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Informazione  
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Diffusione presunta

Oggetto : EXOR'S Board of Directors approves 2016 results

*Testo del comunicato*

Vedi allegato.

**EXOR'S Board of Directors approves 2016 results**

<i>US \$(*) million</i>	At 12/31/2016	At 12/31/2015	Change
<b>NAV</b>			
EXOR's Net Asset Value	14,642	13,355	+1,287

<i>€ million</i>	2016	2015	Change
<b>EXOR GROUP – Consolidated data prepared in shortened form (a)</b>			
Profit attributable to owners of the parent EXOR	588.6	744.5	-155.9

	At 12/31/2016	At 12/31/2015	Change
Equity attributable to owners of the parent EXOR	10,981.8	10,346.2	+635.6
Consolidated net financial position of the "Holdings System"	(3,424.3)	1,336.8	-4,761.1

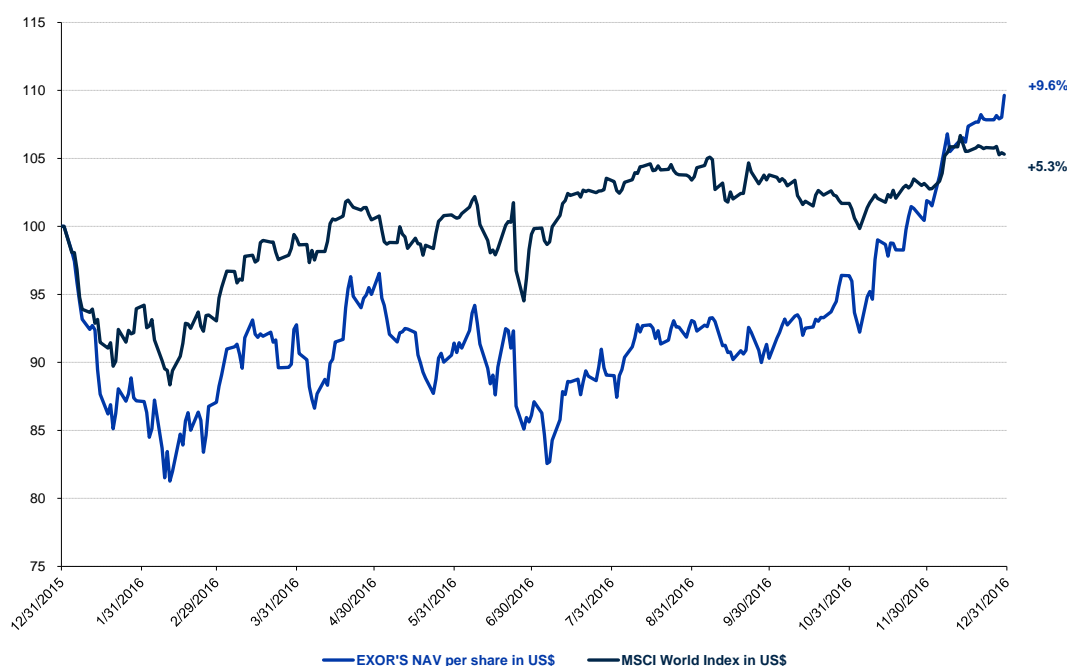
(\*) Beginning January 1, 2016 NAV and NAV per share performance are reported in US dollars.

(a) Basis of preparation indicated in attached statements.

The EXOR board of directors' meeting, chaired by John Elkann, met today in Amsterdam and approved the 2016 Annual Report which will be submitted for adoption to the shareholders' meeting set for the date of May 30, 2017.

**NAV**

At December 31, 2016 EXOR's NAV (Net Asset Value) was \$14,642 million, an increase of \$1,287 million (+9.6%) over \$13,355 million at December 31, 2015. The change in NAV per share compared to the MSCI World Index in Dollars is presented below.



## Summary of Results

The EXOR Group closed the year 2016 with a consolidated profit of €588.6 million; the year 2015 ended with a consolidated profit of €744.5 million. The negative change of €155.9 million can be ascribed to lower gains on the disposal of investments (€566.7 million in 2015, of which €521.3 million relates to the disposal of C&W Group), an increase in income taxes and other taxes and duties of €164.7 million, an increase in net financial expenses and non-recurring expenses of €65.6 million and of €42.4 million respectively, other net negative changes of €5.8 million - partially offset by the increase in the share of the profit (loss) of investments of €681 million- and an increase of dividends from investments (€ 8.3 million).

