# GCL HOLDINGS S.C.A.
# and Subsidiaries

## Condensed consolidated interim financial statements for the period ended June 30, 2013

Prepared and Delivered Pursuant to
Section 4.03(a) of the:
- Indenture Governing the 9.375% Senior Notes due 2018 of GCL Holdings S.C.A.
- Indenture Governing the Floating Rate Senior Secured Notes due 2019 of Guala Closures S.p.A.

Luxembourg, September 13, 2013

Registered and administrative office:
Boulevard de la Foire 11-13
L-1528 Luxembourg
Share capital € 141,217.50 fully paid-up
Register of Commerce & Companies of Luxembourg
section B, number 141 684

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## Forward-looking statements

This Condensed consolidated interim financial statements may include, and the Company and its representatives may from time to time make, written or verbal statements which constitute "forward – looking statements", including but not limited to all statements other than statements of historical facts, including statements regarding our intentions, belief or expectations concerning our future financial condition and performance, results of operations, strategy, prospects, and future developments in the markets in which we operate and plan to operate.

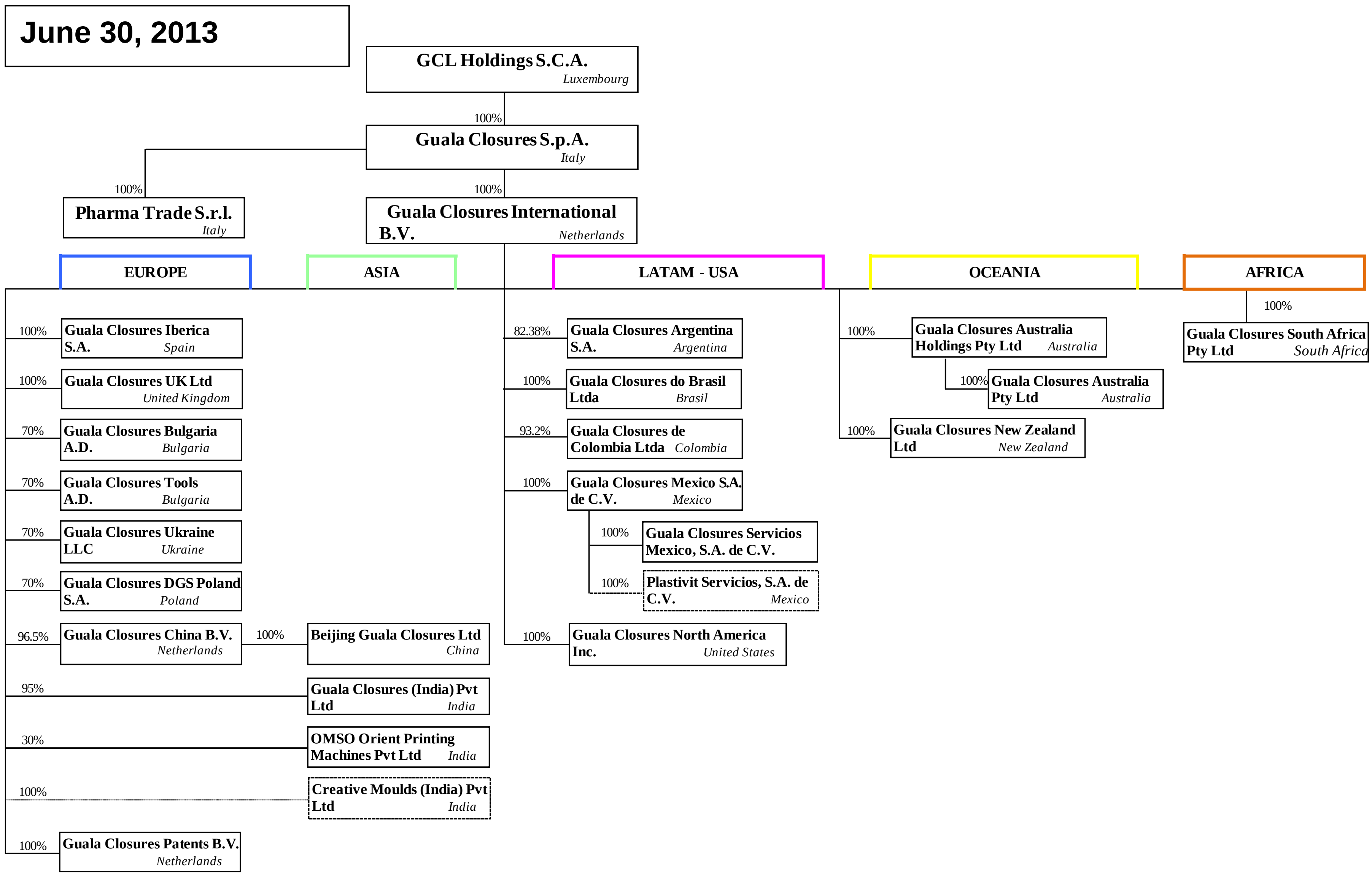
By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors because they relate to events and depend on circumstances that may or may not occur in the future.

We caution you that forward – looking statements are not guarantees of future performance and that our actual financial condition, results of operations and cash flows, and the development of the industry in which we operate, may differ materially from (and be more negative than) those made in, or suggested by, the forward-looking statements contained in this Condensed consolidated interim financial statements.

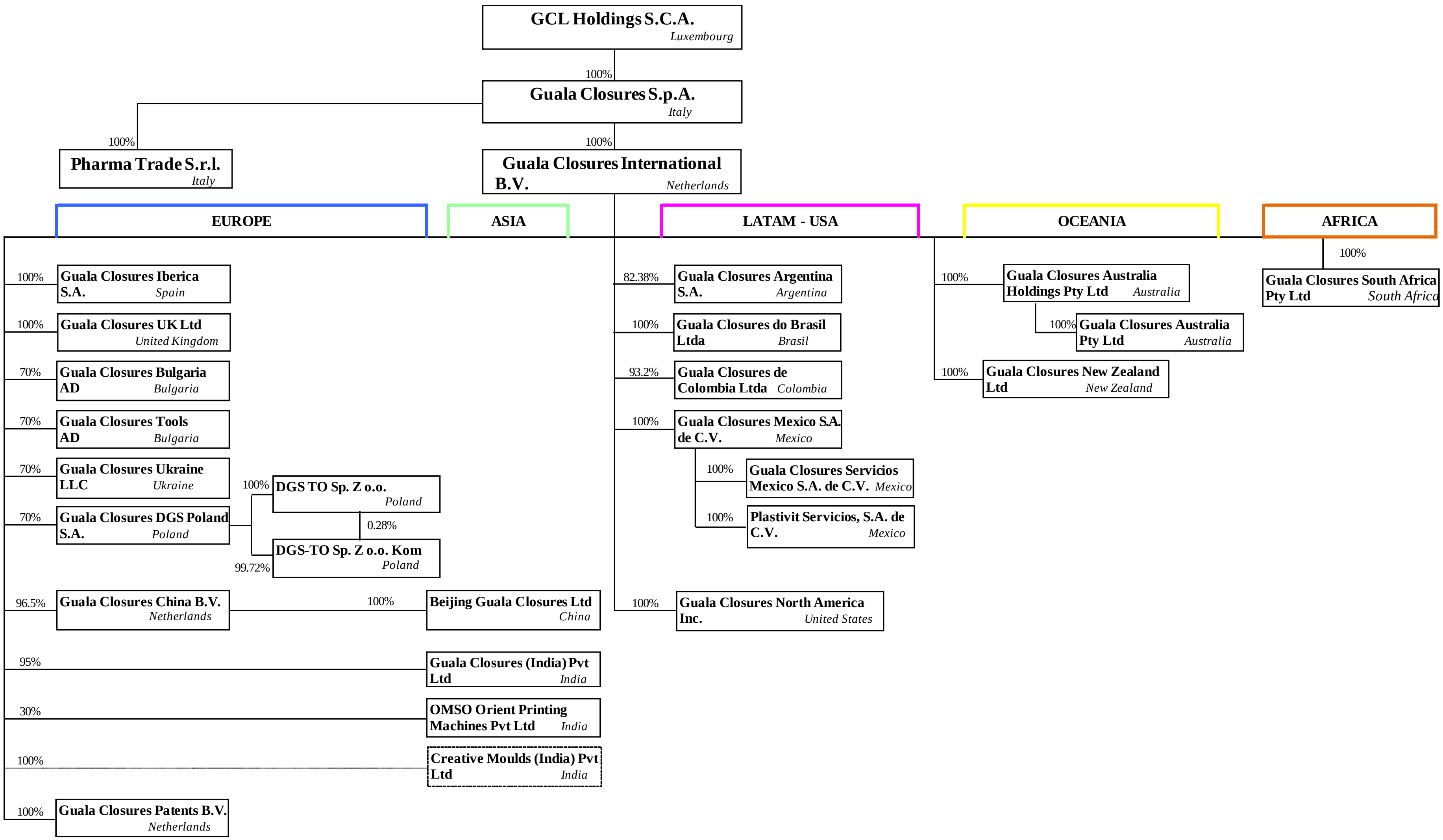
In addition even if our financial condition, results of operations and cash flows, and the development of the industry in which we operate, are consistent with the forward-looking statements contained in this Condensed consolidated interim financial statements, those results or developments may not be indicative of results or developments in subsequent periods.

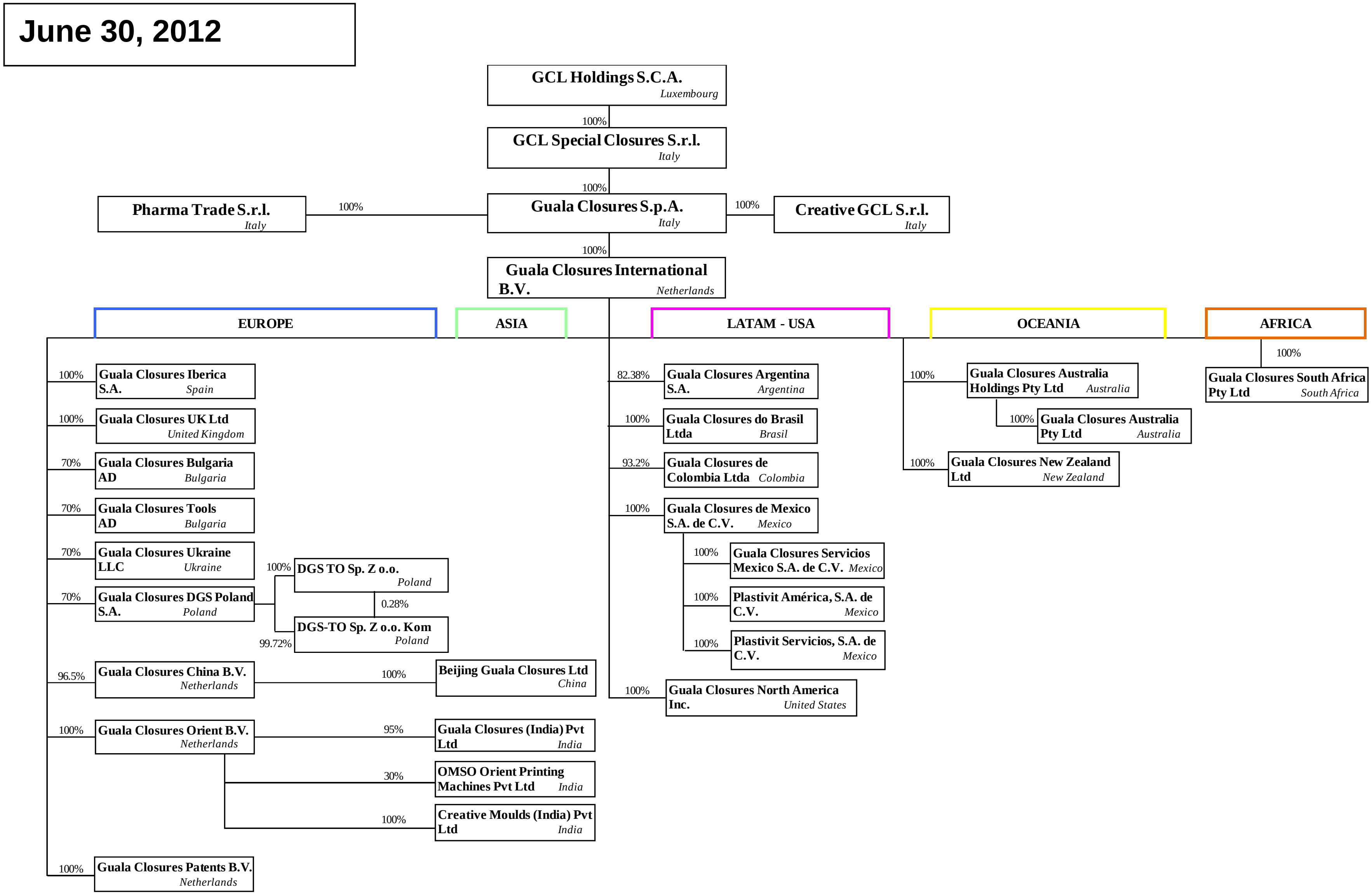
The Company undertakes no obligation to publicly update or publicly revise any forward-looking statements, whether as a result of new information, future events or otherwise. All subsequent written or verbal forward-looking statements attributable to the Company or to persons acting on the Company's behalf are qualified in their entirety by the cautionary statements referred to above.

