

# NATUZZI

2005 ANNUAL REPORT



*"The high seas bewitch us with their infinite beauty, but challenge us every day with their unexpected perils. We, however, know that our course is clear, just like our plans for the future. Whether it be under a calm, star-studded sky or battling the high waves of a storm, our team is ready to face whatever it must, in the knowledge that it will soon reach the safe haven of a port, ready to set sail at a moment's notice on new voyages of discovery".*

*Pasquale Natuzzi*

Pasquale Natuzzi  
CEO and owner of the sailing boat Antonisa





FINANCIAL HIGHLIGHTS	3
LETTER FROM THE CHAIRMAN	5
CORPORATE PROFILE	6
INVESTMENTS IN THE NATUZZI BRAND	8
THE GROWTH OF ITALSOFA	13
HUMAN RESOURCES	14
INFORMATION SYSTEMS	15
ATTACHED FORM 20-F	17





## FINANCIAL HIGHLIGHTS

twelve months ended on December 31  
(Italian GAAP)

	<b>2005</b>		<b>2004</b>		<b>Change %</b>		<b>2005</b>	<b>2004</b>
	Euro millions (except as otherwise indicated)						USD millions (except as otherwise indicated)	
Net Sales	669.9	100.0%	753.4	100.0%	-11.1%	(b)	793.3	1,020.0
Gross Profit	210.5	31.4%	268.8	35.7%	-21.7%	(b)	249.3	363.9
Operating Income (Loss)	-14.7	-2.2%	40.0	5.3%	-136.8%	(b)	-17.4	54.2
Net Income (Loss)	-14.6	-2.2%	18.4	2.4%	-179.3%	(b)	-17.3	24.9
Net Income (Loss) per ADS (a)	(€) -0.27		0.34		-179.4%	\$ (b)	-0.32	0.46
Cash Dividend per ADS (a)	(€) 0.00		0.07		-100.0%	\$ (b)	0.00	\$ ( c ) 0.08
Debt	11.8		11.1			(b)	14.0	15.1
Long-term Debt	3.6		5.0			(b)	4.3	6.8
Short-term Debt	8.2		6.1			(b)	9.7	8.3
<b>Stockholders' Equity</b>	<b>473.0</b>		<b>487.9</b>			(b)	<b>560.1</b>	<b>660.5</b>
<hr/>								
<b>Shares Outstanding</b>	<b>(#) 54,681,628</b>		<b>(#) 54,681,628</b>					

(a) Each Natuzzi American Depositary Share (ADS) represents one Ordinary Share

(b) Noon Buying Rate on December 31

1.1842

1.3538

(c) Noon Buying Rate as of the date dividends regarding the financial year 2004 were paid

1.2037

### Quarterly Stock Price - Closing Price per ADS

(Amount in USD)

	<b>2005</b>		<b>2004</b>		<b>2003</b>	
	<b>High</b>	<b>Low</b>	<b>High</b>	<b>Low</b>	<b>High</b>	<b>Low</b>
First	11.65	10.29	11.55	10.15	10.05	7.24
Second	10.27	8.10	11.55	10.15	9.60	7.99
Third	9.00	8.05	10.80	9.23	10.39	7.82
Fourth	8.40	6.76	11.17	10.01	11.00	9.46
Full Year	11.65	6.76	11.55	9.23	11.00	7.24



## LETTER FROM THE CHAIRMAN

Dear Shareholders,

*The year 2005 was a difficult one for our Company. Consolidated revenues decreased by 11.1%, coming to € 669.9 million, and for the first time in our history we reported a loss, of € 14.6 million, compared to a net profit of € 18.4 million in 2004. Despite these figures, our company confirms its equity and financial solidity, while in terms of income, we should note a turnaround in the trend reported in the first quarter of this year, and a return to profitability after four quarters of negative performance.*

*As you are aware, over recent years our sector has changed radically. The advance of countries with low labor costs, such as Eastern Europe, China, India and Brazil, the increasing liberalization of trade on the global market, the accessibility of new technologies, and the speed of information transfer, are the main factors that have redrawn the geography of the business. In the 1990s, Natuzzi became the market leader with its mission of democratizing leather sofas, which had originally been considered only for the elite. The success we achieved, first in the American market and then in Europe, confirmed our ability to assert our style by offering affordable, high quality products. During those years, we kept our brand's democratic promise through the vertical integration of our production structure in Italy, the know-how of our craftsmen and managers, and the affirmation of a labor culture based on transparency, respect for the customer and the creation of value. As the year 2000 arrived, changes in the competitive scenario led us to review this strategy. Price competition, the strong euro, and market instability made it impossible to sustain the position of Italian-made products in the middle range of the market.*

*Natuzzi is an Italian company that has chosen to remain true to its history and invest in its own assets. So we divided the Group's offer into two brands: Natuzzi, toward the high end, and Italsofa, in the middle and promotional segments. For the Natuzzi brand, the mission is to express our idea of Italian quality and style and to attract customers through coordinated, innovative living rooms. For Italsofa, the task is to compete in market segments that are more sensitive to price, without giving up the Italian touch.*

*Over five years, we opened new foreign plants dedicated to Italsofa, two in China, two in Brazil and one in Romania. We reorganized production in Italy and further invested in Research & Development. To stay close to our customers, we strengthened our business offices in Europe by hiring new managers and assistants, and, as at December 31, 2005, 290 stores and 605 Natuzzi galleries were opened around the world. Finally, to increase brand awareness and invite consumers to visit our points of sale, we invested in advertising campaigns in 45 countries. Implementing a brand strategy on an international scale, operating plants in 4 countries, coordinating foreign companies, and developing a distribution presence around the world, are activities that require a strong management culture, close coordination between structures and processes, and a modern, efficient informational and logistical system.*

*This was the reason for the June 2006 appointment of the new CEO Ernesto Greco, a manager who has years of experience in international corporations. The contribution of the CEO and the entire Natuzzi management in the most important areas of planning and operating management will allow me to focus on the product, brand image, and design of the point of sale, so that each decision is consistent with the values that characterize our history and make us unique. Natuzzi is a company that continues to invest in its know-how, assets and brand values. Our plans are extremely ambitious and will continue to require great efforts. It will not be easy, but we are determined to do it. Shareholders, with your support and the efforts of every employee in the Group, I am sure that we will achieve all our goals and will write another fine page of innovation and passion for Italian style.*



Pasquale Natuzzi  
Chairman of the Board of Directors

## CORPORATE PROFILE

### CORPORATE VALUES

Our most important values are integrity and respect for people and the environment. Our mission is to create value for clients, employees and shareholders.

### THE GROUP

Natuzzi was founded in 1959 by Pasquale Natuzzi, Chairman of the Group. It designs, produces and markets sofas, armchairs and living room accessories. Natuzzi is the largest Italian furniture company with 2005 revenues of € 670 million, and is world leader in leather upholstery with 8% market share. In 1993, Natuzzi became the only foreign furniture company to list on Wall Street. About 90% of the Group's turnover is generated outside Italy in 123 countries and holds its major markets in Europe (52.7%) and Americas (40.6%).

Customer service and the entire sales network is managed by the Italian headquarter based in Santeramo, Natuzzi Americas located in High Point (North Carolina – USA) and through local Natuzzi subsidiaries in Asia, Benelux, Germany, Iberica, Nordic, Switzerland, UK and Japan. In the furniture industry the Natuzzi Company is one of the largest investor in research and development. Pasquale Natuzzi, Chairman and Group's Creative Director, personally manages this strategic activity through the Style Centre located in Santeramo in Colle, where approximately 150 professionals are dedicated to the design, the study of worldwide trends, and the selection of materials. As of April 30, 2006 the Group employed 7,975 people.

Natuzzi is vertically integrated through 11 factories in Italy and 5 abroad (two in China, two in Brazil and one in Romania), as of April 30, 2006. Raw materials are purchased directly from the primary markets and then finished in the company's facilities, specializing in manufacturing leather, wood and metal frames, foam and finished products. By controlling 92% of raw materials and semi-finished products, the Group guarantee ultimate quality at most competitive prices. Natuzzi's product are hand-made by expert craftsmen, whose know-how Natuzzi preserves and passes on through its own Training Schools in Italy. Natuzzi is committed to high quality standards. A constant effort, confirmed since 1995, throughout the ISO 9001 System of Quality certification, and reconfirmed in December 2001 when the Company received The ISO 14001 Certification for Environmental Control and furthermore in July 2003 with the Certification of the Integrated Management System Quality/environment ISO 9001/2000.

The Group guarantees a high level service to its customers: delivery at retailer's premises, anywhere in the world, products invoiced in the retailer's currency, and complete on-line pre- and post-sales assistance. The Group directly carries out the research and development of its products; plans its new factories; and develops the management information systems and the extranet that allow customers, everywhere in the world, to directly track and manage their orders.

## ONE COMPANY, TWO BRANDS

The Group wide and extensive product range is divided into two different brands, Natuzzi and Italsofa, each addressing specific market segments.

## NATUZZI

The Natuzzi brand aims at bringing to consumers around the world beauty and Italian-made style in living room design. Natuzzi offers High End products and extremely high quality in terms of creativity, detail of design, and choice of materials and finishes.

All models are designed in the Italian Style Centre and manufactured in the Group's Italian factories. Natuzzi has three different collections to satisfy different lifestyles: Casual, Urban, Vintage. Every year more than 100 new models, in different styles, coverings and colours, set new trends in the world of furniture. This strong commitment to innovation has produced the widest collection of sofas and armchairs in the world with more than 2 million combinations of styles, coverings and functions.

Natuzzi also includes a generous selection of complementary furniture (wall units, tables, lamp, rugs) and accessories (vase, containers/holders, candles) designed by the Style Centre for a completely coordinate living room.

The distribution model is in coherence with the dual branding strategy, with Natuzzi positioned in the high end of the market and Italsofa in the promotional sector. Natuzzi has a selective distribution and is commercialized, as of April 30, 2006, principally through 280 dedicated Natuzzi Stores located in the most important international cities including Athens, Rome, Milan, London, Paris, Madrid, Copenhagen, New York, Sidney, Shanghai, Budapest, Melbourne, and Dubai. The 594 Natuzzi Galleries (as of April 30, 2006) are in partnership with the main distribution networks at: Selfridges (UK), Sears Roebuck (Canada), Bloomingdales (USA), David Jones (AUS) and Galleries Lafayette (France).

Italsofa has an extensive distribution, faced towards the big mass merchant specialized in furniture.

## Italsofa

Italsofa is the promotional line of sofas and armchairs introduced by Natuzzi Group in 2000 and manufactured in the Group's factories located in China, Brazil, and Romania. Created and developed at the Natuzzi Design Center in Santeramo, Italy, Italsofa products are designed specifically to provide the best value of the market by offering top quality products. Italsofa sells its products in 85 countries serving 690 clients and had a total factory production area of about 186,700 square mt., with a total production capacity of approximately 6,200 seats a day as of April 30, 2006. As at the same date, Italsofa employed 4,023 people. The Italsofa collection currently consists of 104 modern, contemporary, classic and transitional models. In line with the positioning in the promotional market sector, the product range is oriented towards customers who are sensitive to prices but who also appreciate "the Italian Touch".



## INVESTMENTS IN THE NATUZZI BRAND

2005 was a year that confirmed the strategies we had announced. We continued to make investments in products, increased distribution, and communication.

### PRODUCT

Research activity responded to the goal of consolidating the Group's leadership and developing products for an extremely demanding consumer in terms of design quality and aesthetic details. Overall, the Natuzzi collection includes, as of December 21, 2005, 271 models, of which 68 have been introduced during 2005. In 2005 we worked on updating the Natuzzi collection to meet market expectations and anticipated new consumer trends. An important focus was on updating the line offered in Natuzzi monobrand points of sale, both stores and galleries. Some of the best sellers in 2005 included the model 2086, which was marketed in 85 countries with a sell-in revenue of 19 million euros. There was also very appreciable performance for models 2030 and 2246, which achieved respective revenues of 14.7 and 14.3 million euros.

These are significant figures that confirm the Group's creative and design capacity, meeting market needs by providing constant innovations in its offers.

In 2005, Research and Development also worked on expanding the upholstery collection and furniture complements and accessories.

New leather upholsteries were joined by fine fabrics and an important partnership with Alcantara® that permitted the development of a new article, Elegance, a world exclusive for Natuzzi.

A new line of leather items was also created, and new living room tables, rugs and lamps were added. This total look offer is completed by a new storage wall concept, which is designed to be extremely modular and adaptable to different kinds of living spaces, and thus to the most varied furnishing needs.

*The new Natuzzi  
flagship store in Milan*









## THE POINT OF SALE

The point of sale plays a strategic role in developing business for the Natuzzi brand. The architectural design of the spaces demonstrates an attention to image in line with the brand's high end position. Examples include the stores opened in 2005 in Dubai, Jeddah, Barcelona, Prague, Stockholm, and Copenhagen, which have also reported extremely good sales. In 2005 a total of 23 Natuzzi monobrand stores and 80 Galleries were opened, primarily in Europe and Asia. With these new openings, there was a total 290 stores in business on December 31, 2005, with 605 Galleries.

The offer was expanded through the efforts of the store design team, which provided a new layout for both stores and galleries. The prior system of displaying the room-set

made space for a broader and more comprehensive living room that now includes furnishing accessories as well.

The entire system of in-store communication (hardware and software) was redeveloped, with the goal of involving the consumer by offering an exciting shopping experience.

In 2006, new flagship stores were opened in Cologne and Milan, and the brand was launched in Russia with the opening of a flagship store in Moscow.

Large stores allow us to not only effectively position our brand in new markets, but also to use these locations for business contacts with our trade.



## COMMUNICATION

The positioning strategy aimed at making Natuzzi a high end brand in the furnishing sector requires significant investments in support communication.

For this purpose, we have continued to invest in marketing and communication activities, dedicating 31.8 million euros and increasing brand visibility in 45 countries around the world.

We have a dual objective: to increase brand awareness by communicating the brand's values and Natuzzi's distinctive features; and an indispensable promotional initiative aimed at visiting points of sale open in the Group's principal markets.

In addition to advertising investments, in 2005 Public Relations, events management and press office activities

continued in support of the brand in the Group's principal markets. Prestigious specialized publications on high end products, such as AD, Elle Decor, House and Garden, and Interni, have dedicated space to Natuzzi, acknowledging an ever stronger stylistic identity.

In 2005, the focus was on European markets, where the brand's presence has further consolidated, with the goal of developing the project over a two year period and then capitalizing on experience gained and entering new markets. Analyses performed in 2005 show a brand that has increasing brand recognition among consumers. An exemplary case is Spain, where just 4 years after launching the Natuzzi brand, it has become one of the most prestigious names in the furnishing sector.

*The new Natuzzi flagship store in Cologne*





**Ita/sofa**

*The Italian Touch*



## THE GROWTH OF ITALSOFA

The Italsofa line continues to demonstrate a remarkable ability to compete in the middle and promotional segment of the market. In 2005 growth of 26.1% was achieved through 104 models distributed through the wholesale channel. In line with market demand, in 2005 the Group invested in the new collection by introducing 29 models, developing upholsteries and the different functions.

This brand now also enjoys a dedicated, well-defined value chain, accomplished through specific product development, the creation of dedicated sales materials, and the identification of specific distribution channels characterized by sustainable high volumes. The 34% contribution to the Group's upholstery net sales, which was achieved over a relatively brief period, demonstrates the importance of this line. To support market demand, investments continued to increase production capacity in plants dedicated to sofas and armchairs in the Italsofa line.

In Brazil, construction was completed on a new plant in the city of Pojuca that is 30,000 square meters in size.

As of April 30, 2006, it employed 561 workers, a number that could rise to 700 when operations go into full swing. A plant already existing in Salvador de Bahia was also upgraded; it is approximately the same size as the new plant and employed, as of April 30, 2006, 712 workers with a production capacity of about 240,000 sofas and armchairs in 2005. In Brazil, greater production capacity is expected in 2006, and when in full operation, plants will be able to produce 3,000 sofas and armchairs a day for both plants.

In China, Italsofa Shanghai has completed the construction of a new industrial plant of about 43,500 square meters in size to accompany the existing 15,000 square meter plant. As at April 30, 2006, the two Chinese production plants employed a total of 1,340 workers, and in 2005 their production capacity, which will reach 3,500 sofas and armchairs a day in 2006, was 445,536 sofas and armchairs.

In Romania, a 70,200 square meter integrated cycle plant is in operation, from frame to sofa, and employed, as of April 30, 2006, about 1,410 workers. In 2005, 451,465 sofas and armchairs were produced, and in 2006 we will reach full production in Romania as well, with 2,400 sofas and armchairs a day expected to be produced.

Thus, between 2001 and April 30, 2006, a total of 5 plants were built from green field status, covering 186,700 square meters of surface area; 4,023 employees were hired, and a total of 4,758,381 (as of March 31, 2006) sofas and armchairs were produced and sold. Total sales revenues were over 740,000,000 euros, with a total investment of 99,500,000 euros.

## HUMAN RESOURCES

As of December 31, 2005, the Natuzzi Group employed 7,846 workers. Also in 2005, Natuzzi confirmed and expanded its international presence: personnel employed abroad in production and commercial structures amounted to 4,213 units, accounting for 53.7% of the total labor force.

In line with brand strategy and distribution development, the structure has proven to be market oriented: personnel working in Italy and elsewhere at the Corporate and Countries levels, in Sales Departments, Marketing, and Communication, has grown constantly and accounts for 11.5% of the total.

In the field of human resource management, work was done on a series of targeted actions:

- Internationalization of Management and structures through processes of placement, management and integration that are based on different situations yet are also capable of ensuring that we have one firm with a single corporate culture.
- Addition of new professional positions - both managerial and specialized - that are necessary to carry out the Brand initiative by covering new, sophisticated, uncommon operating areas.
- Ongoing training that is not only aimed at transferring technical know-how, but also at supporting and disseminating the basis for a brand initiative: total quality and customer service. In this area, more training was offered for sales representatives in Natuzzi Stores.

In 2005 the rigorous process of reorganization that had already begun in 2003 continued, including organizational and technological intervention in production plants as well as the simplification and reorganization of central service structures. In more detail, steps were taken to reduce the cost of labor in Italian production structures and corporate services, through special lay-off measures that affected about 300 workers.

This process was begun and managed through special agreements reached with management and labor and the Italian Ministry of Labor. No labor conflicts were reported.

## INFORMATION SYSTEMS

Increased activity in new foreign plants, store and gallery openings along with a consolidated distribution presence in 123 markets in the world, made new investments necessary in 2005 as well, in order to upgrade hardware and network architecture.

Software utilized to centrally manage supplies, production and services to the sales network is constantly upgraded in order to make processes more efficient and rationalized.

Hardware investments included servers, band operators and personal computers.

In 2005, installation of ERP (Enterprise Resource Planning) software was completed for the Finance unit at Italsofa Bahia Ltd, in addition to the subsidiaries Natuzzi Switzerland, Natuzzi Iberica, and Natuzzi Americas, which had already been computerized by 2003. The project underway will continue through computerization and the use of outside companies, in order to achieve greater integration of the Group's information systems.

Another project to be completed in the first half of the year will be equipping all the Group's distribution companies with special common, integrated software to manage retail sales, in order to meet the needs of all markets.

In 2005, additional resources were allocated to the Natuzzi Business Portal system, which had already been activated in previous years. The system allows each individual customer, in any part of the world, to use the Internet to connect to a reserved area of the Natuzzi site in order to view collections, receive information on versions and

prices for each product, place orders, and obtain confirmation that they have been received. Through the portal, customers may print invoices and receive information on the status of orders in production and anticipated delivery times.

The Natuzzi Business Portal is a flexible, interactive tool that combines personalized customer service with great efficiency within the sales department.



ATTACHED FORM 20-F

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**FORM 20-F**

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) (g) OF THE SECURITIES  
EXCHANGE ACT OF 1934 or

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

For the Fiscal Year Ended: **December 31, 2005**

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the Transition Period from            to

or

☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

Date of event requiring this shell company report \_\_\_\_\_

For the Transition Period from            to

Commission file number: **1-11854**

**NATUZZI S.p.A.**

(Exact name of Registrant as specified in its charter)

**NATUZZI S.p.A.**

(Translation of Registrant's name into English)

**Italy**

(Jurisdiction of incorporation or organization)

**Via Iazzitiello 47, 70029 Santeramo, Italy**

(Address of principal executive offices)

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Securities registered or to be registered pursuant to Section 12(b) of the Act:

Name of each class

Name of each exchange on which registered

**American Depositary Shares**

**New York Stock Exchange**

**Ordinary Shares with a par value of €1.0 each**

**New York Stock Exchange\***

**\* Not for trading, but only in connection with the registration of the American  
Depositary Shares**

- Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**
- Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**
- Outstanding shares of each of the issuer's classes of capital or common stock as of December 31, 2005: **54,681,628 Ordinary Shares**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes \_\_\_\_\_ No **X**

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Act of 1934.

Yes \_\_\_\_\_ No **X**

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes **X** No \_\_\_\_\_

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer \_\_\_\_\_ Accelerated filer **X** Non-accelerated filer \_\_\_\_\_

Indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 \_\_\_\_\_ Item 18 **X**

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes \_\_\_\_\_ No **X**

## TABLE OF CONTENTS

	<u>Page</u>
 <b>PART I</b>	
Item 1. Identity of Directors, Senior Management and Advisers .....	2
Item 2. Offer Statistics and Expected Timetable.....	2
Item 3. Key Information.....	2
Selected Financial Data .....	2
Exchange Rates .....	4
Risk Factors .....	4
Forward Looking Information .....	7
Item 4. Information on the Company.....	8
Introduction .....	8
Organizational Structure.....	9
Strategy .....	11
Manufacturing.....	12
Products .....	17
Markets .....	18
Incentive Programs and Tax Benefits .....	21
Management of Exchange Rate Risk .....	23
Trademarks and Patents.....	23
Regulation .....	23
Environmental Regulatory Compliance .....	23
Insurance .....	24
Description of Properties .....	24
Capital Expenditures.....	25
Item 4A. Unresolved Staff Comments .....	26
Item 5. Operating and Financial Review and Prospects .....	25
Critical Accounting Policies .....	26
Results of Operations.....	27
Liquidity and Capital Resources .....	35



# **TABLE OF CONTENTS** **(continued)**

	<u>Page</u>
Contractual Obligations and Commitments .....	36
Related Party Transactions .....	36
Research and Development.....	36
Trend Information and Guidance .....	37
New Accounting Standards under Italian and U.S. GAAP .....	37
Item 6. Directors, Senior Management and Employees. ....	40
Compensation of Directors and Officers .....	44
Share Ownership .....	44
Statutory Auditors.....	44
External Auditors .....	45
Employees .....	45
Item 7. Major Shareholders and Related Party Transactions.....	46
Major Shareholders .....	46
Related Party Transactions .....	47
Item 8. Financial Information.....	47
Consolidated Financial Statements .....	47
Export Sales .....	47
Legal and Governmental Proceedings .....	47
Dividends .....	48
Item 9. The Offer and Listing .....	49
Trading Markets and Share Prices .....	49
Item 10. Additional Information .....	51
By-laws .....	51
Certain Contracts .....	59
Exchange Controls .....	59
Taxation .....	59
Documents on Display .....	64
Item 11. Quantitative and Qualitative Disclosures About Market Risk.....	64

# **TABLE OF CONTENTS** **(continued)**

	<u>Page</u>
Item 12. Description of Securities Other than Equity Securities .....	66
<b>PART II .....</b>	<b>67</b>
Item 13. Defaults, Dividend Arrearages and Delinquencies .....	67
Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds .....	67
Item 15. Controls and Procedures .....	68
Item 16. [Reserved] .....	68
Item 16.A Audit committee financial expert .....	68
Item 16.B Code of Ethics .....	69
Item 16.C Principal Accountant Fees and Services .....	69
Item 16.D Exemptions from the Listing Standards for Audit Committees .....	70
Item 16.E Purchases of Equity Securities by the Issuer and Affiliated Purchasers .....	70
<b>PART III .....</b>	<b>71</b>
Item 17. Financial Statements .....	71
Item 18. Financial Statements .....	71
Item 19. Exhibits .....	71

## PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Beginning with the fiscal year ended December 31, 2002, Natuzzi S.p.A. (the “Company” and, together with its consolidated subsidiaries, the “Group”) has published its audited consolidated financial statements (the “Consolidated Financial Statements”) in euro, the single currency established for certain members of the European Union (including Italy) upon the commencement of the third stage of the European Monetary Union (the “EMU”) on January 1, 1999. For fiscal years ending before December 31, 2002, the audited Consolidated Financial Statements were published in Italian lire, which was legal tender in Italy prior to March 1, 2002. All amounts included in this annual report for each period ending prior to January 1, 2002 have been restated into euro amounts using the official lira-euro exchange rate as of January 1, 1999 (euro 1 is equal to lire 1,936.27).

In this annual report, references to “€” or “euro” are to the euro; references to “lira”, “lire” or “Lit.” are to the Italian *lira* (singular) or to the Italian *lire* (plural); and references to “U.S. dollars”, “dollars”, “U.S.\$” or “\$” are to United States dollars.

Amounts stated in U.S. dollars, unless otherwise indicated, have been translated from the euro amount by converting the euro amounts into U.S. dollars at the noon buying rate in New York City for cable transfers in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York (the “Noon Buying Rate”) for euros on December 30, 2005 of U.S.\$ 1.1842 per euro.

These foreign currency conversions in this annual report should not be taken as representations that the foreign currency amounts actually represent the equivalent U.S. dollar amounts or could be converted into U.S. dollars at the rates indicated.

