

Euronext Milan

Target Price 3.25





FY22 results in line with expectations, positive outlook for FY23 Sector: Personal & Household Goods

1H22 revenues and margins above our expectations. CALEFFI Italian leader in the Home Fashion industry, reported FY22 revenues of Euro 59.3 m, in line with our estimates (Euro 60 m) and slightly below prior year's (Euro 60.8 m). The result implied a strong second half of the year with sales of Euro 33.9 m, +7% YoY (Euro 31.6 in 2H21) driven by a good performance especially of the Group's own mono brand stores. Overall, the domestic market (92% of total) recorded sales of Euro 54.5 m, in line with last year (Euro 54.5 m), whereas export markets saw a slight contraction (Euro 4.8 m vs. Euro 6.2 m in FY21). Caleffi SpA recorded revenues of Euro 46.7 m (Euro 46.0 m in FY21) whereas revenues of Mirabello Carrara, the luxury subsidiary, stood at Euro 14.3 m (Euro 16.2 in FY21). EBITDA came in at Euro 6.3 m and with an EBITDA margin of 10.6% vs. 13.2% in FY21, but slightly above the upper end of guidance (8-10%) and our estimates of 9%. We recall that FY21 profitability benefitted from extraordinary COVID-19 related measures. Good performance in the second half of the year with an EBITDA of Euro 3.9 m. Net Income stood at Euro 2.4 m (o/w Group's Euro 2.3 m) vs. Euro 3.4 in FY21 and Euro 1.6 m as of our estimates. Reflecting a Euro 3.5 m NWC absorption, FCFO was almost entirely absorbed by Capex (Euro 1.5 m) resulting in a Net Debt of Euro 12.8 m, steady vs. FY21 (Euro 12.7 m).

To simplify the organizational and corporate structure of the Group, at the end of January, Caelffi announced the acquisition of the outstanding 30% of Mirabello Carrara from the minority shareholder (already shareholder in Caleffi SpA), thus increasing its share to 100%. The total consideration of the deal was of Euro 1.5 m to be paid in cash (Euro 0.9 m) within June 2023 and in Caleffi shares (Euro 0.6 m).

New consumer trends and licence agreements to secure mid-term growth. Management did not provide guidance for FY23 but highlighted that despite the continuous difficult macroeconomic situation with cost inflation negatively impacting consumer spending, the post-Covid work-from-home revolution has reoriented people's budget towards spending on their home bedding products. A large chunk of consumers is spending more time at home, which has consequently upgraded the sleep setup. In addition, the increased awareness of the critical link between good sleep and a healthy mind and body has increased the need for high-quality bedding. In addition, as sustainability is becoming an increasingly important value among consumers and buyers in the home textiles, demand for sustainable products is growing. The positive market context, coupled with the structural improvement of profitability over the last years (average EBITDA margin 2017-2019 c. 4%), the Company's strong ESG profile and the renewal of (Roberto Cavalli and Diesel) and new (Bellora 1883) licence agreements, all support of our mid-term growth expectations and leads us to confirm our positive stance on the stock

Estimate revision and valuation update. Based on the above we only made some minor adjustments to our FY23-24 estimates and added FY25 to our explicit forecast. In FY25 we expect sales to reach Euro 63 m with an EBITDA margin of 12.5%. and a Net Cash position (Euro 0.3). Updating our valuation model with up-to-date market data and market multiples, we set a target price of Euro 3.25 p.s., largely in line with our previous one (Euro 3.14 p.s.) and providing for an upside on current stock price of 193%. The stock is currently trading on FY 23-24 EV/EBITDA multiples of 4.8x and 4.6x vs. peers' 11.0x and 9.7x.









