

---

<p><b>2018 CONSOLIDATED HALF-YEAR REPORT</b> <b>TAMBURI INVESTMENT PARTNERS GROUP</b></p>
---

---

---

## CONTENTS

Corporate Boards	3
Interim Directors' Report	4
<b>Condensed Consolidated Half-Year Financial Statements</b>	
Financial Statements	16
▪ Consolidated income statement	
▪ Consolidated comprehensive income statement	
▪ Consolidated statement of financial position	
▪ Statement of changes in consolidated equity	
▪ Consolidated statement of cash flows	
Notes to the 2018 condensed consolidated half-year financial statements	22
Attachments	50
▪ Declaration of the Executive Officer for Financial Reporting	
▪ Changes in investments measured at FVOCI	
▪ Changes in associated companies measured under the equity method	
▪ Independent Auditors' Report	

## Corporate Boards

### Board of Directors of Tamburi Investment Partners S.p.A.

Giovanni Tamburi	Chairman and Chief Executive Officer
Alessandra Gritti	Vice Chairman and Chief Executive Officer
Cesare d'Amico	Vice Chairman
Claudio Berretti	Executive Director & General Manager
Alberto Capponi (1)(2)	Independent Director*
Paolo d'Amico	Director
Giuseppe Ferrero (1)	Independent Director*
Manuela Mezzetti (1)(2)	Independent Director*
Daniela Palestra (2)	Independent Director*

### Board of Statutory Auditors

Myriam Amato	Chairperson
Fabio Pasquini	Statutory Auditor
Alessandra Tronconi	Statutory Auditor
Andrea Mariani	Alternate Auditor
Massimiliano Alberto Tonarini	Alternate Auditor

### Independent Audit Firm

PricewaterhouseCoopers S.p.A.

(1) Member of the appointments and remuneration committee

(2) Member of the control and risks and related parties committee

\* In accordance with the Self-Governance Code

## Half Year 2018 Directors' Report of the Tamburi Investment Partners Group

On the basis of the same accounting policies as 2017, TIP closes the first half of 2018 with a net profit of Euro 92.6 million, compared to Euro 53.7 million in the first half of 2017, with net equity of Euro 748.9 million, compared to Euro 647.5 million at December 31, 2017.

From January 1, 2018, the TIP Group was required to adopt IFRS 9 for the preparation of its financial statements. This resulted in a change in the accounting policies and criteria used from those applied for the preparation of the financial statements at December 31, 2017, with the consequent reclassifications and adjustments of the amounts in the financial statements. The company, as permitted by IFRS 9 at the time of transition, adopted the option to not adjust the 2017 figures presented for comparative purposes.

For a correct and complete presentation of period results and to ensure their comparability with preceding periods, and as considered much more representative of and consistent with TIP's activities, the first-half 2018 pro-forma income statement applying the same accounting standards for financial assets and liabilities in place at December 31, 2017 (IAS 39) is presented below. The Directors' Report comments upon the pro-forma figures, while the Explanatory Notes provide disclosure upon the figures calculated as per IFRS 9.

	IFRS 9 30/06/2018	Reclassification to income statement of capital gain realised	Reclassification to income statement of adjustments to financial assets	Reversal of convertible fair value adjustments	PRO FORMA 30/06/2018	30/06/2017
<b>Consolidated income statement (in Euro)</b>						
<b>Total revenues</b>	<b>1,642,744</b>				<b>1,642,744</b>	<b>3,814,591</b>
Purchases, service and other costs	(1,553,360)				(1,553,360)	(1,158,993)
Personnel expenses	(16,651,263)				(16,651,263)	(10,840,122)
Amortisation, depreciation & write-downs	(29,731)				(29,731)	(36,230)
<b>Operating profit/(loss)</b>	<b>(16,591,610)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>(16,591,610)</b>	<b>(8,220,754)</b>
Financial income	14,979,853	96,707,970		101,934	111,789,757	37,802,743
Financial charges	(3,490,710)				(3,490,710)	(3,203,806)
<b>Profit before adjustments to investments</b>	<b>(5,102,467)</b>	<b>96,707,970</b>	<b>0</b>	<b>101,934</b>	<b>91,707,437</b>	<b>26,378,183</b>
Share of profit/(loss) of associated companies measured under the equity	8,450,557				8,450,557	27,245,949
Adjustments to financial assets	0		(7,312,229)		(7,312,229)	0
<b>Profit before taxes</b>	<b>3,348,090</b>	<b>96,707,970</b>	<b>(7,312,229)</b>	<b>101,934</b>	<b>92,845,765</b>	<b>53,624,132</b>
Current and deferred taxes	972,637	(1,170,190)		(5,620)	(203,173)	37,708
<b>Profit of the period</b>	<b>4,320,727</b>	<b>95,537,780</b>	<b>(7,312,229)</b>	<b>96,314</b>	<b>92,642,592</b>	<b>53,661,840</b>
<b>Profit/(loss) of the period attributable to the shareholders of the parent</b>	<b>1,651,453</b>				<b>67,691,116</b>	<b>53,315,559</b>
<b>Profit/(loss) of the period attributable to the minority interest</b>	<b>2,669,274</b>				<b>24,951,476</b>	<b>346,281</b>

The capital gain generated by the Roche Bobois deal and the capital gains on other divestments have substantially contributed to achieving this result.

Within the the listing process, Roche Bobois S.A., previously Furn Invest S.a.s., held 38.34% through the subsidiary TXR, has made available the IFRS accounting data necessary to apply the equity method of accounting. This has removed the objective limitation upon the exercise of significant influence which required fair value measurement of the investment. This transfer from fair value measurement to the equity method resulted in the booking of the fair value increases cumulated until the date of transfer similarly to that for the divestment of the holding. Therefore, having ascertained significant influence, the cumulative fair value increase of approximately Euro 46 million, recognised to the OCI reserve, has been booked to the pro-forma income statement according to IAS 39, and to equity as per IFRS 9; the investment previously classified to “Investments valued at FVOIC” was reversed and was recognised to “associated companies measured under the equity method”.

The present book value is Euro 20 per share, corresponding to the initial listing price.

As noted, Roche Bobois was listed on the stock market in July and its shares currently trade at approximately three times the average purchase price of TXR. During the IPO, TXR sold 3.5% of its Roche Bobois holding, which currently has a free float of 11.5%, while remaining a major shareholder with approximately 35%.

In the first half of the year, further to the purchase of treasury shares, investing activity continued to focus in particular on Prysmian shares and on StarTIP operations.

In addition, as outlined below, operations focused on the finalisation in July 2018 of an additional investment in Alpitour for an amount of approximately Euro 82 million, through Asset Italia 1, with the transaction generating a disbursement by TIP of approximately Euro 36.3 million, undertaken jointly with other investors for a total amount of approximately Euro 220 million.

The other divestments concerned approximately one-third of the shares held at December 31, 2017 in Moncler and FCA. The TIP Group portfolio therefore maintains a highly significant amount of its original investments, reflecting the continued confidence in the significant potential of these companies.

The result also reflects an adjustment of approximately Euro 7.3 million to the book value of a non-listed investment in view of uncertainties upon future results.

Profitability was also demonstrated in the first half of the year in terms of financial income outside of the transactions commented upon - principally in the form of dividends and interest - of approximately Euro 15 million; the share of profits from associated companies, in addition, amounts to approximately Euro 8.5 million, with advisory activities reporting revenues of approximately Euro 1.5 million.

Operating costs increased mainly due to the non-recurring costs sustained by the subsidiary TXR in relation to the Roche Bobois listing. The executive director fees, as previously, are linked to the company's performance and were calculated on pro-forma figures according to the accounting standards adopted until the end of 2017.

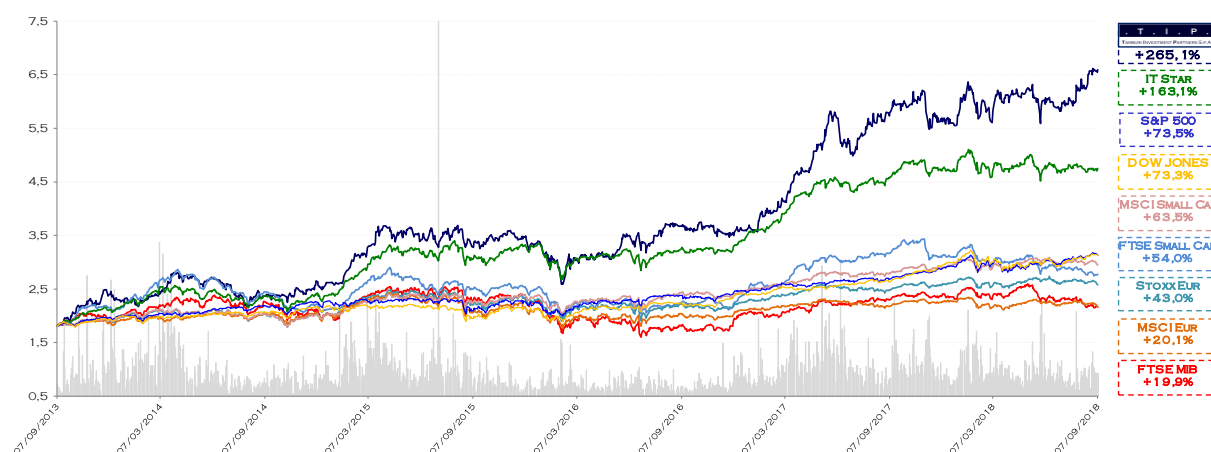
Consolidated net equity increased by over Euro 100 million, from Euro 647.5 million at December 31, 2017, essentially due to the value increase of the investee companies measured at fair value, after a buy-back of treasury shares of Euro 8.5 million and a dividend distribution of nearly Euro 13.6 million, of which Euro 11 million distributed by TIP and Euro 2.6 million distributed by TXR to minority shareholders. In June 2018, 4,380,183 warrants were exercised, resulting in the issue of a similar number of new TIP shares and a capital increase, including share premium, of approximately Euro 20 million.

The consolidated net debt of the TIP Group - taking into account the TIP 2014-2020 bond loan - was approximately Euro 76 million, improving approximately Euro 40 million on approximately Euro 116 million at December 31, 2017.

Also in the first half of 2018, the main investees, Amplifon, FCA, Ferrari, Interpump, Moncler and Prysmian announced results confirming 2018 good expectations; Alpitour, Alkemy, Azimut Benetti, BE, Beta Utensili, Chiorino, Eataly, Furla, iGuzzini and Roche Bobois reported improved results on 2017.

The TIP share performed strongly again in 2018, up 18.6% between December 31, 2017 and September 7, 2018, with the TIP Warrant 2015-2020 rising 30.1%.

The usual five-year TIP share chart (at September 7, 2018) highlights the very strong performance of the TIP share, up 265.1%; the total return for TIP shareholders over the five years was 294.3% (annual average of 58.9%).



## INVESTMENTS - PRINCIPAL HOLDINGS AT JUNE 30, 2018

The financial results reported below refer, where available, to the 2018 Half-Year Report already approved by the Board of Directors of the investees by the current date; in the absence of such, reference is made to the first quarter 2018 figures or the 2017 financial statements.

### A) SUBSIDIARIES

#### **StarTIP S.r.l.**

TIP holding at June 30, 2018: 100%

Company held 100% by TIP and to which in 2017 the digital and innovation start-up investments were transferred, and in particular those in Digital Magics S.p.A., in Heroes S.r.l., (company with a very significant investment in Talent Garden S.p.A.), in MyWoWo S.r.l., in Alkemy S.p.A. and in Telesia S.p.A., StarTIP also holds convertible Buzzoole Holding Limited bonds.

In 2018, StarTIP increased its investment in Telesia and acquired a holding in Centy S.r.l. (innovative start-up incubated by Digital Magics).

#### **TXR S.r.l (company which at June 30, 2018 held 38.34% of Roche Bobois S.A.)**

TIP holding at June 30, 2018: 51.00%

TXR, held 51.0% by TIP, has a very significant investment in Roche Bobois S.A.

The Roche Bobois share was admitted to trading on the B segment on the Euronext in Paris on July 9, 2018. On IPO, TXR sold 345,632 shares at a price of Euro 20 per share and continues to hold an investment of 34.84% in Roche Bobois. Since the IPO of September 7, 2018, the Roche Bobois share has gained 6% in value.

The group operates the largest chain worldwide of high-end design furniture products, with a network – direct and/or franchising – comprising over 325 sales points (of which approximately 110 owned) located in prestigious commercial areas, with a presence in the most important cities worldwide, including Europe, North, Central and South America, Africa, Asia and the Middle East.

### B) ASSOCIATED COMPANIES

#### **Asset Italia S.p.A.**

TIP holding at June 30, 2018: 20.00% excluding the shares related to specific investments

Asset Italia, incorporated in 2016 with the subscription, in addition to TIP, of approximately 30 family offices, with total capital funding of Euro 550 million, is an investment holding and gives shareholders the opportunity to choose for each proposal their individual investments and the receipt of shares for the specific asset class related to the investment subscribed.

Asset Italia and TIP will combine by 2021.

TIP holds 20% of Asset Italia, in addition to shares related to specific investments, undertaking at least a pro-quota holding and providing support for the identification, selection, assessment and execution of investment projects.

At June 30, 2018, Asset Italia holds, through vehicle company set up on an ad hoc basis, the following investments:

**Alpitour S.p.A.**

Asset Italia 1 held at June 30 an investment of 32.67% in Alpitour and at the same date TIP held 30.91% of the Asset Italia shares tracking to Asset Italia 1.

Alpitour enjoys a dominant leadership position in Italy thanks to its strong presence in all sectors (tour operating off line and on line, aviation, hotels, travel agencies and incoming).

In July 2018, Asset Italia 1 finalised an additional investment in Alpitour of Euro 82 million. TIP invested in this second transaction a further Euro 36.3 million, for a total of 35.81% of the Asset Italia 1 tracking shares.

**Ampliter S.r.l.**

Asset Italia 2 has a stake of a little over 6% in Ampliter S.r.l., parent company of Amplifon S.p.A. TIP has a 20% stake in shares of Asset Italia tracking Asset Italia 2.

The results of Amplifon S.p.A., as also a direct TIP holding, are illustrated in the section on investments in listed companies.

**BE Think, Solve, Execute S.p.A. (“BE”)**

TIP holding at June 30, 2018: 23.41% (23.67% fully diluted)  
Listed on the Italian Stock Exchange - STAR Segment.

The BE group is one of the leading Italian management consultancy operators for the banking and insurance sectors and for IT and back office design services.

In the first six months of 2018, the BE Group reported consolidated revenues of Euro 69.1 million (up 9.8%) and an EBITDA of Euro 9.3 million, up approximately 12.2% on the first six months of 2017.

**Clubitaly S.p.A.**

TIP holding at June 30, 2018: 30.20%

Clubitaly was incorporated in 2014, together with some entrepreneurial families and family office, two of which qualify as related parties pursuant to IAS 24, and acquired from Eatinvest S.r.l., a company controlled by the Farinetti family, 20% of Eataly S.r.l.. Clubitaly S.p.A. holds 19.74% of Eataly.



