CONDENSED INTERIM CONSOLIDATED REPORT
AS OF
30 SEPTEMBER 2012

IVS GROUP S.A..

Registered office in: 2A, Rue Jean-Baptiste Esch L-1743 Grand Duchy of Luxembourg
R.C.S. Luxembourg B155 294 VAT No. LU 24379120
Share Capital: Euro 386,890 fully paid up

Operational headquarters: I-24068 Seriate (BG) via dell'Artigianato 25
VAT Number 03840650166 - Tax code 97602500155
www.ivsgroup.lu

Contents

Company officers

Board of Directors

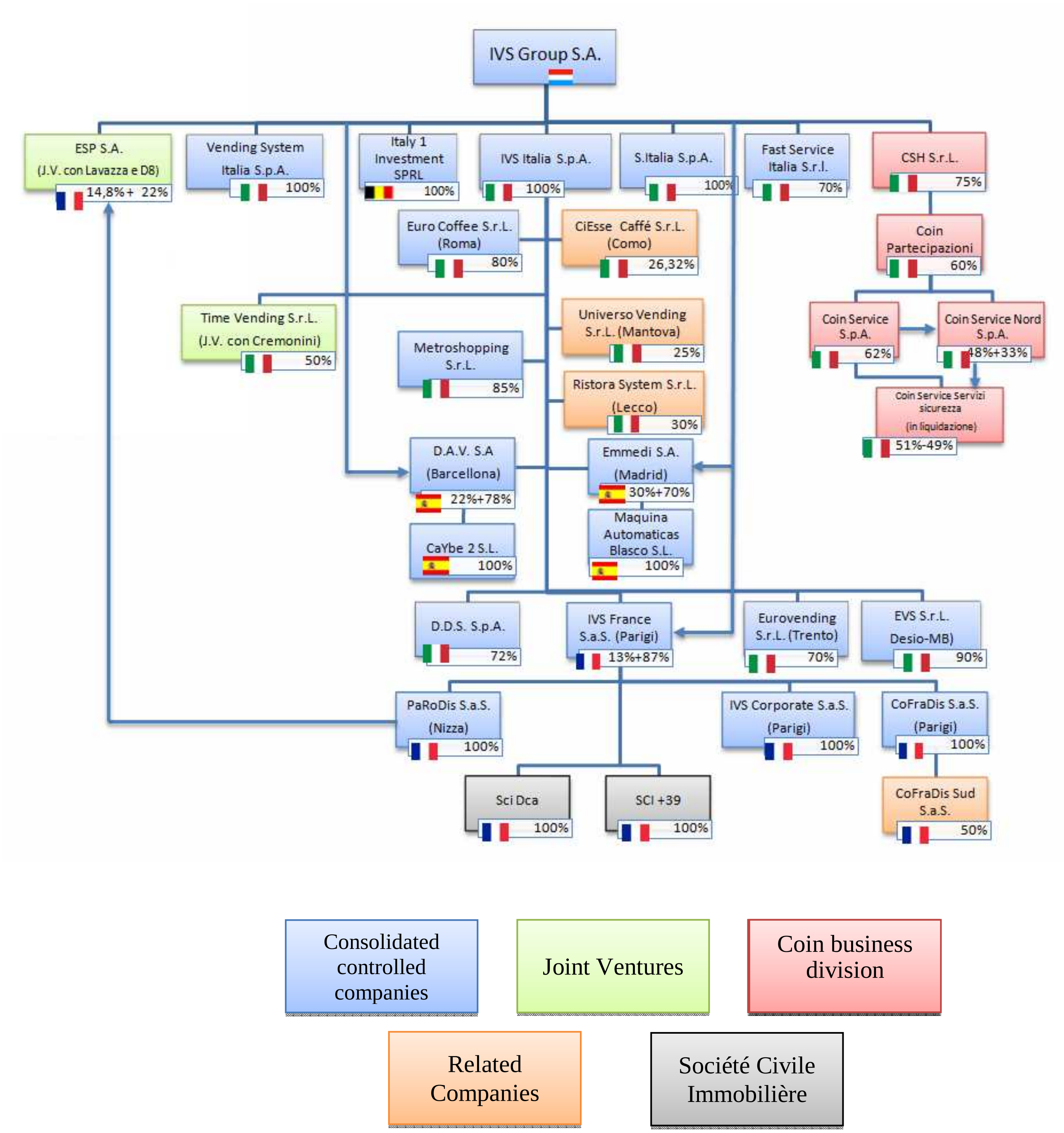
Cesare Cerea	Chairman
Massimo Paravisi	Chief Executive Officer (CEO)
Massimo Trapletti	Chief Executive Officer (CEO)
Antonio Tartaro	Chief Financial Officer (CFO)
Paolo Covre	Vice Chairman
Vito Alfonso Gamberale	Vice Chairman
Adriana Cerea	Director
Monica Cerea	Director
Luigi De Puppi	Independent non-executive director
Mariano Frey	Non-executive director
Gian Maria Gros-Pietro	Independent non-executive director
Carlo Giovanni Mammola	Non-executive director
Mariella Trapletti	Non-executive director

Independent auditors

Ernst & Young S.A.	Luxembourg

Group Structure

The IVS Group presents the following structure as of 30 September 2012:



