

(Translation from the Italian original which remains the definitive version)

## 2011 ANNUAL REPORT



**IVS GROUP HOLDING S.p.A.**

Registered office in Seriate (BG) - Via dell'Artigianato 25

Fully paid up share capital €64,002,000.00

Tax code 03318950163 – REA no. BG367900

## Contents

|  |    |
|--|----|
| <i>Contents</i> .....  | 2  |
| <i>Company officers</i> .....  | 4  |
| Board of directors.....  | 4  |
| Board of statutory auditors.....   | 4  |
| Independent auditors.....  | 4  |
| <i>Group structure</i> .....   | 5  |
| <i>Directors' report</i> .....   | 6  |
| The board of directors' final assessment.....  | 7  |
| Introduction.....  | 7  |
| Performance indicators.....  | 7  |
| Changes in the consolidation scope.....  | 8  |
| Significant events of the year.....  | 8  |
| Performance.....   | 9  |
| Events after the reporting period.....   | 9  |
| Performance and financial indicators.....  | 10 |
| Investments.....   | 10 |
| Reconciliation of the profit for the year of the Parent and its equity<br>at 31 December 2011 with those of the Group..... | 11 |
| Research & Development.....  | 11 |
| Related party transactions.....  | 11 |
| Transactions with shareholders.....  | 11 |
| Transactions with subsidiaries and associates.....   | 11 |
| Transactions with other related parties.....   | 12 |
| Own shares and shares/quotas of parents.....   | 12 |
| Risks and uncertainties.....   | 12 |
| Other information.....   | 12 |
| Environment and energy policies.....   | 13 |
| Conclusions.....   | 13 |
| <i>Consolidated financial statements</i> .....   | 14 |
| Statement of financial position.....   | 14 |
| Income statement.....  | 15 |
| Statement of comprehensive income.....   | 16 |
| Statement of changes in equity.....  | 17 |
| Statement of cash flows.....   | 18 |
| <i>Notes to the consolidated financial statements</i> .....  | 19 |
| Corporate information.....   | 19 |
| Accounting policies.....   | 19 |
| 1 - Statement of compliance with the IFRS.....   | 19 |
| 2 - Critical judgements and accounting estimates.....  | 21 |
| 3 - Accounting policies.....   | 22 |
| Consolidation scope.....   | 30 |
| Notes to the main captions of the statement of financial position.....   | 31 |
| 4 - Intangible assets and goodwill.....  | 31 |
| 5 - Property, plant and equipment.....   | 36 |
| 6 - Equity investments and loans and receivables.....  | 37 |
| 7 - Other non-current assets.....  | 37 |
| 8 - Inventories.....   | 38 |
| 9 - Trade receivables.....   | 38 |
| 10 - Tax assets and liabilities.....   | 39 |
| 11 - Other current assets.....   | 39 |
| 12 - Cash and cash equivalents.....  | 39 |
| 13 - Net financial indebtedness.....   | 40 |
| 14 - Equity.....   | 41 |
| 15 - Employee benefits.....  | 41 |
| 16 - Provisions for risks and charges.....   | 42 |

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|  |    |
|--|----|
| 17 – Deferred tax assets and liabilities.....                  | 43 |
| 18 – Financial liabilities.....                                | 43 |
| 19 - Other current liabilities.....                            | 47 |
| 20- Commitments and guarantees .....                           | 47 |
| Notes to the main income statement captions .....              | 48 |
| 21 - Revenue from sales and services .....                     | 48 |
| 22 - Other revenue and income.....                             | 48 |
| 23 - Raw materials, consumables, supplies and goods.....       | 48 |
| 24 - Services.....   | 48 |
| 25 - Personnel expenses.....                                   | 49 |
| 26 – Other operating costs .....                               | 49 |
| 27 – Other income and expense .....                            | 50 |
| 28 - Financial income and expense.....                         | 51 |
| 29 – Share of profit (loss) of equity-accounted investees..... | 51 |
| 30 - Income tax expense .....                                  | 51 |
| Other information .....  | 53 |
| 31 - Related party transactions.....                           | 53 |
| 32 – Directors' fees.....                                      | 54 |
| 33 - Events after the reporting date .....                     | 54 |

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## **Company officers**

### *Board of directors*

Cesare Cerea

Paolo Covre

Massimo Paravisi

Ivan Padelli

Chairman

Deputy chairman

Director

Director

### *Board of statutory auditors*

Paolo Cerutti

Massimo Troppina

Fabrizio Testa

Tiziana Colussi

Maria Cristina Pituello

Chairman

Standing statutory auditor

Standing statutory auditor

Alternate statutory auditor

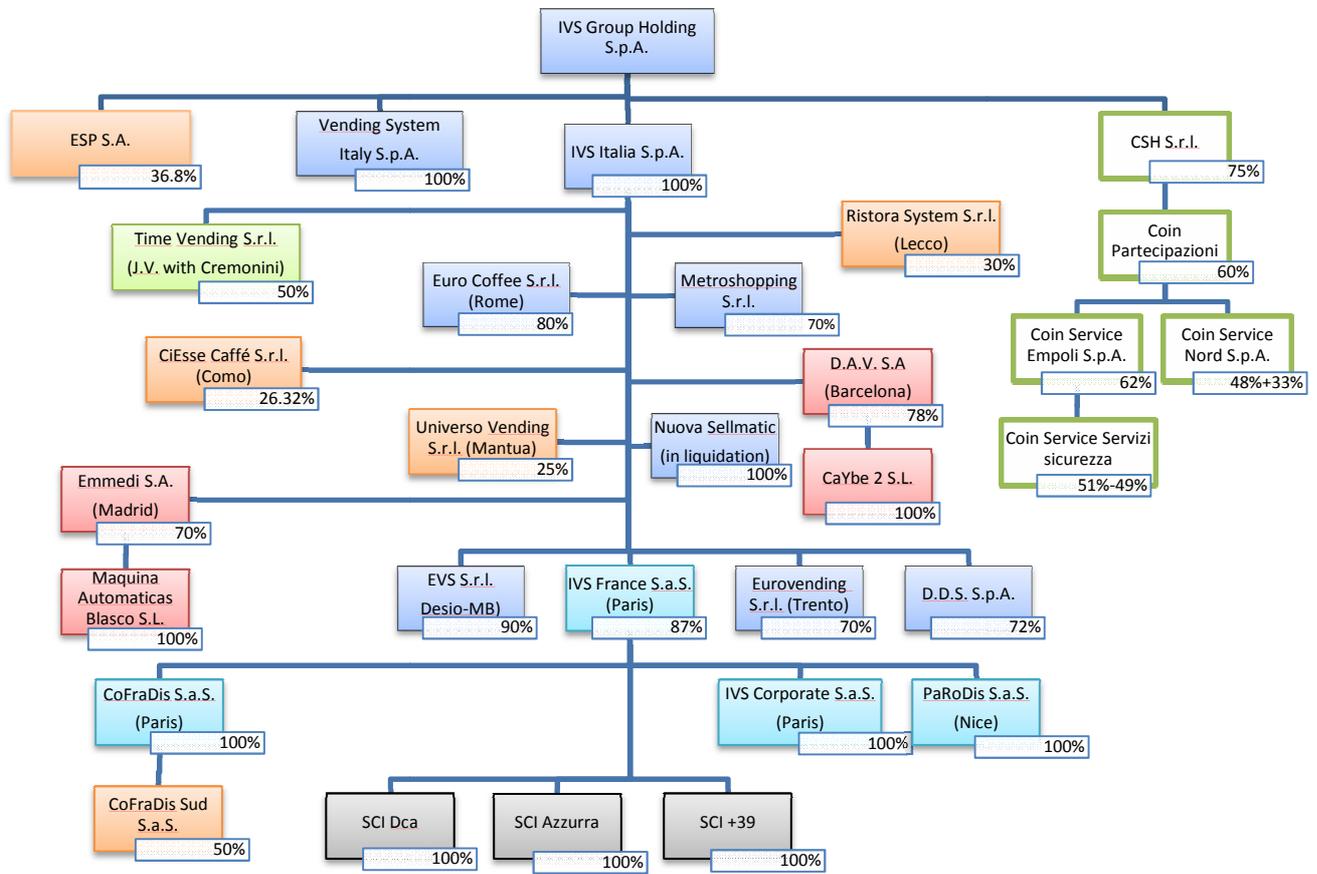
Alternate statutory auditor

### *Independent auditors*

Reconta Ernst & Young S.p.A.

### Group structure

At 31 December 2011, the Group's structure is as follows:



|                   |                  |                   |            |                |                                     |  |
|-------------------|------------------|-------------------|------------|----------------|-------------------------------------|--|
| Italian companies | French companies | Spanish companies | Associates | Joint ventures | Société Civile Immobilière (France) | Coin Service business division (Italy) |
|-------------------|------------------|-------------------|------------|----------------|-------------------------------------|--|

## Directors' report

Dear shareholders,

The Group's consolidated financial statements as at and for the year ended 31 December 2011, drawn up under the International Financial Reporting Standards (IFRS), show a profit for the year of €3,564 thousand, after income tax expense of €5,913 thousand and amortisation and depreciation of €35,565 thousand.

The Parent's separate financial statements, which are also prepared under the IFRS, show a profit for 2011 of €418 thousand after income tax expense of €263 thousand.

The Group's core business revenue amounts to €264,628 thousand (i.e., from administrative services and sales of food, beverages and goods through automated vending machines), up on the 2010 figure of €263,453 thousand.

This increase is particularly positive when it is compared to the underlying drop in volumes seen in 2011: 638 million units compared to 664 in 2010. The group companies were able to more than counter the shrinking volumes with an increase in average sales prices.

It should be noted that the vending sector assesses and weighs calendar years considering the actual business days and, accordingly, 2011 had less days than 2010: 236.80 business days compared to 237.75 in 2010.

In profitability terms, the actions to better manage and make the Parent and the Group more efficient were very important. Once again, there was an increase in gross operating profit (including profit from continuing operations) as a percentage of revenue and a large increase in profitability, calculated in Euro cents, on each unit sold.

The following table summarises and shows the Group's financial performance based on the above information:

|   | 2010  | 2011  |
|---|-------|-------|
| Business days (no.)   | 237.8 | 236.8 |
| Units sold (no. in millions)  | 664.4 | 638.0 |
| <i>Sales per business day (€/000)</i>   | 1,107 | 1,116 |
| <i>Average price (€ cent)</i>   | 39.7  | 41.4  |
| <i>Cost of sales per unit sold (€ cent)</i>                                     | 10.3  | 11.2  |
| <i>Gross profit per unit sold (€ cent)</i>                                      | 30.3  | 32.4  |
| <i>Gross operating profit from continuing operations per unit sold (€ cent)</i> | 8.5   | 9.4   |

The elements that negatively affected the Group's profitability in 2011 are:

- the significant increase in financial expense, up from €10,334 thousand to €14,074 thousand;
- the reversal of deferred tax assets of €2,452 thousand.

Cash flows generated by operating activities of €47,942 thousand in 2011 were penalised by the increase in the Italian group companies' VAT assets of €3,814 thousand. Unfortunately, delays in payments from the Italian public administration led to this increase which is added to that already recognised in 2010 on 2009 VAT payments of €6,221 thousand.

Capital expenditure in core business equipment was lower than in previous years, confirming the downwards trend of the last two years. This is partly due to the steady roll out of the vending machine revamping centres in 2011 which means that the Group can more efficiently use its machines, thanks to its industrial expertise in revamping them, without compromising their look and, therefore, their profitability.

Three important investments were made in 2011:

- construction of a new operating site in Paris, which will carry out the activities previously performed by three branches, all of which were close together;
- construction of the new offices in Imperia, where the activities performed in this province by two operating units will be brought together;
- acquisition of a coins treatment and management division: Coin Service.

The €7,472 thousand rise in other revenue in 2011 is nearly entirely due to the turnover generated by this division which manages and treats coins.

During the year, the Group stepped up its project to improve operations and its financial position over the long term. In operating terms, this entailed enhancing its efficiency by rationalising operating and commercial costs, optimising credit recovery policies and streamlining the corporate costs structure. The joint effect of these actions allowed the Group to consolidate the results obtained in previous years and to improve them, including by increasing average sales prices considerably and its geographical coverage in Italy.

The IVS Group thus closed 2011 with a profit of €3.6 million and equity of €59.7 million. Its net financial indebtedness amounts to €364 million and current liabilities exceed current assets by €101 million.

The Group revised its business plan which was originally for the three-year period from 2009 to 2011 and extended it to 2014 in order to include most of the loan repayment period. The Parent's board of directors approved the 2012-2014 plan which includes:

- cash flows from operating activities of more than €55 million for 2012, substantially in line with those for 2011;
- utilisation of existing credit facilities provided by shareholders and their related parties to renew financing from such related parties which expire in 2012 of €8.8 million;
- a capital increase to extinguish the existing bond issue.

The following should also be considered:

- Current liabilities include bank credit facilities of €11 million tied to the bonds which are redeemable after one year and are of the same amount;
- the Group (and especially IVS Italia S.p.A.) currently has VAT assets of approximately €24 million. While reimbursement of these assets depends on the tax authorities' available funds (reimbursement sometimes takes more than 365 days), if necessary, these assets can be discounted and increase by the amount that accrues each year;
- IVS Italia S.p.A. exercised the option to extend Tranche C (€20,000 thousand) of the syndicated senior loan on 28 December 2011. The loan's repayment date is 5 March 2012. Based on the information currently available, the subsidiary's directors believe that the syndicate banks will communicate their agreement to the request in the near future.

The directors prepared the 2012 business plan based on the above information which shows that the Group is able to meet its financial commitments for the next year.

#### *The board of directors' final assessment*

While we acknowledge the uncertainties inherent in any business plan, we believe that the underlying assumptions are reasonable to allow the Group to continue as a going concern. These assumptions are reflected in the measurement of the assets' recoverable amounts in the consolidated and separate financial statements.

#### *Introduction*

The Parent has prepared just one directors' report as allowed by the amendments to article 40 of Legislative decree no. 127/1991, following enactment of EC directive no. 2003/51/EC, which introduced the new paragraph 2-bis.

#### *Performance indicators*

In order to facilitate an understanding of its performance and financial figures, the Parent uses certain generally-accepted indicators, which are not however envisaged by IFRS. Specifically, the income statement includes the following indicators and sub-totals: gross operating profit from continuing operations, gross operating profit, operating profit, which are the sum of the captions preceding them.

It uses similar indicators for its net financial indebtedness, the components of which are described in the relative section of the notes.

The definitions of these indicators used by the Parent may not match those adopted by other companies/groups and, therefore, should not be compared. This is because they are not provided for in IFRS.

This report includes many performance, financial and non-financial indicators, including those mentioned above. The performance indicators derive from the financial statements schedules and include the tables summarising the Group's results of operations, financial position and cash flows with comparative and other prior year figures

(e.g., changes on the previous year in revenue, gross operating profit from continuing operations and operating profit and changes as a percentage of revenue). Inclusion of figures not taken directly from the financial statements and comments and valuations contribute to a better understanding of changes in such figures.

The directors' report also includes a number of financial ratios which are helpful to better understand the Group's performance, especially with respect to differences compared to previous years. The section on net financial indebtedness in the notes also contains information about the effects of changes in interest rates on the Group's operating performance and financial position.

### *Changes in the consolidation scope*

The consolidated financial statements comprise the separate financial statements of the Parent, IVS Group Holding S.p.A., and the Italian and foreign companies over which it exercises, either directly or indirectly (through its subsidiaries and associates), control, governing their financial and operating policies so as to obtain benefits from their activities.

The main changes in the consolidation scope compared to 31 December 2010 are the following:

- Food System S.r.l., BVending S.r.l. and Ivan Cafè S.r.l., already consolidated in previous years, were merged respectively into IVS Italia S.p.A. and Vending System Italia S.p.A. with accounting and tax effect from 1 January 2011;
- Automatica Services S.r.l., 100% of which was acquired in January 2011, was merged into IVS Italia S.p.A. with accounting and tax effect from 1 January 2011;
- Cofdar SA, already consolidated in previous years, was merged into Cofradis SA with accounting and tax effect from 1 January 2011;
- the Parent set up CSH S.r.l. in February 2011, subscribing 75% of its quota capital;
- on 31 March 2011, the subsidiary Coin Partecipazioni S.p.A., set up by CSH S.r.l. which subscribed 60% of its quota capital, finalised its acquisition of the Coin Service Group (made up of the subsidiaries Coin Service S.p.A., Coin Service Nord S.p.A. and Coin Service Servizi Sicurezza S.r.l.), whose core business is the counting of coins for third parties, cash-in-transit services and the collection and distribution of coins (coin management);
- IVS Italia S.p.A. acquired 70% of Metroshopping S.r.l. and an additional 6.32% of Ciesse Caffè S.r.l., in which it now owns 26.32%, during the year.

The section "Consolidation scope" in the notes to the consolidated financial statements at 31 December 2011 includes details of the control percentages and consolidation methods.

### *Significant events of the year*

IVS Group Holding S.p.A. is active in the vending sector, i.e., the sector of the *sale and supply of goods, food and beverages via automated and semi-automated vending machines*. It sells its products in Italy, France and Spain through its operating and management offices as well as through a network of more than 59 warehouses and logistics points strategically located in these countries.

The Group continued its focus to increase average sales prices during 2011 by increasing list prices sharply and through a better mix of articles in the vending machines.

It also commenced a far-reaching overhaul of the operating methods for the Office Coffe Service segment's product line, introducing a new machine managed exclusively by the Group and withdrawing machines in locations and/or customer premises that were non-performing or inefficient.

The Group also continued its reorganisation and streamlining of the logistics network, especially with respect to:

- the branches in the Paris area, transferred to one premises;
- the branches in Imperia belonging to two subsidiaries DDS S.p.A. and Coffe System S.r.l. (already merged into DDS S.p.A.) which were merged and transferred to the new modern offices in Pontedassio (IM);
- the branches in the Barcelona area where a new site is being constructed to replace the city's three warehouses from which the subsidiary DAV S.A. currently carries out its business.

During 2011, the Parent's shareholders, together with the boards of directors of the Parent and group companies, commenced the operation to increase its share capital and obtain the funds necessary to improve the Group's financial position and facilitate additional external growth. The Group believes that the market conditions are extremely favourable for acquisitions which would increase customer concentration in the areas served by it. It is well known that customer concentration is a key factor in the vending sector for efficiency and, therefore, profitability.

Accordingly, various vendor due diligences were initiated and intense negotiations commenced with institutional investors, private equity funds and corporate banks.

## Performance

The Group's operating revenue for 2011 comes to €15,590 thousand which, as shown in the following table, nearly entirely derived from its core business of selling automated vending machines.

| (€'000)                         | 2011          | 2010          | Variation      | Var. %       |
|---------------------------------|---------------|---------------|----------------|--------------|
| Revenue from sales and services | 14,547        | 19,905        | (5,358)        | (27%)        |
| Other revenue and income        | 1,043         | 30            | 1,013          | 3375%        |
| <b>Total</b>                    | <b>15,590</b> | <b>19,935</b> | <b>(4,345)</b> | <b>(22%)</b> |

The Group's production revenue amounts to €278,366 thousand, including €264,628 thousand generated by its core administrative services activities. The following table provides a geographical breakdown of the Group's operations:

| (€'000)                                     | Italy     | Spain    | France   | Coin Group | Eliminations | Total     |
|---|-----------|----------|----------|------------|--------------|-----------|
| Production revenue                          | 239,972   | 14,714   | 25,112   | 7,234      | (8,667)      | 278,366   |
| Operating costs                             | (188,448) | (12,768) | (20,888) | (5,210)    | 7,089        | (220,225) |
| Gross operating profit                      | 51,524    | 1,946    | 4,224    | 2,025      | (1,578)      | 58,141    |
| Gross operating profit/production revenue % | 21%       | 13%      | 17%      | 28%        | 18%          | 21%       |
| Amortisation and depreciation               | (31,046)  | (1,860)  | (2,366)  | (293)      | -            | (35,565)  |
| Operating profit                            | 20,478    | 87       | 1,858    | 1,732      | (1,579)      | 22,576    |
| Operating profit/production revenue %       | 9%        | 1%       | 7%       | 24%        | 18%          | 8%        |

Operating costs amount to €220,225 thousand, of which €13,949 thousand incurred by the Parent.