# The structure of GCL Holdings S.C.A.
# and Subsidiaries
# (GCL Holdings Group)


June 30, 2013
GCL Holdings S.C.A. Luxembourg
100%
Guala Closures S.p.A. Italy
100%
Pharma Trade S.r.l. Italy
100%
Guala Closures International B.V. Netherlands
EUROPE
ASIA
LATAM - USA
OCEANIA
AFRICA
100% Guala Closures Iberica S.A. Spain
100% Guala Closures UK Ltd United Kingdom
70% Guala Closures Bulgaria A.D. Bulgaria
70% Guala Closures Tools A.D. Bulgaria
70% Guala Closures Ukraine LLC Ukraine
70% Guala Closures DGS Poland S.A. Poland
96.5% Guala Closures China B.V. Netherlands
100% Beijing Guala Closures Ltd China
95% Guala Closures (India) Pvt Ltd India
30% OMSO Orient Printing Machines Pvt Ltd India
100% Creative Moulds (India) Pvt Ltd India
100% Guala Closures Patents B.V. Netherlands
82.38% Guala Closures Argentina S.A. Argentina
100% Guala Closures do Brasil Ltda Brasil
93.2% Guala Closures de Colombia Ltda Colombia
100% Guala Closures Mexico S.A. de C.V. Mexico
100% Guala Closures Servicios Mexico, S.A. de C.V.
100% Plastivit Servicios, S.A. de C.V. Mexico
100% Guala Closures North America Inc. United States
100% Guala Closures Australia Holdings Pty Ltd Australia
100% Guala Closures Australia Pty Ltd Australia
100% Guala Closures New Zealand Ltd New Zealand
100% Guala Closures South Africa Pty Ltd South Africa

# December 31, 2012




June 30, 2012
GCL Holdings S.C.A. Luxembourg
100%
GCL Special Closures S.r.l. Italy
100%
Pharma Trade S.r.l. Italy
100%
Guala Closures S.p.A. Italy
100%
Creative GCL S.r.l. Italy
100%
Guala Closures International B.V. Netherlands
EUROPE
ASIA
LATAM - USA
OCEANIA
AFRICA
100% Guala Closures Iberica S.A. Spain
100% Guala Closures UK Ltd United Kingdom
70% Guala Closures Bulgaria AD Bulgaria
70% Guala Closures Tools AD Bulgaria
70% Guala Closures Ukraine LLC Ukraine
70% Guala Closures DGS Poland S.A. Poland
100% DGS TO Sp. Z o.o. Poland
0.28%
99.72% DGS-TO Sp. Z o.o. Kom Poland
96.5% Guala Closures China B.V. Netherlands
100% Beijing Guala Closures Ltd China
100% Guala Closures Orient B.V. Netherlands
95% Guala Closures (India) Pvt Ltd India
30% OMSO Orient Printing Machines Pvt Ltd India
100% Creative Moulds (India) Pvt Ltd India
100% Guala Closures Patents B.V. Netherlands
82.38% Guala Closures Argentina S.A. Argentina
100% Guala Closures do Brasil Ltda Brasil
93.2% Guala Closures de Colombia Ltda Colombia
100% Guala Closures de Mexico S.A. de C.V. Mexico
100% Guala Closures Servicios Mexico S.A. de C.V. Mexico
100% Plastivit América, S.A. de C.V. Mexico
100% Plastivit Servicios, S.A. de C.V. Mexico
100% Guala Closures North America Inc. United States
100% Guala Closures Australia Holdings Pty Ltd Australia
100% Guala Closures Australia Pty Ltd Australia
100% Guala Closures New Zealand Ltd New Zealand
100% Guala Closures South Africa Pty Ltd South Africa

# Selected financial information and other data

## Selected financial information and other data

The following information should be read in conjunction with, and is qualified in its entirety by reference to the interim financial information and the related notes thereto included in this Condensed consolidated interim financial statements.

### Results of operations

The table below shows the consolidated statement of comprehensive income:

### Consolidated statement of comprehensive income

| *(Thousands of Euros)* | 2Q | | 1H | |
|---|---|---|---|---|
| | 2012 (*) | 2013 | 2012 (*) | 2013 |
| ***Net revenue*** | **119,469** | **120,609** | **231,183** | **231,244** |
| Change in inventories of finished/semi-finished products | 1,125 | 4,205 | 4,725 | 8,351 |
| Other operating income | 1,724 | 1,972 | 3,146 | 3,807 |
| Costs for raw materials | (52,047) | (53,877) | (103,122) | (102,894) |
| Costs for services | (23,295) | (24,072) | (45,607) | (48,061) |
| Personnel expense | (22,141) | (23,273) | (43,809) | (46,269) |
| Other operating expense | (3,076) | (2,045) | (8,784) | (4,555) |
| **Gross operating profit (EBITDA)** | **21,758** | **23,519** | **37,732** | **41,624** |
| Amortization, depreciation and impairment losses | (9,543) | (10,191) | (18,817) | (20,259) |
| **Operating profit** | **12,214** | **13,329** | **18,915** | **21,364** |
| Financial income | 1,935 | 816 | 4,932 | 4,365 |
| Financial expense | (16,993) | (18,540) | (27,501) | (32,201) |
| **Result before taxation** | **(2,843)** | **(4,395)** | **(3,654)** | **(6,471)** |
| Income taxes | (4,260) | (2,424) | (7,949) | (6,121) |
| **Loss for the period** | **(7,103)** | **(6,819)** | **(11,604)** | **(12,592)** |
| *Source: condensed consolidated interim financial statements figures* | | | | |
| **Gross operating profit adjusted (Adjusted EBITDA)** | **22,674** | **23,481** | **42,080** | **41,875** |
| *% on net revenue* | *19.0%* | *19.5%* | *18.2%* | *18.1%* |

**Notes:**

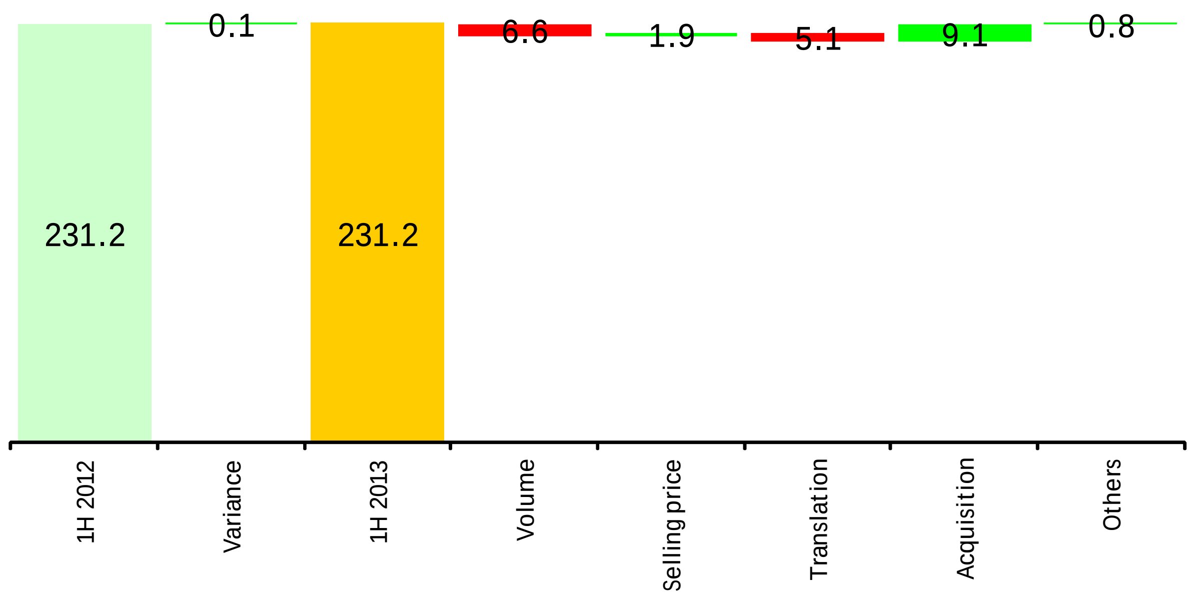
- *(*) Following the retrospective application of the amendment to IAS 19 from January 1, 2013 the figures reported for the 2Q and 1H 2012 have been restated for comparative purposes as required by IAS 1. Reference should be made to the section "Changes in accouting policies" for further details.*
- *Adjusted EBITDA has been calculated excuding one-off items incurred during the period*
- *2013 figures include the impact of the acquisition of the South African business purchased in October 2012. The comparison analysis between 2013 and 2012 figures has therefore been made on the incidence on net revenue instead of on the absolute values.*

The selected financial information have been prepared on the basis of the results of the cumulative six month period as the Company believes that this is the best way to understand the trend of the business.
Any material event or change which occurred in the second quarter of 2013 is however disclosed and commented on.

## Net revenue

In 1H 2013 consolidated net revenue was € 231.2 million, stable on 1H 2012.
1H 2013 net revenue was negatively impacted by € 5.1 million FX translation differences following the Euro's revaluation versus the main currencies in which the Group operates.
At constant FX rates, net revenue would be € 5.1 million up, or 2.2%, on 1H 2012, being positively impacted by € 9.1 million from the change in the consolidation perimeter following the acquisition of the South African business in 4Q 2012.

The graph below shows the variance between 1H 2012 and 1H 2013 net revenue:




### *Net revenue by division*

The table below illustrates the net revenue by division:

| Thousand of Euros | 2Q 2012 | 2Q 2013 | 1H 2012 | 1H 2013 |
|---|---|---|---|---|
| Closures | 118,255 | 119,664 | 229,006 | 229,569 |
| PET | 1,214 | 945 | 2,177 | 1,675 |
| **Total** | **119,469** | **120,609** | **231,183** | **231,244** |

The Closures division represents the Group's core business, specialized in the following product lines: safety closures, decorative closures, winecaps closures, standard closures, Pharma and other revenue.

The Closures division's revenue increased from € 229.0 million in 1H 2012 to € 229.6 million in 1H 2013, representing an increase of € 0.6 million (the incidence remains stable at 99% of net revenue).

The PET division mainly produces standard and custom moulds, PET bottles and miniatures. This division is no longer considered as a core business for the Group.

The PET division's revenue decreased from € 2.2 million in 1H 2012 to € 1.7 million in 1H 2013 (the incidence remains stable at 1% of net revenue). The PET division's revenue was solely generated by the PET operations in Spain.

### *Net revenue by geographical segment*

The following table gives a breakdown of revenue by geographical segment:

| | 2Q | | | | 1H | | | |
|---|---|---|---|---|---|---|---|---|
| | 2012 | | 2013 | | 2012 | | 2013 | |
| **Thousand of Euros** | ***Amount*** | ***%*** | ***Amount*** | ***%*** | ***Amount*** | ***%*** | ***Amount*** | ***%*** |
| Europe | 69,448 | *58.1%* | 67,375 | *55.9%* | 135,554 | *58.6%* | 130,460 | *56.4%* |
| Asia | 15,598 | *13.1%* | 14,713 | *12.2%* | 30,634 | *13.3%* | 29,363 | *12.7%* |
| Latin and North America | 20,099 | *16.8%* | 20,882 | *17.3%* | 34,616 | *15.0%* | 35,118 | *15.2%* |
| Oceania | 14,324 | *12.0%* | 13,186 | *10.9%* | 30,379 | *13.1%* | 27,186 | *11.8%* |
| Africa | - | *0.0%* | 4,453 | *3.7%* | - | - | 9,117 | *3.9%* |
| **Total** | **119,469** | ***100.0%*** | **120,609** | ***100.0%*** | **231,183** | ***100.0%*** | **231,244** | ***100.0%*** |

Net revenue from operations in Europe decreased from € 135.6 million in 1H 2012, or 58.6% of net revenue, to € 130.5 million in 1H 2013, or 56.4%, representing a decrease of € 5.1 million, mainly due to reduced export to China market.

Net revenue from operations in Asia decreased from € 30.6 million in 1H 2012, or 13.3% of net revenue, to € 29.4 million in 1H 2013, or 12.7%, representing a decrease of € 1.3 million, attributable to lower volumes in China and to negative FX impact (€ 1.8 million). Excluding the FX impact, the net revenue of this area increased by € 0.5 million.

Net revenue from operations in Latin and North America increased from € 34.6 million in 1H 2012, or 15.0% of net revenue, to € 35.1 million in 1H 2013, or 15.2%, representing an increase of € 0.5 million, penalized by € 2.1 million of negative FX impact. Excluding the FX impact, the net revenue of this area increased by € 2.6 million.

Net revenue from operations in Oceania decreased from € 30.4 million in 1H 2012, or 13.1% of net revenue, to € 27.2 million in 1H 2013, or 11.8%, representing a decrease of € 3.2 million. The sales of this area in the 1H 2013 was penalized by € 0.6 million negative FX impact.

Net revenue from operations in Africa increased to € 9.1 million in 1H 2013, or 3.9% of net revenue, as consequence of the acquisition of the Metal Closures division of the South African MCG Industries in October 2012.

### Other operating income

Other operating income increased from € 3.1 million in 1H 2012, or 1.4% of net revenue, to € 3.8 million in 1H 2013, or 1.6%, representing an increase of € 0.7 million.
Other operating income mainly comprises capitalized development expenditure, extraordinary maintenance and expenses recovery.