Condensed Interim Consolidated Financial Statements

Consolidated statement of financial position

(in thousands of Euro)		Note	30 September 2012	31 December 2011
ASSETS				
Non-current assets				
Intangible assets		5	9,124	9,726
Goodwill		6	332,938	295,928
Property, plant and equipment		7	144,956	138,852
Investment property			1,097	1,124
Investments valued at net equity			5,499	5,448
Other equity investments			73	99
Non-current financial assets			11,790	13.203
Deferred tax assets			9,180	4,897
Other non-current assets			283	332
TOTAL NON-CURRENT ASSETS	**A**		**514,940**	**469,609**
Current assets				
Inventories			16,796	16,313
Trade receivables			19,431	14,088
Tax assets			731	349
Other current assets			44,058	30,397
Current financial assets			2,100	13,100
Cash and cash equivalents			47,612	36,127
TOTAL CURRENT ASSETS	**B**		**130,728**	**110,374**
Discontinued operations/assets held for sale	**C**		-	-
TOTAL ASSETS	**A+B+C**		**645,669**	**579,983**
SHAREHOLDERS' EQUITY AND LIABILITIES				
Shareholders' equity				
Share capital		11	387	64,002
Share premium reserve			354,648	2,498
Other reserves			7,162	3,014
Treasury shares			(31,720)	-
Retained earnings(Losses brought forward)			(21,163)	(19,848)
Net profit(loss) for the period			(20,584)	2,649
SHAREHOLDERS' EQUITY ATTRIBUTABLE TO THE OWNERS OF THE PARENT			**288,730**	**52,315**
Share capital and reserves attributable to non-controlling interests			3,880	6,488
Profit for the year attributable to non-controlling interests			1,431	915
SHAREHOLDERS' EQUITY ATTRIBUTABLE TO NON-CONTROLLING INTERESTS			**5,311**	**7,403**
TOTAL SHAREHOLDERS' EQUITY	**D**		**294,040**	**59,717**
Non-current liabilities				
Due towards debenture holders			-	134,290
Non-current financial liabilities		8	120,481	159,402
Employee benefits			6,094	5,531
Provisions for risks and charges			484	507
Deferred tax liabilities			9,112	8,756
TOTAL NON-CURRENT LIABILITIES	**E**		**136,172**	**308,485**
Current liabilities				
Due towards debenture holders		8	8,148	-
Current financial liabilities		8	90,511	129,241
Derivative financial instruments		8-10	13,558	3,897
Trade payables			64,409	61,365
Tax liabilities			3,095	826
Other current liabilities			35,736	16,451
TOTAL CURRENT LIABILITIES	**F**		**215,457**	**211,781**
Liabilities associated with discontinued operations/assets held for sale	**G**		-	-
TOTAL LIABILITIES	**(H=E+F+G)**		**351,629**	**520,265**
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES	**D+H**		**645,669**	**579,983**

Consolidated income Statement

(in thousands of Euro)	Note	Tree-month period ended September,				Nine-month period ended September,			
		2012	%	2011	%	2012	%	2011	%
Revenue from sales of goods and services		65,549		62,409		202,630		197,635	
Other income and revenues		5,666		3,698		16,015		9,923	
Total revenues	4	**71,215**	**100%**	**66,108**	**100%**	**218,644**	**100%**	**207,558**	**100%**
Cost of raw, consumable and ancillary materials		(16,309)		(18,780)		(53,579)		(55,593)	
Cost of services		(10,075)		(7,622)		(27,641)		(22,070)	
Personnel costs		(20,297)		(19,100)		(62,808)		(60,897)	
Other operating costs and income		(10,608)		(7,588)		(30,661)		(26,550)	
Total Operating Costs		**(57,290)**		**(53,089)**		**(174,689)**		**(165,110)**	
Current Gross Operating Margin		**13,925**	**20%**	**13,018**	**20%**	**43,955**	**20%**	**42,448**	**20%**
Net gains from disposal of fixed assets		251		177		776		320	
Other non-recurring income/(expenses)	12	(230)		(194)		(28,364)		(806)	
Gross Operating Margin		**13,946**	**20%**	**13,001**	**20%**	**16,367**	**7%**	**41,961**	**20%**
Depreciation, amortisation and write downs		(8,888)		(9,464)		(26,821)		(26,566)	
Operating result		**5,058**	**7%**	**3,537**	**5%**	**(10,454)**	**(5%)**	**15,395**	**7%**
Adjustments to value of financial assets		0		(107)		0		(117)	
Financial expenses	13	(2,343)		(4,282)		(8,394)		(9,802)	
Financial income	13	274		288		956		732	
Exchange rate gains/(losses) and net gain/(loss) on derivatives		22		(76)		(620)		183	
Result of companies valued at net equity		0		0		51		0	
Result		**3,010**	**4%**	**(640)**	**(1%)**	**(18,462)**	**(8%)**	**6,391**	**3%**
Losses generated by assets held for sale		-		-		-		-	
Gains generated by assets held for sale		-		-		-		-	
Result before tax		**3,010**	**4%**	**(640)**	**(1%)**	**(18,462)**	**(8%)**	**6,391**	**3%**
Current taxation		(1,656)		(260)		(4,553)		(2,948)	
Deferred taxation		887		185		3,862		(1,259)	
Net profit/(loss) for the period		**2,242**	**3%**	**(715)**	**(1%)**	**(19,153)**	**(9%)**	**2,183**	**1%**
Net profit/(loss) attributable to non-controlling interests		**577**	**1%**	**(63)**	**0%**	**1,431**	**1%**	**474**	**0%**
Result attributable to the Group		**1,665**	**2%**	**(652)**	**(1%)**	**(20,584)**	**(9%)**	**1,710**	**1%**
Earnings per share (in Euros)									
Base	14	0.04		(0.09)		(0.79)		0.23	
Diluted	14	0.04		(0.09)		(0.79)		0.23	

Consolidated Statement of Comprehensive Income

(in thousands of Euro)	Tree-month period ended September,		Nine-month period ended September,	
	2012	2011	2012	2011
Net profit/(loss) for the period	2,242	(715)	(19,153)	2,183
Change in fair value of cash flow hedging derivatives	(295)	(1,226)	(27)	(858)
Tax effect	81	337	7	236
Total Comprehensive income for the period	**2,028**	**(1,604)**	**(19,173)**	**1,561**
of which: attributable to non-controlling interests	**577**	**(63)**	**1,431**	**474**

Consolidated Statement of changes in Shareholders' equity during the first nine months of 2012

