

ANNUAL AND CONSOLIDATED
FINANCIAL STATEMENTS
AT 30/06/2017



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REPORT ON OPERATIONS

Share Capital Euro 5,832,193.51 fully paid-in – Registered Office Milan, Via
G. Sigieri 14 Register of Companies no. 09743130156 – Registration RUI
no. B000114899

XXXVI FY

COMPANY OFFICERS

BOARD OF DIRECTORS

Chair

Luciano Lucca

Vice Chair

Filippo Binasco

Chief Executive Officer

Gabriele Giacom

Chief Executive Officer

Piero Avanzino

Chief Executive Officer

Alessio Dufour

Chief Executive Officer

Nicola Girelli

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Carlo Orlandi

Director

Valter Montefiori

Director

Claudio Zinolli

Independent Director

Massimiliano Marsiaj

Independent Director

Jody Vender

Director

Fabrizio Ferrini

Director

Emanuele Cordero di Vonzo

Director

Sergio Esposito

Director

Marcello Nocera

Director

Alessandro Palombo

Director

Carlo Vigliano

Director

Aldo Brayda-Bruno

Director

Carlo Ranalletta Felluga

BOARD OF STATUTORY AUDITORS

Chair

Nicoletta Morrione

Statutory Auditor

Laura Monaldi

Statutory Auditor

Luca Del Pico

INDEPENDENT AUDITORS

Baker Tilly Revisa S.p.A. - Milan

REPORT ON OPERATIONS FOR THE PERIOD ENDED 30 June 2017

ASSITECA S.P.A. BUSINESS

Assiteca S.p.A. is the Group's operating holding that operates in the insurance brokerage market. In particular, since 2014, the Group has been the leading independent Italian insurance broker and one of the leading operators in the Italian market, along with the multinational companies AON, Marsh and Willis.

The Group's insurance brokerage business is aimed at creating value for customers, offering them tailor-made solutions and providing support during the phase of consultancy and preliminary analysis of risks, intermediation and the search on the market of the best insurance solutions as well as the management of the related insurance portfolio. The Group's customer base is primarily represented by small and medium-sized companies (companies with turnover above Euro 2.5 million represent more than 70% of the Group's revenues).

In the interest and on behalf of its customers, the Group liaises with all major national insurance companies and with most of the leading insurance groups worldwide.

The Assiteca Group operates almost exclusively in Italy with 20 offices distributed throughout the country. The Group is also active in Spain with the offices in Madrid and Barcelona.

As a member of EOS RISQ and Lockton Global, it also guarantees to its customers presence in more than 100 countries as it can benefit from a consolidated network of corresponding brokers and international partners.

The Group carries out its activities also through competent specialist divisions in relation to each of the various areas of risks that characterize the insurance intermediation activity.

In terms of size, the Group's brokerage business today includes insurance premiums for a value of approximately Euro 650 million. The table below indicates the growth in the value of premiums brokered from 2013 to 2017.

FY*	Premiums brokered**
2013	440,000
2014	520,000
2015	580,000
2016	620,000
2017	650,000

* closing at 30 June

** figures expressed in thousands of Euro

The Group operates primarily in the Italian market mainly brokering Non-Life insurance policies.

The market of insurance brokers

The table below summarises the main figures relating to the insurance sector in Italy taken from the report of the AIBA (Italian Association of Insurance Brokers), with evidence of the portion managed by brokers and details of the one related to the Non-Life insurance business.

figures in billions of Euro

INSURANCE MARKET	2013	2014	2015	2016
No. of companies and individual	2,071	2,257	2,351	2,463
Broker premiums	17.74	16.71	16.29	16.64
Total premiums	118.80	152.63	157.60	144.14
% broker market	14.9%	10.9%	10.3%	11.5%
of which:				
NON-LIFE				
Broker premiums	14.19	15.04	14.66	14.98
Total premiums	33.69	37.47	36.92	36.53
% broker market	42.1%	40.1%	39.7%	41.0%

Source AIBA

Premiums of the insurance market in Italy (Italian and foreign companies, including the business of European companies in Italy) show a decrease of nearly 9% compared to the previous year, mainly in Life insurance, which fell by nearly Euro 13 billion (102.2 in 2016, compared to 115 in 2015).

Income from Non-Life insurance equal to Euro 36.53 billion continues to decrease, albeit slightly (-1.5%).

Premiums managed by Italian brokers in 2016 amounted to Euro 16.6 billion, of which Euro 15 billion for Non-Life insurance, with an increase of 41% in market share.

There are 1,670 Italian insurance brokerage firms, with a geographical distribution concentrated in the Center-North.

NOTES TO THE MAIN FIGURES OF THE BALANCE SHEET AND INCOME STATEMENT OF THE ANNUAL AND CONSOLIDATED FINANCIAL STATEMENTS OF ASSITECA S.P.A.

Shareholders,

The year ended 30 June 2017 of Assiteca S.p.A. shows the results summarised below.

The Consolidated Financial Statements report:

Revenues equal to 64.8 million (60.7 in 2015/16, +7%)

- EBITDA equal to 9 million (8.7 in 2015/16, +3%)
- Net profit equal to 3.6 million (3.3 in 2015/16, +8%)
- The net financial position, including payables for acquisitions, amounted to 27.1 million (22.5 in the previous year with a deterioration of 4.6 million, of which 3.6 deriving from the acquisition of Lertora F.lli & Courtman S.p.A.)
- Short-term debt decreased by 7.4 million, falling from 21.3 million in the previous year to 13.9 million.

The Consolidated Financial Statements include only the first 6 months of the newly acquired C.D.M. Insurance Brokers S.r.l. incorporated into Assiteca S.p.A. in June. As a result of the integration of the missing half-year, revenues would increase by Euro 0.4 million and EBITDA by Euro 0.2 million, rising to Euro 9.2 million (+5.7% compared to 2016).

With regard to the Financial Statements of the Parent Company Assiteca S.p.A., the following results were achieved:

- Revenues equal to 50.5 million (37.0 in 2015/16)
- EBITDA equal to 6.9 million (4.9 in 2015/16)
- EBIT equal to 6.1 million (4.5 in 2015/16)
- Net profit equal to 3.3 million (2.9 in 2015/16)

It is noted that the financial information at 30/06/2017 is not comparable with that of the previous year as the current performance includes the incorporation by merger of 7 subsidiaries (Assiteca S.r.l., Assiteca & Partners S.r.l., Assiteca Napoli S.p.A, Assiteca & Co S.r.l., Assiteca B.A. S.p.A., C.D.M. Insurance Brokers S.r.l. and Lertora F.lli & Courtman S.p.A.). The comparative figures are therefore reported solely for information purposes.

The achievement of these results is related to multiple factors and events, mostly anticipated in the report accompanying the previous year, which is appropriate to mention here in order to better understand also the performance of figures of the financial statements that we will submit for your approval.

LISTING AIM ITALIA

On 27 July 2015, the Company was admitted to listing on the Italian Stock Exchange – AIM Italia.

The listing, with a placement price of Euro 1.85 per share, led to a capital increase of 7.3 million, while costs incurred for listing amounted to 0.8 million.

At 27.9.2017, the stock market capitalization was 75.4 million and the price per share was Euro 2.31, with an increase of 25% compared to the listing value.

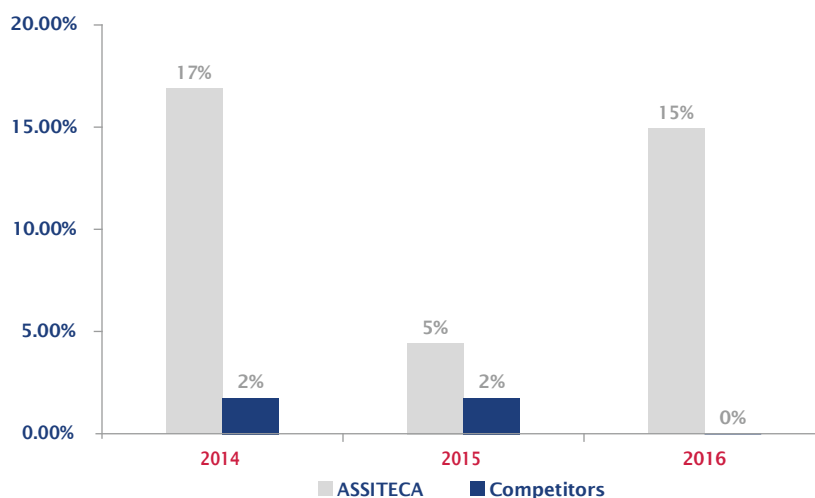
The market float currently amounts to 15.94% of the share capital.

MARKET PERFORMANCE

As is known, the market, has long been in decline in relation to “Non-life Insurance” premiums: this confirms the lack of or modest growth of our main competitors.

A counter trend is the performance of Assiteca, which has stood out in the last three years with significant development percentages.

The following is a comparison between Assiteca and the main brokers operating in Italy in terms of percentage growth in the volume of revenues deriving from the core business.



This is a re-elaboration carried out considering the data of the official financial statements, corrected of the values not inherent to the core business. For the Assiteca Group, the pro forma figures for the three previous years were used, up to 30.6.2016, to compare them with those of the competitors that refer to the financial years 2013/14/15/16 on calendar year basis.

Regardless of the methodological aspects, we would like to highlight that, thanks to this differential in growth rates, Assiteca is progressively reducing the gap with respect to the main competitors.

In order to support these growth rates, it was decided to add consultancy activities to the core business of brokerage, to provide a growing range of services to customers, in order to support internal revenue growth.

Globalization and new technologies have generated a growth in the complexity of business risks and in order to respond to the new context, we need skills that combine the ability to analyze the offer of consultancy services and insurance brokerage.

This evolution leads to a change in the process and way of relating with companies. The first step will be profiling, the second consultancy, which will be required to prevent rather than mitigate the risk and then there will be brokerage, i.e. the definition of protection.

This is an important change of strategic identity: the transition from traditional brokerage to consultancy that aims to assist companies in the integrated management of business risks.

The transition, which also led to a change in the pay-off of Assiteca in “*Consultative Broker*”, is functional to better support this transformation of the reference market.

ACQUISITIONS

During the year, two transactions were finalized at the end of July 2016 and already illustrated in the accompanying report for the previous year, which we briefly mention here.

The first concerns the acquisition of the remaining 50% of Assiteca & Co S.r.l., with a reserved capital increase and fully subscribed by the shareholders of Assiteca & Co S.r.l., by transferring their shareholding to Assiteca S.p.A.

The second is the acquisition of all the shares of a Genoa-based brokerage firm, Lertora F.lli & Courtman S.p.A., with a portfolio of about 2 million of commission.

The following transactions were finalized subsequently:

- Acquisition of 100% of Genoa-based broker C.D.M. Insurance Brokers S.r.l., specialized in the transport and logistics sector and incorporated into Assiteca S.p.A. at the end of June 2017, with effect 1/1/2017.
- Acquisition of Socoupa S.A., a company under Swiss law whose sole asset is 82.24% of Grupo Muntadas S.A., established Spanish insurance broker based in Barcelona: the transaction was preparatory to the integration with Assiteca S.A. (Spain), controlled 100%.
- Acquisition of control of Artigian Broker S.r.l. held at 60% on the closing date of the financial year and the remaining portion belongs to Confartigianato Imprese.
- Incorporation of Assiteca Sicurezza Informatica S.r.l. (51%) and Assiteca Consulting S.r.l. (100%), with the aim of developing consultancy activities in favour of the current customer portfolio.
- These companies started operations after the end of the year and therefore have not been consolidated.

During the current year, research into opportunities and aggregation of new entities continued, for which the Company already has a financial ceiling, better described in the section on the net financial position.

SIMPLIFICATION OF THE GROUP'S CORPORATE STRUCTURE

In 2016, the merger of seven wholly-owned subsidiaries was completed, of which five (Assiteca S.r.l. in Pordenone, Assiteca & Partners S.r.l. in Prato, Assiteca Napoli S.p.A., Assiteca & Co S.r.l. and Assiteca B.A. in Turin) with accounting effect 1/7/2016.

In the first half of 2017, C.D.M. Insurance Brokers S.r.l. and Lertora F.lli & Courtman S.p.A. were incorporated with effect 1/1/2017.

All values of goodwill deriving from the merger operations, as well as those of the shareholdings, were subjected to impairment testing before the preparation of the financial statements, which confirmed the recoverability of the values recorded in the balance sheet assets.

REVENUE GROWTH

As we will see later, the growth in revenues at consolidated level was around 7%, of which around 5% deriving from external growth.

Assiteca continued to pursue commercial development activities aimed at the development of its customer portfolio, recording an organic growth in revenues of about 2%.

Below are the main figures of the Income Statement, Cash Flow Statement and Balance Sheet, starting from the Consolidated Financial Statements.

