

(Translation from the Italian original which remains the definitive version)

## Shareholders' meeting called pursuant to article 2446 of the Italian Civil Code

**Turin, 22 December 2015** – The Board of Directors of Pininfarina S.p.A., chaired by Paolo Pininfarina, met today to examine the company's financial position and performance as at and for the period ended 31 October 2015 and resolved to call an ordinary shareholders' meeting for 5 February 2016 on first call and for 8 February 2016 on second call with the following agenda: "Resolutions relating to the circumstances covered by article 2446 of the Italian Civil Code".

The notice calling the above meeting will be published in the newspaper "Italia Oggi" of 15 January 2016 and on the company's website ([www.pininfarina.com](http://www.pininfarina.com)). The related documentation will be made available in accordance with the methods and terms prescribed by the law.

As a result of the loss of €9.3 million for the ten months ended 31 October 2015, Pininfarina S.p.A. now falls under the circumstances covered by article 2446 of the Italian Civil Code.

It is worth mentioning that, due to its financial position and performance of the previous years, in 2011, the company prepared its 2012-2018 business and financial plan and signed a second Rescheduling Agreement with the lending institutions, effective from May 2012, which replaced the previous agreement that had become effective in December 2008.

Roughly three years later, the figures for the first ten months of 2015 confirm that noted by the directors when the 2014 annual report was approved, namely, that the Group's growth and cash flows from operations are not in line with the previous business and financial plan's forecasts, which has been replaced by the plan approved on 27 November 2015.

Given the company's operating and financial weaknesses, the Board of Directors endeavoured to provide Pininfarina S.p.A. with new financial and business opportunities and to find the resources necessary for its recapitalisation and growth and to stabilise its cash flows. To this end and in agreement with the lending institutions, an investment agreement (**Agreement**) between Pincar S.r.l. in liquidation (**Pincar**) - Pininfarina S.p.A.'s controlling shareholder – and Mahindra & Mahindra Ltd. and TechMahindra Ltd. (**the Investors**) was signed on 14 December 2015.

The Agreement's closing is conditional upon a number of conditions, including the effectiveness of Pininfarina's debt restructuring agreement, the authorisation of Pincar's debt restructuring agreement pursuant to article 182-bis of the bankruptcy law and the authorisation of the transaction by the relevant anti-trust authorities). In addition to the Investors' purchasing the Pininfarina shares held by Pincar, the arrangements reached provide for a capital increase for all shareholders, a new debt Rescheduling Agreement between the company and the lending institutions for 2016-2025 and a grace period for the debt repayment from 14 December 2015 to 30 June 2016 (the deadline for the closing).

Once the above arrangements have been executed (within the first half of 2016), the company will immediately benefit from their positive effects in terms of its capitalisation and ability to repay the outstanding debt. As a result, it will no longer fall within the scope of article 2446 of the Italian Civil Code and its ability to continue as a going concern will be ensured.

### Contacts:

#### Pininfarina:

Gianfranco Albertini, CFO and Investor Relators, tel. +39.011.9438367

Francesco Fiordelisi, Corporate and Product Communication Manager, tel. +39.011.9438105/335.7262530

#### Studio Mailander:

Carolina Mailander, tel. +39.011.5527311/335.6555651

## INTERIM FINANCIAL STATEMENTS

The interim financial statements as at and for the ten months ended 31 October 2015 have not been audited or reviewed by the independent auditors.

Pursuant to article 154-bis.2 of the Consolidated finance act, the manager in charge of financial reporting, Gianfranco Albertini, states that the financial disclosures provided in this press release are consistent with the relevant documentation, ledgers and accounting records.