	Shareholders'equity of the IVS Group S.A.									
(in thousands of Euro)	Share capital	Share premium reserve	Treasury shares	Other capital reserves	Retained earnings/(losses brought forward)	Reserve for cash flow hedges	Net income/(loss) for the period	**Total**	*Attribtable to non-controlling interests*	**Total Shareholders' equity**
Balance as of 1 January 2012	**64,002**	**2,498**		**5,231**	**(19,848)**	**(2,217)**	**2,649**	**52,315**	***7,403***	**59,718**
Allocation of net income (loss)					**2,649**		**(2,649)**	**-**		**-**
Net loss of the period							(20,584)	**(20,584)**	*1,431*	**(19,154)**
Other comprehensive income						(19)		**(19)**		**(19)**
Total comprehensive income/(loss)	**-**	**-**	**-**	**-**	**-**	**(19)**	**(20,584)**	**(20,604)**	***1,431***	**(19,173)**
Effects of acquisition of non-controlling interests								**-**		**-**
- IVS France S.a.S.					(366)			**(366)**	*(2,029)*	**(2,395)**
- EMMEDI S.A.					(1,715)			**(1,715)**	*(992)*	**(2,707)**
- DAV S.A.					(1,856)			**(1,856)**	*(1,222)*	**(3,078)**
- METROSHOPPING					(27)			**(27)**	*(2)*	**(28)**
Total effect of Acquisition of non-controlling interests	**-**	**-**	**-**	**-**	**(3,964)**	**-**	**-**	**(3,964)**	***(4,244)***	**(8,208)**
Effects of share capital increases carried out:										
- Share capital increase of 21-03-12	128,227			(5,231)				**122,995**		**122,995**
- Share capital increase of 04-04-12	1,938	285						**2,223**		**2,223**
- Share capital increase of 03-05-12	4,310	945						**5,255**		**5,255**
Total effect of Share capital increases	**134,475**	**1,230**	**-**	**(5,231)**	**-**	**-**	**-**	**130,474**	**-**	**130,474**
Effects from Business Combinations:										
- Business combination Fast Service Italia S.r.l.									*908*	**908**
Total effect of Business Combinations	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	***908***	**908**
Effects of reserve asset acquisition										
Share capital increase (Fair Value Italy1 Investment S.A. 16/5/12)				130,510				**130,510**		**130,510**
Acquisition of own shares			(31,720)	31,720				**-**		**-**
Existing shares Italy1 Investment S.A.	175	134,860		(135,035)				**-**		**-**
Share capital increase in favour of the shareholders of IVS Group Holding S.p.A.	212	219,788		(220,000)				**-**		**-**
Reclassification of the share capital of IVS Group Holding S.p.A.	(198,477)	(3,728)		202,205				**-**		**-**
Total effect from reserve asset acquisition	**(198,090)**	**350,920**	**(31,720)**	**9,400**	**-**	**-**	**-**	**130,510**	**-**	**130,510**
Payment of dividends								**-**	*(188)*	**(188)**
Balance at 30 September 2012	**387**	**354,648**	**(31,720)**	**9,400**	**(21,163)**	**(2,236)**	**(20,584)**	**288,731**	***5,311***	**294,040**

Consolidated Statement of changes in Shareholders' equity during the first nine months of 2011

	Shareholders'equity of the IVS Group S.A.									
(in thousands of Euro)	Share capital	Share premium reserve	Treasury shares	Other capital reserves	Retained earnings/(losses brought forward)	Reserve for cash flow hedges	Net income/(loss) for the period	**Total**	*Attribtable to non-controlling interests*	**Total Shareholders' equity**
Balance as of 1 January 2011	**64,002**	**2,498**		**5,231**	**(25,191)**	**(2,001)**	**5,345**	**49,884**	***5,353***	**55,238**
Allocation of net income (loss)					**5,345**		**(5,345)**	**-**		**-**
								-		**-**
Net loss of the period							1,710	**1,710**	*474*	**2,183**
Other comprehensive income						(622)		**(622)**		**(622)**
Total comprehensive income/(loss)	**-**	**-**	**-**	**-**	**-**	**(622)**	**1,710**	**1,088**	***474***	**1,561**
								-		**-**
Effects of Business Combinations:								**-**		**-**
- Coin Business combination									*1,130*	**1,130**
Total effect of Business Combinations	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	***1,130***	**1,130**
Balance at 30 September 2011	**64,002**	**2,498**	**-**	**5,231**	**(19,846)**	**(2,623)**	**1,710**	**50,972**	***6,957***	**57,929**

Consolidated Statement of Cash Flows

	Nine Months Ended 30 September 2012	Nine Months Ended 30 September 2011
A) Cash flows from operating activities		
Profit (Loss) before tax	(18,462)	6,391
Adjustments for:		
Undistributed profit (loss) recognised in equity	(51)	-
Amortisation, depreciation and impairment losses	26,717	26,400
Non-recurring costs of reverse asset acquisition	25,476	-
(Gains)/losses on disposal of non-current assets	(776)	(320)
Changes in employee benefits and other provisions	289	27
Reversal of financial expense	8,059	9,004
Cash flows from operating activities before tax, financial income/expense and changes in working capital:	*41,251*	*41,502*
Changes in working capital	(20,198)	(922)
Cash flows from operating activities before tax and financial income/expense:	*21,054*	*40,580*
Net financial expense paid	(7,770)	(5,367)
Tax paid	(2,953)	(1,493)
Total A)	**10,331**	**33,720**
B) Cash flows from investing activities:		
Investments in non-current assets:		
Intangible assets	(627)	(946)
Property, plant and equipment	(22,690)	(16,951)
Payments for property, plant and equipment acquired in previous years	*3,474*	*(8,129)*
Business acquired	(3,165)	(489)
Financial assets (equity investments), net of cash acquired	(23,242)	(6,750)
Total investments	(46,251)	(33,266)
Proceeds from disposal of net non-current assets	1,523	593
Total divestitures	1,523	593
Total B)	**(44,728)**	**(32,673)**
C) Cash flows from financing activities:		
Proceeds from non-current loan	11,764	30,958
Repayment of non-current loan liabilities	(207,120)	(19,471)
Changes in current financial liabilities:	(13,325)	(9,478)
Changes in financial assets	13,000	(507)
Changes in consolidation	(8,209)	603
Share capital increase	130,705	-
Share capital increase realised by means of reverse asset acquisition	119,066	-
Total C)	**45,881**	**2,105**
D) Exchange rate differences and other variations:		
E) Change in cash and cash equivalents (A+B+C+D):	**11,484**	**3,152**
F) Opening cash and cash equivalents:	**36,127**	**11,308**
Closing cash and cash equivalents (E+F)	**47,612**	**14,459**

