ROSETTI MARINO

Financial Statements

31 December 2012

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1. DIRECTORS' REPORT ON OPERATIONS, ACCOMPANYING THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2012

Dear Shareholders,

The financial statements hereby submitted for your review and approval provide a faithful representation of the Company's current situation.

They report a net profit of Euro 9,742 thousand after depreciation and amortisation of Euro 3,654 thousand, writedowns of current assets totalling Euro 992 thousand, allocations of Euro 2,125 thousand to provisions for risks and accruals to the income tax provision of Euro 1,971 thousand.

The results for the year were boosted by dividends totalling Euro 6,859 thousand from subsidiaries and associates (against Euro 14,145 thousand in 2011). These dividends were paid mainly by subsidiaries Rosetti Kazakhstan Llp (Euro 5,115 thousand), Basis Engineering Srl (Euro 921 thousand) and Fores Engineering Srl (Euro 688 thousand).

Bearing in mind the heightening economic crisis that has stricken the global economy in the last few years and that has had a particularly severe impact on Italy, we believe that the result achieved – even excluding the dividends received during the year - can only be considered satisfactory and reflects the dedication shown by the staff of the Company, who deserve our and your gratitude.

We provide below an overview of the Company's operating performance and details of foreseeable future developments.

OPERATING PERFORMANCE

The year ended 31 December 2012 was characterised by a healthy increase in value of production (Euro 267 million in 2012 against Euro 206 million in 2011) that mainly regarded the Oil & Gas Business Unit (+50% compared to 2011).

The higher value of production in the Oil & Gas sector was mainly due to important contracts for the North Sea (especially West Franklin / Elgin for Total UK) and the acquisition in 2012 of the "Clipper" contract for Shell UK and the important "Marlin" contract for Foxtrot (Ivory Coast).

The Oil & Gas market looks positive and has benefited from a recovery in the level of investment. We are confident that the current trend of volumes picking up will continue throughout the year. Prospective work resulting from pre-selection activities and tenders make us confident that this business segment will continue to make an important contribution to the good performance of the Company. We also hope that the return to a normal volume of business will be accompanied by a recovery in project margins to the standard levels seen before the downturn with a resulting positive impact on the profitability of the business.

We also note that, once more in 2012, a significant portion of our volume of business was generated by our activities outside Italy. In recent years, these activities in other countries have been decisive in sustaining the growth of the Company and helping achieve increased profit levels. While activities in Kazakhstan were expected to decrease, in the last few months, there has been some scope for optimism thanks to renewed investment in major projects (above all, the TCO – FGP project) and this should lead to very interesting prospects in terms of volumes, profitability and workload in the three year period 2014 – 2016.

We are also pleased to present you with the excellent operating results achieved by our Shipbuilding Business Unit, mainly thanks to major contracts acquired in recent years. However, there are some signs of difficulty in this sector, mainly because of the growing trouble encountered by Shipping Companies, our clients, in raising the finance needed to proceed with new investment.

A selection of the key performance indicators is shown below:

	31.12.12	31.12.11
G.I.P. (in thousands of Euro)	267,289	206,117
(A1+A2+A3 of the income statement)		
EBITDA (in thousands of Euro)	12,909	13,781
(A+B-10-12-13 of the income statement)		
EBITDA / G.I.P.	4.83%	6.69%
EBIT (in thousands of Euro)	6,138	9,902
(A+B of the income statement)		
EBIT / G.I.P	2.30%	4.80%
Gross profit (in thousands of Euro)	11,712	25,642
(item 22 of the income statement)		

Gross profit / G.I.P.	4.38%	12.44%
Net profit (in thousands of Euro) (item 23 of the income statement)	9,742	21,368
Net profit / G.I.P.	3.64%	10.37%
R.O.E. (Net profit / opening Shareholders' Equity)	6.82%	16.67%

An analysis of the various business segments in which the Company operates is provided below. Please refer to the Notes to the Financial Statements for more detailed analysis of the numbers themselves:

Oil & Gas Business Unit

With gross internal product of around Euro 186 million in 2012 (Euro 124 million in 2011), the construction of offshore platforms was confirmed as the Company's main operating segment.

During 2012, the Company was strongly committed to work on the completion of orders acquired in previous years, most of which have to be delivered during the coming year; it also commenced work on orders acquired during the year.

Specifically, during the year, the Company completed and delivered the two of three jackets ordered in 2010 (the first jacket was delivered in 2011) for installation in the North Sea.

We also highlight the fact that less than 1% of the Company's business (4% in 2011) was generated by companies belonging to the ENI Group. This confirms our ability to win orders from leading oil companies and that we have almost eliminated, compared to the previous situation, our dependence on client companies belonging to Italy's leading oil and gas group.

During the year, the Company acquired several contracts worth a total of Euro 214 million though they had a limited impact on production activities in 2012 (around Euro 8 million). These orders regard the production of Living Quarters for a North Sea platform, a platform (plus an option for a second one) to be installed on the Adriatic Sea, a platform destined for installation off the Ivory Coast, two jackets for the recovery of the Costa Concordia cruise liner and a contract for the revamping of two platforms situated off the Libyan coast. These new acquisitions, together with contracts acquired in prior years and not yet completed, will guarantee the Company sufficient work for all of 2013 and the early part of 2014.

Shipbuilding Business Unit

Shipbuilding contributed value of production of around Euro 81 million in 2012 (Euro 76 million in 2011).

In 2012, the business unit completed work on several contracts (two supply vessels and an anchor handling supply vessel) while work continued on the construction of four supply vessels orders for which were acquired in prior years.

Delivery of the Anchor Handling Supply Vessel, the first vessel of its kind built in our yards, was particularly significant. The construction of this vessel generated great interest on the market and was completed on time and to the full satisfaction of the client. This satisfaction has been confirmed by the placement of a new order for a similar ship for delivery in 2014. This new contract has given us an order backlog that will guarantee our workload until mid-2014.

CAPITAL EXPENDITURE

In 2012, the Company incurred capital expenditure totalling Euro 6,442 thousand with Euro 286 thousand invested in intangible assets, Euro 5,859 thousand in tangible assets and Euro 297 thousand in equity investments.

The main investments in intangible assets regarded software (purchase and development of new software) and leasehold improvements, mainly to leased premises at the San Vitale yard.

Investments in tangible assets were made at all three production sites in order to improve production facilities and infrastructure. In particular, we highlight the completion of construction work on a new office building at the via Trieste site and the purchase of a 500 tonne Terex crawler crane (another similar crane will be delivered shortly).

The level of capital expenditure confirms the Company’s commitment to becoming ever more competitive while operating safely and respecting the environment.

EQUITY INVESTMENTS

Direct investments in subsidiaries and associated companies underwent the following changes in 2012:

- Incorporation of Rosetti Marino Mocambique Limitada, a company with its registered office in Maputo (Mozambique), by subscribing 96% of share capital for a total amount of around Euro 1 thousand;
- Acquisition of a 10% interest in associated company Kazakhstan Caspian Offshore Industries Llp for Euro 296 thousand (this investment was held by subsidiary Rosetti Kazakhstan Llp).

The subsidiaries continue to operate on their respective markets with results that we consider satisfactory, while also carrying out the mission assigned to them and striving to increase their level of integration with the Parent Company and with other Group companies when this is required by contracts for complex multi-purpose facilities. A detailed analysis of the income statement/financial results of the subsidiaries/associates is provided in an attachment to the Notes and in the Consolidated Financial Statements. At this point, we would recall that the subsidiaries and associated companies (both direct and indirect) have operated in the following segments:

- Fores Engineering S.r.l., Fores Engineering Algerie Eurl and Fores Engineering Kazakhstan Llp: design, construction and maintenance of automation and control systems;
- Basis Engineering S.r.l. and Tecon S.r.l.: engineering companies mainly involved in multi-disciplinary design of oil and petrochemical facilities;
- Rosetti Imstalcom Llp, Rosetti Doo, Rosetti Libya Jsc, Rosetti Egypt Sae, Rosetti Egypt for Trade and Import Llc, Kazakhstan Caspian Offshore Industries Llp, Rosetti Kazakhstan Llp, Unaros Fzc and Rosetti Marino Mocambique Ltd: construction of offshore and onshore oil facilities;
- Rosetti General Contracting Lda: ship rental/charter.

FINANCIAL SITUATION

For a more detailed analysis of cash flows during the year, please see the statement of cash flows included in an attachment to the financial statements.

At this point, we would highlight the fixed asset coverage ratio (amply financed through equity) and the positive net financial position.

Some of the most important financial and equity ratios are shown below:

	31.12.12	31.12.11
Short-term NFP (in thousands of Euro) (C.IV of Assets – D.4 current of Liabilities)	39,124	33,913
Asset coverage margin (in thousands of Euro) (M/L term liabilities + total equity – fixed assets)	67,011	61,457
Asset coverage ratio (M/L term liabilities + total equity / fixed assets)	1.72	1.68
Financial independence index (Total equity/ total assets)	38.97%	45.86%
Ratio of financial income(expense) to GIP (Items 16+17+17bis of the income statement / GIP)	+0.81%	+0.78%

Moving onto the financial risks relating to trade receivables, we note that the Company operates primarily with longstanding clients, including leading oil companies or their subsidiaries and leading Italian shipping companies. Given the longstanding relationships with clients and their financial soundness, no specific guarantees are required for receivables from clients. Nonetheless, it should be noted that, as the Company tends to operate on a few, very large contracts, its receivables are highly concentrated on a small number of clients. Given this fact, it is common practice before acquiring an order, to conduct a thorough assessment of the financial impact of that order and a prior evaluation of the client's financial situation and to continue to monitor outstanding receivables thoroughly during the execution of the work.

The Company does not have bank borrowing and has obtained an excellent rating from the banks with which it deals. Accordingly, there are no difficulties in raising financial resources or risks associated with interest rate fluctuation.

The Company is exposed to the exchange rate risk as a result of its operations on international markets. In order to protect itself against this risk, as in previous years, the Company has arranged exchange rate risk hedging transactions when it has acquired significant orders from clients in foreign currencies and issued significant orders to suppliers in foreign currencies. As at 31 December 2012, the Company had GBP 128,636 thousand of outstanding forward sale contracts with various banks as hedges for orders received from clients plus NOK 88,134 thousand and GBP 1,521 thousand of outstanding forward purchase contracts as hedges for various purchase orders placed with suppliers. The significant increases in foreign exchange gains and losses are due to the need to extend hedging transactions after some contracts passed their scheduled completion date.

PERSONNEL

The skill and professionalism of personnel constitutes an extremely important intangible asset for the Company.

Therefore, during the year, the Company invested an amount equal to 2.90% of its personnel costs on training activities that involved many employees. This figure confirms the special attention that has always been paid to the professional development of human resources as we believe that people represent an essential resource for the continued success and development of the Company.

At 31 December 2012, the headcount stood at 399 employees (plus 12 employees currently seconded to foreign subsidiaries and associated companies), a 33 employee increase on prior year. Some 362 persons are employed at our business locations in Italy while 37 more people work at our Tunisian branch. 20 employees left the workforce during the year due to natural turnover while 15 more left after their fixed-term employment contracts expired. 63 new employees were hired and while there was a reduction of five in the number of Italian employment contracts suspended to enable personnel to be hired by foreign subsidiaries and associated companies during temporary secondment periods.

Due to the type of business conducted, the risk of accidents, including potentially fatal accidents, is high. For this reason, the Company has always devoted particular attention to safety issues by adopting a series of internal procedures and educational measures aimed at preventing such events. All production facilities have been certified compliant with the BS-OHSAS18001 standard and we continue to promote initiatives aimed at further spreading a culture of safety among all internal and external workers who operate at our Italian and international production facilities.

OTHER INFORMATION ON OPERATIONS

As expressly required by Article 2428 of the Italian Civil Code, we report the following while referring the reader to the Notes for further information on the numbers reported:

Information on business risks

The inherent risks involved in the business activities of the Company are those typical of enterprises that operate in the plant engineering and shipbuilding segments.

The responsibilities resulting from the design and construction of our products and the risks associated with normal operating activity are dealt with in advance by devoting adequate attention to such aspects when developing processes and implementing adequate organisational procedures, as well as by acquiring adequate insurance cover on a precautionary basis.

The potential risks pertaining to financial, environmental and workplace safety issues and an analysis of the uncertainties relating to the particular economic environment have been reviewed in advance and appropriate measures adopted, as described in the “Financial situation”, “Information on the environment”, “Personnel” and “Business outlook” paragraphs.