CONSOLIDATED FINANCIAL STATEMENTS AT 30 June 2017

The following is a summary of the figures:

Statutory Income Statement			
values in Euro/000	FY 2017	FY 2016	Change
GROSS REVENUES	64,783	60,692	4,091
COMMISSION EXPENSE	(7,738)	(8,438)	
NET REVENUES	57,045	52,254	4,791
OPERATING COSTS	(48,080)	(43,580)	
EBITDA	8,965	8,674	291
% of gross revenues	13.8%	14.3%	
AMORTIZATION, DEPRECIATION AND PROVISIONS	(1,180)	(1,253)	
EBIT	7,785	7,421	364
FINANCIAL INCOME (EXPENSES)	(904)	(1,039)	
NON-RECURRING INCOME (EXPENSES)	(811)	(480)	
INCOME TAXES	(2,382)	(2,251)	
TOTAL RESULT	3,689	3,651	38
PROFIT (LOSS) FOR THE YEAR PERTAINING TO MINORITY INTERESTS	(109)	(350)	
PROFIT (LOSS) FOR THE YEAR	3,580	3,301	279

The growth in revenues was accompanied by an increase of about 0.3 million of EBITDA, which is equal to 13.8% of gross revenues (14.3% in 2016).

Before examining the trend in revenues, it is considered appropriate to examine some of the issues of this income statement.

First of all, there was a decrease in commission expenses paid to third parties, with a consequent improvement in net revenues. The result is following the Group's decision to consolidate the relationship with some professionals and collaborators previously remunerated by way of commissions, through their inclusion in the organization, in order to increase loyalty through exclusivity and the signing of non-competition agreements. Therefore, part of the decrease in commission expenses has been transferred to the item "personnel costs".

Another important aspect is the fact that the acquisitions and mergers that took place during the year, and in particular in the first half of 2017, have not yet been able to create the synergies and economies of scale expected.

Net financial expenses, including interest deriving from the application of IAS for approximately Euro 127 thousand, decreased by Euro 130 thousand due to the activities carried out on financial management, which will be better described in the appropriate section.

With regard to non-recurring extraordinary items, which amounted to Euro 800 thousand, the two most significant items are reported.

The shareholding in Assiteca Crowd S.r.l. was zeroed (Euro 252 thousand) following the decision to divest the activity started in crowdfunding, as it is considered too costly with respect to the benefits deriving from the same in a market still too immature in Italy.

In addition, Assiteca S.A. had to face about 0.5 million of extraordinary costs for the disposal of an entire business unit dedicated to the largest Spanish customer operating in the construction sector, which entered the insolvency procedure and generated a significant turnover loss for the Spanish subsidiary (around 0.7 million).

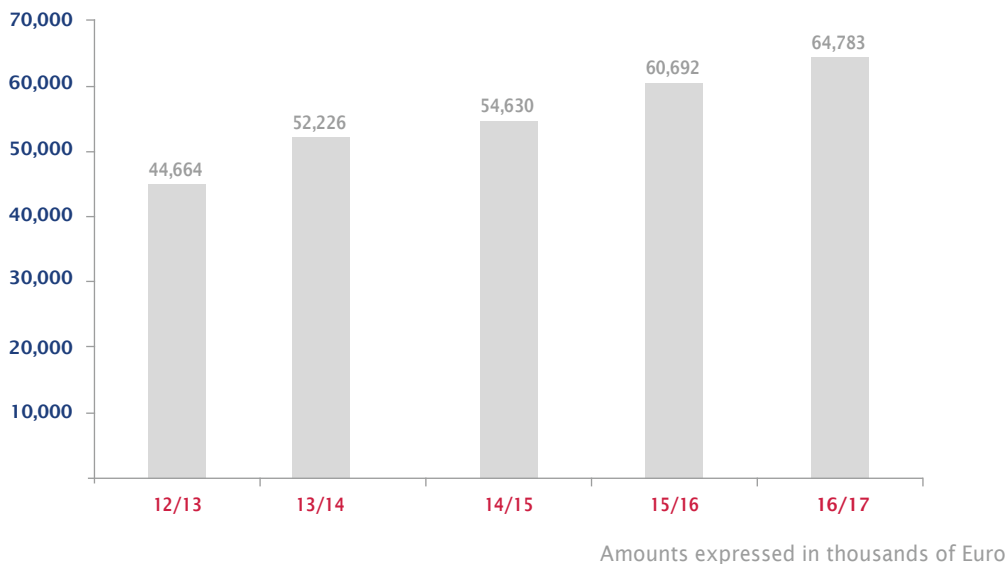
The integration with the new reality acquired in Barcelona (Grupo Muntadas) will certainly provide support for the relaunch of commercial activity in Spain.

A final note regards taxes, which in this period have a greater impact on net profit, in particular – as we shall see – on the financial statements of the Parent Company.

First of all, it is noted that Assiteca, having the financial year at the turn of the year, will not yet benefit from the reduced IRES rate (24%) and will therefore continue to have 27.5%. On the contrary, it was necessary to adjust the receivable for deferred tax assets recorded in previous years to the new rate with a negative effect on the tax allocation of approximately Euro 150 thousand.

Lastly, and even in this case, the effect is more evident on the Parent Company's financial statements; the hiring of some collaborators previously remunerated by way of commissions led to an increase in the IRAP component compared to the previous year.

The increase in revenues can be more effectively described in the graph below.



The growth of the year allows the Assiteca Group to strengthen its position as leading Italian broker in the market.

As we anticipated, revenues rose by 4.1 million, equal to around 7%. In fact, this figure is affected by the aforementioned extraordinary loss of the Spanish customer, equal to 0.7 million: if we consider this effect, actual growth amounts to approximately 4.8 million (+8%), of which 3.5 million from acquisitions (+6%) and 1.3 million from internal growth (+2%).

It is worth noting that in the last four years, consolidated revenues grew by 46% (CAGR 11.5%).

NET FINANCIAL POSITION

The following table summarises the figures at 30/06/2017.

	Net financial position		
values in Euro/000	Consolidated at 30/06/2017	Consolidated at 30/06/2016	Change
Financial liabilities due within 12 months	(18,954)	(21,998)	3,044
Short-term financial payables for acquisitions	(1,921)	(2,291)	370
Total cash and cash equivalents	7,005	5,726	1,279
Short-term net financial position	(13,870)	(18,563)	4,694
Financial liabilities due beyond 12 months	(11,011)	(1,678)	(9,333)
M/L-term financial payables for acquisitions	(1,960)	(2,099)	139
Long-term payables for the recognition of leases using the financial method	(575)	(134)	(441)
Financial assets due beyond 12 months	309		309
M/L-term net financial position	(13,237)	(3,911)	(9,327)
Total net financial position	(27,107)	(22,474)	(4,633)
debt breakdown	%	%	
short-term	51%	83%	
medium/long-term	49%	17%	

The net financial position, including payables for acquisitions, amounted to 27.1 million (Euro 22.5 million in the previous year) with a deterioration of Euro 4.6 million. This change is attributable for Euro 3.6 million to the effect deriving from the acquisition of Lertora F.lli & Courtman S.p.A. (as already highlighted in the 2016 pro forma consolidated statements) and, for the remaining portion, mainly to the extraordinary financial activities related to the growth pursued through the acquisitions finalized during the year (acquisitions of Socoupa S.A. (1.0 million), C.D.M. Insurance Brokers S.r.l., (1.5 million), Artigian Broker S.r.l. (0.2 million), dividends (1.0 million) in addition to the repayment of short-term portions of payables for acquisition).

Also worthy of note is the change in the composition of financial payables which, at 30/06/2017, consist of 51% of short-term payables (83% at 30/06/2016) and medium/long-term payables (due beyond 12 months) for the remaining 49% (17% at 30/06/2016). This was achieved by means of a financial optimization policy aimed, on the one hand, at using unsecured loans (taking advantage of attractive interest rates offered by the market) with an average maturity of 36/48 months and, on the other, at the definition of the new pool with Banca IMI.

In addition to the Euro 30 million extension of the existing revolving line, this pool envisages a specific line (Capex) dedicated to the acquisition of 15 million. Of this amount, at the end of the financial year, the utilization amounts to 7 million with a ceiling available for new transactions of 8 million.

From a cost standpoint, the new pool led to a significant reduction in the spread, which is around 2% against 3.75% of the previous pool, expired in April 2017.

As a result of the activities described above, net financial expenses decreased by Euro 135 thousand compared to the previous year.

Total indebtedness, including payables for acquisition, is equal to 1.20 times equity and 3 times EBITDA.

CONSOLIDATED CASH FLOW STATEMENT

values in Euro/000	Notes	30/06/2017	30/06/2016
Cash and cash equivalents		5,726	2,675
Opening balance of cash and cash equivalents	A	5,726	2,675
Cash flow from operating activities:			
Profit (loss) for the year		3,689	3,651
Depreciation/amortization of fixed assets		964	947
Net change in provisions related to personnel		620	644
Actuarial difference		(227)	(167)
Change in deferred tax assets		(169)	342
Reversal of financial income and expenses		904	1,039
Cash flow from operating activities before changes in net working capital		5,780	6,456
Changes in current assets and liabilities:			
(Increase) decrease in trade receivables and other receivables		444	214
Increase (decrease) in trade payables and other payables		766	(306)
(Increase) decrease in other assets		(1,755)	5,279
Increase (decrease) in tax liabilities		(252)	686
Increase (decrease) in other liabilities		(3,061)	(4,256)
Total changes in current assets and liabilities		(3,859)	1,617
(Increase) decrease in non-current tax receivables		(125)	(584)
Increase (decrease) in other non-current liabilities		1,027	461
Increase (decrease) in financial liabilities beyond 12 months		9,333	(421)
Net financial expenses		904	1,039
Cash flow generated (absorbed) by operating activities	B	11,252	6,490
Cash flow from investment activities:			
Net (investments) divestments in tangible assets		(986)	(616)
Net (investments) divestments in intangible assets		(13,027)	(7,820)
(Investments) divestments in other financial assets		1,615	(646)
Cash flow generated (absorbed) by investment activities	C	(12,398)	(9,082)
Cash flow from financing activities:			
Cash flow from financing activities		3,863	6,578
Effects of the change in the consolidation area (equity)		(418)	(4)
Dividend distribution		(1,020)	(931)
Change in payables to lending entities for finance leases			
Cash flow generated (absorbed) by financing activities	D	2,425	5,643
Cash flow generated (absorbed) in the year	E = B+C+D	1,279	3,051
Closing balance of cash and cash equivalents	A + E	7,005	5,726

INCOME STATEMENT OF ASSITECA S.P.A.

Commenting on the results of the Parent Company, below is a summary representation of the Income Statement.

RECLASSIFIED INCOME STATEMENT ASSITECA S.P.A.

values in Euro/000	FY 2017	FY 2016	Change
GROSS REVENUES	50,508	36,950	13,558
COMMISSION EXPENSE	(4,407)	(4,387)	
NET REVENUES	46,101	32,563	13,538
OPERATING COSTS	(39,244)	(27,618)	
EBITDA	6,857	4,945	1,912
<i>% of gross revenues</i>	13.6%	13.4%	
AMORTIZATION, DEPRECIATION AND PROVISIONS	(779)	(457)	
EBIT	6,078	4,488	1,590
FINANCIAL INCOME (EXPENSES)	(478)	(376)	
NON-RECURRING INCOME (EXPENSES)	(279)	(23)	
INCOME TAXES	(1,998)	(1,196)	
PROFIT (LOSS) FOR THE YEAR	3,323	2,893	430

OPERATING REVENUES AND MARGIN

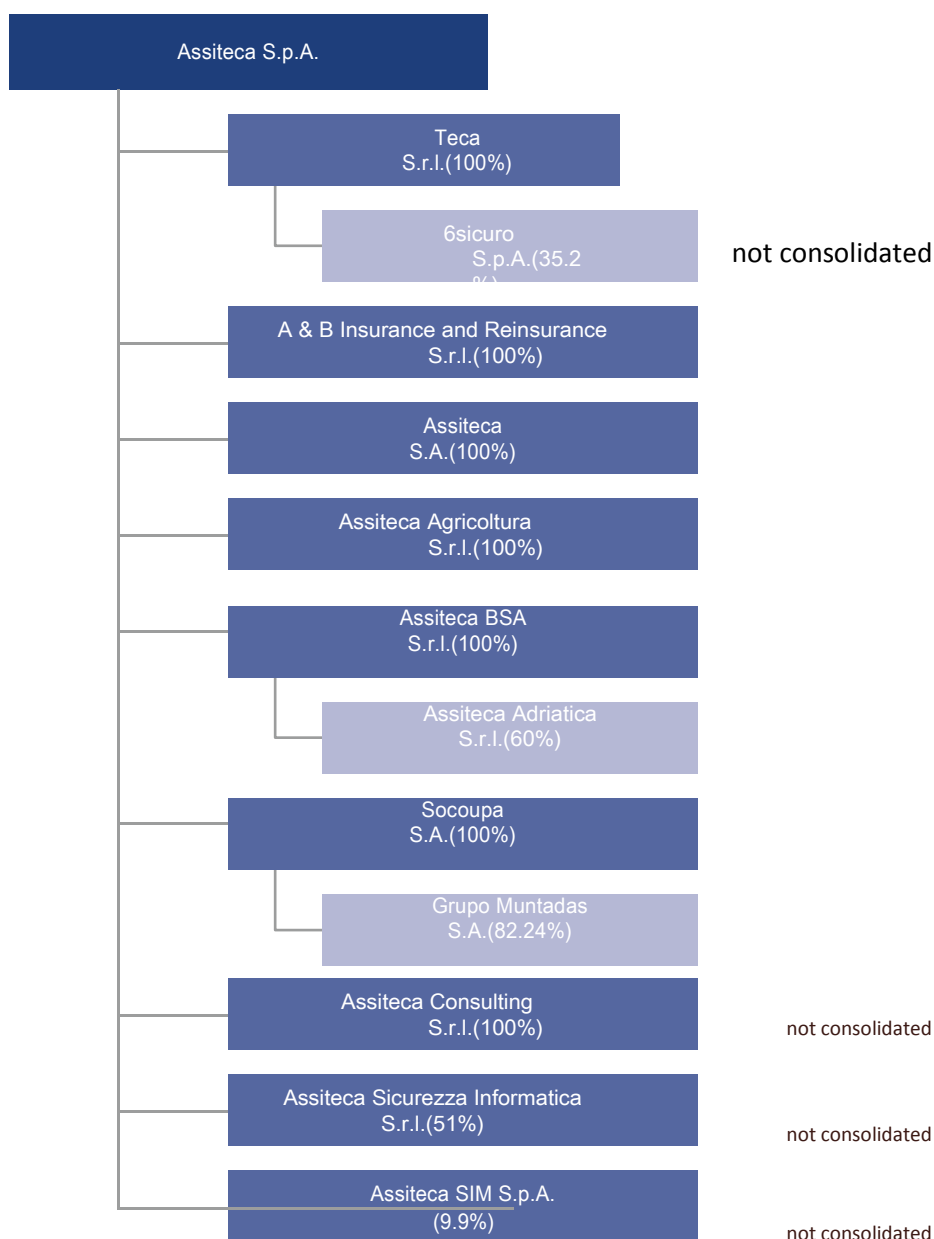
With regard to the Parent Company, we have already mentioned the 7 mergers carried out during the year that consequently make the figures for the two financial years not comparable.

