EI TOWERS GROUP

HALF YEAR REPORT
AS AT JUNE 30, 2014

EI TOWERS S.p.A.
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Company subject to management and coordination activities of Mediaset S.p.A.

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This document is an English translation of an original Italian text. In the event of discrepancies between the original Italian text and this English translation, the original Italian text shall prevail.

CORPORATE BODIES

Board of Directors

Chairman	Alberto Giussani
CEOs	Guido Barbieri Valter Gottardi
Directors	Manlio Cruciatti Richard Adam Hurowitz Piercarlo Invernizzi Michele Pirotta

Board of Statutory Auditors

Chairman	Antonio Aristide Mastrangelo
Active Auditors	Anna Girello Francesco Vittadini

External Audit Company Deloitte & Touche S.p.A.

Main Income Statement Data

Euro in millions	H1 2014	H1 2013
Revenues	116.6	115.8
EBITDA (*) before non-recurring items	54.5	52.3
EBITDA (*)	54.2	52.1
Operating profit (EBIT)	33.1	29.8
Profit before tax	29.4	26.1
Net profit	19.2	16.8

Main Balance Sheet and Financial Data

Euro in millions	June 30, 2014	December 31, 2013
Net invested capital	699.6	687.7
Shareholders' equity	574.8	556.5
Net financial position	(124.8)	(131.2)

Personnel

	June 30, 2014	December 31, 2013
No. of employees	590	588

Main Indicators

	H1 2014	H1 2013
EBITDA (*) before non-recurring items/Revenues	46.7%	45.1%
EBITDA (*)/Revenues	46.5%	45.0%
EBIT/Revenues	28.4%	25.8%
Profit before tax/Revenues	25.2%	22.5%
Net profit/Revenues	16.5%	14.5%
Earning per share (Euro per share)	0.68	0.60
Diluted earning per share (Euro per share)	0.68	0.60

(*) Corresponding to the difference between revenues and operating, costs gross of non-monetary costs related to amortisation, depreciation, and write-downs (net of possible revaluation) of current and non-current assets. EBITDA is a measure used by the Management of the Group to monitor and evaluate the company performance and it is not identified as an accounting measure within the IFRS standards ("Non GAAP Measure").

INTRODUCTION

This Half-Year Report, prepared according to art. 154 part three of the Legislative Decree 58/1998 and subsequent amendments, and to the Issuer Regulation issued by Consob, includes the Interim Report on Operations, the Half-Year Condensed Consolidated Financial Statements and the Statement pursuant to art.154-bis of the Legislative Decree 58/98.

The Half-Year Condensed Consolidated Financial Statements have been prepared in conformity with the International Accounting Standards (IAS/IFRS) applicable according to EC Regulation no. 1606/2002 of the European Parliament and Council of July, 19, 2002 and, in particular, to IAS 34 – *Interim Financial Reporting*, and to the measures issued in actuation of art. 9 of the Legislative Decree no. 38/2005, applying the same accounting standards used for the preparation of the Consolidated Financial Statements at December 31, 2013, except for, if necessary, what described in the Explanatory Notes.

The structure and content of the reclassified consolidated accounting tables contained in the Interim Report on Operations and the mandatory layouts included in this Report are consistent with those used for the preparation of the Annual Report.

The explanatory notes have been prepared in conformity with the minimum contents established by IAS 34 – Interim Financial Reporting, also taking into account the measures given by Consob in its Communication no. 6064293 of July 28, 2006. Therefore, the information contained in this Half Year Report is not the same as that contained in a complete set of Financial Statements prepared according to IAS 1.

INTERIM REPORT ON OPERATIONS AS AT JUNE 30, 2014

Summary of Group Results and Operations

The economic and financial results of the first half of 2014 are positive and in line with the business plan.

In particular, the main consolidated figures are the following:

- core revenues amounted to € 116.6m, with a slight increase compared to the same period of the previous year (€ 115.8m);

- gross operating margin (EBITDA), excluding non-recurring items for € 0.3m (€ 0.1m in the first half of 2013), increased by 4.2% to € 54.5m compared to € 52.3m in the same period of the previous year, with an incidence on revenues of 46.7% (45.1% in the first half of 2013);
- EBITDA net of non-recurring items was equal to € 54.2m (€ 52.1m in the first half of 2013; the incidence on revenues rose from 45% to 46.5%;
- operating profit (EBIT) amounted to € 33.1m, with a growth of 10.9% compared to the first half of last year (€ 29.8m);
- operating profitability grew from 25.8% to 28.4%;
- pre-tax profit was equal to € 29.4m compared to € 26.1m, with a growth of 12.5%;
- net profit amounted to € 19.2m, with a significant increase (+14.3%) compared to the first half of 2013 (€ 16.8m);
- net financial position decreased to € 124.8m compared to € 131.2m at the end of 2013;
- net invested capital was equal to 699.6m (€ 687.7m at December 31, 2013).

Main Events and Operations in the First Half-Year

The partial demerger of the subsidiary Towertel S.p.A. (broadcasting business unit) into EI Towers S.p.A., approved in 2013 by the respective Boards of Directors, became effective on January 1.

On January 22, Towertel S.p.A. withdrew from the capital of the company Tecnoimpianti Sas, formerly held for the 50%, through the partial, non-proportional demerger of the aforesaid Tecnoimpianti Sas and the award to Towertel S.p.A. of sales contracts for hosting services to radio and TV operators.

The purchase of 100% of Società Assistenza Ripetitori Televisivi S.r.l. (Sart S.r.l.), which controls nine towers and related assets and liabilities, was finalized by Towertel S.p.A. on February 28.

The acquisition consideration of € 4.6m is subject to price adjustments to be defined by the end of the current year, based on parameters under examination. On June 24, the merger of Sart S.r.l. into Towertel S.p.A. effective under the Italian law as from July 1, 2014 has been signed.

On June 13, EI Towers S.p.A. has signed with Cairo Network S.r.l., a company wholly owned by Cairo Communication S.p.A., a Term Sheet for the subsequent construction and multiannual technical management in full service (hosting, assistance and maintenance, use of the transmission infrastructure, etc.) of a new television network operating on the national frequency with UHF technology.

The signing of final agreements, expected by next October 31, will regulate the relevant conditions of detail of the services provided by EI Towers S.p.A., Service Level Agreements and other ancillary conditions.