### Costs for raw materials

Costs for raw materials decreased from € 103.1 million in 1H 2012 to € 102.9 million in 1H 2013, representing a decrease of € 0.2 million (stable at 44.5% of net revenue).
In 1H 2013 the raw materials cost was impacted by the reduction of aluminium prices, partly compensated by an increase in plastic prices, mainly in India.

### Costs for services

Costs for services increased from € 45.6 million in 1H 2012, or 19.7% on net revenue, to € 48.1 million in 1H 2013, or 20.8%, representing an increase of € 2.5 million.
The increase is mainly due to the rise in energy and transport costs and to the increase in external processing, maintenance and other industrial services.

### Personnel expense

Personnel expense increased from € 43.8 million in 1H 2012, or 19.0% on net revenue, to € 46.3 million in 1H 2013, or 20.0%, representing an increase of € 2.5 million.

### Other operating expense

Other operating expense decreased from € 8.8 million in 1H 2012, or 3.8% of net revenue, to € 4.6 million in 1H 2013, or 2.0%, representing a decrease of € 4.2 million. The decrease is mainly due the € 3.5 million of non-recurring costs accrued in 2012, mainly related to the closure of the Hospitalet plant in Spain.

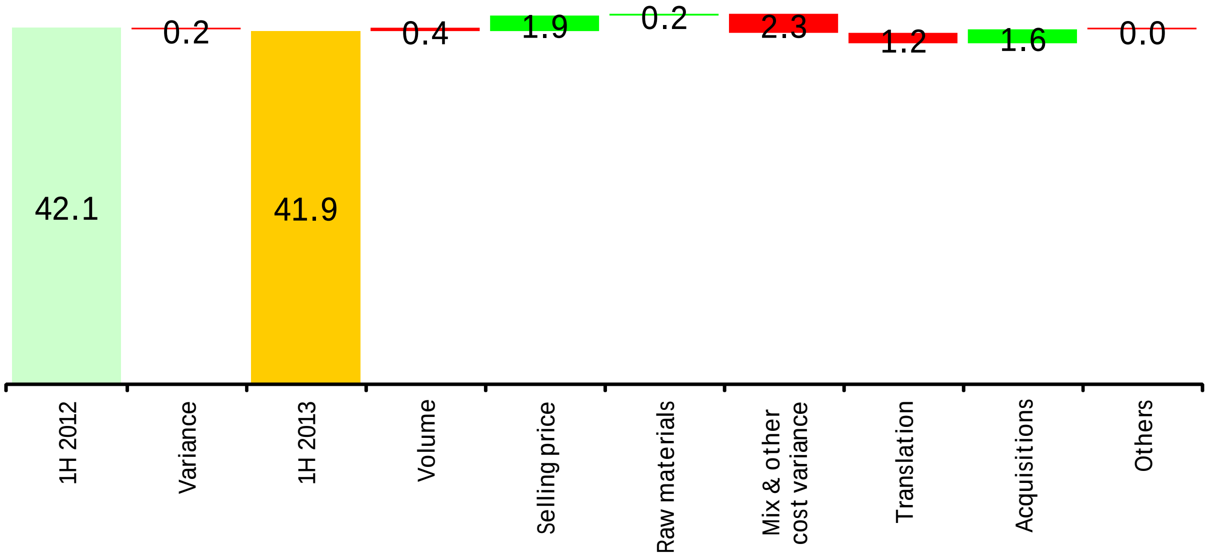
### Gross operating profit (EBITDA)

The Group gross operating profit (EBITDA) for 1H 2013 came to € 41.6 million, showing a € 3.9 million (+10.3%) increase on 1H 2012.

Both in 1H 2012 and 1H 2013 the gross operating profit was impacted by non-recurring costs of, respectively, € 4.3 million and € 0.3 million.
In 1H 2013 the € 0.3 million of non-recurring costs relates to M&A activities and to rationalization costs, while in 1H 2012 the € 4.3 million mainly relates to the rationalization of the production structure in Spain.

Excluding the non-recurring items, the Group gross operating profit (EBITDA) for 1H 2013 would be € 41.9 million.

The graph below shows the variance between 1H 2012 and 1H 2013 Adjusted EBITDA:




**Amortization, depreciation and impairment losses**

Amortization, depreciation and impairment losses increased from € 18.8 million in 1H 2012, or 8.1% of net revenue, to € 20.3 million in 1H 2013, or 8.8%, representing an increase of € 1.4 million.

**Financial income and expense**

Net financial expense increased from € 22.6 million in 1H 2012 to € 27.8 million in 1H 2013, mainly due to the negative impact from exchange rates and to the increase in net interest expense mainly due to higher indebtedness.

The following table breaks down financial income and expense by nature for the two periods:

| **Thousands of Euros** | **2Q** | | **1H** | |
|---|---|---|---|---|
| | **2012 (*)** | **2013** | **2012 (*)** | **2013** |
| Net exchange rate gains/(losses) | (4,259) | (6,076) | (2,289) | (6,237) |
| Fair value gain/(losses) on derivatives | (567) | (297) | (551) | 172 |
| Fair value losses on liability due to non-controlling investors | (450) | (800) | (450) | (800) |
| Net interest income/(expense) | (9,617) | (10,271) | (19,048) | (20,475) |
| Net other financial income/(expense) | (164) | (280) | (231) | (495) |
| **Net financial expense** | **(15,057)** | **(17,724)** | **(22,569)** | **(27,835)** |

*Source: condensed consolidated interim financial statements figures*

*(*) Following the retrospective application of the amendment to IAS 19 from January 1, 2013 the figures reported for the 2Q and 1H 2012 have been restated for comparative purposes as required by IAS 1. Reference should be made to the section “Changes in accouting policies” for further details.*

## Income taxes

Income taxes decreased from € 7.9 million in 1H 2012, or 3.4% of net revenue, to € 6.1 million in 1H 2013, or 2.6%, representing a decrease of € 1.8 million.

## Result for the period

The loss for the period increased from € (11.6) million in 1H 2012 to € (12.6) million in 1H 2013, due to the fact that the € 3.9 million increase in gross operating profit in 1H 2013 has been absorbed by higher amortization, depreciation and impairment losses for € 1.4 million and by higher net financial expense for € 5.3 million, partly compensated by lower income taxes for € 1.8 million.

## Reclassified consolidated statement of financial position

The table below presents the key figures of the reclassified consolidated statement of financial position.

| Thousands of Euros | As at December 31, 2012 | As at June 30, 2013 |
|---|---|---|
| Intangible assets | 405,927 | 400,001 |
| Property, plant and equipment | 219,467 | 214,114 |
| Net working capital | 100,965 | 105,760 |
| Net financial derivative liabilities | (6,393) | (5,677) |
| Employee benefits | (8,429) | (7,381) |
| Other assets/liabilities | (43,333) | (38,359) |
| **Net invested capital** | **668,203** | **668,458** |
| ***Financed by:*** | | |
| Net financial liabilities | 513,657 | 513,604 |
| Financial liabilities to non-controlling interests | 5,600 | 6,400 |
| Cash and cash equivalents | (58,474) | (31,903) |
| **Net financial indebtedness** | **460,784** | **488,102** |
| **Consolidated equity** | **207,420** | **180,357** |
| **Sources of financing** | **668,203** | **668,458** |

*Source: condensed consolidated interim financial statements figures*

### Intangible assets

Intangible assets decreased from € 405.9 million at the end of 2012 to € 400.0 million at the end of June 2013, representing a decrease of € 5.9 million, mainly due to the amortization of the period and to negative FX impact.

### Property, plant and equipment

Property, plant and equipment decreased from € 219.5 million at the end of 2012 to € 214.1 million at the end of June 2013, representing a decrease of € 5.4 million.
This variation is due to € 18.2 million net capex (additions net of disposals), compensated by € 16.0 million of depreciation and losses and by € 7.5 million of negative FX translation impact.
The net capex of the period include € 5.4 million investments made in Italy, € 2.6 million for the building expansion in Mexico, € 0.3 million for the costruction of the third line in Ucraine and other investments made by other Group companies (mainly Colombia, India, Ukraine and UK).

### Net working capital

The table below provide a breakdown of net working capital.

| Thousands of Euros | As at December 31, 2012 | As at June 30, 2013 |
|---|---|---|
| Inventories | 63,603 | 75,959 |
| Trade receivables | 99,634 | 96,568 |
| Trade payables | (62,272) | (66,767) |
| **Net working capital (*)** | **100,965** | **105,760** |

*(*) The amounts set forth herein do not match to the amounts used to calculate the change in working capital in the consolidated statement of cash flows for the applicable period as those amounts have been adjusted to reflect changes in foreign currency exchange rates on the opening balance and impairment losses on receivables.*

The table below analyses the detail of net working capital days, calculated on the last quarter revenue.

| Days | As at December 31, 2012 | As at June 30, 2013 |
|---|---|---|
| Inventories | 41 | 57 |
| Trade receivables | 65 | 72 |
| Trade payables | (40) | (50) |
| **Net working capital days** | **65** | **79** |

Net working capital increased from € 101.0 million at December 31, 2012 to € 105.8 million at June 30, 2013, representing an increase, in net working capital days, from 65 days to 79 days. The increase is mainly attributable to the business seasonality.

### Net financial indebtedness

The table below gives a breakdown of net financial indebtedness.

| Thousands of Euros | As at December 31, 2012 | As at June 30, 2013 |
|---|---|---|
| Net financial liabilities | 513,657 | 513,604 |
| Financial liabilities to non-controlling interests | 5,600 | 6,400 |
| Cash and cash equivalents | (58,474) | (31,903) |
| **Net financial indebtedness** | **460,784** | **488,102** |

Net financial indebtedness increased from € 460.8 million at December 31, 2012 to € 488.1 million at June 30, 2013, representing an increase of € 27.3 million.
The increase is mainly due to the fact that, in the 1H 2013, the € 18.2 million cash flow generated by the operating activities was absorbed by about € 14.9 million for investments and by about € 30.6 million for net interests and other financial and exchange rate fluctuation.

Cash and cash equivalents decreased from € 58.5 million at December 31, 2012 to € 31.9 million at June 30, 2013 as a consequence of the business seasonality.

## Equity

The table below shows a breakdown of equity:

| **Thousands of Euros** | **As at December 31, 2012** | **As at June 30, 2013** |
|---|---|---|
| Equity attributable to the owners of the parent | 177,895 | 155,409 |
| Equity attributable to non-controlling interests | 29,525 | 24,948 |
| **Consolidated equity** | **207,420** | **180,357** |

## Consolidated statement of cash flows

The table below shows the reclassified consolidated statement of cash flows as change in cash and cash equivalents in the period:

| | 2Q | | 1H | |
|---|---|---|---|---|
| **Thousand of Euros** | **2012** | **2013** | **2012** | **2013** |
| **Opening cash and cash equivalents** | **48,059** | **53,669** | **65,479** | **58,474** |
| Cash flow generated by operating activities | 28,033 | 9,822 | 25,462 | 18,199 |
| Cash flow used in investing activities | (2,989) | (7,934) | (11,230) | (14,938) |
| Cash flow generated by/(used in) financing activities | (18,987) | (21,994) | (26,270) | (28,765) |
| **Net cash flows for the period** | **6,058** | **(20,106)** | **(12,038)** | **(25,504)** |
| Effect of exchange rate fluctuation on cash held | (400) | (1,660) | 275 | (1,067) |
| **Closing cash and cash equivalents** | **53,716** | **31,903** | **53,716** | **31,903** |

*Source: condensed consolidated interim financial statements figures*

### Cash flow generated by operating activities

The cash flow generated by operating activities decreased from € 25.5 million in 1H 2012 to € 18.2 million in 1H 2013. This decrease was primarily due to the fact that the higher EBITDA has been absorbed by higher change in net working capital.

### Cash flow used in investing activities

The cash flow used in investing activities increased from € (11.2) million in 1H 2012 to € (14.9) million in 1H 2013, mainly due to the investments made for new technologies in Italy, the United Kingdom, Ukraine and Colombia. The cash flow used in investing activities benefited from the € 1.2 million collection of the income tax reimbursement in Poland that has to be refund to the previous owner of DGS in the next months.

### Cash flow used in financing activities

In 1H 2013 the cash flow used in financing activities was € (28.8) million, while in 1H 2012 was € (26.3) million.
The cash flow used in financing activities in 1H 2013 (€ (28.8) million) is mainly related for € 19.8 million to net financial expenses paid, for € 3.2 million to the payment of the transaction costs in relation to the issue on November 2012 by Guala Closures S.p.A. of the Floating Rate Senior Secured Notes due in 2019, for € 5.1 million to dividends paid to minorities and for about € 0.6 million to the repayment of borrowings (net of proceeds from new borrowings).

### Net cash flow

The net cash flow of the period increased from € (12.0) million in 1H 2012 to € (25.5) million in 1H 2013 as a consequence of lower cash flow from operating activities and of an increase both in cash flow used in investing activities and in cash flow used in financing activities.

## Transactions between affiliates

During 1H 2013 several transactions between affiliates occurred.
The effects of such transactions have been written-off for consolidation purposes.

