

INTERIM MANAGEMENT STATEMENT

For the period
01 January 2012 – 7 May 2012

Italy1 Investment S.A. (the “Company”) was incorporated on 26 August 2010 for the purpose of acquiring one company or operating business through a merger, share exchange, share purchase, asset acquisition, reorganization or similar transaction (a “Business Combination”).

On 27 January 2011 the Company completed the successful institutional offering of 15,000,000 Market Shares cum 15,000,000 Market Warrants attached (the “Offering”). Each Market Share incorporated the right to receive one Market Warrant on the first available date for the detachment of the rights following 40 days after the listing date (i.e. on 14 March 2011). In the context of the Offering, more than 50 institutional investors subscribed for 15,000,000 of Market Shares cum 15,000,000 Market Warrants, equal to a total amount of EUR 150,000,000. In connection with the Offering, the Founding Shareholders have purchased an aggregate of 5,000,000 Italy1 Warrants at a price of EUR 1 per Italy1 Warrant (“Founding Shareholder Warrants”) in a private placement. Except for some lock-up restrictions, the Founding Shareholder Warrants are entitled to the exact same rights as the Market Warrants.

The Market Shares and the Italy1 Warrants are listed on the Professional Segment of the Market of Investment Vehicle (“MIV”) of the Milan Stock Exchange (*Borsa Italiana S.p.A.*) under the ticket IT1 and WIT1, respectively and under ISIN codes ISIN LU0556041001 and ISIN LU0556042157, respectively. A total of 20,000,000 Italy1 Warrants (i.e. 15,000,000 Market Warrants and 5,000,000 Founders Warrants) commenced trading on March 14, 2011 and are currently outstanding.

The Market Shares are registered ordinary shares with no nominal value. Shareholders will be entitled to one vote per Share on matters to be voted on by Shareholders and will also be entitled to receive such dividends, if any, as may be decided upon from time to time by the general meeting of Shareholders and interim dividends as may be decided upon by the Board of Directors out of funds legally available therefore and in accordance with the Luxembourg Law. Upon liquidation of the Company, the Shareholders will be entitled to receive pro rata all assets remaining available for distribution in accordance with the rules set forth in the articles of association of Italy1. The Market Shares are governed by Luxembourg law.

As at the date of this management report, in addition to the 15,000,000 class A Market Shares, there are 3,750,000 Founding Shares outstanding divided into 1,250,000 class B1 convertible shares, 1,250,000 class B2 convertible shares and 1,250,000 class B3 convertible shares. The Founding Shares have the same rights as the Market Shares with the exception of the following:





- with respect to the Founding Shares held in the Blocked Securities Account (i) one third will be released and converted into Market Shares on the Business Day which is six months after the day of the closing of the Business Combination; (ii) one third will be released and converted into Market Shares after the day on which the VWAP for any period of 20 trading days out of 30 consecutive trading days (whereby such 20 trading days do not have to be consecutive) equals or exceeds EUR 11.00; and (iii) the remaining Founding Shares, will be released and converted into Market Shares after the day on which the VWAP for any period of 20 trading days out of 30 consecutive trading days (whereby such 20 trading days do not have to be consecutive) equals or exceeds EUR 12.00 provided, however, that if the conditions set forth in (ii) and/or (iii) are fulfilled prior to the first anniversary of the completion of the Business Combination, the respective Founding Shares shall not be released and converted into Market Shares prior to such first anniversary. Founding Shares which have not been released and converted on or before the fifth anniversary date of the completion of the Business Combination shall not be released and converted and shall be redeemed within six months following such fifth anniversary date at a redemption price of EUR 0.0093 per Founding Share;
- the Founding Shareholders and the Directors will not challenge in any way any Shareholders' resolution approving any proposed Business Combination, and (ii) any Market Shares acquired by the Founding Shareholders and the Directors (or their respective Affiliates) in the Offering or in the secondary market will be voted in favour of the Business Combination. As a result, they will not be able to exercise their right to request redemption;
- after completion of the Business Combination, Founding Shares still kept in the Blocked Securities Account at the time when a Change of Control occurs will be converted to Market Shares as follows: (i) Class B1 Shares shall be automatically converted into Class A Shares immediately upon the occurrence of a Change of Control at a ratio of one Market Share per Founding Share; (ii) Class B2 Shares shall be automatically converted into Class A Shares at a ratio of one Class A Share per one Class B2 Share if the transaction or series of transactions determining the Change of Control is executed at a price per Market Share equal to or exceeding EUR 11.00; and (iii) Class B3 Shares shall be automatically converted into Class A Shares at a ratio of one Class A Share per one Class B3 Share if the transaction or series of transactions determining the Change of Control is executed at a price per Market Share equal to or exceeding EUR 12.00.