Under the Term Sheet, the agreements will provide:

- a transitional phase, during which construction, commissioning and first years of operation of the network will take place, which will run from January 1, 2015 until December 31, 2017, and a phase of the network management at regime with a length of 17 years (2018-2034);

- the right of free withdrawal for Cairo Network S.r.l. since January 1, 2025;

- a coverage at regime equal to more than 94% of the population, aligned to national MUXs with the highest coverage.

Analyses of the Results

Below there are given the analyses of the Consolidated Income Statement, Balance Sheet and Financial Situation.

The form and contents of the tables of the Income Statement, Balance Sheet and Financial Situation below are shown in a restated format compared to those contained in the subsequent Financial Statement Tables, for the purpose of highlighting some interim levels of the results and the Balance Sheet and Financial Situation groupings that are believed to be the most significant ones, in order to be able to truly understand the operating performances of the Group. For these balances, even if they are not required by accounting standards, there are also supplied, in conformity with the indications contained in the Consob Communication no. 6064293 of July 28, 2006 and in the Recommendation of the CESR (Committee of European Securities Regulators) of November 3, 2005 (CESR/o5-178b) regarding alternative performance indicators, i.e. “Non GAAP Measures”, the descriptions of the criteria used in preparing them and the appropriate notes regarding the references for the items contained in the mandatory tables.

The Income Statement information is given for the first half of 2014 and 2013; the Balance Sheet information is given as at June 30, 2014 and December 31, 2013, information referring to the Cash Flow is given for the first half of 2014 and 2013.

Economic Results

The following Consolidated Income Statement table show the interim results relative to the gross operating margin (EBITDA), gross and net of non-recurring items, and to the operating result (EBIT).

The gross operating margin (EBITDA) is the difference between the consolidated revenues and the operating costs, gross of the non-monetary costs relative to depreciation, amortisation, provisions and write-downs (net of any reinstatement of value) of both current and non-current assets.

The operating result (EBIT) is obtained by deducting from the EBITDA the non-monetary costs relative to depreciation, amortisation and write-downs (net of any reinstatement of value) of both current and non-current assets.

CONSOLIDATED INCOME STATEMENT *Euro in thousands*	H1 2014		H1 2013	
Revenues from sales of goods and services	**116,557**	**100.0%**	**115,806**	**100.0%**
Other income and revenues	103		572	
Total revenues	**116,660**		**116,378**	
Operating costs	62,176		64,117	
EBITDA, excluding non-recurring items	**54,484**	**46.7%**	**52,261**	**45.1%**
Non-recurring items	(274)		(149)	
Gross operating margin (EBITDA)	**54,210**	**46.5%**	**52,112**	**45.0%**
Amortisation, depreciation and write-downs	21,128		22,277	
Operating profit (EBIT)	**33,082**	**28.4%**	**29,835**	**25.8%**
Financial charges, net	(3,725)		(3,733)	
Pre-tax profit (EBT)	**29,357**	**25.2%**	**26,102**	**22.5%**
Income taxes	(10,167)		(9,310)	
Net income	**19,190**	**16.5%**	**16,792**	**14.5%**

Revenues from sales of goods and services amounted in the first six months of the year to € 116,557k, and refer for € 89,708k to the use of transmission infrastructure and assistance and maintenance services, logistics, head end, design and ancillary services towards the parent company Elettronica Industriale S.p.A and for the remaining to contracts of use of the infrastructure and supply of services towards other broadcast and wireless telecom operators.

Core revenues increased by € 751k (+0.6%) compared to the first half of 2013 as a result of the increase in hosting and ancillary services rendered to national television operators and mobile network operators, against a reduction of hosting and maintenance services to local television operators.

Other income and revenues, equal to € 103k, refer to extraordinary income and to other income.

During the half-year charges for € 274k related to lay-off incentives for employees and reclassified as non-recurring items have been recorded (€ 149k in the first half of 2013). Excluding these charges, total operating costs amounted to € 62,176k, with a decrease of 3% compared to € 64,117k in the same period of the previous year as a consequence of the cost-savings plan carried out in the period.

Gross operating margin (EBITDA), excluding non-recurring charges described above, amounted to € 54,484k, with an increase of 4.2% compared to the first half of 2013 and an incidence on revenues rising to 46.7% compared to the previous 45.1%.

EBITDA including non-recurring items amounted to 54,210k (46.5% of revenues) compared to € 52,112k in the first six months of 2013 (45% of revenues).

After charging amortisation, depreciation and write-downs for € 21,128k (€ 22,277k in the first half of 2013), the operating result (EBIT) was equal to € 33,082k with an increase of 10.9% compared to € 29,835k in the first half of 2013; operating profitability grew up to 28.4% compared to the previous 25.8%.

Net financial charges of the first half-year amounted to € 3,725k, substantially in line with the first half of 2013, including € 4,943k related to the pro-rata for the period of the existing bond loan, measured at amortised cost.

Pre-tax result increased to € 29,357k compared to € 26,102k, equal to 25.2% of revenues (22.5% in the first half of 2013).

Income taxes for the period amounted to € 10,167k (€ 9,310k in the first half of 2013); it should be noted that the use of the deferred tax provision of € 512k has been recorded in the period to realign the aforesaid provision following a 0.4% reduction in Irap rate starting on January 1, 2014.

The half-year ended with a net profit of € 19,190k, equal to 16.5% of revenues, with a growth (+14.3%) compared to the first half of 2013 (€ 16,792k).

Balance Sheet and Financial Situation

Below are given the tables of the Condensed Consolidated Balance Sheet shown in a reclassified format for the purpose of highlighting the two macro groupings of Net Invested Capital and the Net Financial Position, where this latter figure consists of the Gross Financial Debt reduced by Cash and Cash Equivalents and by Other Financial Assets.

The details relative to the items in the Financial Statements that form part of the calculation of the Net Financial Position are shown in the following explanatory note no. 4.5.

Therefore, these tables differ compared to the Balance Sheet layout that is contained in the mandatory tables of the Financial Statements, which have been drafted according to the split between current and non-current assets and liabilities.

The item Net Working Capital includes the current assets, with the exclusion of the Cash and Cash Equivalents and the Current Financial Assets that are included in the Net Financial Position, and current liabilities, with the exclusion of current financial liabilities that are included in the Net Financial Position.

The item Non-recurring liabilities includes the severance fund, deferred tax liabilities and the provisions for risks and charges.

