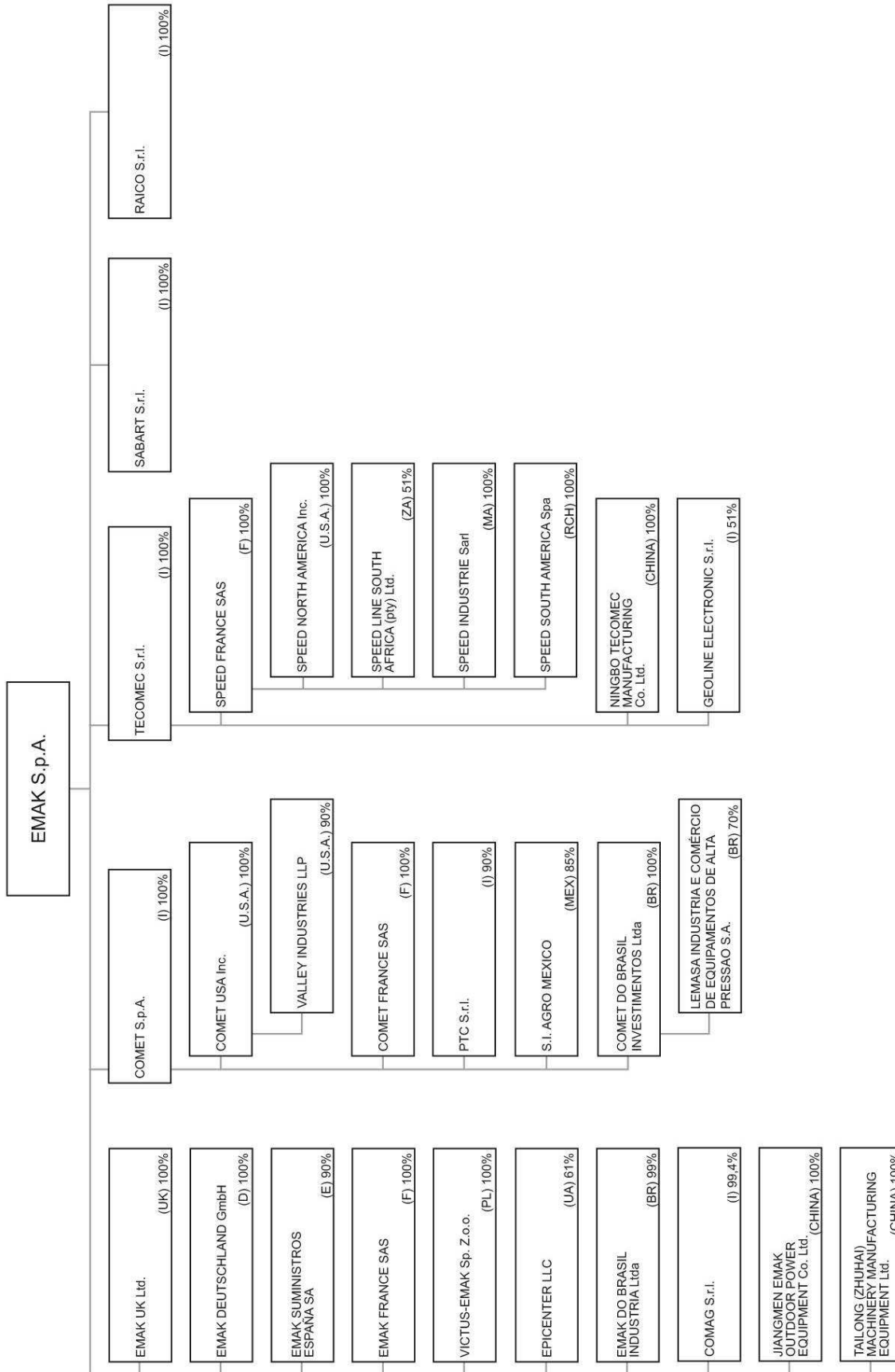


# HALF YEAR REPORT AT 30.06.2015

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**Group structure at 30.06.2015**

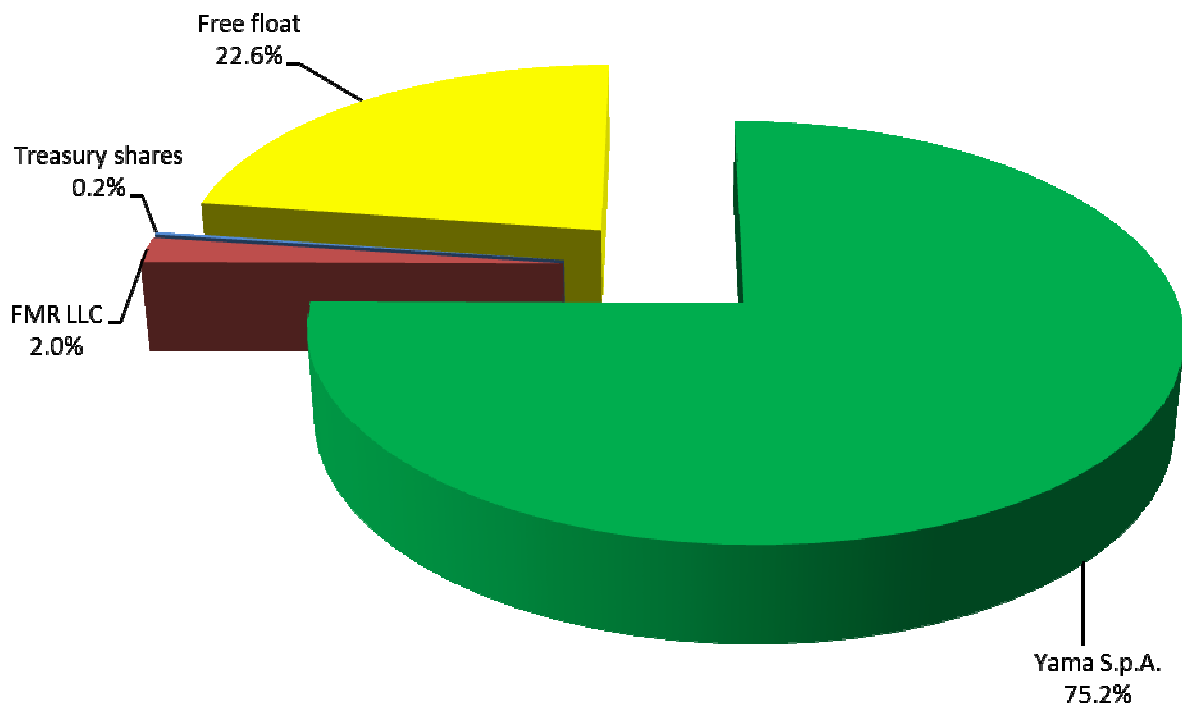


Valley Industries LLP is consolidated at 100% as a result of the "Put and Call Option Agreement" that governs the purchase of the remaining 10%.  
 Lemasa is consolidated at 100% as a result of the "Put and Call Option Agreement" that governs the purchase of the remaining 30%.  
 P.T.C. S.r.l. is consolidated at 100% as a result of the "Put and Call Option Agreement" that governs the purchase of the remaining 10%.

### Main shareholders of Emak S.p.A.

The share capital of Emak S.p.A. consists of 163.934.835 shares with a par value of 0.26 Euros per share. The Company is listed on the Milan Stock Exchange since 25 June 1998. Since September 2001 the stock has been a member of the Segment for High Requirements Shares (STAR).

Below is summarized the composition of the shareholders of Company as at June 30 2015.



## **Composition of corporate bodies**

The Ordinary General Meeting of the Shareholders of the Parent Company, Emak S.p.A. on 23 April 2013 appointed the Board of Directors and the Board of Auditors for the financial years 2013-2015.

### **Board of Directors**

Chairman and Chief Executive Officer

Fausto Bellamico

Deputy Chairman

Aimone Burani

Executive Directors

Stefano Slanzi

Independent Directors

Ivano Accorsi

Alessandra Lanza

Directors

Massimo Livatino

Francesca Baldi

Ariello Bartoli

Luigi Bartoli

Paola Becchi

Giuliano Ferrari

Vilmo Spaggiari

Guerrino Zambelli

### ***Audit Committee and Remuneration Committee***

Chairman

Ivano Accorsi

Members

Alessandra Lanza

Massimo Livatino

### **Board of Statutory Auditors**

Chairman

Paolo Caselli

Acting auditors

Gianluca Bartoli

Francesca Benassi

Alternate auditors

Maria Cristina Mescoli

Eugenio Poletti

### **Independent Auditors**

Fidital Revisione S.r.l.

### **Financial Reporting Officer**

Aimone Burani

### **Supervisory Body as per Legislative Decree 231/01**

Chairman

Sara Mandelli

Acting members

Roberto Bertuzzi

Guido Ghinazzi

## **Emak Group profile**

The Emak Group develops, manufactures and distributes a wide range of products in three business areas complementary to each other: Outdoor Power Equipment (OPE); Pumps and High Pressure Water Jetting (PWJ); Components and Accessories (C&A).

- I. **Outdoor Power Equipment** includes the development, manufacture and marketing of products for gardening, forestry and small agricultural equipment, such as brush cutters, lawnmowers, garden tractors, chainsaws, tillers and motor cultivators. The Group distributes its products under its main brands Oleo-Mac, Efco, Bertolini and Nibbi Staub (the latter only to the French market). The Group's product range is intended for professional and high demanding private users. The Group operates mainly in the specialized dealer channel, distributing its products through its commercial subsidiaries and, where it hasn't a direct presence, through a network of 135 distributors; it is estimated to serve around the world over 22,000 specialty dealers.



The reference market of the Group (considered to be the specialized dealer channel, excluding large-scale distribution) has an estimated value of 7-8 billion Euros. In mature markets such as North America and Western Europe, demand is mainly for replacement: the main driver is represented by economic and gardening trends. Weather conditions are a factor affecting the level of demand for some product families such as brush cutters, lawnmowers and garden tractors in the spring-summer and chainsaws in the autumn-winter. In emerging markets, such as the Far East, Eastern Europe and South America, demand is mainly for "first purchase": the main driver in these areas is economic growth, the evolution of agricultural mechanization and relative support policies. Another factor that influences the demand is the price of commodities: the trend in oil prices can affect the demand for alternative energy sources, such as wood for heating and consequently the demand for chain saws; the trend in the price of agricultural commodities influences investments in agricultural equipment.

- II. **Pumps and High Pressure Water Jetting.** This category brings together the development, manufacture and marketing of diaphragm pumps intended for agriculture (spraying and weeding), piston pumps for the industrial sector, of professional pressure washers and hydrodynamic units and machines for urban cleaning. The Group distributes its products under the Comet, HPP, PTC and Master Fluid brands. Group customers are: manufacturers of machines for spraying and weeding with regard to agriculture pumps; builders of hydrodynamic units and pressure washers in relation to industrial pumps; specialized dealers and contractors respectively for pressure washers and hydrodynamic units.



The market has a value globally estimated at between 2.5 and 3.4 billion Euros.

The pumps for agriculture market consists mainly of Italian operators. The demand is strongly linked to economic cycles, population growth and the resulting increase in demand for agricultural production; in developing countries demand is linked to the evolution of the mechanization of agriculture and relative support policies.

The market for high pressure water jetting is constantly evolving, given the different fields of application of pumps and systems. There are several drivers of market demand, depending on the type of product:

- a) *Industrial pumps*: demand is related to market performance of hydrodynamic units and pressure washers.
- b) *Professional pressure washers*: economic trends; increase in hygiene standards (especially in developing countries).
- c) *Hydrodynamic units*: demand is linked to the performance of sectors / fields of application such as: hydro demolition; hydro cleaning and ship repair; refineries; mines and quarries; oil industry; hydro cleaning underwater; iron and steel; foundries; chemical processes; energy production; paper mills; transport; municipalities; food; automotive and motor Industry.
- d) *Urban cleaning*: the economic policies of local governments.



III. **Components and Accessories** for the above-indicated areas, the most representative of which are wire and heads for brushcutters; chainsaw accessories (eg. sharpeners); guns, valves and nozzles for pressure washers and agricultural applications; precision farming (sensors and computers); seats and technical parts for tractors. In this sector, the Group operates partly through its brands Tecomec, Geoline, Geoline Electronic, Mecline, Sabart, Raico, and partly by distributing products with third party brands. The Group's main customers are manufacturers of Outdoor Power Equipment, machines for spraying and weeding, pressure washers and hydrodynamic units (high pressure washing systems) and specialized dealers. The demand for components and accessories is related to the economic cycle (OEM business) and the intensity of use of the machines (aftermarket). For products intended for the agricultural sector, demand is strongly linked to economic growth, population growth and the resulting increase in demand for agricultural production. The High Pressure Water Jetting sector is tied to the economic cycle and to investments in market sectors for applications and hydrodynamic units.



## Production organization

The production model is flexible, focused on high value-added phases of engineering, industrialization and assembly. The group's production facilities are oriented towards lean manufacturing, with the involvement of the supply chain on the basis of the extended factory model. With particular reference to the *Outdoor Power Equipment* segment, the engine of hand-held products (such as trimmers and chainsaws) is integrated in the machine and is entirely engineered and designed by the Group. For lawnmowers, lawn tractors, tillers and cultivators, the engine is acquired from primary manufacturers.

Production volumes can be easily modified according to fluctuations in demand through flexible management so that seasonal peaks in demand can be satisfied through overtime or additional shifts, with no need for additional investments.

Each plant has specific characteristics that vary according to the products manufactured. The group manufactures its products in 16 different facilities that have a combined surface area of around 160,000m<sup>2</sup>.

