	<b>613,041,340</b>

### Income statement for the 2013 and for the year 2012

(Euro)		Restated(*)	
		Financial year 2013	Financial year 2012
Revenues	(27)	77,806,950	78,406,285
<b>Total operating costs</b>		<b>48,921,581</b>	<b>51,376,110</b>
Purchase costs for other raw materials	(28)	1,387,770	2,513,506
Costs for services	(29)	22,591,165	25,291,085
Costs for personnel	(30)	14,623,266	13,835,915
Other management costs	(31)	11,458,733	9,800,688
Other income	(32)	1,139,353	65,084
Amortization and depreciation	(33)	14,220,269	15,850,001
<b>Operating result</b>		<b>14,665,100</b>	<b>11,180,174</b>
Financial income	(34)	36,295,452	27,496,939
Financial charges	(34)	2,574,478	4,104,201
Evaluation of companies with the net equity method	(33)	1,759,803	2,963,817
<b>Earnings before tax</b>		<b>46,626,270</b>	<b>31,609,095</b>
Taxes for the year	(35)	6,573,433	4,042,925
<b>Result for the year</b>		<b>40,052,837</b>	<b>27,566,170</b>



(Euro)	Share capital	Legal reserve	Own shares	Other reserves	Reserves IAS 19 actuarial differences	Net Result	Total net equity
<b>Balance as of 1st January 2013</b>	234,411,575	46,882,315	(17,108,647)	67,802,639	(27,677)	27,566,170	359,526,375
Allocation of 2012 result				27,566,170		(27,566,170)	-
Dividends distributed to shareholders				(24,484,147)			(24,484,147)
IAS 19 TFR actualization for the year					(30,300)		(30,300)
Purchase of own shares			(551,071)				(551,071)
Result for the year						40,052,837	40,052,837
<b>Balance as of 31st December 2013</b>	234,411,575	46,882,315	(17,659,718)	70,884,663	(57,977)	40,052,837	374,513,694

  

(Euro)	Share capital	Legal reserve	Own shares	Other reserves	Reserves IAS 19 actuarial differences	Net Result	Total net equity Restated(*)
<b>Balance as of 1st January 2012</b>	234,411,575	46,882,315	(15,720,434)	64,293,870	(0)	6,173,627	336,040,953
Allocation of 2011 result				6,173,627		(6,173,627)	(0)
Dividends distributed to shareholders							(0)
IAS 19 TFR actualization for the year					(27,677)		(27,677)
Incorporating Global Energy S.r.l effect				(2,664,858)			(2,664,858)
Purchase of own shares			(1,388,213)				(1,388,213)
Result for the year						27,566,170	27,566,170
<b>Balance as of 31st December 2012</b>	234,411,575	46,882,315	(17,108,647)	67,802,639	(27,677)	27,566,170	359,526,375



STATEMENT OF CASH FLOW (Euro)	Financial year 2013	Restated(*) Financial year 2012
<b>Cash flows by operating activities</b>		
<b>Net income of the year</b>	<b>40,052,837</b>	<b>27,566,170</b>
<b>Cash flows generated (used) by operating activities</b>		
<b>Adjustments to reconcile net income to net cash</b>	<b>15,700,130</b>	<b>12,638,662</b>
Amortization	14,220,269	15,850,001
Bad debt provisions	230,254	0
Variations in severance indemnity	53,686	(153,564)
Net variation of other funds	(6,608)	0
Impairment losses/gains on investments	1,759,667	2,963,817
Losses/gains on disposal fixed assets	(1,203,204)	0
Interest expense for the year	2,574,478	4,104,201
Taxes for the year	6,573,433	4,025,961
Interests paid	(2,446,102)	(4,070,353)
Taxes paid	(6,055,742)	(10,081,401)
<b>Variations in assets and liabilities</b>	<b>3,386,096</b>	<b>(6,459,775)</b>
Inventories	860,005	292,658
Accounts payable	(2,873,283)	(1,690,384)
Other current assets	(1,267,981)	(6,663,299)
Trade payables	3,332,441	1,867,431
Other current liabilities	3,391,519	(306,829)
Other non-current assets	(55,900)	(4,508)
Other non-current liabilities	(706)	45,156
<b>Total adjustments and variations</b>	<b>19,086,225</b>	<b>6,178,887</b>
<b>Cash flows generated (used) by operating activities</b>	<b>59,139,063</b>	<b>33,745,057</b>
<b>Cash flows generated (used) by investments</b>		
Investments in intangible assets	(15,288,167)	(13,163,379)
Realisable value of intangible assets	4,902,254	7,798,975
Investments in tangible assets	(1,579,432)	(6,496,854)
Realisable value of tangible assets	143,539	51,664
Disposal/acquisitions in investments and avances	318,647	(1,984,710)
Other net equity operations	(30,300)	(27,677)
<b>Cash flows generated/(used) by investments</b>	<b>(11,533,459)</b>	<b>(13,821,981)</b>
<b>Cash flows generated (used) by financial activities</b>		
Net changes in debts due to other financers	(60,639)	
Net changes in short-term bank borrowings	(74,951,227)	(1,632,209)
Net variation in current financial assets and liabilities	9,438,486	23,869,416
Purchase of own shares	(551,071)	(1,388,213)
Net changes in medium and long-term loans	36,182,506	(6,224,981)
Dividends distributed to Ascopiave S.p.A. shareholders'	(24,484,147)	
Coverage of losses of subsidiary companies	0	(27,455,238)
<b>Cash flows generated (used) by financial activities</b>	<b>(54,426,092)</b>	<b>(12,831,226)</b>
<b>Variations in cash</b>	<b>(6,820,488)</b>	<b>7,091,850</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>9,344,238</b>	<b>2,252,388</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>2,523,751</b>	<b>9,344,238</b>