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2019 CONSOLIDATED HALF-YEAR REPORT TAMBURI INVESTMENT PARTNERS GROUP
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(TRANSLATION FROM THE ITALIAN ORIGINAL WHICH REMAINS THE DEFINITIVE VERSION)

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## 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 *
Giuseppe Ferrero (1)	Independent Director *
Manuela Mezzetti (1)(2)	Independent Director *
Daniela Palestra (2)	Independent Director *
Paul Simon Schapira	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 2019 Directors' Report of the Tamburi Investment Partners Group

TIP closes the first half of 2019 with equity of approximately Euro 783 million, increasing by nearly 120 million over December 31, 2018, following a pro-forma net profit of over Euro 41 million, compared to over Euro 92 million in the first half of 2018, which however included the revaluation of the Roche Bobois Group following its listing in July.

Advisory activity recorded revenues of approximately Euro 5.3 million in the period, compared to approximately Euro 1.6 million in the first half of 2018.

Profits were also driven by financial income, mainly dividends from investees and interest - of approximately Euro 7 million.

As usual, for comparable presentation to shareholders of period results in continuity with those of the previous years considered more representative, not only for operating purposes, of the effective results, the first half 2019 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 therefore comments upon the pro-forma figures, while the Notes provide disclosure upon the figures calculated as per IFRS 9.

	IFRS 9 30/6/2019	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 30/6/2019	PRO FORMA 30/6/2018
<b>Consolidated income statement (in Euro)</b>						
<b>Total revenues</b>	<b>5,327,259</b>				<b>5,327,259</b>	<b>1,642,744</b>
Purchases, service and other costs	(1,102,206)				(1,102,206)	(1,553,360)
Personnel expenses	(8,876,126)				(8,876,126)	(16,651,263)
Amortisation, depreciation & write-downs	(172,063)				(172,063)	(29,731)
<b>Operating profit/(loss)</b>	<b>(4,823,136)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>(4,823,136)</b>	<b>(16,591,610)</b>
Financial income	6,947,352	22,874,401		(137,705)	29,684,048	111,789,757
Financial charges	(4,033,682)				(4,033,682)	(3,490,710)
<b>Profit before adjustments to investments</b>	<b>(1,909,466)</b>	<b>22,874,401</b>	<b>0</b>	<b>(137,705)</b>	<b>20,827,230</b>	<b>91,707,437</b>
Share of profit/(loss) of associates measured under the equity method	6,445,435	15,672,505			22,117,940	8,450,557
Adjustments to financial assets	0		(1,747,986)		(1,747,986)	(7,312,229)
<b>Profit / (loss) before taxes</b>	<b>4,535,969</b>	<b>38,546,906</b>	<b>(1,747,986)</b>	<b>(137,705)</b>	<b>41,197,184</b>	<b>92,845,765</b>
Current and deferred taxes	1,020,961	(240,714)			780,247	(203,173)
<b>Profit / (loss) of the period</b>	<b>5,556,930</b>	<b>38,306,192</b>	<b>(1,747,986)</b>	<b>(137,705)</b>	<b>41,977,431</b>	<b>92,642,592</b>
<b>Profit/(loss) of the period attributable to the shareholders of the parent</b>	<b>5,087,704</b>				<b>41,508,205</b>	<b>67,691,116</b>
<b>Profit/(loss) of the period attributable to the minority interest</b>	<b>469,226</b>				<b>469,226</b>	<b>24,951,476</b>

The IFRS 9 income statement does not include capital gains in the period on the sale of equity investments of Euro 22.9 million.

The pro-forma profit for the period is supported by the direct and indirect capital gains of approximately Euro 15.7 million on the divestments of iGuzzini through the associate TIPO, but also by the capital gains of approximately Euro 21.8 million realised on the divestments of the holdings in FCA, Ferrari and Nice. On the closing of the iGuzzini sale of March 7, 2019, TIPO collected approximately Euro 45.1 million and received 1,781,739 Fagerhult shares. The withdrawal from Fimag on May 29, 2019 resulted in TIPO collecting Euro 24.2 million, including an

extraordinary dividend, and the transfer of an additional 935,689 Fagerhult shares. In May 2019 TIPO subscribed its share of the capital increase approved by Fagerhult, with an investment of Euro 2.9 million. Among the other associated companies, IPGH contributed with a share of profit of approximately Euro 7.2 million, while Alpitour, indirectly owned through Asset Italia, negatively impacted for approximately Euro 5.2 million on the basis of business seasonality whereby the majority of profits are generated in the second half of each business year.

Operating costs decreased compared on the first half of 2018, as the latter included non-recurring costs sustained by the subsidiary TXR for the listing of Roche Bobois and rental charges that, following the adoption of IFRS 16, are no longer recorded as operating costs. As previously, the executive directors' fees are linked to the company's performance and were calculated, as agreed, on pro-forma figures according to the accounting standards adopted until the end of 2017.

On March 11, 2019 TIP acquired the entire equity investment held by Gruppo Coin S.p.A. (a company indirectly controlled by BC Partners funds and in which interests were held by the management of OVS S.p.A.) in OVS, amounting to 40,485,898 shares accounting for 17.835% of the share capital for the price of Euro 1.85 per share and a total price of Euro 74,898,911.30. As a result of this acquisition, TIP, which had previously held an interest of approximately 4.912%, increased its total investment to 22.747%, with a total pay-out of Euro 91.6 million. The reclassification of the investment to associated companies resulted in the recording of the increase in the fair value recognised on the portion of the investment previously held until the acquisition date in a similar manner to that which would be applied for the holding's divestment. Therefore, having ascertained significant influence, the cumulative fair value increase of approximately Euro 1.1 million, recognised to the OCI reserve, has been booked to the pro-forma income statement according to IAS 39 and reclassified as retained earnings under equity as per IFRS 9; the investment previously classified to "Investments measured at FVOIC" was reversed and was recognised to "associated companies measured under the equity method". The OVS investment also contributed approximately Euro 0.4 million to the result. This business is also affected by a significant degree of seasonality. Company management expect results to improve in the second half of the year (OVS' year-end is January 31).

In March 2019, Talent Garden completed a capital increase of Euro 23 million, in which TIP participated in the amount of Euro 5 million through StarTIP, confirming its main investor role. As a result of the transaction, the interest in Talent Garden held directly by StarTIP came to 5.9%, whereas the total implicit interest held, considering also the indirect holdings, including the interest held by Heroes and the interest held by Digital Magics, amounted to approximately 20%.

In April, StarTIP slightly increased its holding in Buzzoole.

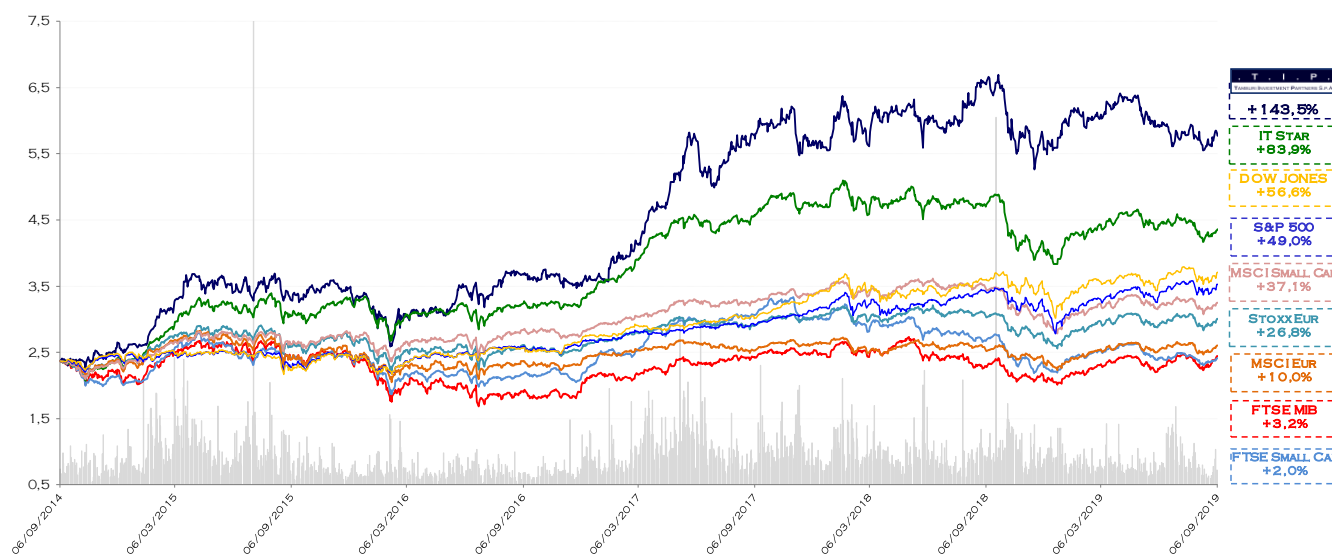
In addition activities continued that allowed the finalisation other major investments, as reported in the subsequent events paragraph.

