Annual Report **2014**

WAMGROUP®

strong ethics ....
.... winning spirit

www.wamgroup.com

Marcello Marchesini / Vainer Marchesini (WAMGROUP® Chairman & C.E.O.) / Roberto Marchesini / Elena Marchesini

CORPORATE PHILOSOPHY

WAMGROUP® aims for worldwide leadership in the supply of equipment for Bulk Solids Handling, Waste Water Treatment and Renewable Energy Generation.

Vision & Mission

WAMGROUP® regards honesty and fairness as cornerstones in its relationship with customers, suppliers, business partners, stakeholders and employees.

WAMGROUP® intends to be innovative in the development, industrial manufacturing and distribution of market-oriented equipment through specialised distribution channels.

WAMGROUP® is determined to supply the most comprehensive range of equipment available to deliver the one-stop-solution in the area of Bulk Solids Handling, Air Filtration, Mixing, Waste Water & Sludge Treatment, Renewable Energy Generation and Vibration Technology.

WAMGROUP® will always do its best to offer any customer in any place in the world the highest possible quality product and service at the most competitive price.

Vainer Marchesini
WAMGROUP Chairman & C.E.O.

CORPORATE PROFILE

At WAMGROUP® we believe that our people are our greatest asset. Thanks to men and women who dedicate their talents and their energy to the Group's growth, in more than four decades what began as a small workshop has grown into a global player.

HISTORY

Since Vainer Marchesini, founder and current Chairman and C.E.O. of the Group, manufactured his first Screw Conveyor in 1969, the name WAMGROUP® has come to stand for innovation in bulk material handling technology and equipment supply.

Creative & Responsible Professionals

The multicultural profile of WAMGROUP® means we are able to build an international knowledge-based organisation of talented and qualified people motivated to bring their own ideas to the creative process. This combination of expertise and experience enables us to meet the challenges of tomorrow.

Yesterday's pioneering spirit, today's leadership

In the 1960s young Vainer Marchesini worked in the technical office of a concrete plant manufacturer in the northern Italian town of Modena. One of Marchesini's tasks was to provide cement screw conveyors. The only options were either in-house manufacturing or subcontracting to local artisans. This was the moment when the idea to turn hitherto custom-made machines into an industrial product was born.

1969

Present

Future

THE PRODUCT RANGE

Highly focused on the requirements of the market, WAMGROUP® aims to produce market-oriented solutions and to turn them into a particularly user-friendly standard.

Today, WAMGROUP® manufactures and supplies a comprehensive product range including equipment for Bulk Solids Handling, Dust Filtration, Mixing, Waste Water & Sludge Treatment, Renewable Energy Generation and Vibration Technology.

PRODUCTION TECHNOLOGY & QUALITY AWARENESS

Two steps ahead of the competition

Highly rationalised and cost-effective CAD/CAM-supported production methods and logistics have been constantly improved throughout the years and reflect state-of-the-art achievement.

Today integration of those processes in the Group's manufacturing companies all over the world has already become reality.

Market-oriented solutions from standard components

- Screw Conveyors & Feeders
- Bucket Elevators
- Chain Conveyors
- Dust Collectors
- Flow Intercepting & Diverter Valves
- Discharging Equipment for Powders & Granules
- Bag Emptying Equipment
- Bulk Bag Filling & Emptying Equipment
- Feeding & Metering Equipment
- Level & Pressure Monitoring Instruments
- Silo Safety Components
- Pneumatic Conveying System Components
- Rotary Valves
- Vibrators & Flow Aids
- Mixers, Blenders, Conditioners, Granulators
- Equipment for Waste Water & Sludge Treatment
- Hydrodynamic Screws
- Biogas Plant Equipment
- Manure and Biogas Digestate Separators

Leading with quality

High quality and a price-performance ratio second to none make WAMGROUP® equipment the ideal choice for every project engineer and provide the customer with the best deal available on the market.

Consistent quality and constant improvement of products and manufacturing methods are guaranteed by the ISO Quality Management System. This gives every WAMGROUP® customer the assurance that the equipment he is going to use has been checked and tested in each phase of the manufacturing process.

As a global player WAMGROUP® sets great store by having the quality management system of all manufacturing companies worldwide certified by the same certifying body.

RESEARCH & DEVELOPMENT

Uncompromising dedication to R & D is the foundation of the Group's vast product range and leads time and again to the development of newly designed equipment manufactured from standardised modular components.

Excellence of intellectual property

Dedicated to innovation

WAMGROUP® takes pride in having patented a large number of inventions. Setting new trends in the market has become a tradition and represents a commitment for the future.

Customers all over the world today identify WAMGROUP® products with their distinctive registered trademark.

APPLICATIONS

WAMGROUP®'s know-how and expertise lie in designing, developing and manufacturing machines and equipment for mechanical and pneumatic conveying, feeding and metering, flow interception, discharging of powders and granules, mixing, waste water and sludge treatment, renewable energy generation, as well as mechanical or pneumatic vibration.

Perfect match between product and application

These products are widely used in a vast number of industrial sectors, such as building and construction, food processing, flour and animal feed milling, chemicals and plastics, mining, glass processing, and environmental technology, to name but a few.




CORPORATE SERVICES & STAFF TRAINING

Since the 1990s the Group has been controlled by a holding. Apart from issuing the Group's consolidated balance report and supporting all members in financial matters, WAMGROUP S.p.A. provides a number of services to the Group: global cash management, IAS-compliant financial auditing, international insurance programmes, support in legal affairs, as well as global marketing.

Working with WAMGROUP®

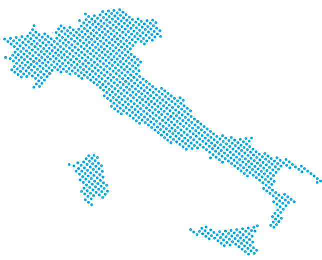
Corporate Human Resources have been developing global schemes for selection and training of our personnel. In fact, WAMGROUP® considers management and staff training a cornerstone of its corporate philosophy. Regular meetings and seminars, frequent training courses and workshops - open to WAMGROUP® staff from all over the world - keep our people updated and strengthen intercultural communication.

2,054

EMPLOYEES WORLDWIDE

690

EMPLOYEES IN ITALY



INTERNATIONALISATION

In 1984 WAMGROUP® established its first foreign branch in France followed by a long series of trading subsidiaries. For major integration into overseas markets, in the late 1990s WAMGROUP® started to set up manufacturing and assembly plants for their major product lines in eastern Europe, the Middle East and the Far East, in the Americas and Asia, as well as in Australia.

Think global, act local

Today WAMGROUP® is present in more than eighty countries where a global team of highly motivated professionals ensures that customers find professional advice, smooth order management and after-sales service in their own language.

A GLOBAL PLAYER WITH

58 SUBSIDIARIES WORLDWIDE

20 MANUFACTURING SITES

- WAM Adria (Croatia)
- WAM Argentina
- WAM Australia
- WAM Baltic (Estonia)
- WAM B.H.M (Belgium)
- WAM Chile
- WAM do Brasil (Brazil)
- WAM Egypt
- WAM Engineering (UK)
- WAM EurAsia (Turkey)
- WAM Finland
- WAM France
- WAM France Environnement
- WAM GmbH (Germany)
- WAM Helvetia (Switzerland)
- WAM Holland
- WAM Inc. Georgia Division (USA)
- WAM Inc. Texas Division (USA)
- WAM India
- WAM Japan
- WAM Korea (South Korea)
- WAM Latin (USA)
- WAM Malaysia
- WAM Middle East (U.A.E.)
- WAM Maroc (Morocco)
- WAM Mexico
- WAM Moscow (Russia)
- WAM M.H.E. (New Zealand)
- WAM Polska (Poland)
- WAM Product (Croatia)

FLITECH SEPCOM TECNO CM SILOFAB SAVI VISAM Enviro-Care A WAMGROUP® Company

ITALIAN ORIGINS

- WAM Industriale S.p.A. Conveyor Division
  Bulk Solids Conveying Technology

- WAM Industriale S.p.A. Filter Division
  Air Filtration Technology

- WAM Industriale S.p.A. Valve Division
  Bulk Solids Flow Interception Technology

- WAM Industriale S.p.A. SINTSCREW® Division
  Mortar & Plaster Processing

- WAM Industriale S.p.A. EXTRAC® Division
  Bulk Solids Discharging Technology

- WAM Industriale S.p.A. MAP® Division
  Mixing Technology

- WAM Industriale S.p.A. SPECO® Division
  Environmental Technology

- OLI S.p.A.
  Vibration Technology

- VISAM S.r.l.
  Vibration Technology

- TOREX S.p.A.
  Bulk Solids Handling Technology

- RONCUZZI S.r.l.
  Port Handling Technology / Conveyors & Components

- FLITECH S.r.l.
  Helicoid Screw Flighting / Conveyor Screws

- TECNO CM S.r.l.
  Engineering Polymer Components

- SAVI S.r.l.
  Waste Water Treatment Technology

- WAM Romania
- WAM Scandinavia (Denmark)
- WAM Shanghai (P.R.C.)
- WAM Shanghai Trading (P.R.C.)
- WAM Singapore
- WAM South Africa
- WAM Spain
- WAM Thailand
- WAM Ukraine
- WAM Vietnam
- WAM Wuxi (P.R.C.)
- EMT (Germany)
- OLI France
- OLI GmbH (Germany)
- OLI Makina (Turkey)
- OLI Vibra Nordic (Sweden)
- OLI Romania
- OLI South Africa
- OLI Spain
- OLI Vibra (Malta)
- OLI Vibrator (USA)
- OLI Vibrators (Australia)
- OLI Wolong (P.R.C)
- SILOFAB (Romania)
- SPECO Hidrotechnolgía (Spain)
- SPECO LatinoAmerica (Chile)
- TECNO CM Romania
- TOREX Malta

SAFETY & ENVIRONMENT

Liable to future generations

"The world has been loaned to us by our children".

At WAMGROUP® we feel strongly about this. By treating our customers, our stakeholders, our suppliers and our employees with integrity and fairness we intend to create a strong platform from which we can pass on our moral values to those who will continue the work in future.

A global responsibility

WAMGROUP®'s business decisions are also driven by their impact on the environment. Layout and equipment of our factories worldwide follow global state-of-the-art guidelines on health & safety and protection of the environment.

2014 FINANCIAL YEAR

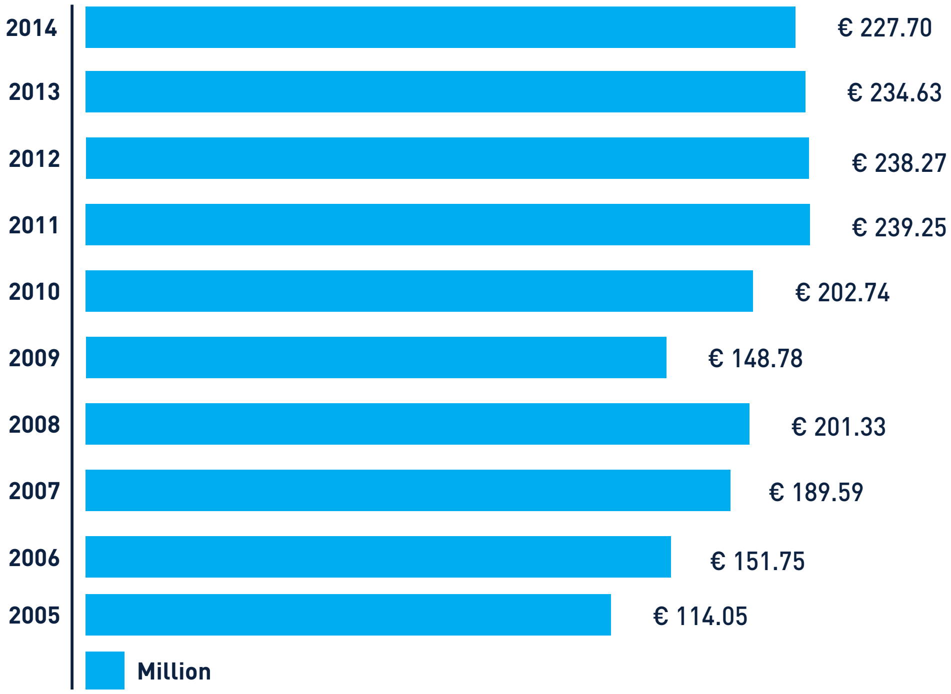
WAMHOLDING S.p.A.
Registered office: Modena - Strada degli Schiocchi, 12
Share capital : € 5,000,000,00= fully paid up
Modena companies Registered
Tax code: 01639830361

MANAGEMENT REPORT CONSOLIDATED FINANCIAL STATEMENTS ON THE 31st DECEMBER 2014

Dear Shareholders,

In 2014 we continued the consolidation activity as the effects of the severe earthquake of May 2012 have not completely disappeared; the reconstruction of a major part of the production facilities of Cavezzo – location of the group's main production facilities - is almost over, while the general reorganisation of the entire industrial area is not yet finished, with projects that are still ongoing. The full operation, partly guaranteed by the dislocated production units in the various areas of the world, will be nevertheless guaranteed by the end of 2015. However, in 2013 the Group achieved more than satisfactory results, despite the continuous uncertainties on the overall performance of the worldwide economies, confirming. The volume of sales slightly decreased compared to the previous year, dropping from 234.6 million to 227.7 million, a decrease of 3% mainly due to a contraction of the sales on the Chinese market; the group's net consolidated has settled at € 11.7 million.

