Milan, 29 November 2012

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Company Presentation and summary of the Interim Results as of 30 September 2012

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Company History

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Latest News

- YTD 2012: 12 acquisitions of companies or businesses
- Contracts with: Italian Post Offices, NTV (trains), Tirrenia e Caronte (ferries)

Sixties

- Established in 1972 with the name of Bergamo Distributori
- First acquisitions in Italy in the late 70s

Eighties

- Established IVS Group Holding SpA, the Italian leader in vending, by a merger of 15 regional companies
- Set up of the first control room

2006

- Vending business development, innovation in vending machines (new "window" format)
- First acquisitions aboad

2008

- The acquisition of VSI terminates the first major cycle of acquisitions, started in 2003 with about 60 companies and business units acquired
- Joint venture with Cremonini Group (railway stations)

2009

- Launch of the first internal Revamping workshop for vending machines
- JV with Lavazza in France

2012

- May 16, 2012: IVS Group S.A. Was formed through the merger with the Italy1 Investment S.A.
- Listing on the Italian Stock Exchange on the MIV segment

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Who We Are

IVS management team has complementary experiences:

- deep industry knowledge, gained both in the operations and in the production of vending machines;
- track record in promoting operational excellence with a focus on maximizing scale leverage

The management team has integrated more than 60 companies and businesses, most of them acquired between 2007 and 2009

C. Cerea
Chairman

- Founder of the group
- Mr. Cesare Cerea created the vending sector in Italy by promoting all major technological and managerial innovations and gradually developing what has become the industry standard

M. Paravisi
Co-CEO (front-office)

- A career spent entirely in the group; Massimo is the CEO responsible for the front office activieites (sales, marketing, quality, etc..); he has a deep knowledge of all the major market dynamics that characterize this business

M. Trapletti
Co-CEO (operations)

- Joined IVS as CEO responsible for back office activities (purchasing, personnel, finance, technical services, . etc.)
- CEO of Bianchi Vending Group (vending machines producer, 1996-2007)
- Thanks to its technical expertise, Massimo has enabled the company to start the activity of v.machines revamping

A. Tartaro
CFO

- Joined the group in 2008 as CFO
- CFO of Bianchi Vending Group (2001-2007)
- Antonio is also head of IVS Group Information Systems

