

## EDAC ROMA NORD OVEST SRL

Minutes of ordinary shareholders' meeting of  
25/01/2019

<b>Company Details</b>	
<b>Registered Office in</b>	ROME
<b>Tax Code</b>	13955131001
<b>REA (Index of Economic and Administrative Information) number</b>	ROMA1485752
<b>VAT No.</b>	13955131001
<b>Share Capital Euros</b>	50,000.00 fully paid
<b>Legal Structure</b>	LIMITED LIABILITY COMPANY
<b>Main business sector (ATECO)</b>	
<b>Company in liquidation</b>	no
<b>Single-Member Company</b>	no
<b>Company subject to the direction and coordination of others</b>	no
<b>Name of the company or body performing the activity of management and coordination</b>	
<b>Member of a group</b>	no
<b>Name of the parent company</b>	
<b>Country of the parent company</b>	
<b>Enrolment number in the register of cooperatives</b>	

All amounts are expressed in euros

In the year 2019 on 25 January, at 10 am, in Rome, Via Marcello Provenzale 13, at the registered office, the ordinary shareholders' meeting of the company met to discuss and resolve on the following

#### AGENDA

1. Examination of the financial statements as at 31/12/2017 and the related accompanying documents; related and consequent resolutions.
2. Other business.

The Sole Director Mr Gaetano Trotta is present and is also represented on his own behalf and by proxy for the entire share capital.

Pursuant to the By-Laws, the Sole Director Mr Gaetano Trotta assumes the Chair and the Shareholders' Meeting calls Mr Gabriele Trotta, who accepts, to act as secretary.

The Chairman, having ascertained and confirmed the proper constitution of the meeting with full attendance as noted above, and declaring the attendees sufficiently informed on the topics to be discussed, declared open the discussion on the items of the agenda.

The Chairman, moving on to deal with the first item on the agenda, reads the Financial Statements as at 31/12/2017 consisting of the Balance Sheet, the Income Statement and the Explanatory Notes.

The discussion then began on the documents submitted and the Chairman provided the clarifications and explanations requested by those present.

At the end of the discussion, during which all the requests for information made by the participants were met, the shareholders' meeting unanimously

#### RESOLVES

to approve the financial statements as at 31/12/2017, also accepting the project to carry forward the profit for the year.

There being no other items on the agenda, and no one else requesting to speak on the various items, the Chairman declared the meeting closed at 11 am, after these minutes had been drawn up, read and approved.

The Chairman

The Secretary



The handwritten signatures of Gaetano Trotta and Gabriele Trotta are written in black ink. Gaetano Trotta's signature is above Gabriele Trotta's signature.

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# EDAC ROMA NORD OVEST SRL

Financial statements as at 31-12 -2017

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<b>Registered Office in</b>	ROME
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<b>VAT No.</b>	13955131001
<b>Share Capital Euros</b>	50,000 fully paid
<b>Legal structure</b>	LIMITED LIABILITY COMPANY
<b>Main business sector (ATECO)</b>	439909
<b>Company in liquidation</b>	no
<b>Single-member company</b>	no
<b>Company subject to the direction and coordination of others</b>	no
<b>Member of a group</b>	no