Eataly, founded in 2003 by Oscar Farinetti, operates with a global reach in the distribution and marketing of Italian high-end gastronomic products integrating production, sales, catering and healthy living. The company represents a peculiar phenomenon - being the only Italian company in the food retail sector with a truly international vocation, as well as a symbol of Italian food and of high quality Made in Italy products worldwide.

Eataly currently operate in Italy, America, the Middle and Far East and is implementing a significant store opening programme in some of the world's major cities through direct sales points and franchises. Eataly is currently expected to list in 2019.

### **Clubtre S.p.A.**

TIP holding at June 30, 2018: 24.62% (43.28% fully diluted)

Clubtre S.p.A. is currently - except for a group of funds - the largest shareholder in Prysmian S.p.A. with a holding of approximately 4%, even after the sale of shares in 2017.

Prysmian is the world leader in the production of energy and telecommunication cables.

In the first quarter of 2018, Prysmian reported consolidated revenues of approximately Euro 1.879 billion, up 1.6%, and an adjusted EBITDA of approximately Euro 153 million, substantially unchanged on the same period of the previous year.

In July 2018, Prysmian completed a capital increase undertaken partly to fund the acquisition, for approximately USD 3 billion, of General Cable, the third group worldwide in the sector and leading operator in the North American market. Clubtre subscribed to its share and further increased its holding, for a total disbursement of approximately Euro 30 million. This investment was funded through an increase in Clubtre's bank financing.

TIP also holds a direct investment in Prysmian, which at June 30, 2018 amounted to 0.212% and was subsequently increased to 0.356%.

### **Gruppo IPG Holding S.p.A.**

TIP holding at June 30, 2018: 23.64% (33.72% fully diluted)

Gruppo IPG Holding S.p.A. holds 25,406,799 shares (equal to 23.86% of the share capital, net of treasury shares, and a relative majority) of Interpump Group S.p.A., world leader in the production of high pressure pistons pumps, power take-offs (PTOs), distributors and hydraulic systems.

In the first half of 2018, Interpump Group performed very strongly, with net sales of Euro 643.4 million, up 15.2%, EBITDA of Euro 146.8 million, up 12.3% on Euro 130.8 million in 2017 and a net profit of Euro 94.3 million (+42.3%).

**TIP-PRE IPO S.p.A. – TIPO**

TIP holding at June 30, 2018: 28.57%

TIPO undertakes minority investments in Italian or overseas companies in the industrial or services sectors, with revenues of between Euro 30 and 200 million, listed on a stock exchange or with a view to listing on a regulated equity market.

TIPO may also subscribe convertible bonds, cum warrants or other “semi-equity” similar instruments, as well as share capital increases – including companies already listed on the stock exchange – provided that the transactions are to be considered as part of expansion projects, investments and/or growth of the respective activities.

At June 30, 2018, TIPO held the following shareholdings:

**Beta Utensili S.p.A.**

TIPO holds directly 3.94% in the share capital of Beta Utensili S.p.A. and indirectly 30.87% through Betaclub S.r.l., company in turn controlled by TIPO with 58.417%. Beta Utensili is the leader in Italy in the distribution and production of high quality professional utensils.

In January 2018, Beta Utensili concluded the acquisition of BM S.p.A., a producer of electric cable connection systems and, more generally, of equipment for electricians.

**iGuzzini Illuminazione S.p.A.**

TIPO holds 14.29% (15.85% on a fully diluted basis) of iGuzzini Illuminazione S.p.A., the Italian leader - and among the leaders in Europe - in the design and production of high quality internal and external architectural lighting systems. The sectors of application include the lighting of historic buildings and cultural events, retail spaces, offices, residential buildings, hotels, streets and urban areas.

TIPO also holds 6.67% of Fimag S.p.A., a company which in addition to holding approximately 75% (84.15% on a fully diluted basis) in iGuzzini Illuminazione S.p.A., holds other assets.

In January 2018, the iGuzzini Group completed the acquisition of a Canadian company operating on the North American market in the design, production and distribution of internal and external lighting systems for residential and commercial projects. With this acquisition iGuzzini doubled its presence on the North American market, strategically important in terms of potential expansion and improvement of group earnings.

**Sant’Agata S.p.A. - Chiorino Group**

TIPO holds 20% of Sant’Agata S.p.A., the parent of the Chiorino Group.

The Chiorino Group is a global leader in the manufacture of process and conveyor belts for industrial processes.

## OTHER ASSOCIATED COMPANIES

TIP in addition holds:

- a 29.97% stake in Gatti & Co. GmbH, a corporate finance boutique with headquarters in Frankfurt (Germany), primarily operating on the cross-border M&A market between Germany and Italy;
- a 30% stake in Palazzari & Turries Ltd, a corporate finance boutique based in Hong Kong which has a long tradition of assisting numerous Italian companies in start-ups, joint ventures and corporate finance in China, building upon its extensive experience in China and Hong Kong.

## C) OTHER COMPANIES

### INVESTMENTS IN LISTED COMPANIES

#### **Amplifon S.p.A.**

TIP holding at June 30, 2018: 2.67%

Listed on the Italian Stock Exchange - STAR Segment.

The Amplifon Group is world leader in the distribution and personalised application of hearing aids with over 10,000 sales points between direct and affiliates.

The Group posted consolidated revenues of Euro 659.6 million for the first half of 2018, growth of 6.2% at like-for-like accounting standards with 2017, EBITDA of Euro 109.9 million, up 8.5% at like-for-like accounting standards with 2017 and a net profit of over Euro 47 million, a company record. The Group in July announced the signing of a definitive and binding agreement for the acquisition of the GAES Group, the leading Spanish group in the sector, with a significant presence also in Portugal and in South America, for a countervalue of approximately Euro 530 million.

The transaction perfectly fits with the Group's growth strategy.

#### **Alkemy S.p.A.**

TIP holding at June 30, 2018: 7.77%

Listed on the Alternative Investment Market (AIM) Italia

Alkemy supports medium/large sized Italian and foreign companies in the digital transformation process of operations, of the relative business models and interaction with customers, through the creation, planning and activation of innovative solutions and projects aimed at the development and renewal of their digital business.

The company reported in 2017 revenues of Euro 44.9 million, increasing nearly 30% on Euro 34.8 million in the previous year, and an EBITDA of approximately Euro 5.1 million.

**Digital Magics S.p.A.**

TIP holding at June 30, 2018: 22.75%

Listed on the Alternative Investment Market (AIM) Italia

Digital Magics S.p.A. is the leading Italian incubator and accelerator of both digital and non-digital innovative start-ups and currently has over 60 active investments and 7 completed exists.

Digital Magics designs and develops Open Innovation programmes to support Italian businesses in innovative processes, services and products thanks to innovative technologies, creating a strategic link with the digital start-ups; it also launched and is supporting the development, thanks to the active involvement of TIP, of the largest innovative hub in partnership with Talent Garden - the largest European co-working platform - WebWorking, WithFounders and Innogest.

In 2018, Digital Magics launched “MAGIC WAND the Fintech and Insurtech excellence accelerator”, the first system acceleration program created in collaboration with leading sector partners to bring innovation to the finance and insurance sector. On conclusion of the program, Digital Magics invests into the six “finalists” successfully achieving the objectives and parameters established, undertaking holdings of between 5% and 10%.

**Ferrari N.V.**

TIP holding at June 30, 2018: 0.12% of the ordinary share capital

Listed on the Italian Stock Exchange and the New York Stock Exchange

Ferrari is the famous manufacturer of high-end sports cars and racing cars. The company possess technologies and intangibles difficult to replicate; a unique combination of innovation, design, exclusivity and technology.

In the first half of 2018, Ferrari again reported record revenues of Euro 1.737 billion, substantially in line with 2017, an adjusted EBITDA of Euro 562 million, up 10% on the same period of the previous year and a net profit of Euro 309 million, up 19%.

**FCA – Fiat Chrysler Automobiles NV**

TIP holding at June 30, 2018: 0.10% of the ordinary share capital

Listed on the Italian Stock Exchange and the New York Stock Exchange

The Fiat Chrysler Automobiles NV group is the seventh largest car manufacturer in the world with the brands Abarth, Alfa Romeo, Chrysler, Dodge, Fiat, Jeep, Lancia, Maserati and Ram.

In the first six months of 2018, the FCA Group continued to deliver excellent results, with consolidated revenues of Euro 56 billion, adjusted EBIT of Euro 3.266 billion, a revenue margin of 5.8% and an adjusted net profit of Euro 2.019 billion, up 15.3% on the first half of 2017.

**Hugo Boss AG**

TIP holding at June 30, 2018: 1.39%

Listed on the Frankfurt Stock Exchange

Hugo Boss AG is market leader in the premium and luxury segment of the medium-high and high-

end apparel market for men and women, with a diversified range from fashionable clothing to footwear and accessories.

Hugo Boss products are distributed in over 1,000 shops worldwide.

The Hugo Boss Group continued to pursue its repositioning in 2018, with Half-year consolidated revenues of Euro 1.303 billion (+5% at like-for-like exchange rates with the same period of the previous year), adjusted EBITDA of approximately Euro 205 million and a net profit of approximately Euro 103 million, substantially in line with the previous year.

### **Moncler S.p.A.**

TIP holding at June 30, 2018: 0.84%

Listed on the Italian Stock Exchange.

Moncler is a global leader in the apparel luxury segment.

In the first half of 2018, the Moncler Group reported consolidated revenues of Euro 493.5 million (+21%) and an adjusted EBITDA of Euro 123.9 million (+27%). The significant growth in revenues and earnings therefore continued in 2018, positioning Moncler at the top end of the most prestigious global brands, by margins.

### **Telesia S.p.A.**

TIP holding at June 30, 2018: 13.14%

Listed on the Alternative Investment Market (AIM) Italia

Telesia provides audio-video communication products and services to public and private enterprises. It has completed a number of integrated video-information projects for the public, currently operative at all the main Italian airports, the Rome, Milan and Brescia metros and on board of Milan city buses and Rome metro trains.

The company reported 2017 revenues of Euro 5.5 million, up 10% on Euro 5.0 million in the previous year, with an EBITDA of approximately Euro 1.1 million (+22%).

## **INVESTMENTS IN NON-LISTED COMPANIES**

### **Azimut Benetti S.p.A.**

TIP holding at June 30, 2018: 12.07%

Azimut Benetti S.p.A. is one of the most prestigious constructors of mega yachts worldwide. The company has been ranked 18 times in the last 19 years as the “Global Order Book” leader, which ranks the major global constructors of yachts and mega yachts of over 24 metres worldwide. It has 6 boatyards and 138 offices in over 68 countries.

The latest accounts of the company at August 31, 2017 report an increase in the value of production of around 5% to approximately Euro 726 million, breakeven EBITDA after approximately Euro 30 million extraordinary charges; excluding these extraordinary charges earnings would have therefore improved significantly.

## **D) OTHER INVESTMENTS AND FINANCIAL INSTRUMENTS**

TIP subscribed to a convertible loan of Euro 15 million issued by Furla S.p.A. that will automatically convert into Furla shares at the time of listing or, alternatively, at September 30, 2019. Furla is a global leader in the premium luxury segment in the manufacture and marketing of high-end leather handbags and accessories, with an extremely personalised style.

TIP also has a direct holding of 2.78% in Talent Garden, the leading European co-working operator. Considering also the indirect holdings, among which an 18.72% stake held by Digital Magics, TIP's total implicit holding in Talent Garden is currently 15.77%.

TIP subscribed to partially convertible bonds of approximately Euro 8 million in one of the holdings with an investment in Octo Telematics, the principal global provider of telematic services for the insurance and automotive market.

On the sale of shares in Noemalife in 2016, TIP reinvested over Euro 9 million in a vendor loan in the acquiring company Dedalus Holding, at an interest rate of 9% and with maturity on December 31, 2018.

In addition to the investments listed, TIP holds stakes in other listed and non-listed companies which in terms of amounts invested, are not considered significant; for details, reference should be made to Attachment 2.

### **RELATED PARTY TRANSACTIONS**

The related party transactions are detailed in note 31.

### **SUBSEQUENT EVENTS TO JUNE 30, 2018**

In July 2018, the operations for the acquisition of 36.76% (40.5% on a fully diluted basis) of Alpitour S.p.A. by Alpiholding S.r.l. were finalised. Alpiholding is held 49.9% by Asset Italia 1, which already holds approximately 33% of Alpitour S.p.A., in turn wholly-owned by Asset Italia - a TIP investee. Alpiholding is held for an additional 49.9% by other investors and for 0.2% by the Chairman and CEO of Alpitour Gabriele Burgio.

Alpitour at this stage has been valued at Euro 470 million.

Following the operation, Asset Italia 1 has an important governance role in the group.

TIP invested in this second Alpitour operation an additional Euro 36.3 million to reach a 35.81% share of the tracking shares related to Asset Italia 1.

In July 2018, Alpitour completed the acquisition of Eden Viaggi, consolidating further its holding in the tourism sector in Italy.

On July 9, 2018, Roche Bobois' shares were admitted to trading on the B segment of the Euronext in Paris. On IPO, TXR sold 345,632 shares at a price of Euro 20 per share to continue to hold an investment of 34.84%.

As previously stated, Prysmian in July 2018 completed a capital increase in which Clubtre and TIP undertook pro-quota holdings, alongside a further increase in their investments.

Subsequent to June 30, the acquisition of Hugo Boss shares recommenced.

## **OUTLOOK**

In the first half of 2018 and in the subsequent months, the TIP Group has undertaken partial divestments, making strong gains and undertaking also fresh investments, continuing its growth and affirming its role – through employing a unique business model in Italy - as an entrepreneurial partner and financial backer for outstanding companies willing to grow and/or resolve governance issues, always with a view to accelerating business development.

Given the nature of the activities of TIP it is not easy to forecast the performance for the second half of the current year. Repeating the results achieved by the TIP Group in the first half of 2018 will depend partly on market performances and opportunities which will arise in the future.

## **RESEARCH AND DEVELOPMENT**

During the year, the Company did not carry out any research and development activity.

## **PRINCIPAL RISKS AND UNCERTAINTIES**

In relation to the principal Group risks and uncertainties, reference should be made to note 28.

## **TREASURY SHARES**

At June 30, 2018, treasury shares in portfolio totalled 4,137,793, equal to 2.516% of the share capital. At the present date, treasury shares in portfolio total 4,764,416, equal to 2.897% of the share capital.

