



**CONSOLIDATE FINANCIAL
REPORT
AS AT DECEMBER 31, 2017
ITALEAF GROUP**



Italeaf in brief

Vision

We turn technological start-ups into successful global companies, through a “company builder” business model.

Business concept

Italeaf selects or creates new initiatives in cleantech and innovative industrial sectors. We offer to technological start-ups and innovative companies an integrated approach that puts together services, mentoring, expertise, instruments, and facilities, and namely, everything aimed transforming business ideas into real business. We provide initial equity and corporate assistance to launch our start-ups, making it possible for them to become sizeable businesses generating revenues, sharing profits, while operating within acceptable risk parameters.

Objective

The Company's investment policy is to generate returns, in the form of both capital appreciation and income to shareholders, through investing in a portfolio of businesses. While not limited geographically, the Company, in view of the background and experience of its management, is focused on investing the majority of capital in businesses operating in Europe, with a particular emphasis on Italy.

Investments outside Europe are considered where the board believes the opportunities are particularly attractive. The Company is interested in investing in businesses with underlying themes of strategic market position and strong growth.

Building net asset value

The net asset value amounted to Euro 24.1 million at the end of December 2017.

Dividend policy

Our dividend policy is to distribute a large percentage of the dividends received from the subsidiaries, as well as to provide a return on other net assets in line with returns achieved in the equity market.

CORPORATE DETAILS

Italeaf SPA

Registered Office:
Strada dello Stabilimento 1,
05035 Narni (TR)
Authorised, issued and paid-up
share capital: Euro 15,444,000
Terni Register of Companies: n.
01456730553

BRANCHED AND OFFICES

Narni - Strada dello
Stabilimento, 1
Milan - Corso Magenta, 85
Terni - Via Casale, 4
London - 78/79 New Bond
Street, United Kingdom
Hong Kong - Unit 905-6, 9th
Floor, Fook Yip Building - 53-57
Kwai Fung Crescent, Kwai Chung
- N.T. Hong Kong S.A.R.

BOARD OF DIRECTORS

Chairman

Stefano Neri

Managing directors

Monica Federici

Independent directors

Domenico De Marinis

Board of Statutory Auditors

Fausto Sciamanna (Chairman)

Andrea Bellucci

Caterina Brescia

Independent Auditors

EY SPA

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MANAGEMENT REPORT

BUSINESS AND MISSION

Italeaf is an Italian investment company and company builder that aims to transform technological start-ups into global companies. Italeaf identifies industrial initiatives within the cleantech sector and within the sphere of innovative industrial production, where the Company can leverage its strong expertise and track record.

In supporting new start-ups, Italeaf aims to replicate the success of TerniEnergia, a company established in 2005 and listed on the Italian Stock Exchange in 2008. Since the IPO after its start-up, TerniEnergia has become a leading global company in the field of renewable energy, waste management, and energy efficiency, with a market cap of over Euro 80 million.

With the creation of subsidiaries in London and Hong Kong, Italeaf intends to give an international flavor to its business, broadening the spectrum of the activity of scouting and looking for innovative companies.

The company has invested in three new industrial initiatives: GreenLed Industry, operating in innovative industrial lighting production; Skyrobotic, active in the production of commercial and civil drones; and WiSave, a producer of smart devices for the remote control of energy consumption.

Italeaf strives to develop an ideal environment to foster creation and growth of new companies, through three lines of business:

1. **Company Builder:** we co-found start-ups with direct investments, a proven business model and a strong focus on execution. Italeaf concentrates its activities on clearly defined market segments, such as the cleantech sector. We provide innovative incubation services with seed investments to create a breeding ground for a highly skilled company network.

2. **Holding:** we manage our investment portfolio and we provide centralized service activities to our Group companies (finance, treasury, IT, legal, corporate communication and logistics for administrative, managerial and commercial support) to facilitate value creation and growth for the portfolio companies.

3. **Real Estate:** we use our strategic infrastructure, logistics and business eco-system to support the companies' industrial needs. In particular, we are creating (with the consultative input of the Politecnico di Milano University) an eco industrial park in our facilities in the center of Italy. We own and manage an industrial area with a total area of about 24 hectares and co-working space of 1,800 square meters.

Each of these activities is functional to the others; our approach is something completely new compared to traditional incubators and other venture capital firms. The track record gained over the years (with the listing of TerniEnergia and TerniGreen on the Italian Stock Exchange and the constant value creation for shareholders) is proof of our passion and expertise.

The Company capitalization and its majority stake in TerniEnergia, listed on the Borsa Italiana's STAR segment (which entails rigorous requirements), are factors to mitigate the risk that is normally associated with start-up businesses. Value creation through industrial innovation is what we have achieved in recent years. Now, we intend to offer our vision to the market with a strong international expansion project. The listing of Italeaf on NASDAQ OMX First North is therefore an important starting point for innovatively responding to the new challenges of global change.



NET ASSET VALUE AND STATEMENTS FOR THE PARENT COMPANY

NET ASSET VALUE

At the end of December 2017, net asset value amounted to Euro 24.1 million.

NAV ITALEAF	(EURO/000)	NOTES
Tangible Assets:		
REAL ESTATE PROPERTY (Nera Montoro & Maratta)	19,543	Book Value
Controlling stake in:		
42.19% stake in TerniEnergia*	12,099	Calculated on the share price as at December 31, 2017 (Euro 0.609)
68.61% stake in Skyrobotic	3,720	Based on the price of latest funding round
85.58% stake in Numanova	3,125	Based on the price of latest funding round
Other equity investments**	2,597	Book value
GROSS ASSET VALUE	40,984	
Net Financial Indebtedness	(16,964)	As at December 31, 2017
NET ASSET VALUE AS DECEMBER 31, 2017	24,120	
NAV PER SHARE AS DECEMBER 31, 2017 (€)	1.41	

* 45.44% of voting rights

** 50% stake in Opera Power (JV), the value the business unit of industrial water management in Italeaf RE and 10.67% stake in Vitruviano Lab

The NAV of Italeaf primarily consists of the investments in TerniEnergia and in the start-up companies (Skyrobotic and Numanova). NAV at December 31, 2017 amounted to Euro 24.12 million.

The value of the equity investment in TerniEnergia corresponds to the share value as at December 31, 2017, considering that the company is listed on Borsa Italiana (STAR segment). At the end of December 2017, Italeaf owned 19,867,102 ordinary shares, corresponding to 42.19% of the share capital and the 45.44% of the voting rights.

The balance of “real estate property” includes Euro 2.6 million representing 100% of the share capital of the subsidiary Italeaf RE Srl, which was established from the partial, non-proportional spin-off of Greenled Industry SpA. The equity of the new company consists of the value of the industrial facilities, located in the Nera Montoro facility, previously owned by Greenled Industry SpA.

The value of Skyrobotic and Numanova was calculated on the last share capital increase value in which new shareholders subscribed newly issued shares.

STATEMENTS FOR THE ITALEAF PARENT COMPANY

The separate financial statements of the parent company Italeaf were prepared according to the rules applicable to an Italian company listed on a multi-lateral trading platform (MTF), such as NASDAQ OMX First North (First North). Hence, while the Italeaf consolidated financial statements were prepared according to international accounting standards, considering that said financial statements include the consolidated data of TerniEnergia Group, listed on the STAR segment of Borsa Italiana, and therefore, prepared according to IFRS. The Italeaf separate financial statements were prepared in accordance with Italian accounting standards.

The table below shows the data of the separate financial statements prepared according to Italian accounting standards as at December 31, 2017:

	As at December, 31	As at December, 31	Change	Change %
<i>in €</i>	2017	2016		
Intangible assets	193,737	497,344	(303,607)	(61.0)%
Tangible assets	21,640,360	21,926,270	(285,910)	(1.3)%
Financial assets and other att.	28,177,524	27,782,541	394,983	1.4%
Fixed Assets	50,011,621	50,206,155	(194,534)	(0.4)%
Inventories				n.a.
Trade receivables	467,700	402,114	65,586	16.3%
other activities	3,558,907	1,731,476	1,827,431	105.5%
Trade payables	(1,732,397)	(1,062,485)	(669,912)	63.1%
Other liabilities	(2,515,494)	(2,121,157)	(394,337)	18.6%
Net working capital	(221,284)	(1,050,052)	828,768	n.a.
Provisions and other non-commercial	(4,959,332)	(5,108,655)	149,323	(2.9)%
Net Invested Capital	44,831,005	44,047,448	783,557	1.8%
Shareholders' Equity	27,866,779	27,040,087	826,692	n.a.
Net current financial position	16,964,226	11,436,230	5,527,996	48.3%
Non-current net financial position		5,571,131	(5,571,131)	(100.0)%
Total net financial position	16,964,226	17,007,361	(43,135)	n.a.
Net Invested Capital	44,831,005	44,047,448	783,557	1.8%

Tangible assets represents the value of the industrial site at Nera Montoro, the incubator at Maratta, as well as a some industrial plants present at the Nera Montoro site. Financial assets include the book value of the controlling interests in TerniEnergia (Euro 17.81 million), in Skyrobotic (Euro 2.06 million), in Numanova (Euro 2.8 million) and Italeaf RE (Euro 4.56 million); the account also includes the value of a Joint Venture called Opera Power Srl which holds of a PV plant of of about 1 MWp and the value of 10.67% in Vitruviano Lab Srl.

The Net Financial Position amounted to Euro 16.964 million. The current financial position includes a short-term credit line, amounting to Euro 4.0 million, collateralized by the pledge of TerniEnergia shares; the rest of the debt relates mainly to mid term loans. The decrease compared to 2016 is mainly due to due to repayments made during the period.

The ratio Net Financial Position/Equity is equal to 0,56x as at December 31, 2017, in line with the plan target (less than or equal to 0.8x).

	2017	2016	Change	Change %
<i>in €</i>				
Net revenues from sales and services	3,709,545	6,948,149	(3,238,604)	(46.6)%
Production costs	(2,240,374)	(2,495,300)	254,926	(10.2)%
Added value	1,469,171	4,452,849	(2,983,678)	(67.0)%
Personnel costs	(732,156)	(761,415)	29,259	(3.8)%
EBITDA	737,015	3,691,434	(2,954,419)	(80.0)%
Amortization, depreciation, provisions and write-downs	(876,900)	(593,531)	(283,369)	47.7%
EBIT	(139,885)	3,097,903	(3,237,788)	(104.5)%
Financial income and charges	(937,666)	(603,148)	(334,518)	55.5%
Extraordinary item		(5,138,837)	5,138,837	(100.0)%
Pre-tax result	(1,077,551)	(2,644,082)	1,566,531	(59.2)%
Income taxes	(155,777)	(656,210)	500,433	(76.3)%
Net profit for the period	(921,774)	(1,987,872)	1,066,098	n.a.

The net result of 2017 amounted to Euro -0.92 million. The increased compared to the 2016 result is mainly due to the write off of the value impairment losses on shares held in Veneto Banca e Banca Popolare di Vicenza.

Revenues refer to service contracts between Italeaf and subsidiaries for availability of offices and industrial buildings, accounting and tax services, and so forth. The revenues also includes the remuneration on the guarantees given by Italeaf to TerniEnergia (Euro 0.9 million) in favor of certain banks that have financed TerniEnergia, taking account that it is an operating activity for the company. The costs relate mainly to personnel and the operation of the industrial site at Nera Montoro.

Financial income and expenses includes: cost of financial debt (Euro 0.9 million). The 2016 value includes also a gain resulting from the sale of TerniEnergia shares (Euro 0.2 million). Compared to the same period of the previous year, there was a decrease in financial expenses due to renegotiation of the cost of a loan.

STATEMENTS FOR THE ITALEAF GROUP

<i>in Euro</i>	As at December 31, 2017	As at December 31, 2016	Change	Change %
Intangible assets	35,488,340	35,896,679	(408,339)	(1.1)%
Tangible assets	82,875,372	103,138,831	(20,263,459)	(19.6)%
Financial assets and other att.	34,720,710	40,275,255	(5,554,545)	(13.8)%
Fixed Assets	153,084,423	179,310,765	(26,226,342)	(14.6)%
Inventories	13,941,717	20,640,130	(6,698,413)	(32.5)%
Trade receivables	35,965,999	33,167,360	2,798,639	8.4%
other activities	38,766,037	27,612,774	11,153,263	40.4%
Trade payables	(54,247,907)	(47,396,630)	(6,851,277)	14.5%
Other liabilities	(21,217,665)	(14,782,768)	(6,434,897)	43.5%
Net working capital	13,208,181	19,240,866	(6,032,685)	(31.4)%
Provisions and other non-commercial	(25,369,298)	(25,915,253)	545,955	(2.1)%
Net Invested Capital	140,923,306	172,636,378	(31,713,072)	(18.4)%
Shareholders' Equity	25,942,791	61,547,563	(35,604,772)	(57.8)%
Net current financial position	80,784,579	26,065,527	54,719,052	n.a
Non-current net financial position	34,195,936	85,023,288	(50,827,352)	(59.8)%
Total net financial position	114,980,515	111,088,815	3,891,700	3.5%
Net Invested Capital	140,923,306	172,636,378	(31,713,072)	(18.4)%

<i>in Euro</i>	As at December 31, 2017	As at December 31, 2016	Change	Change %
Net revenues from sales and services	64,311,114	84,257,403	(19,946,289)	(23.7)%
Production costs	(42,749,322)	(56,139,651)	13,390,329	(23.9)%
Added value	21,561,791	28,117,752	(6,555,960)	(23.3)%
Personnel costs	(20,198,860)	(11,013,217)	(9,185,643)	83.4%
EBITDA	1,362,932	17,104,535	(15,741,603)	(92.0)%
Amortization, depreciation, provisions and write-downs	(37,095,908)	(14,953,878)	(22,142,030)	148.1%
EBIT	(35,732,976)	2,150,657	(37,883,633)	(1.761.5)%
Financial income and charges	(7,642,674)	(7,012,676)	(629,998)	9.0%
Portions of results attributable to the JV	(221,345)	1,174,059	(1,395,404)	n.a.
EBT	(43,596,995)	(3,687,961)	(39,909,034)	n.a.
Income taxes	6,369,519	(849,999)	7,219,518	(849.4)%
Ongoing activities result	(37,227,476)	(4,537,960)	(32,689,516)	n.a
Asset for sales net result	(3,573,118)		(3,573,118)	n.a.
Net profit for the period	(40,800,595)	(4,537,960)	(36,262,635)	n.a

OUR INVESTMENTS

TERNIENERGIA



OVERVIEW

Italeaf has a 42.19% shareholding in TerniEnergia and 45.44% of the voting rights.

TerniEnergia established in September 2005, and part of Italeaf Group, is the first Italian smart energy company, committed to bring worldwide integrated and sustainable energy solutions. Organized into four business lines (Technical services, Energy management, Energy efficiency and Cleantech), with about 500 employees and a geographic presence in almost the continents, with operational and sales offices, TerniEnergia develops solutions, innovative products and services based on digital and industrial technologies for the energy sector.

TerniEnergia, also through its subsidiaries, shall pursue the objectives of increasing energy production from renewable sources, energy efficiency and emissions reduction, as laid down by European environmental policy, and participates actively in the distributed power generation revolution and energy smart grids.

TerniEnergia is the ideal partner for large utilities, distributors and grid operators, power producers, public authorities, industrial customers and investors who intends to carry out large projects for the production of renewable energy plants and modern systems with high energy efficiency, solutions for the management and maintenance of the infrastructure and the electrical systems. TerniEnergia, through a complete technological and commercial offer, develops and provides technologies, turn-key services and solutions for energy consumers in the public and private sectors. The company is listed on the STAR segment of the Italian Stock Exchange.