Explanatory notes to the financial statements

Corporate information

IVS Group S.A. is a public limited company constituted under Luxembourg law on 26 August 2010 and registered on the Luxembourg Companies Register with the number B155.294. During the third quarter, the Company has changed its registered office in 2A, Rue Jean-Baptiste Esch, L-1473. The shares of IVS Group S.A. are listed on the Italian stock market ("MIV" segment). The name of the Company was changed on 16 May 2012, as this company was previously named Italy1 Investment S.A.

IVS Group S.A. controls, directly and indirectly, 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 operate 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, which core business is the counting of coins for third parties, cash-in-transit services, collection and distribution of coins (coin management).

Other information

IVS Group S.A. is the company which emerged from the merger between IVS Group Holding S.p.A., an Italian company with registered offices in Seriate (Bergamo, Italy) parent company of the IVS Group, and Italy 1 Investment S.A. (Luxembourg).

The IVS Group is one of the leading catering operators in Italy. As visible from the Company's annual report and from the figures published by the Italian association of vending sector companies, Confida, IVS is the most important operator in Italy with a market share of 11.8% (based on 2010 figures) in a highly fragmented market, and is the third largest operator at European level.
Italy represents IVS's principal market, nevertheless it is also present on the French and Spanish markets with sales for the year ended 31 December 2011 representing approximately 9% and 5% of the Group's total turnover respectively.
With over 40 years of experience, the IVS Group IVS is the only operator to cover the whole territory of Italy. The Company has more than 139,000 automatic vending machines of all types located in offices, institutions and other public areas.

As reported in the condensed interim consolidate financial statements as of 30 June 2012, following a detailed analysis of the terms and conditions of the agreement stipulated between Italy1 Investment S..A. and IVS Group Holding S.p.A., the directors have concluded that this operation represents a reverse asset acquisition rather than a business combination as defined by IFRS 3. Consequently, the operation has been treated as a recapitalisation of the Group using the accounting principles for the recording of reverse acquisitions established by IFRS 3. Therefore the consolidated financial statements have been prepared as if the IVS Group has acquired the net assets of Italy1 Investment S.A. and of its subsidiary, and not vice versa as was actually the case from a legal and formal point of view.

In line with the treatment as a reverse asset acquisition, the comparative figures shown in the financial statements and in the explanatory notes do not correspond to those of Italy1 Investment S.A., but rather to those of the consolidated financial statements of IVS Group Holding S.p.A...

The component of cost which had the greatest negative impact on the economic result for the period was that relative to the recording of the merger operation between Italy1 Investment S.A. and IVS Group Holding S.p.A.. For comment on this component of cost, please refer to explanatory notes of the Interim Management Report as of 30 June 2012.
It should be noted that the IFRS accounting standards do not specifically contemplate the peculiar *business combination* operation between an operating company (IVS Group Holding S.p.A.) and a SPAC (Italy1 Investment S.A.). The application and interpretation adopted by the Group, in accordance with IAS 8, is based on a combination of the requirements of IFRS 2 relative to share-based payments and that currently required by IFRS 3 relative to reverse acquisitions. This treatment, which is in line with the current practice, entailed the recording in the income statement of the period of a charge equivalent to the difference between the fair value of the net equity of Italy1 Investment S.A. (prior to the acquisition) and the fair value of the instruments representative of the issued capital. The decision to adopt the abovementioned accounting treatment derives from the fact that the accounting standard IFRS 3 "Business

Combinations" was not considered to be applicable.
Lastly, it should be noted that the matter has been brought to the attention of the IFRS Interpretation Committee on 10 July 2012. Therefore the accounting method adopted for the merger by incorporation of IVS Group Holding S.p.A. into Italy1 Investment S.A. (now IVS Group S.A.) could be subject to change in light of the possible future pronouncements of the above-mentioned body.

The publication of the condensed interim consolidated financial statements for the period ended on 30 September 2012 was authorised by the Board of Directors' resolution of 26 September 2012.

Accounting policies

1- Basis of preparation of the financial statements

These condensed interim consolidated financial statements as of 30 September 2012 have been prepared in accordance with Article No. 4 of the Luxembourg Transparency Law of 11 January 2008 and should be read in conjunction with the consolidated financial statements as of 31 December 2011 prepared by IVS Group Holding S.p.A. and by Italy1 Investment S.A.
The condensed interim consolidated financial statements for the six-month period ended on 30 June 2012 have been prepared in accordance with IAS 34 - Interim Financial Reporting.
The condensed interim consolidated financial statements do not contain all of the information required in the preparation of the annual consolidated financial statements. Therefore it is necessary to read the condensed interim consolidated financial statements together with the annual consolidated financial statements as of 31 December 2011 of IVS Group Holding S.p.A.

The preparation of interim financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses, as well as the disclosures about contingent assets and liabilities at the reporting date. 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. For a more detailed description of the Group's more significant valuation processes, reference should be made to the chapter "Critical judgements and accounting estimates" in the consolidated financial statements of IVS Group Holding S.p.A. as of 31 December 2011.

Furthermore, certain evaluation processes, in particular the more complex ones such as the determination of eventual losses in the value of non-current assets, are generally carried out in depth at the time of preparation of the annual financial statements, when all of the necessary information is available, except where there are indications of *impairment* which require an immediate assessment of eventual losses in value.