CONSOLIDATED REVENUES



The Group has confirmed the excellent results achieved on the Italian and European market, and a confirmation of the results obtained in India and Turkey, while Russia, Brazil and China have marked a decrease in comparison to the consistent increases of the previous years. The North American market presented signs of rebound especially in the second half of the year, while the entire Asian area showed fluctuation signs. Also, the results obtained by the subsidiaries of the African continent registered an increase, creating a secure area for future expansion of the group. Nevertheless, the margins are maintained, with a MOL reaching the value of 15% of the production value, despite the high level of competitiveness, as an effect of the more and more competitive markets.

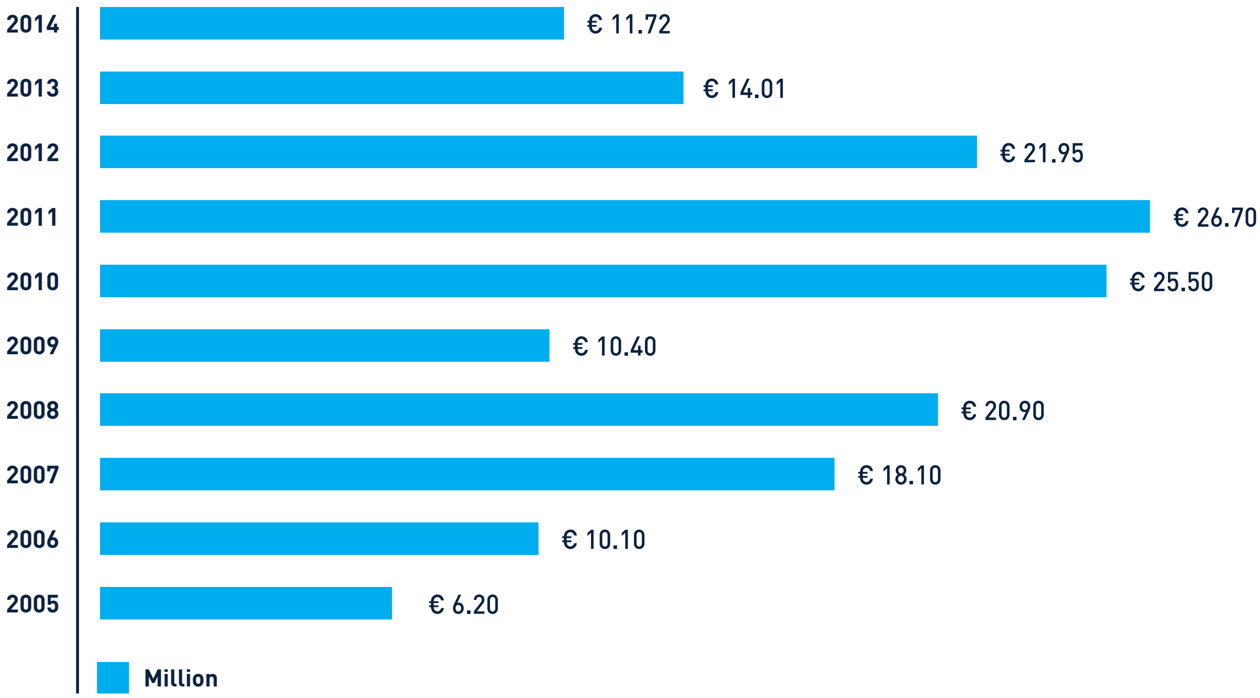
In compliance with the provisions of article 2428 of the Civil Code, this management report has been drawn up to accompany and complete the documents composing the consolidated financial statement related to the financial year ended 31/12/2014 in accordance with the company by-laws.

The consolidated net profits for the financial year, including shares attributable to third parties, were found to amount to € 11.72 million Euros (5.14% of sales revenues) compared to € 14.00 million gained in 2013. The difference between cost and value of production amounted to 21.96 million, registering a slight decrease compared to the previous year.

The dynamics of the exchange rates had, unlike the previous year, an insignificant impact, with financial costs decreasing from 5.78 to 1.63 million. In the extraordinary part, they present minor positive components in amount of 5.6 million, almost all of them being due to the lack in the parent company Wamgroup S.p.A. of 5.78 million representing contribution for the restoration of the damages caused by the earthquake.

The pre-tax profit was of 17.43 million € (7.48% of the sales revenue) after allocating 10.96 million € for the depreciation funds, and 0.27 million € to other risks and charges funds.

CONSOLIDATED PROFIT



As a non operative parent company, Wamholding S.p.A. controls all holdings held by the Group through the subholding Wamgroup S.p.A. that arranges all the funding for the companies and holding bodies and coordinates their business from a strategic, commercial, financial and administrative point of view, providing technical and commercial services. In particular, Wamgroup S.p.A. has centralised the management of the sales and marketing communication at its own premises, along with the accounts and administrative checks and inspection functions for all the directly and indirectly controlled subsidiaries with head offices in Italy and in some EU countries. Other centralised processes include the management of the accounts systems and procedures, human resources and the relative administrative and legal issues, the treasury, the coordination of all the financial transactions of the directly and indirectly controlled subsidiaries and affiliates with head offices in Italy and in some countries of the European Union. Beginning with 2011, Wamgroup S.p.A. has gone through a reorganization process reallocating resources and professional skills and concentrating all research and development activities – including the research laboratory, the marketing, technical and commercial activities – in order to provide new and more adequate services to all its subsidiaries.

The Group operates in the mechanics sector and more specifically, in the production of machinery for the transportation of granular materials and powders. The production generally concerns screw feeders, filters for the collection of powders, various kinds of valves and other accessories for concrete-mixing, grinding, extraction and stocking and storing systems for powdery, granular and various kinds of materials. Among the complementary activities the Group engages in, is the production of mixers, vibrators, polymeric components and water conditioning systems, as well as continuous steel screw feeders.

The Group's strategy, aimed at satisfying market demand with an ever-increasing effort to improve the overall efficiency through contained costs and careful attention to quality and service continues to confirm its effectiveness, allowing the consolidation of sales volumes and making the most of the opportunities due to the still existing worldwide recession.

The strategy of acquiring significant market shares through the containment of sales prices, cost rationalization, location of the production on the reference markets and the search for a concrete and effective proximity to customer needs, rapidly responding to any needs, have allowed an increase of the sales volumes, despite the fact that the turnover is essentially unchanged. Despite the pressure of the competition with a high degree of competitiveness, especially in the markets of the Far East, the margins were in line with the previous year; the introduction of new product lines and technologies, combined with research into new applications for the Group's products, will enable a new cycle of expansion in sales volumes and the recovery of the margins.

Effective customer orientation strategies include the establishment of branch offices in each relevant country, as well as an appropriate centralised organization, capable of providing assistance to each market area involved and aimed at satisfying market demand with prompt commercial and technical solutions.

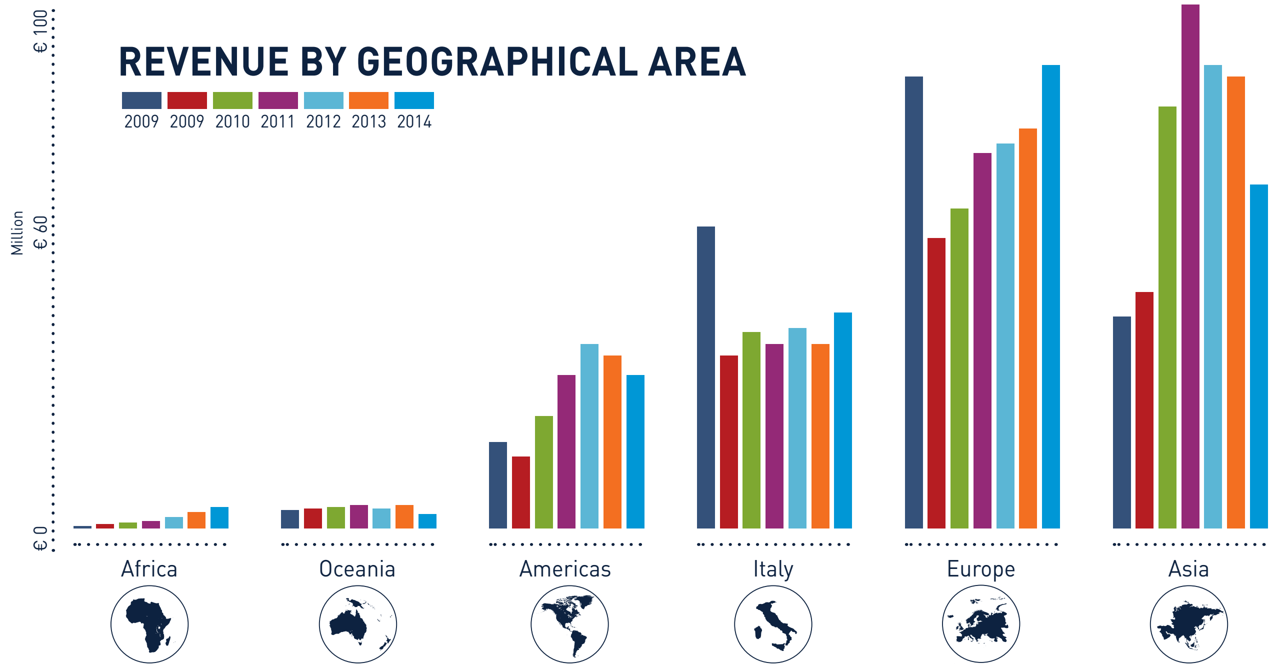
GROUP'S FINANCIAL SITUATION AND MANAGEMENT TREND

Valuation data and comparison of results with those of the previous financial year, with reference to the economic trend and the financial and patrimonial situation are shown in the charts enclosed at the foot of this document. Observations deemed of major importance are reported below.

Economic situation analysis

The revenue from sales passed from € 234.6 million to € 227.76 million, with a 3% decrease, while the production value passed from € 245.8 million to € 232.9 million.

Below is a chart showing sales revenues divided by main geographical areas:



	2014			2013		2012		2011	
Italy	41,033,984	18.0%	18.3%	34,698,444	14.8%	37,576,086	15.8%	35,288,400	18.3%
Europe	88,138,481	38.7%	2.6%	85,942,513	36.6%	73,095,191	30.7%	71,103,001	29.9%
Asia	63,895,101	28.1%	-15.4%	75,494,856	32.2%	87,744,759	36.8%	99,106,751	39.5%
Americas	28,888,523	12.7%	-10.6%	32,302,912	13.8%	34,838,004	14.6%	29,068,222	10.5%
Oceania	2,489,418	1.1%	-31.6%	3,638,140	1.6%	3,389,027	1.4%	3,782,567	1.7%
Africa	3,257,734	1.4%	27.3%	2,558,318	1.1%	1,633,103	0.7%	902,388	0.2%
	227,703,241			**234,635,183**		**238,276,170**		**239,251,329**	

The sales volume on the domestic market has increased, due to the increase of the sales in the water conditioning sector. The European market has shown an overall positive trend, with a slight improvement in both volumes and quantities. The sales volume on Asian markets has slightly decreased compared to the previous year, mainly caused by the lack of demand in China. Also, the American markets knew a decrease, with a consolidation of the increase achieved in the previous years and a slowing down of the demand in Brazil. The volumes of the African branches were also positive, with a consistent growth, despite an overall marginal incidence.

The overall production costs decreased from € 222.79 million to € 210.99 million, with an incidence rate of 90.5% on the production value and the difference between production value and costs decreased from 23.02 to 21.96 million with a decrease of 4.62% and an incidence on the production value in a slight improvement of 9.43%, a confirmation of keeping the overall margins.

