

Bit Market Services

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Oggetto : Comunicato Stampa Prelios - art.114 del
d.lgs. 58-98 (EN)

Testo del comunicato

Vedi allegato.

MONTHLY DISCLOSURE PURSUANT TO ART. 114, PARAGRAPH 5, OF LEGISLATIVE DECREE N. 58/98

Milan, 30 June 2016 – In compliance with the request sent by Consob on 13 September 2012, pursuant to article 114, paragraph 5, of Legislative Decree 58/1998, the following information is provided on Prelios S.p.A. and its Group, as at 31 May 2016.

Prelios has completed the first phase of the process of repositioning the Group as a “pure management company”, by separating the Investments business sector from the asset management and real estate services sector following the finalization of the well-known extraordinary contribution and capital increase transaction ended in March 2016, which has significantly improved the Net Financial Position of the Group. In particular the transaction consisted of the transfer of the Investments business unit to Focus Investments S.p.A., an associated company of Prelios S.p.A., Intesa Sanpaolo S.p.A., UniCredit S.p.A. and Pirelli & C., together with the transfer of most of the total debt.

Therefore, the Prelios Group is now focused on the services sector through independent operating companies and is a leading platform of asset management and real estate services, offering a full and integrated range of services for the enhancement of third-party portfolios.

1) Net Financial Position, with current and non-current items reported separately.

Prelios Group Net Financial Position at 31 May 2016 is -1.9 million euro, compared to -0.7 million euro at April 2016.

Prelios S.p.A. Net Financial Position at 31 May 2016 is -45.2 million euro, compared to -48.0 million euro at April 2016.

Details are provided in the tables below.

Prelios Group Net Financial Position

(thousands euro)

	05.31.2016	04.30.2016	12.31.2015
CURRENT ASSETS			
Other receivables	4,945	4,944	289
<i>- of which receivable from related parties</i>	4,892	4,892	234
Financial receivables	4,945	4,944	289
- <i>third parties</i>	53	52	55
- <i>Prelios Group companies</i>	4,892	4,892	234
Cash and cash equivalents	28,730	30,103	72,607
TOTAL CURRENT ASSETS - A	33,675	35,047	72,896
CURRENT LIABILITIES			
Bank borrowings and payables to other lenders	(7,107)	(7,378)	(10,716)
<i>- of which payable to related parties</i>	(5,510)	(5,510)	(5,141)
- Prelios Group companies	(5,511)	(5,510)	(5,141)
- Other financial payables	(1,048)	(1,372)	(1,759)
- Bank borrowings	(548)	(496)	(3,718)
- Payables to other lenders	-	-	(98)
TOTAL CURRENT LIABILITIES - B	(7,107)	(7,378)	(10,716)
NON-CURRENT LIABILITIES			
Bank borrowings and payables to other lenders	(28,465)	(28,387)	(247,089)
- Other financial payables	(10,597)	(10,550)	(10,520)
- Bank borrowings	(17,868)	(17,837)	(236,569)
TOTAL NON-CURRENT LIABILITIES - C	(28,465)	(28,387)	(247,089)
NET FINANCIAL POSITION EXCL. SHAREHOLDER LOANS			
GRANTED (*) = D = (A+B+C)	(1,897)	(718)	(184,909)

(*) Pursuant to CONSOB Communication dated July 28th, 2006 and in compliance with the CESR Recommendation of February 10th, 2005 ("Recommendations for the consistent implementation of the European Commission's Regulation on Prospectuses").

Following the extraordinary transaction previously described and ended in March 2016, the financial position improved by 183 million Euro compared to the situation at 31 December 2015, mainly as a result of the cash flows generated by the Centauro transaction in the total amount of 194.1 million Euro, of which (i) 134.1 million Euro as an effect of the spin-off of the Investment platform primarily related to the transfer of most of the corporate debt and (ii) 60.0 million Euro from the completion of the capital increase. This dynamic, which depicts cash flows at Group level, had already partly emerged at Prelios S.p.A. level at 31 December 2015. We remind that the latter, representing only the financial situation of the Parent company, also highlights financial payables and receivables to/from subsidiaries, that are eliminated at Group level.