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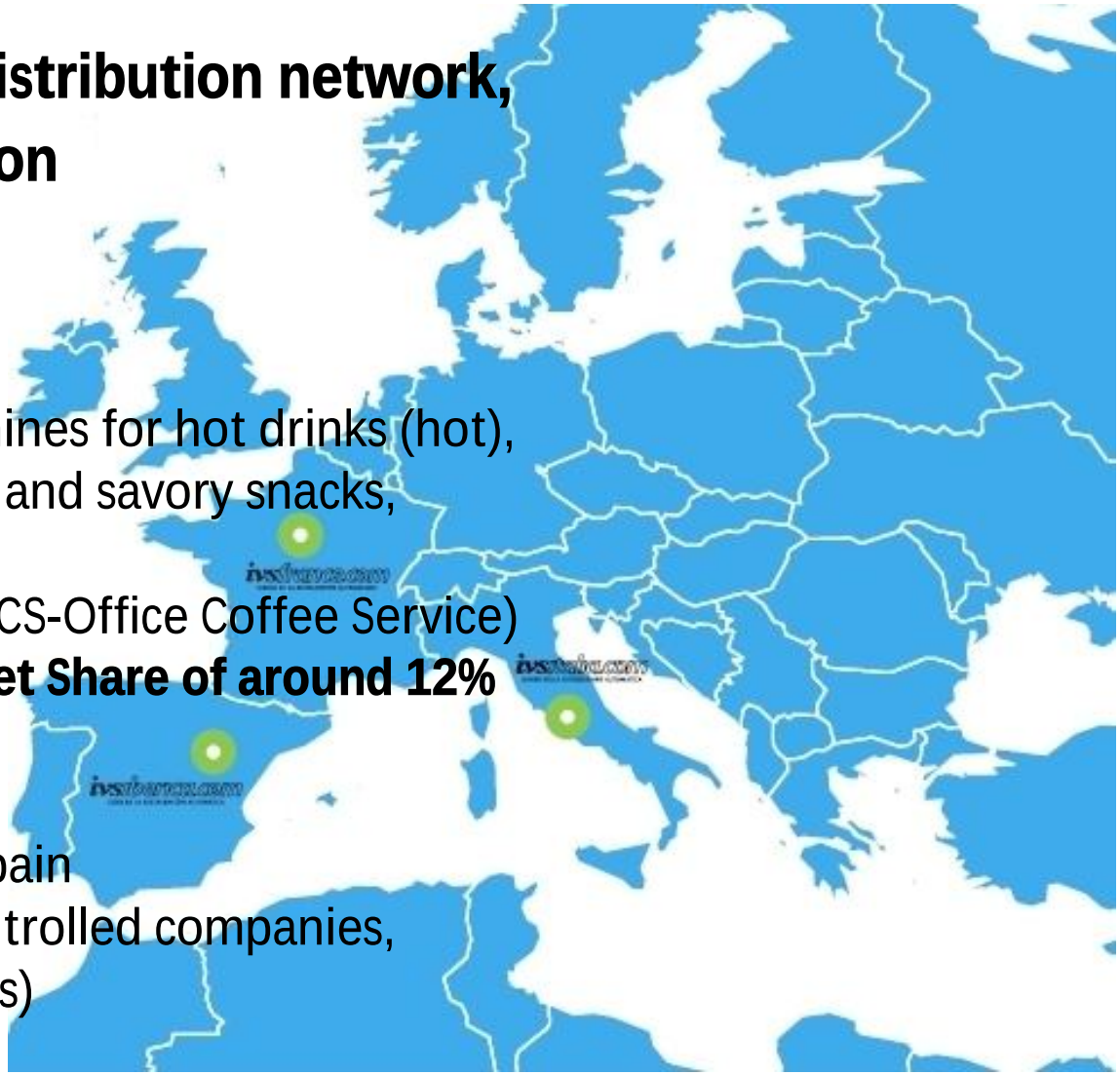
An extensive and efficient distribution network, with an international vocation

650 million vends per year
2,000 employees, **1,500** vehicles
..**89,000** authomatic vending machines for hot drinks (hot), and cold drink, sandwiches, sweet and savory snacks, yoghurt (mix)
..**50,000** small sized v.machines (OCS-Office Coffee Service)
Italian market leader with a **market Share of around 12%** and third largest player in Europe

60 branches in Italy, France and Spain
(including operating branches, controlled companies, revision and revamping workshops)



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Extensive logistic structure

49 branches in Italy,
for the best proximity to areas served:
Head office
Operating branches
Revamping centers
Controlled companies

and timely technical assistance.

Replacement within 12 hours
of vending machines which
cannot be repaired

90% of the calls for assistance
processed **within 8 hours** of reporting

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Leadership and customization for the Corporate sector

A **better work environment**: an advantage for the company's employees, adjustment of brand identity and corporate image with brands, colors and campaigns

leadership in the public and in the outdoor sectors

We are the ideal partner for all large public facilities (public offices, universities and hospitals) and high frequency passage locations.
Our customers throughout Italy include:
Rome, Milan, Naples and Genoa Undergrounds;
Italian Post Office;
Milano Linate, Naples and Rome Airports,
Italian Railways Stations (Grandi Stazioni, 100 Stazioni, RFI) and NTV (high speed trains), Tirrenia and Caronte (ferries)

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Payment Systems

The most advanced available on the market: coins change/dispenser, banknote acceptors, cashless systems, credit card readers, subscriptions with myfare technology. IVS is the only player using coin changes as a standard on all its vending machines.

and Telemetry

system of remote monitoring (modem and mobile phone network), bi-directional connetion for various types of information: real-time sales, vending machine downtime, need fo preventive maintenance, with exclusive technology.