The overall financial charges significantly decreased from 5.78 to 1.63 million Euros, mainly due to exchange rate differences, changing from a loss of 3.95 million Euros to a loss of 0.16 million. The net balance of the interest payable passed from 1.83 to 1.46 million Euros, with a 0.63% incidence rate on the production value, subsequently confirming the Group's solid equity.

The non-recurring items with a negative balance of € 2.75 million have no significant impact on the result and are mainly made up of the total amount of the adjustments to the items related to previous financial years for minimum amounts as per the various consolidated companies.

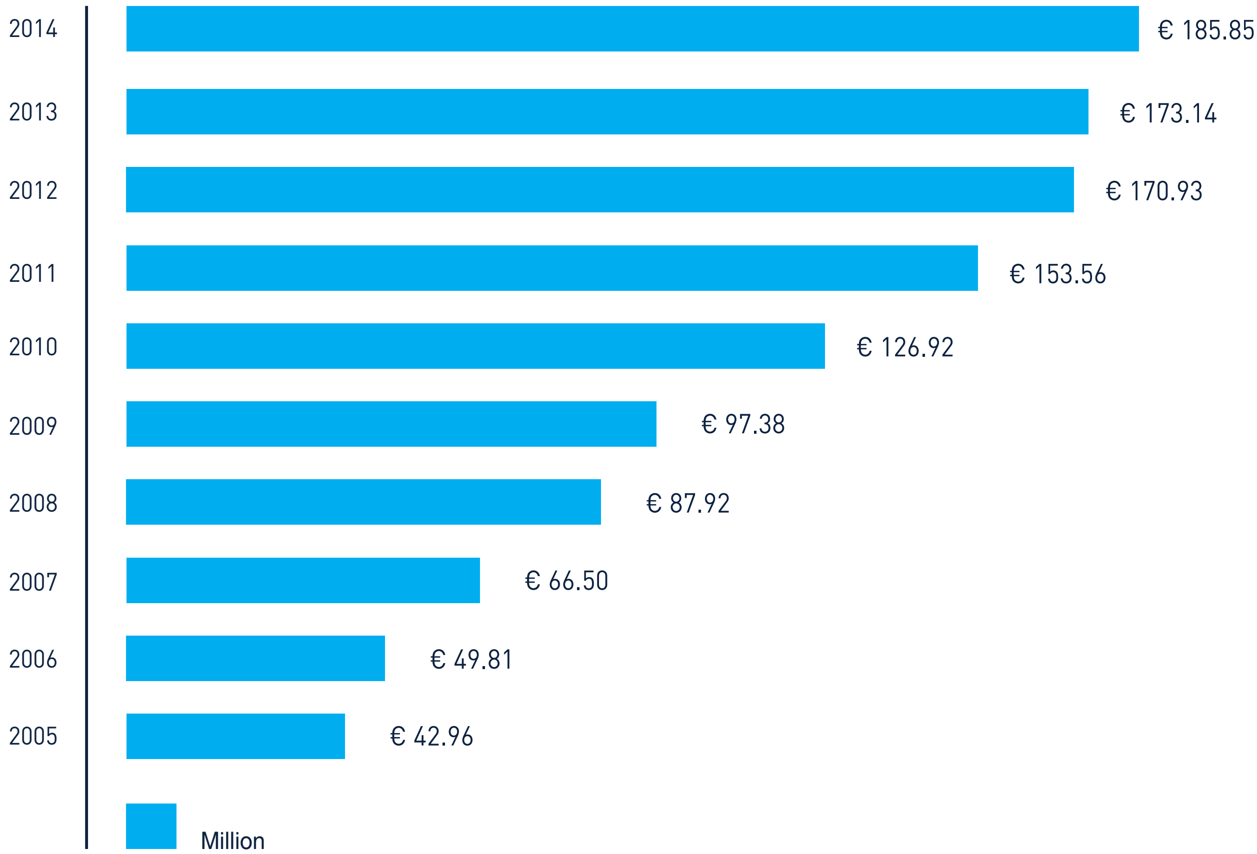
The overall result achieved by the Group decreased from 14.00 to 11.72 million Euros, with a net margin of 5.03% on the production value.

Net equity analysis

The analysis of the Group's net equity highlights its ever increasing balance and absolute solidity, with a total net equity of 185.85 million Euros – increased by 12.71 million Euros with respect to the previous financial year due to an increase in the reserve due to currency differences – which covers the 52.5% of the overall invested capital. Fixed assets amount to 354.29 million Euros, with an increase with respect to the previous year in relation to a net increase of the fixed assets of 6.98 million (as an effect of the major investments in equipment and machinery) and to an increase of the capital passing from 228.97 to 245.76 million. The stock increased by 4%, passing from 84.35 to 87.74 million Euros; receivables from customers increased from 51.66 million to 60.34 million Euros, with an allocation to bad debt provision deemed adequate. Liquid assets increased from € 56.97 million to 64.80 million Euros.

The total payables passed from 133.8 million Euros to 144.90 million Euros, mainly due to the effect of the increase in the payables to suppliers, passing from 74.89 to 88.24, of which 40.55 is made up of medium and long term payables.

EQUITY



Financial position analysis

Consistently with the net equity, the financial position of the company confirms the Group's solidity. The net financial indebtness towards the banking system amounts to €23.44 million; the gross operating margin amounts to € 33.20 million, 70.6% of which is represented by indebtness.

The Group's self-financing capacity and its investment sustainability is further underlined by all the financial indexes.

INVESTMENTS

During 2014, the Group invested 14.37 million Euros in fixed assets, of which 6.87 million Euros in Italy, mainly for plant and machinery; in particular, € 1.54 million from Wam B.H.M Wuxi (RPC) - mainly for plant and machinery, 1.11 million Euros from Wam do Brasile for the purchase of the industrial area for the construction of the production facility, 1.54 million Euro advanced payment for the purchase of an industrial area in Turkey and 1.84 million Euros for renewing the equipment in Romania. Also, the new production plant where Wam Industriale has resumed production was completed, with a leasing investment of over 8 million.

RESEARCH AND DEVELOPMENT

The Group carries out thorough research and development activities mainly within the Italian production companies, through specific laboratories and divisions. The said activities are primarily aimed at product innovation, utilization of new materials & applications and innovative use of machinery.

The Group's overall expenditure, entirely charged to the profit and loss account, amounts to € 2.21 million, equal to 1 % of the sales volume, achieved by Wamgroup S.p.A for a total of € 1.16 million.

MAIN RISKS AND UNCERTAINTIES

The main area of risk is linked to the general market trend, which, due to an uncertain global economic situation marked by a high growth differential between the different geographical areas, is characterized by an extremely variable demand.

Thanks to its widespread range of products and commercial activities worldwide, the Group maintains an unquestioned leading market position for a wide range of products in specific sectors. Moreover, thanks to high degree of innovation, combined with technological excellence, its products can be utilized within a wide range of industrial sectors, with the possibility of opening new markets and business areas. At the same time, the Group is able to minimize the impact of recession periods and take full advantage of recovery periods.

The valuation of all asset items did not bring to light any particular element of uncertainty.

EXPOSURE TO FINANCIAL RISKS

The Group is exposed to the financial risks, which are broken down as follows:

- credit risk as regards business relations with the clientele;
- liquidity risks with reference with availability of financial resources;
- market risks as regards operations subject to variables linked to exchange rate and interest rate risk.

Credit risk.

The credit risk implies the exposure of the Group to clients' insolvency with regards to the obligations undertaken by clients. The credit risk is distributed across a large a number of clients all over the world, for single amounts with no relevant impact in relation to the turnover.

The credit risk related to clients is constantly monitored through careful examination of clients' background information and other evaluation procedures.

Liquid asset risk.

The main liquidity risk to which the Group is exposed, is represented by the potential difficulty to obtain funding within the required time frame for sustaining the Group's characteristic activities and investments. The Group's financial and monetary situation – with a net debt to the banking system of 23.44 million - is constantly monitored. The company's strong financials as well as a solid economic position, its high credit rating, not to mention its remarkable self-financing capacity broadly explained above, render the foregoing risk irrelevant.

Market risk

This category mainly implies risks related to currency and exchange rate variations.

The Group is exposed to the currency risk in that it trades in a large number of different currencies. The presence of various commercial branches, in part productive branches located in each country, with a part of costs made in the specific currency, significantly minimizes the effects of exchange rate variations, despite the presence of extremely volatile markets.

The Group is exposed to an exchange rate risk in that accrued interest on the existing financial liabilities has a variable interest rate: however, said risk exists to a limited extent given the irrelevant degree of indebtness incurred by the Group and the consequent low incidence rate on the financial burden reported in the company's profit and loss account (0.63% on the sales volume).

ENVIRONMENT AND PERSONNEL

The Group carries out its activity in full compliance with the environmental provisions in force in the countries where it operates. The type of activities carried out by the Group do not entail any criticality in relation to environmental protection. As of today, no lawsuit over environmental crime or damage has been filed against any of the Group subsidiaries.

While performing its business activities, the Group complies with the provisions in force regarding occupational safety and hygiene, and, broadly speaking, with all the regulations, standards and rules concerning employee protection. As of today, no workplace related accidents, serious injuries or other occurrences including occupational disease or mobbing for which the company may be held liable has been reported.

As regards staff policies, the Group is committed to confirm the actions already undertaken during the previous financial years, and shall continue investing in high-quality staff and staff training and development.

As of today, no outstanding lawsuits or charges related to staff management have been reported, while the occurrence of occupational injury falls within the normal range.

OPERATIONS ON HOLDINGS OWNED BY THE PARENT COMPANY

The parent company does not own shares in its own name, and the subsidiaries do not hold any shares of the parent company.

FINANCIAL INSTRUMENTS

The Group's subsidiaries do not use any kind of financial instruments, except for financial leasing coverage in relation to specific operations, the coverage from the risk of tax variation risk.

SIGNIFICANT EVENTS OCCURRED FURTHER TO THE CLOSING OF THE FINANCIAL YEAR - FORESEEABLE MANAGEMENT TREND

Further to the closure of the financial year, nothing worth noting was found that could influence the financial position and the economic trend of the Group as shown in the financial statement.

During the first months of the current year, the Group's operating performance is in line with that of the previous year, with an increase in the sales volume and quantities, against a permanent uncertainty of the worldwide economy. The Group's excellent market position, the distribution of production and sales on almost every world market, combined with flexible management and careful attention to costs, are all contributing factors for the foreseeable outstanding results to be obtained in 2015 as well, despite the strong pressure of the other market competitors.

Modena, the 2nd June, 2015
THE SOLE DIRECTOR
Vainer Marchesini

	PRODUCTION VALUE PROFIT AND LOSS ACCOUNT	31-Dec-14	%	Var %	31-Dec-13	%
Rv	Revenue from sales	227,703,2	97.7%	-3.0%	234,635,2	95.4%
Ra	Other revenues and income	4,498,1	1.9%	108.6%	2,156,8	0.9%
Pi	In-house production	760,9	0.3%	-91.6%	9,029,2	3.7%
VP	**A. PRODUCTION VALUE**	**232,962,2**	**100.0%**	**-5.2%**	**245,821,2**	**100.0%**
Cm	Raw, subsidiary materials and consumable materials and goods	80,334,0	34.5%	-11.2%	90,465,9	36.8%
Coe	Other operating costs	51,380,4	22.1%	1.6%	50,581,2	20.6%
	B. EXTERNAL COSTS	**131,714,4**	**56.5%**	**-6.6%**	**141,047,1**	**57.4%**
VA	**C. ADDED VALUE (A-B)**	**101,247,8**	**43.5%**	**-3.4%**	**104,774,1**	**42.6%**
Cp	D. Personnel costs	66,391,3	28.5%	-2.6%	68,177,5	27.7%
MOL	**E. GROSS OPERATING MARGIN (C-D)**	**34,856,5**	**15.0%**	**-4.8%**	**36,596,6**	**14.9%**
Amm	Depreciation of intangible fixed assets	2,402,7	1.0%	-0.6%	2,416,5	1.0%
Amm	Depreciation of tangible fixed assets	8,561,2	3.7%	5.7%	8,100,4	3.3%
Lea	Finance lease instalments	1,650,7	0.7%	-32.4%	2,440,4	1.0%
Acc	Other allocations to provisions and devaluations	277,7	0.1%	-54.4%	609,4	0.2%
	F. DEPRECIATION AND DEVALUATIONS	**12,892,2**	**5.5%**	**-5.0%**	**13,566,6**	**5.5%**
RO	**G. OPERATING RESULT (EBIT)**	**21,964,2**	**9.4%**	**-4.6%**	**23,030,0**	**9.4%**
Pec	Extraordinary earnings	800,4	0.3%	24.9%	640,9	0.3%
Oec	Extraordinary charges	-149,7	-0.1%	209.4%	-48,4	0.0%
REO	**H. EXTROARDINARY RESULT**	**650,7**	**0.3%**	**9.8%**	**592,5**	**0.2%**
ROGP	**I. PRODUCTION MANAGEMENT ORD. RESULT (G+H)**	**22,614,9**	**9.7%**	**-4.3%**	**23,622,5**	**9.6%**
Ps	Extraordinary income	525,6	0.2%	-92.2%	6,735,5	2.7%
Os	Extraordinary charges	-3,284,3	-1.4%	-15.7%	-3,896,9	-1.6%
	L. EXTRAORDINARY RESULT	**-2,758,7**	**-1.2%**	**-197.2%**	**2,838,5**	**1.2%**
RGP	**M. PRODUCTION MANAGEMENT RESULT (I+L)**	**19,856,2**	**8.5%**	**-25.0%**	**26,461,0**	**10.8%**
Of	N. Financial charges	2,430,5	1.0%	-62.2%	6,429,8	2.6%
RL	**O. GROSS RESULT (M-N)**	**17,425,7**	**7.5%**	**-13.0%**	**20,031,2**	**8.1%**
I	P. Income taxes	5,705,6	2.4%	-5.3%	6,025,7	2.5%
RN	**NET RESULT (O-P)**	**11,720,1**	**5.0%**	**-16.3%**	**14,005,5**	**5.7%**