The material transactions between affiliates relate to:

- Sales of raw materials / semi-finished/finished products
- Services
- Technical assistance
- R&D services
- Personnel cost recharge
- Royalties contracts
- Distribution of dividends
- Financing contracts

# GCL HOLDINGS GROUP

## Condensed consolidated interim financial statements

# Condensed consolidated interim statement of financial position as at June 30, 2013

## ASSETS

| *(Thousands of Euros)* | As at December 31, 2012 | As at June 30, 2013 | Note |
|---|---|---|---|
| ***ASSETS*** | | | |
| ***Current assets*** | | | |
| Cash and cash equivalents | 58,474 | 31,903 | 6 |
| Current financial assets | 43 | 68 | |
| Trade receivables | 99,634 | 96,568 | 7 |
| Inventories | 63,603 | 75,959 | 8 |
| Current direct tax assets | 1,666 | 2,557 | |
| Current indirect tax assets | 7,416 | 8,668 | |
| Financial derivative assets | 322 | 8 | |
| Other current assets | 2,936 | 3,343 | |
| Assets classified as held for sale | 10 | 9 | |
| **Total current assets** | **234,104** | **219,083** | |
| ***Non-current assets*** | | | |
| Non-current financial assets | 585 | 538 | |
| Property, plant and equipment | 219,467 | 214,114 | 9 |
| Intangible assets | 405,927 | 400,001 | 10 |
| Deferred tax assets | 8,805 | 7,854 | |
| Other non-current assets | 1,050 | 1,111 | |
| **Total non-current assets** | **635,835** | **623,618** | |
| **TOTAL ASSETS** | **869,939** | **842,701** | |

The accompanying notes to the condensed consolidated interim financial statements are an integral part of these condensed consolidated interim financial statements.

# Condensed consolidated interim statement of financial position as at June 30, 2013

## LIABILITIES AND EQUITY

| *(Thousands of Euros)* | As at December 31, 2012 (*) | As at June 30, 2013 | Note |
|---|---|---|---|
| **LIABILITIES AND EQUITY** | | | |
| ***Current liabilities*** | | | |
| Current financial liabilities | 10,438 | 10,072 | 11 |
| Trade payables | 62,272 | 66,767 | 12 |
| Current direct tax liabilities | 3,821 | 3,862 | |
| Current indirect tax liabilities | 3,738 | 3,020 | |
| Current provisions for risks and charges | 2,452 | 1,183 | |
| Financial derivative liabilities | 6,715 | 5,685 | |
| Other current liabilities | 27,357 | 28,101 | |
| **Total current liabilities** | **116,794** | **118,690** | |
| ***Non-current liabilities*** | | | |
| Non-current financial liabilities | 509,448 | 510,538 | 11 |
| Employee benefits | 8,429 | 7,381 | |
| Deferred tax liabilities | 26,966 | 22,849 | |
| Non-current provisions for risks and charges | 157 | 153 | |
| Other non-current liabilities | 725 | 2,733 | |
| **Total non-current liabilities** | **545,725** | **543,654** | |
| **Total liabilities** | **662,519** | **662,344** | |
| Share capital and reserves attributable to non-controlling interests | 23,285 | 21,951 | |
| Profit for the period attributable to non-controlling interests | 6,240 | 2,997 | |
| **Equity attributable to non-controlling interests** | **29,525** | **24,948** | 13 |
| ***Equity attributable to the owners of the parent*** | | | |
| Share capital | 141 | 141 | |
| Share premium reserve | 295,228 | 295,228 | |
| Translation reserve | (14,073) | (21,319) | |
| Hedging reserve | (1,555) | (1,318) | |
| Retained earnings | (75,403) | (101,734) | |
| Loss for the period | (26,443) | (15,589) | |
| **Equity attributable to the owners of the parent** | **177,895** | **155,409** | |
| **Total equity** | **207,420** | **180,357** | |
| **TOTAL LIABILITIES AND EQUITY** | **869,939** | **842,701** | |

*(*) Following the retrospective application of the amendment to IAS 19 from January 1, 2013 the comparative figures at December 31, 2012 have been restated as required by IAS 1. Reference should be made to the section "Changes in accouting policies" for further details.*

The accompanying notes to the condensed consolidated interim financial statements are an integral part of these condensed consolidated interim financial statements.

## Condensed consolidated interim statement of comprehensive income for the six months ended June 30, 2013

| *(Thousands of Euros)* | For the six months ended June 30, 2012 (*) | 2013 | Note |
|---|---|---|---|
| ***Net revenue*** | **231,183** | **231,244** | 14 |
| Change in inventories of finished and semi-finished products | 4,725 | 8,351 | 8 |
| Other operating income | 3,146 | 3,807 | |
| Costs for raw materials | (103,122) | (102,894) | 15 |
| Costs for services | (45,607) | (48,061) | 16 |
| Personnel expense | (43,809) | (46,269) | 17 |
| Other operating expense | (8,784) | (4,555) | 18 |
| Amortization, depreciation and impairment losses | (18,817) | (20,259) | 7-9-10 |
| **Operating profit** | **18,915** | **21,364** | |
| Financial income | 4,932 | 4,365 | 19 |
| Financial expense | (27,501) | (32,201) | 20 |
| **Net finance costs** | **(22,569)** | **(27,835)** | |
| **Loss before taxation** | **(3,654)** | **(6,471)** | |
| Income taxes | (7,949) | (6,121) | 21 |
| **Loss for the period** | **(11,604)** | **(12,592)** | |

## Other comprehensive income

| | | | |
|---|---|---|---|
| **Items that will never be reclassified to profit or loss:** | | | |
| Remeasurements of the defined benefit liability (asset) | (502) | 109 | |
| | ***(502)*** | ***109*** | |
| **Items that are or may be reclassified subsequently to profit or loss:** | | | |
| Foreign currency translation differences for foreign operations | 3,769 | (8,566) | |
| Effective portion of fair value gains (losses) of cash flow hedges | (790) | 117 | |
| Net change in fair value of cash flow hedges reclassified to profit or loss | (601) | 209 | |
| Tax on items that are or may be reclassified subsequently to profit or loss | 382 | (90) | |
| | ***2,761*** | ***(8,330)*** | |
| **Other comprehensive income/(expense) for the period, net of tax** | **2,259** | **(8,221)** | |
| **Total comprehensive income/(expense) for the period** | **(9,345)** | **(20,813)** | |
| Profit (loss) attributable to: | | | |
| owners of the parent | (13,893) | (15,589) | |
| non-controlling interests | 2,289 | 2,997 | |
| Total comprehensive income (expense) attributable to: | | | |
| owners of the parent | (12,355) | (22,486) | |
| non-controlling interests | 3,011 | 1,673 | |

*(*) Following the retrospective application of the amendment to IAS 19 from January 1, 2013 the figures reported for the six months ended June 30, 2012 have been restated for comparative purposes as required by IAS 1. Reference should be made to the section "Changes in accouting policies" for further details.*

The accompanying notes to the condensed consolidated interim financial statements are an integral part of these condensed consolidated interim financial statements.

## Condensed consolidated interim statement of cash flows for the six months ended June 30, 2013

| | For the six months ended June 30, | |
|---|---|---|
| ***(Thousands of Euros)*** | **2012 (*)** | **2013** |
| **Opening cash and cash equivalents** | **65,479** | **58,474** |
| **A) Cash flows generated by operating activities** | | |
| Profit (loss) before taxation | (3,654) | (6,471) |
| Amortization, depreciation and impairment losses | 18,817 | 20,259 |
| Net finance costs | 22,569 | 27,835 |
| Change in: | | |
| Receivables, payables and inventory | (1,499) | (9,882) |
| Other | (296) | (2,564) |
| VAT and indirect tax assets/liabilities | (1,773) | (2,092) |
| Income taxes paid | (8,702) | (8,886) |
| **TOTAL** | **25,462** | **18,199** |
| **B) Cash flows used in investing activities** | | |
| Acquisitions of property, plant and equipment and intangibles | (12,220) | (16,118) |
| Proceeds from sale of property, plant and equipment and intangibles | 665 | 3 |
| Disposal of Aerosol business | 325 | - |
| Subsequent measurement DGS acquisition | - | 1,177 |
| **TOTAL** | **(11,230)** | **(14,938)** |
| **C) Cash flows used/from financing activities** | | |
| Financial income | 864 | 566 |
| Financial expense | (19,087) | (20,409) |
| Payment of transaction cost on Bond | - | (3,187) |
| Other financial items | (743) | (98) |
| Dividends paid | (1,310) | (5,078) |
| Proceeds from issue of share capital | 122 | - |
| Proceeds from new borrowings | 3,500 | 2,000 |
| Repayment of borrowings | (9,635) | (2,583) |
| Change in financial assets | 20 | 24 |
| **TOTAL** | **(26,270)** | **(28,765)** |
| **D) Net cash flow for the period (A+B+C)** | **(12,038)** | **(25,504)** |
| Effect of exchange rate fluctuation on cash held | 275 | (1,067) |
| **Closing cash and cash equivalents** | **53,716** | **31,903** |

*(*) Following the retrospective application of the amendment to IAS 19 from January 1, 2013 the figures reported for the six months ended June 30, 2012 have been reclassified for comparative purposes as required by IAS 1. Reference should be made to the section "Changes in accouting policies" for further details.*

The accompanying notes to the condensed consolidated interim financial statements are an integral part of these condensed consolidated interim financial statements.

## Condensed consolidated interim statement of changes in equity for the six months ended June 30, 2013

| *(Thousands of Euros)* | *Attributable to the owners of the Company* | | | | | | | *Non-controlling interests* | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | *Share capital* | *Share premium reserve* | *Translation reserve* | *Hedging reserve* | *Retained earnings and other reserves* | *Loss for the period* | *Equity* | *Share capital and reserves* | *Profit for the period* | *Equity* | *Total equity* |
| **Balance at January 1, 2012, as previously reported** | **141** | **295,228** | **(15,309)** | **(3,751)** | **(57,604)** | **(16,615)** | **202,089** | **24,253** | **3,654** | **27,907** | **229,996** |
| Impact of changes in accouting policies | | | | | (97) | 97 | - | | | - | - |
| **Restated balance at January 1, 2012** | **141** | **295,228** | **(15,309)** | **(3,751)** | **(57,701)** | **(16,519)** | **202,089** | **24,253** | **3,654** | **27,907** | **229,996** |
| Allocation of 2011 profit (loss), as restated | | | | | (16,519) | 16,519 | - | 3,654 | (3,654) | - | **-** |
| Profit (loss) for the period ended June 30, 2012, as restated | | | | | | (13,893) | (13,893) | | 2,289 | 2,289 | **(11,604)** |
| Other comprehensive income (expense), as restated | | | 3,033 | (1,008) | (502) | | 1,524 | 721 | | 721 | **2,244** |
| ***Total comprehensive income/(expense) of the period*** | ***-*** | ***-*** | ***3,033*** | ***(1,008)*** | ***(17,021)*** | ***2,626*** | ***(12,370)*** | ***4,375*** | ***(1,364)*** | ***3,010*** | ***(9,360)*** |
| Dividends to non-controlling interests | | | | | | | - | (4,333) | - | (4,333) | **(4,333)** |
| Share capital increase | | | | | | | - | 122 | - | 122 | **122** |
| ***Total contributions by and distributions to owners of the Company*** | ***-*** | ***-*** | ***-*** | ***-*** | ***-*** | ***-*** | ***-*** | ***(4,212)*** | ***-*** | ***(4,212)*** | ***(4,212)*** |
| **Restated balance at June 30, 2012** | **141** | **295,228** | **(12,275)** | **(4,759)** | **(74,722)** | **(13,893)** | **189,719** | **24,416** | **2,289** | **26,705** | **216,424** |
| **Balance at January 1, 2013, as previously reported** | **141** | **295,228** | **(14,073)** | **(1,555)** | **(74,220)** | **(27,626)** | **177,895** | **23,285** | **6,240** | **29,525** | **207,420** |
| Impact of changes in accouting policies | | | | | (1,183) | 1,183 | - | | | - | - |
| **Restated balance at January 1, 2013** | **141** | **295,228** | **(14,073)** | **(1,555)** | **(75,403)** | **(26,443)** | **177,895** | **23,285** | **6,240** | **29,525** | **207,420** |
| Allocation of 2012 profit (loss), as restated | | | | | (26,443) | 26,443 | - | 6,240 | (6,240) | - | **-** |
| Profit (loss) for the period ended June 30, 2013 | | | | | | (15,589) | (15,589) | | 2,997 | 2,997 | **(12,592)** |
| Other comprehensive income | | | (7,246) | 236 | 113 | | (6,897) | (1,324) | | (1,324) | **(8,221)** |
| ***Total comprehensive income/(expense) of the period*** | **-** | **-** | **(7,246)** | **236** | **(26,331)** | **10,854** | **(22,486)** | **4,916** | **(3,243)** | **1,674** | **(20,813)** |
| Dividends to non-controlling interests | | | | | | | - | (6,250) | | (6,250) | **(6,250)** |
| ***Total contributions by and distributions to owners of the Company*** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **(6,250)** | **-** | **(6,250)** | **(6,250)** |
| **June 30, 2013** | **141** | **295,228** | **(21,319)** | **(1,318)** | **(101,734)** | **(15,589)** | **155,409** | **21,951** | **2,997** | **24,948** | **180,357** |

The accompanying notes to the condensed consolidated interim financial statements are an integral part of these condensed consolidated interim financial statements.