Luisa Primi



KEY FINANCIALS

Profit & Loss Statement	2017A	2018A	2019A	2020A	2021A	2022A	2023E	2024E	2025E
Sales	56,3	50,6	49,8	56,1	8,06	59,3	59,9	61,4	62,9
EBITDA	2,0	0,6	3,6	7,9	8,0	6,3	6,6	7,7	7,9
EBIT	0,4	(1,0)	0,6	5,0	5,4	3,7	4,0	5,3	5,5
Financial Inc. (ch.)	(0,3)	(0,1)	(0,3)	(0,2)	(0,4)	(0,4)	(0,2)	(0,2)	(0,2)
Pre-tax profit (loss)	0,1	(1,0)	0,2	4,8	5,0	3,3	3,8	5,1	5,3
Taxes	(0,1)	0,2	(0,1)	(1,0)	(1,3)	(0,9)	(1,0)	(1,3)	(1,3)
Minorities	(0,1)	(0,1)	(0,1)	(0,3)	(0,3)	(0,2)	0,0	0,0	0,0
Net profit (loss) Group	(0,1)	(0,1)	(0,0)	3,5	3,4	2,3	2,9	3,8	4,0
	(0,1)	(0,7)	(0,0)	3,3	5,4	2,0	۷,7	5,0	4,0
Dalamaa Shaak									
Balance Sheet	0.0	0.4	150	147	145	10.0	11.0	10.4	0.0
Fixed assets NWC	9,9	9,4	15,8	14,6	14,5	13,2	11,8	10,4	9,2
	22,1	17,9	19,2	22,0	21,1	24,7	23,6	24,4	25,0
M/L Funds	(2,4)	(2,3)	(2,5)	(2,2)	(2,0)	(1,9)	(2,0)	(2,0)	(2,0)
Net Capital Employed	29,7	24,9	32,4	34,4	33,6	35,9	33,3	32,7	32,2
Net Debt	14,8	11,4	18,9	17,1	12,7	12,8	8,7	4,3	(0,3)
Group Equity	14,4	13,0	12,9	16,4	19,7	21,7	24,6	28,4	32,4
Minorities	0,4	0,5	0,6	1,0	1,2	1,4	0,0	0,0	0,0
Net Equity	14,8	13,5	13,5	17,3	20,9	23,2	24,6	28,4	32,4
Cash Flow									
Net Profit	(0,0)	(8,0)	0,1	3,8	3,7	2,4	2,9	3,8	4,0
Non Cash Items	1,3	1,2	2,9	2,3	2,2	2,3	2,5	2,3	2,3
Change in NWC	(1,4)	4,2	(1,3)	(2,8)	0,9	(3,6)	1,0	(0,7)	(0,7)
Cash Flow from Operations	(0,1)	4,7	1,8	3,3	6,8	1,1	6,4	5,4	5,7
Capex	(1,8)	(0,7)	(9,1)	(1,5)	(2,3)	(1,1)	(1,0)	(1,0)	(1,1)
Operating Free Cash Flow	(1,9)	3,9	(7,4)	1,9	4,5	0,1	5,4	4,4	4,6
Dividend	0,0	0,0	0,0	0,0	0,0	0,0	0,0	0,0	0,0
Other change in Equity	0,1	(0,5)	(0,1)	(0,0)	(0,1)	(0,1)	(1,4)	(0,0)	(0,0)
Change in Net Debt	(1,8)	3,4	(7,5)	1,9	4,3	(0,1)	4,0	4,4	4,6
- Change in the Boot	(1,0)	0,1	(1,0)	1,,,	1,0	(0,1)	1,0	.,.	1,0
Per Share Data									
Current Price	1,11								
Total shares out (mn)	15,4								
EPS	(0,01)	(0.04)	(0,00)	0,23	0,22	0,15	0,19	0,25	0,26
DPS	(0,01)	(0,06)	(0,00)	0,23	0,22	0,13	0,17	0,23	0,26
FCF	- (0.10)	0.00	(0.40)			(0,00)	0.27	0.00	0.20
Pav out ratio	(0,12)	0,22	(0,49)	0,12	0,28	(0,00)	0,26	0,29	0,30
ray out fallo								-	
Dalia									
Ratios	2 507	1 007	7 107	1 / 107	12 007	10 507	11 007	10.507	10.507
EBITDA margin	3,5%	1,2%	7,1%	14,1%	13,2%	10,5%	11,0%	12,5%	12,5%
EBIT margin	0,6%	-1,9%	1,1%	9,0%	8,8%	6,3%	6,7%	8,7%	8,8%
Net Debt/Equity (Gearing)	99,9%	84,2%	140,0%	98,5%	60,8%	55,1%	35,6%	15,1%	-0,8%
Net Debt/EBITDA	7,6x	18,4x	5,3x	2,2x	1,6x	2,0x	1,3x	0,6x	0,0x
Interest cover EBIT	1,3x	-14,8x	1,8x	21,6x	-0,1x	-0,1x	-0,1x	0,0x	0,0x
ROE	-0,7%	-7,0%	0,0%	21,4%	17,5%	10,3%	11,6%	13,5%	12,3%
ROCE	1,6%	-4,8%	2,2%	17,5%	19,7%	12,8%	15,0%	20,2%	21,3%
Free Cash Flow Yield	n.m.	20%	n.m.	11%	2%	0%	2%	2%	2%
Growth Rates									
Sales	-5%	-10%	-2%	13%	8%	-2%	1%	2%	3%
EBITDA	-33%	-68%	472%	122%	2%	-22%	5%	16%	3%
EBIT	-73%	-371%	158%	785%	7%	-31%	9%	32%	4%
Net Profit	-119%	-854%	100%	n.a.	-2%	-35%	27%	35%	4%