Income tax is recognised on the basis of the best estimate of the actual tax rate for the entire period of each company included in the consolidation. The Parent company has decided to calculate its tax charge in accordance with the Italian fiscal legislation applicable to resident Italian companies.

The accounting standards adopted in the preparation of the condensed interim consolidated financial statements are consistent with those utilised in the preparation of the consolidated financial statements as of 31 December 2011 of IVS Group Holding S.p.A. and of Italy1 Investment S.A., with the exception of the adoption as from 1° January 2012 of new standards, of amendments to existing standards in force and of interpretations:

- IAS 12 - Deferred taxation: recovery of underlying assets". This amendment to IAS 12 introduces a rebuttable presumption that the carrying value of an investment property, measured using the fair value model foreseen by IAS 40, will be recovered through sale and that, consequently, the relative deferred tax asset should be valued on a sale basis. This presumption is rebutted if the investment property is depreciable and is held with the objective to consume substantially all of the economic benefits embodied in the investment property over time, rather than realise these benefits through sale. In particular IAS 12 requires that a deferred tax asset which arises from a non-depreciable asset measured using the revaluation model in IAS 16, the measurement of the deferred tax liability or deferred tax asset shall reflect the tax consequences of recovering the carrying amount of the non-depreciable asset through sale. The amendment becomes effective for annual periods beginning on or after 1 January 2012. The fiscal legislation of the companies in which the Group operates do not apply a different tax rate in the case of sale or utilisation of tangible fixed assets.

- 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; no comparative figures are required to be provided.
- IFRS 1 – Severe hyperinflation and removal of fixed dates for first time adopters. When an entity's date of transition to IFRSs is on, or after, the functional currency normalisation date, the entity may elect to measure all assets and liabilities held before the functional currency normalisation date at fair value on the date of transition to IFRSs. The entity may use that fair value as the deemed cost of those assets and liabilities in the opening IFRS statement of financial position. However this exemption only applies to those assets and liabilities which were subject to severe hyperinflation. The amendment becomes effective for annual periods beginning on or after 1 July 2011; adoption before this date is permitted however.

The above amendments have had no impact on the Group's accounting policies, its financial position or its results for the period.

The Group has not adopted in advance any other standard, interpretation or improvement issued but not yet effective.

The Group adopted the following criteria in the preparation of its financial statements:
- 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., variations in the fair value of derivatives;
- the statement of cash flows is presented using the indirect method.

2 – Seasonal factors

In the vending sector the seasons have a significant impact in terms of composition of the sales mix: in warmer months the consumption of cold drinks increases, while in cold months the consumption of coffee prevails.
The third quarter of 2012 feel the effects to decline in average working days (55 days) equal to six days compared to the average working days of the first two quarters of the year (61 days).
However, the effect on economic result in terms of margin between the first and the second half of the calendar year is insignificant, as the abovementioned season effects compensate each other.
On the other hand, the volume of the Coin division business increases significantly in the summer.

3 – Business combinations

During the first nine months of the year 2012, the Group acquired control of two Italian companies operating in the *vending sector*:
- On 8 March 2012 the Parent company acquired 100% of the share capital of S.Italia S.p.A. (now S.Italia S.r.l.);
- On 30 March 2012 the Parent company acquired 70% of the share capital of Fast Service Italia S.r.l.

The subsidiary IVS Italia S.p.A. has finalised the acquisition of business segments of certain Italian companies.
All of these acquisitions have been recorded using the purchase method of accounting.
Consequently, the condensed interim consolidated financial statements as of 30 June 2012 incorporates the results of the two companies from the date of acquisition of control, which was 8 March for S.Italia S.r.l. and 30 March for Fast Service Italia S.r.l.

The *fair value* of the assets and liabilities of the new equity investments and business segments at the acquisition date were as follows:

	***Fair value* recognised at time of acquisition**			
	Provisional		**Final**	**Final**
(in thousands of Euro)	**Fast Service Italia S.r.l.**	**S.Italia S.p.A.**	**Acquisition of business segments 30 September 2012**	**Acquisition of business segments Third Quarter 2012**
Net fixed assets	5,429	3,287	1,042	435
Discontinued operations	-	-	-	-
Deferred tax assets	31	415	-	-
Other non-current assets	557	22	-	-
Current assets	5,077	3,863	9	-
Non-current liabilities	(2,437)	(3,676)	(20)	(20)
Current liabilities	(5,629)	(3,360)	(67)	(67)
Non-controlling interest	(908)	-	-	-
Goodwill	30,384	4,413	2,214	886
Cost of equity investment / business segment	**32,504**	**4,964**	**3,178**	**1,234**
Analysis of cash flows of the acquisition:				
Net cash acquired (included in cash flows from investing activities)	(943)	576	-	-
Price paid	(32,504)	(4,964)	(3,178)	(1,234)
Net cash flow for the acquisition	**(33,447)**	**(4,388)**	**(3,178)**	**(1,234)**

No write-off was applied to trade receivables as these are considered realisable in full.

The goodwill recognised is attributable to the synergies and other economic benefits deriving from the aggregation of the commercial operations of S.Italia S.r.l. and Fast Service Italia S.r.l. with those of the Group and has been provisionally allocated to the “Italy” CGU.

Given that the analyses necessary for the determination of the values of the net assets of the companies acquired are still in course at the date of approval of this interim report, the value of the abovementioned net assets acquired of Fast Service Italia S.r.l. and S.Italia S.r.l. should be considered provisional. In accordance with IFRS 3 (Business Combinations), the process for the allocation of the price paid to the *fair value* of the assets and liabilities acquired (*purchase price allocation*), and the consequent determination of the final value of the goodwill deriving from the acquisition, must be completed within twelve months from the date of acquisition.

It should be noted that at 30 September 2012 the sum of Euro 16,000 thousand relative to the price originally agreed is still to be paid to the vendors of Fast Service Italia S.r.l.
It should be noted that during the third quarter 2012 the price has been modified decreasing for an amount of Euro 496 thousand in accordance with the terms of the contract, mainly in line with changes in the net financial position with respect to the contract.