KEY FIGURES FOR THE TERNIENERGIA GROUP AS AT DECEMBER 31, 2017

<i>(in Euro)</i>	As at December, 31 2017	As at December, 31 2016	Change	Change %
Intangible assets	32,092,177	33,275,543	(1,183,366)	(3.56)%
Property, plant and equipment	59,590,962	79,383,325	(19,792,363)	(24.93)%
Financial fixed assets and other intangible assets	32,487,743	38,064,978	(5,577,235)	(14.65)%
Fixed Assets	124,170,882	150,723,846	(26,552,964)	(17.62)%
Inventories	13,843,569	20,556,437	(6,712,868)	(32.66)%
Trade receivables	35,289,654	33,305,361	1,984,293	5.96%
Other assets	30,517,985	28,103,819	2,414,167	8.59%
Trade payables	(54,098,698)	(47,251,543)	(6,847,155)	14.49%
Other liabilities	(19,524,624)	(14,327,802)	(5,196,822)	36.27%
Net working capital	6,027,886	20,386,272	(14,358,386)	(70.43)%
Provisions and other non-trade liabilities	(19,374,854)	(19,762,673)	387,819	(1.96)%
Net Invested Capital	110,823,914	151,347,445	(40,523,530)	(26.78)%
Shareholders' Equity	21,034,130	57,489,165	(36,455,035)	(63.41)%
Current net financial position	64,321,617	14,777,748	49,543,869	n.a.
Non-current net financial position	25,468,167	79,080,531	(53,612,364)	(67.79)%
Total net financial position	89,789,784	93,858,279	(4,068,495)	(4.33)%
Net Invested Capital	110,823,914	151,347,445	(40,523,530)	(26.78)%

<i>(in Euro)</i>	As at December, 31 2017	As at December, 31 2016	Change	Change %
Net revenues from sales and services	63,999,159	84,165,876	(20,166,716)	(23.96)%
Production costs	(42,614,418)	(56,735,673)	14,121,256	(24.89)%
Added value	21,384,741	27,430,202	(6,045,461)	(22.0)%
Personnel costs	(19,154,936)	(10,088,416)	(9,066,520)	89.9%
EBITDA	2,229,806	17,341,786	(15,111,980)	(87.1)%
Amortization, depreciation, provisions and write-downs	(35,776,979)	(9,237,626)	(26,539,353)	n.a.
EBIT	(33,547,173)	8,104,160	(41,651,333)	n.a.
Financial income and charges	(8,410,881)	(6,895,945)	(1,514,935)	22.0%
Portions of results attributable to the JV	(339,393)	1,174,059	(1,513,452)	(128.9)%
Pre-tax result	(42,297,447)	2,382,273	(44,679,721)	n.a.
Income taxes	6,195,963	(1,231,703)	7,427,666	n.a.
Ongoing activities result	(36,101,484)	1,150,570	(37,252,055)	n.a.
Assets for Sales net result	(3,455,070)		(3,455,070)	n.a.
Net profit for the period	(39,556,554)	1,150,570	(40,707,125)	n.a.

SKYROBOTIC



OVERVIEW

As at December 31 2017, Italeaf owns 68.61% of the share capital of Skyrobotic.

The company was established on 20 December 2013 as a limited liability company, between the shareholders of Siralab Robotics S.r.l. and Italeaf S.p.A. The company combines the know-how and decades of experience in the sector of Siralab Robotics S.r.l., an advanced technology company, and the track record, operating experience and financial capacity of Italeaf S.p.A., a leading group in the cleantech and innovative industrial sectors.

Skyrobotic is active in the planning, development and industrial production of systems for UAV and UAS remote piloting, becoming, in just more than one year from its creation, the reference Italian company for the remote piloting systems sector.

From an industrial perspective, the company has recognised turnover of Euro 535 thousand through the sale of 16 remote piloting systems to leading operators in the sector, continuing at the same time to develop and engineer the product.

The company achieved EN9100:2009 certification (equivalent in technical terms to AS 9100C and JISQ 9100:2009) for the facility at Nera Montoro, Italy, in the field of “planning, production, and post-sales assistance of remote aircraft piloting systems”.

This is the result of a two-year investment in the processes of preparation and auditing performed by the business, which qualifies Skyrobotic as the first independent company to produce drones under 25 kg in Italy to be certified based on the strict criteria of European regulations that form a system for ensuring quality in the aeronautics sector. It is similar to AS 9100 in America and JISQ 9100 in Asia.

The EN ISO 9100 qualification is specific to the aeronautics and space industry and fully encapsulates ISO 9001:2008 (certification obtained by Skyrobotic at the same time), but includes 30% more requirements and measurements that include documented control systems for processes used in developing, manufacturing and selling the products, and is applicable to manufacturers of aircraft and, increasingly, to their suppliers.

On 4 March 2016, the Skyrobotic shareholders’ meeting unanimously resolved to carry out a share capital increase offered in option to current shareholders for Euro 250 thousand, in order to support the growth of business activities. Once the share capital increase is subscribed, Skyrobotic will have a share capital of Euro 2,750,000. The same shareholders’ meeting appointed a new Board of Directors, composed of Stefano Neri (Chairman), Spartaco Franconi (Deputy Chairman and CEO) and Roberto Cecchin (Director).

On 30 December 2016, the Skyrobotic shareholders’ meeting unanimously resolved to carry out another share capital increase offered in option to current shareholders for Euro 250 thousand, in order to support the growth of business activities. Once the share capital increase is subscribed, Skyrobotic will have a share capital of Euro 3,000,000.



OVERVIEW

As of the drafting date of this report, Italeaf had an equity investment of 85,58% in Numanova.

Numanova was established on 25 January 2016. The new start-up was created from the sharing of know-how and economic-financial resources between the co-founders of Italeaf S.p.A. and Paolo Folgarait, physicist and holder of various patents in the metallurgical sector, as well as a manager with many years of experience in Lucchini Group, Allied International Group, Franchini Acciai and in the Materials Development Centre. Numanova was set up as a limited liability company with a share capital of Euro 2.35 million. It will have a governance model with a Board of Directors composed of Stefano Neri, Chairman, Paolo Folgarait, Executive Director and General Manager, and Corrado Giancaspro, CEO.

BUSINESS SECTORS

Numanova will produce high quality metallic powders of iron and other metal alloys for additive manufacturing (3D printing), metal injection moulding (MIM), hot isostatic pressing (HIP), and other more advanced uses in sectors such as aerospace, energy, mechanical and biomedical. The company will have the most advanced production technologies for metallic powders based in the principles of vacuum induction furnaces and ceramic-free inert gas atomisers. Plasma atomisation will also be introduced. The development phases for the company, whose production units will be located in the Italeaf industrial area of Nera Montoro (TR) are as follows: in the very short term, initiation of the authorisation process with the competent authorities; purchase of the production assets and systems; their enhancement and development of certification and quality activities; production go-live with the international marketing of products.

INVESTMENTS, PRODUCTION CAPACITY AND EMPLOYMENT IMPACTS

The Numanova investment plan envisages two-year commitments for a total of Euro 12 million, with full production employment (three shifts) for a total of 50 operations professionals, including human resources used for production, staff activities, commercial and marketing, testing, quality, logistics, purchasing, administration, HR and HSE. Production capacity is expected to be approximately 500 tonnes/year of metal powders for the additive manufacturing sector and for more advanced uses in sectors such as aerospace, energy, mechanics, and biomedical.

GLOBAL VISION

The new production initiative can use the opportunities offered by the corporate role of Italeaf, a company listed on the NASDAQ, the most technological international market, and by the Group's global presence, thereby allowing Numanova to have, from the very beginning, operations offices, branches and/or research centres in Milan, London, and Hong Kong, from the Italeaf Science and Technology Park. The mechanical engineering facilities of Italeaf are one of the strengths to be leveraged, through which the Group will bring to bear its decades of expertise, which can be re-positioned in an innovative environment with high growth prospects. Finally, Numanova has already signed framework agreements for commercial and technical-scientific collaboration with leading global companies in planning and producing systems for additive manufacturing of metallic powders and with businesses in the metallurgical sector, and has signed contracts with Italian and international universities and research centres.

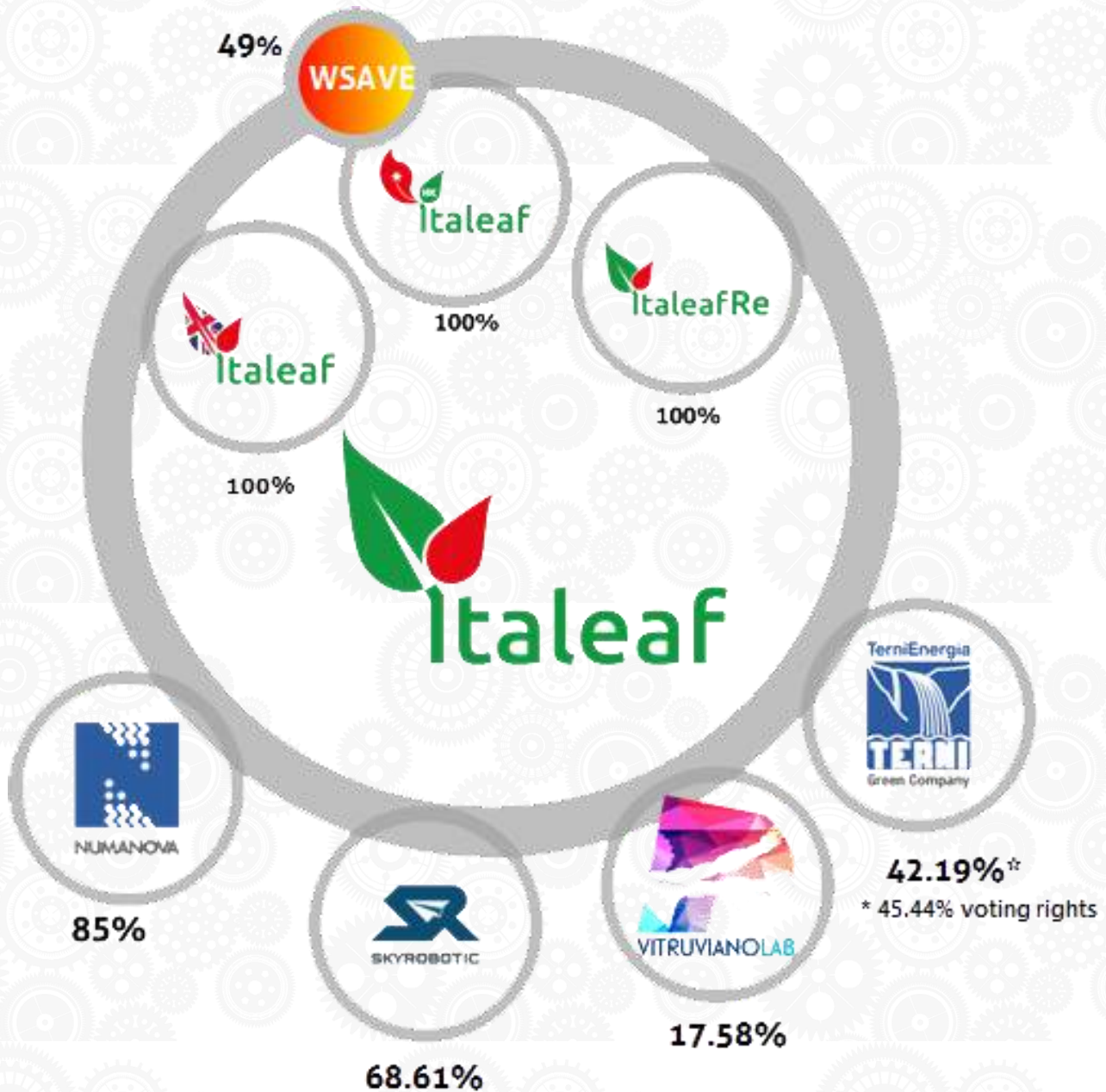
INNOVATION AND SUSTAINABILITY

The agreement between Italeaf and Paolo Folgarait will lead to the opening in Nera Montoro of a research and development centre through the localisation of the innovative start-up Seamthesis. The operating unit in Nera Montoro will be specifically focused on R&D activities in the areas of alloy design, metallurgy product and process, modelling of processes and products, development and implementation of innovative production technologies for metallic powders for advanced manufacturing environments (e.g., additive manufacturing, MIM, HIP, laser cladding) and surface engineering (e.g., PTA).

From the perspective of sustainability and environmental contribution, Numanova will assist in confirming a highly improved industrial model. In particular, with respect to traditional metallurgy activities, Numanova products will allow for a reduction in internal processing times for prototyping of up to 70%, a drastic reduction in waste (metal powder not used for printing can be re-used after the powders have been re-conditioned) and, most importantly, the

development of metal parts that were not possible under traditional methods. Furthermore, Numanova products will have a marked contribution in reducing energy consumption.

GROUP'S ORGANIZATION



KEY EVENTS FOR 2017

FULLY SUBSCRIBED THE SHARE CAPITAL INCREASE OF TERNIENERGIA APPROVED ON DECEMBER 30, 2016

On January 16, 2017, The Board of Directors of TerniEnergia has resolved the opening and the simultaneous closing of the Offer Period, with the full placement of the TerniEnergia ordinary shares arising from the capital increase, in one or more tranches, by paid subscription, in divisible form, with the exclusion of option rights pursuant to art. 2441, paragraph 4, second part, of the Italian Civil Code, approved by the shareholders' meeting on December 30, 2016 (the "Capital Increase").

The newly issued shares was offered for subscription as part of a private placement, without publication of the prospectus for the public offering and listing of the new shares by virtue of the exemptions provided by art. 34 - ter, paragraph 1, letter b) and art. 57, paragraph 1, letter a) of the Issuer Regulations.

The placement of a maximum of up to 3,000,000 shares, corresponding to 6.80% of the current share capital, took place through a bookbuilding procedure and has been restricted to qualified investors in Italy and institutional investors abroad, excluding the United States of America, Australia, Japan and Canada (the "Institutional Offering"). The Institutional Offering did not result in a solicitation to investment.

The share capital increase was fully subscribed for a value of Euro 2.19 million.

The Board of Directors also determined the placement price of the new shares, equal to Euro 0.73 per share (the "Placing Price").

The Placing Price was determined in accordance with the criteria defined by the Shareholders' Meeting and disclosed to the market on December 30, 2016. The Placing Price was also determined through the mechanisms of the so-called bookbuilding activities, taking particularly into account the quantity and quality of the demand expressed by 3 investors who has joined the Institutional Offering, as well as the current trend of domestic and international markets.

The transaction will be settled by the delivery of shares and payment of the consideration by January 27, 2017. Following the full subscription of the newly issued shares, the post-increase share capital will be Euro 59,197,230, divided into no. 47,089,550 ordinary shares. The relative change in the share capital will be announced through a press release.

Following the private placement, the participation of the Chairman and CEO of the Company, Stefano Neri, which indirectly holds a controlling interest of the Company pursuant to art. 93 of Legislative Decree no. 58/1998, was reduced from 45.33% to 42.45% of the share capital.

The transaction, also as a result of the recent acquisition of the companies Softeco Sismat and Selesoft Consulting and the presentation of the industrial plan "Plug in the smart energy company", is aimed at:

- put the companies in the best capital and financial conditions for increasing and consolidating its position in the Smart and Micro Grids emerging market, combining its track record in the installation of plants for the production of renewable energy with digital business;
- integrate into its strategic business, the activities required to implement the digital transformation strategy, with particular reference to the development of solutions for the management of electrical grids (both transmission both distribution) and of "smart" and "connected" systems, adhering to the model of the Internet of Things (IoT);
- increasing the visibility of the share on the capital market, allowing the entry of qualified and supportive investors or industrial partners, also in order to improve and consolidate the company's strategy of innovation and internationalization to meet the new demands of the energy global market.

The private placement was coordinated and directed by EnVent Capital Markets Ltd, acting as Global Coordinator and Bookrunner; Issuer's financial advisor was SRI Capital Advisers Ltd, a company specialized in Financial Advisory, Fundraising and Deal arrangements that involved a group of institutional investors of its own network. SRI Capital Advisers, part of the International SRI Group headed by the chairman Mr. Giulio Gallazzi, will be the TerniEnergia partner for the development and implementation of the Business Plan "Plug in the smart energy company".