For the Board of Directors  
The Chairman  
Giovanni Tamburi

Milan, September 11, 2018

## Consolidated Income Statement Tamburi Investment Partners Group (1)

(in Euro)	Six months period ended June 30, 2018	Six months period ended June 30, 2017	Note
Revenues from sales and services	1,554,425	3,766,658	4
Other revenues	88,319	47,933	
<b>Total revenues</b>	<b>1,642,744</b>	<b>3,814,591</b>	
Purchases, services and other costs	(1,553,360)	(1,158,993)	5
Personnel expenses	(16,651,263)	(10,840,122)	6
Amortisation, depreciation & write-downs	(29,731)	(36,230)	
<b>Operating profit / (loss)</b>	<b>(16,591,610)</b>	<b>(8,220,754)</b>	
Financial income	14,979,853	37,802,743	7
Financial charges	(3,490,710)	(3,203,806)	7
<b>Profit/(loss) before adjustments to investments</b>	<b>(5,102,467)</b>	<b>26,378,183</b>	
Share of profit/(loss) of associated companies measured under the equity method	8,450,557	27,245,949	8
<b>Profit before taxes</b>	<b>3,348,090</b>	<b>53,624,132</b>	
Current and deferred taxes	972,637	37,708	9
<b>Profit of the period</b>	<b>4,320,727</b>	<b>53,661,840</b>	
<b>Profit / (loss) attributable to the shareholders of the parent</b>	<b>1,651,453</b>	<b>53,315,559</b>	
<b>Profit / (loss) attributable to minority interests</b>	<b>2,669,274</b>	<b>346,281</b>	
<b>Basic earnings / (losses) per share</b>	<b>0.01</b>	<b>0.36</b>	23
<b>Diluted earnings / (losses) per share</b>	<b>0.01</b>	<b>0.36</b>	23
Number of shares in circulation	160,303,874	158,666,986	

(1) The first half 2018 income statement has been prepared in accordance with IFRS 9 and therefore does not include capital gains in the period on sale of equity investments of Euro 96.7 million. The Directors' Report (page 4) presents the pro-forma income statement at like-for-like accounting standards related to financial assets and liabilities (IAS 39) adopted at December 31, 2017, reporting a net profit of Euro 92.6 million.



## Consolidated comprehensive income statement

### Tamburi Investment Partners Group

(in Euro)	Six months period ended June 30, 2018	Six months period ended June 30, 2017	Note
<b>Profit</b>	<b>4,320,727</b>	<b>53,661,840</b>	
<b>Other comprehensive income items</b>			
<b>Income through P&amp;L</b>			<b>22</b>
<b>Increase/(decrease) in non-current AFS financial assets</b>	<b>0</b>	<b>35,545,962</b>	
Unrealised profit/(loss)	0	34,621,114	
Tax effect	0	924,848	
<b>Increase/(decrease) in associated companies measured under the equity method</b>	<b>432,771</b>	<b>(16,820,691)</b>	
Unrealised profit/(loss)	433,847	(16,249,263)	
Tax effect	(1,136)	(571,428)	
<b>Increases/decreases in the value of current financial assets measured at FVOCI</b>	<b>(244,745)</b>	<b>0</b>	
Unrealised profit/(loss)	(78,280)	0	
Tax effect	(166,465)	0	
<b>Income not through P&amp;L</b>			<b>22</b>
<b>Increase/decrease investments measured at FVOCI</b>	<b>116,194,825</b>	<b>0</b>	
Profit/(loss)	117,615,826	0	
Tax effect	(1,421,001)	0	
<b>Increase/(decrease) in associated companies measured under the equity method</b>	<b>(15,530,568)</b>	<b>0</b>	
Profit/(loss)	(15,719,193)	0	
Tax effect	188,624	0	
<b>Other components</b>	<b>(24,200)</b>	<b>9,220</b>	
<b>Total other comprehensive income items</b>	<b>100,828,023</b>	<b>18,734,491</b>	
<b>Total comprehensive income</b>	<b>105,148,750</b>	<b>72,396,331</b>	
<b>Comprehensive income attributable to the shareholders of the parent</b>	<b>85,011,030</b>	<b>72,050,050</b>	
<b>Comprehensive income attributable to minority interests</b>	<b>20,137,720</b>	<b>346,281</b>	

## Consolidated statement of financial position

### Tamburi Investment Partners Group

(in Euro)	June 30, 2018	December 31, 2017 (1)	Note
<b>Non-current assets</b>			
Property, plant and equipment	105,657	124,017	
Goodwill	9,806,574	9,806,574	10
Other intangible assets	125	2,307	
AFS financial assets	0	443,478,469	
Investments measured at FVOCI	404,810,441	0	11
Associated companies measured under the equity method	398,597,314	297,133,792	12
Financial receivables	0	25,981,883	
Financial receivables measured at amortised cost	6,677,055	0	13
Financial assets measured at FVTPL	20,270,804	0	14
Tax receivables	692,888	398,082	19
Deferred tax assets	0	0	20
<b>Total non-current assets</b>	<b>840,960,858</b>	<b>776,925,124</b>	
<b>Current assets</b>			
Trade receivables	566,204	713,657	15
Current financial receivables	0	10,828,027	
Current financial receivables measured at amortised cost	10,907,353	0	16
Current financial assets	0	630,687	
Derivative instruments	586,110	0	
AFS financial assets	0	37,764,710	
Current financial assets measured at FVOCI	81,076,582	0	17
Cash and cash equivalents	16,327,554	3,283,840	18
Tax receivables	799,078	339,956	19
Other current assets	373,381	264,919	
<b>Total current assets</b>	<b>110,636,262</b>	<b>53,825,796</b>	
<b>Total assets</b>	<b>951,597,120</b>	<b>830,750,920</b>	
<b>Equity</b>			
Share capital	85,509,667	83,231,972	21
Reserves	393,554,885	374,654,100	22
Retained earnings	231,264,083	98,456,635	22
Result of the parent	1,651,453	71,765,289	23
<b>Total equity attributable to the shareholders of the parent</b>	<b>711,980,088</b>	<b>628,107,996</b>	
<b>Equity attributable to minority interests</b>	<b>36,875,318</b>	<b>19,383,598</b>	
<b>Total Equity</b>	<b>748,855,406</b>	<b>647,491,594</b>	
<b>Non-current liabilities</b>			
Post-employment benefits	329,739	307,384	
Financial payables	129,306,920	129,129,224	24
Deferred tax liabilities	607,095	251,142	20
<b>Total non-current liabilities</b>	<b>130,243,754</b>	<b>129,687,750</b>	
<b>Current liabilities</b>			
Trade payables	892,009	410,991	
Current financial liabilities	55,255,541	39,012,505	25
Tax payables	177,025	331,362	26
Other liabilities	16,173,385	13,816,718	27
<b>Total current liabilities</b>	<b>72,497,960</b>	<b>53,571,576</b>	
<b>Total liabilities</b>	<b>202,741,714</b>	<b>183,259,326</b>	
<b>Total equity and liabilities</b>	<b>951,597,120</b>	<b>830,750,920</b>	

(1) The reclassifications made to the statement of financial position at December 31, 2017 following the adoption of IFRS 9 are presented in note 2.

## Statement of changes in Consolidated Equity

in Euro

	Share Capital	Share premium reserve	Legal reserve	Extraordinary reserve	Revaluation reserve AFS Financial assets	FVOCI reserve without reversal to profit and loss	FVOCI reserve with reversal to profit and loss	Treasury shares reserve	Other reserves	IFRS reserve business combination	Merger surplus	Retained earnings	Result for the period shareholders of parent	Equity shareholders of parent	Net Equity minorities	Result for period minorities	Equity
<b>At January 1, 2017 consolidated</b>	76,855,733	113,544,232	15,370,743	0	96,178,426			(4,853,854)	10,153,111	(483,655)	5,060,152	56,977,958	51,486,389	420,289,235	(17,359,512)	34,146,981	437,076,704
Change in fair value of financial assets available-for-sale					35,545,962									35,545,962			35,545,962
Change in fair value of associated companies measure under equity method					(15,266,932)				(1,553,759)					(16,820,691)			(16,820,691)
Change in fair value of current financial assets														0			0
Employee benefits									9,220					9,220			9,220
<b>Total other comprehensive income items</b>	0	0	0	0	20,279,030	0	0	0	(1,544,539)	0	0	0	0	18,734,491	0	0	18,734,491
Profit/(loss) at June 30, 2017													53,315,559	53,315,559		346,281	53,661,840
<b>Total comprehensive income</b>	0	0	0	0	20,279,030	0	0	0	(1,544,539)	0	0	0	53,315,559	72,050,050	0	346,281	72,396,331
Other changes of associated companies measure under equity method									(7,679,562)					(7,679,562)			(7,679,562)
Dividends distribution													(10,100,909)	(10,100,909)			(10,100,909)
Warrant exercise	6,376,239	44,511,049												50,887,288			50,887,288
Allocation profit 2016			404									41,385,076	(41,385,480)	0	34,146,981	(34,146,981)	0
Acquisition of treasury shares								(147,966)						(147,966)			(147,966)
Sale of treasury shares		39,683						411,470	(202,813)					248,340			248,340
<b>At June 30, 2017 consolidated</b>	83,231,972	158,094,964	15,371,147	0	116,457,456	0	0	(4,590,350)	726,197	(483,655)	5,060,152	98,363,034	53,315,559	525,546,476	16,787,469	346,281	542,680,226

	Share Capital	Share premium reserve	Legal reserve	Extraordinary reserve	Revaluation reserve AFS Financial assets	FVOCI reserve without reversal to profit and loss	OCI reserve with reversal to profit and loss	Treasury shares reserve	Other reserves	IFRS reserve business combination	Merger surplus	Retained earnings	Result for the period shareholders of parent	Equity shareholders of parent	Net Equity minorities	Result for period minorities	Equity
<b>At January 1, 2018 consolidated</b>	83,231,972	158,078,940	15,371,147	0	208,829,278			(11,991,347)	(210,415)	(483,655)	5,060,152	98,456,635	71,765,289	628,107,996	19,061,939	321,659	647,491,594
<b>Adjustments for IFRS 9 adoption</b>					(208,829,278)	208,308,181	521,097					17,800		17,800			17,800
<b>Equity adjusted after IFRS 9 adoption</b>	83,231,972	158,078,940	15,371,147	0	0	208,308,181	521,097	(11,991,347)	(210,415)	(483,655)	5,060,152	98,474,435	71,765,289	628,125,796	19,061,939	321,659	647,509,394
Change in fair value of investments measured at FVOCI						98,726,379								98,726,379	17,468,446		116,194,825
Change in associated companies measured under the equity method						(15,530,568)	432,711							(15,097,857)			(15,097,857)
Change in fair value of current financial assets measured at FVOCI							(244,745)							(244,745)			(244,745)
Employee benefits									(24,200)					(24,200)			(24,200)
<b>Total other comprehensive income items</b>	0	0	0	0	0	83,195,811	187,966	0	(24,200)	0	0	0	0	83,359,577	17,468,446	0	100,828,023
Profit/(loss) at June 30, 2018													1,651,453	1,651,453		2,669,274	4,320,727
<b>Total comprehensive income</b>	0	0	0	0	0	83,195,811	187,966	0	(24,200)	0	0	0	1,651,453	85,011,030	17,468,446	2,669,274	105,148,750
Reversal of FV reserve due to capital gain realised							(73,255,578)					73,255,578		0			0
Change in reserves of associated companies measure under equity method									(1,636,970)					(1,636,970)			(1,636,970)
Dividends distribution												(10,955,972)		(10,955,972)	(2,646,000)		(13,601,972)
Warrant exercise	2,277,695	17,652,137												19,929,832			19,929,832
Allocation profit 2017			1,275,247									70,490,042	(71,765,289)	0	321,659	(321,659)	0
Acquisition of treasury shares								(8,522,518)						(8,522,518)			(8,522,518)
Sale of treasury shares		(14,574)						67,801	(24,337)					28,890			28,890
<b>At June 30, 2018 consolidated</b>	85,509,667	175,716,503	16,646,394	0	0	218,248,414	709,063	(20,446,064)	(1,895,922)	(483,655)	5,060,152	231,264,083	1,651,453	711,980,088	34,206,044	2,669,274	748,855,406

## Consolidated Statement of Cash Flows

### Tamburi Investment Partners Group

euro thousands	June 30, 2018	June 30, 2017
<b>A.- <u>OPENING NET CASH AND CASH EQUIVALENTS</u></b>	<b>(16,483)</b>	<b>(41,949)</b>
<b>B.- <u>CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
Profit	4,321	53,662
Amortisation & Depreciation	30	36
Share of profit/(loss) of associated companies measured under the equity method	(8,451)	(27,246)
Financial income and charges	0	(31,925)
Changes in “employee benefits”	22	16
Interest on loans and bonds	2,885	2,503
Change in deferred tax assets and liabilities	(1,054)	(435)
	<b>(2,247)</b>	<b>(3,389)</b>
Decrease/(increase) in trade receivables	147	267
Decrease/(increase) in other current assets	(108)	2
Decrease/(increase) in tax receivables	(754)	(30)
Decrease/(increase) in financial receivables	(1,045)	61
Decrease/(increase) in other current asset securities	(43,346)	0
(Decrease)/increase in trade payables	481	28
(Decrease)/increase in financial payables	(2,864)	146
(Decrease)/increase in tax payables	(154)	27
(Decrease)/increase in other current liabilities	2,357	(9,340)
<b>Cash flow from operating activities</b>	<b>(47,533)</b>	<b>(12,228)</b>
<b>C.- <u>CASH FLOW FROM INVESTMENTS IN FIXED ASSETS</u></b>		
<b>Intangible and tangible assets</b>		
Investments / divestments	(9)	(5)
<b>Financial assets</b>		
Investments	(54,572)	(42,429)
Divestments	100,924	89,276
<b>Cash flow from investing activities</b>	<b>46,343</b>	<b>46,842</b>

<b>Euro thousands</b>	<b>June 30, 2018</b>	<b>June 30, 2017</b>
<b>D.- <u>CASH FLOW FROM FINANCING</u></b>		
<b>Loans</b>		
New loans	0	0
Repayment of loans	0	0
Interest paid on loans and bonds	(5,570)	(4,780)
<b>Share capital</b>		
Share capital increase and capital contributions on account	19,930	50,887
Changes from purchase/sale of treasury shares	(8,494)	100
Payment of dividends	(13,602)	(10,102)
<b>Cash flow from financing activities</b>	<b>(7,736)</b>	<b>36,105</b>
<b>E.- <u>NET CASH FLOW FOR THE PERIOD</u></b>	<b>(8,926)</b>	<b>70,719</b>
<b>F. <u>CLOSING CASH AND CASH EQUIVALENTS</u></b>	<b>(25,409)</b>	<b>28,770</b>

The breakdown of the net available liquidity was as follows:

Cash and cash equivalents	16,328	29,250
Bank payables due within one year	(41,737)	(480)
<b>Closing cash and cash equivalents</b>	<b>(25,409)</b>	<b>28,770</b>

## NOTES TO THE 2018 CONDENSED CONSOLIDATED HALF-YEAR FINANCIAL STATEMENTS

### (1) Group activities

The TIP Group is an independent investment/merchant bank focused on Italian medium-sized companies, with a particular involvement in:

1. investments: as an active shareholder in companies (listed and non-listed) capable of achieving “excellence” in their relative fields of expertise and, with regards to the StarTIP project, in start-ups and innovative companies;
2. advisory: in corporate finance operations, in particular acquisitions and sales through the division Tamburi & Associati (T&A).

### (2) Accounting standards

The parent company TIP was incorporated in Italy as a limited liability company and with registered office in Italy.

The company was listed in November 2005 and on December 20, 2010 Borsa Italiana S.p.A. assigned the STAR classification to TIP ordinary shares.

The 2018 condensed consolidated half-year report was approved by the Board of Directors on September 11, 2018.