The net change in revenues includes that for internal lines of approximately 1 million.

There was an increase in profitability, with EBITDA equal to 13.6% of revenues.

RELATIONS WITH SUBSIDIARIES AND ASSOCIATED COMPANIES

The Group's structure at the reporting date is shown in the table below.



Compared to the previous year, there were the following changes:

- the remaining 50% of Assiteca & Co S.r.l. was acquired;
- five mergers were realized (Assiteca S.r.l., Assiteca & Partners S.r.l., Assiteca Napoli S.p.A, Assiteca & Co S.r.l. and Assiteca B.A. S.p.A.) with accounting effect 1/7/2016;
- 100% was acquired of Lertora F.lli & Courtman S.p.A. and C.D.M. Insurance Brokers S.r.l., subsequently incorporated into Assiteca S.p.A.;
- the majority of Artigian Broker S.r.l. was acquired;
- Socoupa S.A. was acquired, which holds 82.24 of Grupo Muntadas.

The economic/financial relations with these companies, all at market conditions, are provided below:

RECEIVABLES FROM SUBSIDIARIES AND ASSOCIATED COMPANIES

Receivables from subsidiaries and associated companies at 30 June 2017 are as follows:

Amounts in Euro	Balance at 30/06/2017	Balance at 30/06/2016
Inter-company bank account	9,189,842	9,512,667
Receivables from subsidiaries	1,235,706	1,406,542
Receivables from subsidiaries for invoices to be issued	798,566	947,972
Total receivables from subsidiaries and associated	11,224,114	11,867,181

The Company has a cash pooling contract in place with the subsidiaries. The breakdown of the balance by individual company is as follows:

Amounts in Euro	Balance at 30/06/2017
Eos Global S.A.	2,716,869
Soucopa S.A.	486,651
Assiteca Sicurezza Informatica S.r.l.	13,738
A & B S.r.l.	1,195,624
Assiteca Agricoltura S.r.l.	342,783
Teca S.r.l.	4,434,176
Total cash pooling account	9,189,842

The breakdown of receivables from subsidiaries, including the amount of invoices to be issued, is summarized in the table below:

Amounts in Euro	Balance at 30/06/2017
Assiteca Agricoltura S.r.l.	1,200,000
Assiteca BSA S.r.l.	198,738
Teca S.r.l.	435,542
A&B S.r.l.	199,992
Total receivables from subsidiaries	2,034,272

PAYABLES TO SUBSIDIARIES AND ASSOCIATED COMPANIES

Payables to subsidiaries and associated companies at 30 June 2017 are as follows:

Amounts in Euro	Balance at 30/06/2017	Balance at 30/06/2016
Inter-company bank account	3,341,189	4,465,642
Payables to subsidiaries	2,041,818	4,236,440
Payables to associated companies	-	16,772
Total payables to subsidiaries and associated companies	5,383,008	8,718,855

The Company has a cash pooling contract in place with the subsidiaries. The breakdown of the payables balance by individual company is as follows:

Amounts in Euro	Balance at 30/06/2017
Assiteca BSA S.r.l.	2,775,985
Assiteca Adriatica S.r.l.	565,204
Total cash pooling account	3,341,189

The breakdown of payables to subsidiaries is summarized in the table below:

Amounts in Euro	Balance at 30/06/2017
Teca S.r.l.	2,041,818
Total payables to subsidiaries	2,041,818

TRANSACTIONS WITH RELATED PARTIES

This section describes the relationships between the companies of the Assiteca Group, as defined by IAS 24 and Consob regulation no. 17221/2010 and subsequent amendments and additions, in the financial years ended 30 June 2017 and 30 June 2016, highlighting their impact on economic and equity values. All transactions with related parties, as well as financial transactions (as shown above) refer to commercial transactions and are regulated by normal market conditions. The following table shows the breakdown by type of cost/revenue relating to transactions between Assiteca S.p.A. and related parties in the year ended 30 June 2017.

Amounts in Euro	Artigian Broker S.r.l.	A&B S.r.l.	Assiteca Adriatica S.r.l.	Assiteca S.A.	Assiteca BSA S.r.l.	Assiteca Sicurezza Informa tica S.r.l.	Teca S.r.l.	Assiteca Agricoltura S.r.l.	Socoupa S.A.
EuroCosts for Assiteca S.p.A.									
Commissions payable	422	151,022	95,804		106,241			600,000	
Consultancy		53,713					1,992,889		
Telephony									
Rent									
Interest expenses									
Revenues for Assiteca S.p.A.									
Commission income	269,195	328,803			805,692			621,295	
Interest income		29,336		70,192	193	143		24,556	11,483
Dividends					213,000				

The following table shows the breakdown by type of cost/revenue relating to transactions between Assiteca S.p.A. and related parties in the year ended 30 June 2016.

Amounts in Euro	Assiteca & Partners S.r.l.	A&B S.r.l.	Assiteca Adriatica S.r.l.	Assiteca B.A. S.p.A.	Assiteca BSA S.r.l.	Assiteca Napoli S.p.A.	Teca S.r.l.	Assiteca Agricola S.r.l.	Assiteca & CO S.r.l.	Assiteca S.r.l.
Costs for Assiteca S.p.A.										
Commissions payable	250,334	325,000	100,273	338,901	315,401	201,173		3,231	65,884	10,260
Consultancy						21,228	4,451,792			
Telephony										
Rent										
Interest expenses	13		98	64	972	58				250
Revenues for Assiteca S.p.A.										
Commission income	140,000		520,644		758,566	12,911		402,040	270,000	
Interest income	22,628	55,203	64	39,560	522	9,145		47,057		
Dividends	20,000				139,000			39,000		

Commitments and contingent liabilities

There are no commitments and liabilities deriving from obligations underway and for which the use of resources to fulfil the obligation is probable, which have not already been recognized in the financial statements at 30 June 2017.

Atypical and/or unusual and non-recurring significant transactions

There were no positions or transactions deriving from atypical and/or unusual transactions, as defined by Consob Resolution no. 15519 of 27/7/2006 and by Consob Communication DEM 6064293 of 28/07/2006.

Non-recurring transactions in 2016/2017 include the following:

- the transaction for the acquisition of Assiteca & Co. S.r.l., which resulted in an increase in the share capital of Euro 291,375 and the share premium for Euro 3,593,625 due to the portion of the capital increase reserved for minorities.

Capital management

The primary objective of Assiteca S.p.A., Holding of the Assiteca Group, is to ensure the best possible balance between the structure of assets and of liabilities and shareholders' equity (solvency ratio) at both corporate level and of the Group as a whole. On this basis, the Company seeks, even in a complex financial market context, to identify the sources required to support the Group's business growth plans in the medium term. These sources must be obtained at the best market conditions, in terms of cost and duration, in order to maintain the financial structure at an adequate level of solidity.

Assiteca S.p.A. manages its capital structure and adjusts it based on changes in economic conditions and objectives of its strategic plans.

Notes pursuant to IFRS 7

The rules contained in IFRS 7 must be applied by all entities for all financial instruments. Paragraph IN4 of the introduction specifies that IFRS 7 applies to all companies with a few financial instruments; however, the scope of the information required depends on the extent to which the company uses the financial instruments and is exposed to risk.

The Company is a commercial company whose only financial instruments are receivables from customers and payables to suppliers.

The Company has no outstanding commitments, guarantees and risks at year-end.

In the exercise of its business, the Company is exposed to various financial risks, including, in particular, market risk in its main components and currency risk relating to currency trading.

Financial risk management is carried out by the Administrative Department that assesses all the main financial transactions and implements the related coverage policies.

The Company has stipulated appropriate insurance policies for coverage regarding the risk of ownership loss, product risk and the risk of potential liabilities arising from interruptions in business following exceptional events. Said coverage is reviewed annually.

Below is some information aimed at providing indications as to the extent of the Company's risk to integrate the information already provided in the Report on Operations:

- a. Credit risk management: the risk relating to brokerage is only related to insurance premiums for which the Company declares coverage to companies, without having collected the premium from the policyholder yet.
- b. Liquidity risk management: the Company's need financing and cash flow requirements are coordinated in order to ensure the effective and efficient management of financial resources as part of centralized treasury management at Group level. Cash outflows from current operations are substantially financed by inflows from ordinary operations. Liquidity risk could arise only in the event of investment decisions exceeding available cash, not preceded by sufficient funding that can be readily used.
- c. Risk related to fluctuations in interest rates: closely linked to liquidity risk is also the risk arising from fluctuations in interest rates over time. The Company manages to minimize the related expense, diversifying its sources of finance also in consideration of the rates applied and fluctuations over time. The medium/long-term loans in place are at floating rate. Short-term lines are at floating rate, with values that fluctuate in the various forms of financing and an average cost of approximately 3% in 2016/2017.
An upward fluctuation in the reference interest rates of the market, which in the current international macro-economic context is not probable, with the current structure of the sources of funding of the Company, could however have a negative effect on its economic performance.
- d. Risk related to fluctuations in exchange rates: the Company has some collections of premiums in dollars, with the resulting exposure to currency risk. If the risk is assessed as significant, specific contracts are entered into for the term purchase of foreign currency in order to hedge against the risk of fluctuation in exchange rates.

Exposure to external and operational risks

In performing its activities, the Company incurs risks arising from external factors related to the macroeconomic context or to the sector in which it operates, as well as risks related to the operational management of activities.

Risks deriving from the macroeconomic recession

The unfavourable macro-economic situation reduces the propensity to consumption of customers, with consequent risk of reduction in revenue due to the reduction in volumes sold, as well as the decrease in the commission provided in relation to the decrease in premiums for all policies with variable premium (a typical

example is the professional liability insurance policy). This risk is mitigated by customer loyalty actions and measures to streamline production processes in terms of costs and quality of the product and service.

Risk of management of relations with Authorities

Insurance brokerage activities are subject to administrative and legal regulatory constraints, in particular with reference to regulations on the protection of personal data and IVASS regulations.

The Company is exposed to the risk of non-compliance with the rules contained in the Code for the protection of personal data in respect of its customers that may result in sanctions imposed by Authority responsible (Privacy) and to the risk of non-compliance in the application of the information required by the IVASS Regulation. In response to this risk, the Company has developed internal procedures to guarantee that the processing of the data of its end customers, both manually and electronically, is always in compliance with the regulations in force.

OTHER INFORMATION

Safety regulations

It is confirmed that the Company has put in place all formalities that are necessary to protect the workplace, in accordance with the relevant legislation (Legislative Decree 81/2008, formerly law 626/94).

Privacy regulations

According to Annex B, point 26 of Legislative Decree 196/2003 laying down the Code regarding protection of personal data, the directors acknowledge that the Company has complied with the measures relating to the protection of personal data, in light of the provisions introduced by Legislative Decree 196/2003 in accordance with the terms and conditions specified therein.

Organizational Model pursuant to Legislative Decree 231/2001

It is noted that the Company adopted the organizational model pursuant to Legislative Decree 231/2001, the Code of Ethics and appointed the Supervisory Body.

The following table, prepared pursuant to article 149-duodecies of the Consob Issuers' Regulation, shows the contractual fees for the year closed 30 June 2017 for services rendered by the independent auditors Baker Tilly Revisa S.p.A., of the Board of Statutory Auditors and the fees paid to the Directors (including VAT, as they represent a cost for the Company).

Amounts in Euro	2017
Directors and Auditors' fees	2,546,558
Independent auditors' fees	73,547
	141,005
Total	2,761,110

SIGNIFICANT EVENTS AFTER YEAR-END

Some potential acquisitions are currently being evaluated for a total of over Euro 20 million, which aim to sustain the growth rates highlighted in the past, with the objective of consolidating and expanding our geographical presence and extending activities to new market sectors.