Compared to the previous month, instead, Group Net Financial Position has worsened of about 1.2 million compared to the previous month, mainly for the billing and flush cycle with substantially quarterly basis, regarding recurring fees, against a dynamic of payments made of extraordinary charges and overdue suppliers.

Prelios S.p.A. Net Financial Position

(thousands euro)

	05.31.2016	04.30.2016	12.31.2015
CURRENT ASSETS			
Other receivables	6,554	6,358	6,031
<i>- of which receivable from related parties</i>	6,501	6,306	5,976
Financial receivables	6,554	6,358	6,031
- subsidiaries	1,609	1,414	5,976
- associates and joint ventures	4,892	4,892	-
- third parties	53	52	55
Cash and cash equivalents	15,121	16,341	26,455
TOTAL CURRENT ASSETS - A	21,675	22,699	32,486
CURRENT LIABILITIES			
Bank borrowings and payables to other lenders	(38,433)	(42,318)	(36,515)
<i>- of which payable to related parties</i>	(37,885)	(41,822)	(36,515)
- subsidiaries	(32,374)	(36,312)	(31,623)
- associates and joint ventures	(5,511)	(5,510)	(4,892)
- Bank borrowings	(548)	(496)	-
TOTAL CURRENT LIABILITIES - B	(38,433)	(42,318)	(36,515)
NON-CURRENT LIABILITIES			
Bank borrowings and payables to other lenders	(28,431)	(28,375)	(247,007)
- Bank borrowings	(17,868)	(17,837)	(236,569)
- Other financial payables	(10,563)	(10,538)	(10,438)
TOTAL NON-CURRENT LIABILITIES - C	(28,431)	(28,375)	(247,007)
NET FINANCIAL POSITION EXCL. SHAREHOLDER LOANS GRANTED (*) D = (A+B+C)	(45,189)	(47,994)	(251,036)

(*) Pursuant to CONSOB Communication dated July 28th, 2006 and in compliance with the CESR Recommendation of February 10th, 2005 ("Recommendations for the consistent implementation of the European Commission's Regulation on Prospectuses").

2) Past due payables, recorded by category (financial, trade, tax, social security and amounts due to employees) and any associated actions by creditors (reminders, injunctions, suspended deliveries, etc.):

Prelios Group past due **trade payables** total 12.2 million euro (12.9 million euro at April 2016), today reduced to 6.9 million euro following to payment of 5.3 million euro in June.

This situation falls within the scope of the customary business relations with Prelios Group suppliers.

Prelios S.p.A. past due **trade payables** total 4.2 million euro (4.5 million euro at April 2016), today reduced to 3.1 million euro following to payment of 1.1 million euro in June.

There are no legal disputes, court proceedings or suspended deliveries associated with the above items. Any payment reminders are part of normal business relations.

There are no past due amounts of a financial or tax nature, or amounts due to social security institutions or to employees.

3) Prelios Group and Prelios S.p.A. dealings with Related Parties:

Dealings with related parties consisting of subsidiary companies of Prelios S.p.A. or joint ventures and its associated companies ("Intragroup Dealings"), and dealings with related parties other than intragroup dealings ("Other Related Parties"), in particular Pirelli & C. S.p.A. and its subsidiaries, are of a trade and financial nature, falling within normal business operations, and are at arm's length. There are no atypical and/or unusual transactions.

It should be noted that after the extraordinary transaction to separate its property investments and co-investment business activities from the alternative asset management business (fund and asset management and credit servicing) and real estate services related to them (integrated asset services, which include property and project management (i.e. "Integra"), real estate brokerage services (i.e. "Agency") and assessment services (i.e. "Valuations")), the Prelios Group uses the equity method to consolidate the investment in company Focus Investments S.p.A (beneficiary of the spin-off), whose contribution is posted under the item "Net investment income (loss)".

In view of the recent capital increase completed in March 2016 and the consequent change in the composition of the shareholding and ownership structures, the relevant corporate bodies of Prelios S.p.A. will shortly evaluate any changes or additions to be made to the scope of the parties considered "related" parties in these financial statements.