RECLASSIFIED CONSOLIDATED BALANCE SHEET *Euro in thousands*	June 30, 2014		December 31, 2013	
Net working capital	(7,746)	-1.1%	(33,402)	-4.9%
Goodwill	457,857		454,231	
Other non-current assets	307,597		325,196	
Non-current liabilities	(58,070)		(58,320)	
Non-current capital	707,384	101.1%	721,107	104.9%
Net invested capital	**699,638**	**100.0%**	**687,705**	**100.0%**
Net financial position	**124,795**	**17.8%**	**131,247**	**19.1%**
Shareholders' equity	**574,843**	**82.2%**	**556,458**	**80.9%**
Financial position and shareholders' equity of the Group	699,638	100.0%	687,705	100.0%

The increase in net working capital compared to December 31, 2013 (€ 25,656k) is basically due to the increase in trade receivables (€ 3,147k) and in accrued income and prepaid expenses (€ 1,869k) and to the decrease in trade payables of € 4,843k, in net tax payables of € 12,557k, mainly due to the payment of the balance of income taxes for 2013 and the advance payment for 2014, and a reduction in other current liabilities of € 3,283k, including € 2,500k for the payment of the last tranche of the non-compete agreement with the former Chairman and CEO of DMT S.p.A.

The increase in goodwill is basically a consequence of the provisional allocation of a part of the consideration for the acquisition of Sart S.r.l.. According to IFRS 3, a specific analysis of the consideration paid will be carried out within 12 months of the acquisition date in order to determine the fair value of net assets acquired and liabilities assumed.

If at the end of the evaluation period tangible and intangible assets with finite useful lives are identified, an adjustment of provisional amounts recorded at the acquisition will be carried out with retroactive effect from the acquisition date.

The decrease in other non-current assets is a consequence of the depreciation of tangible and intangible assets accounted for the period, which were higher than the investments made.

The net financial position improved compared to December 31, 2013 by € 6,452k.

The following table shows the Condensed Cash Flow Statement with the indication of cash flows generated or absorbed from operating, investing and financing activities in the first half of the current and previous year.

CASH FLOW STATEMENT *Euro in thousands*	H1 2014	H1 2013
Cash flow generated (absorbed) by operating activities	21,808	31,046
Cash flow generated (absorbed) by investing activities	(10,578)	(4,607)
Cash flow generated (absorbed) by financing activities	(8,720)	3,169
Net cash flow for the period	2,510	29,608

Cash flow generated by operating activities, equal to € 21,808k, includes € 23,795k of current income taxes paid in the period.

The net flow absorbed by investing activities, equal to € 10,578k, includes € 3,265k related to the acquisition of the company described above, net of cash acquired. Investments accounted as tangible and intangible assets amounted to € 3,111k.

Cash flow related to financing activities is basically due to the payment of the coupon of the existing bond loan made in the period.

Group Employees

The employee ending headcount of the Group at June 30, 2014 amounted to 590 people (588 people at December 31, 2013).

Related Party Transactions

The transactions carried out with related parties cannot be classed as either atypical or unusual because they fall within the categories of the normal business activities of the Group companies. All these transactions are regulated at arm's length market conditions, taking into account the characteristics of the goods and services supplied.

The detailed information regarding the Income Statement, Balance Sheet and financial impacts of the transactions with related parties, pursuant to IAS 24, are shown in the following explanatory note no. 5.

With reference to the periodic disclosure that has to be made by the Issuers, according to the Consob Resolution no. 17221 of March 12, 2010 (article 5, paragraph 8, of the Regulations containing measures regarding transactions with related parties), please refer to the Annual Report as at December 31, 2013.

On April 4, Mediaset S.p.A. announced the placement on the market of 25% of the share capital of EI Towers S.p.A. by the wholly-owned subsidiary Elettronica Industriale S.p.A.

Following this disposal, Mediaset S.p.A., through the subsidiary Elettronica Industriale S.p.A., has passed from a situation of by-law control to a situation of de facto control on EI Towers S.p.A. and, therefore, the latter and its subsidiary Towertel S.p.A., starting from 2014, left the national group taxation and the centralized VAT system with Mediaset S.p.A. as consolidating company.

On June 9, 2014, EI Towers S.p.A. exercised the option to adhere, for three fiscal years, starting from 2014, to the national group taxation, regulated by article 117 and subsequent of the Decree by the President of the Republic no. 917/1986 and the Ministerial Decree dated June 9, 2004, with EI Towers S.p.A. as consolidating company and the subsidiary Towertel S.p.A. as consolidated company. The exercise of the option is regulated according to the agreements between the parties.

<u>Amendment of Art. 37 of Consob Regulation 16191/2007 Regarding Markets.</u>

Effective from January 2, 2012 EI Towers S.p.A. is subjected to the management and coordination activity of Mediaset S.p.A.

Also according to art. 2.6.2, paragraph 13, of the Regulaton of the Markets Organized and Managed by Borsa Italiana S.p.A., we acknowledge the full conformance of EI Towers S.p.A. with the expectations of art. 37 of Consob Regulation 16191/2007 since it:

- fulfilled and is regularly fulfilling advertising obligations provided for by art. 2497-bis of the Italian civil code,

-has an autonomous negotiating capacity in relationships with clients and suppliers,

-has no centralized treasury relationship with Mediaset S.p.A.,

-has a Control and Risk Committee which carries out also the functions of the Related Party Committee, and a Remuneration Committee composed exclusively of independent directors according to the criteria of art 148, para. 3, of the Legislative Decree 58/1998, of the Corporate Governance Code of Borsa Italiana S.p.A. and of art. 37 of Consob Regulation 16191/2007. EI Towers S.p.A. has also a Board of Directors composed of a majority of independent directors.

Faculty to Waive the Obligation to Issue an Information Memorandum in the Occasion of Significant Transactions (opt-out)

According to article 3 of Consob Resolution no. 18079 of January 20, 2012, the Board of Directors on December 14, 2012 resolved to adhere to the opt-out regime envisaged by articles 70, para. 8 and 71 para 1/bis of the Issuer Regulation issued by Consob no. 11971/99 (and subsequent amendments), using the faculty to waive the obligation to issue an information memorandum in the occasion of significant transactions such as merger, demerger, capital increase by contributions in kind, acquisitions and disposals.