	RECLASSIFIED BALANCE SHEET (financial)	31-Dec-14	%	Var %	31-Dec-13	%
	ASSETS					
AF	**FIXED ASSETS**	**101,437,7**	**28.6%**	**7.4%**	**94,464,7**	**28.9%**
Iimm	Intangible fixed assets	5,716,9			7,174,8	
cslimm	Historical cost	15,018,9			15,706,4	
falimm	Depreciation fund	-9,302,1			-8,531,6	
Imat	Tangible fixed assets	93,454,0			84,454,7	
cslmat	Historical cost	150,221,9			134,897,0	
falmat	Depreciation fund	-56,767,8			-50,442,2	
Ifin	Financial fixed assets	2,266,8			2,835,2	
AC	**CURRENT ASSETS**	**252,857,8**	**71.4%**	**8.6%**	**232,746,1**	**71.1%**
M	Stock	87,741,6			84,351,3	
Ld	Non-financial deferred cash funds	100,313,9			91,427,1	
Li	Available cash funds	64,802,3			56,967,7	
CI	**INVESTED CAPITAL**	**354,295,5**	**100.0%**	**8.3%**	**327,210,9**	**100.0%**
	EQUITY AND LIABILITIES					
MP	**EQUITY**	**185,847,7**	**52.5%**	**7.3%**	**173,136,9**	**52.9%**
Cs	Share capital	12,667,8			5,908,9	
R	Reserves	173,179,9			167,228,0	
Pcons	**CONSOLIDATED LIABILITIES**	**60,316,6**	**17.0%**	**7.6%**	**56,074,7**	**17.1%**
PconsF	Financial consolidated liabilities	40,552,5			36,721,0	
PconsNF	Non-financial Consolidated liabilities	19,764,1			19,353,7	
Pcorr	**CURRENT LIABILITIES**	**108,131,1**	**30.5%**	**10.3%**	**97,999,2**	**29.9%**
PcorrF	Financial current liabilities	47,959,1			38,944,5	
PcorrNF	Non-financial Consolidated liabilities	60,172,0			59,054,7	
CF	**FINANCIAL CURRENT LIABILITIES**	**354,295,5**	**100.0%**	**8.3%**	**327,210,9**	**100.0%**

	BALANCE SHEET FINANCIAL BREAKDOWN	31-Dec-14	31-Dec-13
AF	**FIXED ASSETS**		
Iimm	Intangible fixed assets	-5,716,9	-7,174,8
Imat	Tangible fixed assets	-93,454,0	-84,454,7
Ifin	Financial fixed assets	-2,266,8	-2,835,2
MP	**EQUITY**		
Cs	Share Capital	12,667,8	5,908,9
R	Reserves	173,179,9	167,228,0
PC	**CONSOLIDATED LIABILITIES**	**60,316,6**	**56,074,7**

	STRUCTURE MARGIN (A)	144,726,7	134,746,9
	Non financial deferred cash funds	**100,313,9**	**91,427,1**
	Stock	87,741,6	84,351,3
Ld	Non -financial current liabilities	-60,172,0	-59,054,7
M			
PcorrNF	NET CURRENT CAPITAL (B)	127,883,5	116,723,7
	Available cash funds	**64,802,3**	**56,967,7**
	Financial current liabilities	-47,959,1	-38,944,5
Li			
PcorrF	NET SHORT - TERM FINANCIAL POSITION (A-B)	16,843,2	18,023,2
	NET SHORT - TERM FINANCIAL POSITION (A-B)	**18,023**	**32,993**

	RECLASSIFIED BALANCE SHEET (by functional area)	31-Dec-14	%	Var %	31-Dec-13	%
	INVESTMENTS					
OFA	FIXED CAPITAL	99,170,9			91,629,5	
NWC	NET CURRENT CAPITAL	108,054,7			97,317,6	
CION	**NET OPERATING INVESTED CAPITAL**	**207,225,6**	75.5%	9.7%	**188,947,1**	75.9%
IEO	EXTRA-OPERATING INVESTMENTS	67,133,9	24.5%		59,855,4	24.1%
CIN	**NET INVESTED CAPITAL**	**274,359,4**	100.0%	10.3%	**248,802,5**	100.0%
	SOURCES					
MP	EQUITY	185,847,7	67.7%		173,136,9	69.6%
DF	FINANCIAL DEBT	88,511,7	32.3%		75,665,6	30.4%
	FINANCING SOURCES	**274,359,4**	100.0%	10.3%	**248,802,5**	100.0%

CASH FLOW ANALYSIS	31-Dec-14	31-Dec-13
Operating Profit (EBIT)	**21,964,2**	**23,030,0**
Tax Operating Income	-7,067,0	-6,741,5
Net Operating Profit after Tax (NOPAT)	**14,897,2**	**16,288,5**
Depreciation	10,963,8	10,516,8
Finance lease instalments (capital share)	1,650,7	2,440,4
Devaluations, allocations to provisions, non-monetary revenues and costs, other adjustments	277.7	1,039,2
Self-financing (AuF)	**27,789,4**	**29,855,1**
Δ Net Operating Working Capital (NWC)	-11,014,8	-17,929,6
Δ Operating Fixed Assets (OFA)	-20,155,9	-14,064,2
of which Δ leased fixed assets	-1,650,7	-2,440,4
Free Cash Flow from Operations	**-3,381,2**	**-2,138,6**

CASH FLOW ANALYSIS	31-Dec-14	31-Dec-13
Non operating revenue and charges	-2,673,5	2,868,9
Δ Non-operating activities (IEO)	323,4	-262,3
Taxes on non-operating area	912,6	-876,7
Unlevered Cash Flow (UCF)	**-4,818,8**	**-408,8**
Financial flows	-1,632,3	-5,790,8
Financial area taxes	448,9	1,592,5
Equity flows	990,7	-11,798,6
Δ Net Financial Position (NFP)	**-5,011,5**	**-16,405,7**
Cash & Cash Equivalents	56,967,7	71,581,0
Financial debt	-75,665,6	-73,873,2
Initial Net Financial Position	**-18,697,8**	**-2,292,2**
Cash & Cash Equivalents	64,802,3	56,967,7
Financial debt	-88,511,7	-75,665,6
Final Net Financial Position	**-23,709,3**	**-18,697,8**

INDEX ANALYSIS	31-Dec-14	31-Dec-13
SELF-FINANCING AND DEBT SUSTAINABILITY:		
Self financing ratio [MOL/(Rv+Ra)]	15.0%	15.5%
Self financing index (AuF/(Rv+Ra))	12.0%	12.6%
Incidence rate of financial debt on Sales [(PconsF+PcorrF)/(Rv+Ra)]	38.1%	32.0%
Incidence rate of financial debt on Gross Operating Margin [(PconsF+PcorrF)/MOL]	253.9%	206.8%
Incidence rate of financial debt on Self- financing (DF/AuF)	318.5%	253.4%
Incidence rate of financial charges on Sales [Of/(Rv+Ra)]	1.0%	2.7%
Incidence rate of financial charges on Gross Operating Margin (Of/MOL)	7.0%	17.6%
Incidence rate of financial charges on Self-financing (Of/AuF)	8.7%	21.5%
COMPOSITION RATIOS FOR INVESTMENTS AND SOURCES :		
Investment composition ratios:		
Rigidity index (AF/CI)	0.29	0.29
Flexibility ratio (AC/CI)	0.71	0.71
Stock availability ratio (M/CI)	0.25	0.26
Total liquidity ratio [(Li+Ld+LdF)/CI]	0.47	0.45
Source composition ratios :		
Financial autonomy ratio (MP/CF)	0.52	0.53
Indebtedness ratio [(Pcons+Pcorr)/CF]	0.48	0.47
Medium/long term indebtedness ratio (Pcons/CF)	0.17	0.17
Short term indebtedness ratio (Pcorr/CF)	0.31	0.30
Capital protection ratio (R/MP)	0.93	0.97

INDEX ANALYSIS	31-Dec-14	31-Dec-13
FINANCIAL SOLIDITY RATIO:		
Financing of fixed assets :		
Structure primary ratio (MP/AF)	1.83	1.83
Structure primary margin (MP-AF)	84,410,09	78,672,16
Structure secondary ratio [(MP+Pcons)/AF]	2.43	2.43
Structure secondary margin (MP+Pcons-AF)	144,726,71	134,746,89
Degree of tangible asset depreciation (faMat/csMat)	0.38	0.37
Fixed asset liquidation speed [Amm/(cslimm+cslmat)]	0.07	0.07
Financial autonomy :		
Leverage ratio (MP/CI)	52.5%	52.9%
Total indebtedness [(Pcons+Pcorr)/MP]	0.91	0.89
Financial indebtedness ratio (PconsF+PcorrF)/MP]	0.48	0.44
Tangible equity value (MP-Iimm)	180,130,88	165,962,07
LIQUIDITY RATIOS :		
Current ratio (AC/Pcorr)	**2.34**	**2.37**
Current margin (AC-Pcorr)	144,726,71	134,746,89
Treasury ratio [(Li+Ld+LdF)/Pcorr]	1.53	1.51
Treasury margin (Li+Ld+LdF-Pcorr)	56,985,13	50,395,61
Net short-term financial position (Li-PcorrF)	16,843,19	18,023,19
DURATION RATIOS OF CURRENT CAPITAL CYCLE :		
Net Working Capital intensity [NWC/(Rv+Ra)]	46.5%	41.1%
Net Working Capital turnover ratio [(Rv+Ra)/NWC)]	2.1	2.4
Stock turnover ratio (Rv/M)	2.6	2.8
MAIN PROFITABILITY RATIOS :		
Return on production ROP (RO/VP)	9.4%	9.4%
Return on net invested capital (VP/CION)	1.12	1.30
Return on sales ROS [RO/(Rv+Ra)]	9.5%	9.7%
Operating invested capital turnover [(Rv+Ra)/CION]	1.12	1.41
Return on net operating invested capital ROI (RO/CION)	10.6%	12.2%
Leverage (DF/MP)	0.48	0.44
Return on equity ROE (RN/MP)	6.3%	8.1%

LEGEND

PRODUCTION VALUE PROFIT AND LOSS ACCOUNT:

Revenue from sales	Rv
Other revenues and income	Ra
In-house production	Pi
PRODUCTION VALUE	VP
Raw, subsidiary materials and consumable materials and goods	Cm
Other operating costs	Coe
ADDED VALUE	VA
Personnel costs	Cp
GROSS OPERATING MARGIN	MOL
Depreciation of intangible fixed assets	AmmImm
Depreciation of tangible fixed assets	AmmMat
Finance lease instalments	Lea
Depreciation and devaluations	Acc
OPERATING RESULT	RO
Extraordinary earnings	Pec
Extraordinary charges	Oec
EXTRAORDINARY RESULT	REO
PRODUCTION MANAGEMENT ORD. RESULT	ROGP
Extraordinary income	Ps
Extraordinary charges	Os
PRODUCTION MANAGEMENT RESULT	RGP
Financial charges	Of
GROSS RESULT	RL
Income taxes	I
NET RESULT	RN

RECLASSIFIED BALANCE SHEET (by functional area):

FIXED ASSETS	OFA
NET CURRENT CAPITAL	NWC
NET OPERATING INVESTED CAPITAL	CION
EXTRA-OPERATING INVESTMENTS	IEO
NET INVESTED CAPITAL	CIN
EQUITY	MP
FINANCIAL DEBT	DF

LEGEND

RECLASSIFIED BALANCE SHEET (financial):

FIXED ASSETS :	AF
Intangible fixed assets:	Iimm
Historical costs	csImm
Depreciation fund	faImm
Tangible fixed assets:	Imat
Historical costs	csMat
Depreciation fund	faMat
Finance lease assets	Ilea
Financial fixed assets	Ifin
CURRENT ASSETS :	AC
Stock	M
Non-financial deferred cash funds	Ld
Financial deferred cash funds	LdF
Available cash funds	Li
INVESTED CAPITAL	CI
EQUITY :	MP
Share capital	Cs
Reserves	R
Treasury charges	Azp
CONSOLIDATED LIABILITIES :	Pcons
Financial consolidated liabilities	PconsF
Non-financial Consolidated liabilities	PconsNF
CURRENT LIABILITIES:	Pcorr
Financial current liabilities	PcorrF
Non -financial current liabilities	PcorrNF
FINANCING CAPITAL	CF

The undersigned administrator hereby declares that this computer document is consistent with that transcribed and entered into the company's books.

