

***Interim Management Report***

***Bolzoni Group***

***at March 31st, 2016***

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## Corporate offices

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### Board of Directors:

Name and Surname	Office	Appointed on
Roberto Scotti	Chairman (Executive)	01 April 2016
Emilio Bolzoni	Non-executive director	29 April 2015
Karl Otto Peter Staack	Non-executive director	29 April 2015
William Marshall Rankin, Jr	Non-executive director	29 April 2016
Colin Wilson	Non-executive director	29 April 2016
Suzanne Schulze Taylor	Non-executive director	29 April 2016
Gloria Francesca Marino	Non-executive and independent director	29 April 2016
Claudio Berretti	Non-executive and independent director	29 April 2015
Patrizia Rossi	Non-executive and independent director	29 April 2015

### Board of Statutory Auditors:

Name and Surname	Office	Appointed on
Giorgio Picone	Chairman	29 April 2016
Guido Prati	Effective auditor	29 April 2016
Maria Gabriella Anelli	Effective auditor	29 April 2016
Andrea Foschi	Alternate auditor	29 April 2016
Claudia Catellani	Alternate auditor	29 April 2016

### Auditing Company

Deloitte & Touche S.p.A. Appointment valid until the approval of financial report for 2020

### Internal control and Risk committee:

Name and Surname	Office	Appointed on
Patrizia Rossi	Chairman	29 April 2015
Claudio Berretti	Councillor	09 March 2016

**Remuneration Committee:**

<b>Name and Surname</b>	<b>Office</b>	<b>Appointed on</b>
Patrizia Rossi	Chairman	29 April 2015
Claudio Berretti	Councillor	09 March 2016

**Compliance Committee ex. DLgs 231/01:**

<b>Name and Surname</b>	<b>Office</b>	<b>Appointed on</b>
Claudio Berretti	Chairman	09 March 2016
Patrizia Rossi	Councillor	29 April 2015

## Group activity

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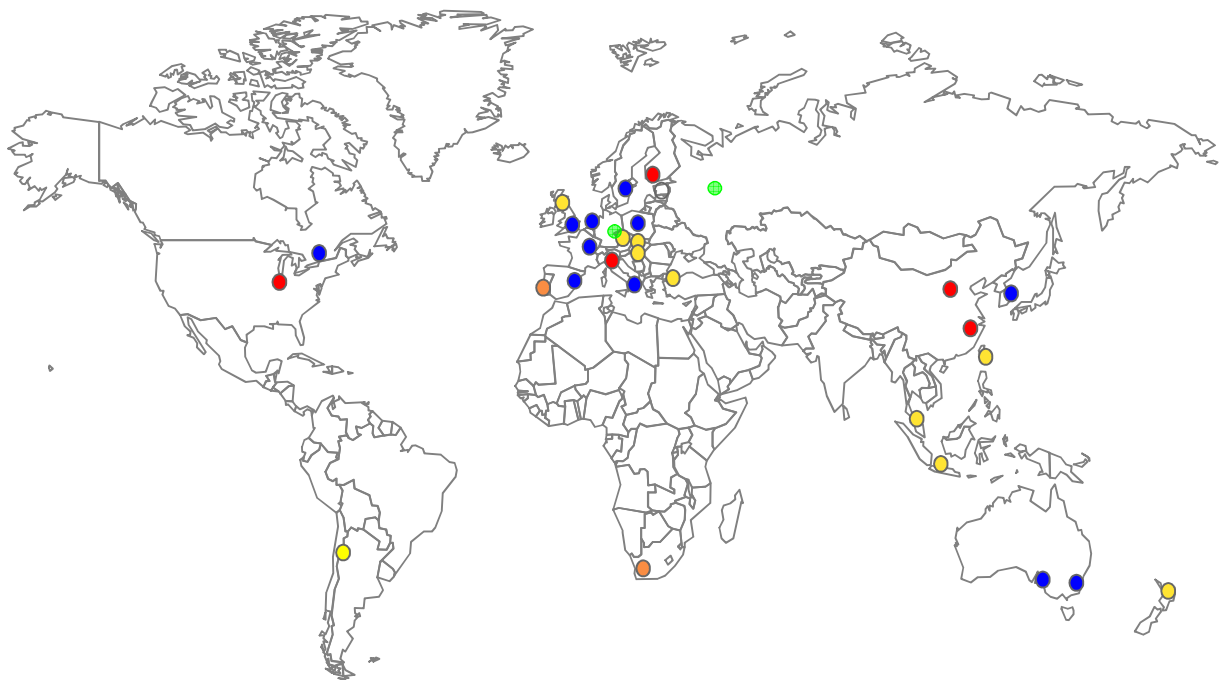
For over seventy years the Bolzoni Group has been active in the design, production and distribution of lift truck attachments and industrial material handling equipment.