THE BOARD OF DIRECTORS OF ITALEAF RESOLVED A CAPITAL INCREASE TO GROW IN THE STARTUP BUSINESS

On April 11, 2017, The Board of Directors of Italeaf has resolved today to convene an Extraordinary Shareholders' Meeting on May 2, 2017, to propose to the shareholders a capital increase, in one or more tranches, by paid subscription, in divisible form, with the exclusion of option rights pursuant to art. 2441, paragraph 5 of the Italian Civil Code. The newly issued shares will be offered for subscription in a private placement, without publication of the prospectus for the public offering and listing of the new shares by virtue of the exemptions provided by art. 100 letters a), b) and c) of the TUF Italian regulation and art. 34-ter, paragraph 1 letters a), b) and c) of Consob Issuers Regulation no. 11971/99, as amended (the "Private Placement").

The proposal foresees that the new shares, for a maximum of up to 2,499,000 (for a counter value of up to Euro 2,499,000) may be offered to Italian and foreign institutional and industrial investors until June 15, 2017. The capital increase will be carried out through the proper mechanisms of the private placement, with a price of minimum Euro 1.00 per share. This minimum price was determined taking into account the provisions of Art. 2441, paragraph 6, of the Italian Civil Code. In particular, it was taken into account the market value of the Italeaf shares, traded on the Nasdaq First North market in Stockholm, MTF organized and operated by Nasdaq, responding to the need to achieve in the short term the main target of the placement of the new shares offered for subscription to institutional investors and/or industrial partners.

The transaction fits into the growth path that Italeaf followed uninterruptedly since it was established, partly as a result of the strategic development plan "Bridging the gap with a company builder", and is therefore aimed to:

- put the Company in the best equity and financial conditions ideal to enhance and consolidate its position in the growing market of innovative startups, combining its track record in the acceleration of new industries with the integration of new digital technologies;
- use new financial resources to strengthen the equity of the newcos and startups investee and to establish new industrial companies, in order to increase the turnover of new startups and speed up the exit of those in the portfolio;
- increasing the visibility of the share on NASDAQ First North market, at Stockholm Stock Exchange, allowing the entry of qualified and supportive investors or industrial partners, also in order to improve and consolidate the company's strategy of innovation and internationalization;
- promptly seize the best conditions offered by the market, eliminating, therefore, through a private placement exclusively reserved to qualified investors or industrial partners, the long time typically associated to the exercise of the option rights reserved to shareholders.

The financial resources raised through the capital increase will be placed at the service of industrial development of the Company and will not be, therefore, used to reduce or to change the debt structure.

ITALEAF: ORDINARY AND EXTRAORDINARY ANNUAL SHAREHOLDERS' MEETING 2017

On May 2, 2017, the Ordinary and Extraordinary Annual Shareholders' Meeting of Italeaf SpA was held on May 2, 2017 at the company's registered office at Narni (TR).

Ordinary session - Resolutions

The meeting resolved in favor of all proposed matters in accordance with the proposals described in the notice to the meeting. The most important resolutions are described below.

The Meeting has approved the Annual report 2016 and has adopted the consolidated financial statements as at 31 December 2016.

The Annual General Meeting resolved to confirm as member of the Board of Directors, pursuant to art. 2386 of the Italian civilian code, Mr. Domenico De Marinis who will remain in office until the expiration of the Board of Directors, ie until the Shareholders' Meeting convened to approve the financial statements ending 31 December 2017.

Extraordinary session - Resolutions

The meeting has approved the capital increase, against payment, with of exclusion of options right pursuant to art. 2441 par. 5 of the Italian Civil Code. The newly issued shares will be offered for subscription in a private placement, without publication of the prospectus for the public offering and listing of the new shares, by virtue of the exemptions provided by art. 100 letters a), b) and c) of the TUF and art. 34-ter paragraph 1 letters a), b) and c) of Consob Regulation no.11971/99, as subsequently amended (the “Private Placement”).

The newly issued shares, for a maximum of up to 2,499,000 (worth up to a maximum of Euro 2,499,000) will be offered to industrial investors and to italian and foreign institutional investors until June 15, 2017.

The capital increase will be conducted through the mechanisms of the private placement, at a price for each newly issued share set at a minimum of Euro 1.00.

The company has appointed SRI Capital Advisers Ltd, based in London, a company specialized in advising and arranging financial transactions as Financial Advisor.

THE BOARD OF DIRECTORS APPROVES THE 2017 UPDATE OF THE STRATEGIC DEVELOPMENT PLAN. FOCUS ON HOLDING ACTIVITY TO CREATE VALUE

On May 22, 2017, the board of directors of Italeaf has approved the update of the Strategic Development Plan 2015-2017 “Increase the value creation focusing on holding activity”.

“INCREASE THE VALUE CREATION FOCUSING ON HOLDING ACTIVITY”: KEY STRATEGIC LINES

Italeaf aims to consolidate its position as the first Italian independent company builder active in the cleantech and smart innovation sectors, enhancing focus on investment in innovative companies and value-added from equity management.

The updating of the plan “Increase the value creation focusing on holding activity”, therefore, bases its assumptions on a strong core business positioning in the direction of operational holding activity. The value creation model through the “Company Building” business is redefined, reducing the risk through the growth of the size of the investee companies. This target will be pursued scaling the stage of venture capital business, ranging from startup to early growth companies. This action will make it possible to resize the weight of the “global service” activity previously provided by Italeaf to the investee companies and subsidiaries, due to focus on the holding mission, resulting in a reorganization of the operating structure through a strong recovery in efficiency and a significant increase in the value of production. This will lead to a contraction in operating costs, which will result in a parallel decrease in service revenues.

Similarly, the target is to increase the return on real estate assets, to be allocated in terms of contribution to equity investment (the “Company Building” model) in industrial initiatives with high growth prospects.

The update of the development plan highlights, on the strategic side, a more pronounced tendency to diversify investment and industrial sectors of interest, with particular reference to cleantech, digital energy, internet of things, additive manufacturing and 3D printing, drones, green chemistry. It will be also intensified the value-generation for Italeaf’s shareholders and return investments through diversified exits (eg M&A, IPO or new majority shareholders or investors), accelerating the turnover process.

Within this target, Italeaf intends to increase its investment capacity and the size of the same through the “Club Deal formula”, giving life to investment or co-founding transactions concerted between Italeaf and some Shareholders and Investors, with a focus on companies or technologies with high growth potential.

In order to foster a relationship with the capital market and the main italian banks, Italeaf intends to transfer its strategic headquarters to Milan (close to market), differentiating the role of the headquarter in Umbria, which will have industrial, productive and operational goals, enhancing its technological vocation.

Confirmed the quantitative targets for the expected IRR for each investment equal to or higher than to 30% and NFP reduction with a NFP/Shareholders’ equity ratio lower than or equal to 0.8x.

To promote a greater visibility for the value creation process, a target for the NAV per share ratio is identified, corresponding to a percentage growth rate equal to or higher than the Ftse Italia Small Cap Index.

The plan provides for a revision of the dividend policy compared to the one announced in the previous strategic development plan, released in 2015. In the future, Italeaf intends to distribute a significant percentage of the value created by the abovementioned exit transactions, compatible with the target to reduce NFP.

From the strategic point of view, Italeaf expects to optimize the financial structure of operational needs, leveraging the value created by the subsidiaries and the startups to make new investments in business with high growth rate, to reward shareholders, to ease relations with the world of credit, to accelerate the development of industrial and commercial activities related to the new technology developed by the newcos or by the investee companies.

SUBSCRIBED AND PAID THE CAPITAL INCREASE APPROVED ON MAY 2, 2017 FOR EURO 1.7 MILLION

On June 15, 2017, the Board of Directors of Italeaf has resolved today the placement of the Italeaf ordinary shares arising from the capital increase, in one or more tranches, by paid subscription, in divisible form, with the exclusion of option rights pursuant to art. 2441, paragraph 5 of the Italian Civil Code, approved by the shareholders' meeting on May 2, 2017 (the "Capital Increase").

The newly issued shares were offered for subscription in a private placement, without publication of the prospectus for the public offering and listing of the new shares by virtue of the exemptions provided by art. 100 letters a), b) and c) of the Legislative Decree no. 58/1998 (TUF) and art. 34-ter, paragraph 1 letters a), b) and c) of Consob Issuers Regulation no.11971/99, as amended (the "Private Placement").

The placement, corresponding to 9.92% of the new share capital, took place through a bookbuilding procedure and has been restricted to qualified investors in Italy and institutional investors abroad (the "Institutional Offering"). The Institutional Offering did not result in a solicitation to investment.

The share capital increase was subscribed and paid by 4 investors for n. 1,700,000 newly issued shares and a counter value of Euro 1.7 million.

The Board of Directors also determined the placement price of the new shares, equal to Euro 1 per share (the "Placing Price"). The Placing Price was determined in accordance with the criteria defined by the Shareholders' Meeting and disclosed to the market on May 2, 2017. Following the subscription of the newly issued shares, the post-increase share capital will be Euro 17,144,000, divided into no. 17,144,000 ordinary shares.

Following the private placement, the direct and indirect shareholding of the Chairman and CEO of the Company, Stefano Neri, was reduced from 53.71% to 48.39% of the share capital.

The transaction is aimed at put the Company in the best capital and financial conditions for increasing and consolidating its position in the holding business, combining its track record in accelerating new industries with the integration of the new digital technologies. The transaction will also increase the visibility of the Italeaf on the NASDAQ First North, enabling the entry into the stock market of qualified investors or industrial entities, also in order to improve and consolidate the corporate strategy of innovation and internationalization.

The financial resources raised by the capital increase will be placed at the service of the industrial development of the Company and will therefore not be aimed at the reduction or the change in the structure of the net financial position.

Italeaf was assisted in the capital increase transaction by SRI Capital Advisers Ltd, headquartered in London, a company specialized in advising and arranging financial transactions, as financial advisor.

SUBSCRIBED AND PAID THE FIRST TRANCHE OF THE SHARE CAPITAL INCREASE OF NUMANOVA SPA

On June 30, 2017, Italeaf announces that, with reference to the transaction of capital increase to be offered to the shareholders according to the articles 2438, 2439 e 2441 of the Civil Code, resolved by the General Shareholders' Meeting of Numanova SpA 23 June 2017, the first tranche of n. 250,000 ordinary shares was issued at a price of 1 Euro, and was fully subscribed by Italeaf.

The new share capital of Numanova, following the subscription, amounts to Euro 3,250,000.

Numanova is a company active in the production of high quality metal powders from ferrous and not ferrous metal alloys for the additive manufacturing industry and the more advanced applications in areas such as aerospace, energy, mechanical, biomedical.

Numanova currently has 23 shareholders; the company's shareholder structure is as follows: Italeaf S.p.A. 85.58%, Paolo Folgarait 6.19%, other shareholders 8.23%.

TRANSFERRED THE 50% OF PURIFY SRL TO A.T.P. SRL

On June 30, 2017, TerniEnergia has signed an agreement with Appalti Tecnologie Progettazione Ambienti & Costruzioni Srl (A.T.P.), based in Rome, for the transfer of 50% of the shares held by TerniEnergia in Purify Srl, owner of groundwater and liquid waste treatment plants.

The transaction has foreseen a consideration for the transfer of Euro 3,425 million, which will be settled in two tranches: by July 2017 for Euro 1.48 million and by June 30, 2019 for Euro 1.94 million.

The signed agreement provides for the pledge in favor of TerniEnergia on the shares of Purify Srl acquired by A.T.P., to guarantee the payment of the agreed price.

The transfer of the SPV Purify's shares was subject to a decision on the failure to subscribe to certain ancillary agreements (with ATP and Saceccav, as a contractor for the construction of a liquid waste treatment plant) by last July 15, 2017. The non-fulfillment of this condition has produced the effect of definitively confirm the assignment.

The establishment of Purify Srl and the transfer of 50% of the same SPV to a technology partner as A.T.P. Srl, a company with a consistent track record in the design and construction of water treatment plants, will allow to conclude within the first months of 2018 the construction of the liquid waste treatment plant in Nera Montoro (TR) for a total capacity Of 58,000 cubic meters per year, and to start production phase.

TERNIENERGIA - NO CONFIDENCE OF THE BOARD OF DIRECTORS AGAINST THE CEO AND RESIGNATION OF MR. PIERO MANZONI

On September 15, 2017, the Board of Directors of TerniEnergia, the main subsidiary of Italeaf, approved by a majority the no confidence against the Chief Executive Officer Piero Manzoni, taking note of the resignation of Mr. Piero Manzoni, and contesting in full the reasons put forward by the CEO for his resignation. The Board of Directors does not believe that the conditions are met for the payment of any indemnity in favour of the same. TerniEnergia clarifies that the interruption of the fiduciary relationship with the CEO was due to an irremediable difference of view between Mr. Manzoni and the Board of Directors regarding TerniEnergia's strategic vision, its prospective positioning as well as the Group's administrative and organizational management.

The Board also reconfirmed the powers already delegated to the directors Mr. Fabrizio Venturi and Ms Laura Bizzarri, as well as to the Chairman of the Board of Directors Mr. Stefano Neri, in order to ensure the stability and continuity of the Company's governance.

TERNIENERGIA - STRATEGIC GUIDELINES FOR 2018-2020

On September 28, 2017, the Board of Directors of TerniEnergia, the main subsidiary of Italeaf, has approved the guidelines of the new strategic three year plan for the 2018-2020 period.

The main objective of the plan is to reposition the Group towards providing services and solutions with greater added value and high technology content. Such activities allow for resource efficiency by developing and implementing solutions in the fields of power generation, energy saving, energy trading and sustainable mobility. Further to this the Group will continue to innovate and develop activities in renewable energy asset management as well as in energy efficiency and resource recovery in the environmental and cleantech sectors. There is therefore a clear prevalence of activities related to services and solutions with a high technological content over the activities that have characterised the Group in the past.

The strategic guidelines were drawn up before the natural expiry of the previous business plan, as a result of the acceleration of the transformation process of the core-business. This led to significant non-recurring writedowns, mainly related to international projects in the photovoltaic EPC sector, which affected the results of the half-year financial statements.

Expected growth is supported by an exponential increase in service activities (Consulting, Solutions, Management, On-site engineering and operations, Smart trading), including the relaunch of energy trading, which will account for over 90% of total revenues in 2020 (the consolidated revenues target for 2020 is circa 226 million euros) as well as for 75% of Ebitda in the next three years (Ebitda target in 2020 is circa 35 million euros, with Ebitda margin above 16%).

Foreseen Ebitda growth will be achieved thanks to the quality of the client portfolio and the consequent increase in turnover.

In terms of Ebit, the objective is to reach circa 26 million euros by 2020.

Forecasts were made considering medium and long term macroeconomic scenarios, the evolution of the energy sector and the expected digitalisation of electricity services and sustainable mobility. Activities will therefore principally be focused on emerging sectors which have high growth potential due to digital transformation and high demand for dedicated technologies. In view of this the following objectives have been set:

- grid balancing and demand response (consumer and supply-side aggregator) market entry;
- development of smart microgrids;
- relaunch of energy trading activities;
- development of the smart mobility sector;
- significant increase in service and consultancy activities with high technology content.

Objectives will be reached also by reducing the impact of both general costs and capital intensive investments on turnover. Cost efficiencies will continue to be pursued through activities which aim to improve internal processes in relation to working capital, procurement, human resources and plant management.

The first step towards the simplification of Group structure, operational efficiency and reduced complexity is a reduction of the number of SBUs (Strategic Business Units) from four to two: (1) Assets (which includes power generation activities and the management of environmental sector plants for resource recovery and recycling) and (2) Smart Solutions and Services (organised according to the following LOBs: Consulting, Solutions, Management, On-site engineering and operations, Smart trading).