Company	Location	Output
Emak	Bagnolo in Piano (RE) - Italy	Chainsaws, brushcutters, power cutters, cultivators, cutter bar mowers, transporters
Comag	Pozzilli (IS) - Italy	Lawnmowers and rotary tillers
Emak Tailong	Zhuhai - China	Cylinders for combustion engines
Emak Jiangmen	Jiangmen - China	Chainsaws and brushcutters intended for the price sensitive segment
Tecomec	Reggio Emilia - Italy	Accessories for agricultural machinery for spraying and weeding and accessories and components for pressure washers
Speed France	Arnas - France	Nylon line and heads for brushcutters
Speed North America	Wooster, Ohio - USA	Nylon line for brushcutters
Speed Line South Africa	Pietermaritzburg - South Africa	Nylon line for brushcutters
Speed Industrie	Mohammedia - Marocco	Nylon line for brushcutters
Speed South America	Santiago - Chile	Nylon line for brushcutters
Ningbo	Ningbo - China	Accessories and components for high pressure washing and chain saws and brushcutters
Geoline Electronic	Poggio Rusco (MN) - Italy	Computers, control units and electronic control systems for agricultural machines for spraying and weeding
Comet	Reggio Emilia - Italy	Pumps, motor pumps and control units for agriculture and industry and pressure washers for the cleaning sector
Valley	Paynesville, Minnesota - Usa	Components and accessories for industry and agriculture sectors
PTC	Genova - Italy Rubiera (RE) - Italy	Hydrodynamic units
Lemasa	Indaiatuba - Brasil	High pressure pumps



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## **Strategy**

The main goal of the Emak Group is the creation of value for its stakeholders.

In order to achieve this objective, the Group focuses on:

- (i) innovation, with continuous investments in research and development, focused on new technologies, safety, comfort and emission control, in order to create new products that meet customer needs;
- (ii) distribution, to consolidate the Group's position in the market where it has a direct presence and to further expand distribution by entering new markets with high growth potential;
- (iii) efficiency, by implementing the lean manufacturing approach in its plants, exploiting synergies with the supply chain;
- (iv) acquisitions, with the aim of entering new markets, improving its competitive position, completing the product range and accessing strategic technologies that take a long time for internal development.

## **Main risks and uncertainties**

The Group believes that effective risk management is a key factor for maintaining value over time: for this reason, in the conduct of its business Emak defines its strategic and operative objectives through its governance structure and Internal Control System and monitors, as well as manages, the risks that could compromise the achievement.

The effective management of risks is a key factor in the creation of the Group's value over time, especially in the light of the difficult macro-economic situation, and is a support to management in defining the most appropriate competitive strategies.

As part of its industrial activity, Emak Group is exposed to a series of risks, the identification, assessment and management of which are assigned to Managing Directors, also in the role of Executives Directors appointed pursuant to the self-regulatory Code of *Borsa Italiana S.p.A.*, to business area managers and the Audit Committee, which is responsible of supporting the Board of Directors on issues relating to internal control and risk management.

In order to prevent and manage the most significant risks, the Group uses a risk classification model, dividing risks according to the business function from which they may derive or through which they can be managed. Risk assessment is carried out on the basis of an estimate of the financial impact and the probability of occurrence.

The Directors responsible for the internal control system oversee the "risk management" process by implementing the guidelines defined by the Board of Directors in relation to risk management and by verifying their adequacy.

Internal Audit's task is to control the efficiency and effective functioning of the internal control and risk management system through risk assessment activities and the management of the results of this analysis, with particular attention to the continuous improvement of management policies.

As part of this process, different types of risk are classified on the basis of the assessment of their impact on the achievement of the strategic objectives, that is to say, on the basis of the consequences that the occurrence of the risk may have in terms of compromised operating or financial performance, or of compliance with laws and/or regulations.

The main strategic-operating risks to which the Emak Group is subject are:

### **Weather conditions**

Weather conditions may impact on the sales of certain product families. Generally, weather conditions characterized by drought may provoke a drop in the sales of gardening products, while harsh winters have a positive effect on the sales of chainsaws.

### **Competition and market trends**

The Group operates on a global scale, in a sector characterized by a high level of competition and in which sales are concentrated mainly in mature markets with moderate or low rates of growth in demand. Performances are closely correlated to factors such as the level of prices, product quality, trademarks and technology, which define the competitive positioning of operators on the market.

### **Customers**

The Group's results are influenced by the actions of a number of large customers, with which there are no agreements involving minimum purchase quantities. As a result, the demand of such customers for fixed volumes of products cannot be guaranteed and it is impossible to rule out that a loss of important customers or the reduction of orders made by them could have negative effects on the Group's economic and financial results.

### **Raw material components**

The Group's economic results are influenced by the trend in the price of raw materials and components. The main raw materials used are copper, steel, aluminium and plastic materials. Their prices can fluctuate significantly during the year since they are linked to official commodity prices on the reference markets.

### **Liability to customers and third parties**

The Group is exposed to potential liability risks towards customers or third parties in relation to product liability due to possible design and/or manufacturing defects in the Group's products, also attributable to third parties such as suppliers and assemblers. Moreover, in the event that products are defective or do not meet technical and legal specifications, the Group, also by order of control authorities, could be obliged to withdraw such products from the market.

### **Financial risks**

In the ordinary performance of its operating activities, the Emak Group is exposed to various risks of a financial nature. For detailed analysis, reference should be made to the appropriate section of the Notes to the 2014 Annual Financial Statements in which the disclosures as per IFRS no. 7 are set out.

### **Risk management process**

With the aim of reducing the financial impact of any harmful event, Emak has arranged to transfer residual risks to the insurance market, when insurable.

In this sense, Emak, as part of its risk management, has taken steps to customize insurance coverage in order to significantly reduce exposure, particularly with regard to possible damages arising from the manufacturing and marketing of products.

All companies of the Emak Group are today insured against major risks considered as strategic, such as: product liability and product recall, general civil liability and property all risks. Other insurance coverage has been taken out at the local level in order to respond to regulatory requirements or specific regulations.

The analysis and insurance transfer of the risks to which the Group is exposed is carried out in collaboration with an insurance broker who, through an international network, is also able to assess the adequacy of the management of the Group's insurance programs on a global scale.

## INTERMEDIATE DIRECTORS REPORT AT 30.06.2015

## 1. Main economic and financial figures for the Group

### Income statement (€/000)

Y 2014		2 Q 2015	2 Q 2014	1 H 2015	1 H 2014
354,757	Net sales	117,929	106,642	227,772	212,471
33,130	EBITDA ADJ (1)	13,591	14,066	28,676	27,412
31,456	EBITDA (2)	13,178	14,066	27,431	27,412
19,983	EBIT	10,097	11,319	21,486	21,896
10,185	Net profit	4,692	6,985	11,541	12,863

### Investment and free cash flow (€/000)

Y 2014		2 Q 2015	2 Q 2014	1 H 2015	1 H 2014
9,464	Investment in property, plant and equipment	2,220	1,675	4,599	3,942
2,086	Investment in intangible assets	643	460	1,022	809
21,658	Free cash flow from operations (3)	7,773	9,732	17,486	18,379

### Balance sheet (€/000)

31.12.2014		30.06.15	30.06.14
239,142	Net capital employed	294,629	256,026
(79,043)	Net debt	(122,601)	(96,776)
160,099	Total equity	172,028	159,250

### Other statistics

Y 2014		2 Q 2015	2 Q 2014	1 H 2015	1 H 2014
8.9%	EBITDA / Net sales (%)	11.2%	13.2%	12.0%	12.9%
5.6%	EBIT / Net sales (%)	8.6%	10.6%	9.4%	10.3%
2.9%	Net profit / Net sales (%)	4.0%	6.5%	5.1%	6.1%
8.4%	EBIT / Net capital employed (%)			7.3%	8.6%
0.49	Debt / Equity			0.71	0.61
1,576	Number of employees at period end			1,683	1,601

### Share information and prices

31.12.2014		30.06.2015	30.06.2014
0.064	Earnings per share (€)	0.070	0.079
0.969	Equity per share (€) (4)	1.04	0.96
0.860	Official price (€)	0.89	0.89
1.05	Maximum share price in period (€)	0.95	1.05
0.59	Minimum share price in period (€)	0.82	0.81
141	Stockmarket capitalization (€ / million)	146	147
163,537,602	Average number of outstanding shares	163,537,602	163,537,602
163,934,835	Number of shares comprising share capital	163,934,835	163,934,835
0.132	Cash flow per share: net profit + amortization/depreciation (€) (5)	0.107	0.112
0.025	Dividend per share (€)	-	-

(1) EBITDA calculated excluding the impact of charges for litigation, expenses related to M&A, revenues from contributions and restructuring charges

(2) Net profit" plus "Amortization, depreciation and impairment losses"

(3) Net profit" plus "Amortization, depreciation and impairment losses"

(4) Group equity" divided by "Number of outstanding shares at period end"

(5) Group Net Profit + Amortization/depreciation" divided by "Average number of outstanding shares"

## **2. Significant events occurring in the period and balances or transactions arising from atypical and unusual, significant and non recurring operations.**

### **2.1 Comet do Brasil Investimentos LTDA**

On March 2, 2015 was subscribed and fully paid the share capital of 10 thousand Reais Comet do Brasil Investimentos LTDA located in Indaiatuba (Brazil) whose equity is held 99% by the subsidiary Comet S.p.A. and 1% by the subsidiary P.T.C. S.r.l.

On March 31, 2015, with no change in equity interests, it has been subscribed and paid a capital increase amounting to 18,990 thousand Reais, for an equivalent of € 5,445 thousand, bringing the share capital of 19,000 thousand Reais. on March 30, 2015 Comet S.p.A. also granted a loan of € 9,240 thousand, equal to about 32,000 thousand Reais in order to provide the Company with the necessary financial resources for the acquisition of 70% of Lemasa.

### **2.2 Increase in share capital South America S.p.A.**

During the first quarter of 2015 the company Speed France SAS has fully subscribed and paid a capital increase of subsidiary Speed South America S.p.A. for € 120 thousand.

### **2.3 Acquisition of Lemasa LTDA**

On April 1, was completed the closing of the acquisition of 70% of the share capital of the Brazilian company Lemasa LTDA, a leading producer in South America of pumps and systems for high and very high pressure. The operation was carried out by the newly established company Comet do Brasil Investimentos LTDA. Based on the agreements, Comet do Brasil investimentos LTDA has paid the first tranche (42.3 million Reais) of the total price originally agreed of 75.6 million Reais. The amounts related to the other two rates were filed in an escrow account as security for all contractual commitments and for price adjustments quantified on the basis of economic and financial parameters provided in the contract.

The financial resources used by the company Comet do Brasil LTDA for the acquisition of 70% of Lemasa LTDA were obtained in the following ways:

- For 19 million Reais through the subscription of share capital by the parent Comet S.p.A. and P.T.C. S.r.l.;
- About 32 million Reais by granting a loan by the parent company Comet S.p.A.;
- For 25 million Reais by turning of a bank loan signed on local currency on 1 April 2015.

The business and technology of Lemasa LTDA are highly complementary to those of the subsidiary Comet S.p.A., a world leader in the field of pumps for agriculture and high pressure water jetting. With this acquisition Comet S.p.A. strengthen its competitive position by exploiting the synergies manufacturing and distribution that will result from the operation.

### 3. Economic and financial results for Emak Group

#### Summary of economic results

Summary figures from the consolidated income statement for the first half-year of 2015 are shown below:

FY 2014	%	€'000	1H 2015	%	1H 2014	%	Change %
354,757	100	Net sales	227,772	100	212,471	100	7.2
33,130	15.6	Ebitda Adj (*)	28,676	12.6	27,412	12.9	4.6
31,456	8.9	Ebitda	27,431	12.0	27,412	12.9	0.1
19,983	5.6	Ebit	21,486	9.4	21,896	10.3	(1.9)
17,163	4.8	Profit before taxes	19,341	8.5	19,761	9.3	(2.1)
10,185	2.9	Net profit	11,541	5.1	12,863	6.1	(10.3)

(\*)EBITDA calculated excluding the impact of charges for litigation, expenses related to M&A, revenues from contributions and restructuring charges

Starting from the interim report at September 30, 2104, the Group has adopted a new breakdown of revenues by business area, more consistent with the internal reporting used by management to evaluate performance and manage the Group. The amounts relating to the comparative periods have been suitably reclassified.

The purpose is to represent the individual activities of the Group in terms of uniform distribution channels, and of customer and market dynamics.

Net sales for the second quarter 2015 amounted to € 117,929 thousand against € 106,642 thousand in the same period last year, an increase of 10.6%.

In the first half of 2015 the Emak Group achieved a consolidated turnover of € 227,772 thousand against € 212,471 thousand in the same period last year, an increase of 7.2%, including 3.2% organic growth, 2.1% for the change in scope and 1.9% for exchange rate effects.

The following table shows an analysis of sales reported for 2015, broken down by business and geographic area, compared with the sales of the same period of the previous year:

€/000	OUTDOOR POWER EQUIPMENT			PUMPS AND HIGH PRESSURE WATER			COMPONENTS AND ACCESSORIES			TOTAL		
	1H2015	1H2014	Var. %	1H2015	1H2014	Var. %	1H2015	1H2014	Var. %	1H2015	1H2014	Var. %
Europe	90,499	95,258	(5.0)	25,797	23,324	10.6	41,757	41,190	1.4	158,053	159,772	(1.1)
Americas	6,041	4,946	22.1	25,653	16,751	53.1	13,762	11,589	18.8	45,456	33,286	36.6
Asia, Africa and Oceania	12,156	7,212	68.6	5,745	6,691	(14.1)	6,362	5,510	15.5	24,263	19,413	25.0
<b>Total</b>	<b>108,696</b>	<b>107,416</b>	<b>1.2</b>	<b>57,195</b>	<b>46,766</b>	<b>22.3</b>	<b>61,881</b>	<b>58,289</b>	<b>6.2</b>	<b>227,772</b>	<b>212,471</b>	<b>7.2</b>

Sales in the business "Outdoor Power Equipment" recorded an increase of 1.2%, thanks to the recovery in the second quarter. In Europe sales grew primarily in the markets managed directly by the Group, and have been penalized by the decline in the markets of Russia and Ukraine. Sales in the Americas have benefited from positive performance of Latin America's markets. In Asia, Africa and Oceania it has to be pointed out the positive results obtained in the Far East and the Middle East.