At December 31, 2016 the consolidated equity attributable to owners of the parent amounts to €10,981.8 million and represents a net increase of €635.6 million compared to €10,346.2 million at year-end 2015. The increase derives from the consolidated profit (+€588.6 million), exchange differences on translating foreign operations (+€435 million), partially offset by other reserves (-€150.3 million), the share buyback by The Economist Group (-€100.2 million), the payment of dividends (-€82 million) and net negative changes (-€55.5 million).

The consolidated net financial position of the Holdings System at December 31, 2016 is a negative €3,424.3 million and reflects a negative change of €4,761.1 million compared to the positive balance of €1,336.8 million at year-end 2015. The negative change is primarily due to investments performed for a total amount of €5,519.4 million (of which €5,415.5 million related to the acquisition of PartnerRe), partially offset by sales and redemptions (+€ 794.8 million, of which €474.7 related to Almacantar Group).

In the company's financial statements EXOR closed the year 2016 with a profit of €22 million. This result is not comparable with the 2015 result given that, in accordance with IFRS, the 2016 result refers - for the period starting January 1, 2016 until December 11, 2016 - to the sole company EXOR Holding N.V. (now EXOR N.V.) while for the remaining period until the end of the financial year refers to the company resulting from the merger between EXOR S.p.A. with and into EXOR Holding N.V.

In accordance with IFRS, EXOR S.p.A. profit for the period January 1, 2016 until December, 11 2016 is recognized directly in shareholder's equity of EXOR Holding N.V.

## Dividends

The board of directors put forward a proposal to present to the Annual General Meeting of the shareholders the 2016 Annual Report for adoption, as well as to approve the payment of dividends per share of €0.35 for a total of €82.1 million to the 234,530,563 ordinary shares outstanding on the same date. In 2016 EXOR paid dividends per share of €0.35 for a total of €82.0 million.

The proposed dividends will become payable on June 21, 2017 (ex-dividend date June 19) and will be paid to the shares of record as of June 20, 2017 (record date).

## Performance of subsidiaries and associates

At present all the listed subsidiaries have published their accounting data relating to 2016. EXOR's 2016 Annual Report, which will be available at the head office of the company and on the website [www.exor.com](http://www.exor.com) in the time frame established by law, includes comments on the performance of all the principal subsidiaries and associates.

## Significant Events

### **Completion of the separation of Ferrari from FCA and subsequent listing on the stock exchange**

The separation of the Ferrari business from the FCA Group was completed on January 3, 2016. At the closing of the transaction, EXOR holds directly 22.91% of issued capital and 32.75% of voting rights on issued capital.

Ferrari common shares are traded on the New York Stock Exchange (NYSE) and starting January 4, 2016 also traded on the Mercato Telematico Azionario managed by Borsa Italiana (MTA).

### **Investment in Welltec**

On February 10, 2016, EXOR acquired for an amount equal to €103.3 million a 14.01% stake in Welltec, a global leader in the field of robotics technology for the oil and gas industry, from 7-Industries Lux S.à.r.l. (a company indirectly controlled by Ruth Wertheimer, independent director of EXOR). Since this is a related party transaction prior approval was sought from the Related Parties Committee which expressed a favorable opinion on justified grounds. After the acquisition EXOR and the 7-Industries Lux group each hold 14.01% of Welltec issued capital.

### **Sale of Banijay Holding to Zodiak Media**

On February 23, 2016 EXOR S.A. finalized the sale of its entire investment in Banijay (17.1% of capital) within the context of a merger with Zodiak Media, a De Agostini Group TV production company. EXOR received proceeds on the sale of €60.1 million and realized a net gain of €24.8 million.

### **Completion of the transaction for the acquisition of PartnerRe**

The acquisition of PartnerRe was completed on March 18, 2016. The total payment made by EXOR at the closing was \$6,108 million (€5,415 million) of which \$6,065 million (€5,377 million) was paid to common shareholders and \$43 million (€38 million) to preferred shareholders, as immediate economic value in lieu of the higher dividend rate. The treasury stock held by PartnerRe and the common shares held by EXOR S.p.A. and EXOR S.A. were cancelled without consideration, while those held by third parties received the consideration agreed in the merger agreement. As of the closing date EXOR indirectly became, through EXOR Nederland N.V. (previously EXOR N.V.), owner of 100% of the common shares of PartnerRe.