Main Risks and Uncertainties the Group is exposed to

While carrying out its activities, the Group is exposed to external risks and uncertainties, deriving from external factors connected to the general macroeconomic framework or to the specific operating sector in which the activities are carried out, in addition to risks deriving from strategic choices and internal management risks.
Risks and remedy actions have been analyzed in detail in the Interim Report on Operations, in the Financial Statements and Consolidated Financial Statements as at December 31, 2013 to which reference should be made in addition to the section "Business Outlook" of this Report in which possible updates are reported.

Subsequent Events at June 30, 2014

On July 23, EI Towers S.p.A. signed an framework agreement for the acquisition of Hightel S.p.A., a company which operates 216 sites mainly located in the South of Italy hosting mobile and wifi – Wimax operators, including 135 sites owned by operators. The agreement provided for the simultaneous acquisition of 35% of the target company's share capital, carried out by the subsidiary Towertel S.p.A. through the payment on account of € 5m, while the acquisition of the remaining 65% is expected by next October 31. The transaction, as a whole, is subject to certain events, including the positive outcome of ongoing due diligence.

Business Outlook

With reference to the main risks and uncertainties, it should be noted that the macroeconomic scenario of Italy, despite signs of stabilization, is still critical, in particular due to the high unemployment rate and the stagnation of domestic consumptions.

This situation was also reflected in the low inflation rate which characterized the first half of the year and which, as known, represents a significant variable for the Group being almost all revenues inflation-linked.

Even taking account of this situation, thanks to the improvement in the core business concerning hosting and services to national TV customers and mobile network operators, the operating performance of the Group is in line with the company plans both in terms of operating profitability and cash flow.

On the basis of information currently available, the targets already disclosed to the market can be confirmed, in particular, the achievement of an EBITDA close to € 110m.

For the Board of Directors

Guido Barbieri, CEO

EI TOWERS GROUP

Consolidated Accounting Tables and

Explanatory Notes

EI TOWERS GROUP

INTERIM CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Euro in thousands)

	Notes	June 30, 2014	Dec.31, 2013
ASSETS			
Non current assets			
Property, plant and equipment	4.1	202,721	216,066
Goodwill	4.1	457,857	454,231
Other intangible assets	4.1	98,181	102,632
Investments in associates/joint control companies		28	28
Other financial assets		470	558
Deferred tax assets	4.2	6,197	5,912
TOTAL NON CURRENT ASSETS		**765,454**	**779,427**
Current assets			
Inventories		2,611	3,105
Trade receivables	4.3	21,003	17,856
Current financial assets	4.4	7,171	4,851
Cash and cash equivalents	4.5	103,583	101,073
TOTAL CURRENT ASSETS		**134,368**	**126,885**
TOTAL ASSETS		**899,822**	**906,312**

EI TOWERS GROUP

INTERIM CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Euro in thousands)

	Notes	June 30, 2014	Dec.31, 2013
SHAREHOLDERS' EQUITY AND LIABILITIES			
Share capital and reserves			
Share capital		2,826	2,826
Share premium reserve		194,220	194,220
Treasury shares		(1,845)	(1,845)
Other reserves		352,488	320,723
Valuation reserve		(2,039)	(1,218)
Retained earnings		10,003	8,814
Net profit for the period		19,190	32,938
TOTAL SHAREHOLDERS' EQUITY		**574,843**	**556,458**
Non current liabilities			
Post-employment benefit plans	4.6	12,418	11,409
Deferred tax liabilities	4.7	42,502	43,636
Financial liabilities and payables	4.5	226,193	225,208
Provisions for non current risks and charges		3,150	3,275
TOTAL NON CURRENT LIABILITIES		**284,263**	**283,528**
Current liabilities			
Financial payables	4.5	0	432
Trade payables	4.8	25,160	30,003
Current tax liabilities	4.9	3,109	15,666
Other financial liabilities	4.5	2,185	6,680
Other current liabilities	4.10	10,262	13,545
TOTAL CURRENT LIABILITIES		**40,716**	**66,326**
TOTAL LIABILITIES		**324,979**	**349,854**
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES		**899,822**	**906,312**

EI TOWERS GROUP
INTERIM CONSOLIDATED STATEMENT OF INCOME
(Euro in thousands)

	Notes	H1 2014	H1 2013
Sales of goods and services		116,557	115,806
Other revenues and income		103	572
TOTAL REVENUES		**116,660**	**116,378**
Personnel expenses		23,010	22,166
Purchases, services, other costs		39,440	42,100
Amortisation, depreciation and write-downs		21,128	22,277
TOTAL COSTS		**83,578**	**86,543**
EBIT		**33,082**	**29,835**
Financial expenses		(5,023)	(4,149)
Financial income		1,298	416
EBT		**29,357**	**26,102**
Income taxes		10,167	9,310
NET PROFIT FOR THE PERIOD		**19,190**	**16,792**
Earnings per share (Euro):	4.12		
- Basic		0.68	0.60
- Diluted		0.68	0.60

EI TOWERS GROUP
INTERIM CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
(Euro in thousands)

	H1 2014	H1 2013
CONSOLIDATED NET PROFIT/(LOSS)(A):	**19,190**	**16,792**
Total comprehensive gains/(losses) recognized in the Income Statement		
Effective portion of gains/(losses) on hedging instruments (cash flow hedge)	-	-
Total comprehensive gains/(losses) not recognized in the Income Statement		
Actuarial gains/(losses) on defined benefit plans	(1,111)	(62)
Tax effects	305	17
TOTAL OTHER COMPREHENSIVE INCOME /(LOSS) NET OF TAX EFFECTS (B)	**(806)**	**(45)**
TOTAL COMPREHENSIVE INCOME (A+B)	**18,384**	**16,747**

EI TOWERS GROUP
INTERIM CONSOLIDATED CASH FLOW STATEMENT
(Euro in thousands)