## Balance sheet

	31-12-2017	31-12-2016
<b>Balance sheet</b>		
<b>Assets</b>		
A) Subscribed capital, unpaid	0	0
<b>B) Fixed assets</b>		
I - Intangible fixed assets	78,631	79,236
II - Tangible fixed assets	17,949	17,743
III - Financial fixed assets	0	0
Total tangible fixed assets (B)	96,580	96,979
<b>C) Current assets</b>		
I - Inventories	16,234	0
<b>II - Receivables</b>		
due within the next financial year	96,091	17,458
Total receivables	96,091	17,458
III - Financial assets not listed under fixed assets	0	0
IV - Cash and cash equivalents	16,569	3,562
Total current assets (C)	128,894	21,020
D) Accruals and deferrals	0	781
Total assets	225,474	118,780
<b>Liabilities</b>		
<b>A) Shareholders' equity</b>		
I - Capital	50,000	50,000
II - Share premium reserve	0	0
III - Total revaluation reserves	0	0
IV - Legal reserve	0	0
V - Statutory reserves	0	0
VI - Other reserves	1	1
VII - Reserve for hedging transactions of expected financial flows	0	0
VIII - Profit (loss) carried forward	(11,445)	0
IX - Profit (loss) for the year	428	(11,445)
Loss offset in the year	0	0
X - Negative reserve for treasury shares in portfolio	0	0
Total shareholders' equity	38,984	38,556
B) Provisions for risks and charges	0	0
C) Employee severance indemnities	656	0
<b>D) Payables</b>		
due within the next financial year	61,816	48,824
due beyond the next financial year	124,018	30,000
Total payables	185,834	78,824
E) Accruals and deferrals	0	1,400
Total liabilities	225,474	118,780

# Income statement

**31-12-2017 31-12-2016**

Income statement		
A) Value of production		
1) revenue from sales and services	205,803	0
2), 3) changes in work in progress, semi-finished and finished products and contract work-in-progress	16,234	0
2) changes in work in progress, semi-finished and finished products	16,234	0
5) other revenues and income		
others	106	0
Total other revenue and proceeds	106	0
Total value of production	222,143	0
B) Costs of production		
6) for raw and ancillary materials, consumable goods and merchandise	36,567	1,270
7) for services	128,455	5,080
8) for use of leased assets	41,262	2,560
9) for personnel		
a) salaries and wages	6,831	0
b) social security costs	4,082	0
c), d), e) severance indemnity, retirement benefits, other staff costs	699	0
c) employee severance indemnity	656	0
e) other costs	43	0
Total personnel costs	11,612	0
10) amortisation/depreciation and write-downs		
a), b), c) amortisation/depreciation of tangible and intangible fixed assets, other write-downs of fixed assets	605	1,383
a) amortisation of intangible fixed assets	605	0
b) depreciation of tangible fixed assets	0	1,383
Total amortisation/depreciation and write-downs	605	1,383
14) other operating expenses	1,387	1,057
Total production costs	219,888	11,350
Difference between production value and costs (A - B)	2,255	(11,350)
C) Financial income and charges		
16) other financial income		
d) income other than the above		
others	0	2
Total income other than the above	0	2
Total other financial income	0	2
17) interest and other financial charges		
others	1,598	97
Total interest and other financial charges	1,598	97
Total financial income and charges (15 + 16 - 17 + - 17-bis)	(1,598)	(95)
D) Adjustments to the value of financial assets and liabilities		
Total value adjustments to financial assets and liabilities (18-19)	0	0
Profit/loss before taxes (A - B + - C + - D)	657	(11,445)
20) Income taxes for the year, current, deferred and prepaid		
current taxes	229	0
Total income taxes for the year, current, deferred and prepaid	229	0
21) Profit (loss) for the year	428	(11,445)

# Explanatory notes to the Financial Statements as at 31-12-2017

## Explanatory notes, first part

### Notes to the financial statements for the year ended 31/12/2017 prepared in abridged form as per art. 2435 bis of the Italian Civil Code

#### INTRODUCTION

The financial statements as at 31/12/2017 of which these explanatory notes form an integral part pursuant to art. 2423, first paragraph of the Italian Civil Code correspond to the results of the accounting records that were properly kept and prepared in accordance with articles 2423, 2423 ter, 2424, 2424 bis, 2425, 2425 bis of the Italian Civil Code, according to drafting principles consistent with art. 2423 bis, the measurement criteria envisaged by art. 2426 of the Italian Civil Code.