The common shares were delisted from the New York Stock Exchange (NYSE) as of the same date. The acquisition did not include the preferred shares issued by PartnerRe, which continue to be traded on the New York Stock Exchange.

**Sale of Almacantar and investment funds to PartnerRe**

On March 24, 2016 EXOR S.A. reached an agreement to sell its investment in Almacantar (approximately 36% of share capital) to Partner Reinsurance Company Ltd., a 100%-owned subsidiary of PartnerRe. The transaction was completed on April 8, 2016 with the receipt of £382.7 million in cash (€474.7 million). In April 2016 EXOR S.A. also sold a number of its financial investments to the PartnerRe Group, mainly third party funds, for approximately \$195 million (€171 million).

The transactions were concluded at market prices and aimed at increasing the diversification of investments held by PartnerRe by introducing real estate as a new asset class, without changing the overall risk profile of its portfolio. EXOR used the entire proceeds from these transactions to reduce its debt.

**Increase in EXOR non-convertible bonds due December 2025**

On May 10, 2016 EXOR reopened the €250 million non-convertible bonds issued on December 22, 2015, increasing the amount by €200 million. The new bonds carry an annual fixed coupon of 2.875% and are due in December 2025, the same as the notes originally issued on December. The new bonds issued through a private placement to institutional investors yield 2.51% and are listed on the Luxembourg Stock Exchange.

**Issue of EXOR non-convertible bonds due May 2026**

On May 20, 2016 EXOR issued its first U.S. dollar non-convertible bonds for \$170 million (issue price of 100% of the nominal value, €161.3 million at December 31, 2016) due May 20, 2026, for the purpose of refinancing its short-term debt. The new bonds were issued through a private placement to institutional investors and pay interest semi-annually at an annual rate of 4.398%. The notes, rated BBB+ by Standard & Poor's, are listed on the Luxembourg Stock Exchange.

**Completion of the separation of RCS MediaGroup from FCA end integration of Italiana Editrice S.p.A. end Gruppo Editoriale l'Espresso S.p.A.'s activities**

With reference to the plan announced on March 2, 2016 by FCA for the creation of a major player in the publishing business and the desire to distribute its interests in the sector to its shareholders, EXOR on the same date communicated its intention to contribute actively and over the long-term to the development of the new publishing company that will result from the merger of ITEDI with Gruppo Editoriale l'Espresso. The objective of the transaction is to create the leading Italian daily and periodical news and media company that will also be one of the principal publishing groups in Europe.

**Common shares issued upon the mandatory conversion of its 7.875% Mandatory Convertible Securities FCA**

On December 15, 2016 Fiat Chrysler Automobiles N.V. issued 238,846,375 common shares upon the mandatory conversion of its 7.875% mandatory convertible securities. EXOR with its €886 million nominal value investment in of Mandatory Convertible Securities, received 73,606,222 FCA common shares. Consequently, at December 31, 2016 EXOR directly holds a 29.41% stake and a 42.60% of the voting rights issued by FCA.

### **EXOR merger**

On July 25, 2016 the Board of Directors of EXOR S.p.A. approved the cross-border merger of EXOR S.p.A. with and into EXOR Holding N.V., a Dutch wholly owned subsidiary of EXOR S.p.A which upon effectiveness of the merger was renamed into EXOR N.V.

EXOR S.p.A. shareholders approved such operation by a resolution adopted by the extraordinary meeting held on September 3, 2016.

The merger, which took the form of a reverse merger, resulted in EXOR Holding N.V. being the surviving entity renamed into EXOR N.V., which became the holding company of the EXOR Group.

In particular, the cross-border merger of EXOR S.p.A with and into EXOR N.V. was signed on December 10, 2016 in Amsterdam and became effective on December 11, 2016. On December 12, 2016 EXOR N.V. ordinary shares were listed on the Telematico Azionario managed and organized by Borsa Italiana S.p.A. ("MTA").

