



The Wellness Company

TECHNOGYM S.P.A.: THE SHAREHOLDERS' GENERAL MEETING APPROVES THE FINANCIAL STATEMENT 2016 AND THE DISTRIBUTION OF A DIVIDEND OF 0.065 EURO A SHARE

The ordinary and extraordinary shareholders' general meeting

- **Approved the financial statement for the financial year ending on 31 December 2016 and the distribution of 0.065 euros a share**
- **Voted in favour of the first Section of the Report on Remuneration**
- **Approved an incentives plan for the period 2017-2019 reserved to managers of the Technogym Group**
- **Authorised the acquisition and disposal of treasury shares**
- **Authorised the Board of Directors to increase the share capital, free of charge and against payment in tranches, in accordance with article 2349 of the Civil Code for a maximum of 55,000 euros in service of the incentives plan.**

Milan, 21 April 2017 - The combined ordinary and extraordinary shareholders' general meeting of TECHNOGYM S.p.a. was held today, under the chairmanship of the Chairman and Chief Executive Officer Nerio Alessandri.

Financial Statement

The Ordinary Shareholders' General Meeting approved the Financial Statement of TECHNOGYM S.p.A. at 31 December 2016, without making amendments with regard to the draft financial statement approved by the Board of Directors of 6 March 2017 and made public in accordance with the law, and resolved to distribute a dividend of 0.065 euros gross per share for an overall amount of 13 million euros. The dividend for the financial year 2016 will be paid starting from 17 May 2017 at the amount of 0.065 euros gross for each ordinary share held at the end of the record date of 16 May 2017, subject to the ex-dividend date of 15 May 2017 of the dividend no. 1. The residual amount of the net profit for the financial year 2016 was allocated as follows: 3,272,278.20 euros to the foreign currency exchange profits reserve; 790,217.07 euros to the First Time Adoption (FTA) reserve; 28,462,096.20 Euros to the retained earnings from previous financial years reserve.

During the Shareholders' General Meeting, the Consolidated Financial Statement at 31 December 2016 was also presented, which ended with Consolidated Earnings of 555 million euros (+8.5% compared to financial year 2015) and a Net Profit of 43 million euros (compared to 28 million euros in the financial year 2015).

Report on remuneration

The Ordinary Shareholders' General Meeting approved the first section of the Report on Remuneration, drawn up by the Board of Directors in accordance with articles 123-ter of the Legislative Decree of 24



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February 1998, no. 58 (the “Consolidated Law on Financial Brokerage”) and 84-quarter of the Consob Regulation no. 11971/1999 (the “Issuers’ Regulations”), regarding the Company’s policy on the matter of remuneration of members of the Board of Directors and the Company’s Senior Managers with Strategic Responsibilities and the procedures used for the adoption and implementation of that policy.

Performance Shares Plan 2017-2019

The Ordinary Shareholder’s General Meeting approved the adoption of a plan for the free allocation of rights to receive ordinary shares of the Company at no charge, subject to attaining certain performance objectives, called the Performance Shares Plan 2017-2019, of relevance in accordance with article 114-bis, paragraph 1, of the Consolidated Law on Financial Brokerage. The aforementioned free allocation plan of rights to receive ordinary shares of the Company, called the Performance Shares Plan 2017-2019, is reserved to managers of the Technogym Group, who will be identified by the Board of Directors, on the proposal of the Chairman of the Board of Directors and having heard the opinion of the Appointments and Remuneration Committee, from among workers, employees and/or collaborators of the Company or subsidiary companies who act in strategically relevant managerial roles or, in any event, who are able to make a significant contribution from the perspective of pursuing the strategic objectives of the Company and/or the Group, including senior managers with strategic responsibilities. The features of the aforementioned plan are explained in the information document furnished by the Company in accordance with article 84-*bis* of the Issuers’ Regulations, made available to the public at the corporate headquarters, on the Company’s internet site at the address www.technogym.com in the section “Investor Relations/Governance/Shareholders’ General Meeting” and by other methods and in accordance with the periods laid down by the regulations in force.

Authorisation for the acquisition and disposal of treasury shares

The ordinary Shareholders’ General Meeting authorised the Board of Directors to acquire treasury shares within the maximum limit laid down by article 2357, paragraph 3, of the Civil Code and, more precisely, up to a maximum number of shares representing no more than 0.55% of the share capital, laying down that:

- the acquisition may be made, once or several times, within 18 months of the date of this resolution, by any one of the methods laid down by the combined measure referred to in articles 32 of the Legislative Decree of 24 February 1998, no. 58 and 144-bis, letters a), b) and d) of the Issuers’ Regulations adopted by Consob under resolution no. 11971/1999, as subsequently amended, taking account of the specific exemption laid down by paragraph 3 of article 132 of the Legislative Decree of 24 February 1998, no. 58 and, in any event, by any other method allowed by the legal and regulatory measures in force on the matter, both in national and EU law, and in compliance with any other applicable regulation, including the national and EU legislative and regulatory provisions on the subject of market abuses, with the sole exception of the acquisition method laid down by article 144-bis, letter c) of the aforementioned Issuers’ Regulations;
- adequate notification of treasury share acquisition transactions shall be given in compliance with the applicable information obligations;



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- the acquisition price of each share must be neither lower nor higher than 20% of the weighted average of the official stock exchange prices registered by the Borsa Italiana S.p.A. in the session preceding each individual transaction;
- the acquisitions of treasury shares must be implemented by using the distributable profits and available reserves resulting from the last financial statement, duly approved at the time the transaction is implemented, making the necessary accounting entries by the methods and within the limits laid down by the law.