Treasury share purchases continued in 2019 for approximately Euro 6 million.

Consolidated equity increased by approximately Euro 116.3 million, compared to Euro 666.4 million as at December 31, 2018, following a buyback of treasury shares of approximately Euro 6.1 million and after distributing dividends of approximately Euro 11.1 million, mainly due to the value recoveries of the investments measured at fair value which were partly, as previously reported, realised through divestments which generated gains. In addition, in May 2019 stock options were exercised by directors through cash settlement and with a reduction in shareholders' equity of approximately Euro 11.3 million. In June 2019, 7,561,067 warrants were exercised, including 892,650 warrants held by the executive directors, resulting in the issue of a similar number of new TIP shares and a capital increase, including share premium, of approximately Euro 37.8 million.

The TIP Group consolidated net debt – also taking into account the TIP 2014-2020 bond – at June 30, 2019 was approximately Euro 138.0 million, compared to approximately Euro 140.5 million at December 31, 2018. Investments in bonds were cashed in the period and credit lines and loans renegotiated to make cash available for new investments.

The results for the first half already announced by the main investees Amplifon, Be, Ferrari, Interpump, Moncler and Prysmian confirmed the good performance expected for 2019. The other direct and indirect investees are also performing well.



TIP workings on data collected on 6/9/2019 at 18.16 source Bloomberg

The TIP share price remained substantially unchanged in the period between December 31, 2018 and September 6, 2019 despite the value of the listed investments alone grew in the period on average by over 15%.

The usual five-year TIP share chart (at September 6, 2019) highlights the very strong performance of the TIP share, up +143.5%; the total return for TIP shareholders over the five years was 154.8% (annual average of 31.0%).

## INVESTMENTS - PRINCIPAL HOLDINGS AT JUNE 30, 2019

The financial results reported below refer, where available, to the 2019 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 2019 figures or the 2018 financial statements.

### A) SUBSIDIARIES

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

TIP holding at June 30, 2019: 100%

Company held 100% by TIP which holds the digital and innovation start-up investments, 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 Alkemy S.p.A., in Buzzoole Holding Limited, in MyWoWo S.r.l. and in Telesia S.p.A.

In the first half of 2019, StarTIP invested in the share capital increase of Talent Garden for Euro 5 million (of a total Euro 23 million) and slightly increased its investment in Buzzoole.

#### **TXR S.r.l (company which at June 30, 2019 held 34.84% of Roche Bobois S.A.)**

TIP holding at June 30, 2019: 51.00%

TXR, held 51.00% 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. TXR today holds a 34.84% investment in Roche Bobois.

The group operates the largest chain worldwide of high-end design furniture products, with a network – direct and/or franchising – comprising over 330 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.

In the first half of 2019, Roche Bobois Group business volumes substantially absorbed the severe impact from the “gilet jaunes” protests on sales for the final quarter of 2018, and thanks to a good second quarter of 2019 improved on the previous year - with sales up from Euro 129.2 million in the first half of 2018 to Euro 134.6 million in 2019. Period revenues include those of Deco Center 95, which manages four Cuir Center sales points and whose results were consolidated in 2019 following the acquisition of control. Aggregate business volumes (including franchised stores) were Euro 245.9 million, up 3.5% at like-for-like exchange rates, mainly thanks to improved sales in the United States, Canada and England and the opening of new sales points.

## B) ASSOCIATED COMPANIES

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

TIP holding at June 30, 2019: 20.00% excluding the tracking 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 tracking 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, 2019, Asset Italia holds, through vehicle company set up on an ad hoc basis, the following investments:

### **Alpitour S.p.A.**

Asset Italia 1 owns both 49.9% of Alpiholding, which in turn owns 36.76% (40.5% on a fully diluted basis) of Alpitour, and a direct stake in Alpitour of 31.14% (34.31% on a fully diluted basis). TIP holds 35.81% of the tracking shares related 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 2019, the integration of Eden Viaggi successfully continued alongside the execution of the strategy to extend control over key value chain assets through acquiring new hotels as manager or owner.

### **Ampliter S.r.l.**

Asset Italia 2 has a stake of over 6% in Ampliter S.r.l., parent company of Amplifon S.p.A. TIP has a 20% stake in the tracking 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, 2019: 23.41% (23.99% 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 2019, the BE Group reported consolidated revenues of Euro 73.0 million (up 6.8%) and an EBITDA of Euro 12.0 million, up 28.8% on the first six months of 2018.

### **Clubitaly S.p.A.**

TIP holding at June 30, 2019: 30.20%

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

In 2018 Eataly S.r.l. was merged into its subsidiary Eataly Distribuzione S.r.l., in which Clubitaly S.p.A. retained a 19.74% interest.

Eataly 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.

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

TIP holding at June 30, 2019: 24.62% (43.28% fully diluted)

Clubtre S.p.A. remains the largest shareholder in Prysmian S.p.A. (with the exception of a group of funds) with a holding of approximately 4%; TIP has a direct holding in Prysmian at June 30, 2019 of 0.654%. In July, TIP acquired an additional holding in Clubtre to reach a 66.23% stake.

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

In the first half of 2019 Prysmian returned consolidated revenues of approximately Euro 5.85 billion and an Adjusted EBITDA of approximately Euro 521 million, up 26.2% compared to the first half 2018, with an 8.9% margin.

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

TIP holding at June 30, 2019: 23.64% (33.72% fully diluted)

Gruppo IPG Holding S.p.A. holds 25,406,799 shares (equal to 24.20% 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 six months of 2019, Interpump achieved very good results with net revenues of over Euro 703.2 million, growing 9.3%, with EBITDA of Euro 162.2million, +10.5% over Euro 146.8 million in 2018.

**TIP-PRE IPO S.p.A. – TIPO**

TIP holding at June 30, 2019: 29.29%

TIPO undertakes 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.

As indicated in the first half of 2019, TIPO sold its investment in iGuzzini S.p.A. and completed its withdrawal from Fimag, receiving both liquidity and Fagerhult AB shares.

Following this transaction and having decided - according to the existing shareholder agreements - not to pursue additional investment initiatives, the company distributed the available liquidity to shareholders (equal to over 80% of the invested capital), although continuing to hold at June 30, 2019 the following investments:

**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 the first half of 2019, Beta Utensili continued to grow and expand its range thanks to the positive integration of recently acquired companies, while continuing to assess new acquisition opportunities.

**Fagerhult AB**

TIPO holds 1.94% of Fagerhult following the receipt of shares from the sale of iGuzzini and the withdrawal from Fimag, alongside the pro-quota subscription to the share capital increase in May 2019. Fagerhult, listed on the Stockholm stock exchange, is a European professional lighting leader, designing, developing, manufacturing and distributing innovative and highly energy-efficient solutions for indoor and outdoor lighting.

It has a portfolio of 13 brands and is particularly involved in the Controls & Connectivity segment, optimising both the lighting experience and energy efficiency.

In the first six months of 2019, Fagerhult delivered net sales of Euro 347 million, up 35.6% on the first six months of 2018 (reducing 4% at like-for-like consolidation scope and exchange rates), with operating profit of Euro 32 million and a net profit of Euro 20 million.

**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, 2019: 2.67%

Listed on the Italian Stock Exchange - STAR Segment.

The Amplifon Group is the clear world leader in the distribution and personalised application of hearing aids with over 14,000 sales points between direct and affiliates.

In the first half of 2019, the Group confirmed the excellent revenue growth and the significant boost to earnings, with consolidated revenues of Euro 832.0 million, growth of 26.1% over 2018, a recurring EBITDA of Euro 141.2 million, up 28.4%, with the margin reaching 17% on revenues and a net profit of Euro 57 million, up 21.2%.

