

**Zardoya Otis, S.A.**

**QUARTERLY INFORMATION RELATED TO**

**3<sup>rd</sup> QUARTER F.Y. 2013**

**FISCAL YEAR: DECEMBER 1, 2012 - NOVEMBER 30, 2013**

## Zardoya Otis, S.A.

### 1. BUSINESS EVOLUTION

#### Sales

Total consolidated sales for the third quarter of 2013 were 555.6 million Euros, 8.1% lower than in the same period of 2012.

The value of work completed in New Installations 41.6 million Euros dropped by 27.8% in relation to the one performed in the same period of 2012, consequence of the lower activity in the real estate market in general and especially in residential segment.

Service Sales reached 433.1 million Euros representing a 4.4% (4.2% at the end of the first semester) reduction over the figure obtained in the third quarter of 2012, mainly affected modernization's completed volume.

Consolidated Export Sales, were 80.9 million Euros, 13.9% less than the figure obtained in the same period of last year.

#### Results

The amount of EBITDA obtained in the third quarter of 2013 was 183.3 million euros, 11.9% lower (11.4% at closing of first semester) than the 208.0 million Euros obtained in 2012.

The consolidated profit before tax amounted to 169.0 million Euros (115.0 million Euros in the first semester), 14.6% lower than 197.8 million Euros obtained last year.

After tax profit is 118.4 million Euros dropped by 15.1% over the same period of 2012.

### **Orders received**

The crisis in the real estate market in Spain has continued to impact Zardoya Otis which saw a drop in New Installations orders received in this quarter, to a total of 58.4 million Euros; representing a decrease of 6.6% in 2013 over 2012.

At the third quarter of 2013, backlog of unfilled orders increase by 4.9% compared with the same period of last year.

During the third quarter of 2013 the activity of New Equipment Installations contributed with 7.5% of total consolidated Sales.

### **Units under maintenance**

At the end of the third quarter of 2013, the maintenance portfolio reached 285,496 units, 5.9% higher to those of 2012 including units from our acquisition of Grupo Ascensores Enor, S.A.

## Zardoya Otis, S.A.

### 2. KEY DATA

At the end of the third quarter of 2013 (December 1, 2012 – August 31, 2013), to date consolidated figures and its comparison with last year ones, are as follows:

#### Key Data, at 3rd Quarter 2013

##### Consolidated figures in millions of euros

<b>Results</b>	<b>2.013</b>	<b>2.012</b>	<b>% variance 13/12</b>
EBITDA	183,3	208,0	(11,9)
Profit before tax	169,0	197,8	(14,6)
Profit after tax	118,4	139,4	(15,1)

<b>Sales Data</b>	<b>2.013</b>	<b>2.012</b>	<b>% variance 13/12</b>
New Installations	41,6	57,6	(27,8)
Service	433,1	452,9	(4,4)
Exports	80,9	94,0	(13,9)
Total	555,6	604,5	(8,1)

<b>New Installations</b>	<b>2.013</b>	<b>2.012</b>	<b>% variance 13/12</b>
Orders received	58,4	62,5	(6,6)
Backlog	77,0	73,4	4,9

<b>Service Data</b>	<b>2.013</b>	<b>2.012</b>	<b>% variance 13/12</b>
Units under maintenance	285.496	269.589	5,9

## Zardoya Otis, S.A.

### 3. DIVIDENDS

At the end of the third quarter of 2013, two quarterly dividends and a partial distribution of share premium have been distributed:

Date	Gross per share	Charge to	Shares entitled to dividend	Total gross
<b>Dividends:</b>				
December 10	0.11 euros	3 <sup>rd</sup> interim dividend 2012	385,241,499	42,376,564.89 €
Treasury stock			(46,231)	(5,085.41) €
			385,195,268	42,371,479.48 €
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April 10	0.100 euros	1 <sup>st</sup> interim dividend 2013	402,154,866	40,215,486.60 €
Treasury stock			(46,231)	(4,623.10) €
			402,108,635	40,210,863.50 €
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<b>Partial distribution of Share Premium:</b>				
July 10	0.08 euros	Distribution of Share Premium	402,154,866	32,172,389.28 €
Treasury stock			(46,231)	(3,698.48) €
			402,108,635	32,168,690.80 €
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<b>Dividends:</b>				
October 10	0.09 euros	2 <sup>nd</sup> interim dividend 2013	418,241,060	37,641,695.40 €
Treasury stock			(29,176)	(2,625.84) €
			418,211,884	37,639,069.56 €
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<b>Total Received by Equity Shareholders</b>				<b>152,390,103.34 €</b>

#### **4. SHARE CAPITAL INCREASE: BONUS SHARES**

The capital increase approved by the General Meeting of Shareholders on May 27, 2013 -by means of bonus shares in the proportion of one new share for each twenty five old outstanding ones- took place from July 15, 2013 until July 30, 2013.