The reasons for which authorisation was requested for the acquisition and disposal of treasury shares are the following: (i) acquiring treasury shares from the perspective of short and long term investment, including for the constitution of long-lasting holdings, or in any event to seize market opportunities through the acquisition and resale of shares, operating both on the market, and (as regards transfer, disposal or use) in the so-called 'over the counter' markets or even outside the market or through accelerated book building procedures (ABB) or block trades, at any moment, fully or partially, once or several times, and without time limits, as long as under market conditions; (ii) intervening, in compliance with the measures in force, directly or through brokers, to restrict anomalous movements in the listed prices or to smooth out irregularities in the trend in trading and rates arising from temporary distortions due to excessive volatility or poor liquidity in trading; and (iii) to acquire a portfolio of treasury shares for uses deemed of financial, managerial and/or strategic interest for the Company, including to service share incentive plans.

The Shareholders' General Meeting also authorised the Board of Directors to dispose of the treasury shares acquired, fully or partially and without time limits, both directly and through brokers, laying down that the disposal can be implemented for the purposes and with any of the methods allowed by law, including the use of the treasury shares to service share incentive plans, in compliance with any other applicable regulation, including under the national and EU legislative and regulatory measures on market abuses. Adequate notification of transfer transactions shall be given, in compliance with the applicable information obligations. The transfer of treasury shares may take place once or several times, at any time, including through an offer to the public, the shareholders, on the market or as part of any extraordinary/strategic operations. The shares may also be transferred in combination with bonds or warrants for their exercise and, in any event, in accordance with the methods allowed by the current laws and regulations, at the discretion of the Board of Directors. The disposal of treasury shares can be implemented at a price or, in any event, according to the criteria determined by the Board of Directors, having regard to the implementation methods used, the trend in share prices in the period preceding the transaction and the best interests of the Company. Disposal may, in any case, be implemented according to the methods allowed by the laws and regulations in force, at the discretion of the Board of Directors.

Authorisation to increase the share capital to service the Performance Shares Plan 2017-2019 in accordance with article 2349 of the Civil Code.

The Extraordinary Shareholders' General Meeting, finally, resolved to grant the Board of Directors, in accordance with article 2443 of the Civil Code, for the period of five years from the date of this resolution, the power to freely increase the share capital, including in several tranches, to service the



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implementation of the Plan called “Performance Shares Plan 2017-2019” by a maximum of 55,000 (fifty five thousand/00) euros with the issuing of a maximum of 1,100,000 (one million, one hundred thousand/00) new ordinary shares without indicating the nominal value, with the same characteristics as those in circulation, with regular dividend rights, at an issue value equal to the accounting par value of Technogym shares at the date of execution of the delegation, by means of allocating the corresponding amount of profits and/or reserves of profits resulting from the last financial statement approved at that time in accordance with article 2349 of the Civil Code. The newly issued shares will be allocated to those employees of the Company or its subsidiaries who are beneficiaries of the Performance Shares Plan 2017-2019, within the periods, under the conditions and according to the methods laid down by that Plan.

The resolution granting the Board of Directors, in accordance with article 2443 of the Civil Code, the power to increase the share capital in accordance with article 2349 of the Civil Code led to the amendment of Article 6 (six) of the company's Articles of Association, through the inclusion of a new, final paragraph, number 6.8.

Other information

The minutes of the Ordinary and Extraordinary Shareholders' General Meeting held on 21 April 2017 will be made available to the public at the registered office and published on the Company's website at www.technogym.com in the section “Investor Relations/Governance/Shareholders’ General Meeting”, as well as on the authorised storage mechanism, “eMarket STORAGE”, which can be consulted at the address www.emarketstorage.com within the periods laid down by the regulations in force.

The summary report of the voting will be made available on the Company's website, in accordance with article 125-quarter of the Consolidated Law on Financial Brokerage, five days from the date of the Shareholders’ General Meeting,

The Senior Manager assigned to drawing up the corporate accounting documents, Stefano Zanelli, states, in accordance with paragraph 2, article 2, 154 bis of the Consolidated Finance Law, that the accounting information contained in this press release corresponds to the documents, ledgers and accounting records.

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Note to the press release

TECHNOGYM

Founded in 1983, TECHNOGYM is a world leading international supplier of technology and design driven products and services in the Wellness and Fitness industry. With over 2,000 employees and 14 branches in Europe, USA, Asia, Middle East, Australia and South America, TECHNOGYM exports 90% of its production to over 100 countries. More than 65,000 Wellness centers and 200,000 private homes in the world are equipped with TECHNOGYM. TECHNOGYM was the official supplier for the last six editions of the Olympic Games: Sydney 2000, Athens 2004, Turin 2006, Beijing 2008, London 2012 and Rio 2016.

SAFE HARBOR STATEMENT

Certain statements in this press release may constitute forecasts (“forward looking statements”) as defined by the Private Securities Litigation Reform Act of 1995. These statements concern the risks, uncertainties and other factors that could lead to the results actually attained being substantially different from those expected.

These risks and uncertainties may include, merely by way of non-exhaustive example, the ability to manage the effects of the present international crisis, the ability to acquire new business and integrate it effectively, the ability to foresee future economic conditions and changes in consumer preferences, the ability to introduce and successfully market new products, the ability to maintain an efficient distribution service, the ability to achieve and manage growth, the ability to negotiate and maintain favourable license agreements, currency fluctuations, changes in local conditions, the ability to protect intellectual property rights, problems with computer systems, risks connected to the inventories, credit and insurance risks, changes in the tax system, as well as other political, economic, legal and technological factors and other risks and uncertainties already highlighted in our reports to the National Commission for Companies and the Stock Exchange. These forecasts (“forward looking statements”) were released on today’s date and no obligation of updating them is accepted.