The cost of purchasing raw materials equalled 25.8% of revenue at €71,684 thousand.

Amortisation, depreciation, provisions and impairment losses amount to €35,565 thousand, including €2,282 thousand of amortisation, €33,249 thousand of depreciation and €33 thousand of other impairment losses. Services come to €30,550 thousand and mainly consist of costs for the use of third party assets (€6,753 thousand).

Personnel expenses, which include the cost of filling the vending machines, amount to €81,726 thousand, of which €62,658 thousand relates solely to the subsidiary IVS Italia S.p.A..

The largest item of net other operating costs of €34,686 thousand (2010: €35,430 thousand) relates to slotting fees (approximately €24.5 million) given to companies and bodies for locating the vending machines inside their offices, using their energy and water supplies.

Financial income and expense were heavily affected by the rise in the effective cost of money in terms of interest rates and spreads in 2011. The net financial expense mainly relates to the bond issue (€2,539 thousand), the Intesa San Paolo loan taken out by IVS Italia S.p.A. (€5,266 thousand), the BNL loan taken out by Vending System Italia S.p.A. (€439 thousand), other financing (€3,068 thousand) and gains on derivatives that no longer meet the requirements for hedge accounting and are, therefore, considered to be speculative (€115 thousand).

The notes to the consolidated and separate financial statements provide more information about the financial statements captions.

## Events after the reporting period

The directors of the Parent and IVS Italia S.p.A. jointly revised the Group's business plan in early 2012. This plan was then used to check the recoverable amounts of the assets recognised in the consolidated and separate financial statements.

During its meeting of 6 February 2012, the Parent's board of directors drew up the agenda for the shareholders' meeting to be held early in 2012. This agenda includes the proposed capital increase to be subscribed in cash and to be used to redeem in advance the outstanding bonds (which are held by the same shareholders). This would significantly strengthen the Group's and Parent's financial positions.

At the date of preparation of this report, the capital increase operation launched in 2011 has been completed with the selection of a financial partner that will become a new shareholder of the Parent acquiring a non-controlling interest before 30 June 2012.

### Performance and financial indicators

The IVS Group made a profit of €3,564 thousand for 2011 with equity of €59,718 thousand. At year end, the Group had net financial indebtedness of €280,950 thousand with banks, €134,290 thousand with bondholders and €11,590 thousand with shareholders.

| (€'000)                       | Consolidated     |             |                  |             | IVS Group Holding S.p.A. |             |                  |             |
|-------------------------------|------------------|-------------|------------------|-------------|--------------------------|-------------|------------------|-------------|
|                               | 31 December 2011 | %           | 31 December 2010 | %           | 31 December 2011         | %           | 31 December 2010 | %           |
| Non-current assets (NCA)      | 469,609          | 81.0%       | 447,301          | 87%         | 241,276                  | 92.0%       | 227,525          | 91%         |
| Current assets (CA)           | 74,247           | 12.8%       | 52,925           | 10%         | 20,927                   | 8.0%        | 21,453           | 9%          |
| Cash (C)                      | 36,127           | 6.2%        | 11,308           | 2%          | 88                       | 0.0%        | 25               | 0%          |
| <b>Invested capital (IC)</b>  | <b>579,983</b>   | <b>100%</b> | <b>511,533</b>   | <b>100%</b> | <b>262,291</b>           | <b>100%</b> | <b>249,003</b>   | <b>100%</b> |
| Non-current liabilities (NCL) | 308,485          | 53.2%       | 322,847          | 63.1%       | 159,709                  | 60.9%       | 146,576          | 58.9%       |
| Current liabilities (CL)      | 211,781          | 36.5%       | 133,448          | 26.1%       | 27,037                   | 10.3%       | 27,299           | 11.0%       |
| Own funds (OF)                | 59,718           | 10.3%       | 55,238           | 10.8%       | 75,546                   | 28.8%       | 75,128           | 30.2%       |
| <b>Loan capital (LC)</b>      | <b>579,983</b>   | <b>100%</b> | <b>511,533</b>   | <b>100%</b> | <b>262,291</b>           | <b>100%</b> | <b>249,003</b>   | <b>100%</b> |

| (€'000)   | Consolidated     |                  | IVS Group Holding S.p.A. |                  |
|---|------------------|------------------|--------------------------|------------------|
|   | 31 December 2011 | 31 December 2010 | 31 December 2011         | 31 December 2010 |
| Equity ratio (own funds/invested capital)   | 10%              | 11%              | 29%                      | 30%              |
| Total debt ratio ((non-current liabilities+current liabilities)/invested capital) | 90%              | 89%              | 71%                      | 70%              |
| Invested capital/own funds ratio  | 971%             | 926%             | 347%                     | 331%             |
| Non-current liabilities/invested capital ratio                                    | 53%              | 63%              | 61%                      | 59%              |
| Current liabilities/invested capital ratio  | 37%              | 26%              | 10%                      | 11%              |
| (Non-current liabilities+current liabilities)/own funds ratio                     | 871%             | 826%             | 247%                     | 231%             |
| Current assets+Cash/Current liabilities   | 52%              | 48%              | 78%                      | 79%              |
| Equity to non-current assets ratio  | 78%              | 85%              | 98%                      | 97%              |
| Own funds less non-current assets (own funds-non-current assets)                  | (409,892)        | (392,063)        | (165,730)                | (152,397)        |
| Net working capital (current assets+cash-current liabilities)                     | (101,407)        | (69,216)         | (6,021)                  | (5,821)          |

### Investments

In addition to the acquisitions of companies described earlier, the group companies' main investments made in 2011 related to the purchase of operating assets, such as vending machines, token dispensers and payment systems (approximately €20.5 million), vehicles and transport vehicles. These investments were made to upgrade and renew the existing machinery and equipment in order to meet customers' changing requirements, to improve customer service and, accordingly, strengthen and develop the Group's position in its reference market.

*Reconciliation of the profit for the year of the Parent and its equity at 31 December 2011 with those of the Group*

|  |               |
|--|---------------|
| <b>Profit of the Parent (IVS Group Holding S.p.A.)</b>                                       | <b>418</b>    |
| Consolidation adjustments:   |               |
| - Share of profit or loss of consolidated companies (under IFRS)                             | 3,452         |
| - Elimination of intragroup dividends received during the year                               | (81)          |
| - Reversal of impairment losses (reversals of impairment losses) in consolidated investments | -             |
| - Elimination of intragroup profits (losses) and other changes                               | (225)         |
| <b>= Profit of the Group</b>   | <b>3,564</b>  |
| - Attributable to non-controlling interests  | 915           |
| <b>= Attributable to owners of the Parent</b>  | <b>2,649</b>  |
| <br>   |               |
| <b>Equity of the Parent (IVS Group Holding S.p.A.)</b>                                       | <b>75,546</b> |
| Consolidation adjustments:   |               |
| - Elimination of the carrying amount of consolidated investments                             |               |
| • Equity of consolidated companies at the date of first consolidation                        | (104,675)     |
| • Equity of consolidated companies measured under IFRS                                       | 91,406        |
| - Elimination of profits (losses) on intragroup transactions                                 | (2,560)       |
| <b>= Consolidated equity</b>   | <b>59,718</b> |
| - Equity attributable to non-controlling interests   | 7,403         |
| <b>= Equity attributable to the owners of the Parent</b>                                     | <b>52,315</b> |

*Research & Development*

The Group did not carry out any R&D activities during the year, given the nature of its business.

*Related party transactions*

Transactions with related parties, presented in the consolidated and separate financial statements, related to:

- the subsidiaries of IVS Group Holding S.p.A.;
- the associates;
- other related parties.

The notes to the financial statements include details of related party transactions.

They are undertaken in the Parent's interests of consolidating existing synergies within the Group in terms of production, commercial and logistics integration, the efficient use of expertise and skills and streamlining of central structures and financial resources.

All transactions with related parties, both related to the exchange of goods or services and of a financial nature, take place at market conditions.

No atypical or unusual transactions were performed during the year.

*Transactions with shareholders*

The notes provide details of small loans received from certain shareholders and/or their related parties.

*Transactions with subsidiaries and associates*

These transactions are of a commercial (exchange of goods and/or services) and financial nature.

The Parent has granted IVS Italia S.p.A. a loan of €134,540 thousand indexed to the reference rate (former discount rate). The original loan amount was increased by €10,000 thousand in December 2011.

Reference should be made to the notes for more information about transactions with subsidiaries and associates.

### *Transactions with other related parties*

Transactions with other related parties are of a commercial nature and mostly consist of the exchange of goods and/or services such as management fees, fees and consideration for services, lease expense, etc.. Reference should be made to the notes for more information about transactions with other related parties.

### *Own shares and shares/quotas of parents*

IVS Group Holding S.p.A. does not hold nor has it held, purchased or sold, either directly or indirectly via trustees or nominees, treasury shares or shares of its shareholders.

### *Risks and uncertainties*

Risk management (internal and external, social, industrial, political and financial risks) is an integrated part of the Group's growth strategy and essential to its ongoing development of its corporate governance system. Its aim is to protect stakeholders (employees, customers, suppliers and shareholders) and the Group's assets by improving codes of conduct.

As mentioned at the start of this report, the international crisis, unprecedented in its scope and rapid spread, has steadily damaged the global economy in the last few years and constituted a risk for the Group. This difficult situation was worsened by the financial scenario characterised by rising uncertainty and an inflexible system which made it very difficult to act.

The Group countered this situation by adjusting its financial position and introducing policies to contain costs, rethink its commercial policies and increase prices. The effects of the crisis would seem to have mostly stabilised although average demand trends continue to fluctuate.

The Group monitors its financial risks on an ongoing basis to assess in advance any potential effects and undertake the necessary actions to mitigate or counter them.

It has not made investments in financial assets nor in current financial assets (shares, bonds or atypical securities) such that warrant particular caution or explanations about how to measure the impact of the economic recession and collapse of the financial markets thereon.

The Group is exposed to the following normal financial risks as part of its business activities:

#### *Credit risk*

The Group does not have significant concentrations of non-collection risk.

#### *Liquidity risk*

This is the risk that the Group cannot generate sufficient cash flows from its operations to cover investments and third party debt. Although the current bank credit facilities (roughly €34.5 million) are sufficient to meet its requirements, given the operating limit agreed with the banks that provided the senior loan, the Group intends to have a debt level able to balance average loan repayments with flexible and diversified sources of funding. Accordingly, each group company is free to negotiate credit facilities and to agree diversified sources of funding (e.g., loans, finance leases, bank credit facilities, etc.) as long as the covenants of the loan agreement between IVS Italia S.p.A. and its banks (described earlier) are respected.

#### *Interest rate risk*

This is the risk related to future cash flows from financing operations at floating interest rates. A change in interest rates affects the fair value of floating rate financial assets and liabilities and may impact a company's future results. The subsidiary IVS Italia S.p.A. has agreed a plain vanilla IRS for the largest tranche of the senior loan, effective from 12 December 2011.

#### *Legal risks*

The Group is not involved in any significant legal disputes about products sold, unfair competition or market practices, nor does it have any related financial obligations.

#### *Other information*

The Parent has not given loans to or guarantees on behalf of its directors or statutory auditors during the year nor do these exist at the reporting date.

It has updated its Data protection document, required by article 34.1-bis of Legislative decree no. 196 of 30 June 2003.

*Environment and energy policies*

The Group complies with all ruling regulations and laws about protection of the environment and the local community, and has done so for some time. A key part of its policies is the recycling of all reusable materials and selection of operating assets that have energy saving options; this is also to contain costs.

IVS Italia S.p.A. commenced a project to obtain ISO 14001 certification, which it obtained in January 2012.

§§§§§§

*Conclusions*

Dear shareholders,

We believe that we have painted a clear picture of the Parent's and the Group's position at 31 December 2011 and their performance during the year.

We invite you to approve the separate financial statements and the allocation of the profit for the year to:

- the legal reserve (€21 thousand);
- the extraordinary reserve (€397 thousand).

We would remind you that the term of engagement of the auditors engaged to perform the legally-required audit expires with the approval of the 2011 financial statements. Therefore, you should resolve who to engage for the legally-required audit of the separate financial statements and consolidated financial statements as at and for the years ending 31 December 2012, 2013 and 2014.

We thank you for your trust in us and invite you to approve the separate financial statements as they stand.

Seriate, 6 February 2012

On behalf of the Board of directors  
Chairman  
Cesare Cerea  
(signed on the original)

## Consolidated financial statements

### Statement of financial position

| (€'000)  | Note             | 31 December 2011 | 31 December 2010 |
|--|------------------|------------------|------------------|
| <b>ASSETS</b>  |                  |                  |                  |
| <b>Non-current assets</b>  |                  |                  |                  |
| Intangible assets  | 4                | 9,726            | 11,140           |
| Goodwill   | 4                | 295,928          | 285,622          |
| Property, plant and equipment  | 5                | 138,852          | 135,642          |
| Civil buildings  | 5                | 1,124            | 1,134            |
| Equity investments and loans and receivables                             | 6                | 7,750            | 6,220            |
| Deferred tax assets  | 17               | 4,897            | 7,349            |
| Other non-current assets   | 7                | 11,332           | 195              |
| <b>TOTAL NON-CURRENT ASSETS</b>  | <b>A</b>         | <b>469,609</b>   | <b>447,301</b>   |
| <b>Current assets</b>  |                  |                  |                  |
| Inventories  | 8                | 16,313           | 16,874           |
| Trade receivables  | 9                | 14,088           | 9,086            |
| Tax assets   | 10               | 349              | 1,261            |
| Other current assets   | 11               | 43,498           | 25,704           |
| Cash and cash equivalents  | 12               | 36,127           | 11,308           |
| <b>TOTAL CURRENT ASSETS</b>  | <b>B</b>         | <b>110,374</b>   | <b>64,232</b>    |
| Discontinued operations/assets held for sale                             | <b>C</b>         | -                | -                |
| <b>TOTAL ASSETS</b>  | <b>A+B+C</b>     | <b>579,983</b>   | <b>511,533</b>   |
| <b>EQUITY AND LIABILITIES</b>  |                  |                  |                  |
| <b>Equity</b>  |                  |                  |                  |
| Share capital  | 14               | 64,002           | 64,002           |
| Reserves   | 14               | 4,854            | 6,357            |
| Losses carried forward   | 14               | (19,189)         | (25,819)         |
| Profit for the year  | 14               | 2,649            | 5,345            |
| <b>EQUITY ATTRIBUTABLE TO THE OWNERS OF THE PARENT</b>                   | <b>D</b>         | <b>52,315</b>    | <b>49,885</b>    |
| Share capital and reserves attributable to non-controlling interests     | 14               | 6,488            | 4,875            |
| Profit for the year attributable to non-controlling interests            | 14               | 915              | 478              |
| <b>EQUITY ATTRIBUTABLE TO NON-CONTROLLING INTERESTS</b>                  |                  | <b>7,403</b>     | <b>5,353</b>     |
| Total share capital and reserves   | 14               | 56,154           | 49,414           |
| Total profit for the year  | 14               | 3,564            | 5,824            |
| <b>TOTAL EQUITY</b>  |                  | <b>59,718</b>    | <b>55,238</b>    |
| <b>Non-current liabilities</b>   |                  |                  |                  |
| Bonds  | 18               | 134,290          | 131,880          |
| Shareholders' loans  | 18               | 11,590           | 4,410            |
| Non-current loan liabilities   | 15               | 147,812          | 170,615          |
| Employee benefits  | 16               | 5,531            | 5,610            |
| Provisions for risks and charges   | 17               | 507              | 562              |
| Deferred tax liabilities   |                  | 8,756            | 9,771            |
| <b>TOTAL NON-CURRENT LIABILITIES</b>                                     | <b>E</b>         | <b>308,485</b>   | <b>322,847</b>   |
| <b>Current liabilities</b>   |                  |                  |                  |
| Current loan liabilities   | 18               | 129,241          | 55,615           |
| Derivatives  | 18               | 3,897            | 3,715            |
| Trade payables   |                  | 61,365           | 57,231           |
| Tax liabilities  | 10               | 826              | 785              |
| Other current liabilities  | 19               | 16,451           | 16,102           |
| <b>TOTAL CURRENT LIABILITIES</b>   | <b>F</b>         | <b>211,781</b>   | <b>133,449</b>   |
| Liabilities associated with discontinued operations/assets held for sale | <b>G</b>         | -                | -                |
| <b>TOTAL LIABILITIES</b>   | <b>(H=E+F+G)</b> | <b>520,265</b>   | <b>456,296</b>   |
| <b>TOTAL EQUITY AND LIABILITIES</b>                                      | <b>D+H</b>       | <b>579,983</b>   | <b>511,533</b>   |

*Income statement*

| (€'000)  | Note | 2011          | %            | 2010          | %            |
|--|------|---------------|--------------|---------------|--------------|
| Revenue from sales and services                          | 21   | 264,628       | 100.0%       | 263,453       | 100.0%       |
| Other revenue and income                                 | 22   | 13,738        |              | 6,266         |              |
| Raw materials, supplies and consumables                  | 23   | (71,684)      |              | (68,521)      |              |
| Services   | 24   | (30,550)      |              | (28,292)      |              |
| Personnel expenses                                       | 25   | (81,726)      |              | (80,811)      |              |
| Other operating costs and income                         | 26   | (34,686)      |              | (35,430)      |              |
| <b>Gross operating profit from continuing operations</b> |      | <b>59,719</b> | <b>22.6%</b> | <b>56,665</b> | <b>21.5%</b> |
| Net gains on disposal of non-current assets              | 27   | 606           |              | 1,629         |              |
| Other income, net  | 27   | (2,185)       |              | (870)         |              |
| <b>Gross operating profit</b>                            |      | <b>58,141</b> | <b>22.0%</b> | <b>57,424</b> | <b>21.8%</b> |
| Amortisation and depreciation                            |      | (35,565)      |              | (36,973)      |              |
| <b>Operating profit</b>                                  |      | <b>22,576</b> | <b>8.5%</b>  | <b>20,451</b> | <b>7.8%</b>  |
| Net impairment losses                                    | 29   | (11)          |              | 0             |              |
| Financial expense  | 28   | (14,074)      |              | (10,334)      |              |
| Financial income   | 28   | 744           |              | 364           |              |
| Exchange rate gains (losses) and net gain on derivatives | 28   | 115           |              | 90            |              |
| Share of profit of equity-accounted investees            | 6    | 127           |              | 207           |              |
| <b>Profit</b>  |      | <b>9,476</b>  | <b>3.6%</b>  | <b>10,778</b> | <b>4.1%</b>  |
| Losses from discontinued operations                      |      | -             |              | -             |              |
| Profits from discontinued operations                     |      | -             |              | -             |              |
| <b>Profit before tax</b>                                 |      | <b>9,476</b>  | <b>3.6%</b>  | <b>10,778</b> | <b>4.1%</b>  |
| Current tax expense                                      | 30   | (4,357)       |              | (3,871)       |              |
| Deferred tax expense                                     | 30   | (1,556)       |              | (1,084)       |              |
| <b>Profit for the year</b>                               |      | <b>3,564</b>  | <b>1.3%</b>  | <b>5,824</b>  | <b>2.2%</b>  |
|  |      | -             |              | -             |              |
| <b>Profit attributable to non-controlling interests</b>  |      | <b>915</b>    | <b>0.3%</b>  | <b>478</b>    | <b>0.2%</b>  |
|  |      | -             |              | -             |              |
| <b>Profit attributable to the owners of the Parent</b>   |      | <b>2,649</b>  | <b>1.0%</b>  | <b>5,345</b>  | <b>2.0%</b>  |