The Board of Directors has delegated to the Vice President, Mr. Giulio Gallazzi the power to take care of the financial matters and formulate proposals for extraordinary transactions relating to them. The powers of the Executive Director, Laura Bizzarri, have also been extended with the conferral of ordinary administration powers with a limit of Euro 2 million per transaction.

These measures, together with further actions such as the withdrawal - as per the decision of the Board of Directors - of the collective layoffs announced in August, the definition of a personnel management plan supported by the “Cassa Integrazione straordinaria” redundancy fund and the completion of the utility scale photovoltaic plants in Tunisia and Zambia, will give greater flexibility to the Group and a more rationalised allocation of costs, therefore adding value to the project backlog. Expansion of the Group’s presence in Milan is also planned in order to improve access to the growing worldwide market for smart technologies.

Central to the new plan will be maintaining a solid financial structure in order to improve the net financial position and reduce financial expenses. TerniEnergia has begun a deleveraging process in order to strengthen its balance sheet. This process, which has the objective of guaranteeing the financial resources necessary to support development over the next three years, may involve current shareholders as well as potential investors and/or industrial partners.

ADOPTED A TRANSITION PLAN FOR THE STRATEGIC REPOSITIONING OF THE TERNIENERGIA GROUP

On October 24, 2017, the Board of Directors of TerniEnergia examined the measures to ensure the transition towards the strategic repositioning of the company, in accordance with the new strategic guidelines 2018-2020 announced to the market on 28 September 2017.

The Board of Directors has evaluated a transition plan, to be implemented immediately, aimed at stabilizing the company’s economic and financial situation by December 31, 2017 and ensuring the optimization of the resources available in the challenging phase of the change.

These actions, which confirm the strategic guidelines 2018-2020 and provide for savings in company fixed costs of over € 2 million on an annual basis, include:

- personnel management through the use of social safety nets for one year and 45 employees, in order to optimise the transition towards strategic repositioning, with a reduction in costs compared to the collective redundancy plan;
- potential sale of non-strategic assets, mainly related to the core business of the recent past, in order to obtain liquidity. These are, in particular, non-controlling investments in photovoltaic plants with a total power of approximately 30 MWp. The timeframe for defining this type of transaction on the secondary market varies between 3 and 8 months;
- full or partial sale of Newcoenergy S.r.l., which owns the biodigestion plant under construction in Calimera (Lecce), for the treatment of organic waste for the production of biomethane. The possible sale of the construction site avoid the need for capital intensive investments which are not part of the new strategic course programmes;;
- opportunities for the sale of Greeled Industry S.p.A.;
- contribution in kind of the EPC and O&M branch or business units (engineering and technical office, operating teams and equipment) to existing industrial companies operating in the sector to give continuity to the LOB “On Site Engineering and Services”, transforming fixed costs into variable costs and safeguarding employment levels;

- revision of the cost of service contracts, adapting to the new, smaller requirements.

The Board of Directors of TerniEnergia subsequently examined the probable effect of the above mentioned transitional measures, taking note of the provision for compliance with the financial covenants of the “TerniEnergia 2019” bond.

The Board resolved to appoint Prof. Stefania Bertolini as independent director by co-optation, in accordance with article 2386 of the Italian Civil Code. Stefania Bertolini, who will remain in office until the next Shareholders’ Meeting, declared that she possesses the requisites of independence and respectability provided for by the applicable legislation and by the Code of Conduct for listed companies. On the basis of these statements and the information available to the Company, the Board of Directors has assessed the abovementioned independence requirements for Director Bertolini.

FINANCIAL STATEMENTS

STATEMENT OF CONSOLIDATED FINANCIAL POSITION

<i>in Euro</i>	Notes	As at December 31, 2017	As at December 31, 2016	Change	Change %
Intangible assets	1	35,488,340	35,896,679	(408,339)	(1.2)%
Tangible assets	2	82,875,372	103,138,831	(20,263,459)	(24.5)%
Equity Investments	3	6,130,251	4,371,089	1,759,162	28.7%
Deferred tax assets	4	22,088,173	15,771,342	6,316,831	28.6%
Non-current financial receivables	5	6,502,286	20,132,824	(13,630,538)	n.a
Total non-current assets		153,084,423	179,310,765	(26,226,342)	(17.1)%
Inventories	6	13,941,717	20,640,130	(6,698,413)	(48.0)%
Trade receivables	7	35,965,999	33,167,360	2,798,639	7.8%
Other current assets	8	16,509,296	27,612,774	(11,103,478)	(67.3)%
Derivatives		13,717	13,717		100.0%
Financial receivables	9	1,104,041	6,013,152	(4,909,111)	n.a
Cash and cash equivalents	10	5,461,627	11,190,383	(5,728,756)	(104.9)%
Total current assets		72,996,397	98,623,799	(25,627,402)	(35.1)%
Asset for sale		22,243,024			
TOTAL ASSETS		248,323,844	277,934,564	(51,853,744)	(20.9)%
LIABILITIES AND SHAREHOLDERS' EQUITY					
Share capital		17,144,000	15,444,000	1,700,000	9.9%
Stocks		13,213,104	18,124,521	(4,911,417)	(37.2)%
Profit for the period		(17,713,457)	(4,851,015)	(12,862,442)	72.6%
Total Group equity	11	12,643,647	28,717,506	(16,073,859)	n.a
Minority interests		36,386,281	32,517,002	3,869,279	89.4%
Profit for the minority interest		(23,087,138)	313,055	(23,400,193)	(1.4)%
Total equity	11	25,942,791	61,547,563	(35,604,772)	n.a
Provision for risk and charges	12	2,949,730	193,086	2,756,644	6.5%
Provision for employee benefits	13	6,311,594	6,649,733	(338,139)	105.4%
Deferred tax liabilities	14	13,758,280	16,044,987	(2,286,707)	116.6%
Non-current financial payables	15	34,195,936	85,023,288	(50,827,352)	n.a
Other non-current liabilities	16	46,741	108,616	(61,875)	n.a
Derivatives	17	2,349,693	3,027,447	(677,754)	128.8%
Total non-current liabilities		59,611,975	111,047,157	(51,435,182)	n.a
Trade payables	18	54,247,907	47,396,630	6,851,277	87.4%
Payables and other financial liabilities	19	87,350,247	43,269,062	44,081,185	49.5%
Taxes payable	20	406,353	890,586	(484,233)	n.a
Other current liabilities	21	20,764,571	13,783,566	6,981,005	66.4%
Total current liabilities		162,769,078	105,339,844	57,429,234	64.7%
TOTAL LIABILITIES		222,381,054	216,387,001	5,994,053	97.3%
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		248,323,844	277,934,564	(29,610,720)	111.9%

CONSOLIDATED INCOME STATEMENT

	2017-10-01	2016-10-01	2017-01-01	2016-01-01	2016-01-01
<i>in Euro</i>	2017-12-31	2016-12-31	2017-12-31	2017-12-31	2016-12-31
Revenues	11,192,799	13,258,803	57,285,364	70,637,146	70,637,146
Other operating income	1,855,517	9,390,993	7,025,750	13,620,257	13,620,257
Change in inventories of semi-finished and finished products	(3,024,832)	2,225,807	627,426	2,432,283	2,432,283
Costs for raw materials, consumables and goods for resale	19,150	(8,639,811)	(19,279,460)	(34,913,041)	(34,913,041)
Costs for services	(8,444,395)	(904,274)	(21,229,046)	(17,606,770)	(17,606,770)
Personnel costs	(5,716,557)	(6,549,410)	(20,198,860)	(11,013,217)	(11,013,217)
Other operating costs	(1,823,893)	(2,815,840)	(2,868,243)	(6,052,123)	(6,052,123)
Amortisation, depreciation, provisions and writedowns	(21,962,565)	(6,294,960)	(37,095,908)	(14,953,878)	(14,953,878)
Operating result	(27,904,775)	(328,692)	(35,732,976)	2,150,657	2,150,657
Financial income	604,620	1,103,962	1,300,692	1,982,753	1,982,753
Financial charges	(3,177,351)	(2,304,545)	(8,943,366)	(8,995,429)	(8,995,429)
Portion of result attributable to the joint venture	(956,092)	(97,306)	(221,345)	1,174,059	1,174,059
Net profit before taxes	(31,433,598)	(1,626,581)	(43,596,995)	(3,687,961)	(3,687,961)
Taxes	2,441,076	(305,535)	6,369,519	(849,999)	(849,999)
Ongoing activities result	(28,992,522)	(1,932,116)	(37,227,476)	(4,537,960)	(849,999)
Asset for sales net result	(3,573,118)		(3,573,118)		(849,999)
Net profit for the period	(32,565,641)	(1,932,116)	(40,800,595)	(4,537,960)	(4,537,960)
- of which: attributable to the Group	(9,315,291)	(1,967,687)	(17,713,457)	(2,883,328)	(4,851,015)
- of which: attributable to non-controlling interests	(23,250,350)	35,571	(23,087,138)	277,484	313,055
Earnings per share - Basic and diluted	(0,603)	(0,127)	(1,147)	(0,314)	(0,314)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(in Euro)	Notes	as at December 31,	
		2017	2016
Net Profit for the Period		(40.800.594)	(4.537.960)
Change in cash flow hedge reserve		1.080.212	59.459
Difference of Translation		169.549	(1.177.486)
Tax effect of expenses / (income) recognized in equity		(259.251)	(14.270)
Total other comprehensive income for the period to be subsequently released to the Income Statement		990.510	(1.132.297)
Actuarial Income / (loss)		(264.932)	
Tax effect of expenses / (income) recognized in equity		63.584	
Total other comprehensive income for the period not to be subsequently transferred to the Income Statement		(201.348)	0
Total comprehensive income / (loss) for the period		(40.011.433)	(5.670.257)
• of which: attributable to the Group		(17.267.133)	(5.361.228)
• of which: attributable to non-controlling interests		(22.542.952)	(309.029)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Description (in Euro)	Corporation Stock	Reserves			Total reserves	Profit of the period	Total shareholder s' equity Group	Equity attributable to non- controlling interests	Total equity
		Extra-Charge Reserves	Legal reserves	Other Reserves					
As at December 31, 2015	15,444,000	666,000	138,223	16,152,184	16,956,407	2,040,380	34,440,787	30,076,680	65,517,467
Appropriation of the previous year's profit (loss)			120,745	1,919,634	2,040,380	(2,040,380)	-	-	-
Dividends paid				(926,640)	(926,640)		(926,640)		(926,640)
Other movements				(622,905)	(622,905)		(622,905)	1,826,307	1,203,402
Other movements			120,745	370,089	490,835	(2,040,380)	(1,549,545)	1,826,307	276,762
Profit of the period						(2,883,328)	(2,883,328)	277,484	(2,605,844)
Other comprehensive						(575,743)	(575,743)	(701,983)	(1,277,726)
Total profit for the period						(3,459,071)	(3,459,071)	(424,499)	(3,883,570)
Value as at December 31, 2016	15,444,000	666,000	258,969	16,522,274	17,447,242	(3,459,071)	29,432,171	31,478,489	60,910,660

Description (in Euro)	Corporation Stock	Reserves			Total reserves	Profit of the period	Total shareholders' equity Group	Equity attributable to non- controlling interests	Total equity
		Extra- Charge Reserves	Legal reserves	Other Reserves					
As at December 31, 2016	15.444.000	666.000	258.969	17.199.553	18.124.521	(4.851.015)	28.717.506	32.830.058	61.547.563
Appropriation of the previous year's profit (loss)				(4.851.015)	(4.851.015)	4.851.015	-	-	-
Capital Increase	1.700.000			(57.500)	(57.500)		1.642.500		1.642.500
Other entries				(449.226)	(449.226)		(449.226)	3.012.038	2.562.812
Other movements	1.700.000			(5.357.741)	(5.357.741)	4.851.015	1.193.274	3.012.038	4.205.312
Result of the period						(17.713.457)	(17.713.457)	(23.087.138)	(40.800.594)
Other comprehensive				446.324	446.324		446.324	544.186	990.510
Total profit for the period				446.324	446.324	(17.713.457)	(17.267.133)	(22.542.952)	(39.810.085)
Value as at December 31, 2017	17.144.000	666.000	258.969	12.288.135	13.213.104	(17.713.457)	12.643.647	13.299.144	25.942.791

CONSOLIDATED STATEMENT OF CASH FLOWS

(in Euro)	As at 31 December,	
	2017	2016
Pre-tax profit	(43,596,995)	(3,687,961)
Amortisation/depreciation	8,474,154	6,176,121
Write-downs of fixed assets and receivables	31,088,014	8,730,949
Allocations to the employee benefits fund	(2,701,576)	(7,867,884)
Result of joint ventures accounted for at equity and reversal of margin		376,406
Gains/Revaluations	221,345	(1,174,059)
Change in inventories	(1,315,641)	9,794,608
Change in trade receivables	845,477	25,095,320
Change in other assets	616,552	963,306
Change in trade payables	512,262	(26,644,834)
Change in other liabilities	6,655,410	(11,598,867)
Payment of employee benefits	(280,892)	(136,229)
Net cash flow (used in)/generated by operating activities	518,110	26,877
Investments in tangible fixed assets	(873,350)	(2,888,790)
Disposals of tangible fixed assets		
Investments in intangible fixed assets	(3,320,097)	(268,032)
Disposals of intangible fixed assets		
Acquisitions/(Disposals)		1,022,908
Income from equity investments/(Equity investments)	488,607	(555,036)
Change in receivables and other financial assets	3,272,908	1,420,066
Disposals of AFS		
Net cash flow (used in)/generated by investing activities	(431,932)	(1,268,884)
Change in payables and other financial assets	(13,618,815)	3,801,019
Change in non-current financial payables	6,181,178	(1,658,171)
Other changes in shareholders' equity	1,622,704	(1,299,170)
Share capital increase		
Dividends paid		(926,640)
Net cash flow (used in)/generated by financing activities	(5,814,933)	(82,963)
Comprehensive cash flow for the period	(5,728,755)	(1,324,970)
Cash and cash equivalents at the beginning of the period	11,190,383	12,515,353
Cash and cash equivalents at the end of the period	5,461,627	11,190,383

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT

GENERAL INFORMATION

Italeaf S.p.A ("Italeaf", "Company" o "Group Leader") is a limited company domiciliated in Narni (Italia), Strada dello Stabilimento, 1.

Italeaf SpA, established in December 2010, is a holding company and a business accelerator for companies and startups in the areas of innovation and cleantech. Italeaf operates as a company builder, promoting the creation and development of industrial startups in the fields of cleantech, smart energy and technological innovation. Italeaf has headquarters and plants in Italy at Nera Montoro (Narni), Terni, Milano and Lecce; has international offices in London and Hong Kong and a research and development centre in the Hong Kong Science and Technology Park. The company controls TerniEnergia, listed on the STAR segment of the Italian Stock Exchange and active in the fields of renewable energy, energy efficiency and waste management, WiSave in the "internet of things" field, for the development and production of thermostats and smart technologies for the remote control of electrical and heating items of buildings managed through a cloud infrastructure, and Skyrobotic, in the business development and manufacture of civil and commercial drones in mini and micro classes for the professional market, Numanova, operating in the field of innovative metallurgy and additive manufacturing and Italeaf RE, a real estate company.

From September 4 2014, Italeaf is listed on NASDAQ OMX First North in Stockholm.

FORM, CONTENT AND ACCOUNTING POLICIES ADOPTED

These consolidated financial statements have been prepared on a premise of Italeaf continuing as a going concern, with the directors having verified the absence of any financial or business indicators, or indicators of other kind, that might suggest that the Group might face difficulty in meeting its obligations in the foreseeable future and, in particular, in the next 12 months.

The consolidated financial statements of the Italeaf Group at December 31, 2016 have been prepared in accordance with the requirements of the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB), as published in the Official Journal of the European Union (O.J.E.U.).

Please note that the international accounting principles applied are consistent with those used for the Consolidated Financial Statements at December 31, 2016.