The contract also foresees:

- a “*put and call” option* exercisable upon approval of the 2013 financial statements of the acquired company, that enables IVS to increase its investment from 70% to 100%;
- an *earn-out* to be paid to the seller on the basis of the renewals, beyond the date currently agreed, to be obtained in the next five years on concessions relative to Grandi Stazioni and/or Cento Stazioni.

The transaction costs related to the abovementioned operations were charged to the income statement under the heading “Other non-recurring income/expenses" and are included in the cash flows from operating activities in the Statement of cash flows.

4 – Operating segments

The table below shows the analysis by operating sector of the Group's revenues and operating result for the first nine months of the year 2012:

Nine Months Ended 30 September 2012	Italy	France	Spain	Coin	Adjustments and Eliminations	Consolidated
Revenues						
From third parties	181,180	17,942	11,153	8,369	-	**218,644**
Inter-sector	5,920	-	-	477	(6,397)	**-**
Total revenues	**187,100**	**17,942**	**11,153**	**8,846**	**(6,397)**	**218,644**
Result						
Sector result	13,117	563	544	2,154	(34,840)	**(18,462)**
Nine Months Ended 30 September 2011	**Italy**	**France**	**Spain**	**Coin**	**Adjustments and Eliminations**	**Consolidated**
Revenues						
From third parties	172,372	19,663	11,170	4,354	-	**207,558**
Inter-sector	6,450	-	-	294	(6,744)	**-**
Total revenues	**178,822**	**19,663**	**11,170**	**4,648**	**(6,744)**	**207,558**
Result						
Sector result	12,902	1,209	(174)	1,060	(8,606)	**6,391**
Assets	**Italy**	**France**	**Spain**	**Coin**	**Adjustments and Eliminations**	**Consolidated**
at 30/09/2012	571,583	38,568	20,413	62,982	(47,877)	**645,669**
at 31/12/2011	493,312	39,689	18,320	65,049	(36,387)	**579,983**

The increase in the assets of the "Italy" sector is due principally to the business combination between Fast Service Italia S.r.l. and S.Italia S.p.A. which took place during the period.

Adjustments and eliminations

Financial income and expenses, gains and losses from variations in the fair value of financial assets are not allocated to any individual sector given that the underlying instruments are managed and administered at Group level.

Income tax and certain other financial assets and liabilities are also not allocated to the individual sectors as these too are managed centrally at Group level.

Reconciliation of profit	30 September 2012	30 September 2011
Sector profit	**16,376**	**14,997**
Adjustments to value of assets	-	(117)
Financial income	956	732
Financial expenses	(8,394)	(9.802)
Net exchange differences and variations in fair value of derivatives	(620)	183
Income from companies valued at net equity	51	-
Extraordinary operations	(26,828)	-
Inter-sector eliminations	(3)	398
Group profit before tax	**(18,462)**	**6,391**

5 – Intangible assets

The table below shows the movements in historical cost and in accumulated amortisation of intangible assets during the period:

(in thousands of Euro)	30 September 2012	30 September 2011
Net book value at 1 January	**9,726**	**11,140**
Additions	619	560
Disposals	(45)	-
Amortisation charge	(1,626)	(1,763)
Business combinations	451	131
Net book value at 30 September	**9,124**	**10,068**

6 – Goodwill

The table below shows the movements in the value of Goodwill during the period:

(in thousands of Euro)	30 September 2012	30 September 2011
Net book value at 1 January	**295,928**	**285,622**
Additions	2,214	191
Disposals	-	-
Write-downs	-	-
Business combinations	34,797	9,264
Net book value at 30 September	**332,938**	**295,077**

The figures of Euro 34,797 thousand and of Euro 2,214 thousand relate to operations described in note 3 above.

7 – Property, plant and equipment

The table below shows the movements in historical cost and in accumulated depreciation during the period:

(in thousands of Euro)	30 September 2012	30 September 2011
Net book value at 1 January	**138,852**	**135,642**
Additions	24,898	21,371
Disposals	(2,872)	(1,064)
Depreciation charge	(25,195)	(24,803)
Business combinations	9,273	1,059
Net book value at 30 September	**144,956**	**132,205**

8 – Borrowings

Borrowings comprised the following as of 30 September 2012 and as of 31 December 2011:

(in thousands of Euro)		30 September 2012			31 December 2011	
	Total	Non-current	Current	Total	Non-current	Current
Due towards banks for loans	123,283	*98,924*	*24,756*	153,525	*109,602*	*43,923*
Due towards banks for current accounts and advances	26,056	-	*26,056*	33,966	-	*33,966*
Due towards leasing companies	16,027	*12,905*	*3,266*	16,797	*13,119*	*3,678*
Due towards other providers of finance	45,229	*8,796*	*36,434*	72,765	*25,091*	*47,674*
Fair value of derivative instruments	13,558	-	*13,558*	3,897	-	*3,897*
Due towards shareholders	-	-	-	11,59	*11,59*	-
Bonds	8,148	-	*8,148*	134,29	*134,29*	-
Total Financial Debt	**232,699**	***120,481***	***112,218***	**426,83**	***293,692***	***133,138***

The principal variations during the period relate to:

- the repayment of Bonds for Euro 123,040 thousand: the debt due towards holders of bonds in existence at 30 September 2012 amounts to Euro 8,148 thousand and refers exclusively to the portion of interest matured up until the last coupon date (1 December 2011) and that is due in the first half of 2013; during the third quarter of 2012 the interest repaid amounted to Euro 2,382 thousand;
- the repayment of the capital for Euro 30,000 thousand relative to loans obtained by the subsidiary IVS Italia S.p.A. from a pool of banks and for Euro 1,901 thousand relative to the loan from BNL obtained by Vending System Italia S.p.A.;
- the recording of a liability corresponding to the *fair value* of the warrants in circulation at the reporting date, equivalent to a total of Euro 9,760 thousand;
- the reclassification, as a result of changes in corporate structure, of Euro 11,590 thousand from payables due towards shareholders to payables due towards other providers of financing;
- in July 2012 the Parent company IVS Group S.A. estinguished in advance certain loans due towards other providers of finance classified as non-current at 31 December 2012 and at 30 June 2012 for a total of Euro 10,589 thousand.

