

PRESS RELEASE

ELICA S.p.A.

SHAREHOLDERS' AGM

- **2011 Elica S.p.A. Annual Accounts approved;**
- **Remuneration Report approved;**
- **Chairman and Board of Directors of Elica S.p.A. appointed, to remain in office for the years 2012, 2013 and 2014;**
- **Board of Statutory Auditors of Elica S.p.A. appointed, to remain in office for the years 2012, 2013 and 2014;**
- **Purchase and utilisation of treasury shares authorised.**

Fabriano, April 27, 2012 – The Shareholders' AGM of Elica S.p.A., the parent company of a Group that is the leading manufacturer of kitchen range hoods, met today in Fabriano in ordinary session and **approved** the followings points on the agenda:

- Financial statements for the year ended December 31, 2011 of Elica S.p.A.; Directors' Report; Board of Statutory Auditor's Report; Independent Auditors' Report; resolutions thereon. Presentation of the Consolidated Financial Statements at December 31, 2011. The Shareholders' AGM also noted the consolidated results in 2011 in which Elica Group consolidated revenues amounted to Euro 378.4 million, an increase of 2.8% on the previous year. The principal growth drivers - both for the Motors Area and the Cooking Area - were increased sales volumes and the improved price/mix. Consolidated revenues in 2011 were significantly ahead of the overall range hood global market¹(-4.6%) - with a particularly strong performance vs. the market in the Americas². **Cooking Area revenues increased 1.9%. Own brand revenues grew 7.3%** on 2010 - owing also to the sales of the Indian and Chinese companies³. **The Motors area grew revenues by 7.4%** on 2010 thanks to the expansion of the "heating" segment and strong performances across all segments. Revenues by **principal geographic sales area**⁴ report a slight contraction of **1.4% in Europe** with the **Americas** returning a **significant increase of 20.1%** - a performance mirrored by growth in the **Other geographic areas of 18.3%** - principally due to the consolidation of the Indian and Chinese companies⁵. **EBITDA** amounted to **Euro 26.5 million** compared to Euro 26.2 million in 2010, a **7.0% revenue margin**. **The 1.3% increase in the margin** is a result of the continued operational efficiency improvements and the innovation investments which offset the significant raw material cost increases, in particular iron, copper and oil-based materials. The **EBIT** amounted to **Euro 12.0 million** compared to Euro 10.6 million in 2010 (**a margin of 3.2%**) - **increasing 14.1% on 2010**. **The Group Net Profit totalled Euro 4.2 million – a 1.1% revenue margin**, in line with Euro 4.3 million in 2010, which included however non-recurring financial income of approx. Euro 0.9 million concerning the fee paid by Whirlpool following the purchase of Elica shares. The **Net Debt at December 31, 2011** amounted to **Euro 68.8 million** - from Euro 34.9 million at December 31, 2010, principally due to the

¹ Data in volumes

² Includes North, Central and South America.

³ 2011 results including those of the Indian company Elica PB India Private Ltd and the Chinese company Zhejiang Putian Electric Co. Ltd. consolidated respectively from July and October 2010.

⁴ Data concerns sales revenues by geographic area and therefore does not refer to the breakdown by operating segment according to the various Group company locations.

⁵ See Note 3.

payment for the further 15% stake in the Chinese company Putian⁶, concluded in April, but decreasing by Euro 8.5 million on Euro 77.3 million at September 30, 2011. Elica S.p.A., as well as operating its own activities, carries out coordination and control activities for all of the subsidiary companies. In 2011, Elica S.p.A. revenues totaled Euro 295.4 million, growth of 15.8% on the previous year. Revenue growth took place both in the Cooking and Motors areas. EBITDA increased by 14.2%, thanks both to revenue growth and the actions implemented to streamline the operational costs structure. A loss of Euro 26.9 million is reported compared to Euro 1.6 million in 2010, and was significantly impacted by the recognition of an impairment on the Chinese subsidiary Putian⁷ for Euro 27.8 million - following an altered marketplace and the actions undertaken by the Group to protect future development in China. In order to preserve the competitive position, in particular the awareness of the “Puti” brand - a principal driver of future sales growth of the subsidiary - the Group decided to increase investments in commercial and product development. The entry into the Chinese market is a strategic investment for the Elica Group and is evaluated over a 5 year time span. China is the largest range hood and kitchen hob market globally, in which principally only Chinese players operate. The future Group development plans for this strategic area include, alongside the growth of the Puti brand business, also the start up of third party brand production, in addition to the launch of the Elica brand itself in China and the establishment of a new platform for the production and sale of motors in Asia.

“The actions outlined will combine to establish us as a leading player in this vital market” stated **Andrea Sasso, Chief Executive Officer** of the Elica Group. “In addition on the approval of the 2012 First Quarter Results we will announce our 2012 forecasts, which will not be an easy year but, as previously indicated, the Group will grow both revenues and margins”.