It should be noted that the disclosure concerning the dealings with associated companies, joint ventures and other companies of Prelios Group as well as Prelios S.p.A. subsidiaries, relating to March 2016, reported below, is compared with the data that refer to last 31 December 2015 with regard to balance sheet data and with the data at 31 March 2015 with regard to income statement data. This is due to the fact that the Group's internal invoicing cycle is essentially quarterly and no significant accounting provisions are made with subsidiary and associated companies in the intervening months. This especially affects operating Revenues and Costs, Financial Income and Charges, current Trade Receivables and Payables, which are items that do not therefore vary significantly in the intervening months.

Disclosed below are ***Prelios Group dealings with Other Related Parties*** (specifically Pirelli & C. S.p.A., its subsidiaries or other associated companies through directors) **at 31 May 2016, compared with data at 30 April 2016**, for which a monthly update is provided:

	from 01.01.2016 to 05.31.2016		from 01.01.2016 to 04.30.2016
Operating revenue	2		2
Operating costs	(821)	The item includes costs for rental and expenses for the R&D building charged to Prelios S.p.A. by Pirelli Group and the costs for health services provided by the company Poliambulatorio Bicocca S.r.l..	(661)

	As at 05.31.2016		As at 04.30.2016
Current trade receivables	17		19
Other current receivables	1,503	The item mainly includes the guarantee deposit paid to Pirelli & C. S.p.A. for the rental of the R&D building and prepaid expenses related to the rental of that building.	1,617
Current trade payables	(1,696)	These mainly refer to the payable to Pirelli Group for the rental, the chargeback of utilities and expenses of the R&D building. They also include payables for health services provided by the company Poliambulatorio Bicocca S.r.l..	(1,650)

Thousands euro.

Disclosed below are ***Prelios S.p.A. dealings with Other Related Parties*** (specifically Pirelli & C. S.p.A., its subsidiaries or other associated companies through directors) **at 31 May 2016, compared with data at 30 April 2016**, for which a monthly update is provided:

	from 01.01.2016 to 05.31.2016		from 01.01.2016 to 04.30.2016
Operating revenue	2		2
Operating costs	(821)	The item includes costs for rental and expenses for the R&D building charged to Prelios S.p.A. by Pirelli Group and the costs for health services provided by the company Poliambulatorio Bicocca S.r.l..	(661)

	As at 05.31.2016		As at 04.30.2016
Current trade receivables	17		19
Other current receivables	1,503	The item mainly includes the guarantee deposit paid to Pirelli & C. S.p.A. for the rental of the R&D building and prepaid expenses related to the rental of that building.	1,617
Current trade payables	(1,696)	These mainly refer to the payable to Pirelli Group for the rental, the chargeback of utilities and expenses of the R&D building. They also include payables for health services provided by the company Poliambulatorio Bicocca S.r.l..	(1,650)

Thousands euro.

Disclosed below are **Prelios Group dealings with associated companies, joint ventures and other companies at 31 March 2016. The income statement data are compared with the same period of 2015, while balance sheet data are compared with data at 31 December 2015**, for which – as above indicated – only a quarterly update is provided:

	from 01.01.2016 to 03.31.2016		from 01.01.2015 to 03.31.2015
Operating revenue	4,107	The item refers to Group company mandates for alternative asset management and real estate services.	5,684
Operating costs	(485)	These refer to recharges of various kinds. In particular, they are related to costs for rental and expenses of the office in Rome - via Colombo, charged by Cloe Fund, the owner of the building, as well as costs charged by the associated company Focus Investments S.p.A. for the management of the investments excluded from the Investments Business Unit.	(134)
Net income from investments	(100)	The item mainly refers to the equity method valuation of Group investments.	(2,736)
Financial income	276	These refer essentially to interest income accrued on loans granted to investee companies.	1,092
Financial expenses	(39)		(7)