Activities relating to Legislative Decree 231/11 on administrative responsibility

For 2012, the Supervisory Board has duly issued Six Monthly Reports on its activities in the first and second halves of the year. The Board of Directors has acknowledged these reports which do not contain any facts or issues worth of note.

Information on the environment

The Company constructs large metal structures whose manufacture

involves limited environmental risks, mainly during the painting and sandblasting phases. Although these risks are limited, they are thoroughly assessed and evaluated by the unit responsible.
The attention paid to environmental issues is borne out by the fact that the Parent Company has been certified compliant with international standard ISO14001 for many years.

Research and development

Research and development is carried out by the specific Business Development unit and costs totalling Euro 667 thousand were incurred during the year. These activities have involved the study of new products and new technologies, relating in particular to hydrogen production and a new project regarding a hybrid propulsion tugboat. These research activities could produce significant benefits for the Company which may enjoy the opportunity of entering new areas of the market by studying innovative processes and developing new operating methods.

Other business locations

In addition to the headquarters in Via Trieste, Ravenna (site of the Company offices and pre-fabrication workshops), the Company’s activities take place at the following locations:

- Piomboni Yard (Marina di Ravenna): construction/assembly of structures for the Oil & Gas sector;
- San Vitale Yard (port of Ravenna): Shipbuilding activities;
- Milan Offices (premises of subsidiary Basis Engineering): engineering design of Oil & Gas sector projects;
- Tunisia Branch: revamping of a platform for a Tunisian client;
- Libya Branch: revamping of two platforms for a Libyan client.

Intra-Group relations

As you are aware, the Company heads an industrial group including many companies, some of which (Fores Engineering Srl, Basis Engineering Srl, Rosetti General Contracting Lda, Rosetti Kazakhstan Llp, Rosetti Doo, Rosetti Ooo, Rosetti Egypt Sae, Rosetti Libya Jsc and Rosetti Marino Mocambique Ltd) are under the direct control and

coordination of the Parent Company.
The Group companies enter into industrial, commercial and financial transactions (exchanges of services, technical, commercial and administrative assistance plus the purchase and sale of materials, the rental of ships, short-term loans, etc.) between themselves. These transactions take place on an arm's length basis at normal market conditions.
For a more detailed analysis of the relations between Group companies at year end and, more generally, for other information on the various activities carried out by the Companies and the transactions that took place in 2012, reference should be made to the Notes and accompanying attachments and to the consolidation financial statements provided alongside these financial statements.

Treasury share transactions
There were no treasury share transactions during the year ended 31 December 2012. Therefore, the Company still holds 200,000 treasury shares or 5.0% of its share capital.

Significant events after the reporting period
There have been no events between the reporting date and the date of writing that might have a significant impact on operating performance.

BUSINESS OUTLOOK
The order backlog comprising orders acquired but not completed at 31 December 2012 stands at around Euro 416 million – around 80% of these should be completed in 2013.
In terms of market trends and the main commercial and operational issues in the sectors in which the Company operates, we highlight the following:

Oil & Gas Business Unit
The order backlog currently stands at around Euro 338 million. This may be considered fairly satisfactory as it covers our production capacity for the whole of 2013 and the early part of 2014.

Generally speaking, taking account of the current order backlog, we believe that the volume of production in 2013 may exceed the level recorded in 2012 and with healthy margins.

Investment in the Upstream Oil & Gas sector is expected to grow at a rate of 3% per annum on a worldwide level in the next three years. The generally healthy state of the market makes us optimistic about the growth prospects of the Company and this has already been largely confirmed by the concrete possibilities offered by tenders currently pending.

The strong market positioning achieved in the North Sea with major oil companies like Shell, Conoco and Total is creating an interesting array of initiatives and opportunities in that part of the world. We highlight the ongoing selection processes regarding the Gannet project (Shell UK) and the Hod project (BP Norway). In order to take greater advantage of the opportunities offered by small/medium-sized projects where the Rosetti yard in Ravenna is uncompetitive because of transportation costs, we are seeking a partnership agreement with a yard in Newcastle together with which we are offering a transformation platform for a wind farm and a process module for Conoco UK. In 2013, there is also a concrete possibility of acquiring contracts relating to ENI and Edison projects for the Italian offshore industry. In addition to the activities already described, we highlight the significant effort that has been made to continue with the internationalisation of the business. The countries where the Company is concentrating its commercial penetration efforts include North African countries, Mozambique and Kazakhstan.

We note that associated company KCOI's activities in Kazakhstan in support of Hook Up and commissioning works on Island D (Project Kashaghan) will continue for much of 2013 while it is laying the groundwork to become involved to a significant extent in the important forthcoming TCO – FGP and Karachaganak projects. Meanwhile, for phase 2 of project Kashaghan, it will be necessary to wait until the end of 2014 for a decision by the NCOC Consortium over whether or not to proceed with investment.

In parallel to the activities described above, the Company is also following a plan with a view to entering the Onshore sector, focusing on North African countries, the Gulf States and Mozambique. Its promotional activities began a few months ago but some initial results have already been obtained with inclusion on vendor lists or pre-selection for forthcoming competitive tenders. We expected the first concrete results in terms of contracts for onshore activities to materialise in 2014.

Shipbuilding Business Unit

This sector is also feeling the effects of this period of international economic crisis. However, the contracts already acquired in prior years have enabled us to build up an order backlog (Euro 78 million) that guarantees a healthy workload until the end of 2013 and into the early part of 2014.

The best prospects currently relate to the construction of AHTS tugboats with up to 20,000 HP for use on Deep Water activities. The Company is currently dedicated to developing the ability to construct this type of technologically advanced vessels in order to meet demand; we are certain that this represents the brightest future for this sector.

For the moment, we have noticed a certain fall in demand from our Shipping Company clients, not so much because of a shortage of demand for vessels on the market but because of the increasing difficulty encountered by our clients in raising the finance necessary to make investments. In order to deal with these problems, we are looking into the possibility of helping our clients by offering finance alongside our traditional commercial offering.

Meanwhile, we are carrying out intensive activities to promote the Company to foreign clients, especially in Brazil and the Persian Gulf. The feedback received so far makes us hopeful about the possibility of breaking into two markets for our shipbuilding activities.

Dear Shareholders,

The activities carried out by the Company in 2012 have generated a net profit of Euro 9,741,783.30.

We propose allocating the net profit for the year to payment of a dividend of Euro 0.65 per share while taking the remainder to the extraordinary reserved.

We note that the conditions that led to the creation, in prior years, of a reserve for unrealized exchange gains in terms of Article 2426 (8-bis) of the Italian Civil Code, have partially ceased to apply. Accordingly some Euro 384,605.93 of said reserve – which currently stands at Euro 470,283.40 – has now become distributable.

Finally, we invite you to approve the financial statements, the accounting policies applied and the accompanying directors' report.

Ravenna, 29/03/2013

For the Board of Directors
The Chairman
Medardo Ranieri

BALANCE SHEET (Amounts in Euro)

ASSETS	*2012*	*2011*
A) SUBSCRIBED CAPITAL NOT YET PAID	**0**	**0**
B) NON-CURRENT ASSETS:		
I Intangible assets:		
4) concessions, licences, trademarks and similar rights	504,716	528,919
6) assets in progress and payments on account	0	36,374
7) other intangible assets	1,676,124	2,053,453
TOTAL INTANGIBLE ASSETS	2,180,840	2,618,746
II Tangible assets:		
1) land and buildings	52,163,286	49,643,224
2) plant and machinery	5,045,075	2,444,150
3) industrial and commercial equipment	555,328	582,366
4) other tangible assets	633,312	571,417
5) assets under construction and payments on a/c	2,025,719	4,289,808
TOTAL TANGIBLE ASSETS	60,422,720	57,530,965
III Financial assets:		
1) equity investments:		
a) in subsidiaries	1,500,418	1,268,676
b) in associated companies	857,867	562,365
d) in other entities	175,421	175,421
Total equity investments	2,533,706	2,006,462
2) receivables:		
b) from associated companies	21,800,000	22,500,000
d) from others	606,336	618,286
Total receivables	22,406,336	23,118,286
4) Treasury shares	5,100,000	5,100,000
TOTAL FINANCIAL ASSETS	30,040,042	30,224,748
TOTAL NON-CURRENT ASSETS	**92,643,602**	**90,374,459**
C) CURRENT ASSETS:		
I Inventory:		
1) Raw, ancillary and consumable materials	577,520	839,601
3) contract work in progress	142,856,396	115,231,717
5) payments on account	12,862,956	10,038,574
TOTAL INVENTORY	156,296,872	126,109,892
II Receivables:		
1) due from clients (trade)	66,862,218	39,615,199
2) due from subsidiaries	4,620,928	2,439,741
3) due from associated companies	7,311,098	4,883,140
4-bis) tax receivables	9,076,738	9,332,260
4-ter) deferred tax assets	4,492,644	3,713,922
5) other receivables:		
- due within a year	151,327	190,659
- due after more than a year	351,785	349,145
TOTAL RECEIVABLES	92,866,738	60,524,066
III Financial assets:		
6) other securities	20,658	20,658
TOTAL FINANCIAL ASSETS	20,658	20,658
IV Cash and cash equivalents:		
1) bank and post office accounts	39,072,320	33,875,956
3) cash and cash equivalents	51,182	37,221
TOTAL CASH AND CASH EQUIVALENTS	39,123,502	33,913,177
TOTAL CURRENT ASSETS	**288,307,770**	**220,567,793**
D) PREPAID EXPENSES AND ACCRUED INCOME	**965,611**	**692,921**
TOTAL ASSETS	**381,916,983**	**311,635,173**

LIABILITIES AND SHAREHOLDERS' EQUITY			***2012***	***2011***
A)	**SHAREHOLDERES' EQUITY:**			
	I	Share capital	4,000,000	4,000,000
	III	Revaluation reserves	36,968,663	36,968,663
	IV	Legal reserve	800,000	800,000
	VI	Reserve for treasury shares held	5,100,000	5,100,000
	VII	Other reserves:		
		- extraordinary reserve	89,829,960	72,672,593
		- reserve under Legislative Decree 124/93	15,341	15,341
		- reserve for unrealised exchange gains	470,283	59,849
		- reserve for grants under Art. 55 DPR 917/86	1,926,030	1,926,030
		- reserve for roundings to nearest Euro	(1)	1
		Total other reserves	92,241,613	74,673,814
	IX	Net profit for the year	9,741,783	21,367,802
	TOTAL SHAREHOLDERS' EQUITY		**148,852,059**	**142,910,279**
B)	**PROVISIONS FOR RISKS AND CONTINGENCIES:**			
	1)	Provisions for retirement benefits and similar rights	12,000	0
	2)	Provision for taxation, including deferred tax	47,330	157,774
	3)	Other	8,564,086	6,438,843
	TOTAL PROVISIONS FOR RISKS & CONTINGENCIES		**8,623,416**	**6,596,617**
C)	**T.F.R.**		**1,998,791**	**2,058,711**
D)	**PAYABLES:**			
	5)	due to other lenders:		
		- within a year	85,572	82,671
		- after more than a year	180,261	265,833
	6)	payments on account	143,262,196	117,161,362
	7)	due to suppliers (trade)	65,365,368	34,765,211
	9)	due to subsidiaries	5,100,941	2,019,518
	10)	due to associated companies	295,267	282,457
	11)	due to parent companies	14,114	0
	12)	tax payables	2,831,091	1,244,821
	13)	social security payables	1,485,415	1,329,870
	14)	other payables	3,527,629	2,881,833
	TOTAL PAYABLES		**222,147,854**	**160,033,576**
E)	**ACCRUED EXPENSES & DEFERRED INCOME**		**294,863**	**35,990**
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY			**381,916,983**	**311,635,173**

MEMORANDUM ACCOUNTS	***2012***	***2011***
1.Guarantees given:		
a) Sureties given in the interest of:		
associated companies	0	1,858,053
others	111,887,161	98,946,427
Total sureties	111,887,161	100,804,480
TOTAL GUARANTEES GIVEN	**111,887,161**	**100,804,480**
3. Other commitments and risks:		
a) forward currency purchases	13,127,376	20,783,519
b) forward currency sales	152,386,876	230,327,227
c) lease instalments	1,105,989	1,754,871
TOTAL OTHER COMMITMENTS & RISKS	**166,620,241**	**252,865,617**