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Products distributed

The best food & beverage brands: Italian and international, local specialties, in full compliance with European regulations on food traceability.

and products management

Fresh products with obligation of storage between 0 ° and 4 ° C . All deposits are equipped with remote managed refrigerators.
New fresh and warmed products (special sandwiches, hamburger).
Inventory managed with “F.I.F.O.” system

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The control of the logistic

Two types of Control Rooms

(1) ADR-workers in charge of v.machine refilling
The monitors allow to control in real time each worker during its daily deployment location; the historical and the supply records, the planned refills and the extraordinary ones, the prioritization of requests and also to verify specific customer requirements

(2) TEC-workers in charge of Technical Assistance
dedicated to management, monitoring and maintenance planning of vending machine. All the technicians are connected in real time (GPRS satellite tracking of vehicles) with their reference branches.

and the Vehicles Fleet

over 1,500 vehicles of new generation, with many methane-fueled vehicles.
For the distribution of the fresh products, specially designed vehicles, in order to guarantee the maintenance of the “fresh chain”, up to the vending machine

PART 2 - Summary of the Interim Financial Report at September 30, 2012

TECHNICAL WARNING

IVS Group S.A. was born as a result of the merger of IVS Group Holding SpA into the SPAC (Special Purpose Acquisition Company) Italy1 Investment S.A., which became effective on May 16, 2012.
For the purposes of a proper understanding of the financial statements, though the transaction was in form of a reverse merger, it was maintained continuity of values for the operating company that took part in the merger. The interim accounts are then compared to those for the corresponding period of IVS Group Holding SpA and not those of Italy1 Investment S.A.. This allows an homogeneous comparison of items of P&L account and operating income accounts, but conversely makes more complex the comparison of items relating to equity, financial position and non-recurring income.

On July 10, 2012 the issue of the methodology of accounting for a merger beteween an operating company and a SPAC was brought to the attention of the IFRS Interpretations Committee. The accounting effects of the merger of IVS Group Holding SpA into Italy1 Investment S.A. could therefore change, depending on the possible pronouncement of IFRS committe.

Main KPIs

	Unit	YTD 30-Sep-12	YTD 30-Sep-11	Y-o-Y	*Comment*
Working Days	Number	177.6	177.6	-	*Average Italy, France, Spain. In 3Q 2012, there were 0.3 working days less.*
Total Number of Vends	***mil.***	***469.5***	***479.9***	***(2.2%)***	*In 3Q 2012, the decrease was 1.4%*
Averag Selling Price	***cent EUR***	***43.16***	***41.18***	***4.8%***	
Sales from Vending	EUR '000	202,630	197,635	2.5%	
Sales per Working Day	***EUR '000***	***1,141***	***1,113***	***2.5%***	

Split by Business Unit		YTD 30-Sep-12	YTD 30-Sep-11		
Italy	EUR '000	187,100	178,822	4.6%	
France	EUR '000	17,942	19,663	*(8.8%)*	*Affected by one-off sales in 2011*
Spain	EUR '000	11,153	11,170	(0.2%)	
Coin Management Division	EUR '000	8,846	4,648	n.m.	
Intercompany	*EUR '000*	*(6,397)*	*(6,744)*	*(5.1%)*	
Total Consoidated Sales	**EUR '000**	**218,644**	**207,559**	**5.3%**	

P & L Accounts

(in thousands of Euro)	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	**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)	(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	(2,343)		(4,282)		(8,394)		(9,802)	
Financial income	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%**

*Current Gross Operating Margin 9 months Pro-Forma with acquisitions from 1 January 2012 , equal to **Euro 44.5m***

*Non recurring costs of which **Euro 25.5m,** accounting method effects of the merger with Italy1 Investment*

Cash Flow

	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**

Changes in commercial policies with suppliers and increase in VAT credits

Net Financial Debt

(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)**

Includes cash / debts and coins related to COIN Service

(*) 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")

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The Acquisition of Mr. Vending, 19 November 2012

- Mr. Vending, based in Milan, manages 850 automatic vending machines and approx 1,700 OCS machines
- holds an important contract “Away-from-Home” with ATM (Milan public transports) regarding the Milan Underground (MM) vending machines
- The company has sales of around Euro 4.2 m. ; the agreed price corresponds to an Enteprise Value of 3.8 m.

Main strengths of the transaction are:

- developments of existing contracts of Mr. Vending, with the introduction of a new range of products
- increased efficiency for businesses already controlled by IVS (Metroshopping), which manage the vending machines placed before the turnstiles of MM (Milan Underground)
- Consolidation of Italian leadership in the Away-from-Home market segment

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