The condensed consolidated half-year financial statements at June 30, 2018 were prepared in accordance with the going-concern concept and in accordance with International Financial Reporting Standards and International Accounting Standards (hereafter “IFRS”, “IAS” or international accounting standards) issued by the International Accounting Standards Boards (IASB) and the relative interpretations of the International Financial Reporting Interpretations Committee (IFRIC), and adopted by the European Commission with Regulation No. 1725/2003 and subsequent modifications, in accordance with Regulation No. 1606/2002 of the European Parliament and in particular the Condensed Consolidated Half-Year Financial Statements were prepared in accordance with IAS 34.

The condensed consolidated financial statements are comprised of the income statement, the comprehensive income statement, the statement of financial position, the change in equity, the statement of cash flow and the explanatory notes, together with the Directors’ Report. The financial statements were prepared in units of Euro, without decimal amounts.

The financial statements were prepared in accordance with IAS 1, while the Explanatory Notes were prepared in condensed form in accordance with IAS 34 and therefore do not include all the disclosures required for the annual financial statements prepared in accordance with IFRS.

The accounting policies and methods utilised for the preparation of these condensed consolidated financial statements have changed from those utilised for the preparation of the consolidated financial statements for the year ended December 31, 2017, mainly due to application from January

1, 2018 of IFRS 9, as outlined in detail in the paragraph “new accounting standards”.

The income statement, the comprehensive income statement and the consolidated statement of cash flows at June 30, 2017 and the statement of financial position at December 31, 2017 were utilised for comparative purposes. The individual balance sheet notes present for comparative purposes the reclassified figures at January 1, 2018, as presented below, following the adoption of IFRS 9.

During the year, no special circumstances arose requiring recourse to the exceptions allowed under IAS 1.

The preparation of the condensed consolidated financial statements requires the formulation of valuations, estimates and assumptions which impact the application of the accounting principles and the amounts of the assets, liabilities, costs and revenues recorded in the financial statements. These estimates and relative assumptions are based on historical experience and other factors considered reasonable. However, it should be noted as these refer to estimates, the results obtained will not necessarily be the same as those represented. The estimates are used to value the provisions for risks on receivables, measurement at fair value of financial instruments, impairment tests, employee benefits and income taxes.

### **New accounting standards**

#### **New accounting standards, amendments and interpretations applicable for periods beginning January 1, 2018**

- IFRS 15 (*Revenue from Contracts with Customers*): the standard replaces IAS 18, IAS 11, IFRIC 13, IFRIC 15, IFRIC 18 and SIC 31. Revenues are recognised when the customer acquires control of assets and services and, consequently, when having the capacity to direct usage and obtain benefits. When a company agrees to provide goods or services at a price which varies according to the occurrence of other future events, an estimate of the variable part is included in the price only where such is considered highly probable. In the case of transactions concerning the simultaneous sale of a number of assets and/or services, the sales price should be allocated on the basis of the price which the company would apply to customers where such assets and services included in the contract were sold individually. The company on occasion incurs costs, such as sales commissions, to obtain or ensure execution of a contract. These costs, where certain conditions are met, are capitalised and recognised to the income statement over the duration of the contract. The standard specifies, in addition, that the sales prices should be adjusted where containing a significant financial component.
- IFRS 9, commented upon in detail below.
- Others: amendments to IFRS 4, amendments to IFRS 2, annual amendments to IFRS 2014-2016 (the amendments concern: IFRS 12, IFRS 1, IAS 28), amendments to IAS 40 and amendments to the IFRIC 22 interpretation.

The application of the amendments to the existing accounting standards reported above do not

have a significant impact on the Group consolidated financial statements, with the exception of those concerning IFRS 9 as illustrated below.

### Adoption of the new accounting standard IFRS 9

As illustrated previously, the TIP Group was required to adopt IFRS 9 for the preparation of the financial statements for periods which commence from January 1, 2018 and thereafter. This resulted in a change in the accounting policies and criteria used from those applied for the preparation of the financial statements at December 31, 2017, with the consequent reclassifications and adjustments of the amounts in the financial statements.

In accordance with the transitory provisions of IFRS 9, the company has adopted the option not to adjust the 2017 figures presented for comparative purposes and therefore the adjustments in values calculated on the opening amounts at January 1, 2018 only impact upon the net equity.

The effects from the transition to IFRS 9 on the statement of financial position and net equity both in terms of value and classification are illustrated below.

### Consolidated statement of financial position Tamburi Investment Partners Group

(in Euro)	December 31, 2017	January 1, 2018 IFRS 9	Changes	Note
<b>Non-current assets</b>				
Property, plant and equipment	124,017	124,017	0	
Goodwill	9,806,574	9,806,574	0	
Other intangible assets	2,307	2,307	0	
AFS financial assets	443,478,469	0	(443,478,469)	2.1
Investments measured at FVOCI	0	443,478,469	443,478,469	2.1
Associated companies measured under the equity method	297,133,792	297,133,792	0	2.2
Financial receivables	25,981,883	0	(25,981,883)	2.3
Financial receivables measured at amortised cost	0	6,460,702	6,460,702	2.3
Financial assets measured at FVTPL	0	20,117,473	20,117,473	2.3
Derivative instruments	0	0	0	
Tax receivables	398,082	398,082	0	
Deferred tax assets	0	0	0	
<b>Total non-current assets</b>	<b>776,925,124</b>	<b>777,521,415</b>	<b>596,292</b>	
<b>Current assets</b>				
Trade receivables	713,657	713,657	0	2.4
Current financial receivables	10,828,027	0	(10,828,027)	2.3
Current financial receivables measured at amortised cost	0	10,714,602	10,714,602	2.3
Current financial assets	630,687	0	(630,687)	2.3
Derivative instruments	0	171,240	171,240	2.3
AFS financial assets	37,764,710	0	(37,764,710)	2.5
Current financial assets measured at FVOCI	0	37,764,710	37,764,710	2.5
Cash and cash equivalents	3,283,840	3,283,840	0	
Tax receivables	339,956	339,956	0	
Other current assets	264,919	264,919	0	
<b>Total current assets</b>	<b>53,825,796</b>	<b>53,252,924</b>	<b>(572,872)</b>	
<b>Total assets</b>	<b>830,750,920</b>	<b>830,774,340</b>	<b>23,420</b>	



(in Euro)	December 31, 2017	January 1, 2018 IFRS 9	Changes	Note
<b>Equity</b>				
Share capital	83,231,972	83,231,972	0	
Reserves	374,654,100	374,654,100	0	2.6
Retained earnings	98,456,635	98,474,435	17,800	2.6
Result of the parent	71,765,289	71,765,289	0	
<b>Total equity attributable to the shareholders of the parent</b>	<b>628,107,996</b>	<b>628,125,796</b>	17,800	
<b>Equity attributable to minority interests</b>	<b>19,383,598</b>	<b>19,383,598</b>	0	
<b>Total Equity</b>	<b>647,491,594</b>	<b>647,509,394</b>	<b>17,800</b>	
<b>Non-current liabilities</b>				
Post-employment benefits	307,384	307,384	0	
Financial payables	129,129,224	129,129,224	0	2.7
Deferred tax liabilities	251,142	251,142	0	
<b>Total non-current liabilities</b>	<b>129,687,750</b>	<b>129,687,750</b>	<b>0</b>	
<b>Current liabilities</b>				
Trade payables	410,991	410,991	0	
Current financial liabilities	39,012,505	39,012,505	0	2.7
Tax payables	331,362	336,982	5,620	
Other liabilities	13,816,718	13,816,718	0	
<b>Total current liabilities</b>	<b>53,571,576</b>	<b>53,577,196</b>	<b>5,620</b>	
<b>Total liabilities</b>	<b>183,259,326</b>	<b>183,264,946</b>	<b>5,620</b>	
<b>Total equity and liabilities</b>	<b>830,750,920</b>	<b>830,774,340</b>	<b>23,420</b>	

The total impact on the equity of the TIP Group at January 1, 2018 is summarised in the table below.

<b>Euro</b>		
<b>Net equity at December 31, 2017 IAS 39</b>	<b>647,491,594</b>	<b>Note</b>
Adjustments to financial assets measured at FVTPL	23,420	2.3
Tax effect of the adjustments	(5,620)	
<b>Equity at January 1, 2018 IFRS 9</b>	<b>647,509,394</b>	

## 2.1. Reclassification from AFS financial assets to investments measured at FVOCI

For the investments in equity, comprising generally investments with shareholdings below 20% which are not held for trading, classified at December 31, 2017 as AFS financial assets, the company adopted the option within IFRS 9 of accounting for the changes in the fair value through Other Comprehensive Income (FVOCI), therefore with counter-entry in an equity reserve (alternative of accounting for changes in fair value through profit or loss). The FVOCI accounting of the investments in equity does not permit the recognition through profit or loss of the gains/losses realised on sale and the relative reversal from the FVOCI reserve in equity. Any impairments will also not be recorded through profit or loss. Adopting the FVOCI option only the dividends received from the investments will be recognised through profit or loss.

Following this reclassification the value of the investments at December 31, 2017 did not changed as according to IAS 39 the AFS financial assets were already measured at fair value. However a reclassification was necessary from the equity reserve relating to the accumulated fair value changes, equal to Euro 119,049,027 net of the relative tax effect, from “financial assets held for sale revaluation reserve” to the FVOCI reserve (note 2.6).

The most significant effect of the adoption of IFRS 9 relating to this category of financial assets is, as already described, on the income statement following the non-recognition through profit or loss

of the gains/losses realised on sale.

The adoption of IFRS 9 from January 1, 2018 resulted in the non-inclusion in financial income in the first half of 2018 income statement of Euro 96,707,970 relating to the non-reversal of the gains/losses in the accumulated reserve until their realisation. The fair value changes matured in the period were recorded under “Increases/decreases in investments measured at FVOCI” of other comprehensive income without reversal through profit or loss, with counter-entry to the FVOCI reserves; at the time of sale, the cumulative gain was reversed from the FVOCI reserve directly to other equity reserves.

In addition, the IFRS 9 income statement does not include an adjustment to the value of investments of Euro 7,312,229 which, as an impairment, would have been recognised to the income statement as per IAS 39. This adjustment was however classified to other fair value changes recognised to the FVOCI reserve.

## **2.2. Associated companies measured under the equity method**

The adoption of IFRS 9 did not result in direct effects on the accounting of the investments in associates measured under the equity method as per IAS 28. However, the application of IFRS 9 had effects on the preparation of the financial statements of associates utilised for the preparation of the condensed consolidated half-year financial statements. In particular investee companies of the associates are reclassified from AFS financial assets to investments measured at FVOCI as illustrated in the previous paragraph.

Similar to that described in note 2.1, this reclassification did not generate any impact on the value of the associated investments at December 31, 2017 but a different classification of the accumulated fair value changes, equal to Euro 89,259,157 net of the relative tax effect, which were reclassified from the “AFS financial assets revaluation reserve” to the FVOCI reserve.

The gains/losses realised on the investments held by associates are no longer recognised in the income statement and therefore recognised by TIP as its share of the result in the investees measured under the equity method, but at the time of sale the cumulative gain is reversed from the FVOCI reserve directly to other equity reserves. The adoption of IFRS 9 from January 1, 2018 did not have any effects on the first half of 2018 as no investments held by associates were sold. In the comprehensive income statement the “Increases/decreases in investments measured under the equity method” relating to the changes in the fair value of their investees are reclassified under as other comprehensive income without reversal through profit and loss.

## **2.3. Classification and recognition of financial receivables and financial assets in accordance with the categories of IFRS 9**

In order to determine the recognition criterion applicable to financial assets other than investments in equity IFRS 9 requires an analysis through several steps.

Firstly, the expected contractual cash flows generated from the financial asset were subjected to a test (SPPI Test) which must prove that at the measurement date there are no other cash flows than the repayment of principal and interest potentially within the contract.

Subsequently the business model which the company adopts in relation to the financial assets was established on which the accounting criteria adopted depends.

The presence of any embedded derivatives within the principal financial asset was also verified.

Based on these analysis the company has identified the following financial asset categories as per IFRS 9.

#### Financial receivables measured at amortised cost

These concern financial assets acquired by the company with the intention of maintaining them until maturity in order to receive the relative interest, and the sales are incidental events. The accounting criterion required by IFRS 9 for these financial assets is the amortised cost criterion, which does not differ from that currently applied. The current portion of these receivables is represented by interest or principal which will be received within one year.

#### Financial assets measured at FVTPL

This concerns financial assets, generally convertible loans, which generate cash flows which provide for the allocation of shares and/or include implied derivatives relating to the conversion clauses. Differing from IAS 39 applicable to the financial statements for the year ended December 31, 2017, IFRS 9 does not separate the embedded derivatives from the host instrument but provides for the allocation of these financial assets to the category FVTPL, i.e. financial assets measured at fair value through profit and loss.

Therefore while previously as per IAS 39 in the case of accounting separation the non-derivative component of these instruments were recognised under the amortised cost method and the derivative component was separated and measured at fair value, these instruments were completely measured at fair value through profit or loss, including the changes in fair value related to market conditions of the other components of the instruments, for example interest rates.

The adjustments in value of the financial assets measured at FVTPL at January 1, 2018 amounts to Euro 23,420 before the tax effect.

The adoption of IFRS 9 from January 1, 2018 resulted in lower other financial income of Euro 101,934 in comparison to application of IAS 39.

#### Derivative instruments

The derivative instruments not embedded in other financial instruments are measured at fair value through profit or loss. This accounting treatment does not change from that already applied at December 31, 2017.

### **2.4. Trade receivables**

The specific nature of the receivables generated from the activities of TIP and the historical analysis of losses on receivables in recent years supports the conclusion that the adoption of IFRS 9 does not result in adjustments on the opening balances or significant subsequent impacts generated from impairment risks.

This consideration is also valid with reference to financial receivables held.

## 2.5. Reclassification from current AFS financial assets to current financial assets measured at FVOCI

As illustrated in Note 2.3 the company carried out an SPPI test and established the business model for the various financial asset categories. The current financial assets valued at FVOCI are non-derivative financial assets comprising investments in bond securities which constitute temporary liquidity investments realised in accordance with the business model which provides for the receipt of the relative cash flows and the sale of the bonds on an opportunistic basis. The cash flows from these financial instruments comprise solely principal and interest.

The FVOCI measurement therefore involves the recognition in an equity reserve of the fair value changes in the securities until the date of sale recognising in the income statement interest income and any impairments. Differing from the accounting of investments in equity at the time of sale the gains/losses are recognised through profit or loss with reversal of the fair value changes through profit or loss previously recognised in the equity reserve.

As these assets already at December 31, 2017 were measured at fair value with changes recorded under equity, the reclassification required by IFRS 9 did not result in adjustments but only the corresponding reclassification of the accumulated fair value changes, amounting to Euro 521,097 net of the tax effect, from the “financial assets held for sale revaluation reserve” to the “FVOCI reserve with reversal through profit or loss”.

The financial income in the first half of 2018 income statement did not change following the adoption of IFRS 9 for this category of financial assets.