The Consolidated Financial Statements included in Item 18 of this annual report are prepared in conformity with accounting principles established by the Italian accounting profession (“Italian GAAP”). These principles vary in certain significant respects from generally accepted accounting principles in the United States (“U.S. GAAP”). See Note 27 to the Consolidated Financial Statements included in Item 18 of this annual report. All discussions in this annual report are in relation to Italian GAAP, unless otherwise indicated.

In this annual report, the term “seat” is used as a unit of measurement. A sofa consists of three seats; an armchair of one.

On June 7, 2002 the Company changed its name from Industrie Natuzzi S.p.A. to Natuzzi S.p.A.

## **PART I**

### **Item 1. Identity of Directors, Senior Management and Advisers**

Not applicable.

### **Item 2. Offer Statistics and Expected Timetable**

Not applicable.

### **Item 3. Key Information**

#### **Selected Financial Data**

The following table sets forth selected consolidated financial data for the periods indicated and is qualified by reference to, and should be read in conjunction with, the Consolidated Financial Statements and the notes thereto included in Item 18 of this annual report and the information presented under “Operating and Financial Review and Prospects” included in Item 5 of this annual report. The income statement and balance sheet data presented below have been derived from the Consolidated Financial Statements.

The Consolidated Financial Statements, from which the selected consolidated financial data set forth below has been derived, were prepared in accordance with Italian GAAP, which differ in certain respects from U.S. GAAP. For a discussion of the principal differences between Italian GAAP and U.S. GAAP as they relate to the Group’s consolidated net earnings and shareholders’ equity, see Note 27 to the Consolidated Financial Statements included in Item 18 of this annual report.



**Year Ended At December 31,**

	2005	2005	2004	2003	2002	2001
	(millions of dollars, except per Ordinary Share) <sup>(2)</sup>		(millions of euro, except for Ordinary Share) <sup>(1)</sup>			
<b>Income Statement Data:</b>						
<i>Amounts in accordance with Italian GAAP :</i>						
Net sales:						
Leather- and fabric-upholstered furniture .....	\$704.4	€594.8	€665.5	€674.0	€734.7	€714.0
Other(3) .....	<u>88.9</u>	<u>75.1</u>	<u>87.9</u>	<u>95.6</u>	<u>70.4</u>	<u>72.1</u>
Total net sales .....	793.3	669.9	753.4	769.6	805.1	786.1
Cost of sales .....	(544.0)	(459.4)	(484.5)	(508.8)	(517.4)	(520.1)
Gross profit .....	249.3	210.5	268.9	260.8	287.7	266.0
Selling expenses .....	(215.8)	(182.2)	(188.2)	(179.3)	(145.4)	(134.8)
General and administrative expenses .....	(50.9)	(43.0)	(40.7)	(39.2)	(40.5)	(33.5)
Operating income (loss) .....	(17.4)	(14.7)	40.0	42.3	101.8	97.7
Other income (expense), net(4) (5) (6).....	3.5	3.0	(3.9)	3.7	14.5	(0.2)
Earnings (loss) before taxes and minority interests .....	(13.9)	(11.7)	36.1	46.0	116.3	97.5
Income taxes .....	(3.7)	(3.1)	(17.6)	(8.5)	(25.0)	(21.9)
Earnings (loss) before minority interests .....	(17.6)	(14.8)	18.5	37.5	91.3	75.6
Minority interest .....	0.3	0.2	(0.1)	(0.2)	0.1	-
Net earnings (loss) .....	(17.3)	(14.6)	18.4	37.3	91.4	75.6
Net earnings (loss) per Ordinary Share .....	(0.32)	(0.27)	0.34	0.68	1.67	1.37
<i>Amounts in accordance with U.S. GAAP :</i>						
Net earnings (loss) .....	(8.17)	(6.9)	18.8	38.0	92.0	71.1
Net earnings (loss) per Ordinary Share (basic and diluted).....	\$(0.15)	€(0.13)	€0.34	€0.70	€1.68	€1.29
Cash dividend per Ordinary Share .....	\$0.00	€0.00	€0.07	€0.14	€0.33	€0.29
Weighted average number of Ordinary Shares Outstanding.....	54,681,628	54,681,628	54,681,628	54,681,628	54,681,628	55,027,496
<b>Balance Sheet Data :</b>						
<i>Amounts in accordance with Italian GAAP :</i>						
Current assets .....	\$455.3	€ 384.5	€389.4	€383.1	€402.6	€491.9
Total assets .....	787.3	664.9	673.2	692.4	674.5	716.8
Current liabilities .....	161.3	136.2	131.5	125.2	128.7	252.5
Long-term debt .....	4.3	3.6	5.0	4.2	3.6	3.3
Minority interest .....	0.8	0.7	0.9	0.9	0.5	1.5
Shareholders' equity .....	560.1	473.0	487.9	515.1	495.8	428.5
<i>Amounts in accordance with U.S. GAAP :</i>						
Shareholders' equity .....	\$537.3	€453.7	€464.5	€452.3	€432.3	€364.4

1) All amounts in this annual report for the fiscal years ending before December 31, 2002 have been restated from lire to euro using the exchange rate of Lit. 1,936.27 per euro established in connection with the commencement of the third stage of the EMU. The Consolidated Financial Statements reported in euro depict the same trends as would have been presented if the Group had continued to present its financial statements in lire.

2) Amounts are translated into U.S. dollars by converting the euro amounts into U.S. dollars at the Noon Buying Rate for euros on December 30, 2005 of U.S.\$ 1.1842 per euro.

3) Sales included under "Other" principally consist of sales of polyurethane foam, living room accessories and leather to third parties.

4) Other income (expense), net is principally affected by gains and losses, as well as interest income and expenses, resulting from measures adopted by the Group in an effort to reduce its exposure to exchange rate risks. See Item 5, "Operating and Financial Review and Prospects — Results of Operations — 2005 Compared to 2004", Item 11, "Quantitative and Qualitative Disclosures about Market Risk" and Notes 3, 24 and 25 to the Consolidated Financial Statements included in Item 18 of this annual report.

5) Other income (expense), net, in 2005 was affected by the change in accounting principles for the translation of foreign subsidiaries' financial statements under Italian GAAP. See Note 3 (c) to the Consolidated Financial Statements.

6) Other income (expense), net, in 2005 was positively affected by revenues for capital grants. See Note 24 to the Consolidated Financial Statements.

## Exchange Rates

Fluctuations in the exchange rates between the euro and the U.S. dollar will affect the U.S. dollar amounts received by owners of American Depositary Shares (“ADSs”) on conversion by the Depositary (as defined below) of dividends paid in euro on the Ordinary Shares represented by the ADSs.

In addition, most of the Group’s costs are denominated in euro, while a substantial portion of its revenues is denominated in currencies other than the euro, including the U.S. dollar in particular. Accordingly, in order to protect the euro value of its foreign currency revenues, the Group engages in transactions designed to reduce its exposure to fluctuations in the exchange rate between the euro and such foreign currencies. See Item 5, “Operating and Financial Review and Prospects — Results of Operations — 2005 Compared to 2004” and Item 11, “Quantitative and Qualitative Disclosures about Market Risk”.

The following table sets forth the Noon Buying Rate for the euro expressed in U.S. dollars per euro.

<b>Year:</b>	<b>Average<sup>(1)</sup></b>	<b>At Period End</b>
2001.....	0.8909	0.8901
2002.....	0.9495	1.0485
2003.....	1.1411	1.2597
2004.....	1.2478	1.3538
2005.....	1.2400	1.1842
<hr/>		
<b>Month ending:</b>	<b>High</b>	<b>Low</b>
December 31, 2005.....	1.2041	1.1699
January 31, 2006.....	1.2287	1.1980
February 28, 2006.....	1.2100	1.1860
March 31, 2006.....	1.2197	1.1886
April 30, 2006.....	1.2624	1.2091
May 31, 2006.....	1.2888	1.2607

(1) The average of the Noon Buying Rates for the relevant period, calculated using the average of the Noon Buying Rates on the last business day of each month during the period.

The effective Noon Buying Rate on June 19, 2006 was 1.2577.

## Risk Factors

Investing in the Company’s ADSs involves certain risks. You should carefully consider each of the following risks and all of the information included in this annual report.

**The Group has a recent history of losses; the Group’s future profitability and financial condition depend on the successful implementation of its restructuring plan** - The Group experienced a 50.7% decrease in earnings in 2004, and net losses totaling €14.6 million in the fiscal year ended December 31, 2005. The Group attributes this downward trend to price

competition from low-cost manufacturers, recurring unfavorable currency conditions, and a generally unfavorable economy in Italy and Europe, as well as negative results achieved by some non-performing foreign retail units, particularly in the United Kingdom, specific inefficiencies in the Group's manufacturing operations and the higher impact of fixed costs resulting from a decrease in net sales. There is no guarantee that the Group will be able to achieve or maintain profitability in the future.

The Group's future operating and financial performance and business prospects will depend in large part on the successful implementation of the restructuring plan approved by the Group's Board of Directors on May 18, 2005, after the Group's first quarter 2005 results showed a continuing negative trend. The goals of the restructuring plan are recovering the Group's profitability and increasing its competitiveness by reducing manufacturing costs in Italy in order to create a more streamlined cost structure, increasing overall efficiencies, and closing non-performing retail units. The Plan is also aimed at regaining the Group's market share, especially in the medium-high end of the market, by differentiating the Group's brands from the competition and strengthening its market reputation. If the restructuring plan is not successful, there could be a material adverse effect on the Group's financial condition, results of operations and business prospects.

**Demand for furniture is cyclical and may fall in the future** - Historically, the furniture industry has been cyclical, fluctuating with economic cycles, and sensitive to general economic conditions, housing starts, interest rate levels, credit availability and other factors that affect consumer spending habits. Due to the discretionary nature of most furniture purchases and the fact that they often represent a significant expenditure to the average consumer, such purchases may be deferred during times of economic uncertainty.

In 2005, the Group derived 40.6% of its leather- and fabric-upholstered furniture net sales from the United States and the Americas and 52.7% from Europe. A prolonged economic slowdown in the United States and Europe may have a material adverse effect on the Group's results of operations.

**The Group operates principally in a niche area of the furniture market** - The Group is a leader in the production of leather-upholstered furniture, with 83.9% of net sales of upholstered furniture in 2005 being derived from the sale of leather-upholstered furniture. Leather-upholstered furniture represents a limited, but growing, portion of the market for upholstered furniture. Consumers have the choice of purchasing upholstered furniture in a wide variety of styles, and consumer preferences may change. There can be no assurance that the current market for leather-upholstered furniture will not decrease.

**The furniture market is highly competitive** - The Group operates in a highly competitive industry that includes a large number of manufacturers. No single company has a dominant position in the industry. Competition is generally based on product quality, brand name recognition, price and service.

The Group principally competes in the upholstered furniture sub-segment of the furniture market. In Europe, the upholstered furniture market is highly fragmented. In the United States, the upholstered furniture market includes a number of relatively large companies, some of which are larger and have greater financial resources than the Group. Some of the Group's competitors offer extensively advertised, well-recognized branded products.

Competition has increased significantly in recent years as foreign producers from countries with lower manufacturing costs have begun to play an important role in the upholstered furniture market. Such manufacturers are often able to offer their products at lower selling prices, which increases price competition in the industry. In particular, manufacturers in countries like China and the countries of Eastern Europe and South America have increased competition in the promotional or lower-priced segment of the market.

As a result of the actions and strength of the Group's competitors and the inherent fragmentation in some markets in which it competes, the Group is continually subject to the risk of losing market share, which may lower its sales and profits. Market competition may also force the Group to reduce prices and margins, thereby reducing its cash flows.

**Fluctuations in currency exchange rates may adversely affect the Group's results** - The Group conducts a substantial part of its business outside of the euro zone. A rise in the value of the euro relative to other currencies used in the countries in which the Group operates will reduce the relative value of the revenues from its operations in those countries, and therefore may adversely affect its operating results or financial position, which are reported in euro. In addition to this translation risk, the Group is subject to currency exchange rate risk to the extent that its costs are denominated in currencies other than those in which it earns revenues. In 2005, approximately 58% of the Group's net sales, but only approximately 44% of its costs, were denominated in currencies other than the euro. The Group is therefore exposed to the risk that fluctuations in currency exchange rates may adversely affect its results. For more information, see Item 11, "Quantitative and Qualitative Disclosures about Market Risk."

**The Group faces risks associated with its international operations** - The Group is exposed to risks that arise from its international operations, including changes in governmental regulations, tariffs or taxes and other trade barriers, price, wage and exchange controls, political, social, and economic instability in the countries where the Group operates, inflation and interest rate fluctuations. Any of these factors could have a material adverse effect on the Group's results.

**The price of the Group's principal raw material is difficult to predict** - Leather is used in approximately 79% of the Group's upholstered furniture production, and the acquisition of cattle hides represents approximately 35% of total cost of goods sold. The raw hides market's dynamics are dependent on the consumption of beef, the levels of worldwide slaughtering, worldwide weather conditions and on the level of demand in a number of different sectors, including the footwear, leather, automotive, furniture and clothing sectors. The Group's ability to increase product prices following increases in raw material costs is limited by market forces, and therefore the Group may not be able to maintain its margins during periods of significant increases in raw material costs.

**The Group's past results and operations have significantly benefited from government incentive programs which may not be available in the future** - Historically, the Group has derived significant benefits from the Italian Government's investment incentive programs for under-industrialized regions in Southern Italy, including tax benefits, subsidized loans and capital grants. See Item 4, "Information on the Company –Incentive Programs and Tax Benefits." The Italian Parliament has replaced these incentive programs with a new investment incentive program for all under-industrialized regions in Italy, which is currently being implemented through grants, research and development benefits. There can be no assurance that the Group will continue to be eligible for such grants, benefits or tax credits for its current or future investments in Italy.

In recent years, the Group has opened manufacturing operations in China, Brazil and Romania that have been granted tax benefits and export incentives. There can be no assurance that these tax benefits and export incentives will continue to be available to the Group in the future.

**The Group is dependent on qualified personnel** - The Group's ability to maintain its competitive position will depend to some degree upon its ability to continue to attract and maintain highly qualified managerial, manufacturing and sales and marketing personnel. There can be no assurance that the Group will be able to continue to recruit and retain such personnel. In particular, the Group has been dependent on certain key management personnel in the past, and there can be no assurance that the loss of key personnel would not have a material adverse effect on the Group's results of operations.

**Investors may face difficulties in protecting their rights as shareholders or holders of ADSs** - The Company is incorporated under the laws of the Republic of Italy. As a result, the rights and obligations of its shareholders and certain rights and obligations of holders of its ADSs are governed by Italian law and the Company's *Statuto* (or By-laws). These rights and obligations are different from those that apply to U.S. corporations. Furthermore, under Italian law, holders of ADSs have no right to vote the shares underlying their ADSs, although under the Deposit Agreement, ADS holders have the right to give instructions to The Bank of New York, the ADS depositary, as to how they wish such shares to be voted. For these reasons, the Company's ADS holders may find it more difficult to protect their interests against actions of the Company's management, board of directors or shareholders than they would as shareholders of a corporation incorporated in the United States.

**Control of the Company** - Mr. Pasquale Natuzzi, who founded the Company and is currently Chairman of the Board of Directors, owns 47.6% of the issued and outstanding Ordinary Shares of the Company (52.8% of the Ordinary Shares if the Ordinary Shares owned by members of Mr. Natuzzi's immediate family (the "Natuzzi Family") are aggregated). As a result, Mr. Natuzzi controls the Company, including its management and the selection of its Board of Directors. Since December 16, 2003, Mr. Natuzzi has held his entire beneficial ownership of Natuzzi S.p.A. shares (other than 196 ADSs) through INVEST 2003 S.r.l., an Italian holding company (having its registered office at Via Gobetti 8, Taranto, Italy) wholly-owned by Mr. Natuzzi.

In addition, the Natuzzi Family has a right of first refusal to purchase all the rights, warrants or other instruments which The Bank of New York, as Depositary under the Deposit Agreement dated as of May 15, 1993, as amended and restated as of December 31, 2001 (the "Deposit Agreement"), among the Company, The Bank of New York, as Depositary (the "Depositary"), and owners and beneficial owners of American Depositary Receipts ("ADRs"), determines may not lawfully or feasibly be made available to owners of ADSs in connection with each rights offering, if any, made to holders of Ordinary Shares.

Because a change of control of the Company would be difficult to achieve without the cooperation of Mr. Natuzzi and the Natuzzi Family, the holders of the Ordinary Shares and the ADSs may be less likely to receive a premium for their shares upon a change of control of the Company.

### **Forward Looking Information**

Natuzzi makes forward-looking statements in this annual report. Statements that are not historical facts, including statements about the Group's beliefs and expectations, are forward-looking statements. Words such as "believe", "expect", "intend", "plan" and "anticipate" and similar expressions are intended to identify forward-looking statements but are not exclusive means of

identifying such statements. These statements are based on current plans, estimates and projections, and therefore readers should not place undue reliance on them. Forward-looking statements speak only as of the dates they were made, and the Company undertakes no obligation to update or revise any of them, whether as a result of new information, future events or otherwise.

Forward-looking statements involve inherent risks and uncertainties. The Company cautions readers that a number of important factors could cause actual results to differ materially from those contained in any forward-looking statement. Such factors include, but are not limited to: effects on the Group from competition with other furniture producers, material changes in consumer demand or preferences, significant economic developments in the Group's primary markets, significant changes in labor, material and other costs affecting the construction of new plants, significant changes in the costs of principal raw materials, significant exchange rate movements or changes in the Group's legal and regulatory environment, including developments related to the Italian Government's investment incentive or similar programs. Natuzzi cautions readers that the foregoing list of important factors is not exhaustive. When relying on forward-looking statements to make decisions with respect to the Company, investors and others should carefully consider the foregoing factors and other uncertainties and events.

#### **Item 4. Information on the Company**

##### **Introduction**

The Group is primarily engaged in the design, manufacture and marketing of contemporary and traditional leather- and fabric-upholstered furniture, principally sofas, loveseats, armchairs, sectional furniture, motion furniture and sofa beds, and living room accessories. The Group aims to position the Natuzzi brand at the high end of the upholstered furniture market. The Group has structured its product portfolio around three distinct collections: Natuzzi products in the medium-high segment of the market, the Pasquale Natuzzi collection covering the high-end segment and the Italsofa line the lower-end.

The Group is the world's leader in the production of leather-upholstered furniture and has a leading share of the market for leather-upholstered furniture in the United States and Europe (as reported by CSIL ("CSIL"), an Italian market research firm, with reference to market information related to the year 2005). In 2000, the Company launched "Italsofa", a new promotional brand aimed at the lower-priced segment of the upholstery market, while in January 2002, the Company introduced the new logo for the "Natuzzi" brand, which is aimed at identifying the Company's medium to high end of the market products. The Group currently designs 100% of its products and manufactures, directly or through third parties, approximately 53% of its products in Italy. Production outside of Italy is mainly for the Italsofa brand. Within Italy, the Group sells its furniture principally through franchised *Divani & Divani by Natuzzi* furniture stores. As at April 30, 2006, 130 *Divani & Divani by Natuzzi* stores and 1 *Natuzzi Store* were located in Italy. Outside of Italy, the Group sells its furniture principally on a wholesale basis to major retailers and, as at April 30, 2006, through 149 "Natuzzi" and "Divani & Divani by Natuzzi" stores.

On June 7, 2002 the Company changed its name from *Industrie Natuzzi S.p.A.* to *Natuzzi S.p.A.* The *Statuto*, or by-laws, of the Company provide that the duration of the Company is until December 31, 2050. The Company, which operates under the trademark "Natuzzi", is a *società per azioni* (stock company) organized under the laws of the Republic of Italy and was established in 1959 by Mr. Pasquale Natuzzi, who is currently Chairman of the Board of Directors and controlling



shareholder of the Company. Substantially all of the Company's operations are carried out through various subsidiaries that individually conduct a specialized activity, such as leather processing, foam production and shaping, furniture manufacturing, marketing or administration.

In an effort to maximize the efficiency of the Group's organizational structure, at an extraordinary general meeting held on November 21, 2003, the Company's shareholders approved the merger of Style & Comfort S.r.l into the Company (the Company owned 100% of the capital stock of Style & Comfort S.r.l. prior to the merger). The merger became effective on January 1, 2004.

The Company's principal executive offices are located at Via Iazzitiello 47, 70029 Santeramo, Italy, which is approximately 25 miles from Bari, in Southern Italy. The Company's telephone number is: +39 080 8820-111. The Company's distribution subsidiary in the United States is Natuzzi Americas, Inc. ("Natuzzi Americas"), located at 130 West Commerce Avenue, High Point, North Carolina 27260 (telephone number +1 336 888-0351).

### **Organizational Structure**

As at April 30, 2006, the Company's principal operating subsidiaries are:

<b><u>Name</u></b>	<b><u>Percentage of ownership</u></b>	<b><u>Registered office</u></b>	<b><u>Activity</u></b>
Italsofa Bahia Ltd	97.99	Bahia, Brazil	(1)
Minuano Nordeste S.A.	100.00	Pojuca, Brazil	(1)
Italsofa Shanghai Ltd	100.00	Shanghai, China	(1)
Softaly Shanghai Ltd	100.00	Shanghai, China	(1)
Italsofa Romania	100.00	Baia Mare, Romania	(1)
Natco S.p.A.	99.99	Bari, Italy	(2)
I.M.P.E. S.p.A.	90.83	Qualiano, Italy	(3)
Divani Due S.r.l.	100.00	Verona, Italy	(4)
Koineé S.r.l.	100.00	Montesilvano, Italy	(4)
Nacon S.p.A.	100.00	Bari, Italy	(4)
Natuzzi Americas Inc.	100.00	High Point, NC, USA	(4)
Natuzzi Iberica S.A.	100.00	Madrid, Spain	(4)
Natuzzi Switzerland AG	97.00	Kaltbrunn, Switzerland	(4)
Natuzzi Nordic	100.00	Copenhagen, Denmark	(4)
Natuzzi Benelux S.A.	100.00	Geel, Belgium	(4)
Natuzzi Germany GmbH	100.00	Dusseldorf, Germany	(4)
Natuzzi Sweden AB	100.00	Stockholm, Sweden	(4)
Natuzzi Japan KK	100.00	Tokyo, Japan	(4)
Natuzzi Services Limited	100.00	London, UK	(4)
La Galleria Limited	100.00	London, UK	(4)
Kingdom of Leather Trustees Limited	100.00	London, UK	(5)
Natuzzi Netherlands Holding	100.00	Amsterdam, Holland	(5)
Natuzzi United Kingdom Limited	100.00	London, UK	(5)
Natuzzi Trade Service S.r.l.	100.00	Bari, Italy	(6)
Kingdom of Leather Limited	100.00	London, UK	(7)
Italholding S.r.l.	100.00	Bari, Italy	(7)
Lagene S.r.l.	100.00	Bari, Italy	(7)
Natuzzi Asia Ltd	100.00	Hong-Kong, China	(7)

- 
- (1) Manufacture and distribution
  - (2) Intragroup leather dyeing and finishing
  - (3) Production and distribution of polyurethane foam
  - (4) Distribution
  - (5) Investment holding
  - (6) Transportation services
  - (7) Not operational

See Note 1 to the Consolidated Financial Statements for further information on the Company's subsidiaries.

## Strategy

The Group's primary objective is to expand and strengthen its presence in the global upholstered furniture market in terms of sales and production, while at the same time increasing the Group's profit and efficiency. To achieve these objectives, the Group's principal strategic objectives include:

**Improving efficiency and reducing operating costs** - Due to recurring unfavorable currency conditions, pricing pressure especially in the U.S. and general economic conditions that have negatively affected order flows for Natuzzi-branded products, and as part of the Group's ongoing efforts to become more efficient and competitive, on May 18, 2005, the Group's Board of Directors approved a new restructuring plan. The plan is aimed at reducing manufacturing costs in Italy, increasing overall efficiencies so that the Group may become more competitive, recovering profitability through the closing of non-performing retail units and regaining market share especially in the medium-high end of the market, where the Group continues to invest in the Natuzzi brand.

At the time of its inception, the restructuring plan provided for, among other measures, a temporary work force reduction ("*Cassa Integrazione Guadagni* - CIG") of 1,320 positions by the end of 2005 in all departments across the Company, in order to reduce manufacturing costs in Italy. However, due to the accumulation of orders during the summer, and in order to provide for the seasonal increase in order flow reported beginning in the second quarter of 2005, in September 2005 the Group decided to call back about 90% of the workers that were temporarily laid off at the Italian factories. Recently the Group obtained an extension of the temporary work force reduction to cover the period June 2006 – June 2008 to allow the group to complete all the initiatives and investments to recover profitability and efficiency specifically in the Italian plants. The Group has agreed with the Italian Unions that the number of positions that will be affected by the temporary workforce reduction during the period will not be more than 508.

**Geographical expansion** - The Group first targeted the United States market in 1983 and subsequently began diversifying its geographic markets, particularly in the highly fragmented European markets (outside of Italy). According to the most recent data available for the year 2005 (source CSIL), the Group is the leader in the leather-upholstered furniture segment in the United States, with a 8.1% market share, and in Europe, with 6.5%. The Group continues to focus on sales and to expand its retail presence outside of its core markets.