# Notes to the condensed consolidated interim financial statements

## (1) General information

GCL Holdings S.C.A. is a company domiciled in Luxembourg. The condensed consolidated interim financial report of GCL Holdings S.C.A. as at and for the six months ended 30 June 2013 comprises the Company and its subsidiaries (together referred to as the "Group") and the Group's interests in associates and jointly controlled entities.

GCL Holdings S.C.A. is the owner of Guala Closures S.p.A. and its subsidiaries from September 2008 pursuant to a voluntary public tender offer.
The Group's main activities involve the design and manufacturing of closures for spirits, wine and non-alcoholic drinks such as water, olive oil and vinegar, as well as pharma to be sold on the domestic and international markets.
The Group is also active in the field of production of PET plastic preforms and bottles.

The Group structure is reported at page 5 of this Report.

During the first half of 2013 the following transactions took place:

### Merger of Polish companies:

In January 2013, the shareholder's meeting of DGS-TO Sp. Z o.o. adopted a resolution for the merger of Guala Closures DGS Poland S.A. and DGS-TO Sp. Z o.o..
In the same month, the shareholder's meeting of DGS-TO Sp. Z o.o. Kom adopted a resolution for the merger of Guala Closures DGS Poland S.A. and DGS-TO Sp. Z o.o. Kom.
On February 7, 2013 both mergers have been registered in Poland National Court Registry.

## (2) Basis of preparation

The condensed consolidated interim financial statements of GCL Holdings S.C.A and its subsidiaries as of June 30, 2012 and June 30, 2013 (“the interim financial statements”) have been prepared in accordance with international accounting standard (“IAS”) 34, Interim Financial Reporting. They should be read in conjunction with the annual consolidated financial statements and the notes thereto in the Company annual report for the year ended December 31, 2012 which have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as adopted by E.U.

Selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the last annual consolidated financial statements as at and for the year ended December 31, 2012. These condensed consolidated interim financial statements do not include all the information required for full annual financial statements prepared in accordance with IFRS as adopted by E.U. Preparing these condensed consolidated interim financial statements require Management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this condensed consolidated interim financial report, significant judgements made by Management in applying the Group’s accounting policies and the key sources of estimation uncertainty were the same as those that applied to the annual consolidated financial statements as at and for the year ended December 31, 2012.

The condensed consolidated interim financial statements have been prepared in euros, rounding the amounts to the nearest thousand. Any discrepancies between financial statements balances and those on the tables of the notes to the condensed consolidated interim financial statements are due exclusively to the rounding and do not alter their reliability or substance.

Some consolidated figures as at December 31, 2012 included in the explanatory notes have been reclassified in order to be consistent with the 2013 classification.

The condensed consolidated interim financial statements have been approved for issue by the Board of Directors of GCL Holdings GP S.à r.l., General Partner of GCL Holdings S.C.A., on September 13, 2013.

The following exchange rates are applied to translate those financial statements presented in currencies that are not in Euros:

**Statement of financial position**

| 1 Euro = x foreign currency | June 30, 2012 | December 31, 2012 | June 30, 2013 |
|---|---|---|---|
| **Pound sterling** | 0.80680 | 0.81610 | 0.85720 |
| **US dollar** | 1.25900 | 1.31940 | 1.30800 |
| **Indian rupee** | 70.12000 | 72.56000 | 77.72100 |
| **Mexican peso** | 16.87550 | 17.18450 | 17.04130 |
| **Colombian peso** | 2,275.45000 | 2,331.23000 | 2,522.88000 |
| **Brazilian real** | 2.57880 | 2.70360 | 2.88990 |
| **Chinese renmimbi** | 8.00110 | 8.22070 | 8.02800 |
| **Argentinean peso** | 5.64320 | 6.48641 | 7.04029 |
| **Polish zloty** | 4.24880 | 4.07400 | 4.33760 |
| **New Zealand dollar** | 1.57460 | 1.60450 | 1.67920 |
| **Australian dollar** | 1.23390 | 1.27120 | 1.41710 |
| **Ukrainian hryvnia** | 10.17480 | 10.58360 | 10.55990 |
| **Bulgarian lev** | 1.9558 | 1.9558 | 1.9558 |
| **South Africa Rand** | n.a. | 11.17270 | 13.07040 |

**Statement of comprehensive income**

| 1 Euro = x foreign currency | June 30, 2012 | June 30, 2013 |
|---|---|---|
| **Pound sterling** | 0.82249 | 0.85116 |
| **US dollar** | 1.29678 | 1.31346 |
| **Indian rupee** | 67.61012 | 72.30698 |
| **Mexican peso** | 17.18673 | 16.50569 |
| **Colombian peso** | 2,324.56506 | 2,400.12220 |
| **Brazilian real** | 2.41510 | 2.66880 |
| **Chinese renmimbi** | 8.19181 | 8.12938 |
| **Argentinean peso** | 5.69295 | 6.73259 |
| **Polish zloty** | 4.24428 | 4.17808 |
| **New Zealand dollar** | 1.61292 | 1.58777 |
| **Australian dollar** | 1.25604 | 1.29662 |
| **Ukrainian hryvnia** | 10.40608 | 10.61771 |
| **Bulgarian lev** | 1.9558 | 1.9558 |
| **South Africa Rand** | n.a. | 12.12334 |

## (3) Accounting policies

The accounting policies applied by the Group in these condensed consolidated interim financial statements are consistent with those used by the Group in its annual consolidated financial statements as at and for the year ended December 31, 2012, except for what indicated on the following paragraph “Changes in accounting policies”. The same accounting policies are also expected to be reflected in the Group’s annual consolidated financial statements as at and for the year ending December 31, 2013.

Group’s financial risk management objectives and policies are consistent with those disclosed in the consolidated financial statements as at and for the year ended December 31, 2012.
There was no transfers between levels of the fair value hierarchy used in measuring the fair value of financial instruments.

**Changes in accounting policies**

The Group has adopted the following new standards and amendments to standards, including any consequential amendments to other standards, with a date of initial application of January 1, 2013.

- Presentation of Items of Other Comprehensive Income (Amendments to IAS 1) (see (a))
- IAS 19 *Employee Benefits* (2011) (see (b))
- IFRS 13 *Fair value measurement* (see (c))

The nature of the effect of the changes are further explained below.

**(a) Presentation of items of other comprehensive income**

As a result of the amendments to IAS 1, the Group has modified the presentation of items of other comprehensive income in its condensed consolidated interim statement of profit or loss and other comprehensive income, to present separately items that would be reclassified to profit or loss in the future from those that would never be. Comparative information has also been re-presented accordingly.
The adoption of the amendment to IAS 1 has no impact on the recognized assets, liabilities and comprehensive income of the Group.

**(b) Defined benefit plans**

As a result of IAS 19 (2011), the Group has changed its accouting policy with respect to the basis for determining the income or expense related to defined benefit.
Under IAS 19 (2011), the Group determines the net interest expense (income) for the period on the net defined benefit liability (asset) by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the net defined benefit liability (asset) at the beginning of the annual period, taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Consequently, the net interest on the net defined benefit liability (asset) now comprises:

- interest cost on the defined benefit obligation;
- interest income on plan assets; and
- interest on the effect on the asset ceiling.

All actuarial gains and losses deriving from actuarial calculations at the reporting date are recognized immediately in other comprehensive income.

The following table summarises the material impacts resulting from the above changes in accounting policies on the Group's comprehensive income.

## Condensed consolidated statement of comprehensive income

| ***(Thousands of Euros)*** | **For the six months ended June 30, 2012** | | |
|---|---|---|---|
| | **As previously reported** | **Defined benefit plans** | **As restated** |
| ***Net revenue*** | **231,183** | | **231,183** |
| Change in inventories of finished and semi-finished products | 4,725 | | 4,725 |
| Other operating income | 3,146 | | 3,146 |
| Costs for raw materials | (103,122) | | (103,122) |
| Costs for services | (45,607) | | (45,607) |
| Personnel expense | (43,809) | | (43,809) |
| Other operating expense | (8,784) | | (8,784) |
| Amortization, depreciation and impairment losses | (18,817) | | (18,817) |
| **Operating profit** | **18,915** | **-** | **18,915** |
| Financial income | 4,932 | | 4,932 |
| Financial expense | (28,002) | 502 | (27,501) |
| **Net finance costs** | **(23,071)** | **502** | **(22,569)** |
| **Loss before taxation** | **(4,156)** | **502** | **(3,654)** |
| Income taxes | (7,949) | | (7,949) |
| **Loss for the period** | **(12,105)** | **502** | **(11,604)** |

## Other comprehensive income

| | | | |
|---|---|---|---|
| **Items that will never be reclassified to profit or loss:** | | | |
| Remeasurements of the defined benefit liability (asset) | | (502) | (502) |
| | ***-*** | ***(502)*** | ***(502)*** |
| **Items that are or may be reclassified subsequently to profit or loss:** | | | |
| Foreign currency translation differences for foreign operations | 3,769 | | 3,769 |
| Effective portion of fair value gains (losses) of cash flow hedges | (790) | | (790) |
| Net change in fair value of cash flow hedges reclassified to profit or loss | (601) | | (601) |
| Tax on items that are or may be reclassified subsequently to profit or loss | 382 | | 382 |
| | ***2,761*** | ***-*** | ***2,761*** |
| **Other comprehensive income/(expense) for the period, net of tax** | **2,761** | **(502)** | **2,259** |
| **Total comprehensive income/(expense) for the period** | **(9,345)** | **-** | **(9,345)** |
| Profit (loss) attributable to: | | | |
| owners of the parent | (14,395) | 502 | (13,893) |
| non-controlling interests | 2,289 | - | 2,289 |
| Total comprehensive income (expense) attributable to: | | | |
| owners of the parent | (12,355) | - | (12,355) |
| non-controlling interests | 3,011 | - | 3,011 |

### (c) Fair value measurement

IFRS 13 establishes a single framework for measuring fair value and making disclosures about fair value measurements, when such measurements are required or permitted by other IFRSs. In particular, it unifies the definition of fair value as the price at which an orderly transaction to sell an asset or to transfer a liability would take place between market participants at the measurement date. It also replaces and expands the disclosure requirements about fair value measurements in other IFRSs, including IFRS 7 *Financial Instruments: Disclosures.* Some of these disclosures are specifically required in interim financial statements for financial instruments; accordingly, the Group has included additional disclosures in this regard (see note (11) Financial liabilities).

In accordance with the transitional provisions of IFRS13, the Group has applied the new fair value measurement guidance prospectively, and has not provided any comparative information for new disclosures. Notwithstanding the above, the change had no significant impact on the measurements of the Group's assets and liabilities.

### (d) Segment information

The amendment to IAS 34 clarifies that the Group needs to disclose the measures of total assets and liabilities for a particular reportable segment only if the amounts are regularly provided to the Group's chief operating decision maker, and there has been a material change from the amount disclosed in the last annual financial statements for the reportable segment. As a result of this amendment, the Group has not included additional disclosure of segment liabilities.

## (4) Operating segments

Reportable segments are the Group's strategic divisions as determined in accordance with the quantitative and qualitative requirements of IFRS 8.

The Group has only one reportable segment, the Closures division. The Group's CEO (the chief operating decision maker) reviews internal management reports on the reportable segment, the closures division, on at least a quarterly basis. The following summary describes the operations in this reportable segment.

The Closures division represents the Group's core business. Other operations include the PET division that does not meet any of the quantitative thresholds for determining reportable segments in 1H 2013 or 1H 2012 under IFRS 8.

Information regarding the results of the Group's reportable segment is included below. Performance is measured based on segment revenue and gross operating profit, depreciation and amortization, trade receivables, inventories, trade payables, property, plant and equipment and capital expenditure as included in the internal management reports that are reviewed by the CEO and by the board of directors.
Management considers the above information as the most suitable to evaluate the results of the segment compared to other entities that operate in these industries.
All other asset and liability figures are non reportable by segment as the management believes that the availability of such information by segment is not relevant.