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

TIP holding at June 30, 2019: 7.77%

Listed on the Alternative Investment Market (AIM) Italy

Alkemy supports medium and medium/large sized 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 the first half of 2019 revenues of Euro 41.7 million, up 52.7% on Euro 27.3 million in the previous year, with an EBITDA of approximately Euro 2.7 million.

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

TIP holding at June 30, 2019: 22.72%

Listed on the Alternative Investment Market (AIM) Italy

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 involvement of TIP, of the largest innovative hub in partnership with Talent Garden - the largest European co-working platform - WebWorking, WithFounders and Innogest.

### **Ferrari N.V.**

TIP holding at June 30, 2019: 0.08% 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 2019, Ferrari again reported record revenues of Euro 1.924 billion, up 11% on the same period of 2018, with adjusted EBITDA of Euro 625 million, growing 11% on the previous year and a net profit of Euro 364 million, up 18%.

### **Hugo Boss AG**

TIP holding at June 30, 2019: 1.36%

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.

In the first half of 2019, the Hugo Boss Group returned consolidated revenues of Euro 1.339 billion (+1% at like-for-like exchange rates with the same period of the previous year), adjusted EBITDA net of the IFRS 16 effect of approximately Euro 189 million and a net profit of approximately Euro 84 million.

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

TIP holding at June 30, 2019: 0.79%

Listed on the Italian Stock Exchange

Moncler is a global leader in the apparel luxury segment.

In the first half of 2019, the Moncler Group reported consolidated revenues of Euro 570.2 million (+13%) and an adjusted EBITDA of Euro 143.6 million (+16%). Double-digit growth continued also in 2019, alongside the consistently very high margin.

## INVESTMENTS IN NON-LISTED COMPANIES

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

TIP holding at June 30, 2019: 12.07%

Azimut Benetti S.p.A. is one of the largest and most prestigious constructors of mega yachts worldwide. The company has ranked as “Global Order Book” leader for 19 consecutive years, which ranks the major global constructors of yachts and mega yachts of over 24 metres worldwide. It has 6 boatyards and one of the world’s most comprehensive sales networks.

The latest accounts of the company (August 2018) report an increase in the value of production of 14.1% to approximately Euro 828.5 million, Adjusted EBITDA of approximately Euro 54.7 million (up +44.4% on 2017) and a small net loss.

## D) OTHER INVESTMENTS AND FINANCIAL INSTRUMENTS

TIP subscribed to a convertible loan of Euro 15 million issued by Furla S.p.A., that is expected to convert into Furla shares 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 subscribed a partially convertible bond 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.

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.

## RELATED PARTY TRANSACTIONS

The related party transactions are detailed in note 31.

## SUBSEQUENT EVENTS TO JUNE 30, 2019

Bonds were purchased with the liquidity from the exercise of the warrants.

In July 2019, TIP - through StarTIP - alongside other investors acquired a stake in Bending Spoons S.p.A., Europe’s leading iOS app developer. Bending Spoons, whose main market is the US, reported triple-digit revenue growth to Euro 45 million in 2018, the company’s apps have been downloaded 200 million times to date, with 200,000 new downloads per day on iOS devices (the leader in Europe and among the top 10 worldwide, ahead of behemoths such as Snapchat, Adobe and Twitter).

Also in July 2019, TIP acquired 14.95% of ITH S.p.A., the parent company of Sesa S.p.A., a company listed on the STAR segment of Borsa Italiana with a market capitalisation of over Euro

500 million. TIP's investment, part of a more complex buy-back transaction of ITH, is about Euro 17 million. A put/call agreement with ITH shareholders allows for an additional increase in the stake held up to 15.75%.

On July 23, 2019, TIP acquired an additional stake of 22.95% in Clubtre S.p.A. (a company holding 3.9% of Prysmian), for total consideration of Euro 21.2 million. Following the transaction, TIP owns 66.23% of Clubtre. Considering the shares directly held by TIP, the TIP Group consolidated stake in Prysmian is 4.5%.

Also in July 2019, TIP acquired from Whirlpool EMEA S.p.A. its total stake in Elica S.p.A. (a company listed on the STAR segment of Borsa Italiana), comprising 7,958,203 ordinary shares representing 12.568% of the share capital, for consideration of Euro 15,916,406. The agreements reached by TIP and the seller include a lock-up commitment of six months from the closing date of the transaction on the shares acquired from Whirlpool EMEA S.p.A. and a commitment not to sell such shares to certain competitors of Whirlpool for 12 months from the closing date. Moreover, TIP signed a shareholder agreement with FAN S.r.l., a controlling shareholder of Elica with a holding of 52.809% of the share capital, to establish a medium-term strategic alliance. Finally, to further seal the agreements reached, TIP agreed with Elica the acquisition of all of the treasury shares owned (equal to 2.014% of the share capital), at the same price per share agreed with Whirlpool EMEA S.p.A..

After June 30 the acquisition of treasury shares restarted, as well as a further lightening of the investment in Ferrari. Due to the exercise of stock options by an executive director, 370,000 treasury shares were sold in July.

## **OUTLOOK**

In the first half of 2019 and in the subsequent months, the TIP Group has undertaken partial divestments, making strong gains, but most of all has undertaken new 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 2019 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, 2019, treasury shares in portfolio totalled 6,978,056, equal to 4.057% of the share capital. At the present date, treasury shares in portfolio total 7,916,537, equal to 4.603% of the share capital.

For the Board of Directors  
The Chairman  
Giovanni Tamburi

Milan, September 11, 2019

**Consolidated income statement**  
**Tamburi Investment Partners Group (1)**

(in Euro)	Six months period ended June 30, 2019	Of which related parties	Six months period ended June 30, 2018	Of which related parties	Note
Revenue from sales and services	5,283,505	2,202,963	1,554,425	848,788	4
Other revenues	43,754		88,319		
<b>Total revenues</b>	<b>5,327,259</b>		<b>1,642,744</b>		
Purchases, service and other costs	(1,102,206)	63,169	(1,553,360)	90,573	5
Personnel expenses	(8,876,126)		(16,651,263)		6
Amortisation, depreciation, and write-downs	(172,063)		(29,731)		
<b>Operating loss</b>	<b>(4,823,136)</b>		<b>(16,591,610)</b>		
Financial income	6,947,352		14,979,853		7
Financial charges	(4,033,682)		(3,490,710)		7
<b>Loss before adjustments to investments</b>	<b>(1,909,466)</b>		<b>(5,102,467)</b>		
Share of profit of associated companies measured under the equity method	6,445,435		8,450,557		8
<b>Profit before taxes</b>	<b>4,535,969</b>		<b>3,348,090</b>		
Current and deferred taxes	1,020,961		972,637		9
<b>Profit of the period</b>	<b>5,556,930</b>		<b>4,320,727</b>		
<b>Profit attributable to the shareholders of the parent</b>	<b>5,087,704</b>		<b>1,651,453</b>		
<b>Profit attributable to minority interests</b>	<b>469,226</b>		<b>2,669,274</b>		
<b>Basic earnings per share</b>	<b>0.03</b>		<b>0.01</b>		23
<b>Diluted earnings per share</b>	<b>0.03</b>		<b>0.01</b>		23
Number of shares in circulation	165,024,678		160,303,874		

(1) The first half 2019 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 22.9 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 42 million.