**Retail program and brand development** - The Group has made significant investments to improve its existing distribution network and strengthen its brand, primarily through the establishment of new distribution subsidiaries, the acquisition of companies with existing networks of retail stores, and an increase in the number of Natuzzi stores and Natuzzi Galleries worldwide. See "—Markets". As of April 30, 2006, there were 280 *Natuzzi* stores worldwide, including *Divani and Divani by Natuzzi* stores. The Natuzzi Galleries program was launched in 2002 and the number of galleries worldwide reached 594 as of April 30, 2006. By using the same creative concepts and internal decorations in Natuzzi stores and Natuzzi Galleries, the Group has created a coherent identity for the Natuzzi brand. The Group plans to open additional Natuzzi Stores and Galleries in strategic geographical locations to strengthen its presence in Italy and abroad and is committed to making the marketing investments necessary to increase brand recognition in these markets.

**Product diversification** - The Group has taken a number of steps to broaden its product lines, including the development of new models, such as motion furniture, and the introduction of

new materials and colors, including select fabrics and microfibers. See “—Manufacturing—Raw Materials” The Group also strives to expand and add value to its product offerings through its “*Decorator*” concept, which provides customers with “total look room package solutions.” See “—Products.” The Group believes that this approach will also strengthen its relationships with the world’s leading distribution chains, which are interested in offering branded propositions. The Group has invested in Natuzzi Style Centers in Santeramo to serve as a creative hub for the Group’s design activities.

**Expansion in all price segments** - The Group is expanding in all price segments of the leather and non-leather upholstered furniture market. The Italsofa lower-priced brand, launched in October 2000, competes in the lower end of the upholstered furniture market and represented about 48.4% of total seats sold by the Group in 2005. Faced with increased competition in this price range, the Group has increased its production capacity and efficiency by investing in production facilities in Brazil, China and Romania, while continuing to emphasize the style and quality associated with the Natuzzi brand. The “Pasquale Natuzzi Collection” competes in the higher end of the upholstered furniture market and offers customers products that are of the highest quality and distinctive in terms of design, materials and project development.

### **Manufacturing**

As at April 30, 2006, the Group manufactured its products in 11 production facilities located in Italy. Eight of the facilities are engaged in upholstery cutting and sewing and assembly of finished and semi-finished products, and employed 2,579 workers, as at April 30, 2006, 35.2% of whom are not directly involved in production. The Group’s production facilities are located either in, or within a 25-mile radius of, Santeramo, where the Group’s headquarters are located. The assembly operations carried out at the Group production facilities also include the attaching of the foam and covering to the frames.

These operations retain many characteristics of production by hand and are coordinated at the production facilities through the use of a management information system that identifies by number (by means of a bar-code system) each component of every piece of furniture, and facilitates its transit through the different production phases up to the storehouse. As part of an effort to decrease costs through increased productivity and flexibility, automatic guided vehicles supervised by a central computer have been installed at one of the Group’s principal assembly facilities to move products through the production chain. In other facilities, materials are currently moved by hand or conveyor belt. Operations at all of the Group’s production facilities are normally conducted Monday through Friday with two eight-hour shifts per day.

Two of the Group’s production facilities are involved in the processing of leather hides to be used as upholstery. One of the facilities is a leather dyeing and finishing plant located near Udine. The Udine facility receives both raw and tanned cattle hides, sends raw cattle hides to subcontractors for tanning, and then dyes and finishes the hides. The other facility, located near Vicenza, is a warehouse that receives semi-finished hides and sends them to various subcontractors for processing, drying and finishing, and then arranges for the finished leather to be shipped to the Group’s assembly facilities. Hides are tanned, dyed and finished on the basis of orders given by the Group’s central office in accordance with the Group’s “on demand” planning system, as well as on the basis of estimates of future requirements. The movement of hides through the various stages of processing is monitored through the management information system. See “— ‘Supply-Chain Management’”.

The Group produces, directly and by subcontracting, 10 grades of leather in approximately 40 finishes and 274 colors. The hides, after being tanned, are split and shaved to obtain uniform thickness and separated into “top grain” and “split” (top grain leather is used, in varying quantities, in the manufacture of all Natuzzi-branded leather products, while split leather is used in addition to top grain leather in some of the Group’s lower -priced products). The hides are then colored with dyes and treated with fat liquors to soften and smooth the leather, after which they are dried. Finally, the semi-processed hides are treated to improve the appearance and strength of the leather and to provide the desired finish. The Group also purchases finished hides from third parties.

One of the Group’s production facilities, which is located near Naples and employed 60 workers as at April 30, 2006, is engaged in the production of flexible polyurethane foam and, because the facility’s production capacity is in excess of the Group’s needs, also sells foam to third parties. The foam produced at the Naples facility pursuant to a patented process results in a high-quality material without using any auxiliary blowing agent and is sold under the “Eco-Flex<sup>TM</sup>” trade name. A material specially designed for mattresses is also produced and sold under the “Greenflex<sup>TM</sup>” trade name. As a result of intensive R&D activity, the Company has developed a new family of high resilient materials. The different polymer matrix is safer because of its improved flame resistance, and more environmentally-friendly because it can be disposed of without harmful by-products and because the raw materials used to make it create less harmful environmental impact during handling and storage.

The Group owns the land and buildings for its principal assembly facilities located in Santeramo, Matera and Altamura, its leather dyeing and finishing facility located near Udine, its foam-production facility located near Naples and its facilities located in Ginosa, Laterza, Brazil, Romania and the new plant in China (for the use of which the land is franchised by the Government for 50 years), while the land and buildings of the remaining production facilities are leased from lessors, with several of whom the Group enjoys long-term relationships. Although the lease terms are of varying lengths, Italian law provides that any such lease must have a minimum term of six years. This minimum term, however, is enforceable only by the lessee. The lease agreements provide for rents that generally increase each year in line with inflation. Management believes that the prospects are good for renewing the agreements on acceptable terms when they expire. The Group owns substantially all the equipment used in its facilities.

In 2000, the Group announced the launch of a new, lower-priced upholstered furniture collection, known as Italsofa. The Group currently manufactures the Italsofa Collection outside Italy at plants located in Brazil, China and Romania; if orders exceed production capacity at these other plants, Italsofa products are also manufactured in the Company’s Italian plants.

Historically, the Group has entrusted some of its production work relating to the assembly of finished products from raw materials and finished parts to subcontractors located within a 20-mile radius of Santeramo (about 14% of Natuzzi’s production during the year ended on December 31, 2005). The Group’s contracts with these subcontractors provide that the Group will supply to each subcontractor product designs, finished leather, pre-cut cushions, wooden frames and other assembly materials. The subcontractors are required to assemble these materials into finished products.

The furniture is assembled at a fixed cost per unit that is set to increase annually in line with inflation. These contracts have an indefinite term, subject to termination by either party with prior notice (generally one month).

**Raw Materials** - The principal raw materials used in the manufacture of the Group’s products are cattle hides, polyurethane foam, polyester fiber, wood and wood products.

The Group purchases hides from slaughterhouses and tanneries located mainly in Italy, Brazil, Colombia, Australia, Germany, Uruguay, Scandinavian countries, the United States, and Eastern Europe. The hides purchased by the Group are divided into several categories, with hides in the lowest categories being purchased mainly in Brazil, Colombia, and Ukraine; those in the middle categories being purchased mainly in Australia, Uruguay, Italy and the United States and those in the highest categories being purchased in Germany and Scandinavian countries. A significant number of hides in the lowest categories are purchased at the “wet blue” stage — *i.e.*, after tanning — while some hides purchased in the middle and highest categories are unprocessed. The Group has implemented a leather purchasing policy according to which a percentage of leather is purchased at a finished or semi-finished stage. Therefore, the Group has had a smaller inventory of “split leather” to sell to third parties. Approximately 80% of the Group’s hides are purchased from 20 suppliers, with whom the Group enjoys long-term and stable relationships. Hides are generally purchased from the suppliers pursuant to orders given every one to two months specifying the number of hides, the purchase price and the delivery date.

Hides purchased from Europe are delivered directly by the suppliers to the Group’s leather facilities near Udine and Vicenza, while those purchased overseas are inspected overseas by technicians of the Group, delivered to an Italian port and then sent by the Group to the Udine facility and subcontractors. Management believes that the Group is able to purchase leather hides from its suppliers at reasonable prices as a result of the volume of its orders, and that alternative sources of supply of hides in any category could be found quickly at an acceptable cost if the supply of hides in such category from one or several of the Group’s current suppliers ceased to be available or was no longer available on acceptable terms. The supply of raw cattle hides is principally dependent upon the consumption of beef, rather than on the demand for leather.

During most of 2005, the prices paid by the Group remained stable, but during the last quarter of the year prices have increased, especially on the Brazilian market. The factors influencing the leather prices increasing in the last quarter of the year were due to a reduction in red meat consumption and the exchange rate of the currencies in the markets where we operate. The Group believes that these same conditions will influence the price of cattle hides in 2006 more significantly than in 2005 and is continuing to research new suppliers and sources of cattle hides.

The Group also purchases fibers and microfibers for use in coverings. Both kinds of coverings are divided into several price categories: most fabrics are in the highest price categories, while the most inexpensive of the microfibers are in the lowest price categories. Fabrics are purchased exclusively in Italy from six suppliers who provide the product at the finished stage. Microfibers are purchased in Italy, South Korea, Taiwan and Japan from four suppliers who provide them at the finished stage. Microfibers purchased from the Group’s Italian supplier are in some cases imported by the supplier at the greige or semi-finished stage and then finished (dyed and bonded) in Italy. The microfibers purchased from the Group’s Japanese supplier are the only microfibers the Group purchases in the highest price category. Fabrics and microfibers are generally purchased from the suppliers pursuant to orders given every week specifying the quantity (in linear meters) and the delivery date. The price is determined before the fiber or microfiber is introduced into the collection.

Fabrics and microfibers purchased from the Italian suppliers are delivered directly by the suppliers to the Group’s facility in Matera, while those purchased overseas are delivered to an Italian port and then sent to the Matera facility. Only microfibers purchased in Taiwan and South Korea are delivered directly by the suppliers to Chinese and Brazilian ports and then sent to the Shanghai,



Salvador de Bahia and Pojuca facilities. The Group is able to purchase such products at reasonable prices as a result of the volume of its orders. The Group continuously searches for alternative supply sources in order to obtain always the best product at the best price.

Price performance of fabrics is quite different from that of microfibers. Because fabrics are purchased exclusively in Italy and are composed of natural fibers, their prices are influenced by the cost of labor and the quality of the product. During 2005, fabric prices were stable due to long-term relationships with suppliers and the large volumes purchased by the Group, despite the increases in the cost of raw materials and oil. Microfiber prices have decreased due to the introduction of new suppliers and the renegotiation of prices with current suppliers. The price of microfibers is mainly influenced by the international availability of high-quality products and raw materials at low costs especially from Asian markets.

The Group obtains the chemicals required for the production of polyurethane foam from major chemical companies located in Europe (including Germany, Italy and the United Kingdom) and the polyester fiber filling for its polyester fiber-filled cushions from several suppliers, located mainly in Korea, China and Taiwan. The chemical components of polyurethane foam are petroleum-based commodities, and the prices for such components are therefore subject to, among other things, fluctuations in the price of crude oil. The Group obtains wood and wood products for its wooden frames from suppliers in Italy and Eastern Europe. Through its plants located in Romania, the Group has begun engaging directly in the cutting and transformation of wood from Romanian forests.

With regard to the Group's collection of home furnishing accessories (tables, lamps, carpets, home accessories in different materials), most of the suppliers are located in Italy and other European countries, while some hand-made products (such as carpets) are made in India.

### **“Supply-chain Management”**

**Organization.** In order to speed up the processing of information and material, the Group has set up a new organization. Starting in June 2004, all functions of the supply chain have been aggregated in the HQ Logistics Department according to modern models of Supply Chain Organizations. This type of organization ensures that information and material flows are organized, synchronized and efficient, and consequently it also improves customer service as well.

**Planning (order management, production, procurement).** The Group schedules its manufacture and procurement of raw materials and components “on demand”. This system allows the Group to manage a high number of product combinations (in terms of number of models, versions and covering codes) that are offered to customers around the world while maintaining a high level of customer service and low inventory. “On demand” planning reduces the risk of obsolescence even if the products have short lifespans. The Group's material flow policies, which are defined by the Group's Logistics Director, have reduced all lead times (except those due to orderbooking backlog, a process that is not managed by the Group's Logistics Department) to five weeks (average of all orders). Special programs with three-week lead times are provided for a limited number of customers and limited collections and product combinations. The lead times can be longer than described above when an unusually high level of orders are made. The time required for the delivery to the customer varies depending on where the customer is located (transport lead times vary widely depending on the distance between the final destination and the production units).

All planning activities (finished goods load optimization, customer order acknowledgement, production and suppliers' planning) are synchronized in order to guarantee that during the production

process, the correct materials are located in the right place at the right time, thereby achieving a maximum level of service as well as minimum handling and transportation costs. This system is used for all products and markets in which the Group sells its goods. For example, in the case of furniture being purchased by a U.S. customer, as soon as an order is sent to the Group's sales office in the United States (High Point, North Carolina), the data is entered directly into the Group's central computer system, thus saving administrative lead time and allowing the Group to operate more efficiently.

In order to incur the lowest costs and achieve the best product quality, the Group attains the optimum load level for shipping through the use of "tailor made" software. Since the prices quoted to customers are based on shipments of full containers, if a customer's order does not represent optimal use of container space, revisions to the customer's order will be suggested. Upon finalization of the customer's order, the computer system generates an order proposal that is reviewed to determine feasibility in terms of the types of products, quantity and timing. In order to improve and adapt the above mentioned software to Natuzzi needs, a new research project has been launched in cooperation with the University of Bari and the University of Copenhagen. The expected result is a reduction in transportation costs in the medium- to long-term future.

This planning process allows for the optimum use of the available technology, capacity and human resources, while minimizing costs and achieving high quality. Once production is scheduled, the Group's "Material Requirement Planning Information System" produces a proposed list of raw materials and components to be ordered. This list is analyzed, reviewed and combined with the Group's global procurement scheduling. All purchases from suppliers are then planned. Procurement lead times are relatively short; leather is generally available within three weeks of ordering and certain components are supplied by a "ready from stock" service. The Group strives to achieve optimum levels of service while keeping inventory low, and to that end the Group constantly seeks, through a synergic collaboration between the Sales and Logistics departments, to improve its capacity to forecast future demand.

**Transportation.** The Group delivers goods to customers by common carriers. Those goods destined for the Americas and other markets outside Europe are transported by sea in 40' high cube containers, while those produced for the European market are generally delivered by truck and, in some cases, by railway. In 2005, the Group shipped 13,327 containers (40'hc) to overseas countries and approximately 8,465 full load mega-trailer trucks to European destinations. In order to guarantee the best price and quality of transportation services, the Group deals directly with shipping companies and logistic operators without resorting to the use of intermediaries.

The Group relies principally on several shipping and trucking companies operating under "time-volume" service contracts to deliver its products to customers and to transport raw materials to the Group's plants and processed materials from one plant to another. In general, the Group prices its products to cover its door-to-door shipping costs, including all customs duties and insurance premiums. Some of the Group's overseas suppliers are responsible for delivering raw materials to the port of departure, therefore transportation costs for these materials are generally under the Group's control.

Since September 2003 the Group has operated an on-line Transportation Portal to enable transportation suppliers to provide the Group and its sales force, as well as some customers, an order status report on their assigned shipment, which includes rail station /port arrival, re-shipment and final delivery.

## Products

The Group produces a vast range of upholstered furniture in both leather and fabric in three different styles that reflect the different tastes and lifestyles of our customers: Casual, Urban and Vintage.

Through this subdivision of three stylistic worlds, where each is characterized by particular colors, ambiance and emotions, the Group is able to establish an immediate connection with different target groups, offering them the best living solution.

The Group's product range falls within five broad categories of furniture: stationary furniture (sofas, loveseats and armchairs); sectional furniture; motion furniture; sofa beds and occasional chairs (including recliners and body massage chairs). The Group offers its products in 375 different models, 10 leather grades, 31 leather finishes and 230 colors; 7 fabric grades, 23 fabric finishes and 127 colors; and 3 microfiber grades, 4 microfiber finishes and 62 colors. Each of the Group's models is generally offered in various forms (e.g., sofa, loveseat, armchair, ottoman, sectional components, motion mechanism and body massage chairs). Each model is offered at prices that vary depending principally on the quality and finish of the leather (including whether it is top grain only leather or top grain with split) and the quality of the cushions (including whether they are foam, polyester fiber or feather).

In addition to the main collection, the Group offers two specialized product lines. The Pasquale Natuzzi Collection includes all three lifestyles mentioned above and represents the highest segment of the Natuzzi brand. It is characterized by a clear elegance achieved through materials and stylistic details that bring out the uniqueness of each creation in this collection. The Italsofa Collection, the Group's promotional line launched in October 2000, has been successful beyond all predictions, achieving the difficult balance between lower sales prices and Italian style and high quality. Currently there are 104 models in this collection. Based on the results of this collection, the Group offers different coverings for Italsofa products in the Group's different markets. For the Americas and the Asia Pacific market, leather coverings are offered in 4 grades, 12 finishes and 88 colors, and microfiber coverings are offered in 3 grades, 3 finishes and 34 colors. By contrast, in EMEA (Europe, Middle East and Africa), leather coverings are offered in 4 grades, 12 finishes and 82 colors and microfiber coverings are offered in 3 grades, 4 finishes and 42 colors.

The Group's strategy has been to reduce the number of models offered while increasing the available number of versions. This reduction in complexity provides a clearer, more customer-oriented vision for the whole organization. The high degree of personalization offered within each of the lifestyle lines allows the Group to satisfy a wide range of customer tastes and preferences. In addition, by observing consumer choices about product personalization, the Group's Research and Development department is able to monitor trends and respond to changes in consumer preferences in a timely and focused manner.

Beyond its upholstered furniture offerings, the Group is committed to developing innovative enhancements to more traditional living room sets (composed of 3-seater/2-seater/chair solutions) through the introduction of accessory furnishings such as coffee tables, lamps, rugs, and wall units. The Group has thus diversified its product line with a new collection of occasional furniture and accessories. The Group aims to keep this collection small, while offering a complete selection to satisfy the different living space needs and tastes of its customers.

The Group creates new items in response to market demand, concentrating on style, price and dimension. The Group performs extensive and meticulous market analysis of the market segments in which the Group operates, which is generally highly accurate.

The marketing strategy of the Group is based on offering new models and products with a certain regularity. In the design and creation phase of the new models, the designers' group is completely dedicated to the study and definition of trends and innovative designs, while keeping in mind the price point objectives indicated by the Group's market analysis. Only occasionally do the Group's designers project new models at the specific request of large customers.

One of the most important tasks on which the Research and Development department focuses is ensuring that the "points of sale" for Natuzzi products are consistent with the Natuzzi brand image and well-adapted to the targeted market segment. The Group's store-level marketing communication system has been completely re-designed with the aim of reaching customers more directly and incisively. The Group believes that this service simplifies the work of its retailers, which otherwise are forced to put together single elements coming from different suppliers and to have interior decorators dedicated to offering decorating solutions to customers. We believe that the Group is uniquely capable of offering customers complete furnishing solutions.

## Markets

The Group markets its products internationally as well as in Italy. Outside Italy, the Group sells its leather furniture principally on a wholesale basis to major retailers and furniture stores. In 1990, the Group began selling its leather-upholstered products in Italy and abroad through franchised *Divani & Divani* by Natuzzi and *Natuzzi* furniture stores. Since 2001 the Group has also sold its furniture through directly owned *Divani & Divani* by Natuzzi and *Natuzzi* stores.

In 2005 the Group derived 40.6% of its leather- and fabric-upholstered furniture net sales from the United States and the Americas, 52.7% from Europe and 6.7% from the rest of the world (mainly Australia and Japan). See "— Strategy."

The following tables show the leather- and fabric-upholstered furniture net sales and unit sales (in seats) of the Group broken down by geographic market for each of the years indicated:

**Leather- and Fabric-Upholstered Furniture Net Sales (millions of euro)**

	2005		2004		2003		2002		2001	
U.S. and the Americas <sup>(1)</sup>	241.7	40.6%	279.4	42.0%	320.1	47.5%	366.4	49.9%	356.4	49.9%
Europe .....	313.2	52.7%	340.1	51.1%	313.5	46.5%	326.5	44.4%	317.9	44.5%
Rest of the World ..	39.9	6.7%	46.0	6.9%	40.4	6.0%	41.8	5.7%	39.7	5.6%
Total .....	594.8	100.0%	665.5	100.0%	674.0	100.0%	734.7	100.0%	714.0	100.0%

**Leather- and Fabric-Upholstered Furniture Net Sales (in seats)(2)**

	2005		2004		2003		2002		2001	
U.S. and the Americas <sup>(1)</sup>	1,386,329	49.3%	1,564,901	51.0%	1,699,160	55.6%	1,572,879	52.0%	1,376,818	47.9%
Europe .....	1,262,887	44.9%	1,319,740	43.0%	1,181,566	38.6%	1,278,296	42.2%	1,323,736	46.0%
Rest of the World ..	162,523	5.8%	186,330	6.0%	178,109	5.8%	176,483	5.8%	175,704	6.1%
Total .....	2,811,739	100.0%	3,070,971	100.0%	3,058,835	100.0%	3,027,658	100.0%	2,876,258	100.0%

- (1) Outside the United States, the Group also sells its products to customers in Canada and Central and South America (collectively, the “Americas”).
- (2) Includes seats produced at Group-owned facilities and by subcontractors. Seats are a unit measurement. A sofa consists of three seats; an armchair of one.

**1 United States and the Americas.** In 2005, net sales of leather- and fabric-upholstered furniture in the United States and the Americas decreased 13.5% to €241.7 million, compared to €279.4 million in 2004, and the number of seats sold decreased 11.4% to 1,386,329, compared to 1,564,901 in 2004.

The Group’s sales in the United States and the Americas are handled by Natuzzi Americas, the Group’s distribution subsidiary for North and Latin America, which maintains offices in High Point, North Carolina, the heart of the most important furniture manufacturing and distributing region in the United States. The staff at High Point provides customer service, marketing and logistics, handles finance and collections, and generally acts as the customers’ contact for the Group. As at April 30, 2006, the High Point operation had 65 employees.

Natuzzi Americas has 55 independent sales representatives and sub-representatives in the United States and the Americas. They are supervised by three regional sales and marketing managers, one for each of the U.S. Eastern Region, U.S. Western Region/Latin America and Canada.

The Group’s principal customers are major retailers. The Group advertises its products to retailers and, recently, to consumers in the United States and the Americas directly and through the use of various marketing tools. The Group also relies on its network of sales representatives and on the furniture fairs held at High Point each April and October to promote its products. Many of the Group’s larger customers review part of the new offering of models during an informal “pre-market” period one month prior to each High Point fair.

## **2 Europe**

**2.1 Europe (excluding Italy).** In 2005, economic conditions throughout Europe continued to be difficult. In the United Kingdom alone, over 400 furniture stores were closed.

During 2005, net sales of leather- and fabric-upholstered furniture in Europe (excluding Italy) decreased by 7.8% to €246.2 million, compared to €267.1 million in 2004, and seats sold decreased by 2.8% to 1,015,683.

Furniture retailers are generally smaller in Europe than in the United States. In Europe (outside Italy), the Group generally deals with buying groups and chains representing 50 to 100 retailers, as well as with independent retailers. While the buying groups place the orders, thereby obtaining the benefits of volume-driven commercial conditions, the Group delivers the products directly to the particular members of the buying groups on whose behalf the orders are placed. In some cases, the Group invoices the buying group. In others, the Group invoices the individual member to whom the products are delivered.

As in the United States, the Group advertises its products in Europe (outside Italy) to consumers and to retailers directly and through the use of various marketing tools. The Group also promotes its products in Europe through six subsidiaries in Belgium, Denmark, Sweden, Germany, United Kingdom, Switzerland and Spain, as well as through a network of sales agents. The Group also participates in furniture fairs in the most important markets. As at December 31, 2005, the Group had 9 sales agents and sub-agents in Europe. These sales agents are paid on a commission basis.

Outside Italy, the Company uses franchised or directly owned stores to penetrate markets and implement brand strategies. As of April 30, 2006, 54 franchised single-brand stores were operating in southwest Europe (outside Italy): 27 under the *Divani & Divani by Natuzzi* name (13 in Greece, 14 in Portugal) and 27 under the Natuzzi name (21 in France, 2 in Malta, 2 in Cyprus and one in each of the United Kingdom and Iceland). As of April 30, 2006, there were 39 directly owned stores in southwest Europe (outside Italy): 8 in Switzerland, 28 in Spain and 2 in United Kingdom under the Natuzzi name. In the United Kingdom, the Group also operated a concession (store-in-store) inside Selfridges Department Store – in London.

In February of 2006, the Group started the process of liquidating Natuzzi's subsidiaries in the United Kingdom. The Group intends to retain 2 of the original group of stores (see note 1 to the consolidated financial statement). This decision was driven both by the desire to more precisely position the Natuzzi brand in the medium to high end of the UK market, as well as by the negative performance of most of these stores.

In Eastern Europe, during 2005 the Group opened 9 new galleries in addition to the 13 already existing.

Seven of these new galleries were opened in emerging markets like Macedonia, Moldova, Ukraine, Hungary and the Czech Republic where two galleries operate alongside two stores. During 2005 the Group worked toward the conclusion of two important projects: the opening of its first store in Moscow (Russia) and its first store in Warsaw (Poland). These stores were opened in the first months of year 2006.

**2.2 Italy.** In 2005, sales of leather- and fabric-upholstered furniture in Italy decreased of 8.20% to €67.0 million, compared to €73.0 million in 2004, and seats sold decreased by 9.9% to 247,203.

Since 1990, the Group has sold its upholstered products within Italy principally through franchised Divani & Divani furniture stores (now *Divani & Divani by Natuzzi*). As of April 30, 2006, 130 *Divani & Divani by Natuzzi* stores and 1 Natuzzi store were located in Italy, 20 of which were directly owned.