INCOME STATEMENT (Amounts in Euro)	***2012***	***2011***
A) VALUE OF PRODUCTION:		
1) Revenues from sales and services	200,877,996	172,084,969
3) Change in contract work in progress	66,410,577	34,031,998
4) Increase in own work capitalised	86,084	157,282
5) Other revenues and income:		
a) grants towards operating expenses:	147,412	105,557
b) other:	1,122,341	2,102,272
TOTAL VALUE OF PRODUCTION	**268,644,410**	**208,482,078**
B) COST OF PRODUCTION:		
6) Raw materials, consumables and goods for resale	(96,047,725)	(49,569,370)
7) Services	(127,410,042)	(114,015,623)
8) Leases and rentals	(5,150,194)	(6,185,718)
9) Personnel costs:		
a) wages and salaries	(19,686,717)	(18,087,435)
b) social security contributions	(5,251,015)	(5,078,257)
c) TFR/Employee severance indemnity	(1,204,890)	(1,184,574)
e) other personnel costs	(354,450)	(335,647)
Total personnel costs	(26,497,072)	(24,685,913)
10) Amortisation, depreciation & writedowns:		
a) amortisation of intangible assets	(687,090)	(1,018,853)
b) depreciation of tangible assets	(2,966,598)	(2,859,612)
d) writedown of current receivables and cash and cash equivalents	(992,027)	0
Total amortisation, depreciation and writedowns	(4,645,715)	(3,878,465)
11) Change in inventory of raw materials, consumables and goods for resale	(262,081)	(19,135)
12) Provisions for risks	(2,125,242)	0
14) Sundry operating costs	(367,973)	(225,762)
TOTAL COST OF PRODUCTION	**(262,506,044)**	**(198,579,986)**
DIFFERENCE BETWEEN VALUE AND COST OF PRODUCTION (A+B)	**6,138,366**	**9,902,092**
C) FINANCIAL INCOME AND EXPENSES:		
15) Income from equity investments:		
a) dividends and other income from subsidiaries	6,723,584	13,787,148
b) dividends and other income from associated cos.	130,000	353,011
c) dividends and other income from other entities	5,320	5,320
16) Other financial income:		
d) income other than the above:		
-interest and fees from subsidiaries	13,630	9,529
-interest and fees from associated companies	872,955	803,870
-interest and fees from other and sundry income	1,344,431	804,819
17) Interest and other financial expenses:		
d) other	(307,484)	(29,828)
17-bis) Exchange gains and losses	(4,089,990)	27,059
TOTAL FINANCIAL INCOME AND EXPENSES	**4,692,446**	**15,760,928**
D) ADJUSTMENTS TO FINANCIAL ASSETS		
19) Writedowns:		
a) of equity investments	(50,508)	(21,220)
E) NON-RECURRING INCOME AND EXPENSES		
20) Non-recurring income:		
b) other	931,998	0
c) rounding to nearest Euro	0	1
21) Non-recurring expenses:		
c) rounding to nearest Euro	(2)	0
TOTAL NON-RECURRING INCOME & EXPENSES	931,996	1
PROFIT BEFORE TAXATION (A+B+C+D+E)	**11,712,300**	**25,641,801**
22) Income taxes for the year – current, deferred and deferred tax income:	(1,970,517)	(4,273,999)
23) NET PROFIT FOR THE YEAR	**9,741,783**	**21,367,802**

NOTES

PRESENTATION AND CONTENT OF THE FINANCIAL STATEMENTS

The financial statements have been prepared in accordance with the Italian Civil Code and consist of the balance sheet (prepared in the format required by Articles 2424 and 2424 *bis* of the Italian Civil Code), the income statement (prepared in the format required by Articles 2425 and 2425 *bis* of the Italian Civil Code) and these notes. The notes contain the information required by Article 2427 of the Italian Civil Code, by other provisions of Legislative Decree no 127/91 and other legal provisions. Where necessary, statutory reporting requirements have been supplemented with the accounting standards recommended by the Standard-Setting Committee of Italy's National Council of Accountants, as revised by the Italian Accounting Board, and with the standards issued by the International Accounting Standards Board (IASB), insofar as they are compatible with Italian law. In addition, while not specifically required by law, full complementary information about all matters deemed necessary to give a true and fair view is also provided. In particular, a statement of cash flows has been prepared.

Information on events after the reporting date is provided in the attached Directors' Report.

ACCOUNTING POLICIES

The accounting policies adopted when preparing these financial statements are consistent with the requirements of Article 2423-*bis* of the Italian Civil Code. They are mainly contained in Article 2426 of the Italian Civil Code and are supplemented and interpreted by the accounting standards issued by Italy's National Council of Accountants, as revised by the Italian Accounting Board following the corporate law reform enacted by lawmakers through Legislative Decree No 6 of 17 January 2003, as amended. The key accounting policies adopted for the preparation of the financial statements at 31 December 2011 are set out below.

Intangible assets

Intangible assets are recognised at purchase or production cost, including related expenses but net of any grants towards capital expenditure. They are systematically amortised over their expected useful lives. Intangible assets are written down of they become impaired, irrespective of the amount of previously recorded amortisation charges.

Advertising costs and research and development costs are expensed in their entirety during the year in which they are incurred.

Tangible assets

Tangible assets are recognised at purchase or production cost, net of any grants towards capital expenditure and adjusted for certain assets in application of specific revaluation laws. Cost includes related expenses and direct and indirect costs to the extent reasonably attributable to the asset.

Tangible assets are systematically depreciated each year on a straight-line basis using rates of depreciation determined in relation to the residual useful lives of the assets. The rates applied are presented on the section of the notes containing comments on assets. Tangible assets are written down when impaired, irrespective of previously recognised depreciation charges. If the grounds for an impairment loss cease to apply in later years, the original amount is restored, as adjusted only for depreciation.

Ordinary maintenance costs are expensed in their entirety to the income statement, whereas those that involve improvements are allocated to the relevant assets and depreciated on the basis of the residual useful life of the asset in question.

Assets held under finance leases

Assets held under finance leases are accounted for in accordance with Italian GAAP which requires lease instalments to be recognised as period costs with advance payments treated as prepaid expenses and the asset recorded in the balance sheet in the year when the final purchase option is exercised. During the lease period, the final

purchase option amount and the outstanding commitment for lease repayments is disclosed in the memorandum accounts.
In accordance with the requirements of Italian Accounting Standard O.I.C. no. 1, this section of the notes shows the effect of accounting for finance lease agreements in accordance with the method required by International Accounting Standards (IAS 17) which provides for:
- the recognition of an asset equal to the original amount of the assets acquired under finance lease agreements at the time of signature of such agreements;
- the recognition of the related capital element of the outstanding liability towards the leasing company;
- the allocation to the income statement, in place of lease instalments for the period, of depreciation charges and financial expenses for the period, as included in the finance lease instalments.

Equity investments and securities (classed as non-current assets)
Equity investments are measured at cost.
The carrying amount is determined on the basis of the purchase or subscription price. Cost is then written down for impairment when the investee companies incur losses and it is not expected that the income earned in the immediate future will be sufficient to offset these losses. The original amount is restored in later years if the grounds for the impairment loss cease to apply.

Inventory

Raw materials:
Raw materials are measured at the lower of purchase or production cost, determined using the weighted average cost method, and estimated realisable value, determined based on market trends.

Contract work in progress and revenue recognition:
Contract work in progress with a duration of less than one year is measured at specific construction cost (completed contract method).
Contract work in progress spanning more than one year is measured

at year-end on the basis of the consideration accruing with reasonable certainty (the percentage completion method). Consideration accruing is calculated by applying the completion percentage determined using the cost-to-cost method to estimated total revenues.
This percentage is calculated as the ratio of costs incurred as at 31 December 2012 to estimated total costs.
Payments on account made by clients on a non-definitive basis while a project is ongoing, are recognised upon the completion of work as normally agreed in terms of “states of advancement” by reducing the amount of contract work in progress, whereas payments on account and milestone payments by clients are recognised under the item” Payments on account” on the liabilities side of the balance sheet. Contracts are considered completed when all costs have been incurred and the work has been accepted by the clients. Any losses on contract work in progress are provided for in their entirety during the year in which they are expected.

Receivables
Receivables are recognised at estimated realisable value. For trade receivables, estimated realisable value is obtained by subtracting the bad debt provision from their nominal amount. The bad debt provision includes accruals made for non-payment risks.

Current financial assets
Current financial assets are recognised at the lower of purchase or subscription cost, including directly attributable auxiliary expenses, and realisable amount based on market performance.
The original cost of such securities is restored when the grounds for previously recognised impairment adjustments cease to apply.

Cash and cash equivalents
Cash and cash equivalents are recognised at their nominal amount.

Prepaid expenses and accrued income, accrued expenses and deferred income

These items include portions of costs and revenues common to two or more reporting periods, in accordance with the accrual basis of accounting.

Provisions for risks and contingencies

Provisions for risks and contingencies are created to cover losses or liabilities that are certain or probable but whose amount and due date could not be determined at year end. The amounts provided represent the best possible estimate based on the information available.

Risks for which the emergence of a liability is merely possible are disclosed in the Note on provisions without making any accrual to a provision for risks and contingencies.

Derivative financial instruments

Derivative financial instruments are employed solely for hedging purposes with the aim of managing the risks deriving from exchange rate fluctuation. They are recognised in the memorandum accounts at nominal amount upon signature of the contract.

The cost or income (calculated as the difference between the value of the instrument at the spot exchange rate when the contract is entered into and its value at the forward exchange rate) is recognised in the income statement on an accruals basis and in such a way as to offset the effects of the hedged cash flows.

If the instrument does not meet all of the requirements for hedge accounting, the profit or loss deriving from its measurement at fair value is immediately recorded in the income statement.

TFR/Employee severance indemnity provision

The employee severance indemnity provision covers the full liability accruing up to 31 December 2006 towards employees under applicable legislation, collective labour agreements and supplementary company agreements. The liability is adjusted each year in accordance with Article 2120 of the Italian Civil Code.

Under the new rules introduced by Law No 296/2006, employee severance indemnity entitlement accruing after 1 January 2007 is paid, as decided by the employee, into the treasury fund administered by state social security and pensions body INPS or into a complementary pension plan.

Payables

Payables are recognised at their nominal amount.

Risks, commitments and guarantees

Commitments and guarantees are stated at their contractual amount. Secured guarantees on assets owned by the Company are disclosed in these Notes.

Revenues and costs

Costs and revenues are recognised in accordance with the prudence and accruals concepts required by Article 2423-*bis* of the Italian Civil Code. Pursuant to Article 2425-*bis* of the Italian Civil Code, costs and revenues are stated net of returns, discounts, allowances and premiums, as well as any taxes directly related to the purchase and sale of goods and the provision of services.

Grants towards capital expenditure and operating expenses

Grants towards capital expenditure and operating expenses are recognised when they are collected.
In prior years, in order to take advantage of the suspension of taxation under tax rules in force until 31 December 1997, for the amount permitted by tax rules, part of the grants received was recorded under shareholders' equity item "other reserves".

Dividends

Dividends are recognised during the year in which distribution is approved by the company paying them.

Income taxes for the year

Income taxes are recorded on the basis of estimated taxable income in accordance with current tax rules, taking account of applicable exemptions and tax credits due. Deferred tax assets and liabilities are also recognised on temporary differences between the reported result for the year and taxable income. Deferred tax assets are recognised when it is reasonably certain that there will be sufficient future taxable income to ensure their recovery.

Translation into Euro of foreign currency items

Receivables and payables in foreign currency are originally accounted for at the exchange rates in effect when the transactions are recorded.

Exchange differences arising on the collection of receivables and settlement of payables in foreign currency are recognised in the income statement.

Receivables and payables in foreign currency for which exchange risk hedging transactions have been arranged are adjusted to the base exchange rate of the said hedging transactions.

At year-end, receivables and payables in foreign currency for which hedging transactions have not been arranged are translated on the basis of the exchange rate in force at the reporting date. Gains and losses arising from this translation are credited and debited to the income statement as financial income or expenses.

Any net gain arising after considering unrealised exchange gains and losses is allocated to a specific non-distributable reserve until it is realised.

Accounting treatment of contracts to hedge exchange risks

Forward contracts to hedge the exchange risks relating to specific contractual commitments to purchase or sell an item that will be shipped (received or despatched) on a later date are treated as follows:

- the purchase cost or sales revenue of the item is recorded at the spot exchange rate on the date of signature of the hedging contract;
- the difference between the foreign currency amount as translated at the predetermined forward rate and the foreign currency

amount as translated at the spot rate at the date of the hedging contract is recorded in the income statement over the period of the hedging contract, like interest.

OTHER INFORMATION

Exceptions pursuant to Article 2423 (4) of the Italian Civil Code

No exceptions pursuant to Article 2423(4) of the Italian Civil Code were made when preparing the attached financial statements.