The Group therefore operates in a segment which is closely connected to logistics and to its global development.

Today Bolzoni is present in over forty countries worldwide. It holds the leading position in the European market for lift truck attachments and is the second largest worldwide manufacturer in this sector.

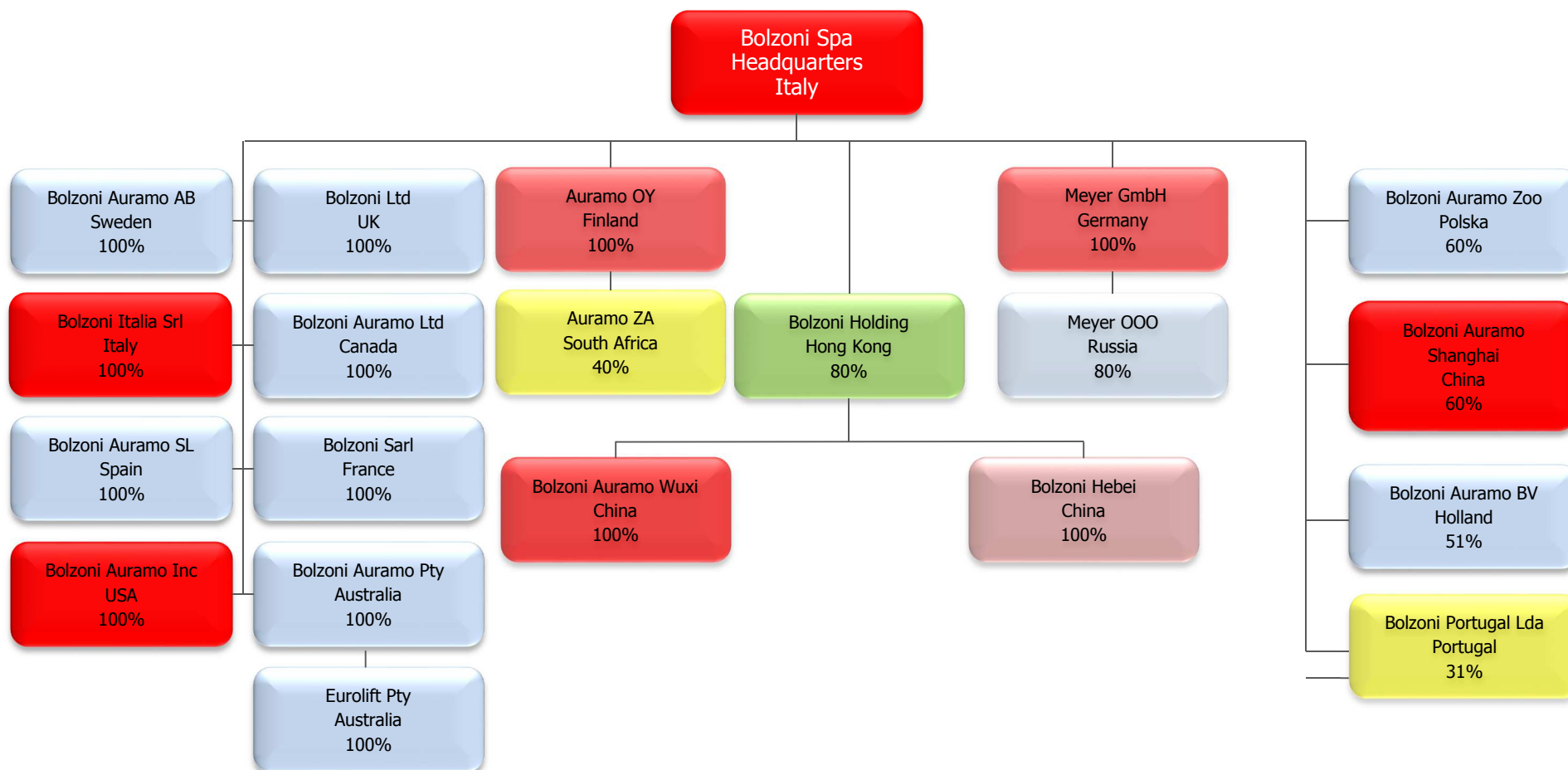
The Group offers a wide range of products utilized in the industrial material handling and, in particular lift truck attachments, lifting platforms and forks for lift trucks.