## Consolidated comprehensive income statement

### Tamburi Investment Partners Group

(in Euro)	Six months period ended June 30, 2019	Six months period ended June 30, 2018	Note
Profit of the period	5,556,930	4,320,727	
<b>Other comprehensive income items</b>			
Income through P&L			22
Increase/(decrease) in associated companies measured under the equity method	604,530	432,771	
Unrealised profit	611,872	433,847	
Tax effect	(7,432)	(1,136)	
Increases/decreases in the value of current financial assets measured at FVOCI	1,624,365	(244,745)	
Unrealised profit/(loss)	1,624,365	(78,280)	
Tax effect	0	(166,465)	
Income not through P&L			22
Increase/decrease investments measured at FVOCI	86,689,955	116,194,825	
Profit	87,622,164	117,615,826	
Tax effect	(932,209)	(1,421,001)	
Increase/(decrease) in associated companies measured under the equity method	13,395,684	(15,530,568)	
Profit/(loss)	13,558,385	(15,719,193)	
Tax effect	(162,701)	188,624	
Other components	(27,993)	(24,200)	
Total other comprehensive income items	102,286,541	100,828,023	
Total comprehensive income	107,843,471	105,148,750	
Comprehensive income attributable to the shareholders of the parent	107,386,366	85,011,030	
Comprehensive income attributable to minority interests	457,105	20,137,720	

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

<b>(in Euro)</b>	<b>June 30, 2019</b>	<b>Of which related parties</b>	<b>December 31, 2018</b>	<b>Of which related parties</b>	<b>Note</b>
<b>Non-current assets</b>					
Property, plant and equipment	127,715		96,676		
Rights-of-use	1,323,575		0		
Goodwill	9,806,574		9,806,574		10
Other intangible assets	14,496		125		
Investments measured at FVOCI	392,036,791		377,632,277		11
Associated companies measured under the equity method	495,756,802		404,814,751		12
Financial receivables measured at amortised cost	7,052,521		6,866,167		13
Financial assets measured at FVTPL	21,111,381		20,395,297		14
Tax receivables	719,722		426,449		19
<b>Total non-current assets</b>	<b>927,949,577</b>		<b>820,038,316</b>		
<b>Current assets</b>					
Trade receivables	586,740	466,689	4,916,106	4,541,318	15
Current financial receivables measured at amortised cost	10,187,054	10,187,054	9,519,333	9,519,333	16
Derivative instruments	0		9,000		
Current financial assets measured at FVOCI	5,022,500		45,227,977		17
Cash and cash equivalents	21,628,219		1,812,728		18
Tax receivables	1,016,192		567,819		19
Other current assets	1,232,125		352,346		
<b>Total current assets</b>	<b>39,672,830</b>		<b>62,405,309</b>		
<b>Total assets</b>	<b>967,622,407</b>		<b>882,443,625</b>		
<b>Equity</b>					
Share capital	89,441,422		85,509,667		21
Reserves	384,999,522		288,641,136		22
Retained earnings	268,855,419		231,264,083		
Result attributable to the shareholders of the parent	5,087,704		27,004,846		23
<b>Total equity attributable to the shareholders of the parent</b>	<b>748,384,067</b>		<b>632,419,732</b>		
<b>Equity attributable to minority interests</b>	<b>34,304,464</b>		<b>33,932,034</b>		
<b>Total Equity</b>	<b>782,688,531</b>		<b>666,351,766</b>		
<b>Non-current liabilities</b>					
Post-employment benefits	334,122		306,489		
Financial payables	64,676,143		99,555,086		24
Lease liabilities	1,184,380		0		
Deferred tax liabilities	681,889		676,633		20
<b>Total non-current liabilities</b>	<b>66,876,534</b>		<b>100,538,208</b>		
<b>Current liabilities</b>					
Trade payables	446,097	63,169	604,462	70,900	
Current financial liabilities	109,001,689		97,538,156		25
Financial liabilities for leasing	143,513		0		
Tax payables	588,466		579,175		26
Other liabilities	7,877,577		16,831,858		27
<b>Total current liabilities</b>	<b>118,057,342</b>		<b>115,553,651</b>		
<b>Total liabilities</b>	<b>184,933,876</b>		<b>216,091,859</b>		
<b>Total equity and liabilities</b>	<b>967,622,407</b>		<b>882,443,625</b>		

## Statement of changes in consolidated equity

in Euro

	Share Capital	Share premium reserve	Legal 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
At January 1, 2018 consolidated	83,231,972	158,078,940	15,371,147	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	
Adjustments for IFRS 9 adoption				(208,829,278)	208,308,181	521,097				17,800			17,800		17,800	
Equity adjusted after IFRS 9 adoption	83,231,972	158,078,940	15,371,147	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 (15,530,568)							98,726,379 (15,097,857)	17,468,446		116,194,825 (15,097,857)	
Change in associated companies measured under the equity method						432,711										
Change in fair value of current financial assets measured at FVOCI						(244,745)							(244,745)			(244,745)
Employee benefits								(24,200)					(24,200)			
Total other comprehensive income items	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) of the period											1,651,453	1,651,453		2,669,274	4,320,727	
Total comprehensive income	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)		(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
At June 30, 2018 consolidated	85,509,667	175,716,503	16,646,394	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

	Capitale sociale	Riserva sovrapp. azioni	Riserva legale	Riserva di rivalutazione attività finanziarie destinate alla vendita	Riserva FV OCI senza rigiro a conto economico	Riserva OCI con rigiro a conto economico	Riserva azioni proprie	Altre riserve	Riserva IFRS business combination	Avanzo di fusione	U ili/ perdite portati a nuovo attribuibili azionisti della controllante	Risultato del periodo attribuibili agli azionisti della controllante	Patrimonio netto attribuibili alle minoranze	Patrimonio attribuibili alle minoranze	Risultato del periodo attribuibili alle minoranze	Patrimonio netto
At January 1, 2019 consolidated	85,509,667	175,716,503	16,646,394	0	127,203,259	(1,076,522)	(31,111,031)	(3,313,964)	(483,655)	5,060,152	231,264,083	27,004,846	632,419,732	31,101,835	2,830,199	666,351,766
Change in fair value of investments measured at FVOCI					86,689,955								86,689,955			86,689,955
Change in associated companies measured under the equity method					13,395,684	616,650							14,012,335	(12,121)		14,000,214
Change in fair value of current financial assets measured at FVOCI						1,624,365							1,624,365			1,624,365
Employee benefits							(27,993)						(27,993)			(27,993)
Total other comprehensive income items					100,085,640	2,241,015	(27,993)						102,298,662	(12,121)		102,286,541
Profit/(loss) of the period												5,087,704	5,087,704		469,226	5,556,930
Total comprehensive income					100,085,640	2,241,015	(27,993)					5,087,704	107,386,366	(12,121)	469,226	107,843,471
Reversal of Fv reserve due to capital gain realised					(29,241,496)						29,241,496		0			0
Change in reserves of associated companies measure under equity method							(716,035)						(716,035)	(84,675)		(800,710)
Dividends distribution											(11,072,967)		(11,072,967)			(11,072,967)
Warrant exercise	3,931,755	33,873,580											37,805,335			37,805,335
Allocation profit 2018			455,539								26,549,307	(27,004,846)	0	2,830,199	(2,830,199)	0
Stock Option exercise							(4,219,050)				(7,126,500)		(11,345,550)			(11,345,550)
Acquisition of treasury shares							(6,120,654)						(6,120,654)			(6,120,654)
Sale of treasury shares		(26,324)					78,501	(24,337)					27,840			27,840
At June 30, 2019 consolidated	89,441,422	209,563,759	17,101,933	0	198,047,403	1,164,493	(37,153,184)	(8,301,379)	(483,655)	5,060,152	268,855,419	5,087,704	748,384,067	33,835,238	469,226	782,688,531

## Consolidated statement of cash flows

### Tamburi Investment Partners Group

euro thousands	June 30, 2019	June 30, 2018
A.- <b><u>OPENING NET CASH AND CASH EQUIVALENTS</u></b>	<b>(58,094)</b>	<b>(16,483)</b>
B.- <b><u>CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
Profit of the period	5,557	4,321
Amortisation & Depreciation	24	30
Share of profit/(loss) of associated companies measured under the equity method	(6,445)	(8,451)
Financial income and charges	0	0
Changes in "employee benefits"	0	22
Interest on loans and bonds	2,959	2,885
Change in deferred tax assets and liabilities	(1,088)	(1,054)
	<b>1,007</b>	<b>(2,247)</b>
Decrease/(increase) in trade receivables	4,329	147
Decrease/(increase) in other current assets	(880)	(108)
Decrease/(increase) in tax receivables	(742)	(754)
Decrease/(increase) in financial receivables	(1,570)	(1,045)
Decrease/(increase) in other current asset securities	41,839	(43,346)
(Decrease)/increase in trade payables	(158)	481
(Decrease)/increase in financial payables	(4,338)	(2,864)
(Decrease)/increase in tax payables	9	(154)
(Decrease)/increase in other current liabilities	(8,954)	2,357
<b>Cash flow from operating activities</b>	<b>30,542</b>	<b>(47,533)</b>
C.- <b><u>CASH FLOW FROM INVESTMENTS IN FIXED ASSETS</u></b>		
<b>Intangible and tangible assets</b>		
Investments / divestments	(70)	(9)
<b>Financial assets</b>		
Investments	(84,638)	(54,572)
Divestments	86,719	100,924
<b>Cash flow from investing activities</b>	<b>2,011</b>	<b>46,343</b>

euro thousands	June 30, 2019	June 30, 2018
D.- <b><u>CASH FLOW FROM FINANCING</u></b>		
<b>Loans</b>		
New loans	64,675	0
Repayment of loans	(30,000)	0
Interest paid on loans and bonds	(5,077)	(5,570)
<b>Share capital</b>		
Share capital increase and capital contributions on account	37,805	19,930
Changes from purchase/sale of treasury shares	(6,092)	(8,494)
Exercise of Stock Options	(11,345)	0
Payment of dividends	(11,073)	(13,602)
<b>Cash flow from financing activities</b>	<b>38,893</b>	<b>(7,736)</b>
E.- <b><u>NET CASH FLOW FOR THE PERIOD</u></b>	<b>71,446</b>	<b>(8,926)</b>
F. <b><u>CLOSING CASH AND CASH EQUIVALENTS</u></b>	<b>13,352</b>	<b>(25,409)</b>