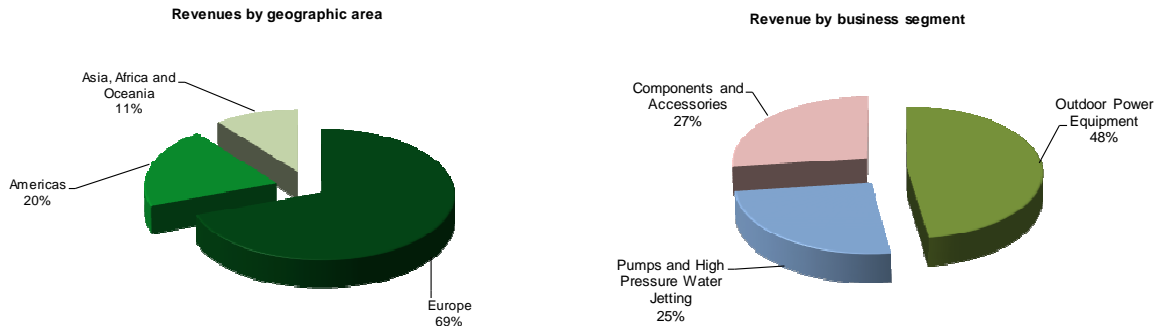
The growth of the business "Pumps and High Pressure Water Jetting" benefited from the change in consolidation area for € 4,587 thousand.

Sales in Europe were higher than the previous year, maintaining the progression recorded earlier in the year. Sales growth in the Americas was driven by the North American market and the good results achieved in some countries in Latin America. The result of the area has also enjoyed the first-time consolidation of Lemasa LTDA from April.

In the markets of Asia, Africa and Oceania continued difficulties already recorded earlier this year.

Sales in the business "Components and Accessories" on the European market were in progress compared to the same period, despite the slight decline recorded in the second quarter, after a good start of the year,

on the Italian market. In the Americas sales increase was driven by the United States. Latin American markets recorded a marginal decline compared to the same period, despite the good performance recorded in the second quarter. The good results achieved in the Asia, Africa and Oceania was mainly due to the good performance recorded in the markets of the Far East.



## EBITDA

In the second quarter of 2015, EBITDA amounted to € 13,178 thousand against € 14,066 thousand in the corresponding quarter in the last financial year. EBITDA, for the quarter, was affected by expenses for disputes and expenses related to M&A amounting to € 413 thousand.

In the second half of 2014, EBITDA amounted to € 27,431 thousand against € 27,412 thousand in the same period last, an increase of 0.1%.

EBITDA as a percentage of revenues is 12%, against 12.9% in same period of last year.

EBITDA in the first half of 2015 was negatively impacted by expenses for disputes amounting to about € 594 thousand, and expenses related to M&A in the amount of € 651 thousand.

Excluding these effects, EBITDA would amount to € 28,676 thousand, an increase of 4.6% over the previous year and with a margin of 12.6%.

EBITDA of the first half was also adversely affected by the increase in personnel costs, due to higher production volumes and the change in the scope of consolidation, the increase in operating costs related to the scope of consolidation and the expenses previously described. EBITDA was also affected, compared to the first half of last year, of some unfavorable foreign exchange.

The average number of employees in the workforce, including temporary workers, amounts to 1,850 against the 1,805 in the same period of the previous year. During the first half, some companies of the Group made use of social welfare.

## EBIT

EBIT for the second quarter of 2015 amounts to € 10,097 thousand compared to € 11,319 thousand in the corresponding quarter in the last financial year.

EBIT for the first half 2015 amounts to € 21,486 thousand against € 21,896 thousand in the corresponding period of last year.

Amortization and depreciation provisions amount to € 5,945 thousand, compared to € 5,516 thousand at June 30, 2014.

EBIT as a percentage of sales is 9.4% compared to 10.3% of 30 June 2014.

Non-annualized Ebit as a percentage of net invested capital is 7.3% (7.7% excluding the abovementioned items) against 8.6% at 30 June 2014.

### **Net profit**

Net profit for the second quarter 2015 is € 4,692 thousand, against € 6,985 thousand for the same quarter of the previous year.

Net profit for the first half of 2015 amounts to € 11,541 thousand compared to € 12,863 thousand the same period of last year.

Financial management was impacted by the higher net financial position compared to the same period last year related to the increase in net working capital and the financing of the acquisition of the company Lemasa. On financial management had a positive effect a slight reduction in bank interest rates. Financial charges of the period include € 498 thousand related to the actualization of the debt toward the sellers of Lemasa shareholding.

Currency management of the second quarter 2015 is negative for € 357 thousand, while it was positive for € 95 thousand in the same period of last year.

Currency management in the first half is negative for € 61 thousand, while in the same period of last year it was € 450 thousand.

The tax rate for the first half of 2015 is 40.3%, an increase compared to 34.9% for the same period in the previous financial year. The figure reflects the inclusion of prior year taxes for 4.2 percentage points and 2.3 percentage points for other effects. Therefore, the tax rate excluding these effects would have been 33.8%.



## Balance sheet and financial position analysis

31.12.2014	€/000	30.06.2015	30.06.2014
90,567	Net non-current assets	115,796	89,000
148,575	Net working capital	178,833	167,026
<b>239,142</b>	<b>Total net capital employed</b>	<b>294,629</b>	<b>256,026</b>
158,411	Equity attributable to the Group	170,391	157,330
1,688	Equity attributable to the minority interests	1,637	1,920
(79,043)	Net debt	(122,601)	(96,776)

### Net non-current assets

During the first half of 2015 Emak Group invested € 5,621 thousand in property, plant and equipment and intangible assets, as follows:

- € 2,395 thousand for product innovation;
- € 1,610 thousand for adjustment of production capacity and for process innovation;
- € 843 thousand for upgrading the computer network;
- € 439 thousand for adjustment of industrial buildings;
- € 334 thousand for other managerial working investments.

Investments broken down by geographical area are as follows:

- € 3,552 thousand in Italy;
- € 997 thousand in Europe;
- € 455 thousand in Americas;
- € 617 thousand in the Rest of the World.

The increase in net non-current assets is due for € 24,032 thousand to the goodwill provisionally recognized arising from the acquisition of the company Lemasa LTDA.

### Net working capital

The net working capital, compared to December 31, 2014, increased of € 30,258 thousand, going from € 148,575 thousand to € 178,833 thousand.

€/000	1H 2015	1H 2014
<b>Net working capital at 01 January 2015</b>	<b>148,575</b>	<b>142,212</b>
increase/(decrease) in inventories	448	2,981
increase/(decrease) in trade receivables	30,996	25,992
(increase)/decrease in trade payables	(217)	1,763
change in scope of consolidation (acquisition)	3,487	642
other changes	(4,456)	(6,564)
<b>Net working capital at 30 June 2015</b>	<b>178,833</b>	<b>167,026</b>

The trend in net working capital in the first half is related to seasonality and increased sales, as well as enlargement of the scope of consolidation, which accounted for about € 3.5 million.

## Equity

Consolidated net equity at 30 June 2015 stands at € 172,028 thousand, compared to € 160,099 thousand of 30 June 2014. Earnings per share at 30 June 2015 were € 0.070 compared to € 0.079 for the same period of the previous year.

## Net financial position

Net negative financial position increases from € 79,043 thousand at 31.12.2014 to € 122,601 thousand at 30.06.2015.

The following table shows the movements in the net financial position of the first half of 2015:

€/000	1H 2015	1H 2014
<b>Opening NFP</b>	<b>(79,043)</b>	<b>(76,381)</b>
Cash flow from operations, excl. changes in operating assets and liabilities	17,486	18,379
Changes in operating assets and liabilities	(25,173)	(24,315)
<b>Cash flow from operations</b>	<b>(7,687)</b>	<b>(5,936)</b>
<b>Cash flow from investments and disinvestments</b>	<b>(7,628)</b>	<b>(4,359)</b>
<b>Other equity changes</b>	<b>386</b>	<b>(5,108)</b>
<b>Change in consolidation area</b>	<b>(28,629)</b>	<b>(4,992)</b>
<b>Closing NFP</b>	<b>(122,601)</b>	<b>(96,776)</b>

Free cash flow from operations was € 17,486 thousand after tax, compared with € 18,379 thousand in the same period of last year.

The operating management absorbs resources mainly due to the increase in net working capital and the change in the scope of consolidation following the operation Lemasa which accounted about € 28.6 million.

The net financial position is made up as follows:

( €/000)	30.06.2015	31.12.2014	30.06.2014
Cash and banks	16,416	13,238	10,691
Securities and derivative financial instruments	70	241	19
Other financial assets	826	7	1
Financial liabilities	(53,849)	(40,823)	(59,730)
Derivative financial instruments	(615)	(859)	(695)
<b>Short-term net debt</b>	<b>(37,152)</b>	<b>(28,196)</b>	<b>(49,714)</b>
Other financial assets	9,493	158	152
Financial liabilities	(94,942)	(51,005)	(47,214)
<b>Long-term net debt</b>	<b>(85,449)</b>	<b>(50,847)</b>	<b>(47,062)</b>
Cash and banks	16,416	13,238	10,691
Securities and derivative financial instruments	70	241	19
Other financial assets	10,319	165	153
Financial liabilities	(148,791)	(91,828)	(106,944)
Derivative financial instruments	(615)	(859)	(695)
<b>Total net debt</b>	<b>(122,601)</b>	<b>(79,043)</b>	<b>(96,776)</b>

Long-term financial payables include not only the non-current portion of loan principal repayments but also the portion of finance leases falling due after more than 12 months and debt for equity investments in the amount of € 15,812 thousand.

Short-term financial payables mainly consist of:

- account payables and account advances;
- loan repayments falling due by 30.06.2016;
- amounts due to other providers of finance falling due by 30.06.2016;
- debt for equity investments in the amount of € 600 thousand.

The item "Other financial assets" is as follows:

- as for € 8,814 thousand, recorded under medium / long term financial assets, related to the amount paid by Comet do Brasil, through a contract escrow account, for the acquisition of the shareholdings of the company Lemasa LTDA ;
- a credit of € 1,230 thousand, of which € 408 thousand in the medium / long term and € 822 thousand in the short term, to the parent company Yama S.p.A. arising from compensation recognized by it on the basis of guarantees provided in favor of Emak S.p.A. in the contract of the so called "Operation Greenfield".

#### **4. Dealings with related parties**

Emak S.p.A. is controlled by Yama S.p.A., which owns 75.2% of its share capital and is at the head of a larger group of companies, operating primarily in the sectors of machinery and equipment for agriculture and gardening, components for engines and real estate. With such companies exist by the Emak Group supply and industrial services relations as well as financial transactions, resulting from the participation of certain Emak Group companies in the consolidated tax headed by Yama S.p.A.

From the abovementioned relations derive the main part of the activities developed in the period from Emak Group with related parties. They are recurring transactions of usual nature, which fall within the normal exercise of the activity, carried out according to usual market conditions and governed by the framework resolutions, approved in accordance with applicable regulations. Of these operations refers in the notes to paragraph no. 32.

Outside abovementioned usual relations, in the first half of 2015 certain Group companies have incurred charges for disputes that arose at a time when the control was exercised by Yama S.p.A.. On the basis of the contractual agreements signed at the time of sale of shares, on August 2011, the Group has recognized the right to receive asset reintegration recognized by the parent company for € 1,230 thousand attributable as follows: to the costs incurred by the Group to the closure of some tax disputes for € 818 thousand and legal disputes for € 412 thousand.

The effects of this recast were recorded directly to the equity reserves.

Except as described in the previous point, during the period under consideration no extraordinary or non-recurring transactions with related party have been entertained and in any case, for the knowledge of the Board of Directors, have not been carried out with related parties transactions or contracts that, with reference to materially affecting the financial statements, can be considered significant in value or conditions.

#### **5. Plan to purchase Emak S.p.A. shares**

At 31.12.2014 Emak S.p.A. held 397,233 treasury shares, worth € 2,029 thousand.

Dated April 23, 2015, the Shareholders' Meeting renewed the authorization to purchase and dispose of treasury shares for the purposes laid down by it. During the first half of 2015 there were no changes in either purchase nor sale of treasury shares, not affecting the balances at beginning of year.

#### **6. Outstanding disputes**

There were no disputes in progress that might lead to liabilities in the financial statements other than those already described in notes 27 and 29 of the consolidated financial statements.

## **7. Forecast operating trends, main risks and uncertainties**

The second quarter results confirm a good recovery in sales compared to last year, both in terms of organic growth and thanks to the contribution of the acquisitions. The outlook for the second half of the year, considering the order book and sales forecasts for the coming months remains positive.

EBITDA in the first half, while benefiting from the increase in sales, was negatively impacted by non-recurring items and the unfavorable exchange rate. In the second half of the year the Group plans to improve its margins compared to the same period last year, mitigating the criticalities so far caused by movements of foreign currencies by aligning the commercial terms to the existing business scenarios. The Group will continue to focus on optimizing the capital employed and on the integration of recently acquired companies in order to fully exploit the potential synergies.

## **8. Subsequent events and other information**

There were no subsequent events realized after June 30, 2015.

### Significant operations: derogation from disclosure obligations

The Company has resolved to make use, with effect from 31 January 2013, of the right to derogate from the obligation to publish the informative documents prescribed in the event of significant merger, demerger, share capital increase through the transfer of goods in kind, acquisition and disposal operations, pursuant to art. 70, paragraph 8, and art. 71, paragraph 1-bis of Consob Issuers Regulations, approved with resolution no. 11971 of 4/5/1999 and subsequent modifications and integrations.