The diagram below indicates the global presence of the Group.



- Production sites
  - Commercial subsidiary
  - Associated company
  - Independent distributor
  - Meyer Group
- } Exclusive Distributors

Bolzoni S.p.A. controls, either directly or indirectly, eighteen companies, all included in the Group's consolidation area, and located in various countries worldwide. Eight of these companies (including the Parent) are production plants situated in Italy, Germany, Finland, U.S.A. and China whereas ten companies have exclusively commercial and distributive activities, directly serving the principal logistics and material handling markets all over the world and one company is a financial holding company. Bolzoni S.p.A. also has the function of a financial holding company. Either through subsidiaries or associated companies, the Group is present in many countries which all together represent 80% of the specific world market.



## Comments of the Directors on the Company's performance

For easier reading, unless otherwise specified, figures are indicated in thousands of euros.

Below are the main results of the Consolidated Financial Statement for the first quarter of 2016 compared to the same period of 2015.

Comments to the figures are given after each table.

	31.03.2016	31.03.2015	Var. %
Revenue	33,743	34,016	- 0.80%
Ebitda	2,703	3,418	- 20.92%
Ebit	1,135	1,850	- 38.65%
Result before tax	251	2,801	- 91.04%

### Revenue

Revenues of the first quarter are in line with the same period 2015.

### Trends in the benchmark market and market shares

To support the analysis on revenue, below we have indicated the trend recorded by our benchmark market, that is to say forklift truck sales in the various areas.

The figures refer to sales in the first three months of 2016 compared to the same period last year.

Geographic area	Variation
Europe	+ 6.39%
North America	- 3.71%
China	+ 6.43%
World	- 1.01%

The European market has positively performed. North America has decreased by almost 4%. China market is recovering. Globally there is a -1% reduction.

### Dollar exchange rate

The exact exchange rate of the Dollar against the Euro which was 1.09 on 31.12.2015 reached 1.14 on 31.3.2016 with an average exchange rate of 1.10.

At March 31<sup>st</sup> we have a negative result of 620,000 euros whereas for the same period in 2015 the result was positive by 1,290,000 euros.

#### EBITDA

The following table shows the trend in Ebitda during the two periods under examination:

	Q1
% Ebitda on turnover – 2015	10.05 %
% Ebitda on turnover – 2016	8.01 %

Comparing the values of the two periods under examination, Ebitda has gone from 3,418,000 euros in the first quarter of 2015 to 2,703,000 euros in the first quarter of 2016.

In the first quarter 2016 extraordinary costs were recorded due to the Hyster-Yale acquisition.

#### Result before tax

The quarter closes with a profit before tax of 251,000 euros. In the first quarter of 2015 profit before tax amounted to 2,801,000 euros.

