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Declaration on the Consolidated Financial Parameters of Estra S.p.A. and its subsidiaries – "The Estra Group" – at 31 December 2016, as envisaged in article 12, paragraph (vi) of the Bond Loan Regulations for "Estra S.p.A. 5% 2014-2019" (The "Regulations")

Based on the results found in the Estra Group's Consolidated Financial Statements at 31 December 2016 and the definitions pursuant to Article 1 of the Regulations, the financial parameters envisaged in the Regulations are declared to be respected, as reported below:

(a) Group Interest Coverage Ratio: equal to or greater than 3.3x;

(b) Group Leverage Ratio: equal to or less than 1.2x;

(c) Ratio between the Group's Net Financial Debt and EBITDA: equal to or less than 4.5x.

The Group Consolidated Financial Statements 2016 were prepared in accordance with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) and approved by the European Commission, integrating the relative interpretations of the International Financial Reporting Standards Interpretations Committee (Ifrs Ic), previously known as the Standing Interpretations Committee (Sic), as well as the measures implemented by art. 9 of Italian Legislative Decree no. 38/2005.

The Group has decided that the transition to the new accounting standards will be on 1 January 2015. The document "Transition to the International Accounting Standards IAS/IFRS", annexed to the Notes to the Consolidated Financial Statements, outlines the effects that the transition to the International Accounting Standards IAS/IFRS will have on the most recently approved Consolidated Financial Statements at 31 December 2015.

In order to confirm the compliance with the financial parameters envisaged in the Regulations, the parameters were determined according to the corresponding items in the Consolidated Financial Statements, prepared in accordance with the IFRS.

Article 1 of the Regulations states that the calculation should be based on the results in the Consolidated Financial Statements, prepared in accordance with the Italian accounting standards and drawn up according to the provisions of art. 2425 and art. 2424 of the Italian Civil Code in force at the Issue Date of the Bond Loan.

The Calculation Table for the aforementioned consolidated Financial Parameters at 31 December 2016 is annexed to this Declaration.

Prato, 30 May 2017

Chief Executive Officer

(Alessandro Piazzi)

Alessandro Piazzi

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ANNEX

Calculation Table for the Consolidated Financial Parameters at 31 December 2016 pursuant to article 12 (vi) of the Bond Loan Regulations "E.S.TR.A. S.P.A. 5% 2014 – 2019"

Amounts in thousands of Euro

DEFINITIONS

"EBITDA"

Algebraic sum of the following Income Statement items pursuant to article 2425 of the Italian Civil Code:

1. (+) A) production value;
2. (-) B) production costs;

3. (+) production costs for use of third party assets pursuant to number 8) of letter B) (only for the portion relative to fees for financial or operating lease operations, relative to assets enjoyed through leasing, in the case in which the financial statements are not already prepared in accordance with the criteria of IAS 17);

4. (+) depreciation, amortisation and write-downs pursuant to number 10) of letter B), consisting of the following sub-items:

a) amortisation of intangible fixed assets;
b) depreciation of tangible fixed assets;
c) other write-downs of fixed assets.

Algebraic sum of the following "Consolidated Statement of Profit (loss) for the year" items prepared in accordance with the IAS/IFRS:

1. (+) Revenues *;	1,044,283
2. (-) Operating costs **;	(1,006,195)
3. (+) amortisation, provisions and write-downs, solely relative to the following sub-items:	
a) amortisation of intangible assets;	26,262
b) depreciation of tangible assets;	3,944
c) write-down of tangible assets.	2,582

* net of gains from extra-feature management
** net of losses on disposals

TOTAL EBITDA	**70,878**

NET FINANCIAL DEBT ("D")

Total algebraic sum of:

1. Items recognised under the Balance Sheet Liabilities (letter D), pursuant to article 2424 of the Italian Civil Code:

(+) 1 – Bonds;
(+) 2 – Convertible bonds;
(+) 3 – Shareholder loans;
(+) 4 – Payables to banks;
(+) 5 – Payables to other lenders;
(+) 8 – Bills of exchange payables (for the financial portion);
(+) 9 – Net payables to subsidiaries (solely financial components are to be included in the calculation);
(+) 10 – Net payables to associated companies (solely financial components are to be included in the calculation);
(+) 11 – Net payables to holding companies (solely financial

ANNEX

Calculation Table for the Consolidated Financial Parameters at 31 December 2016 pursuant to article 12 (vi) of the Bond Loan Regulations "E.S.TR.A. S.P.A. 5% 2014 – 2019"

	components are to be included in the calculation);	
	(+) 14 – Other payables (solely financial components are to be included in the calculation).	
2. Items recognised under the Balance Sheet Assets (letter C), pursuant to article 2424 of the Italian Civil Code:		
	(-) III 6) – Other securities (provided they are traded on regulated markets), it being understood that in the case of securities with an original duration of more than 1 (one) year, only government securities are to be included in the calculation;	
	(-) IV – Cash and cash equivalents (including bank and postal deposits, cheques, cash and cash equivalents on hand);	
3. (+) Residual payables relative to the capital portions of existing leasing operations (calculated based on International Accounting Standard IAS 17), when not already included in the items above.		
Total algebraic sum of:		
1. Items of a financial nature entered in the Liabilities section of the Consolidated Statement of Financial Position prepared in accordance with IAS/IFRS:		
	· (+) Non-current portion of long-term financial liabilities	334,807
	· (+) Current portion of long-term financial liabilities	52,143
	· (+) Short-term financial liabilities	115,815
2. Items recorded in the Assets section of the Consolidated Statement of Financial Position prepared in accordance with IAS/IFRS:		
	· (-) Cash and cash equivalents	(299,235)
TOTAL NET FINANCIAL DEBT		**203,530**
OWN ASSETS ("E")		
Total algebraic sum of the amounts relative to the following Balance Sheet items pursuant to article 2424 of the Italian Civil Code:		
1. (+) A) in the Liabilities - Shareholders' Equity;		
2. (-) A) in the Assets - Receivables from shareholders not yet paid;		
3. (-) B.III.4 in the Assets - Treasury shares (among long-term investments);		
4. (-) C.III.5 in the Assets - Treasury shares (among current assets);		
5. (+) Shareholder loans (in any form), subordinated.		
Total algebraic sum of the amounts relating to the following items included in the Consolidated Statement of Financial Position prepared in accordance with IAS/IFRS:		
1. (+) Shareholders' Equity		320,521
TOTAL OWN ASSETS		**320,521**

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ANNEX

Calculation Table for the Consolidated Financial Parameters at 31 December 2016 pursuant to article 12 (vi) of the Bond Loan Regulations "E.S.TR.A. S.P.A. 5% 2014 – 2019"

FINANCIAL PARAMETERS	
1. INTEREST COVERAGE RATIO	**5.3**
Ratio between:	
(i) EBITDA	70,878
(ii) interest expense and other financial charges owed by the Group in relation to the relative net financial debt.	13,332
2. LEVERAGE RATIO	**0.63**
Financial leverage ratio between:	
(i) Net financial debt	203,530
(ii) Own assets	320,521
3. RATIO BETWEEN THE GROUP'S NET FINANCIAL DEBT AND EBITDA	**2.87**
Ratio between:	
(i) Net financial debt	203,530
(ii) EBITDA	70,878

Chief Executive Officer

(Alessandro Piazzi)