	H1 2014	H1 2013
CASH FLOW FROM OPERATING ACTIVITIES:		
Operating profit	33,082	29,835
+ Amortisation, depreciation and write-downs	21,128	22,277
+ Change in trade receivables	(3,147)	(3,434)
+ Change in trade payables	(4,843)	(4,851)
+ Change in other assets and liabilities	(617)	(1,795)
- income taxes paid	(23,795)	(10,986)
Net cash flow from operating activities [A]	**21,808**	**31,046**
CASH FLOW FROM FINANCING ACTIVITIES:		
Investments in tangible assets	(2,924)	(2,069)
Investments in intangible assets	(187)	308
Goodwill	(40)	(395)
Changes in payables for investing activities	(4,162)	(2,451)
Business combinations net of cash acquired	(3,265)	-
Net cash flow from investing activities [B]	**(10,578)**	**(4,607)**
CASH FLOW FROM FINANCING ACTIVITIES:		
Changes in financial liabilities	(460)	16,159
Dividend payment	-	(11,844)
Interests (paid)/received	(8,260)	(1,146)
Net cash from financing activities [C]	**(8,720)**	**3,169**
CHANGE IN CASH AND CASH EQUIVALENTS [D=A+B+C]	**2,510**	**29,608**
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD [E]	**101,073**	**21,687**
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD [F=D+E]	**103,583**	**51,295**

EI TOWERS GROUP
INTERIM CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(Euro in thousands)

	Share capital	Share premium reserve	Legal reserve and other reserves	Treasury shares	Actuarial reserve	Valuation reserve	Retained earnings (accumulated losses)	Profit/ (loss) for the period	**TOTAL SHAREHOLDERS' EQUITY**
Balance at January 1, 2013	**2,826**	**206,533**	**320,833**	**(1,845)**	**(1,128)**	**245**	**(15,444)**	**23,644**	**535,664**
Coverage of previous losses from Assembly resolution	-	(12,314)	(4,977)	-	-	-	17,292	-	-
Allocation of 2012 net profit	-	-	4,834	-	-	-	6,966	(11,800)	-
Dividend allocation	-	-	-	-	-	-	-	(11,844)	(11,844)
Stock option	-	-	33	-	-	(27)	-	-	7
Comprehensive income/(loss)	-	-	-	-	(45)	-	-	16,792	16,747
Balance at June 30, 2013	**2,826**	**194,220**	**320,723**	**(1,845)**	**(1,173)**	**218**	**8,814**	**16,792**	**540,575**
Balance at January 1, 2014	**2,826**	**194,220**	**320,723**	**(1,845)**	**(1,436)**	**218**	**8,814**	**32,938**	**556,458**
Allocation of 2013 net profit	-	-	31,750	-	-	-	1,188	(32,938)	-
Stock option	-	-	15	-	-	(15)	-	-	-
Comprehensive income/(loss)	-	-	-	-	(806)	-	-	19,190	18,384
Balance at June 30, 2014	**2,826**	**194,220**	**352,488**	**(1,845)**	**(2,242)**	**203**	**10,003**	**19,190**	**574,843**

EXPLANATORY NOTES TO THE CONDENSED CONSOLIDATED HALF YEAR REPORT AT JUNE 30, 2014

1. Basis of preparation

For these Interim Condensed Consolidated Financial Statements, prepared according to IAS 34 – Interim Financial Reporting – there have been applied the same accounting standards and valuation criteria that were used to draw up the Consolidated Financial Statements at December 31, 2013, to which reference should be made, with the exception of the impairment tests that are aimed at ascertaining any losses in value of capitalised assets that, in the absence of indicators, events and phenomena that would be such as to change the valuations that had been done in the past, and that are usually carried out at the time of the drafting of the Annual Report, a time when there is available all the necessary information in order to be able to carry out this process completely. Starting from the 2013, actuarial valuations to determine Employee benefit funds are calculated on a six-monthly basis.

This Half Year Condensed Consolidated Financial Statements do not contain all the information and explanatory notes required for the Annual Report and must therefore be read together with the Consolidated Financial Statements as at December 31, 2013.

This Half Year Condensed Consolidated Financial Statements have been prepared on the going concern basis. Directors have assessed that there are no significant uncertainties (as described in the paragraph 25 of IAS 1) on the going concern.

The preparation of the Half Year Condensed Consolidated Financial Statements requires the implementation of estimates and assumptions which have effect on the value of revenues, costs, assets and liabilities in the balance sheet and on the information related to possible assets and liabilities at the date of the Half Year Report. In case these estimates and assumptions, which are based on the better valuation issued by the management at the date of this Half Year Report, should in the future differ from the real situation, they are properly reviewed in the period in which the situation has changed. For a more detailed description of the Group’s most significant evaluation processes, reference should be made to the chapter - Uses of estimates of the Consolidated Financial Statements at December 31, 2013.

Income taxes for the accounting period were calculated based on the best estimate of the weighted average tax rate expected for the whole financial year.

The values of the items in the Consolidated Financial Statements are shown in thousands of Euro, except where otherwise indicated.

2. New accounting standards, interpretations and amendments applicable from January 1, 2014.

The Group applied the following accounting standards, interpretations and amendments starting from January 1, 2014.

- On May 12, 2011 the IASB issued the standard IFRS 10 – *Consolidated financial statements* which will substitute the IAS 27 – *Consolidated and separate financial statements,* for the part relating to the financial statements and SIC-12 *Consolidation – Special purpose entities (vehicle companies).* The previous IAS 27 has been renamed Separate financial statements and governs the accounting of investments in the separate financial statements. The main changes introduced by the new standard are as follows:
    - IFRS 10 establishes a single control model that applies to all entities. That change removes the inconsistences between the previous IAS 27 (focused on control) and SIC 12 (focused on risks and rewards);
    - IFRS 10 includes a new and more robust definition of control that contains three elements: (a) power over an investee; (b) exposure , or rights, to variable returns from its involvement with the investee; (c) ability to use its power over the investee to affect the amount of the investor's return;
    - IFRS 10 requires an investor, in order to determine its control on an investee, to focus on the activities that significantly affect the returns of the investee;
    - IFRS 10 requires only voting rights need to be considered in assessing control, that is those exercisable when significant decisions on the investee need to be made;
    - IFRS 10 provides additional application guidance regarding situations in which control is difficult to assess, including de facto control, potential voting rights, situations in which the investor with decision-making rights needs to determine whether it is acting as principal or agent, etc.

In general terms, the application of IFRS 10 requires a significant level of opinion on a certain number of application aspects.

The standard is effective retrospectively for annual periods beginning on or after January 1, 2014 and did not impact the consolidation area of the Group.