In April 2005, the Company acquired Koineè S.r.l. (Koineè), an Italian enterprise that was operating seven "*Divani & Divani by Natuzzi*" stores. The stores are located in the Abruzzo and Marche regions of Italy. In November 2005, the Company acquired a network of seven stores "*Divani & Divani by Natuzzi*" located in Rome. On April 5, 2006 the Group opened a store in the center of Milan's main shopping and commercial area. The primary reason for these acquisitions is the opportunity to maintain and expand the market presence in the aforementioned regions and cities.

### **3 Rest of the World**

**3.1 Asia-Pacific.** Overall sales in the Asia-Pacific market decreased by 13.2% in 2005 to €39.9 million, compared to €46.0 million in 2004. In 2005, sales in Australia were €16.5 million (down 14.9% from 2004), and sales in Japan were €4.2 million (down 43.2% compared to €7.4 million in 2004). This decrease was mainly due to the termination of our distributorship agreement in the market and our decision to directly manage our operations through the establishment of a local operating subsidiary.



In addition to the operating subsidiary in Japan, the Group manages its Asia-Pacific sales through a commercial office placed within its operating subsidiary, Italsofa Shanghai Ltd, and three agencies located in Australia, Korea and New Zealand.

As of April 30, 2006, 29 franchised single-brand stores were operating in the Asia Pacific market: 16 in Australia, 10 in China, one in Singapore and two in New Zealand. The 16 stores in Australia operate alongside 29 galleries in David Jones Department Stores.

**3.2 Middle East.** 2005 has been an important year for the development of the Natuzzi brand strategy in this area. During the year 4 stores have been opened: one in Lebanon, two in the United Arab Emirates and one in Saudi Arabia, as well as one gallery in Bahrain.

**Customer Credit Management** - The Group maintains an active credit management program. The Group evaluates the creditworthiness of its customers on a case-by-case basis according to each customer's credit history and information available to the Group. Throughout the world, the Group utilizes "open terms" in 81% of its sales and obtains credit insurance for almost 82% of this amount; 16.5% of the Group's remaining sales are commonly made to customers on a "cash against documents" and "cash on delivery" basis; and lastly 2.5% of the Group's sales are supported by a "letter of credit" or "payment in advance".

**Advertising** - The Group uses the Natuzzi brand for its medium- to higher-priced product line. In January 2002, during the Cologne Furniture Fair, the Group launched the new Natuzzi "visual identity", through which the brand name has taken on a new aesthetic and strategic meaning.

The Natuzzi Communication System was developed to regulate all methods used in each market to advertise the brand name, and operates transversally on different levels: the "brand-building level" establishes the brand's philosophy, while the "traffic-building level" aims to attract consumers to points of sale using various kinds of initiatives, such as presentations of new collections, new store openings and promotional activities.

Advertising in the galleries is carried out with the help of the "Retail Advertising Kit", a collection of templates that enable advertising of the Natuzzi brand in conjunction with the retailer's brand.

### **Incentive Programs and Tax Benefits**

Historically, the Group derived benefits from the Italian Government's investment incentive program for under-industrialized regions in Southern Italy (the "Mezzogiorno Program"), which includes the area that serves as the center of the Group's operations. The Mezzogiorno Program provided tax benefits, capital grants and subsidized loans. In particular, a substantial portion of the Group's earnings before taxes and minority interest from 1994 to 2003 was derived from companies entitled to some extent to such tax exemptions. All tax exemptions expired between 1996 and 2003. The last tax exemption was related to the subsidiary "Style & Comfort S.r.l." and expired on December 27, 2003.

In 1992, the Italian Parliament instructed the Government to replace the Mezzogiorno Program with a new investment incentive program in favor of all under-industrialized regions of Italy. In 1993, the Government confirmed the expiration of the Mezzogiorno Program by legislative decree and disclosed the broad outlines of the new program, to be defined by subsequent government resolutions. The Parliament has provided the Government with certain funds to honor existing commitments under the Mezzogiorno Program relating to capital grants and subsidized loans. There

can be no assurance, however, that the Group will be able to obtain all the capital grant or subsidy benefits to which it may be entitled under such Program.

The government resolutions adopted thus far to implement the new investment incentive program state that companies making investments in the construction, enlargement, restructuring, conversion, reactivation or relocation of industrial plants may receive a grant based on the total cost of the project. The grant (calculated in terms of the *Equivalente Sovvenzione Netto* formula) will be approximately 40% of the investment cost for the Mezzogiorno areas in which Natuzzi currently operates. The program also provides for research and development benefits which may not exceed 60% of the investment cost (calculated in terms of the *Equivalente Sovvenzione Lordo* formula).

In December 1996, the Company and the “Contract Planning Service” of the Italian Ministry of the Industrial Activities signed a “Program Agreement” with respect to the “Natuzzi 2000 project”. In connection with this project, Natuzzi Group prepared a multi-faceted program of industrial investments for the increase of the production capacity of leather and fabric upholstered furniture in the area close to its headquarters in Italy. According to this “Program Agreement”, Natuzzi should have realized investments for €295.2 million and at the same time the Italian government should have contributed in the form of capital grants for €145.5 million. During 2003 Natuzzi revised its growth and production strategy due to the strong competition of products realized by competitors in countries like China and Brazil. Therefore, as a consequence of this change in the economic environment in 2003 Natuzzi requested to the Italian Ministry of the Industrial Activities the revision of the original “Program Agreement” as follows: reduction of the investment to be realized from €295.2 million to €69.8 million, and reduction of the related capital grants from €145.5 million to €35.0 million. During April 2005 the Company received from the Italian Government the final approval of the “Program Agreement” confirming these revisions. Natuzzi received under the aforementioned project capital grants in 1997 and 2005 for €27.1 million and €7.9 million, respectively. A committee has been appointed by the Ministry of Industrial Activities to prepare the final technical report for the disbursement of the remaining capital grants of approximately €10.8 million.

On April 27, 2004, the Technical-Scientific Committee of the Italian Education, University and Research Ministry approved a four-year research project presented by the Company in February 2002 related to improvement and development in leather manufacturing and processing. The Committee has approved a maximum capital grant of €2.4 million and a 10-year subsidized loan for a maximum amount of €3.7 million at a subsidized interest rate of 0.5% to be used in connection with industrial research expenses and prototype developments (as published on August 20, 2004, in the Italian Official Gazette (*Gazzetta Ufficiale della Repubblica Italiana*) n° 195). Industrial research and prototype developments planned as part of the project are already underway thanks to the collaborative efforts of specialized in-house personnel and university researchers from the University of Lecce and the Polytechnic University of Bari.

In 2006, Natuzzi entered into an agreement with the Italian Ministry for the incentive program denominated “Integrated Package of Benefits -- Innovation of the working national program ‘Developing Local Entrepreneurs’” for the creation of a centralized information system in Santeramo in Colle that will be utilized by all Natuzzi points-of-sale around the world. This agreement acknowledges costs of €7.2 million and €1.9 million for the development and industrialization program, respectively.

On March 20, 2006, the Italian Industrial Ministry issued a concession decree providing for a provisional grant of €2.8 million and a loan of €4.3 million, to be repaid at a rate of 0.7% over 10 years.

Certain of the Group's foreign subsidiaries, including Italsofa (Shanghai) Co. Ltd, Italsofa Bahia Ltda, Minuano Nordeste S.A. and SC Italsofa Romania S.r.l. enjoy significant tax benefits, such as corporate income tax exemptions or reductions of the applicable corporate income tax rates.

### **Management of Exchange Rate Risk**

The Group is subject to currency exchange rate risk in the ordinary course of its business to the extent that its costs are denominated in currencies other than those in which it earns revenues. Exchange rate fluctuations also affect the Group's operating results because it recognizes revenues and costs in currencies other than euro but publishes its financial statements in euro. The Group's sales and results may be materially affected by exchange rate fluctuations. For more information, see Item 11, "Quantitative and Qualitative Disclosures about Market Risk".

### **Trademarks and Patents**

The Group's products are sold under the "Natuzzi" and "Italsofa" names. These names and certain other trademarks, such as "*Divani & Divani by Natuzzi*", have been registered as such in Italy, in the European Union, in the United States and elsewhere. In order to protect its investments in new product development, the Group has also undertaken a practice of registering certain new designs in most of the countries in which such designs are sold. The Group currently has more than 1,500 design patents and patents pending. Applications are made with respect to new product introductions which the Group believes will enjoy commercial success and have a high likelihood of being copied.

### **Regulation**

The Company is incorporated under the laws of the Republic of Italy. The principal laws and regulations that apply to the operations of the Company — those of Italy and the European Union — are different from those of the United States. Such non-United States laws and regulations may be subject to varying interpretations or may be changed, and new laws and regulations may be adopted, from time to time. While management believes that the Group is currently in compliance in all material respects with such laws and regulations (including Italian Legislative Decree no. 6 of 2003 and rules with respect to environmental matters), there can be no assurance that any subsequent official interpretation of such laws or regulations by the relevant governmental authorities that differs from that of the Company, or any such change or adoption, would not have an adverse effect on the results of operations of the Group or the rights of holders of the Ordinary Shares or the owners of the Company's ADSs. See "— Environmental Regulatory Compliance", Item 10, "Additional Information — Exchange Controls" and Item 10, "Additional Information — Taxation".

### **Environmental Regulatory Compliance**

The Group operates its own tannery in the province of Udine and another facility for the foam production in Naples. The activities of these two facilities are subject to both Italian and European laws and regulations. The Group believes that it operates these and other facilities in compliance with all applicable laws and regulations.

## Insurance

The Group maintains insurance against a number of risks. The Group insures against loss or damage to its facilities, loss or damage to its products while in transit to customers, failure to recover receivables, certain potential environmental liabilities and product liability claims. While the Group's insurance does not cover 100% of these risks, management believes that the Group's present level of insurance is adequate in light of past experience.

## Description of Properties

The location, approximate size and function of the principal physical properties used by the Group as at April 30, 2006 are set forth below:

Location	Size (approximate square meters)	Function
Santeramo in Colle (BA) – Italy	29,000	Headquarters, prototyping, manufacturing of wooden frames, leather cutting, sewing and product assembly, showroom (Owned)
Santeramo in Colle, Iesce (BA) – Italy	27,500	Leather cutting, sewing and product assembly (Owned)
Matera la martella – Italy	38,000	Fabric cutting, sewing and product assembly (Owned)
Matera Iesce – Italy	12,500	Leather cutting, sewing and product assembly (Owned)
Altamura (BA) via dell'Avena – Italy	5,800	Leather cutting, sewing (Owned)
Altamura (BA) via Graviscella – Italy	8,500	Product assembly (Owned)
Altamura (BA) c.da Fornello– Italy	7,000	Warehouse (Owned)
Altamura (BA) via della Paglia – Italy	3,300	Training school, warehouse (Owned)
Altamura (BA) NDS – Italy	3,700	Accessory Furnishings warehouse (Owned)
Ginosa (TA) – Italy	14,500	Leather cutting, sewing and product assembly (Owned)
Laterza (TA) – Italy	10,000	Leather cutting, sewing and product assembly (Owned)
Laterza (TA) – Italy	13,000	Leather cutting, leather warehouse (Owned)
Laterza (TA) – Italy	20,000	Leather cutting, leather warehouse (Owned)
Qualiano (NA) – Italy	12,000	Polyurethane foam production (Owned)
Pozzuolo del Friuli (UD) – Italy	20,000	Leather dyeing and finishing (Owned)
Montebello (VI) – Italy	5,500	Leather warehouse (Leased)
High Point - North Carolina - U.S.A.	10,000	Office and showroom for Natuzzi Americas (Owned)
Baia Mare – Romania	70,200	Leather cutting, sewing and product assembly, manufacturing of wooden frames, polyurethane foam shaping, fiberfill production and wood and wooden product manufacturing (Owned)
Shanghai – China	43,500	Leather cutting, sewing and product assembly, manufacturing of wooden frames, polyurethane foam shaping, fiberfill production (Owned)
Shanghai – China	15,000	Leather cutting, sewing and product assembly, manufacturing of wooden frames, polyurethane foam shaping, fiberfill production (Leased)
Salvador de Bahia (Bahia) – Brazil	28,000	Leather cutting, sewing and product assembly, manufacturing of wooden frames, polyurethane foam shaping, fiberfill production (Owned)
Pojuca (Bahia) – Brazil	30,000	Leather cutting, sewing and product assembly, manufacturing of wooden frames, polyurethane foam shaping, fiberfill production (Owned)

The Group believes that its production facilities are suitable for its production needs and are well maintained. The Group's production facilities are operated utilizing close to 100% of their production capacity. Operations at all of the Group's production facilities are normally conducted Monday through Friday with two eight-hour shifts per day. In 2005, the Group continued to utilize subcontractors to meet demand.

The Group also directly manages 64 stores (of which 20 located in Italy), but it is not the owner of any of them.

### **Capital Expenditures**

The following table sets forth the Group's capital expenditures for each year in the three-year period ended December 31, 2005:

	<b>Year ending December 31,</b>		
	(millions of Euro)		
	<b>2005</b>	<b>2004</b>	<b>2003</b>
Land and plants .....	3.4	9.5	11.3
Equipment .....	10.1	17.7	12.8
Other .....	11.6	27.2	23.2
Total .....	25.1	54.4	47.3

Capital expenditures during the last three years were primarily made in the areas of construction, as well as improvements to property, plant and equipment and the expansion of the Company's retail network. In 2005, capital expenditures were primarily made to open new Natuzzi stores and galleries, as well as to make improvements at existing facilities (such as those located in Bahia Mare, Romania, in Pozzuolo del Friuli, Italy, and other facilities located in and around Santeramo in Colle, Italy) in order to increase productivity and production capacity. The Group expects that capital expenditures in 2006, to be financed with cash flow from operations, will be approximately €25 million mainly directed to improvements of existing plants as well as to opening new Natuzzi stores and galleries.

#### **Item 4A. Unresolved Staff Comments**

None

#### **Item 5. Operating and Financial Review and Prospects**

The following discussion of the Group's results of operations, liquidity and capital resources is based on information derived from the audited Consolidated Financial Statements and the notes thereto included in Item 18 of this annual report. These financial statements have been prepared in accordance with Italian GAAP, which differ in certain respects from U.S. GAAP. For a discussion of the principal differences between Italian GAAP and U.S. GAAP as they relate to the Group's consolidated net earnings (loss) and shareholders' equity, see Note 27 to the Consolidated Financial Statements included in Item 18 of this annual report.



## Critical Accounting Policies

**Use of Estimates** - The significant accounting policies used by the Group to prepare its financial statements are described in Note 3 to the Consolidated Financial Statements included in Item 18 of this annual report. The application of these policies requires management to make estimates, judgments and assumptions that are subjective and complex and affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Group's financial presentation could be materially different if different estimates, judgements or assumptions were used. The following discussion addresses the estimates, judgements and assumptions that the Group considers most material based on the degree of uncertainty and the likelihood of a material impact if a different estimate, judgement or assumption were used.

**Recoverability of Long-lived Assets** - The Group periodically reviews the carrying value of the long-lived assets held and used and that of assets to be disposed of, including goodwill and other intangible assets, when events and circumstances warrant such a review. If the carrying value of a long-lived asset is considered impaired, an impairment charge is recorded for the amount by which the carrying value of the long-lived asset exceeds its estimated recovery value, in relation to its use or realization, as determined by reference to the most recent corporate plans. Management believes that the estimates of these recovery values are reasonable; however, changes in estimates of such recovery values could affect the relevant valuations. The analysis of each long-lived asset is unique and requires that management use estimates and assumptions that are deemed prudent and reasonable for a particular set of circumstances.

During 2005, the Company didn't record impairment losses for goodwill, and it recorded €2.8 million of write-off of fixed assets attributable most of them to the closure of several stores managed directly by the Company.

**Allowances for Returns and Discounts** - The Group records revenues net of returns and discounts. The Group estimates sales returns and discounts and creates an allowance for them in the year of the related sales. The Group makes estimates in connection with such allowances based on its experience and historical trends in its large volumes of homogeneous transactions. However, actual costs for returns and discounts may differ significantly from these estimates if factors such as economic conditions, customer preferences or changes in product quality differ from the ones used by the Group in making these estimates.

**Allowance for Doubtful Accounts** - The Group makes estimates and judgments in relation to the collectibility of its accounts receivable and maintains an allowance for doubtful accounts based on losses it may experience as a result of failure by its customers to pay amounts owed. The Group estimates these losses using consistent methods that take into consideration, in particular, insurance coverage in place, the credit worthiness of its customers and general economic conditions. Changes to assumptions relating to these estimates could affect actual results. The reader should be cautioned that actual results may differ significantly from the Group's estimates if factors such as general economic conditions and the credit worthiness of its customers are different from the Group's assumptions.

**Revenue Recognition** - Under Italian GAAP, the Group recognizes sales revenue, and accrues costs associated with the sales revenue, at the time products are shipped from its manufacturing facilities located in Italy and abroad. A significant part of the products are shipped from factories directly to customers under terms that risks and ownership are transferred to the

customer when the customer takes possession of the goods. These terms are ‘delivered duty paid’, ‘delivered duty unpaid’, ‘delivered ex quay’ and ‘delivered at customer factory’. Delivery to the customer generally occurs within one to six weeks from the time of shipment. The Group’s revenue recognition under Italian GAAP is at variance with U.S. GAAP. For a discussion of revenue recognition under U.S. GAAP, see Note 27(d) to the Consolidated Financial Statements included in Item 18 of this annual report.

## Results of Operations

**Summary** – In 2005, price pressure from competitors in countries that are able to produce goods at lower costs, and economic stagnation in some of our major markets, contributed to a decrease of net sales of 11.1% compared to 2004. Units sold decreased, by 8.4%, due to the negative performance suffered in Americas (-11.4%), in the Rest of the World (-12.8%) and in Europe (-4.3%). Italsofa, the Group’s lower-priced brand continued to represent a growing percentage of the Group’s total seats sold, 48.4% of total seats sold in 2005 compared to 35.3% in 2004.

In 2005 the Group showed a net loss of € 14.6 million, whereas one year earlier it reported net earnings of € 18.4 million. On a per Ordinary Share, or ADS basis, net losses for 2005 totaled € 0.27 down from earnings per share of € 0.34 reported in 2004. The decrease was primarily caused by the negative results recorded by foreign distribution companies that in the whole year 2005 realized net losses for €23.7 million. In particular, our United Kingdom distribution company continued to poorly perform also in 2005 and, as a result, the Group closed 9 stores during the first four months of 2006. The closing of the abovementioned stores is a consequence of the decision of the Group to relocate directly owned stores in the London Area. In addition net losses were caused by lower efficiencies in manufacturing operations, as well as to higher impact of fixed costs resulting from the decrease in net sales. Finally, 2005 net result was negatively affected by the obsolescence charges of € 6.7 million regarding, in particular, leather used in the Company’s manufacturing process.

The following table sets forth certain income statement data expressed as a percentage of net sales for the years indicated:

	Year Ended December 31,		
	2005	2004	2003
Net sales.....	100.0%	100.0%	100.0%
Cost of sales .....	68.6	64.3	66.1
Gross profit.....	31.4	35.7	33.9
Selling expenses.....	27.2	25.0	23.3
General and administrative expenses .....	6.4	5.4	5.1
Operating income (loss) .....	(2.2)	5.3	5.5
Other income (expense), net .....	0.4	(0.5)	0.5
Income taxes .....	0.4	2.4	1.1
Net earnings (loss) .....	(2.2)	2.4	4.9

See Item 4, “Information on the Company — Markets”, for tables setting forth the Group’s net leather- and fabric-upholstered furniture sales and unit sales, which are broken down by geographic market, for the years ended December 31, 2001 through 2005.

**2005 Compared to 2004** - Net sales for 2005, including sales of leather- and fabric-upholstered furniture and other sales (principally polyurethane foam, leather sold to third parties and accessories), decreased 11.1% to €669.9 million compared to 2004.

Net sales for 2005 of leather- and fabric-upholstered furniture decreased 10.6% to €594.8 million compared to 2004. The 10.6% decrease was due to a 8.4% decrease in units sold and to a 2.2% adverse change in the mix of products and product prices, with a higher proportion of sales of lower priced furniture. Net sales for the Natuzzi-branded furniture accounted for 66.4% of our net sales for 2005, and net sales of Italsofa products accounted for 33.6% of our net sales for 2005. Net sales for 2005 of Natuzzi-branded furniture decreased 22.1%, while net sales of Italsofa-branded furniture increased 26.1% compared to 2004. During 2005 the euro did not appreciate significantly against the major currencies, and therefore net sales were not significantly affected by exchange rate fluctuations.

Net sales for 2005 of leather-upholstered furniture decreased 8.9% to €498.9 million compared to 2004, and net sales for 2005 of fabric-upholstered furniture decreased 18.5% to €95.9 million compared to 2004.

In the Americas, net sales for 2005 of upholstered furniture decreased 13.5% to €241.7 million compared to 2004, and seats sold decreased by 11.4% at 1,386,329, because of persistent pricing pressures in the U.S. market. Net sales from the lower-priced Italsofa-branded furniture increased 20.1% compared to 2004, while net sales from the higher-priced Natuzzi-branded furniture decreased 25.8%. In Europe, net sales for 2005 of upholstered furniture decreased 7.9% to €313.2 million compared to 2004, due to a 18.9% decrease in net sales of Natuzzi-branded furniture partially offset by a growth in net sales of Italsofa-branded furniture (+31.4%). In the rest of the world, net sales for 2005 of upholstered furniture decreased 13.2% to €39.9 million compared to 2004. Also in this case net sales for Natuzzi-branded furniture decreased 24.2%, while net sales of Italsofa-branded furniture increased 33.0%.

Net sales for 2005 of Natuzzi-branded furniture decreased 22.1% to €394.9 million compared to 2004. During the same period, net sales of the lower-priced Italsofa furniture increased 26.1% to €199.9 million compared to 2004. The continued growth of Italsofa was due to consumer price sensitivity resulting from sluggish economic conditions worldwide and the Group's ability to offer Italsofa products at attractive prices. The Group currently believes that the impact on our sales from the growing percentage of sales represented by lower-priced Italsofa furniture relative to the higher-priced Natuzzi brand furniture will be counterbalanced in the medium- to long-term (three to five years) by the Group's expectation of an increasing penetration of the Natuzzi brand in the medium-high end of the upholstery market as a result of the adopted marketing initiatives. However, we can give no assurance that we will achieve our objectives, since our expectations are subject to inherent risks and uncertainties. See "Item 3 - Forward Looking Information".

Total net sales of Divani & Divani by Natuzzi, Natuzzi Stores and Kingdom of Leather stores decreased 11.4% in 2005 to €113.9 million compared to 2004.

In 2005, total seats sold decreased 8.4% to 2,811,739 from 3,070,971 sold in 2004. The negative performance was recorded in the Americas (11.4% down to 1,386,329 seats), in the rest of the world (12.8% down to 162,523 seats) and in Europe (4.3% down to 1,262,886 seats).

Considering that in 2005 units sold of the lower-priced Italsofa furniture increased 25.4% while units sold from the higher-priced Natuzzi brand furniture decreased 26.9%, presented below are change in our volume sales by brand in our principal markets.

In terms of seats sold under the Natuzzi brand, the Group recorded negative results in USA (-30.3%), Italy (-14.8%), Canada (-20.9%), the United Kingdom (-44.9%), Belgium (-18.9%), France (-31.8%), Australia (-33.3%), Holland (-22.7%), Germany (-38.4%), Portugal (-23.6%), Japan (-54.4%), Switzerland (-32.8%), Sweden (-34.9%), Greece (-27.2%) and Norway (-34.0%). Positive performances were reported in Spain (+8.5%), Denmark (+111.0%) and Chile (+27.8%).

In terms of seats sold under the Italsofa brand, the Group reported significant growth in many countries: USA (+23.1%), Germany (+109.0%), France (+50.0%), Sweden (+51.8%), Belgium (+114.2%), Spain (+33.8%), Holland (+77.6%), Australia (+35.6%), Italy (+348.4% realized by Ikea stores), Ireland (+4.9%), Switzerland (+157.2%), Russia (+18.1%), and Austria (+69.6%). Negative performances were reported in United Kingdom (-20.0%), Norway (-6.1%), Canada (-29.2%) and Denmark (-5.3%).

Other net sales decreased 14.6% to €75.1 million compared to 2004. The decrease was mainly attributable to lower sales of living room accessories (20.6% decrease compared to 2004), polyurethane foam (14.61% decrease compared to 2004) and raw materials sold to third parties (9.1% decrease compared to 2004).

Cost of goods sold decreased by 5.2% to €459.5 million or 68.6% of net sales in 2005, from €484.6 million or 64.3% of net sales in 2004. The decrease in cost of sales was primarily attributable to a decrease in the quantity of leather purchased as a result of a decrease in sales. The increase in cost of goods sold, as a percentage of net sales, was due to lower efficiencies achieved in manufacturing operations as well as to higher impact of fixed costs resulting from the decrease in net sales. In addition 2005 cost of goods sold was negatively affected by the obsolescence charges of € 6.7 million regarding, in particular, leather used in the Company's manufacturing process.

The Group's gross profit decreased 21.7% in 2005 to €210.5 million compared to 2004, as a result of the factors described above.