Bagnolo in Piano (RE), August 7, 2015

On behalf of the Board of Directors

The Chairman

Fausto Bellamico

## **Emak Group – Consolidated financial statements and explanatory notes at 30 June 2015**

## Consolidated Financial Statements

### Consolidated Income Statement

Thousand of Euro

Year 2014	CONSOLIDATED INCOME STATEMENT	Notes	1H 2015	of which related parties	1H 2014	of which related parties
<b>354,757</b>	<b>Sales</b>	<b>8</b>	<b>227,772</b>	<b>1,777</b>	<b>212,471</b>	<b>1,535</b>
3,045	Other operating incomes	8	883		1,111	
6,144	Change in inventories		(865)		3,175	
(198,608)	Raw and consumable materials and goods		(122,014)	(1,747)	(118,255)	(1,781)
(65,035)	Salaries and employee benefits	9	(37,202)		(34,162)	
(68,847)	Other operating costs	10	(41,143)	(1,190)	(36,928)	(1,069)
(11,473)	Amortization, depreciation and impairment losses	11	(5,945)		(5,516)	
<b>19,983</b>	<b>Ebit</b>		<b>21,486</b>		<b>21,896</b>	
683	Financial income	12	493		329	
(3,860)	Financial expenses	12	(2,577)	(528)	(2,014)	(23)
357	Exchange gains and losses		(61)		(450)	
<b>17,163</b>	<b>EBT</b>		<b>19,341</b>		<b>19,761</b>	
(6,978)	Income taxes	13	(7,800)		(6,898)	
<b>10,185</b>	<b>Net profit</b>		<b>11,541</b>		<b>12,863</b>	
282	(Profit)/loss attributable to minority interests		(130)		96	
<b>10,467</b>	<b>Net profit attributable to the group</b>		<b>11,411</b>		<b>12,959</b>	
<b>0.06</b>	<b>Basic earnings per share</b>	<b>14</b>	<b>0.07</b>		<b>0.08</b>	
<b>0.06</b>	<b>Diluted earnings per share</b>	<b>14</b>	<b>0.07</b>		<b>0.08</b>	

Year 2014	COMPREHENSIVE INCOME STATEMENT	Notes	1H 2015	1H 2014
<b>10,185</b>	<b>Net profit (A)</b>		<b>11,541</b>	<b>12,863</b>
2,537	Profits/(losses) deriving from the conversion of foreign company accounts		3,440	(835)
(46)	Profits/(losses) deriving from the transfer of treasury shares in portfolio (*)		-	-
52	Tax effect relating to other components (*)		-	-
<b>2,543</b>	<b>Total other components to be included in the comprehensive income statement (B):</b>		<b>3,440</b>	<b>(835)</b>
<b>12,728</b>	<b>Comprehensive net profit (A)+(B)</b>		<b>14,981</b>	<b>12,028</b>
656	Comprehensive net profit attributable to minority interests		(57)	381
13,384	Comprehensive net profit attributable to the group		14,924	12,409

(\*) Items will not be classified in the income statement

## Schedule showing consolidated assets-liabilities-financial situation

Thousand of Euro

31.12.2014	ASSETS	Notes	30.06.2015	of which related parties	30.06.2014	of which related parties
	<b>Non-current assets</b>					
56,836	Property, plant and equipment	15	58,801		55,079	
6,170	Intangible assets other than goodwill	16	6,290		5,846	
34,773	Goodwill	17	59,601	15,005	33,814	14,818
230	Equity investments		230		230	
0	Equity investments in related company		0		0	
8,576	Deferred tax assets	25	7,126		7,659	
158	Other non current financial assets		9,493		152	
62	Other receivables	20	277		2,470	
<b>106,805</b>	<b>Total non-current assets</b>		<b>141,818</b>	<b>15,413</b>	<b>105,250</b>	<b>14,818</b>
	<b>Current assets</b>					
127,665	Inventories	21	130,786		122,992	
95,615	Trade and other receivables	20	130,277	803	126,522	886
5,037	Current tax assets	25	4,268		4,160	
7	Other financial assets		826		1	
241	Derivative financial instruments	19	70		19	
13,238	Cash and cash equivalents		16,416		10,691	
<b>241,803</b>	<b>Total current assets</b>		<b>282,643</b>	<b>1,625</b>	<b>264,385</b>	<b>886</b>
<b>348,608</b>	<b>TOTAL ASSETS</b>		<b>424,461</b>	<b>17,038</b>	<b>369,635</b>	<b>15,704</b>

Thousand of Euro

31.12.2014	EQUITY AND LIABILITIES		30.06.2015	of which related parties	30.06.2014	of which related parties
	<b>Equity</b>					
158,411	Total Group	22	170,391		157,330	
1,688	Minorities interest		1,637		1,920	
<b>160,099</b>	<b>Total equity</b>		<b>172,028</b>		<b>159,250</b>	
	<b>Non-current liabilities</b>					
51,005	Loans and borrowings	24	94,942	15,911	47,214	1,078
4,365	Deferred tax liabilities	25	5,015		3,744	
9,112	Provisions for employee benefits		8,934		9,617	
1,666	Provisions	27	1,693		1,753	
0	Derivative financial instruments	0	0		0	
937	Other non-current liabilities	28	887		984	
<b>67,085</b>	<b>Total non-current liabilities</b>		<b>111,471</b>	<b>15,911</b>	<b>63,312</b>	<b>1,078</b>
	<b>Current liabilities</b>					
75,049	Trade and other payables	23	79,652	1,182	78,957	1,368
2,879	Current tax liabilities	25	5,203		5,976	
40,823	Loans and borrowings	13	53,849	840	59,730	135
859	Derivative financial instruments	19	615		695	
1,814	Provisions	27	1,643		1,715	
<b>121,424</b>	<b>Total current liabilities</b>		<b>140,962</b>	<b>2,022</b>	<b>147,073</b>	<b>1,503</b>
<b>348,608</b>	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>424,461</b>	<b>17,933</b>	<b>369,635</b>	<b>2,581</b>

## Statement of changes in consolidated equity at 30.06.2014

### STATEMENT OF CHANGES IN CONSOLIDATED EQUITY AT 30.06.2014

Euro/000	Share capital	Share premium	OTHER RESERVES					RETAINED EARNINGS		TOTAL GROUP	EQUITY ATTRIBUTABLE TO MINORITY INTERESTS	TOTAL
			Legal reserve	Revaluation reserve	Cumulative translation adjustment	Reserve las 19	Other reserves	Retained earnings	Net profit of the period			
Balance at 31.12.2013	40,594	42,454	1,924	1,138	1,176	(782)	27,733	24,478	10,326	149,041	1,753	150,794
Change in treasury shares												-
Profit reclassification			136					6,101	(10,326)	(4,089)	(120)	(4,209)
Other changes								(31)		(31)	668	637
Net profit for the period					(550)				12,959	12,409	(381)	12,028
Balance at 30.06.2014	40,594	42,454	2,060	1,138	626	(782)	27,733	30,548	12,959	157,330	1,920	159,250

\*the share capital of € 42,623 is shown net of treasury shares of a value of € 2,029 thousand



## Statement of changes in consolidated equity at 31.12.2014 and at 30.06.2015

### STATEMENT OF CHANGES IN CONSOLIDATED EQUITY AT 31.12.2014 AND AT 30.06.2015

Euro/000	Share capital	Share premium	OTHER RESERVES					RETAINED EARNINGS		TOTAL GROUP	EQUITY ATTRIBUTABLE TO MINORITY INTERESTS	TOTAL
			Legal reserve	Revaluation reserve	Cumulative translation adjustment	Reserve las 19	Other reserves	Retained earnings	Net profit of the period			
Balance at 31.12.2013	40,594	42,454	1,924	1,138	1,176	(782)	27,733	24,478	10,326	149,041	1,753	150,794
Change in treasury shares												
Profit reclassification			136					6,101	(10,326)	(4,089)	(119)	(4,208)
Other changes								75		75	710	785
Net profit for the period					2,911	6			10,467	13,384	(656)	12,728
Balance at 31.12.2014	40,594	42,454	2,060	1,138	4,087	(776)	27,733	30,654	10,467	158,411	1,688	160,099
Change in treasury shares												
Profit reclassification			301					6,078	(10,467)	(4,088)	(17)	(4,105)
Other changes							1,230	(86)		1,144	(91)	1,053
Net profit for the period					3,513				11,411	14,924	57	14,981
Balance at 30.06.2015	40,594	42,454	2,361	1,138	7,600	(776)	28,963	36,646	11,411	170,391	1,637	172,028

\*the share capital at 31.12.13 of € 42,623 is shown net of treasury shares of a value of € 2,029 thousand

## Consolidated cash flow statement

31.12.2014 (€/000)	Notes	30.06.2015	30.06.2014
<b>Cash flow from operations</b>			
<b>10,185</b>		<b>11,541</b>	<b>12,863</b>
<b>Net profit for the period</b>			
11,473		5,945	5,516
(73)	11	(7)	(30)
5,520		(30,721)	(26,001)
(7,654)		(448)	(2,981)
(1,783)		6,404	4,650
(562)		(178)	(57)
120	27	(225)	104
(129)		(73)	(71)
<b>17,097</b>		<b>(7,762)</b>	<b>(6,007)</b>
<b>Cash flow from investment activities</b>			
(13,705)		(7,634)	(4,408)
1,535		(10,154)	1,547
73		7	30
(2,717)		(14,181)	(2,717)
<b>(14,814)</b>		<b>(31,962)</b>	<b>(5,548)</b>
<b>Cash flow from financial activities</b>			
89		1,051	(64)
(3,044)		35,334	(5,369)
16		(81)	142
(4,208)		(4,105)	(4,209)
2,537		3,440	(835)
<b>(4,610)</b>		<b>35,639</b>	<b>(10,335)</b>
<b>(2,327)</b>		<b>(4,085)</b>	<b>(21,890)</b>
<b>9,298</b>		<b>6,971</b>	<b>9,298</b>
<b>6,971</b>		<b>2,886</b>	<b>(12,592)</b>
<b>ADDITIONAL INFORMATION ON THE CASH FLOW STATEMENT</b>			
31.12.2014 (€/000)		30.06.2015	30.06.2014
<b>RECONCILIATION OF CASH AND CASH EQUIVALENTS</b>			
<b>9,298</b>	<b>Opening cash and cash equivalents, detailed as follows:</b>	<b>6,971</b>	<b>9,298</b>
15,122	Cash and cash equivalents	13,238	15,122
(5,824)	Overdrafts	(6,267)	(5,824)
<b>6,971</b>	<b>Closing cash and cash equivalents, detailed as follows:</b>	<b>2,886</b>	<b>(12,592)</b>
13,238	Cash and cash equivalents	16,416	10,691
(6,267)	Overdrafts	(13,530)	(23,283)
<b>Other information:</b>			
(351)	Change in related party receivables and service transactions	199	(367)
133	Change in related party payables and service transactions	122	441
-	Change in related party financial assets	(1,230)	-
1,605	Change in related party financial liabilities	14,077	144

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## **Explanatory notes to the consolidated financial statement of the Emak Group at 30.06.2015**

### **Notes to the consolidated financial statements - Contents**

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## 1. General information

Emak S.p.A. (hereinafter "Emak" or the "Parent Company") is a public company, listed on the STAR segment of the Italian stock market, with registered offices in Via Fermi, 4 to Bagnolo in Piano (RE).

Emak S.p.A. is controlled by Yama S.p.A., an industrial holding company, which firmly holds the majority of its capital and designate, in accordance with law and statute, the majority of the members of its governing bodies. Nonetheless, Emak S.p.A. is not subject to management or coordination on the part of Yama S.p.A. and its Board of Directors makes its own strategic and operating choices in complete autonomy.

Values shown in these notes are in thousands of Euros, unless otherwise stated.

The half year report at 30 June 2015 is subject to a limited audit by Fidital Revisione S.r.l. This audit is significantly less extensive than that of a complete audit carried out according to established auditing standards.

## 2. Summary of principal accounting policies

The principal accounting policies used for preparing the abbreviated consolidated financial statements for the half-year are in line, except as specified below, with those applied for the annual consolidated financial statements at 31 December 2014 and are briefly discussed below.

### 2.1 General methods of preparation

The abbreviated consolidated half-year report of the Emak Group at 30 June 2015 has been prepared in accordance with the IAS 34 accounting standard (Interim Financial Reporting), with art. 154-*ter* (financial reports) of the Consolidated Finance Act and with Consob regulations and resolutions in force.

Specifically, the half-year report at 30 June 2015 has been prepared in abbreviated form and does not contain all the information and notes required for annual consolidated financial statements, as required by IAS 34, and must therefore be read with reference to the annual consolidated financial statements at 31 December 2014.

The consolidated half-year report includes the balance sheet, the consolidated income statement, the statement of consolidated comprehensive income, the statement of changes in consolidated equity, the statement of cash flows and notes to the accounts, in accordance with the requirements provided for by IFRS.

The abbreviated consolidated half-year report has been drawn-up in compliance with the IFRS's issued by the International Accounting Standards Board and adopted by the European Union at the date of preparing this report. The term IFRS also refers to all revised international accounting standards (IAS) and all interpretations by the International Financial Reporting Interpretations Committee (IFRIC), previously named the Standing Interpretations Committee (SIC).

The preparation of financial statements under IFRS requires management to make use of accounting estimates. The matters involving a high degree of judgement or complexity and the areas in which the assumptions and estimates could have a significant impact on the consolidated financial statements are discussed in note 4.

It is also to be noted that some valuation procedures, in particular the more complex such as the determination of any impairment of non-current assets, are generally carried out only in the preparation of annual financial statements, when all necessary information are available, except in cases where there are indications that an immediate assessment of any impairment is required. Even the actuarial valuations for the calculation of provisions for employee benefits are normally processed on the occasion of the annual financial statement. Current and deferred tax is recognized based on tax rates in force at the date of the half year report.

## 2.2 Methods of consolidation

### *Subsidiaries*

The consolidated financial statements of the Emak Group include the financial statements of Emak S.p.A. and the Italian and foreign companies over which Emak exercises direct or indirect control by governing their financial and operating policies and receiving the related benefits, according to the criteria established by IFRS 10.

The acquisition of subsidiaries is accounted for using the purchase method, except for those acquired in 2011 from Yama Group.

The cost of acquisition initially corresponds to the fair value of the assets acquired, the financial instruments issued and the liabilities at the date of acquisition, as increased for any directly attributable acquisition costs, and ignoring any minority interests.

The excess of the cost of acquisition over the group's share of the fair value of the net assets acquired is recognized as goodwill. If the cost of acquisition is lower, the difference is directly expensed to income.

The financial statements of subsidiaries are included in the consolidated accounts starting from the date of taking control to when such control ceases to exist. Minority interests and the amount of profit or loss for the period attributable to minorities are shown separately in the consolidated balance sheet and income statement.

Subsidiaries are consolidated line-by-line from the date that the Group obtains control.

It also specified that:

- the subsidiary Valley LLP, controlled by Comet Usa Inc with a share of 90%, is consolidated at 100% as a result of the "Put and Call Option Agreement" which regulates the acquisition of the remaining 10%;
- the subsidiary Lemasa LTDA, controlled by Comet do Brasil LTDA with a share of 70%, is consolidated at 100% as a result of the "Put and Call Option Agreement" which regulates the acquisition of the remaining 30%;
- the subsidiary P.T.C. S.r.l., controlled by Comet S.p.A. with a share of 90%, is consolidated at 100% as a result of the "Put and Call Option Agreement" which regulates the acquisition of the remaining 10%.

