

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

## SHAREHOLDERS' MEETING OF PININFARINA S.p.A.

### 2013 FINANCIAL STATEMENTS APPROVED 2014 OUTLOOK

**Cambiano (TO), 29 April 2014** – The shareholders of Pininfarina S.p.A. met today in an ordinary meeting chaired by Paolo Pininfarina and approved the 2013 annual financial report, examined the consolidated financial statements and approved the remuneration report.

The 2013 figures approved today are unchanged from those shown in the draft financial statements already made available to the public. Accordingly, the financial comments are the same as those disclosed by the company in its press release of 20 March 2014.

The 2013 and 2012 key financial figures of the Pininfarina Group are as follows:

(€million)	2013	2012	Variation
Value of production	79.8	68.7	11.1
EBITDA	-2.6	-4.8	2.2
EBIT	-3.3	-8.3	5.0
Net financial expense	-5.8	-3.7	-2.1
Gain on the extinguishment of financial liabilities	-	44.8	-44.8
Profit (loss) from discontinued operations	-1.2	0.2	-1.4
Profit (loss) for the year	-10.4	32.9	-43.3
Net financial debt	-36.4	-30.6	-5.8
Equity	29.4	39.8	-10.4

EBITDA is the operating profit or loss gross of amortisation, depreciation, provisions, impairment losses, reversals of impairment losses and utilisation of provisions.

EBIT is the operating profit or loss.

Pursuant to article 154-bis.2 of the Consolidated finance act, the manager in charge of financial reporting, Gianfranco Albertini, states that the financial disclosures provided in this press release are consistent with the relevant documentation, ledgers and accounting records.

The key financial figures of the parent, Pininfarina S.p.A., are summarised below:

(€million)	2013	2012	Variation
Value of production	48.0	40.2	+7.8
EBITDA	-6.0	-9.3	+3.3
EBIT	-7.3	-11.8	+4.5
Net financial expense	-5.1	-2.4	-2.7
Gain on the extinguishment of financial liabilities	-	44.8	-44.8
Profit (loss) for the year	-11.9	31.0	-42.9
Net financial debt	-39.2	-31.3	-7.9
Equity	32.1	44.0	-11.9

EBITDA is the operating profit or loss gross of amortisation, depreciation, provisions, impairment losses, reversals of impairment losses and utilisation of provisions.

EBIT is the operating profit or loss.

### Information required by Consob (the Italian Commission for listed companies and the stock exchange) pursuant to article 114. 5 of Legislative decree no. 58/98

- 1) A table showing the net financial debt of Pininfarina S.p.A. and the Pininfarina Group, with separate classification of current and non-current items, is attached hereto.



- 2) The Group has no past-due liabilities (of a commercial, financial, tax or social security nature). No actions against the Group have been filed by creditors.
- 3) The tables showing the parent's and Group's related party transactions are attached hereto.
- 4) Pininfarina S.p.A. failed to comply with the 2013 EBITDA covenant provided for by the Rescheduling Agreement. It therefore requested that the lending institutions waive their right to the remedies provided for by the Rescheduling Agreement for such breach (i.e., the possible termination of the Agreement). On 2 April 2014, the agent bank formally informed the parent of the formal consent of all lending institutions to its request. Accordingly, the contractual breach has been remedied. The net financial debt covenant for 2013 has been complied with.
- 5) The restructuring of the parent's financial debt is in line with the Rescheduling Agreement with the lending institutions.
- 6) Excluding that mentioned above for 2013, there are presently no critical issues affecting the 2011-2018 business plan's forecasts from 2014 onwards.

### **2014 outlook**

Consolidated value of production for 2014 is expected to be in line with the 2013 consolidated figure and the EBIT is forecast to be positive. The net financial debt at the end of 2014 is expected to worsen compared to 31 December 2013, mainly due to net working capital trends and the accumulated unrealised losses resulting from the measurement of financial liabilities at amortised cost.

The shareholders approved the proposed allocation of the loss for the year and the non-distribution of dividends.