The breakdown of the net available liquidity was as follows:

Cash and cash equivalents	21,628	16,328
Bank payables due within one year	(8,276)	(41,737)
<b>Closing cash and cash equivalents</b>	<b>13,352</b>	<b>(25,409)</b>

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**NOTES TO THE 2019 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: corporate finance, mergers and acquisitions 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 2019 condensed consolidated half-year report was approved by the Board of Directors on September 11, 2019.

The condensed consolidated half-year financial statements at June 30, 2019 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, 2018, mainly due to application from January

1, 2019 of IFRS 16, 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, 2018 and the statement of financial position at December 31, 2018 were utilised for comparative purposes.

During the period, 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, employee benefits and income taxes.

### **New accounting standards**

#### **New accounting standards, amendments and interpretations applicable for periods beginning January 1, 2019**

- 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.
- 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.
- 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.
- 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.
- In December 2017, the IASB published a series of annual amendments to IFRS 2015–2017 applicable from January 1, 2019. 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 an amendment to IAS 19 which sets out how to calculate pension expenses in the case of a change, reduction or settlement of an existing defined benefits plan. In particular, the document requires the use of updated actuarial assumptions in calculating the cost for the provision of current labour and the net financial expenses for the period subsequent to the event.

The application of the amendments to the existing accounting standards reported above do not have a significant impact on the Group consolidated financial statements. The IFRS 16 impacts are outlined below.

### **Adoption of the new accounting standard IFRS 16**

As illustrated previously, the TIP Group adopted IFRS 16 for the preparation of the financial statements for periods which commence from January 1, 2019 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, 2018.

In accordance with that required for the transition to IFRS 16, the company adopted the modified retrospective approach which does not require the reclassification of the comparative period. It also adopted the option to recognise usage right assets at a value equal to the initial recognition value of liabilities for leasing, calculated as the present value of the relative future payments discounted at the marginal debt rate. Therefore, the 2018 comparative figures have not been adjusted and there were no impacts on the January 1, 2019 shareholders' equity.

The adoption of IFRS 16 from January 1, 2019 had a slight impact on the consolidated financial statements, with the recognition at January 1, 2019 of right-of-use assets and liabilities for leasing of Euro 1,471,407, while in the period lease charges for the period were not recognised to the income statement of Euro 159,232, while the amortisation of the usage value of leasing contracts was recognised for Euro 147,833, in addition to the financial charges relating to the liabilities for leasing of Euro 11,036.

### **New standards, amendments to existing standards and interpretations applicable for periods subsequent to January 1, 2019 and not yet adopted by the Group**

- 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 associated companies 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 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.
- In October 2018, the IASB issued the “Amendments to IFRS 3 Business Combinations” document, whose provisions are effective from years beginning, or subsequent to, January 1, 2020, except for any deferments established on endorsement by the European Commission. The amendments introduced by the document make it easier to classify a transaction as the acquisition of a business or of a group of activities.
- On October 31, 2018, the IASB published the document “Amendments to IAS 1 and IAS 8: Definition of Material”, whose provisions are effective from years beginning, or subsequent to, January 1, 2020, except for any deferments established on endorsement by the European Commission. The document reviewed and clarified the definition of “material”.

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, 2019, 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	Registered 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, 2019 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.

#### LEASING

A leasing contract assigns to an entity the right to use an asset for a set period of time in exchange for consideration. For the lessee, at accounting level there is no distinction between finance and operating leases, with both applying a common accounting model to record leases. According to this model, the company recognises to its balance sheet an asset, representing the relative right-of-use, and a liability, representing the obligation to make contractually agreed payments, for all leases with a duration of greater than twelve months whose value is not considered insignificant, while in

the income statement recording depreciation of the asset recognised and separately the interest on the payable recorded.

#### 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 measured 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 measured under the 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 in the income statement.

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 hierarchical 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 measured 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:

- income statement and comprehensive income statement: 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 is provided, related to the sole activity of advisory, excluding therefore the account “other revenues”.

<b>Euro</b>	<b>Six months period ended June 30, 2019</b>	<b>Six months period ended June 30, 2018</b>
Revenue from sales and services	5,283,505	1,554,425
<b>Total</b>	<b>5,283,505</b>	<b>1,554,425</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, 2019</b>	<b>Six months period ended June 30, 2018</b>
1. Services	1,029,465	1,127,605
2. Rent, leasing and similar costs	0	180,871
3. Other charges	72,741	244,884
<b>Total</b>	<b>1,102,206</b>	<b>1,553,360</b>

Service costs mainly relate to general and commercial expenses, banking commissions on the sale of listed shares and professional and legal consultancy. They include Euro 47,095 of audit fees and Euro 37,000 of emoluments of the Board of Statutory Auditors and the Supervisory Board. Other charges principally include non-deductible VAT. The costs reduced compared to the first half of 2018 as the latter included non-recurring costs sustained by the subsidiary TXR for the listing of Roche Bobois and other rental charges that, following the adoption of IFRS 16, are no longer recorded as rent, leasing and similar costs.

Other charges principally include non-deductible VAT.

#### **(6) Personnel expense**

The account comprises:

<b>Euro</b>	<b>Six months period ended June 30, 2019</b>	<b>Six months period ended June 30, 2018</b>
Wages and salaries	526,753	752,756
Social security charges	213,724	231,396
Directors' fees	8,100,842	15,645,845
Post-employment benefits	34,807	21,266
<b>Total</b>	<b>8,876,126</b>	<b>16,651,263</b>



These costs include “Salaries and wages” and “Director’s fees” both in terms of the fixed and variable components matured in the period. As approved by the Board of Directors, 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, 2019, the number of TIP employees was as follows:

	June 30, 2019	June 30, 2018
White collar & apprentices	12	9
Managers	1	1
Executives	4	3
<b>Total</b>	<b>17</b>	<b>13</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:

Euro	Six months period ended June 30, 2019	Six months period ended June 30, 2018
1. Investment income	5,479,023	10,285,931
2. Other income	1,468,329	4,693,922
<b>Total financial income</b>	<b>6,947,352</b>	<b>14,979,853</b>
3. Interest and other financial charges	(4,033,682)	(3,490,710)
<b>Total financial charges</b>	<b>(4,033,682)</b>	<b>(3,490,710)</b>
<b>Net financial income</b>	<b>2,913,670</b>	<b>11,489,143</b>

### (7).1. Investment income

Euro	Six months period ended June 30, 2019	Six months period ended June 30, 2018
Dividends	5,479,023	10,285,931
<b>Total</b>	<b>5,479,023</b>	<b>10,285,931</b>

First half 2019 investment income concerns dividends received from the following investees (Euro):

Hugo Boss AG	2,578,500
Amplifon S.p.A.	845,325
Moncler S.p.A.	820,000
Prysmian S.p.A.	754,220
Other	480,978
<b>Total</b>	<b>5,479,023</b>

### (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 convertible bond loans.

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

<b>Euro</b>	<b>Six months period ended June 30, 2019</b>	<b>Six months period ended June 30, 2018</b>
Interest on bonds	2,572,903	2,503,383
Other	1,460,779	987,327
<b>Total</b>	<b>4,033,682</b>	<b>3,490,710</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 of associated companies measured under the equity method**

The account concerns for approximately Euro 7.2 million the share of profit of the associated company IPGH, while Alpitour, indirectly owned through Asset Italia, negatively impacted for approximately Euro 5.2 million on the basis of normal business seasonality whereby profit is essentially generated in the second half of each business year. The share of the profit of TIPO does not include, in application of IFRS 9, the portion of approximately Euro 10.5 million of the capital gain realised on the sale of the investment in iGuzzini, which however resulted in the reclassification to shareholders’ equity from the FV OCI reserve without reversal to the income statement of retained earnings. The gain realised following the withdrawal from Fimag of Euro 5.2 million by TIPO is also not included in the share of the result, but subject to reclassification to reserves.