These consolidated financial statements are expressed in euros which is the functional currency based on the primary economic environment in which the Group companies operate. Unless otherwise indicated, all data presented in the notes to the financial statements are in euros.

The Group has elected to present the income statement according to the nature of the accounts, while the assets and liabilities in the balance sheet are classified as current or non-current. The cash flow statement has been prepared using the indirect method.

The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the related disclosures. The estimates and related assumptions are based on historical experience and other factors considered reasonable in the context of the applicable financial reporting framework, and have been used when the carrying amount of assets and liabilities cannot be readily determined from other sources. The actual results could differ from those expressed or implied by the estimates and assumptions used. The estimates and underlying assumptions are reviewed periodically and the effects of any changes affecting the current period are reflected in the income statement. In the event that the revision affects both current and future periods, the change is recognized in the period in which the revision is made and in future years.

The actual results may differ, even materially, from the estimates as a result of possible changes in the factors considered in determining the estimates.

These consolidated financial statements were approved by the Company's board of directors on April 27, 2018.

RECENTLY ISSUED ACCOUNTING STANDARDS

At the date of preparation of this report, the European Commission has endorsed certain standards and interpretations that are not compulsory which will be applied by the Group in the following financial periods.

Two new accounting principles applicable on or before January 1, 2018 were published in 2016:

- IFRS 15 “Revenues from contracts with customers”: the purpose of IFRS 15 is to improve revenues recognition methods by introducing a new accounting model that calls for: (i) identifying a contract with a customer; ii) identifying the obligations entailed by the contract; (iii) determining the transaction price; (iv) allocating the transaction price to the individual contractual obligations; (v) recognizing the revenues when each individual contractual obligation is satisfied. The adoption of this principle could modify the revenue amount; its potential impact is currently being determined.
- IFRS 9 “Financial instruments”, for which first-time adoption modalities are still being defined. The new IFRS 9 standard calls for a single model to classify and measure financial instruments. Within the model, financial assets are classified into three categories (amortized cost, fair value in “Reserve for other components of comprehensive income” and fair value in the income statement) depending on the entity’s business model (because of this dependency link, reclassifications between categories are forbidden, except when the business model itself is changed). A new model to determine the writedowns on receivables and liabilities so-called expected losses has been introduced and the default risk associated with the counterparty is evaluated ex-ante. With regard to equity investments, the exemption from the requirement to apply fair value to measure investments that are not publicly traded has been eliminated. Hedge accounting rules have also been changed.

SIGNIFICANT ASSUMPTIONS IN DETERMINING CONTROL IN ACCORDANCE WITH IFRS 10

IFRS 10 provides a new definition of control: an entity controls an investee when it is exposed, or has rights, to the investee's returns from the entity's involvement and has the ability to affect those returns through its power over the investee. With regard to this principle it is worth noting that the Italeaf Group fully consolidates the TerniEnergia Group, even though it does not hold the majority interest; more specifically, Italeaf holds 42.19% of the share capital of TerniEnergia (45.44% of the voting rights), but it has concurrently the power to direct the investee company’s relevant decisions, it is exposed to the investee's future performance and it can use its power to influence the investee's performance.

SCOPE OF CONSOLIDATION

The consolidated financial statements of Italeaf Group at December 31, 2017 include the financial statements of the parent company, Italeaf S.p.A., and the financial statements of all the companies, which the parent directly or indirectly controls.

The following table lists the entities included in the consolidation, and the respective percentage held directly or indirectly by the Group at December 31, 2017:

LIST OF COMPANIES CONSOLIDATED ON A LINE-BY-LINE BASIS:

Company	Location	% of Held by the Group	
		Direct	Indirect
Skyrobotic S.p.A.	Narni - Via dello Stabilimento, 1	68,61%	
Numanova S.p.A.	Narni - Via dello Stabilimento, 1	85,58%	
Italeaf UK L.t.d.	1, Cornhill EC3V 3ND - London	100%	
Italeaf HK L.t.d.	Unit 905-6, 9th Floor, Fook Yip Building - 53-57 Kwai Fung Crescent, Kwai Chung - N.T. Hong Kong S.A.R. - Hong Kong	100%	
TerniEnergia S.p.A.	Narni - Via dello Stabilimento, 1	42.19%	

List of Ternienergia subsidiaries

Greenled Industry S.p.A.	Narni - Via dello Stabilimento, 1	100%
Newcoenergy S.r.l.	Nardò - Via Don Milani, 4	100%
Capital Solar S.r.l.	Nardò - Via Don Milani, 4	100%
Rinnova S.r.l.	Nardò - Via Don Milani, 4	100%
Soc. Agric. Fotosolara Cheremule S.r.l.	Narni - Via dello Stabilimento, 1	100%
Soc. Agricola Fotosolara Ittireddu S.r.l.	Narni - Via dello Stabilimento, 1	100%
T.e.c.i. Costruzioni & Ingegneria S.r.l.	Gioia del Colle - Via Giosuè Carducci, 122	100%
Meet Green Italia S.r.l.	Nardò - Via Don Milani, 4	100%
LyteEnergy S.r.l.	Narni - Via dello Stabilimento, 1	70%
Soc. Agricola Padria S.r.l.	Narni - Via dello Stabilimento, 1	100%
TerniEnergia Hellas M.EPE.	Athens - 52, Akadimiasstreet	100%
TerniEnergia Polska Zoo	Warsaw - Sw. Krolewska 16, 00-103	100%
Tevasa L.t.d.	Cape Town, 1 Waterhouse Place, Century City, 7441	100%
Alchimia Energy 3 S.r.l.	Narni - Via dello Stabilimento, 1	100%
TerniEnergia Romania Srl	Str. Popa Petre 5 - Bucharest	100%
TerniEnergia Solar South Africa Ltd.	Woodstok, De Boulevard Searle Street	80%
TerniEnergia Project Ltd.	Woodstok, De Boulevard Searle Street	80%
GreenAsm S.r.l.	Narni - Via dello Stabilimento, 1	50%
SolarEnergy S.r.l.	Narni - Via dello Stabilimento, 1	100%
Val di Taro Tyre Srl	Narni - Via dello Stabilimento, 1	100%
Selesoft Consulting S.r.l.	Genova - Via De Marini 1	100%
Softeco Sismat S.r.l.	Genova - Via De Marini 1	100%
Wisave S.r.l.	Narni - Strada dello Stabilimento, 1	88.22%
TerniEnergia Moçambique Limitada	Rua Orlando Francisco Magumbwe, n.º 32, cidade de Maputo	100%

Companies exit from to the scope of consolidation in 2017

IGreen Patrol S.r.l.	Narni - Via dello Stabilimento, 1	100%
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(*) TerniEnergia Gas&Power SpA was merged in TerniEnergia

LIST OF COMPANIES CONSOLIDATED USING THE EQUITY METHOD:

Company Name	Registered office	% owned by the Group	
		Direct	Direct
List of TerniEnergia JVs			
Purify S.r.l.	Narni - Via dello Stabilimento, 1		50%
Energia Alternativa S.r.l.	Narni - Via dello Stabilimento, 1		50%
Solter S.r.l.	Narni - Via dello Stabilimento, 1		50%
Girasole S.r.l.	Narni - Via dello Stabilimento, 1		50%
Guglionesi S.r.l.	Narni - Via dello Stabilimento, 1		50%
Opera Power Srl	Narni - Via dello Stabilimento, 1		50%
Investimenti Infrastrutture S.r.l.	Nardò - Via Don Milani, 4		50%
Rebis power Srl	Narni - Via dello Stabilimento, 1		50%
Soc. Agric. Fotosolara Bonannaro S.r.l.	Narni - Via dello Stabilimento, 1		50%
Soc. Agricola Fotosolara Oristano S.r.l.	Narni - Via dello Stabilimento, 1		50%
Infocaciucci S.r.l.	Narni - Via dello Stabilimento, 1		50%
Ant Energy Srl	Roma - Via Clitunno, 51		50%
Vitruviano Lab Srl	Narni - Via dello Stabilimento, 1		99%

For companies with financial years that do not coincide with the calendar year, the financial statements used were annual financial statements that match the Group's financial year, approved by the respective Boards of Directors. The subsidiaries are consolidated line by line; the assets and liabilities, revenues and expenses of the consolidated companies are recognized in the consolidated financial statements at their full value. The carrying amount of equity investments is eliminated by offsetting it against the underlying interest in the respective shareholders' equity, and the individual assets and liabilities and contingent liabilities are measured at their fair value at the date when control of the investee company was established. Any residual value, if positive, is recognized as a non-current asset and posted to "Goodwill". If control is acquired in multiple steps, the entire interest held must be remeasured at fair value; transactions executed with minority shareholders subsequent to the acquisition of control, if control is maintained, are recognized in equity; the acquisition costs incurred are immediately recognized in profit or loss, as is any changes in contingent consideration.

The shareholders' equity and profit or loss amounts attributable to minority shareholders are shown separately in the balance sheet, income statement and comprehensive income statement, respectively.

Payables and receivables, expenses and revenues that arise from transactions between companies included in the scope of consolidation are eliminated. Gains resulting from transactions between the abovementioned companies and reflected in items still included in the shareholders' equity attributable to Parent Company shareholders are eliminated. Investee companies cease to be consolidated from the date when control is transferred to a third party; the sale of an equity interest that causes loss of control results in the recognition in the income statement of (i) any gain or loss determined as the difference between the proceeds from the sale and the corresponding pro rata interest in the shareholders' equity of the investee sold to a third party; (ii) any result attributable to the divested company carried among the other components of comprehensive income that can be reclassified into profit or loss; and (iii) the result from the adjustment to fair value, measured on the date of the loss of control, of any minority interest retained by Italeaf.

Companies managed through contractual agreements, pursuant to which two or more parties who share control through unanimous consent have the power to direct relevant decisions and govern exposure to future variable returns, that qualify as joint operations are recognized by the proportional method directly in the separate financial statements of the entities that are parties to the agreements. In addition to recognizing the attributable share of assets and liabilities, expenses and revenues, the corresponding obligations must also be evaluated. Other interests in joint ventures and affiliated companies over which a significant influence can be exercised, but which do not qualify as joint operations, are valued by the equity method, pursuant to which the carrying amount of the equity investments must be adjusted to take into account the investor company's pro rata interest in the profit or loss for the year of the investee company and any dividends it may have distributed.

COMMENTS ON THE MAIN BALANCE SHEET ASSET ITEMS

NON CURRENT ASSETS

1. INTANGIBLE ASSETS

The table below reports the analysis of changes relating to intangible assets as at December 31 2017, as at December 31 2016:

(in Euro)	December 31, 2017	December 31, 2016	Change	Change %
Software	13,631,405	15,309,389	(1,677,984)	(11.0)%
Goodwill	2,985,912	3,297,989	(312,077)	(9.5)%
Patents	547,663	328,274	219,389	66.8%
Building lease	317,324	317,324		0.0%
Customer Relationship	7,830,179	8,008,386	(178,207)	(2.2)%
Others	10,175,858	8,635,317	1,540,541	17.8%
Total	35,488,340	35,896,679	(408,339)	(1.1)%

The category “Software” and “Customer Relationship” refers mainly to the effects of the PPA, respectively, Euro 13 thousand and Euro 7.8 thousand, which affected companies Softeco Sismat and Selesoft Consulting during the last quarter of 2016.

Intangible assets also include the goodwill in the amount of Euro 2,335,000, booked to the TerniEnergia financial statements, and mainly referring to the acquisition of control of Lucos Alternatives Energies S.p.A., a company active in the field of energy efficiency merged in TerniEnergia during 2015. The goodwill was booked on the basis of the synergies expected from the integration of TerniEnergia's and Lucos' activities. Since the asset has an indefinite useful life, it is not subject to amortization, but it is tested at least annually for impairment. At September 30, 2017, there were no indicators to suggest impairment of goodwill.

2. TANGIBLE FIXED ASSETS

The table below reports the analysis of changes of “Net values” relating to tangible assets as at December 31, 2017, as at December 31, 2016:

(in Euro)	December 31, 2017	December 31, 2016	Change	Change %
Land and buildings	21,208,084	22,423,123	(1,215,039)	(5.4)%
Plant and machinery	58,253,632	63,854,386	(5,600,754)	(8.8)%
Industrial equipment	146,849	81,165	65,684	80.9%
Other assets	75,425	139,286	(63,861)	(45.8)%
Construction in progress	3,191,382	16,640,872	(13,449,490)	(80.8)%
Total	82,875,372	103,138,832	(20,263,460)	(19.6)%

Land and buildings mainly refer to the value of the industrial site in Nera Montoro (with an area of 24 hectares) and incubator in Maratta, both owned by Italeaf S.p.A..

Investments in land and buildings also include the value of properties owned by the TerniEnergia Group, which consist of two industrial buildings at the Nera Montoro plant, as well as the value of land for the construction of a composting plant in the Province of Lecce.

Plant and machinery as at December 31, 2017 includes the value of photovoltaic plants with a total capacity of 13.2 MW, as well as the value of the end-of-life tyres plants, a biodigester plant and water treatment plants, all of which are located at the Nera Montoro industrial site.

Management has decided to perform an impairment test on all the Group's industrial assets, as it has identified the presence of external indicators of possible losses in value, such as, for example, the company's market capitalisation, which is lower than the Group's shareholders' equity. In addition, the Company has embarked on a process of restructuring and industrial turnaround that involves the sale of all industrial facilities belonging to the ASSET SBU (the Strategic Business Unit that includes the management of all photovoltaic and environmental systems) and the focus on new areas of reference of the subsidiary Softeco Sismat Srl. In view of the above, and with a view to achieving the value of the industrial plants owned or held by the Group through sale, the Company's Management has decided to appoint an independent expert to assess them. The appraisal values were then compared with the book values recorded in the consolidated financial statements, in order to identify any write-downs to be recorded in the financial statements.

3. EQUITY INVESTMENTS

The following table shows the balances of investments in joint ventures and investments carried with the equity method as at December 31, 2017 and December 31, 2016, along with the related changes:

(in Euro)	December 31, 2017	December 31, 2016	Change	Change %
Investments in JV	6,162,430	4,205,642	1,956,787	46.5%
Investments in Equity	(32,178)	165,447	(197,625)	(119.4)%
Total	6,130,251	4,371,089	1,759,162	40.2%

The increase in the value of equity investments in Joint Venture is primarily attributable to the company Purify Srl, a holder of industrial waste water purification plants and groundwater reclamation, previously controlled 100% by TerniEnergia, and 50% of which was sold on June 30, 2017 to the company ATP Srl.

The other joint ventures refer to investments in non-controlled companies, and mostly to equity investments in joint ventures held by TerniEnergia and active in the solar energy production.

4. DEFERRED TAX ASSETS

The following table provides details of the account balance as at December 31, 2017 and December 31, 2016, respectively, and the related changes:

(in Euro)	December 31, 2017	December 31, 2016	Change	Change %
Deferred tax assets	22,088,173	15,771,342	6,316,831	40.1%
Total	22,088,173	15,771,342	6,316,831	40.1%

The deferred tax assets relates primarily to the Company TerniEnergia and TERNI Solarenergy. The change in the reporting period is mainly due to deferred taxes accrued on tax losses for the period. The tax losses on which deferred tax assets were recorded were measured in full recoverable in the light of the Group's prospects and its new plan.