EXOR N.V. adopts a loyalty voting structure designed to incentivize long-term share ownership on the basis of which, for each EXOR N.V. ordinary share held without interruption for a period of five years, shareholders will be entitled to five voting rights at the end of that period; and for each EXOR N.V. ordinary share held without interruption for a period of ten years, shareholders will be entitled to ten voting rights at the end of that period. No special voting shares have been issued at the merger effective date.

Finally, Standard & Poor's attributed the rating for EXOR N.V.'s long-term and short-term debt at "BBB+" and "A-2" with a "negative" outlook" confirming the same rating and outlook attributed to EXOR.

### **Renewal of Board of Directors**

In view of the renewal of Board of Directors and based on the profile for the composition of the Board ensuring an adequate presence of non-executive directors and an appropriate number of independent directors, the list of proposed nominees for (re)appointment for a term of three years, is:

#### Executive Director:

- John Elkann (Chairman and Chief Executive Officer)

#### Non-Executive Directors:

- Marc Bolland (Senior Non-Executive Director)
- Sergio Marchionne (Vice-Chairman)
- Alessandro Nasi (Vice-Chairman)
- Andrea Agnelli
- Niccolò Camerana
- Ginevra Elkann
- Annemiek Fentener van Vlissingen (Independent Director)
- António Horta-Osorio (Independent Director)

- Lupo Rattazzi
- Robert Speyer (Independent Director)
- Mike Volpi (Independent Director)
- Ruth Wertheimer (Independent Director)
- Melissa Bethell (Independent Director)
- Laurence Debroux (Independent Director)

Here attached are the biographies of the new candidates. The biographies of all the candidates can be found on the website [www.exor.com](http://www.exor.com).

Commenting on the proposal of renewal of the Board, John Elkann said: “ *As we begin this next important phase in our history, I would like to extend my personal thanks to those members of the Board – namely Vittorio Avogadro di Collobiano, Giovanni Chiura, Mina Gerowin and Jae Yong Lee – whose mandates have recently drawn to a close. Their wise counsel during a particularly intensive and complex period has been decisive in making EXOR what it is today – a stronger, leaner and ever more international group, well placed for the challenges and opportunities that lie ahead*”.

#### Treasury Stock Resolution

The meeting of the board of directors resolved to propose to the shareholders’ meeting the extension of the authorization for the repurchase of treasury shares, which authorization resolved at the November 24, 2016 Shareholders’ Meeting is due to expire in May 2018. The new authorization will allow for the repurchase on the market, from the date of the shareholders’ meeting and for a period of 18 months, of EXOR shares for a maximum number of shares not to exceed the limit set by law, for a maximum disbursement of €500 million.

#### Bonds reaching maturity

As required by Borsa Italiana S.p.A., notification is given with regards to the maturity of EXOR 2007-2017 bonds due June 2017 with an issued nominal amount of €750 million, and an outstanding nominal amount of €440 million.

#### Outlook for 2017

EXOR N.V. expects to report a profit for the year 2017.

EXOR N.V. does not prepare budgets or business plans nor does it publish forecast data or data on the basis of which it is possible to calculate forecast data.

Certain EXOR Group operating subsidiaries and associates (FCA, CNH Industrial and Ferrari) publish forecast data on their figures. Other EXOR Group operating subsidiaries and associates (PartnerRe and Juventus Football Club) publish information on the foreseeable outlook. The remaining operating subsidiaries and associates do not publish forecasts or estimates.

The forecast data and information of the aforementioned operating companies are drawn up autonomously and communicated by the relative companies and are not homogenous. Quantitative forecast disclosure prepared by these operating companies and the type of information provided, as well as the underlying assumptions and calculation methods vary, according to the accounting principles applicable to each subsidiary and associate and the conventional application practices in the respective sector of reference. EXOR N.V. in fact, is a holding company without a specific business of reference, head of a diversified and non-integrated group that operates in different segments and does not exercise direction and coordination activities over its subsidiaries and associates, which operate in a completely independent manner.

EXOR N.V. deems that the forecast data and information of the subsidiaries and associates are not significant or suitable for the purposes of providing indications about the prospective economic trend of EXOR NV's operations nor represent a forecast or estimate of the company's results and that therefore in assessing EXOR N.V.'s future prospects it is not possible to rely on the data and prospective information published by the aforesaid operating subsidiaries and affiliates.