This increase in share capital is number 38 and 37 of those issued through bonus shares.

Once the Share Capital increase has been completed, the Capital Stock is 41,824,106.00 Euros, is represented by 418,241,060 ordinary shares, with a par value of 0.10 euros each.

The new shares were authorized for trade on the Madrid, Barcelona, Valencia and Bilbao Stock Exchanges, on September 5, 2013.

#### **5. TREASURY SHARES**

As of August, 31 2013 Zardoya Otis, S.A remain 29,176 treasury shares (46.231 at 2012 year-end). Due to the non-controlling interest transaction mentioned in Note 6, Zardoya Otis exchanged 18,904 treasury stock. The 29,176 treasury stock includes 1,849 the treasury stock received in the bonus issue.

#### **6. SIGNIFICANT EVENTS AT AUGUST 31, 2013**

In December 2012 Puertas Automáticas Portis S.L. signed an agreement to acquire from minority shareholders its own shares representing a 3.07 % for an amount of Eths 1,201. This transaction does not change the Zardoya Otis S.A. percentage of ownership in the subsidiary.

In December, 2012, Zardoya Otis, S.A. acquired the remaining 49% of Mototraccion Electrica Latierro, S.A. for an amount of EThs 3,573.

On December, 20 2012 the Board of Directors of Zardoya Otis, S.A. agreed to to call an Extraordinary General Shareholders' Meeting of the Company which took place in second call on January 30, 2013, with the following items in the agenda:

- Capital increase through a non-monetary contribution consisting of 3,338,463 registered shares representing the entirety of the share capital of the company Grupo Ascensores Enor, S.A. for a nominal amount of 3 euros by means of issuing 16.913.367 ordinary shares in the Company with a nominal value of 0.10 euros each.
- Authorization so that, in accordance with the contents of article 149 of the Capital Companies Law, the Company may directly or indirectly accept its own shares as a guarantee.
- Amendment of article 9 of the Bylaws (rights conferred by the shares).

It was approved by the Extraordinary General Shareholders' Meeting to increase the Company's share capital, 38,524,149.90 euros, in the amount of 1,691,336.70 euros, by issuing 16,913,367 new ordinary shares in the Company with a nominal value of 0.10 euros each and a share premium of 9.10 per share (giving a total of 153,911,639.70 euros as a share premium).

On February 7, the 3,338,463 Enor shares, representatives of 100% of its capital, were exchanged by the 16,913,367 Zardoya Otis, S.A. shares issued to that effect, as registered in the commercial registry of Madrid on February 14, 2013. The book value attributed to these shares at market price is 175,729,883.13 euros. The new shares were admitted to trading on March 14<sup>th</sup> 2013, and to that date a total of 2,198,738 new shares have been pledged in favor of the company. There is no pact that restricts the free transferability of the remaining new shares.

The shares issued to execute the Capital Increase will be fully paid up by the shareholders owning the shares that represent 100% of the share capital of ENOR by means of a non-monetary contribution of 3,338,463 registered shares of ENOR, with a nominal value of 3 euros each, representing the entirety of ENOR's share capital.

The total cost of the business combination at February 7, 2013, determined provisionally totalled 175,729,883,13 euros. There are no costs attributable to the business combination other than audit costs, assets valuation by independent expert and legal expenses on the transfer, which are not significant and registered as period cost when incurred. The cost of the business combination has been determined provisionally, since some items must be measured definitively one year after the acquisition date. However, no significant variations on the aforementioned figure are forecast.

Additionally, there is a syndication agreement concluded between the two major shareholders of the company; United Technologies Holdings, S.A.S ("UTH") and Euro Syns, S.A., corresponding to the 2.10% of the share capital which has its origin in the operation of acquisition of group Ascensores Enor, S.A. described above and published by means of relevant fact date January 30, 2013.

Referred syndication Pact was held in the interest of the acquisition of Enor operation, so that UTH is holder at any time more than 50% of the voting rights on society.

In July, 2013, Zardoya Otis, S.A. acquired the remaining 30% of Cruxent-Edelma, S.L., for an amount of EThs 13,328.

Additionally, in July, 2013 Zardoya Otis, S.A. acquired the 8.33% of the non-controlling interest of the company Admotion, SL. for amounting to Eths 200. Using the Treasury Stock (18,904 shares held in portfolio) for payment.

The transactions with non-controlling interest will be reflected in the annual accounts corresponding to the fiscal year started in December 2012 and will be recognized as a minority transaction, thus without impact on the consolidated profit of the period.