Selling expenses for 2005 decreased 3.2% to €182.2 million compared to 2004, and as a percentage of net sales increased from 25.0% in 2004 to 27.2% in 2005. This decrease was attributable to a reduction in variable costs, such as commissions and transportation costs, as well as to lower advertising expenses. The decrease in transportation costs was partially off set by higher oil prices reported in 2005. In terms of percentage of net sales, the 2.2% increase was due to higher fixed costs from investments in the "Natuzzi Galleries" and "Natuzzi Stores" program (30.0% increase compared to 2004), and to an increase in store rent (17.9% increase compared to 2004), as well as to lower net sales. Also in this case lower net sales determined higher incidence of selling expenses.

General and administrative expenses for 2005 increased 5.6% to €43.0 million compared to 2004, and as a percentage of net sales increased from 5.4% in 2004 to 6.4% in 2005. This increase was primarily attributable to higher directors' fees and administrative salaries. In addition the Group reported an increase in administrative salaries mainly determined by the consolidation of companies acquired in 2005 (see Consolidated Financial Statements Item 18 of this annual report).

The Group had an operating loss for 2005 of €14.7 million compared to operating income of €40.0 million in 2004, as a result of the factors above described.

Other income (expense), net increased to €3.0 million in 2005 from other expense, net of €3.9 million in 2004. Net interest income (expense), included in other income (expense), net, in 2005 was €0.1 million, compared to €(0.6) million in 2004.

Foreign exchange gains (losses), net, included in other income (expense), net, were €(1.6) million in 2005, compared to a net gain of €2.3 million in 2004. Foreign exchange losses in 2005 were mainly due to the following reasons:

- A net realized loss of €4.3 million in 2005 (compared to a gain of €5.0 million in 2004) on the domestic currency swaps due to the difference between the forward rate of the domestic currency swaps and the spot rate at which the domestic currency swaps were closed (the Company uses the forward rate to hedge its price risks against unfavorable exchange variations);
- A net realized gain of €5.4 million in 2005 (compared to a loss of €1.0 million in 2004), from the difference between the invoice exchange rate and the collection/payment exchange rate;
- During 2005 the Italian Accounting Profession changed the Italian accounting standard regarding the translation of the financial statements of a foreign subsidiary (see Note 3(c) to the Consolidated Financial Statements in Item 18 of this annual report). According to the new accounting principle, the exchange difference resulting from the translation of the financial statements of a foreign subsidiary expressed in a foreign currency has to be recorded as a direct adjustment to shareholders' equity. Therefore in 2005 the Group did not record in the statement of earnings exchange differences from the conversion of the non euro financial statements of the Company's subsidiaries, while in 2004 recorded a gain of €1.4 million. Had the new Italian standard not been adopted in 2005, the Company would have recognized, in 2005, a foreign exchange gain of €1.7 million in the consolidated statement of earnings. The comparative financial statements of prior years have not been adjusted to apply the new Italian GAAP foreign currency translation standard retrospectively.
- A net unrealized gain of €2.1 million in 2005 (compared to an unrealized loss of €10.2 million in 2004) on accounts receivable and payable;
- An unrealized loss of €4.8 million in 2005 (compared to an unrealized gain of €7.1 million in 2004), from mark-to-market of domestic currency swaps.

The Group also recorded other income, included in other income (expense), in 2005 of €4.5 million compared to other expense of €5.6 million reported in 2004. The gain in 2005 was mainly due to the following reasons:

- Revenue from capital grants of €4.4 million. In 2005, Natuzzi received under the aforementioned project "Natuzzi 2000" additional capital grants amounting to €7.9 million. A part of these capital grants, amounting to €4.4 million, is related to depreciation of property, plant and equipment recorded in the consolidated statements of earnings in the years prior to 2005. Therefore, for this reason the amount of €4.4 million has been classified under the caption "other income (expense), net". Another portion of these capital grants, amounting to €0.3 million has been classified in the net sales as they relate to depreciation of 2005. The remaining portion of €3.2 million has been classified in the consolidated balance sheet at December 31, 2005 as deferred income, and it will be charged



to statements of earnings as revenue on a systematic basis over the useful life of the related asset. See Note 24 to the Consolidated Financial Statements included in Item 18 of this Annual Report.

- Other expenses of €2.8 million deriving from the write-off of fixed assets, most of them related to leasehold improvements related to the closure of some stores managed directly by Natuzzi.
- Revenue for incentive benefit of €2.1 million. This incentive is measured on the basis of the export sales realized by the subsidiary Italsofa Bahia Ltd.
- Expense of €0.6 million represents the provision established for the penalties that the Company expects to pay to landlords of several stores located in England for the early termination of the related operating leases. Actual amounts payable may be higher.
- Other income, net of €1.4 million.

Since 2003, the Company does not follow hedge accounting, and records all fair value changes of its domestic currency swaps in the income statement.

The Group's effective income tax rate for 2005 was 26.5% of the loss before taxes and minority interest, compared to 48.9% of the earnings before taxes and minority interest in 2004.

The Group's domestic companies recorded an effective tax rate negative of 34.9%, and the Group's foreign companies recorded an effective tax rate positive of 9.4%. For domestic companies, the Group's tax rate was negatively affected by the regional tax denominated Irap (see Note 14 to the Consolidated Financial Statements in Item 18 of this annual report). This regional tax is applicable on the gross profit determined as the difference between gross revenue (excluding interest and dividend income) and direct production costs (excluding labor costs, interest expenses and other financial costs). As a consequence, even if an Italian company reports a net loss, it might be subject to this regional tax. In 2005, most domestic companies of Natuzzi reported losses but had to pay IRAP.

Some foreign subsidiaries (Italsofa Shanghai Ltd, Softaly Shanghai Ltd, Italsofa Bahia Ltd, Minuano Nordeste S.A. and Italsofa Romania) are entitled to take advantage of significant tax benefits, such as corporate income tax exemptions or reductions of the corporate income tax rates, the most significant of which will expire in 2012. As a consequence, foreign subsidiaries reported a lower effective tax rate than our domestic subsidiaries.

The Group had a net loss of €14.6 million in 2005 compared to net earnings of €18.4 million in 2004. On a per Ordinary Share, or ADS basis, the Group had a net loss of €0.27 in 2005 compared to net earnings of €0.34 in 2004.

As disclosed in Note 27 to the Consolidated Financial Statements included in Item 18 of this annual report, established accounting principles in Italy vary in certain significant respects from generally accepted accounting principles in the United States. Under US GAAP, for the years ended December 31, 2005, 2004 and 2003, the Group would have had net losses of €6.9 million, net earnings of €18.8 million and net earnings €38.0 million, respectively, compared to net losses of €14.6 million, net earnings of €18.4 million and net earnings of €37.3 million, respectively, under Italian GAAP for the same periods.

**2004 Compared to 2003** - Net sales for 2004, including sales of leather- and fabric-upholstered furniture and other sales (principally polyurethane foam, leather sold to third parties and accessories), decreased 2.1% to €753.4 million compared to 2003.

Net sales for 2004 of leather- and fabric-upholstered furniture decreased 1.3% to €665.5 million compared to 2003. The 1.3% decrease was due to a 4.3% appreciation of the euro against the major currencies, particularly the U.S. dollar, to a 0.4% increase in units sold and to a 2.6% increase in the mix of products and product prices. Net sales for 2004 of Natuzzi-branded furniture decreased 2.4%, while net sales of Italsofa-branded furniture increased 2.6% compared to 2003. Net sales for 2004 of leather-upholstered furniture decreased 0.4% to €547.9 million compared to 2003, and net sales for 2004 of fabric-upholstered furniture decreased 5.2% to €117.6 million compared to 2003.

In the Americas, net sales for 2004 of upholstered furniture decreased 12.7% to €279.4 million compared to 2003 because of the unfavorable conversion of sales made in dollars to euro, and because of persistent pricing pressure in the U.S. market, both contributing to a decrease in units sold (-7.9%). In Europe, net sales for 2004 of upholstered furniture increased 8.5% to €340.1 million compared to 2003 due to a marked growth in net sales of Italsofa-branded furniture (35.2%). In the rest of the world, net sales for 2004 of upholstered furniture increased 13.9% to €46.0 million compared to 2003.

Net sales for 2004 of Natuzzi-branded furniture decreased 2.4% to €507.0 million compared to 2003. During the same period, net sales of the lower-priced Italsofa furniture increased 2.6% to €158.5 million compared to 2003. The continued growth of Italsofa was due to consumer price sensitivity resulting from sluggish economic conditions worldwide and the Group's ability to offer Italsofa products at attractive prices. The Group currently believes that the impact on our sales from the growing percentage of sales from the lower-priced Italsofa furniture relative to the higher-priced Natuzzi brand furniture will be counterbalanced in the medium- to long-term (three to five years) by the increasing penetration of the Natuzzi brand in the medium-high end of the upholstery market expected by the Group as a result of the marketing initiatives adopted. However, we can give no assurance that we will achieve our objectives, since our expectations are subject to inherent risks and uncertainties. See "Item 3 - Forward Looking Information".

Total net sales of Divani & Divani by Natuzzi, Natuzzi Stores and Kingdom of Leather stores increased 21.0% in 2004 to €128.6 million compared to 2003.

In 2004, total seats sold increased 0.4% to 3,070,971 from 3,058,835 sold in 2003. The slight increase was due to an increase of 11.7% in Europe (1,319,740 seats) and a 4.6% increase in the rest of the world (excluding Europe) (186,330 seats), which together offset a 7.9% decrease reported in Americas (1,564,900 seats).

The negative performance of Natuzzi products in the Americas was caused by our decreased ability to offer competitive prices in the United States resulting from the appreciation of the euro against the U.S. dollar and the growing presence in that market of imported products from countries, such as China, with lower manufacturing costs. In the Americas, seats sold in 2004 by the higher priced Natuzzi brand decreased 8.0%, and seats sold by the lower priced Italsofa brand decreased 7.7% compared to 2003. In particular, the decrease in units sold in the Americas included a decrease in the United States of 10.2% partially offset by higher sales in Canada (+8.4%) and other minor markets (+70.3%).

Seats sold in Europe increased from 1,181,566 in 2003 to 1,319,740 in 2004. The positive performance achieved in Europe reflects the success of the Group's lower-priced brand, Italsofa. Units sold for Italsofa brand increased by 37.6% from 317,925 in 2003 to 437,558 in 2004, while units sold for Natuzzi brand slightly increased from 863,641 in 2003 to 882,182 in 2004. Positive results were reported in many countries: United Kingdom (+12.5%), Spain (58.4%), France

(12.0%), Belgium (31.6%), Norway (49.9%), Switzerland (8.3%), Sweden (12.5%), and Portugal (43.3%). Negative performances were suffered in Germany (-13.7%), Holland (-5.9%), Ireland (-13.1%) and Greece (-8.9%).

In the rest of the world, seats sold increased from 178,109 in 2003 to 186,330 in 2004. The rise included increases in Australia (+17.1%), Korea (+28.0%), China (23.2%), Turkey (+41.9%), Taiwan (+49.0%), which were partially offset by lower sales in Japan (-5.5%), New Zealand (-18.9%) and Israel (-23.4%).

In 2004, total leather-upholstered seats sold increased 1.5% to 2,345,044 from 2,310,121 seats sold in 2003, while total fabric-upholstered seats sold decreased 3.0% to 725,927 from 748,714 seats sold in 2003.

The Natuzzi brand sold 1,986,461 seats in 2004, 2.9% less than in 2003, while sales of Italsofa seats increased 7.0% to 1,084,510 compared to 2003.

Other net sales decreased 8.1% to €87.9 million compared to 2003. The decrease is mainly attributable to the lower sales of living room accessories (15.5% decrease compared to 2003), polyurethane foam (3.1% decrease compared to 2003) and raw materials sold to third parties (8.8% decrease compared to 2003).

Cost of goods sold decreased by 4.8% to €484.5 million or 64.3% of net sales in 2004, from €508.8 million or 66.1% of net sales in 2003. The decrease in cost of sales was attributable primarily to a decrease in the quantity of leather purchased as a result of a decrease in order flows for leather upholstery compared to 2003, as well as to a decrease in the average price of leather due to the Group's purchasing policies and, to a lesser extent, to savings resulting from efficiencies achieved in manufacturing operations.

The Group's gross profit increased 3.1% in 2004 to €268.9 million compared to 2003, as a result of the factors described above.

Selling expenses for 2004 increased 5.0% to €188.2 million compared to 2003, and as a percentage of net sales increased from 23.3% in 2003 to 25.0% in 2004. This increase was caused primarily by our continued investment in the "Natuzzi Galleries" and "Natuzzi Stores" program, which resulted in higher marketing expenses (5.5% increase compared to 2003), store rent (27.0% increase compared to 2003) and depreciation costs (41.2% increase compared to 2003), and to a lesser degree, by increased transportation costs (3.1% increase compared to 2003), which were due to higher oil prices.

General and administrative expenses for 2004 increased 3.8% to €40.7 million compared to 2003, and as a percentage of net sales increased slightly from 5.1% in 2003 to 5.4% in 2004.

Operating income for 2004 decreased 5.4% to €40.0 million compared to €42.3 million reported in 2003, as a results of the factors described above.

Other income (expense), net decreased to €(3.9) million in 2004 from a net income of €3.6 million in 2003. Net interest income (expense), included in other income (expense), net, in 2004 was €(0.6) million, compared to €0.5 million in 2003.

Foreign exchange gains, net, also included in other income (expense), net, were €2.3 million in 2004, compared to €6.3 million in 2003. The gain in 2004 was mainly due to the following:

- A net realized gain of €5.0 million in 2004 (compared to a gain of €25.4 million in 2003) on the domestic currency swaps due to the difference between the forward rate of the domestic currency swaps and the spot rate at which the domestic currency swaps were closed (the Company uses the forward rate to protect its price risks against unfavorable exchange variations);
- A net realized loss of €1.0 million in 2004 (compared to a loss of €7.6 million in 2003), from the difference between the invoice exchange rate and the collection/payment exchange rate;
- A gain of €1.4 million (compared to a loss of €1.2 million in 2003) recorded in the consolidated statement of earnings from the conversion of non-euro financial statements of the Company's subsidiaries;
- A net unrealized loss of €10.2 million in 2004 (compared to an unrealized loss of €16.6 million in 2003) on accounts receivable and payable; and
- An unrealized gain of €7.1 million in 2004 (compared to an unrealized gain of €6.3 million in 2003), from the mark-to-market of domestic currency swaps.

The Group also recorded other expense in 2004 of €5.6 million compared to other expense of €3.1 million reported in 2003. The loss in 2004 was mainly due to the following:

- A loss of €6.1 million in 2004 due to the impairment of goodwill related to the Group's operations and expectations in the United Kingdom;
- A gain of €3.4 million in 2004 realized from the by disposal of the subsidiary "Spagnesi S.p.A.";
- An expense net of €1.3 million deriving from the write-off of fixed assets;
- Other expense, net of €1.5 million in 2004.

Since 2003, the Company does not follow hedge accounting, and records all fair hedge accounting, and records all fair value changes of its domestic currency swaps in the income statement.

The Group's effective income tax rate for 2004 was 48.9%, compared to 18.5% in 2003. The higher rate was due to the expiring, on December 27, 2003, of the last domestic tax exemption and to the negative impact of certain other expenses, recorded in the consolidated statement of earnings, that are not fiscally deductible.

Net earnings decreased from €37.3 million in 2003 to €18.4 million in 2004. On a per Ordinary Share, or ADS basis, net earnings decreased from €0.68 in 2003 to €0.34 in 2004. As a percentage of net sales, net earnings decreased from 4.9% in 2003 to 2.4% in 2004.

As disclosed in Note 27 to the Consolidated Financial Statements included in Item 18 of this annual report, established accounting principles in Italy vary in certain significant respects from generally accepted accounting principles in the United States. Net earnings under U.S. GAAP for the years ended December 31, 2004, 2003 and 2002 would have been €18.8 million, €38.0 million and €92.0 million, respectively, compared to net earnings under Italian GAAP for the same periods of €18.4 million, €37.3 million and €91.4 million, respectively.

**Effect of Inflation** - Management believes that the impact of inflation was not material to the Group's net sales or operating income in the three years ended December 31, 2005.

## Liquidity and Capital Resources

Cash and cash equivalents were €89.7 million at December 31, 2005 compared to €87.3 million at December 31, 2004. The most significant changes in the Group's cash flow are described below.

Cash flows from operations were €23.1 million in 2005, compared to €68.3 million in 2004. This decrease of €45.2 million from 2004 to 2005 resulted principally from the Group's net loss of €14.6 million in 2005, which was mainly caused by the negative results of the Group's foreign distribution companies. These companies realized net losses of €23.7 million. In addition, the decrease in cash flows from operations was due to a slight increase in working capital, compared to a significant decrease in working capital during 2004. In 2004 cash flow generated by working capital was higher than 2005 because of the significant decrease in net receivables, as a consequence of the positive results achieved in reducing collection periods for clients. In 2005 the Group continued to achieve positive results in credit collection, but the positive impact was lower than in 2004, when the reduction of collection periods for clients was much more significant.

Cash flows used in investment activities in 2005 decreased €16.1 million to €21.0 million. The decrease in cash used in investment activities was due to lower capital expenditures partially offset by lower inflow generated by disposals of businesses and long lived assets. Capital expenditures were €20.9 million and €51.9 million in 2005 and 2004, respectively. In 2005, capital expenditures were primarily made to open new Natuzzi stores and galleries as well as to make improvements at existing facilities in order to increase productivity and production capacity, which included the purchase of equipment.

The positive effect on our cash flows used in investment activities from decreased capital expenditures and the Government grants received was partially offset by (i) a decrease of €5.5 million in cash flows from disposals of business, which in 2004 were solely due to the sale of Spagnesi S.p.A. for cash consideration of €5.5 million, and (ii) a decrease of €8.5 million in cash flows from disposals of long-lived assets. In 2005, the Group generated €916 thousands from the sale of fixed assets, such as machinery, equipment and a portion of a building located in Taranto, Italy. The positive effect of decreased capital expenditures and the Government grants received was also partially offset by a €1.9 million increase in cash used for the purchase of businesses, from €0.1 million in 2004 to €2.0 million in 2005. In 2005, the Company acquired Koineè S.r.l., an enterprise based in a town close to Pescara operating seven "*Divani & Divani by Natuzzi*" stores; a network of seven "*Divani & Divani by Natuzzi*" stores in Rome; and a store in the center of Milan's main shopping and commercial area. See Note 1 to the Consolidated Financial Statements included in Item 18 of this Annual Report.

Cash used for financing activities in 2005 totaled €3.8 million compared to €6.0 million in the previous year. This decrease primarily reflects lower dividends paid to shareholders, €3.8 million in 2005 compared to €7.7 million in 2004, which was partially offset by increased long-term debt repayments, from €1.3 million in 2004 to € 2.1 million in 2005, and decreased long-term debt proceeds, from €1.3 million in 2004 to €0.5 million in 2005.

As at December 31, 2005, the Group had available lines of credit for cash disbursements totaling €93.0 million, 8.3% of which were used. The unused portion of these lines of credit amounted to approximately €85.2 million (see Note 11 to the Consolidated Financial Statements included in Item 18 of this annual report). The Group's long-term debt represented less than 1% of shareholders' equity at December 31, 2005 and 2004 (see Note 16 to the Consolidated Financial Statements included in Item 18 of this annual report).



Management believes that the Group's working capital is sufficient for its present requirements. The Group's principal source of funds is expected to be cash flows generated from operating activities, cash on hand and amounts available under its lines of credit. The Group's principal use of funds is expected to be the payment of operating expenses, working capital requirements and capital expenditures.

### Contractual Obligations and Commitments

The following tables set forth the contractual obligations and commercial commitments of the Group as at December 31, 2005:

Contractual Obligations	Payments Due by Period (in euro thousands)				
	Total	Less than 1 year	1-3 years	4-5 years	After 5 years
Long-Term Debt <sup>(1)</sup>	4,008	426	1,620	525	1,437
Interest on long term debt	469	83	172	97	117
Operating Leases <sup>(2)</sup>	61,643	12,443	21,969	17,860	9,371
Total Contractual Cash Obligations	66,120	12,952	23,761	18,482	10,925

(1) Please see Note 16 to the Consolidated Financial Statements included in this annual report for more information on the Group's long-term debt.

(2) The leases relate to the leasing of manufacturing facilities and stores by several of the Group's companies.

Other Commitments	Amount of Commitment Expiration Per Period (in euro thousands)				
	Total Amounts Committed	Less than 1 year	1-3 years	4-5 years	After 5 years
Guarantees <sup>(1)</sup>	26,005	26,005	-	-	-

(1) The guarantees are primarily comprised of surety bonds provided by certain financial institutions in connection with the Natuzzi 2000 project. The Company, in turn, directly provides guarantees in an equivalent amount to such financial institutions. The surety bonds will expire when the Italian Ministry of Budget releases the final approvals of all investments already made in connection with the Natuzzi 2000 project.

### Related Party Transactions

Please refer to Item 7, "Major Shareholders and Related Party Transactions" of this annual report.

### Research and Development

Innovation remains a strategic activity for the Group. Research and development efforts in 2005 have continued to focus on the design of new products and improvements in the manufacturing process. See Item 4, "Information on the Company—Manufacturing" and Item 4, "Information on

the Company—Products and Design”. During 2005, the Group’s investments in research and development activities was €10.0 million, the same amount as in 2004. Approximately 150 highly qualified people work in these activities, and more than 100 new products are generally introduced each year. The Group conducts its research and development efforts at its headquarters in Santeramo.

The Group conducts all of its activities in accordance with stringent quality standards and has earned the ISO 9001 certification for quality and the ISO 14001 certification for low environmental impact production. The ISO 14001 certification applies also to Natuzzi’s tannery subsidiary, Natco S.p.A.

### **Trend Information and Guidance**

Although the operating economic and currency scenario in which the Company has been operating remains unfavorable, the Group has experienced an improvement in sales starting in the second half of 2005 and continuing through the first quarter of 2006, particularly in Europe.

Total net sales during the first three months of 2006 were at €188.2 million, increasing by 13.0% from €166.6 million, for the first quarter of 2005. In terms of seats sold, the Group sold 747,152 units during the first quarter of 2006, 6.1% less than the first quarter of 2005.

The Group continues to see mixed results between its major product lines, with the Italsofa line continuing to exhibit growth (up 42.2% over the first quarter of 2005, at € 58.3 million), and the Natuzzi brand line (up 3.5% over the first quarter 2005, at €109.1 million) still adversely affected by competitive pricing pressure, particularly evident in United States.

After reporting net losses in 2005 for the first time in its corporate history, the Group recorded net income of €6.8 million during the first quarter of 2006, principally as a consequence of the restructuring efforts that have been undertaken since June 2005 – namely more efficient cost management and the closing of non-performing retail units - together with more favorable currency conditions in the period.

Although during first quarter 2006 the Group reported an encouraging positive results, Natuzzi’s top management is aware that rising energy prices and interest rates will continue to adversely affect consumers’ discretionary spending and, as a consequence, the furniture industry. In addition, the Group’s profitability and pricing flexibility has been and continues to be adversely affected by the strength in the value of the Euro against the U.S. dollar. As a result, the ability of the Group to improve its competitiveness largely depends on the Group’s ability to implement the current restructuring process of its operations and improve its retail activities. See Item 3, “Risk Factors”.

### **New Accounting Standards under Italian and U.S. GAAP**

**Process of Transition to International Accounting Standards** - Following the entry into force of European Regulation No. 1606 of July 2002, EU companies whose securities are traded on regulated markets in the EU are required to adopt International Financial Reporting Standards (“IFRS”), formerly known as IAS, in the preparation of their 2005 consolidated financial statements. Given that the Company’s securities are only traded on the NYSE, the Company is not subject to this requirement and continues to report its financial results in accordance with Italian

GAAP and to provide the required reconciliation of certain items to U.S. GAAP in the Company's annual reports in Form 20-F.

**Italian GAAP** – The new accounting standard under Italian GAAP relevant for the Company is outlined below.

During September 2005, effective as of December 31, 2005, the Italian Accounting Profession has changed the Italian accounting standard No. 17, "*Consolidated Financial Statements*", with regard to the translation of the financial statements of a foreign subsidiary expressed in a foreign currency.

Under the previous accounting principle an Italian parent company was allowed to translate the financial statements of a foreign subsidiary expressed in a foreign currency using the following two methodologies:

(a) if the foreign subsidiary was considered an integral part of the parent company due to various factors including intercompany transactions, financing, and cash flow indicators, its financial statements expressed in the foreign currency was translated directly into euro from the local currency as follows: (i) year-end exchange rate for monetary assets and liabilities, (ii) historical exchange rates for non monetary assets and liabilities, share capital and retained earnings, and (iii) average exchange rates during the year for revenues and expenses except for those revenues and expenses related to assets and liabilities translated at historical exchange rates. The resulting exchange differences on translation were recognized in other income (expenses), net, in the consolidated statements of earnings;

(b) if the foreign subsidiary was not considered an integral part of a parent company, its financial statements expressed in the foreign currency was translated directly into euro as follows: (i) year-end exchange rate for assets and liabilities, (ii) historical exchange rates for share capital and retained earnings, and (iii) average exchange rates during the year for revenues and expenses. The resulting exchange differences on translation were recorded as a direct adjustment to shareholders' equity.

As indicated above, effective as of December 31, 2005, the Italian Accounting Profession has eliminated the option (a) indicated above.

Therefore, under Italian GAAP as from December 31, 2005, an Italian parent company must translate the financial statements of a foreign subsidiary expressed in a foreign currency using only option (b) indicated above. This means that the financial statements of a foreign subsidiary expressed in the foreign currency must be translated directly into euro as follows: (i) year-end exchange rate for assets and liabilities, (ii) historical exchange rates for share capital and retained earnings, and (iii) average rates during the year for revenues and expenses. The resulting exchange differences on translation have to be recorded as a direct adjustment to shareholders' equity. This approach effectively ignores the operating environment of the foreign entity, in particular if the local currency is also the functional currency.