The first quarter 2016 has recorded a negative exchange-rate effect of 620,000 euros, against the positive exchange-rate effect of 1,290,000 euros recorded in the same period in 2015.

#### Balance sheet and financial position

Re-classified balance sheet	31.03.2016	31.12.2015
Net working capital	26,808	26,357
Net fixed capital	51,063	51,802
TFR and other provisions	(4,631)	(4,813)
<b>Net Invested Capital</b>	<b>73,240</b>	<b>73,346</b>
Net financial position	(29,486)	(29,134)
Net equity	(43,754)	(44,212)
<b>Shareholders' equity and net financial position</b>	<b>(73,240)</b>	<b>(73,346)</b>

Cash flow statement	31.03.2016
<b>Net financial position at the start of the period</b>	<b>(29,134)</b>
Operating result	240
Variation in provisions	(593)
Variation in net working capital	(451)
Amortization	1,457
Investments	(341)
Dividends	-
Variations in net equity	(664)
<b>Net financial position at the end of the period</b>	<b>(29,486)</b>



**CONSOLIDATED BALANCE SHEET at 31 March 2016**

<b>BALANCE SHEET</b> €/000	<b>31.03.2016</b>	<b>31.12.2015</b>
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment	32,127	33,170
Goodwill	10,618	10,618
Intangible fixed assets	3,864	3,937
Investments in associated companies assessed on N.E.	391	380
Receivables and other financial assets	82	82
Deferred tax assets	3,981	3,615
<b>Total non-current assets</b>	<b>51,063</b>	<b>51,802</b>
<b>Current assets</b>		
Inventory	25,355	24,862
Trade receivables	28,918	28,034
- of which relating to associated companies	281	318
Tax receivables	579	648
Other receivables	416	380
Financial assets available for sale	-	-
Cash and cash equivalents	7,137	9,080
<b>Total current assets</b>	<b>62,405</b>	<b>63,004</b>
<b>TOTAL ASSETS</b>	<b>113,468</b>	<b>114,806</b>

**CONSOLIDATED BALANCE SHEET at 31 March 2015**

BALANCE SHEET €/000	31.03.2016	31.12.2015
<b>GROUP NET EQUITY</b>		
Share capital	6,498	6,498
Reserves	33,860	29,666
Result of the period	196	4,782
<b>TOTAL GROUP NET EQUITY</b>	<b>40,554</b>	<b>40,946</b>
<b>NET THIRD PARTY EQUITY</b>		
Capital, reserves and retained earnings	3,156	3,124
Result of the period	44	142
<b>TOTAL NET GROUP AND THIRD PARTY EQUITY</b>	<b>43,754</b>	<b>44,212</b>
<b>LIABILITIES</b>		
<b>Non-current liabilities</b>		
Long term loans	20,808	22,146
T.F.R. provision (retirement allowance)	2,629	2,646
Deferred tax liability	1,331	1,496
Contingency and expenses provisions	200	200
Liabilities for derivatives	390	362
Other long term liabilities	471	471
<b>Total non-current liabilities</b>	<b>25,829</b>	<b>27,321</b>
<b>Current liabilities</b>		
Trade payables	19,483	19,427
- of which relating to associated companies and related parties	-	-
Payables to banks and current portion of long-term loans	15,425	15,706
Other payables	7,103	6,605
Liabilities for current tax	1,593	1,254
Current portion of long-term provisions	281	281
<b>Total current liabilities</b>	<b>43,885</b>	<b>43,273</b>
<b>TOTAL LIABILITIES</b>	<b>69,714</b>	<b>70,594</b>
<b>TOTALE NET EQUITY AND LIABILITIES</b>	<b>113,468</b>	<b>114,806</b>