**Statement of financial position**

	Note	31.10.2015	31.12.2014
Land and buildings	1	45,058,531	45,748,122
Land		11,176,667	11,176,667
Buildings		26,000,703	26,391,504
Leased property		7,881,161	8,179,951
Plant and machinery	1	5,167,611	4,925,864
Machinery		440,730	155,007
Plant		4,726,881	4,770,857
Leased machinery and equipment		-	-
Furniture, fixtures and other assets	1	851,908	972,844
Furniture and fixtures		20,434	29,343
Hardware and software		469,095	562,642
Other assets, including vehicles		362,379	380,859
Assets under construction		-	-
<b>Property, plant and equipment</b>		<b>51,078,050</b>	<b>51,646,830</b>
<b>Investment property</b>			
Goodwill		-	-
Licences and trademarks	2	954,503	1,102,263
Other		-	-
<b>Intangible assets</b>		<b>954,503</b>	<b>1,102,263</b>
Subsidiaries	3	21,577,447	21,577,447
Associates		-	-
Joint ventures		-	-
Other companies	4	645	645
<b>Equity investments</b>		<b>21,578,092</b>	<b>21,578,092</b>
<b>Deferred tax assets</b>			
Held-to-maturity investments		-	-
Loans and receivables	5	2,075,953	4,265,466
Third parties		-	-
Related parties		2,075,953	4,265,466
Available-for-sale financial assets		-	-
<b>Non-current financial assets</b>		<b>2,075,953</b>	<b>4,265,466</b>
<b>TOTAL NON-CURRENT ASSETS</b>		<b>75,686,598</b>	<b>78,592,651</b>
Raw materials		112,154	32,422
Work in progress		-	-
Finished goods		161,561	162,594
<b>Inventories</b>	7	<b>273,715</b>	<b>195,016</b>
<b>Contract work in progress</b>	8	<b>3,530,196</b>	<b>3,138,000</b>
Assets held for trading	6	16,387,608	16,358,515
Loans and receivables	5	-	-
Third parties		-	-
Related parties		-	-
Available-for-sale financial assets		-	-
<b>Current financial assets</b>		<b>16,387,608</b>	<b>16,358,515</b>
<b>Derivatives</b>			
Trade receivables	9	4,774,926	9,616,399
Third parties		3,895,957	9,134,242
Related parties		878,969	482,157
Other assets	10	4,672,808	14,895,521
<b>Trade receivables and other assets</b>		<b>9,447,734</b>	<b>24,511,920</b>
Cash on hand and cash equivalents		235	909
Short-term bank deposits		21,702,579	16,615,264
<b>Cash and cash equivalents</b>	11	<b>21,702,814</b>	<b>16,616,173</b>
<b>TOTAL CURRENT ASSETS</b>		<b>51,342,067</b>	<b>60,819,624</b>
<b>Assets held for sale</b>			
<b>TOTAL ASSETS</b>		<b>127,028,665</b>	<b>139,412,275</b>

### Statement of financial position

	Note	31.10.2015	31.12.2014
Share capital	12	30,150,694	30,150,694
Share premium reserve	12	-	-
Reserve for treasury shares	12	175,697	175,697
Legal reserve	12	6,033,331	6,033,331
Other reserves	12	2,646,208	2,646,208
Losses carried forward	12	(10,007,844)	(7,164,992)
Loss for the period/year		(9,323,646)	(2,971,795)
<b>EQUITY</b>		<b>19,674,440</b>	<b>28,869,143</b>
Finance lease liabilities		46,082,766	43,547,218
Other loans and borrowings		28,612,836	27,038,513
Third parties		28,612,836	27,038,513
Related parties		-	-
<b>Non-current loans and borrowings</b>	<b>13</b>	<b>74,695,602</b>	<b>70,585,731</b>
<b>Deferred tax liabilities</b>		-	-
Italian post-employment benefits		4,285,787	4,711,478
Other		-	-
<b>Post-employment benefits</b>		<b>4,285,787</b>	<b>4,711,478</b>
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>78,981,389</b>	<b>75,297,209</b>
Bank overdrafts		-	-
Finance lease liabilities		5,826,768	5,826,768
Other loans and borrowings		8,293,531	10,937,319
Third parties		8,121,283	10,639,738
Related parties		172,248	297,581
<b>Current loans and borrowings</b>	<b>13</b>	<b>14,120,299</b>	<b>16,764,087</b>
Wages and salaries payable		2,133,319	1,819,945
Social security charges payable		501,929	1,004,607
Other		977,780	1,550,299
<b>Other financial liabilities</b>	<b>14</b>	<b>3,613,028</b>	<b>4,374,851</b>
Third parties		7,602,629	7,725,254
Related parties		371,503	924,042
Advances for contract work in progress		966,978	2,734,251
<b>Trade payables</b>	<b>14</b>	<b>8,941,110</b>	<b>11,383,547</b>
Direct tax liabilities		-	-
Other tax liabilities	<b>16</b>	-	376,850
<b>Current tax liabilities</b>		-	<b>376,850</b>
<b>Derivatives</b>		-	-
Provision for product warranty		54,634	58,650
Restructuring provision		1,030,225	442,615
Other provisions		113,540	345,323
<b>Provisions for risks and charges</b>	<b>15</b>	<b>1,198,399</b>	<b>846,588</b>
<b>Other liabilities</b>	<b>14</b>	<b>500,000</b>	<b>1,500,000</b>
<b>TOTAL CURRENT LIABILITIES</b>		<b>28,372,836</b>	<b>35,245,923</b>
<b>TOTAL LIABILITIES</b>		<b>107,354,225</b>	<b>110,543,132</b>
Liabilities associated with assets held for sale		-	-
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>127,028,665</b>	<b>139,412,275</b>