Key Financials 1H22

Euro m		2022A	2021 A	2020A
Sales		59.3	8.08	56.1
	YoY	-2.5%	8.0%	-1.6%
Ebitda		6.3	8.0	7.9
	% on sales	10.6%	13.2%	7.1%
Ebit		3.7	5.4	5.0
	% on sales	6.3%	8.7%	1.1%
Pre-tax Result		3.3	5.0	4.8
Group's Net results		2.3	3.4	3.5
Net Working Capital		24.7	21.1	22.0
Fixed net assets		13.2	14.5	14.6
Funds		(1.9)	(2.0)	(2.2)
Net Capital Employed		35.9	33.6	34.4
Net Debt (Cash)		12.8	12.7	17.0
Group's Equity		21.7	19.7	16.4
Minority Interest		1.4	1.2	1.0
Sources		35.9	33.6	33.7

Source: Group Data

<u>Estimate revision – Euro m</u>

	22E Old	22E New	23E Old	23E New	24 Old	24 New
Revenues	60,0	59,3	60,6	59,9	62,1	61,4
VoP YoY %	-1,3%	-2,5%	1,0%	1,0%	2,5%	2,5%
EBITDA	5,4	6,3	6,7	6,6	8,1	7,7
EBITDA margin	9,0%	10,5%	11,0%	11,0%	13,0%	12,5%
EBIT	2,7	3,7	3,8	4,0	5,2	5,3
EBIT margin	4,5%	6,3%	6,3%	6,7%	8,3%	8,7%
ЕВТ	2,4	3,3	3,6	3,8	4,9	5,1
Group's Net Profit	1,6	2,3	2,5	2,9	3,4	3,8
Net margin	2,7%	3,8%	4,1%	4,8%	5,5%	6,3%
EPS (Eu)	0,11	0,15	0,17	0,19	0,23	0,24

Eu m	22E Old	22E New	23E New	23E New	24 Old	24 New
Net working capital (NWC)	25,2	24,7	23,8	23,6	22,7	24,4
Net fixed assets	14,3	13,2	14,1	11,8	13,7	10,4
Funds	-2,1	-1,9	-2,2	-2,0	-2,3	-2,0
Net Capital Employed	37,4	35,9	35,6	33,3	34,2	32,7
Net financial Debt (Cash)	14,8	12,8	10,3	8,7	5,1	4,3
Group Equity	21,3	21,7	23,7	24,6	27,1	28,4
Minorities	1,4	1,4	1,6	0,0	1,9	0,0
Sources	37,4	35,9	35,6	33,3	34,2	32,7