Comparison and presentation of figures

In the interest of greater clarity and comprehensibility, all figures in the notes and accompanying attachments are stated in thousands of Euro.

Preparation of consolidated financial statements

As it holds significant controlling investments, as defined by Article 2359 of the Italian Civil Code, the Company is obliged to prepare consolidated financial statements at 31 December 2012, in accordance with Legislative Decree 127/91. The Company has prepared such financial statements by the deadline required by Article 46(4) of the said Decree. They supplement these financial statements and are contained in a separate document.

COMMENTS ON THE MAIN ASSET ITEMS

NON-CURRENT ASSETS

INTANGIBLE ASSETS

Concessions, licenses, trademarks and similar rights

This item underwent the following changes during the year (in thousands of Euro):

	Balance 31/12/11	Incr.	Decr.	Bal. 31/12/12
Concessions of land rights	529	0	24	505

This item is amortised on the basis of the duration of the concession for the land rights.

Concessions of land rights consists of the consideration paid to acquire those rights, which expire in 2017, 2018 and 2050, on land adjacent to the Piomboni Yard.

Intangible assets in progress

This item underwent the following changes during the year (in thousands of Euro):

	Balance 31/12/11	Incr.	Decr.	Bal. 31/12/12
Intangible assets in progress	36	0	36	0

The decrease in this item is due to the completion of work on improvements to a number of rooms in the leased buildings at the San Vitale yard used as a radiography and infirmary records archive.

Other intangible assets

This item underwent the following changes during the year (in thousands of Euro):

	Balance 31/12/11	Incr.	Decr.	Bal. 31/12/12
Software	284	238	(293)	229
Deferred charges	1,769	48	(370)	1,447
TOTAL	**2,053**	**286**	**(663)**	**1,676**

The increase in "Software" regards the purchase/updating of software to control certain business processes, to handle clocking in by employees, to use hydrostatic simulations to support the launch of ships, to provide assistance with the installation and start-up of platforms, to create technical drawings and to complete the SAP business management software.

The increase in deferred charges regards improvements to a number of rooms in the leased buildings at the San Vitale yard used as a radiography and infirmary records archive.

Decreases totalling Euro 663 thousand were due to amortisation which is calculated on a different basis for each type of capitalised costs, as follows:

- on a straight-line basis over three years for software;
- over the term of real estate lease agreements for improvements to such assets;
- over the duration of land rights for investments in that area.

TANGIBLE ASSETS

A detailed breakdown of this item, movements during the year and the depreciation rates applied are provided in an attachment to these Notes.

In 2012, ordinary depreciation charges were recognised at rates representing the useful lives of the tangible assets in question.

Some categories of tangible assets include the following revaluations applied in prior years by the Company (in thousands of Euro):

	L.576/1975	L.72/1983	L.413/1991	L.266/2005	L.2/2009
Yards and Buildings	0	0	433	0	6,642
Light constructions	0	0	0	651	254
Equipment	0	0	0	1,260	0
Land	0	0	0	0	26,871
Machinery	7	165	0	749	0
TOTALE	**7**	**165**	**433**	**2,660**	**33,767**
Depreciation 2012	0	0	(33)	0	(870)
Accum. Deprec'n at 31/12/12	(7)	(165)	(324)	(2,660)	(3,897)
Net Book Value	**0**	**0**	**109**	**0**	**29,870**

The increase in land and buildings is mainly due to completion of work on the new offices in via Trieste. As at 31 December 2011, assets under construction included costs of Euro 2,435 thousand already incurred in relation to this work.

The increase in plant and machinery is mainly due to the purchase of a crane for the Piomboni yard.

Assets under construction and payments on account consists of construction work on the new office block at the Piomboni yard (Euro 171 thousand) and the amount paid in 2007 (Euro 1,855 thousand) to take on a finance lease contract, acquiring the final purchase option on the asset (the lease in question regards land and industrial buildings adjacent to the San Vitale yard and the amount in question will be reclassified to increase the redemption value of the asset upon termination of the lease agreement in 2014).

FINANCIAL ASSETS

Equity investments in subsidiaries and associated companies

In 2012, this item was subject to the following changes compared to prior year:

- Acquisition from subsidiary Rosetti Kazakhstan Llp of 10% of KCOI (Kazakhstan Caspian Offshore Industries Llp) for Euro 295 thousand (KZT 56,381 thousand);
- Incorporation of Rosetti Marino Mocambique Limitada – registered office in Maputo (Mozambique) – and subscription of a 96% interest in its share capital (around Euro 1 thousand), as yet unpaid.

The subsidiaries and associated companies operate in the following sectors:

- Fores Engineering S.r.l. (which holds 100% of Fores Engineering Algèrie which operates in the same sector and 50% of Fores Kazakhstan Llp): design, construction and maintenance of automation and control systems;
- Basis Engineering S.r.l., Tecon S.r.l.: multi-disciplinary design of oil and petrochemical facilities;
- Rosetti Imstalcon Llp, Rosetti Doo, Rosetti Libya Jsc, Rosetti Egypt Sae (which, in turn, holds 99.8% of Rosetti Egypt for Trade and Import Llc and operates in the same sector), Unaros Fzc, KCOI Llp and Rosetti Kazakhstan LLp (which, in turn, holds 50% of Fores Kazakhstan Llp which operates in the same sector and 40% of KCOI): construction of offshore and onshore oil facilities;
- Rosetti General Contracting Construcoes Serviços Lda: services and operating activities on international markets.

The following companies are currently dormant: Rosetti Marino Mocambique Limitada , Rosetti Libya Jsc, Fores Kazakhstan Llp, Rosetti Imstalcon Llp, Unaros Fzc, Rosetti Egypt Sae and Rosetti Egypt for Trade and Import Llc.

As a result of the political instability that has been affecting Libya and which has prevented the start of operating activities and the recovery in the near future of losses accumulated in prior years, we have partially written down the investment in Rosetti Libya JSC by Euro 51

thousand, bringing the carrying amount of the investment into line with the Company's share of the Libyan company's shareholders' equity. We note that, in previous years, the investments in Unaros Fzc and were written down in full.
The schedule requested by Article 2427(5) of the Italian Civil Code is provided in an attachment to these Notes.

Investments in other entities
This item may be broken down as follows (in thousands of Euro):

	Balance 31/12/12	**Balance 31/12/11**
SAPIR	3	3
CAAF Industrie	2	2
Consorzio Cura	1	1
Cassa Risparmio Ravenna	169	169
Total other entities	**175**	**175**

Receivables from associated companies
This item may be broken down as follows (in thousands of Euro):

	Balance 31/12/12	**Balance 31/12/11**
Kazakhstan Caspian Offshore Ind.	21,800	22,500

This receivable consists of a medium-term loan granted to associated company Kazakhstan Caspian Offshore Industries Llp to enable it to construct its own yard in Kazakhstan. The loan was disbursed in several instalments commencing in 2009. It is unsecured and bears interest at a market based, arm's length rate. Based on the Company's Business Plan, no bad debts are expected in relation to this loan in light of the cash flow expected from contracts that the associate has acquired in recent years.

In light of losses accumulated and difficulty encountered in acquiring the orders needed for it to launch its production activities, a loan of USD 1,300 thousand to associated company Unaros Fzc was written down in full during the previous year.

Other receivables

This item may be broken down as follows (in thousands of Euro):

	Balance 31/12/12	Balance 31/12/11
Mart Machinery Plant	606	618

This receivable regards a loan of USD 800 thousand made to Mart Machinery Plant (a company that owns 20% and 50%, respectively, of associate Rosetti Imstalcon Llp and indirect associate Kazakhstan Caspian Offshore Industries Llp); based on the repayment plan, the final repayment is due on 31 December 2015. The decrease compared to prior year is due to restatement of the outstanding amount at the 31 December 2012 exchange rate. The loan is unsecured and bears interest at a market based, arm's length rate. No collection issues are expected in relation to this loan.

Treasury shares

This item amounts to Euro 5,100 thousand and consists of 200,000 treasury shares purchased in prior years for Euro 25.50 per share.
In accordance with Article 2359 *bis* of the Italian Civil Code, Shareholders' Equity includes a non-distributable "Reserve for treasury shares" of the same amount.

CURRENT ASSETS

INVENTORY

This item may be broken down as follows (in thousands of Euro):

	Balance 31/12/12	Balance 31/12/11
- Raw materials	1,628	2,440
(less) Obsolescence provision	(1,050)	(1,600)
	578	840
- Contract work in progress	238,577	172,166
- Payments on account	(95,721)	(56,934)
	142,856	115,232
- Advances to suppliers	12,863	10,038
Total inventory	**156,297**	**126,110**

Measurement of year-end raw materials inventory at weighted average purchase cost does not lead to any appreciable difference compared to a current cost measurement. Given the significant decrease in raw materials inventory, the obsolescence provision created in prior years to bring inventory into line with its estimated realisable amount has also been proportionately reduced by some Euro 550 thousand.

Contract work in progress includes Euro 6,565 thousand relating to contracts lasting less than a year (measured under the completed contract method) and Euro 232,012 thousand to contracts spanning more than one year (measured under the percentage completion method).

The increase compared to prior year is mainly due to the acquisition of new contracts.

Contract work in progress includes a contract in relation to which provision has been made for operating losses totalling around Euro 685 thousand.

Advances to suppliers primarily consist of sums paid to various suppliers and sub-contractors upon placement of the related orders for purchases of materials or sub-contract services.

The increase compared to prior year mainly relates to the increase in value of production as a result of new contracts acquired.

RECEIVABLES

Due from clients (trade)

This item includes receivables from clients arising as a result of normal commercial transactions.

It may be broken down as follows (in thousands of Euro):

	Balance 31/12/12	Balance 31/12/11
Due from clients - Italy	18,038	2,005
Due from clients – other EU	39,211	33,489
Due from clients – non-EU	12,351	6,475
Provision for bad debts under Art 71 DPR 917/86	(2,738)	(2,354)
TOTAL	**66,862**	**39,615**

The provision for bad debts is considered adequate to cover possible losses on receivables. It has been determined on an overall basis taking account of collection risks relating to certain specific factors.

The increase in total trade receivables compared to prior year is due to the different timing of sales. in relation to the percentage completion of individual contracts and the acquisition of new contracts during the year. Given the nature of the Company's business, trade receivables are highly concentrated with around 92% (90% in prior year) of the total due from the five leading clients by outstanding balance.

Receivables from subsidiaries

This item includes current receivables and was broken down as follows at year end (in thousands of Euro):

	Balance 31/12/12			Balance
	Trade	Finan.	Tot.	31/12/11
Fores Engineering S.r.l.	50	3,500	3,550	2,271
Basis Engineering S.r.l.	49	0	49	29
Rosetti Kazakhstan Llp	21	1,000	1,021	83
Rosetti Egypt Sae	1	0	1	53
Rosetti Egypt for Trade & Imp	0	0	0	4
TOTAL	**121**	**4,500**	**4,621**	**2,440**

All trade and financial transactions with subsidiaries take place on an arm's length basis.
We note that, as a result of political instability in Egypt and difficulty in recovering the losses made, the following financial receivables were written down in full during the year: Rosetti Egypt Sae - Euro 100 thousand; and Rosetti Egypt for Trade & Import Llp – Euro 50 thousand. This writedown was in addition to the Euro 50 thousand writedown in prior year of a loan of Euro 50 thousand also due from Rosetti Egypt Sae.
None of the other receivables is due after more than a year. They are all recoverable and no provision for bad debts has been made.

Receivables from associated companies

This item may be broken down as follows (in thousands of Euro):

	Balance 31/12/12			**Balance**
	Trade	**Finan.**	**Tot.**	**31/12/11**
Unaros Fzc	5	0	5	6
Kazakhstan Caspian Off. Ind.	7,306	0	7,306	4,877
TOTAL	**7,311**	**0**	**7,311**	**4,883**

All trade and financial transactions with associates take place on an arm's length basis. These receivables are all recoverable so no provision for bad debts has been recorded.

Tax receivables

This item may be broken down as follows (in thousands of Euro):

	Balance 31/12/12	**Balance 31/12/11**
VAT receivable	2,602	2,331
Customs duty receivable	0	49
IRAP receivable	775	1,827
Foreign tax receivable	2	42
IRES receivable	5,698	5,083
TOTAL	**9,077**	**9,332**

The VAT receivable includes the annual VAT credit of Euro 926 thousand arising on ordinary commercial transactions (a refund request for Euro 410 thousand was made in the first few months of 2013), the annual VAT credit of Euro 1,500 thousand accruing at 31/12/2011 (for which a refund request was made in the first few months of 2012), a quarterly VAT credit of Euro 63 thousand for which a refund was requested in 2007 but that has only been received in part and an automobile VAT credit of Euro 113 thousand which accrued following retroactive changes to the rules on the deductibility of VAT applied to purchases of automobiles and associated expenses (refund application made in terms of Decree Law no 258 of 15 September 2006).