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, 2019</b>	<b>Six months period ended June 30, 2018</b>
Current taxes	66,308	80,862
Deferred tax assets	(934,100)	(660,964)
Deferred tax charge	(153,169)	(392,535)
<b>Total</b>	<b>(1,020,961)</b>	<b>(972,637)</b>

**Deferred taxes recognised directly to equity**

The company recognised directly to equity a decrease of Euro 1,092,527, 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, 2019, 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, 2019</b>	<b>December 31, 2018</b>
Investments in listed companies	336,969,527	327,075,057
Investments in non-listed companies	55,067,264	50,557,220
<b>Total</b>	<b>392,036,791</b>	<b>377,632,277</b>

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

The composition of the valuation methods of the investments measured at FVOCI relating to investments in listed and non-listed companies is illustrated in the table below:

<b>Method</b>	<b>Listed companies (% of total)</b>	<b>Non-listed companies (% of total)</b>
Listed prices on active markets (level 1)	100%	0.0%
Valuation models based on market inputs (level 2)	0.0%	40.4%
Other valuation techniques (level 3)	0.0%	59.1%
Purchase cost	0.0%	0.5%
<b>Total</b>	<b>100.0%</b>	<b>100.0%</b>

The investment in Digital Magics S.p.A., of which the TIP Group holds 22.72% 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 measured at FVOCI.

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

On March 11, 2019 TIP acquired 40,485,898 shares accounting for 17.835% of the share capital for the price of Euro 1.85 per share and a total price of Euro 74,898,911.30. As a result of this acquisition, TIP, which had previously held an interest of approximately 4.912%, increased its total investment to 22.747%, with a total pay-out of Euro 91.6 million. The reclassification of the investment to associated companies resulted in the recording of the increase in the fair value recognised on the portion of the investment previously held until the acquisition date in a similar manner to that which would be applied for the holding's divestment. Therefore, having ascertained significant influence, the cumulative fair value increase of approximately Euro 1.1 million, recognised to the OCI reserve, has been recognised to retained earnings under equity as per IFRS 9; the investment previously classified to "Investments measured at FVOCI" was reversed and was recognised to "associated companies measured under the equity method" for an amount of Euro 92,660,939. At June 30, 2019, the value of the investment, considering the effects of recognition under the equity method, was Euro 93,361,094.

The other investments in associated companies concern:

- for Euro 95,845,949 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 is equal to 35.81%. Similarly, the equity and results relating to Asset Italia 2 S.r.l., the vehicle company to which the investment in Ampliter was allocated, 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 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;
- for Euro 74,076,960 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 71,522,928 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 69,407,112 the company Roche Bobois S.A., held 34.84% through TXR;
- for Euro 43,920,966 the company Clubtre S.p.A., which holds Prysmian S.p.A. shares. 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, 2019) and the share of the result of Clubtre was measured under the equity method;
- for Euro 29,222,911 the investment in TIP – Pre IPO S.p.A.. Within TIP – Pre IPO, the investment in Betaclub S.r.l. is consolidated, while the investment in Beta Utensili S.p.A. is measured using the equity method. The investment in Chiorino is 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. In the first half of 2019, having decided not to undertake new investments under the existing shareholder agreements, TIPO distributed to shareholders nearly all of the available liquidity, mainly from the sale of iGuzzini and the withdrawal from Fimag;
- for Euro 17,619,088 the associated company BE S.p.A.;
- for Euro 779,793 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

Euro	June 30, 2019	December 31, 2018
Financial receivables measured at amortised cost	7,052,521	6,866,167
<b>Total</b>	<b>7,052,521</b>	<b>6,866,167</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..

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

<b>Euro</b>	<b>June 30, 2019</b>	<b>December 31, 2018</b>
Financial assets measured at FVTPL	21,111,381	20,395,297
<b>Total</b>	<b>21,111,381</b>	<b>20,395,297</b>

Assets designated at FVTPL primarily consist of the bond issued by Tefindue S.p.A. in the amount of Euro 3,189,683 and the Furla S.p.A. convertible bond, subscribed on September 30, 2016 in the amount of Euro 17,921,698.

**(15) Trade receivables**

<b>Euro</b>	<b>June 30, 2019</b>	<b>December 31, 2018</b>
Trade receivables (before doubtful debt provision)	754,549	5,083,915
Doubtful debt provision	(167,809)	(167,809)
<b>Total</b>	<b>586,740</b>	<b>4,916,106</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, 2019</b>	<b>December 31, 2018</b>
Current financial receivables measured at amortised cost	10,187,054	9,519,333
<b>Total</b>	<b>10,187,054</b>	<b>9,519,333</b>

These include shareholders' loans granted to associated companies.

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

<b>Euro</b>	<b>June 30, 2019</b>	<b>December 31, 2018</b>
Current financial assets measured at FVOCI	5,022,500	45,227,977
<b>Total</b>	<b>5,022,500</b>	<b>45,227,977</b>

The account concerns 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, 2019</b>	<b>December 31, 2018</b>
Bank deposits	21,623,206	1,809,877
Cash in hand and similar	5,013	6,380
<b>Total</b>	<b>21,628,219</b>	<b>1,812,728</b>

The composition of the net financial position at June 30, 2019 compared with December 31, 2018 is illustrated in the table below.

<b>Euro</b>		<b>June 30, 2019</b>	<b>December 31, 2018</b>
A	Cash and cash equivalents	21,628,219	1,812,728
	Current financial assets measured at FVOCI and derivative		
B	instruments	5,022,500	45,236,977
C	Current financial receivables	10,187,054	9,519,333
<b>D</b>	<b>Liquidity (A+B+C)</b>	<b>36,837,773</b>	<b>56,569,038</b>
E	Financial payables	(64,676,143)	(99,555,086)
F	Non-current lease liabilities	(1,184,380)	-
G	Current financial liabilities	(109,001,689)	(97,538,156)
<b>H</b>	<b>Net financial position (D+E+F+G)</b>	<b>(138,024,439)</b>	<b>(140,524,204)</b>

Investments in bonds were cashed in the period and credit lines and loans renegotiated to make cash available for new investments.

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, 2019</b>	<b>December 31, 2018</b>
<b>Within one year</b>	<b>1,016,192</b>	<b>567,819</b>
<b>Beyond one year</b>	<b>719,722</b>	<b>426,449</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, 2019 and December 31, 2018 is detailed below:

<b>Euro</b>	<b>Assets</b>		<b>Liabilities</b>		<b>Net</b>	
	<b>30/6/2019</b>	<b>31/12/2018</b>	<b>30/6/2019</b>	<b>31/12/2018</b>	<b>30/6/2019</b>	<b>31/12/2018</b>
Other intangible assets	1,735	3,111	0	0	1,735	3,111
Investments measured at FVOCI and investments measured under the equity method	608	608	(4,354,677)	(3,410,355)	(4,354,069)	(3,409,747)
Other assets/liabilities	3,679,414	2,738,972	(8,969)	(8,969)	3,670,445	2,730,003
<b>Total</b>	<b>3,681,757</b>	<b>2,742,691</b>	<b>(4,363,646)</b>	<b>(3,419,324)</b>	<b>(681,889)</b>	<b>(676,633)</b>

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

<b>Euro</b>	<b>December 31, 2018</b>	<b>Recorded through P&amp;L</b>	<b>Recorded through Equity</b>	<b>June 30, 2019</b>
Other intangible assets	3,111	(1,376)	0	1,735
Investments measured at FVOCI and investments measured under the equity method	(3,409,747)	148,204	(1,092,527)	(4,354,069)
Other assets/liabilities	2,730,003	940,442	0	3,670,445
<b>Total</b>	<b>(676,633)</b>	<b>1,087,270</b>	<b>(1,092,527)</b>	<b>(681,889)</b>

**(21) Share capital**

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

Shares	Number
ordinary shares	172,002,734
<b>Total</b>	<b>172,002,734</b>

On June 30, 2019, the third exercise period of the TIP S.p.A. 2015 - 2020 Warrants concluded, with the exercise of 7,561,067 warrants and a relative share capital increase of Euro 3,931,754.84, with the issue of 7,561,067 new ordinary TIP S.p.A. shares at a price of Euro 5.00 each, for a total value of Euro 37,805,335.00.