Reporting by geographical segment is not given as it does not meet the materiality requirements of IFRS 8.

| Euro /000 | Closures | | Other Operation | | Total | |
|---|---|---|---|---|---|---|
| | Six-months period, 2012 | Six-months period, 2013 | Six-months period, 2012 | Six-months period, 2013 | Six-months period, 2012 | Six-months period, 2013 |
| External Revenues | 229,006 | 229,569 | 2,177 | 1,675 | 231,183 | 231,244 |
| Reportable Gross operating profit | 37,805 | 41,613 | (73) | 11 | 37,732 | 41,624 |
| Amortization, depreciation and impairment losses | (18,705) | (20,171) | (112) | (88) | (18,817) | (20,259) |

| Euro /000 | Closures | | Other Operation | | Total | |
|---|---|---|---|---|---|---|
| | As at December 31, 2012 | As at June 30, 2013 | As at December 31, 2012 | As at June 30, 2013 | As at December 31, 2012 | As at June 30, 2013 |
| Reportable Trade receivables | 98,852 | 95,694 | 782 | 874 | 99,634 | 96,568 |
| Reportable Inventories | 63,061 | 75,245 | 542 | 714 | 63,603 | 75,959 |
| Reportable Trade payables | (61,545) | (65,995) | (727) | (772) | (62,272) | (66,767) |
| Reportable Property, plant and equipment | 218,590 | 213,314 | 877 | 799 | 219,467 | 214,114 |

| Euro /000 | Closures | | Other Operation | | Total | |
|---|---|---|---|---|---|---|
| | Six-months period, 2012 | Six-months period, 2013 | Six-months period, 2012 | Six-months period, 2013 | Six-months period, 2012 | Six-months period, 2013 |
| Capital expenditure | 10,795 | 18,987 | 20 | 11 | 10,815 | 18,998 |

## Geographical information

The Closures segment is managed on a worldwide basis from the central headquarter in Italy, but operate manufacturing facilities primarily in Poland, India, Australia, Spain, the United Kingdom, Ukraine and Mexico.
In presenting information on the basis of geographical segments, segment revenue and segment assets are based on the geographical location of the assets/subsidiaries.

| **Euro /000** | **External Revenues** | |
|---|---|---|
| | **Six-months period, 2012** | **Six-months period, 2013** |
| Italy | 40,846 | 37,215 |
| Poland | 24,242 | 28,938 |
| India | 25,659 | 25,810 |
| Australia | 24,816 | 21,774 |
| Spain | 21,458 | 20,511 |
| UK | 22,359 | 20,064 |
| Ukraine | 21,500 | 16,980 |
| Mexico | 12,805 | 13,049 |
| Other countries | 37,498 | 46,903 |
| **Consolidated Revenues** | **231,183** | **231,244** |

| **Euro / 000** | **Non-current assets other than financial instruments and deferred tax assets: Property Plant and Equipments and Intangible assets** | |
|---|---|---|
| | **As at December 31, 2012** | **As at June 30, 2013** |
| Italy | 356,475 | 353,233 |
| Australia | 87,265 | 76,835 |
| Poland | 35,456 | 32,542 |
| India | 24,908 | 23,562 |
| Spain | 19,084 | 18,743 |
| Mexico | 14,911 | 17,775 |
| Ukraine | 14,936 | 15,835 |
| South Africa | 16,686 | 13,890 |
| Other countries | 55,673 | 61,700 |
| **Consolidated of: Property, Plant and Equipments and Intangible assets** | **625,394** | **614,115** |

| **Euro /000** | **Deferred Tax Assets** | |
|---|---|---|
| | **As at December 31, 2012** | **As at June 30, 2013** |
| Italy | 3,814 | 3,427 |
| Australia | 1,760 | 1,541 |
| Spain | 878 | 878 |
| Mexico | 478 | 482 |
| UK | 160 | 145 |
| Other countries | 1,716 | 1,381 |
| **Consolidated Deferred Tax Assets** | **8,805** | **7,854** |

The Group is not exposed to significant geographical risks other than normal business risks.

## Information about major customers

In the Closures segment there is only one customer with a percentage of revenue (of total revenue) over 10%.

## (5) Acquisition of subsidiaries, business units and non-controlling interest

### (5.1) Acquisition of subsidiaries and business units: subsequent measurement of DGS acquisition

In May 2013, Guala Closures DGS Poland S.A. received 7.6 million Polish zloty (approximately € 1.8 million) as reimbursment of income tax originated as a result of the DGS-TO sale transaction.
Based on the share purchase agreement made in 2011 between Guala Closures International B.V. and Central European Closures S.à r.l., the Group has an obligation to recognize 5.1 million Polish zloty (approximately € 1.2 million) to the previous owner of DGS S.A. in case of reimbursement of the tax, that corresponds to the 80% of the total income tax paid as a result of the DGS-TO sale transaction. Therefore, as at June 30, 2013, the Group recognized a liability of approximately € 1.2 million towards Central European S.à r.l. as subsequent measurement of DGS acquisition.

Based on IFRS 3, any subsequent adjustment after the measurement period of the Purchase Price Allocation have to be accounted in profit and loss. As at June 30, 2013 both the reimbursement of income tax originated as a result of the DGS-TO sale transaction and the additional purchase price to be paid to previous owner of DGS S.A. are accounted in the income tax caption of the Condensed consolidated interim statement of comprehensive income for the six months ended June 30, 2013.
In relation to the Condensed consolidated statement of cash flows for the six months ended June 30, 2013, the reimbursement of income tax originated as a result of the DGS-TO sale transaction to be recognized to the previous owner of DGS S.A. of about € 1.2 million is accounted in the investing activities as a Subsequent measurement DGS acquisition.

## (6) Cash and cash equivalents

Cash and cash equivalents include the following for the purposes of the cash flow statement:

| **Thousands of Euros** | **As at December 31, 2012** | **As at June 30, 2013** |
|---|---|---|
| Bank and postal accounts | 50,275 | 25,517 |
| Cash and cash equivalents | 8,199 | 6,386 |
| **Total** | **58,474** | **31,903** |

## (7) Trade receivables

This caption may be analyzed as follows:

| **Thousands of Euros** | **As at December 31, 2012** | **As at June 30, 2013** |
|---|---|---|
| Trade receivables | 107,088 | 104,006 |
| Allowance for impairment | (7,454) | (7,439) |
| **Total** | **99,634** | **96,568** |

The allowance for impairment varied as follows:

| **Thousands of Euros** | **June 30, 2013** |
|---|---|
| Opening allowance for impairment | 7,454 |
| Exchange rate gain | (48) |
| Accrual | 315 |
| Utilization | (282) |
| **Closing allowance for impairment** | **7,439** |

## (8) Inventories

This caption may be analyzed as follows:

| Thousands of Euros | December 31, 2012 | June 30, 2013 |
|---|---|---|
| Raw materials, consumables and supplies | 33,293 | 38,714 |
| (Allowance for inventory write-down) | (987) | (1,094) |
| Work in progress and semi-finished products | 14,594 | 18,517 |
| (Allowance for inventory write-down) | (134) | (161) |
| Finished products and goods | 17,512 | 20,795 |
| (Allowance for inventory write-down) | (1,060) | (1,384) |
| Payments on account | 384 | 573 |
| **Total** | **63,603** | **75,959** |

The changes in the caption are as follows:

| Thousands of Euros | |
|---|---|
| Balance at January 1, 2013 | 63,603 |
| Exchange rate loss | (2,982) |
| Change in raw materials, consumables and supplies | 6,770 |
| Change in finished goods and semi-finished products | 8,351 |
| Change in payments on account | 217 |
| **Balance at June 30, 2013** | **75,959** |

Inventories increased from € 63.6  million at the end of December 2012 to € 76.0 million at the end of June 2013. The increase is mainly attributable to business seasonality factors.

## (9) Property, plant and equipment

The following table shows the changes in this caption:

| Thousands of Euros | Land and buildings | Plant and machinery | Industrial and commercial equipment | Other assets | Asset under construction and payments on account | Total |
|---|---|---|---|---|---|---|
| Historical cost at December 31, 2012 | 80,408 | 333,992 | 53,922 | 7,874 | 8,572 | **484,766** |
| Accumulated depreciation at December 31, 2012 | (11,757) | (205,227) | (41,928) | (6,388) | - | **(265,299)** |
| **Carrying amount at December 31, 2012** | **68,651** | **128,765** | **11,994** | **1,486** | **8,572** | **219,467** |
| **Carrying amount at January 1, 2013** | **68,651** | **128,765** | **11,994** | **1,486** | **8,572** | **219,467** |
| Exchange rate loss | (2,239) | (5,016) | (176) | (50) | (1) | **(7,482)** |
| Additions | 69 | 1,339 | 252 | 24 | 16,662 | **18,346** |
| Disposals | - | (139) | (8) | (7) | - | **(153)** |
| Impairment losses | (6) | (318) | - | - | - | **(323)** |
| Reclassifications | 117 | 11,493 | 1,223 | 49 | (12,945) | **(63)** |
| Depreciation | (1,042) | (12,672) | (1,729) | (236) | - | **(15,678)** |
| Historical cost at June 30, 2013 | 78,349 | 341,349 | 55,213 | 7,891 | 12,287 | **495,088** |
| Accumulated depreciation at June 30, 2013 | (12,799) | (217,896) | (43,656) | (6,623) | - | **(280,974)** |
| **Carrying amount at June 30, 2013** | **65,550** | **123,453** | **11,557** | **1,267** | **12,287** | **214,114** |

Property, plant and equipment decreased from € 219.5 million at the end of 2012 to € 214.1 million at the end of June 2013, representing a decrease of € 5.4 million.
This variation is due to € 18.2 million net capex (additions net of disposals), compensated by € 16.0 million of depreciation and impairment losses and € 7.5 million of exchange rate differences.
The net capex of the period includes € 5.4 million investments made in Italy, € 2.6 million for the building expansion in Mexico, € 0.3 million for the costruction of the third line in Ucraine and other investments made by other Group companies (mainly Colombia, India, Ukraine and UK).

## (10) Intangible assets

The following table shows the changes in this caption:

| Thousands of Euros | Development expenditure | Licences and patents | Goodwill | Other | Asset under construction and payments on account | Total |
|---|---|---|---|---|---|---|
| Historical cost at December 31, 2012 | 5,838 | 64,364 | 407,312 | 12,382 | 329 | **490,226** |
| Accumulated depreciation at December 31, 2012 | (5,134) | (35,742) | (40,640) | (2,783) | - | **(84,298)** |
| **Carrying amount at December 31, 2012** | **705** | **28,622** | **366,672** | **9,599** | **329** | **405,927** |
| **Carrying amount at January 1, 2013** | **705** | **28,622** | **366,672** | **9,599** | **329** | **405,927** |
| Exchange rate gains/(loss) | 56 | (56) | (1,838) | (757) | (160) | **(2,755)** |
| Additions | 9 | 81 | | 47 | 672 | **809** |
| Disposals | - | - | - | (50) | 46 | **(4)** |
| Reclassifications | 33 | 115 | - | - | (85) | **63** |
| Amortisation | (154) | (3,114) | - | (772) | - | **(4,040)** |
| Historical cost at June 30, 2013 | 5,936 | 64,504 | 405,475 | 11,623 | 801 | **488,339** |
| Accumulated depreciation at June 30, 2013 | (5,288) | (38,855) | (40,640) | (3,555) | - | **(88,339)** |
| **Carrying amount at June 30, 2013** | **648** | **25,649** | **364,834** | **8,068** | **801** | **400,001** |

Goodwill may be analysed as follows:

| Thousands of Euros | December 31, 2012 | June 30, 2013 |
|---|---|---|
| Goodwill - Guala Closures Group | 317,227 | 317,227 |
| Acquisition of Guala Closures DGS Poland S.A. | 25,971 | 24,461 |
| Goodwill - Guala Closures Ukraine LLC | 14,365 | 14,397 |
| Acquisition of Guala Closures Bulgaria A.D. | 3,203 | 3,203 |
| Acquisition of Pharma Trade S.r.l. | 2,512 | 2,512 |
| Acquisition of MCL Division in Guala Closures South Africa | 2,490 | 2,131 |
| Acquisition of Guala Closures Tools A.D. | 722 | 722 |
| Acquisition of Metalprint assets | 182 | 182 |
| **Total** | **366,672** | **364,834** |

The variation occurred in the period December 31, 2012 to June 30, 2013 is due to the exchange rate fluctuation of goodwill booked in local currency.

## (11) Financial liabilities

This section provides information on the contractual terms governing the Group's bank overdrafts, loans and bonds.

The Group's main outstanding financing instruments as at June 30, 2013 are GCL Holdings S.C.A.'s High Yield Bond due 2018, Guala Closures S.p.A.'s Floating Rate Senior Secured Notes due 2019 and Guala Closures S.p.A.'s Super Senior Revolving Facility. These financing instruments do not contain maintenance financial covenants.
The table below provides the details of amount used and residual available amount for the main outstanding financial liabilities:

| Credit lines | Available amount (thousands of Euros) | Amount used at June 30, 2013 | Residual available amount at June 30, 2013 | Number of repayments | Repayment date |
|---|---|---|---|---|---|
| Bond Guala Closures S.p.A. - Floating Rate Senior Secured Notes due 2019 | 275,000 | 275,000 | - | 1 | final repayment 11/15/2019 |
| New Super Senior Revolving Facility | 75,000 | 22,000 | 53,000 | n.a. | final repayment 11/15/2017 |
| HY Bond GCL Holdings S.C.A. due 2018 | 200,000 | 200,000 | - | 1 | final repayment 04/15/2018 |
| **Total** | **550,000** | **497,000** | **53,000** | | |

Financial liabilities at December 31, 2012 and June 30, 2013 are shown below:

| Thousands of Euros | As at December 31, 2012 | As at June 30, 2013 |
|---|---|---|
| **Current financial liabiities** | | |
| Bonds | 5,097 | 4,914 |
| Bank loans and borrowings | 3,239 | 3,056 |
| Other financial liabilities | 2,102 | 2,102 |
| Subtotal | 10,438 | 10,072 |
| **Non-current financial liabiities** | | |
| Bonds | 463,753 | 464,090 |
| Bank loans and borrowings | 23,854 | 24,841 |
| Other financial liabilities | 21,841 | 21,607 |
| Subtotal | 509,448 | 510,538 |
| **Total** | **519,886** | **520,610** |

The following table shows the fair value of the Group's main financial liabilities.

| | June 30, 2013 | |
|---|---|---|
| **Thousands of Euros** | **Carrying amount** | **Fair value** |
| High Yield BOND (20.04.11) | 200,000 | 213,640 |
| Floating Rate Senior Secured Notes due 2019 Guala Closures S.p.A. | 275,000 | 276,356 |
| Senior Revolving Facility Agreement (10.10.08 amended 31.10.12) | 22,000 | 20,939 |
| Finance leases | 16,809 | 15,199 |

The fair values of the High Yield Bond and the Floating Rate Senior Secured Notes shown in the previous table were calculated using the market quotation as at June 30, 2013 from the Luxembourg Stock Exchange.
The fair values of the Senior Revolving Facility and Finance leases shown in the previous table were calculated by external actuary using the following methodology:
- the cash flows generated by the outstanding payables are identified both in terms of interest and principal. These cash flows are calculated with reference to the interest rates and the repayment plan;
- the individual cash flows are discounted using risk-free rates ruling on the measurement date. The bootstrap method is applied to the swap rates for each expiry date of the corresponding cash flow based on the resulting time curve;
- furthermore the individual cash flows are discounted using an additional rate, based on the company's credit standing, calculated as the weighted average of the spreads applied to the different financing agreements. The spreads applied to the financing agreements is deemed to objectively represent the company's credit standing and subsequent significant changes should not arise given its current financial position.