- In accordance with Article 123 *ter*, paragraph 6 of Legs. Decree No. 58/1998, the Shareholders’ AGM of Elica S.p.A., considering the content of the Remuneration Report filed on April 5, 2012 and made available to the public on the internet site of the company www.elicagroup.com, expressed its approval of the first section of the report. The results of the vote will be made available to the public in accordance with Article 125 *quater*, paragraph 2 of the same Decree.
- Appointment of the Board of Directors, who will remain in office for the years 2012, 2013 and 2014 until the Shareholders’ AGM called for the approval of the 2014 Annual Accounts, which shall consist of seven members. The Directors, nominated in the slate filed by the majority shareholder FAN Srl and receiving a majority of votes, were: Francesco Casoli, born in Senigallia on 5/6/1961, who assumes the office of Chairman; Andrea Sasso, born in Rome on 24/08/1965; Gianna Pieralisi, born in Monsano (AN) on 12/12/1934; Gennaro Pieralisi, born in Monsano on 14/2/1938; Stefano Romiti, born in Roma on 17/11/1957; Giuseppe Perucchetti, born in Varese on 30/10/1958. While Elena Magri, born in Brescia on 19/07/1946, proposed in the slate presented by the minority shareholder IMMI Invest Srl and First Capital SpA, and receiving a majority of votes was appointed an independent director. Giuseppe Perucchetti, Stefano Romiti and Elena Magri declared their independence in accordance with the regulations in force and the Self-Governance Code.
- The 3 members of the Board of Statutory Auditors and the 2 alternate auditors, who will remain in office for the years 2012, 2013 and 2014, were appointed as follows: Corrado Mariotti, born in Numana on 29/2/1944, assumes the role of Chairman of the Board of Statutory Auditors as the first candidate on the minority slate; Gilberto Casali, born in Jesi on 14/1/1954, elected statutory auditor from the majority slate; Stefano Marasca, born in Osimo on 9/8/1960, elected statutory auditor from the majority slate; Franco Borioni, born in Jesi on 23/6/1945, alternate

⁶ Zhejiang Putian Electric Co. Ltd

⁷ See Note 6.

auditor from the majority slate; Daniele Capecci, born in Jesi on 3/4/1972, alternate auditor from the minority slate.

- The Shareholders' AGM also approved the authorisation to purchase and utilise treasury shares, pursuant to article 2357 and 2357 ter of the Civil Code, in order to provide the company with an important instrument of strategic and operative flexibility. The authorisation concerns the purchase of ordinary company shares up to a maximum of 20% of the share capital, therefore 12,664,560 ordinary shares and runs for a period of 18 months from the date of the Shareholders' Meeting resolution, while the authorisation to utilise such shares is without time limit. The purchase price per ordinary share is fixed in the amount of: (a) not below a minimum of 95% of the official price recorded of the share in the trading session before each operation (b) not above a maximum (i) Euro 5 and (ii) 105% of the official price of the share in the trading session before each operation. It is expected that the purchases will be carried out at price conditions in line with that established by Article 5 of Regulation (EC) No. 2273/2003 of December 22, 2003, and however in compliance with the applicable regulations and conditions and the limits fixed by Consob in relation to accepted industry guidelines, where applicable. The Board of Directors in concluding the individual treasury share buyback operations must comply with the operational conditions established by the market concerning the purchase of treasury shares of Consob in accordance with Article 180, paragraph 1, letter c) of the CFA with resolution No. 16839 of March 19, 2009, in addition to the applicable legal and regulatory provisions, including the Regulations as per Directive (EC) 2003/6 and the relative EU and national executing regulations, and in particular in compliance with Article 132 of the CFA, Article 144-*bis* first paragraph, letter b) of the Issuers' Regulations and Regulation (EC) 2273/2003, in order to ensure equal treatment among shareholders. The Company today held 3,166,140 ordinary treasury shares, comprising 5% of the share capital.

The Financial Statements approved by the Shareholders' Meeting and the Consolidated Financial Statements of the Elica Group at December 31, 2011, together with the documentation required by law, are available to the public at the registered office and at Borsa Italiana S.p.A. and are available also on the internet site www.elicagroup.com, in the Investor Relations section.

Based on the information available to the Company, none of the Directors hold Elica S.p.A. shares, with the exception of Francesco Casoli, who holds 134,000 Elica S.p.A. shares and Gianna Perialisi who holds 52,000 Elica S.p.A. shares directly and 33,556,690 indirectly.

The documentation relating to the members of the Board of Directors and Board of Statutory Auditors appointed, including the curriculum vitae and the declarations of independence of the independent directors appointed is available in the Investor Relations/Notices and Documents section on the Internet site www.elicagroup.com.

Declaration pursuant to art. 154-bis, paragraph two, of the Consolidated Finance Act

The Chief Executive Officer, Mr. Andrea Sasso and the Executive responsible for the preparation of corporate accounting documents, Mr. Alberto Romagnoli, declare, pursuant to section 2 of Article 154 bis of the Consolidated Finance Act, that the present press release corresponds to the underlying accounting documents, records and accounting entries.

The **Elica Group** has been present in the cooker hood market since the 1970s, is chaired by Francesco Casoli and led by Andrea Sasso and today is the world leader in terms of units sold. It is also a European leader in the

design, manufacture and sale of motors for central heating boilers. With approx. 3,000 employees and an annual output of over 18 million units, the Elica Group has 9 plants - of these, four are in Italy, one is in Poland, one in Mexico, one in Germany, one in India and one in China. With many years' experience in the sector, Elica has combined meticulous care in design, judicious choice of material and cutting edge technology guaranteeing maximum efficiency and reducing consumption making the Elica Group the prominent market figure it is today. The Group has revolutionised the traditional image of the kitchen cooker hood: it is no longer seen as simple accessory but as a design object which improves the quality of life.

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