

## INDEPENDENT AUDITORS' REPORT PURSUANT TO ART. 14 AND 16 OF LEGISLATIVE DECREE No. 39 OF JANUARY 27, 2010

**To the Shareholders of  
TAS TECNOLOGIA AVANZATA DEI SISTEMI S.p.A.**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of TAS Tecnologia Avanzata dei Sistemi S.p.A. (the "Company" or "TAS"), which comprise the statement of financial position as at December 31, 2015, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### *Management's Responsibility for the Financial Statements*

The Company's Directors are responsible for the preparation of these financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of national regulations issued pursuant to art. 9 of Italian Legislative Decree n° 38/2005.

#### *Auditor's Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing (ISA Italia) issued pursuant to art. 11, n° 3, of Italian Legislative Decree 39/10. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation that give a true and fair view of financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

*Opinion*

In our opinion, the financial statements give a true and fair view of the financial position of TAS Tecnologia Avanzata dei Sistemi S.p.A. as at December 31, 2015, and of its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of national regulations issued pursuant to art. 9 of Italian Legislative Decree n° 38/2005.

*Other matters*

The separate financial statements of TAS Tecnologia Avanzata dei Sistemi S.p.A. for the year ended December 31, 2014 were audited by another auditor who expressed an unqualified opinion on those statements on April 3, 2015.

In accordance with art. 2497-bis, paragraph 1 of the Italian Civil Code, TAS Tecnologia Avanzata dei Sistemi S.p.A. has indicated that it is subject to management and control by TASNCH HOLDING S.p.A. and, accordingly, has included key figures relating to the latest financial statements thereof in the explanatory notes. Our opinion on the financial statements of TAS Tecnologia Avanzata dei Sistemi S.p.A. does not extend to these figures.

*Emphasis of matter*

Without qualifying our opinion, we draw attention to the fact that, as disclosed in detail in the notes to the financial statements, the Directors of the Company have today approved a debt restructuring agreement between the Company and the creditor banks that has been based on a business plan that will be subject to attestation pursuant to art. 67, paragraph 3 d) of the Bankruptcy Act ("Art. 67 agreement"). The Directors have indicated that approval was given on account of the status of the negotiations, which have reached an advanced stage, as regards both the Art. 67 agreement and the agreements entered into between the new investors and the creditor banks aimed at restructuring TAS' debt exposure, at strengthening its capital base and at improving its financial position (the "Operation"). Specifically, these agreements, the key features of which are described in the explanatory notes to which reference should be made in the interests of full disclosure, will lead to an injection of financial resources for the Company in the form of a capital increase of Euro 10 million, the waiver of Euro 20 million of the Company's debt and the renegotiation of the means and terms of the repayment of the residual bank debt of Euro 5 million. The Directors have also indicated that the completion date for the Operation has been established as May 11, 2016, by which time it is expected that attestation of the Art. 67 agreement will also have been obtained, as confirmed by the comfort letter received by the Company from the attestator on April 28, 2016. Moreover, according to the Directors, on the same date, comfort letters were received by the Company from the creditor banks in which they advised that their decision-making bodies had approved the Operation.

The Directors have stated that the Operation shall become effective upon the occurrence of the condition precedent linked to the receipt, as a result of a specific request that has already been made by the new investors, of a ruling from Consob that there is no obligation to launch a takeover bid for TAS ("Ruling"). In this regard, the Directors have also stated that, based on advice received from their legal advisors, they agree with the substance of the reasoning behind the above request submitted to Consob by the legal advisors of the new investors on the latter's behalf and, having taken account of the uncertainty inherent to the assessments made by the relevant authorities, they have reasonable expectations as to the receipt of the Ruling and the consequent definitive effectiveness of the Operation. On the basis of the foregoing, the Directors have indicated in the notes to the financial statements that the previously described uncertainty profiles are not significant and that the consolidated financial statements have been prepared on a going concern basis.

## Report on Other Legal and Regulatory Requirements

*Opinion on the consistency of the report on operations and of certain information included in the report on corporate governance with the financial statements*

We have performed the procedures indicated in the Auditing Standard (SA Italia) n° 720B in order to express, as required by law, an opinion on the consistency of the report on operations and of certain information included in the report on corporate governance required by art. 123-bis, n° 4, of Italian Legislative Decree n° 58/98, which are the responsibility of the Directors of TAS Tecnologia Avanzata dei Sistemi S.p.A., with the financial statements of TAS Tecnologia Avanzata dei Sistemi S.p.A. as at December 31, 2015. In our opinion, the report on operations and the information included in the report on corporate governance referred to above are consistent with the financial statements of TAS Tecnologia Avanzata dei Sistemi S.p.A. as at December 31, 2015.

DELOITTE & TOUCHE S.p.A.

*Signed by*  
Domenico Farioli  
Partner

Bologna, Italy  
April 29, 2016

*This report has been translated into the English language solely for the convenience of international readers.*