5. NON CURRENT FINANCIAL RECEIVABLES

The following table provides details of the account balance as at September 30, 2017 and December 31, 2016, respectively, and the related changes:

(in Euro)	December 31, 2017	December 31, 2016	Change	Change %
Terni SolarEnergy S.r.l.	194,914		194,914	n.a.
Solter S.r.l.		1,045,909	(1,045,909)	(100.0)%
Infocaciucci S.r.l.	361,029	574,304	(213,274)	(37.1)%
Purfy S.r.l.	177,312		177,312	n.a.
Soltarenti S.r.l.		493,775	(493,775)	(100.0)%
Energia Alternativa S.r.l.		7,403,521	(7,403,521)	(100.0)%
Soc. Agricola Fotosolara Bonnanaro S.r.l.	379,127	642,852	(263,725)	(41.0)%
Girasole S.r.l.		418,695	(418,695)	(100.0)%
Soc. Agricola Fotosolara Oristano S.r.l.	390,419	615,045	(224,626)	(36.5)%
Guglionesi S.r.l.		174,216	(174,216)	(100.0)%
Financial asset	4,258,769	7,994,875	(3,736,105)	(46.7)%
Security deposits	685,595	769,632	(84,037)	(10.9)%
Other receivables Financial	55,122		55,122	n.a.
				n.a.
Total	6,502,286	20,132,824	(13,630,539)	(67.7)%

The balance of non-current financial receivables mainly consists of amounts due from the TerniEnergia's joint ventures.

The financial assets in the amount of Euro 4.3 million refer to loans receivable (application of IFRIC 12 and IFRIC 4) in relation to contracts for energy efficiency and interest-bearing loans granted to the joint ventures that are renewed automatically from year to year unless cancelled.

The security deposits refer to amounts deposited by the company owning photovoltaic systems, which are used to guarantee the lease contracts for the financing of the systems.

At December 31, 2017, a portion of the financial receivables due from a joint venture was classified among current assets, in consideration of the due date for payment, the liquidity in the joint venture and financial covenants. The financial assets referring to energy efficiency represent the fair value of the expected cash flows from energy efficiency activities carried out under contract with respect to a number of municipalities and industrial plants. The contracts provide for improving energy efficiency of public lighting systems, and the activities consist of planning, designing and maintaining equipment and services aimed at efficiency.

CURRENT ASSETS

6. INVENTORIES

The following table provides details of the account balance as at December 31, 2017 and December 31, 2016, respectively, and the related changes:

(in Euro)	December 31, 2017	December 31, 2016	Change	Change %
Raw materials	2,794,923	3,082,564	(287,641)	(9.3)%
Semifinished				n.a.
Finished Products	873,098	1,020,669	(147,572)	(14.5)%
Products in process	10,273,696	16,536,896	(6,263,200)	(37.9)%
Total	13,941,717	20,640,130	(6,698,414)	(32.5)%

The value of inventories at December 31, 2017 is almost entirely attributable to the subsidiary TerniEnergia. The decrease compared with the previous year in the amount of Raw materials is mainly due to the inventory of the subsidiary TerniEnergia Project and relating to the work in progress in South Africa.

On December 31, 2017 products in process mainly include the costs incurred for the design, development and construction of several power plants currently still in progress.

The finished products on December 31, 2017 are mainly relate to the raw material derived secondly from the recovery of used tyres. Work in progress decreased by 873 thousand euros mainly due to some write-downs for a total of Euro 5 million, of which approximately 4 million refers to some development and design costs incurred for projects in South Africa for which they have fallen assumptions of recoverability, also due to the suspension of EPC activities determined under the management of the previous CEO. The remaining portion of the write-down, equal to approximately Euro 1 million, refers to some energy efficiency projects whose value has been prudently devalued.

The item raw material is referred mainly to various materials (structural and electrical) used for the construction of photovoltaic systems. The products in process are increased due to the activities of the two subsidiaries Softeco Sismat and Selesoft Consulting and for the design costs, in particular related to the Technical Service, relating to initiatives abroad and in particular to the preliminary design of the activities in Tunisia, and Energy Saving.

As regards the change compared to the previous year, it should be noted that the Company made significant write-downs on work in progress related to the EPC activity of TerniEnergia for the following reasons. More specifically, the particularly significant amount of these write-downs is due to a substantial interruption, starting from June, of the main activity of TerniEnergia, constituted by the EPC in the photovoltaic sector. This substantial interruption was the result of an independent decision by the previous Chief Executive Officer, who intended to completely and immediately divest the core business of the Company, without putting in place any transitional measures. In recent years TerniEnergia had developed numerous projects and participated in selective procedures in this area, in different parts of the world and especially in South Africa where the presence was stable and significant for a long time in the offices of Johannesburg and Cape Town. The simultaneous decision to close the Johannesburg operational site has indeed led to a sudden and sharp discontinuity in development and EPC activities in South Africa. This discontinuity led to a sudden worsening of the financial situation and made it impossible to resume activities in the EPC sector even after the change in management, generating the first defaults on the banking system from October 2017. This aspect represents the main reason that has induced the management to prudently record these important write-downs relating to initiatives for which there is currently no reasonable likelihood of implementation. Moreover, due to the current financial situation of the Group, the Management has decided to accelerate the process of industrial "turn around", which will lead to a strategic repositioning of TerniEnergia with a greater focus in the field of digital energy and in the field of competence of the companies Softeco and Selesoft. For this reason, the new Plan also provides for the divestment of the "on site engineering" business line (i.e. the traditional EPC activity). In this context, the Management has considered it appropriate to write down all the projects developed in the past relating to the EPC. These write-downs amount to a total of approximately Euro 8 million at 31 December 2017.

7. TRADE RECEIVABLES

The following table provides details of the account balance as at September 30, 2017 and December 31, 2016, respectively, and the related change:

(in Euro)	December 31, 2017	December 31, 2016	Change	Change %
Resceivables from customers	39,409,029	33,537,990	5,871,039	17.5%
Resceivables from joint venture	1,337,934	1,016,555	321,380	31.6%
Resceivables from affiliated companies	32,044	39,730	(7,686)	(19.3)%
Provision for doubtful	(4,813,008)	(1,426,915)	(3,386,093)	n.a
Total	35,965,999	33,167,360	2,798,639	8.4%

Trade receivables amounted to Euro 35,965 thousand as at December 31, 2017, with most of the balance due from customers.

The amount of trade receivables is adjusted by a provision for doubtful debts of Euro 1,426 thousand to cover the risk of default of certain receivables arising in previous years.

8. OTHER CURRENT ASSETS

The following table provides details of the account balance as at December 31, 2017 and December 31, 2016, respectively, and the related change:

(in Euro)	December 31, 2017	December 31, 2016	Change	Change %
VAT Credit	2,205,463	2,234,997	(29,534)	(1.3)%
Advances to suppliers	1,337,861	675,987	661,874	97.9%
Prepayments	2,391,384	2,443,103	(51,719)	(2.1)%
Other credits	10,574,588	22,258,686	(11,684,098)	(52.5)%
Total	16,509,296	27,612,774	(11,103,478)	(40.2)%

Other credits mainly refer to the amount accrued for the sale of 50% shares of Solter and EnergiaAlternativa (Euro 7.47 million), and 45% of the company, Soltarenti S.r.l. (Euro 2.253 million); these receivables are to be settled in 2017. The item includes a credit of approximately Euro 3.3 million accrued following the application of the so-called "Tremonti Environmental" of certain Group companies (mainly Terni Solar Energy). It also adds the contribution from Softeco Sismat of Euro 3,365,000 related to the research fund represented from collection of contributions waiting for redistribution to the Partners, in respect of which is therefore present in the passive corresponding debt.

9. FINANCIAL RECEIVABLES

The following table provides details of the account balance as at December 31, 2017 and December 31, 2016, respectively, and the related change:

(in Euro)	December 31, 2017	December 31, 2016	Change	Change %
Financial receivables from joint venture	743,523	3,768,381	(3,024,857)	(80.3)%
Financial receivables from MPS		1,000,000	(1,000,000)	(100.0)%
Financial receivables from others	360,518	1,244,771	(884,253)	(71.0)%
Total	1,104,041	6,013,152	(4,909,110)	(81.6)%

Other financial receivables mainly refer to the value of receivables from Joint Venture held by the subsidiary, TerniEnergia, which are to be converted into cash in the short term. The increase in the item "Financial receivables from others" is mainly due to the reclassification from non-current assets of certain financial assets related to energy efficiency contracts whose collection is expected over the next 12 months.

10. CASH AND CASH EQUIVALENTS

The following table provides details of the account balance as at December 31, 2017 and December 31, 2016, respectively, and the related change:

(in Euro)	December 31, 2017	December 31, 2016	Change	Change %
Bank accounts	5,422,192	11,129,999	(5,707,807)	(51.3)%
Cash	39,435	60,384	(20,949)	(34.7)%

Total	5,461,627	11,190,383	(5,728,756)	(51.2)%
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Reference should be made to the Statement of Cash Flows for details of the change in the balance year on year.

11. ASSET FOR SALE

<i>(in Euro)</i>	December 31, 2017	December 31, 2016	Change	Change %
Asset for Sale	22,243,024		22,243,024	n.a.
Total Asset for Sale	22,243,024	0	22,243,024	n.a.

On October 24, 2017, the Group publicly announced the decision of the Board of Directors to immediately implement a series of actions aimed at strengthening the economic and financial situation of the company and ensuring the optimization of the resources available in the delicate phase of change. Among these actions were also included:

- the disposal of non-strategic assets, mainly linked to the core business of the recent past. These are, in particular, the non-controlling investments in photovoltaic plants with an overall capacity of approximately 30 MWp;
- total or partial sale of Newcoenergy S.r.l., which owns the biodigestion plant under construction in Calimera (LE), for the processing of FORSU for the production of biomethane.

The sale of this asset is expected within one year from the balance sheet date. For this reason, Management decided to classify the following assets as held for sale as at 31 December 2017:

- Energia Alternativa Srl: company owning 12 photovoltaic plants with a capacity of 13.8 MWp; at December 31, 2017, the company was 50% owned by TerniEnergia and 50% owned by another shareholder.
- Solter Srl: company owning 4 photovoltaic plants with a capacity of 3.6 MWp; at December 31, 2017, the company was 50% owned by TerniEnergia and 50% owned by another shareholder.
- Guglionesi: company owning 2 photovoltaic plants with a power of 1 MWp; at December 31, 2017, the company was 50% owned by TerniEnergia and 50% owned by another shareholder.
- Girasole: company owning 3 photovoltaic plants with a power of 2.8 MWp; at December 31, 2017, the company was 50% owned by TerniEnergia and 50% owned by another shareholder.
- Soltarenti: company owning 4 photovoltaic plants with a capacity of 3.3 MWp; at December 31, 2017, the company was 5% owned by TerniEnergia, 45% owned and 50% owned by two other partners.
- Calimera plant: plant under construction for the treatment of FORSU in the municipality of Calimera (LE); the plant is held by the company Newcoenergy Srl, a wholly owned subsidiary of TerniEnergia.

COMMENTS ON THE PRINCIPAL LIABILITIES

11. EQUITY

As at December 31, 2017, the subscribed and paid share capital amounted to Euro 17,144,000 divided into 17,144,000 ordinary shares.

For information on the capital increase carried out in the first half of 2017, please refer to the section "Main events of the first nine months of 2017".

As at December 31, 2017, other reserves incorporate the decrease of the cash-flow hedge, which had a negative balance Euro 4,033,000. The reserve mainly reflects the negative fair value, offset by related tax effects, of derivatives booked by joint ventures and subsidiaries to hedge exposure to variability in cash flows, related to the fluctuation of interest rates on certain medium-/long-term loans. The derivative contracts meet the criteria set out by IFRS to classify for hedge accounting, and therefore the changes in the fair value of the derivatives are booked to a specific equity reserve (cash-flow hedge reserve) with regard to the effective portions of the derivatives.

The equity of minority interests refers mainly to the capital and reserves accruing to the minority shareholders of the Group, the TerniEnergia Group, Skyrobotic SpA and Numanova SpA.

As at December 31, 2017, the Company did not own any treasury shares.

12. PROVISION FOR RISKS AND CHARGES

The following table provides details of the account balance as at December 31, 2017 and December 31, 2016, respectively, and the related change:

<i>(in Euro)</i>	December 31, 2017	December 31, 2016	Change	Change %
Provision for risks and charges	2.949.730	193.086	2.756.644	n.a.
Total	2.949.730	193.086	2.756.644	n.a.

The change in the provision for risks and charges is attributable to the following provisions:

- for Euro 1,069 thousand, to a provision relating to the subsidiary Terni Energia Project for a tax risk for taxes payable on Italian personnel seconded to South Africa during the construction of some large photovoltaic plants;
- € 830 thousand for the provision for the dispute with the Agricola Monticelli company;
- for € 500 thousand, to litigation concluded with a settlement agreement with Milis Energy;
- € 300 thousand for a dispute with a former employee;

13. EMPLOYEE BENEFITS

The following table provides details of the account balance as at September 30, 2017 and December 31, 2016, respectively, and the related change:

<i>(in Euro)</i>	December 31, 2017	December 31, 2016	Change	Change %
Provision for employee benefits	6,311,594	6,649,733	(338,137)	(5.1)%
Total	6,311,594	6,649,733	(338,137)	(5.1)%

14. DEFERRED TAXATION

The following table provides details of the account balance as at December 31, 2017 and December 31, 2016, respectively, and the related change:

(in Euro)	December 31, 2017	December 31, 2016	Change	Change %
Deferred tax provision	13,758,280	16,044,987	(2,286,706)	(14.3)%
Total	13,758,280	16,044,987	(2,286,706)	(14.3)%

The balance of deferred tax liabilities referable to the TerniEnergia Group mainly relates to the recognition of deferred tax liabilities when certain subsidiaries initially adopted International Financial Reporting Standards (IFRS).

The residual of the balance mainly refers to parent company Italeaf S.p.A., and it reflects the recognition of deferred tax liabilities on revaluation of real estate (Nera Montoro plant) at the time of the Company's incorporation.

Lastly, an amount of about Euro 6.6 million is relating to the recognition of deferred taxes as part of the PPA on the acquired companies Softeco Sismat and Selesoft Consulting.

15. FINANCIAL NON CURRENT LIABILITIES

The following table provides details of the account balance as at December 31, 2017 and December 31, 2016, respectively, and the related change:

(in Euro)	December 31, 2017	December 31, 2016	Change	Change %
Debts. due to financial leasing	11,265,754	22,656,314	(11,390,561)	(50.3)%
Other financial liabilities	2,034,678	1,749,947	284,731	16.3%
Non-current borrowings	20,895,505	36,039,952	(15,144,447)	(42.0)%
Debt. Issue		24,577,075	(24,577,075)	(100.0)%
Total	34,195,937	85,023,288	(50,827,350)	(59.8)%

Payables for financial leases mainly relate to debts incurred to finance the plant properties of TerniEnergia Group. In particular, it comes to debt "non-recourse" relative to photovoltaic plants. The debt for lease also refers to the organic treatment plant (Organic Fraction Municipal Solid Waste) in Nera Montoro, as well as the End of Life Tyres plant in Nera Montoro. These loans do not include covenants and restrictions to the distribution of profits generated.

The item "Non-current borrowings" mainly includes the noncurrent portion of loans related to TerniEnergia Group's photovoltaic plants. The residual of the balance relates to corporate loans granted to TerniEnergia, made up mainly by the non-current portion of an unsecured loan of Euro 10 million for a period of 60 months, repayable in 20 quarterly installments and an unsecured loan of Euro 5 million duration of 60 months, repayable in one installment at maturity, both provided by Veneto Banca at the end of 2013.

The "Bond", refers to the bond issue by the TerniEnergia in February 2014. The bond issue, called "TernEnergia 2019," five-year fixed rate equal to the gross 6.875% annual coupon, and is negotiated at ExtraMOT PRO, the professional segment of the bond market, managed by the Italian Stock Exchange. The debt is shown net of issuance costs.

The financial covenants are all respected on 31 December 2017.

16. OTHER NON-CURRENT LIABILITIES

The following table provides details of the account balance as at December 31, 2017 and December 31, 2016, respectively, and the related change:

(in Euro)	December 31, 2017	December 31, 2016	Change	Change %
Other non-current liabilities		50,000	(50,000)	(100.0)%
Deferred Margins	46,741	58,616	(11,875)	(20.3)%
Total	46,741	108,616	(61,875)	(57.0)%

Other non-current liabilities reflect the long-term portion of deferred margins that were booked upon the elimination of investments in joint ventures in order to recognize the additional reduction generated from the equity method.