### *Intercompany transactions*

Transactions, balances and unrealised profits relating to operations between Group companies are eliminated. Unrealised losses are similarly eliminated, unless the operation involves a loss in value of the asset transferred. The financial statements of the enterprises included in the scope of consolidation have been suitably adjusted, where necessary, to align them with the accounting principles adopted by the Group.

### *Associated companies*

Associated companies are companies in which the Group exercises significant influence, as defined by IAS 28 - *Investments in Associates*, but not control over financial and operating policies. Investments in associated companies are accounted for with the equity method starting from the date the significant influence begins, up to when such influence ceases to exist.

### *Scope of consolidation*

Compared to the scope of consolidation at 31 December 2014 and at 30 June 2015, the newly incorporated companies Comet do Brasil Investimentos LTDA and Lemasa LTDA.

Compared to 30 June 2014, the balance includes:

- the data of the company Master Fluid S.r.l., acquired by PTC S.r.l. on 5 June 2014 and merged into the same with effect from 1 September 2014. Master Fluid S.r.l. was included in the consolidated financial statements as of 1 July 2014 to 30 June 2014 were therefore the consolidated balance sheet data only;
- the economic and financial data of the company South America Speed S.p.A., incorporated during the month of October 2014 by the company Speed France Sas and became operational from the first quarter of 2015;

- the economic and financial data of the company Comet do Brasil Investimentos LTDA and society Lemasa LTDA.

More details of the transactions are described in section 2 of the half year report.

The scope of consolidation at June 30 2015 includes the following companies:

Name	Head office	Share capitale	Currency	% consolidated	Held by	% of participation
Emak S.p.A.	Bagnolo in Piano - RE (I)	42,623,057	€			
Emak Suministros Espana SA	Getafe - Madrid (E)	270,459	€	90.000	Emak S.p.A.	90.000
Comag S.r.l.	Pozzilli - IS (I)	1,850,000	€	99.442	Emak S.p.A.	99.442
Emak U.K. Ltd	Lichfield (UK)	342,090	GBP	100.000	Emak S.p.A.	100.000
Emak Deutschland GmbH	Fellbach - Oeffingen (D)	553,218	€	100.000	Emak S.p.A.	100.000
Emak France SAS	Rixheim (F)	2,000,000	€	100.000	Emak S.p.A.	100.000
Jiangmen Emak Outdoor Power Equipment Co.Ltd (4)	Jiangmen (RPC)	25,532,493	RMB	100.000	Emak S.p.A.	100.000
Victus-Emak Sp. Z o.o.	Poznan (PL)	10,168,000	PLN	100.000	Emak S.p.A.	100.000
Tai Long (Zhuhai) Machinery Manufacturing Ltd	Zhuhai (RPC)	16,353,001	RMB	100.000	Emak S.p.A.	100.000
Epicenter LLC	Kiev (UA)	19,026,200	UAH	61.000	Emak S.p.A.	61.000
Raico S.r.l.	Reggio Emilia (I)	20,000	€	100.000	Emak S.p.A.	100.000
Sabart S.r.l.	Reggio Emilia (I)	1,900,000	€	100.000	Emak S.p.A.	100.000
Tecomec S.r.l.	Reggio Emilia (I)	1,580,000	€	100.000	Emak S.p.A.	100.000
Speed France SAS	Amx (F)	300,000	€	100.000	Tecomec S.r.l.	100.000
Speed North America Inc.	Wooster - Ohio (USA)	10	USD	100.000	Speed France SAS	100.000
Speed Line South Africa Ltd	Pietermaritzbury (ZA)	100	ZAR	51.000	Speed France SAS	51.000
Ningbo Tecomec Manufacturing Co. Ltd	Ningbo City (RPC)	8,029,494	RMB	100.000	Tecomec S.r.l.	100.000
Comet S.p.A.	Reggio Emilia (I)	2,600,000	€	100.000	Emak S.p.A.	100.000
Comet France SAS	Wolfisheim (F)	320,000	€	100.000	Comet S.p.A.	100.000
Comet Usa Inc	Burnsville - Minnesota (USA)	231,090	USD	100.000	Comet S.p.A.	100.000
PTC S.r.l. (3)	Genova (I)	55,556	€	100.000	Comet S.p.A.	90.000
Valley Industries LLP (1)	Paynesville - Minnesota (USA)	0	USD	100.000	Comet Usa Inc	90.000
Emak do Brasil Industria LTDA	Curitiba (BR)	200,000	BRL	99.000	Emak S.p.A.	99.000
S.I. Agro Mexico	Guadalajara (MEX)	1,000,000	MXM	85.000	Comet S.p.A.	85.000
Geoline Electronic S.r.l.	Poggio Rusco - MN (I)	100,000	€	51.000	Tecomec S.r.l.	51.000
Speed Industrie Sarl	Mohammedia (MA)	1,445,000	MAD	100.000	Speed France SAS	100.000
Speed South America S.p.A.	Providencia (RCH)	87,825,360	CLP	100.000	Speed France SAS	100.000
Comet do Brasil Investimentos LTDA	Induiatuba (BR)	19,000,000	BRL	99.000	Comet S.p.A.	100.000
				1.000	PTC S.r.l.	
Lemasa industria e comércio de equipamentos de alta pressao S.A. (2)	Induiatuba (BR)	14,040,000	BRL	100.000	Comet do Brasil LTD	70.000

(1) The share in Valley Industries LLP is consolidated at 100% as a result of the "Put and Call Option Agreement" which regulates the acquisition of the remaining 10%.

(2) The share in Lemasa is consolidated at 100% as a result of the "Put and Call Option Agreement" which regulates the acquisition of the remaining 30%.

(3) The share in P.T.C. S.r.l. consolidated at 100% as a result of the "Put and Call Option Agreement" which regulates the acquisition of the remaining 10%.

(4) Under the contract signed in December 2004 and subsequent amendments, the shareholding of 49% in in Jiangmen Emak Outdoor Power Equipment Co. Ltd., previously owned by Simest S.p.A., has been acquired by Emak S.p.A. on July 2014.

### 2.3 Segmental reporting criteria

IFRS 8 provides for information to be given for certain items in the financial statements on the basis of the operational segments of the company.

An operating segment is a component of a company:

- that carries on business activities generating costs and revenues;
- whose operating results are reviewed on a periodic basis at the highest executive levels for the purpose of taking decisions about resources to be allocated to the sector and for the evaluation of results;
- for which separate reporting information is available.

IFRS 8 is based on the so-called "management approach", which defines sectors exclusively on the basis of the internal organisational and reporting structure used to assess performance and allocate resources.

On the basis of the new criteria for the definition of the operating segments introduced by IFRS 8, the Group identified, following the “management approach” a single segment of activity, which includes all business areas related to the Group.

## 2.4 Translation differences

### Functional currency and presentation currency

Transactions included in the financial statements of each group company are recorded using the currency of the primary economic environment in which the company operates (functional currency). The consolidated financial statements are presented in Euro, the functional and presentation currency of the Parent Company.

### Transactions and balances

Transactions in foreign currencies are translated using the exchange rates at the dates of the transactions. Gains and losses arising from foreign exchange receipts and payments in foreign currency and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in income. Gains and losses realized on cash flow hedges whose hedged items are still unrealized are deferred in equity.

### Consolidation of financial statements of foreign companies

The financial statements of all group companies whose functional currency differs to the presentation currency of the consolidated financial statements are translated as follows:

- (i) assets and liabilities are translated at the closing rate on the balance sheet date;
- (ii) income and expenses are translated at the average rate for the period;
- (iii) all translation differences are recognized as a separate reserve under equity (“cumulative translation adjustment”).

The main exchange rates used to translate in Euro these financial statements are as follows:

31.12.2014	Amount of foreign for 1 Euro	Average 1H 2015	30.06.2015	Average 1H 2014	30.06.2014
0.78	GB Pounds (UK)	0.73	0.71	0.82	0.80
7.54	Renminbi (Cina)	6.94	6.94	8.45	8.47
1.21	Dollar (Usa)	1.12	1.12	1.37	1.37
4.27	Zloty (Poland)	4.14	4.19	4.17	4.16
14.04	Zar (South Africa)	13.30	13.64	14.68	14.46
19.21	Uah (Ukraine)	23.87	23.54	14.34	16.05
3.22	Real (Brazil)	3.31	3.47	3.15	3.00
10.98	Dirham (Morocco)	10.81	10.85	11.23	11.23
17.86	Mexican Pesos (Mexico)	16.89	17.53	17.97	17.71
-	Chilean Pesos (Chile)	693.34	715.92	-	-

## 2.5 Description of accounting policies applied to individual items

Details of the accounting policies applied to individual items within the financial statements can be found in sections 2.5 to 2.26 of the explanatory notes to the consolidated financial statements at 31 December 2014.

## 2.6. Accounting standards

The accounting policies and measurement are based on IFRS in effect at December 31, 2014 and endorsed by the European Union.

### New standards and interpretations that are effective for periods beginning on 1 January 2015

**Annual Improvements to IFRSs - 2011-2013 Cycle.** The rules adopted have made changes to IFRS 3, IFRS 13 and IAS 40 and applies for annual periods beginning on or after 1 January 2015. The application of the amendments had no material impact on the consolidated financial statements.



**IFRIC 21 - "Levies"**. The interpretation is effective for annual periods beginning after 17 June 2014 and is an interpretation of IAS 37. It should be noted that the Group had early adopted the interpretation and that this had had no impact on the consolidated financial statements.

#### New standards and interpretations that are effective for periods beginning on 1 January 2016

**Changes to IAS 19 "Employee Benefits"**. The new provisions, concerning the recognition of the "current service cost" are applicable for annual periods beginning on or after 1 February 2015. It is not expected that the application of the changes will have a material impact on the consolidated financial statements.

**Annual Improvements to IFRSs - 2010-2012 Cycle**. The new provisions, applicable for annual periods beginning on 1 February 2015, have made changes to IFRS 2, IFRS 3, IFRS 8, IAS 16 and IAS 28 and IAS 24. It is not expected that application of the amendments will have a significant impact on the consolidated financial statements.

### **3. Capital and financial risk management**

Details can be found in the explanatory notes to the consolidated financial statements at 31 December 2014.

### **4. Key accounting estimates and assumptions**

The preparation of the financial statements and the related notes under IFRS has required management to make estimates and assumptions affecting the value of reported assets and liabilities and the disclosures relating to potential assets and liabilities at the balance sheet date. Actual results could differ from these estimates. Estimates are used for recording provisions for doubtful accounts and inventory obsolescence, amortization and depreciation, writedowns to assets, employee benefits, taxes and other provisions. Estimates and assumptions are reviewed periodically and the effects of any change are immediately reflected in the income statement.

In this context, it should be noted that the situation caused by the persistent difficulties of the economic and financial scenario, in particular in the Euro zone, has implied the need to make assumptions regarding the future outlook which is characterised by uncertainty. As a result, it cannot be excluded that the actual results obtained will be different from the forecasts, and therefore adjustments, even of significant amounts (which obviously cannot today be estimated or foreseeable) to the book value of the relative items may be necessary.

### **5. Significant non-recurring events and transactions**

#### **5.1 Comet do Brasil Investimentos LTDA**

On March 2, 2015 was subscribed and fully paid the share capital of 10 thousand Reais for the setting up of Comet do Brasil Investimentos LTDA based in Induiatuba (Brazil) whose capital is held 99% by the subsidiary Comet S.p.A. and 1% by the subsidiary P.T.C. S.r.l.

On March 31, 2015, with no change in equity interests, it has been subscribed and paid a capital increase amounting to 18,990 thousand Reais, for an equivalent of 5,445 thousand Euros, bringing the share capital of 19,000 thousand Reais. It was also granted on March 30, 2015 a loan from Comet S.p.A. of 9,240 thousand Euros, equal to about 32,000 thousand Reais to provide the Company with the necessary financial resources to the completion of the acquisition of 70% of Lemasa LTDA.

#### **5.2 Capital increase South America Speed S.p.A.**

During the first months of 2015 the company Speed France SAS has fully subscribed and paid a capital increase of subsidiary South America Speed S.p.A. for 120 thousand Euros.



### **5.3 Acquisizione Lemasa**

On April 1, it was completed the closing of the acquisition of 70% of the share capital of the Brazilian company Lemasa LTDA, a leading producer in South America of pumps and systems for high and very high pressure.

The operation was carried out by the newly established company Comet do Brasil Investimentos LTDA located in Indaiatuba (Brazil).

Based on the agreements, Comet do Brasil LTDA has paid the first installment (Reais 42.3 million) of the total amount originally agreed upon 75.6 million Reais. The amounts related to the other two rates were filed in an escrow account as security for all contractual commitments and for price adjustments quantified on the basis of economic and financial parameters to be periodically measured as provided in the contract.

The determination of the effects arising from the inclusion of the “Put and Call” option on the residual 30% of the share capital have been determined on the basis of the most accurate available estimates on future trends provided by the management and following the prescription provided for in the contract.

The financial resources used by Comet do Brasil LTDA for the acquisition of 70% of Lemasa LTDA were obtained in the following ways:

- For 19 million Reais through the subscription of capital by the parent Comet S.p.A. and P.T.C. S.r.l.;
- About 32 million Reais by granting a loan by the parent Comet S.p.A.;
- For 25 million Reais by turning of a bank loan signed in local currency on 1 April 2015.

The business and technology Lemasa LTDA are highly complementary to those of the subsidiary Comet S.p.A., a world leader in the field of pumps for agriculture and High pressure water jetting. With this acquisition Comet S.p.A. strengthen its competitive position by exploiting the synergies manufacturing and distribution that will result from the transaction.

The value of the acquisition is subject to price adjustments quantified on the basis of future economic and financial parameters provided in the contract. The value of the acquired share registered in the financial statement represent the best estimates made by the management on the basis of the financial plans today conceivable and refers to:

- The 70% shareholding of the company, acquired on April 1, 2015, for an amount of Reais 66.9 million, corresponding to around € 20.8 million;
- The residual 30% shareholding of the company subject to a “Put and Call” agreement to be exercised by the Group starting from 2020 for an amount of Reais 26.8 million, corresponding to € 7.9 million.