**CONSOLIDATED INCOME STATEMENT FOR THE FIRST QUARTER**

<b>INCOME STATEMENT</b> €/000	<b>Q1 2016</b>	<b>Q1 2015</b>	<b>Var % 2016 vs 2015</b>
Net sales	33,743	34,016	(0.80%)
- of which related to associated companies	272	352	(22.73%)
Other income	142	71	+ 100,00%
<b>Total revenues</b>	<b>33,885</b>	<b>34,087</b>	<b>(0.59%)</b>
Cost of raw material and purchased goods	(14,673)	(15,512)	(5.41%)
- of which related to associated and related companies	-	-	-
Cost of services	(6,093)	(5,316)	+ 14.62%
- of which related to related parties	-	-	-
Personnel costs	(10,167)	(9,645)	+ 5.41%
Other operating costs	(260)	(228)	+ 14.04%
Result of associates accounted for under N.E.	11	32	(65.63%)
<b>EBITDA</b>	<b>2,703</b>	<b>3,418</b>	<b>(20.92%)</b>
Depreciation and amortization	(1,457)	(1,412)	+ 3.19%
Accruals and impairment losses	(111)	(156)	(28.85%)
<b>EBIT</b>	<b>1,135</b>	<b>1,850</b>	<b>(38.65%)</b>
Financial income and expenses	(264)	(339)	(22.12%)
Gain or loss from foreign currency translation	(620)	1,290	N.R.
<b>Result before income tax</b>	<b>251</b>	<b>2,801</b>	<b>(91.04%)</b>
Income tax	(11)	(533)	(97.94%)
<b>Result for the period</b>	<b>240</b>	<b>2,268</b>	<b>(89.42%)</b>

**STATEMENT OF COMPREHENSIVE INCOME AT 31 MARCH 2016**

<b>STATEMENT OF COMPREHENSIVE INCOME</b> €/000	<b>31.03.2016</b>	<b>31.03.2015</b>
<b>Result of the period (A)</b>	<b>240</b>	<b>2,268</b>
Effective part of profit/(loss) on cash flow hedge	(69)	(21)
Tax effect of cash flow hedge	19	6
Profit/(loss) resulting from the conversion of financial reports of foreign companies	(648)	2,068
Actuarial profit/(loss) defined benefit plans	-	(9)
<b>Total Other profit/(loss) (B)</b>	<b>(698)</b>	<b>2,044</b>
<b>Overall result before tax (A + B)</b>	<b>(458)</b>	<b>4,312</b>
Attributable to:		
Group	(392)	3,826
Third parties	66	486

**NET FINANCIAL POSITION**  
at 31 March 2015, at 31 December 2015 and at 31 March 2016

Net financial position	31.03.2015	31.12.2015	31.03.2016
A. Cash on hand	11	10	13
B. Liquid funds	6,281	9,070	7,124
<b>D. LIQUID ASSETS</b>	<b>6,292</b>	<b>9,080</b>	<b>7,137</b>
E. Financial credits	12	-	-
F. Current bank debts	(11,128)	(6,760)	(6,479)
G. Current part of non-current indebtedness	(12,692)	(8,946)	(8,946)
<b>I. CURRENT FINANCIAL INDEBTEDNESS</b>	<b>(23,808)</b>	<b>(15,706)</b>	<b>(15,425)</b>
<b>J. CURRENT NET FINANCIAL POSITION</b>	<b>(17,516)</b>	<b>(6,626)</b>	<b>(8,288)</b>
Assets held to maturity	-	-	-
K. Non-current financial debts	(19,013)	(22,508)	(21,198)
<b>N. NON-CURRENT NET FINANCIAL POSITION</b>	<b>(19,013)</b>	<b>(22,508)</b>	<b>(21,198)</b>
<b>NET FINANCIAL POSITION (NET FINANCIAL INDEBTEDNESS)</b>	<b>(36,529)</b>	<b>(29,134)</b>	<b>(29,486)</b>