Source: Group Data for 2022 and PMI Capital Research estimates for 2023-2024







VALUATION UPDATE

Valuation Summary

Method	Weight	Price (Euro)
Market Multiples (FY23-2 E/EBITDA and P/E @ 25% small cap discount)	20%	3.86
DCF	80%	3.10
Target Price	100%	3.25

DCF model

DCF Valuation		
Euro'000		
WACC	8.72%	
Sum of PV 202-2 FCFs	23.3	39%
Discounted terminal value	37.0	61%
Enterprise Value	60.3	100%
Net Debt FY22	12.8	
Equity Value	47.5	
N. of outstanding shares net of own shares (m)	15.3	•
Fair Value p.s.	3.10	

Multiples Comparison

In our view Caleffi's peers are other brands active in apparel & home fashion with strong Made in Italy brands. Publicly traded companies belonging to this group are: Aeffe, Brunello Cucinelli, Geox, Moncler, Safilo and Tod's. Aeffe and Safilo are involved in the luxury licence production which is an important part of Caleffi's business model.

Companies	Country	Market Cap	Sales 2022E	Sales YoY 22/21	EBITDA % 2022E	EBIT % 2022E	NI % 2022E
Aeffe	Italia	134	352	8%	12%	1%	0%
Brunello Cucinelli	Italia	6.219	920	29%	29%	17%	11%
Geox	Italia	278	736	21%	13%	4%	2%
Moncler	Italia	17.450	2.603	27%	41%	34%	24%
Safilo	Italia	583	1.077	11%	10%	5%	4%
Tod's	Italia	1.263	1.007	10%	22%	7%	4%
Average		4.321	1.115,6	18%	21%	11%	7%
CALEFFI	ITA		59,3	-2%	11%	6%	4%

Source: FactSet data as of March 31st, 2023 PMI Capital Research estimates for Caleffi

Communica	EV/EBITDA			P/E		
Companies	22E	23E	24E	22E	23E	24E
Aeffe	8,6	8,6	6,7	n.a.	n.a.	25,0
Brunello Cucinelli	20,2	22,8	20,5	77,8	63,2	54,9
Geox	6,6	5,6	4,6	n.a.	18,6	9,3
Moncler	12,6	14,3	12,8	30,0	28,0	24,9
Safilo	7,7	6,7	6,1	11,8	14,8	12,4
Tod's	7,5	8,0	7,2	57,5	34,5	23,7
Average	10,5	11,0	9,7	44,3	31,8	25,0
CALEFFI	3,7	4,8	4,6	5,0	7,7	6,1
Premium/Discount to Peers	-64%	-56%	-53%	-89%	-76%	-76%

Source: FactSet data as of March 31st, 2023 PMI Capital Research estimates for Caleffi









CALEFFI IN BRIEF

Caleffi Group is market leader in the Italian Home Fashion industry and specialized in high quality home linen products and present in the market with a prestigious portfolio of propreaty brands (Caleffi and Mirabello Carrara) and luxury licences (Roberto Cavalli, Trusardi...). With over 55 years of history and 185 employees, the Group is present in over 1000 stores worldwide, of which 17 are monoband. With an 8.2% market share in FY 2022 Caleffi is the no. 1 player in the Italian market. The Group, closed FY 2022 with revenues of Euro 59 m and an EBITDA of Euro 6 m. At the end of June 2022, the Group counted 145 FTEs.