*Statement of comprehensive income*

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| <b>Statement of comprehensive income</b>                   | <b>2011</b>  | <b>2010</b>  |
|--|--------------|--------------|
| Profit for the year  | 3,564        | 5,824        |
| Net fair value losses on hedging derivatives               | (297)        | (1,832)      |
| Tax impact   | 82           | 759          |
| <b>Total comprehensive income</b>                          | <b>3,349</b> | <b>4,751</b> |
| <b>of which: attributable to non-controlling interests</b> | <b>915</b>   | <b>478</b>   |

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## Statement of changes in equity

| (€'000)  | 31<br>December<br>2009 | Allocation of<br>profit (loss) | Change in<br>cons. scope | Compre-<br>hensive<br>income | Divide<br>nds | Ot<br>her  | 31<br>December<br>2010 | Allocation of<br>profit (loss) | Change in<br>cons. scope | Compre-<br>hensive<br>income | Divide<br>nds | Other    | 31<br>December<br>2011 |
|--|------------------------|--------------------------------|--------------------------|------------------------------|---------------|------------|------------------------|--------------------------------|--------------------------|------------------------------|---------------|----------|------------------------|
| Share capital  | 64,002                 |                                |                          |                              |               |            | 64,002                 |                                |                          |                              |               |          | 64,002                 |
| Share premium reserve                                      | 2,498                  |                                |                          |                              |               |            | 2,498                  |                                |                          |                              |               |          | 2,498                  |
| Legal reserve  | 601                    | 34                             |                          |                              |               |            | 635                    | 94                             |                          |                              |               |          | 728                    |
| Statutory reserve  | 277                    |                                |                          |                              |               |            | 277                    |                                |                          |                              |               |          | 277                    |
| FTA reserve  | 562                    |                                |                          |                              |               |            | 562                    |                                |                          |                              |               |          | 562                    |
| Hedging reserve  | (929)                  |                                |                          | (1,072)                      |               |            | (2,001)                |                                |                          | (215)                        |               |          | (2,217)                |
| Other reserves   | (1,780)                |                                | (443)                    |                              |               |            | (2,223)                |                                |                          |                              |               |          | (2,223)                |
| Capital injections for future<br>capital increase          | 5,090                  |                                |                          |                              |               | 141        | 5,231                  |                                |                          |                              |               |          | 5,231                  |
| Losses carried forward                                     | (24,443)               | 3                              |                          |                              |               |            | (24,440)               | 5,251                          |                          |                              |               |          | (19,189)               |
| Profit for the year  | 37                     | (37)                           |                          | 5,345                        |               |            | 5,345                  | (5,345)                        |                          | 2,649                        |               |          | 2,649                  |
| <b>Equity attributable to the<br/>owners of the Parent</b> | <b>45,914</b>          | <b>-</b>                       | <b>(443)</b>             | <b>4,273</b>                 | <b>-</b>      | <b>141</b> | <b>49,884</b>          | <b>-</b>                       | <b>-</b>                 | <b>2,434</b>                 | <b>-</b>      | <b>-</b> | <b>52,315</b>          |
| Equity attributable to non-<br>controlling interests       | 4,956                  |                                | (81)                     | 478                          |               |            | 5,353                  |                                | 1,154                    | 915                          | (19)          |          | 7,403                  |
| <b>Total equity</b>  | <b>50,870</b>          | <b>-</b>                       | <b>(525)</b>             | <b>4,751</b>                 | <b>-</b>      | <b>141</b> | <b>55,238</b>          | <b>-</b>                       | <b>1,154</b>             | <b>3,564</b>                 | <b>(19)</b>   | <b>-</b> | <b>59,718</b>          |

### Statement of cash flows

| (€'000)   | 2011            | 2010            |
|---|-----------------|-----------------|
| <b>A) Cash flows from operating activities</b>  |                 |                 |
| Profit before tax   | 9,476           | 10,778          |
| Adjustments for:  |                 |                 |
| Undistributed profit (loss) recognised in equity  | (50)            | (207)           |
| Amortisation, depreciation and impairment losses  | 34,948          | 36,973          |
| (Gains)/losses on disposal of non-current assets  | (606)           | (1,629)         |
| Changes in employee benefits and other provisions   | (326)           | (363)           |
| Reversal of financial expense   | 13,215          | 9,829           |
| <i>Cash flows from operating activities before tax,<br/>financial income/expense and change in working capital:</i> | 56,657          | 55,381          |
| Change in working capital   | 4,363           | (6,973)         |
| <i>Cash flows from operating activities before tax<br/>and financial income/expense:</i>                            | 61,019          | 48,408          |
| Net financial expense paid  | (9,460)         | (8,445)         |
| Tax paid  | (3,617)         | (3,712)         |
| <b>Total A)</b>   | <b>47,942</b>   | <b>36,250</b>   |
| <b>B) Cash flows from investing activities:</b>   |                 |                 |
| Investments in non-current assets:  |                 |                 |
| Intangible assets   | (605)           | (439)           |
| Property, plant and equipment   | (36,575)        | (27,690)        |
| <i>Payments for property, plant and equipment acquired in previous years</i>  | (7,781)         | (7,288)         |
| Business units  | (1,823)         | (623)           |
| Financial assets (equity investments), net of cash acquired   | (5,433)         | (515)           |
| Total investments   | (52,216)        | (36,555)        |
| Proceeds from disposal of net non-current assets  | 2,284           | 5,173           |
| Total divestments   | 2,284           | 5,173           |
| Change in consolidation scope   | -               | -               |
| <b>Total B)</b>   | <b>(49,932)</b> | <b>(31,383)</b> |
| <b>C) Cash flows from financing activities:</b>   |                 |                 |
| New non-current loan liabilities  | 64,944          | 32,683          |
| Repayment of non-current loan liabilities   | (20,076)        | (41,216)        |
| Change in current financial liabilities:  | (14,108)        | 3,484           |
| Change in financial assets  | (4,360)         | 169             |
| Share capital increase  | -               | 141             |
| Change in consolidation scope of financing activities   | 410             | (592)           |
| <b>Total C)</b>   | <b>26,810</b>   | <b>(5,332)</b>  |
| <b>D) Exchange rate differences and other changes:</b>  |                 |                 |
| <b>E) Change in cash and cash equivalents (A+B+C+D):</b>  | <b>24,820</b>   | <b>(465)</b>    |
| <b>F) Opening cash and cash equivalents:</b>  | <b>11,308</b>   | <b>11,772</b>   |
| <b>Closing cash and cash equivalents (E+F)</b>  | <b>36,127</b>   | <b>11,308</b>   |

## Notes to the consolidated financial statements

### Corporate information

The consolidated financial statements of the IVS Group as at and for the year ended 31 December 2011 were approved by the board of directors on 6 February 2012.

IVS Group Holding S.p.A. is a company limited by shares incorporated and domiciled in Italy, which directly and indirectly controls a number of companies that operate in the vending market, i.e., in the sale of products through automated and semi-automated vending machines installed at unattended points of sale (businesses, schools, hospitals, railway stations and other public places). These machines offer their services 24 hours a day and consumers purchase products through the introduction of coins, banknotes, prepaid cards and other means of payment). The Group also controls the Coin Group, whose core business is the counting of coins for third parties, cash-in-transit services, collection and distribution of coins (coin management);

### Accounting policies

#### 1 - Statement of compliance with the IFRS

These consolidated financial statements have been prepared in accordance with the IFRS effective at 31 December 2011, as endorsed by the Commission of the European Communities.

#### Newly-adopted Standards

The following Standards, amendments and interpretations became effective on 1 January 2011. They either cover issues not involving the Group or their adoption has not significantly affected the Group's consolidated financial statements.

- IAS 24 "Related party transactions" (revised). The IASB issued an amendment to IAS 24 that clarifies the definition of a related party. The new definition emphasises a symmetrical view of related party relationships and clarifies the circumstances in which individuals and key management personnel are to be considered as related parties. In addition, the amendment introduces an exemption from the general related party disclosure requirements for transactions with government and entities that are controlled, jointly controlled or significantly influenced by the same government as is the reporting entity. The adoption of the amendment did not have any impact on the Group's financial position or financial performance.
- IAS 32 "Financial instruments: presentation" (revised). The IASB issued an amendment that alters the definition of a financial liability in IAS 32 to enable entities to classify rights issues and certain options or warrants as equity instruments. The amendment is applicable if the rights are given pro rata to all of the existing owners of the same class of an entity's non-derivative equity instruments to acquire a fixed number of the entity's own equity instruments for a fixed amount in any currency. The amendment did not have any impact on the Group's financial position or financial performance, because the Group does not have these type of instruments.
- IFRIC 14 "Prepayments of a minimum funding requirement" (revised). The amendment removes an unintended consequence when an entity is subject to minimum funding requirements and makes an early payment of contributions to cover such requirements. The amendment permits a prepayment of future service cost by the entity to be recognised as a pension asset. The Group is not subject to minimum funding requirements in Europe and, therefore, the amendment did not have any impact on its financial position or financial performance.
- Improvements to IFRS. In May 2010, the IASB issued its third omnibus of amendments to its Standards, primarily with a view to removing inconsistencies and clarifying wording. The adoption of the following amendments resulted in changes to accounting policies, but no impact on the Group's financial position or financial performance.
  - o IFRS 3 "Business combinations": the measurement options available for non-controlling interests (NCI) were amended. Only components of NCI that constitute a present ownership interest that entitles their holder to a proportionate share of the entity's net assets in the event of liquidation should be measured

- at either fair value or at the present ownership instruments' proportionate share of the acquiree's identifiable net assets. All other components are to be measured at their acquisition date fair value.
- IFRS 7 "Financial instruments — disclosures": the amendment was intended to simplify the disclosures provided by reducing the volume of disclosures around collateral held and improving disclosures by requiring qualitative information to put the quantitative information in context.
  - IAS 1 "Presentation of financial statements": the amendment clarifies that an entity may present an analysis of each component of other comprehensive income either in the statement of changes in equity or in the notes to the financial statements.
- Other amendments resulting from Improvements to IFRS to the following standards did not have any impact on the Group's accounting policies, financial position or financial performance:
    - IFRS 3 "Business combinations" (contingent consideration arising from business combinations prior to adoption of IFRS 3 (as revised in 2008));
    - IFRS 3 "Business combinations" (un-replaced and voluntarily replaced share-based payment awards);
    - IAS 27 "Consolidated and separate financial statements";
    - IAS 34 "Interim financial statements".
  - The following interpretation and amendments to interpretations did not have any impact on the Group's accounting policies, financial position or financial performance:
    - IFRIC 13 "Customer loyalty programmes" (determining the fair value of award credits);
    - IFRIC 19 "Extinguishing financial liabilities with equity instruments".

#### Standards issued but not yet effective

Standards issued but not yet effective up to the date of preparation of the Group's consolidated financial statements are listed below. The listed Standards and interpretations are those that the Group reasonably expects to be applicable at a future date. The Group intends to adopt these standards when they become effective.

- IAS 1 "Presentation of financial statements – Presentation of items of other comprehensive income". The amendments to IAS 1 change the grouping of items presented in OCI. Items that could be reclassified (or "recycled") to profit or loss at a future point in time (for example, upon derecognition or settlement) would be presented separately from items that will never be reclassified. The amendment affects presentation only and has no impact on the Group's financial position or financial performance. The amendment becomes effective for annual periods beginning on or after 1 July 2012.
- IAS 12 "Income taxes – recovery of underlying assets". The amendment clarifies the determination of deferred tax on investment property measured at fair value. The amendment introduces a rebuttable presumption that deferred tax on investment property measured using the fair value model in IAS 40 should be determined considering that its carrying amount will be recovered through sale. Furthermore, it introduces the requirement that deferred tax on non-depreciable assets that are measured using the revaluation model in IAS 16 should always be measured on a sale basis of the asset. The amendment becomes effective for annual periods beginning on or after 1 January 2012.
- IAS 19 "Employee benefits" (amendment). The IASB has issued numerous amendments to IAS 19. These range from fundamental changes such as removing the corridor approach and the concept of expected returns on plan assets to simple clarifications and re-wordings. The amendment becomes effective for annual periods beginning on or after 1 January 2013.
- IAS 27 "Separate financial statements" (revised in 2011). As a consequence of the new IFRS 10 and IFRS 12, what remains of IAS 27 is limited to accounting for subsidiaries, jointly controlled entities, and associates in separate financial statements. The amendment becomes effective for annual periods beginning on or after 1 January 2013.
- IAS 28 "Investments in associates and joint ventures" (revised in 2011). As a consequence of the new IFRS 11 and IFRS 12, IAS 28 has been renamed and describes the application of the equity method to investments in

joint ventures in addition to associates. The amendment becomes effective for annual periods beginning on or after 1 January 2013.

- IFRS 7 “Financial instruments: disclosures — enhanced derecognition disclosure requirements”. The amendment requires additional disclosure about financial assets that have been transferred but not derecognised to enable users of the financial statements to understand the relationship with those assets that have not been derecognised and their associated liabilities. In addition, the amendment requires disclosures about continuing involvement in derecognised assets to enable users to evaluate the nature of, and risks associated with, the entity’s continuing involvement in those derecognised assets. The amendment becomes effective for annual periods beginning on or after 1 July 2011. The amendment affects disclosure only and has no impact on the Group’s financial position or financial performance.
- IFRS 10 “Consolidated financial statements”. IFRS 10 replaces the portion of IAS 27 “Consolidated and separate financial statements” that addresses the accounting for consolidated financial statements. It also includes the issues raised in SIC-12 “Consolidation — special purpose entities. IFRS 10 establishes a single control model that applies to all entities including special purpose entities. The changes introduced by IFRS 10 will require management to exercise significant judgement to determine which entities are controlled, and therefore, are required to be consolidated by a parent, compared with the requirements that were in IAS 27. This Standard becomes effective for annual periods beginning on or after 1 January 2013.
- IFRS 11 “Joint arrangements”. It replaces IAS 31 “Interests in joint ventures” and SIC-13 “Jointly-controlled entities — non-monetary contributions by venturers”. IFRS 11 removes the option to account for jointly controlled entities (JCEs) using proportionate consolidation. Instead, JCEs that meet the definition of a joint venture must be accounted for using the equity method.  
The application of this Standard will have an impact on the Group’s financial position. This is due to the cessation of proportionately consolidating the joint venture. This Standard becomes effective for annual periods beginning on or after 1 January 2013.
- IFRS 12 “Disclosure of interests in other entities”. It includes all of the disclosure requirements about consolidated financial statements that were previously covered by IAS 27, as well as all those that were previously included in IAS 31 and IAS 28. These disclosures relate to an entity’s interests in subsidiaries, joint arrangements, associates and structured entities. A number of new disclosures are also required. This Standard becomes effective for annual periods beginning on or after 1 January 2013.
- IFRS 13 “Fair value measurement”. It establishes a single source of guidance under IFRS for all fair value measurements. IFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under IFRS when fair value is required or permitted. The Group is currently assessing the impact that this standard will have on its financial position and financial performance. This Standard becomes effective for annual periods beginning on or after 1 January 2013.

## 2 – Critical judgements and accounting estimates

The consolidated financial statements are based on the cost model, except for derivatives and available-for-sale financial assets held for trading, which are measured at fair value.

The Euro is the Group’s functional currency. Amounts are expressed in thousands of Euros in both these notes and the financial statements schedules if not otherwise stated.

These consolidated financial statements are presented as follows:

- assets and liabilities are classified as current or non-current in the statement of financial position. Current assets, which include cash and cash equivalents, are those that will be realised, sold or used in the Group’s ordinary operating cycle. Current liabilities are those that will be extinguished within the Group’s ordinary operating cycle or in the twelve months after the reporting date;
- expenses are presented based on their nature in the income statement;
- with reference to the statement of comprehensive income, the Group chose to adopt two separate schedules: an income statement presenting the traditional items forming the profit or loss for the period and the statement of comprehensive income that begins with the profit or loss for the period and details the other items of comprehensive income that were previously presented only in the statement of changes in equity, i.e., fair value gains or losses on derivatives;

- the statement of cash flows is presented using the indirect method.

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates that affect the reported amounts of assets, liabilities, income and expenses, such as amortisation, depreciation and provisions, as well as the disclosures about contingent assets and liabilities set out in the notes. These estimates are based on the going concern assumption and on available information. Actual results may differ from these estimates. This is particularly true considering the current financial crisis which may give rise to future situations that are different to those currently forecast, with the consequent need to make (significant) adjustments to the relevant carrying amounts that cannot presently be foreseen. Assumptions and estimates are particularly critical if referred to the measurement of non-current assets, forecasts of future results and cash flows, provisions for litigation and restructuring and obligations for pension plans and other long-term benefits. Assumptions and estimates are revised on a regular basis and any resulting change immediately affects the financial statements.

The main financial statements captions affected by the use of estimates or critical judgements are the following:

#### Goodwill and other intangible assets

Goodwill and indefinite-lived intangible assets are tested at least annually for impairment or more frequently in the case of impairment indicators. Impairment testing requires management to estimate the value in use of the cash-generating unit (CGU) to which goodwill and indefinite-lived intangible assets are allocated. Value in use is based on the present value of estimated future cash flows discounted using an appropriate rate.

Accordingly, in calculating value in use, management estimates the asset's or CGU's estimated future cash flows and selects an appropriate discount rate to obtain their present value. Reference should be made to the relevant note for a sensitive analysis of the key underlying assumptions.

#### Impairment of non-current assets

Under IFRS, non-current assets should be tested for impairment. An impairment loss is recognised when the asset's carrying amount is no longer deemed recoverable through its use. This analysis requires management to make critical judgements based on external and internal available information and past experience. Moreover, should an asset be found to be impaired, the relevant impairment loss is calculated using adequate valuation techniques. The identification of impairment indicators and the estimates made to calculate the amount of the impairment loss are based on subjective judgements and other factors that may change over time, affecting management judgements and estimates.

#### Deferred tax assets

Deferred tax assets are recognised for all temporary differences and the carryforward of unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary difference or unused tax losses can be utilised. Management uses a high level of discretionary judgement to determine the amount of deferred tax assets that can be recognised, by estimating when they will probably become due and the amount of future taxable profit, as well as a future tax planning strategy.

#### Other captions affected by estimates

Moreover, estimates are used to recognise the allowance for impairment, amortisation and depreciation, employee benefits and provisions for risks and charges and to allocate the acquisition cost of recent business combinations.

### 3 - Accounting policies

The consolidated financial statements at 31 December 2011 have been drawn up using the accounting policies detailed below.