Business Outlook

For the current year, it is planned to confirm the maintenance of growth rates by internal lines which, accompanied by cost reduction activities due to corporate mergers, will allow growth in EBITDA.

Proposed resolution of the result for the year of Assiteca S.p.A. at 30 June 2017

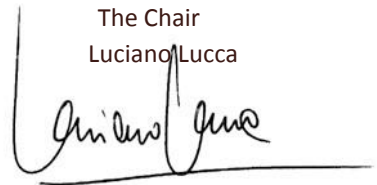
Shareholders,

In conclusion of our Report, we hope you will consent to the layout and criteria adopted to prepare the Financial Statements at 30 June 2017 and propose that you:

1. approve the Annual Financial Statements of Assiteca S.p.A. at 30 June 2017, which closed with a net profit of Euro 3,323,010
2. allocate Euro 166,150 to the legal reserve
3. allocate Euro 1,633,668 for dividend distribution, equal to Euro 0.05 per share
4. carry forward the remaining amount of Euro 1,523,192.

For the Board of Directors

The Chair
Luciano Lucca





ASSITECA

CONSULTATIVE BROKER



ASSITECA

CONSULTATIVE BROKER

ASSITECA S.p.A.

**ANNUAL FINANCIAL
STATEMENTS AT 30 JUNE 2017**

**Prepared according to IAS/IFRS international accounting
standards**

STATEMENT OF FINANCIAL POSITION

amounts in Euro	Notes	30/06/2017	30/06/2016
ASSETS			
Intangible assets	1	31,516,284	15,066,791
Tangible assets	2	1,011,525	280,636
Financial assets	3	9,715,633	18,191,550
Tax receivables	4	637,163	505,874
Deferred tax assets	5	409,696	322,487
Total non-current assets		43,290,302	34,367,338
Receivables from customers and other commercial assets	6	6,834,612	4,186,445
Receivables from subsidiaries and associated companies	7	11,224,114	11,867,181
Tax receivables	8	86,800	377,602
Receivables from others	9	27,477,323	19,241,720
Cash and cash equivalents	10	5,107,962	1,520,965
Total current assets		50,730,811	37,193,914
Total assets		94,021,113	71,561,252
SHAREHOLDERS' EQUITY AND LIABILITIES			
Share capital		5,832,194	5,540,819
Other reserves		14,261,400	9,004,643
Profit for the year		3,323,009	2,892,634
Total shareholders' equity	11	23,416,603	17,438,096
Liabilities for pension and employee severance indemnity	12	9,120,407	5,783,020
Miscellaneous payables and other liabilities	13	2,279,398	1,499,735
Financial liabilities due beyond 12 months	14	11,010,825	1,677,991
Total non-current liabilities		22,410,630	8,960,746
Financial liabilities due within 12 months	15	19,033,474	20,793,699
Trade payables	16	2,297,198	1,010,104
Payables to subsidiaries and associated companies	17	5,383,008	8,718,855
Tax and social security payables	18	2,291,427	1,553,303
Other liabilities	19	19,188,773	13,086,451
Total current liabilities		48,193,879	45,162,411
Total shareholders' equity and liabilities		94,021,113	71,561,252

COMPREHENSIVE INCOME STATEMENT

amounts in Euro	Notes	30/06/2017	30/06/2016
Revenues	20	50,197,269	36,769,900
Other income	21	310,837	179,721
Total operating revenues		50,508,106	36,949,619
Costs for services	22	17,543,147	15,222,343
Costs for rents and leases	23	3,028,074	1,610,413
Personnel costs	24	20,788,789	13,590,682
Other operating costs	25	2,291,487	1,581,608
Depreciation, amortization and write-downs	26	778,510	457,413
Total operating costs		44,430,006	32,462,459
Operating result		6,078,100	4,487,160
Financial income (expenses)	27	(478,242)	(376,443)
Non-recurring income (expenses)		(278,624)	(22,547)
Pre-tax result		5,321,234	4,088,170
Income taxes	28	1,998,224	1,195,537
Net result from operating assets		3,323,009	2,892,634
Profit (loss) for the year		3,323,009	2,892,634



ASSITECA GROUP

**CONSOLIDATED FINANCIAL
STATEMENTS AT 30 JUNE
2017**

Prepared according to IAS/IFRS international accounting standards

STATEMENT OF FINANCIAL POSITION

values in Euro/000	NoteS	30/06/2017	30/06/2016
ASSETS			
Intangible assets	1	39,194	26,596
Tangible assets	2	1,957	1,505
Financial assets	3	2,555	4,170
Tax receivables	4	637	512
Deferred tax assets	5	1,145	976
Total non-current assets		45,488	33,759
Receivables from customers and other commercial assets	6	7,383	6,486
Tax receivables	7	611	1,951
Receivables from others	8	36,583	35,153
Cash and cash equivalents	9	7,005	5,726
Total current assets		51,582	49,316
Total assets		97,070	83,075
SHAREHOLDERS' EQUITY AND LIABILITIES			
Share capital		5,832	5,541
Other reserves		12,669	6,725
Profit for the year		3,580	3,301
Total Group shareholders' equity		22,081	15,567
Capital and reserves of minority interests		124	834
Net result for the period pertaining to minority interests		109	350
Total shareholders' equity of minority interests		233	1,184
Total shareholders' equity	10	22,314	16,751
Liabilities for pension and employee severance indemnity	11	10,344	9,724
Miscellaneous payables and other liabilities	12	2,621	1,594
Financial liabilities due beyond 12 months	13	11,011	1,678
Total non-current liabilities		23,976	12,996
Financial liabilities due within 12 months	14	18,954	21,998
Trade payables	15	2,479	1,916
Payables to associated companies	16		17
Tax and social security payables	17	2,983	3,235
Other liabilities	18	26,365	26,162
Total current liabilities		50,781	53,328
Total shareholders' equity and liabilities		97,070	83,075

Statement of financial position

COMPREHENSIVE INCOME STATEMENT

values in Euro/000	Notes	30/06/2017	30/06/2016
Revenues	19	64,037	59,760
Other income	20	746	932
Total operating revenues		64,783	60,692
Costs for services	21	22,658	22,106
Costs for rents and leases	22	3,947	3,568
Personnel costs	23	26,437	24,044
Other operating costs	24	2,776	2,300
Depreciation, amortization and write-downs	25	1,180	1,253
Total operating costs		56,998	53,271
Operating result		7,785	7,421
Financial income (expenses)	26	(904)	(1,039)
Non-recurring income (expenses)		(811)	(480)
Pre-tax result		6,070	5,902
Income taxes	27	2,382	2,251
Net result from operating assets		3,689	3,651
Profit (loss) for the year pertaining to minority interests		109	350
Profit (loss) for the year		3,580	3,301

STATEMENT OF OTHER ITEMS OF THE COMPREHENSIVE INCOME STATEMENT (AS REQUIRED BY IAS 1)

values in Euro/000	30/06/2017	30/06/2016
Profit (loss) for the year	3,580	3,301
Other items of the Comprehensive Income Statement		
Actuarial gains (losses) on defined-benefit plans	32	(683)
Total other items of the Comprehensive Income Statement	3,612	2,618
Income taxes related to other items of the Comprehensive Income Statement	8	(164)
Total other items of the Comprehensive Income Statement net of taxes	3,604	2,782
Total other items of the Comprehensive Income Statement attributable to minority interests	(2)	16
Total comprehensive profit for the year	3,602	2,798

CASH FLOW STATEMENT

values in Euro/000		30/06/2017	30/06/2016
Cash and cash equivalents		5,726	2,675
Opening balance of cash and cash equivalents	A	5,726	2,675
Cash flow from operating activities:			
Profit (loss) for the year		3,689	3,651
Depreciation/amortization of fixed assets		964	947
Net change in provisions related to personnel		620	644
Actuarial difference		(32)	(167)
Change in deferred tax assets		(169)	342
Reversal of financial income and expenses		904	1,039
Cash flow from operating activities before changes in net working capital		5,975	6,456
Changes in current assets and liabilities:			
(Increase) decrease in trade receivables and other receivables		444	214
Increase (decrease) in trade payables and other payables		766	(306)
(Increase) decrease in other assets		(1,430)	5,279
Increase (decrease) in tax liabilities		(252)	686
Increase (decrease) in other liabilities		(3,061)	(4,256)
Total changes in current assets and liabilities		(3,534)	1,617
(Increase) decrease in non-current tax receivables		(125)	(584)
Increase (decrease) in other non-current liabilities		1,027	461
Increase (decrease) in financial liabilities beyond 12 months		9,333	(421)
Net financial expenses		904	1,039
Cash flow generated (absorbed) by operating activities	B	11,772	6,490
Cash flow from investment activities:			
Net (investments) divestments in tangible assets		(986)	(616)
Net (investments) divestments in intangible assets		(13,027)	(7,820)
(Investments) divestments in other financial assets		1,615	(646)
Cash flow generated (absorbed) by investment activities	C	(12,398)	(9,082)
Cash flow from financing activities		3,863	6,578
Effects of the change in the consolidation area (equity)		(938)	(4)
Dividend distribution		(1,020)	(931)
Change in payables to lending entities for finance leases			
Cash flow generated (absorbed) by financing activities	D	1,905	5,643
Cash flow generated (absorbed) in the year	E = B+C+D	1,279	3,051
Closing balance of cash and cash equivalents	A + E	7,005	5,726

The Chair of the Board of Directors

Luciano Lucca





ASSITECA GROUP

**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS AT 30 June
2017**

Prepared according to IAS/IFRS international accounting standards

GENERAL INFORMATION

The Group was established in 1982 following the initiative of some professionals in the insurance sector and is now considered one of the leading insurance brokerages in Italy. Since the establishment of the first company, a growth program has been developed based on regional penetration, realized through the acquisition or creation of local companies which led the Group to be present in 20 cities throughout Italy, located in the major national production and entrepreneurial centres.

This presence allows providing customers with ongoing consultancy and assistance, supported by a complete range of personalized services characterized by technical and commercial professionalism.

For some years now, the Group has also been present in Spain with offices in Madrid and Barcelona through the subsidiary Assiteca Broker Internacional de Seguros S.A.

In Europe and in the world, as member of EOS RISQ and Lockton Global, it can guarantee presence in more than one hundred countries and can offer a personalized service according to its customers' requests, ensuring timeliness and efficiency in dealing with the new challenges of a global market. The Assiteca Group, under the full control of management, has become the only major Company in time that is independent from banking and industrial groups within the context of leading insurance brokerage firms.

The Group boasts equity of over Euro 23 million and turnover at 30 June 2017 of about Euro 64 million.

In July 2015, the operating parent company Assiteca S.p.A. was listed on AIM Italia, the market that the Stock Exchange dedicates to small and medium Italian companies.

DECLARATION OF CONFORMITY

The Assiteca Group has prepared the Financial Statements at 30 June 2017 in accordance with international accounting standards IAS/IFRS and the related interpretations of the International Financial Reporting Interpretations Committee (IFRIC) and the Standing Interpretations Committee (SIC) issued by the International Accounting Standards Board (IASB) and approved by the European Community, as well as with the provisions issued in implementation of article 9 of Legislative Decree 38/2005.

STRUCTURE OF THE FINANCIAL STATEMENTS

These Consolidated Financial Statements of the Assiteca Group at 30 June 2017 for the year 01 July 2016 – 30 June 2017, consisting of the Consolidated Balance Sheet, the Consolidated Separate Income Statement, the Consolidated Cash Flow Statement and the Notes (hereinafter the “Consolidated Financial Statements”) were approved by the Board of Directors of Assiteca S.p.A. on 29 September 2017.

The Financial Statements are compliant with the provisions of IAS 1 – Presentation of Financial Statements (revised).

The Balance Sheet structure includes the classification under “current assets” and “non-current assets”, while with reference to the Income Statement, the classification by nature was maintained, the format that is considered more representative than the so-called presentation by allocation (also referred to as “cost of goods sold”). The Cash Flow Statement was prepared using the indirect method.

In accordance with Consob resolution no. 15519 of 27 July 2006, the effects of transactions with related party on the Balance Sheet assets and liabilities and on the Income Statement are shown in the Financial Statements. Transactions with related parties are identified according to the extended definition under IAS 24, including relations with the administrative and control bodies and managers with strategic responsibilities. The Consolidated Financial Statements are prepared in thousands of Euro. All amounts included in the tables in the Notes provided below, unless otherwise specified, are in thousands of Euro.

PREPARATION CRITERIA AND ACCOUNTING STANDARDS

The Consolidated Financial Statements for the period 1 July 2016 – 30 June 2017 have been prepared in accordance with the IFRSs adopted by the European Union and include the Financial Statements of Assiteca S.p.A. and the Italian and foreign companies over which the Company has the right to exercise control, directly or indirectly, determining the financial and management decisions and obtaining the related benefits. For consolidation whereby the consolidated companies do not already prepare the Financial Statements in accordance with IFRS, use was made of the Financial Statements (for the Italian subsidiaries) and accounts (for the foreign subsidiary) prepared in accordance with the valuation criteria established by local regulations, adjusted to align them to IFRS.

The Consolidated Financial Statements at 30 June 2017 have been prepared on a going concern basis.