The fair value of assets and liabilities subject to business combination with effect from 1 April 2015, the price paid and the financial cost are detailed below:

€/000	Book values	Fair Value adjustments	Fair value of acquired assets
<b>Non-current assets</b>			
Property, plant and equipment	1,156	-	1,156
Other intangible fixed assets	35	-	35
<b>Current assets</b>			
Inventories	2,673	-	2,673
Trade and other receivables	1,937	-	1,937
Cash and cash equivalents	417	-	417
<b>Non-current liabilities</b>			
Loans and borrowings	(108)	-	(108)
Provisions	(81)	-	(81)
<b>Current liabilities</b>			
Trade and other liabilities	(942)	-	(942)
Current tax liabilities	(181)	-	(181)
Provisions	(283)	-	(283)
<b>Total net assets acquired</b>	<b>4,624</b>	<b>-</b>	<b>4,624</b>
<b>% interest held</b>			<b>100%</b>
<b>Net equity acquired</b>			<b>4,624</b>
<b>Goodwill</b>			<b>24,032</b>
<b>Value of equity investment registered in financial statement</b>			<b>28,656</b>
<b>Purchase price paid</b>			<b>14,598</b>
<b>Deferred price</b>			<b>14,058</b>
<b>Cash and cash equivalents</b>			<b>417</b>
<b>Net cash outflow</b>			<b>14,181</b>

The resulting difference between the acquisition price and the fair value of assets, liabilities and contingent liabilities acquired was provisionally recorded as goodwill.

As of June 30, 2015 it was necessary to account for the business combination on a provisional basis since it was not possible to definitively determine the fair value to be assigned to the acquired assets and liabilities.

The adjustments to the values temporary used will be recorded in the terms and provisions of paragraph 62 of IFRS 3.

## 6. Balances or transactions arising from atypical and unusual operations

No atypical or unusual transactions took place in the first half of 2015.

## 7. Net financial position

Details of the net financial position are summarized in the following table:

( €/000)	30.06.2015	31.12.2014	30.06.2014
Cash and banks	16,416	13,238	10,691
Securities and derivative financial instruments	70	241	19
Other financial assets	826	7	1
Financial liabilities	(53,849)	(40,823)	(59,730)
Derivative financial instruments	(615)	(859)	(695)
<b>Short-term net debt</b>	<b>(37,152)</b>	<b>(28,196)</b>	<b>(49,714)</b>
Other financial assets	9,493	158	152
Financial liabilities	(94,942)	(51,005)	(47,214)
<b>Long-term net debt</b>	<b>(85,449)</b>	<b>(50,847)</b>	<b>(47,062)</b>
Cash and banks	16,416	13,238	10,691
Securities and derivative financial instruments	70	241	19
Other financial assets	10,319	165	153
Financial liabilities	(148,791)	(91,828)	(106,944)
Derivative financial instruments	(615)	(859)	(695)
<b>Total net debt</b>	<b>(122,601)</b>	<b>(79,043)</b>	<b>(96,776)</b>

The financial liabilities at 30 June 2015 includes the debt for the equity investment for an amount of € 16,412 thousand of which 15,812 in the medium long term.

Financial assets at June 30, 2015 include an amount of € 8,814 thousand, recorded under financial assets in the medium term on the amount paid by Comet do Brasil, through a contract escrow account, as part of the purchase of the investments of the company Lemasa LTDA.

At June 30 2015 the net financial position includes the debt to related parties for an amount of € 15,521 thousand.

## 8. Sales and other operating income

Details of sales are as follows:

€/000	1 H 2015	1 H 2014
Net sales revenues (net of discounts and rebates)	227,042	212,148
Revenues from recharged transport costs	2,583	1,860
Returns	(1,853)	(1,537)
<b>Total</b>	<b>227,772</b>	<b>212,471</b>

Other operating income is analyzed as follows:

€/000	1 H 2015	1 H 2014
Capital gains on property, plant and equipment	26	80
Government grants	103	318
Advertising reimbursement	190	167
Insurance refunds	67	16
Recovery of other funds	198	235
Other operative income	299	295
<b>Total</b>	<b>883</b>	<b>1,111</b>

## 9. Salaries and employee benefits

Details of these costs are as follows:

€/000	1H 2015	1H 2014
Wage and salaries	24,862	23,180
Social security charges	7,399	7,005
Employee termination indemnities	1,078	1,044
Other costs	1,068	1,133
Directors' emoluments	797	661
Temporary staff	1,998	1,139
<b>Total</b>	<b>37,202</b>	<b>34,162</b>

## 10. Other operating costs

Details of these costs are as follows:

€/000	1H 2015	1H 2014
Subcontract work	7,117	7,297
Maintenance	1,916	1,402
Transportation	10,199	9,356
Advertising and promotion	1,861	1,861
Commissions	3,207	2,960
Travel	1,386	1,177
Consulting fees	2,506	1,924
Other services	6,917	5,299
<b>Services</b>	<b>35,109</b>	<b>31,276</b>
<b>Rents, rentals and the enjoyment of third party assets</b>	<b>3,720</b>	<b>3,862</b>
<b>Increases in provisions (note 26)</b>	<b>78</b>	<b>215</b>
<b>Other costs</b>	<b>2,236</b>	<b>1,575</b>
<b>Total</b>	<b>41,143</b>	<b>36,928</b>

## 11. Amortization and depreciation

Details of these amounts are as follows:

€/000	1H 2015	1H 2015
Amortization of intangible assets (note 16)	978	873
Depreciation of property, plant and equipment (note 15)	4,967	4,643
<b>Total</b>	<b>5,945</b>	<b>5,516</b>

## 12. Finance income and expenses, Exchange gain and losses

Details are as follows:

€/000	1H 2015	1H 2014
Income from adjustment to fair value of derived instruments for hedging interest rate risk	93	164
Interest on bank and postal current accounts	60	50
Interest on other financial assets	200	-
Other financial income	140	115
<b>Financial income</b>	<b>493</b>	<b>329</b>

€/000	1H 2015	1H 2014
Interest on medium-term bank loans and borrowings	1,447	1,178
Interest on short-term bank loans and borrowings	239	320
Costs from adjustment to fair value and fixing of derived instruments for hedging interest rate risk	125	350
Financial charges from valuing employee termination indemnities (note 25)	101	86
Financial charges to related parties (note 31)	528	23
Other financial costs	137	57
<b>Financial expenses</b>	<b>2,577</b>	<b>2,014</b>

## 13 Income taxes

The estimated charge for current tax and changes in deferred tax assets and liabilities in the first half of 2015 is € 7,800 thousand (€ 6,898 thousand in the corresponding prior year period) equal to a taxation of 40.3%, increased compared to the 34.9% for the same period in the previous financial year. The increase in the tax rate is mainly due to the different distribution of taxable income between the countries in which the Group operates, the recognition of expenses from tax litigation for € 838 thousand (of which € 408 thousand recorded as write-off of deferred tax assets) and the non-registration, for prudential purposes, deferred tax assets on losses in the amount of about € 450 thousand.

It is noted that part of the charges resulting from tax litigation, amounting to € 818 thousand, are recognized by the parent company Yama S.p.A. Group as reinstatement capital, under of the guarantees provided upon the sale of subsidiaries and of which he referred to Paragraph 4 of the Report.

## 14. Earnings per share

"Basic" earnings per share are calculated by dividing the net profit for the period attributable to the parent company's shareholders by the weighted average number of ordinary shares outstanding during the period,

excluding the average number of ordinary shares purchased or held by the parent company as treasury shares. The parent company has only ordinary shares outstanding.

	1H 2015	1H 2014
Net profit attributable to ordinary shareholders in the parent company (€/1.000)	11,411	12,959
Weighted average number of ordinary shares outstanding	163,537,602	163,537,602
<b>Basic earnings per share (€)</b>	<b>0.070</b>	<b>0.079</b>

Diluted earnings per share are the same as basic earnings per share.

## 15. Property, plant and equipment

Changes in property, plant and equipment are shown below:

€/000	31.12.2014	Change in scope of consolidation	Incr.	Decr.	Recl.	Exchange difference	Other changes	30.06.2015
Land and buildings	44,466	-	226	(79)	-	841	-	45,454
Accumulated depreciation	(14,643)	-	(621)	79	-	(160)	-	(15,345)
<b>Land and buildings</b>	<b>29,823</b>	<b>-</b>	<b>(395)</b>	<b>-</b>	<b>-</b>	<b>681</b>	<b>-</b>	<b>30,109</b>
Plant and machinery	73,061	2,195	1,035	(164)	720	1,007	(5)	77,849
Accumulated depreciation	(57,029)	(1,235)	(2,168)	148	-	(681)	6	(60,959)
<b>Plant and machinery</b>	<b>16,032</b>	<b>960</b>	<b>(1,133)</b>	<b>(16)</b>	<b>720</b>	<b>326</b>	<b>1</b>	<b>16,890</b>
Other assets	88,286	463	1,683	(278)	89	780	118	91,141
Accumulated depreciation	(78,754)	(268)	(2,178)	240	14	(625)	38	(81,533)
<b>Other assets</b>	<b>9,532</b>	<b>195</b>	<b>(495)</b>	<b>(38)</b>	<b>103</b>	<b>155</b>	<b>156</b>	<b>9,608</b>
<b>Advances and fixed assets in progress</b>	<b>1,449</b>	<b>1</b>	<b>1,655</b>	<b>(1)</b>	<b>(823)</b>	<b>38</b>	<b>(125)</b>	<b>2,194</b>
<b>Cost</b>	<b>207,262</b>	<b>2,659</b>	<b>4,599</b>	<b>(522)</b>	<b>(14)</b>	<b>2,666</b>	<b>(12)</b>	<b>216,638</b>
<b>Accumulated depreciation (note 11)</b>	<b>(150,426)</b>	<b>(1,503)</b>	<b>(4,967)</b>	<b>467</b>	<b>14</b>	<b>(1,466)</b>	<b>44</b>	<b>(157,837)</b>
<b>Net book value</b>	<b>56,836</b>	<b>1,156</b>	<b>(368)</b>	<b>(55)</b>	<b>-</b>	<b>1,200</b>	<b>32</b>	<b>58,801</b>

## 16. Intangible assets

Intangible assets report the following changes:

€/000	31.12.2014	Change cons. area	Increase.	Reclassificati on	Exchange difference	Other changes	30.06.2015
Development costs	2,839	-	80	-	-	-	2,919
Accumulated amortization	(2,093)	-	(224)	-	-	-	(2,317)
<b>Development costs</b>	<b>746</b>	<b>-</b>	<b>(144)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>602</b>
Patents and intellectual property rights	14,082	97	537	79	80	(58)	14,817
Accumulated amortization	(12,096)	(62)	(506)	-	(56)	(3)	(12,723)
<b>Patents and intellectual property rights</b>	<b>1,986</b>	<b>35</b>	<b>31</b>	<b>79</b>	<b>24</b>	<b>(61)</b>	<b>2,094</b>
Concessions, licences and trademarks	1,810	-	13	-	20	-	1,843
Accumulated amortization	(1,679)	-	(28)	-	(15)	-	(1,722)
<b>Concessions, licences and trademarks</b>	<b>131</b>	<b>-</b>	<b>(15)</b>	<b>-</b>	<b>5</b>	<b>-</b>	<b>121</b>
Other intangible assets	4,755	-	79	-	129	-	4,963
Accumulated amortization	(2,403)	-	(220)	-	(61)	5	(2,679)
<b>Other intangible assets</b>	<b>2,352</b>	<b>-</b>	<b>(141)</b>	<b>-</b>	<b>68</b>	<b>5</b>	<b>2,284</b>
<b>Advances and fixed assets in progress</b>	<b>955</b>	<b>-</b>	<b>313</b>	<b>(79)</b>	<b>-</b>	<b>-</b>	<b>1,189</b>
<b>Cost</b>	<b>24,441</b>	<b>97</b>	<b>1,022</b>	<b>-</b>	<b>229</b>	<b>(58)</b>	<b>25,731</b>
<b>Accumulated amortization (note 11)</b>	<b>(18,271)</b>	<b>(62)</b>	<b>(978)</b>	<b>-</b>	<b>(132)</b>	<b>2</b>	<b>(19,441)</b>
<b>Net book value</b>	<b>6,170</b>	<b>35</b>	<b>44</b>	<b>-</b>	<b>97</b>	<b>(56)</b>	<b>6,290</b>

All the intangible assets have a finite residual life and are amortized on a straight-line basis over the remaining useful life.

## 17. Goodwill

The goodwill of € 59,601 thousand reported at 30 June 2015 is shown below:

€/000	31.12.2014	Change in scope of consolidation	Exchange difference	30.06.2015
Goodwill from the acquisition of Victus-Emak Sp. z o.o.	872	-	17	889
Goodwill from the acquisition of the company branch Victus IT	4,823	-	95	4,918
Goodwill of Bertolini S.p.A.	2,074	-	-	2,074
Goodwill from the acquisition of Tailong Machinery Ltd.	2,777	-	240	3,017
Goodwill from the acquisition of Tecomec Group	2,807	-	-	2,807
Goodwill from the acquisition of Comet Group	2,279	-	-	2,279
Goodwill from the acquisition of Speed France	2,854	-	-	2,854
Goodwill of HPP S.r.l.	1,974	-	-	1,974
Goodwill from transfer of the business PTC	360	-	-	360
Goodwill from the acquisition of Master Fluid	523	-	-	523
Goodwill from the acquisition of Valley LLP	10,708	-	910	11,618
Goodwill from the acquisition of Geoline Eletctronic S.r.l.	2,088	-	-	2,088
Goodwill from the acquisition of S.I.Agro Mexico	634	-	-	634
Goodwill from the acquisition of Lemasa Ltda	-	24,032	(466)	23,566
<b>Total</b>	<b>34,773</b>	<b>24,032</b>	<b>796</b>	<b>59,601</b>

- Goodwill for the acquisition of Victus Emak Sp. z.o.o. for € 899 thousand refers to the difference between the acquisition price for 100% of the company regulated by Polish law, Victus Emak Sp. z.o.o., and its net worth at the date of acquisition. € 4,918 thousand, on the other hand, refers to the acquisition of the company branch of Victus International Trading SA; both acquisition go back 2005.