#### **Basis of consolidation**

The consolidated financial statements include the financial statements of IVS Group Holding S.p.A. (Parent) and its subsidiaries prepared at 31 December of each year, except for - as permitted by IAS 27 - the associate Espresso Service Proximité, the reporting date of which is 30 September. Subsidiaries are those companies over which the Parent has the power to govern the financial and operating policies so as to obtain benefits from its activities. Control is generally presumed to exist when the Group holds, directly or indirectly, more than half of the voting rights, including the potential voting rights arising from convertible notes. Associates are those companies in which the Group has significant influence, but not control, over the financial and operating policies. Significant influence is generally presumed to exist when the Group holds at least 20% of the voting rights or, if less, it is able to exercise significant influence over the

financial and operating policies of the company by virtue of specific legal rights, such as, for example, shareholder agreements or other agreements that enable it to exercise significant governance rights.

The subsidiaries' financial statements are prepared using the Parent's accounting policies. Possible consolidation adjustments are made to make those captions affected by the adoption of different accounting policies consistent. All intragroup balances and transactions, including any unrealised profits arising from intragroup transactions, are eliminated in full. Unrealised profits and losses arising from transactions with associates are eliminated to the extent of the Group's share. Unrealised losses are not eliminated, except for impairment losses. Subsidiaries are consolidated as from the acquisition date, i.e., the date on which the Group obtains control, up to the date control is transferred outside the Group. Non-controlling interests, i.e., the portion of profit or loss and net assets that the Group does not hold, are presented separately from the portion attributable to the Group in the income statement and in the statement of financial position, under equity.

Investments in associates are measured using the equity method. Therefore, they are recognised initially at cost, which is subsequently adjusted for possible changes in the Group's share of the associate's equity. The Group's share of profit or loss of associates is recognised in the relevant income statement caption starting from when the Group exercises significant influence up to when it no longer exercises it.

Joint ventures are those entities over whose activities the Group has joint control, established by contractual agreement and requiring unanimous consent for strategic financial and operating decisions. Interests in joint ventures are recognised using proportionate consolidation, whereby the Group's share of the investee's assets, liabilities, revenue and expenses is recognised in the financial statements line by line. Proportionate consolidation begins when the Group obtains joint control and ends when such control ceases.

### **Business combinations and goodwill**

Business combinations are accounted for using the acquisition method, whereby identifiable assets (including intangible assets, which were previously not recognised) and identifiable liabilities (including contingent liabilities but excluding future restructurings) are recognised at fair value.

Under IFRS 3 (revised), the cost of a business combination is measured as the aggregation of the acquisition-date fair value of the consideration transferred and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer should measure any non-controlling interest in the acquiree at fair value or at the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets. The revised Standard requires that the acquirer account for acquisition-related costs as expenses in the periods in which the costs are incurred and the services are received.

Goodwill acquired in a business combination is recognised initially at cost and is the excess cost of the business combination compared to the acquirer's share of the acquiree's net fair value of identifiable assets, liabilities and contingent liabilities. After initial recognition, goodwill is not amortised, but is adjusted for accumulated impairment losses calculated as described below.

If a business combination can be recognised initially only provisionally, any adjustments to the provisional amounts are recognised within twelve months of the acquisition date.

The recoverability of goodwill is analysed at least annually, or more frequently should events or changes in conditions take place that indicate that impairment losses might exist.

For impairment testing purposes, goodwill acquired in a business combination is allocated, at the acquisition date, to the individual cash-generating units (CGUs) or groups of CGUs benefitting from the combination synergies, regardless of whether the acquiree's other assets or liabilities have been allocated to such CGUs or groups of CGUs.

Impairment losses are identified by considering each CGU's ability to generate the cash flows necessary to recover the portion of goodwill allocated thereto, using the method subsequently detailed in the section on intangible assets. If the recoverable amount is lower than the carrying amount, goodwill is impaired. These impairment losses cannot be reversed should the underlying reasons no longer exist.

When a previously acquired business (or a portion thereof), the acquisition of which had led to the recognition of goodwill, is sold, the relevant gain or loss on disposal is recognised in profit or loss considering the relevant residual value of goodwill.

Acquisitions of investments in subsidiaries after control is obtained do not entail the remeasurement of the fair value of the identifiable assets and liabilities. The difference between the consideration transferred and the Group's share of acquired equity is recognised in equity attributable to the owners of the parent. Transactions leading to a decrease in the Group's holding percentage without determining a loss of control are treated as transactions with owners. Accordingly, the difference between the portion of investment sold and the consideration paid is recognised in equity attributable to the owners of the parent. This accounting treatment does not differ from that already applied by the Group.

**Translation of foreign currency captions and financial statements**

All group companies present their financial statements in Euros.

**Translation of foreign currency captions**

Foreign currency transactions are translated initially using the exchange rate at the transaction date. At the reporting date, monetary assets and liabilities denominated in foreign currency are retranslated using the closing rate. Any resulting exchange rate gains or losses are recognised in profit or loss. Non-monetary assets and liabilities denominated in foreign currency and measured at cost are translated at the transaction date rate, while those carried at fair value are translated at the exchange rate in force when fair value is measured.

**Intangible assets**

Separately acquired intangible assets are recognised initially at cost. Those acquired through a business combination are recognised at the acquisition date fair value. After initial recognition, they are measured at cost, net of accumulated amortisation and any accumulated impairment losses. Except for development expenditure, internally-developed intangible assets are not capitalised, but are immediately recognised in profit or loss. Intangible assets may have a finite or indefinite useful life.

Intangible assets with a finite useful life are amortised over their useful life and are tested for impairment whenever an indication of impairment emerges. The amortisation period and method are reviewed at each annual reporting date, or more frequently if necessary. Changes to their expected useful life and to the way in which they are expected to produce future economic benefits are recognised by adjusting the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

The gains or losses arising from their sale are measured as the difference between the net proceeds from disposal and the asset's carrying amount and are recognised in profit or loss upon disposal.

**Other intangible assets**

The other intangible assets with a finite useful life recognised as a result of a business combination (e.g., customer base) are recognised initially at the acquisition date fair value, separately from goodwill. They are subsequently carried net of accumulated amortisation and any accumulated impairment losses determined as detailed later on for property, plant and equipment.

Such intangible assets with a finite useful life are amortised on a straight-line basis over their estimated useful life, which is reviewed annually. Any required changes are recognised prospectively.

The gains or losses arising from their sale are measured as the difference between the net proceeds from disposal and the asset's carrying amount and are recognised in profit or loss upon derecognition.

**Research and development expenses**

Research expenses are recognised in profit or loss when incurred.

Development expenses incurred in relation to a specific project are capitalised only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete the intangible asset and use or sell it, how the intangible asset will generate probable future economic benefits, the availability of adequate technical, financial and other resources to complete the development and its ability to measure reliably the expenditure attributable to the intangible asset during its development.

Intangible assets arising from development are amortised over the period during which the cash flows expected from the project will flow to the Group.

During the development period, the asset is tested for impairment annually. After initial recognition, development expenses are measured at cost, adjusted for accumulated amortisation or impairment losses. Amortisation of the asset begins when the development phase has been completed and the asset is available for use.

All other development expenses are recognised in profit or loss when incurred.

**Property, plant and equipment**

Property, plant and equipment are recognised at cost, including any costs directly attributable to bringing the asset to the condition necessary for it to be capable of operating in the manner intended by management, increased by the present value of the estimated costs of dismantling and removing the item, if significant and if the Group has a present obligation for dismantling and removing it. If an item has significant parts with different useful lives, such parts are recognised separately. Land, either associated or not associated with buildings, is not depreciated as it has an unlimited useful life.

Assets revalued in periods prior to 1 January 2007 are recognised on the basis of their fair value at the transition date, which is considered their deemed cost as from that date.

Property, plant and equipment are recognised net of accumulated depreciation and any accumulated impairment losses calculated as detailed later on. Depreciation is calculated on a straight-line basis over the asset's estimated useful life, which is reviewed annually. Any required changes are recognised prospectively.

The carrying amount of property, plant and equipment is tested for impairment when events or changes in conditions take place that indicate that it may not be recovered. When there are such indications and the carrying amount exceeds the estimated recoverable amount, the assets are impaired to that amount, which, for items of property, plant and equipment, is the higher of an asset's fair value less costs to sell and its value in use.

Impairment losses are recognised in profit or loss in the caption "Amortisation, depreciation and impairment losses". They are reversed if the underlying reasons no longer exist.

On disposal or when no future economic benefits are expected from its use, an item of property, plant and equipment is derecognised and any gain or loss (i.e., the difference between the net disposal proceeds and the carrying amount of the item) is recognised in profit or loss when the item is derecognised.

The asset's residual value, useful life and applied methods are reviewed annually and adjusted, where necessary, at the reporting date.

### **Leases**

At the commencement of the lease term, finance leases that substantially transfer all risks and rewards of ownership of the leased asset to the Group are recognised as assets at amounts equal to the fair value of the leased item or, if lower, the present value of the minimum lease payments. Minimum lease payments are apportioned between the finance charge and the reduction of the outstanding liability, so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Depreciation and subsequent measurement follow the same rules as those for owned property, plant and equipment.

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership. Lease payments under an operating lease are recognised as an expense on a straight-line basis over the lease term.

### **Investment property**

Investment property is property held to earn rentals and/or for capital appreciation, rather than for use in the production or supply of goods or services. It is recognised initially at cost, including directly attributable transaction costs and subsequently measured at amortised cost.

### **Financial assets**

All financial assets are recognised initially at cost at the transaction date, which equals their fair value increased by transaction costs.

After initial recognition, financial assets held for trading are classified as current assets and measured at fair value through profit or loss.

Held-to-maturity investments are classified as current assets if their maturity is within one year and as non-current assets if it is after one year. They are subsequently measured at amortised cost, which is determined using the effective interest method, taking into account any discounts or premiums at acquisition that are allocated over the life of the asset. Any impairment losses decrease amortised cost.

The other financial assets are classified as available for sale and measured at fair value. The resulting fair value gains or losses are recognised in a specific equity caption until the assets are sold, recovered, discontinued, or impaired, in which case the accumulated gains or losses are removed from equity and recognised in profit or loss. If there is no active market for an equity instrument and its fair value cannot be measured reliably, it is carried at cost.

### **Impairment losses on financial assets**

At each annual or interim reporting date, the Group assesses whether financial assets or groups of financial assets are impaired.

#### Financial assets carried at amortised cost

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). The carrying amount of the asset is reduced either directly or through use of an allowance account. The amount of the loss is recognised in profit or loss.

The Group firstly assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, and individually or collectively for financial assets that are not individually significant. If no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, the Group includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognised are not included in a collective assessment of impairment.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss may be reversed. The amount of the reversal is recognised in profit or loss to the extent that the carrying amount of the financial asset does not exceed what the amortised cost would have been had the impairment loss not been recognised at the date it is reversed.

#### Financial assets carried at cost

If there is objective evidence that an impairment loss has been incurred on an unlisted equity instrument that is not carried at fair value because its fair value cannot be measured reliably, or on a derivative asset that is linked to and must be settled by delivery of such an unlisted equity instrument, the amount of the impairment loss is measured as the difference between the carrying amount of the financial asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset.

#### Available-for-sale financial assets

Impairment losses on available-for-sale financial assets are recognised by reclassifying the losses accumulated in equity to profit or loss. The cumulative loss that is reclassified from equity to profit or loss is the difference between the acquisition cost, net of any principal repayment and amortisation, and the current fair value, less any impairment loss recognised previously in profit or loss. Any subsequent recovery in the fair value of an impaired available-for-sale equity instrument is recognised in other comprehensive income. If, in a subsequent period, the fair value of an impaired available-for-sale debt instrument increases and the increase can be related objectively to an event occurring after the impairment loss was recognised, then the impairment loss is reversed, with the amount of the reversal recognised in profit or loss.

#### **Inventories**

Inventories are measured at the lower of cost and net realisable value. The cost of inventories comprises all costs incurred in bringing the inventories to their present location and condition and takes into account any write-downs due to obsolescence or slow-moving items.

The cost of acquired finished products and goods is determined using the FIFO method.

Considering the services provided by the Group, the consolidated financial statements do not include semi-finished products.

#### **Trade receivables and other assets**

Trade receivables and other assets are measured at their nominal amount, net of the allowance for impairment. Impairment losses are recognised when identified.

#### **Cash and cash equivalents**

Cash and cash equivalents comprise cash, bank accounts and other treasury investments with an original maturity not exceeding three months.

Cash and cash equivalents presented in the statement of cash flows are the same as those in the statement of financial position.

#### **Employee benefits**

The group companies have in place pension plans, post-employment benefit plans for health assistance and post-employment benefits.

#### *Defined contribution plans*

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into a separate insurance company or pension fund and has no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods.

These contributions, paid in exchange for the employees' services, are accounted for as an expense on an accruals basis.

### *Defined benefit plans*

Defined benefit plans are arrangements whereby the Group provides post-employment benefits and has a future obligation to pay. Actuarial risk and investment risk fall, in substance, on the Group. As required by IAS 19, the Group determines the present value of the defined benefit obligation and the current service cost using the projected unit credit method. This actuarial calculation requires the use of unbiased and mutually compatible actuarial assumptions about demographic (mortality and rates of employee turnover) and financial (discount rate, future salary and benefit levels and medical benefits) variables.

The Italian post-employment benefit (TFR) is considered as a defined benefit plan.

### *Actuarial gains and losses*

Actuarial gains and losses relating to defined benefit plans may arise from changes in the actuarial assumptions from one reporting period to the following, increases or decreases in either the present value of a defined benefit obligation or the fair value of any related plan assets.

Actuarial gains and losses relating to other long-term benefits and termination benefits are recognised immediately in profit or loss.

### *Past service cost*

Increases in the liabilities resulting from changes to an existing defined benefit plan are recognised as an expense on a straight-line basis over the average period until the benefits become vested. To the extent that the benefits are already vested immediately following the changes, the past service cost is recognised immediately in profit or loss.

### *Curtailments and settlements*

The Group recognises gains or losses on the curtailment or settlement of a defined benefit plan when the curtailment or settlement occurs. The gain or loss on a curtailment or settlement comprises any resulting change in the present value of the defined benefit obligation, any resulting change in the fair value of the plan assets, any related actuarial gains and losses and past service cost that had not previously been recognised.

At the date of the curtailment or settlement, the Group remeasures the obligation and the related plan assets using current actuarial assumptions.

## **Financial liabilities**

### *Trade payables and other liabilities*

Trade payables with maturities within ordinary trading terms are not discounted and are recognised at cost (which equals their nominal amount), representing their fair value at the reporting date.

Other liabilities, either current or non-current, are recognised initially at cost, which equals their fair value, less transaction costs directly attributable to the issue of the liability. After initial recognition, financial liabilities are measured at amortised cost using the effective interest method.

### *Loan liabilities*

All loan liabilities are recognised initially at the fair value of the consideration received, net of transaction costs. After initial recognition, they are measured at amortised cost using the effective interest method. Any gain or loss is recognised in profit or loss when the liability is extinguished, in addition to through the amortisation process.

### *Derivatives*

The group companies use derivatives, such as interest rate swaps, to hedge interest rate risks. They are recognised initially at their fair value at the agreement date, which is subsequently remeasured on a regular basis. They are presented as assets or liabilities depending on whether their fair value is positive or negative. In accordance with IAS 39, hedging derivatives are recognised using hedge accounting only if:

- a) at the inception of the hedge, there is formal designation and documentation of the hedging relationship;
- b) the hedge is expected to be highly effective;
- c) the effectiveness of the hedge can be reliably measured;
- d) the hedge is determined to have been highly effective throughout the financial reporting periods for which it was designated.

When derivatives hedge the exposure to changes in fair value of an hedged item (fair value hedges, such as hedges of changes in the fair value of fixed rate assets/liabilities), they are recognised at fair value and any changes are recognised in profit or loss. Similarly, the gain or loss on the hedged item attributable to the hedged risk adjusts the carrying amount of the hedged item.

When derivatives hedge the exposure to variability in cash flows of an hedged item (cash flow hedges, such as hedges of variability in cash flows of variable rate assets/liabilities due to fluctuations in the interest rates), the fair value gain or loss on the hedging instrument is initially recognised in equity and then reclassified to profit or loss when the hedged

item affects profit or loss. Fair value gains or losses that do not qualify for hedge accounting are recognised immediately in profit or loss.

### **Derecognition of financial assets and liabilities**

#### *Financial assets*

A financial asset (or, where applicable, part of a financial asset or parts of a group of similar financial assets) is derecognised when:

- the contractual rights to the cash flows from the financial asset expire;
- the Group retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to fully pay the cash flows to a third party without delay;
- the Group transfers the contractual rights to receive the cash flows of the financial asset and (a) transfers substantially all the risks and rewards of ownership of the financial asset, or (b) neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, but has not retained control.

If the Group neither transfers nor retains substantially all the risks and rewards of ownership of a transferred asset, and retains control of the transferred asset, it continues to recognise the transferred asset to the extent of its continuing involvement. When the Group's continuing involvement takes the form of guaranteeing the transferred asset, the extent of the Group's continuing involvement is the lower of the amount of the asset and the maximum amount of the consideration received that the Group could be required to repay.

When the Group's continuing involvement takes the form of a written or purchased option on the transferred asset (including cash-settled or similar options), the extent of the Group's continuing involvement is the amount of the transferred asset that the Group may repurchase. However, in the case of a written put option on an asset that is measured at fair value (including cash-settled or similar options), the extent of the Group's continuing involvement is limited to the lower of the fair value of the transferred asset and the option exercise price.

#### *Financial liabilities*

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

An exchange between an existing borrower and lender of debt instruments with substantially different terms or a substantial modification of the terms of an existing financial liability are accounted for as an extinguishment of the original financial liability and a new financial liability is recognised. Any difference between the carrying amounts is recognised in profit or loss.

### **Provisions for risks and charges**

Provisions for risks and charges relate to known costs or losses that are certain or probable but whose amount or due date is unknown at the reporting date. A provision is recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, for example when risks are covered by insurance policies, the reimbursement is recognised as a separate asset when, and only when, it is virtually certain. In this case, in the income statement, the expense relating to a provision may be presented net of the amount recognised for the reimbursement.

The amount recognised as a provision is the best estimate of the expenditure required to settle the obligation or transfer it to a third party at the reporting date. Where the effect of the time value of money is material, the amount of a provision is the present value of the expenditures expected to be required to settle the obligation. The discount rate is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the carrying amount of a provision increases in each period to reflect the passage of time. This increase is recognised as borrowing cost.

### **Revenue and expenses**

#### *Revenue recognition*

Revenue is recognised when it is probable that future economic benefits will flow to the Group and these benefits can be measured reliably. It is measured at the fair value of the consideration received or receivable, taking into account any trade discounts and volume rebates allowed by the Group.

Revenue from sales of products through automated vending machines is usually recognised when the products are purchased by the customer, which is when the goods are delivered and consideration is collected.

Revenue from invoiced sales is recognised when the risks and rewards of ownership of the goods have been transferred to the buyer.

### *Interest*

Interest income and expense are recognised on an accruals basis on the carrying amount of the relevant financial assets and liabilities using the effective interest method (that is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset).

### *Dividends*

Dividends are recognised when the shareholder's right to receive payment is established.

### *Income taxes*

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from/paid to the tax authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Current tax that relates to items that are recognised directly in equity is recognised directly in equity.