The IRES receivable is due to the fact that income tax payments made on account in prior years exceeded the taxes actually due and to refund requests made in relation to prior years which, in accordance with proper accounting practice, have been reflected in the financial statements as at 31 December 2012. In more detail, the refund request relates to the following deductions:

- deduction of IRAP paid in accordance with Article 6 of Decree Law no 185 of 29 November 2008, transformed as amended by Law no 2 of 28 January 2009;
- deduction of IRAP paid on personnel and related costs in accordance with Article 2(1-iv) of Decree Law no 201 of 6 December 2011, transformed as amended by Law no 214 of 22 December 2011 and Article 4(12) of Decree Law no 16 of 2 March 2012, transformed as amended by Law no 44 of 26 April 2012.

The IRAP receivable is due to the excess payments on account made in prior years compared to the tax actually due.

The foreign tax receivable is due to amounts withheld by clients from income generated abroad.

Deferred tax assets

Deferred tax assets have been recognised on all positive temporary differences. The theoretical tax effects on temporary differences have been calculated according to current rates. Detailed movements on this item are provided in an annex to these Notes.

Other receivables

This item may be broken down as follows (in thousands of Euro):

	Balance 31/12/12	Balance 31/12/11
Due within a year:		
Due from employees	99	144
Insurance pay-outs receivable	1	1
Due from liquidated companies	18	18
Sundry	33	28
TOTAL	**151**	**191**
Due after more than a year:		
Guarantee deposits	352	349
TOTAL	**352**	**349**

The amounts due from liquidated companies refer to receivables from Rosbos Scrl and North Adriatic Offshore Scrl following the completion of their respective liquidation procedures. Sundry receivables include Euro 20 thousand receivable from the Government of the Congo for amounts unduly withheld and Euro 13 thousand of subsidies receivable for energy generated by solar power plants at the head office in via Trieste and the San Vitale yard.

All of the above amounts are considered recoverable so no provision for bad debts has been recorded.

CURRENT FINANCIAL ASSETS

Other Securities

This item regards the investment made in the joint venture relating to the OMC (Offshore Mediterranean Conference) 2013.

CASH AND CASH EQUIVALENTS

Bank and post office accounts

The amount of Euro 39,072 thousand at 31 December 2012 consisted entirely of funds held in bank accounts.

More details of the change compared to prior year are provided in the attached statement of cash flows.

Cash and cash equivalents on hand

This balance consists entirely of cash on hand and amounts to Euro 39 thousand.

PREPAID EXPENSES AND ACCRUED INCOME

This item may be broken down as follows (in thousands of Euro):

	Balance 31/12/12	Balance 31/12/11
Accrued interest income	275	0
Accrued income re forward sale swaps	298	278
Prepaid leasing costs	26	44
Prepaid rental costs	72	37
Prepaid moveable asset rental costs	37	129
Other prepaid expenses	258	205
TOTAL	**966**	**693**

COMMENTS ON THE MAIN LIABILITY ITEMS

SHAREHOLDERS' EQUITY

Movements on the items included in Shareholders' equity are shown in an attachment.

The main shareholders' equity items are commented on below:

SHARE CAPITAL

At 31 December 2012, share capital was wholly subscribed and paid and consisted of 4,000,000 ordinary shares with a par value of Euro 1.00 each.

REVALUATION RESERVE

This reserve was created in 2005 after the revaluation of fixed assets and the realignment of tax values and values for statutory reporting purposes under Law 266/05. It increased in 2008 as a result of the revaluation of fixed assets under Law 2/09.

LEGAL RESERVE

This reserve consists of allocations of portions of annual earnings in prior years.

RESERVE FOR TREASURY SHARES HELD

This reserve was created in prior years in terms of Articles 2357, 2357-*bis*, 2357-*ter* and 2424 of the Italian Civil Code, using the extraordinary reserve, in relation to the purchase of 200,000 treasury shares.

OTHER RESERVES

Extraordinary reserve

This reserve increased by Euro 17,157 thousand in 2012 due to the allocation of part of the net profit for 2011.

The reserve consists entirely of portions of annual earnings allocated in prior years.

Reserve under Legislative Decree 124/93

This reserve consists of allocations made in prior years under Legislative Decree 124/93.

Reserve for unrealised exchange gains

This reserve was created in 2011 using part of the net profit for 2010 and increased in 2012 using part of the net profit for 2011 in order to cover unrealised exchange gains.

Reserve for grants under Art. 55 DPR 917/1986

This reserve includes the following grants received in prior years in relation to the shipyard (in thousands of Euro):

- Law 599/1982	110
- Law 361/1982	618
- Law 234/1989	1,198
	1,926

NET PROFIT FOR THE YEAR

This includes the net profit for the year.

PROVISIONS FOR RISKS AND CONTINGENCIES

Provisions for retirement benefits and similar rights

This item includes amounts allocated for the leaving indemnity of a Director, as approved by the Shareholders' General Meeting.

Tax provision

This item includes Euro 27 thousand of provisions for deferred taxes (movements on this item are shown in a specific attachment) and Euro 20 thousand representing a provision for prior year taxes.

Other provisions

This item is analysed as follows (in thousands of Euro):

	31/12/11	**Incr.**	**Decr.**	**31/12/12**
Prov. for contractual risks	5,604	1,835	0	7,439
Prov. for future risks	835	290	0	1,125
TOTAL OTHER	**6,439**	**2,125**	**0**	**8,564**

The provision for contractual risks has been created mainly to cover the risk of probable work under warranty and additional costs needed to make up delays accumulated on certain contracts in progress. The provision for future risks represents the best possible estimate of probable liabilities arising from ongoing civil litigation with third parties.

T.F.R./EMPLOYEE SEVERANCE INDEMNITY PROVISION

Movements on the provision during the year were as follows (in thousands of Euro):

Balance at 31/12/11	2,059
Amount accruing and recorded in the Income Statement	1,205
Draw downs	(1,265)
Balance at 31/12/12	**1,999**

The TFR/employee severance indemnity provision at 31 December 2012 represents the indemnity in favour of employees up to 31 December 2006. It will be settled through payments made when employees leave the Italian companies or through advance payments made in accordance with the law. Draw-downs consist of transfers of Euro 521 thousand to complementary pension funds, the transfer of Euro 529 thousand to the INPS treasury fund, payment of indemnities and advances totalling Euro 121 thousand and payment of personal income tax and social security contributions of Euro 94 thousand on behalf of employees.

The balance at 31 December 2012 is stated net of advances of Euro 1,231 thousand paid to employees.

PAYABLES

A breakdown of payables is provided below together with movements on the various component items during the year:

Due to other lenders

This item includes a subsidised loan from the Ministry of Industry which is repayable gradually by 2015.

Payments on account

This item includes order advances and milestone payments received from clients in relation to ongoing contract work (in thousands of Euro):

	Balance 31/12/12	Balance 31/12/11
Advances from third party clients	143,262	117,161
TOTAL PAYMENTS ON ACCOUNT	**143,262**	**117,161**

The increase compared to prior year reflects the change in contracts in progress at year end. For further information, see the section on contract work in progress.

Due to suppliers

This item may be broken down as follows (in thousands of Euro):

	Balance 31/12/12	Balance 31/12/11
Due to suppliers - Italy	42,036	25,559
Due to suppliers – other EU	17,554	5,158
Due to suppliers – non-EU	5,775	4,048
TOTAL	**65,365**	**34,765**

The increase is due to higher value of production and the different timing of contracts. It should be considered together with the increases in inventory and receivables.

Due to subsidiaries

This item includes short-term payables to the following subsidiaries (in thousands of Euro):

	Balance 31/12/12	Balance 31/12/11
Rosetti Marino Mocambique Limitada	1	0
Rosetti Libya Jsc	281	0
Fores Engineering S.r.l.	597	111
Basis Engineering S.r.l.	2,038	1,909
Rosetti Doo	2,184	0
TOTAL	**5,101**	**2,020**

The amounts due to Fores Engineering S.r.l., Basis Engineering S.r.l. and Rosetti Doo relate to commercial transactions taking place on an arm's length basis while the amounts due to Rosetti Marino

Mocambique Limitada and Rosetti Libya Jsc regard share capital subscribed but not yet paid.

Due to associated companies

This item includes short-term payables to the following associated company (in thousands of Euro):

	Balance 31/12/12	Balance 31/12/11
Tecon S.r.l.	295	282
TOTAL	**295**	**282**

The above payables were generated by commercial transactions that took place on an arm's length basis.

Due to parent companies

This item consists entirely of amounts due to parent company Rosfin S.p.A. in the form of fees payable following the issue of a Parent Company Guarantee.

Tax payables

This item may be broken down as follows (in thousands of Euro):

	Balance 31/12/12	Balance 31/12/11
Due to tax authorities for:		
- Personal income tax deducted at source	1,207	1,235
- Sundry taxes	16	10
- Income taxes on foreign income	1,608	0
TOTAL	**2,831**	**1,245**

This item mainly includes personal income tax deducted at source from the remuneration of employees and independent contractors plus tax payables arising on income generated by the Tunisian Branch.

Tax periods after 2007 have yet to be finalised and are still open to assessment.

Social security payables

This item includes employee and employer social security contributions payable to social security institutions.

Other payables

This item may be broken down as follows (in thousands of Euro):

	Balance 31/12/12	**Balance 31/12/11**
Due to employees	2,899	2,605
Due to independent contractors	14	31
Due to pension funds	252	237
Sundry payables	363	9
TOTAL	**3,528**	**2,882**

The amounts due to employees include Euro 12 thousand of performance related bonuses for 2012, Euro 1,562 thousand of remuneration payable, Euro 1,284 thousand of accrued holiday pay and Euro 41 thousand of expense claims.

ACCRUED EXPENSES AND DEFERRED INCOME

At 31 December 2012, this item may be broken down as follows (in thousands of Euro):

	Balance 31/12/12	**Balance 31/12/11**
Accrued interest on loans	9	11
Accrued lease payments	19	19
Accrued expense re forward purchase / sale transactions	267	6
TOTAL ACCRUED EXPENSES & DEFERRED INCOME	**295**	**36**

MEMORANDUM ACCOUNTS

GUARANTEES GIVEN

a. Sureties

This item mainly consists of sureties given by insurers and banks to the Company's clients (Euro 104,806 thousand) and to clients of Group companies (Euro 7,081 thousand) as guarantees of proper performance of works and to release amounts withheld for performance purposes.

OTHER COMMITMENTS AND RISKS:

a. Forward currency purchases

This item includes the amount of NOK 88,134 thousand and GBP 1,521 thousand as per contracts arranged with banks to hedge various purchase orders relating to shipbuilding contracts and a contract with Elf Exploration UK Limited.

b. Forward currency sales

This item regards the amount of GBP 128,636 thousand as per the contracts arranged with banks to hedge the contract with Elf Exploration UK Limited.

From an operational perspective, these contracts are intended to manage the interest rate risk and satisfy the conditions laid down by the applicable accounting standards to be designated as hedges.

c. Lease instalments

This amount includes the commitment for future instalments and the final purchase option under a finance lease for land plus industrial buildings next to the San Vitale yard.

For the sake of completeness, we note that the effect of accounting for this lease under the finance lease method required by IAS no 17 would have been as follows.

	2012	2011	Delta
Value of asset	6.500	7,791	(1,291)
Accumulated depreciation	(1,524)	(2,655)	1,131
Net book value	4,976	5,136	(160)
Outstanding liability	(1,066)	(1,629)	563
Financial expenses for year	(80)	(113)	33
Effect on profit before tax	452	422	30
Tax effect	(142)	(133)	(9)
Effect on shareholders' equity	1,376	1,066	310

Other

The Company holds a 20% interest in Tecon S.r.l. and has granted a put option to the other quotaholders thus making a commitment to acquire the remaining quota capital. The other quotaholders may exercise this put option up until 22 November 2017.

COMMENTS ON THE MAIN INCOME STATEMENT ITEMS

Income statement transactions with Group companies are described in an attachment.