Stamp duty paid in a virtual way through the Chamber of Commerce Modena - authorization no. 25047 of 26/10/1989 extended with n. 15614 of 8/2/2001.

Digital signature
Vainer Marchesini

CONSOLIDATED ANNUAL ACCOUNTS at 31st December 2014

BALANCE SHEET

ASSETS				31-dec-14	31-dec-13
A)	**Due from shareholders for share capital not paid**				
Total due from shareholders for share capital not paid (A)				**0**	**0**
B)	**Fixed assets**				
I			**Intangible assets**		
	1)		Start-up and capital increase costs	62,748	57,212
	2)		Research, development and advertising costs	29,195	42,212
	3)		Industrial patents and rights to use intellectual property	405,536	303,420
	4)		Concessions, licenses, trademarks and similar rights	541,884	548,096
	5)		Goodwill	269,112	364,517
	6)		Intangible assets under formation and advances	764,120	834,050
	7)		Other	2,864,552	4,440,904
	8)		Difference arising on consolidation	779,722	584,410
			Total intangible assets	**5,716,869**	**7,174,821**
II			**Tangible assets**		
	1)		Land and buildings	56,381,388	53,353,534
	2)		Plant and machinery	19,910,898	16,898,843
	3)		Industrial and commercial equipment	10,008,673	7,732,315
	4)		Other assets	3,206,010	3,543,071
	5)		Assets in course of construction and advances	3,947,056	2,926,962
			Total tangible assets	**93,454,025**	**84,454,725**
III			**Investments**		
	1)		Shares in:		
		a)	subsidiary companies	25,000	265,394
		b)	associated companies	1,127,703	1,440,313
		d)	other companies	1,114,060	1,129,482
	2)		Loans to:		
		d)	other	64,759	52,425
			Total investments	**2,331,522**	**2,887,614**
Total fixed assets (B)				**101,502,416**	**94,517,160**

BALANCE SHEET

C) Current assets				
I		**Stocks**		
1)		Raw, subsidiary materials and consumables	36,606,917	36,662,571
2)		Work in progress and semi-finished goods	12,974,286	13,137,861
3)		Work in progress on contracts	103,532	84,053
4)		Finished goods and goods for resale	35,917,093	33,807,974
5)		Payments on account	2,139,753	658,822
		Total stocks	**87,741,581**	**84,351,281**
II		**Debtors**		
1)		Trade debtors:		
	a)	falling due within 1 year	60,346,131	51,661,294
3)		Amounts owed by associated companies		
	b)	falling due after more than 1 year	303,738	303,738
4-bis)		Tax credit		
	a)	falling due within 1 year	12,879,968	13,574,687
4-ter)		Advanced taxes		
	a)	falling due within 1 year	7,581,254	6,692,628
5)		Other debtors:		
	a)	falling due within 1 year	12,108,003	15,425,300
		Total debtors	**93,219,094**	**87,657,647**
III		**Financial assets not held as fixed assets**		
		Total financial assets not held as fixed assets	**0**	**0**
IV		**Liquid assets**		
1)		Deposits with banks and post offices	63,994,286	56,159,502
2)		Cheques	742,893	676,856
3)		Cash and cash equivalents in hand	65,165	131,379
		Total liquid assets	**64,802,344**	**56,967,737**
Total current assets (C)			**245,763,019**	**228,976,665**
D) Prepayments and accrued income				
2)		Other	7,030,050	3,717,047
Total prepayments and accrued income (D)			**7,030,050**	**3,717,047**
Total assets (A+B+C+D)			**354,295,485**	**327,210,872**

BALANCE SHEET

LIABILITIES AND SHAREHOLDERS' EQUITY				31-Dec-14	31-Dec-13
A)	**Capital and reserves**				
	A1)		**Group:**		
	I		Called up share capital	5,000,000	5,000,000
	IV		Legal reserve	920,000	1,749,881
	VII		Other reserves	12,706,749	13,708,067
	VIII		Profits (losses) carried forward	35,730	129,149,749
	IX		Net profit (loss) for the year	8,013,318	9,376,047
	XI		Consolidation reserve	141,381,873	779,943
	XII		Reserve for translation differences	6,415,420	(1,722,521)
			Total (A1)	**174,473,090**	**158,041,166**
	A2)		**Minority interests:**		
	I		Share of capital and reserves	7,667,848	10,466,296
	II		Share of net profit (loss) for the year	3,706,810	4,629,431
			Total (A2)	**11,374,658**	**15,095,727**
Total capital and reserves (A)				**185,847,748**	**173,136,893**
B)	**Provisions for liabilities and charges**				
	1)		Pensions and similar obligations	683,915	298,598
	3)		Other provisions	8,132,236	8,731,248
	4)		Provisions for liabilities and charges arising on consolidation	2,219,088	2,500,000
Total provisions for liabilities and charges (B)				**11,035,239**	**11,529,846**
C)	**Staff severance fund**			**8,728,846**	**7,823,848**
D)			**Creditors**		
	4)		Bank loans and overdrafts:		
		a)	falling due within 1 year	47,692,140	38,169,416
		b)	falling due after more than 1 year	40,552,533	36,721,041
	5)		Other providers of finance:		
		a)	falling due within 1 year	267,008	775,126
	6)		Payments on account:		
		a)	falling due within 1 year	2,619,256	4,864,748
	7)		Trade creditors:		
		a)	falling due within 1 year	34,284,970	35,010,378
	12)		Taxation:		
		a)	falling due within 1 year	7,535,696	7,131,094

BALANCE SHEET

13)		Due to social security authorities:		
	a)	falling due within 1 year	2,452,696	2,420,757
14)		Other creditors:		
	a)	falling due within 1 year	9,499,904	8,720,341
Total creditors (D)			**144,904,203**	**133,812,901**
E)	**Accruals and deferred income**			
2)		Other	3,779,449	907,385
Total accruals and deferred income (E)			**3,779,449**	**907,385**
Total liabilities and shareholders' equity (A+B+C+D+E)			**354,295,485**	**327,210,873**

PROFIT AND LOSS ACCOUNT

			31-Dec-14	31-Dec-13
A)	**Value of production**			
1)		Turnover	227,703,241	234,635,184
2)		Changes in stocks of finished and semi-finished goods and in work in progress	(187,528)	8,998,139
4)		Own work capitalised	948,390	31,099
5)		Other operating income	4,498,094	2,156,793
Total value of production (A)			**232,962,197**	**245,821,215**
B)	**Cost of production**			
6)		Raw and subsidiary materials, consumables and goods	80,524,078	87,126,982
7)		Services	37,279,455	36,458,918
8)		Leases and rentals	6,017,102	7,157,486
9)		Staff costs:		
	a)	wages and salaries	53,034,851	53,467,539
	b)	social security costs	10,601,440	10,351,658
	c)	termination indemnities	2,025,165	2,243,112
	e)	other costs	729,884	2,115,225
10)		Depreciation, amortisation and write-downs:		
	a)	amortisation of intangible assets	2,402,654	2,416,476
	b)	depreciation of tangible assets	8,561,186	8,100,366
11)		Changes in raw and subsidiary materials, consumables and goods	(190,063)	3,338,914
12)		Provisions for risks	277,671	553,736
13)		Other allocations	0,00	55,692
14)		Other operating charges	9,734,526	9,405,144
Total cost of production (B)			**210,997,949**	**222,791,248**

PROFIT AND LOSS ACCOUNT

Difference between value and cost of production (A+B)			**21,964,248**	**23,029,967**
C) Financial income and expense				
15)		Income from equity investments	2,220	1,850
16)		Other financial income:		
	d)	financial income other than that above	798,184	639,062
17)		Interest payable and similar charges	(2,264,247)	(2,475,989)
17-bis)		Profits and losses on exchange rates	(166,252)	(3,953,828)
Total financial income and expense (C)			**(1,630,095)**	**(5,788,905)**
D) Value adjustments to financial assets				
19)		Write-downs:		
	a)	of equity investments	149,745	48,394
Total value adjustments to financial assets (D)			**(149,745)**	**(48,394)**
E) Extraordinary income and charges				
20)		Income and gains:		
	a)	gains on disposals	49,246	96,758
	b)	other extraordinary income	476,317	6,638,695
21)		Charges and losses:		
	a)	losses on disposals	132,204	125,256
	b)	other extraordinary charges	3,152,045	3,771,657
Total extraordinary income and charges (E)			**(2,758,686)**	**2,838,540**
Profit (loss) before taxation (A+B+C+D+E)			**17,425,722**	**20,031,208**
22)		**Tax on profit for the year**		
		current	**7,651,480**	**8,227,455**
		deferred and (advanced)	**(1,945,886)**	**(2,201,725)**
23)		**Net profit (loss) for the year**	**11,720,126**	**14,005,478**
24)		**Minority interests - share of profit (loss) for the year**	**3,706,810**	**4,629,431**
25)		**Group's profit (loss) for the year**	**8,013,318**	**9,376,047**

ADDENDUM

This consolidated Financial Statement for WAMHOLDING S.p.A. refers to the financial year ending on 31/12/2014 and it was drawn up in compliance with the provisions of the legislative decree no. 127 dated the 9th April 1991.

A copy of the Consolidated Financial Statement will remain in the files at the registered head office for the fifteen days preceding the meeting called to approve the Financial Statement of the financial year and until the Financial Statement is approved. There will also be a copy filed with the company register, accompanying the company's Financial Statement of the financial year. All of the above complies with articles 41 and 42 of the legislative decree no. 127 dated the 9th April 1991.

The Financial Statement was drawn up in Euros, as well as the comparative data from the financial year ended on the 31st December 2013.

The Financial Statement was drawn up in compliance with the current legal provisions and the general postulates of clarity and a truthful and correct representation, as well as the principles of consolidation and the accounting standards provided for respectively by article 31 of the legislative decree no. 127 dated the 9th April 1991 and by the Italian Civil Code. It represents the financial position and the economic result of the totality of the companies composed of the parent company and the subsidiaries.

The criteria adopted in the evaluation of the various assets categories and in the adjustments made to the values are those stipulated by the Civil Code.

The Financial Statement is made up of the balance sheet, the profit and loss account and this addendum, in compliance with and to the intents and purposes of article 29 of the legislative decree no. 127 dated the 9th April 1991. It includes the financial statements of WAMHOLDING S.p.A., the parent company, and of all the Italian and overseas companies for which the parent company holds, either directly or indirectly, the majority of the voting rights or has operative control. The following companies were excluded from the consolidated Financial Statement:

- Agritec GmbH (Germany), as it is still under establishment and it is not operational.

The Financial Statement complies, in structure and content, with the provisions of articles 2423-ter, 2424 and 2425 of the Italian Civil Code, both of which were adapted for the consolidation purposes as indicated by the legislative decree no. 127 dated the 9th April 1991, and by the Documents prepared by the National Accountants' and Bookkeepers' Councils' Commission for the ruling on accounting standards, as amended by the Italian Accounting Authority in order to update them to the new legal provisions set forth in Legislative Decree no. 6 dated the 17th January 2003.