Deferred tax liabilities are calculated applying the liability method to the temporary differences between the carrying amount of assets and liabilities and their tax bases at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- to the extent that the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction which is not a business combination and, at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss);
- for taxable temporary differences associated with investments in subsidiaries and associates and interests in joint ventures, when the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences and the carryforward of unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary difference or unused tax losses can be utilised, except when:

- the deferred tax asset arises from the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss);
- for taxable temporary differences associated with investments in subsidiaries and associates and interests in joint ventures, deferred tax assets are recognised solely to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of that deferred tax asset to be utilised. At the end of each reporting period, the Group reassesses unrecognised deferred tax assets and recognises a previously unrecognised deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities relating to transactions recognised directly in equity are recognised directly in equity and not in profit or loss.

The group offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right to set off current tax assets against current tax liabilities and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same tax authority.

### **Capital management**

The Group manages its capital using the "net financial indebtedness/equity ratio". Its net financial indebtedness comprises financial liabilities net of cash and cash equivalents and other loan assets, as set out in note 18. Equity comprises all captions presented in the statement of financial position.

The Group's strategy is aimed at increasing its gearing ratio in the medium term, by reducing the financial leverage used when the Group was created and, therefore, reaching a level that would allow it to continue its ordinary operations, meet its investment commitments and enhance the investment value for its shareholders.

The Group keeps or changes its capital structure by issuing new shares or, subject to clearance by the bank syndicate, increasing or decreasing its investments in subsidiaries and acquiring/disposing of investments.

### Consolidation scope

The consolidated financial statements comprise the separate financial statements of the Parent, IVS Group Holding S.p.A., and the Italian and foreign companies over which it exercises, either directly or indirectly (through its subsidiaries and associates), control, governing their financial and operating policies so as to obtain benefits from their activities.

The following table lists the companies in which the Parent directly or indirectly holds an investment, indicating how they are treated in the consolidated financial statements.

| Name  | Parent                     | Investment % | Reference % | Treatment                   |
|---|----------------------------|--------------|-------------|-----------------------------|
| IVS Italia S.p.A.                             | IVS Group Holding S.p.A.   | 100.0%       | 100.0%      | Consolidated                |
| Vending System S.p.A.                         | IVS Group Holding S.p.A.   | 100.0%       | 100.0%      | consolidated                |
| Eurovending S.r.l.                            | IVS Italia S.p.A.          | 70.0%        | 70.0%       | consolidated                |
| DDS S.p.A.                                    | IVS Italia S.p.A.          | 71.0%        | 71.0%       | Consolidated                |
| Emmedi S.A.                                   | IVS Italia S.p.A.          | 70.0%        | 70.0%       | Consolidated                |
| Dav S.A.                                      | IVS Italia S.p.A.          | 78.0%        | 78.0%       | Consolidated                |
| Eur Coffee S.r.l.                             | IVS Italia S.p.A.          | 80.0%        | 80.0%       | Consolidated                |
| Nuovasellmatic S.r.l.                         | IVS Italia S.p.A.          | 93.0%        | 93.0%       | Not consolidated            |
| E.V.S. S.r.l.                                 | IVS Italia S.p.A.          | 90.0%        | 90.0%       | Consolidated                |
| IVS France SAS                                | IVS Italia S.p.A.          | 87.0%        | 87.0%       | Consolidated                |
| Ciesse Caffè S.r.l.                           | IVS Italia S.p.A.          | 26.3%        | 26.3%       | Equity-accounted            |
| Ristora System S.r.l.                         | IVS Italia S.p.A.          | 30.0%        | 30.0%       | Equity-accounted            |
| Universo Vending S.r.l.                       | IVS Italia S.p.A.          | 25.0%        | 25.0%       | Equity-accounted            |
| Cofradis SAS                                  | IVS France SAS             | 100.0%       | 87.0%       | Consolidated                |
| Parodis SAS                                   | IVS France SAS             | 100.0%       | 87.0%       | Consolidated                |
| Sci Azzurra SAS                               | IVS France SAS             | 99.0%        | 86.1%       | Consolidated                |
| Sci Azzurra SAS                               | Cofradis SAS               | 1.0%         | 0.9%        | Consolidated                |
| Sci Dca SAS                                   | IVS France SAS             | 99.2%        | 86.1%       | Consolidated                |
| Sci Dca SAS                                   | Cofradis SAS               | 0.8%         | 0.7%        | Consolidated                |
| Caybe 2 SI                                    | Dav S.A.                   | 72.5%        | 56.6%       | Not consolidated            |
| Maquinas Automaticas Blasco SA                | Emmedi S.A.                | 100.0%       | 70.0%       | Not consolidated            |
| IVS Corporate Sarl (formerly Rital Caffè SAS) | IVS France SAS             | 100.0%       | 87.0%       | Consolidated                |
| Cofradis Sud Sarl                             | Cofradis SAS               | 50.0%        | 43.5%       | Not consolidated            |
| Sci +39                                       | IVS France SAS             | 99.0%        | 86.1%       | Consolidated                |
| Sci +39                                       | Cofradis SAS               | 1.0%         | 0.9%        | Consolidated                |
| Time Vending S.r.l.                           | IVS Italia S.p.A.          | 50.0%        | 50.0%       | Proportionally consolidated |
| Espresso Service Proximité                    | Parodis SAS                | 22.0%        | 19.0%       | Equity-accounted            |
| Espresso Service Proximité                    | IVS Group Holding S.p.A.   | 14.8%        | 14.8%       | Equity-accounted            |
| Metroshopping S.r.l.                          | IVS Italia S.p.A.          | 70.0%        | 70.0%       | Consolidated                |
| CSH S.r.l.                                    | IVS Group Holding S.p.A.   | 75.0%        | 75.0%       | Consolidated                |
| Coin Partecipazioni S.p.A.                    | CSH S.r.l.                 | 60.0%        | 45.0%       | Consolidated                |
| Coin Service S.p.A.                           | Coin Partecipazioni S.p.A. | 62.0%        | 27.9%       | Consolidated                |
| Coin Service Nord S.p.A.                      | Coin Partecipazioni S.p.A. | 33.0%        | 14.9%       | Consolidated                |
| Coin Service Nord S.p.A.                      | Coin Service Empoli S.p.A. | 48.0%        | 13.4%       | Consolidated                |
| Coin Service Services Sicurezza               | Coin Service Empoli S.p.A. | 51.0%        | 14.2%       | Consolidated                |
| Coin Service Services Sicurezza               | Coin Service Nord S.p.A.   | 49.0%        | 13.8%       | Consolidated                |

Companies that are not consolidated are dormant. The carrying amounts of their investments in the financial statements of the relevant parents total €72 thousand.

The main changes in the consolidation scope with respect to 31 December 2010 are as follows:

- Food System S.r.l., BVending S.r.l. and Ivan Cafè S.r.l., already consolidated in previous years, were merged respectively into IVS Italia S.p.A. and Vending System Italia S.p.A. with accounting and tax effect from 1 January 2011. At the same time, Automatica Services S.r.l., 100% of which was acquired in early 2011, was merged into IVS Italia S.p.A. with accounting and tax effect from 1 January 2011;
- Cofdar SA, already consolidated in previous years, was merged into Cofradis SA with accounting and tax effect from 1 January 2011;
- the Parent set up CSH S.r.l. in February 2011, subscribing 75% of its quota capital; on 31 March 2011, the subsidiary Coin Partecipazioni S.p.A., set up by CSH S.r.l. which subscribed 60% of its quota capital, finalised its acquisition of the Coin Service Group (made up of the subsidiaries Coin Service S.p.A., Coin Service Nord S.p.A. and Coin Service Servizi Sicurezza S.r.l.), whose core business is the counting of coins for third parties, cash-in-transit services, collection and distribution of coins (coin management);
- IVS Italia S.p.A. acquired 70% of Metroshopping S.r.l. and an additional 6.32% of Ciesse Caffè S.r.l. during the year.

*Notes to the main captions of the statement of financial position*

#### 4 - Intangible assets and goodwill

The following table shows variations in historical cost and accumulated amortisation of intangible assets in 2011:

| (€'000)  | - Research,<br>development and<br>advertising costs | Industrial<br>patents and<br>soft/<br>intellectual<br>property rights | Concessions,<br>licences,<br>trademarks<br>and similar<br>rights | Customer list | Other | Total   |
|--|---|---|--|---------------|-------|---------|
| <b>CARRYING AMOUNT AT 31 DECEMBER 2010</b>     | 36  | 492   | 168  | 9,989         | 456   | 11,140  |
| <b>Additions/change in consolidation scope</b> | 23  | 477   | 63   | 168           | 147   | 879     |
| <b>Sales/change in consolidation scope</b>     | -   | -   | -  | -             | (11)  | (11)    |
| <b>Reclassifications</b>                       | -   | -   | -  | 285           | (285) | -       |
| <b>Amortisation</b>                            | (14)  | (516)   | (68)   | (1,639)       | (44)  | (2,282) |
| <b>CARRYING AMOUNT AT 31 DECEMBER 2011</b>     | 45  | 453   | 163  | 8,803         | 263   | 9,726   |

The caption "Customer list" includes a carrying amount of €168 thousand at the reporting date arising from the business combinations carried out during the year (described in more detail later).

The following table shows variations in goodwill at 31 December 2011 compared to the previous year:

| (€'000)                                 | Carrying amount |
|---|-----------------|
| <b>At 31 December 2010</b>              | 285,622         |
| Additions/change in consolidation scope | 10,306          |
| Sales/decreases                         | -               |
| Impairment losses                       | -               |
| Reclassifications                       | -               |
| <b>At 31 December 2011</b>              | 295,928         |

The change in this caption is mainly due to the following non-recurring transactions:

- Acquisition by IVS Group Holding S.p.A. of the Coin Service Group (€9,264 thousand);
- Acquisition by IVS Italia S.p.A. of three business units, GRA, SicilCoffee and CoffeeOffice (€718 thousand);
- Acquisition by IVS Italia S.p.A. of 100% of Automatica Service S.r.l., which was then merged into the acquirer (€261 thousand);
- Acquisition by DDS of a business unit, B.E. S.r.l. of Belfiore (€63 thousand);

The Group recognised and measured the goodwill arising on the above-mentioned transactions pursuant to IFRS 3 which requires application of the acquisition method. The acquisition cost is allocated to the acquired assets and liabilities based on their fair value using the Purchase Price Allocation (PPA) method, under which any excess cost compared to the acquiree's equity is recognised as goodwill under intangible assets in the buyer's financial statements. IFRS 3 also requires that such goodwill cannot be amortised systematically but is tested for impairment once a year.

As the merger of Food System S.r.l. and BVending S.r.l. into IVS Italia S.p.A. qualifies as a business reorganisation as they were already wholly owned, the carrying amounts in the 2011 consolidated financial statements are recognised in line with the carrying amounts in the 2010 financial statements. The following table summarises the changes arising from the above-mentioned transactions:

| Transaction                                  | Goodwill      | Customer list |
|--|---------------|---------------|
| Acquisition and merger of Automatica Service | 261           | 40            |
| Acquisition of business units by IVS Italia  | 717           | 117           |
| Acquisition of investment in Metroshopping   | 1             | 1             |
| Acquisition of business unit by DDS          | 63            | 10            |
| Acquisition of Coin Service Group            | 9,264         | -             |
| <b>Total</b>                                 | <b>10,306</b> | <b>168</b>    |

Captions "Industrial patents and soft./ intellectual property rights" and "Concessions, licences, trademarks and similar rights" mainly consist of costs incurred by IVS Italia S.p.A. to roll out the Navision business management software, which will become the Group's sole IT system. The software is amortised on a straight-line basis over three years.

*Carrying amount of goodwill allocated to each CGU:*

IAS 36 requires that goodwill recognised as a result of a business combination be allocated to each of the CGUs benefiting from the combination synergies, regardless of which CGU or group of CGUs the assets and liabilities of the acquiree are allocated to (a CGU is the smallest group of assets which generates cash flows that are largely independent of those generated by other assets and can be used to calculate value in use).

In 2009 and 2010, the Group identified two CGUs: one for the entire consolidation scope of IVS Italia S.p.A. and the other for the remaining companies controlled by IVS Group Holding S.p.A.. In 2011, it revised its classification in order to improve the likeliness between the CGUs and its operating segments, i.e. each of its components:

- that engages in business activities from which it may earn revenues and incur expenses;
- whose operating results are regularly reviewed by the Group's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance; and
- for which discrete financial information is available.

Based on this analysis, the Group has identified the following CGUs, to which assets, liabilities and cash flows have been allocated and on which basis the Group's strategic plan has been drafted.

- CGU Italy, which comprises the sale and supply of goods, food and beverages via automated and semiautomated vending machines in Italy;
- CGU France, which comprises the sale and supply of goods, food and beverages via automated and semiautomated vending machines in France;
- CGU Spain, which comprises the sale and supply of goods, food and beverages via automated and semiautomated vending machines in Spain;
- CGU Coin, which comprises the collection and distribution of coins (coin management), counting of coins for third parties and cash-in-transit services.

For the annual impairment test purposes, goodwill acquired in business combinations was allocated to one of the four CGUs, carrying out the related impairment tests required by IAS 36 based on the carrying amounts and cash flows of the above CGUs.

The recoverable amounts of the CGUs were determined considering their value in use, from the point of view of the entity that carries out the business, for which it assumes a value proportionate to the expected cash flows arising from its continued use and disposal at the end of activities. The Group used the projected cash flows included in the Parent's 2012-2014 business plan to calculate the value in use of the four CGUs and extrapolated the cash flows after three years in perpetuity assuming cash flows in line with those of the business plan's third year. Specifically, these flows were the sum of: (i) adjusted forecast NOPLAT (net operating profit less adjusted taxes) for 2014 (adjusted considering the Group's scheduled depreciation plan); (ii) investments equal to the maintenance amortisation. No changes in working capital were foreseen in the calculation of the terminal value. The resulting cash flow was projected to grow by factor  $g$  equal to 1%.

The 7.51% discount rate applied to the projected cash flows of all CGUs is shown in the following table and was calculated using the expected average indebtedness.

| WACC components               | IVS Group    |
|-------------------------------|--------------|
| Risk free rate                | 7.11%        |
| Market risk premium           | 5.0%         |
| Unlevered Beta                | 0.50         |
| <b>Cost of equity</b>         | <b>11.1%</b> |
| Cost of debt                  | 4.3%         |
| Tax effect                    | 27.50%       |
| <b>Cost of debt after tax</b> | <b>3.1%</b>  |
| Weight D/(D+E)                | 45.2%        |
| Weight E/(D+E)                | 54.8%        |
| <b>WACC</b>                   | <b>7.51%</b> |

The yield rate for 10-year government bonds at the start date of the business plan was used as the risk free rate.

An unlevered Beta of 0.50 was used, recalculated considering a leverage effect based on the sector's average debt/equity ratio.

The business plan assumptions include an increase in turnover over the three years from 2012 to 2014 in line with previous years and an upturn in gross profit compared to the 2011 actual figure. Operating costs are expected to increase in line with the Group's forecast growth.

The Group determined the recoverable amount using the Unlevered Discounted Cash Flow model ("UDCF"). For goodwill impairment test purposes, the recoverable amount was assumed to be equal to the relevant enterprise value, which is the mathematical sum of the present value of the cash flows generated by ordinary operations ("operating value").

No need for the recognition of impairment losses has emerged from the comparison of the carrying and recoverable amounts.

Goodwill allocated to each CGU is detailed below:

|              | 31/12/2011     | 31/12/2010     |
|--------------|----------------|----------------|
| CGU Spain    | 6,684          | 6,684          |
| CGU France   | 15,348         | 15,348         |
| CGU Italy    | 264,632        | 263,589        |
| CGU Coin     | 9,264          | -              |
| <b>Total</b> | <b>295,928</b> | <b>285,622</b> |

### Sensitivity analysis

The Group performed a sensitivity analysis of the estimated recoverable amount considering the current and forecast economic situation and the results of the impairment tests for 2011.

Assuming a g rate constant at 1%, a 0.5% increase in WACC would lead the CGU Italy's carrying amount to exceed its recoverable amount by roughly €7 million at the reporting date. The same effect would be caused by a deterioration of 5% in cash flows.

The carrying amounts of the other CGUs would not exceed their recoverable amounts as a result of material changes in the above-mentioned rates.

Based on the above analysis, the Group does not deem it necessary to impair the goodwill relating to the CGUs under examination.

The discount rates that make the CGUs' recoverable amounts equal to their carrying amounts are set out in the following table:

|            | Balancing out WACC |
|------------|--------------------|
| CGU Spain  | 10.36%             |
| CGU France | 9.21%              |
| CGU Italy  | 7.88%              |
| CGU Coin   | 15.24%             |

### Business combinations

The main business combinations that took place during the year related to:

- acquisition by the newco Coin Partecipazioni S.p.A. of the Coin Service Group;
- acquisition by IVS Italia S.p.A. of three business units (GRA, SicilCoffee and CoffeOffice);
- acquisition by IVS Italia S.p.A. of 70% of Metroshopping S.r.l.;
- acquisition by IVS Italia S.p.A. of 100% of Automatica Service S.r.l., which was then merged into the acquirer;
- acquisition by DDS of a business unit, B.E. S.r.l. of Belfiore.

The merger of Food System S.r.l. and BVending S.r.l. into IVS Italia S.p.A. and the latter's acquisition of a further 6.32% of Ciesse Caffè S.r.l. do not qualify as business combinations under IFRS 3.

Cash outflows for the equity investments came to €11,658 thousand for the year, including:

- €192 thousand spent by IVS Italia S.p.A. to acquire 6.32% of Ciesse Caffè;
- €7 thousand spent by IVS Italia S.p.A. to acquire 70% of Metroshopping S.r.l.;
- €315 thousand spent by IVS Italia S.p.A. to acquire 100% of Automatica Service S.r.l.;
- €8,702 thousand and €2,090 thousand spent by Coin Partecipazioni S.p.A. to acquire 62% of Coin Service S.p.A. (Empoli) and 33% of Coin Service Nord S.p.A. (Empoli), respectively, gross of cash acquired;
- €352 thousand to settle acquisitions made in previous years.

Cash outflows for business units came to €1,801 thousand for the year, including:

- €704 thousand to acquire the GRA business unit;
- €419 thousand to acquire the SicilCoffee business unit;
- €53 thousand to acquire the Coffee Office business unit;
- €136 thousand spent by DDS to acquire the B.E business unit;
- €489 thousand spent by IVS Italia S.p.A. to settle its business unit acquisitions of previous years.

The outstanding financial liabilities for the acquisition of the above-mentioned business units total €21 thousand at the reporting date, while those for the prior year acquisitions of equity investments amount to €247 thousand (Italdrink €233 thousand and ODA €14 thousand).