The financial figures, changes in equity and cash flows for the year ending 30 June 2017 are presented in comparative form with those for the period 1 July 2015 – 30 June 2016. The Balance Sheet figures at 30 June 2017 are presented in comparative form with those at 30 June 2016.

Subsidiaries are consolidated on a line-by-line basis from the date on which control is actually transferred to the Group and cease to be consolidated from the date on which control is transferred.

The following subsidiaries are included in the consolidation area at 30 June 2017:

Company	% pertaining to the Group	Share capital	Registered Office
Teca S.r.l.	100.0%	25	Milan
A & B Insurance and Reinsurance S.r.l.	100.0%	104	Milan
Assiteca S.A.	100.0%	301	Madrid
Assiteca Agricoltura S.r.l.	100.0%	30	Verona
Assiteca BSA S.r.l.	100.0%	49	Modena
Assiteca Adriatica S.r.l.	60.0%	50	Ancona
Socoupa S.A.	100.0%	88	Neuchatel
Artigian Broker S.r.l.	60.0%	100	Rome
Grupo Muntadas S.A.	82.2%	599	Barcelona

values in Euro/000

The consolidation area at 30 June 2017 changed as follows with respect to the closing of the annual Financial Statements at 30 June 2016:

- merger of the companies Assiteca & Co S.r.l., Assiteca S.r.l., Assiteca B.A. S.p.A., Assiteca Napoli S.p.A., Assiteca& Partners S.r.l., Lertora & Curtman S.p.A., C.D.M. S.r.l.
- acquisition of control through the company Socoupa S.A. of Grupo Muntadas S.A.
- acquisition of control of the company Artigian Broker S.r.l.

ASSOCIATED COMPANIES

Associated companies are those in which the Group has at least 20% of voting rights or exercises significant influence, but not control, over financial and operative policies.

The following are the associated companies:

values in Euro/000	Carrying value	Direct shareholding	Indirect shareholding	Company that owns the shareholding
6Sicuro S.p.A.	1,445		35.20%	Teca S.r.l.
Artigian Broker S.r.l.	341	9.9%		
Riconcilia ADR S.r.l. in liquidation	54	40%		
Total associated companies	1,840			

PRINCIPLES OF CONSOLIDATION

In preparing the Consolidated Financial Statements, the assets, liabilities, costs and revenues of the consolidated companies are included on a line-by-line basis, with the portion of equity and result for the period attributable to minority interests being stated separately in the Balance Sheet and Income Statement.

The book value of the shareholding in each of the subsidiaries is eliminated against the corresponding portion of equity of each subsidiary, including any adjustments to the fair value, at the date of acquisition, of the related assets and liabilities; any residual difference is allocated to goodwill.

All intra-group balances and transactions, including any unrealized profits arising from transactions between Group companies, are eliminated. Gains and losses realized with associated companies are eliminated for the portion pertaining to the Group. Intra-group losses are eliminated, unless they represent impairments.

TRANSLATION OF FINANCIAL STATEMENTS IN CURRENCIES OTHER THAN THE EURO

The Consolidated Financial Statements are presented in thousands of Euro, which is also the functional currency in which all the Group companies operate.

ACCOUNTING STANDARDS AND REFERENCE VALUATION

INTANGIBLE ASSETS

Intangible assets consist of non-monetary items, identifiable and without physical amount, controllable and able to generate future economic benefits. These items are stated at purchase and/or production cost, inclusive of directly attributable expenses to prepare the asset for use, net of accumulated amortization and any impairment. The purchase cost is represented by the fair value of the price paid to purchase the asset and any direct costs incurred to prepare the asset for use. The purchase cost is the equivalent cash price upon recognition; therefore, if the payment of the price is deferred beyond the normal extension terms of the receivable, the difference with respect to the equivalent cash price is recognized as interest over the extension period. For intangible assets generated internally, the process of formation of the asset is divided into the two phases of research (not capitalized) and the subsequent phase of development (capitalized). If the two phases cannot be divided, the entire project is considered research. Financial expenses incurred for the acquisition are never capitalized.

Intangible assets acquired through business combinations are recognized at fair value at the acquisition date.

Amortization begins when the asset is available for use and is divided systematically according to its residual possibility of use and that is, on the basis of the estimated useful life.

The book value of intangible assets is maintained in the Financial Statements to the extent to which there is evidence that the value can be recovered through use or disposal. If there are signs that imply difficult recovery of the net book value, the impairment test procedure is carried out.

Costs of software licences are capitalized considering the costs incurred for the purchase and to prepare the software for use. These costs are amortized on a straight-line basis over the useful life of the software (5 years).

TANGIBLE ASSETS

Tangible assets are stated at purchase or production cost, including directly attributable ancillary expenses, net of depreciation and accumulated impairment losses. The purchase cost is represented by the fair value of the price paid to purchase the asset and any other direct costs incurred to prepare the asset for use. The purchase cost is the equivalent cash price upon recognition; therefore, if the payment of the price is deferred beyond the normal extension terms of the receivable, the difference with respect to the equivalent cash price is recognized as interest over the extension period. Financial expenses incurred for the acquisition are never capitalized. The capitalization of costs to expand, modernize or improve the structural elements owned or used by third parties is only to the extent that they meet the requirements to be classified separately as asset or as part of an asset. Ordinary maintenance costs are recognized in the Income Statement. After initial recognition, tangible assets are recognized at cost, less accumulated depreciation and any impairment losses. The depreciable amount of each significant item of a tangible asset, with different useful life, is allocated on a straight-line basis over the expected period of use.

Depreciation is recognized starting from the moment in which the asset is available for use, or is potentially capable of providing the economic benefits associated with it. Depreciation is calculated on a straight-line basis at the rates considered to reflect the useful life of the

tangible asset. The depreciation criteria used, the useful lives and residual values are reviewed and restated at least at the end of each accounting period to take into account any significant changes.

The book value of tangible assets is maintained in the Financial Statements to the extent to which there is evidence that the value can be recovered through use. If there are signs that imply difficult recovery of the net book value, the impairment test is carried out.

The following depreciation rates were applied:

– furniture and fittings	12%
– office equipment	18%
– electronic processors	20%
– telephone systems	15%
– vehicles	25%

For assets acquired during the year, the above coefficients were calculated at 50%.

LEASED ASSETS

Financial lease contracts that essentially transfer to the Group all the risks and rewards of ownership of the leased asset are capitalized on the lease start date at the fair value of the leased asset or, if lower, at the current value of the lease payments. The lease payments are divided pro rata between principal and interest so as to obtain the application of a constant interest rate on the residual balance. Financial expenses are directly recognized in the Income Statement.

Leased assets capitalized are amortized over the shorter of the asset's estimated useful life and the duration of the lease contract, if there is no reasonable certainty that the Group will obtain ownership of the asset at the end of the contract.

Operating lease payments are recognized as costs in the Income Statement on a straight-line basis allocated over the term of the contract.

SHAREHOLDINGS

Shareholdings in associated companies and other companies are recognized at cost, adjusted in the presence of impairment losses, determined on the basis of a specific impairment test.

IMPAIRMENT OF ASSETS

An impairment loss arises whenever the book value of an asset is higher than its recoverable amount. At each reporting date, the presence is ascertained of indicators that imply the existence of impairment losses. In the presence of said indicators, the recoverable value of the asset is estimated (impairment test) and the eventual impairment is recognized. For assets not yet available for use, the assets recognized during the year, intangible assets with indefinite useful life and goodwill, the impairment test is carried out at least on an annual basis, regardless of the presence of said indicators. The recoverable value of an asset is the higher of its fair value less costs to sell and its value in use. The recoverable value is calculated with reference to each asset, unless it is capable of generating cash inflows deriving from the continuous use largely independent of the cash inflows generated by other assets or groups of assets; in this case, the test is performed at the level of the smallest independent Cash-Generating Unit that includes the asset concerned (CGU).

The fair value corresponds to the market price (net of costs to sell), provided the asset is sold in an active market. A market can be considered as active based on the frequency of transactions and volumes generated therefrom.

In calculating the value in use, the future cash flows for a period not exceeding five years are estimated on the basis of prudential assumptions based on historical experience and making precautionary predictions of future trends in the sector of reference and are discounted to their present value using a pre-tax rate that reflects current market assessments of the value of money and specific risks of the asset; the terminal value is determined based on perpetual return.

If the recoverable amount of an asset (or of a cash-generating unit) is estimated to be lower than the relative book value, it is reduced to the lower recoverable value. An impairment loss is recognized immediately in the Income Statement.

When it is no longer necessary to maintain an impairment, the carrying value of the asset (or cash-generating unit), with the exception of goodwill, is increased to the new value deriving from the estimate of its recoverable value, but not exceeding the net book value that the asset would have had if it had not been written down for impairment. The reversal is immediately recognized in the Income Statement as income; after a reversal is recognized, the depreciation or amortization charge for the asset is adjusted in future periods to allocate the asset's revised book value, less its residual value, if any, on a systematic basis over its remaining useful life.

In no case may the value of goodwill previously written down be restored to the original value.

FINANCIAL ASSETS

Financial assets are classified in the following categories:

- financial assets measured at fair value with a balancing item in the Income Statement;
- financial assets held to maturity;
- loans and other financial receivables;
- financial assets available for sale.

The Group determines the classification of financial assets at the time of acquisition. They are classified as:

- financial assets at fair value with balancing item in the Income Statement, financial assets acquired principally for the purpose of generating a profit from short-term fluctuations in price (period not exceeding 3 months) or designated as such from the origin;
- financial assets held to maturity, investments in financial assets with fixed maturity with fixed or determinable payments that the Group plans and can hold to maturity;
- loans and other financial receivables, financial assets with fixed or determinable payments, not listed in an active market and other than those classified from the origin as financial assets at fair value with balancing item in the Income Statement or financial assets available for sale;
- financial assets available for sale, financial assets other than those referred to in the previous sectors or those designated as such from the origin.

Purchases and sales of financial assets are accounted for at the settlement date. The initial recognition is made at the fair value of the acquisition date, taking account of transaction costs.

After initial recognition, financial assets at fair value with balancing item in the Income Statement and financial assets available for sale are measured at fair value; financial assets held to maturity and loans and other financial receivables are measured at amortized cost. Realized and unrealized gains and losses arising from changes in the fair value of financial assets at fair value with balancing item in the income statement are recognized in the income statement in the year in which they arise. Unrealized gains and losses arising from changes in the fair value of assets classified as assets available for sale are recognized in equity. The fair values of financial assets are determined based on listed offer prices, or by using financial models. The fair values of unlisted financial assets are estimated using specific measurement techniques adapted to the specific situation of the issuer. Financial assets whose fair value cannot be determined in a reliable manner, are measured at cost, adjusted for impairment losses.

TRADE RECEIVABLES AND OTHER CURRENT ASSETS

Trade receivables and other current assets are recognized at fair value identified by the nominal value and subsequently reduced for any impairment through the establishment of a specific provision for bad debts, adjusted of the value of assets.

Receivables with maturities of more than one year that are either non-interest-bearing or have interest rates below market rates are discounted using market rates. At each reporting date, it is verified whether there are any impairment indicators. The impairment loss previously recognized is reversed if the reasons that led to the recognition no longer apply.

DEFERRED TAX ASSETS AND LIABILITIES

Income taxes for the year are determined as the sum of current and deferred taxes.

Income taxes are based on the taxable result for the year. Taxable income differs from the result reported in the Income Statement because it excludes positive and negative items that will be taxable or deductible in other years and also excludes items that will never be taxable or deductible. Current tax liabilities are calculated using the rates applicable or actually applicable at the reporting date. Deferred tax assets are calculated on temporary differences between the book value of assets and liabilities in the Financial Statements and the corresponding tax value. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets, including assets relating to the tax losses carried forward are recognized to the extent that it is probable that there will be future taxable income, thanks to which they can be recovered.

The book value of deferred tax assets is revised at each reporting date and reduced when it is no longer probable that future taxable amounts will be achieved to guarantee the full or partial recovery of such assets.

Deferred taxes are calculated at the tax rate that is expected to be effective when the asset is realized or the liability settled. Deferred taxes are booked directly to the Income Statement, with the exception of those related to items reported directly under shareholders' equity, in which case the relative deferred taxes are also recognized under shareholders' equity.

Deferred tax assets and liabilities are offset when there is a legal right to offset current tax assets and liabilities.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents are represented by cash on hand, short-term investments with high liquidity, readily convertible to known amounts of cash and subject to an insignificant risk of change in value.

For the purposes of the Cash Flow Statement, cash and cash equivalents include cash on hand, demand and term deposits with banks, other short-term financial assets with high liquidity, with original maturity on average not above 3 months, and bank overdrafts. For the purposes of preparation of the Balance Sheet, the latter are included in financial payables under current liabilities.

FINANCIAL LIABILITIES

Financial liabilities consist of financial payables. Financial liabilities are initially recorded at fair value plus transaction costs, and are subsequently measured at amortized cost and therefore at the initial value, net of principal repayments made, adjusted (up or down) on the basis of amortization (using the effective interest method) of any difference between the initial amount and the maturity amount.

EMPLOYEE BENEFITS

Guaranteed employee benefits paid on or after the termination of employment through defined benefit plans (for Italian companies, employee severance indemnity) are recognized in the period when the right vests.

Liability for defined benefit plans, net of any plan assets, is determined on the basis of actuarial assumptions and recognized on an accrual basis in line with the work performed to obtain the benefits; the liability is determined by independent actuaries.