The reference date of the Consolidated Financial Statement, i.e. 31/12/2014, coincides with the date of closure of the financial year for the majority as well as for the most important companies included in the consolidation, as per paragraph 2 of article 30 of the legislative decree no. 127 dated the 9th April 1991.

Below there is a description of the consolidation principles applied in the drafting of the Consolidated Financial Statement, in addition to and with specific reference to the individual items making up the balance sheet and the profit and loss account as well as the criteria adopted for their evaluation.

1. CONSOLIDATION PRINCIPLES APPLIED

The consolidation principles adopted for the drafting of the consolidated Financial Statement are indicated below.

Exclusion of the item "holdings" in companies included in the consolidation against the shareholders' equity of these companies.

The assets and the liabilities of the consolidated companies were entered using the global integration method, excluding the book value for the consolidated holdings against the shareholders' equity of the said subsidiaries.

The shares of the consolidated subsidiaries' equity and the net result owned by third parties were laid out separately as a special item in the consolidated balance sheet and the consolidated profit and loss account respectively.

The exclusion was effected on the basis of the book values relating to the financial year ended on 31/12/2013, i.e. the date of the first consolidation prepared by the company, or to the financial year first included in the consolidation. With regards to this, the following points should be noted:

- the holdings in the companies held by the Group were registered under the acquisition cost, which coincides with the contributions made by the holding companies during the incorporation phase or any subsequent contributions and revaluations, with the exception of any devaluations made by the holding companies and excluded during the consolidation phase;

- the difference resulting from the exclusion of the account "holdings" is derived for the main part from the results and the other variations in the shareholders 'equity which occurred after the acquisition of the holdings up to the date of the first consolidation;

- this difference does not correspond in any way to a real greater or lower value of the assets and liabilities of the subsidiaries at the moment of the acquisition of the said holdings.

Therefore in the consolidation, the following measures were adopted:

- the surplus of the shareholders' equity upon the 31/12/2013 was entered as a "Consolidation reserve";

- the surplus of the acquisition cost in relation to the shareholders' equity value on the day of the first consolidation or on the day of the inclusion in the consolidation was detracted from the Consolidation reserve, as it was not derived, as mentioned earlier, from a real increased value of the subsidiaries;

- the results and the other variations in the shareholders' equity of the consolidated companies, which occurred in the financial years that ended before the 31/12/2013 were included in the "Consolidation reserve" as effective value of the new consolidation process.

The only exceptions to the above mentioned procedure are represented by the holding in the subsidiary PUNTA BIANCA S.r.l., VISAM S.r.l. and SAVI S.r.l. for the acquisition of which the price paid was higher than the company's net shareholders' equity of the company.

For PUNTA BIANCA S.r.l. the difference - due to the higher value attributed to its fixed assets in relation to the historical cost entered in the accounting books – was used to increase the value of the real assets it is referred to.

For VISAM S.r.l. and SAVI S.r.l., whose participation was acquired in 2012, respectively 2014, given that the company existed and was active for a long time, and in consideration of the economic benefits that its activities will enable the Group to achieve, the excess of the cost of acquisition over its net assets represents an effective higher value of the investee, recoverable through future revenues generated by the same; the surplus was recorded under the item "consolidation differences" and is amortized over a period of five years, in view of its more long-term economic benefits.

The following companies were included in the consolidation for the first time:

- SAVI S.R.L. (Italy), acquired during the financial exercise, company operating for many years on the market of water treatment machines production;

- SAVI TECNOLOGY S.r.l. (Italy), established during the year and not operational.

Exclusion of the balances and the operations between the consolidated companies.

The payables and the receivables between the companies included in the consolidation, and likewise the income and expenditure arising from the operations between the said companies were completely excluded for their entire amount. Any exchange rate difference when converting the subsidiaries' foreign currency balances reported by the various consolidated companies was included in the profit and loss account.

The dividends received from the holdings and entered in the profit and loss account of the holding company were also excluded.

Internal profits and losses

The profits arising from the operations between consolidated companies concerning the transfer of assets remaining as stock on the premises of the purchaser or the transfer of fixed assets were excluded, any fiscal consequences from the said operations having been identified and part of the exclusions were attributed to the minority shareholders.

Criteria for the conversion into Euros of the financial statements drafted in foreign currencies

The conversion into Euros of the financial statements of the subsidiaries with head offices in countries which are not members of the EMU was carried out applying the current exchange rates on the date of the financial statement to the balance sheet items, while the average exchange rates for the financial year were applied to the profit and loss account items. With regards to the shareholders' equity entries, the items referring to the contributions made were registered at the historical exchange rates as they stood on the date of the said operation, namely the 31/12/2013. The exchange rate differences thus resulting have been entered into the account "Exchange Rate Conversion Difference Reserve" for the amount pertaining to the Group while the share belonging to third parties was entered under the "third parties' equity".

2. CRITERIA APPLIED TO THE FINANCIAL STATEMENT EVALUATIONS

The criteria applied for the evaluation of the Financial Statement postings are those provided for, in relation to the different assets and liabilities categories, by articles 2424-bis and 2426 of the Italian Civil Code, as outlined analytically below.

Tangible fixed assets

The tangible fixed assets were entered according to the general acquisition cost criterion. When establishing this cost, the additional expenditure borne in order to have full availability of the asset was taken into account, as well as any extension and upgrading expenses.

The depreciation of the tangible fixed assets was calculated systematically on the basis of the remaining potential for further use criterion.

Intangible fixed assets

The intangible fixed assets were only entered under the assets subject to verification of their future utility. Their entry value refers to the costs actually borne and on no account can it exceed the estimated value of their expected future utility.

The depreciation of the intangible fixed assets was calculated according to the duration of the benefits it is thought they will be able to produce, applying the principle of their expected future profitability.

The start-up and expansion costs and the costs arising from studies and research are depreciated within a maximum of five years, taking into account their prolonging effect.

Goodwill values were entered under the assets of the subsidiaries WAM Argentina S.A., OLI France S.a.r.l. and WAM Singapore BHM Pte. Ltd. with reference to the companies acquired by the said companies. The said goodwill is depreciated according to the duration of the economic benefits that the Group will earn in relation to the activities of the companies acquired. It should be noted that the values entered are quite negligible compared to the size of the Group.

Regarding the entry under the heading "Consolidation difference" of the excess of the cost of acquisition of the investment in VISAM S.r.l. in relation to the size of its equity has already been mentioned in paragraph 1 above.

Financial fixed assets

The financial fixed assets were entered at the acquisition cost, including additional costs.

This method was used for both the subsidiaries excluded from the consolidation and the holdings in affiliated companies, as these holdings are immaterial for the purposes of a true and correct representation of the consolidated financial statement.

Stock

The final stocks of raw materials, subsidiary materials and finished products or goods were evaluated at the lesser value of the acquisition cost or manufacturing price and the break-up value inferable from the market trend, mainly applying the L.I.F.O. yearly indexation method, for the yearly average cost increases, and the weighted average cost.

Please note that the stock value obtained with the application of the aforesaid method does not differ significantly from the current costs at the end of the financial year.

The final stock of products under processing was evaluated according to the costs borne during the financial year.

Receivables

The receivables were entered as nominal values and adjusted, taking into account the losses from assessable receivables, using the "provision for bad debt" fund set up for the doubtful receivables. On the basis of the examination made of the various credit items during the drafting of the financial statement, the adjustments from the fund can be considered coherent.

Cash funds

The cash funds were entered as nominal values.

Funds for risks and charges

The entry of the funds for risks and charges derives solely from the need to cover a certain kind of losses or receivables whose existence is either certain or probable and whose total or whose occurrence date was not established at the end of the financial year.

Employee severance pay funds

The employee severance pay funds were updated on the closing day of the financial year as per the provisions of article 2120 of the Italian Civil Code, and represent the effective payables on that day.

Payables

The payables were entered as nominal values with separate indications of those which were collectable within and after the following financial year.

Accruals and deferred income

With regards to the accruals and deferred income, please note that their financial statement entry was made on accrual basis.

Income, revenue, costs and expenditure entry

In compliance with article 2425-bis of the Italian Civil Code, the income, revenue, costs and expenditure entry was made after the deduction of returns, discounts, allowances and bonuses, as well as the taxes connected directly to the sales of the products and the charges for services.

In general, the Financial Statement entries evaluation was made with prudence, taking care to safeguard the clarity and the truthful and correct representation of the financial position and the economic result of the totality of the companies composed of the parent company and the subsidiaries.

3. REASONS FOR THE MOST SIGNIFICANT CHANGES THAT OCCURRED IN THE ASSETS AND LIABILITIES ENTRIES

Intangible fixed assets

	31/12/2014	31/12/2013
1) Start-up and expansion costs	**62,748**	**57,212**
Historical cost	102,905	336,798
Funds	-40,157	-279,586
2) Research, development and advertising costs	**29,194**	**42,210**
Historical cost	214,680	145,951
Funds	-185,486	-103,741
3) Industrial patent and intellectual property rights	**405,536**	**303,421**
Historical cost	784,717	521,935
Funds	-379,181	-218,514
4) Concessions, licences, trademarks and similar rights	**541,884**	**548,096**
Historical cost	888,459	851,997
Funds	-346,575	-303,901
5) Goodwill	**269,112**	**364,517**
Historical cost	641,864	593,845
Funds	-372,752	-229,328
6) Fixed assets in progress and payments in advance	**764,120**	**834,050**
7) Others	**2,864,553**	**4,440,904**
Historical cost	10,842,477	11,837,442
Funds	-7,977,924	-7,396,538
8) Consolidation differences	**779,722**	**584,410**

Tangible fixed assets

	31/12/2014	31/12/2013
1) Land and buildings	**56,381,388**	**53,353,534**
Historical cost	70,920,131	66,881,768
Funds	-14,538,743	-13,528,234
2) Plants and machinery	**19,910,897**	**16,898,844**
Historical cost	37,415,679	31,906,615
Funds	-17,504,782	-15,007,771
3) Industrial and commercial equipment	**10,008,672**	**7,732,314**
Historical cost	28,107,867	24,319,708
Funds	-18,099,195	-16,587,394
4) Other assets	**3,206,010**	**3,543,071**
Historical cost	9,831,135	8,861,922
Funds	-6,625,125	-5,318,851
5) Fixed assets in progress and payments in advance	**3,947,056**	**2,926,962**

Among the intangible fixed assets, no relevant variations are present.

In relation to the goodwill values and consolidation differences registered, please refer to the description hereafter.

The variations in value of "Tangible fixed assets" are due, for rising figures to substantial investments made by the various companies of the Group, for decreasing figures to disinvestments made to replace obsolete plants and equipment and especially for the severe damage produced by the earthquake to the tangible assets located in Cavezzo and the surrounding localities.

In order to give complete information about the amount of capital invested in the Group, it is necessary to notice that, in addition to the tangible fixed assets entered in the assets of the balance sheet, other leased goods are used by the Group companies (in particular by those with head office in Italy). The total amount at which the said goods would have been registered at the closing date of the financial year if they had been considered as fixed assets (assuming the value of each leased good equal to the cost incurred by the leasing company to buy it) is € 10, 1 million.

The investments made during the financial year are detailed hereunder according to the type and company that made said investments, including the fixed assets in progress and the down-payments made in the previous years and during 2014, permanently ascribed to the relevant fixed assets.