The main effects of the current year's acquisitions of the investments in the Coin Service Group, Automatica Service S.r.l. and Metroshopping S.r.l. and the business units on the consolidated financial statements are as follows:

| (€'000)                   | Acq. of Coin Group |                | Acq. of Automatica Service |              | Acq. of Metroshopping |            | IVS Italia's acq. of business units |            | DDS S.p.A.'s acq. of business units |            |
|---------------------------|--------------------|----------------|----------------------------|--------------|-----------------------|------------|-------------------------------------|------------|-------------------------------------|------------|
|                           | Carrying amount    | Fair value     | Carrying amount            | Fair value   | Carrying amount       | Fair value | Carrying amount                     | Fair value | Carrying amount                     | Fair value |
| Net non-current assets    | 22,460             | 22,460         | 46                         | 86           | 8                     | 9          | 430                                 | 547        | 74                                  | 84         |
| Discontinued operations   | -                  | -              | -                          | -            | -                     | -          | -                                   | -          | -                                   | -          |
| Current assets            | 9,283              | 9,283          | 60                         | 60           | 46                    | 46         | -                                   | -          | -                                   | -          |
| Non-current liabilities   | (479)              | (479)          | (5)                        | (5)          | (52)                  | (52)       | (11)                                | (11)       | -                                   | -          |
| Current liabilities       | (29,159)           | (29,159)       | (87)                       | (87)         | -                     | -          | (67)                                | (67)       | -                                   | -          |
| Goodwill                  | -                  | -              | -                          | -            | -                     | -          | 834                                 | 717        | 73                                  | 63         |
| Non-controlling interests | -                  | (549)          | -                          | -            | -                     | -          | -                                   | -          | -                                   | -          |
| Acquisition cost          | -                  | (10,792)       | -                          | (315)        | -                     | (7)        | -                                   | (1,186)    | -                                   | (147)      |
| <b>Goodwill</b>           |                    | <b>(9,236)</b> |                            | <b>(261)</b> |                       | <b>(5)</b> |                                     | <b>-</b>   |                                     | <b>-</b>   |

With reference to the Coin acquisition, the identified fair values are not dissimilar to the relevant carrying amounts since the assets and liabilities are almost exclusively of a financial nature and, therefore, their carrying amounts already approximate the related fair value. The Group has identified no intangible assets to which the difference between the acquisition cost and relevant portion of acquired net assets could be allocated.

This was assessed also in the light of the findings of a due diligence carried out, which confirm that there are no intangible assets that can be separated from or that are based on contractual/legal rights to the targets. Goodwill is justified by their growth potential in the financial sector and business development opportunities, including through the synergies that can be achieved with the IVS Group's distribution network in Italy.

Moreover, due to the different nature of that business with respect to the Group's core operations, management deemed it correct to allocate the related goodwill to a separate CGU. This CGU was tested for impairment and no recoverability issues have been identified, including after a sensitivity analysis.

The Coin acquisition cost is made up as follows:

|                                      |              |
|--------------------------------------|--------------|
| Acquisition price                    | 10,792       |
| Acquired cash                        | (6,077)      |
| <b>Net consideration transferred</b> | <b>4,715</b> |

The effects of consolidating the Coin group companies on the 2011 consolidated financial statements are as follows:

|                     |       |
|---------------------|-------|
| Revenue             | 7,234 |
| Profit for the year | 576   |

Had these companies been consolidated from 1 January 2011, the following effects on the Group's 2011 consolidated income statement would have emerged:

|                     |       |
|---------------------|-------|
| Revenue             | 2,129 |
| Profit for the year | 239   |

## 5 - Property, plant and equipment

The following tables show changes in historical cost and accumulated depreciation and the carrying amounts of property, plant and equipment and investment property in 2010:

| (€'000)                                    | Land and buildings | Plant and machinery | Industrial and commercial equipment | Other assets  | Assets under construction and payments on account | Leased assets | Leased buildings | TOTAL          |
|--|--------------------|---------------------|-------------------------------------|---------------|---|---------------|------------------|----------------|
| <b>CARRYING AMOUNT AT 31 DECEMBER 2010</b> | 3,717              | 1,304               | 82,858                              | 9,655         | 935   | 37,172        | 1,134            | 136,775        |
| of which: leased at 31 December 2010       | 26,219             | -                   | 8,923                               | 2,029         | -   | (37,172)      | -                | -              |
| <b>CARRYING AMOUNT AT 31 DECEMBER 2010</b> | <b>29,936</b>      | <b>1,304</b>        | <b>91,782</b>                       | <b>11,684</b> | <b>935</b>  | <b>-</b>      | <b>1,134</b>     | <b>136,775</b> |
| Additions                                  | 11,367             | 475                 | 21,278                              | 3,152         | 189   | -             | -                | 36,460         |
| Sales                                      | -                  | (35)                | (1,536)                             | (63)          | (43)  | -             | -                | (1,678)        |
| Depreciation                               | (962)              | (523)               | (26,951)                            | (4,803)       | -   | -             | (10)             | (33,249)       |
| Change in consolidation scope              | -                  | 643                 | 244                                 | 782           | -   | -             | -                | 1,669          |
| Reclassifications                          | (164)              | (25)                | 282                                 | (12)          | (81)  | -             | -                | -              |
| <b>CARRYING AMOUNT AT 31 DECEMBER 2011</b> | <b>40,177</b>      | <b>1,839</b>        | <b>85,098</b>                       | <b>10,740</b> | <b>1,000</b>                                      | <b>-</b>      | <b>1,124</b>     | <b>139,976</b> |
| of which: leased at 31 December 2011       | 34,804             | -                   | 5,252                               | 3,149         | -   | -             | -                | 43,205         |

2010 capital expenditure mainly involved industrial and commercial equipment, in which category all purchases of automated vending machines are classified. This expenditure is part of the Group's normal renewal of its machines, an increase in its business and part of the vending activity.

The carrying amount of property, plant and equipment under finance lease or rented, under leases that qualify as finance leases as per IFRS, is €43,205 thousand. Such assets are mainly property, industrial and commercial equipment and other assets. The increase over the previous reporting date is mainly due to two new property leases, one signed by the Italian subsidiary DDS (€2.7 million) and the other one by the French subsidiary SCI +39 (€8.3 million). At 31 December 2010, these leases were classified as "Commitments and guarantees" as the subsidiaries were then not authorised to use the leased asset at that date.

"Other assets" include vehicles, cars, office electronic equipment and furnishings and fittings.

The useful lives of the Group's main items of property, plant and equipment are:

- buildings: 33 years
- industrial and commercial equipment: 6-7 years
- cars and vehicles: 4-5 years

Management revised the estimated useful lives adopted by the group companies during the year. The useful life of vending machines previously adopted by the French companies has been extended from five to six-seven years, in line with that adopted by the other group companies. The change in estimate has been applied prospectively from the current year. It led to a decrease in depreciation of €1.1 million in the consolidated financial statements of IVS GH and IVS ITA compared to the depreciation expense that would have been recognised had the change not been made.

Capitalised internal costs as part of revamping activities totalled €4.2 million compared to €1.9 million in 2010.

## 6 - Equity investments and loans and receivables

In addition to loans and receivables with related parties (principally the Parent's loan of €2.2 million to Immobiliare Vending) and the non-consolidated companies' investments in Nuova Sellmatic S.r.l. in liquidation and Cofradis Sud Sarl, which are carried at cost (€72 thousand), this caption includes the Group's share of equity (including goodwill) of the equity-accounted investees. The following table provides a list of the main investments:

| (€'000)                    | Consolidated carrying amount |              | Investment's carrying amount |              | Share or profit (loss) |            |                |
|----------------------------|------------------------------|--------------|------------------------------|--------------|------------------------|------------|----------------|
|                            | 31/12/2011                   | 31/12/2010   | 31/12/2011                   | 31/12/2010   | 31/12/2011             | 31/12/2010 | Previous years |
| Ciesse Caffè S.r.l.        | 162                          | 48           | 212                          | 20           | (79)                   | 1          | 27             |
| Ristora System S.r.l.      | 2,437                        | 2,398        | 2,397                        | 2,397        | 39*                    | 0          | 1              |
| Universo Vending S.r.l.    | 408                          | 408          | 200                          | 200          | 0                      | 24         | 184            |
| Espresso Service Proximitè | 2,441                        | 2,353        | 2,683                        | 2,683        | 88                     | 182        | (511)          |
| <b>Total</b>               | <b>5,448</b>                 | <b>5,159</b> | <b>5,492</b>                 | <b>5,300</b> | <b>48</b>              | <b>207</b> | <b>(299)</b>   |

\* Group's share of the company's 2010 profit, as this figure became available only after the approval of the Group's 2010 consolidated financial statements.

These investments are of a long-term and strategic nature. When an associate has finished its useful life, is no longer active and will be wound up, it is excluded from the consolidation scope and the related investment therein is impaired using the methods described earlier.

This caption also includes the carrying amount of immaterial investments in other companies totalling €25 thousand.

The following table gives details of the main equity-accounted investees' financial highlights:

| (€'000)                    | Total assets  |               | Revenue       |               | Profit (loss) |            |
|----------------------------|---------------|---------------|---------------|---------------|---------------|------------|
|                            | 2011          | 2010          | 2011          | 2010          | 2011          | 2010       |
| Ciesse Caffè S.r.l.        | n.a.          | 1,340         | n.a.          | 2,388         | n.a.          | 7          |
| Ristora System S.r.l.      | n.a.          | 2,277         | n.a.          | 78            | n.a.          | 131        |
| UniversoVending S.r.l.     | n.a.          | 6,092         | n.a.          | 13,260        | n.a.          | 94         |
| Espresso Service Proximitè | 19,486        | 17,973        | 31,069        | 27,060        | 238           | 494        |
| <b>Total</b>               | <b>19,486</b> | <b>27,682</b> | <b>31,069</b> | <b>42,786</b> | <b>238</b>    | <b>726</b> |

n.a. not available at the date of approval of the IVS Group's 2011 consolidated financial statements.

## 7 – Other non-current assets

This caption includes:

| (€'000)                           | 31/12/2011    | 31/12/2010 | Variation     |
|-----------------------------------|---------------|------------|---------------|
| Non-current securities            | 11,000        | -          | 11,000        |
| Non-current loans and receivables | 332           | 195        | 137           |
| <b>Total</b>                      | <b>11,332</b> | <b>195</b> | <b>11,137</b> |

The large increase in this caption is due to the bonds recognised by the subsidiary Coin Service S.p.A., which were acquired with the temporary cash surplus arising from coin management activities. The subsidiary was then able to keep these bonds thanks to bank advances specifically disbursed. Specifically, this caption includes bonds that mature after 31 December 2012, i.e., the €11 million bonds subscribed with Banca di Credito Cooperativo di Cambiano that mature from 2013 to 2014.

Bonds subscribed in similar transactions with maturities before 31 December 2012 have been classified as "Other current assets". They relate to:

- the €3 million bonds subscribed with Credito Artigiano S.p.A. and maturing on 29 February 2012;
- the €10.1 million bonds subscribed with Banca Monte dei Paschi di Siena S.p.A. and maturing in September 2012.

Based on the banks' proven intention to continue the credit lines servicing the investments and considering the lack of any restrictions (including legal) that may impair the companies' ability to hold the bonds to maturity, the directors can confirm the Group's actual intention and ability to hold such bonds to maturity, which were further confirmed at the reporting date. Accordingly, the bonds have been classified as held-to-maturity investments..

The non-current loans and receivables mainly consist of guarantee deposits.

## 8 - Inventories

The following table shows inventories at 31 December 2011 and 2010:

| (€'000)                                     | 31/12/2011    | 31/12/2010    | Variation    |
|---|---------------|---------------|--------------|
| Raw materials, supplies and consumables     | 59            | -             | 59           |
| Work in progress and semi-finished products | -             | -             | -            |
| Finished goods                              | 14,295        | 15,308        | (1,013)      |
| Spare parts                                 | 1,958         | 1,566         | 392          |
| <b>Total</b>                                | <b>16,313</b> | <b>16,874</b> | <b>(561)</b> |

The closing balance mainly consists of food products, different models of automated vending machine, spare parts for the machines and, to a lesser degree, sundry materials such as work clothing and sundry accessories. No provision for inventory write-down has been made as the obsolescence risk is zero, given the high turnover rate of the goods and ongoing monitoring of the shelf life of products in the warehouse as per the Group's plan which complies with HACCP requirements.

## 9 - Trade receivables

The following table gives a breakdown of trade receivables and the related allowance for impairment at 31 December 2011 and 2010:

| (€'000)                  | 31/12/2011    | 31/12/2010   | Variation    |
|--------------------------|---------------|--------------|--------------|
| Customers                | 14,831        | 10,333       | 4,498        |
| Associates               | 131           | 129          | 2            |
| Allowance for impairment | (874)         | (1,376)      | 502          |
| <b>Total</b>             | <b>14,088</b> | <b>9,086</b> | <b>5,002</b> |

The group companies do not have significant risk concentration at the reporting date. Trade receivables, due within one year, do not usually bear interest and are generally paid after 30/60 days.

The significant increase over the previous reporting date is mainly due to the Coin Service Group, whose trade receivables amounted to €3.9 million at the reporting date.

They are shown net of the allowance for impairment of €874 thousand. The group companies make annual accruals, identifying the receivables to be impaired on an individual basis.

The following table gives a breakdown of trade receivables by due date at the reporting date:

| Trade receivables            | 31/12/2011    | %           | 31/12/2010    | %           |
|------------------------------|---------------|-------------|---------------|-------------|
| Not yet due                  | 4,787         | 32%         | 4,539         | 44%         |
| Overdue by 0 to 30 days      | 1,084         | 7%          | 520           | 5%          |
| Overdue by 30 to 60 days     | 994           | 7%          | 578           | 6%          |
| Overdue by 61 to 90 days     | 680           | 5%          | 447           | 4%          |
| Overdue by more than 91 days | 7,285         | 49%         | 4,249         | 41%         |
| <b>Total</b>                 | <b>14,831</b> | <b>100%</b> | <b>10,333</b> | <b>100%</b> |

### 10 – Tax assets and liabilities

Tax assets are amounts due to the group companies by the tax authorities of the countries in which they reside for direct taxes which should be recovered in a reasonable timeframe. They amount to €349 thousand at the reporting date (31 December 2010: €1,261 thousand).

Tax liabilities relate to unpaid current taxes for the year due by the group companies to tax authorities. They are calculated using the rates enacted in the different countries in which the companies reside and amount to €826 thousand at the reporting date (31 December 2010: €785 thousand).

### 11 - Other current assets

The following table shows other current assets at 31 December 2011 and 2010:

| (€'000)  | 31/12/2011    | 31/12/2010    | Variation     |
|--|---------------|---------------|---------------|
| Receivables from others due within one year                      | 2,779         | 2,833         | (54)          |
| Other current securities   | 21            | 21            | -             |
| Accrued income   | 221           | 35            | 186           |
| Prepayments  | 3,416         | 2,614         | 802           |
| Portion of held-to-maturity investments (bonds) maturing in 2012 | 13,100        | -             | 13,100        |
| Tax assets unrelated to income taxes                             | 23,960        | 20,201        | 3,759         |
| <b>Total</b>   | <b>43,498</b> | <b>25,704</b> | <b>17,794</b> |

Receivables from others mainly relate to guarantee deposits and advances to suppliers.

Prepayments and accrued income refer to costs incurred in advance, such as bank fees, maintenance instalments, utilities, sundry services, insurance, lease, automated vending machine location and slotting fees, etc..

Tax assets unrelated to income taxes mostly consist of VAT assets which do not bear interest until their reimbursement has been formally claimed. They are usually settled on a quarterly basis with the relevant tax authorities. The increase is due to an extension in average collection times for quarterly reimbursements. As a matter of facts, payment by the tax authorities may take even more than 365 days from when the claim from reimbursement is filed.

This caption also includes certain bonds recognised by the subsidiary Coin Service S.p.A. and detailed in “Other non-current assets”, totalling €13.1 million, classified as “held-to-maturity”, which mature before 31 December 2012.

### 12 - Cash and cash equivalents

The following table shows cash and cash equivalents at 31 December 2011 and 2010:

| (€'000)                           | 31/12/2011    | 31/12/2010    | Variation     |
|-----------------------------------|---------------|---------------|---------------|
| Bank and postal accounts          | 5,638         | 4,468         | 1,170         |
| Cash-in-hand and cash equivalents | 30,489        | 6,840         | 23,649        |
| <b>Total</b>                      | <b>36,127</b> | <b>11,308</b> | <b>24,819</b> |

Bank deposits are mainly available on sight and bear interest at floating rates. Cash comprises cash collected on the sale of food and beverages at the automated vending machines that has not been lodged with banks at the reporting date. Cash not yet lodged with banks at the reporting date also include roughly €22.8 million lodged with the money counting rooms of the Coin Service group companies. The increase in bank accounts is again due to the Coin Service group companies, whose current account balances amounted to approximately €1.9 million at 31 December 2011.

### 13 – Net financial indebtedness

The Group's net financial indebtedness at 31 December 2011 and 2010 is as follows:

| (€'000)                                   | 31/12/2011       | 31/12/2010       |
|---|------------------|------------------|
| Current securities                        | 13,100           | 60               |
| Cash and cash equivalents                 | 36,127           | 11,308           |
| <b>Cash and current financial assets</b>  | <b>49,227</b>    | <b>11,368</b>    |
| Current loan liabilities                  | (129,241)        | (55,627)         |
| Derivatives                               | (3,897)          | (3,715)          |
| <b>Current financial indebtedness</b>     | <b>(133,138)</b> | <b>(59,343)</b>  |
| Non-current loan liabilities              | (147,812)        | (170,603)        |
| Bonds                                     | (134,290)        | (131,880)        |
| Shareholders' loans                       | (11,590)         | (4,410)          |
| <b>Non-current financial indebtedness</b> | <b>(293,692)</b> | <b>(306,893)</b> |
| <b>Net financial indebtedness (*)</b>     | <b>(377,603)</b> | <b>(354,868)</b> |
| Held-to-maturity investments              | 11,000           | -                |
| Non-current loans and receivables         | 2,204            | 916              |
| Other non-current assets - from others    | 332              | -                |
| <b>Net financial indebtedness</b>         | <b>(364,068)</b> | <b>(353,952)</b> |

(\*) Pursuant to Consob's (the Italian commission for listed companies and the stock exchange) communication dated 28 July 2006 and CESR's recommendation dated 10 February 2005 ("Recommendations for the consistent implementation of the European Commission's Regulation on Prospectuses")

The Group's net financial indebtedness of €364,068 thousand at the reporting date is mainly due to:

- the bonds issued by the Parent of €134,290 thousand (including interest of €11,434 thousand);
- the bank loan taken out by IVS Italia S.p.A. in 2008 for an original principal of €200 million which has an outstanding amount of €130,081 thousand at 31 December 2011;
- the BNL loan of €21 million agreed by Vending System Italia S.p.A. with an outstanding amount of €17,184 thousand at the reporting date;
- the Mediocredito loan agreed by Coin Partecipazioni S.p.A. with an outstanding amount of €5,049 thousand at the reporting date;
- other minor loans agreed by foreign subsidiaries for a total of €1,165 thousand;
- the €16,911 thousand liability to West Control S.A., the financial company controlled by the shareholder West Group Participation S.A.;
- the loan from the shareholder Eurofinim S.r.l. of €6,681 thousand;
- the loans from Crimo S.r.l. and other shareholders who are individuals, mainly disbursed during the year and totalling €1,181 thousand;
- the loans from Finca S.p.A. totalling €8,487 thousand at the reporting date;
- the loans from Cofincaf (the financial company of the Lavazza Group) totalling €4,609 thousand at the reporting date;
- the liability to non-controlling shareholders of the Coin Group of €3,710 thousand;
- finance leases and loans of €16,794 thousand and €15,920 thousand, respectively, agreed to purchase equipment by group companies;
- liabilities to customers of Coin Service S.p.A. of Empoli approximating €26.9 million and arising from coins lodged with the company's coin counting rooms which have not yet been returned;
- bank loans and borrowings of €33,966 thousand for credit facilities.

#### 14 – Equity

The Parent's fully subscribed and paid up share capital at the reporting date consists of 4,266,800 ordinary shares without a nominal amount. It has not issued warrants or other related rights. All the shares of IVS Italia S.p.A. are pledged to guarantee its bank loan.