The share capital of TIP S.p.A. amounts therefore to Euro 89,441,421.68, represented by 172,002,734 ordinary shares.

At June 30, 2019, treasury shares in portfolio totalled 6,978,056, equal to 4.057% of the share capital. The shares in circulation at June 30, 2019 therefore numbered 165,024,678.

No. treasury shares at January 1, 2019	No. of shares acquired in 2019	No. of shares sold in 2019	No. treasury shares at June 30, 2019
5,959,178	1,033,878	15,000	6,978,056

The following additional disclosures is provided on the shareholders' equity at June 30, 2019.

**(22) Reserves***Share premium reserve*

The account amounts to Euro 209,563,759, increasing following the exercise of the warrants for Euro 33,873,580.

*Legal reserve*

This amounts to Euro 17,101,933, increasing Euro 455,539 following the Shareholders' Meeting motion of April 30, 2018.

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

This positive reserve amounts to Euro 198,047,403. 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*

This positive reserve amounts to Euro 1,164,493. 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*

This negative reserve amounts to Euro 37,153,184.

*Other reserves*

They are negative for Euro 8,301,379 and for Euro 1,138,638 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 268,855,419 and increased on December 31, 2018 following the allocation of the 2018 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, net of the effect from the exercise of stock options.

*IFRS business combination reserve*

The reserve was negative and amounts to Euro 483,655, unchanged compared to December 31, 2018.

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

*Basic earnings per share*

The basic earnings per share in the first half of 2019 – net profit divided by the number of shares in circulation in the period taking into account treasury shares held – was Euro 0.03.

*Diluted earnings per share*

The diluted earnings per share in the first half of 2019 was Euro 0.03. This represents the net profit for the period divided by the number of ordinary shares in circulation at June 30, 2019, 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 64,676,143 concern a medium/long-term loan of a nominal value of Euro 65,000,000, repayable on maturity of June 30, 2022, recognised to amortised cost applying an effective interest rate which takes account of the settlement costs incurred to obtain the loan. Against the granting of this new loan, two existing loans with maturity in 2019 for an amount of approximately Euro 32.9 million were settled.

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 26, 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**

The current financial liabilities of Euro 109,001,689 mainly concern:

- a) for Euro 99,723,391 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) the relative interest matured on the bond for Euro 1,002,055;
- c) for Euro 8,276,243 bank payables on current account lines.

## **(26) Tax payables**

The breakdown of the account is as follows:

<b>Euro</b>	<b>June 30, 2019</b>	<b>December 31, 2018</b>
IRAP	463,987	397,679
VAT	1,375	36,829
Withholding taxes	123,103	144,667
<b>Total</b>	<b>588,465</b>	<b>579,175</b>

## **(27) Other liabilities**

The account mainly refers to emoluments for directors and employees.

<b>Euro</b>	<b>June 30, 2019</b>	<b>December 31, 2018</b>
Directors and employees	7,729,381	16,572,201
Social security institutions	115,336	176,048
Others	32,860	83,609
<b>Total</b>	<b>7,877,577</b>	<b>16,831,858</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, 2019, 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.

### **Hierarchy of Fair Value as per IFRS 13**

The classification of financial instruments at fair value in accordance with IFRS 13 is determined based on the quality of the input sources used in the valuation, according to the following hierarchy:

- level 1: determination of fair value based on prices listed ("unadjusted") in active markets for identical assets or liabilities. This category includes the instruments in which the TIP company operates directly in active markets (for example investments in listed companies, listed bond securities etc.);
- level 2: determination of fair value based on inputs other than the listed prices included in "level 1" but which are directly or indirectly observable (for example recent or comparable prices);

- level 3: determination of fair value based on valuation models whose input is not based on observable market data (“unobservable inputs”). These refer for example to valuations of non-listed investments based on Discounted Cash Flow valuation methods.

In accordance with the disclosures required by IFRS 13, the types of financial instruments recorded in the financial statement at June 30, 2019 are illustrated below with indication of the accounting policies applied and, in the case of financial instruments measured at fair value, of the exposure to changes in fair value (income statement or equity), specifying also the hierarchical level of fair value attributed.

The final column of the following tables shows, where applicable, the fair value at the end of the period of the financial instrument.

Type of instrument  (in thousands of Euro)	Accounting policies applied in accounts for financial instruments								fair value at 30.06.2019	
	fair value						Amortised cost	Invest. at cost		Book value at 30.06.2019
	with change in fair value recorded through:		Total fair value	Fair value hierarchy						
	income statement	net equity		1	2	3				
Investments measured at FVOCI		392,037	392,037						392,037	
- listed companies		336,970	336,970	336,970					336,970	
- non-listed companies		55,067	55,067		22,234	32,584		249	55,067	
Financial assets measured at FVOCI	1	5,023	5,023	5,023					5,023	
Financial receivables measured at amortised cost	1						17,240		17,240	
Financial assets measured at FVTPL		21,111	21,111			21,111			21,111	
Cash and cash equivalents	1						21,628		21,628	
Non-current financial payables	1						64,676		64,676	
Trade payables	1						446		446	
Current financial liabilities	2						109,002		111,361	
Other liabilities	1						7,876		7,876	

**Note**

1. For these accounts the fair value was not calculated as their carrying value approximates this value.

2. The account includes the listed bond, for which a fair value was determined at June 30, 2019.

## (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 2019.

Members of the Board of Directors						
Name	Office	No. of shares held at December 31, 2018	No. of shares acquired in H1 2019	No. of shares allocated from exercise of TIP warrants in H1 2019	No. of shares sold in H1 2019	No. of shares held at June 30, 2019
Giovanni Tamburi <sup>(1)</sup>	Chair. & CEO	12,327,151		692,650		13,019,801
Alessandra Gritti	Vice Chair. & CEO	2,032,293		200,000		2,232,293
Cesare d'Amico <sup>(2)</sup>	Vice Chairman	18,315,000	85,000	200,000		18,600,000
Claudio Berretti	Dir. & Gen.	1,758,580				1,758,580
Alberto Capponi	Director	0				0
Giuseppe Ferrero <sup>(3)</sup>	Director	3,179,635				3,179,635
Manuela Mezzetti	Director	0				0
Daniela Palestra	Director	0				0
Paul Simon Schapira	Director	0				0

Name	Office	No of warrants held at December 31, 2018	No. of warrants assigned in H1 2019	No. of warrants acquired in H1 2019	No. of warrants exercised in H1 2019	No. of warrants held at June 30, 2019
Giovanni Tamburi <sup>(1)</sup>	Chair. & CEO	1,118,180			692,650	425,530
Alessandra Gritti	Vice Chair. & CEO	358,485			200,000	158,485
Cesare d'Amico <sup>(2)</sup>	Vice Chairman	2,040,000		215,000	200,000	2,055,000
Claudio Berretti	Dir. & Gen. Manager	0				0
Alberto Capponi	Director	0				0
Giuseppe Ferrero <sup>(3)</sup>	Director	0				0
Manuela Mezzetti	Director	0				0
Daniela Palestra	Director	0				0
Paul Simon Schapira	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>(4)</sup>Giuseppe Ferrero holds his investment in the share capital of TIP directly and through family members.

The members of the Board of Statutory Auditors do not hold shares or warrants of the company.

### (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 2019.

TIP office	Fees 30/06/2019
Directors	8,100,842
Statutory Auditors	35,000

The remuneration of the Supervisory Board is Euro 2,000.