The financial statements for this year have been prepared in abridged form in compliance with the provisions of art. 2435-bis of the Italian Civil Code, since the conditions set out in paragraph 1 of the aforementioned article are met. Consequently, these explanatory notes include the information required by paragraph 1 of art. 2427 is provided only for the items specified in paragraph 5 of art. 2435 bis of the Italian Civil Code.

Furthermore, these Explanatory Notes include the information required by numbers 3) and 4) of Art. 2428 of the Italian Civil Code and therefore the Management Report has not been prepared as per art. 2435-bis, paragraph 6 of the Italian Civil Code.

The measurement criteria referred to in art. 2426 of the Italian Civil Code comply with those used in the preparation of the financial statements of the previous year, and no exceptional events have occurred that have made it necessary to resort to exemptions pursuant to art. 2423 bis, second paragraph and 2423, fifth paragraph of the Italian Civil Code.

The principles and recommendations published by the Italian Accounting Body (OIC) were followed, supplemented where lacking by generally accepted international principles (IAS/IFRS and USGAAP) in order to provide a truthful and correct representation of the equity and financial position and the net result of the year. There are no assets or liabilities that fall under multiple items of the financial statements.

In accordance with the provisions of art. 2364, paragraph 2 of the Italian Civil Code and in compliance with the provisions of the By-laws, the longer period for the approval of the Financial Statements has been used.

The reasons for this extension are contingent reasons.

#### DRAFTING CRITERIA

In order to draw up the financial statements clearly and provide a true and fair view of the financial position, results of operations and cash flows, in accordance with the provisions of article 2423 bis of the Italian Civil Code we carried out the following actions:

- Assess the individual items in accordance with prudence and in anticipation of normal business continuity.
- Only include the profits actually earned during the financial year.
- Determine the income and costs in accordance with the pertinent time period and independently of their financial transaction.
- Include all risks and losses incurred on an accrual basis, even if they become known after the end of the financial year.
- Consider separately the heterogeneous elements included in the various items of the financial statements for the purposes of their assessment.

- Maintain the same measurement criteria as the previous year.

## **MEASUREMENT CRITERIA**

The criteria applied in the valuation of the items in the financial statements set out below are in compliance with the provisions of art. 2426 of the Italian Civil Code.

### **Intangible fixed assets**

Intangible fixed assets are recorded – within the limits of their recoverable value – at the cost of purchase or internal production, including all directly attributable accessory charges, and are systematically amortised on a straight-line basis in relation to the asset's residual possibility of use.

### **Tangible fixed assets**

Tangible fixed assets are recognised at the date of the transfer of risks and rewards of the assets acquired and, within the limits of their recoverable value, are recorded at purchase or production cost less accumulated depreciation, including all directly attributable costs and incidental charges, of indirect costs related to internal production, as well as charges relating to the financing of internal production incurred during the period of manufacture and up to the moment in which the asset may be used.

The cost of fixed assets whose use is limited in time is systematically depreciated each year on the basis of economic-technical rates determined in relation to the residual possibility of use.

Rates were applied that reflect the result of technical depreciation schedules, confirmed by the company and reduced by 50% for acquisitions during the year, as these items fall under the provisions of OIC 16, para. 61.

### **Inventories**

Inventories are recognised on the date on which the risks and rewards connected to the assets acquired are transferred and are recorded at the lower value of the purchase cost, including all directly attributable accessory costs and charges and indirect internal production costs, and the estimated realisable value inferable from the market.

### **Receivables**

Receivables are classified under fixed assets or current assets on the basis of their intended use/origin with respect to ordinary activities and are recorded at their estimated realisable value.

The subdivision of the amounts due within and beyond the financial year is carried out with reference to the contractual or legal expiry, also taking into account facts and events that may lead to a change in the original maturity, the realistic ability of the debtor to fulfil the obligation within the contractual terms and the time horizon in which the receivable can be reasonably expected to be collected.

### ***Tax receivables for prepaid taxes***

The item "Tax receivables" includes certain amounts deriving from receivables for which a right of realisation has arisen by way of repayment or compensation.