- The amount of € 2,074 thousand refers to the positive difference arising from the acquisition from the parent company Yama S.p.A. and further to the absorption of the company Bertolini S.p.A into Emak S.p.A. in 2008.
- The amount of € 3,017 thousand refers to the higher value arising, in favour of the Yama Group, from the acquisition of 100% of the company regulated by Chinese law, Tailong (Zhuhai) Machinery Manufacturing Equipment Ltd. finalized in 2008.
- Goodwill relating to the acquisition of the Tecomec Group, the Comet Group and of the Speed France Group, on the part of Tecomec S.r.l., respectively for € 2,807 thousand, € 2,279 thousand and € 2,854 thousand arise from the Greenfield Operation (for details on the operation, reference should be made to note 20 of the Notes to the Accounts to the annual financial statements 2011).
- The amount of € 1,974 thousand relates to the positive difference emerged following the acquisition and subsequent merger by incorporation of the company HPP S.r.l. in Comet S.p.A.
- The amount of € 360 thousand relates to the goodwill of a business unit contributed by minority shareholders in PTC S.r.l., a Comet Group company.
- The amount of € 11,618 thousand relates to the positive difference emerged following the acquisition of Valley LLP, a Comet Group company.
- The amount of € 634 thousand relates to the positive difference emerged following the acquisition of S.I. Agro Mexico, company in which Comet Group increased its shareholding from 30% to 85% of share capital during the year 2014.
- The amount of € 2,088 thousand relates to the positive difference emerged following the acquisition by Tecomec Group of 51% of Geoline Electronic S.r.l.
- The amount of € 523 thousand relates to the positive difference arising from the acquisition from P.T.C. S.r.l., company controlled by the controlled Comet S.p.A., of 80.5% of Master Fluid S.r.l.
- The amount of € 23,566 thousand relates to the positive difference emerged following the acquisition by Comec Group of Lemasa Ltda.

Since there were no particular elements arising during the half-year which may imply the non-recoverability of the recorded values, no impairment tests were carried out at 30 June 2015.

## 18. Other financial assets

"Other non current financial assets", amounted to € 9,493 thousand compared with a € 152 thousand for the same period last year, mainly it refers to:

- € 8,814 thousand as the amount paid by Comet do Brasil LTDA, through an escrow account contract, part of the acquisition of the shareholdings of the company Lemasa LTDA to guarantee the deferred portion of the purchase price. This escrow account earns interest;
- € 408 thousand for the current portion of medium and long-term receivable due to the parent company Yama S.p.A. as a reinstatement assets recognized by the Group for expenses incurred by some companies and related to the period in which Yama S.p.A. exercised control over them. The right to reinstatement emerges from agreements and guarantees issued at the time of transfer of subsidiaries and led to the recognition to 30 June 2015 of a receivable of € 1,230 thousand.

"Other current financial assets", amounting to € 826 thousand, includes € 822 thousand as short-term portion of the loan owed by Yama S.p.A. as shown in the previous paragraph.



## 19. Derivative financial instruments

The financial statements values relate to changes in the fair value of financial instruments for:  
 -hedging purchases in foreign currency;  
 -hedging the risk of changes in interest rates on loans.

All derivative financial instruments belonging to this heading are valued at fair value at the second hierarchical level, that is, the estimate of their fair value has been carried out using variables other than prices quoted in active markets and which are observable (on the market) either directly (prices) or indirectly (derived from prices).

In the case in point, the fair value recorded is equal to the “market to market” estimation provided by the bank, which represents the current market value of each contract calculated at the date at the closing date of the Financial Statements.

Accounting for the instruments presented below is at *fair value*. According with the relevant accounting standards such effects have been accounted in the income statement in the current year.  
 The current value of these contracts as at 30 June 2015 is represented as follows:

€/000	30.06.2015	31.12.2014
Positive <i>fair value</i> assesment exchange rate hedge	70	230
Positive <i>fair value</i> assesment IRS and interest rate options	-	11
<b>Total derivative financial instrument</b>	<b>70</b>	<b>241</b>
Negative <i>fair value</i> assesment exchange rate hedge	361	458
Negative <i>fair value</i> assesment IRS and interest rate options	254	401
<b>Total derivative financial instrument liabilities</b>	<b>615</b>	<b>859</b>

At 30 June 2015 appear outstanding purchases of foreign currencies with forward contracts for

	Company		Nominal value (€/000)	Exchange rate	Due to
<b>Forward contrats for foreign currencies purchases</b>					
Cnh/Euro	Emak S.p.A.	Cnh	6,000	6.96	22/10/2015
Cnh/Usd	Emak S.p.A.	Cnh	30,000	6.37	14/12/2015
Euro/Gbp	Emak UK Ltd.	€	1,500	0.78	31/12/2015
Usd/Gbp	Emak UK Ltd.	Usd	82	0.64	31/12/2015
Eur/Pln	Victus-Emak S.p. Z.o.o.	€	2,530	4.09	08/09/2015
Usd/Pln	Victus-Emak S.p. Z.o.o.	Usd	90	3.63	08/09/2015
Usd/Euro	Sabart S.r.l.	Usd	1,256	1.12	31/12/2015
Euro/Usd	Comet USA Inc	€	1,780	1.21	18/12/2015

Finally, on 30 June 2015 result also outstanding IRS contracts and options on interest rates with the aim of covering the risk of variability of interest rates on loans.

The Parent Emak S.p.A. and the subsidiaries Tecomec S.r.l., Comet S.p.A. and Comet USA Inc. have signed IRS contracts and options on interest rates for a total notional value of € 27,678 thousand; the expiration of the instruments is so detailed:

Bank	Company	Notional Euro (€/000)	Date of the operation	Due to
Banca Popolare di Verona	Emak S.p.A.	2,401	28/03/2013	30/09/2017
Carisbo	Emak S.p.A.	800	19/07/2011	15/06/2016
Banca Popolare dell'Emilia Romagna	Emak S.p.A.	500	20/01/2010	31/12/2016
Banca Nazionale del Lavoro	Emak S.p.A.	1,250	03/05/2012	20/04/2016
Banca Nazionale del Lavoro	Emak S.p.A.	1,250	27/06/2012	20/04/2016
UniCredit	Emak S.p.A.	2,750	22/05/2013	31/03/2018
Banca Popolare Comm. Industria	Emak S.p.A.	4,000	30/06/2015	31/12/2019
Banca Popolare di Verona	Comet S.p.A.	1,000	22/09/2010	24/09/2015
Banca Popolare Comm. Industria	Comet S.p.A.	2,000	10/10/2011	12/10/2016
Banca Popolare Comm. Industria	Comet S.p.A.	2,000	09/05/2012	28/04/2017
UniCredit	Comet S.p.A.	3,300	22/05/2013	29/03/2018
UniCredit	Tecomec S.r.l.	1,227	11/04/2012	31/07/2017
Intesa San Paolo	Comet USA	5,200	27/02/2013	19/02/2019
<b>Totale</b>		<b>27,678</b>		

The average interest rate resulting from the instruments is equal to 1.07%.

All the contracts, while having the purpose and characteristics of hedging operations, do not formally comply with the rules for being accounted for as such. For this reason all the changes in fair value have been recorded in the income statement in the relevant financial period on the accruals basis.

Derivative contracts on interest rate and currency stipulated to hedge future cash flows associated with investments and which meet the requirements of IAS 39 are recognized according to the criteria of "hedge accounting".

## 20. Trade and other receivables

€/000	30.06.2015	31.12.2014
Trade receivables	127,931	94,152
Provision for doubtful accounts	(4,414)	(3,686)
<b>Net trade receivables</b>	<b>123,517</b>	<b>90,466</b>
Trade receivables from related parties (note 31)	803	1,002
Prepaid expenses and accrued income	2,195	1,527
Other receivables	3,762	2,620
<b>Total current portion</b>	<b>130,277</b>	<b>95,615</b>
Other non current receivables	277	62
<b>Total non current portion</b>	<b>277</b>	<b>62</b>

"Other loans", for its current portion, also includes an amount of € 456 thousand for receivables of certain Group companies towards the controlling company Yama S.p.A., emerging from the relationships that govern the tax consolidation to which the same participate, and referring to the instance of reimbursement submitted in 2012 by the consolidating company in order to obtain the tax benefit associated with the deductibility, from taxable IRES, of IRAP related to personnel costs, employee and treated as such, under Article 2, paragraph 1-c of the Decree-law no. 201/2011.

All non-current receivables fall due within 5 years.

## 21. Inventories

Inventories are detailed as follows:

€/000	30.06.2015	31.12.2014
Raw, ancillary and consumable materials	34,709	35,739
Work in progress and semi-finished products	20,371	17,610
Finished products and goods	75,706	74,316
<b>Total</b>	<b>130,786</b>	<b>127,665</b>

Inventories at 30 June 2015 are stated net of provisions amounting to € 5,996 thousand (€ 5,489 thousand at 31 December 2014) intended to align the obsolete and slow moving items to their estimated realizable value.

## 22. Equity

### Share capital

Share capital is fully paid up at 30 June 2015 and amounts to € 42,623 thousand and consists of 163,934,835 ordinary shares of par value € 0.26 each.

All shares are fully paid.

### Treasury shares

The adjustment of € 2,029 thousand to equity for the purchase of treasury shares represents the overall consideration paid on the market by Emak S.p.A. to buy the treasury shares held on 30 June 2015. The nominal value of these treasury shares is € 104 thousand.

With regards to the sale and purchase of treasury shares carried out during the period, reference should be made to the appropriate section in the Directors' Report.

### Dividends

On 23.04.2015 the Shareholders' Meeting resolved the distribution of dividends relating to the 2015 financial year for a total of € 4,088 thousand. These dividends have been fully paid.

### Share premium reserve

At 30 June 2015 the share premium reserve is € 42,454 thousand, consists of the premiums on newly issued shares. The reserve is shown net of legal costs for the increase in capital, realized in 2011, of € 1,598 thousand and net of the relative tax effect of € 501 thousand.

### Legal reserve

The legal reserve is at June 30 2015 of € 2,361 thousand (€ 2,060 thousand was at December 31 2014).

### Revaluation reserve

At 30 June 2015, the revaluation reserve includes reserves deriving from the revaluation pursuant to former L. 72/83 to € 371 thousand and ex L. 413/91 for € 767 thousand.

### Other reserves:

The extraordinary reserve, amounts to € 27,088 thousand at 30 June 2015, inclusive of all allocations of earnings in prior years.

As explained in Section 5 of the Financial Report, at 30 June 2015, the Group booked directly to its equity reserves amounting to € 1,230 thousand as reinstatement capital recognized by the parent company Yama S.p.A. for expenses incurred by some Group companies related to the period in which the company Yama S.p.A. exercised control over them. This right emerges from agreements and guarantees issued at the time of transfer of the subsidiary companies and has been recognized for expenses incurred by the Group during the period for closure of some tax litigation for € 818 thousand and legal disputes for € 412 thousand.

At June 30 2015, reserves qualifying for tax relief refer to tax provisions for grants and donations for € 129 thousand, to reserves for merger surpluses for € 394 thousand and to reserves from capital grants deriving from the merger of Bertolini S.p.A. for € 122 thousand.

These reserves remained unchanged from the previous year.

At June 30 2015 the reserve for conversion differences for a positive amount of € 7,600 thousand (€ 4087 thousand at December 31 2014), is entirely attributable to the differences generated from the translation of balances into the Group's reporting currency.

### 23. Trade and other payables

€/000	30.06.2015	31.12.2014
Trade payables	57,196	56,557
Payables due to related parties (note 32)	1,182	1,060
Payables due to staff and social security institution	11,660	10,635
Accrued expense and deferred income	366	419
Advances from customers	2,495	2,193
Other payables	6,753	4,185
<b>Total</b>	<b>79,652</b>	<b>75,049</b>

The item "Other payables" includes € 2,667 thousand for current IRES tax liabilities recorded by some companies of the Group towards the parent company Yama S.p.A. and arising from the relationships that govern the consolidated tax return, according to art. 116 and following of the Presidential Decree n. 917/1986.

### 24. Financial liabilities

Details of **short-term** loans and borrowings are as follows:

€/000	30.06.2015	31.12.2014
Account payables and account advances	13,530	6,267
Bank loans	39,031	33,534
Finance leases	75	72
Loans from related parties (note 32)	840	801
Financial accrued expense and deferred income	340	87
Other loans	33	62
<b>Total current</b>	<b>53,849</b>	<b>40,823</b>

The carrying amount of short-term loans and lease finance approximates their fair value.

The figure "Other financial liabilities" includes € 600 thousand to the residual debt for the purchase of Geoline Electronic S.r.l. and an amount of € 205 thousand to the debt as a loan made by the minority shareholders in relation to the same company.

Details of **long-term loans and borrowings** are as follows:

€/000	30.06.2015	31.12.2014
Bank loans	78,212	48,228
Finance leases	68	153
Loans from related parties (note 32)	15,911	1,873
Other loans	751	751
<b>Total non current portion</b>	<b>94,942</b>	<b>51,005</b>

The item "Loan from related parties" includes:

- € 6,270 thousand, corresponding to approximately 21,758 thousand Reais, related to the deferred price discounted to the purchase of 70% of the company Lemasa payable to the selling shareholder of Lemasa and maturing in 2018. This debt is the best estimate of future disbursement deferred price that can be modified based on the performance of certain economic and financial parameters provided in the purchase agreement;
- € 7,978 thousand, corresponding to approximately Reais 27,681 thousand on the remaining debt actualized to the selling shareholder of company Lemasa following the "Put and Call Option Agreement" for purchase the remaining 30% of the company to be exercised by 2020. Even this debt is subject to changes based on certain economic and financial parameters provided in the contract of "Put and Call Option";
- € 64 thousand relating to the portion of interest earned on the amounts deposited by contract in an escrow account and the responsibility of the previous shareholder equity investments of Lemasa;
- € 1,375 thousand relating to the residual debt actualized to the shareholder of the transferor company Valley Industries LLP following the agreement of "Put and Call Option Agreement" to purchase the remaining 10% of the company to be exercised in 2017 ;
- € 189 thousand relating to the residual debt actualized to the selling shareholder of the company PTC S.r.l. following the agreement of "Put and Call Option Agreement" to purchase the remaining 10% of the company to be exercised in 2019.