The terms and expiry dates of the financial liabilities at December 31, 2012 and June 30, 2013 are shown below:

| | Nominal amount | | | | | |
|---|---|---|---|---|---|---|
| **Thousands of Euros** | **Total December 31, 2012** | **Within one year** | **From one to five years** | **After five years** | **Current** | **Non-current** |
| **BONDS:** | | | | | | |
| HY Bond issued by GCL Holdings SCA - 20/04/2011 | 200,000 | - | - | 200,000 | - | 200,000 |
| Accrued interests - GCL Holdings S.C.A. | 3,904 | 3,904 | - | - | 3,904 | - |
| Transaction costs | (6,190) | - | - | (6,190) | - | (6,190) |
| **TOTAL HY Bond 2018 GCL Holdings S.C.A.** | **197,714** | **3,904** | **-** | **193,810** | **3,904** | **193,810** |
| Floating Rate Senior Secured Notes due in 2019 issued by Guala Closures S.p.A. - 13/11/2012 | 275,000 | - | - | 275,000 | - | 275,000 |
| Accrued interests Guala Closures S.p.A. | 2,042 | 2,042 | - | - | 2,042 | - |
| Transaction costs | (5,906) | (849) | (3,416) | (1,641) | (849) | (5,057) |
| **TOTAL FRSN 2019 Guala Closures S.p.A.** | **271,135** | **1,192** | **(3,416)** | **273,359** | **1,192** | **269,943** |
| **TOTAL BONDS** | **468,850** | **5,097** | **(3,416)** | **467,169** | **5,097** | **463,753** |
| **BANK LOAN AND BORROWINGS:** | | | | | | |
| New Super Senior Revolving Facility | 20,000 | - | 20,000 | - | - | 20,000 |
| Transaction costs | (2,509) | (515) | (1,995) | - | (515) | (1,995) |
| **Total New Super Senior Revolving Facility** | **17,491** | **(515)** | **18,005** | **-** | **(515)** | **18,005** |
| Loan Cassa di Risparmio di Alessandria | 1,551 | 608 | 944 | - | 608 | 944 |
| Accrued interests and expenses - Guala Closures S.p.A. | 673 | 673 | - | - | 673 | - |
| Loan Banco Sabadell (Spain) | 1,270 | 520 | 750 | - | 520 | 750 |
| Advances on receivables and loans (Argentina) | 750 | 536 | 214 | - | 536 | 214 |
| Loan Scotiabank (Mexico) | 5,357 | 1,416 | 3,941 | - | 1,416 | 3,941 |
| Other bank loans | - | - | - | - | - | - |
| **TOTAL BANK LOAN AND BORROWINGS** | **27,093** | **3,239** | **23,854** | **-** | **3,239** | **23,854** |
| **OTHER FINANCIAL LIABILITIES:** | | | | | | |
| Financing as per Italian Law no. 46/82 | 136 | 136 | - | - | 136 | - |
| Guala Closures S.p.A. finance leases | 17,725 | 1,860 | 8,077 | 7,787 | 1,860 | 15,864 |
| Bulgarian companies finance leases | 74 | 74 | - | - | 74 | - |
| Liability to the Ukrainian non-controlling investors | 5,600 | - | - | 5,600 | - | 5,600 |
| Other liabilities | 410 | 32 | 377 | - | 32 | 377 |
| **TOTAL OTHER FINANCIAL LIABILITIES** | **23,944** | **2,102** | **8,454** | **13,387** | **2,102** | **21,841** |
| **TOTAL** | **519,886** | **10,438** | **28,892** | **480,556** | **10,438** | **509,448** |

| | Nominal amount | | | | | |
|---|---|---|---|---|---|---|
| **Thousands of Euros** | **Total June 30, 2013** | **Within one year** | **From one to five years** | **After five years** | **Current** | **Non-current** |
| **BONDS:** | | | | | | |
| HY Bond issued by GCL Holdings SCA - 20/04/2011 | 200,000 | - | - | 200,000 | - | 200,000 |
| Accrued interests - GCL Holdings S.C.A. | 3,903 | 3,903 | - | - | 3,903 | - |
| Transaction costs | (5,733) | - | - | (5,733) | - | (5,733) |
| **Total HY Bond 2018 GCL Holdings S.C.A.** | **198,170** | **3,903** | **-** | **194,267** | **3,903** | **194,267** |
| Floating Rate Senior Secured Notes due in 2019 issued by Guala Closures S.p.A. - 13/11/2012 | 275,000 | - | - | 275,000 | - | 275,000 |
| Accrued interests Guala Closures S.p.A. | 1,960 | 1,960 | - | - | 1,960 | - |
| Transaction costs | (6,126) | (949) | (3,817) | (1,360) | (949) | (5,177) |
| **Total FRSN 2019 Guala Closures S.p.A.** | **270,834** | **1,011** | **(3,817)** | **273,640** | **1,011** | **269,823** |
| **TOTAL BONDS** | **469,004** | **4,914** | **(3,817)** | **467,907** | **4,914** | **464,090** |
| **BANK LOAN AND BORROWINGS:** | | | | | | |
| New Super Senior Revolving Facility | 22,000 | - | 22,000 | - | - | 22,000 |
| Transaction costs | (2,254) | (515) | (1,740) | - | (515) | (1,740) |
| **Total New Super Senior Revolving Facility** | **19,746** | **(515)** | **20,260** | **-** | **(515)** | **20,260** |
| Loan Cassa di Risparmio di Alessandria | 1,250 | 616 | 633 | - | 616 | 633 |
| Accrued interests and expenses - Guala Closures S.p.A. | 738 | 738 | - | - | 738 | - |
| Loan Banco Sabadell (Spain) | 1,014 | 514 | 500 | - | 514 | 500 |
| Advances on receivables and loans (Argentina) | 461 | 274 | 187 | - | 274 | 187 |
| Loan Scotiabank (Mexico) | 4,688 | 1,428 | 3,260 | - | 1,428 | 3,260 |
| Other bank loans | - | - | - | - | - | - |
| **TOTAL BANK LOAN AND BORROWINGS** | **27,897** | **3,056** | **24,841** | **-** | **3,056** | **24,841** |
| **OTHER FINANCIAL LIABILITIES:** | | | | | | |
| Financing as per Italian Law no. 46/82 | 136 | 136 | - | - | 136 | - |
| Guala Closures S.p.A. finance leases | 16,782 | 1,930 | 8,162 | 6,690 | 1,930 | 14,852 |
| Bulgarian companies finance leases | 28 | 28 | - | - | 28 | - |
| Liability to the Ukrainian non-controlling investors | 6,400 | - | - | 6,400 | - | 6,400 |
| Other liabilities | 364 | 8.71 | 355 | - | 8.71 | 355 |
| **TOTAL OTHER FINANCIAL LIABILITIES** | **23,709** | **2,102** | **8,517** | **13,090** | **2,102** | **21,607** |
| **TOTAL** | **520,610** | **10,072** | **29,541** | **480,997** | **10,072** | **510,538** |

IFRS 7 requires that fair value measurements in the statement of financial position be classified using a fair value hierarchy that reflects the significance of the inputs used to determine fair value. There are three different levels:

- Level 1 – Fair values measured using quoted prices in active markets;
- Level 2 – Fair values measured using valuation techniques for which inputs significant to the fair value measurement are based on observable market data
- Level 3 – Fair values measured using valuation techniques for which inputs significant to the fair value measurement are based on unobservable market data.

The fair value measurements in the consolidated financial statements are classified as level 1, 2 and 3, as shown below. There were no movements from one level to another in 2013.

The table below analyses financial instruments carried at fair value, by the levels in the fair value hierarchy, as defined below:

| Thousands of Euros | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| **June 30, 2013** | | | | |
| Interest rate swaps | | 8 | | 8 |
| **Total assets** | **-** | **8** | **-** | **8** |
| Interest rate swaps | | (5,042) | | (5,042) |
| Aluminium derivatives | | (643) | | (643) |
| Liability to the Ukrainian non-controlling investors | | | (6,400) | (6,400) |
| **Total liabilities** | **-** | **(5,685)** | **(6,400)** | **(12,085)** |

The liability to the Ukrainian non-controlling investors relates to recognition of these investors' right to exercise a put option if certain conditions are met. It represents the discounted estimated value of the put option at its estimated time of exercise. The following table shows the valuation technique and the key unobservable inputs used in the determination of fair value of the contingent consideration liability.

**June 30, 2013**

| **Valuation technique** | **Significant unobservable inputs** | **Inter-relationship between significant unobservable inputs and fair value measurement** |
|---|---|---|
| The fair value is determined considering the expected payment, discounted to present value using a risk-adjusted discount rate. The expected payment is determined by considering the possible scenarios of forecast EBITDA of the Ukrainian subsidiary. | • Forecast EBITDA (average of previous 2 years and 2013 expected figures)<br>• Net financial position of the Ukrainian subsidiary as at June 30, 2013<br>• Risk-adjusted discount rate (10.1%)<br>• Expected date of put option exercise | The estimated fair value would increase if:<br>• the EBITDA was higher<br>• the Net financial position was higher<br>• the risk-adjusted discount rate was lower.<br>• the expected date of put option exercise was anticipated |

For the fair value of contingent consideration, changing one or more of the significant unobservable inputs used to reasonably possible alternative assumptions would have the following effects.
These effects have been calculated by recalibrating the values from the valuation technique using alternative estimates of unobservable inputs that might reasonably have been considered by a market participant to price the contingent consideration at the end of the interim reporting period.
Any interrelationship between the unobservable inputs is not considered to have a significant impact within the range of reasonably possible alternative assumptions.

**June 30, 2013**

| **Thousands of Euros** | **Increase/ (decrease) in unobservable inputs** | **Favourable/ (unfavourable) impact on profit or loss** |
|---|---:|---:|
| Forecast EBITDA | 10% | (600) |
| | (10%) | 600 |
| Net financial position | + 1 million € | (100) |
| | - 1 million € | 100 |
| Risk-adjusted discount rate | 1% | 800 |
| | (1%) | (900) |
| Expected date of put option exercise | + 1 year | 600 |
| | - 1 year | (600) |

## (12) Trade payables

This caption is made up as follows:

| Thousands of Euros | As at December 31, 2012 | As at June 30, 2013 |
|---|---|---|
| Suppliers | 61,569 | 64,803 |
| Payments on account | 703 | 1,964 |
| **Total** | **62,272** | **66,767** |

Trade payables increased from € 62.3 million at the end of December 2012 to € 66.8 million at the end of June 2013. The increase is mainly attributable to business seasonality factors.

## (13) Equity attributable to non-controlling interests

Equity attributable to non-controlling interests relates to the following consolidated companies:

| | Non-controlling interests % December 31, 2012 | Non-controlling interests % June 30, 2013 | Balance at December 31, 2012 | Balance at June 30, 2013 |
|---|---|---|---|---|
| Guala Closures Ukraine LLC | 30.00% | 30.00% | 7,381 | 7,578 |
| Guala Closures India pvt Ltd | 5.00% | 5.00% | 1,871 | 1,749 |
| Guala Closures Argentina S.A. | 17.62% | 17.62% | 807 | 735 |
| Guala Closures de Colombia LTDA | 6.80% | 6.80% | 863 | 554 |
| Guala Closures China B.V. | 3.50% | 3.50% | 166 | 151 |
| Guala Closures Bulgaria A.D. | 30.00% | 30.00% | 2,122 | 2,144 |
| Guala Closures Tools A.D. | 30.00% | 30.00% | 367 | 371 |
| Guala Closures DGS Poland S.A. | 30.00% | 30.00% | 15,948 | 11,665 |
| **Total** | | | **29,525** | **24,948** |

Reference should be made to the statement of changes in equity for changes in, and details of, equity attributable to the non-controlling interests.

During the first half of 2013, has been paid, as dividends to non controlling interests, a total amount of € 5.1 million. In the same period of 2012 the total amount paid as dividends was € 1.3 million.