### **Cash and cash equivalents**

Cash and cash equivalents are stated at nominal value.

### **Accruals and deferrals**

Accruals and deferrals are recorded on an accruals basis and contain the revenues/costs pertaining to the year and due in subsequent years and the revenues/costs incurred by the end of the year but pertaining to subsequent years.

Therefore, only the portions of costs and revenues common to two or more financial years are recorded, the extent of which varies according to time.

Accrued income, essentially the year's receivables, was valued at the presumable realisable value, entering a write-down in the income statement if the value was lower than the book value.

Accrued liabilities, essentially payables, were valued at their nominal value.

#### **Employee severance indemnities**

Employee severance indemnities are recorded in compliance with the provisions of current legislation and correspond to the effective commitment of the Company to individual employees at the balance sheet date, minus any advances paid.

#### **Payables**

The subdivision of the amounts due within and beyond the financial year is carried out with reference to the contractual or legal expiry, also taking into account facts and events that may lead to a change in the original maturity.

Payables are entered under liabilities on the basis of their nominal value, which is considered representative of their payout value.

Payables arising from the acquisition of assets are recognised when the risks, charges and benefits are transferred. Those relating to services are recognised when the service is rendered. Financial and other payables are recognised when the obligation to the counterparty arises.

Tax payables include liabilities for certain determined taxes, as well as withholding taxes chosen as a substitute and not yet paid at the date of the financial statements, and, where offsetting is permitted, are recorded net of advances, withholding taxes and tax receivables.

#### **Costs and revenues**

These are shown in accordance with the principle of prudence and on an accruals basis.



## **Condensed explanatory notes - Assets**

### INFORMATION ON THE BALANCE SHEET ASSETS

#### **Fixed Assets**

##### **FIXED ASSETS**

Tangible assets amounted to €96,580 (€96,979 in the previous year).

#### **Changes in fixed assets**

The composition and movements of the individual items are represented as follows:

	<b>Intangible fixed assets</b>	<b>Tangible fixed assets</b>	<b>Financial fixed assets</b>	<b>Total fixed assets</b>
<b>Value at year start</b>				
<b>Cost</b>	79,236	19,126	0	98,362
<b>Depreciation/amortisation (Accumulated depreciation/amortisation)</b>	0	1,383		1,383
<b>Balance sheet value</b>	79,236	17,743	0	96,979
<b>Changes during the year</b>				
<b>Depreciation/amortisation for the year</b>	605	0		605
<b>Other changes</b>	0	206	0	206
<b>Total changes</b>	(605)	206	0	(399)
<b>Value at year end</b>				
<b>Cost</b>	79,236	19,332	0	98,568
<b>Depreciation/amortisation (Accumulated depreciation/amortisation)</b>	605	1,383		1,988
<b>Balance sheet value</b>	78,631	17,949	0	96,580

#### **Current assets**

##### **CURRENT ASSETS**

#### **Receivables recorded in current assets**

Variations and expiry of receivables recorded in current assets

##### **Receivables - Breakdown by maturity**

Below are reported the data related to the subdivision of receivables by expiry, pursuant to art. 2427, paragraph 1, number 6 of the Italian Civil Code:

	Value at year start	Change in the year	Value at year-end	Portion expiring during the year	Portion due beyond the financial year	With residual duration exceeding five years
Trade receivables recorded in current assets	1,400	66,308	67,708	67,708	0	0
Tax receivables recorded in current assets	13,254	10,351	23,605	23,605	0	0
Receivables from others recorded in current assets	2,804	1,974	4,778	4,778	0	0
Total receivables recorded in current assets	17,458	78,633	96,091	96,091	0	0

## Condensed explanatory notes - Liabilities and shareholders' equity

### INFORMATION ON THE BALANCE SHEET - LIABILITIES AND SHAREHOLDERS' EQUITY

## Shareholders' equity

### SHAREHOLDERS' EQUITY

The shareholders' equity at the end of the year amounted to €38,984 (€38,556 in the previous year).