**STATEMENT OF CHANGES IN CONSOLIDATED NET EQUITY**  
for year ended 31 December 2015 and at 31 March 2016

	Capital	Share prem. res.	Legal Res.	Cash flow hedge reserve	Retained earnings	Transl. diff.	Year result	Total N.E. for Group	Minority inter.	Minor. Result	Total Net Equity
<b>Balances at 31.12.2014</b>	<b>6,498</b>	<b>17,544</b>	<b>1,514</b>	<b>(417)</b>	<b>10,405</b>	<b>(159)</b>	<b>1,044</b>	<b>36,429</b>	<b>4,047</b>	<b>(136)</b>	<b>40,340</b>
Result for the period							2,249	2,249			2,249
Other overall profit/loss				(24)		1,606		1,582	465	20	2,067
Total overall profit/loss				(24)		1,606	2,249	3,831	465	20	4,316
Result allocation					1,044	(1,044)			(136)	136	
<b>Balances at 31.03.2015</b>	<b>6,498</b>	<b>17,544</b>	<b>1,514</b>	<b>(441)</b>	<b>11,449</b>	<b>1,447</b>	<b>2,249</b>	<b>40,260</b>	<b>4,376</b>	<b>20</b>	<b>44,656</b>
<b>Balances at 31.12.2015</b>	<b>6,498</b>	<b>17,544</b>	<b>1,628</b>	<b>(355)</b>	<b>10,364</b>	<b>485</b>	<b>4,782</b>	<b>40,946</b>	<b>3,124</b>	<b>142</b>	<b>44,212</b>
Result for the period							196	196		44	240
Other overall profit/loss				(50)		(538)	-	(588)	(110)		(698)
Total overall profit/loss				(50)		(538)	196	(392)	(110)	44	(458)
Result allocation					4,782	(4,782)			142	(142)	
<b>Balances at 31.03.2016</b>	<b>6,498</b>	<b>17,544</b>	<b>1,628</b>	<b>(405)</b>	<b>15,146</b>	<b>(53)</b>	<b>196</b>	<b>40,554</b>	<b>3,156</b>	<b>44</b>	<b>43,754</b>

## EXPLANATORY NOTES SPECIFIC TO THIS INTERIM MANAGEMENT REPORT

### 1. Premise

The consolidated interim management report at 31 March 2016 has been drawn up in accordance with the contents of Appendix 3D of the 'Regolamento Emittenti' (Italian regulations for Issuers).

The same accounting standards adopted for the preparation of the consolidated financial statement for the Bolzoni Group at 31 December 2015 have also been applied, without any modification, to the preparation of this consolidated interim management report for quarter ended 31 March 2016.

This report should be read together with the Consolidated Financial Statement for the Bolzoni Group at 31.12.2015.

The result achieved at 31 March 2016 is not representative of the result the Group may achieve for the financial year ending 31 December 2016.

The figures given in the following notes are expressed in thousands of euros, unless otherwise specified.

### 2. Segment information

Information is given below on the operating segment, that is to say, according to the geographical areas due to the fact that the Group operates in one single segment of business, and the result of the segment coincides with that of the income statement.

The geographical areas are: "Europe", "North America" and 'Rest of World'. Sales to external customers disclosed in geographical segments are based on the customers' location.

The following tables provide figures on the quarters ended on 31 March 2016 and 2015 according to the Group's geographical areas.

31 March 2016	Revenue	Group sales	Revenue in contr.	Gross oper. result	Oper. result	Finan. Income/charges	Value adjust. on finan. assets.	Comp. results at NE	Result before tax
Europe	33,173	(8,787)	24,386	2,666	1,516	-	-	-	-
North America	8,206	(3,052)	5,154	(217)	(370)	-	-	-	-
Rest of the World	5,047	(844)	4,203	254	(11)	-	-	-	-
Items not allocated or adjusted	-	-	-	-	-	(884)	-	11	251
<b>Total</b>	<b>46,426</b>	<b>(12,683)</b>	<b>33,743</b>	<b>2,703</b>	<b>1,135</b>	<b>(884)</b>	<b>-</b>	<b>11</b>	<b>251</b>