VALUE OF PRODUCTION

REVENUES FROM SALES AND SERVICES

Revenues from the sale of goods and the provision of services may be broken down as follows (in thousands of Euro):

	2012	2011
Oil & Gas Business Unit	90,082	94,920
Shipbuilding Business Unit	104,185	68,882
Process Plants Business Unit	6,058	6,798
Sundry services	553	1,485
Total	**200,878**	**172,085**

Revenues may be broken down by geographical area as follows (in thousands of Euro):

	2012	2011
Revenues from Italian clients	114,000	69,873
Revenues from other EU clients	73,358	71,019
Revenues from non-EU clients	13,520	31,193
Total	**200,878**	**172,085**

Comments on the operating performance for the year are set out in the Directors' Report.

Given the nature of the Company's business, revenues are highly concentrated with around 95% of total revenues from sales and services generated by the five largest clients (88% in prior year).

CHANGE IN CONTRACT WORK IN PROGRESS

This item may be broken down as follows (in thousands of Euro):

Opening contract work in progress at 01.01.2012	(172,166)
Closing contract work in progress at 31.12.2012	238,577
Total	**66,411**

At 31 December 2012, contract work in progress included Euro 171,474 thousand relating to the Oil & Gas Business Unit and Euro 67,103 thousand to the Shipbuilding Business Unit.

INCREASES IN OWN WORK CAPITALISED

In 2012, the capitalised costs recorded under this item included the cost of leasehold improvements at the San Vitale Yard (Euro 10 thousand – construction of technical gas system in prefabrication yard, installation of a double turnstile at yard access area and extension of the prefabrication floor), the cost of work done at the Via Trieste facility (Euro 49 thousand – installation of two new signs, construction of new offices) and work at the Piombini yard (Euro 27 thousand – climate control system in building 11, installation of an overhead travelling crane and construction of new office block).

OTHER REVENUES AND INCOME

This item may be broken down as follows (in thousands of Euro):

	2012	2011
Grants towards operating expenses	148	106
Total “Grants towards operating expenses”	**148**	**106**
Gains on disposals of assets	100	352
Hires and rentals	49	34
Recharge of expenses to third parties	356	331
Income for seconded personnel	0	51
Other revenues	440	245
Reversal of excess bad debt provision	19	1,007
Out of period income	158	82
Total “other revenues”	**1,122**	**2,102**
Total “other revenues and income”	**1,270**	**2,208**

“Grants towards operating expenses” includes Euro 97 thousand of grants towards the photovoltaic solar power system installed at the S. Vitale yard and Euro 51 thousand of grants received from Emilia Romagna Region for the Company’s research and development work in recent years. Specifically, these R&D grants relate to work on the development of a cold plasma system to separate carbon from natural gas before it is utilised and new catalytic technology to produce “renewable” hydrogen from bio-derivative organic compounds.

“Reversal of excess bad debt provision” regards the restatement at the 31/12/2012 exchange rate of the writedown of the US Dollar loan granted to associated company Unaros Fzc.

COST OF PRODUCTION

PURCHASES

This item may be broken down as follows (in thousands of Euro):

	2012	2011
Raw materials	93,448	47,293
Consumables	2,295	2,198
Other purchases	305	78
TOTAL PURCHASES	**96,048**	**49,569**

The increase compared to prior year is mainly due to the higher volume of production.

COSTS FOR SERVICES

This item may be broken down as follows (in thousands of Euro):

	2012	2011
Subcontracting and outsourcing	102,155	93,146
Other external production costs	13,440	9,367
Repairs and maintenance	1,081	1,003
Electricity, water, heating	1,417	1,426
Auxiliary personnel costs	2,240	2,757
Selling costs	1,896	2,170
Statutory auditors' fees	42	42
Directors' fees	1,521	687
Audit fees	93	88
General, administrative and insurance costs	3,525	3,330
TOTAL COSTS FOR SERVICES	**127,410**	**114,016**

The increase compared to prior year is mainly due to the higher volume of production.

LEASE AND RENTAL COSTS

This item may be broken down as follows (in thousands of Euro):

	2012	2011
Maintenance of leased/rented property	1	3
Concession fees	80	73
Rental of buildings	647	560
Real estate lease instalments	643	645
Hire/rental of moveable property	3.751	4.880
Software rental	28	25
TOTAL	**5.150**	**6.186**

The decrease in this item compared to prior year is due to the different distribution over the year of activities requiring the use of rented and leased assets.

PERSONNEL COSTS

The income statement contains a breakdown of these costs.

Other personnel costs includes performance related bonuses of Euro 200 thousand and contributions totalling Euro 154 thousand to the "Cometa" and "Previndai" supplementary pension funds.

The following table shows changes in the workforce by category during the year:

	31/12/11	Increases	Decreases	31/12/12
Executives	29	4	4	29
White collar	262	57	24	295
Blue collar	75	12	12	75
TOTAL	**366**	**73**	**40**	**399**

Note that the table excludes personnel seconded to other Group companies while it includes 37 employees that work at the Tunisian branch (1 executive, 27 white collar employees and 9 blue collar employees)

AMORTISATION, DEPRECIATION AND WRITEDOWNS

The breakdown required has been provided in the Income Statement.

Details of depreciation charges on tangible assets are provided in a specific attachment.

CHANGE IN INVENTORY OF RAW MATERIALS:

This item may be broken down as follows (in thousands of Euro):

Opening inventory at 01/01/12	2,440
Accrual to inventory obsolescence provision	(550)
Closing inventory at 31/12/12	(1,628)
TOTAL	**262**

PROVISION FOR RISKS

This item includes Euro 1,834 thousand allocated to bring the Provision for contractual risks up to the level needed to cover the risk of probable warranty costs and additional costs necessary to recover delays accumulated on some contracts in progress. It also includes Euro 291 thousand allocated to the Provision for future charges to bring it into line with the best possible estimate of the contingent liability regarding ongoing litigation with third parties.

SUNDRY OPERATING EXPENSES

This item may be broken down as follows (in thousands of Euro):

	2012	**2011**
I.M.U. – local property tax	156	80
Losses on fixed asset disposals	1	38
Compensation for damages	0	1
Out of period expenses	11	4
Other	200	103
TOTAL	**368**	**226**

FINANCIAL INCOME AND EXPENSES

INCOME FROM EQUITY INVESTMENTS

This item consists of dividends from subsidiaries Rosetti Kazakhstan Llp (Euro 5,115 thousand), Basis Engineering (Euro 921 thousand) and Fores Engineering (Euro 688 thousand), from associated company Tecon S.r.l. (Euro 130 thousand) and from the investments held in Cassa di Risparmio di Ravenna (Euro 4 thousand) and Sapir (Euro 1 thousand)

OTHER FINANCIAL INCOME

This item may be broken down as follows (in thousands of Euro):

	2012	**2011**
Income from subsidiaries	14	10
Income from associated companies	873	804
Sundry income:		
Bank interest income	792	395
Sundry interest income	548	408
Allowances received	4	1
TOTAL	**2,231**	**1,618**

INTEREST AND OTHER FINANCIAL EXPENSES

This item may be broken down as follows (in thousands of Euro):

	2012	2011
d) to third parties:		
Interest expenses on bank current accounts	2	2
Interest expenses on bank loans	9	13
Allowances given	0	2
Sundry interest expenses	296	13
TOTAL	**307**	**30**

"Sundry interest expenses" mainly comprises interest expenses on exchange risk hedging operations.

FOREIGN EXCHANGE GAINS AND LOSSES

This item may be broken down as follows (in thousands of Euro):

	2012	2011
Foreign exchange gains	4,969	192
Unrealised foreign exchange gains	100	500
Foreign exchange losses	(9,145)	(635)
Unrealised foreign exchange losses	(14)	(30)
TOTAL	**(4,090)**	**27**

The significant increases in foreign exchange gains and losses are due to the need to extend hedging transactions after some contracts passed their scheduled completion date.

ADJUSTMENTS TO VALUE OF FINANCIAL ASSETS

WRITEDOWNS

This item includes the partial writedown of the investment in subsidiary Rosetti Libya Jsc. For more details, see under "Equity investments in subsidiaries and associated companies".

NON-RECURRING INCOME AND EXPENSES

OTHER INCOME

This item includes Euro 37 thousand representing the refund of IRAP related penalties paid in 2011 that was obtained following a successful appeal. It also includes Euro 895 thousand of refunds requested in relation to the non-deduction of IRAP for IRES purposes in previous years. For more details, see the "Tax receivables" section.

INCOME TAXES FOR THE YEAR

This item may be broken down as follows (in thousands of Euro):

	2012	2011
Current taxes	2,766	4,438
Deferred tax	(17)	118
Deferred tax income	(778)	(282)
TOTAL	**1,971**	**4,274**

The following table contains a reconciliation between the tax charge recorded in 2012 and the theoretical tax charge, determined on the basis of theoretical tax rates (in thousands of Euro):

	Taxable income	Taxation
Theoretical income taxes	11,712	3,678
Adjustments re dividends	(6,516)	(1,792)
Other adjustments – increases/(decreases)	1,125	310
Tax deductions	(44)	(24)
Temporary differences	(2,866)	(796)
Higher tax base for IRAP	15,259	595
TOTAL		**1,971**

The effective tax rate is 16.83% (16.67% in 2011) against a theoretical tax rate of 31.40%.

ATTACHMENTS

The following attachments contain supplementary information in addition to that provided in the Notes of which they are an integral part.

The said information is contained in the following attachments:

- Statement of movements on shareholders' equity;
- List of investments in subsidiaries and associated companies at 31 December 2012 in terms of Art. 2427 (5) of the Italian Civil Code;
- Statement of changes in tangible assets for the year ended 31 December 2012;
- Income statement transactions with subsidiaries, associated companies and related parties in 2012.
- Temporary differences resulting in recognition of deferred tax assets and liabilities.
- Statement of cash flows

ROSETTI MARINO S.p.A.
STATEMENT OF MOVEMENTS ON SHAREHOLDERS' EQUITY
(In thousands of Euro)

	Share capital	Revaluation reserve	Legal reserve	Reserve for Treasury shares	Extraord. reserve	Res. Under Leg. Dec. 124/93	Reserve for grants	Res. For unrealised exch. gains	Net profit for year	Total
BALANCE AT 31 DECEMBER 2010	**4.000**	**36.969**	**800**	**5.100**	**46.658**	**15**	**1.926**	**0**	**32.724**	**128.192**
Allocation of net profit for 2010:										
- to extraordinary reserve	0	0	0	0	26.014	0	0	0	(26.014)	0
- to reserve for unrealised exchenge gains	0	0	0	0	0	0	0	60	(60)	0
- dividends	0	0	0	0	0	0	0	0	(6.650)	(6.650)
Net profit for 2011	0	0	0	0	0	0	0	0	21.368	21.368
BALANCE AT 31 DECEMBER 2011	**4.000**	**36.969**	**800**	**5.100**	**72.672**	**15**	**1.926**	**60**	**21.368**	**142.910**
Allocation of net profit for 2011:										
- to extraordinary reserve	0	0	0	0	17.158	0	0	0	(17.158)	0
- to reserve for unrealised exchenge gains	0	0	0	0	0	0	0	410	(410)	0
- dividends	0	0	0	0	0	0	0	0	(3.800)	(3.800)
Util. of Extraord. Res to buy of Treasury Shares	0	0	0	0	0	0	0	0	0	0
Reclassification of reserve for exchange gains	0	0	0	0	0	0	0	0	0	0
Net profit for 2012	0	0	0	0	0	0	0	0	9.742	9.742
BALANCE AT 31 DECEMBER 2012	**4.000**	**36.969**	**800**	**5.100**	**89.830**	**15**	**1.926**	**470**	**9.742**	**148.852**
Possible utilisation	B:C or D	A:B:D	A:B	E	A:B:C	A:B:D	A:B:D	C:E		

If distributed to the shareholders, share capital amounting to Euro 832 thousand would be subject to taxation.
Utilisation of the reserve for grant income for any reason other than to cover losses would render it subject to taxation.
Part of the reserve for unrealized exchange gains - Euro 385 thousand - is no longer available.