Gains and losses arising from actuarial calculations are periodically recognized in the separate Income Statement (under labour costs and financial expenses).

TRADE PAYABLES AND OTHER CURRENT LIABILITIES

Trade payables and other current liabilities with maturity falling within normal commercial and contractual terms are not discounted and are carried at nominal value.

PROVISION FOR RISKS AND CHARGES

Provisions for risks and charges are probable liabilities of uncertain amount and/or expiry deriving from past events the settlement of which will involve the use of financial resources. Provisions are recognized only in the presence of an actual, legal or implicit obligation, which requires the use of financial resources, provided that a reliable estimate can be made of the obligation. The amount recognized as a provision represents the best estimate of the expenditure required to settle the obligation at the reporting date. Provisions made are reviewed at each reporting date and adjusted in order to reflect the current best estimate. If it is established that

a financial outlay relating to the obligation will be beyond the normal payment terms and the effect of discounting is relevant, the amount of the provision is represented by the present value of the future payments expected for repayment of the obligation. Contingent assets and liabilities are not recognized in the Financial Statements; however, adequate information is provided in this respect.

FOREIGN CURRENCY TRANSACTIONS

Financial statements items are measured using the currency of the primary economic context in which the entity operates ("functional currency"). The Financial Statements are prepared in thousands of Euro.

Receivables and payables originally expressed in foreign currencies are recorded at the exchange rates prevailing at the closing date of the year.

In particular, current assets and liabilities and non-current financial receivables are recorded at the spot exchange rate prevailing on the closing date of the period. Gains and losses deriving from the conversion of receivables and payables are respectively credited and debited to the Income Statement.

Any net gain deriving from adjustments to exchange rates at the end of the period in items in foreign currency contributes to the formation of the result for the period and, during approval of the Financial Statements and the consequent allocation of the result for the year is recorded, for the part not absorbed by any losses, in a non-distributable equity reserve until the time of subsequent realization. Revenues and income, costs and expenses relating to foreign currency transactions are calculated at the exchange rate on the date on which the relevant transaction is completed.

POSITIVE AND NEGATIVE INCOME ITEMS

In terms of recognition of revenues and costs, the Group follows the principle of accrual. Revenues from sales and services are recognized respectively upon actual transfer of the risks and rewards derived from the sale of ownership and are measured at the fair value of the amount received or due, taking into account the value of any discounts. Revenues from the provision of services are recognized according to the percentage of completion, defined as the ratio between the amount of services provided on the reference date and the total value of services provided.

Costs for the completion of the catalogues are recognized upon receipt of the related service provisions.

Costs are recorded according to criteria similar to those applied for revenues and however on an accruals basis.

Interest income and expenses are recognized on an accruals basis, considering the actual rate applicable.

Dividends are recognized in the year in which distribution is resolved.

CHANGES IN ACCOUNTING STANDARDS, ERRORS AND CHANGES IN ESTIMATES

The accounting standards adopted are amended from one year to the other only if the change is required by a Standard or helps to provide more reliable and relevant information of the effects of transactions on the Balance Sheet, Income Statement or cash flows of the Group.

Amendments in accounting standards are recognized retrospectively with recognition of the effect in equity of the first of the years presented, the comparative information is adapted accordingly. The prospective approach is only applied if it is impracticable to reconstruct the comparative information.

The application of a new or amended accounting standard is recognized as required by the standard. If the standard does not regulate the transition, the change is recognized according to the retrospective method, or if impracticable, the prospective method.

In case of significant errors, the same treatment applies as for amendments in accounting standards outlined in the preceding paragraph. In case of non-significant errors, recognition is in the Income Statement in the period in which the error is identified.

Changes in estimates are recognized in the Income Statement on a prospective basis in the year in which the change occurs only if it impacts the latter; in the year in which the change occurs and in future years, if the change also impacts the latter.

EVENTS AFTER THE REPORTING DATE OF THE FINANCIAL STATEMENTS

Subsequent events are events that occur after the date of the Financial Statements until the date on which publication thereof is authorized. The date the Financial Statements are authorized for publication is the date of approval by the Board of Directors. This date is indicated in the paragraph "General Information" at the beginning of these Notes.

Events occurring after the financial reporting date can refer to facts that attest to existing situations at the reporting date (subsequent events giving rise to adjustments) or facts indicative of situations that have arisen after the reporting date (subsequent events not giving rise to adjustments). The effects of the former are recognized in the Financial Statements and the disclosures are updated accordingly, whereas the latter are only disclosed appropriately in the Notes, provided that they are material.

BUSINESS COMBINATIONS

Business combinations are accounted for using the acquisition cost method.

In relation to this method, the costs of a business combination are allocated through measurement at fair value of the assets and liabilities acquired and identifiable contingent liabilities and equity instruments issued on the date of the transaction, which include all costs directly attributable to the acquisition.

The positive difference between the acquisition cost and the portion of the fair value of assets, liabilities and contingent liabilities identifiable upon acquisition is recognized as goodwill under assets and subjected to impairment testing at least once a year. If the difference is negative, it is recognized directly in the Income Statement or under the liabilities in a provision for risks if representing future losses.

Acquisitions between controlled parties by common parties that represent transactions between entities under common control are not currently governed by IFRSs and therefore, as required by the IFRSs, for the accounting treatment of said combinations, reference is made to practice or to a set of similar accounting standards. According to said criteria, the acquisition is recognized maintaining the historical values and the eventual difference between the price paid with respect to the historical values reflected in the Financial Statements of the acquired entity is treated as a distribution/contribution of capital to/from controlling shareholders.

MAIN CAUSES OF UNCERTAINTY IN ESTIMATES

The preparation of the Financial Statements and related Notes in accordance with IFRSs requires that the Group makes estimates and assumptions that affect the values of the assets and liabilities of the Consolidated Financial Statements and disclosures related to contingent assets and liabilities. The estimates and assumptions used are based on experience and other factors considered relevant. Therefore, the actual results achieved may differ from those estimates. The estimates and assumptions are reviewed periodically and the effects of any changes made to them are reflected in the Income Statement in the period in which the estimate is revised if the revision affects only that year, or even in subsequent years if the revision affects both the current and future years.

The estimates are mainly used to recognize impairment losses on assets recognized, to determine the related revenues, provisions for risks on receivables, taxes and other allocations and provisions.

The current economic and financial context continues to be characterized by high volatility and uncertainty. Therefore, the estimates are based on assumptions relating to the future performance of revenues, costs and equity-financial flows that are characterized by high uncertainty, for which it cannot be excluded that in the following years, there will be significant results that differ from estimates that could lead to adjustments, which cannot be currently estimated or anticipated, in the book values of the related items. For further details on the estimates, please refer to the specific notes below.

ACCOUNTING STANDARDS

The Consolidated Financial Statements for 2016/2017 have been prepared in accordance with International Accounting Standards (IFRS) issued by the International Accounting Standards Board (IASB) and approved by the European Union, as well as with the provisions issued in implementation of article 9 of Legislative Decree 38/2005. IFRS means all the revised international accounting standards (IAS), all the interpretations of the International Financial Reporting Interpretations Committee (IFRIC), formerly known as the Standing Interpretations Committee (SIC).

The accounting standards adopted in the preparation of these Consolidated Financial Statements are consistent with those applied for the preparation of the Consolidated Financial Statements at 30 June 2016, except as specified in relation to the amendments and interpretations applicable from 1 July 2016.

ACCOUNTING STANDARDS, AMENDMENTS AND INTERPRETATIONS APPLIED BEGINNING 1 JULY 2016

The following is a list of the nature and impact of each standard/amendment:

Amendments to IAS 27 – Equity method in the separate financial statements the amendments allow entities to use the equity method to account for investments in subsidiaries, joint ventures and associates in their separate financial statements. The amendments are effective for years beginning on or after 1 January 2016 and must be applied retrospectively. The Group has not adopted this possibility.

Amendments to IAS 19 – Defined contribution plans: IAS 19 requires an entity to consider, in the accounting of defined benefit plans, contributions from employees or third parties. If contributors are related to the service provided, they shall be attributed to service periods as negative benefit. The amendment clarifies that, if the amount of the contributions is independent of the number of years of service,

the entity may recognize said contributions as a reduction of the service cost in the period in which the service is provided, instead of allocating contributions to periods of service. This amendment is in force for years beginning on or after 1 February 2015. This amendment is not relevant for the Group since there are no plans that envisage contributions of employees or third parties.

Amendments to IAS 16 – Property, Plant and Equipment and IAS 38 – Intangible Assets:IAS 16 and IAS 38 clarify that the use of methods based on revenues to calculate the depreciation of a tangible asset or amortization of an intangible asset is not appropriate; they are only permitted in certain limited circumstances. These amendments are applicable retroactively for years beginning on or after 1 January 2016.

Amendments to IAS 1 – Presentation of the Financial Statements:To improve the presentation and disclosure of financial reports, IAS 1 requires that the materiality applies to all the Financial Statements and that intangible information must be included if they inhibit the usefulness of financial information. Moreover, the amendments to IAS 1 clarify that the companies should refer to an expert opinion to determine what information and in what order information must be presented in the financial report. The amendments are effective beginning on or after 1 January 2016.

Annual Improvements to IFRSs – 2010-2012 Cycle:these improvements are effective for annual years beginning on 1 February 2015 and the Group applied them for the first time in these Financial Statements. They refer to a series of amendments to IFRSs, in response to eight issues addressed during the 2010-2012 cycle. They refer mostly to clarifications and therefore, adoption thereof has not had a significant impact on these Financial Statements.

ACCOUNTING STANDARDS, AMENDMENTS AND INTERPRETATIONS NOT YET APPLICABLE AND NOT ADOPTED EARLY BY THE GROUP

Set out below are the principles which, at the reporting date, had already been issued, but were not yet in force. The Group intends to adopt these standards when they become effective.

Annual Improvements to IFRSs – 2011-2013 Cycle: These improvements refer to a series of amendments to IFRSs, in response to the issues addressed during the 2011-2013 cycle. They refer mostly to clarifications.

In May 2014, the IASB issued some amendments to **IFRS 11 – Joint arrangements:** to clarify the booking of acquisitions of Shareholdings in jointly controlled assets. These amendments are applicable retroactively for years beginning on or after 1 January 2016.

Annual improvements to IFRSs - 2012-2014 cycle (with effect from 1 January 2016): a series of amendments to IFRSs, in response to the 4 issues addressed during the 2012/2014 cycle. They refer mostly to clarifications.

In January 2016, the IASB issued an **amendment to IAS 12 – Income taxes:**the amendment clarifies the requirements for the recognition of deferred tax assets on unrealized losses related to liabilities measured at fair value. This amendment will be applicable for years beginning on or after 1 January 2017.

In January 2016, the IASB issued an **amendment to IAS 7 – Cash Flow Statement:**the amendment requires additional information that enables users of the Financial Statements to evaluate the changes in liabilities arising from financing. This amendment will be applicable for years beginning on or after 1 January 2017.

In May 2014, the IASB issued the standard **IFRS 15 – Revenues from contracts with customers**: which requires the recognition of revenues to represent the transfer of goods and services to customers for an amount equal to the amount that is expected to be received for said products and services; this new model of recognition of revenues defines a five-stop process and requires the use of estimates and opinions; this new standard also applies to some repurchase agreements and requires additional information concerning the nature, amount, timing and uncertainty of revenues and cash flows arising from contracts with customers. This standard is applicable retroactively for years beginning on or after 1 January 2018. Early adoption is permitted.

In July 2014, the IASB issued the standard **IFRS 9 – Financial instruments**: the series of amendments of the new standard include the introduction of a logical model for the classification and valuation of financial instruments, a single model for the impairment of financial assets based on expected losses and a renewed approach for hedge accounting. These amendments are applicable retroactively for years beginning on or after 01 January 2018.

In January 2016, the IASB issued an amendment to **IFRS 16 – Leasing**. The amendment sets out the principles for the recognition, measurement, presentation and additional information of lease contracts between the parties involved and replaces the previous standard IAS 17 Leasing. IFRS 16 defines the lease as a contract that transfers to the customer (lessee), in exchange for payment, the right to use an asset for an established period of time; the distinction is eliminated for the lessee between operating and finance leases and a single accounting model is introduced according to which a lessee must recognize assets and liabilities for all lease contracts with expiry of more than 12 months, unless the underlying asset is of low value, and recognize separately in the Income Statement the portion of depreciation of assets with respect to interest expenses. This standard is applicable for years beginning on or after 1 January 2019.

In September 2014, the IASB issued minor amendments to **IFRS 10 – Consolidated Financial Statements** and to **IAS 28 – Shareholdings in associated companies and joint ventures (2011)**, which concern inconsistency between the requirements of IFRS 10 and IAS 28 (2011), in sales or transfer of assets between an investor and its associated company or joint venture. If the subject of the transaction is a strategic asset, the gain or loss is recognized in full, while if the subject of the transaction is not a strategic asset, the gain or loss is recognized partially. These amendments will become effective beginning on 1 January 2016, prospectively.

The Group will adopt these new standards, amendments and interpretations, based on the expected date of application and will evaluate the potential impacts thereof, when approved by the European Union.