The 2016 Annual Report will be audited by the audit firm which will issue their reports in the time frame established by law.



## EXOR GROUP – CONSOLIDATED FINANCIAL STATEMENTS - SHORTENED (\*)

(\*) Prepared by consolidating on a line-by-line basis the separate financial statements of EXOR and the subsidiaries of the “Holdings System” and using the equity method, on the basis of the consolidated or separate financial statements, to account for the other operating subsidiaries and associates.

### Consolidated Income Statement - shortened

€ million	FY 2016	FY 2015	Change
Share of the profit (loss) of investments accounted for using the equity method	<b>885,7</b>	204,7	681,0
Dividends from investments	<b>22,1</b>	13,8	8,3
Gains (losses) on disposals and impairment (losses) reversals on investments	<b>28,5</b>	73,9	(45,4)
Net financial income (expenses)	<b>(76,1)</b>	(10,5)	(65,6)
Net general expenses	<b>(25,6)</b>	(20,6)	(5,0)
Non-recurring other income (expenses) and general	<b>(69,4)</b>	(27,0)	(42,4)
Income taxes and other taxes and duties	<b>(176,6)</b>	(11,9)	(164,7)
<b>Profit</b>	<b>588,6</b>	222,4	366,2
Profit (loss) from discontinued operations:			
Share of profit	<b>0,0</b>	0,8	(0,8)
Gains on sale	<b>0,0</b>	521,3	(521,3)
<b>Profit from discontinued operations</b>	<b>0,0</b>	522,1	(522,1)
<b>Profit (loss) attributable to owners of the parent</b>	<b>588,6</b>	744,5	(155,9)

### Share of the profit (loss) of investments accounted for by the equity method

	Profit (Loss) (million)			EXOR's share (€ million)		
	2016	2015	Change	2016	2015	Change
PartnerRe	\$ <b>186,0</b>	n.a.	n.a.	<b>167,7</b>	-	167,7
FCA	€ <b>1.803,0</b>	€ 334,0	1.469,0	<b>531,1</b>	112,8	418,3
CNH Industrial (a)	\$ <b>(373,0)</b>	\$ 236,0	(609,0)	<b>31,5</b>	(64,1)	95,6
Ferrari	€ <b>399,0</b>	n.a.	n.a.	<b>93,8</b>	-	93,8
The Economist Group	£ <b>145,0</b>	n.a.	n.a.	<b>32,6</b>	-	32,6
Juventus Football Club	€ <b>46,0</b>	€ 39,3	6,7	<b>29,2</b>	25,0	4,2
Arenella Immobiliare	€ -	€ 0,1	(0,1)	-	0,1	(0,1)
Almacantar Group	£ <b>(0,6)</b>	£ 248,1	(248,7)	<b>(0,2)</b>	130,9	(131,1)
<b>Total</b>				<b>885,7</b>	204,7	681,0

(a) CNH Industrial data includes the charge of \$502 million (€450 million) in relation to an investigation conducted by the European Commission. EXOR had already recognized its share of the charge, for €122.8 million, in the financial statements at December 31, 2015, since these developments occurred before the approval of its financial statements. Therefore, in 2016, EXOR's share of CNH Industrial's loss was adjusted by eliminating such charge recognized by the subsidiary.

## EXOR GROUP – CONSOLIDATED FINANCIAL STATEMENTS - SHORTENED (\*)

(\*) Prepared by consolidating on a line-by-line basis the separate financial statements of EXOR and the subsidiaries of the “Holdings System” and using the equity method, on the basis of the consolidated or separate financial statements, to account for the other operating subsidiaries and associates.