**Income statement**

	Note	Ten months ended 31.10.2015	Ten months ended 31.10.2014
Revenue from sales and services	17	32,934,862	39,984,622
Internal work capitalised		-	-
Change in inventories and contract work in progress		391,163	1,020,860
Change in contract work in progress		392,196	1,005,111
Change in finished goods and work in progress		(1,033)	15,749
Other revenue and income	18	3,723,205	3,190,284
<b>Value of production</b>		<b>37,049,230</b>	<b>44,195,766</b>
<b>Gains on sale of non-current assets and equity investments</b>	19	<b>50,000</b>	<b>705,228</b>
<i>Gain on sale of equity investments</i>		-	-
Raw materials and components	20	(6,292,853)	(6,249,701)
Change in raw materials		79,732	(570,841)
Inventory write-downs		-	-
<b>Raw materials and consumables</b>		<b>(6,213,121)</b>	<b>(6,820,542)</b>
Consumables		(556,525)	(829,240)
External maintenance		(881,027)	(665,852)
<b>Other variable production costs</b>		<b>(1,437,552)</b>	<b>(1,495,092)</b>
<b>External variable engineering services</b>	21	<b>(6,161,695)</b>	<b>(7,240,099)</b>
Blue collars, white collars and managers		(18,038,232)	(18,233,992)
Independent contractors and temporary workers		-	-
Social security contributions and other post-employment benefits		(921,205)	(1,063,188)
<b>Wages, salaries and employee benefits</b>	22	<b>(18,959,437)</b>	<b>(19,297,180)</b>
Depreciation of property, plant and equipment and investment property		(1,775,215)	(1,822,729)
Amortisation of intangible assets		(312,993)	(283,129)
Losses on sale of non-current assets and equity investments		-	-
(Additions to)/utilisation of provisions and impairment losses	23	(806,467)	29,676
<b>Amortisation, depreciation and impairment losses</b>		<b>(2,894,675)</b>	<b>(2,076,182)</b>
<b>Net exchange rate gains</b>		<b>1,041</b>	<b>2,425</b>
<b>Other expenses</b>	24	<b>(7,603,815)</b>	<b>(6,884,684)</b>
<b>Operating loss</b>		<b>(6,170,024)</b>	<b>1,089,640</b>
<b>Net financial expense</b>	25	<b>(4,330,857)</b>	<b>(3,895,740)</b>
<b>Dividends</b>	26	<b>1,001,040</b>	<b>1,001,040</b>
<b>Loss before taxes</b>		<b>(9,499,841)</b>	<b>(1,805,060)</b>
<b>Income taxes</b>	16	<b>176,195</b>	<b>144,842</b>
<b>Loss for the period</b>		<b>(9,323,646)</b>	<b>(1,660,218)</b>