TIP also signed two insurance policies with Chubb Insurance Company of Europe S.A.- D&O and professional TPL - 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 and 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, 2018	Payment / balance at June 30, 2019
Asset Italia S.p.A.	Revenues	500,167	501,025
Asset Italia S.p.A.	Trade receivables	250,167	251,025
Asset Italia 1 S.r.l.	Revenues	-	1,025
Asset Italia 1 S.r.l.	Trade receivables	-	1,025
Asset Italia 2 S.r.l.	Revenues	-	1,025
Asset Italia 2 S.r.l.	Trade receivables	-	1,025
Betaclub S.r.l.	Revenues	12,500	13,525
Betaclub S.r.l.	Trade receivables	12,500	13,525
BE S.p.A.	Revenues	30,000	30,000
BE S.p.A.	Trade receivables	15,000	15,000
Clubdue S.r.l.	Revenues	-	1,025
Clubdue S.r.l.	Trade receivables	-	1,025
Clubtre S.p.A.	Revenues	25,000	25,000
Clubtre S.p.A.	Trade receivables	25,000	25,000
Clubtre S.p.A.	Financial receivables	-	9,651,507
Clubitaly S.p.A.	Revenues	15,000	16,025
Clubitaly S.p.A.	Trade receivables	15,000	16,025
Clubitaly S.p.A.	Financial receivables	430,496	535,547
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	250,621	1,159,520
TIP-pre IPO S.p.A.	Trade receivables	250,621	126,039
Services provided to companies related to the Board of Directors	Revenues	500	439,793
Services provided to companies related to the Board of Directors	Trade receivables	500	2,000
Services received by companies related to the Board of Directors	Costs (services received)	7,219,796	3,727,555
Services received by companies related to the Board of Directors	Trade payables	6,944,796	3,452,222

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

**(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, 2019

## 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, 2019.

No significant aspect emerged concerning the above.

2. We also declare that:

- a) the condensed consolidated half-year financial statements at June 30, 2019 correspond to the underlying accounting documents and records;
- b) the condensed consolidated half-year financial statements for the period June 30, 2019 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, 2019



## Attachment 1 - Changes in investments measured at FVOCI

		Balance at 1.1.2019				increases		decreases					
in Euro	No. of	historic	fair value	increase	write-down	book value	acquisition or	reclass.	fair value	decreases	fair value	reversal	book value
	shares	cost	adjustments	(decrease)	P&L	fair value	subscription		increase		decreases	fair value	30/06/2019
Non-listed companies													
Azimut Benetti S.p.A.	737,725	38,990,000	(7,312,229)			31,677,771							31,677,771
Buzzoole Plc.	527,744	3,338,810				3,338,810	344,538				(834,586)		2,848,762
Heroes S.r.l.		706,673	10,507,718	1,800,000		13,014,391							13,014,391
Talent Garden S.p.A.	29,044	502,500	868,500			1,371,000	5,000,092						6,371,092
Other equity instr. & other minor		1,255,248	0	0	(100,000)	1,155,248							1,155,248
Total non-listed companies		44,949,313	4,063,989	1,800,000	(256,082)	50,557,220	5,344,630	0	0	0	(834,586)	0	55,067,264
Listed companies													
Alkemy S.p.A.	425,000	4,993,828	(539,828)			4,454,000			263,500				4,717,500
Amplifon S.p.A.	6,038,036	22,083,486	62,750,920			84,834,406			39,307,614				124,142,020
Digital Magics S.p.A.	1,684,719	9,922,048	893,848			10,815,896					(572,804)		10,243,092
Ferrari N.V. USD	200,000	14,673,848	11,791,782			26,465,630			16,296,773	(5,043,380)		(9,159,023)	28,560,000
Fiat Chrysler Automobiles N.V. USD	0	17,656,453	6,505,056	(4,258,487)		19,903,022			413,783	(13,397,966)		(6,918,839)	0
Hugo Boss AG	955,000	83,121,032	(33,112,717)	20,896,485		70,904,800			7,189,157	(28,476,278)		6,249,821	55,867,500
Moncler S.p.A.	2,050,000	70,444,065	28,530,576	(36,775,141)		62,199,500			18,619,932	(1,565,996)		(2,173,436)	77,080,000
OVS S.p.A.	0	12,268,197	(3,734,997)			8,533,200	4,394,392		4,834,358	(16,662,589)		(1,099,361)	0
Prysmian S.p.A.	1,754,000	36,922,403	(7,332,423)			29,589,980			2,245,120				31,835,100
Servizi Italia S.p.A.	548,432	2,938,289	14,383	0	(1,241,564)	1,711,108					(10,969)		1,700,139
Telesia S.p.A.	230,000	300,000	(770,800)	1,492,000		1,021,200					(142,600)		878,600
Other listed companies		15,481,544	365,930	0	(9,205,161)	6,642,313			19,785	(4,000,756)	(6,900)	(708,869)	1,945,574
Total listed companies		290,805,193	65,361,730	(18,645,143)	(10,446,725)	327,075,057	4,394,392	0	89,190,023	(69,146,966)	(733,273)	(13,809,706)	336,969,527
Total investments													
		335,754,506	69,425,719	(16,845,143)	(10,702,807)	377,632,277	9,739,022	0	89,190,023	(69,146,966)	(1,567,859)	(13,809,706)	392,036,791

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

in Euro	Balance								Balance at 31.12.2018
	at 31.12.2017	purchases	share of results as per equity method	increase	increase	increase	increase	(write-down)	
				(decrease)	(decrease)	(decrease)	(decrease)	write-back	
				FVOCI reserve without reversal to P/L	FVOCI reserve with reversal to P/L	other reserves			
Asset Italia S.p.A.	50,907,775	36,297,441	4,066,745	1,497,820	102,781				92,872,562
Be Think, Solve, Execute S.p.A.	17,206,755		1,280,629		(91,713)	(303,877)	(631,643)		17,460,151
Clubitaly S.r.l.	63,224,653		8,414,398	(99,541)					71,539,510
Clubtre S.p.A.	75,212,897		1,059,495	(38,619,031)			(1,082,788)		36,570,573
Gruppo IPG Holding S.r.l.	59,319,910		13,397,036		519,052	(3,045,427)	(1,449,905)		68,740,666
Roche Bobois S.A.	0	75,715,541	592,280		166,884		(6,912,641)		69,562,064
Tip-Pre Ipo S.p.A.	30,477,944	787,072	452,535	15,472,328	(58,904)	202,764			47,333,740
Other associated companies	783,858		(48,373)						735,485
<b>Total</b>	<b>297,133,792</b>	<b>112,800,054</b>	<b>29,214,745</b>	<b>(21,748,424)</b>	<b>638,100</b>	<b>(3,146,540)</b>	<b>(10,076,977)</b>	<b>0</b>	<b>404,814,751</b>

in Euro	Balance								Balance at 30.6.2019
	at 31.12.2018	purchases	share of results as per equity method	increase	increase	increase	increase	(write-down)	
				(decrease)	(decrease)	(decrease)	(decrease)	write-back	
				FVOCI reserve without reversal to P/L	FVOCI reserve with reversal to P/L	other reserves			
Asset Italia S.p.A.	92,872,562		(5,222,674)	8,051,324	144,736				95,845,949
Be Think, Solve, Execute S.p.A.	17,460,151		872,723		47,504	(66,481)	(694,809)		17,619,088
Clubitaly S.r.l.	71,539,510		(16,581)						71,522,928
Clubtre S.p.A.	36,570,573		1,642,533	5,707,861					43,920,966
Gruppo IPG Holding S.r.l.	68,740,666		7,231,183		282,064	(760,863)	(1,416,090)		74,076,960
OVS S.p.A. (1)	0	92,660,939	365,773		144,671	189,711			93,361,094
Roche Bobois S.A.	69,562,064		1,005,831		(24,736)	(172,806)	(963,241)		69,407,112
Tip-Pre Ipo S.p.A.	47,333,740		522,338	(200,800)	17,633		(18,450,001)		29,222,911
Other associated companies	735,485		44,308						779,793
<b>Total</b>	<b>404,814,751</b>	<b>92,660,939</b>	<b>6,445,435</b>	<b>13,558,385</b>	<b>611,872</b>	<b>(810,439)</b>	<b>(21,524,140)</b>	<b>0</b>	<b>495,756,802</b>



## REVIEW REPORT ON CONDENSED INTERIM 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 2019, comprising the consolidated statement of financial position, consolidated income statement, consolidated comprehensive income statement, statement of changes in consolidated equity, 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 SpA Group as of 30 June 2019 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 2019

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

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