### Changes in shareholders' equity items

The following tables show the movements during the year of the individual items that make up the Shareholders' Equity and the detail of the item "Other reserves":

	Value at year start	Allocation of the previous year's result		Other changes			Operating result	Value at year end
		Allocation of dividends	Other uses	Increases	Decreases	Reclassifications		
Capital	50,000	0	0	0	0	0		50,000
Share premium reserve	0	-	-	-	-	-		0
Revaluation reserves	0	-	-	-	-	-		0
Legal reserve	0	-	-	-	-	-		0
Statutory reserves	0	-	-	-	-	-		0
Other reserves								
Miscellaneous other reserves	1	0	0	0	0	0		1
Total other reserves	1	0	0	0	0	0		1
Reserve for hedging transactions of expected financial flows	0	-	-	-	-	-		0
Profit (loss) carried forward	0	0	(11,445)	0	0	0		(11,445)
Profit (loss) for the year	(11,445)	0	11,445	0	0	0	428	428
Loss offset in the year	0	-	-	-	-	-		0
Negative reserve for treasury shares in portfolio	0	-	-	-	-	-		0
Total shareholders' equity	38,556	0	0	0	0	0	428	38,984

## Payables

### PAYABLES

### Changes in and maturity of payables

#### Payables - Breakdown by maturity

Below are reported the data related to the subdivision of payables by expiry, pursuant to art. 2427, paragraph 1, number 6 of the Italian Civil Code:

	Value at year start	Changes during the year	Value at year end	Portion due within the financial year	Portion due beyond the financial year	With residual duration exceeding five years
<b>Payables to shareholders for loans</b>	30,000	52,662	82,662	0	82,662	0
<b>Payables to banks</b>	0	41,356	41,356	0	41,356	0
<b>Payables to suppliers</b>	43,755	12,941	56,696	56,696	0	0
<b>Taxes payable</b>	69	1,279	1,348	1,348	0	0
<b>Payables to social security institutions</b>	0	1,065	1,065	1,065	0	0
<b>Other payables</b>	5,000	(2,293)	2,707	2,707	0	0
<b>Total payables</b>	78,824	107,010	185,834	61,816	124,018	0

## **Condensed explanatory notes - Income statement**

### **INFORMATION ON THE INCOME STATEMENT**

#### **Amount and nature of individual items of income/expenditure of exceptional magnitude or incidence**

##### **EXTRAORDINARY REVENUES**

With regard to the provisions of art. 2427, paragraph 1, number 13 of the Italian Civil Code, extraordinary revenues are noted below:

none

##### **EXTRAORDINARY COSTS**

With regard to the provisions of art. 2427, paragraph 1, number 13 of the Italian Civil Code, extraordinary costs are noted below:

none

#### **Income taxes for the year, current, deferred and prepaid**

##### **INCOME TAXES FOR THE YEAR, CURRENT, DEFERRED AND PREPAID**

The composition of the individual items is represented as follows:

IRES: 132.00

IRAP: 97.00

## **Condensed explanatory notes - Other information**

### **OTHER INFORMATION**

#### **Information on significant events occurring after year-end**

##### **Significant events occurring after year-end**

Below is the information concerning the impact of significant events occurring after the end of the financial year on the company's equity, financial and economic situation, pursuant to art. 2427, paragraph 1, number 22-quater of the Italian Civil

Code:

none

#### **Proposed allocation of profits or coverage of losses**

##### **Allocation of the year's result**

In accordance with art. 2427, paragraph 1, number 22-septies of the Italian Civil Code, it is proposed to allocate the result for the year as follows:

carried forward

## **Explanatory notes - Final part**

The governing body

## **Declaration of conformity of financial statements**

### **Declaration of Conformity**

Copy corresponding to documents filed in the company's records