31 March 2015	Revenue	Group sales	Revenue in contr.	Gross oper. result	Oper. result	Finan. Income/charges	Value adjust. on finan. assets.	Comp. results at NE	Result before tax
Europe	33,980	(9,552)	24,428	3,529	2,358	-	-	-	-
North America	8,312	(3,192)	5,120	(27)	(179)	-	-	-	-
Rest of the World	5,227	(759)	4,468	(84)	(329)	-	-	-	-
Items not allocated or adjusted	-	-	-	-	-	951	-	32	2,801
<b>Total</b>	<b>47,519</b>	<b>(13,503)</b>	<b>34,016</b>	<b>3,418</b>	<b>1,850</b>	<b>951</b>	<b>-</b>	<b>32</b>	<b>2,801</b>

### 3. Interest bearing loans and borrowings

		Actual interest rate %	Maturity	31.03.2016	31.12.2015
<b>Short term</b>					
Bank overdrafts			On request	5	7
Trade advances			On request	1,501	1,052
Advance on foreign business			On request	-	-
Subsidiary loans				5,411	5,701
€ 7,000,000 unsecured bank loan	(1)	Euribor +0.60	2016/2017	1,385	1,385
€ 5,000,000 unsecured bank loan	(2)	Euribor + 0.60	2016/2017	1,243	1,240
€ 3,000,000 unsecured bank loan	(3)	Euribor + 0.65	2016/2017	499	499
€ 6,000,000 unsecured bank loan	(4)	Euribor + 0.95	2016/2017	1,191	1,191
€ 2,000,000 unsecured bank loan	(5)	Euribor + 1.20	2016/2017	667	667
€ 3,000,000 unsecured bank loan	(6)	Euribor + 1.25	2016/2017	748	748
€ 6,000,000 unsecured bank loan	(7)	Euribor + 1.30	2016/2017	579	774
€ 2,000,000 unsecured bank loan	(8)	Euribor + 1.45	2016/2017	495	493
€ 3,000,000 unsecured bank loan	(9)	Euribor + 0.60	2016/2017	499	749
€ 2,000,000 unsecured bank loan	(10)	1.15	2016/2017	392	390
€ 810,000 unsecured bank loan	(11)	7.00	2016/2017	810	810
				<b>15,425</b>	<b>15,706</b>
<b>Medium/short term</b>					
€ 5,000,000 unsecured bank loan	(2)	Euribor + 0.60	2019	3,134	3,447
€ 3,000,000 unsecured bank loan	(6)	Euribor + 1.25	2019	4,897	1,684
€ 2,000,000 unsecured bank loan	(8)	Euribor + 1.45	2019	1,497	1,137
€ 7,000,000 unsecured bank loan	(1)	Euribor + 0.60	2020	1,012	4,895
€ 3,000,000 unsecured bank loan	(3)	Euribor + 0.65	2020	2,499	2,498
€ 6,000,000 unsecured bank loan	(4)	Euribor + 0.95	2020	4,186	4,784
€ 2,000,000 unsecured bank loan	(10)	1.15	2020	1,411	1,509
Subsidiary loans				2,172	2,192
				<b>20,808</b>	<b>22,146</b>

#### **Bank overdrafts and advances on collectable bills subject to final payment and advance on foreign business**

These mainly refer to the parent, the Spanish subsidiary and the Italian subsidiary.

#### **Subsidiary loans**

The short term loans of the foreign subsidiaries consist of the following:

- 2.4 million € loan obtained by the subsidiary Auramo OY;
- 0.9 million € loan obtained by the subsidiary Bolzoni Auramo Wuxi;
- 0.6 million € loan obtained by the subsidiary Bolzoni Hebei;
- 1.5 million € loan obtained by the subsidiary Meyer GmbH,

These are unsecured bank loans.

The medium/long term loans of the foreign subsidiaries consist of the following:

- 1.8 million € loan obtained by the subsidiary Meyer GmbH
- 0.4 million € loans obtained by other Group companies

All loans obtained by subsidiary companies are secured by comfort letters given by the parent.

#### **7,000,000 euro unsecured bank loans (1)**

The loans are unsecured and repayable in half-yearly instalments.