Legend:
A) reserve available for share capital increases
B) reserve available to cover losses
C) reserve available for distribution to Shareholders
D) reserve available for distribution to Shareholders but becoming subject to taxation upon distribution
E) reserve not available

LIST OF EQUITY INVESTMENTS IN SUBSIDIARIES AND ASSOCIATED COMPANIES
AT 31 DECEMBER 2012 (ART. 2427 (5) of Italian Civil Code)
(in thousands of Euro)

Name	Location	Share capital	Latest FS	Equity		Total assets	Value of production	Net profit (loss)		Percentage interest held		Carrying amount (a)	Value per Art.2427 (b)	Difference (b-a)
				Total	pro-quota			Total	pro-quota	Total	Direct			
Subsidiaries:														
- FORES ENGINEERING Srl	Forli	1.000	2012	9.964	9.964	33.378	33.767	928	928	100,0%	100,0%	603	9.964	9.361
- BASIS ENGINEERING Srl	Milan	500	2012	3.381	3.381	8.612	15.418	540	540	100,0%	100,0%	265	3.381	3.116
- ROSETTI KAZAKHSTAN Llp	Kazakhstan	198	2012	16.954	16.954	27.380	53.995	10.359	10.359	100,0%	100,0%	199	16.954	16.755
- ROSETTI GENERAL CON. Lda (1)	Portugal	50	2012	2.823	2.767	2.950	719	399	391	100,0%	98,0%	52	2.819	2.767
- ROSETTI Doo	Croatia	48	2012	391	391	2.608	30	(228)	(228)	100,0%	100,0%	48	391	343
- FORES ENGINEERING ALGERIE Eurl (2)	Algeria	156	2012	298	0	1.020	433	41	0	100,0%	0,0%	0	298	298
- FORES KAZAKHSTAN Llp (3)	Kazakhstan	10	2012	7	0	37	20	11	0	100,0%	0,0%	0	4	4
- ROSETTI LIBYA Jsc	Libya	622	2012	523	340	594	0	(64)	(42)	65,0%	65,0%	332	340	8
- ROSETTI EGYPT Sae (4)	Egypt	32	2012	(143)	(86)	40	5	(123)	(74)	90,0%	60,0%	0	(134)	(134)
- ROSETTI EGYPT FOR TRADE Llc in liquidation (5)	Egypt	6	2012	(29)	0	24	0	(2)	0	89,8%	0,0%	0	(32)	(32)
- ROSETTI MARINO MOCAMBIQUE Ltd	Mozambique	1	2012	1	1	1	0	0	0	96,0%	96,0%	1	1	0
												1.500	33.986	32.486
Associated companies:														
- ROSETTI IMSTALCON Llp in liquidation	Kazakhstan	35	2012	316	158	478	36	(309)	(155)	50,0%	50,0%	12	239	227
- KAZAKHSTAN CASPIAN OFFSHORE INDUSTRIES Llp (6)	Kazakhstan	1.160	2012	12.694	1.269	86.123	142.766	8.156	816	50,0%	10,0%	296	6.117	5.821
- UNAROS Fzc	UAE	32	2012	(1.966)	(983)	382	36	(557)	(279)	50,0%	50,0%	0	0	0
- LENAC-ROSETTI ADRIA Doo (7)	Croatia	198	2012	182	0	184	0	(16)	0	50,0%	0,0%	0	198	198
- TECON Srl	Milan	47	2012	2.733	547	5.389	5.451	288	58	20,0%	20,0%	550	547	(3)
												858	7.101	6.243

1) 2 % held indirectly through Basis Engineering Srl
2) Investment held indirectly through Fores Engineering Srl
3) Investment held indirectly through Fores Engineering Srl (50%) and Rosetti Kazakhstan (50%)
4) Investment held 60% directly and indirectly through Fores Engineering Srl (15%) and Rosetti General Contracting Lda (15%)
5) Investment held indirectly through Rosetti Egypt Sae
6) Investment held indirectly through Rosetti Kazakhstan Llp
7) Investment held indirectly through Rosetti Doo

ROSETTI MARINO S.p.A. (ATTACHMENT 3 TO THE FINANCIAL STATEMENTS)
STATEMENT OF MOVEMENTS ON TANGIBLE ASSETS
FOR THE YEAR ENDED 31 DECEMBER 2012
(in thousands of Euro)

Tangible assets	Opening situation				Movements during year										Closing situation			
					Additions			Disposals			Change of category		Depreciation					
	Historical cost	Reval'ns	Accum. Dep'n	Balance 31.12.11	Purchases	Int works	Reval'ns	H/cost	Reval'ns	Acc. Dep.	HC	Acc Dep	Rate	Amount	Historical cost	Reval'ns	Accum. Dep'n	Balance 31.12.12
		(*)					(*)		(*)							(*)		
Land and buildings:																		
'-buildings	21.712	7.075	(11.218)	17.569		4.295	0	0	0	0	0	0	3%	(1.533)	26.007	7.075	(12.751)	20.331
'- land	5.647	26.871	(1.430)	31.088	0	0	0	0	0	0	0	0	0%	0	5.647	26.871	(1.430)	31.088
' - light constructions	4.182	908	(4.104)	986	2	0	0	(1)	(1)	2	(37)	35	10%	(242)	4.146	907	(4.309)	744
Plant and machinery:																		
' - general and spec. Plant	8.721	1.300	(7.998)	2.023	2.806	197	0	(110)	(42)	153	54	(52)	10%	(546)	11.668	1.258	(8.443)	4.483
'- water treatment plants	238	0	(174)	64	0	0	0	0	0	0			15%	(18)	238	0	(192)	46
'- machinery	4.974	967	(5.584)	357	326	0	0	(138)	(48)	186	(4)	4	15,5%	(166)	5.158	919	(5.560)	517
Industrial and commercial equipment	2.449	0	(1.867)	582	193	21	0	(167)	0	167	(13)	13	25%	(241)	2.483	0	(1.928)	555
Other tangible assets:																		
- office furniture & equipment	334	0	(286)	48	126	0	0	(100)	0	100	0	0	12%	(20)	360	0	(206)	154
- electronic office equipment	1.377	0	(931)	446	148	0	0	(43)	0	41	0	0	20%	(176)	1.482	0	(1.065)	416
- commercial vehicles	544	0	(466)	78	0	0	0	(1)	0	1	0	0	20%	(22)	543	0	(487)	56
- cars	6	0	(6)	0	9	0	0	0	0	0	0	0	25%	(1)	15	0	(7)	8
Assets in progress and payments on account:																		
-Assets in progress	2.436	0	0	2.436	0	(2.264)	0	0	0	0	0	0		0	172	0	0	172
- Advances to suppliers	1.854	0	0	1.854	0	0	0	0	0	0	0	0		0	1.854	0	0	1.854
Total	**54.474**	**37.121**	**(34.064)**	**57.531**	**3.610**	**2.249**	**0**	**(560)**	**(91)**	**650**	**0**	**0**		**(2.965)**	**59.773**	**37.030**	**(36.378)**	**60.424**

(*) These columns show revaluations made under specific legislation

STATEMENT OF TRANSACTIONS WITH SUBSIDIARIES, ASSOCIATED COMPANIES AND RELATED PARTIES IN 2012
(Amounts in thousands of Euro)

	SUBSIDIARIES				ASSOCIATED COMPANIES				
Description	Fores Engineering	Basis Eng.	Rosetti Kazakhstan	Rosetti Egypt	KCOI	Tecon	Rosetti Imstalcon	Unaros	**Total**
- Revenues (A1)	65	59	29	0	7.799	0	37	28	8.017
- Other revenues (A5b)	53	49	0	0	0	0	0	0	102
- Raw materials (B6)	913	0	0	0	0	0	0	0	913
- Services (B7)	511	8.645	0	0	0	786	0	0	9.942
- Leases and rentals (B8)	0	42	0	0	0	0	0	0	42
- Financial income (C16)	698	921	5.117	2	848	0	0	25	7.611

There were no transactions with related parties.

TEMPORARY DIFFERENCES RESULTING IN THE RECOGNITION OF DEFERRED TAX ASSETS AND LIABILITIES

under Article 2427 (14) of the Italian Civil Code

(Amounts in thousands of Euro)

Description of temporary differences	*Deferred Tax Assets at 31/12/11*			*Decreases*			*Increases*			*Deferred Tax Assets at 31/12/12*		
Deductible differences	**Taxable amount**	**Rate**	**Tax**	**Taxable amount**	**Rate**	**Tax**	**Taxable amount**	**Rate**	**Tax**	**Taxable amount**	**Rate**	**Tax**
Inventory obsolescence provision pre 2008	550	31,40%	173	550	31,40%	173	0	31,40%	0	0	31,40%	0
Inventory obsolescence provision from 2008	1.050	27,50%	289	0	27,50%	0	0	27,50%	0	1.050	27,50%	289
Provision for future risks	835	27,50%	230	0	27,50%	0	291	27,50%	79	1.126	27,50%	309
Provision for contractual risks	5.604	27,50%	1.541	0	27,50%	0	1.834	27,50%	505	7.438	27,50%	2.046
Bad debt provision	1.055	27,50%	290	19	27,50%	5	150	27,50%	41	1.186	27,50%	326
Unrealised foreign exchange losses	30	27,50%	8	30	27,50%	8	14	27,50%	4	14	27,50%	4
Contracts in progress	665	27,50%	183	665	27,50%	183	684	27,50%	188	684	27,50%	188
Directors' fees payable	0	27,50%	0	0	27,50%	0	353	27,50%	97	353	27,50%	97
Goodwill	88	31,40%	27	23	31,40%	7	0	31,40%	0	65	31,40%	20
Depreciation of tangible assets	3.099	31,40%	973	68	31,40%	21	833	31,40%	262	3.864	31,40%	1.214
Total	12.976		3.714	1.355		397	4.159		1.176	15.780		4.493

Description of temporary differences	*Deferred Taxation at 31/12/11*			*Decreases*			*Increases*			*Deferred Taxation at 31/12/12*		
Deductible differences	**Taxable amount**	**Rate**	**Tax**	**Taxable amount**	**Rate**	**Tax**	**Taxable amount**	**Rate**	**Tax**	**Taxable amount**	**Rate**	**Tax**
Unrealised foreign exchange gains	500	27,50%	137	500	27,50%	137	100	27,50%	27	100	27,50%	27
Dividends not collected	1	27,50%	1	0	27,50%	0	0	27,50%	0	1	27,50%	1
Total .	501		138	500		137	100		27	101		28

STATEMENT OF CASH FLOWS

(amounts in thousands of Euro)

	31/12/2012	31/12/2011
A. OPENING SHORT-TERM NET FINANCIAL POSITION	**33,913**	**21,638**
B. CASH FLOWS GENERATED (ABSORBED) BY OPERATING ACTIVITIES		
Net profit (loss) for year	9,742	21,368
Depreciation and amortisation	3,654	3,879
Net change in provisions for risks and contingencies	2,026	79
Net change in TFR/employee severance indemnity provision	(60)	(330)
Profit (Loss) from operating activities before change in working capital	**15,362**	**24,996**
(Increase)Decrease in current receivables	(32,340)	9,791
(Increase)Decrease in non-current receivables	(3)	0
(Increase) Decrease in inventory	(30,186)	(19,094)
Increase (Decrease) in trade payables and other payables	62,200	21,427
Increase (Decrease)in other working capital items	(14)	(83)
	15,019	**37,037**
C. CASH FLOWS GENERATED (ABSORBED) BY INVESTING ACTIVITIES		
Net change in non-current assets:		
- intangible	(249)	(268)
- tangible	(5,859)	(7,808)
- financial	185	(9,953)
	(5,923)	**(18,029)**
D. CASH FLOWS GENERATED (ABSORBED) BY FINANCING ACTIVITIES		
Dividends	(3,800)	(6,650)
Other changes in medium/long-term debt	(86)	(83)
	(3,886)	**(6,733)**
E. CASH FLOWS FOR THE YEAR (B+C+D)	**5,210**	**12,275**
F. CLOSING SHORT-TERM NET FINANCIAL POSITION (A+E)	**39,123**	**33,913**

3. BOARD OF STATUTORY AUDITORS' REPORT
ON THE FINANCIAL STATEMENTS AS AT 31/12/2012

To the Shareholders' General Meeting of Rosetti Marino Spa

During the year ended 31/12/11, our work was performed in accordance with the Code of Conduct for Statutory Auditors as recommended by the Italian Accounting Profession ("*Consiglio Nazionale dei Dottori Commercialisti e degli Esperti Contabili*").