## 2.6. Effect on net equity

As illustrated in the previous notes the introduction of IFRS 9 resulted in a reclassification between reserves as indicated below. The FVOCI reserve without reversal through profit or loss is reclassified to retained earnings when the accumulated fair value changes are realised, generally on divestment. Once reclassified under retained earnings the reserve becomes distributable.

in Euro	Revaluation reserve AFS Financial assets	FVOCI reserve without reversal to profit and loss	FVOCI reserve with reversal to profit and loss	Retained earnings	Net Equity shareholders of parent
At December 31, 2017 consolidated	208,829,278	0		98,456,635	628,107,996
Change in fair value of financial assets available-for-sale	(119,049,027)	119,049,027			0
Other comprehensive income items of associates measured under the equity method	(89,259,157)	89,259,157			0
Change in fair value of current financial assets	(521,097)		521,097		0
Adjustment in the value of financial assets measured at FVTPL				17,800	17,800
At January 1, 2018 consolidated	0	208,308,184	521,097	98,474,435	628,125,796

## 2.7. Financial liabilities

The analysis undertaken on the financial liabilities held concluded that the adoption of IFRS 9 has no effect on the accounting of the financial liabilities already recorded at amortised cost utilising the effective interest rate method.

### **New standards, amendments to existing standards and interpretations applicable for periods subsequent to January 1, 2018 and not yet adopted by the Group**

- IFRS 16 - “*Leases*”: the standard replaces IAS 17, with the principal new issue concerning the obligation of the company to recognise in the statement of financial position all rental contracts as assets and liabilities, taking account of the substance of the operation and the contract. IFRS 16 must be adopted from January 1, 2019.
- Amendments to IFRS 10 and IAS 28: the amendments introduced better define the accounting treatment of gains or losses from transactions with joint ventures or associates measured at equity. At the date of these condensed consolidated half-year financial statements, the date from which the new provisions will apply has been postponed indefinitely.
- On May 18, 2017, the IASB published IFRS 17 Insurance Contracts. The standard has the objective to improve investors’ understanding of the exposure to risk, earnings and the financial position of insurers. This standard will be adopted from January 1, 2021, except for any deferments following endorsement of the standard by the European Union, not yet implemented at the present condensed consolidated half-year reporting date. Advance application of this standard is permitted.
- In June 2017, the IASB issued amendments to the interpretation IFRIC 23 relating to considerations on uncertainties on the treatment of income taxes. The document has the objective to provide clarifications on how to apply the recognition and measurement criteria within IAS 12 in the case of uncertainty on the treatment for the determination of income taxes. The interpretation will be effective from January 1, 2019, except for any deferments following endorsement of the standard by the European Union, not yet implemented at the present condensed consolidated half-year reporting date.
- In October 2017, the IASB issued the Amendment to IFRS 9 concerning some issues on the application and classification of IFRS 9 “Financial instruments” in relation to certain financial assets with the possibility of advance repayment. In addition, IASB clarified some aspects on the accounting of financial liabilities following some amendments. The Amendments to IFRS 9 are effective from periods beginning on, or after, January 1, 2019.
- In October 2017, the IASB issued the Amendment to IAS 28 which clarifies the application of IFRS 9 for long-term interests in subsidiaries or joint ventures included in investments in these entities for which the equity method is not applied. The Amendments to IAS 28 will be effective from periods beginning on, or subsequent to, January 1, 2019, except for any deferments following endorsement of the standard by the European Union, not yet implemented at the present condensed consolidated half-year reporting date.
- In December 2017, the IASB issued a series of annual amendments to IFRS 2015-2017 applicable from January 1, 2019, except for any deferments following endorsement of the standard by the European Union, not yet implemented at the date of these condensed consolidated half-year financial statements. The amendments concern:
  - IFRS 3 – Business Combinations, concerning the accounting treatment of the share

previously held in the joint operation after obtaining control;

- IFRS 11 – Joint Arrangements, concerning the accounting treatment of the share previously held in the joint operation after obtaining control;

- IAS 12 – Income Tax, concerning the classification of tax effects related to the payment of dividends and

- IAS 23 – Borrowing costs, concerning financial charges admissible for capitalisation.

- In February 2018, the IASB issued the Amendment to IAS 19 which clarifies the application of IFRS 9 for long-term interests in subsidiaries or joint ventures included in investments in these entities for which the equity method is not applied. The Amendment to IAS 19 is applicable from January 1, 2019, except for any deferments following endorsement of the standard by the European Union, not yet implemented at the date of these condensed consolidated half-year financial statements.
- In March 2018, the IASB published the reviewed version of the Conceptual Framework for Financial Reporting (“Conceptual Framework”). Simultaneously, it published a document updating the references in IFRS to the previous Conceptual Framework. The new references will be effective from the preparation of the financial statements for periods beginning January 1, 2020, except for any deferments following endorsement of the document by the European Union, not yet implemented at the present condensed consolidated half-year reporting date.

The impacts of these amendments on the Group consolidated financial statements are currently being assessed. Based on a preliminary review of the potential issues, significant impacts are not expected.

## Consolidation principles and basis of consolidation

### Consolidation scope

The consolidation scope includes the parent TIP - Tamburi Investment Partners S.p.A. and the companies over which it exercises direct or indirect control. An investor controls an entity in which an investment has been made when exposed to variable income streams or when possessing rights to such income streams based on the relationship with the entity, and at the same time has the capacity to affect such income streams through the exercise of its power. Subsidiaries are consolidated from the date control is effectively transferred to the Group, and cease to be consolidated from the date control is transferred outside the Group.

At June 30, 2018, the consolidation scope included the companies Clubdue S.r.l., StarTIP S.r.l. and TXR S.r.l..

The details of the subsidiaries were as follows:

Company	Reg. Office	Share capital	Number of shares	Number of shares held	% held
Clubdue S.r.l.	<b>Milan</b>	10,000	10,000	10,000	100%
StarTIP S.r.l.	<b>Milan</b>	50,000	50,000	50,000	100%
TXR S.r.l.	<b>Milan</b>	100,000	100,000	51,000	51.0%

Consolidation procedures

The consolidation of the subsidiaries is made on the basis of the respective financial statements of the subsidiaries, adjusted where necessary to ensure uniform accounting policies with the Parent Company.

All inter-company balances and transactions, including any unrealised gains deriving from transactions between Group companies are fully eliminated. Unrealised losses are eliminated except when they represent a permanent impairment in value.

**Accounting policies**

The main accounting policies adopted in the preparation of the consolidated half-year report at June 30, 2018 are disclosed below.

**PROPERTY, PLANT AND EQUIPMENT**

Property, plant & equipment are recognised at historical cost, including directly allocated accessory costs and those necessary for bringing the asset to the condition for which it was acquired. If major components of such tangible assets have different useful lives, such components are accounted for separately.

Tangible assets are presented net of accumulated depreciation and any losses in value, calculated as described below.

Depreciation is calculated on a straight-line basis according to the estimated useful life of the asset; useful life is reviewed annually. Any changes, where necessary, are recorded in accordance with future estimates; the main depreciation rates used are the following:

- furniture & fittings	12%
- equipment & plant	15%
- EDP	20%
- mobile telephones	20%
- equipment	15%
- Automobiles	25%

The book value of tangible assets is tested to ascertain possible losses in value if events or circumstances indicate that the book value cannot be recovered. If there is an indication of this type and in the case where the carrying value exceeds the realisable value, the assets must be written down to their realisable value. The realisable value of the property, plant and equipment is the higher between the net sales price and the value in use. In defining the value of use, the expected future cash flows are discounted using a pre-tax discount rate that reflects the current market assessment of the time value of money and the specific risks of the activity. Losses in value are charged to the income statement under amortisation, depreciation and write-down costs. Such losses are restated when the reasons for their write-down no longer exist.

At the moment of the sale, or when there are no expected future economic benefits from the use of an asset, this is eliminated from the financial statements and any loss or gain (calculated as the

difference between the disposal value and the book value) is recorded in the income statement in the year of the above-mentioned elimination.

#### GOODWILL

Business combinations are recorded using the purchase method. Goodwill represents the surplus of acquisition cost compared to the purchaser's share of the identifiable net fair value of the assets and liabilities acquired, current and potential. After initial recognition, goodwill is reduced by any accumulated losses in value, calculated with the methods described below.

Goodwill deriving from acquisitions prior to January 1, 2004 are recorded at replacement cost, equal to the value recorded in the last financial statements prepared in accordance with the previous accounting standards (December 31, 2003). In the preparation of the opening financial statements in accordance with international accounting standards the acquisitions before January 1, 2004 were not reconsidered.

Goodwill is subject to a recoverability analysis conducted annually or at shorter intervals in case of events or changes that could result in possible losses in value. Any goodwill emerging at the acquisition date is allocated to each cash-generating unit which is expected to benefit from the synergies of the acquisition. Any loss in value is identified by means of valuations based on the ability of each cash-generating unit to produce cash flows for purposes of recovering the part of goodwill allocated to it; these valuations are conducted with the methods described in the section referring to tangible assets. If the recoverable value of the cash-generating unit is less than the attributed book value, the loss in value is recorded.

This loss is not restated if the reasons for the loss no longer exist.

#### OTHER INTANGIBLE ASSETS

Other intangible assets are recorded at cost, in accordance with the procedures indicated for tangible fixed assets.

The intangible assets with definite useful lives are recognised net of the relative accumulated amortisation and any permanent impairment in value, determined in the same manner as that for tangible assets.

The useful life is reviewed on an annual basis and any changes, where necessary, are made in accordance with future estimates.

The gains and losses deriving from the disposal of intangible assets are determined as the difference between the value of disposal and the carrying value of the asset and are recorded in the income statement at the moment of the disposal.

#### ASSOCIATED COMPANIES MEASURED UNDER THE EQUITY METHOD

Associated companies are companies in which the Group exercises a significant influence on the financial and operating policies, although not having control. Significant influence is presumed when between 20% and 50% of voting rights is held in another entity.

Investments in associated companies are measured under the equity method and initially recorded at cost. The investments include the goodwill identified on acquisition, less any cumulative loss in value. The consolidated financial statements include the share of profits and losses of the investees recognised under the equity method, net of any adjustments necessary to align accounting principles and eliminate intercompany margins not realised, on the date in which significant influence



commences or the joint control until the date such influence or control ceases. The adjustments necessary for the elimination of intercompany margins not realised are recorded in the account “share of profits/loss of investments under equity”. When the share of the loss of an investment recognised under the net equity method exceeds the book value of the investee, the investment is written-down and the share of the further losses are not recorded except in the cases where there is a legal or implied contractual obligation or where payments were made on behalf of the investee.

#### INVESTMENTS MEASURED AT FVOCI

For the investments in equity, comprising generally investments with shareholdings below 20% which are not held for trading, according to the option under IFRS 9, they are recognised recording the changes in the fair value through Other Comprehensive Income (FVOCI) and therefore with counter-entry to an equity reserve. The FVOCI accounting of the investments in equity provides for, on sale, the reversal from the fair value reserve matured directly to other equity reserves. The dividends received from the investments are therefore recognised through profit or loss.

The fair value is identified in the case of listed investments with the stock exchange price at the balance sheet date and in the case of investments in non-listed companies utilising valuation techniques. These valuation techniques include the comparison with the values taken from similar recent operations and other valuation techniques which are substantially based on the analysis of the capacity of the investee to produce future cash flows, discounted to reflect the time value of money and the specific risks of the activities undertaken.

The investments in equity instruments which do not have a listed price on a regulated market and whose fair value cannot be reasonably valued, are measured at cost, reduced by any loss in value. The choice between the above-mentioned methods is not optional, as these must be applied in hierarchal order: absolute priority is given to official prices available on active markets (effective market quotes – level 1) or for assets and liabilities measured based on valuation techniques which take into account observable market parameters (comparable approaches – level 2) and the lowest priority to assets and liability whose fair value is calculated based on valuation techniques which take as reference non-observable parameters on the market and therefore more discretionary (market model – level 3).

#### FINANCIAL RECEIVABLES MEASURED AT AMORTISED COST

These concern financial assets acquired by the company with the intention of maintaining them until maturity in order to receive the relative interest, and any sales are incidental events. These financial assets are valued at amortised cost.

#### FINANCIAL ASSETS MEASURED AT FVTPL

The financial assets, generally convertible loans, which generate cash flows which provide for the allocation of shares and/or include implied derivatives relating to the conversion clauses, are measured at fair value with the relative changes recognised to the income statement.

#### DERIVATIVE INSTRUMENTS

The derivative instruments not embedded in other financial instruments are measured at fair value through profit or loss.

#### CURRENT FINANCIAL ASSETS MEASURED AT FVOCI

The current financial assets valued at FVOCI are non-derivative financial assets comprising investments in bond securities which constitute temporary liquidity investments realised in accordance with the business model which provides for the receipt of the relative cash flows and the sale of the bonds on an opportunistic basis. The cash flows from these financial instruments comprise solely principal and interest.

They are measured at FVOCI, recognising to an equity reserve the fair value changes in the securities until the date of sale and recording in the income statement interest income and any impairments. At the time of sale, the gains/losses are recognised through profit or loss with reversal of the fair value changes through profit or loss previously recognised in the equity reserve.

#### TRADE RECEIVABLES

Receivables are recorded at fair value and subsequently measured at amortised cost. They are adjustments for sums considered uncollectible.

The purchases and sales of securities are recorded and cancelled at the settlement date.

#### CASH AND CASH EQUIVALENTS

Cash and cash equivalents include those values which are available on demand at short notice (within three months), certain in nature and with no payment expenses. Financial operations are recorded at the settlement date.

For the purposes of the Statement of Cash Flows, available liquidity is represented by cash and cash equivalents less bank overdrafts at the balance sheet date.

#### TRADE AND FINANCIAL PAYABLES

Trade payables are initially recorded at fair value and subsequently measured at amortised cost.

The financial liabilities are recorded at amortised cost using the effective interest rate method.

#### EMPLOYEES BENEFITS

The benefits guaranteed to employees paid on the termination of employment or thereafter through defined benefit plans are recognised in the period the right matures. The liability for defined benefit plans, net of any plan assets, is calculated on the basis of actuarial assumptions and is recorded by the accrual method consistent with the years of employment necessary to obtain such benefits. The liability is calculated by independent actuaries.

The Company recognises additional benefits to some employees through stock option plans.

According to IFRS 2 – Share-based payments, these plans are a component of the remuneration of the beneficiaries and provide for application of the “equity settlement” method. Therefore, the relative cost is represented by the fair value of the stock options at the grant date, and is recognised in the income statement over the period between the grant date and the maturity date, and directly recorded under equity. On the exercise of the options by the beneficiaries with the transfer of treasury shares against the liquidity received, the stock option plan reserve is reversed for the portion attributable to the options exercised, and the treasury shares reserve is reversed based on the average cost of the shares transferred and the residual differential is recorded as the gains/loss on treasury shares traded with counter-entry in the share premium reserve, in accordance with the accounting policy adopted.