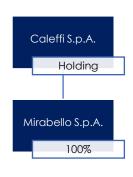
Management

Giuliana Caleffi - Chairman Guido Ferretti -CEO and Supply Chain Rita Federici – Deputy Chairman Raffaelo Favagrossa – Products & Market

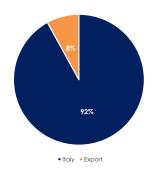
Key Shareholders

Giuliana Caleffi Srl 58.3% Market 41.7%

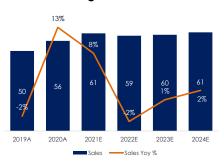
Group Structure



Revenue Breakdown FY21



Revenue growth 19A-25E



Strategy

Caleffi Group's business plan, focuses on four strategic guidelines:

- development and creation of sustainable value over time (commercial development, brand and strategic marketing, product offerings, trade and consumer marketing);
- rationalization of costs along the entire supply chain;
- development of specific sustainability projects;
- redefinition of the organizational structure to support future challenges.
- Management also confirmed intentions to boost growth through M&A.

Portfolio Brands

The Group is present in the market with a prestigious and balanced brand portfolio, which includes:

- Property brands (Caleffi, Mirabello, Carrara and Besana);
- Luxury licences (Roberto Cavalli, Trussardi, and Diesel, Bellora 1883);
- Fashion and teen licences (Sogni di Viaggio, Disney and Marvel).

Investment Case

- Leader in a highly fragmented market: with a 8.2% market share, Caleffi (without Mirabello) ranked 1st in the Italian home linen market in 2022.
- High brand positioning: the Group enjoys high brand recognition (Caleffi in the medium-high segment and Mirabello in the luxury segment) thanks to a long history of attention to quality and design, affirmed by luxury brands such as Cavalli and Trussardi
- Flexible production: significant part of production is outsourced to partners mainly in low labour cost countries in order to be able to quickly adapt to market trends and customer requests and to keep costs down
- Multichannel: the Group operates with a multichannel strategy in Italy and abroad in order to reach all target market segments. The distribution network is capillary with over 1,800 stores in Italy and 400 abroad, in addition to e-commerce (own and through clients).
- Made-to-order: production of made-to-order collections for fashion brands, leveraging on its recognition as luxury licence producer. High margin segment and without cost for distribution.
- Export: Thanks to high visibility of its licenced brands, the Group is well positioned to target new export markets especially in areas where personal luxury goods market is expected to grow rapidly in the next years (China, UEA).
- Strong ESG profile: sustainable products and business model







CALEFFI on Euronext Milan

IPO

Trading Market: Euronext Milan Date: October 13th, 2005

Price: Euro 2.80

Capital raised: Euro 1.3 m Capitalisation: Euro 35 m

SHARES (as of Marchl 31st, 2023)

Code: CLF Bloomberg: CLF IM Reuters: CLF.MI ISIN: IT0003025019 Shares: 15,628,081 Price: Euro 1.11

Capitalisation: Euro 17.3 m

Market: 41.7%

OWNERSHIP

The share capital subscribed and paid up is Euro 8,126,602, made up by n. 15,628,081 ordinary shares. Free float is of 39.9%.

Shareholder	%
Giuliana Caleffi Srl1 (Previously Minerva Srl)	58.3%
Other Shareholders (<5%)	39.9%
Own Shares	1.8%
Total	100.00%

¹ Giuliana Caleffi Srl is a holding company of which the main shareholder (c.95%) is the chairman of the board of Director, Giuliana Caleffi

STOCK PERFORMANCE











DISCLAIMER

UPDATES: This Research is an update coverage made by IR Top Consulting S.r.l. (IR Top) on CALEFFI (the "Company"). Update frequency might depend on circumstances considered to be important (corporate events and changes of recommendation, etc.) or on further advisory commitment. Last Research on the same Company was released on September 15th, 2022. Opinions and estimates of this Research are as the date of this material and are subject to change. Information and opinions have been obtained from sources public and believed to be reliable, but no warranty is made as to their accuracy or correctness. Past performances of the Company are not guarantee of future results. During the last 12 months, the following indications have been disseminated:

Date	Target Price	Market Price	Validity Time
April. 3 rd , 2023	3.25	1.11	12 months
September 15th, 2022	3.14	1.18	12 months
February 21st, 2022	3.35	1.48	12 months
September 20th, 2021	3.34	1.23	12 months
February 22 nd , 2021	2.68	0.94	12 months
November 18th, 2020	2.31	0.68	12 months
September 22 nd , 2020	2.02	0.67	12 months
April 21st, 2020	1.52	0.80	12 months
September 18th, 2019	1.69	1.36	12 months
April 10th, 2019	1.46	1.46	12 months
September 14th, 2018	1.56	1.40	12 months
March 21st, 2018	1.69	1.44	12 months

VALUATION METHODOLOGY (HORIZON: 12M): IR Top obtained a fair value using different valuation methodologies including Discounted Cash Flow method and Multiple-based models. Detailed information about the valuation or methodology and the underlying assumptions and information about the proprietary model used is accessible at IR Top premises.

RESEARCH TEAM:

KESEARCH IEAM:

Luisa Primi, (Senior Analyst, AIAF Associated)

No other people or companies participated or anyhow contributed to the Research. Neither the members of the research team, nor any person closely associated with them have any relationships or are involved in circumstances that may reasonably be expected to impair the objectivity of the Research, including interests or conflicts of interest, on their part or on the part of any natural or legal person working for them, who was involved in producing the Research.

part of any natural or legal person working for them, who was involved in producing the Research.

INTERESTS INVOLVED AND CONFLICTS: This document has been prepared by IR Top, Partner Equity Markets of Italian Stock Exchange, part of LSE Group, on behalf of the Company according to a contract, under which IR Top undertook to prepare this report expressing only independent, fair and balanced views on the Company. The fees agreed for this Research do not depend on the results of the Research.

This Research has been disclosed to the issuer to which the Research, directly or indirectly, relates before its release. It is incumbent on the Company to provide timely and constructive feedback on draft Research prior to publication. It is IR Top's sole discretion as to whether comment and feedback from the Company is incorporated into the Research prior to publication and where it is, a further iteration to the draft will be sent to the Company for comment.

IR Top is also engaged in investor relations services in the interest of the Company and might occasionally be involved in other consulting activities intended to increase the value of the Company. In any case, Chinese Walls and other information barriers are in place to avoid the exchange of confidential information between the Equity Research Department and other services areas; employees and advisors involved in such services have restrictions preventing them from the access to confidential information that cannot be published.

IR Top restricts research analysts from performing roles, which could prejudice the independence of their research. In particular:

- they are permitted to attend and speak at widely attended conferences or other widely attended events at which IR Top colleagues and clients, among others, may also be present, provided that their independence may not be affected. These widely-attended conferences/events may include some investor presentations by clients of investor relations services.

- Analysts are also permitted to attend and speak at conference calls or meetings between analysts and bankers, investors or customers in which are discussed Research reports already published or general view on specific sectors. In such cases, at the start of that meeting, bankers, investors or customers need to be clarified that the discussion cannot involve the communication of privileged information to the analyst as the analyst would be prohibited from producing new research report on the companies whose privileged information has been disclosed.

Members of the Research Team do not receive salaries, commissions, bonuses or any other form of compensation based upon specific investment banking transactions or securities' performances.

IR Top and the members of the Research Team do not have any further interest or conflict of interest directly or indirectly related with the Research, the Company or the securities, that may

reasonably be expected to impair the objectivity of the Research.
There are no other interests or conflicts of interest of any person belonging to the same group of IR Top that are: (a) known, or reasonably expected to be known, to the persons involved in the production of the recommendation; or (b) known to persons who, although not involved in the production of the recommendation prior to its completion.

In any case, as a general Policy, nobody of the Research Team nor IR Top is allowed to have a financial interest in the securities of the client company or serve as an officer, director or advisory board member of the client company.