**U.S. GAAP** - The new accounting standards under U.S. GAAP relevant for the Company are outlined below:

- **SFAS No. 151:** In November 2004, the FASB issued SFAS No. 151, "*Inventory Costs*" (SFAS 151), which is an amendment of Accounting Research Bulletin No. 43, "*Inventory Pricing*." SFAS 151 clarifies that abnormal amounts of idle facility expense, freight, handling costs and wasted

materials (spoilage) should be recognized as current period charges. The provisions of SFAS 151 are effective for inventory costs incurred beginning January 1, 2006, and are applied on a prospective basis. The Company does not expect the adoption of SFAS 151 will have a significant impact on the Company's consolidated financial statements.

- **SFAS No. 153:** In December 2004, the FASB issued SFAS Statement No. 153, *Exchanges of Nonmonetary Assets*, which eliminates an exception in APB 29 for nonmonetary exchanges of similar productive assets and replaces it with a general exception for exchanges of nonmonetary assets that do not have commercial substance. This Statement will be effective for the Company for nonmonetary asset exchanges occurring on or after January 1, 2006. Application of this statement will not have an impact on the consolidated financial statements of the Company.

- **SFAS No. 123 R:** In December 2004, the FASB issued SFAS No.123 (revised 2004), *Share-Based Payment*, which is a revision of SFAS No.123, *Accounting for Stock-Based Compensation*. SFAS No.123(R) supersedes APB Opinion No. 25, *Accounting for Stock Issued to Employees*, and amends SFAS No. 95, *Statement of Cash Flows*. Generally, the approach in SFAS No.123(R) is similar to the approach described in SFAS No. 123. However, SFAS No.123(R) requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. Pro forma disclosure is no longer an alternative. The Company intends to adopt the "modified prospective" method in which compensation cost is recognized beginning with the effective date (a) based on the requirements of SFAS No.123(R) for all share-based payments granted or modified after the effective date and (b) based on the requirements of SFAS No.123 for all awards granted to employees prior to the effective date of SFAS No.123(R) that remain unvested on the effective date.

As permitted by SFAS No.123, the company currently accounts for share-based payments to employees using the APB Opinion No. 25 intrinsic-value method. Accordingly, the adoption of the SFAS No.123(R) fair value method will affect the Company's results of operations. The Company has not yet determined the impact, if any, that the adoption of SFAS 123 (R) will have on the Company's consolidated financial statements.

- **FASB interpretation No. 47:** In March 2005, the FASB issued FASB Interpretation (FIN) No. 47 *Accounting for Conditional Asset Retirement Obligations*, which clarifies that a liability (at fair value) must be recognized for asset retirement obligations when it has been incurred if the amount can be reasonably estimated, even if settlement of the liability is conditional on a future event. FIN 47 is effective as of December 31, 2005. The Company currently does not have any assets retirement obligations.

- **EITF 04-1:** In October 2004, the EITF reached a consensus on EITF 04-1, *"Accounting for Preexisting relationships between the Parties to a Business Combination"*. EITF 04-1 addresses various elements connected to a business combination between two parties that have a pre-existing relationship and the settlement of the pre-existing relationship in conjunction with the business combination. The Company applied the provisions of EITF 04-1 to business combinations consummated.

- **SFAS No. 154:** In May 2005, the FASB issued SFAS 154, *"Accounting Changes and Error Corrections — a Replacement of APB Opinion No. 20 and FASB Statement No. 3"*. SFAS 154 requires retrospective application to prior period financial statements of changes in accounting principle, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the

change. SFAS 154 also redefines “restatement” as the revising of previously issued financial statements to reflect the correction of an error. This statement is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005.

– **EITF 05-06:** In June 2005 the EITF reached a consensus on EITF 05-6, “*Determining the amortization period for leasehold improvements*”. The issue is how to determine the amortization period for leasehold improvements acquired subsequent to inception of lease, including leasehold improvement acquired in a business combination. For both cases the Task Force reached the consensus that the leasehold improvements acquired should be amortized over the shorter of the useful life of the assets and the hypothetical lease term. This consensus does not apply to pre-existing improvements and it is effective for reporting periods beginning after June 29, 2005. The Company does not believe that the adoption of EITF 05-6 will have a significant impact on the consolidated financial statements.

## **Item 6. Directors, Senior Management and Employees**

The directors, executive officers and officers of the Company at June 10, 2006 were as follows:

<b><u>Name</u></b>	<b><u>Age</u></b>	<b><u>Position with the Company</u></b>
Pasquale Natuzzi	66	Chairman of the Board of Directors
Ernesto Greco	55	Chief Executive Officer, Member of the Board of Directors
Giuseppe Desantis	43	General Manager, Vice Chairman of the Board of Directors
Daniele Tranchini	47	Chief Sales & Marketing Officer, Member of the Board of Directors
Giambattista Massaro	44	General Manager of Purchasing and Overseas Operations, Member of the Board of Directors
Gianluca Monteleone	39	Marketing and Communication Director, Member of the Board of Directors
Giuseppe Russo Corvace	56	Managing Director for Accounting and Finance, Member of the Board of Directors
Armando Branchini	61	Outside Director
Stelio Campanale	44	Outside Director
Pietro Gennaro	84	Outside Director
Enrico Vitali	45	Outside Director
Enrico Carta	58	Human Resources and Organization Director
Nicola V.M. Dell’Edera	44	Chief Financial Officer a.i. and Finance Director
Giovanni Costantino	42	Research and Development Director
Annunziata Natuzzi	42	Chief Executive Officer of Natco S.p.A.
Gaetano De Cataldo	42	Executive Vice President of Finance and Operations of Natuzzi Americas, Inc.
José Manuel Gulias Roo	48	Spain and Portugal Country Manager
Cesare Laberinti	73	Chairman and Managing Director of IMPE S.p.A
Bo Lippert-Larsen	44	Nordic Region Country Manager
Jan Mentens	39	Benelux Country Manager
Giovanni Mercadante	49	Accounting Director
Ottavio Milano	40	Control and Internal Auditing Director
Nick Moore	44	Managing Director of Natuzzi United Kingdom Ltd
Achille Poretta	48	Information Systems Director
Dave Riches	46	Finance Director of Natuzzi United Kingdom Ltd

Bodo Rupp	47	Germany, Switzerland and Austria Country Manager
Fredrick Starr	74	President and Chief Executive Officer of Natuzzi Americas Inc.
Francesco Stasolla	40	Chairman and Managing Director of Italsofa Romania S.r.l.
Richard Tan	46	Chairman and Managing Director of Italsofa (Shanghai) Ltd and Softaly (Shanghai) Ltd
Vito Testini	52	Managing Director of Minuano Nordeste S.A and Italsofa Bahia Ltd
Fernando R. Vitale	40	General Manager and Director of Italsofa Bahia Ltda.

Pasquale Natuzzi, who serves as Chairman of the Board of Directors, founded the Company in 1959 and acted as its principal executive officer until June 2006. Mr. Natuzzi held the title of Sole Director of the Company from its incorporation in 1972 until 1991, when he became the Chairman of the Board of Directors.

Ernesto Greco is the Chief Executive Officer of the Group and member of the Board of Directors since June 6, 2006. Mr. Greco holds a degree in Mechanical Engineering and a Master in Business Administration from CUOA, Italy. He developed his career in various areas within multinational Companies, such as Montedison, Hewlett-Packard, Wang Laboratories. Before his appointment in Natuzzi, he was CFO of Bulgari, world leader in the luxury goods business.

Giuseppe Desantis is General Manager and Vice Chairman of the Board of Directors. He became Vice Chairman of the Company in 1991. From 1988 to 1991, he was Assistant to Mr. Natuzzi. In 1987, he managed the Company's pricing and costing department. From 1984, when he joined the Company, to 1986 he worked in the Company's accounting department.

Daniele Tranchini is the Chief Sales and Marketing Officer and member of the Board of Directors. He joined the Company in June 2004 after studying Marketing and Business Administration in the United States. He was previously the Managing Director of J.Walter Thompson.

Giambattista Massaro is General Manager of Purchasing and Overseas Operations and member of the Board of Directors. From 1992 to 1993 he was assistant to Mr. Natuzzi and from 1990 to 1992 he was Pricing and Costs Manager. He joined the Company in 1987 as a buyer. He is also Chairman of Natco S.p.A, Nacon S.p.A. and Natuzzi Trade Service S.r.l. as well as Director of Italsofa Bahia Ltda., Italsofa Romania S.r.l. and Natuzzi Asia Ltd.

Gianluca Monteleone is Marketing and Communication Director and member of the Board of Directors. He joined the Company and became a Director in 1999. He was previously a brand manager at Johnson & Johnson, Italy and Marketing Manager at Sara Lee International.

Giuseppe Russo Corvace acts as Managing Director for Accounting and Finance and is a member of the Board of Directors. He is a partner of *Vitali, Romagnoli, Piccardi e Associati*, a major Italian law and tax consulting firm serving the Company and other major domestic and multinational companies. He has also served as a consultant to non-profit organizations. He serves as member of the Board of Auditors of a number of other Italian companies. He is delegated by the Board to supervise all activities related to domestic and international tax issues.

Armando Branchini has been an Outside Director of the Company since 2001. He founded *InterCorporate - Strategie e Impresa*, a consultancy firm specializing in business strategies and strategic marketing. He is a professor of Strategic Marketing of Luxury Goods at the IULM University in Milan. From 1973 through 1987, he was responsible for establishing and implementing a marketing



program aimed at supporting the entrance and development of Italian fashion in principal international markets.

Stelio Campanale is an Outside Director of the Company and has been a member of the Board of Directors since 1991. He was Legal Counsel of the Company from 1991 to 1997, and then served as a consultant of the Company. He was previously a senior consultant at Praxi S.p.A., a corporate consulting company, from 1988 to 1990.

Pietro Gennaro has been an Outside Director of the Company since 1993. He is the founder of Gennaro-Boston Associati, an Italian management consulting firm that is a subsidiary of the Boston Consulting Group. He is currently a professor at the University of Pavia and at ISTUD, a senior management business school. Mr. Gennaro is also a management consultant to major companies in Italy, serving as Chief Executive Officer of *PGA - Strategia e Organizzazione*, a management consultancy. Previously, he has also served as President of Waste Management Italia.

Enrico Vitali has been an Outside Director of the Company since 1994. He is a Certified Public Accountant and a partner of *Vitali, Romagnoli, Piccardi e Associati*, a major Italian law and tax consulting firm serving the Company and other major domestic and multinational companies. Mr. Vitali also serves as a member of the Boards of Statutory Auditors and the Boards of Directors of a number of other Italian companies.

Enrico Carta joined the Company in February 2002 as Human Resources and Organization Director. He has served as human resources manager over several years for some of the most important Italian industrial and consulting firms.

Giovanni Costantino has served as Research and Development Director of the Group since 1999. He was previously a consultant for furnishings and was in charge of developing the Company's "Decorator" program.

Annunziata Natuzzi is the Chief Executive Officer of Natco S.p.A.. She joined the Company in 1981. She started working in the Production Department and, in two years, worked briefly in all of the departments of the Group. She has extensive experience in the Italian Sales Department and in the International Sales Administration Department. She has worked in the Personnel Department since 1990.

Gaetano De Cataldo is Executive Vice President of Finance and Operations of Natuzzi Americas, Inc. He previously served the Company as Sales Manager for Latin America. From 1995 to 1997, he was International Franchisee Operations Manager, and from 1993 to 1995 he was Assistant Sales Administration Manager. He joined the Company in 1990 as a customer service representative.

Nicola Vittorio Maria Dell'Edera is Chief Financial Officer a.i. and Finance Director. He joined the Company in 1999. From 1997 to 1999, he was head of the Financial Analysis Department in the New York branch of Banca di Roma, an Italian bank. He previously worked in Banca di Roma's branches in Rome and Bari.

José Manuel Gulias Roo has been Managing Director of the subsidiary Natuzzi Ibérica since June 2004. He joined the Group in June 2004. Previously, Mr. Gulias Roo worked for HL-Display, a world-leading supplier of the retail industry.

Cesare Laberinti is Chairman and Managing Director of IMPE S.p.A., the subsidiary engaged in polyurethane foam operations.

Bo Lippert-Larsen is Nordic Region Country Manager. He is Managing Director of Natuzzi Nordic ApS, the Copenhagen-based subsidiary of the Group. He joined Natuzzi in December 2002.

Jan Mentens has been Benelux Country Manager since April 2003. He is Managing Director of Natuzzi Benelux NV.

Giovanni Mercadante is Accounting Director. He joined the Company in 1983.

Ottavio Milano is Control and Internal Auditing Manager. He joined the Company in May 1992.

Nick Moore joined the Group in January 2006 as Managing Director for Natuzzi United Kingdom Ltd. Nick previously held the position of Retail Director for Orange UK (a subsidiary of France Telecom) for 5 years. Prior to that he worked for Habitat Group for 12 years in various retail positions including Head of Franchises and New Markets, Head of Selling Systems and culminating in Group Head of Retail.

Achille Poretta is the Information System Director. He joined the company in March 2006. Until 2005 he worked in Accenture. Previously he worked for Carrefour Italia as Information Technology Director.

David Riches is Finance Director for Natuzzi United Kingdom Ltd. He joined the Group in January 2002. Previously he held the position of Finance Director for Hi-Tec Sports International Ltd (a wholly owned subsidiary of Hi-Tec Sports PLC) and prior to that he worked for Amstrad PLC for 10 years in various finance positions culminating in being Financial Controller and Company Secretary.

Bodo Rupp has been leading Natuzzi Germany since December 2004, after a long period at Nike USA. He manages the development of business.

Fredrick Starr is President and CEO of Natuzzi Americas, Inc. He joined the Company in October 2001. Since retiring in 1998 from Thomasville Furniture Industries, where he served as President for 16 years, he has been involved in several business and civic efforts. Most recently, he has worked with Style Craft Metal Beds as part owner and adviser. Additionally, he was appointed by Governor Hunt to lead an effort to bring Major League Baseball to North Carolina, has served as President of Piedmont Triad Partnership and is currently on the North Carolina Environmental Management Commission.

Francesco Stasolla is Chairman and Managing Director of Italsofa Romania S.r.l.. He started at Natuzzi in January 1988 as a buyer.

Richard Tan is Chairman and Managing Director of Italsofa (Shanghai) as well as Softaly (Shanghai) Limited. He has been in the upholstery business for 17 years. In November 2000, he began cooperation with Natuzzi Asia Ltd for the start-up of the Chinese production operations. He was appointed as Chairman of Italsofa (Shanghai) Limited on October 2002.

Vito Testini is Production Manager of Minuano Nordeste S.A. and Italsofa Bahia Ltd. He joined the Company in 1985. After a period work in production, he has been Quality Manager of the Group since 2000. From 2000 to 2003 he was Production Director of Italsofa Bahia Ltda.

Fernando R. Vitale is General Manager and Director of the Brazilian subsidiary Italsofa Bahia Ltda. Previously, he worked for 15 years at Curtume Touro Ltda., a Brazilian leather tannery.

Annunziata Natuzzi is the daughter of Pasquale Natuzzi. There are no other family relationships among the directors and executive officers of the Company.

Directors are elected for three-year terms. The next election of Directors will take place in April 2007. See Item 10, “Additional Information — By-laws — Board of Directors”.

### **Compensation of Directors and Officers**

Aggregate compensation paid by the Group to the directors and officers named above was approximately €8.1 million in 2005.

On January 24, 2006, pursuant to the Natuzzi Stock Incentive Plan 2004-2009 (the “Plan”) approved by the Shareholders’ Ordinary Meeting on July 26, 2004, the first tranche of 29,245 Natuzzi Ordinary Shares relating to the 2004 MBO Awards, were assigned to the Natuzzi Directors and Officers participating in the Plan. The second tranche of 29,236 Natuzzi ordinary shares will be assigned from January 15 to January 31, 2007. These same Directors and Officers were also awarded, with reference to the 2004 MBO Awards, 216,920 stock options whose exercise price was fixed at \$10.04 and that can be vested until January 15, 2009. Because of an exercise price greater than the stock market price, no stock option has vested so far.

### **Share Ownership**

Mr. Pasquale Natuzzi owns 47.6% of the issued and outstanding Ordinary Shares. As from December 16, 2003, Mr. Natuzzi holds his entire beneficial ownership of Natuzzi S.p.A. shares (other than 196 ADSs) through INVEST 2003 S.r.l., an Italian holding company (having its registered office at Via Gobetti 8, Taranto, Italy) wholly-owned by Pasquale Natuzzi. Each of Annunziata Natuzzi and Anna Maria Natuzzi owns 2.6% of the issued and outstanding Ordinary Shares. To our knowledge, none of the Company’s other directors and officers listed above owns one percent or more of the Ordinary Shares. See Item 7, “Major Shareholders and Related Party Transactions — Major Shareholders”.

### **Statutory Auditors**

The following table sets forth the names of the three members of the board of statutory auditors of the Company and the two alternate statutory auditors and their respective positions, as of the date of this annual report. The current board of statutory auditors was elected for a three-year term on April 30, 2004.

<b><u>Name</u></b>	<b><u>Position</u></b>
Francesco Venturelli .....	Chairman
Cataldo Sferra .....	Member
Costante Leone .....	Member
Giuseppe Pio Macario .....	Alternate
Vittorio Boscia .....	Alternate

During 2005, our statutory auditors received in the aggregate approximately €285,000 in compensation for their services to the Company and its Italian subsidiaries.

According to Rule 10A-3 of the Securities Exchange Act of 1934, companies must establish an audit committee meeting specific requirements. In particular, all members of this committee must be independent and the committee must adopt a written charter. The committee's prescribed responsibilities include (i) the appointment, compensation, retention and oversight of the external auditors; (ii) establishing procedures for the handling of "whistle blower" complaints; (iii) discussion of financial reporting and internal control issues and critical accounting policies (including through executive sessions with the external auditors); (iv) the approval of audit and non-audit services performed by the external auditors; and (v) the adoption of an annual performance evaluation. A company must also have an internal audit function, which may be out-sourced, except to the independent auditor.

The Company is relying on an exemption from these audit committee requirements provided by Exchange Act Rule 10A-3(c)(3) for foreign private issuers with a board of statutory auditors established in accordance with local law or listing requirements and subject to independence requirements under local law or listing requirements. See Item 16, "Exemption from Listing Standards for Audit Committees" for more information.

### External Auditors

On April 30, 2004, at the annual general shareholders' meeting, KPMG S.p.A., with offices in Bari, Italy, was appointed as the Company's external auditors for a three-year period.

### Employees

As at December 31, 2005, the Group had 7,846 employees (3,633 in Italy and 4,213 abroad), as compared to 6,832 and 6,230 on December 31, 2004 and 2003, respectively. As at April 30, 2006, the Group had 7,975 employees (3,614 in Italy and 4,361 abroad). As at April 30, 2006, the average age of the Group's employees was approximately 33 years. Historically, there has been very little turnover among the Group's employees. The Group maintains a company intranet and, as a major employer in the Bari/Santeramo area, is, in the view of management, an important participant in community life.

Italian law provides that, upon termination of employment for whatever reason, employees located in Italy are entitled to receive certain indemnity payments based on length of employment. As at March 31, 2006, the Company had €33.8 million reserved for such termination indemnities, such reserves being equal to the amounts, calculated on a percentage basis, required by Italian law.

The Group has continued to expand its presence overseas thanks to the new production plants in Brazil, Romania and China and the establishment of some new distribution subsidiaries. The corporate structure has been reinforced by the hiring of new skilled and experienced managers and employees.

In Italy the effects of the "*Biagi* reform" continue, allowing the Group to adopt new, highly flexible employment contracts. One such contract is the *project work contract*, an innovative employment agreement that has enabled the Group to hire employees for the limited purpose of completing a particular project during a predetermined period. These new employment contracts have enhanced the Group's ability to recruit and hire workers quickly and to do so with a high degree of flexibility.

During 2005, the Group has reduced its training activities, focusing on training only new employees in the production and sales and marketing areas.

During 2004, the Group's compensation philosophy was focused on rewarding management and employees for the achievement of specified performance goals and for improvement in the Company's share price. In 2004 the Group launched the Stock Incentive Plan (the "SIP") for key management employees. The purpose of the SIP is to provide designated employees of the Group with incentives and rewards to motivate them to increase the Group's value and to encourage them to continue their employment with the Group. The SIP was approved by the shareholders of Natuzzi at the Extraordinary Meeting of Shareholders on July 23, 2004. At that meeting, the shareholders approved the issuance of up to 3,000,000 shares under the SIP, 500,000 of which may be issued upon settlement of restricted stock units. Under the SIP, employees of the Group selected by a committee of the Board of Directors were offered the opportunity to receive options to purchase ordinary shares of Natuzzi and grants of restricted stock units instead of payment of their 2004 and 2005 MBO Awards. The options to purchase and the restricted stock units vest or become exercisable only on the achievement of certain designated performance targets. Under the SIP, the Group assigned 113,820 restricted stock units and 369,752 stock options for MBO 2004. On January 24, 2006 the Natuzzi Board of Directors, in accordance with the Natuzzi Stock Incentive Plan 2004-2009, approved the issuance without consideration of 56,910 new Natuzzi ordinary shares in favor of the beneficiary employees. See Note 20 to the Consolidated Financial Statements of this annual report for a more detailed description of the operation of the SIP.

## Item 7. Major Shareholders and Related Party Transactions

### Major Shareholders

Mr. Pasquale Natuzzi, who founded the Company and served as its chief executive officer until June 2006, and who is currently Chairman of the Board of Directors, owns 47.6% of the issued and outstanding Ordinary Shares of the Company (52.8% of the Ordinary Shares if the Ordinary Shares owned by members of Mr. Natuzzi's immediate family (the Natuzzi Family) are aggregated) and controls the Company, including its management and the selection of its Board of Directors. Since December 16, 2003, Mr. Natuzzi holds his entire beneficial ownership of Natuzzi S.p.A. shares (other than 196 ADSs) through INVEST 2003 S.r.l., an Italian holding company (having its registered office at Via Gobetti 8, Taranto, Italy) wholly-owned by Pasquale Natuzzi.

The following table sets forth information, as reflected in the records of the Company as at March 31, 2006, with respect to each person who owns more than 5% of the Company's Ordinary Shares or ADSs.

	<b>Number of Shares Owned</b>	<b>Percent Owned</b>
Pasquale Natuzzi <sup>(1)</sup> .....	26,064,906	47.6%
Royce & Associates, LLC .....	5,209,100	9.5%
Brandes Investment Partners, LP .....	4,540,281	8.3%
Tweedy, Browne Company, L.L.C. ....	4,050,759	7.4%

(1) If Mr. Natuzzi's Ordinary Shares are aggregated with those held by members of the Natuzzi Family, the amount owned would have been 28,864,906 and the percentage ownership of Ordinary Shares would have been 52.8%.

In addition, the Natuzzi Family has a right of first refusal to purchase all the rights, warrants or other instruments which The Bank of New York, as Depositary under the Deposit Agreement, determines may not lawfully or feasibly be made available to owners of ADSs in connection with each rights offering, if any, made to holders of Ordinary Shares. None of the shares held by the above shareholders have any special voting rights.

As of May 31, 2006, 54,738,538 Ordinary Shares were outstanding. As of the same date, there were 25,829,181 ADSs (equivalent to 25,829,181 Ordinary Shares) outstanding. The ADSs represented 47.2% of the total number of outstanding Natuzzi Ordinary Shares.

Since certain of the shares and ADSs were held by brokers or other nominees, the number of direct record holders in the United States may not be fully indicative of the number of direct beneficial owners in the United States or of where the direct beneficial owners of such shares are resident.

### **Related Party Transactions**

No member of the board of directors or board of statutory auditors and no senior officer (including close members of any such person's families) nor any enterprise over which any such person is able to exercise a significant influence has had any interest in any transactions that are or were unusual in their nature or conditions or are or were material to the Company, and that were either effected since January 1, 2003 or that were effected during an earlier period and remain in any respect outstanding or unperformed. The Company has not provided any loans or guarantees to or for the benefit of any such person since January 1, 2003 or that remain outstanding or unperformed.

## **Item 8. Financial Information**

### **Consolidated Financial Statements**

Please refer to Item 18, "Financial Statements" of this annual report.

### **Export Sales**

Export sales from Italy totaled approximately €323.7 million in 2005, down 25.5% compared with 2004. That figure represented 54.4% of the Group's 2005 net leather- and fabric-upholstered furniture sales.

### **Legal and Governmental Proceedings**

In early 2005, the National Institute for Social Security (INPS – *Istituto Nazionale di Previdenza Sociale*) requested that the Company pay approximately €16.3 million of social security contributions related to the periods between November 1995 to May 2001. The Company did not pay these contributions because it benefited from certain exemptions granted by the Italian government in connection with personnel employed under "Training and Work Experience" contracts (*Contratti di formazione e lavoro*). In 2004, the European Court of Justice ruled that such exemptions constitute State financial aid, and thus conflict with European Union laws and regulations on free competition, and the European Commission ordered the Italian government to collect all social security contributions not paid in reliance on these exemptions. The Company believes that it complied with the law in force at the time it took the exemptions and that the request from INPS with



respect to periods up to February 2000 should be barred by the statute of limitations up to February 2000 in accordance with Italian Law 335/1995. As such, the Company has set aside only €457,000 to cover the social security contributions in connection with employees hired after March 2000. See note 21 to the Consolidated Financial Statements included in item 18 of this annual report.

