



## **Press Release in accordance with Article 84-*bis*, paragraph 3, of the regulation adopted with Consob Resolution no. 11971 of 14 May 1999 as subsequently modified (the “Regulation for Issuers”) regarding the adoption of a Stock Grant Plan**

**Cesena, 11 April 2016** – Today, the Board of Directors of Trevi – Finanziaria Industriale S.p.A. (the “**Company**”), following a proposal of the Nominations and Remuneration Committee and, also in accordance with Article 2389 of the Italian Civil Code, with the favourable opinion of the Board of Statutory Auditors, resolved to propose to the Shareholders’ Meeting the approval of a plan to grant ordinary shares free of charge (the “**Stock Grant Plan**”) to permanent employees of the Company and to directors with specific responsibilities within the Company or the companies it controls under Article 2359 of the Italian Civil Code (the “**Subsidiaries**” and, together with the Company, the “**Group**”) who will be identified, by the Board of Directors, on the proposal of the Nomination and Remuneration Committee, between persons having significant strategic roles or who are part of the management of the Company and the Subsidiaries.

### **Scope of the Plan**

The Plan aims to promote the loyalty of the directors and employees of the Company and its Subsidiaries who hold key positions and are, therefore, more directly responsible for the corporate results and to motivate them to remain within the Group with a view to create value for both the Company and its shareholders.

### **Beneficiaries**

The beneficiaries of the Stock Grant Plan will be identified by the Board of Directors, on the proposal of the Nomination and Remuneration Committee, having verified the existence of certain conditions, among the permanent employees and/or the directors of the Company and of its Subsidiaries having significant strategic roles or who are part of the management of the Company and of the Subsidiaries (the “**Beneficiaries**”).

The identity of the Beneficiaries and the other information required under paragraph 1, Schedule 7, Annex 3A to the Regulation for Issuers will be provided, where applicable, at the time of the execution of the Plan, in accordance with the requirements under Article 84-*bis*, paragraph 5, letter a) of the Regulation for Issuers.

### **Characteristics of the Plan**

Under the Stock Grant Plan, the Beneficiaries will be granted with rights entitling to receive up to 500,000 ordinary shares of the Company, dematerialised, with a nominal value of Euro 0.50 per share and listed on the Italian Stock Exchange (*Mercato Telematico Azionario*) organised and managed by Borsa Italiana S.p.A. (equal to 0.3038% of the share capital entitled to vote and to 0.3034% of the ordinary share capital).

The decision on the allocation and the number of rights to be granted to each Beneficiary will be decided by the Board of Directors during 2016, in one or more times, on the proposal of the Nomination and

Remuneration Committee, on the basis of the role and responsibilities of each Beneficiary within the Company and the Group.

Each Beneficiary will have the right to receive one share free of charge for each vested right at the end of the three-year vesting period 2016-2018.

The rights will vest and thereby will give the right to receive the underlying shares at the end of the three-year period 2016-2018 subject to the relevant vesting conditions be met and verified by the Board of Directors.

Specifically, (i) 50% of the total number of rights granted to each Beneficiary will vest at the end of the vesting period conditional upon the relationship between the employee or director and the Company or one of its subsidiaries being in place and (ii) 50% of the total number of rights given to a Beneficiary will vest at the end of the vesting period conditional upon the performance objectives being reached and the relationship between the employee or director and the Company or one of its subsidiaries being in place. The performance objectives will be determined by the Board of Directors on the proposal of the Nomination and Remuneration Committee with respect to indicators consistent with the strategic priorities of the Group with a view to be sustainable over time and aligned with the interests of the shareholders.

20% of the shares actually granted to each Beneficiary at the end of the vesting period will be subject to a lock-up period of twelve months starting from the date the shares will be granted.

All shares will be delivered by 30 June 2019.

In relation to the Plan, the Board of Directors as at 23 March 2016, as announced to the market, resolved to propose to the Shareholders' Meeting to approve the renewal of the authorisation to acquire and dispose of Trevifin ordinary shares, in accordance with Articles 2357 and 2357-ter of the Italian Civil Code and Article 132 of the Consolidated Finance Act and the relative implementation provisions, specifically providing that the treasury shares so acquired can be used for incentive plans that have the same characteristics as the Plan.

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The Board of Directors' explanatory report and the Information Document for the Stock Grant Plan will be made available to the public within the legal time requirements for the Shareholders' Meeting that has been convened at first call in 13 May 2016 at 11.00 hours and, if required, at second call on 16 May 2016 at 11.00 hours, in accordance with the requirements of Articles 114-bis and 125-ter, paragraph 1, of Legislative Decree of 24 February 1998 no. 58 and subsequent amendments and 84-bis and 84-ter of the Regulation for Issuers.

### **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 2015 are: Total revenues of €1,342.3 million, EBITDA of €8.9 million (margin of 0.7%), a negative EBIT of €87.8 million, and a Net Loss of €115.2 million. More information can be found on the website: [www.trevifin.com](http://www.trevifin.com).

### **For further information:**

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