Analysts must not undertake personal transactions on financial instruments that are object of the investment research or that relate to the same industry. Exceptions may be made with the prior approval of IR Top's CEO in special circumstances such as for disposal of (a) positions already held before the employment or before the implementation of the company policy, or when initiating coverage and (b) positions obtained as a result of the issuer extraordinary activities. By the way, when analysts hold instruments to which Equity Research relates, they are required to disclose their interests in Research reports. Any trades that analysts make must be in line with their recommendation(s), contained in the last published Research. An analyst is prohibited from producing a Research on an issuer if the analyst carries out activities for which he receives compensation from the issuer. If an analyst's household member / relative / relative in-law (within the second degree) serves in such a high capacity for the issuer (i.e. manager or director), the analyst has to inform IR Top's CEO and the analyst will cease covering

POLICY: IR Top has in place a "Joint conflict management policy" in order to effectively manage any conflicts of interest, and an "Equity Research Policy", in order to rule research services in compliance with Parliament Regulation (EU) no.596/2014 and Commission Delegated Regulation (EU) no.958/2016 on Market Abuse.

IR Top has adopted the "Joint conflict management policy" in accordance with best practice regarding "information barriers" to restrict the flow of information to prevent the misuse of information and/or prevent any conflicts of interest arising from other activities of IR Top. A copy of these policies is available to the recipient of this Research upon making a request to IR Top by e-mail.

DISCLAIMER: This report has been prepared solely for information purpose and is not intended as an offer or solicitation with respect to the purchase or sale of any financial products. It

DISCLAIMER: This report has been prepared solely for information purpose and is not intended as an offer or solicitation with respect to the purchase or sale of any financial products. It should not be regarded as a substitute for the exercise of the recipient's own judgment. IR Top does not accept any liability for any direct, consequential or indirect loss arising from any use of material contained in this report. This document may only be reproduced or published together with the name of IR Top. Opinions and estimates in this Research are as at the date of release and are subject to change without notice to the recipient. Information and opinions have been obtained from sources believed to be reliable, but no representation or warranty is made as to their accuracy or correctness. Past performance is not a guarantee of future results. The investments and strategies discussed in this Research may not be suitable for all investors. In any case, you should consult your investment advisor.

This document is intended for distribution only to E.U. "qualified investors" and to "qualified counterparties" resident in Italy, within the meaning of article 2(1)(e) of the prospectus directive (directive 2003/71/EC) and Consob Reg. 16190, as subsequently amended and supplemented; its distribution in USA, Canada, Australia, Japan is not allowed.

In Italy, this document is being distributed only to, and is directed at qualified investors within the meaning of article 100 of legislative decree no. 58 of 24 February 1998, as amended, and article 34-ter, paragraph 1, letter b), of Consob regulation on issuers no. 11971 of May 14, 1999, provided that such qualified investors will act in their capacity and not as depositaries or nominees for other shareholders, such as persons authorized and regulated to operate in financial markets, both Italian and foreign.

DISTRIBUTION: In the United Kingdom, this document is not for distribution to persons that would be defined as private customers under rules of the FSA; it is for distribution only to persons who: (i) have professional experience in matters relating to investments falling within article 19(5) of the financial services and markets act 2000 (financial promotion) order?), (ii) are persons falling within article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc.") of the financial promotion order, (iii) are outside the United Kingdom, or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FINANCIAL SERVICES AND MARKETS ACT 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons").

This document is not addressed to any member of the general public and under no circumstances should this document circulate among, or be distributed to (i) a member of the general public, (ii) individuals or entities falling outside the definition of "qualified investors" as specified above or (iii) distribution channels through which information is or is likely to become available to a large number of persons.

IR TOP CONSULTING SPECIFIC DISCLOSURES: We disclose that IR Top acts as Investor Relations and Financial Communication advisor for the Company.