INVESTMENTS DURING THE FISCAL YEAR 2014

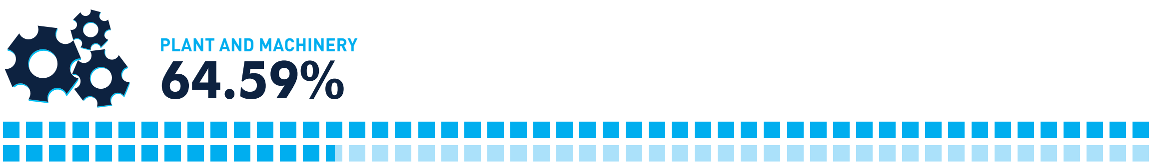
ANALYSED BY TYPE

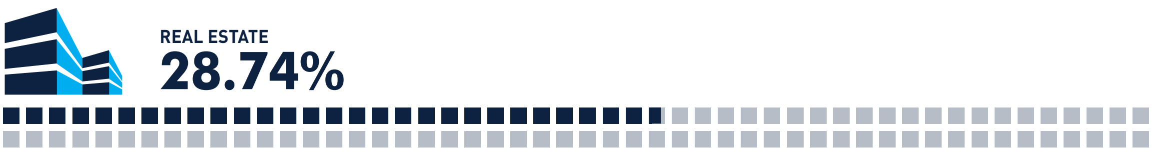
Land and buildings	4,130,459
Plants and machinery	4,969,907
Industrial and commercial equipment	4,312,126
Other assets	957,239
Total	14,369,731

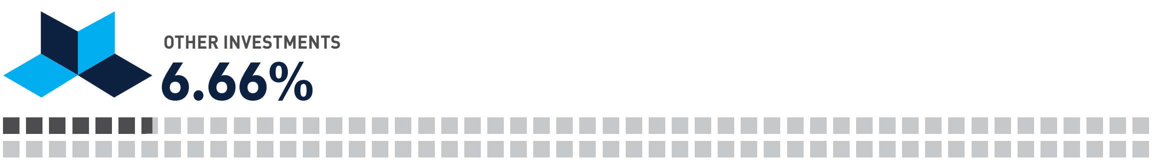
ANALYSED BY COMPANY

WAMGROUP S.p.A.	3,318,999
WAM Industriale S.p.A.	1,936,052
TECNO CM S.r.l.	976,501
Visam S.r.l.	289,155
Wam Romania S.r.l. (Romania)	1,841,396
Wam do Brasil Manifacturing Ltda (Brazil)	1,520,241
Wam B.H.M. (Wuxi) Ltd (China)	1,544,191
OLI-WOLONG Ltd. (China)	931,734
WAM India Pvt. Ltd (India)	275,467
SILOFAB S.r.l. (Romania)	239,583
Wam product D.o.o. (Croatia)	185,440
Other companies	1,310,972
Total	**14,369,731**

€ 14,369,000
INVESTMENTS 2014







Financial fixed assets

The sum entered as holdings in subsidiary companies refers to the share owned by the subsidiary Wam GmbH (Germany) in the Agritec GmbH (Germany), for a total of €uro 25,000, not consolidated.

The sum entered as holdings in affiliated companies refers to:

- a share owned by the subsidiary WAMGROUP S.p.A. equal to 23% of the capital in the company ELDRIVE S.r.l. with head office in Reggio Emilia (Italy);

- a share owned by the subsidiary WAM Industriale S.p.A. equal to 49% of the capital in the company WAM (THAILAND) Co., Ltd., with head office in Bangkok, Thailand;

As for the holdings in other companies, they also refer to:

- a share owned by the subsidiary WAM Industriale S.p.A. equal to 10% of the capital in the company Zhejiang Mantovani Machinery Co., Ltd, with head office in China.

- a minority share owned by WAMGROUP S.p.A. in the company MODENA CAPITALE S.p.A. with head office in Modena;

- a minority share owned by WAMGROUP S.p.A. in the limited liability company CRIT (Centro di Ricerche Innovazione Tecnologiche S.r.l.);

- a minority share owned by WAMGROUP S.p.A. in the company TWB Sistema Italia S.p.A. (a low-profit company aimed at aggregating and promoting companies) with head office in Rome;

- a minority share owned by WAMGROUP S.p.A. in the company Intermedia Holding S.p.A., with head office in Bologna;

- shares of company consortiums (whose amount, both singly and collectively, is very low).

The depreciation of the financial activities refers to the losses in amount of Euro 66,413 in the liquidation of the holding in the company Ghirlandina Sport S.r.l. with head office in Concordia (Mo), also including the capital contributions made during the year 2014, and the loss registered after the transfer of a part of the Intermedia Holding shares in amount of Euro 66,413.

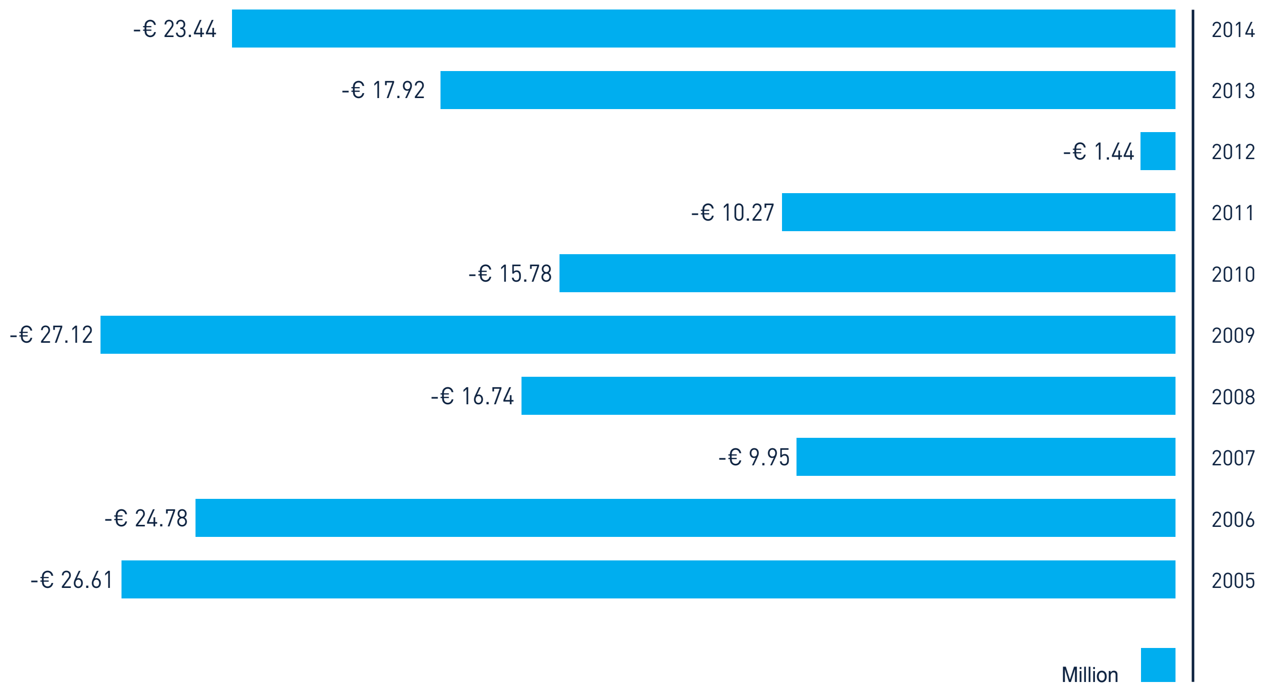
The holding incomes are referred entirely to dividends earned by WAMGROUP S.p.A. and distributed by the subsidiary Modena Capitale S.p.A. Capitalised receivables are referred to guarantees paid to third parties by the subsidiaries WAM France S.A.

Payables to banks

The Group's short-term net financial position (cash funds after deduction of the short-term banking borrowing), at the end of financial year, was positive for almost € 17.11 million; the total net borrowing (short- and long term banking borrowing after deduction of cash funds) was equal to € 23.44 million, with an increase compared to the previous year in the increase of the currency and the volume of investment.

The longer-term funding has been taken on, for the main part, by the operating subholding WAMGROUP S.p.A. (for € 41.68 million), by the subsidiary Wam Industriale S.p.A. (for € 2.06 million), Wam India Pvt (India) (for 2.73 million) and Wam Eurasia (Turkey) (for 4.01 million).

FINANCIAL POSITION



Other assets and liabilities entries

Receivables from customers increased, due to a deterioration in the average collection time, especially in the Chinese market.

Stock showed no significant variation, from € 84.35 million to € 87.74 million Euros, due to the increase of the sold quantities, and to a strategic decision to keep suitable stock levels in all the companies of the Group, in order to better and quickly respond to the market needs.

Receivables from affiliated companies are referred to funds (expiring after the following financial year) granted by Wamgoup S.p.A. to the subsidiary ELDRIVE S.r.l.

Tax credits are in a slight decrease compared to the previous financial year, are generated in the companies with head office in the province of Modena, where the earthquake of May 2012 occurred and manifested with the highest intensity; this dynamic, which covers direct taxes (IRES with payables increasing above the compensable quota in amount of Euro 4.37 million) and indirect taxes (VAT in amount of Euro 4.72 million), was the result of the significant expenses incurred to restore the property.

Taxes paid in advance are referred, as for € 1.74 million, to amounts entered into the accounts, in the consolidation phase, for taxes on Group's profits, for € 2.84 million and to amounts entered into the accounts by single Italian companies, in particular Wam Industriale S.p.A. and Torex S.p.A. for risk provisions for the millions subject to taxation (in amount of Euro 7.9 million) and for Euro 2.26 million from WAMGROUP S.p.A. for the lack of taxation for the compensation of damages caused by the earthquake.

Payables to others have decreased from 15.4 million to 12.1 million, mainly due to the partial accounting of the contributions paid by the Emilia Romagna Region to the companies operating in the area of the earthquake.

Payables to suppliers showed no variation, from 35 to 34.28 million Euros, in line with the volume of purchases.

Other asset and liability items have remained almost unchanged.

Shareholders' equity

For the analysis and information, please refer to tables B) and C).

4. COMPOSITION OF THE ENTRIES "START-UP AND EXPANSION COSTS" AND "RESEARCH, DEVELOPMENT AND ADVERTISING COSTS"

The "start-up and expansion costs", whose amount is to be amortized non materially, refer to costs incurred for expenses borne for operations of a special nature (e.g. activity start-up, adaptations of the company by-laws, transfer of production units or head offices or other extraordinary operations) in various companies of the Group.

The "research and development costs" refer in whole to the expense borne by the subsidiaries Roncuzzi S.r.l., Tecno CM S.r.l. and Oscillating System Technology Europe S.r.l. (the latter to a lesser extent) in relation to the study of new products and production processes.

In the financial year, the "start-up and expansion costs" and the "research and development costs" did not increase for new investments.

5. INCREASE OF THE RECEIVABLES AND PAYABLES WITH RESIDUAL PAYMENT TERMS OF OVER FIVE YEARS AND THE PAYABLES COVERED BY REAL GUARANTEES

On the closing day of the financial year there were found to be loans payable, granted mainly to WAMGROUP S.p.A., WAM Industriale S.p.A., WAM G.m.b.H, Wam Eurasia (Turkey) and Wam India with average expiry dates extending after the following financial year for the overall sum of € 36.72 million, of which amount the share with a residual payment term of over five years amounted to € 0.78 million. Among the debts, there is a loan GE Capital granted to WAMHOLDING S.p.A. secured by a mortgage on the assets of the company amounting to 11 million Euros, of which 8.64 million Euros are due after the end of the financial year and 0.78 million Euros are due after the end of the fifth year.

6. COMPOSITION OF THE ENTRIES "PREPAYMENTS AND DEFERRED INCOME", "ACCRUED EXPENDITURE AND LIABILITIES" AND "OTHER PROVISIONS"

The accrued income and prepaid expenses refer for the amount of 4.286 million to leasing fees anticipated by WAMGROUP S.p.A. for a real estate leasing, and for the rest mainly to leasing fees and to a lesser extent to rents, interests or insurance premiums. The accrued expenditure and liabilities refer mainly to leasing fees and rent and interest payable for debenture debts and loans, as well as to anticipated costs.

The other funds entered under the liabilities for almost € 8.7 million refer, almost entirely, to the product guarantee risk fund established by Wam Industriale S.p.A. and Torex S.p.A. the remaining part refers to other risk funds mainly established by the subsidiary Wam GmbH.

The sum of € 2.2 million was also entered under the Consolidation fund for future risks and expenditure, set up to cover any future losses the companies in the Group may suffer.

7. SUBDIVISION OF THE INTEREST AND OTHER FINANCIAL CHARGES ARISING FROM DEBENTURE DEBTS OR PAYABLES TO BANKS AND OTHERS

The interest attributable to medium- and long-term loans mainly negotiated by WAMGROUP S.p.A. amounts to € 974 thousand. The remaining amount refers in whole to interest from current accounts, short-term funding and bank charges.

8. COMPOSITION OF THE ENTRIES HEADED "SPECIAL INCOME" AND "SPECIAL EXPENDITURE"

Please find the composition of the extraordinary revenues and charges below.