Apart from the proceeding described above, neither the Company nor any of its subsidiaries is a party to any legal or governmental proceeding that is pending or, to the Company's knowledge, threatened or contemplated against Natuzzi or any such subsidiary that, if determined adversely to Natuzzi or any such subsidiary, would have a materially adverse effect, either individually or in the aggregate, on the business, financial condition or results of operations of the Group.

### **Dividends**

The Group's policy is to maintain a dividend payout ratio of approximately 20%. In light of the Group's negative results for the year ended December 31, 2005 the Group did not distribute dividends for the year ended December 31, 2005.

The table below sets forth the cash dividends paid per Ordinary Share in respect of each of the years indicated, and translated into dollars per ADS (each representing one Ordinary Share) at the Noon Buying Rate on the date or dates the respective dividends were first payable.

<b>Year ended December 31,</b>	<b>Dividends per Ordinary Share</b>	<b>Translated into dollars per ADS</b>
2005.....	Not distributed	Not distributed
2004 .....	€0.0673	\$0.09
2003 .....	€0.1366	\$0.15
2002 .....	€0.3300	\$0.35
2001 .....	€0.2872	\$0.26

The payment of future dividends will depend upon the Company's earnings and financial condition, capital requirements, governmental regulations and policies and other factors. Accordingly, there can be no assurance that dividends in future years will be paid at a rate similar to dividends paid in past years or at all.

Dividends paid to owners of ADSs or Ordinary Shares who are United States residents qualifying under the Income Tax Convention will generally be subject to Italian withholding tax at a maximum rate of 15%, provided that certain certifications are timely given. Such withholding tax will be treated as a foreign income tax which U.S. owners may elect to deduct in computing their taxable income, or, subject to the limitations on foreign tax credits generally, credit against their United States federal income tax liability. See Item 10, "Additional Information — Taxation — Taxation of Dividends".

## **Item 9. The Offer and Listing**

### **Trading Markets and Share Prices**

Natuzzi's Ordinary Shares are listed on the New York Stock Exchange ("NYSE") in the form of ADSs under the symbol "NTZ". Neither the Company's Ordinary Shares nor its ADSs are listed on a securities exchange outside the United States. The Bank of New York is the Company's Depositary for purposes of issuing the ADRs evidencing ADSs.

Trading in the ADSs on the NYSE commenced on May 13, 1993. The following table sets forth, for the periods indicated, the high and low closing prices per ADS as reported by the NYSE.<sup>(1)</sup>

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<sup>(1)</sup> Starting on January 1, 2001, the NYSE changed its practice of reporting stock quotes from a fractional to a decimal system. All stock quotes prior to this date, originally reported in fractions, were restated into decimals for ease of comparison.

	New York Stock Exchange Price per ADS	
	High	Low
	(in U.S. dollars)	
2001		
First Quarter .....	14.050	12.125
Second Quarter .....	14.150	11.500
Third Quarter .....	14.000	10.150
Fourth Quarter.....	14.640	10.860
2002		
First Quarter .....	15.700	13.910
Second Quarter .....	16.100	13.350
Third Quarter .....	15.040	10.920
Fourth Quarter.....	10.970	9.120
2003		
First Quarter .....	10.050	7.240
Second Quarter .....	9.600	7.990
Third Quarter .....	10.390	7.820
Fourth Quarter.....	11.000	9.460
2004		
First Quarter .....	11.550	10.150
Second Quarter .....	11.550	10.150
Third Quarter .....	10.800	9.230
Fourth Quarter.....	11.170	10.010
2005		
First Quarter .....	11.650	10.290
Second Quarter .....	10.270	8.100
Third Quarter .....	9.000	8.050
Fourth Quarter.....	8.400	6.760
2006		
First Quarter .....	7.810	7.100
Monthly Data:		
December 2005.....	7.660	6.980
January 2006 .....	7.790	7.100
February 2006.....	7.530	7.100
March 2006.....	7.810	7.300
April 2006 .....	7.570	6.860
May 2006 .....	7.600	7.100
June 2006 (through June 19) .....	7.350	7.110

## Item 10. Additional Information

### By-laws

The following is a summary of certain information concerning the Company's shares and By-laws (*Statuto*) and of Italian law applicable to Italian stock corporations whose shares are not listed in a regulated market in the European Union, as in effect at the date of this annual report. The summary contains all the information that the Company considers to be material regarding the shares but does not purport to be complete and is qualified in its entirety by reference to the By-laws or Italian law, as the case may be.

Italian companies whose shares are not listed on a regulated market of the European Union are governed by the rules of the Italian civil code as modified by the reform of the corporate law provisions of the Italian civil code, which took effect on January 1, 2004.

On July 23, 2004 the Company's shareholders approved a number of amendments to the Company's By-laws dictated or made possible by the so-called "corporate law reform". The following summary takes into account the corporate law reform and the consequent amendments to the Company's By-laws.

**General** - The issued share capital of the Company consists of 54,681,628 Ordinary Shares, par value €1.0 per share. All the issued shares are fully paid, non-assessable and in registered form.

The Company is registered with the Companies' Registry of Bari at n. 19551, with its registered office in Bari, Italy.

As set forth in Article 3 of the By-laws, the Company's corporate purpose is the production, marketing and sale of sofas, armchairs, furniture in general and raw materials used for their production. The Company is generally authorized to take any actions necessary or useful to achieve its corporate purpose.

**Authorization of Shares** - The extraordinary meeting of the Company's shareholders held on July 23, 2004 authorized the Company's board of directors to carry out a free capital increase of up to €500,000.00, and a capital increase against payment of up to €3.0 million to be issued, in connection with the grant of stock options to employees of the Company. On January 24, 2006 the Natuzzi Board of Directors, in accordance with the Regulations of the "Natuzzi Stock Incentive Plan 2004-2009", approved by the Board of Directors in a meeting held on July 23, 2004, decided to issue without consideration 56,910 new Natuzzi ordinary shares in favor of the beneficiary employees. Consequently, the number of the Natuzzi ordinary shares were increased on the same date from 54,681,628 to 54,738,538.

**Form and Transfer of Shares** - The Company's Ordinary Shares are in certificated form and are freely transferable by endorsement of the share certificate by or on behalf of the registered holder, with such endorsement either authenticated by a notary in Italy or elsewhere or by a broker-dealer or a bank in Italy. The transferee must request that the Company enter his name in the register of shareholders in order to establish his rights as a shareholder as against the Company.

**Dividend Rights** - Payment by the Company of any annual dividend is proposed by the board of directors and is subject to the approval of the shareholders at the annual shareholders' meeting. Before dividends may be paid out of the Company's unconsolidated net income in any year,

an amount at least equal to 5.0% of such net income must be allocated to the Company's legal reserve until such reserve is at least equal to one-fifth of the par value of the Company's issued share capital. If the Company's capital is reduced as a result of accumulated losses, dividends may not be paid until the capital is reconstituted or reduced by the amount of such losses. The Company may pay dividends out of available retained earnings from prior years, provided that, after such payment, the Company will have a legal reserve at least equal to the legally required minimum. No interim dividends may be approved or paid.

Dividends will be paid in the manner and on the date specified in the shareholders' resolution approving their payment (usually within 30 days of the annual general meeting). Dividends which are not collected within five years of the date on which they become payable are forfeited to the benefit of the Company. Holders of ADSs will be entitled to receive payments in respect of dividends on the underlying shares through The Bank of New York, as ADR depositary, in accordance with the deposit agreement relating to the ADRs.

**Voting Rights** - Registered holders of the Company's Ordinary Shares are entitled to one vote per Ordinary Share.

As a registered shareholder, the Depositary (or its nominee) will be entitled to vote the Ordinary Shares underlying the ADSs. The Deposit Agreement requires the Depositary (or its nominee) to accept voting instructions from holders of ADSs and to execute such instructions to the extent permitted by law. Neither Italian law nor the Company's By-laws limit the right of non-resident or foreign owners to hold or vote shares of the Company.

**Board of Directors** - Pursuant to the Company's By-laws, the Company may be run by a sole director or by a board of directors, consisting of seven to eleven individuals. The Company is currently run by a board of directors composed by eleven individuals, and the description below will refer to such system. The board of directors is elected at a shareholders' meeting, for the period established at the time of election but in no case for longer than three fiscal years. A director, who may be but is not required to be a shareholder of the Company, may be re-appointed for successive terms. The board of directors has complete power of ordinary and extraordinary administration of the Company after specific authorization in the cases requested by the law and in particular may perform all acts it deems advisable for the achievement of the Company's corporate purposes, except for the actions reserved by applicable law or the By-laws to a vote of the shareholders at an ordinary or extraordinary shareholders' meeting. See also "—Meetings of Shareholders".

The board of directors must appoint a chairman (*Presidente*) and may appoint a vice-chairman. The chairman of the board of directors is the legal representative of the Company. The board of directors may delegate certain powers to one or more managing directors (*amministratori delegati*), determine the nature and scope of the delegated powers of each director and revoke such delegation at any time. The managing directors must report to the board of directors and board of statutory auditors at least every 180 days on the Company's business and the main transactions carried out by the Company or by its subsidiaries.

The board of directors may not delegate certain responsibilities, including the preparation and approval of the draft financial statements, the approval of merger and de-merger plans to be presented to shareholders' meetings, increases in the amount of the Company's share capital or the issuance of convertible debentures (if any such power has been delegated to the board of directors by vote of the extraordinary shareholders' meeting) and the fulfillment of the formalities required when

the Company's capital has to be reduced as a result of accumulated losses that reduce the Company's stated capital by more than one-third. See also "—Meetings of Shareholders".

The board of directors may also appoint a general manager (*direttore generale*), who reports directly to the board of directors and confer powers for single acts or categories of acts to employees of the Company or persons unaffiliated with the Company.

Meetings of the board of directors are called no less than five days in advance by registered letter, fax, telegram or e-mail by the chairman on his own initiative and must be called upon the request of any director or statutory auditor. Meetings may be held in person, or by video-conference or tele-conference, in the location indicated in the notice convening the meeting, or in any other destination, each time that the chairman may consider necessary. The quorum for meetings of the board of directors is a majority of the directors in office. Resolutions are adopted by the vote of a majority of the directors present at the meeting. In case of a tie, the chairman has the deciding vote.

Directors having any interest in a proposed transaction must disclose their interest to the board and to the statutory auditors, even if such interest is not in conflict with the interest of the Company in the same transaction. The interested director is not required to abstain from voting on the resolution approving the transaction, but the resolution must state explicitly the reasons for, and the benefit to the Company of, the approved transaction. In the event that these provisions are not complied with, or that the transaction would not have been approved without the vote of the interested director, the resolution may be challenged by a director or by the board of statutory auditors if the approved transaction may be prejudicial to the Company. A managing director having any such interest in a proposed transaction within the scope of his powers must solicit prior board approval of such transaction. The interested director may be held liable for damages to the Company resulting from a resolution adopted in breach of the above rules. Finally, directors may be held liable for damages to the Company if they illicitly profit from insider information or corporate opportunities.

The board of directors may transfer the Company's registered office within Italy or make other amendments to the Company's By-laws when these amendments are required by law, set up and eliminate secondary offices, approve mergers by absorption into the Company of any subsidiary in which the Company holds at least 90% of the issued share capital and reductions of the Company's share capital in case of withdrawal of a shareholder. The board of directors may also approve the issuance of shares or convertible debentures, if so authorized by the shareholders' meeting.

Under Italian law, directors may be removed from office at any time by the vote of shareholders at an ordinary shareholders' meeting. However, if removed in circumstances where there was no just cause, such directors may have a claim for indemnification against the Company. Directors may resign at any time by written notice to the board of directors and to the chairman of the board of statutory auditors. The board of directors must appoint substitute directors to fill vacancies arising from removals or resignations, subject to the approval of the board of statutory auditors, to serve until the next ordinary shareholders' meeting. If at any time more than half of the members of the board of directors appointed at a shareholders' meeting resign, such resign is ineffective until the majority of the new board of directors has been appointed. In such a case, the remaining members of the board of directors (or the board of statutory auditors if all the members of the board of directors have resigned or ceased to be directors) must promptly call an ordinary shareholders' meeting to appoint the new directors.



Shareholders determine the remuneration of directors at ordinary shareholders' meeting appointing them. The board of directors, after consultation with the board of statutory auditors, may determine the remuneration of directors that perform management or other special services for the Company, such as the managing director, within a maximum amount established by the shareholders. Directors are entitled to reimbursement for expenses reasonably incurred in connection with their functions.

**Statutory Auditors** - In addition to electing the board of directors, the Company's shareholders elect a board of statutory auditors (*Collegio Sindacale*), appoint its chairman and set the compensation of its members. At ordinary shareholders' meetings of the Company, the statutory auditors are elected for a term of three fiscal years, may be re-elected for successive terms and may be removed only for cause and with the approval of a competent court. Expiration of their office will have no effect until a new board is appointed. Membership of the board of statutory auditors is subject to certain good standing, independence and professional requirements. In particular, at least one member must be a certified auditor.

The Company's By-laws provide that the board of statutory auditors shall consist of three statutory auditors and two alternate statutory auditors (who are automatically substituted for a statutory auditor who resigns or is otherwise unable to serve).

The Company's board of statutory auditors is required, among other things, to verify that the Company (i) complies with applicable laws and its By-laws, (ii) respects principles of good governance, and (iii) maintains adequate organizational structure and administrative and accounting systems. The Company's board of statutory auditors is required to meet at least once every ninety days. The board of statutory auditors reports to the annual shareholders' meeting on the results of its activity and the results of the Company's operations. In addition, the statutory auditors of the Company must be present at meetings of the Company's board of directors and shareholders' meetings.

The statutory auditors may decide to call a meeting of the shareholders or the board of directors, ask the directors information about the management of the Company, carry out inspections and verifications at the Company and exchange information with the Company's external auditors. Any shareholder may submit a complaint to the board of statutory auditors regarding facts that such shareholder believes should be subject to scrutiny by the board of statutory auditors, which must take any complaint into account in its report to the shareholders' meeting. If shareholders collectively representing 5% of the Company's share capital submit such a complaint, the board of statutory auditors must promptly undertake an investigation and present its findings and any recommendations to a shareholders' meeting (which must be convened immediately if the complaint appears to have a reasonable basis and there is an urgent need to take action). The board of statutory auditors may report to the competent court serious breaches of directors' duties.

**External Auditor** - The corporate law reform requires companies to appoint an external auditor or a firm of external auditors, each of them qualified to act in such capacity under Italian law, that shall verify (i) during the fiscal year, that the company's accounting records are correctly kept and accurately reflect the company's activities, and (ii) that the financial statements correspond to the accounting records and the verifications conducted by the external auditors and comply with applicable rules. The external auditor or the firm of external auditors express their opinion on the financial statements in a report that may be consulted by the shareholders prior to the annual shareholders' meeting.

The external auditor or the firm of external auditors is appointed for a three-year term and its compensation is determined by a vote at an ordinary shareholders' meeting, having heard the board of statutory auditors, and may be removed only for just cause by a vote of the shareholders' meeting and with the approval of a competent court.

On April 30, 2004, the Company's shareholders appointed KPMG S.p.A., with legal offices at Via Vittor Pisani, 25, 20124 Milano, Italy, as its external auditors for a fifth consecutive three-year term.

For the entire duration of their office the external auditors or the firm of external auditors must meet certain requirements provided for by law.

**Meetings of Shareholders** - Shareholders are entitled to attend and vote at ordinary and extraordinary shareholder's meetings. Votes may be cast personally or by proxy. Shareholder meetings may be called by the Company's board of directors (or the board of statutory auditors) and must be called if requested by holders of at least 10% of the issued shares. If a shareholders' meeting is not called despite the request by shareholders and such refusal is unjustified, a competent court may call the meeting. Shareholders are not entitled to request that a meeting of shareholders be convened to vote on matters which, as a matter of law, shall be resolved on the basis of a proposal, plan or report by the Company's board of directors.

The Company may hold general meetings of shareholders at its registered office in Bari, at its executive offices in Santeramo or elsewhere within Italy or at locations outside Italy, following publication of notice of the meeting in any of the following Italian newspapers: "*Il Sole 24 ore*", "*Corriere della Sera*" or "*La Repubblica*" at least 15 days before the date fixed for the meeting.

Shareholders' meetings must be convened at least once a year. The Company's annual stand-alone financial statements are prepared by the board of directors and submitted for approval to the ordinary shareholders' meeting which must be convened within 120 days after the end of the fiscal year to which such financial statements relate. This term may be extended to up to 180 days after the end of the fiscal year, as long as the Company continues to be bound by law to draw up consolidated financial statements or if particular circumstances concerning its structure or its purposes so require. At ordinary shareholders' meetings, shareholders also appoint the external auditors, approve the distribution of dividends, appoint the board of directors and statutory auditors, determine their remuneration and vote on any matter the resolution or authorization of which is entrusted to them by law.

Extraordinary shareholders' meetings may be called to vote on proposed amendments to the By-laws, issuance of convertible debentures, mergers and de-mergers, capital increases and reductions, when such resolutions may not be taken by the board of directors. Liquidation of the Company must be resolved upon by an extraordinary shareholders' meeting.

The notice of a shareholders' meeting may specify up to two meeting dates for an ordinary or extraordinary shareholders' meeting; such meeting dates are generally referred to as "calls".

The quorum for an ordinary meeting of shareholders is 50% of the Ordinary Shares, and resolutions are carried by the majority of Ordinary Shares present or represented. At an adjourned ordinary meeting, no quorum is required, and the resolutions are carried by the majority of Ordinary Shares present or represented. Certain matters, such as amendments to the By-laws, the issuance of shares, the issuance of convertible debentures and mergers and de-mergers may only be effected at an extraordinary meeting, at which special voting rules apply. Resolutions at an extraordinary meeting of

the Company are carried, on first call, by a majority of the Ordinary Shares. An adjourned extraordinary meeting is validly held with a quorum of one-third of the issued shares and its resolutions are carried by a majority of at least two-thirds of the holders of shares present or represented at such meeting. In addition, certain matters (such as a change in purpose or corporate form of the company, the transfer of its registered office outside Italy, its liquidation prior to the term set forth in its By-laws, the extension of the term and the issuance of preferred shares) must be carried by the holders of more than one-third of the issued shares and more than two-thirds of the shares present and represented at such meeting.

According to the By-laws, in order to attend any shareholders' meeting, shareholders, at least five days prior to the date fixed for the meeting, must deposit their share certificates at the offices of the Company or with such banks as may be specified in the notice of meeting, in exchange for an admission ticket. Owners of ADRs may make special arrangements with the Depositary for the beneficial owners of such ADRs to attend shareholders' meetings, but not to vote at or formally address such meetings. The procedures for making such arrangements will be specified in the notice of such meeting to be mailed by the Depositary to the owners of ADRs.

Shareholders may appoint proxies by delivering in writing an appropriate instrument of appointment to the Company. Directors, auditors and employees of the Company or of any of its subsidiaries may not be proxies and any one proxy cannot represent more than 20 shareholders.

**Preemptive Rights** - Pursuant to Italian law, holders of Ordinary Shares or of debentures convertible into shares, if any, are entitled to subscribe for the issuance of shares, debentures convertible into shares and rights to subscribe for shares, in proportion to their holdings, unless such issues are for non-cash consideration or preemptive rights are waived or limited by an extraordinary resolution adopted by the affirmative vote of holders of more than 50% of the Ordinary Shares (whether at an extraordinary or adjourned extraordinary meeting) and such waiver or limitation is required in the interest of the Company. There can be no assurance that the holders of ADSs may be able to exercise fully any preemptive rights pertaining to Ordinary Shares.

**Preference Shares; Other Securities** - The Company's By-laws allow the Company to issue preference shares with limited voting rights, to issue other classes of equity securities with different economic and voting rights, to issue so-called participation certificates with limited voting rights, as well as so-called tracking stock. The power to issue such financial instruments is attributed to the extraordinary meeting of shareholders.

The Company, by resolution of the board of directors, may issue debt securities non-convertible into shares, while it may issue debt securities convertible into shares through a resolution of the extraordinary shareholders' meeting.

**Segregation of Assets and Proceeds** - The Company, by means of an extraordinary shareholders' meeting resolution, may approve the segregation of certain assets into one or more separate pools. Such pools of assets may have an aggregate value not exceeding 10% of the shareholders' equity of the company. Each pool of assets must be used exclusively for the carrying out of a specific business and may not be attached by the general creditors of the Company. Similarly, creditors with respect to such specific business may only attach those assets of the Company that are included in the corresponding pool. Tort creditors, on the other hand, may always attach any assets of the Company. The Company may issue securities carrying economic and administrative rights relating to a pool. In addition, financing agreements relating to the funding of a specific business may provide that the proceeds of such business be used exclusively to repay the financing. Such proceeds

may be attached only by the financing party and such financing party would have no recourse against other assets of the Company.

The Company has no present intention to enter into any such transaction and none is currently in effect.

**Liquidation Rights** - Pursuant to Italian law and subject to the satisfaction of the claims of all other creditors, shareholders are entitled to a distribution in liquidation that is equal to the nominal value of their shares (to the extent available out of the net assets of the Company). Holders of preferred shares, if any such shares are issued in the future by the Company, may be entitled to a priority right to any such distribution from liquidation up to their par value. Thereafter, all shareholders would rank equally in their claims to the distribution or surplus assets, if any. Ordinary Shares rank *pari passu* among themselves in liquidation.

**Purchase of Shares by the Company** - The Company is permitted to purchase shares, subject to certain conditions and limitations provided for by Italian law. Shares may only be purchased out of profits available for dividends or out of distributable reserves, in each case as appearing on the latest shareholder — approved stand-alone financial statements. Further, the Company may only repurchase fully paid-in shares. Such purchases must be authorized by an ordinary shareholders' meeting. The number of shares to be acquired, together with any shares previously acquired by the Company or any of its subsidiaries, may not (except in limited circumstances) exceed in the aggregate 10% of the total number of shares then issued and the aggregate purchase price of such shares may not exceed the earnings reserve specifically approved by shareholders. Shares held in excess of such 10% limit must be sold within one year of the date of purchase. Similar limitations apply with respect to purchases of the Company's shares by its subsidiaries.

A corresponding reserve equal to the purchase price of such shares must be created in the balance sheet, and such reserve is not available for distribution, unless such shares are sold or cancelled. Shares purchased and held by the Company may be resold only pursuant to a resolution adopted at an ordinary shareholders' meeting. The voting rights attaching to the shares held by the Company or its subsidiaries cannot be exercised, but the shares can be counted for quorum purposes in shareholders' meetings. Dividends attaching to such shares will accrue to the benefit of other shareholders; pre-emptive rights attaching to such shares will accrue to the benefit of other shareholders, unless the shareholders' meeting authorizes the Company to exercise, in whole or in part, the pre-emptive rights thereof.

In July 2000, the shareholders of the Company approved a share repurchase program to buy-back up to 4 million shares or €51.6 million during a period of up to 18 months. The Company spent €23.2 million in 2000 and €14.6 million in 2001 to repurchase shares. The Company repurchased 1,782,700 shares in 2000 at an average cost of US\$ 11.3 per share and 1,061,200 shares in 2001 at an average cost of US\$ 12.3 per share. The repurchase program is no longer in effect. At an extraordinary meeting held in November 2003 the shareholders approved the cancellation of all the treasury shares. Such treasury shares were cancelled effective on February 21, 2004.

**Notification of the Acquisition of Shares** - In accordance with Italian antitrust laws, the Italian Antitrust Authority is required to prohibit the acquisition of control in a company which would thereby create or strengthen a dominant position in the domestic market or a significant part thereof and which would result in the elimination or substantial reduction, on a lasting basis, of competition, provided that certain turnover thresholds are exceeded. However, if the turnover of

the acquiring party and the company to be acquired exceed certain other monetary thresholds, the antitrust review of the acquisition falls within the exclusive jurisdiction of the European Commission.

**Minority Shareholders' Rights; Withdrawal Rights** - Shareholders' resolutions which are not adopted in conformity with applicable law or the Company's By-laws may be challenged (with certain limitations and exceptions) within ninety days by absent, dissenting or abstaining shareholders representing individually or in the aggregate at least 5% of Company's share capital (as well as by the board of directors or the board of statutory auditors). Shareholders not reaching this threshold or shareholders not entitled to vote at Company's meetings may only claim damages deriving from the resolution.

Dissenting or absent shareholders may require the Company to buy back their shares as a result of shareholders' resolutions approving, among others things, material modifications of the Company's corporate purpose or of the voting rights of its shares, the transformation of the Company from a stock corporation into a different legal entity, or the transfer of the Company's registered office outside Italy. According to the reform, the buy-back would occur at a price established by the board of directors, upon consultation with the board of statutory auditors and the Company's external auditor, having regard to the net assets value of the Company, its prospective earnings and the market value of its shares, if any. The Company's By-laws may set forth different criteria to determine the consideration to be paid to dissenting shareholders in such buy-backs.

Each shareholder may bring to the attention of the board of statutory auditors facts or actions which are deemed wrongful. If such shareholders represent more than 5% of the share capital of the Company, the board of statutory auditors must investigate without delay and report its findings and recommendations to the shareholders' meeting.

Shareholders representing more than 10% of the Company's share capital have the right to report to the competent court serious breaches of the duties of the directors, which may be prejudicial to the Company or to its subsidiaries. In addition, shareholders representing at least 20% of the Company's share capital may commence derivative suits before the competent court against its directors, statutory auditors and general managers.

The Company may waive or settle the suit unless shareholders holding at least 20% of the shares vote against such waiver or settlement. The Company will reimburse the legal costs of such action in the event that the claim of such shareholders is successful and the court does not award such costs against the relevant directors, statutory auditors or general managers.