### **Contacts:**

#### **Pininfarina:**

Gianfranco Albertini, CFO and Investor Relators, tel. +39.011.9438367

Francesco Fiordelisi, Corporate and Product Communication Manager, tel. +39.011.9438105/335.7262530

#### **Mailander:**

Carolina Mailander, tel. +39.011.5527311/335.6555651

Gianluca Dati, tel. +39.339.7346904

## RECLASSIFIED FINANCIAL STATEMENTS (\*)

(\*) The reclassified financial statements group the figures presented in the legally-required statements to improve their understanding, without however changing their presentation logic.

The term “EBIT” used in the reclassified income statement corresponds to the “Operating profit (loss)” presented in the IFRS-compliant financial statements.

**PININFARINA GROUP**  
**RECLASSIFIED INCOME STATEMENT**

(€000)

	2013	%	2012	%	Variation
Revenue from sales and services	69,064	86.58	62,311	90.75	6,753
Change in inventories and contract work in progress	3,325	4.17	(799)	(1.16)	4,124
Other revenue and income	7,369	9.25	7,147	10.41	222
<b>Value of production</b>	<b>79,758</b>	<b>100.00</b>	<b>68,659</b>	<b>100.00</b>	<b>11,099</b>
<b>Net gains on the sale of non-current assets</b>	<b>1</b>	<b>0.00</b>	<b>3,182</b>	<b>4.63</b>	<b>(3,181)</b>
Materials and services (*)	(35,295)	(44.25)	(32,664)	(47.57)	(2,631)
Change in raw materials	494	0.62	42	0.06	452
<b>Value added</b>	<b>44,958</b>	<b>56.37</b>	<b>39,219</b>	<b>57.12</b>	<b>5,739</b>
Labour cost (**)	(47,535)	(59.60)	(43,987)	(64.07)	(3,548)
<b>EBITDA</b>	<b>(2,577)</b>	<b>(3.23)</b>	<b>(4,768)</b>	<b>(6.94)</b>	<b>2,191</b>
Amortisation and depreciation	(3,392)	(4.25)	(3,246)	(4.73)	(146)
(Additions to)/utilisation of provisions and impairment losses	2,634	3.30	(278)	(0.41)	2,912
<b>EBIT</b>	<b>(3,335)</b>	<b>(4.18)</b>	<b>(8,292)</b>	<b>(12.08)</b>	<b>4,957</b>
Net financial expense	(5,776)	(7.24)	(3,696)	(5.38)	(2,080)
Gain on the extinguishment of financial liabilities	-	-	44,835	65.30	(44,835)
Share of loss of equity-accounted investees	(3)	(0.01)	-	-	(3)
<b>Profit (loss) before taxes</b>	<b>(9,114)</b>	<b>(11.43)</b>	<b>32,847</b>	<b>47.84</b>	<b>(41,961)</b>
Income taxes	(112)	(0.14)	(84)	(0.12)	(28)
<b>Profit (loss) from continuing operations</b>	<b>(9,226)</b>	<b>(11.57)</b>	<b>32,763</b>	<b>47.72</b>	<b>(41,989)</b>
<b>Profit (loss) from discontinued operations</b>	<b>(1,161)</b>	<b>(1.46)</b>	<b>181</b>	<b>0.26</b>	<b>(1,342)</b>
<b>Profit (loss) for the year</b>	<b>(10,387)</b>	<b>(13.02)</b>	<b>32,944</b>	<b>47.98</b>	<b>(43,331)</b>

(\*) **Materials and services** are net of utilisations of the provisions for product warranty and risks (€889 thousand and €321 thousand for 2012 and 2013, respectively).

(\*\*) **Labour cost** is net of utilisations of the restructuring and other provisions (€742 thousand and €817 thousand for 2012 and 2013, respectively).

As required by Consob resolution no. DEM/6064293 of 28 July 2006, a reconciliation of the data in the consolidated financial statements with those in the reclassified schedules is provided below:

- **Materials and services** include raw materials and components, other variable production costs, external variable engineering services, exchange rate gains and losses and other expenses.
- **Amortisation and depreciation** comprise amortisation of intangible assets and depreciation of property, plant and equipment and investment property.
- **(Additions to)/utilisation of provisions and impairment losses** include additions to/utilisation of provisions, impairment losses and inventory write-downs.
- **Net financial expense** comprises net financial expense and dividends.

The corresponding figures for 2012 have been restated following the adoption of the revised IAS 19 - Employee Benefits.