INFORMATION ON THE STATEMENT OF FINANCIAL POSITION AND THE COMPREHENSIVE INCOME STATEMENT

The following are comments on the individual items of the Balance Sheet and Income Statement.

NOTE 1 – INTANGIBLE ASSETS

The breakdown and changes in intangible assets at 30 June 2017 are shown in the following table:

Balance at values in Euro/000	30/06/2016	Change in scope of consolidation	Acquisitions	Reclassifications*	Amortization Disposals and write-downs	Balance at 30/06/2017
Goodwill/Merger deficit	16,094	9,369		6,477		31,940
Other intangible assets	964		326	0	(404)	88
Consolidation difference	9,538	2,269		(5,440)		6,36
TOTAL INTANGIBLE ASSETS	26,596	11,638	326	1,037	-	39,194

*reclassifications for mergers of companies previously consolidated

Goodwill

Goodwill at 30 June 2017 amounted to Euro 31,940 thousand and increased compared to the previous year by Euro 15,846 thousand, mainly following the closing of two merger transactions concerning seven group companies.

Verification of the impairment of goodwill

Goodwill as asset with indefinite useful life recognized under fixed assets at 30 June 2017 and 30 June 2016 was subjected to impairment testing.

This valuation is performed at least annually and was performed at the level of the Cash-Generating Units (CGU) to which the value of goodwill is allocable.

For the purpose of determining the recoverable value, reference was made to the value of use determined by using the Discounted Cash Flow method (DCF), which envisages a projection of future cash flows and discounting them by using a rate that coincides with the weighted average cost of capital (WACC). For the implementation of said impairment, the following information was used and the following assumptions were made:

- the financial figures were derived from the five-year Business Plan 2017-2022 (1 July 2017 – 30 June 2022) of the Group (detailed at the level of the Cash-Generating Units – CGU of the Group). The business plan was approved by the Board of Directors of
- to determine the cash flows, the EBITDA of each CGU was taken and adjusted of the value of investments;
- these cash flows were discounted on the basis of the weighted average cost of capital (WACC) net of the tax charge, calculated on the basis of the following parameters of reference:
 - risk-free rate: return of 10-year issues in the countries in which the CGUs operate.
 - beta: calculated as the average of debt/equity in a panel of comparables
 - market premium: return differential between the risk-free rate and the equity remuneration of the sector in the geographical context in which the CGU operates
 - average rate of indebtedness: cost related to sources of financing from the Group's third parties belonging to the CGU.

The cash flows were discounted using a specific WACC, net of the related tax effect, in accordance with the individual parameters set out above and in relation to each CGU. In particular, the expected growth rate “g” after the five-year period of the business plan, to be used for the calculation of the terminal value was assumed to be equal to 2%, in line with the forecast curve of the related business plan and lower than the growth rate of the sector.

The impairment tests carried out showed recoverable values in excess with respect to the recognition values of goodwill in the Group's Financial Statements.

Other intangible assets

The increases in the year refer to the purchase of new software licences for the use of the management IT system.

NOTE 2 – TANGIBLE ASSETS

The breakdown and changes in tangible assets at 30 June 2017 are shown in the following table:

values in Euro/000	Balance at 30/06/2016	Change in scope of Consolidation	Acquisitions	Reclassifications	Disposals	Depreciation write-downs	Balance at 30/06/2017
NET VALUES							
Equipment	31	1				(9)	23
Vehicles	299	26	204			(187)	266
Mobile phones	163	7	44			(58)	156
Telephone system	57	17			(76)	(12)	62
Electronic machines	532	98	314			(184)	760
Office furniture and furnishings	423	150	228			(111)	690
TOTAL NET VALUES	1,505	299	790		(76)	(561)	1,957

NOTE 3 – FINANCIAL ASSETS

The following is a breakdown of the item at 30 June 2017 and 30 June 2016:

values in Euro/000	Balance at 30/06/2017	Balance at 30/06/2016
Shareholdings in associated companies	1,840	2,063
Shareholdings in non-consolidated subsidiaries	15	
Receivables from others	700	2,107
TOTAL FINANCIAL ASSETS	2,555	4,170

Shareholdings in non-consolidated subsidiaries refer to Assiteca Consulting S.r.l. and Sicurezza Informatica S.r.l.

Shareholdings in associated companies

The following is a breakdown of shareholdings in associated companies:

values in Euro/000	Balance at 30/06/2017	Balance at 30/06/2016
Artigian Broker S.r.l.		50
Riconcilia ADR S.r.l. in liquidation	54	54
Assiteca Crowd S.r.l.		125
Assiteca SIM S.p.A.	341	240
6sicuro S.p.A.	1,445	1,594
TOTAL SHAREHOLDINGS IN ASSOCIATED COMPANIES	1,840	2,063

Following the acquisition of the majority shareholding, the company Artigian Broker S.r.l. was included in the Group consolidation.

Receivables from others

The amount of Euro 700 thousand at 30 June 2017 consists of Euro 391 thousand from security deposits for utilities and Euro 309 thousand from the subscribed bond issued by the company 6Sicuro S.p.A.

NOTE 4 – TAX RECEIVABLES (NON-CURRENT)

The following is a breakdown of the item at 30 June 2017 and 30 June 2016:

values in Euro/000	Balance at 30/06/2017	Balance at 30/06/2016
Receivables from Tax Authority for 2013 IRAP reimbursement	467	438
Other receivables from Tax Authority	170	74
TOTAL NON-CURRENT TAX RECEIVABLES	637	512

NOTE 5 – DEFERRED TAX ASSETS

Deferred tax assets were calculated on the temporary differences between taxable amount and the result of the Financial Statements, applying the IRES rate of 24% and IRAP of 3.9%.

NOTE 6 – RECEIVABLES FROM CUSTOMERS AND OTHER COMMERCIAL ASSETS

The following is the breakdown of receivables from customers at 30 June 2017 and 30 June 2016:

values in Euro/000	Balance at 30/06/2017	Balance at 30/06/2016
Trade receivables	4,575	4,083
Deferred assets	2,808	2,403
RECEIVABLES FROM CUSTOMERS AND OTHER COMMERCIAL ASSETS	7,383	6,486

The increase in trade receivables is essentially due to the increase in commission income for the year. Deferred assets are calculated according to the commissions that will be recognized in the future but whose right to be received already accrued for the Group companies.

NOTE 7 – TAX RECEIVABLES (CURRENT)

The following is a breakdown of the item at 30 June 2017 and 30 June 2016:

values in Euro/000	Balance at 30/06/2017	Balance at 30/06/2016
Receivables for IRES	276	1,343
Receivables for IRAP	66	445
VAT	263	155
Other receivables	6	8
TOTAL TAX RECEIVABLES	611	1,951

The decrease with respect to the previous year is mainly due to a reclassification of the advance for direct taxes directly as reduction of tax payables.

NOTE 8 – RECEIVABLE FROM OTHERS

The following is a breakdown of the item at 30 June 2017 and 30 June 2016:

values in Euro/000	Balance at 30/06/2017	Balance at 30/06/2016
Receivables from policyholders and companies (premiums and commissions)	29,346	30,613
Claims advances	2,283	1,405
Other	4,954	3,135
TOTAL RECEIVABLES FROM OTHERS	36,583	35,153

The decrease in receivables from policyholders and companies is mainly due to changes in collections in the last days of the year.

NOTE 9 – CASH AND CASH EQUIVALENTS

The breakdown of cash and cash equivalents is as follows:

values in Euro/000	Balance at 30/06/2017	Balance at 30/06/2016
Bank and postal deposit accounts	6,862	5,576
Cash-in-hand and cash equivalents	144	150
TOTAL CASH AND CASH EQUIVALENTS	7,005	5,726

The balance represents the cash and cash equivalents on bank and postal accounts and the existence of cash and assets at the closing date of the period.

It is believed that the values of cash and cash equivalents is in line with their fair value.

NOTE 10 – SHAREHOLDERS' EQUITY

The breakdown of Group shareholders' equity and changes with respect to the previous year is shown in the following table:

values in Euro/000	Balance at 30/06/2016	Allocation of the result for the year	Change in scope of consolidation	Other changes	Balance at 30/06/2017
Share capital	5,541			291	5,832
Legal reserve	545	144	(13)		676
Share premium reserve	6,629			3,594	10,223
IAS/IFRS transition reserve	(134)				(134)
Difference from exchange	(1,265)				(1,265)
Actuarial reserve	(1,454)			657	(797)
Other reserves	2,404	3,157	95	(1,691)	3,965
Profit for the year	3,301	(3,301)		3,580	3,580
TOTAL SHAREHOLDERS' EQUITY	15,567	-	82	6,431	22,081
Profit of minority interests	350	(350)		109	109
Shareholders' equity of minority interests	834	350	(1,020)	(40)	124
TOTAL SHAREHOLDERS' EQUITY	16,751	-	(938)	6,500	22,314

The Parent Company's share capital, fully subscribed and paid-in at 30 June 2017 amounted to Euro 5,832 thousand and consists of 32,673,000 ordinary shares with no nominal value (Euro 0.1785).

It is noted that in July 2015, Assiteca S.p.A. was listed on AIM of the Italian Stock Exchange with a dedicated capital increase.

The main changes in shareholder's equity for the year ending 30 June 2017 were as follows:

- increase in share capital of Euro 291 thousand following the acquisition of all the shareholdings in Assiteca & Co. as a portion of the capital reserved for minorities;
- increase in the item "share premium reserve" of Euro 3,594 thousand relating to the share premium obtained on the acquisition of all the shareholdings in Assiteca & Co.;
- positive result for the year of Euro 3,580 thousand;
- actuarial loss on defined benefit plans for employees recognized in accordance with IAS 19 for Euro 227 thousand;
- distribution of dividends for Euro 1,020 thousand.

The following is the statement of reconciliation of the Parent Company's shareholders' equity to consolidated shareholders' equity.

values in Euro/000	Reconciliation of the Parent Company's shareholders' equity to consolidated shareholders' equity at 30/06/2017	
	Profit for the year	Shareholders' equity
Balances resulting from the Parent Company's Financial Statements	3,323	23,092
Reversal of dividends from Group companies	(213)	(213)
Pro-rata net gains earned by the Group companies	470	2,213
Differences of the pro-quota value of shareholders' equity with respect to the carrying value of shareholdings in consolidated		(3,011)
TOTAL GROUP SHAREHOLDERS' EQUITY	3,580	22,081
Portion of shareholders' equity of minority interests		124
Profit attributable to minority shareholders	109	109
TOTAL CONSOLIDATED	3,689	22,314

NOTE 11 – LIABILITIES FOR PENSION AND EMPLOYEE SEVERANCE INDEMNITY

This item includes all pension obligations and other benefits to employees subsequent to termination of the employment contract or to be paid at maturity of specific requirements, and is represented by the accrual for employee severance indemnity relating to the Group's personnel.

Liabilities for pension and employee severance indemnity at 30 June 2017 amounted to Euro 10,344 thousand (Euro 9,724 thousand at 30 June 2016).

The changes in the period are as follows:

values in Euro/000	Balance at 30/06/2017	Balance at 30/06/2016
Balance at the beginning of the year	9,724	8,652
Allocations of the year	1,036	1,218
Change in scope of consolidation	391	0
Uses	(304)	(435)
Actuarial loss (profit) recognized	(503)	289
TOTAL LIABILITIES FOR PENSION AND EMPLOYEE SEVERANCE INDEMNITY	10,344	9,724

The changes in the period reflect provisions and disbursements, including advances, made during the year ended 30 June 2017.

Employee severance indemnity is part of the defined benefits plans.

To determine the liabilities, use was made of the methodology referred to as Project Unit Cost structured in the following phases:

- the possible future benefits that could be paid to each employee in the event of retirement, death, disability, resignations, etc. were forecast based on a set of financial assumptions (increase in the cost of living, salary increases, etc.). The estimate of future benefits will include any increases corresponding to further seniority increases accrued as well as the expected increase in remuneration earned on the valuation date;
- the average present value of the future benefits was calculated on the basis of the annual interest rate adopted and the probability of each benefit of being actually paid on the date of the Financial Statements;

- the liability for the companies was defined by identifying the average present value of the future benefits that refers to service already accrued by the employee as at the valuation date;
- on the basis of the liability determined in the previous point and the reserve allocated in the Financial Statements for Italian statutory purposes, the reserve deemed valid for IFRS purposes was identified.

In further detail, the following assumptions were used:

Assumptions used

FINANCIAL

Previous discount rate	2.20%
Annual discount rate	1.80%
Annual inflation rate	1.50%

DEMOGRAPHIC

Mortality	RG 48 (State General Accounting Office)
Inability	INPS tables by age and gender
Retirement age	100% upon achievement of AGO requirements

NOTE 12 – MISCELLANEOUS PAYABLES AND OTHER NON-CURRENT LIABILITIES

The following is a breakdown of the item at 30 June 2017 and 30 June 2016:

values in Euro/000	Balance at 30/06/2017	Balance at 30/06/2016
Long-term payables for the recognition of leases using the financial method	575	134
Long-term payables for acquisitions	1,960	1,460
Other long-term payables	85	
TOTAL NON-CURRENT PAYABLES	2,621	1,594

Long-term payables for acquisitions consist of instalments due beyond the year that the Group must pay to the Verconsult Bankruptcy for the acquisition of the business unit for Euro 730 thousand, for the acquisition of Lertora F.Ili & Courtman I.B. S.p.A. for Euro 855 thousand and for the acquisition of C.D.M. S.r.l. for Euro 375 thousand.