Upon the listing of the Company, the net proceeds of the Offering of EUR 148,735,000, or approximately EUR 9.92 per Market Share, was transferred to a fully owned Belgian Finance Subsidiary (Italy1 Investment S.p.r.l.) via a capital increase. The capital is currently managed by a foundation called Stichting Bewaarbedrijf Travis (the "Foundation"), which is controlled by the trustee Vistra Fund Services Sarl. In order for a Business Combination to be effected a majority of the Market Shareholders must give their approval and fewer than 35% of the Market Shareholders must exercise their redemption rights. In the event of a Business Combination, the funds held by the Foundation ("Funds") will be released to the Belgian Finance Subsidiary, which in return will release such Funds to the Company by way of a reduction of capital.



The Funds held in the account of the Foundation ("Foundation Account") may only be invested by the Foundation as determined by the Belgian Finance Subsidiary in:

- (i) securities issued by European governments and corporate or commercial paper with a credit rating of AA- or higher having a maturity of 12 months or less;
- (ii) certain short-term deposits; or
- (iii) money market instruments.

In line with these investment principles and consistent with the preservation of capital and maintenance of a high degree of liquidity, the Funds placed in the Foundation Account were invested in Euro denominated securities and in an overnight deposit account.

The Company reported a total comprehensive consolidated loss of EUR 2,952,162 for the period ended 31 March 2012, which is attributable to net finance income from investing the Funds of EUR 1,010,589 less Finance Costs of EUR 3,463,030, operating costs of EUR 499,721 and income tax of EUR 1,637. The operating loss was anticipated and in line with business operations. The Company's activity since inception has been to prepare for and consummate its Offering and to search for a suitable Business Combination. The Company will not generate any operating revenue until after the completion of a Business Combination.

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. Hence, Italy1 Directors believe that the Company's main exposure is towards the following risks: i) credit risk, ii) liquidity risk, iii) market risk and iv) fair value risk of Warrants and investments. As at date of the management report, the Company has managed the risks adequately.

As at 31 March 2012, the balance including accrued interest from the Foundation Account amounted to EUR 150,606,502. As of that date, the Company had not requested the transfer of its working capital allowance of up to Euro 3,000,000 in aggregate, to its account. As of 31 March 2012, the Company derived a redemption price equal to approximately Euro 9.92 per Market Share (based on 15 million Market Shares). The share capital of the Company amounts to EUR 175,000, represented by a total of 18,750,000 shares (whereby 15,000,000 shares are the Market Shares and 3,750,000 shares are the Founding Shares). The Company did not purchase any Shares. The total assets of the Company amounted to EUR 151,144,036 with earnings per share for the period 1 January 2012 to 31 March 2012 to EUR 0.158 on a basic and diluted basis. From the period from the 31 of March up to the 7 of May 2012 the Company is expected to incur the expected costs related to external consultants, providers of the services which enabled the Company to evaluate and conclude the Business Combination.



The Board of Directors, through its investment team, led by Carlo Mammola, and with the support of Vito Gamberale, has recently taken all necessary steps to select a company with which to enter into a Business Combination and to complete such Business Combination. On March 2, 2012 the Company executed a merger agreement regarding the merger of IVS Group Holding S.p.A. with and into the Company (the "Merger"). On April 12, 2012 the Merger was approved by the general meeting of shareholders of the Company and dissenting shareholders requested redemption for 21.3% of the market shares outstanding. On April 13, 2012 the Merger was approved by the shareholders of IVS. The completion of the Merger is now conditioned only upon the publication of the minutes of the Company's shareholders' meeting held on April 12, 2012 in the Luxembourg Official Gazette (the Mémorial).

The Company was incorporated as a public limited liability company (société anonyme) under the laws of Luxembourg on 26 August 2010, and is registered under number B 155.294 with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés de Luxembourg). The Company's registered office is at 412F, route d'Esch, L-1471 Luxembourg. Further information including the corporate governance statement can be found on our website www.ita1invest.com.

Luxembourg, 8 May 2012.

For the Board of Directors

Vito Gamberale
Chairman of the Board of Directors