The "Other loans" heading, for € 751 thousand, refers to the granting of a subsidised loan on the part of SIMEST S.p.A. in accordance with Law 133/08.

The loans that fall beyond 5 years amount to € 10,599 thousand.

Some medium-long term loans are subject to financial Covenants, based on the ratio NFP/EBITDA and NFP/Equity consolidated at the end of the year.

## 25. Tax assets and liabilities

Deferred tax assets are detailed below:

€/000	30.06.2015	31.12.2014
Deferred tax on impairment of assets	553	986
Reversal of unrealized intercompany gains	2,152	2,104
Provision for inventory obsolescence	1,318	1,253
Losses in past financial periods	483	1,398
Provisions for bad debts	303	241
Other deferred tax assets	2,317	2,594
<b>Total</b>	<b>7,126</b>	<b>8,576</b>

The exploitation of past tax losses is of limited duration. The accrued tax losses attributable to Emak Usa Inc, for which the benefits deriving from the tax asset will start from 2026, have been transferred into Comet USA Inc following the merger occurred in 2014 and will be used by the same company.

Deferred tax assets on impairment of assets have been written off for € 408 thousand for the closure of a tax dispute in the subsidiary Tecomec S.r.l. and which led to the recognition of half the amount originally allocated between deferred tax assets. The dropping of these activities is subject to reinstatement capital by parent company Yama S.p.A., as shown in the previous paragraphs.

The balance of "Other deferred tax assets" refers primarily to the tax effect of provisions for risks and charges.

Details of **deferred tax liabilities** are as follows:

€/000	30.06.2015	31.12.2014
Deferred tax on property IAS 17	1,391	1,406
Valuation of provision for employee termination indemnities under IAS 19	15	15
Taxation on capital gains	13	16
Deferred taxes on exchange differences	232	183
Deferred taxes on goodwill	727	465
Other deferred tax liabilities	2,637	2,280
<b>Total</b>	<b>5,015</b>	<b>4,365</b>

Other deferred tax liabilities refers mainly to revenues that will be fiscally recognised in future financial periods.

The **tax credits** amount at 30 June 2015 to € 4,268 thousand, against € 5,037 thousand at December 31 2014, refer to VAT credits, surplus payments on account of direct tax and other tax credits.

The figure also includes an amount of € 335 thousand as the amount paid in the tax recourse brought by Emak S.p.A. as a result of the assessment on 2008 - 2009 - 2010 for details of which see paragraph 27 - Provisions for risks and charges, and an amount of € 1,065 thousand as tax credits -ex Law 201/2011 and ex DL 185/2009- reimbursement has been requested by Emak and Comag in previous years.

**Tax liabilities** amount to € 5,203 thousand at 30 June 2015 compared with € 2,879 at 31 December 2014, and refer to payables for direct tax for the period, to VAT liabilities and withholding taxes.

## 26. Long-term post-employment benefits

Liabilities refer mainly to amounts payable for employment termination indemnity falling due at the end of employees' working life, equal to € 8,513 thousand.

The valuation of the indemnity leaving fund (TFR) at the closing date, carried out according to the nominal debt method in force would be € 8,551 thousand.

The principal economic and financial assumptions used to calculate the fund are the same as those used at the close of the 2014 financial year.

## 27. Provisions for liabilities and charges

Movements in these provisions are detailed below:

€/000	31.12.2014	Change in scope of consolidation	Increase	Decrease	Exchange differences	30.06.2015
Provisions for agents' termination indemnity	1,643	-	71	(123)	-	1,591
Other provisions	23	81	-	-	(2)	102
<b>Total non current portion</b>	<b>1,666</b>	<b>81</b>	<b>71</b>	<b>(123)</b>	<b>(2)</b>	<b>1,693</b>
Provisions for products warranties	454	-	4	(23)	-	435
Other provisions	1,360	-	3	(153)	(2)	1,208
<b>Total current</b>	<b>1,814</b>	<b>-</b>	<b>7</b>	<b>(176)</b>	<b>(2)</b>	<b>1,643</b>

The provision for agents' termination indemnity is calculated on the basis of agency relationships in force at the close of the financial year. It refers to the probable indemnity accrued to agents at 30 June 2015.



Other non-current provisions relate to future costs to be incurred, equal to € 102 thousand, have been allocated for:

- € 23 thousand in respect of a dispute for IRES, IRAP and VAT taxes for the financial years 1999-2006, for a total determined amount towards Bertolini S.p.A., (now incorporated in Emak S.p.A.) and Tecomec for a total amount of € 811 thousand all-inclusive (including taxes, interests and sanctions). The disputes arising from investigations all similar to each other; were deemed unfounded by the judgments so far spoken about them and are at different levels of jurisdiction, some assigned to the Regional Tax Commission of Emilia Romagna, after the postponement ordered by the Supreme Court to which the Tax Agency, unsuccessful in judgment, had applied. Also taking into account assessments made by his defenders, Emak considered fully justified its reasons and does not expect to register other liabilities in addition to the expected legal fees on several open cases, in anticipation that the judges order their compensation between the parties;
- € 79 thousand against possible liabilities impending on society Lemasa.

Items "Other funds", for its current portion, refers to the best estimate of liabilities that are deemed probable the current state, detailed as follows:

- allocations for € 404 thousand (including legal defense costs € 33 thousand), relating to an assessment, carried out by the Tax Authorities of Bologna, section large contributors, against Emak S.p.A. during the year 2013, concerning the annual 2008-2009-2010. On the basis of the minutes, the Agency has determined, by way of adjustment of prices of certain cross-border intra-group transactions, for all three years concerned by the audit, taxes and interest for a total of € 835 thousand (the amounts assessed penalties do not match art. 1, paragraph 2-ter of Legislative Decree 471/97).

Given all investigations, closed a vain attempt to reconciliation, actions have been proposed; the related hearings discussion will take place in the coming months.

Without excluding the possibility of a judicial settlement (Art. 48, Legislative Decree 546/92), Emak is convinced of the correctness of his actions and of the validity of their arguments, also on the basis of the assessments of their defenders. Therefore confirms the prudential provisions already set forth above, quantified in € 404 thousand, including associated costs of defense, corresponding to the maximum sacrifice acceptable, exclusively on the basis of economy and opportunities, in the conciliation and for all annuality involved;

- adjustment, stationed in the current year and in previous years, to € 545 thousand, the original value of the credit for capital grants Law 488/92 (note 19);
- some objections concerning various disputes for about € 161 thousand. The decrease in the provision previously allocated was mainly due to € 121 thousand at the close of a dispute concerning labor law by the subsidiary Speed France SAS. This amount is part of the matches subject to reinstatement asset recognized to the Group by the parent company Yama S.p.A., as shown in the preceding paragraphs;
- charges related to administrative penalties that may be charged to the Group for about € 81 thousand;
- reimbursement of deductibles on claims for product liability for € 17 thousand.

## 28. Other non-current liabilities

The amount reported on 30 June 2015 equal to € 887 thousand, compared to € 937 thousand at 31 December 2014 refers to the capital grant received by Comag under Law 488/92 which is being recognized over future years. The portion of the grant recognizable this year is classified under current liabilities as other payables (note 23) and amounts to € 102 thousand.

## 29. Potential liabilities

Below are further disputes that the Group has outstanding. The liability that may arise relate to a time when control of the various companies was exercised by Yama S.p.A., the transferor to Emak of its participations on December 22, 2011. By virtue of the contractual guarantees any liability which it may have to be defined in relation to the various positions described below will be subject to full recast to the Group by the same Yama S.p.A.

In this context are pending:

- Against Comet, following an audit of the Revenue Agency ended October 12, 2012, was issued a formal notice of assessment in respect of the tax year 2010. The pads currently pending in litigation concerning the IRES and IRAP for about € 70 thousand, plus interest. During the half year have been paid € 20 thousand as a result of registration on a provisional basis, pending judgment of second degree;
- Various tax litigation open against Tecomec S.r.l. and Bertolini S.p.A. (now merged into Emak S.p.A.) for the years 1999-2006, that has already been mentioned in paragraph 27, which corresponds to a potential charge of realization not probably, amounting to € 811 thousand, including taxes, interest and penalties.

### 30. Information on financial risks

The Group is exposed to a variety of financial risks associated with its business activities:

- credit risk, regarding both normal commercial relations and financing activities;
- liquidity risk, with particular reference to the availability of financial resources and to access to the credit market;
- market risks, with particular reference to exchange and interest rates, since the Group operates at an international level in different currencies and uses financial instruments that generate interest.

The Emak Group constantly monitors the financial risks to which it is exposed, so as to minimise potential negative effects on financial results.

The Group's exposure to financial risks, also considering the change in the scope of consolidation, has not undergone significant changes compared to 31 December 2014.

### 31. Commitments and guarantees given

#### Fixed asset purchases

The Group has no commitments to purchase property, which involve significant financial outlays in the short term.

#### Purchases of additional shares of equity

Please note that with respect to shares held directly or indirectly by the Parent Company Emak S.p.A. are in place the following contractual agreements:

- In the contract of acquisition of the subsidiary Valley Industries LLP has been defined Put and Call option for the remaining 10% interest in favor of the General Manager of the company to be exercised by 2017;
- The subsidiary Comet S.p.A. under the contract of acquisition of control of Mexican society S.I.Agro Mexico has defined a collateral agreement that provides for a call option in favor of Comet to purchase the remaining 15% of the capital exercise over the course of 2019;
- In the contract to acquire the subsidiary Lemasa LTDA, owned by Comet do Brasil with a share of 70%, there is an agreement of "Put and Call Option" that regulates the purchase of the remaining 30% to be exercised between April 1 2020 and April 1, 2021;
- The subsidiary Comet S.p.A. has in place an agreement providing for a put and call option to purchase the remaining 10% of PTC S.r.l. to be exercised in 2020.

### 32. Related party transactions

The transactions entered into with related parties by the Emak Group in the first half of 2015 mainly relate to two different types of usual nature relations, within the ordinary course of business, adjusted to market conditions and with the parent Yama S.p.A. and certain subsidiary companies.

It is in first place for the exchange of goods and provision of services. Among the companies under the direct control Yama, some have provided during the period 2015 to the Emak Group components, materials and production, as well as the leasing of industrial surfaces. On the other hand, certain companies of Yama



Group bought from Emak Group products for the completion of their respective range of commercial offer. The conduct of these operations is responding to a compelling logic and industrial and commercial purposes.

Secondly, relations of a financial nature attain the participation of the companies Comet S.p.A., Tecomec S.r.l., Sabart S.r.l. and Raico S.r.l. to the tax consolidation under Articles. 117 et seq., Tax Code, which involves Yama and certain other subsidiaries of the latter. The criteria and procedures for the settlement of such transactions are established and formalized in agreements of consolidation, based on the principle of equal treatment between participants.

The nature and extent of the commercial operations described above is represented in the following tables.

Related parties (€/000)	Net sales	Receivables	Non current financial assets	Current financial assets
Agro D.o.o.	273	107	-	-
Euro Reflex D.o.o.	242	315	-	-
Garmec S.p.A.	182	149	-	-
Mac Sardegna S.r.l.	381	230	-	-
Selettra S.r.l.	1	1	-	-
Yama S.p.A.	-	-	822	408
<b>Total Yama Group</b>	<b>1,079</b>	<b>802</b>	<b>822</b>	<b>408</b>
<b>Other related parties</b>	<b>698</b>	<b>1</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>1,777</b>	<b>803</b>	<b>822</b>	<b>408</b>

Companies belonging to the Yama Group (€/000)	Purchase of raw materials and finished products	Other costs	Commercial and other Payables	Financial charges	Non current financial liabilities	Current financial liabilities
Agro D.o.o.	38	-	12	-	-	-
Cofima S.r.l.	558	266	599	-	-	-
Euro Reflex D.o.o.	811	2	248	-	-	-
Garmec S.p.A.	8	-	5	-	-	-
Mac Sardegna S.r.l.	-	2	1	-	-	-
Sabart S.p.A.	1	152	-	-	-	-
Selettra S.r.l.	296	-	204	-	-	-
Yama Immobiliare S.r.l.	-	721	1	-	-	-
<b>Total Yama Group</b>	<b>1,712</b>	<b>1,143</b>	<b>1,070</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Other related parties</b>	<b>35</b>	<b>47</b>	<b>112</b>	<b>528</b>	<b>840</b>	<b>15,911</b>
<b>Total</b>	<b>1,747</b>	<b>1,190</b>	<b>1,182</b>	<b>528</b>	<b>840</b>	<b>15,911</b>

The amount of outstanding balances with related parties relating to the ratios the fiscal consolidation are exposed to notes 20 and 23.

The item "current financial liabilities" includes the amount of € 15,812 thousand relating to the residual debt for the purchase of shareholdings.

### 33. Subsequent events

Please refer to what described in paragraph 9 of the Directors' Report.

**Declaration on the abbreviated half-year Accounts in accordance with art. 154 bis comma 5 of Legislative Decree 58/98**

1. We, the undersigned, Fausto Bellamico, as President and Chief Executive Officer, and Aimone Burani, the latter also in his position as Financial Reporting Officer of the company Emak S.p.A. affirm, taking account of the provisions of art. 154-bis, paragraphs 3 and 4, of legislative decree 24 February 1998, n. 58:

- the suitability, with reference to the nature of the company, and
- the effective application,

of administrative and accounting procedures for the preparation of the individual financial statements and the consolidated financial statements for the financial period 1 January 2015 - 30 June 2015.

No significant elements have emerged with reference to point 1 above.

2. It is hereby declared, moreover, that:

2.1 the abbreviated half-year accounts:

- a) have been drawn up in compliance with applicable international accounting principles recognised by the European Community in accordance with (EC) regulation no. 1606/2002 issued by the European Parliament and Council on 19 July 2002;
- b) correspond to the accounting records and entries;
- c) are appropriate for giving a true and fair view of the assets, liabilities, economic and financial situation of the issuer and of the companies included in the consolidation.

2.2 the intermediate directors' report contains references to significant events that have occurred in the first six months of the financial period and their effect on the abbreviated half-year accounts, together with a description of the main risks and uncertainties for the remaining six months of the financial period.

The intermediate directors' report contains, as well, information regarding significant operations with related parties.

Date: 7 August 2015

President and Chief Executive Officer:

Fausto Bellamico

The Financial Reporting Officer:

Aimone Burani