Following the sale of the investment in the subsidiary Pininfarina Maroc SAS, effective as from 1 December 2013, the 2012 figures have been restated in accordance with IFRS 5 to separate the results of discontinued operations as from 1 January 2012.

**PININFARINA GROUP**
**RECLASSIFIED STATEMENT OF FINANCIAL POSITION**

(€000)

	31.12.2013	31.12.2012	Variation
<b>Net non-current assets (A)</b>			
Net intangible assets	2,772	3,211	(439)
Net property, plant and equipment and investment property	63,008	64,825	(1,817)
Equity investments	303	356	(53)
<b>Total A</b>	<b>66,083</b>	<b>68,392</b>	<b>(2,309)</b>
<b>Working capital (B)</b>			
Inventories	6,587	2,771	3,816
Net trade receivables and other assets	23,175	33,067	(9,892)
Assets held for sale	-	-	-
Deferred tax assets	947	929	18
Trade payables	(15,211)	(14,259)	(952)
Provisions for risks and charges	(2,698)	(6,816)	4,118
Other liabilities (*)	(5,911)	(6,407)	496
<b>Total B</b>	<b>6,889</b>	<b>9,285</b>	<b>(2,396)</b>
<b>Net invested capital (C=A+B)</b>	<b>72,972</b>	<b>77,677</b>	<b>(4,705)</b>
<b>Post-employment benefits (D)</b>	<b>7,146</b>	<b>7,286</b>	<b>(140)</b>
<b>Net capital requirements (E=C-D)</b>	<b>65,826</b>	<b>70,391</b>	<b>(4,565)</b>
<b>Equity (F)</b>	<b>29,419</b>	<b>39,814</b>	<b>(10,395)</b>
<b>Net financial debt (G)</b>			
Non-current loans and borrowings	7,442	90,293	(82,851)
Net current financial (position) debt	28,965	(59,716)	88,681
<b>Total G</b>	<b>36,407</b>	<b>30,577</b>	<b>5,830</b>
<b>Total as in E (H=F+G)</b>	<b>65,826</b>	<b>70,391</b>	<b>(4,565)</b>

(\*) Other liabilities include the following items: deferred tax liabilities, other financial liabilities, current tax liabilities and other liabilities.

**PININFARINA GROUP**
**NET FINANCIAL DEBT**

(€000)

	31.12.2013	31.12.2012	Variation
Cash and cash equivalents	18,394	41,501	(23,107)
Current assets held for trading	41,952	50,809	(8,857)
Current loans and receivables	-	-	-
Loan assets - associates and joint ventures	-	-	-
Current bank overdrafts	-	(167)	167
Current financial lease liabilities	(51,992)	(16,898)	(35,094)
Current portion of bank loans and borrowings	(37,319)	(15,529)	(21,790)
<b>Net current financial position (debt)</b>	<b>(28,965)</b>	<b>59,716</b>	<b>(88,681)</b>
Non-current loans and receivables - third parties	-	-	-
Non-current loans and receivables - associates and joint ventures	80	50	30
Non-current held-to-maturity investments	-	-	-
Non-current finance lease liabilities	-	(47,988)	47,988
Non-current bank loans and borrowings	(7,522)	(42,355)	34,833
<b>Non-current loans and borrowings</b>	<b>(7,442)</b>	<b>(90,293)</b>	<b>82,851</b>
<b>NET FINANCIAL DEBT</b>	<b>(36,407)</b>	<b>(30,577)</b>	<b>(5,830)</b>

Cash and cash equivalents include a restricted account of €5,000,000. Reference should be made to note 12 to the consolidated financial statements for further details.