	As at 03.31.2016		As at 12.31.2015
Current trade receivables	14,162	This balance includes receivables arising from "operating revenue".	16,045
Other non-current receivables	12		81,088
- of which financial receivables	12	This item includes loans granted to Group companies. At December 31, 2015, it included the Investment companies contributed to Focus Investments S.p.A. that was subsequently deconsolidated.	81,088
Other current receivables	5,049	This item includes Euro 4,892 thousand for financial receivables recognized to Focus Investment S.p.A. against a debt of the same amount towards the company Aree Urbane S.r.l. (in liquidation). The item also includes the deferred charge for the rent of the office in Rome - via Colombo, charged by Cloe Fund, and certain receivables for refunds to be received from the Focus Group.	7,759
- of which financial receivables	4,892		234
Discontinued operations/asset held for sale	-		1,744
- of which financial receivables	-	At December 31, 2015 the item referred to the shareholders' loans granted to the joint ventures Solaia RE B.V. and Jamesmail B.V. that, further to the DGAG portfolio sale agreement, will be reimbursed at the closing date. This amount was reclassified as "Discontinued operations/asset held for sale" in compliance with the International Financial Reporting Standards (IFRS 5). Following the deconsolidation of the companies included in the Focus Group, this amount is equal to zero.	1,744
Current trade payables	(1,591)	They refer to recharges of various kinds, mainly related to rents and expenses. The item also includes payables to the associate company Focus Investments S.p.A. for the management of the investments excluded from the Investments Business Unit.	(1,850)
Other current payables	(3,839)	They mainly include payables to the company Focus Investments International B.V. (formerly Prelios Netherlands B.V.) for the obligation assumed by Prelios S.p.A. to pay the purchaser of Cloe Fund shares.	(1,796)
Current bank borrowings and payables to other lenders	(5,508)	These mainly include the financial payable for capital contributions to be paid to the company Aree Urbane S.r.l. (in liquidation) and a financial payable towards Lambda S.r.l. for Euro 616 thousand.	(5,141)
Provisions for future risks and expenses	(150)	This refers to the provision accrued to cover the losses of associates and joint ventures in excess of their carrying amounts.	(150)

Thousands euro.

Disclosed below are **Prelios S.p.A. dealings with subsidiaries companies at 31 March 2016**. **The income statement data are compared with the same period of 2015, while balance sheet data are compared with data at 31 December 2015**, for which – as above indicated – only a quarterly update is provided:

	from 01.01.2016 to 03.31.2016		from 01.01.2015 to 03.31.2015
Operating revenue	1,302	These include mainly fees for general services, and the recovery of costs for office rental, trade mark and other costs.	1,556
Operating costs	(365)	These relate mainly to costs for general services provided by the subsidiary Sare S.p.A. and to costs for technical assistance provided by other subsidiaries; they include also some costs recharged to Prelios S.p.A. by the subsidiaries.	(538)
Financial income	216	These refer mainly to interest income accrued on intra-group current accounts and on loans granted to investee companies; they include also the recharge of guarantee costs paid in the interest of subsidiaries.	2,214
Financial expenses	(144)	These include interests charged on the intercompany current accounts and on the loan received from the subsidiary Prelios Polska Sp.z.o.o. in Polish currency.	(193)
Income taxes	273	These refer to revenues transferred to Prelios S.p.A. by subsidiaries that have elected to be consolidated for a group taxation.	397
Net income (loss) from discontinued operations	-	At March 31, 2015, the item included the interests received on the portion of the shareholders' loan granted to Prelios Netherlands B.V. related to the DGAG investment, reclassified in compliance with International Financial Reporting Standards (IFRS 5).	98