**Statement of comprehensive income**

	Ten months ended 31.10.2015	Ten months ended 31.10.2014
<b>Loss for the period</b>	<b>(9,323,646)</b>	<b>(1,660,218)</b>
<b>Other comprehensive income:</b>		
<b>Items that will not be reclassified to profit or loss:</b>		
- Actuarial gains on defined benefit plans - IAS 19	128,943	4,600
- Income taxes	-	-
- Other	-	-
<b>Total items of other comprehensive income that will not be reclassified to profit or loss, net of tax effect:</b>	<b>128,943</b>	<b>4,600</b>
Items that will or may be subsequently reclassified to profit or loss:		
- Gains (losses) from translation of financial statements of foreign operations - IAS 21	-	-
- Other	-	-
<b>Total items of other comprehensive income that will be subsequently reclassified to profit or loss, net of tax effect:</b>	<b>-</b>	<b>-</b>
<b>Total other comprehensive income, net of tax effect</b>	<b>128,943</b>	<b>4,600</b>
<b>Comprehensive expense</b>	<b>(9,194,703)</b>	<b>(1,655,618)</b>

**Reclassified income statement**  
(€'000)

	Ten months ended					2014
	31.10.2015	%	31.10.2014	%	Variation	
Revenue from sales and services	32,935	88.90	39,985	90.47	(7,050)	51,228
Change in inventories and contract work in progress	391	1.06	1,021	2.31	(630)	(2,316)
Other revenue and income	3,723	10.04	3,190	7.22	533	3,933
<b>Value of production</b>	<b>37,049</b>	<b>100.00</b>	<b>44,196</b>	<b>100.00</b>	<b>(7,147)</b>	<b>52,845</b>
<b>Net gains on the sale of non-current assets</b>	<b>50</b>	<b>0.13</b>	<b>705</b>	<b>1.60</b>	<b>( 655)</b>	<b>705</b>
Materials and services (*)	(21,496)	(58.02)	(21,867)	(49.48)	371	(26,342)
Change in raw materials	80	0.22	(571)	(1.29)	651	(622)
<b>Value added</b>	<b>15,683</b>	<b>42.33</b>	<b>22,463</b>	<b>50.83</b>	<b>(6,780)</b>	<b>26,586</b>
Labour cost (**)	(18,959)	(51.17)	(19,297)	(43.66)	338	(23,797)
<b>EBITDA</b>	<b>(3,276)</b>	<b>(8.84)</b>	<b>3,166</b>	<b>7.17</b>	<b>(6,442)</b>	<b>2,789</b>
Amortisation and depreciation	(2,088)	(5.64)	(2,106)	(4.77)	18	(2,518)
(Additions to)/utilisation of provisions and impairment losses	(806)	(2.18)	30	0.07	(836)	311
<b>EBIT</b>	<b>(6,170)</b>	<b>(16.66)</b>	<b>1,090</b>	<b>2.47</b>	<b>(7,260)</b>	<b>582</b>
Net financial expense	(3,330)	(8.99)	( 2,895)	(6.55)	(435)	(3,771)
<b>Loss before taxes</b>	<b>(9,500)</b>	<b>(25.65)</b>	<b>(1,805)</b>	<b>(4.08)</b>	<b>(7,695)</b>	<b>(3,189)</b>
Income taxes	176	0.48	145	0.33	31	217
<b>Loss for the period/year</b>	<b>(9,324)</b>	<b>(25.17)</b>	<b>(1,660)</b>	<b>(3.75)</b>	<b>(7,664)</b>	<b>(2,972)</b>

(\*) Materials and services are net of utilisations of the provisions for product warranty and risks (€58 thousand and €142 thousand for the first ten months of 2014 and 2015, respectively).

(\*\*) Labour cost is net of utilisations of the restructuring provision (€1,753 thousand and €312 thousand for the first ten months of 2014 and 2015, respectively).