The following table shows the equity items and their origin:

| (€'000)  | Carrying amount |
|--|-----------------|
| Share capital  | 64,002          |
| Share premium reserve  | 2,498           |
| Legal reserve  | 728             |
| Statutory reserve  | 277             |
| FTA reserve  | 562             |
| Hedging reserve  | (2,217)         |
| Other reserves   | (2,223)         |
| Capital injections for future capital increase                       | 5,231           |
| Losses carried forward   | (19,189)        |
| Profit attributable to the owners of the parent                      | 2,649           |
| <b>EQUITY ATTRIBUTABLE TO THE OWNERS OF THE PARENT</b>               | <b>52,315</b>   |
| Share capital and reserves attributable to non-controlling interests | 6,488           |
| Profit attributable to non-controlling interests                     | 915             |
| <b>EQUITY ATTRIBUTABLE TO NON-CONTROLLING INTERESTS</b>              | <b>7,403</b>    |
| Total share capital and reserves                                     | 56,155          |
| Profit for the year  | 3,564           |
| <b>TOTAL EQUITY</b>  | <b>59,718</b>   |

Reference should be made to the statement of changes in equity for more information about the equity items.

Equity attributable to non-controlling interests of €7,403 thousand increased by €2,050 thousand over 31 December 2010. The profit for the year attributable to non-controlling interests of €915 thousand jumped by €478 thousand. The residual increase of €1,154 thousand is due to non-controlling interests in the Coin Group.

The hedging reserve decreased by €215 thousand reflecting the fair values of the hedging derivatives at 31 December 2011 (€297 thousand). The €115 thousand increase between the fair value of the sole derivative classified as speculative held by the Parent at 31 December 2011 and 2010 has been recognised directly in profit or loss.

#### 15 - Employee benefits

This caption amounts to €5,531 thousand (31 December 2008: €5,610 thousand).

As disclosed in the section on the accounting policies, the Group has defined contribution and defined benefit plans for its Italian and French employees only.

The assumptions used to calculate the Group's obligations in respect of the long-term benefits are set out below:

| Calculation date                       | 31/12/2011       |
|--|------------------|
| Mortality rate                         | IPS55 charts     |
| Invalidity rate                        | INPS-2000 charts |
| Personnel turnover rate                | 3.00%            |
| Discount rate                          | 4.50%            |
| Management salary increase rate        | 3.00%            |
| Junior management salary increase rate | 3.00%            |
| White collar salary increase rate      | 3.00%            |
| Blue collar wage increase rate         | 3.00%            |
| Advance rate                           | 2.00%            |
| Inflation rate                         | 2.00%            |

### 16 – Provisions for risks and charges

This caption relates to the non-current portion of provisions for risks and charges and comprises:

| (€'000)      | 31/12/2011 | 31/12/2010 | Variation   |
|--------------|------------|------------|-------------|
| Tax          | 48         | -          | 48          |
| Other        | 458        | 562        | (104)       |
| <b>Total</b> | <b>507</b> | <b>562</b> | <b>(55)</b> |

The other provisions include the estimated certain or probable liabilities, mainly related to civil and/or labour pending disputes.

The following table provides a breakdown of this caption for each group company: (didn't import)

| (€'000)                     | Tax provisions |            |           | Provisions for other risks and charges |            |              |
|-----------------------------|----------------|------------|-----------|--|------------|--------------|
|                             | 31/12/2011     | 31/12/2010 | Variation | 31/12/2011                             | 31/12/2010 | Variation    |
| IVS Italia S.p.A.           | -              | -          | -         | 152                                    | 152        | -            |
| Coin Service Group          | 42             | -          | 42        | -                                      | -          | -            |
| DDS                         | -              | -          | -         | -                                      | -          | -            |
| IVS France                  | -              | -          | -         | 60                                     | 60         | -            |
| Cofdar                      | -              | -          | -         | 51                                     | 51         | -            |
| Parodis                     | 4              | -          | 4         | 20                                     | 116        | (96)         |
| Vending system              | -              | -          | -         | 176                                    | 176        | -            |
| Metroshopping               | 2              | -          | 2         | -                                      | -          | -            |
| Ivancaffè (merged into VSI) | -              | -          | -         | -                                      | 7          | (7)          |
| <b>Total</b>                | <b>48</b>      | <b>-</b>   | <b>48</b> | <b>458</b>                             | <b>562</b> | <b>(104)</b> |

There are no other potential liabilities at the reporting date other than those provided for in this caption, given their risk level.

## 17 – Deferred tax assets and liabilities

The following table provides a breakdown of the temporary differences giving rise to deferred tax assets and liabilities:

| (€'000)                                | 31/12/2010     | Profit (loss)  | Other changes | 31/12/2011     |
|--|----------------|----------------|---------------|----------------|
| Statutory                              | (43)           | 125            | (3)           | 79             |
| Untaxed provisions                     | 671            | (73)           | 0             | 598            |
| Impairment losses on intangible assets | 251            | (22)           | 1             | 229            |
| Carry forward of tax losses            | 2,713          | (2,265)        | (3)           | 445            |
| Carry forward of interest expense      | 428            | (307)          | 0             | 122            |
| Derivatives                            | 759            | (0)            | 82            | 841            |
| Customer list                          | (4,524)        | 107            | (23)          | (4,440)        |
| Employee benefits                      | (304)          | (9)            | 0             | (314)          |
| Leased assets                          | (4,564)        | 811            | 71            | (3,681)        |
| Other                                  | 112            | (45)           | (4)           | 62             |
| Consolidation adjustments              | 2,077          | 124            | 0             | 2,201          |
| <b>Net amount</b>                      | <b>(2,424)</b> | <b>(1,556)</b> | <b>121</b>    | <b>(3,859)</b> |

Deferred tax liabilities amount to €8,756 thousand, while deferred tax assets total €4,897 thousand.

Deferred tax assets recognised in equity reserves amounted to €82 thousand at the reporting date.

Deferred tax assets are recognised when their recoverability is deemed probable based on the business plan approved by the Parent's board of directors.

## 18 – Financial liabilities

The following table gives a breakdown of financial liabilities split between current and non-current and by category:

| (€'000)  | 31/12/2011     | 31/12/2010     | Variation       |
|--|----------------|----------------|-----------------|
| Bank loans                                     | 109,602        | 147,016        | (37,415)        |
| Finance lease <i>liabilities</i>               | 13,119         | 4,640          | 8,479           |
| Other loans and borrowings                     | 25,091         | 18,947         | 6,144           |
| Shareholders' loans                            | 11,590         | 4,410          | 7,180           |
| Bonds  | 134,290        | 131,880        | 2,410           |
| <b>Total non-current financial liabilities</b> | <b>293,692</b> | <b>306,893</b> | <b>(13,201)</b> |
| Bank loans                                     | 43,923         | 20,633         | 23,290          |
| Advances from banks                            | -              | 6              | (6)             |
| Current account overdrafts                     | 33,966         | 14,372         | 19,594          |
| Finance lease <i>liabilities</i>               | 3,678          | 2,993          | 685             |
| Other loans and borrowings                     | 47,674         | 17,623         | 30,051          |
| <i>Derivative liabilities</i>                  | 3,897          | 3,715          | 182             |
| <b>Total current financial liabilities</b>     | <b>133,138</b> | <b>59,343</b>  | <b>73,795</b>   |
| <b>Total financial liabilities</b>             | <b>426,830</b> | <b>366,236</b> | <b>60,594</b>   |

A breakdown of non-current liabilities by due date is as follows:

| (€'000)  | Amount         |
|--|----------------|
| 2013   | 56,066         |
| 2014   | 24,907         |
| 2015   | 13,358         |
| 2016   | 162,425        |
| 2017   | 10,491         |
| After 2017                                     | 26,445         |
| <b>Total non-current financial liabilities</b> | <b>293,692</b> |

Details of the loan agreement signed by IVS Italia S.p.A. and the main financial transactions undertaken during the year are as follows:

- a) The loan agreement signed in 2008 established that IVS Italia S.p.A. subordinated the repayment of the principal of the shareholders' loan until it had met the contractual covenants with the bank syndicate. With respect to the interest on the shareholders' loan to be paid to the Parent, IVS Italia S.p.A. is obliged by contract:
  - not to pay interest on this loan to IVS Group Holding S.p.A. until after 15 December and 15 June of each year, up to a maximum annual nominal rate of 8% calculated on the shareholders' loan and, moreover, subordinated to payment of interest on the syndicated loan, repayment of Tranche A (€10 million on 10 December and 10 June of each year) and consignment of a statement to the Agent Bank confirming that payment of interest on the shareholders' loan does not prejudice compliance with the contractual covenants in the current and subsequent six months;
  - not to pay interest on the shareholders' loan to IVS Group Holding S.p.A. in excess of the maximum annual nominal rate of 8%, capitalised and not distributed unless the net financial indebtedness/gross operating profit ratio is less than 2.7 and, moreover, subordinated to payment of interest on the syndicated loan, repayment of Tranche A (€10 million on 10 December and 10 June of each year) and consignment of a statement to the Agent Bank confirming that payment of interest on the shareholders' loan does not prejudice compliance with the contractual covenants in the current and subsequent six months.
- b) The banks formalised the amendment to the loan agreement with the bank syndicate headed by Intesa on 28 June 2010 agreed to reflect the current economic and financial situation. They also revised the covenants with retroactive effect for 2009 and following years.
- c) During 2010 and in order to comply with the syndicated loan covenants (as mentioned above), the Parent waived its right to repayment of the current loan of €5 million due from IVS Italia S.p.A. in order to partly cover its losses.
- d) With respect to point a), as the subsidiary has not paid the interest accrued on the shareholders' loan of €124,540 thousand since 2008, the Parent has suspended payment of its bond coupons. As disclosed earlier, the amendment to the syndicated loan agreement provides that interest on the loan provided by IVS Group Holding S.p.A. will not be paid although it will continue to accrue until either (i) the date of full repayment of Tranche C of the loan and (ii) 31 March 2012, whichever is later. Accordingly, the bondholders resolved to suspend payment of the coupons until the subsidiary IVS Italia S.p.A. pays back the shareholders' loan without prejudicing the bank loan covenants in their meeting of 23 July 2009. This had the scope of ensuring the Parent does not default as the cash inflows from the loan granted to the subsidiary are used to pay the coupons and reimburse the bonds.
- e) In addition to the existing derivative classified as speculative, the Group entered into derivatives to mitigate interest rate fluctuation risks in 2009. As the derivatives qualified for hedge accounting under IAS 39, the fair value loss of €2,217 thousand (net of the effect of deferred tax assets), calculated by the banks at the reporting date, was recognised in the hedging reserve under equity (adjusting its balance of €2,001 thousand recognised at 31 December 2010). The fair value gain of €115 thousand (compared to a gain of €90 thousand at 31 December 2010) on the sole derivative classified as speculative has been recognised directly in profit or loss.

The impact of the derivatives entered into by IVS Italia S.p.A. on the income statement is summarised below:

| (€'000)                                    | 2011         | 2010       | Variation  |
|--|--------------|------------|------------|
| Hedging derivatives                        | 856          | -          | 856        |
| Speculative derivatives                    | 386          | 496        | (111)      |
| Fair value gain on speculative derivatives | (115)        | (90)       | (25)       |
| <b>Total</b>                               | <b>1,126</b> | <b>406</b> | <b>720</b> |

The Group uses the following fair value hierarchy based on different valuation techniques to determine and document the fair value of financial instruments:

- level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)
- level 3: inputs for the asset or liability that are not based on observable market data.

Financial instruments at fair value are as follows at the reporting date:

| (€'000)                   | Level 1 | Level 2 | Level 3 | Total   |
|---------------------------|---------|---------|---------|---------|
| Interest rate derivatives | -       | (3,897) | -       | (3,897) |

#### Amounts of financial assets and liabilities

The following table compares the carrying amounts and fair values of the financial asset and liability classes at the reporting date

| (€'000)                        | 31 December 2011 |                 | 31 December 2010 |                 |
|--------------------------------|------------------|-----------------|------------------|-----------------|
|                                | Fair value       | Carrying amount | Fair value       | Carrying amount |
| <b>Financial assets</b>        |                  |                 |                  |                 |
| Cash and cash equivalents      | 36,127           | 36,127          | 11,308           | 11,308          |
| Trade receivables              | 14,088           | 14,088          | 9,086            | 9,086           |
| Equity investments             | 5,543            | 5,543           | 5,207            | 5,207           |
| Other financial assets         | 24,330           | 24,432          | 195              | 195             |
| <b>Total</b>                   | <b>80,088</b>    | <b>80,191</b>   | <b>25,796</b>    | <b>25,796</b>   |
| Trade payables                 | 61,365           | 61,365          | 57,231           | 57,231          |
| Derivatives                    | 3,897            | 3,897           | 3,715            | 3,715           |
| Finance lease liabilities      | 16,797           | 16,797          | 7,633            | 7,633           |
| Variable rate loan liabilities | 72,765           | 72,765          | 36,571           | 36,571          |
| Bonds                          | 134,290          | 134,290         | 131,880          | 131,880         |
| Bank loans and borrowings      | 153,525          | 153,525         | 167,649          | 167,649         |
| Other current loan liabilities | 33,966           | 33,966          | 14,378           | 14,378          |
| Shareholders' loans            | 11,590           | 11,590          | 4,410            | 4,410           |
| <b>Total</b>                   | <b>488,195</b>   | <b>488,195</b>  | <b>423,467</b>   | <b>423,467</b>  |

The trade receivables and payables are all current and their carrying amount is fairly equal to their fair value.

Derivatives are recognised and measured at fair value at the reporting date. They solely consist of derivatives held by IVS Italia S.p.A.

#### Risk management policy

The Group's financial and accounting department ensures financing is available by carefully analysing interest rate fluctuations on an ongoing basis in relation to its financial exposure.

### Market risk

- Interest rate risk  
The Group's interest risk management policy has a two-pronged objective: to minimise the cost of funding and to decrease its exposure to interest rate fluctuations, as changes in interest rates affect both the fair value of variable rate financial assets and liabilities and the Group's future results of operations. Accordingly, during the previous year, the Group agreed derivative contracts to hedge interest rate risks. Specifically, it hedged the interest rate risks of Tranche A of the syndicated loan taken out by IVS Italia S.p.A. that has a nominal amount of €140 million.
- Currency risk  
The Group is not exposed to this risk as all its transactions are carried out in Euros.

### Credit risk

- a) Credit risk  
The Group procedures require that customer solvency is monitored by each company's commercial and accounting departments before and during transactions by monitoring customer balances. Commercial credit risk concentration, arising solely when invoices are issued, is limited given the wide and unrelated customer base. As a result, the allowance existing at the reporting date for receivables whose recovery is doubtful or improbable is deemed to be appropriate.
- b) Market risk  
Interest rate hedges are solely agreed with highly rated counterparts that are selected using various criteria: the specialist agency rating, their assets and equity as well as the nature and due date of the transactions. They are usually major banks.  
The Group does not trade financial instruments with parties located in geographical areas at high political or financial risk.
- c) Liquidity risk  
The Group's objective is to have a debt level that ensures a good ratio of the loan repayment dates to flexible and diversified sources of funding. Each group company is free to negotiate credit facilities and agree diversified sources of funding (e.g., loans, finance leases, bank credit facilities, etc.) as long as they comply with the covenants of the loan agreement between IVS Italia S.p.A. and the bank syndicate. Forecast cash flows from operating activities will allow a steady reduction in the ratio of debt to total sources of funding in line with the Group's business plan, leading to a large decrease in the current liquidity risk level. This is because most of the investments in property, plant and equipment, investment property and financial investments have been made.

### Exposure to interest rate risk

At the reporting date, all the Group's financial liabilities (without considering fluctuations in the fair value of derivatives) bear interest at floating or indexed rates. The main sources of financing are the above-mentioned bank loan with an outstanding principal of €130 million, indexed to the reference rate, the bonds of €123 million, also indexed to the reference rate, the finance lease liabilities, other loans taken out by most of the group companies which normally bear interest at the Euribor, and the loan agreed by Vending System Italia S.p.A. with an outstanding amount of €17,184 thousand.

### Covenants

The €200 million loan, with an outstanding balance of €130 million at the reporting date, taken out by IVS Italia S.p.A. from IntesaSanPaolo S.p.A., which then syndicated it to a six-member syndicate, has certain covenants which require, inter alia, compliance with financial and equity ratios. At the reporting date, this loan made up 31% (31 December 2010: 41%) of the Group's total financial indebtedness (€422,933 thousand at 31 December 2011, excluding the effect of derivatives).

In June 2010, IVS Italia S.p.A. signed an amendment to the loan agreement with the syndicate banks which included changes to certain of the covenants provided for by article 18.2 (A)(3). Specifically, the consolidated financial statements should show:

- a net financial indebtedness/gross operating profit ratio greater than:
  - 3.50x from 31 December 2011;

- 2.70x from 31 December 2012 until the loan agreement expires.
- a gross operating profit/net financial expense ratio not lower than:
- 6.00x from 31 December 2010 until the loan agreement expires.

All these ratios were met at the reporting date.

#### 19 - Other current liabilities

The following table shows other current liabilities at 31 December 2011 and 2008:

| (€'000)                                  | 31/12/2011    | 31/12/2010    | Variation  |
|--|---------------|---------------|------------|
| Other liabilities                        | 10,768        | 10,724        | 44         |
| Accrued expenses                         | 176           | 25            | 151        |
| Deferred income                          | 11            | 44            | (33)       |
| Social security charges payable          | 3,365         | 3,401         | (36)       |
| Tax liabilities (excluding income taxes) | 2,131         | 1,908         | 223        |
| <b>Total</b>                             | <b>16,451</b> | <b>16,103</b> | <b>348</b> |

Other liabilities include payables to employees for December 2011 remuneration, paid in January 2012, unpaid accrued holidays and leave, deposits received from holders of charge keys used to purchase food and beverages from the vending machines, advances from customers and/or suppliers and outstanding balances for the acquisition of equity investments.

Social security charges payable include amounts due to the relevant institutions for the annual contributions in line with the different legislation ruling in the countries in which the Group is based (Italy, France and Spain).

Other tax liabilities, part of which is due within one month, mainly consist of withholdings on wages and salaries of the Italian employees.

#### 20- Commitments and guarantees

The following table sets out the sureties and guarantees issued by the group companies:

| Company            | 2011       | 2010       |
|--------------------|------------|------------|
| IVS Italy S.p.A.   | 424        | 424        |
| DDS S.r.l.         | 185        | 185        |
| Eurovending S.r.l. | 5          | 5          |
| <b>Total</b>       | <b>614</b> | <b>614</b> |

These guarantees were mostly given for financing granted by third parties to group companies or for their involvement in tenders.

As provided for contractually, all the shares of IVS Italia S.p.A., as well as 90% of the quotas of E.V.S. S.r.l., have been pledged for the €200 million syndicated loan.

Lastly, the subsidiary Dav S.A. signed a property lease for €3.5 million in the second half of 2011. The lease was classified as a finance lease at the reporting date, but the leased assets and related lease liabilities have not been remeasured as the subsidiary had not yet been authorised to use the leased assets at such date (the property was still under construction).

As at the previous reporting date, the Coin Group's strong rooms contained third party cash totalling €30,315 thousand to be counted. The group companies signed specific insurance policies to secure it.