NOTE 13 – FINANCIAL LIABILITIES DUE BEYOND 12 MONTHS

The following is a breakdown of the item at 30 June 2017 and 30 June 2016:

values in Euro/000	Balance at 30/06/2017	Balance at 30/06/2016
Unsecured debt Intesa San Paolo	5	1,678
Unsecured debt Banco Popolare	1,512	
Unsecured debt Biver	1,431	
Unsecured debt Banco Desio	168	
Unsecured debt Banca di Piacenza	842	
Unsecured debt Banco di Sardegna	53	
Capex Line - syndicate Banca Intesa	7,000	
TOTAL FINANCIAL LIABILITIES DUE BEYOND 12 MONTHS	11,011	1,678

During the year, the Group has entered into seven unsecured mortgages:

- with Banca B.P.L. for an initial capital of Euro 1,500,000 at a rate of 1.10%, repayable in 12 months;
- with Banco di Sardegna for an initial capital of Euro 1,250,000 at a rate of 1.40%, repayable in 12 months;
- with Banco Desio for an initial capital of Euro 1,000,000 at a rate of 1.10%, repayable in 12 months;
- with Banca Popolare di Piacenza for an initial capital of Euro 2,000,000 at a rate of 1.50%;
- with Banca Biver for an initial capital of Euro 2,000,000 at a rate of 1.70%;
- with Banca B.P.L. for an initial capital of Euro 2,000,000 at a rate of 1.45%;
- with Banca IMI (Capex Line of the syndicated loan) for an initial capital of Euro 7,000,000 at a rate of 1.65%;

NOTE 14 – FINANCIAL LIABILITIES DUE WITHIN 12 MONTHS

The following is a breakdown of the item at 30 June 2017 and 30 June 2016:

values in Euro/000	Balance at 30/06/2017	Balance at 30/06/2016
Short-term payables for the recognition of leases using the financial method	178	247
Current accounts	7,057	8,436
Revolving syndicated loan	5,000	5,000
Other loans	6,719	8,315
TOTAL FINANCIAL LIABILITIES DUE WITHIN 12 MONTHS	18,954	21,998

These are mainly payables for the lines of credit granted by banks on ordinary current accounts.

The revolving syndicated loan is a line of credit disbursed for a total amount of Euro 24 million by a syndicate of credit institutions the parent of which is Intesa Sanpaolo.

Other loans consist of hot money facilities and unsecured bank loans for principal to be repaid within the following year.

NOTE 15 – TRADE PAYABLES

The following is a breakdown of the item at 30 June 2017 and 30 June 2016:

values in Euro/000	Balance at 30/06/2017	Balance at 30/06/2016
Payables to suppliers	2,272	1,715
Accrued and deferred liabilities	207	201
TOTAL TRADE PAYABLES	2,479	1,916

NOTE 16 – PAYABLES TO ASSOCIATED COMPANIES

Payables to subsidiaries at 30 June 2016 amounted to Euro 17 thousand and reflect the balance of the cash pooling account held with the associated company 6Sicuro S.p.A. and terminated during the year.

NOTE 17 – TAX AND SOCIAL SECURITY PAYABLES

The following is a breakdown of the item at 30 June 2017 and 30 June 2016:

values in Euro/000	Balance at 30/06/2017	Balance at 30/06/2016
Tax payables	1,748	1,975
Payables to social security institutions	1,235	1,260
TOTAL TAX AND SOCIAL SECURITY PAYABLES	2,983	3,235

Tax payables refer mainly to payables for withholdings applied to employees or independent work. Social security payables refer to the payable to social security institutions, INPS and supplementary pension funds.

NOTE 18 – OTHER LIABILITIES

Other liabilities at 30 June 2017 mainly refer to the payable to companies for premiums already collected by the Company and not yet paid, shown net of commissions already accrued.

The breakdown of the item is as follows:

values in Euro/000	Balance at 30/06/2017	Balance at 30/06/2016
Payables to companies	18,252	17,364
Payables to policyholders	1,897	1,484
Other payables	6,217	7,315
TOTAL OTHER LIABILITIES	26,365	26,162

Guarantees, sureties and other commitments undertaken by the Company

values in Euro/000	Balance at 30/06/2017	Balance at 30/06/2016
Collateral, sureties, endorsements	13,000	11,000
TOTAL MEMORANDUM ACCOUNTS	13,000	11,000

The amount of Euro 13,000,000 is related to the bank sureties issued pursuant to article 117, paragraph 3-bis of the Insurance Code.

NOTE 19 – REVENUES

The Group's revenues derive from the following activities:

values in Euro/000	2017	2016
Commissions	60,918	57,211
Consultancy	3,119	2,549
TOTAL REVENUES	64,037	59,760

The revenues of Group companies have increased compared to the previous year. As reported in the previous notes, the increase is also due to the fact that in the previous Consolidated Financial Statements, the companies Artigian Brokers S.r.l. and Socoupa/Muntadas S.A. were not included.

NOTE 20 – OTHER INCOME

This item amounted to Euro 746 thousand at 30 June 2017 (against Euro 932 thousand at 30 June 2016) and mainly refers to the administrative rights charged to customers by the Group.

NOTE 21 – COSTS FOR SERVICES

In the year 2016/2017 and in the year 2015/2016, the breakdown of this item is as follows:

values in Euro/000	2017	2016
Commission expenses	7,738	8,438
Consultancy and collaborations	4,348	3,747
Postal, telephone and telex	895	1,122
Trips and transfers	886	822
Directors' fees	4,665	3,664
Statutory Auditors' fees	85	101
Other costs for services	4,040	4,211
TOTAL COSTS FOR SERVICES	22,658	22,106

The decrease in commission expenses is mainly related to the hiring of independent producers by the subsidiary Assiteca B.S.A. S.r.l.

The increase in directors' costs is mainly due to the increase in the number of members of the directors following the acquisitions made by the Group.

NOTE 22 – COSTS FOR RENTS AND LEASES

The breakdown of the item is as follows:

values in Euro/000	2017	2016
Rental expenses and charges	2,495	2,233
Rental of vehicles/hardware	1,452	1,335
TOTAL COSTS FOR RENTS AND LEASES	3,947	3,568

The Group has long-term renting contracts for vehicles granted as benefit to employees and operating leases for hardware equipment.

NOTE 23 – PERSONNEL COSTS

The following is the breakdown of the item for the year ended 30 June 2017 and the year ended 30 June 2016:

values in Euro/000	2017	2016
Wages and salaries	19,408	17,601
Social security costs	5,700	5,252
Employee severance indemnity (TFR)	1,219	950
Other costs	110	241
TOTAL PERSONNEL COSTS	26,437	24,044

Personnel costs increased by Euro 2,393 thousand due to the increase in the workforce in 2017 and to the fact that the scope of consolidation has changed with respect to the previous Financial Statements.

Number of employees at 30 June	2017	2016
Managers	24	21
Middle-Managers	88	82
White collars	390	365
TOTAL	502	468

NOTE 24 – OTHER OPERATING COSTS

Other operating costs in the year ended 30 June 2017 amounted to Euro 2,776 thousand, up Euro 476 thousand compared to the previous year.

The increase in these costs is essentially due to the new companies included in the scope of consolidation.

NOTE 25 – DEPRECIATION, AMORTIZATION AND WRITE-DOWNS

Depreciation and amortization amounted to Euro 1,180 thousand against Euro 1,253 thousand in the year ended 30 June 2016. The breakdown of the item is as follows:

values in Euro/000	2017	2016
Amortization of intangible assets	404	384
Depreciation of tangible assets	562	563
Other write-downs of fixed assets	0	7
Provisions regarding receivables	214	299
TOTAL AMORTIZATION, DEPRECIATION AND WRITE-DOWNS	1,180	1,253

NOTE 26 – FINANCIAL INCOME AND EXPENSES

The breakdown of the item is as follows:

values in Euro/000	2017	2016
FINANCIAL INCOME:		
Interest and financial income	35	8
Exchange rate gain	54	30
TOTAL FINANCIAL INCOME	89	38
FINANCIAL EXPENSES:		
Foreign exchange losses	87	17
Interest and financial expenses	778	952
Interest expenses IAS 17	128	108
TOTAL FINANCIAL EXPENSES	993	1,077
TOTAL FINANCIAL INCOME (EXPENSES)	(904)	(1,039)

NOTE 27 – INCOME TAXES

The following is the breakdown of the item for the year ended 30 June 2017 and the year ended 30 June 2016:

values in Euro/000	2017	2016
IRES for the year	1,942	2,051
IRAP for the year	655	415
Deferred tax assets IRES	(226)	(214)
Deferred tax assets IRAP	11	(1)
TOTAL INCOME TAXES	2,382	2,251

COMMITMENTS AND CONTINGENT LIABILITIES

There are no commitments and liabilities deriving from obligations underway and for which the use of resources to fulfil the obligation is probable, which have not already been recognized in the financial statements at 30 June 2017.

CAPITAL MANAGEMENT

The primary objective of the Assiteca Group is to ensure the best possible balance between the structure of assets and of liabilities and shareholders' equity (solvency ratio) at both corporate level and of the Group as a whole. On this basis, the Parent Company seeks, even in a complex financial market context, to identify the sources required to support the Group's business growth plans in the medium term. These sources must be obtained at the best market conditions, in terms of cost and duration, in order to maintain the financial structure at an adequate level of solidity. The Group manages its capital structure and adjusts it based on changes in economic conditions and objectives of its strategic plans.

NOTES PURSUANT TO IFRS 7

The rules contained in IFRS 7 must be applied by all entities for all financial instruments. Paragraph IN4 of the introduction specifies that IFRS 7 applies to all companies with a few financial instruments; however, the scope of the information required depends on the extent to which the company uses the financial instruments and is exposed to risk.

The Group is a commercial group whose only financial instruments are receivables from customers and payables to suppliers.

The Group has no outstanding commitments, guarantees and risks at year-end.

In the exercise of its business, the Group is exposed to various financial risks, including, in particular, market risk in its main components and currency risk relating to currency trading.

Financial risk management is carried out by the Administrative Department that assesses all the main financial transactions and implements the related coverage policies.

The Group has stipulated appropriate insurance policies for coverage regarding the risk of ownership loss, product risk and the risk of potential liabilities arising from interruptions in business following exceptional events. Said coverage is reviewed annually.

Below is some information aimed at providing indications as to the extent of the Group's risk to integrate the information already provided in the Report on Operations:

- a. Credit risk management: the risk relating to brokerage is only related to insurance premiums for which the Group declares coverage to companies, without having collected the premium from the policyholder yet.
- b. Liquidity risk management: the Group's financing need and cash flow requirements are coordinated in order to ensure the effective and efficient management of financial resources as part of centralized treasury management. Cash outflows from current operations are substantially financed by inflows from ordinary operations. Liquidity risk could arise only in the event of investment decisions exceeding available cash, not preceded by sufficient funding that can be readily used.
- c. Risk related to fluctuations in interest rates: closely linked to liquidity risk is also the risk arising from fluctuations in interest rates over time. The Group manages to minimize the related expense, diversifying its sources of finance also in consideration of the rates applied and fluctuations over time. The medium/long-term loans in place are at floating rate. Short-term lines are at floating rate, with values that fluctuate in the various forms of financing and an average cost of approximately 3% in 2016/2017.
An upward fluctuation in the reference interest rates of the market, which in the current international macro-economic context is not probable, with the current structure of the sources of funding of the Group, could however have a negative effect on its economic performance.
- d. Risk related to fluctuations in exchange rates: the Group has some collections of premiums in dollars, with the resulting exposure to currency risk. If the risk is assessed as significant, specific contracts are entered into for the term purchase of foreign currency in order to hedge against the risk of fluctuation in exchange rates.

Exposure to external and operational risks

In performing its activities, the Group incurs risks arising from external factors related to the macro-economic context or to the sector in which it operates, as well as risks related to the operational management of activities.

Risks deriving from the macroeconomic recession

The unfavourable macro-economic situation reduces the propensity to consumption of customers, with consequent risk of reduction in revenue due to the reduction in volumes sold, as well as the decrease in the commission provided in relation to the decrease in premiums for all policies with variable premium (a typical example is the professional liability insurance policy). This risk is mitigated by customer loyalty actions and measures to streamline production processes in terms of costs and quality of the product and service.

Risk of management of relations with Authorities

Insurance brokerage activities are subject to administrative and legal regulatory constraints, in particular with reference to regulations on the protection of personal data and IVASS regulations. The Group is exposed to the risk of non-compliance with the rules contained in the Code for the protection of personal data in respect of its customers that may result in sanctions imposed by Authority responsible (Privacy Authority), and to the risk of non-compliance in the application of the information required by the ISVAP Regulation. In response to this risk, the Group has developed internal procedures to guarantee that the processing of the data of its customers, both manually and electronically, is always in compliance with the regulations in force.

SIGNIFICANT EVENTS AFTER YEAR-END

Some potential acquisitions are currently being evaluated for a total of over Euro 20 million, which aim to sustain the growth rates highlighted in the past, with the objective of consolidating and expanding our geographical presence and extending activities to new market sectors.

The Chair of the Board of Directors
Luciano Lucca