17. DERIVATIVES

The following table provides details of the account balance as at December 31, 2017 and December 31, 2016, respectively, and the related change:

(in Euro)	December 31, 2017	December 31, 2016	Change	Change %
Hedging Derivatives	2,349,693	3,027,447	(677,753)	(22.4)%
Total	2,349,693	3,027,447	(677,753)	(22.4)%

On December 31, 2017 the Group does not hold any derivative instruments listed. The fair value of not listed derivatives is measured by reference to financial valuation techniques: in particular, is calculated by discounting future cash flows according to the parameters of the market.

The item "Hedging derivatives", amounting to Euro 2,349 thousand, mainly refers to several derivative agreements IRS (Interest Rate Swap) to cover any fluctuations in interest rates on long-term contract for the financing of equipment property. These derivative contracts primarily relate to funding of the company Energia Alternativa Srl and TERNI SolarEnergy SRL, Solter S.r.l (TerniEnergia's subsidiaries).

18. TRADE PAYABLES

The following table provides details of the account balance as at December 31, 2017 and December 31, 2016, respectively, and the related change:

(in Euro)	December 31, 2017	December 31, 2016	Change	Change %
Due to suppliers	53,600,421	46,726,497	6,873,923	12.8%
Due to affiliated companies	234,432	229,432	5,000	2.1%
Due to Joint venture	413,055	440,701	(27,646)	(6.7)%
Total	54,247,907	47,396,630	6,851,277	12.6%

Trade payables amounted to Euro 54,247 thousand as at December 31, 2017 are referred to the supply of materials as well as the acquisition of goods and services. The increase is mainly due to debtors towards suppliers for gas trading activities.

19. DEBT AND OTHER FINANCIAL LIABILITIES

The following table provides details of the account balance as at December 31, 2017 and December 31, 2016, respectively, and the related change:

(in Euro)	December 31, 2017	December 31, 2016	Change	Change %
Current bank debt (current account overdraft)	36,539,829	25,715,175	10,824,654	42.1%
Loans	5,544,059	10,395,373	(4,851,314)	(46.7)%
Leasing	12,217,607	2,525,268	9,692,340	n.a.
Other financial liabilities	30,759,671	3,089,796	27,669,874	n.a.
Total	87,350,247	43,269,062	44,081,186	101.9%

Current financial liabilities mainly refer to payables to banks for overdrafts and advances against contracts and invoices, as well as the current maturities of leases and long-term debt which mainly refer to the subsidiary TerniEnergia. Current financial payables also include outlays for some of the investments already made, or still under construction, and outlays for other investments that were not covered by specific medium-/long-term financing contracts as at December 31, 2017. The latter investments include the second treatment plant (end-of-life tyres plant) under construction; a pyro gasification plant connected to the grid in December 2012; and a composting plant under construction in Apulia (Italy).

Italeaf S.p.A. has provided corporate guarantees in favor of the subsidiary TerniEnergia for a total amount of approximately Euro 53 million at the date of these financial statements.

It should be noted that at December 31, 2017, some agreements relating to the bond loan had not been complied with. The following financial covenants were found not to have been complied with:

Interest Coverage Ratio: equal to or greater than 2.5

Net Financial Corporate/EBITDA: equal to or less than 3.25

Net Financial/EBITDA: equal to or less than 5

The Regulation also provides for other non-financial covenants, specifically the "Cross default of the Issuer", i.e. the non-payment by the Company of any obligation for an amount of more than Euro 3 million.

Failure to comply with the above covenants represents an "event of default", whereby the absolute majority of obligationalists may have the right to early repayment of the bond, the natural maturity of which is February 2019. However, the regulation provides for a 180-day grace period for the recovery of the parameters necessary to comply with the abovementioned covenants.

The loan taken out with the Banca del Mezzogiorno includes a number of financial covenants that had not been met at the end of the 2107 financial year. The covenants are set out below:

NFP Corporate/Net Equity: less than or equal to 1.1

NFP/EBITDA: less than or equal to 6.5

Finally, it should be noted that for the following medium term leases and loans, the bank or leasing institution has the right to request early termination of the contract, as the TerniEnergia has not paid any instalments during the last quarter of 2017.

20. TAX LIABILITIES

The following table provides details of the account balance as at December 31, 2017 and December 31, 2016, respectively, and the related change:

<i>(in Euro)</i>	December 31, 2017	December 31, 2016	Change	Change %
Direct Taxex	406,353	890,586	(484,233)	(54.4)%
Total	406,353	890,586	(484,233)	(54.4)%

The account balance mainly reflects direct taxes accrued on the results of the companies operating in South Africa (TerniEnergia's subsidiaries).

21. OTHER CURRENT LIABILITIES

The following table provides details of the account balance as at December 31, 2017 and December 31, 2016, respectively, and the related change:

<i>(in Euro)</i>	December 31, 2017	December 31, 2016	Change	Change %
Due to personnel	3,815,735	1,405,931	2,409,804	n.a.
Payables to social security institutions and welfare	6,838,758	4,493,656	2,345,102	52.2%
Other current liabilities	10,110,077	7,883,979	2,226,098	28.2%
Total	20,764,571	13,783,566	6,981,004	50.6%

The account includes payables to employees and social-welfare institutions. As of 31 December 2017 there were tax payables expiring for a total of Euro 7.7 million.

COMMITMENTS AND GUARANTEES GIVEN

GUARANTEES

In some cases, customers of the TerniEnergia have funded the purchase of the photovoltaic system through lease agreements with leasing companies. For some of these customers, the Parent company has signed with the leasing company for a takeover agreement to the customer in the lease in the event of, and subordinate to, the failure by its customers. Customers are also involved in this case, to transfer to TerniEnergia the lease agreement and any debt outstanding at the date of transfer, if generated by power plant under contract.

TerniEnergia administrators believe that the probability of occurrence of transfer is extremely remote, since, in practice and with the exception of the initial maxi tranche of leasing contract. Whereas the existence of a maxi initial paid by the customer to the leasing company, the values in effect at time of a takeover, based on current development plans for the cash flows of photovoltaic systems affected, would see a future excess flows generated by energy production compared to outflows for royalties due.

On December 31, 2017, the residual customers' payables to leasing companies for which the above mentioned agreements were taken over total Euro 53.7 million, of which Euro 36.0 million for companies managed or owned by related parties, Euro 18.0 million for joint ventures, Euro 1.8 for the parent company Italeaf, and Euro 17.0 million for other related parties ; the rest of the balance, equal to Euro 16.7 million relates to other third-party customers.

CONTINGENT LIABILITIES

DISPUTES, INVESTIGATIONS AND JUDICIAL PROCEEDINGS IN PROGRESS

On December 31, 2017 there were no legal or fiscal proceedings or disputes pending against Italeaf or other companies of the Group, except as outlined below.

DISPUTE WITH MILIS ENERGY SPA

The dispute concerns the divestment made by Milis Energy against TerniEnergia on a photovoltaic system on greenhouses constructed in Sardinia in the Municipality of Milis. Milis Energy has alleged that TerniEnergia S.p.A. has breached the contract for the construction of this plant and for that reason it has suspended payment of Euro 7 million, claiming that bolts (allegedly impaired) must be replaced, with the amount of work estimated at Euro 50 thousand.

By virtue of this, Milis Energy then proceeded to exclude Terni Energia from the work site, with an expulsion deed dated 17 July 2013.

TerniEnergia filed an appeal before the Court of Oristano, which issued an order dated 4 February 2014 declaring this expulsion illegal and ordering Milis Energy to immediately reinstate TerniEnergia with full possession of the works covered by the contract. Milis Energy appealed this ruling, which was admitted by the multi-member Court of Oristano.

TerniEnergia sought and obtained an injunction against a receivable owed to Milis Energy S.p.A. in the amount of Euro 5,940,000.00, as compensation due from Milis for the contract referred to in the preceding paragraph.

The Court of Milan upheld the appeal and issued the injunction that has been duly served.

The party has appealed and the first hearing took place on 27 May 2014; on that date, the judge attempted an unsuccessful mediation. By means of an order dated 17 September 2014, the Court of Milan issued a ruling on the request for provisional execution put forth by TerniEnergia, accepting the request for an amount totalling Euro 5,089,991.93, excluding interest and granting the provisional execution of the opposing decree. The aforementioned sum was paid by the counterparty at the beginning of October 2014. The judge recognised the provisional execution for an amount less than that due to the customer, as a prudential measure given that, in the estimate by Milis, the defects and faults resulted in alleged damage of Euro 850 thousand. The judge ordered an expert opinion to be developed, which is currently underway.

In addition, the company has two other receivables with this customer, not included in the injunction decree, for a premium, equal to Euro 1,050 thousand Euro, and for the supply and instalment of panels for Euro 1,038 thousand. As regards the former, Milis, despite payment requests, has no intention of paying the amount, stating that there is a dispute with GSE as to the proven completion of the work as of 31 December 2010 and the consequent recognition of the related energy account. This dispute was resolved with the ruling of the Council of State no. 2823/2014 and subsequent ruling no. 4122/2015 (following the appeal for revocation by GSE). In fact, these decisions established that the works were completed by 31 December 2010, and as a result of these rulings, Milis is collecting from GSE the contribution relative to the plants completed by 31 December 2010.

In relation to the receivable for panel installation, Milis has objected that the price of the panels should have been included in the amount of the original contract. This objection is considered groundless as these panels weren't part of the original agreement, as they were commissioned by Milis at a later date.

TerniEnergia has not as yet undertaken legal action to recover these amounts as the ruling of the Council of State was only recently finalised, but has since made a request for payment. Should Milis not respond to the request, the company will take legal action.

The company does not believe that there are significant risks for the recovery of the entire receivable, given the financial capacity of Milis and considering the opinion of the company's legal advisors responsible for the case, who confirmed that there are no plausible reasons for Milis to not pay the amount due and the high probability of success of any legal action.

DISPUTE WITH MADA S.R.L.

The litigation is due to the default on payment of a photovoltaic plant with a capacity of 997 kWp on the part of the company Mada Srl.

Accordingly, TerniEnergia, only after repeated requests for payment:

- has taken steps to remove the solar panels and other removable materials from the site (in compliance with what was decided in the previous private correspondence between the parties);
- filed a subpoena to appear before the Court of Terni, in order to confirm the serious default of the customer with respect to contractual obligations and therefore to obtain the termination of said contract pursuant to Art. 1453 of the Italian Civil Code, resulting in the sentencing of the customer to pay all damages suffered and the amount of Euro 1,046,890.00 (the amount identified as the loss of earnings, calculated as 30% of the contract price, whose total amount was Euro 3,489,640.00) or a greater or smaller amount that will be determined in the course of the proceedings. The case was registered under general registry 2005/11. In the course of the proceedings referred to in the previous point, TerniEnergia was notified of a deed of appointment of an arbitrator and request for arbitration, on 7 December 2011. Opposition to arbitration was implemented by serving a deed dated 27 December 2011 and, in any case, by identifying its arbitrator in the unlikely event that the ordinary judge was not deemed to retain jurisdiction. On the date of preparation of these financial statements, the arbitration ruling was issued dismissing the claim for compensation of Mada. With regard to the proceedings before the Court of Terni, the judge remitted the case to 14 April 2014 in order to await the ruling, and to avoid a conflict between definitive sentences. The counterparty contested the ruling before the Court of Appeals of Perugia. It is not believed, however, that this appeal will be accepted given the justifications for the ruling and the reasons for appeal themselves. Upon conclusion of the hearing of 11 June 2015, in which the counterparty demanded that the preliminary investigation be repeated, the Court decided to postpone the conclusion of the hearing to 20 October 2016.

As a result, notwithstanding the uncertainty that characterises each dispute and - on the basis of the assessments already developed by our lawyers - TerniEnergia believes that there are reasonable grounds for considering success

highly probable in the civil action above. Based on the above summary of the facts, expressed in the civil case that the parent company has promoted and given a possible reconciliation with the customer resulting in the conclusion of the supply, it is not considered appropriate to apply any residual impairment of costs (approximately Euro 0.4 million), included in work in progress as of September 30, 2017.

DISPUTE WITH REGNI

TerniEnergia is involved in two disputes with the heirs of Regni, which arose as a result of the failure by the latter to grant a right of easement necessary for the passage of the cable duct of a photovoltaic system owned by the Group. The first dispute is pending before the Council of State, on appeal, and concerns the trial and appeal of the order for demolition and restoration of part of the cable duct realised in the absence of the security authorisation of easement of the land on which it was placed, issued by the Municipality of Perugia. The second dispute was initiated by TerniEnergia against the Regni heirs before the Court of Perugia in order to obtain the concession of the power line easement, pursuant to the commitments made by the Regni themselves, when they awarded TerniEnergia the photovoltaic plant project and the surface rights relating to the land on which it was to be constructed.

In reference to the former, a suspension was granted of the decision of the TAR authorising the demolition and restoration and the hearing on the merits is expected. In reference to the latter, a referral for negotiations was arranged. In fact, with reference to pending lawsuits, the heirs of Regni have made proposals for settlement. The negotiations are still on-going. In the meantime, the judge accepted the request for technical appraisal in order to ascertain whether the original draft, by Mr Regni, Engineer, was lacking or incorrect. At the moment, the expert survey ordered by the judge and relative to the status of the sites and project is underway.

TerniEnergia, with the assistance of its legal counsel, has reasonable grounds to believe that a probable liability is not likely to be borne by the parent company, nor, at present, are there elements such as to forecast a loss in value of the investment in the subsidiary which owns the photovoltaic plant in question.

TAX DISPUTES AGAINST TERNIENERGIA - NOTICE OF ASSESSMENT "COSTS BLACKLIST"

On 20 July 2013, TerniEnergia was served a tax assessment notice by the auditors of the Tax Audit Department of the Regional Division of Umbria, which asserted the existence of commercial dealings undertaken in 2010 between TerniEnergia and companies located in countries with privileged taxation systems for the purchase of photovoltaic panels. In order for these costs to be deducted, Art. 110, par. 10 of the TUIR requires that one of the following be proven (and the burden of proof falls on the taxpayer): (i) that the foreign companies mainly carry out an actual commercial activity (ii) or that the transactions that were carried out correspond to an actual financial interest and were correctly executed. Subsequently, on 28 March 2014, the Tax Authority served TerniEnergia a notification requesting that it provide documentation in proof of either of the requirements of Art. 110. The company provided the requested documentation. On 13 February 2015, the Inland Revenue Service/Audit Department of the Regional Division of Umbria compiled cross-examination minutes, formalising the audits and the documentation submitted by the company, which it deemed inadequate in terms of fulfilling the requirements. Subsequently, on 10 April 2015, the company produced additional documentation which it had in the meantime acquired to apply toward proving the deductibility of the costs in question. On 3 June 2015, the Inland Revenue Service ruled the copious documentation provided by the company as inadequate and served a notice of assessment with which it assessed a higher tax for IRES (Corporate Income Tax) of Euro 1,886 thousand, for the alleged undue deduction of the costs relative to the suppliers located in the so-called "black list" countries, as well as a financial penalty of Euro 1,886 thousand plus legal interest. TerniEnergia immediately considered the elements asserted by the Tax Authority in its notice of assessment to be completely unfounded, and given the valid arguments and copious documentation in its possession, will challenge the assessment in court. As such, on 1st September 2015, the parent company submitted an appeal with the Provincial Tax Commission of Perugia, and added a request for suspension that was received by said commission on 14 October 2015. The hearing was held on 17 November 2015. On 26 January 2016, the Provincial Tax Commission of Perugia issued its ruling, which upheld the appeal by TerniEnergia. In May 2016, the Tax Authority presented an appeal to the Tax Court of the Umbria Region. On March, 13, 2017 the Tax Court of the Umbria Region issued a ruling (n. 159/2017) filed on May 15, 2017, rejecting the appeal of Tax Authority and condemning him the payment of the costs.