### Notes to the main income statement captions

#### 21 - Revenue from sales and services

The following table shows changes in this caption and a breakdown by geographical segment:

| (€'000)                                | 2011           | 2010           | Variation    | Var. %      |
|--|----------------|----------------|--------------|-------------|
| Italy                                  | 225,479        | 224,692        | 787          | 0.3%        |
| France                                 | 24,450         | 24,329         | 121          | 0.5%        |
| Spain                                  | 14,699         | 14,433         | 266          | 1.88%       |
| <b>Revenue from sales and services</b> | <b>264,628</b> | <b>263,454</b> | <b>1,174</b> | <b>0.4%</b> |

Revenue is earned on “supplies”, i.e., amounts collected for sales of food and beverages directly from the automated vending machines, “sales with invoices”, i.e., revenue from the sale of products delivered directly to customers and revenue from the sale of automated vending machines. The overall increase is mainly due to the number of *vends* (supplies), following the Group's price and commercial policies.

#### 22 - Other revenue and income

The following table shows variations in this caption:

| (€'000)                            | 2011   | 2010  | Variation | Var. % |
|------------------------------------|--------|-------|-----------|--------|
| Other operating revenue and income | 13,738 | 6,266 | 7,472     | 119%   |

The caption includes revenue from the sale of goods, spare parts, equipment and sundry materials to third parties, revenue from technical assistance provided to third parties for their automated vending machines and revenue from the Coin Service Group operations (€7,234 thousand), i.e., coin management and counting and cash-in-transit services.

It also comprises revenue from the reimbursement of costs, lease income, compensation for damage and prior year gains generated by the group companies' operations.

#### 23 - Raw materials, consumables, supplies and goods

The cost of procuring raw materials, consumables, supplies and goods, related to different types of food and beverages, underwent the following changes from 2010 to 2011:

| (€'000)                    | 2011          | 2010          | Variation    | Var. %    |
|----------------------------|---------------|---------------|--------------|-----------|
| Raw materials, consumables | 72,157        | 70,148        | 2,009        | 3%        |
| Change in inventories      | (473)         | (1,627)       | 1,154        | (71%)     |
| <b>Total</b>               | <b>71,684</b> | <b>68,521</b> | <b>3,163</b> | <b>5%</b> |

This caption is shown net of premiums, discounts and rebates granted by the key suppliers on special deliveries or when set turnover levels and/or total quantities purchased are met.

#### 24 - Services

The following table shows changes in this caption:

| (€'000)                   | 2011          | 2010          | Variation    | Var. %    |
|---------------------------|---------------|---------------|--------------|-----------|
| Services                  | 23,796        | 22,418        | 1,378        | 6%        |
| Use of third party assets | 6,753         | 5,874         | 879          | 15%       |
| <b>Total</b>              | <b>30,550</b> | <b>28,292</b> | <b>2,258</b> | <b>8%</b> |

This caption includes the directors' fees (see note 31), maintenance services, electricity and utilities (e.g., water, telephone, etc.), transportation, administrative, legal and commercial services.

### 25 - Personnel expenses

This caption of €81,726 thousand includes the cost of filling the vending machines by third party personnel for IVS Italia S.p.A. (the cost of which can thus be considered as normal personnel expenses).

| (€'000)                       | 2011          | 2010          | Variation  | Var. %    |
|-------------------------------|---------------|---------------|------------|-----------|
| Wages and salaries            | 61,756        | 61,209        | 547        | 1%        |
| Social security contributions | 15,135        | 14,487        | 648        | 4%        |
| Employee benefits             | 3,071         | 3,263         | (192)      | (6%)      |
| Other personnel expenses      | 1,764         | 1,852         | (88)       | (5%)      |
| <b>Total</b>                  | <b>81,726</b> | <b>80,811</b> | <b>915</b> | <b>1%</b> |

The €915 thousand increase is principally a result of:

- a rise due to personnel expenses of the Coin Service Group, which amounted to approximately €2.1 million in 2011;
- a decrease in other personnel expenses due to the reclassification of the 2011 termination benefits of €410 thousand (2010: €180 thousand classified in this caption) to non-recurring items;
- a decrease due to greater capitalised costs compared to the previous year (€1.3 million more than in 2010) following the considerable increase in vending machine revamping activities carried out during the reporting period. In 2011, IVS Italia S.p.A. and IVS Group Holding S.p.A. capitalised personnel expenses totalling €2.5 million (compared to €1.2 million in 2010) in this respect.

As can be seen from the following table, the Group's number of employees is substantially in line with the previous year, considering that Coin Group contributed roughly 80 heads at 31 December 2011.

| Number            | 31/12/2011   | 31/12/2010   | Variation |
|-------------------|--------------|--------------|-----------|
| Junior management | 47           | 43           | 4         |
| White collars     | 570          | 547          | 23        |
| Blue collars      | 1,387        | 1,335        | 52        |
| Trainees          | 17           | 11           | 6         |
| <b>Total</b>      | <b>2,021</b> | <b>1,936</b> | <b>85</b> |

### 26 – Other operating costs

This caption may be analysed as follows:

| (€'000)                             | 2011          | 2010          | Variation    | Var. %      |
|-------------------------------------|---------------|---------------|--------------|-------------|
| Impairment losses on current assets | 296           | 439           | (143)        | (32%)       |
| Provisions for risks                | (157)         | 522           | (679)        | (130%)      |
| Other provisions                    | 9             | 79            | (70)         | (88%)       |
| Other operating costs               | 34,538        | 34,390        | 148          | 0%          |
| <b>Total</b>                        | <b>34,686</b> | <b>35,430</b> | <b>(744)</b> | <b>(2%)</b> |

This caption includes:

- the portion for the year (roughly €24.5 million) of slotting fees for the year to customers (public and private) to locate machines in their premises, using their electricity and water supplies;
- fuel costs of approximately €4.3 million.

The €157 thousand release of provisions for risks relates to an accrual made in 2010 by the French subsidiary Parodis for a dispute that was subsequently settled in the subsidiary's favour during 2011.

## 27 – Other income and expense

The following table gives a breakdown of non-recurring income and expense, showing those arising on the sale of non-current assets:

| (€'000)                                | 2011           | 2010         | Variation      | Var. %       |
|--|----------------|--------------|----------------|--------------|
| Gains on the sale of assets            | 1,515          | 2,372        | (857)          | (36%)        |
| Losses on the sale of assets           | (909)          | (743)        | (166)          | 22%          |
| <b>Net gains on the sale of assets</b> | <b>606</b>     | <b>1,629</b> | <b>(1,023)</b> | <b>(63%)</b> |
| Income                                 | 613            | 231          | 381            | 165%         |
| Expense                                | (2,797)        | (1,101)      | (1,696)        | 154%         |
| <b>Net other non-recurring expense</b> | <b>(2,185)</b> | <b>(870)</b> | <b>(1,315)</b> | <b>151%</b>  |

The significant increase in non-recurring expense is mainly due to:

- termination benefits of roughly €410 thousand paid during the reporting period (mainly €238 thousand by IVS Italia S.p.A., €110 thousand by Parodis and €62 thousand by Cofradis). These benefits amounted to approximately €180 thousand and were classified as a personnel expense in 2010;
- cash shortfalls and losses of roughly €214 thousand mainly due to theft and robberies at the branches of IVS Italia S.p.A. (€178 thousand at 31 December 2010);
- administrative, tax and legal consultancy fees for non-recurring transactions paid by the Parent (€509 thousand) and the subsidiary Coin Partecipazioni (€220 thousand);
- prior year expense, mainly due to premiums to customers, taxes and supplier invoices totalling €1,184 thousand relating to previous years (including €862 thousand relating to the subsidiary IVS Italia S.p.A.) and 2010 personnel expense relating to the subsidiary IVS Serida, which was merged into IVS Italia S.p.A. on 30 December 2010, totalling €259 thousand.

Non-recurring income is principally due to:

- the waiver of fees resolved by the directors of the two Spanish subsidiaries (€282 thousand);
- an extra bonus for 2007 that a machinery supplier paid to the Parent (€94 thousand);
- the out-of-court settlement of a dispute with a telephone provider by the subsidiary Vending System Italy S.p.A. (€72 thousand);
- other prior year income mainly recognised by the Italian subsidiaries (€165 thousand).

## 28 - Financial income and expense

The following table gives a breakdown of financial income and expense:

| (€'000)   | 2011       |                 | 2010       |                 |
|---|------------|-----------------|------------|-----------------|
|   | Income     | Expense         | Income     | Expense         |
| Bank interest   | 82         | (1,402)         | 3          | (610)           |
| Interest on Banca IMI and syndicated loans                          | -          | (5,266)         | -          | (5,074)         |
| Interest on BNL loan  | -          | (439)           | -          | (476)           |
| Interest on shareholders' loan                                      | -          | (1,521)         | -          | (7)             |
| Interest on bonds   | -          | (2,539)         | -          | (1,736)         |
| Other interest  | -          | (1,312)         | -          | (1,476)         |
| <b>Total income (expense) on net financial indebtedness</b>         | <b>82</b>  | <b>(12,478)</b> | <b>3</b>   | <b>(9,379)</b>  |
| <b>Net interest expense on net financial indebtedness</b>           |            | <b>(12,397)</b> |            | <b>(9,376)</b>  |
| Other financial income  | 662        | -               | 361        | -               |
| Other financial expense   | -          | (354)           | -          | (459)           |
| <b>Total other financial income (expense)</b>                       | <b>662</b> | <b>(354)</b>    | <b>361</b> | <b>(459)</b>    |
| Net loss on interest rate speculative derivatives (flows)           | -          | (386)           | -          | (496)           |
| Net loss on interest rate hedging derivatives (flows)               | -          | (856)           | -          | -               |
| Net exchange rate gains (losses)                                    | -          | -               | -          | -               |
| <b>Net exchange rate gains (losses) and net loss on derivatives</b> | <b>-</b>   | <b>(1,241)</b>  | <b>-</b>   | <b>- 496.37</b> |
| <b>Net financial income (expense) and net loss on derivatives</b>   | <b>744</b> | <b>(14,074)</b> | <b>364</b> | <b>(10,334)</b> |
| Net fair value gains on interest rate speculative derivatives       | 115        | -               | 90         | -               |
| <b>Total net expense</b>  |            | <b>(13,215)</b> |            | <b>(9,880)</b>  |

Changes in net financial expense is mainly due to:

- interest expense on Coin Service group companies' current accounts (€617 thousand), partly offset by other financial income (interest on bonds of €485 thousand);
- interest expense on shareholders' loans (€1,324 thousand and €197 thousand paid by IVS Group Holding S.p.A. and Coin Service Group, respectively, in 2011);
- an increase in interest expense on the bonds issued by the Parent due to a rise in the official bank rate starting from the second half of the year;
- an increase of €287 thousand in lease interest expense (classified as other interest expense), as a result of two new leases signed by the Italian subsidiary DDS S.p.A. and the French subsidiary SCI +39;
- an increase of €856 thousand due to hedging derivative outflows (the first payment was due on 12 December 2011 and related to the previous half year).

## 29 – Share of profit (loss) of equity-accounted investees

The profit of €127 thousand (€207 thousand for 2010) is mainly due to the Group's share of the profit of the equity-accounted investees.

## 30 - Income tax expense

Current and deferred taxes are analysed in the following table:

| (€'000)                            | 2011           | 2010           | Variation    | Var. %     |
|------------------------------------|----------------|----------------|--------------|------------|
| Current tax expense                | (4,357)        | (3,871)        | (486)        | 13%        |
| Change in deferred tax liabilities | 871            | 1,110          | (239)        | -21%       |
| Change in deferred tax assets      | (2,427)        | (2,194)        | (233)        | 11%        |
| <b>Total</b>                       | <b>(5,913)</b> | <b>(4,955)</b> | <b>(958)</b> | <b>19%</b> |

Note 17 provides details of the captions that lead to the recognition of deferred tax assets and liabilities.

The tax rate reconciliation is shown in the following table:

| (€'000)  | 2011           |                | 2010           |                |
|--|----------------|----------------|----------------|----------------|
| <b>Profit before tax</b>   | 9,476          |                | 10,778         |                |
| <i>Theoretical tax</i>   | (2,648)        | (27.9%)        | (3,201)        | (29.7%)        |
| <i>Financial income at lower rate</i>  |                |                |                |                |
| <b>Permanent differences</b>   | (241)          | (2.5%)         | (381)          | (4.2%)         |
| <i>Effect of Tremonti-ter law</i>  | -              | 0.0%           | 1,206          | 11.9%          |
| <i>Consolidation adjustments</i>   | (20)           | (0.2%)         | 105            | 1.0%           |
| <i>Effects of tax losses not recognised in previous years or that cannot be used</i> | (423)          | (4.5%)         | 180            | 1.7%           |
| <i>Prior year deferred taxes</i>   | -              | 0.0%           | (351)          | (3.3%)         |
| <b>IRAP</b>  | <b>(2,581)</b> | <b>(27.2%)</b> | <b>(2,512)</b> | <b>(23.3%)</b> |
| <b>Total tax burden</b>  | <b>(5,913)</b> | <b>(62.4%)</b> | <b>(4,954)</b> | <b>(46.0%)</b> |

### Other information

#### 31 - Related party transactions

The following tables provide information about transactions with related parties and their impact on the Group's financial position and results of operations:

|   | Assets        |              |               | Liabilities     |                  |             | Commitments |
|---|---------------|--------------|---------------|-----------------|------------------|-------------|-------------|
|   | Trade         | Financial    | Other         | Trade           | Financial        |             |             |
| Espresso Service Proximate                            | 65            | -            | -             | 409.00          | -                | -           | -           |
| Immobiliare Vending                                   | 29            | 2,203        | -             | (169)           | -                | -           | -           |
| Universo Vending S.r.l.                               |               | -            | -             | (505)           | -                | -           | -           |
| Time Vending  | 15            | -            | -             | (221)           | -                | -           | -           |
| Ciesse Caffè S.r.l.                                   | 30            | -            | -             | (0)             | -                | -           | -           |
| Sogeda S.r.l.   | 338           | -            | -             | (767)           | -                | -           | -           |
| Gimoka S.r.l.   | 155           | -            | -             | (2,152)         | -                | -           | -           |
| Fast Service S.r.l.                                   | 1,585         | -            | -             | (1,589)         | -                | -           | -           |
| MC-AG Sas   | 307           | -            | -             | (3)             | -                | -           | -           |
| Crimo   | 1             | -            | -             | -               | (780)            | -           | -           |
| West Control S.A.                                     |               | -            | -             | -               | (16,882)         | -           | -           |
| Eurofinim S.r.l.                                      |               | -            | -             | -               | (6,681)          | -           | -           |
| Astro   |               | -            | -             | (19)            | -                | -           | -           |
| Shareholders who are also directors                   |               | -            | -             | -               | 17,673           | -           | -           |
| Shareholders that are not directors                   |               | -            | -             | -               | 116,617          | -           | -           |
| <b>Total</b>  | <b>2,523</b>  | <b>2,203</b> | <b>-</b>      | <b>(5,835)</b>  | <b>109,947</b>   | <b>0</b>    |             |
| <b>Carrying amount</b>                                | <b>14,088</b> | <b>2,203</b> | <b>43,498</b> | <b>(61,340)</b> | <b>(426,830)</b> | <b>424</b>  |             |
| <b>% of consolidated financial statements caption</b> |               | <b>18%</b>   | <b>100%</b>   | <b>0%</b>       | <b>10%</b>       | <b>-26%</b> | <b>0%</b>   |

|   | Revenue        |                |               |               |               |            |
|---|----------------|----------------|---------------|---------------|---------------|------------|
|   | Products       | Equipment      | Services      | Use of assets | Other         | Interest   |
| Ciesse Caffè S.r.l.                                   | 11             | 1              | 2             | -             | -             | -          |
| Sogeda S.r.l.   | 377            | 4              | 20            | -             | 28            | -          |
| GimokaS.r.l.  | 1,087          | -              | 0             | -             | -             | -          |
| Fast Service S.r.l.                                   | 2              | 24             | 10            | -             | 27            | -          |
| MC-AG Sas   | 3              | -              | -             | 5             | -             | -          |
| Time Vending  |                | -              | -             | -             | 48            | -          |
| <b>Total</b>  | <b>1,480</b>   | <b>29</b>      | <b>32</b>     | <b>5</b>      | <b>103</b>    | <b>-</b>   |
| <b>Carrying amount</b>                                | <b>264,628</b> | <b>264,628</b> | <b>13,738</b> | <b>13,738</b> | <b>13,738</b> | <b>364</b> |
| <b>% of consolidated financial statements caption</b> |                | <b>1%</b>      | <b>0%</b>     | <b>0%</b>     | <b>0%</b>     | <b>1%</b>  |

|   | Expense       |               |               |               |               |               |
|---|---------------|---------------|---------------|---------------|---------------|---------------|
|   | Products      | Equipment     | Services      | Use of assets | Other         | Interest      |
| Universo Vending S.r.l.                               | 2,475         | 5             | 5             | -             | 0             | -             |
| Time Vending  | -             | -             | -             | -             | 836           | -             |
| Ciesse Caffè S.r.l.                                   | 90            | -             | 7             | -             | 0             | -             |
| Immobiliare Vending                                   | -             | -             | 22            | 2,234         | 33            | -             |
| Sogeda S.r.l.   | 718           | -             | (12)          | -             | (2)           | -             |
| GimokaS.r.l.  | 3,372         | 498           | 36            | -             | -             | -             |
| Fast Service S.r.l.                                   | 14            | 14            | -             | 21            | 4,730         | -             |
| MC-AG Sas   | -             | -             | 365           | -             | -             | -             |
| Espresso Service Proximité                            | 126           | 132           | 363           | -             | -             | -             |
| Astro   | -             | -             | 27            | -             | -             | -             |
| Shareholders who are also directors                   | -             | -             | -             | -             | -             | 332           |
| Shareholders that are not directors                   | -             | -             | -             | -             | -             | 2,207         |
| <b>Total</b>  | <b>6,796</b>  | <b>648</b>    | <b>814</b>    | <b>2,255</b>  | <b>5,597</b>  | <b>2,539</b>  |
| <b>Carrying amount</b>                                | <b>71,684</b> | <b>71,684</b> | <b>23,766</b> | <b>6,753</b>  | <b>34,686</b> | <b>10,334</b> |
| <b>% of consolidated financial statements caption</b> |               | <b>9%</b>     | <b>1%</b>     | <b>3%</b>     | <b>33%</b>    | <b>16%</b>    |
|   |               |               |               | <b>33%</b>    | <b>16%</b>    | <b>25%</b>    |

### 32 – Directors' fees

The following table shows the directors' fees:

| (€'000)                  | 2011       | 2010       | Variation | Var. %    |
|--------------------------|------------|------------|-----------|-----------|
| Directors' fees          | 747        | 747        | -         | 0%        |
| Share-based payment      | -          | -          | -         | 0%        |
| Other long-term benefits | -          | -          | -         | 0%        |
| <b>Total</b>             | <b>747</b> | <b>747</b> | <b>-</b>  | <b>0%</b> |

The following fees were paid during the year:

| (€'000)  | 2011       | 2010       | Variation   | Var. %       |
|--|------------|------------|-------------|--------------|
| Statutory auditors for their services            | 157        | 139        | 18          | 13%          |
| Independent auditors for legally-required audits | 192        | 301        | (109)       | (36%)        |
| <b>Total</b>                                     | <b>349</b> | <b>440</b> | <b>(91)</b> | <b>(21%)</b> |

### 33 - Events after the reporting date

The directors' report discloses information about the events after the reporting date.

Seriata, 6 February 2012

On behalf of the Board of directors  
Chairman  
Cesare Cerea  
(signed on the original)