- On May 12, 2011 the IASB issued the standard IFRS 11 – Joint arrangements which will substitute the IAS 31 – Investments in joint ventures and SIC-13 – *Jointly controlled entities* – Transfer in kind by parties participating in control. The new standard, without prejudice to the criteria to determine whether joint control exists, outlines the accounting criteria by entities that jointly control an arrangement depending on the rights and obligations arising from the arrangement rather than on the legal form of the entity, distinguishing between joint venture and joint operation. Under IFRS 11, the existence of a separate vehicle is not a sufficient condition for a joint arrangement to be classified as a joint venture. Concerning joint ventures, whereby the parties have rights only to the net assets relating to the arrangement, the standard establishes as single method of accounting in the consolidated financial statements the net equity method. Concerning joint operations, whereby the parties have rights to the assets and obligations for the liabilities relating to the arrangement, the standard establishes that the pro rata share of the assets, liabilities, expenses and revenue arising from a joint operation is recognized directly in the consolidated financial statements (and in the separate financial statements).

  The new standard is effective retrospectively for annual periods beginning on or after January 1, 2014.

  In general terms, the application of IFRS 11 requires a significant level of opinion in certain corporate sectors concerning the distinction between joint venture and joint operation. Following the issuance of the new standard IFRS 11, IAS 28 – Investments in associates and joint ventures has been issued to include within its application, from the date the standard is effective, also investments in joint ventures. The adoption of this new standard did not impact the Group's consolidation area.

- On May 12, 2011 the IASB issued the standard IFRS 12 – *Disclosures of interests in other entities* which is a new and complete standard on additional disclosures required in consolidated financial statements for each type of investment, including subsidiary companies, joint ventures, associate companies and structured vehicles. The standard is effective retrospectively for annual periods beginning on or after January 1, 2014. The adoption of this new standard did not impact the information provided in the explanatory note to the Group's consolidated financial statements.

- On December 16, 2011 the IASB issued some amendments to IAS 32 – *Financial instruments*: presentation, to clarify the application of some criteria for offsetting financial assets and liabilities in IAS 32. These amendments are effective retrospectively for annual periods beginning on or after January 1, 2014. The adoption of this new standard did not impact the Group's consolidated financial statements.
- On June 28, 2012 the IASB published the document *Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance (Amendments to IFRS 10, IFRS 11 and IFRS 12)*. The document clarifies the transition rules reported in IFRS 10 *Consolidated financial statements*, IFRS 11 *Joint Arrangements* and IFRS 12 *Disclosure of Interests in Other Entities*. These amendments shall apply, along with the reference standards, from January 1, 2014.
- On October 31, 2012 amendments to IFRS 10, IFRS 12 and IAS 27 "Investment Entities" have been issued. The amendments introduce an exception for investment entities to the consolidation of subsidiaries, except for a subsidiary that provides investment-related services or activities. In accordance with these amendments, the investment entity shall measure its investments in subsidiaries at fair value. The following components have been set out for the definition of an investment entity to access the exception:
  - obtains funds from one or more investors for the purpose of providing those investor(s) with investment management services;
  - commits to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both;
  - measures and evaluates the performance of substantially all of its investments on a fair value basis.

  These amendments shall apply, along with the reference standards, from January 1, 2014. The adoption of these amendments did not impact the Group's consolidated financial statements.

- On May 29, 2013 the IASB issued some amendments to IAS 36 – *Impairment of assets – Recoverable amount disclosures for non-financial assets.* The changes resulted from the decision to require additional disclosures about the measurement of the recoverable amount of assets, including goodwill, or cash-generating units, with a recoverable amount based on fair value less costs of disposal, only for assets or cash-generating units for which an impairment loss was recognized or reversed during the year. The changes are effective retrospectively for annual periods beginning on or after January 1, 2014. The adoption of this new standard did not impact the Group's consolidated financial statements.
- On June 27, 2013 the IASB issued amendments to IAS 39 "Financial instruments: recognition and measurement – Novation of derivatives and continuation of hedge accounting". The objective of the proposed amendments is to introduce a narrow scope exception to the requirements for the discontinuation of hedge accounting in IAS 39. Specifically, they propose an exception in circumstances when an existing hedging derivative is required to be novated to a Central Counterparty (CCP) as a consequence of newly introduced laws or regulations. The changes are effective retrospectively for annual periods beginning on or after January 1, 2014. The adoption of these amendments did not impact the Group's consolidated financial statements.
- On May 20, 2013 IFRIC interpretation 21 – *Levies* has been published. The interpretation clarifies when an entity should recognize a liability to pay a levy imposed by governments, other than income taxes, in its financial statements. The standard addresses both the accounting for liabilities to pay levies that are within the scope of IAS 37 - *Provisions, Contingent Liabilities and Contingent Assets*, as well as for liabilities whose timing and amount is certain. The adoption of this new interpretation did not impact the Group's consolidated financial statements.

The Group has not early adopted any other standards, interpretation or improvements issued or essentially issued but not yet effective.

3. Main corporate operations and changes in the consolidation area

The partial demerger of the subsidiary Towertel S.p.A. (broadcasting business unit) into EI Towers S.p.A., approved in 2013 by the respective Boards of Directors, became effective on January 1, 2014.

On January 22, 2014 Towertel S.p.A. withdrew from the capital of the company Tecnoimpianti Sas, formerly held for the 50%, through the partial, non-proportional demerger of the aforesaid Tecnoimpianti Sas and the award to Towertel S.p.A. of sales contracts for hosting services to radio and TV operators. As a consequence of the transaction, the company Tecnoimpianti Sas is no longer in the consolidation area.

The purchase of 100% of Società Assistenza Ripetitori Televisivi S.r.l. was finalized by Towertel S.p.A. on February 28, 2014. The company has therefore become part of the consolidation area. The company was subsequently merged into Towertel S.p.A.

4. Comments on the main changes in the assets and liabilities

4.1 Intangible and tangible assets

Euro in thousands	Dec. 31, 2013	Changes in consolidation area	Increases	Decreases	Amortisation	June 30, 2014
Goodwill	454,231	3,587	40	-	-	457,857
Other intangible assets	102,632	-	188	-	(4,638)	98,181
Tangible assets	216,066	221	3,249	(325)	(16,490)	202,721

The changes in the consolidation area refer to the acquisition, carried out in the first quarter, of Società Assistenza Ripetitori Televisivi S.r.l. In particular, the increase in goodwill is a consequence of the provisional allocation of a part of the consideration for the acquisition. According to IFRS 3, a specific analysis of the consideration paid will be carried out within 12 months of the acquisition date in order to determine the fair value of net assets acquired and liabilities assumed.