#### TREASURY SHARES

The treasury shares held by the parent company are recorded as a reduction from equity in the negative treasury shares reserve. The original cost of the treasury shares and the income deriving from any subsequent sale are recognised as equity movements, recording the differential as the gains/loss on treasury shares traded with counter-entry in the share premium reserve, in accordance with the accounting policy adopted

#### REVENUES

Revenues are recognised when the customer acquires control of the services provided and, consequently, when having the capacity to direct usage and obtain benefits. In the case in which a contract stipulates a portion of consideration dependent on the occurrence of future events, the estimate of the variable part is included in revenues only where such is considered highly probable. In the case of transactions concerning the simultaneous provision of a number of services, the sales price is allocated on the basis of the price which the company would apply to customers where such services included in the contract were sold individually. According to this type of operation, the revenues are recognised on the basis of the specific criteria indicated below:

- the revenues for advisory/investment banking services are recognised with reference to the stage of completion of the activities. For practical purposes, when services are performed by an indeterminate number of acts over a specified period of time, revenue is recognised on a straight-line basis over the specified period unless there is evidence that some other method better represents the stage of completion.
- the success fees which mature on the exercise of a significant deed are recorded under revenues when the significant deed is completed;
- the variable revenue components for the provision of services other than success fees are recognised on the basis of the state of completion, to the extent that it is highly probable that subsequent to the resolution of the uncertainty related to the variable consideration a significant reduction of the amount of cumulative revenues recorded does not occur.

Where it is not possible to reliably determine the value of revenues, they are recognised up to the costs incurred which may reasonably be recovered.

#### GAINS AND LOSSES DERIVING FROM THE SALE OF SECURITIES

The income and charges deriving from the sale of shares are recorded on an accruals basis at the operation valuation date, recording changes in fair value to the income statement which were previously recognised through equity.

#### FINANCIAL INCOME AND CHARGES

Financial income and charges are recorded on an accruals basis on the interest matured on the net value of the relative financial assets and liabilities and utilising the effective interest rate.

#### DIVIDENDS

The dividends are recorded in the year in which the right of the shareholders to receive the payment arises. The dividends received from investments valued under the equity method were recorded as a reduction in the value of the investments.

## INCOME TAXES

Current income taxes for the period are determined based on an estimate of the taxable assessable income and in accordance with current legislation. Deferred tax assets and liabilities are calculated on temporary differences between the values recorded in the financial statements and the corresponding values recognised for fiscal purposes. The recognition of deferred tax assets is made when their recovery is probable - that is when it is expected that there will be future assessable fiscal income sufficient to recover the asset. The recovery of the deferred tax asset is reviewed at each balance sheet date. Deferred tax liabilities are always recorded in accordance with the provisions of IAS 12.

### (3) Presentation

The choices adopted by the Group relating to the presentation of the consolidated financial statements are illustrated below:

- IAS requires alternatively classification based on the nature or destination of the items. The Group decided to present the accounts by nature of expenses;
- statement of financial position: in accordance with IAS 1, the assets and liabilities should be classified as current or non-current or, alternatively, according to the liquidity order. The Group chose the classification criteria of current and non-current;
- statement of changes in consolidated shareholders' equity, prepared in accordance with IAS 1;
- statement of cash flows: in accordance with IAS 7 the statement of cash flows reports cash flows during the period classified by operating, investing and financing activities, based on the indirect method.

### (4) Segment disclosure

The company undertakes investment banking and merchant banking activities. Top management activity in the above-mentioned areas, both at marketing contact level and institutional initiatives and direct involvement in the various deals, is highly integrated. In addition, execution activity is also organised with the objective to render the "on-call" commitment of advisory or equity professional staff more flexible.

In relation to this choice it is almost impossible to provide a clear representation of the separate financial economic impact of the different areas of activity, as the breakdown of the personnel costs of top management and other employees on the basis of a series of estimates related to parameters which could be subsequently superseded by the actual operational activities would result in an extremely high distortion of the level of profitability of the segments of activity.

In the present condensed consolidated half-year financial statements only the details of the performance of the "revenues from sales and services" component are provided, related to the sole activity of advisory, excluding therefore the account "other revenues".

<b>Euro</b>	<b>Six months period ended June 30, 2018</b>	<b>Six months period ended June 30, 2017</b>
Revenues from sales and services	1,554,425	3,766,658
<b>Total</b>	<b>1,554,425</b>	<b>3,766,658</b>

Revenues are highly dependent on the timing of success fee maturation, whose distribution varies throughout the year.

**(5) Purchases, service and other costs**

The account comprises:

<b>Euro</b>	<b>Six months period ended June 30, 2018</b>	<b>Six months period ended June 30, 2017</b>
1. Services	1,127,605	818,832
2. Rent, leasing and similar costs	180,871	176,587
3. Other charges	244,884	163,574
<b>Total</b>	<b>1,553,360</b>	<b>1,158,993</b>

Service costs mainly relate to professional and legal consultancy, general expenses and commercial expenses. They include Euro 31,250 of audit fees and Euro 37,925 of emoluments of the Board of Statutory Auditors and the Supervisory Board. Other charges principally include non-deductible VAT. The increase in the account is essentially due to the non-recurring costs incurred by the subsidiary TXR in relation to the listing of the investee Roche Bobois and the banking commissions on the sale of listed shares, classified in the previous year as a reduction in gains realised.

**(6) Personnel expense**

The account comprises:

<b>Euro</b>	<b>Six months period ended June 30, 2018</b>	<b>Six months period ended June 30, 2017</b>
Wages and salaries	752,756	798,794
Social security charges	231,396	214,305
Directors' fees	15,645,845	9,790,681
Post-employment benefits	21,266	36,342
<b>Total</b>	<b>16,651,263</b>	<b>10,840,122</b>

These costs include “Salaries and wages” and “Director’s fees” both in terms of the fixed and variable components matured in the period. A pro-forma calculation was applied to the variable remuneration of the executive directors, according to the accounting standards in place until December 31, 2017.

“Post-employments benefits” are updated based on actuarial valuations, with the gains or losses recognised through equity.

At June 30, 2018, the number of TIP employees was as follows:

	<b>June 30, 2018</b>	<b>June 30, 2017</b>
White collar & apprentices	10	13
Managers	1	1
Executives	2	3
<b>Total</b>	<b>13</b>	<b>17</b>

The Chairman/CEO and Vice Chairman/CEO are not employees either of TIP or of Group companies.

**(7) Financial income/(charges)**

The account comprises:

<b>Euro</b>	<b>Six months period ended June 30, 2018</b>	<b>Six months period ended June 30, 2017</b>
1. Investment income	10,285,931	35,818,385
2. Other income	4,693,922	1,984,358
<b>Total financial income</b>	<b>14,979,853</b>	<b>37,802,743</b>
3. Interest and other financial charges	(3,490,710)	(3,203,806)
<b>Total financial charges</b>	<b>(3,490,710)</b>	<b>(3,203,806)</b>
<b>Net financial income</b>	<b>11,489,143</b>	<b>34,598,937</b>

**(7).1. Investment income**

<b>Euro</b>	<b>Six months period ended June 30, 2018</b>	<b>Six months period ended June 30, 2017</b>
Gain on disposal of investments	0	30,578,931
Dividends	10,285,931	5,239,454
<b>Total</b>	<b>10,285,931</b>	<b>35,818,385</b>

First half 2018 investment income concerns dividends received from the following investees (Euro):

Roche Bobois S.A.	5,757,381
Hugo Boss AG	2,591,700
Moncler S.p.A.	699,997
Amplifon S.p.A.	664,184
Other	572,669
<b>Total</b>	<b>10,285,931</b>

The first half 2017 figures are not comparable as in the previous year investment income included the gains realised on the disposal of the investments which according to IFRS 9 are no longer recognised to profit and loss. For an analysis of comparable results at like-for-like accounting standards, reference should be made to the Directors' Report.

**(7).2. Other income**

These principally include interest matured on financial receivables and on securities, in addition to fair value changes to financial assets measured at FVTPL consisting of derivatives and convertible bond loans.

**(7).3. Interest and other financial charges**

<b>Euro</b>	<b>Six months period ended June 30, 2018</b>	<b>Six months period ended June 30, 2017</b>
Interest on bonds	2,503,383	2,503,383
Other	987,327	700,423
<b>Total</b>	<b>3,490,710</b>	<b>3,203,806</b>

“Interest on bonds” refers to the 2014-2020 TIP Bond of Euro 100 million calculated in accordance with the amortised cost method applying the effective interest rate.

The “Other” account includes bank interest on loans and other financial charges.

**(8) Share of profit / (loss) of associated companies measured under the equity method**

The account concerns for Euro 7,262,893 the share of the result of the investee IPG Holding S.p.A.

For further details, reference should be made to note 12 “Investments in associated companies measured under the equity method” and attachment 2.

**(9) Current and deferred taxes**

The breakdown of income taxes is as follows:

<b>Euro</b>	<b>Six months period ended June 30, 2018</b>	<b>Six months period ended June 30, 2017</b>
Current taxes	80,862	397,331
Deferred tax assets	(660,964)	(374,309)
Deferred tax charge	(392,535)	(60,730)
<b>Total</b>	<b>(972,637)</b>	<b>(37,708)</b>

**Deferred taxes recognised directly to equity**

The company recognised directly to equity a decrease of Euro 1,403,830, principally concerning the increase in deferred taxes relating to the fair value of investments measured at OCI.

**(10) Goodwill and other intangible assets**

“Goodwill” for Euro 9,806,574 refers to the incorporation of the subsidiary Tamburi & Associati S.p.A. into TIP S.p.A. in 2007.

At June 30, 2018, no indications arose that the goodwill had incurred a loss in value and therefore it was not necessary to carry out an impairment test.

**(11) Investments measured at FVOCI**

The account refers to minority investments in listed and non-listed companies.

<b>Euro</b>	<b>June 30, 2018</b>	<b>January 1, 2018 IFRS 9</b>
Investments in listed companies	369,349,185	362,556,393
Investments in non-listed companies	35,461,256	80,922,076
<b>Total</b>	<b>404,810,441</b>	<b>443,478,469</b>

The changes in the investments measured at FVOCI are shown in Attachment 1.

The investment in Digital Magics S.p.A., of which the TIP Group holds 22.75% through StarTIP, was not classified as an associated company, although in the presence of a holding above 20% and some indicators which would be associated with significant influence, as Digital Magics is unable to provide periodic financial information such as to permit the TIP Group recognition in accordance with the equity method.

The unavailability of such information represents a limitation in the exercise of significant influence and consequently it was considered appropriate to qualify the investment as valued at FVOCI.

**(12) Associated companies measured under the equity method**

At the end of the first half of 2018, as part of the listing completed in July 2018, Roche Bobois S.A., previously Furn Invest S.a.s., held 38.34% through TXR, made available the IFRS accounting data necessary to apply the equity method of accounting. This has removed the objective limitation upon the exercise of significant influence which required fair value measurement of the investment. This transfer from fair value measurement to the equity method resulted in the booking of the fair

value increases cumulated until the date of transfer similarly to as would have occurred on divestment of the holding. Therefore, having ascertained significant influence, the cumulative fair value increase of approximately Euro 46 million, recognised to the FV reserve, was reversed to other equity reserves as per IFRS 9; the investment previously classified to “Investments valued at FVOIC” was reversed and the investment in associates of a value of Euro 75,715,541, corresponding to the fair value on reclassification, was recognised in replacement.

The other investments in associates concern:

- for Euro 91,667,098 the company Asset Italia S.p.A., investment holding which gives shareholders the opportunity to choose for each proposal their individual investments. The equity and results relating to Asset Italia 1 S.r.l., vehicle company for the investment in Alpitour, refer for 99% to the tracking shares issued in favour of the shareholders which subscribed to the initiative and for 1% to Asset Italia, or rather to all the ordinary shares. TIP's share of the shares tracking the investment in Alpitour at June 30, 2018 was equal to 30.91%. Similarly, the equity and results relating to Asset Italia 2 S.r.l., vehicle company for the investment in Ampliter, refer for 99% to the tracking shares issued in 2018 in favour of the shareholders which subscribed to the initiative and for 1% to Asset Italia, or rather to all the ordinary shares. TIP's share of the shares tracking the investment in Ampliter is equal to 20%. The investment in Alpitour is measured in Asset Italia using the equity method while the investment in Ampliter is measured at fair value. The increase in the period principally concerns the future share capital increase payment made in June 2018 for an additional investment in Alpitour through Asset Italia 1, undertaken in July;
- for Euro 63,857,053 the investment in Gruppo IPG Holding S.p.A. (company which holds the majority shareholding in Interpump Group S.p.A., to be considered a subsidiary);
- for Euro 63,147,479 the company Clubitaly S.p.A., with a 19.74% stake in Eataly S.r.l. TIP holds 30.20% in the share capital of the company. The investment of Clubitaly in Eataly is measured at fair value in that the absence of the necessary financial information for the application of the equity method determines the current limited exercise of significant influence;
- for Euro 54,784,034 to the company Clubtre S.p.A. Clubtre was established for the purpose of acquiring a significant shareholding in the listed company Prysmian S.p.A. TIP holds 24.62% of Clubtre S.p.A. (43.28% net of treasury shares); The investment of Clubtre in Prysmian S.p.A. was measured at fair value (market value at June 30, 2018) and the share of the result of Clubtre was recognised under the equity method;
- for Euro 31,430,051, the investment TIP – Pre IPO S.p.A. The investments in Chiorino, iGuzzini S.p.A. and Fimag S.p.A. are measured at fair value. In relation to Chiorino the absence of the necessary financial information for the application of the equity method determines the current limited exercise of significant influence. The investment in Betaclub S.r.l. is consolidated, while the investment in Beta Utensili S.p.A. is measured using the equity method.
- for Euro 17,289,419 the associated company BE S.p.A.;
- for Euro 706,639 the investments in the companies Palazzari & Turries Limited, with registered office in Hong Kong and in Gatti & Co GmbH, with registered office in Frankfurt.

For the changes in the investments in associated companies, reference should be made to attachment 2.



**(13) Financial receivables measured at amortised cost**

<b>Euro</b>	<b>June 30, 2018</b>	<b>January 1, 2018 IFRS 9</b>
Financial receivables measured at amortised cost	6,677,055	6,460,702
<b>Total</b>	<b>6,677,055</b>	<b>6,460,702</b>

Financial receivables calculated at amortised cost principally concern the loans issued to Tefindue S.p.A., which holds indirectly a shareholding in Octo Telematics S.p.A., international leader in the development and management of telecommunication systems and services for the automotive sector, mainly for the insurance market.

**(14) Financial assets measured at FVTPL**

<b>Euro</b>	<b>June 30, 2018</b>	<b>January 1, 2018 IFRS 9</b>
Financial assets measured at FVTPL	20,270,804	20,117,473
<b>Total</b>	<b>20,270,804</b>	<b>20,117,473</b>

Financial assets measured at FVTPL concern:

- for Euro 16,677,621 the Furla S.p.A. convertible loan;
- for Euro 2,987,353 the Tefindue S.p.A. convertible loan;
- for Euro 605,830 the Buzzoole convertible loan from the subsidiary StarTIP S.r.l.

**(15) Trade receivables**

<b>Euro</b>	<b>June 30, 2018</b>	<b>January 1, 2018 IFRS 9</b>
Trade receivables (before doubtful debt provision)	734,013	881,466
Doubtful debt provision	(167,809)	(167,809)
<b>Total</b>	<b>566,204</b>	<b>713,657</b>
Trade receivables to clients beyond 12 months	-	-

Changes in trade receivables is strictly related to the different revenue mix between success fees and service revenues.