### Consolidated Statement of Financial Position - shortened

€ million	12/31/2016	12/31/2015	Change
Investments accounted for using the equity method	<b>14,085.8</b>	7,672.6	6,413.2
Investments measured at fair value	<b>117.3</b>	706.0	(588.7)
Other investments	<b>365.8</b>	558.7	(192.9)
Property, plant and equipment, intangible assets and other assets	<b>18.3</b>	21.7	(3.4)
Financial assets and cash and cash equivalents	<b>204.5</b>	4,034.8	(3,830.3)
Tax receivables and other receivables	<b>57.1</b>	9.4	47.7
	<b>14,848.8</b>	13,003.2	1,845.6
Assets held for sale	<b>0.0</b>	60.1	(60.1)
<b>Total Assets</b>	<b>14,848.8</b>	13,063.3	1,785.5
Capital issued and reserves attributable to owners of the parent	<b>10,981.8</b>	10,346.2	635.6
Bonds	<b>2,999.0</b>	2,625.2	373.8
Bank debt	<b>602.2</b>	0.0	602.2
Provisions for employee benefits and other provisions	<b>0.0</b>	3.0	(3.0)
Deferred tax liabilities and other liabilities	<b>238.2</b>	16.1	222.1
Other financial liabilities	<b>27.6</b>	72.8	(45.2)
<b>Total Equity and Liabilities</b>	<b>14,848.8</b>	13,063.3	1,785.5

## EXOR GROUP – INTERIM CONSOLIDATED FINANCIAL STATEMENTS - SHORTENED (\*)

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(\*) Prepared by consolidating on a line-by-line basis the separate financial statements of EXOR and the subsidiaries of the “Holdings System” and using the equity method, on the basis of the consolidated or separate financial statements, to account for the other operating subsidiaries and associates.

### Consolidated Net Financial Position of the “Holdings System”

€ million	12/31/2016	12/31/2015	Variazioni
Financial assets	87.9	108.7	(20.8)
Financial receivables	0.1	3.4	(3.3)
Cash and cash equivalents	116.5	3,922.7	(3,806.2)
<b>Cash, cash equivalents and financial assets</b>	<b>204.5</b>	<b>4,034.8</b>	<b>(3,830.3)</b>
EXOR bonds	(2,999.0)	(2,625.2)	(373.8)
Financial payables	(602.2)	(39.6)	(562.6)
Other financial liabilities	(27.6)	(33.2)	5.6
<b>Gross debt</b>	<b>(3,628.8)</b>	<b>(2,698.0)</b>	<b>(930.8)</b>
<b>Net financial position of the Holdings System</b>	<b>(3,424.3)</b>	<b>1,336.8</b>	<b>(4,761.1)</b>

### Rating

On December 12, 2016 Standard & Poor’s assigned the rating for EXOR’s long-term and short-term debt at “BBB+” and “A-2”, with a “negative” outlook”.

## **Melissa Bethell**

Melissa Bethell joined Bain Capital LLC in 1999 and has been a Managing Director since 2009. Melissa is the Head of TMT (telecom, media and technology) investments in Europe and part of the private equity team of Bain Capital. Ms Bethell relocated to London in 2000 to help establish Bain Capital Europe – Bain Capital’s first international office. She is a member of the senior leadership team responsible for strategy setting, fundraising and portfolio management. Prior to joining Bain Capital Ms Bethell worked in the Capital Markets group at Goldman Sachs, with a focus on media and technology fundraisings.

Ms Bethell has a MBA, with distinction from Harvard Business School and received a BA with honours in Political Science and Economics, from Stanford University.

Melissa is born in Taiwan, brought up with Mandarin and educated in America and is now a British resident. She is on the Executive Appeals Team at the Scar Free Foundation and Supporter of the Impetus - Private Equity Foundation.



## **Laurence Debroux**

Laurence Debroux was born in France in 1969 and graduated at the HEC (Ecole des Hautes Etudes Commerciales) Paris. Ms Debroux joined Heineken N.V. in 2015 as member of the Executive Board where she is CFO. Before joining Heineken she had been Chief Financial and Administrative Officer and a member of the Executive Board of JCDecaux since July 2010. Prior to this, Ms Debroux spent 14 years with the global healthcare company SANOFI where she held various executive positions including CFO and Chief Strategic Officer. Ms Debroux began her career in banking. She has had Executive responsibility for Global functions such as Strategic Planning & Business Control, Tax & Financial Markets, Business Development, Financial Processes & Internal Control, Accounting & Reporting, Procurement, Information Systems and Integrated Portfolio Management. Ms Debroux is presently also a member of the Board of Directors of HEC (Ecole des Hautes Etudes Commerciales) Paris.

Fine Comunicato n.1920-3

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