As required by Consob resolution no. DEM/6064293 of 28 July 2006, a reconciliation of the data in the interim separate financial statements with those in the reclassified schedules is provided below:

- Materials and services include raw materials and components, other variable production costs, external variable engineering services, exchange rate gains and losses and other expenses.
- Amortisation and depreciation comprise amortisation of intangible assets and depreciation of property, plant and equipment and investment property.
- (Additions to)/utilisation of provisions and impairment losses include additions to/utilisation of provisions, impairment losses and inventory write-downs.
- Net financial expense comprises net financial expense and dividends.

### Reclassified statement of financial position

(€'000)

	31.10.2015	31.12.2014	Variation	31.10.2014
<b>Net non-current assets (A)</b>				
Net intangible assets	955	1,102	(147)	1,035
Net property, plant and equipment and investment property	51,078	51,647	(569)	51,973
Equity investments	21,578	21,578	-	21,578
<b>Total A</b>	<b>73,611</b>	<b>74,327</b>	<b>(716)</b>	<b>74,586</b>
<b>Working capital (B)</b>				
Inventories	3,804	3,333	471	6,721
Net trade receivables and other assets	9,448	24,512	(15,064)	22,271
Trade payables	(8,941)	(11,384)	2,443	(9,815)
Provisions for risks and charges	(1,198)	(847)	(351)	(857)
Other liabilities	(4,114)	(6,250)	2,136	(5,218)
<b>Total B</b>	<b>(1,001)</b>	<b>9,364</b>	<b>(10,365)</b>	<b>13,102</b>
<b>Net invested capital (C=A+B)</b>	<b>72,610</b>	<b>83,691</b>	<b>(11,081)</b>	<b>87,688</b>
<b>Post-employment benefits (D)</b>	<b>4,286</b>	<b>4,711</b>	<b>(425)</b>	<b>4,469</b>
<b>Net capital requirements (E=C-D)</b>	<b>68,324</b>	<b>78,980</b>	<b>(10,656)</b>	<b>83,219</b>
<b>Equity (F)</b>	<b>19,674</b>	<b>28,869</b>	<b>(9,195)</b>	<b>30,465</b>
<b>Net financial debt (G)</b>				
Non-current loans and borrowings	72,620	66,321	6,299	79,305
Net current financial position	(23,970)	(16,210)	(7,760)	(26,551)
<b>Total G</b>	<b>48,650</b>	<b>50,111</b>	<b>(1,461)</b>	<b>52,754</b>
<b>Total as in E (H=F+G)</b>	<b>68,324</b>	<b>78,980</b>	<b>(10,656)</b>	<b>83,219</b>

### NET FINANCIAL DEBT

(€'000)

	31.10.2015	31.12.2014	Variation	31.10.2014
Cash and cash equivalents	21,702	16,616	5,086	11,117
Current assets held for trading	16,388	16,359	29	30,180
Current loans and receivables	-	-	-	-
Loan assets - related parties	-	-	-	-
Current bank overdrafts	-	-	-	-
Current finance lease liabilities	(5,827)	(5,827)	-	(5,827)
Loans and borrowings - related parties	(172)	(298)	126	(264)
Current portion of bank loans and borrowings	(8,121)	(10,640)	2,519	(8,655)
<b>Net current financial position</b>	<b>23,970</b>	<b>16,210</b>	<b>7,760</b>	<b>26,551</b>
Non-current loans and receivables - third parties	-	-	-	-
Non-current loans and receivables - related parties	2,076	4,265	(2,189)	4,346
Non-current held-to-maturity investments	-	-	-	-
Non-current finance lease liabilities	(46,083)	(43,547)	(2,536)	(48,829)
Non-current bank loans and borrowings	(28,613)	(27,039)	(1,574)	(34,822)
<b>Non-current loans and borrowings</b>	<b>(72,620)</b>	<b>(66,321)</b>	<b>(6,299)</b>	<b>(79,305)</b>
<b>NET FINANCIAL DEBT</b>	<b>(48,650)</b>	<b>(50,111)</b>	<b>1,461</b>	<b>(52,754)</b>