**(16) Current financial receivables measured at amortised cost**

<b>Euro</b>	<b>June 30, 2018</b>	<b>January 1, 2018 IFRS 9</b>
Current financial receivables measured at amortised cost	10,907,353	10,714,602
<b>Total</b>	<b>10,907,353</b>	<b>10,714,602</b>

These include Euro 10,480,867 relating to the vendor loan, at an annual interest rate of 9%, granted to Dedalus Holding S.p.A. in relation to the sale of the investment in Noemalife S.p.A. and with December 2018 maturity.

**(17) Current financial assets measured at FVOCI**

These concern non-derivative financial assets comprising investments in bonds for the temporary utilisation of liquidity.

**(18) Cash and cash equivalents**

The account represents the balance of banks deposits determined by the nominal value of the current accounts with credit institutions.

<b>Euro</b>	<b>June 30, 2018</b>	<b>January 1, 2018 IFRS 9</b>
Bank deposits	16,322,603	3,279,543
Cash in hand and similar	4,951	4,297
<b>Total</b>	<b>16,327,554</b>	<b>3,283,840</b>

The composition of the net financial position at June 30, 2018 compared with December 31, 2017 is illustrated in the table below.

<b>Euro</b>	<b>June 30, 2018</b>	<b>January 1, 2018 IFRS 9</b>
A Cash and cash equivalents	16,327,554	3,283,840
B Current financial assets measured at FVOCI and derivative instruments	81,662,692	37,935,950
C Current financial receivables	10,907,353	10,714,602
<b>D Liquidity (A+B+C)</b>	<b>108,897,599</b>	<b>51,934,392</b>
E Financial payables	(129,306,920)	(129,129,224)
F Current financial liabilities	(55,255,541)	(39,012,505)
<b>G Net financial position (D+E+F)</b>	<b>(75,664,862)</b>	<b>(116,207,337)</b>

Financial payables mainly refer to the TIP 2014-2020 bond and a bank loan.

Current financial liabilities refer to bank payables and interest related to the bond loan matured and still not paid.

### (19) Tax receivables

The breakdown is as follows:

<b>Euro</b>	<b>June 30, 2018</b>	<b>January 1, 2018 IFRS 9</b>
<b>Within one year</b>	<b>799,078</b>	<b>264,919</b>
<b>Beyond one year</b>	<b>692,888</b>	<b>398,082</b>

Current tax receivables include VAT, IRES, IRAP and withholding taxes. The non-current component principally concerns withholding taxes and IRAP reimbursement request.

### (20) Deferred tax assets and liabilities

The breakdown of the account at June 30, 2018 and December 31, 2017 is detailed below:

<b>Euro</b>	<b>Assets</b>		<b>Liabilities</b>		<b>Net</b>	
	<b>30/6/2018</b>	<b>31/12/2017</b>	<b>30/6/2018</b>	<b>31/12/2017</b>	<b>30/6/2018</b>	<b>31/12/2017</b>
Other intangible assets	4,545	4,491	0	0	4,545	4,491
FVOCI valued investments and investments valued under the equity method	23,377	608	(4,052,966)	(3,308,209)	(4,029,589)	(3,307,601)
Current financial assets	0	0	(437,538)	(165,378)	(437,538)	(165,378)
Other assets	1,880,466	1,547,451	(8,969)	(8,969)	1,871,497	1,538,482
Other liabilities	1,983,990	1,678,864	0	0	1,983,990	1,678,864
<b>Total</b>	<b>3,892,378</b>	<b>3,231,414</b>	<b>(4,499,473)</b>	<b>(3,482,556)</b>	<b>(607,095)</b>	<b>(251,142)</b>

The changes in the tax assets and liabilities were as follows:

<b>Euro</b>	<b>December 31, 2017</b>	<b>Effect IFRS 9 at 1-1-2018</b>	<b>Recorded through P&amp;L</b>	<b>Recorded through Equity</b>	<b>June 30, 2018</b>
Other intangible assets	4,491		54		4,545
FVOCI valued investments and investments valued under the equity method	(3,307,601)		515,377	-1,237,365	(4,029,589)
Current financial assets	(165,378)	(5,620)	-100,075	-166,465	(437,538)
Other assets	1,538,482		333,015		1,871,497
Other liabilities	1,678,864		305,126		1,983,990
<b>Total</b>	<b>(251,142)</b>	<b>(5,620)</b>	<b>1,053,497</b>	<b>-1,403,830</b>	<b>(607,095)</b>

## (21) Share capital

The share capital of TIP S.p.A. is composed of:

<b>Shares</b>	<b>Number</b>
ordinary shares	164,441,667
<b>Total</b>	<b>164,441,667</b>

On June 30, 2018, the third exercise period of the TIP S.p.A. 2015 - 2020 Warrants concluded, with the exercise of 4,380,183 warrants and a relative share capital increase of Euro 2,277,695.16 with the issue of 4,380,183 new ordinary TIP S.p.A. shares at a price of Euro 4.55 each, for a total value of Euro 19,929,832.65.

The share capital of TIP S.p.A. amounts therefore to Euro 85,509,666.84, represented by 164,441,667 ordinary shares.

At June 30, 2018, treasury shares in portfolio totalled 4,137,793, equal to 2.516% of the share capital. The shares in circulation at June 30, 2018 therefore numbered 160,303,874.

No. treasury shares at January 1, 2018	No. of shares acquired in 2018	No. of shares sold in 2018	No. treasury shares at June 30, 2018
2,717,689	1,435,104	15,000	4,137,793

The following additional disclosures is provided on the shareholders' equity at June 30, 2018.

## (22) Reserves

### *Share premium reserve*

The account amounts to Euro 175,716,503 and increased Euro 17,652,137 following the exercise of the warrants.

### *Legal reserve*

This amounts to Euro 16,646,394, increasing Euro 1,275,247 following the Shareholders' Meeting motion of April 20, 2018 with regard to the allocation of the 2017 net profit.

### *Fair value OCI reserve without reversal to profit or loss*

The positive reserve amounts to Euro 218,248,414. This concerns the fair value changes to investments in equity, net of the relative deferred tax effect. The gains realised on partial divestments of holdings which in application of IFRS 9 were not reversed to profit or loss were reclassified from the reserve to retained earnings.

For a breakdown of the fair value changes of investments in equity, reference should be made to attachment 1 and to note 11, in addition to attachment 2 and note 12.

For the changes in the year and breakdown of other equity items, reference should be made to the specific statement.

*OCI reserve with reversal to profit or loss*

The positive reserve amounts to Euro 709,063. These principally concern the fair value changes of securities acquired as temporary uses of liquidity. The relative fair value was reversed to the income statement on the sale of the underlying security.

*Treasury shares acquisition reserve*

The negative reserve amounts to Euro 20,446,064. This is a non-distributable reserve.

*Other reserves*

They are negative for Euro 1,895,922 and for Euro 5,357,688 comprise the stock option plan reserve created following the allocation of options to employees and directors offset by the negative changes in the investments reserve measured under the equity method.

*Merger surplus*

The merger surplus amounts to Euro 5,060,152 and derives from the incorporation of Secontip S.p.A. into TIP S.p.A. on January 1, 2011.

*Retained earnings*

Retained earnings amount to Euro 231,264,083 and increased on December 31, 2017 following the allocation of the 2017 net profit and the reclassification from the fair value OCI reserve without reversal to profit or loss of the gains realised on partial divestments of holdings not recognised to profit or loss.

*IFRS business combination reserve*

The reserve was negative and amounts to Euro 483,655, unchanged compared to December 31, 2017.

**(23) Net Profit for the period**

*Basic earnings per share*

The basic earnings per share in the first half of 2018 – net profit divided by the number of shares in circulation in the period taking into account treasury shares held – was Euro 0.01.

*Diluted earnings per share*

The diluted earnings per share in the first half of 2018 was Euro 0.01. This represents the net profit for the period divided by the number of ordinary shares in circulation at June 30, 2018, calculated taking into account the treasury shares held and considering any dilution effects generated from the shares servicing the stock option plan relating to the remaining warrants in circulation.

**(24) Financial payables**

Financial payables of Euro 129,306,920 refer to:

- a) for Euro 99,395,980 the issue of the 2014-2020 TIP Bond approved by the Board of Directors on March 4, 2014, placed in April 2014, nominal value of Euro 100,000,000. The loan, with an initial rights date of April 14, 2014 and expiry date of April 14, 2020 was issued at par value and offers an annual coupon at the nominal gross fixed rate of 4.75%. The loan was recognised at amortised cost applying the effective interest rate which takes into account the transaction costs incurred for the issue of the loan of Euro 2,065,689; the loan provides for compliance with financial covenants on an annual basis;
- b) for Euro 29,910,940 the portion of medium/long-term loans for a nominal value of Euro 40,000,000 with the following maturities;
  - 12.5% on December 31, 2017 (repaid);
  - 12.5% on December 31, 2018;
  - 12.5% on June 30, 2019;
  - 62.5% on December 31, 2019.

The bond provides for compliance with annual financial covenants.

In accordance with the application of international accounting standards required by Consob recommendation No. DEM 9017965 of February 6, 2009 and the Bank of Italy/Consob/Isvap No. 4 of March 4, 2010, we report that this account does not include any exposure related to covenants not complied with.

**(25) Current financial liabilities**

These amount to Euro 55,255,541 and principally comprise bank payables of the parent company of Euro 54,302,604 and interest on bonds for Euro 952,937.

**(26) Tax payables**

The breakdown of the account is as follows:

<b>Euro</b>	<b>June 30, 2018</b>	<b>January 1, 2018 IFRS 9</b>
IRAP	80,862	0
VAT	18,775	166,136
Withholding taxes	77,388	165,226
<b>Total</b>	<b>177,025</b>	<b>331,362</b>

**(27) Other liabilities**

The account mainly refers to emoluments for directors and employees.

<b>Euro</b>	<b>June 30, 2018</b>	<b>January 1, 2018 IFRS 9</b>
Directors and employees	15,833,546	13,526,859
Social security institutions	110,554	155,204
Other	229,285	134,655
<b>Total</b>	<b>16,173,385</b>	<b>13,816,718</b>

**(28) Risks and uncertainties****Management of financial risks**

The Group, by nature of its activities, is exposed to various types of financial risks - in particular to

the risk of changes in market prices of investments and, marginally, to the risk of interest rates.

The policies adopted by the Group for the management of the financial risk are illustrated below.

### **Interest rate risk**

The Group is exposed to the interest rate risk relating to the value of the current financial assets represented by bonds and financial receivables. As these investments are mainly temporary uses of liquidity which may be liquidated quickly, it was not considered necessary to adopt specific hedges.

### **Risk of change in the value of investments**

The Group, by nature of its activities, is exposed to the risk of changes in the value of the investments.

In relation to the listed investments at the present moment there is no efficient hedging instrument of a portfolio such as those with the characteristics of the Group.

Relating to non-listed companies, the risks related:

- (a) to the valuation of these investments, in consideration of: (i) absence in these companies of control systems similar to those required for listed companies, with the consequent unavailability of information at least equal to, under a quantitative and qualitative profile, of those available for this later; (ii) the difficulties to undertake independent verifications in the companies and, therefore to assess the completeness and accuracy of the information provided;
- (b) the ability to impact upon the management of these investments and drive their growth, the pre-requisite for investment, based on the Group's relationships with management and shareholders and, therefore, subject to verification and the development of these relationship;
- (c) the liquidity of these investments, not negotiable on regulated markets;

were not hedged through specific derivative instruments as not available. The Group attempts to minimise the risk – although within a merchant banking activity and therefore by definition risky – through a careful analysis of the companies and sectors on entry into the share capital, as well as through careful monitoring of the performance of the investee companies after entry in the share capital.

### **Credit risk**

The Group's exposure to the credit risk depends on the specific characteristics of each client as well as the type of activities undertaken and in any case at the preparation date of the present financial statements is not considered significant.

Before undertaking an assignment, careful analysis is undertaken on the credit reliability of the client.

### **Liquidity risk**

The Group approach in the management of liquidity guarantees, where possible, that there are always sufficient funds to meet current obligations.

At June 30, 2018, the Group had in place sufficient credit lines to cover the group's financial needs.

### **Management of capital**

Directors provide for maintaining high levels of own capital in order to maintain a relationship of trust with investors, allowing for future development.

The parent company acquired treasury shares on the market on the basis of available prices.

## (29) Shares held by members of the Boards and Senior Management of the Group

The following tables report the financial instruments of the parent company TIP directly and indirectly held at the end of the period, also through trust companies, communicated to the company by the members of the Board of Directors and the Board of Statutory Auditors. The table also illustrates the financial instruments acquired, sold and held by the above parties in the first half of 2018.

Members of the Board of Directors						
Name	Office	No. of shares held at December 31, 2017	No. of shares acquired in H1 2018	No. of shares allocated from exercise of TIP warrant in H1 2018	No. of shares sold in H1 2018	No. of shares held at June 30, 2018
Giovanni Tamburi <sup>(1)</sup>	Chair. & CEO	12,077,151		250,000		12,327,151
Alessandra Gritti	Vice Chair. & CEO	2,031,943				2,031,943
Cesare d'Amico <sup>(2)</sup>	Vice Chairman	21,315,000				21,315,000
Claudio Berretti	Dir. & Gen. Manager	1,758,580				1,758,580
Alberto Capponi	Director	0				0
Paolo d'Amico <sup>(3)</sup>	Director	20,250,000				20,250,000
Giuseppe Ferrero <sup>(4)</sup>	Director	3,346,301			(166,666)	3,179,635
Manuela Mezzetti	Director	74,627				74,627
Daniela Palestra	Director	0				0
Name	Office	No of warrants held at December 31, 2017	No. of warrants assigned in H1 2018	No. of warrants acquired in H1 2018	No. of warrants exercised in H1 2018	No. of warrants held at June 30, 2018
Giovanni Tamburi <sup>(1)</sup>	Chair. & CEO	1,368,180			250,000	1,118,180
Alessandra Gritti	Vice Chair. & CEO	358,485				358,485
Cesare d'Amico <sup>(2)</sup>	Vice Chairman	2,000,000		40,000		2,040,000
Claudio Berretti	Dir. & Gen. Manager	0				0
Alberto Capponi	Director	0				0
Paolo d'Amico <sup>(3)</sup>	Director	2,000,000				2,000,000
Giuseppe Ferrero <sup>(4)</sup>	Director	0				0
Manuela Mezzetti	Director	0				0
Daniela Palestra	Director	0				0

<sup>(1)</sup>Giovanni Tamburi holds his investment in the share capital of TIP in part directly in his own name and in part indirectly through Lippiuno S.r.l., a company in which he holds 85.75% of the share capital.

<sup>(2)</sup>Cesare d'Amico holds his investment in the share capital of TIP through d'Amico Società di Navigazione S.p.A. (a company in which he holds directly and indirectly 50% of the share capital), through the company Fi.Pa. Finanziaria di Partecipazione S.p.A. (a company which directly holds 54% of the share capital) and through family members.