9 – Net Financial Indebtedness

The table below shows the value and composition of the Net Financial Position at 30 September 2012 and at 31 December 2011:

(in thousands of Euro)	30 September 2012	31 December 2011
Current securities	2,100	13,100
Cash and cash equivalents	47,612	36,127
Cash and current financial assets	**49,712**	**49,227**
Short-term loans payable	(90,512)	(129,241)
Liabilities towards debenture holders	(8,148)	-
Derivatives	(13,558)	(3,897)
Current financial debt	**(112,218)**	**(133,138)**
Medium/long term loans payable	(120,481)	(147,812)
Liabilities towards debenture holders	-	(134,290)
Liabilities towards shareholders for loans	-	(11,590)
Non-current financial debt	**(120,481)**	**(293,692)**
Net financial indebtedness (*)	**(182,987)**	**(377,603)**
Held-to-maturity investments	9,000	11,000
Non-current loans and receivables	2,790	2,204
Other non-current assets - from others	283	332
Net financial position	**(170,914)**	**(364,068)**

(*) 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")

10 –Derivative instruments

At 30 September 2012, IVS Group S.A. has No. 15,000,000 market warrants and No. 5,000,000 of founders shareholders warrants in circulation. These warrants are treated for accounting purposes as derivative instruments in conformity with the requirements of IAS 32, given that they are exercisable on a *cashless basis.* They are recorded under current liabilities.

The unit market value of these warrants as of 30 June 2012 amounted to Euro 0.488 and, consequently, the relative liability recorded in the consolidated financial statements of the IVS Group amounts to Euro 9,760 thousand.

11 – Share Capital

The share capital underwritten and paid up as of 30 June 2012 (including own shares held in portfolio) is comprised of No. 37,702,256 class “A” shares , No.1,250,000 class “B1” shares, No. 1,250,000 class “B2” shares and No. 1,250,000 class “B3” shares. These shares, without par value and with normal dividend rights, amount to a total of Euro 386,888.

The own shares acquired as a result of the reverse asset acquisition operation amount to Euro 31,720 thousand are comprised of No. 3,199,011 class “A” shares, equivalent to 8.5% of the total class “A” shares issued.

The class “A” shares are listed market shares without a nominal value.

Conversion into market shares

The following conditions apply for the conversion into market shares of the shares issued in prior years in favour of the founding shareholders:

- Class B1 Shares shall be automatically converted into Class A Shares on the date falling 6 months after the date of completion of merger at a ratio of one Class A market share per Class B1 Share; in this regard please refer to Note 15 “*Subsequent events*”;
- Class B2 Shares shall be automatically converted into Class A Shares at a ratio of one Class A Share per Class B2 Share upon confirmation by the Board of Directors that the per market shares volume-weighted average price quoted on the Italian Stock Exchange for any period of 20 trading days out of 30 consecutive trading days (whereby such 20 Trading Days do not have to be consecutive) equals or exceeds EUR 11.00;
- Class B3 shares shall be automatically converted into class A shares at a ratio of one class A share per class B3 share upon confirmation by the Board of Directors that the VWAP for any period of 20 Trading Days out of 30 consecutive Trading Days (whereby such 20 Trading Days do not have to be consecutive) equals or exceeds EUR 12.00.

Dividend rights

The Class “A”, “B1”, “B2” and “B3” shares all enjoy equal dividend rights.

Voting rights

The extraordinary operation foreseen by the Company Statute having been completed, the Class “A”, “B1”, “B2” and “B3” shares all enjoy equal voting rights .

Circulation restrictions

The Class “B1”, “B2” and “B3” shares are held in *escrow,* awaiting the occurrence of the conditions for their release and conversion into Class “A” shares.

Stock exchange listing

The class “B1”, class “B2” and class “B3” shares are not listed on any stock exchange.

12 – Other non-recurring income and expenses

The table below shows details of other non-recurring income and expenses:

(in thousands of Euro)	Tree-month period ended September,		Nine-month period ended September,	
	2012	2011	2012	2011
Non-recurring income	100	5	358	282
Non-recurring expenses	(330)	(199)	(28,722)	(1,088)
Total other non-recurring income and expense	**(230)**	**(194)**	**(28,364)**	**(806)**

The significant increase in other non-recurring expenses is due principally to the extraordinary operation already described in the note above and the relative out-of-pocket costs, for Euro 25,476 thousand and Euro 1,351 thousand respectively.

13 - Financial income and expenses

The table below shows the breakdown of financial income and expenses:

(in thousands of Euro)	Tree-month period ended September,				Nine-month period ended September,			
	2012		2011		2012		2011	
	Income	Expenses	Income	Expenses	Income	Expenses	Income	Expenses
Bank interest	134	(331)	62	(423)	344	(921)	78	(861)
Interest on Banca IMI and syndicated loans	-	(615)	-	(1,371)	-	(3,054)	-	(3,583)
Interest on BNL loan	-	(85)	-	0	-	(146)	-	(89)
Interest on shareholders' loan	-	-	-	(553)	-	-	-	(992)
Interest on bonds	-	-	-	(891)	-	-	-	(1,738)
Other interest	-	(263)	-	(380)	-	(1,801)	-	(1,115)
Total income (expense) on net financial indebtedness	**134**	**(1,294)**	**62**	**(3,618)**	**344**	**(5,922)**	**78**	**(8,379)**
Net interest expense on net financial indebtedness		**(1,160)**		**(3,555)**		**(5,577)**		**(8,300)**
Other financial income	140	-	226	-	612	-	654	-
Other financial expense	-	(477)	-	(17)	-	(1,056)	-	(564)
Total other financial income (expense)	**140**	**(477)**	**226**	**(17)**	**612**	**(1,056)**	**654**	**(564)**
Net loss on interest rate speculative derivatives (flows)	-	(158)	-	(647)	-	(303)	-	(859)
Net loss on interest rate hedging derivatives (flows)	-	(414)	-	-	-	(1,114)	-	-
Net exchange gains (losses)	-	-	-	-	-	-	-	-
Net flows on derivatives	-	**(572)**	**-**	**(647)**	-	**(1,417)**	**-**	**(859)**
Net financial income (expense)	**274**	**(2,343)**	**289**	**(4,281)**	**956**	**(8,394)**	**732**	**(9,802)**
Net fair value gains on interest rate speculative derivatives (Δ MTM)	82	-	(76)	-	126	-	183	-
Net gains(losses) on warrants	-	(60)	-	-	-	(746)	-	-
Total net exchange difference and gain/(loss) on derivatives	-	**22**	-	**(76)**	-	**(620)**	-	**183**
Total net expense	-	**(2,047)**	-	**(4,069)**	-	**(8,058)**	-	**(8,886)**

The variations in net financial income and expenses is due substantially to :

- the reduction to zero of financial charges relative to bonds following the advance repayment thereof;
- the increase of Euro 700 thousand in charges deriving from the charging of the flows calculated on derivative hedging contracts (contractually the first charge was in fact foreseen for 12 December 2011 relative to the previous six month period);
- the increase in expenses deriving from the variations in the fair value of derivatives contracts;
- the reduction to zero of the interest on loans from shareholders as these were reclassified to other interest following the change in shareholder structure.

14 – Earnings per share

The earnings per share is calculated on the basis of the rules applicable for reverse acquisitions. For the purposes of calculating the weighted average of the ordinary shares in circulation (the denominator of the earnings per share calculation) during the period in which the reverse acquisition takes place:

a) the number of ordinary shares in circulation from the beginning of this year to the date of acquisition must be calculated on the basis of the weighted average of the ordinary shares of the legal acquired company (acquiring company for accounting purposes – IVS Group) in circulation during the period, multiplied by the exchange ratio established in the merger agreement; and
b) the number of ordinary shares in circulation from the acquisition date to the period end must correspond to the actual number of ordinary shares of the legal acquiring company (acquired company for accounting purposes – Italy1 Investment S.A.), in circulation during this period.

As regards the comparative period prior to the acquisition date shown in the consolidated financial statements, this was calculated dividing :

a) the net gain (loss) for the period of the legal acquired company attributable to ordinary shareholders in each of these periods , by
b) the historical weighted average of the ordinary shares in circulation of the legal acquired company multiplied by the exchange ratio established in the in the acquisition agreement.

Base earnings per share
The calculation of the base earnings per share at 30 September 2012 is based on a result attributable to the Group of Euro -20,584 thousand (Euro 3,193 thousand at 30 September 2011) and on an average number of shares in circulation during the period of 25,983,564 (7,320,703 at 30 September 2011), calculated as follows :

	30 September 2012	30 September 2011
Number of shares in existence as of 1 January 2011 (IVS Group Holding S.p.A.)	7,320,703	7,320,703
Number of shares issued with the share capital increase of 21 March 2012 (IVS Group Holding S.p.A.)	14,666,891	-
Number of shares issued with the share capital increase of 4 April 2012 (IVS Group Holding S.p.A.)	492,988	-
Number of shares issued with the share capital increase of 3 May 2012 (IVS Group Holding S.p.A.)	221,673	-
Number of Italy1 Investment S.A. shares in circulation at 16 May 2012 (net of treasury shares)	15,550,989	-
Weighted average shares in circulation	**25,983,564**	**7,320,703**

In a different way, the average shares in circulation for the only third quarter of 2012 corresponds the effective number of share in circulation at the beginning of the period (1 July 2012), that is 38,253,244, because during the referential quarter there have not been issued new shares. In this regard it should be noted, as indicated in note 13 “Subsequent events”, which after the end of the period, number 109 shares are issued for the conversion of n. 2,000 warrant.

Diluted earnings per share
At 30 September 2012 the effect of the potential exercise of the warrants into shares has no dilutive effect and therefore the diluted earnings per share correspond to the base earnings per share.
The diluted earnings per share for the third quarter ended September 30, 2012 was substantially in line with the base earnings per share (differing only -0.002 Euro).

15 - Subsequent events

Below the some significant events occurring from September 30, 2012 to the date of approval by Board of this Condensed Interim Consolidate Financial Statements:

- during the month of October, for n. 2,000 warrants was excercised the conversion option in share, that produced the issue of no. 109 new class “A” shares and a capital increase of Euro 2; then, in the first half of November, for further n. 1,000 warrant was excercised the conversion option in share, that will produce the issue by the end of November of n. 56 new class “A” shares and a capital increase of Euro 1;
- on 16 November 2012 no. 1,250,000 shares of class” B1” were converted into an equal number of class” A”, as provided in art. 8 of the Articles of Association. The conversion does not affect the share capital amount, but only an amendment to the Articles of Association relating to shares in circulation and the cancellation of class “B1”;
- on 16 November 2012, Italian subsidiary IVS Italia S.p.A. signed an agreement for the acquisition to the entire share capital of Mr. Vending S.r.l. a company engaged in the operation of vending machines and it is present mainy in Lombardy and in particular manages the vending machines active on the underground lines of the Milan Metro. Mr. Vending S.r.l. has a turnover of around 4.2 million and the agreed price corresponds to an Enterprise Value of approximately 3.8 million;
- on 16 November 2012 the partner IVS Partecipazioni S.r.l. paid to the IVS Group S.A. a penitential deposit of Euro 3,221 thousand for the acquisition of own shares of IVS Group S.A.. The acquisition of own shares will be finalized after completing the necessary steps.

Seriate, 26 November 2012

On behalf of the Board of Directors,
Cesare Cerea
Chairman