# STATEMENT OF COMPREHENSIVE INCOME

## (14) Net revenue

The table below shows net revenue by geographical location of the group companies that generated it:

| | For the six months ended June 30, | |
|---|---|---|
| **Thousands of Euros** | **2012** | **2013** |
| Europe | 135,554 | 130,460 |
| Asia | 30,634 | 29,363 |
| Latin and North America | 34,616 | 35,118 |
| Oceania | 30,379 | 27,186 |
| Africa | - | 9,117 |
| **Total** | **231,183** | **231,244** |

## (15) Costs for raw materials

This caption includes:

| | For the six months ended June 30, | |
|---|---|---|
| **Thousands of Euros** | **2012** | **2013** |
| Raw materials and supplies | 93,110 | 98,522 |
| Consumables and maintenance | 4,053 | 4,853 |
| Packaging | 4,189 | 4,458 |
| Fuels | 226 | 242 |
| Other purchases | 1,579 | 1,588 |
| Change in inventories | (35) | (6,770) |
| **Total** | **103,122** | **102,894** |

## (16) Costs for services

This caption includes:

| | For the six months ended June 30, | |
|---|---|---|
| **Thousands of Euros** | **2012** | **2013** |
| Electricity / Heating | 10,691 | 11,613 |
| Transport | 8,575 | 9,539 |
| External processing | 5,598 | 5,900 |
| Maintenance | 2,950 | 3,239 |
| Sundry industrial services | 2,281 | 2,630 |
| External labor / porterage | 2,676 | 2,396 |
| Travel | 2,400 | 2,312 |
| Legal and consulting fees | 1,731 | 1,926 |
| Insurance | 1,734 | 1,658 |
| Administrative services | 1,172 | 1,246 |
| Directors' fees | 1,267 | 1,002 |
| Cleaning service | 659 | 739 |
| Telephone costs | 540 | 522 |
| Technical assistance | 484 | 498 |
| Entertainment expenses | 378 | 403 |
| Commissions | 478 | 385 |
| Security | 187 | 227 |
| Advertising services | 163 | 216 |
| Commercial services | 155 | 140 |
| Expos and trade fairs | 79 | 93 |
| Other | 1,406 | 1,380 |
| **Total** | **45,607** | **48,061** |

## (17) Personnel expense

This caption includes:

| | For the six months ended June 30, | |
|---|---|---|
| **Thousands of Euros** | **2012** | **2013** |
| Wages and salaries | 35,458 | 37,724 |
| Social security contributions | 6,700 | 6,992 |
| Expense/(Income) from defined benefit plans | 148 | (114) |
| Other costs | 1,504 | 1,667 |
| **Total** | **43,809** | **46,269** |

## (18) Other operating expense

This caption includes:

| | For the six months ended June 30, | |
|---|---|---|
| **Thousands of Euros** | **2012** | **2013** |
| Rent and leases | 2,482 | 2,433 |
| Other costs for the use of third party assets | 766 | 771 |
| Taxes and duties | 1,069 | 907 |
| Provisions for risks and charges | 3,903 | (88) |
| Other charges | 562 | 532 |
| **Total** | **8,784** | **4,555** |

## (19) Financial income

This caption includes:

| Thousands of Euros | For the six months ended June 30, 2012 | 2013 |
|---|---|---|
| Exchange rate gains | 3,761 | 2,470 |
| Change in fair value of IRS | 61 | 1,312 |
| Interest income | 621 | 454 |
| Change in fair value of aluminium derivatives | 246 | 18 |
| Other financial income | 243 | 112 |
| **Total** | **4,932** | **4,365** |

## (20) Financial expense

This caption includes:

| Thousands of Euros | For the six months ended June 30, 2012 (*) | 2013 |
|---|---|---|
| Interest expense | 19,669 | 20,929 |
| Exchange rate losses | 6,050 | 8,707 |
| Financial expense - non-controlling investors in the Ukrainian company | 450 | 800 |
| P&L impact on aluminum derivatives | 858 | 1,158 |
| Other financial expense | 473 | 607 |
| **Total** | **27,501** | **32,201** |

**Note:**
*(*) Following the retrospective application of the amendment to IAS 19 from January 1, 2013 the figures reported for the six months ended June 30, 2012 have been restated for comparative purposes as required by IAS 1. Reference should be made to the section "Changes in accouting policies" for further details.*

The interest rates and interest expense by facility for the six months ended June 30 are shown below:

| Thousands of Euros | Currency | Nominal interest rate | Interest expense For six months ended June 30, 2012 | 2013 |
|---|---|---|---|---|
| **BONDS:** | | | | |
| HY BOND - GCL Holdings S.C.A. - 20/04/11 | EUR | 9.375% | 9,375 | 9,375 |
| Amortisation of transaction costs | EUR | n.a. | 414 | 457 |
| **Total HY BOND - GCL Holdings S.C.A.** | | | **9,789** | **9,832** |
| BOND - Guala Closures S.p.A. - 13/11/12 | EUR | euribor 3M + 5.375% | - | 7,723 |
| Amortisation of transaction costs | EUR | n.a. | - | 480 |
| **Total BOND - Guala Closures S.p.A.** | | | **-** | **8,203** |
| **BANK LOAN AND BORROWINGS:** | | | | |
| Facility A EUR | EUR | euribor + 3.0% | 459 | - |
| Facility B EUR | EUR | euribor + 3.5% | 824 | - |
| Facility C EUR | EUR | euribor + 4.0% | 907 | - |
| Facility A USD | USD | Libor USD + 3.0% | 343 | - |
| Facility B USD | USD | Libor USD + 3.5% | 475 | - |
| Facility C USD | USD | Libor USD + 4.0% | 533 | - |
| Facility A GBP | GBP | Libor GBP + 3.0% | 274 | - |
| Facility B GBP | GBP | Libor GBP + 3.5% | 373 | - |
| Facility C GBP | GBP | Libor GBP + 4.0% | 412 | - |
| Facility A AUD | AUD | Libor AUD + 3.0% | 389 | - |
| Facility B AUD | AUD | Libor AUD + 3.5% | 499 | - |
| Facility C AUD | AUD | Libor AUD + 4.0% | 529 | - |
| Capex facility | EUR | euribor + 4.5% | 655 | - |
| Revolving facility | EUR | euribor + 3.0% | 466 | - |
| Amortisation of transaction costs | EUR | n.a. | 605 | - |
| New Super Senior Revolving Facility | EUR | euribor 3M + 3.75% | - | 412 |
| Amortisation of transaction costs | EUR | n.a. | - | 255 |
| **Total SFA / NEW RCF** | | | **7,742** | **667** |
| Loan Cassa di Risparmio di Alessandria | EUR | euribor 3M + 2.0% | 31 | 16 |
| Other bank loans Guala Closures S.p.A. | EUR | n.a. | 37 | 9 |
| IRS on SFA | EUR | n.a. | 606 | 970 |
| Commitment fees | EUR | n.a. | 402 | 409 |
| Loan Banco Sabadell (Spain) | EUR | 5.20% | - | 21 |
| Advances on receivables and loans (Argentina) | AR$ | n.a. | 136 | 126 |
| Loan Scotiabank (Mexico) | MXP | TIIE30 + 5.25% (*) | 313 | 251 |
| **Total other bank loans and borrowings** | | | **1,525** | **1,802** |
| **Other financial liabilities:** | | | | |
| Financing as per Italian Law no. 46/82 | EUR | 2% | 4 | 2 |
| Guala Closures S.p.A. finance leases | EUR | euribor + 1.5% (**) | 237 | 156 |
| IRS on Leasing | EUR | n.a. | 185 | 204 |
| Bulgarian companies finance leases | BGN | n.a. | 11 | 2 |
| Other liabilities | | n.a. | 176 | 60 |
| **Total other financial liabilities** | | | **613** | **425** |
| **TOTAL** | | | **19,669** | **20,929** |

(*) TIIE30 stands for “Tasa de Interés Interbancaria de Equilibrio a 30 dias”
(**) Nominal interest rate of the real estate finance lease

## (21) Income taxes

This caption includes:

| | For the six months ended June 30, | |
|---|---|---|
| **Thousands of Euros** | **2012** | **2013** |
| Current taxes | (7,848) | (8,430) |
| Deferred tax income | (1,566) | (709) |
| Deferred tax expense | 1,465 | 3,019 |
| **Total** | **(7,949)** | **(6,121)** |

Income tax expense is recognised based on Management's best estimate of the weighted average annual income tax rate expected for the full financial year applied to the pre-tax income of the interim period.

## (22) Related party transactions

Intragroup transactions and balances between consolidated Group companies are eliminated on consolidation and, therefore, do not appear in the consolidated financial statements figures and are not disclosed in this report.

Intesa Sanpaolo S.p.A. is considered a related party of the GCL Holdings Group.
The transactions and relationships between Intesa Sanpaolo S.p.A. and the Group at June 30, 2013 are summarized below:
- Banca IMI (a wholly owned subsidiary of Intesa Sanpaolo S.p.A.) is, together with Unicredit Bank AG (subsidiary of one of the shareholders and also Agent and Security Agent of the Senior Facilities Agreement), Credit Suisse AG and Natixis S.A., the Original Lender and Mandated Lead Arranger of the Senior Facilities Agreement dated October 10, 2008 and amended and restated from time to time and on October 31, 2012 and December 11, 2012;
- at June 30, 2013, Intesa Sanpaolo S.p.A has a representative on the board of directors and a representative on the board of statutory auditors of Guala Closures S.p.A.;
- at June 30, 2013, Intesa Sanpaolo S.p.A. has a representative on the board of directors of GCL Holdings GP S.à r.l. (General Partner of GCL Holdings S.C.A.);
- at June 30, 2013, Intesa Sanpaolo S.p.A. has a representative on the board of directors of GCL Holdings LP S.à r.l. (General Partner of GCL Holdings GP S.à r.l.);
- at June 30, 2013 Intesa Sanpaolo S.p.A. controls an ultimate beneficial voting interest of 19.6%, via an investment in GCL Holdings L.P. S.à r.l.;
- Intesa Sanpaolo S.p.A, also through its subsidiaries Banca IMI, Leasint S.p.A. and Mediocredito Italiano S.p.A. has granted significant financing to the Group and is one of its main financial lenders;
- Guala Closures S.p.A. entered into interest rate swap agreements with Intesa Sanpaolo S.p.A to hedge the interest rate exposure under the Senior Credit Facilities;
- transactions with Intesa Sanpaolo S.p.A. take place on an arm's length basis.

In addition, DLJ Merchant Banking LLC is considered a related party of the Group.
The transactions and relationships between DLJ Merchant Banking LLC and the Group at June 30, 2013 are summarized below:
- at June 30, 2013, DLJ Merchant Banking LLC has four representatives on the board of directors of GCL Holdings GP S. à r. l. (General Partner of GCL Holdings S.C.A.);

- at June 30, 2013, DLJ Merchant Banking LLC has two representatives on the board of directors of GCL Holdings LP S. à r. l.;
- at June 30, 2013, DLJ Merchant Banking LLC has five representatives on the board of directors of Guala Closures S.p.A..;
- DLJ Merchant Banking LLC is currently the beneficial owner of 58% of GCL Holdings S.C.A. via its indirect ownership of 35.4% of GCL Holdings L.P. S. à r.l.;
- transactions with DLJ Merchant Banking LLC take place on an arm's length basis.

Related parties also include a pension fund for employees of the former Metal Closures Ltd. (now Guala Closures UK Ltd.) managed by Metal Closures Group Trustees Ltd. Considering the performance of the pension fund, the company was not required to transfer funds thereto. Employees have paid their contributions. Reference should be made to note 29) Employee benefits to the 2012 Consolidated financial statements for additional information.

## (23) Subsequent events

### Company liquidation:

In July 2013, the shareholder’s meeting of Plastivit Servicios, S.A. de C.V. resolved the liquidation of the company.

### Tax reimbursement:

In August 2013, the Group paid to the previous owner of DGS S.A. the tax reimbursement received in relation to the tax paid as a result of the the DGS-TO sale transaction (approximately € 1.2 million), already recognized as an obligation as at June 30, 2013.

## Material developments in the business of the Company and its Subsidiaries

No material development in the Group’s business as disclosed in the Consolidated financial statements as at December 31, 2012.

## Risk factors

There have not been any material changes to the risk factors disclosed in the Consolidated financial statements as at December 31, 2012.

## Material changes to material contractual arrangements

There have not been any other material changes to the Group's material contractual arrangements since the publication of the consolidated financial statements for the year ended December 31, 2012.

### Commitments and guarantees

The Group's commitments and guarantees given at June 30, 2013 are the same given for the year ended December 31, 2012.

Manager of GCL Holdings GP S.à r.l.
General Partner of GCL Holdings S.C.A.

Luxembourg, September 13, 2013

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# Report of the Réviseur d'Entreprises agréé on the review of interim financial information

*Introduction*

We have reviewed the accompanying condensed consolidated interim statement of financial position of GCL Holdings S.C.A. ("the Company") as at June 30, 2013, the condensed consolidated interim statements of comprehensive income, other comprehensive income, changes in equity and cash flows for the 6 month period then ended, and notes to the condensed consolidated interim financial statements ("the condensed consolidated interim financial statements"). Management is responsible for the preparation and presentation of this condensed consolidated interim financial statements in accordance with IAS 34, "Interim Financial Reporting", as adopted by European Union. Our responsibility is to express a conclusion on this condensed consolidated interim financial statements based on our review.

*Scope of Review*

We conducted our review in accordance with the International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" as adopted, for Luxembourg, by the Institut des Réviseurs d'Entreprises. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

*Conclusion*

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed consolidated interim financial statements as at June 30, 2013 are not prepared, in all material respects, in accordance with IAS 34, "Interim Financial Reporting", as adopted by European Union.

Luxembourg, September 13, 2013

KPMG Luxembourg S.à r.l.
Cabinet de révision agréé

F. Leonardi