If at the end of the evaluation period tangible and intangible assets with defined useful lives are identified, an adjustment of provisional amounts recorded at the acquisition will be carried out with retroactive effect from the acquisition date. The increase in tangible assets mainly refers to ongoing investments on towers.

The other intangible assets are mainly referable to the value of customer list.

4.2 Deferred tax assets

The caption Deferred tax assets amounted to € 6,197k and corresponds to deferred tax assets determined based on temporary differences between the value recorded in the balance sheet and corresponding values recognized for fiscal purposes, mainly attributable to the Provision for Bad Debts and the Provision for other Bad Debts.

4.3 Trade receivables

Trade receivables amounted to € 21,003k (€ 17,856k at December 31, 2013), including € 788k from related parties (€ 1,051k at December 31, 2013), as described in detail in note 5.

Short-term trade receivables have been recorded net of bad debt provision of € 9.247k, unchanged compared to December 31, 2013.

4.4 Other receivables and current assets

The item Other receivables and current assets mainly includes VAT receivables (€ 1,345k) and tax receivables connected to the request of reimbursement (€ 509k), advance payments to suppliers (€ 696k) and to employees for business trips (€ 231k), in addition to prepayments and accrued income (€ 3,856k).

4.5 Net Financial Position

The breakdown of the Consolidated Net Financial Position is given below as provided for by the Consob communication no. 6064293 of July 28, 2006 showing the current and non-current net financial debt of the Group.

	June 30, 2014	Dec. 31, 2013
Cash in hand	12	14
Cash and cash equivalents	103,571	101,059
Securities and other current financial assets	-	-
Total Liquidity	**103,583**	**101,073**
Current financial receivables	-	-
Current payables due to banks	-	(432)
Current portion of non-current financial debt	(1,663)	(6,618)
Payables and other current financial liabilities	(522)	(62)
Current financial debt	**(2,185)**	**(7,112)**
Current Net Financial Position	**101,398**	**93,961**
Non-current payables due to banks	-	-
Corporate bond	(226,193)	(225,208)
Payables and other non-current financial liabilities	-	-
Non- current financial debt	**(226,193)**	**(225,208)**
Net Financial Position	**(124,795)**	**(131,247)**

The item Cash and cash equivalents includes € 6,021k related to the bank current accounts of the companies of the Group and € 97,550k, including accrued interests, related to the intercompany current account held with Mediaset S.p.A.

The Current portion of non-current financial debt includes the interests for the period on the existing bond loan measured at amortized cost, equal to € 1,663k.

The item Payables and other current financial liabilities includes payables towards the vendors of Società Assistenza Ripetitori Televisivi S.r.l. for € 460k and related to the postponement of the payment of part of the acquisition price.

The item Corporate bond includes the measurement at amortized cost of the existing bond loan expiring April 2018.

4.6 Post-employment benefit plans

The item increased by € 1,009k compared to December 31, 2013 mainly as a consequence of the reduction during the period of market rates used for the purposes of the actuarial valuation of the liability.

4.7 Deferred tax liabilities

The item Deferred tax liabilities amounted to € 42,502k (€ 43,636k at December 31, 2013) and corresponds to deferred tax liabilities determined based on temporary differences between the value recorded in the balance sheet and corresponding values recognized for fiscal purposes. In particular, they are referable to the partial allocation of the goodwill, generated following the business combination occurred last year, to Customer relations recorded as intangible assets, and to the allocation to tangible assets of gains generated through the acquisitions carried out by the Group in the previous years. The decrease compared to December 31, 2013 (€ 1,134k) is due for € 521k to the realignment of the provision following the 0.4% reduction in Irap rate starting on January 1, 2014 and for the remaining amount to the effect of the depreciation of the fixed assets described above.

4.8 Trade payables

This item was made up as follows:

- Due to suppliers equal to € 23,321k (€ 28,421k at December 31, 2013) and mainly refers to purchases concerning the supply of goods and services for the management of infrastructures;
- Due to related parties equal to € 1,839k (€ 1,582k at December 31, 2013). Reference should be made to note 5.

4.9 Tax payables

This item, amounting to € 3,109k, represents the debt of the companies of the Group to the tax authorities for IRES (Corporate tax) and Irap (Regional Corporate Tax).

4.10 Other current liabilities

The item, equal to € 10,262k, decreased by € 3,283k compared to December 31, 2013 mainly due to the payment of the last tranche of the non- compete agreement signed with the former Chairman and Chief Executive Officer of DMT S.p.A. (€ 2,500k) and to the reduction of accrued charges and deferred income (€ 874k), against a net increase in payables to employees of € 508k.

4.11 Income statement

For a close examination of changes occurred make reference to what described in detail in the Interim Report on Operations.

4.12 Earnings per share

The calculation of basic and diluted earnings per share (EPS) is based on the following data:

	H1 2014	H1 2013
Net profit for the period (Euro in thousands)	19,190	16,792
Weighted average number of ordinary shares (without own shares)	28,199,851	28,199,851
Basic EPS (Euro)	0.68	0.60
Weighted average number of ordinary shares for the diluted EPS computation	28,199,851	28,199,851
Diluted EPS (Euro)	0.68	0.60

Earnings per share are calculated by dividing the Group's net profit by the weighted average number of shares in circulation during the period, net of treasury shares.

Diluted earnings per share are calculated by taking into account in the calculation the number of shares in circulation and the potential diluting impact of the assignment of treasury shares to the beneficiaries of stock option and stock grant plans already due.

5. Related-party transactions

In the following summary table the details related to each company that is the counterpart of these transactions are given for the main Income Statement/Balance Sheet groupings, which are identified pursuant to IAS 24 and grouped by the main transaction types.