**PININFARINA S.p.A.**
**RECLASSIFIED INCOME STATEMENT**

(€000)

	2013	%	2012	%	Variation
Revenue from sales and services	38,155	79.41	34,557	85.89	3,598
Change in inventories and contract work in progress	3,469	7.22	(683)	( 1.70)	4,152
Other revenue and income	6,423	13.37	6,362	15.81	61
Internal work capitalised	-	-	-	-	-
<b>Value of production</b>	<b>48,047</b>	<b>100.00</b>	<b>40,236</b>	<b>100.00</b>	<b>7,811</b>
<b>Net gains on the sale of non-current assets</b>	<b>( 769)</b>	<b>( 1.60)</b>	<b>575</b>	<b>1.43</b>	<b>( 1,344)</b>
Materials and services (*)	(29,153)	(60.67)	(26,136)	(64.96)	(3,017)
Change in raw materials	494	1.03	42	0.09	452
<b>Value added</b>	<b>18,619</b>	<b>38.76</b>	<b>14,717</b>	<b>36.58</b>	<b>3,902</b>
Labour cost (**)	(24,592)	(51.18)	(23,984)	(59.61)	(608)
<b>EBITDA</b>	<b>(5,973)</b>	<b>(12.42)</b>	<b>(9,267)</b>	<b>(23.03)</b>	<b>3,294</b>
Amortisation and depreciation	(2,562)	(5.33)	(2,434)	(6.05)	(127)
(Additions to)/utilisation of provisions and impairment losses	1,257	2.62	(69)	(0.17)	1,326
<b>EBIT</b>	<b>(7,278)</b>	<b>(15.13)</b>	<b>(11,770)</b>	<b>(29.25)</b>	<b>4,492</b>
Net financial expense	(5,109)	(10.63)	(2,370)	(5.89)	(2,739)
Gain on the extinguishment of financial liabilities	-	-	44,835	111.43	(44,835)
<b>Profit (loss) before taxes</b>	<b>(12,387)</b>	<b>(25.76)</b>	<b>30,695</b>	<b>76.29</b>	<b>(43,082)</b>
Income taxes	463	0.96	338	0.84	124.12
<b>Profit (loss) for the year</b>	<b>(11,924)</b>	<b>(24.80)</b>	<b>31,033</b>	<b>77.14</b>	<b>(42,958)</b>

(\*) **Materials and services** are net of utilisations of the provisions for product warranty and risks (€828 thousand and €321 thousand for 2012 and 2013, respectively).

(\*\*) **Labour cost** is net of utilisations of the restructuring provision (€472 thousand and €613 thousand for 2012 and 2013, respectively).

As required by Consob resolution no. DEM/6064293 of 28 July 2006, a reconciliation of the data in the separate financial statements with those in the reclassified schedules is provided below:

- **Materials and services** include raw materials and components, other variable production costs, external variable engineering services, exchange rate gains and losses and other expenses.
- **Amortisation and depreciation** comprise amortisation of intangible assets and depreciation of property, plant and equipment and investment property.
- **(Additions to)/utilisation of provisions and impairment losses** include additions to/utilisation of provisions, impairment losses and inventory write-downs
- **Net financial expense** comprises net financial expense and dividends.

The corresponding figures for 2012 have been restated following the adoption of the revised IAS 19 - Employee Benefits.

**PININFARINA S.p.A.**
**RECLASSIFIED STATEMENT OF FINANCIAL POSITION**

(€000)

	31.12.2013	31.12.2012	Variation
<b>Net non-current assets (A)</b>			
Net intangible assets	1,028	963	65
Net property, plant and equipment and investment property	53,457	54,832	(1,375)
Equity investments	21,578	22,848	(1,270)
<b>Total A</b>	<b>76,063</b>	<b>78,643</b>	<b>(2,580)</b>
<b>Working capital (B)</b>			
Inventories	6,271	2,307	3,964
Net trade receivables and other assets	16,254	26,073	(9,819)
Trade payables	(14,260)	(13,942)	(318)
Provisions for risks and charges	(2,698)	(6,671)	3,973
Other liabilities	(3,653)	(4,290)	637
<b>Total B</b>	<b>1,914</b>	<b>3,477</b>	<b>(1,563)</b>
<b>Net invested capital (C=A+B)</b>	<b>77,977</b>	<b>82,120</b>	<b>(4,143)</b>
<b>Post-employment benefits (D)</b>	<b>6,629</b>	<b>6,823</b>	<b>(194)</b>
<b>Net capital requirements (E=C-D)</b>	<b>71,348</b>	<b>75,297</b>	<b>(3,949)</b>
<b>Equity (F)</b>	<b>32,121</b>	<b>44,028</b>	<b>(11,907)</b>
<b>Net financial debt (G)</b>			
Non-current loans and borrowings	4,003	85,220	(81,217)
Net current financial (position) debt	35,224	(53,951)	89,175
<b>Total G</b>	<b>39,227</b>	<b>31,269</b>	<b>7,958</b>
<b>Total as in E (H=F+G)</b>	<b>71,348</b>	<b>75,297</b>	<b>(3,949)</b>