	As at 03.31.2016		As at 12.31.2015
Current trade receivables	5,590	These include mainly fees for services provided to the subsidiaries by the Prelios S.p.A., and the recharging of costs for Milan and Rome offices, for the trade mark and other costs.	7,389
Other non-current receivables	10,099	The item refers to the balance of the loan granted to the subsidiary Prelios Deutschland GmbH as at March 31, 2016, and to a non-current receivable from the same company.	9,906
- of which financial receivables	6,941		6,748
Other current receivables	1,871	These include mainly the positive balances of the intercompany current accounts between Prelios S.p.A. and its investee companies (financial receivables), and VAT receivables from subsidiaries that have elected to be consolidated for VAT purposes.	6,493
- of which financial receivables	1,270		5,976
Current tax receivables	1,974	These refer mainly to revenues transferred to Prelios S.p.A. by subsidiaries that have elected to be consolidated for a Group taxation.	1,700
Current trade payables	(2,706)	These refer mainly to payables to subsidiaries for services rendered and costs recharged.	(3,108)
Other current payables	(70)	These include VAT payables to subsidiaries that have elected to be consolidated for VAT purposes and certain prepaid expenses on incomes from subsidiaries.	(3,176)
Current tax payables	(805)	These refer to payables to subsidiaries that have elected to be consolidated for a group taxation.	(784)
Current bank borrowings and payables to other lenders	(37,045)	These refer to negative balances of the intercompany current accounts between Prelios S.p.A. and its investee companies, and, for Euro 1,663 thousand, to the balance at March 31, 2016 of the foreign currency loan received from the subsidiary Prelios Polska Sp.z.o.o..	(31,623)

Thousands euro.

Disclosed below are **Prelios S.p.A. dealings with associated companies, joint ventures and other participated companies at 31 March 2016. The income statement data are compared with the same period of 2015, while balance sheet data are compared with data at 31 December 2015**, for which – as above indicated – only a quarterly update is provided:

	from 01.01.2016 to 03.31.2016		from 01.01.2015 to 03.31.2015
Operating revenue	93	These refer mainly to revenues for services and cost recharges to the company Focus Investment S.p.A. In 2015, they mainly referred to revenues for asset management fees.	133
Operating costs	(363)	These relate to rental fee and expenses for the offices in Rome - Via Colombo, charged by Fondo Cloe, owner of the building. The item also includes costs charged by the associated company Focus Investments S.p.A. for the management of the investments excluded from the Investments Business Unit.	(98)
Financial income	263	These refer essentially to interest income accrued on loans granted to investee companies.	905
Financial expenses	(1)	These refer essentially to the financial expenses for the net present value effect of a trade receivable from a joint venture.	-

	As at 03.31.2016		As at 12.31.2015
Current trade receivables	352	These mainly relate to the receivable from the joint venture Vesta S.r.l. following the assignment to Prelios S.p.A. executed by the owner of the class A notes in Vesta Portfolio. It also includes receivables towards Focus Investments S.p.A. for services and cost recharges.	506
Other non-current receivables	12	This refers to loans granted to investee companies. The amount refers to the balance at March, 31 2016 of the shareholders' loan granted to the company IN Holdings I S.à.r.l..	12
<i>- of which financial receivables</i>	<i>12</i>		<i>12</i>
Other current receivables	5,039	This item includes Euro 4,892 thousand for financial receivables recognized to Focus Investment S.p.A. against a debt of the same amount towards the company Aree Urbane S.r.l. (in liquidation). The item also includes the deferred charge for the rent of the office in Rome - via Colombo, charged by Cloe Fund, and certain receivables for refunds to be received from the Focus Group.	56
<i>- of which financial receivables</i>	<i>4,892</i>		<i>-</i>
Current trade payables	(702)	These refer to the payables to Fondo Cloe for rent and expenses for the offices in Rome - Via Colombo. It also includes payables to the associated company Focus Investments S.p.A. for the management of the investments excluded from the Investments Business Unit.	(420)
Other current payables	(3,158)	They mainly include payables to the company Focus Investments International B.V. (formerly Prelios Netherlands B.V.) for the obligation assumed by Prelios S.p.A. to pay the purchaser of Cloe Fund shares.	(11)
Current bank borrowings and payables to other lenders	(5,508)	These mainly include the financial payable for capital contributions to be paid to the company Aree Urbane S.r.l. (in liquidation), and a financial payable towards Lambda S.r.l. for Euro 616 thousand.	(4,892)

Thousands euro.

The Financial Reporting Officer of Prelios S.p.A., Mr. Marco Andreasi, attests – pursuant to Art. 154-bis, paragraph 2, of the Financial Markets Consolidation Act (Italian Legislative Decree 58/1998) – that the accounting disclosures contained in this press release correspond to the contents of the documents, registers and accounts of the Company.

For further information:

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