	Revenues	Operating costs	Financial income/ (charges)	Trade receivables	Trade payables	Other receivables/ (payables)
CONTROLLING ENTITIES						
Mediaset S.p.A.	-	(34)	1,097	-	(21)	97,550
R.T.I. S.p.A.	150	(1,377)	-	69	(1,502)	-
Elettronica Industriale S.p.A.	89,708	-	-	194	(165)	-
Total controlling entities	**89,858**	**(1,411)**	**1,097**	**263**	**(1,688)**	**97,550**
AFFILIATED ENTITIES						
Publitalia '80 S.p.A.	31	-	-	-	(4)	-
Videotime S.p.A.	167	(243)	-	41	(141)	-
MedioBanca S.p.A.	-	(22)	-	-	-	23
Monradio S.r.l.	234	-	-	234	-	-
Promoservice	-	-	-	-	-	
Total affiliated entities	**432**	**(265)**	**-**	**275**	**(145)**	**23**
EXECUTIVES WITH STRATEGIC RESPONSIBILITIES	**-**	**(532)**	**-**	**-**	**-**	**(100)**
PENSION FUNDS	-	-	-	-	-	(231)
OTHER RELATED PARTIES	136	(1)	-	250	(6)	30
TOTAL RELATED PARTIES	**90,426**	**(2,209)**	**1,097**	**788**	**(1,839)**	**97,272**

Revenues and trade receivables from parent companies are mainly referable to hosting, assistance and maintenance services, logistics, use of transmission infrastructure, head end and engineering design, as well as to revenues concerning broadcast equipment installation services. Financial income refers to intra-group current account held with Mediaset S.p.A.

In the item Other receivables/payables from and to Mediaset S.p.A. are included the credit balance of the intra-group current account including the accrued interests for € 97,550k.

Costs and trade payables to parent companies are mainly imputable to EDP services and personnel administrative services, other services and leases given from RTI S.p.A., a company controlling Elettronica Industriale S.p.A.

Revenues and trade receivables from associates are relative to hosting and maintenance services to Monradio S.r.l. and leases of equipped areas at the regional offices towards Videotime S.p.A.; Costs and trade payables due to associates are mainly attributable to leases (Videotime S.p.A.) and to specialist services on the Italian market (MTA – Mercato Telematico Azionario) provided by Mediobanca S.p.A.

Data related to other related parties include relationships with some associations mainly carrying out activities connected to the operating management of TV signal transmission.

6. Personal guarantees given and commitments

With reference to personal guarantees given and existing commitments at June 30, 2014 no significant changes are reported compared to December 31, 2013.

7. Transactions arising from atypical and/or unusual operations

Pursuant to Consob Communication of July 28, 2006 No.DEM 6064296, it is underlined that during the first half of 2014 the Group has not put in place any atypical and/or unusual operations, as these are defined by the aforesaid Communication.

For the Board of Directors

Guido Barbieri, CEO

EI TOWERS GROUP

Attestation of the Half Year Condensed Financial Statements pursuant to article 154, part two, of the Legislative Decree 58/98

Attestation of the Half Year Condensed Financial Statements pursuant to article 154, part two, of the Legislative Decree 58/98

1. The undersigned Guido Barbieri, Chief Executive Officer, and Fabio Caccia, the Assigned Executive for the drafting of the company accounting documents of EI Towers S.p.A., attest, also taking into account what is lead down by article 154, part two, paragraphs 3 and 4 of the Legislative Decree of February 24, 1998 no. 58:

- the adequacy relative to the characteristics of the Group and
- the effective application

of the administrative and accounting procedures for building up the Half Year Condensed Financial Statements, during the first half of 2014.

2. The evaluation of the adequacy of the administrative and accounting procedures for building up the Half Year Condensed Financial Statements as at June 30, 2014 was carried out based on the rules and methodologies defined by EI Towers S.p.A. in line with the model *Internal Control – Integrated Framework* issued by the *Committee of sponsoring Organizations of the Treadway Commission* which represents a body of general reference principles for the system of internal controls that is generally accepted at international level.

3. Furthermore, it is also attested that:

3.1 the Half Year Condensed Consolidated Financial Statements:

- reflect the balances in the books and the accounting postings;
- are drawn up in conformity with the applicable International Accounting Standards recognized within the European Community, pursuant to the regulation (EC) no. 1606/2002 of the European Community and Council of July 19, 2002, and in particular to IAS 34 – Interim Financial Reporting, as well as with the measures issued to actuate article 9 of the Legislative Decree no. 38/2005;
- are suitable and appropriate in order to give a true and fair view of the Balance Sheet, Income Statement and Financial situations of the Issuer;

3.2 The Interim Report on Operations contains references to the significant events occurred during the first six months of the year and to their incidence on the half year condensed financial statements, together with the description of the main risks and uncertainties for the remaining six months of the year, in addition to information on significant transactions with related parties.

Lissone - July 24, 2014

For the Board of Directors	The Assigned Executive for the drafting
The Chief Executive Officer	of the company accounting documents
Guido Barbieri	Fabio Caccia

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AUDITORS' REVIEW REPORT ON THE HALF-YEAR CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2014

To the Shareholders of
EI TOWERS S.p.A.

1. We have reviewed the Group's interim consolidated financial statements of EI Towers S.p.A. and subsidiaries (the "EI Towers Group"), which comprise the Interim Consolidated Balance Sheet as of June 30, 2014, and the Interim Consolidated Income Statement, the Interim Consolidated Comprehensive Income Statement and the Interim Consolidated Statement of changes in Shareholders' equity and Consolidated Cash-flow Statement for the six-month period then ended, and the related explanatory notes. The Company's directors are responsible for the preparation and presentation of this interim financial information in accordance with the International Accounting Standard applicable to the interim financial reporting (IAS 34) as adopted by the European Union. Our responsibility is to issue a report on these half-yearly condensed consolidated financial statements based on our review.

2. We conducted our review in accordance with the standards recommended by the Italian Regulatory Commission for Companies and the Stock Exchange ("Consob") for the review of the half-yearly interim financial statements under Resolution n° 10867 of July 31, 1997. Our review consisted principally of applying analytical procedures to the underlying financial data, assessing whether accounting policies have been consistently applied and making enquiries of management responsible for financial and accounting matters. The review excluded audit procedures such as tests of controls and substantive procedures of the assets and liabilities and was therefore substantially less in scope than an audit performed in accordance with established auditing standards. Accordingly, unlike our report on the year-end consolidated financial statements, we do not express an audit opinion on the half-yearly condensed consolidated financial statements.

   As far as comparative figures related to the year ended December 31, 2013 and to the period ended June 30, 2014, reference should be made to our auditors' reports dated March 28, 2014 and August 2, 2013.

3. Based on our review, nothing has come to our attention that causes us to believe that the Group's interim consolidated financial statements of EI Towers Group as of June 30, 2014 are not prepared, in all material respects, in accordance with the International Accounting Standard applicable to the interim financial reporting (IAS 34) as adopted by the European Union.

DELOITTE & TOUCHE S.p.A.

Signed by
Patrizia Arienti
Partner

Milan, Italy
July 28, 2014

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