DISPUTES WITH CONSOB

On April 13, 2016, Consob (the Italian Financial Services Authority) notified to TerniEnergia the Resolution no. 19482 of December 23, 2015 which provides an administrative fines of € 240,000 in respect of the Company's Statutory Auditors (Collegio Sindacale) members, for the alleged omission of control in relation to related party transactions. In detail, the operations were contested carried out by the Company with an ex-board member with power of attorney. The action brought by the Statutory Auditors members was notified to Consob and filed with the Perugia Court of Appeal on May 11, 2016. On March 7, 2017 has been filed the Perugia Court of Appeal ruling that partially canceled sanctions provided by Consob, reducing the amount of Euro 127,500. TerniEnergia, jointly and severally liable with the members of Statutory Auditor to pay such penalties, albeit with recourse obligation, with the support of its counsel believes the risk of losing is only "possible". On the basis of the above, TerniEnergia believes that the current risk linked to the aforementioned event should be considered remote and therefore should not require a provision in the financial statements.

On January 20, 2017, Consob notified TerniEnergia resolutions no. 19809 and 19810 of 13/12/2016, addressed respectively to the statutory auditors and the Company, which provide for the issuance of a total penalty of Euro 150 thousand. In detail: a penalty of EUR 30 000 was issued directly to the Company; a penalty of Euro 120,000 was issued against instead of the Statutory Auditor members. Consob noted that the company did not disclose the information provided to the market on the transaction put in place with a related party during the previous year. It refers to the operation of disinvestment of the Group Free Energia. TerniEnergia, jointly and severally liable with the members of Statutory Auditor to pay such penalties, albeit with recourse obligation, with the support of its counsel believes the risk of losing is only "possible". On the basis of the above, TerniEnergia believes that the current risk linked to the aforementioned event should be considered remote and therefore should not require a provision in the financial statements.

DISPUTES PHOTOVOLTAIC GREENHOUSES

On March 3, 2017 an inspection procedure was initiated against the Fotosolara Cheremule S.r.l. (100% subsidiary of TerniEnergia), Società Agricola Fotosolara Oristano S.r.l. and Società Agricola Fotosolara Bonannaro S.r.l. (companies in Joint Venture), holders of photovoltaic greenhouses in Sardinia for a total power of 4.5 MWp, with consequent procedural contradiction by the Region of Sardinia. The same is not yet hesitated in a final measure. An analogous verification procedure was initiated by the GSE on the same plants. Also in the state is not concluded with an express order. The regional procedure is intended to ascertain the existence of the actual photovoltaic greenhouse requirements, if it is to conclude with the assessment of the fulfillment of the aforementioned requirements, the Region will confirm the authorization granted. If the assessment should be negative, the same title may be revoked or declassified. The consequent determination by the GSE in its own verification process will be related (albeit not totally) to the outcome of the aforementioned regional process. It is obviously understood that if the result were to be negative, both the regional provision and the GSE could be reasonably challenged before the Administrative Court. Given the preliminary phase of the audits, based on TerniEnergia's legal opinions, it is considered that the risk associated with these verifications is to be considered only "possible".

COMMENTS ON THE MAIN INCOME STATEMENT ACCOUNTS

22. REVENUES

The following table provides details of the account for December 31, 2017 and December 31, 2016, respectively:

(in Euro)	2017	2016	Change	Change %
Revenues Sbu Asset	19,582,910	16,583,890	2,999,020	18.1%
Revenues Sbu Smart Solution and Service	44,086,745	67,278,859	(23,192,114)	(34.5)%
Revenues Drones	399,569	311,332	88,237	28.3%
Other Revenues	241,889	83,322	158,567	n.a.
Total	64,311,114	84,257,403	(19,946,289)	(23.7)%

For the first nine months ended at December 31, 2017, the Group realized consolidated revenues from sales and services in the amount of Euro 64,311 thousand.

Revenue from "Sbu Smart Solution and Service " mainly relating from operating Photovoltaic Plants from production and sale of energy produced by the Group (so-called "Power Generation"), from operation & maintenance services by the based on multi-year contracts and revenues from consulting services, and from the activities of the new companies Softeco Sismat and Selesoft Consulting.

The business line " Sbu Asset" mainly represented by revenues from the biodigestor plant of Nera Montoro (these revenues are made up not only of the consideration received for the withdrawal of rejection - FORSU - Organic Fraction of Municipal Solid waste - but also from the production and sale of the energy produced through recovery of the biogas resulting from the anaerobic biodigestion process), by the activity of PFU treatment (Life Tires) and the management of the plant purification groundwater of the plant in Nera Montoro. The increase in revenues is due to the gain on the sale of 50% of Purify Srl, a company that owns the Nera Montoro water treatment plant.

"Energy Management" revenues are equal to Euro 16.545 million and is relating to the trading activities in gas and energy.

23. CHANGES IN INVENTORIES OF SEMI-FINISHED PRODUCTS

The following table provides details of the account for December 31, 2017 and December 31, 2016, respectively:

(in Euro)	2017	2016	Change	Change %
Finished Products	(1,176,924)	561,470	(1,738,395)	n.a.
Semifinished Products		(628)	628	
Products in process	1,804,351	1,871,441	(67,090)	(3.6)%
Total	627,426	2,432,283	(1,804,857)	(74.2)%

24. COSTS OF RAW MATERIALS, SUPPLIES AND GOODS

The following table provides details of the account for 2017 and 2016, respectively:

(in Euro)	2017	2016	Change	Change %
Purchase of materials	15,165,542	15,613,017	(447,476)	(2.9)%
Fuels and lubricants	186,414	218,571	(32,157)	(14.7)%
Change in inventories of raw materials, consumables	(950,573)	14,203,375	(15,153,949)	(106.7)%
Purchase of Energie	4,878,078	4,878,078		0.0%
Total	19,279,460	34,913,041	(15,633,581)	(44.8)%

25. COSTS FOR SERVICES

The following table provides details for 2017 and 2016, respectively:

(in Euro)	2017	2016	Change	Change %
Outwork	4,194,639	978,520	3,216,120	76.7%
Consultancy and external collaborators	4,819,652	3,443,587	1,376,065	28.6%
Rental and hire	647,794	1,102,029	(454,235)	(70.1)%
Services	(211,513)		(211,513)	100.0%
Renting property	801,962	111,163	690,799	86.1%
Transport	268,207	345,650	(77,442)	(28.9)%
Maintenance and repairs and assistance	2,380,455	3,214,859	(834,404)	(35.1)%
Supervision and Insurance	874,309	1,187,720	(313,411)	(26.4)%
Other costs for services	7,453,541	7,223,243	230,297	3.2%
Total	21,229,046	17,606,770	3,622,277	20.6%

This item includes primarily costs for external work, consulting and collaboration, supervision and transportation insurance and other benefits.

26. PERSONNEL COSTS

The following table provides details of the account for 2017 and 2016, respectively:

(in Euro)	2017	2016	Change	Change %
Wages and salaries	13,684,225	7,534,485	6,149,740	81.6%
Social Security Contribution	4,115,993	2,089,627	2,026,366	97.0%
Remuneration of Directions	689,167	540,500	148,667	27.5%
Provision for employee benefits	1,042,460	478,117	564,343	118.0%
Temporary Staff	667,016	370,488	296,528	80.0%
Total	20,198,860	11,013,217	9,185,643	83.4%

The change in personnel expenses is mainly attributable to the increase of employees due to the acquisition of Softeco Sismat and Selesoft Consulting.

27. OTHER OPERATING COSTS

The following table provides details of the account for 2017 and 2016, respectively:

(in Euro)	2017	2016	Change	Change %
Taxes not on incomes	538,756	433,675	105,081	24.2%
Other costs	2,329,486	5,618,448	(3,288,962)	(58.5)%
Total	2,868,243	6,052,123	(3,183,881)	(52.6)%

28. AMORTIZATION, DEPRECIATION, PROVISIONS AND WRITEDOWNS

The following table provides details of the account for 2017 and 2016, respectively:

(in Euro)	2017	2016	Change	Change %
Amortization of intangible assets	4,079,906	863,839	3,216,067	n.a.
Amortization of tangible assets	5,426,985	5,312,282	114,703	2.2%
Provision for doubtful	3,061,831	591,514	2,470,317	n.a.
Writedown non current activities	24,527,186	8,186,244	16,340,942	n.a.
Total	37,095,908	14,953,878	22,142,030	148.1%

Amortization, depreciation and write-downs" increased from Euro 14,953 thousand to Euro 37,095 thousand as at 31 December 2017, due in particular to higher write-downs of Euro 21,163 thousand, other provisions for risks of Euro 2,217 thousand, and higher amortisation on intangible assets of Euro 3,003 thousand, mainly relating to the assets recognised following the Purchase Price Allocation "PPA" on the two new acquisitions of Softeco Sismat and Selesoft Consulting.

Accruals to the provision for risks and charges made during the period relate to:

- Euro 1,069,000 for a provision relating to the subsidiary Terni Energia Project for a tax risk for taxes to be paid on Italian personnel seconded to South Africa during the construction of some large photovoltaic plants;
- Euro 830 thousand to the provision for the dispute with the company Agricola Monticelli;
- 500 thousand Euro for the dispute concluded with Milis Energy by means of a settlement; Euro 300 thousand for a dispute with a former employee;

The write-downs carried out in the period, equal to a total of 24,211 thousand Euro, mainly refer to:

- Euro 5,733,000 for the write-down of the Borgosesia pyrogasification plant;
- Euro 596 thousand for the write-down recognised on the ELT treatment plants;
- Euro 221 to the partial write-down of the financial receivable from the JV Società Agricola Fotosolare Bonnanaro;
- Euro 455,000 for the partial write-down of the financial receivable from the JV Investimenti Infrastrutture;
- Euro 714 thousand for the partial write-down of the financial receivable from the JV Società Agricola Fotosolare Oristano;
- Euro 435 thousand for the write-down recorded on 4 photovoltaic plants directly held by the Parent Company

These writedowns were recognized to bring the value of these assets into line with the market value determined by an independent estimate carried out by experts specifically authorized by the Company, consistent with the decision to sell all of the ASSET SBU in order to generally provide the financial resources needed for the financial restructuring plan.

The further write-downs relate to:

- some write-downs carried out on Work in progress, amounting to 8,013 thousand euro.
- Write-downs of Euro 2,610,000 of energy efficiency "financial assets"
- Write-down of trade receivables, in the amount of 3,680 thousand euro, including the most significant write-down of a receivable from Milis Energy

29. FINANCIAL INCOME AND CHARGES

The following table provides details of the account for 2017 and 2016, respectively:

(in Euro)	2017	2016	Change	Change %
Interest expense on debt	(6,706,079)	(6,656,364)	(49,715)	0.7%
banking Commission	(359,212)	(453,996)	94,784	(20.9)%
Interests on bonds	(1,878,075)	(1,885,069)	6,994	(0.4)%
Total finance costs	(8,943,366)	(8,995,429)	52,063	(0.6)%
Interest earned on bank accounts		1,059,080	(1,059,080)	(100.0)%
Interest income / joint venture	296,059	344,553	(48,494)	(14.1)%
Other financial income	1,004,633	579,120	425,513	73.5%
Total financial incomes	1,300,692	1,982,753	(682,061)	(34.4)%
Total	(7,642,674)	(7,012,676)	(629,998)	9.0%

Financial charges primarily relate to the financing of industrial plants owned by the TerniEnergia Group, as well as the bond issue, which also refers to TerniEnergia.

31. TAXES

The following table provides details of the account for 2017 and 2016, respectively:

(in Euro)	2017	2016	Change	Change %
Current Taxes	381,776	986,627	(604,852)	n.a.
Deferred tax asset	(5,608,277)	393,192	(6,001,469)	n.a.
Deferred tax provision	(1,143,018)	(529,821)	(613,197)	115.7%
Total	(6,369,519)	849,999	(7,219,518)	n.a.

(in Euro)	2017	2016	Change	Change %
Current Taxes				
- IRES	129,431	914,090	(784,659)	(85.8)%
- IRAP	252,345	72,537	179,807	n.a.
Total	381,776	986,627	(604,852)	(61.3)%

TRANSACTION WITH RELATED PARTIES

The following table summarizes financial transactions with related parties:

(in Euro)	As At December 31 2017				As At December 31 2017	
	Description	Receivables	Guarantees	Guarantees given	Takeover Commitments	Charges Income
Joint venture						
	Girasole S.r.l.	862,640			1,110,163	26,066
	Guglionesi S.r.l.	353,745				9,228
	Energia Alternativa S.r.l.	7,021,624			14,443,879	204,393
	Solter S.r.l.	679,855				43,502
	Soc. Agric. Fotosolara Bonnanaro S.r.l.	573,927				19,999
	Soc. Agric. FotosolaraOristano S.r.l.	300,394				23,048
	Investimenti Infrastrutture S.r.l.	524,468				25,044
	Infocaciucci S.r.l.	182,964			2,129,803	
	Rebis Power S.r.l.					
	Purify S.r.l.					
Affiliated companies						
	T.E.R.N.I. Research S.p.A.				2,155,060	
Other Related Parties						
	Sol Tarenti	493,775			7,229,872	41,397
	Camene S.r.l.				2,483,148	
	Royal Club Snc				2,450,145	
	Lizzanello S.r.l.	1,770				
	Saim Energy 2 S.r.l.				2,129,082	
Totale		10,995,161			34,131,153	392,679

The following table summarizes commercial transactions with related parties:

(in Euro)	As At December 31 2017				As At December 31 2017				
	Receivables	Payables	Other credits	Other Payables	Costs			Revenues	
Description					Goods	Service Cost	Personnel	Goods	Service Cost
Joint venture									
Girasole S.r.l.	44,913	55,019							60,000
Guglionesi S.r.l.	24,400								20,000
Energia Alternativa S.r.l.	436,552								290,000
Solter S.r.l.	331,821	97,985							92,706
Soc. Agric. Fotosolara Bonnanaro S.r.l.	30,820								28,000
Soc. Agric. FotosolaraOristano S.r.l.	29,160		146						28,000
Investimenti Infrastrutture S.r.l.	5,185	262,238	6,303						27,440
Infocaciucci S.r.l.	3,660								15,480
Vitruviano S.r.l.	431,423	33,411							
Associates									
T.E.R.N.I. Research S.p.A.	32,044			32,533					
Other Related Parties									
Sol Tarenti S.r.l.	24,041								66,841
Lizzanello S.r.l.	39,240								5,250
Saim Energy 2	77,447								
Senior management		69,650					340,833		
Totale	1,510,706	518,302	6,449	32,533			340,833		633,717

SUBSEQUENT EVENTS

Skyrobotic drones get ENAC certification for overflying cities and congested areas

Skyrobotic, a company leader in the production of drones under 25 kilograms entirely Made in Italy, part of the Italeaf Group, announces that the company has obtained “project certification pursuant to art. 10.6 of the SAPR regulation” from the Italian National Civil Aviation Authority (ENAC) for the SR-SF6c system. The certification requires a primary control and control system whose software complies with the aeronautical standards specified in the EUROCAE ED-12 specification at least at design reliability level D.

“With the certification 10.6 - explains Stefano Neri, Chairman of Skyrobotic and Italeaf Group - the company leaves the early stage phase, after having passed the start-up phase, and becomes a national reference point for the opening of partnerships and industrial alliances aimed at creating an Italian chain of the high end drones sector. Skyrobotic, in fact, has decided to operate in a nascent market that is highly professionalized and requires the highest standards and requirements of reliability and safety. With this recognition we qualify our company as the reference production operator for the “safety” (environmental and worker safety, industrial inspections, inspections and surveys of industrial and energy production plants) and “security” sectors (citizens’ safety, urban and extra-urban security for specialized companies and law enforcement or prevention forces).

Skyrobotic drones had already received from the Civil Aviation Authority project certification for series production pursuant to art. 10.5 of the SAPR regulation, which allowed operators to use drones, subject to authorisation by the competent Authority, in urban scenarios with safety restrictions.