<sup>(3)</sup>Paolo d'Amico holds his investment in the share capital of TIP through d'Amico Società di Navigazione S.p.A., a company in which he holds (directly) a 50% shareholding.

<sup>(4)</sup>Giuseppe Ferrero holds his investment in the share capital of TIP directly and through family members.

Members of the Board of Statutory Auditors						
Name	Office	No. of shares held at December 31, 2017	No. of shares acquired in H1 2018	No. of shares allocated from exercise of TIP warrant in H1 2018	No. of shares sold in H1 2018	No. of shares held at June 30, 2018
Myriam Amato	Chairperson	0				0
Fabio Pasquini	Statutory Auditor	8,000		1,000		9,000
Alessandra Tronconi	Statutory Auditor	0				0
Name	Office	No. of warrants held at December 31, 2017	No. of warrants assigned in H1 2018	No. of warrants acquired in H1 2018	No. of warrants exercised in H1 2018	No. of warrants held at June 30, 2018
Myriam Amato	Chairperson	0				0
Fabio Pasquini	Statutory Auditor	1,000			1,000	0
Alessandra Tronconi	Statutory Auditor	0				0

### (30) Remuneration of the Corporate Boards

The table below reports the monetary remuneration, expressed in Euro, to the members of the boards in the first half of 2018.

TIP office	Fees 30/06/2018
Directors	15,645,845
Statutory Auditors	36,425

The remuneration of the Supervisory Board was Euro 1,500.

TIP also signed two insurance policies with Chubb Insurance Company of Europe S.A. - a D&O and a professional TPL policy - in favour of the Directors and Statutory Auditors of TIP, of the subsidiaries, as well as the investees companies in which TIP has a Board representative, in addition to the General Managers and coverage for damage to third parties in the exercise of their functions.

### (31) Related party transactions

The table reports the related party transactions during the year outlined according to the amounts, type and counterparties.

Party	Type	Payment / balance at June 30, 2017	Payment / balance at June 30, 2018
Asset Italia S.p.A.	Revenues	501,523	500,167
Asset Italia S.p.A.	Trade receivables	250,000	250,167
Asset Italia 1 S.r.l.	Revenues	1,200,000	-
Betaclub S.r.l.	Revenues	12,500	12,500
Betaclub S.r.l.	Trade receivables	12,500	12,500
BE S.p.A.	Revenues	30,000	30,000



Party	Type	Payment / balance at June 30, 2017	Payment / balance at June 30, 2018
BE S.p.A.	Trade receivables	30,000	15,000
ClubTre S.p.A.	Revenues	25,000	25,000
ClubTre S.p.A.	Trade receivables	25,000	25,000
Clubitaly S.p.A.	Revenues	15,000	15,000
Clubitaly S.p.A.	Trade receivables	15,000	15,000
Clubitaly S.p.A.	Financial receivables	322,422	430,496
Gruppo IPG Holding S.p.A.	Revenues	15,000	15,000
Gruppo IPG Holding S.p.A.	Trade receivables	15,000	15,000
TIP-pre IPO S.p.A.	Revenues	251,061	250,621
TIP-pre IPO S.p.A.	Trade receivables	125,530	250,621
Services provided to companies related to the Board of Directors	Revenues	902,774	500
Services provided to companies related to the Board of Directors	Trade receivables	9,320	500
Services received by companies related to the Board of Directors	Costs (services received)	4,535,243	7,219,796
Services received by companies related to the Board of Directors	Trade payables	4,260,243	6,944,796

The services provided for all the above listed parties were undertaken at contractual terms and conditions in line with the market.

Related party transactions were not significant in terms of overall company operations and therefore, considering also the disclosure provided in these notes, the requirements for their separate indication in the financial statements in order to understand better the financial and equity position, comprehensive income and cash flows were not considered to exist.

### **(32) Subsequent events**

With reference to the subsequent events, reference should be made to the Directors' Report.

### **(33) Corporate Governance**

The TIP Group adopts the provisions of the new version of the Self-Governance Code published by Borsa Italiana as its corporate governance model.

The Corporate Governance and Ownership Structure Report for the year is approved by the Board of Directors and published annually on the website of the company [www.tipspa.it](http://www.tipspa.it), in the "Corporate Governance" section.

For the Board of Directors  
The Chairman  
Giovanni Tamburi

Milan, September 11, 2018

## ATTACHMENTS

**Declaration of the Executive Officer for Financial Reporting as per Article 81-ter of Consob Regulation No. 11971 of May 14, 1999 and subsequent amendments and supplements.**

1. The undersigned Alessandra Gritti, as Chief Executive Officer, and Claudio Berretti, as Executive Officer for financial reporting of Tamburi Investment Partners S.p.A., affirm, and also in consideration of Article 154-bis, paragraphs 3 and 4, of Legislative Decree No. 58 of February 24, 1998:

- the conformity in relation to the characteristics of the company and
- the effective application during the period of the condensed consolidated half-year financial statements

of the administrative and accounting procedures for the condensed consolidated half-year financial statements at June 30, 2018.

No significant aspect emerged concerning the above.

2. We also declare that:

- a) the condensed consolidated half-year financial statements at June 30, 2018 correspond to the underlying accounting documents and records;
- b) the condensed consolidated half-year financial statements for the year period June 30, 2018 were prepared in accordance with International Financial Reporting Standards (IFRS) and the relative interpretations published by the International Accounting Standards Board (IASB) and adopted by the European Commission with Regulation No. 1725/2003 and subsequent modifications, in accordance with Regulation No. 1606/2002 of the European Parliament and provides a true and correct representation of the results, balance sheet and financial position of Tamburi Investment Partners S.p.A..
- c) the directors' report includes a reliable analysis of the significant events in the year and their impact on the condensed consolidated half-year financial statements, together with a description of the principal risks and uncertainties. The Directors' Report also contains a reliable analysis of the significant transactions with related parties.

The Chief Executive Officer

The Executive Officer

Milan, September 11, 2018

## Attachment 1 - Changes in FVOCI valued investments

in Euro	No. of shares	historic cost	fair value adjustments	Balance at 1.1.2018		increases		decreases				book value 30.6.2018
				increases (decreases)	write-downs P&L	book value acquisition or fair value subscription	reclass.	fair value increase	decreases	fair value decreases	reversal of FV for capital gain realised	
Non-listed companies												
Azimut Benetti S.p.A.	737,725	38,990,000	0			38,990,000				(7,312,229)		31,677,771
Roche Bobois S.A.	0	29,689,345	9,943,310			39,632,655		36,082,885	(29,689,345)		(46,026,195)	0
Other equity instr. & other minor		1,441,041		858,380		2,299,421	62,500		1,421,564			3,783,485
Total non-listed companies		70,120,386	9,943,310	858,380	0	80,922,076	62,500	0	37,504,449	(29,689,345)	(7,312,229)	(46,026,195) 35,461,256
Listed companies												
Alkemy S.p.A.	425,000		284,672	4,993,828		5,278,500				(297,500)		4,981,000
Amplifon S.p.A.	6,038,036	34,884,370	55,444,896	(12,800,884)		77,528,382		29,707,137				107,235,519
Digital Magics S.p.A.	1,684,719	4,925,191	3,370,385	4,996,857		13,292,433				(1,364,622)		11,927,811
Ferrari N.V. USD	304,738	14,673,848	11,965,635			26,639,483		8,651,885				35,291,368
Fiat Chrysler Automobiles N.V.	0	16,625,205	3,995,042	(9,497,387)		11,122,860		3,239,242	(7,127,818)		(7,234,284)	0
Fiat Chrysler Automobiles N.V. USD	1,576,000	17,656,453	13,238,521			30,894,974		4,449,607	(4,258,487)		(5,549,432)	25,536,662
Hugo Boss AG	978,000	77,681,983	(13,741,712)	5,439,049		69,379,320		6,669,960				76,049,280
Moncler S.p.A.	2,150,000	92,368,016	46,873,007	(21,923,951)		117,317,072		41,206,128	(36,775,141)		(37,898,059)	83,850,000
Prysmian S.p.A.	500,000					0	13,148,275			(2,483,275)		10,665,000
Servizi Italia S.p.A.	548,432	2,938,289	1,977,770	0	(1,241,564)	3,674,495		0		(1,151,708)		2,522,787
Other listed companies		15,375,538	852,491	406,006	(9,205,161)	7,428,874	5,064,131		372,152		(1,575,400)	11,289,757
Total listed companies		277,128,893	124,260,707	(28,386,482)	(10,446,725)	362,556,393	18,212,406	0	94,296,112	(48,161,446)	(6,872,506)	(50,681,775) 369,349,185
Total investments		347,249,279	134,204,017	(27,528,102)	(10,446,725)	443,478,469	18,274,906	0	131,800,561	(77,850,791)	(14,184,735)	(96,707,970) 404,810,441

## Attachment 2 - Changes in associated companies measured under the equity method

in Euro	No. of shares	historic cost	write backs	revaluations (write-downs)	share of results as per equity method	shareholder loan capital advance	increase (decrease) other reserves	decreases or restitution	increase (decrease) fair value reserve	Book value at 31.12.2017
Asset Italia S.p.A.	20,000,000 (1)	49,900,000			355,949		298,494		353,332	50,907,775
Be Think, Solve, Execute S.p.A.	31,582,225	16,596,460			1,742,159		110,973	(871,681)	(371,156)	17,206,755
ClubItaly S.r.l.	31,197	37,436,400		(181,956)	(226,982)				26,197,191	63,224,653
Clubtre S.p.A.	29,544	17,500			27,433,234	41,948,846		(47,871,387)	53,684,704	75,212,897
Gruppo IPG Holding S.r.l.	67,348	40,589,688	5,010,117	(7,597,729)	35,362,517		(10,555,332)	(2,472,406)	(1,016,945)	59,319,910
Roche Bobois S.A.	3,785,777	0								0
Tip-Pre Ipo S.p.A.	942,854	21,571,436			6,395,181				2,511,327	30,477,944
Other Associated companies		500,000		46,218	237,640					783,858
<b>Total</b>		<b>166,611,484</b>	<b>5,010,117</b>	<b>(7,733,467)</b>	<b>71,299,698</b>	<b>41,948,846</b>	<b>(10,145,865)</b>	<b>(51,215,474)</b>	<b>81,358,453</b>	<b>297,133,792</b>

(1) Tracking shares not included

in Euro	Book value at 31.12.2017	Purchases	share of results as per equity method	increase (decrease) FVOCI reserve without reversal to P/L	increase (decrease) FVOCI reserve with reversal to P/L	increase (decrease) other reserves	decreases (decrementi) o restituzioni	(svalutazioni) rivalutazioni	Book value at 30.6.2018
Asset Italia S.p.A.	50,907,775	36,297,441	(1,801,650)	6,056,761	206,771				91,667,098
Be Think, Solve, Execute S.p.A.	17,206,755		946,727		(56,540)	(175,880)	(631,643)		17,289,419
ClubItaly S.r.l.	63,224,653		(77,174)						63,147,479
Clubtre S.p.A.	75,212,897		1,360,886	(21,775,954)	(13,795)				54,784,034
Gruppo IPG Holding S.r.l.	59,319,910		7,262,893		246,713	(1,522,558)	(1,449,905)		63,857,053
Roche Bobois S.A.	0	75,715,541							75,715,541
Tip-Pre Ipo S.p.A.	30,477,944		836,094		50,698	65,315			31,430,051
Other Associated companies	783,858		(77,219)						706,639
<b>Total</b>	<b>297,133,792</b>	<b>112,012,982</b>	<b>8,450,557</b>	<b>(15,719,193)</b>	<b>433,847</b>	<b>(1,633,123)</b>	<b>(2,081,548)</b>	<b>0</b>	<b>398,597,314</b>



## REVIEW REPORT ON CONSOLIDATED CONDENSED HALF-YEAR FINANCIAL STATEMENTS

To the shareholders of  
Tamburi Investment Partners SpA

### Foreword

We have reviewed the accompanying consolidated condensed half-year financial statements of Tamburi Investment Partners SpA and its subsidiaries (the "Tamburi Investment Partners Group") as of 30 June 2018, comprising the consolidated income statement, the consolidated comprehensive income statement, the consolidated statement of financial position, the statement of changes in consolidated equity, the consolidated statement of cash flows and related notes. The directors of Tamburi Investment Partners SpA are responsible for the preparation of the consolidated condensed interim financial statements in accordance with International Accounting Standard 34 applicable to interim financial reporting (IAS 34) as adopted by the European Union. Our responsibility is to express a conclusion on these consolidated condensed interim financial statements based on our review.

### Scope of review

We conducted our work in accordance with the criteria for a review recommended by Consob in Resolution No. 10867 of 31 July 1997. A review of consolidated condensed interim financial statements consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than a full-scope audit conducted in accordance with International Standards on Auditing (ISA Italia) and, consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion on the consolidated condensed interim financial statements.

### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying consolidated condensed interim financial statements of Tamburi Investment Partners Group as of 30 June 2018 are not prepared, in all material respects, in accordance with International Accounting Standard 34 applicable to interim financial reporting (IAS 34) as adopted by the European Union.

Milan, 12 September 2018

PricewaterhouseCoopers SpA

Francesco Ferrara  
(Partner)

*This report has been translated into English from the Italian original solely for the convenience of international readers*

### PricewaterhouseCoopers SpA

Sede legale e amministrativa: Milano 20149 Via Monte Rosa 91 Tel. 0277851 Fax 027785240 Cap. Soc. Euro 6.890.000,00 i.v., C.F. e P.IVA e Reg. Imp. Milano 12979880155 Iscritta al n° 119644 del Registro dei Revisori Legali - Altri Uffici: Ancona 60131 Via Sandro Totti 1 Tel. 0712132311 - Bari 70122 Via Abate Gimma 72 Tel. 0805640211 - Bologna 40126 Via Angelo Finelli 8 Tel. 0516186211 - Brescia 25123 Via Borgo Pietro Wulrer 23 Tel. 0303697501 - Catania 95129 Corso Italia 302 Tel. 0957532311 - Firenze 50121 Viale Gramsci 15 Tel. 0552482811 - Genova 16121 Piazza Piccapietra 9 Tel. 01029041 - Napoli 80121 Via dei Mille 16 Tel. 08136181 - Padova 35138 Via Vicenza 4 Tel. 049873481 - Palermo 90141 Via Marchese Ugo 60 Tel. 091349737 - Parma 43121 Viale Tanara 20/A Tel. 0521275911 - Pesenra 65127 Piazza Ettore Troilo 8 Tel. 0854545711 - Roma 00154 Largo Fochetti 29 Tel. 06570251 - Torino 10122 Corso Palestro 10 Tel. 011556771 - Trento 38122 Viale della Costituzione 33 Tel. 0461237004 - Treviso 31100 Viale Feliscent 90 Tel. 0422696911 - Trieste 34125 Via Cesare Battisti 18 Tel. 0403480781 - Udine 33100 Via Pascolle 43 Tel. 043225789 - Varese 21100 Via Albuzzi 43 Tel. 0332285039 - Verona 37135 Via Francia 21/C Tel. 0458263001 - Vicenza 36100 Piazza Pontelandolfo 9 Tel. 0444393311

www.pwc.com/it