**PININFARINA S.p.A.**
**NET FINANCIAL DEBT**

(€000)

	31.12.2013	31.12.2012	Variation
Cash and cash equivalents	12,398	36,306	(23,908)
Current assets held for trading	41,952	50,320	(8,368)
Current loans and receivables	-	-	-
Loan assets - associates and joint ventures	-	-	-
Current bank overdrafts	-	-	-
Current financial lease liabilities	(51,991)	(16,898)	(35,093)
Loans and borrowings - associates and joint ventures	(264)	(248)	(16)
Current portion of bank loans and borrowings	(37,319)	(15,529)	(21,790)
<b>Net current financial position (debt)</b>	<b>(35,224)</b>	<b>53,951</b>	<b>(89,175)</b>
Non-current loans and receivables - third parties	-	-	-
Non-current loans and receivables - associates and joint ventures	3,019	4,623	(1,604)
Held-to-maturity investments	-	-	-
Non-current finance lease liabilities	-	(47,988)	47,988
Non-current bank loans and borrowings	(7,022)	(41,855)	34,833
<b>Non-current loans and borrowings</b>	<b>(4,003)</b>	<b>(85,220)</b>	<b>81,217</b>
<b>NET FINANCIAL DEBT</b>	<b>(39,227)</b>	<b>(31,269)</b>	<b>(7,958)</b>

Cash and cash equivalents include a restricted account of €5,000,000. Reference should be made to note 11 to the separate financial statements for further details.



## Related party transactions - Pininfarina Group

The table below, which is presented pursuant to Consob communication no. DEM/6064293 of 28 July 2006, summarises related party transactions, including intragroup transactions. These transactions were carried out at market conditions, consistent with the nature of the goods exchanged or services provided. They were neither atypical nor unusual for the purposes of the above-mentioned communication.

	Commercial		Financial		Operating		Financial	
	Assets	Liabilities	Assets	Liabilities	Revenue	Expense	Income	Expense
Goodmind S.r.l.	-	-	80,000	-	20,019	-	1,816	-
<b>Total</b>	-	-	<b>80,000</b>	-	<b>20,019</b>	-	<b>1,816</b>	-

## Related party transactions - Pininfarina S.p.A.

	Commercial		Financial		Operating		Financial	
	Assets	Liabilities	Assets	Liabilities	Revenue	Expense	Income	Expense
Pininfarina Extra S.r.l.	32,405	4,498	466,357	263,560	343,864	13,944	601,400	-
Goodmind S.r.l.	-	-	-	-	20,019	-	-	-
Pininfarina Deutschland GmbH	-	-	302,176	-	-	-	8,212	-
mpx Entwicklung GmbH Monaco	-	777,636	2,250,000	-	-	3,286,791	34,545	-
Pininfarina Automotive Engineering (Shanghai) Co Ltd	398,388	1,832	-	-	124,951	212,814	70,492	-
<b>Total</b>	<b>430,793</b>	<b>783,966</b>	<b>3,018,533</b>	<b>263,560</b>	<b>488,834</b>	<b>3,513,549</b>	<b>714,650</b>	-

The financial assets and financial liabilities with Pininfarina Extra S.r.l. relate to the Domestic tax consolidation agreement.

In addition to the above figures, Studio Professionale Pavesio e Associati, related to the director Carlo Pavesio, provided legal assistance to the parent for total fees of €222,888 and Pantheon Italia S.r.l., related to the director Roberto Testore, provided commercial assistance for total fees of €60,000.

## Fees to directors, statutory auditors and key management personnel

Fees to the parent's directors and statutory auditors for their respective duties are as follows:

	2013	2012
(€000)		
Directors	652	602
Statutory auditors	102	99
<b>Total</b>	<b>754</b>	<b>701</b>

The 2013 total fees to Pininfarina S.p.A.'s key management personnel approximate €1.5 million.