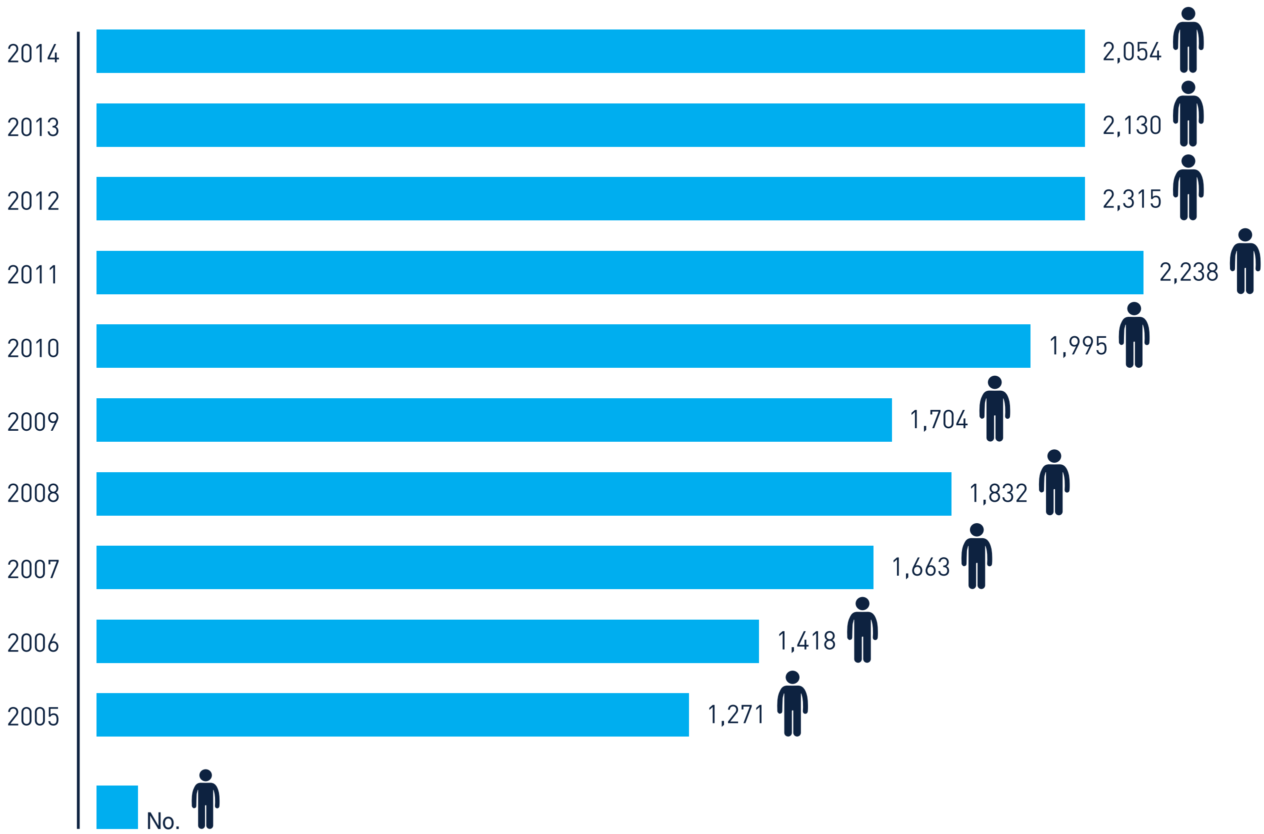
The capital gains refer to the transfer of capital goods by the companies of the Group, for insignificant individual amounts (amounting to 49 thousand Euros), mainly by the Italian companies. Losses on disposals, mainly related to the sale of assets amounted to 132 thousand Euros, 57 thousand Euros by WAMGROUP S.p.A. and 30 thousand Euros by Silofab (Romania).

The other income and non-recurring charges refer to income components other than capital gains and losses of a non-recurring nature; the charges consist primarily of the costs incurred by WAMGROUP S.p.A. for Euro 496 thousand for minor contributions registered in the previous financial years, and Euro 440 thousand incurred by Wam Industriale S.p.A. for costs derived from a legal action; the income consists in revenues of a different nature for amounts which are not specified by the different companies of the group.

9. AVERAGE NUMBER OF EMPLOYEES, DIVIDED BY CATEGORY

The average number of employees of the consolidated companies totals 2,054.

EMPLOYEES



10. AMOUNT OF THE DIRECTORS' AND AUDITORS' FEES

The amount of the fees to which the members of the Board of Directors of the parent company are entitled for performing their duties, also within the other consolidated companies, amounts to € 378,000.

The sum of the fees to which the members of the parent company's Board of Auditors are entitled for performing their duties, also within the other consolidated companies, amounts to € 115,962.

11. AMOUNT OF THE EXTERNAL AUDITORS' FEES

The amount of the fees for the external auditor of the consolidated financial statements amounts to € 6,500 in total. During the financial year, the external auditor did not carry out any consultancy activity in favour of the Group.

12. INFORMATION ON DERIVATIVE AGREEMENT

At the end of the financial year, the Group's companies had no derivative agreements in force. No such agreements were executed during the financial year.

13. INFORMATION ON FINANCIAL FIXED ASSETS ENTERED FOR A VALUE HIGHER THAN THE FAIR VALUE

The financial fixed assets, other than holdings in subsidiaries and affiliated companies and holdings in joint ventures, were all entered under the financial statement for a value not exceeding their fair value.

14. OPERATIONS CARRIED OUT WITH RELATED PARTIES

The operations carried out with related parties include:

- directly or indirectly controlled companies not included in the consolidation;
- affiliated companies;
- directors of the Group's companies;
- close relatives of the directors and executives carrying out strategic tasks, companies controlled by (or affiliated to) directors and executives carrying out strategic tasks or by (to) their close relatives;
- shareholders of the Group's parent company.

The operations carried out during the financial year by companies included in the consolidation with related parties are immaterial and were executed at arm's length; in particular no atypical and/or unusual operations were carried out which, due to their significance/importance, could originate doubts about the preservation of the Group's equity.

Among the operations carried out, only the following should be noted:

- fees granted to the major shareholder and sole director of the Group's parent company, as indicated under previous point 10;

- fees granted to the members of the Board of Auditors, as indicated under previous points 10 and 11;
- fees granted in total by the Group's companies to the other shareholders of the parent company, which amount to € 370,008.

15. AGREEMENTS NOT INCLUDED IN THE FINANCIAL STATEMENT

There are no agreements not included in the financial statement.

Lastly, tables A), B) and C), contain respectively the list of companies included in the consolidation, the statement linking the parent company's equity and financial year results and the consolidated equity and financial year results, as well as the statement linking the variations in the consolidated equity.

SOLE DIRECTOR
Vainer Marchesini

RECONCILIATION OF PARENT COMPANY'S SHAREHOLDERS' EQUITY AND YEAR'S RESULT TO THE CONSOLIDATED SHAREHOLDERS' EQUITY AND YEAR'S RESULTS

	WAMHOLDING S.p.A.'S SHARE						MINORITY INTERESTS			TOTAL
	Capital	Reserves	Consolidation reserve	Year's result	Reserve for translation difference	Total	Capital and reserves	Year's result	Total	
Shareholders' equity and year's result as per parent's annual accounts										
	5,000,000	13,662,479		476,433	0	19,138,912				19,138,912
Capital and reserves of consolidated companies										
			215,588,050			215,588,050	7,155,016		7,155,016	222,743,066
Book value of investments in consolidated companies										
			-90,270,424			-90,270,424				-90,270,424
Reserve for translation difference										
					6,415,420	6,415,420	512,832		512,832	6,928,252
Year's results of consolidated companies										
				32,168,255		32,168,255		3,873,816	3,873,816	36,042,071
Intercompany's profits included in changes in the stocks										
				-1,005,662		-1,005,662		-167,006	-167,006	-1,172,668
Other adjustments										
			16,064,247	-23,625,708		-7,561,461			0	-7,561,461
Shareholders' equity and year's result as per consolidated annual accounts										
	5,000,000	**13,662,479**	**141,381,873**	**8,013,318**	**6,415,420**	**174,473,090**	**7,667,848**	**3,706,810**	**11,374,658**	**185,847,748**

RECONCILIATION OF MOVEMENTS IN CONSOLIDATED SHAREHOLDERS' EQUITY

	WAMHOLDING S.p.A.'S SHARE						MINORITY INTERESTS			TOTAL
	Capital	Reserves	Consolidation reserve	Year's result	Reserve for translation difference	Total	Capital and reserves	Year's result	Total	
Consolidated annual accounts at 31/12/2013	5,000,000	144,607,696	779,943	9,376,047	-1,722,521	158,041,165	10,466,296	4,629,431	15,095,727	173,136,892
Year's result allocated to reserves		9,376,047		-9,376,047		0	4,629,431	-4,629,431	0	0
Dividends paid (Extraordinary allocations included)						0	-4,070,111		-4,070,111	-4,070,111
Exchange differences					6,415,421	6,415,421	512,832		512,832	6,928,253
Additional acquistion of intereest (4%) in OLI S.p.A.			618,096			618,096	-1,614,590		-1,614,590	-996,494
Additional acquisition of interests in various subsidiaries			-71,653			-71,653	-166,118		-166,118	-237,771
Decrease of interests in various subsidiaries						0	-407,961		-407,961	-407,961
Reserves reclassification as per renewed consolidation process		-140,321,264	138,598,744		1,722,520	0			0	0
Realignment Group and Minority interest as per renewed consolidation process			1,456,743			1,456,743	-1,681,931		-1,681,931	-225,188
Year's result 2014				8,013,318		8,013,318		3,706,810	3,706,810	11,720,128
Consolidated annual accounts at 31/12/2014	**5,000,000**	**13,662,479**	**141,381,873**	**8,013,318**	**6,415,420**	**174,473,090**	**7,667,848**	**3,706,810**	**11,374,658**	**185,847,748**

AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENT AS OF 31st DECEMBER 2014

Dear Shareholders,

Upon completion of the task for which your Company appointed me and in compliance with the Company's By-Laws and the applicable laws, I have audited the Company's Consolidated Financial Statement for the financial year ended on the 31st December 2014, according to article 41 of Legislative Decree no. 127 dated 9th April 1991. The drafting of the Financial Statement is the responsibility of the Board of Directors, while I am expected to give an opinion on the said Financial Statement.

The Financial Statement in question can be summarised by the following figures:

Assets	**354,295,484 Euros**
Net Equity	**174,473,090 Euros**
Profit of the financial year	**8,013,318 Euros**
Value of production	**232,962,198 Euros**

With regards to the checks carried out on this consolidated financial statement, I hereby acknowledge the following:

- The area of consolidation is found to have been established correctly in compliance with articles 25 and 26 of Legislative Decree no. 127 dated the 9th April 1991;
- The date of reference of the consolidated financial statement, 31/12/2014, coincides with the date of closure of the financial year of the parent company, as per article 30 of Legislative Decree no. 127 dated the 9th April 1991;
- The outcomes of the financial statement correspond to the accounting entries of the parent company and the information supplied by the subsidiaries;
- The evaluation criteria adopted are those provided for by article 2426 of the Italian Civil Code with substantially uniform methods employed by both the parent company and all the companies included in the consolidation;
- The balance sheet and profit and loss account schemes used were those provided for by the Italian Civil Code in articles 2424 and 2425 having undergone the relative adjustments provided for in articles 32 and 33 of Legislative Decree no. 127 dated the 9th April 1991;
- The consolidation methods adopted were found to comply with the legal prescriptions and were applied correctly, in particular:
    - The companies in the group were consolidated with the so called "complete" method, entering the respective assets and liabilities item by item in the consolidated financial statement against the cancellation of the respective net equity;
    - The payables and receivables and the transactions between the companies within the group have been duly removed;
    - The profits and losses resulting from transactions between companies within the group and relating to values included in the shareholders' funds have been removed;

- The criteria for the conversion into Euros of the financial statements given in foreign currencies comply with the criteria indicated in the documents drawn up by the National Accountants' and Bookkeepers' Councils' Commission for the ruling on accounting standards, as amended by the Italian Accounting Authority in order to update them to the new legal provisions set forth in Legislative Decree no. 6 dated the 17th January 2003.

For comparative purposes, the balance sheet and the profit and loss account present the values of the previous financial year. As for the opinion on the financial statement of the previous financial year, please refer to my report dated the 12th June 2014.

The addendum was drawn up in compliance with article 38 of Legislative Decree no. 127 dated the 9th April 1991 and contains all the information provided for therein.

In my opinion, the 2014 consolidated financial statement as a whole is clearly drafted and truly and correctly represents the financial situation as well as the economic result for the financial year closed on 31st December 2014.

As provided for in article 41 of Legislative Decree no. 127 dated the 9th April 1991, the management report has been checked, and the data and information contained therein have been found to correspond with the results of the consolidated financial statement. Therefore, in my opinion the management report is consistent with the consolidated financial statement

Modena, the 4th June, 2015

Signed
THE EXTERNAL AUDITOR
Dr. Maria Cristina Pasquinelli

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