#### **5,000,000 euro unsecured bank loan (2)**

The loan is unsecured and repayable in quarterly instalments.

#### **3,000,000 euro unsecured bank loan (3)**

The loan is unsecured and is repayable in quarterly instalments.

#### **6,000,000 euro unsecured bank loan (4)**

The loan is unsecured and is repayable in half-yearly instalments.

**2,000,000 euro unsecured bank loan (5)**

The loan is unsecured and is repayable in half-yearly instalments.

**3,000,000 euro unsecured bank loan (6)**

The loan is unsecured and is repayable in quarterly instalments.

**6,000,000 euro unsecured bank loans (7)**

The loans are unsecured and repayable in half-yearly instalments.

**2,000,000 euro unsecured bank loan (8)**

The loan is unsecured and is repayable in quarterly instalments.

**3,000,000 euro unsecured bank loan (9)**

The loan is unsecured and is repayable in quarterly instalments.

**2,000,000 euro unsecured bank loan (10)**

The loan is unsecured and is repayable in quarterly instalments.

**810,000 euro unsecured bank loan (11)**

The loan is secured by a bank guarantee for 340,000 euros and is repayable on maturity.

#### 4. Financial risk management

The main risk factors have not undergone any significant changes since the information given in the Consolidated Financial Statement at 31 December 2015.

#### 5. Events after 31 March 2016

On 1 April 2016, the company Hyster-Yale Capital Holding Italy S.r.l. ("**HY Italy**"), indirectly wholly owned by the parent company Hyster-Yale Material Handling Inc. ("**HYMH**"), finalized the purchase of the shares representing the whole share capital of Penta Holding S.p.A. ("**Penta**") (with the exception of the shares that, on that date, were owned by Penta Holding S.p.A.) thus, through Penta, taking indirectly the control of the company.

The transfer of the shares representing the entire share capital of Penta (with the exception of Penta own shares) is the result of the closing of the transaction defined in the agreements signed last 14 February 2016 between the HYMH and the Penta shareholders.

As already disclosed to the market, as result of the closing of the above mentioned transaction, the legal conditions were met for the launch by HY Italy of a mandatory tender offer of the total of the shares, pursuant to Article 102 and Article 106, paragraphs 1 and 3, letter a) of T.U.F., on all the ordinary shares issued by the Company, listed on the Italian Stock Exchange (Mercato Telematico Azionario) organized and managed by Borsa Italiana S.p.A., with the deduction of: (i) 13.109.066 ordinary shares Bolzoni owned by Penta, (ii) n. 18.274 ordinary shares of Bolzoni owned by the Company itself, and (iii) n. 3.107.794 ordinary shares of Bolzoni purchased on 26 April 2016 from Tamburi Investment Partners S.p.A., through a block trade operation.

With Resolution N. 19598 dated 4 May 2016, CONSOB, pursuant to Article 102, paragraph 4 of the TUF, has approved the documents related to the mandatory tender offer announced on 1 April 2016 by HY Italy on all the ordinary shares of the Company, different from the shares already directly or indirectly owned by HY Italy.

On the date of the approval of this Report, the subscription period is in progress. For any further information, please refer to the offer document, published in accordance with the law.

Podenzano, 12 May 2016

For the Board of Directors  
The Chairman  
Roberto Scotti



**Declaration of the Interim Management Report in compliance with art. 154-*bis* paragraph 2 of the Legislative Decree n° 58 passed on 24 February 1998 (TUF) and subsequent modifications and additions**

I the undersigned Marco Bisagni, manager responsible for the preparation of the corporate accounting documents for Bolzoni S.p.A., as appointed by the Board of Directors of the Company with the resolution passed on April 27, 2007, with reference to the Interim Management Report approved today by the Board of Directors

do hereby declare

that the said report corresponds to the documented accounting results, books and book entries of Bolzoni S.p.A.

Podenzano, May 12, 2016

Bolzoni S.p.A.  
Marco Bisagni 