



## **EXTRAORDINARY SHAREHOLDERS' MEETING APPROVES THE MANDATE OF THE BOARD OF DIRECTORS FOR A CAPITAL INCREASE TO MAXIMUM EURO 200 MILLION**

*Cesena, September 5, 2014* - The Extraordinary Shareholders' meeting of TREVI - Finanziaria Industriale S.p.A. ("Trevifin" or the "Company"), which met today, has resolved to grant, pursuant to art. 2443 of the Italian Civil Code, the Board of Directors the power to increase the share capital up to an amount of Euro 200 million within a twelve months period from today, through the issue of new ordinary shares having the same characteristics of those outstanding, to be offered preemptively to shareholders pursuant to art. 2441 of the Civil Code ("Capital Increase") with the widest powers to establish, in compliance with these limits the terms and conditions of the Capital Increase, including the issue price. The Shareholders Meeting has therefore resolved to amend Article 6 of the Articles of Association by inserting a new paragraph that contains the terms with which it has given the faculty to the Board of Directors to increase the share capital.

As announced to the market on July 30<sup>th</sup> 2014, Fondo Strategico Italiano (FSI), directly and through its subsidiary FSI Investimenti S.p.A., on one side, and Davide Trevisani (founder and Chairman of the Company, with a stake of 1.544%) and Trevi Holding SE (controlling shareholder owning a stake of 49.013%), on the other side, have entered into an Investment Agreement under which the parties committed to subscribe a part of the Capital Increase equal to 50.557% (for a maximum total amount of ca. Euro 101 million), according to proportions to be determined at the time of the launch of the Capital Increase. The undertakings of the parties under the Investment Agreement are subject to certain customary conditions precedent, including that the execution of the Agreement shall not result in an obligation to launch a mandatory tender offer on the shares of the Company.

Banca IMI S.p.A., which will act as Global Coordinator and Bookrunner of the rights issue, has signed a pre-underwriting agreement with Trevifin under which it has committed, subject to certain customary terms and conditions, to guarantee the subscription of the newly issued shares that should result unsubscribed at the end of the rights offer, up to an amount of approximately Euro 99 million.

The capital increase is intended to equip the TREVI Group of new capital resources to be allocated to the pursuit of the development opportunities of its target markets.

It is expected that, following shareholders' approval and procedural formalities, the transaction could be completed by the end of 2014, subject to the obtaining of the necessary authorizations and to market conditions.

Related Press Release: July 30, 2014

*This press release and the information contained herein do not include or constitute an offer to sell securities or a solicitation of an offer to buy securities in the United States, Australia, Canada or Japan or any other country where such offer or solicitation would be subject to authorization by*

*local authorities or otherwise prohibited by law (the "Other Countries"). This and part of it or its distribution cannot form the basis of, or be relied on in the same respect, any agreement or investment decision. The securities have not been and will not be registered in the United States under the United States Securities Act of 1933 (as amended) (the "Securities Act"), or under the laws in force in the Other Countries. The securities may not be offered or sold in the United States or to U.S. persons, except that they are registered under the Securities Act or pursuant to an exemption from registration under the Securities Act.*

## **About TREVI GROUP:**

Trevi Group is a worldwide leader in the field of soil engineering (special foundations, tunnel excavation, soil consolidation and the building and marketing of special rigs and equipment relevant to this engineering sector); the Group is also active in the drilling sector (oil, gas and water) both in the production of plant and the supply of services, and it also builds automated underground car parks. The Group was established in Cesena in 1957 and today has more than 30 branches and is present in over 80 countries. Its success is due to the vertical integration of the main divisions making up the Group: **Trevi**, the division that supplies special services in the field of soil engineering, **Petreven**, the oil drilling division of the Group, **Soilmec**, the division that produces and develops plant and machinery for soil engineering and **Drillmec** the division that produces and develops drilling rigs (oil, gas and water).

The parent company TREVI – Finanziaria Industriale Spa has been listed on the Milan stock exchange since July 1999. The key financial figures for 2013 are: Total revenues of €1,275.8 million, EBITDA of €143.8 million (margin of 11.3%), EBIT of €80.3 million (margin of 6.3%), and NET PROFIT of €13.8 million.

More information can be found on the website: [www.trevifin.com](http://www.trevifin.com).

## **For further information:**

Investor Relations:	Stefano Campana Josef Mastragostino Cristina Trevisani	0547 319 411 0547 319 448 0547 319 528	<a href="mailto:scampana@trevifin.com">scampana@trevifin.com</a> <a href="mailto:imastragostino@trevifin.com">imastragostino@trevifin.com</a> <a href="mailto:crtrevisani@trevifin.com">crtrevisani@trevifin.com</a>
Group Communication Office:	Franco Cicognani	0547 319 503	<a href="mailto:fcicognani@trevifin.com">fcicognani@trevifin.com</a>
Press office:	Studio Mailander	011 5527 311	