Specifically:
We checked observance of the law and the articles of association and compliance with principles of proper business management.
We attended three Shareholder's General Meeting, eight Meetings of the Board of Directors and eight Executive Committee Meetings which were held in accordance with the articles of association and legal rules governing their functioning and can provide reasonable assurance that the resolutions approved were in accordance with the law and the articles of association, were not clearly imprudent or risky, did not involve a conflict of interests and were not such as to threaten the integrity of the Company's assets.
During the meetings held, the Directors provided us with information on the general operating performance and on the business outlook as well as details of the most significant transactions – in terms of size or characteristics – carried out by the Company and its subsidiaries. We can be reasonably certain that the operations and transactions carried out were in accordance with the law and the articles of association, were not clearly imprudent or risky, did not involve a conflict of interests and were not such as to threaten the integrity of the Company's assets.
We had two meetings with the external auditors and no significant data and information requiring disclosure in this Report came to our attention.
We gathered information on and checked the adequacy of the organisational structure, also be gathering information from persons in charge of the various functions. We have no comments to make in this regard.
We verified the adequacy of the administrative and accounting system with regard to its reliability in reporting accurately on operating

activities. Based on the work done, by obtaining information from the divisional heads and the external auditors and reviewing Company documents, we have no comments to make in this regard.
No reports in terms of Article 2408 of the Italian Civil Code were received.
During the year, the Board of Statutory Auditors did not issue any opinions provided for by law.
During our supervisory work, as described above, we did not identify any other significant events requiring to be mentioned in this Report.
We have reviewed the financial statements for the year ended 31/12/12 and report the following.
As we were not required to perform detailed checks on the financial statements, we have confirmed only its conformity with legal requirements on its general form and structure. We have no comments to make in this regard.
As far as we are aware, when preparing the financial statements, the Directors did not deviate from statutory reporting requirements in terms of Article 2423(4) of the Italian Civil Code.
We have checked that the financial statements reflect the facts and information that have come to our attention in the course of our work and have no matters to report in this regard.

In consideration of the above and based on work done by external auditors Deloitte & Touche S.p.A., the results of which are contained in a report that accompanies these financial statements, we recommend approval of the financial statements for the year ended 31 December 2012, as prepared by the Directors."

Ravenna, 8 April 2013

The Board of Statutory Auditors

4. EXTERNAL AUDITORS' REPORT

Deloitte.

Deloitte & Touche S.p.A.
Piazza Malpighi, 4/2
40123 Bologna
Italia

Tel: +39 051 65811
Fax: +39 051 230874
www.deloitte.it

AUDITORS' REPORT PURSUANT TO ARTICLE 14 OF LEGISLATIVE DECREE No. 39 OF JANUARY 27, 2010 AND ALTERNATIVE CAPITAL MARKET REGULATION
(Translation from the Original Issued in Italian)

To the Shareholders of
ROSETTI MARINO S.p.A.

1. We have audited the financial statements of Rosetti Marino S.p.A. (hereby also "the Company") as of December 31, 2012. These financial statements prepared in accordance with the Italian law governing financial statements are the responsibility of the Company's Directors. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We conducted our audit in accordance with Auditing Standards issued by the Italian Accounting Profession (CNDCEC) and recommended by Consob, the Italian Commission for listed Companies and the Stock Exchange. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Directors, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

   The audit of the financial statements as of December 31, 2012 has been performed in accordance with the legal requirements in force during that period.

   For the opinion on the prior year's financial statements, the balances of which are presented for comparative purposes as required by law, reference should be made to our audit report issued on April 11, 2012.

3. In our opinion, the financial statements give a true and fair view of the financial position of Rosetti Marino S.p.A. as of December 31, 2012, and of the results of its operations for the year then ended in accordance with the Italian law governing financial statements.

4. The Directors of Rosetti Marino S.p.A. are responsible for the preparation of the Report on Operations in accordance with the applicable law. Our responsibility is to express an opinion on the consistency of the Report on Operations with the financial statements, as required by law. For this purpose, we have performed the procedures required under Auditing Standard n. 001 issued by the Italian Accounting Profession (CNDCEC). In our opinion the Report on Operations is consistent with the financial statements of Rosetti Marino S.p.A. as of December 31, 2012.

DELOITTE & TOUCHE S.p.A.

Signed by
Valeria Brambilla
Partner

Bologna, Italy
April 8, 2013

Translation from the Original Issued in Italy, from the Italian into English language solely for the convenience of international readers.

5. MINUTES OF SHAREHOLDERS' GENERAL MEETING HELD TO APPROVE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2012

The Shareholders' General Meeting of Rosetti Marino S.p.A. – registered office in Via Trieste, 230, Ravenna, Ravenna Register of Companies, Tax Number and VAT Number 00082100397 and wholly paid Share Capital of € 4,000,000 – met at the Company's registered office at 11am on 29 April 2013.
The General Meeting was convened for this day, at the designated time and place, through an announcement published in the Official Gazette of the Italian Republic – part two no 43 of 11/04/2013 and through announcements published on 12/04/2013 in the AIM Italy – Alternative Capital Market section of the web site of Borsa Italiana www.borsaitaliana.it and in the Investor Relations Section of company web site www.rosetti.it in order to discuss and decide upon the following

Order of Business

1. Review and approval of the Statutory Financial Statements for the year ended 31/12/2012, accompanied by the Directors' Report, the Board of Statutory Auditors' Report and the External Auditors' Report. Related and resulting resolutions.

2. Omitted

3. Omitted

The following were present

- the Board of Directors as follows
    - Medardo Ranieri – Chairman;
    - Gianfranco Magnani – Vice Chairman;
    - Daniele Rossi – Chief Executive Officer;
    - Stefano Silvestroni – Managing Director;
    - Giampiero Arcozzi – Managing Director;
    - Luca Barchiesi – Managing Director;
    - Giorgio Zuffa – Director;
- the Board of Statutory Auditors as follows
    - Gian Luigi Facchini – Chairman,

while Statutory Auditors Renzo Galeotti and Alessandro Mulinacci had explained their absence.

Preliminary matters

In accordance with Article 14 of the Articles of Association, Chairman of the Board of Directors Medardo Ranieri chaired the General Meeting.

The Chairman confirmed that the General Meeting was properly constituted to decide upon the matters included in the Order of Business as the following six Shareholders, owners of a total of 3,999,000 shares equal to 99.975% of the Share Capital, were present, either in person or by proxy:

- **ROSFIN S.p.A.**, owner of 2,171,500 (two million, one hundred and seventy-one thousand, five hundred) shares, equal to 54.2875 % of Share Capital, represented in accordance with the Articles of Association by its Deputy Chairman and Legal Representative Gianfranco Magnani;

- **SAIPEM S.A.**, owner of 800,000 (eight hundred thousand) shares, equal to 20% of Share Capital, represented by Grazia Lapenna, on the basis of a proxy filed with the Company and issued by Legal Representative Fabio Pallavicini on 22/04/2013;

- **COSMI HOLDING S.p.A.**, owner of 700,000 (seven hundred thousand) shares, equal to 17.5 % of Share Capital; represented by Giuliano Resca, on the basis of a proxy filed with the Company and issued by Legal Representative Sonia Resca on 29/04/2013;

- **ROSETTI MARINO S.p.A.**, owner of 200,000 (two hundred thousand) shares, equal to 5% of Share Capital, in relation to which, given their status as treasury shares held by the Company, the Chairman duly notes that voting rights are suspended in terms of Article 2357-ter (2) of the Italian Civil Code and that, under the same provision, any earnings rights relating to these shares shall be allocated on a proportionate basis to the other shares; in compliance with the Articles of Association, the Company was represented by its Chairman and Legal Representative Medardo Ranieri;

- **ARGENTARIO S.p.A.,** owner of 100,000 (one hundred thousand) shares, equal to 2.5 % of Share Capital; represented by Giuliano Roberto Budassi, on the basis of a proxy filed with the Company and issued by Legal Representative Antonio Patuelli on 19/04/2013;

- **MEDARDO RANIERI**, owner of 27,500 (twenty-seven thousand, five hundred) shares, equal to 0.6875 % of Share Capital.

The Chairman declared the meeting open and recalled that:

- the current Share Capital of Rosetti Marino S.p.A. is wholly paid and amounts to € 4,000,000.00, comprising 4,000,000 shares with a nominal value of € 1.00 each;

- since 06/12/2012, the Company has been listed on the AIM Italy – Alternative Capital Market managed by Borsa Italiana and, therefore, in compliance with the applicable Rules, on 12/04/2013, a notice calling the General Meeting was published on the Borsa Italiana web site in the specific section on the AIM Italy – Alternative Capital Market and on the Company's own web site;

- checks on compliance with deadlines laid down by law and by the Articles of Association for legitimation of exercise of rights relating to the shares have been performed;
- voting is public and it is proposed that votes should be expressed by a show of hands.

As proposed by the Chairman, the General Meeting nominated Stefano Silvestroni to act as Secretary and he accepted.

The Meeting then moved on to deal with the Order of Business.

1) Review and approval of the Statutory Financial Statements for the year ended 31/12/2012, accompanied by the Directors' Report, the Board of Statutory Auditors' Report and the External Auditors' Report. Related and resulting resolutions.

With regard to the first matter on the Order of Business, the Chairman recalls that:

- in accordance with the law, copies of the Financial Statements were made available at the Company's Registered Office in the 15 days prior to the General Meeting;

- the Shareholders present today have been issued with a file called "ROSETTI MARINO – Statutory Financial Statements as at 31 December 2012" containing:
    - Directors' Report on Operations;
    - Board of Statutory Auditors' Report;
    - The Financial Statements;
    - Notes to the Financial Statements;
    - Attachments to the Financial Statements;
    - External Auditors' Report;

- since 12/04/2013, the Financial Statements have also been available by internet, having been published on the web sites of Borsa Italiana and the Company itself;

- the file containing the Consolidated Financial Statements for 2012, as approved by the Board of Directors on 29/03/2013 and containing the "Directors' Report on operations accompanying the Consolidated Financial Statements as at 31 December 2012", the "Consolidated Financial Statements as at 31 December 2012" and the "External Auditors' Report on the Consolidated Financial Statements" has been made available on the internet sites of

Borsa Italiana and the Company itself with a printed copy having been issued to all those taking part in today's General Meeting.

At the invitation of the Chairman, Chief Executive Officer Daniele Rossi read out the Directors' Report on Operations while Director and CFO Luca Barchiesi read out the Balance Sheet, the Income Statement and the Report of External Auditors Deloitte & Touche on the Financial Statements.

At the request of one Shareholder and with the approval of the General Meeting, the Notes to the Financial Statements were not read out.

The Chairman then read the resolution proposed by the Board of Directors for approval of the Financial Statements and allocation of the net profit for the year of € 9,741,783.30 as follows:

- € 7,271,783.30 to Extraordinary Reserve;
- € 2,470,000.00 as Remuneration of Share Capital,
  in the form of a dividend of 0.65 € for each of the 3,800,000 shares with dividend rights with a validity date of 13 May 2013 and a payment date of 16 May 2013.

At the invitation of the Chairman of the Board of Directors, the Chairman of the Board of Statutory Auditors addressed the meeting and read out the Statutory Auditors' Report in terms of Article 2429 of the Italian Civil Code.

The Chairman declared open the discussion of the first matter on the Order of Business.

Roberto Budassi and Giuliano Resca addressed the meeting as representatives of Argentario SpA and Cosmi Holding SpA, respectively, expressed their satisfaction with the results achieved and approved the proposed allocation of the net profit for the year.

At the end of the discussion, the Chairman thanked those present and before proceeding with a vote referred, in particular, to:

- the Board of Statutory Auditors' Report and the conclusions contained therein;
- the External Auditors' Report on the Financial Statements,

and also recalled the following highlights from the financial statements, as expressed in Euro:

BALANCE SHEET	
Assets	381,916,983
Liabilities	233,064,924
Share capital + reserves	139,110,276
Profit for the year	9,741,783

INCOME STATEMENT	
Value of Production	268,644,410
Costs and Taxes	258,902,627
Profit for the year	9,741,783

The Chairman then put to a vote approval of the Statutory Financial Statements of Rosetti Marino S.p.A. as at 31 December 2012, accompanied by the Directors' Report on Operations and the Board of Statutory Auditors' Report, together with the proposed allocation of the net profit for the year; he invited the General Meeting to vote by a show of hands.
Five shareholders with voting rights– owners of a total of 3,799,000 shares, equal to 94.975% of Share Capital – were present either in person or by proxy.

Having completed the voting process, the Chairman declared that the Ordinary General Meeting of the Company

RESOLVED

1.a) to approve the Statutory Financial Statements as at 31 December 2012 with the proposed allocation of the net profit for the year and distribution of a dividend of 0.65 per each of the 3,800,000 shares with dividend rights – validity date 13/05/2013 and payment date from 16/05/2013.

The meeting then moved on to deal with the next matter on the Order of Business.

2) Omitted

3) Omitted

Before concluding the General Meeting, it was acknowledged that all those present declared that they had received a copy of the folder containing the Consolidated Financial Statements of the Group as at 31/12/2012, as accompanied by the relevant documents and approved by the Board of Directors of Rosetti Marino S.p.A. on 29/03/2013.

As there was no other business, the Chairman declared the General Meeting over at 1130am.

THE SECRETARY THE CHAIRMAN
Stefano Silvestroni Medardo Ranieri