Any dispute arising out of or in connection with the By-Laws that may arise between the Company and its shareholders, directors, liquidators shall fall under the exclusive jurisdiction of the Tribunal of Bari.

**Liability for Mismanagement of Subsidiaries** - Under Italian law, companies and other legal entities that, acting in their own interest or the interest of third parties, mismanage a company subject to their direction and coordination powers are liable to such company's shareholders and creditors for ensuing damages. This liability is excluded if (i) the ensuing damage is fully eliminated, including through subsequent transactions, or (ii) the damage is effectively offset by the global benefits deriving in general to the company from the continuing exercise of such direction and coordination powers. Direction and coordination powers are presumed to exist, among other things, with respect to consolidated subsidiaries.

The Company is subject to the direction and coordination of INVEST 2003 S.r.l.

### Certain Contracts

As of December 31, 2005, the Group entrusted approximately 14% of its production needs, primarily relating to the assembly of raw materials and finished parts into finished products, to subcontractors in the Santeramo area.

### Exchange Controls

Currently, there are no Italian exchange controls that would affect the payment of dividends or other remittances to holders of the ADSs or Ordinary Shares who reside outside Italy. The Company is not aware of any plans by the Italian Government to institute any exchange controls that would affect the payment of dividends or other remittances to holders of ADSs or Ordinary Shares who reside outside Italy. Neither Italian law nor the Company's By-laws limits the right of non-resident or foreign owners to hold or vote the Ordinary Shares or the ADSs.

However, Italian resident and non-resident investors who transfer, directly or indirectly (through banks or other intermediaries) into or out of Italy, cash, investments or other securities in excess of €12,500.00 must report all such transfers to the Italian Exchange Office ("*Ufficio Italiano Cambi*" or "UIC"). In the case of indirect transfers, banks or other intermediaries are required to maintain records of all such transfers for five years for inspection by Italian tax and judicial authorities. Non-compliance with these reporting and record-keeping requirements may result in administrative fines or, in the case of false reporting or in certain cases of incomplete reporting, criminal penalties. The UIC is required to maintain reports for a period of ten years and may use such reports, directly or through other government offices, to police money laundering, tax evasion and any other crime or violation.

Individuals, non-profit entities and partnerships that are residents of Italy must disclose on their annual tax returns all investments and financial assets held outside Italy, as well as the total amount of transfers to, from, within and between countries other than Italy relating to such foreign investments or financial assets, even if at the end of the taxable period foreign investments or financial assets are no longer owned. No such tax disclosure is required if: (i) the foreign investments or financial assets are exempt from income tax; or (ii) the total value of the foreign investments or financial assets at the end of the taxable period or the total amount of the transfers effected during the fiscal year does not exceed €12,500.00. Corporate residents of Italy are exempt from these tax disclosure requirements with respect to their annual tax returns because this information is required to be discussed in their financial statements.

The Company cannot assure you that the present regulatory environment in or outside Italy will continue or that particular policies presently in effect will be maintained, although Italy is required to maintain certain regulations and policies by virtue of its membership of the European Union and other international organizations and its adherence to various bilateral and multilateral international agreements.

### Taxation

The following is a summary of certain U.S. federal and Italian tax matters. The summary contains a description of the principal United States federal and Italian tax consequences of the purchase, ownership and disposition of Ordinary Shares or ADSs by a holder who is a citizen or resident of the United States or a U.S. corporation or who otherwise will be subject to United States federal income tax on a net income basis in respect of the Ordinary Shares or ADSs. The summary is



not a comprehensive description of all of the tax considerations that may be relevant to a decision to purchase or hold Ordinary Shares or ADSs. In particular, the summary deals only with beneficial owners who will hold Ordinary Shares or ADSs as capital assets and does not address the tax treatment of a beneficial owner who owns 10% or more of the voting shares of the Company or who may be subject to special tax rules, such as banks, tax-exempt entities, insurance companies or dealers in securities or currencies, or persons that will hold Ordinary Shares or ADSs as a position in a “straddle” for tax purposes or as part of a “constructive sale” or a “conversion” transaction or other integrated investment comprised of Ordinary Shares or ADSs and one or more other investments. The summary does not discuss the treatment of Ordinary Shares or ADSs that are held in connection with a permanent establishment through which a non-resident beneficial owner carries on business or performs personal services in Italy.

The summary is based upon tax laws and practice of the United States and Italy in effect on the date of this annual report, which are subject to change. Investors and prospective investors in Ordinary Shares or ADSs should consult their own advisors as to the U.S., Italian or other tax consequences of the purchase, beneficial ownership and disposition of Ordinary Shares or ADSs, including, in particular, the effect of any state or local tax laws.

For purposes of the summary, beneficial owners of Ordinary Shares or ADSs who are considered residents of the United States for purposes of the current income tax convention between the United States and Italy (the “Income Tax Convention”), and are not subject to an anti-treaty shopping provision that applies in limited circumstances, are referred to as “U.S. owners”. Beneficial owners who are citizens or residents of the United States, corporations organized under U.S. law, and U.S. partnerships, estates or trusts (to the extent their income is subject to U.S. tax either directly or in the hands of partners or beneficiaries) generally will be considered to be residents of the United States under the Income Tax Convention. Special rules apply to U.S. owners who are also residents of Italy. A new tax treaty to replace the current Income Tax Convention was signed on August 25, 1999, but has not yet been ratified by Italy. The new treaty would not change significantly the provisions of the Income Tax Convention that are discussed below (except that it would clarify the availability of benefits to certain tax-exempt organizations). These laws are subject to change, possibly on a retroactive basis.

For the purpose of the Income Tax Convention and the United States Internal Revenue Code of 1986, beneficial owners of ADRs evidencing ADSs will be treated as the beneficial owners of the Ordinary Shares represented by those ADSs.

### **Taxation of Dividends**

**Italian Tax Considerations** - Italian laws provide for the withholding of income tax at a 27% rate on dividends paid by Italian companies to shareholders who are not residents of Italy for tax purposes. Italian laws provide a mechanism under which non-resident shareholders can claim a refund of up to four-ninths of Italian withholding taxes on dividend income by establishing to the Italian tax authorities that the dividend income was subject to income tax in another jurisdiction in an amount at least equal to the total refund claimed. U.S. owners should consult their own tax advisers concerning the possible availability of this refund, which traditionally has been payable only after extensive delays. Alternatively, reduced rates (normally 15%) may apply to non-resident shareholders who are entitled to, and comply with procedures for claiming, benefits under an income tax convention.

Under the Income Tax Convention, dividends derived and beneficially owned by U.S. owners are subject to an Italian withholding tax at a reduced rate of 15%. However, the amount initially made available to the Depositary for payment to U.S. owners will reflect withholding at the 27% rate. U.S. owners who comply with the certification procedures described below may then claim an additional payment of 12% of the dividend (representing the difference between the 27% rate and the 15% rate, and referred to herein as a “treaty refund”). The certification procedure will require U.S. owners (i) to obtain from the U.S. Internal Revenue Service (“IRS”) a form of certification required by the Italian tax authorities with respect to each dividend payment (Form 6166), unless a previously filed certification will be effective on the dividend payment date (such certificates are effective until March 31 of the year following submission), (ii) to produce a statement whereby the U.S. owner represents to be a U.S. owner individual or corporation and does not maintain a permanent establishment in Italy, and (iii) to set forth other required information. IRS Form 6166 may be obtained by filing a request for certification on IRS Form 8802. (Additional information, including IRS Form 8802, can be obtained from the IRS website at [www.irs.gov](http://www.irs.gov). Information appearing on the IRS website is not incorporated by reference into this document.) The time for processing requests for certification by the IRS normally is six to eight weeks. Accordingly, in order to be eligible for the procedure described below, U.S. owners should begin the process of obtaining certificates as soon as possible after receiving instructions from the Depositary on how to claim a treaty refund.

The Depositary’s instructions will specify certain deadlines for delivering to the Depositary the documentation required to obtain a treaty refund, including the certification that the U.S. owners must obtain from the IRS. In the case of ADSs held by U.S. owners through a broker or other financial intermediary, the required documentation should be delivered to such financial intermediary for transmission to the Depositary. In all other cases, the U.S. owners should deliver the required documentation directly to the Depositary. The Company and the Depositary have agreed that if the required documentation is received by the Depositary on or within 30 days after the dividend payment date and, in the reasonable judgment of the Company, such documentation satisfies the requirements for a refund by the Company of Italian withholding tax under the Convention and applicable law, the Company will within 45 days thereafter pay the treaty refund to the Depositary for the benefit of the U.S. owners entitled thereto.

If the Depositary does not receive a U.S. owner’s required documentation within 30 days after the dividend payment date, such U.S. owner may for a short grace period (specified in the Depositary’s instructions) continue to claim a treaty refund by delivering the required documentation (either through the U.S. owner’s financial intermediary or directly, as the case may be) to the Depositary. However, after this grace period, the treaty refund must be claimed directly from the Italian tax authorities rather than through the Depositary. Expenses and extensive delays have been encountered by U.S. owners seeking refunds from the Italian tax authorities.

Distributions of profits in kind will be subject to withholding tax. In that case, prior to receiving the distribution, the holder will be required to provide the Company with the funds to pay the relevant withholding tax.

**United States Tax Considerations** - The gross amount of any dividends (that is, the amount before reduction for Italian withholding tax) paid to a U.S. owner generally will be subject to U.S. federal income taxation as foreign source dividend income and will not be eligible for the dividends-received deduction allowed to domestic corporations. Dividends paid in euro will be includable in the income of such U.S. owners in a dollar amount calculated by reference to the

exchange rate in effect on the day the dividends are received by the Depositary or its agent. If the euro are converted into dollars on the day the Depositary or its agent receives them, U.S. owners generally should not be required to recognize foreign currency gain or loss in respect of the dividend income. U.S. owners who receive a treaty refund may be required to recognize foreign currency gain or loss to the extent the amount of the treaty refund (in dollars) received by the U.S. owner differs from the U.S. dollar equivalent of the euro amount of the treaty refund on the date the dividends were received by the Depositary or its agent. Italian withholding tax at the 15% rate will be treated as a foreign income tax which U.S. owners may elect to deduct in computing their taxable income or, subject to the limitations on foreign tax credits generally, credit against their U.S. federal income tax liability. Dividends will generally constitute foreign-source "passive income" or "financial services income" for U.S. tax purposes.

Subject to certain exceptions for short-term and hedged positions, the U.S. dollar amount of dividends received by an individual prior to January 1, 2011 with respect to the Company's shares or ADSs will be subject to taxation at a maximum rate of 15% if the dividends are "qualified dividends". Dividends paid on the ADSs will be treated as qualified dividends if (i) the Company is eligible for the benefits of a comprehensive income tax treaty with the United States that the IRS has approved for the purposes of the qualified dividend rules and (ii) the Company was not, in the year prior to the year in which the dividend was paid, and is not, in the year in which the dividend is paid, a passive foreign investment company ("PFIC"). The Income Tax Convention has been approved for the purposes of the qualified dividend rules. Based on the Company's audited financial statements and relevant market and shareholder data, the Company believes that it was not treated as a PFIC for U.S. federal income tax purposes with respect to its 2004 or 2005 taxable year. In addition, based on the Company's audited financial statements and its current expectations regarding the value and nature of its assets, the sources and nature of its income, and relevant market and shareholder data, the Company does not anticipate becoming a PFIC for its 2006 taxable year.

The U.S. Treasury has announced its intention to promulgate rules pursuant to which holders of ADSs or common stock and intermediaries through whom such securities are held will be permitted to rely on certifications from issuers to treat dividends as qualified for tax reporting purposes. Because such procedures have not yet been issued, it is not clear whether the Company will be able to comply with the procedures. Holders of the Company's shares and ADSs should consult their own tax advisers regarding the availability of the reduced dividend tax rate in the light of the considerations discussed above and their own particular circumstances.

Foreign tax credits may not be allowed for withholding taxes imposed in respect of certain short-term or hedged positions in securities or in respect of arrangements in which a U.S. owner's expected economic profit is insubstantial. U.S. owners should consult their own advisers concerning the implications of these rules in light of their particular circumstances.

Distributions of additional shares to U.S. owners with respect to their ADSs that are made as part of a pro rata distribution to all shareholders of the Company generally will not be subject to U.S. federal income tax.

A beneficial owner of Ordinary Shares or ADSs who is, with respect to the United States, a foreign corporation or a nonresident alien individual, generally will not be subject to U.S. federal income tax on dividends received on Ordinary Shares or ADSs, unless such income is effectively connected with the conduct by the beneficial owner of a trade or business in the United States.

## **Taxation of Capital Gains**

**Italian Tax Considerations** - Under Italian law, capital gains tax ('CGT') is levied on capital gains realized by non-residents from the disposal of shares in companies resident in Italy for tax purposes even if those shares are held outside of Italy. Capital gains realized by non-resident holders on the sale of non-qualified shareholdings (as defined below) in companies listed on a stock exchange and resident in Italy for tax purposes (as is Natuzzi's case) are not subject to CGT.

A "qualified shareholding" consists of securities that entitle the holder to exercise more than 2% of the voting rights of a company with shares listed on a stock exchange in the ordinary meeting of the shareholders or represent more than 5% of the share capital of a company with shares listed on a stock exchange. A "non-qualified shareholding" is any shareholding that does not meet the above mentioned interest rights to be qualified as a 'qualified shareholding'.

The relevant percentage is calculated taking into account the shareholdings sold during the prior 12-month period.

Upon disposal of a "qualified" shareholding, non-resident shareholders are in principle subject to Italian ordinary taxation on 40% of the capital gain realized.

The above is subject to any provisions of an income tax treaty entered into by the Republic of Italy, if the income tax treaty provisions are more favourable. The majority of double tax treaties entered into by Italy, in accordance with the OECD Model tax convention, provide that capital gains realized from the disposition of Italian securities are subject to CGT only in the country of residence of the seller.

**United States Tax Considerations** - Gain or loss realized by a U.S. owner on the sale or other disposition of Ordinary Shares or ADSs will be subject to U.S. federal income taxation as capital gain or loss in an amount equal to the difference between the U.S. owner's basis in the Ordinary Shares or the ADSs and the amount realized on the disposition (or its dollar equivalent, determined at the spot rate on the date of disposition, if the amount realized is denominated in a foreign currency). Such gain or loss will generally be long-term capital gain or loss if the U.S. owner holds the Ordinary Shares or ADSs for more than one year. The net amount of long-term capital gain recognized by a U.S. owner that is an individual holder before January 1, 2011 generally is subject to taxation at a maximum rate of 15%. Deposits and withdrawals of Ordinary Shares by U.S. owners in exchange for ADSs will not result in the realization of gain or loss for U.S. federal income tax purposes.

A beneficial owner of Ordinary Shares or ADSs who is, with respect to the United States, a foreign corporation or a nonresident alien individual will not be subject to U.S. federal income tax on gain realized on the sale of Ordinary Shares or ADSs, unless (i) such gain is effectively connected with the conduct by the beneficial owner of a trade or business in the United States or (ii), in the case of gain realized by an individual beneficial owner, the beneficial owner is present in the United States for 183 days or more in the taxable year of the sale and certain other conditions are met.

## **Taxation of Distributions from Capital Reserves**

**Italian Tax Considerations** - Special rules applied to the distribution of capital reserves. Under certain circumstances, such a distribution may be considered as taxable income in the hands of the recipient depending on the reserves of the distributing company outstanding at the time of distribution and the actual nature of the reserves distributed. The application of such rules

may also have an impact on the tax basis in the Ordinary Shares or ADSs held and/or the characterization of any taxable income received and the tax regime applicable to it. Non-resident shareholders may be subject to withholding tax and CGT as a result of such rules. You should consult your tax advisor in connection with any distribution of capital reserves.

### **Other Italian Taxes**

**Estate and Gift Tax** - As of October 25, 2001, the Italian estate and gift tax has been abolished and consequently any transfer of shares or ADSs occurring by reason of death or gift as of that date is no longer subject to any Italian estate and gift tax.

**Transfer Tax** - An Italian transfer tax is normally payable on the transfer of shares in an Italian company, unless (i) the contract is concluded on a regulated market, or (ii) the shares are transferred to or from a non-Italian resident, on the one hand, and banks or other investment services companies, on the other hand. As a result, the transfer tax concluded either on a regulated market or with a bank or an investment service company will not be payable with respect to any transfers of Ordinary Shares or ADSs involving non-Italian residents.

### **Documents on Display**

The Company is subject to the information reporting requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) applicable to foreign private issuers. In accordance therewith, Natuzzi is required to file reports, including annual reports on Form 20-F, and other information with the U.S. Securities and Exchange Commission. These materials, including this annual report on Form 20-F, are available for inspection and copying at the SEC’s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the Commission at 1-800-SEC-0330 for further information on the public reference room. As a foreign private issuer, we have required to make filings with the SEC by electronic means since November 4, 2002. Any filings we make electronically will be available to the public over the Internet at the SEC’s website at <http://www.sec.gov>. The Form 20-F and reports and other information filed by the Company with the Commission will also be available for inspection by ADS holders at the Corporate Trust Office of The Bank of New York at 101 Barclay Street, New York, New York 10286.

### **Item 11. Quantitative and Qualitative Disclosures About Market Risk**

The following discussion of the Group’s risk management activities include “forward-looking statements” that involve risks and uncertainties. Actual results could differ materially from those projected in the forward looking statements. See Item 3, “Key Information — Forward Looking Information.” A significant portion of the Group’s net sales, but only approximately 44% of its costs, are denominated in currencies other than the euro, in particular the U.S. dollar.

The Group is exposed to market risks principally from fluctuations in the exchange rates between the euro and other currencies, including in particular the U.S. dollar, and to a significantly lesser extent, from variations in interest rates.

#### **Exchange Rate Risks**

The Group’s foreign exchange rate risks in 2005 arose principally in connection with U.S. dollars, British pounds, Canadian dollars, Australian dollars, Swiss francs, Swedish kroner, Norwegian kroner, Danish kroner, Japanese yen.

As at December 31, 2005 and 2004, the Group had outstanding trade receivables denominated in foreign currencies totaling €66.7 million and €66.3 million, respectively, of which 62.2% and 54.7%, respectively, were denominated in U.S. dollars. On those same dates, the Group had €23.1 million and €25.9 million, respectively, of trade payables denominated in foreign currencies, principally U.S. dollars. See Notes 6 and 12 to the Consolidated Financial Statements included in Item 18 of this annual report.

As at December 31, 2005, the Company was a party to a number of forward exchange contracts (known in Italy as domestic currency swaps) designed to hedge future sales denominated in U.S. dollars and other currencies. The Group does not use foreign exchange contracts for speculative trading purposes. At such date, the notional amounts of such forward exchange contracts aggregated €140.1 million (compared to €173.0 million at December 31, 2004), consisting of forward exchange contracts with notional amounts of U.S. dollar 89.0 million, Canadian dollar 27.0 million, Swiss franc 1.0 million, Australian dollar 18.5 million, Japanese yen 200.0 million, British pound 18.8 million, Swedish kroner 31.5 million, Danish kroner 6.3 million, and Norwegian kroner 48.0 million. Such contracts had various maturities extending through December 2005. See Note 25 to the Consolidated Financial Statements included in Item 18 of this annual report.

The table below summarizes in thousands of euro equivalent the contractual amounts of forward exchange contracts designed to hedge future cash flows from accounts receivable and sales orders at December 31, 2005 and 2004:

<u>Sales</u>	<b>December 31,</b>	
	<b>2005</b>	<b>2004</b>
U.S. dollars .....	€72,496	€66,108
British pounds .....	26,783	51,451
Canadian dollars .....	17,698	18,629
Australian dollars .....	10,744	16,173
Norwegian kroner .....	5,928	8,774
Swedish kroner .....	3,441	5,932
Japanese yen .....	1,504	2,740
Swiss francs .....	656	2,240
Danish kroner .....	845	940
Total .....	€140,095	€172,987

As at December 31, 2005, these forward exchange contracts had a net unrealized loss of €4.8 million, versus a net unrealized gain of €7.1 million at December 31, 2004. The Group recorded this amount in other income (expense), net in its Consolidated Financial Statements. See Note 24 to the Consolidated Financial Statements included in Item 18 of this annual report.

The following table presents information regarding the contract amount in thousands of euro equivalent and the estimated fair value of all of the Group's forward exchange contracts. Contracts with unrealized gains are presented as "assets" and contracts with unrealized losses are presented as "liabilities".

	December 31, 2005		December 31, 2004	
	Contract Amount	Fair Value	Contract Amount	Fair Value
Assets .....	46,075	392	159,584	7,191
Liabilities .....	94,020	(5,159)	13,403	(90)
Total .....	<u>140,095</u>	<u>(4,767)</u>	<u>172,987</u>	<u>7,101</u>

The Group's forward exchange contracts as at December 31, 2005 had maturities of maximum 12 months. The potential loss in fair value of the Group's forward exchange contracts at December 31, 2005 that would have resulted from a hypothetical, instantaneous and unfavorable 10% change in currency exchange rates would have been approximately €21.4 million. This sensitivity analysis assumes an instantaneous unfavorable 10% fluctuation in exchange rates affecting the foreign currencies of the Group's domestic currency swap contracts.

For the accounting of transactions entered into in an effort to reduce the Group's exchange rate risks, see Notes 3, 24 and 25 to the Consolidated Financial Statements included in Item 18 of this annual report.

**Interest Rate Risks** - To a significantly lesser extent, the Group is also exposed to interest rate risk. At December 31, 2005, the Group had €11.7 million (representing 1.8% of the Group's total assets as of that date) in debt outstanding (short-term borrowings and long-term debt, including the current portion of such debt). See Notes 11 and 16 to the Consolidated Financial Statements included in Item 18 of this annual report.

In the normal course of business, the Group also faces risks that are either non-financial or non-quantifiable. Such risks principally include country risk, credit risk and legal risk.

## **Item 12. Description of Securities Other than Equity Securities**

Not applicable.



## **PART II**

### **Item 13. Defaults, Dividend Arrearages and Delinquencies**

None.

### **Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds**

None.

## **Item 15. Controls and Procedures**

The Company carried out an evaluation under the supervision and with the participation of the Company's management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of December 31, 2005. Disclosure controls and procedures are controls and other procedures that are designed to ensure that (i) information required to be disclosed in the reports the Company files and submits under the Exchange Act is recorded, processed, summarized and reported as and when required and (ii) information required to be disclosed in the reports the Company files or submits under the Exchange Act is accumulated and communicated to the Company's management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives.

Based on the Company's evaluation of its disclosure controls and procedures and in preparation for its evaluation of internal controls under Section 404 of the Sarbanes-Oxley Act, the Chief Executive Officer and Chief Financial Officer concluded that some of the Company's disclosure controls and procedures as of December 31, 2005 needed to be improved and accordingly that the Company's disclosure controls and procedure as of December 31, 2005 were not fully effective. The management determined that the Company needed a more structured procedure for the collection and internal communication of information from some subsidiaries overseas and determined that some overseas subsidiaries were using accounting and information systems with limited automated procedures.

In light of the above, in preparing its consolidated financial statements for the year ended December 31, 2005, the Company implemented a number of ad-hoc actions. The Company is also implementing more formal and detailed disclosure controls and procedures for its overseas subsidiaries and working to improve the Company's disclosure obligations in connection with the reports it files under the Exchange Act. The Group is also continuing to improve its internal controls over financial reporting for its consolidated overseas subsidiaries and has taken measures to implement consistent systems and software throughout the Group.

The Company, based on significant work and knowledge to date, believes there are no material misstatements or omissions of material fact in this annual report and that the financial statements contained in this annual report are fairly presented in all material respects.

Other than as described above, there has been no change in the Company's internal control over financial reporting during 2005 that has materially affected, or is reasonably likely to materially affect the Company's internal control over financial reporting.

## **Item 16. [Reserved]**

### **Item 16.A Audit committee financial expert**

The Company has determined that, because of the existence and nature of its board of statutory auditors, it qualifies for an exemption provided by Exchange Act Rule 10A-3(c)(3) from many of the Rule 10A-3(c)(3) audit committee requirements. The board of statutory auditors has determined that each of its members is an "audit committee financial expert" as defined in Item 16A

of Form 20-F. For the names of the members of the board of statutory auditors and information regarding the independence of the board of statutory auditors, see “Item 6. Directors, Senior Management and Employees—Statutory Auditors.”

### Item 16.B Code of Ethics

The Company has adopted a code of ethics, as defined in Item 16B of Form 20-F under the Exchange Act. This code of ethics applies, among others, to the Company’s Chief Executive Officer and Chief Financial Officer. The Company’s code of ethics is available on its website at [www.natuzzi.com/codeofethics/](http://www.natuzzi.com/codeofethics/). If the Company amends the provisions of its code of ethics that apply to the Company’s Chief Executive Officer and Chief Financial Officer, or if the Company grants any waiver of such provisions, it will disclose such amendment or waiver on its website at the same address.

### Item 16.C Principal Accountant Fees and Services

The following table sets forth the aggregate fees billed to the Company by its independent auditors, KPMG in Italy and abroad during the fiscal years ended December 31, 2005 and 2004, for audit fees, audit-related fees, tax fees and all other fees.

	2005	2004
	(in euros)	
Audit fees	558,412	463,317
Audit-related fees	-	-
Tax fees	-	-
Other fees	-	-
<b>Total fees</b>	558,412	463,317

Audit fees in the above table are the aggregate fees billed by KPMG in connection with the audit of the Company’s annual financial statements and the review of our interim financial statements.

The Company’s audit committee has not established pre-approval policies and procedures for the engagement of our independent auditors for services. The Company’s audit committee expressly approves on a case-by-case basis any engagement of our independent auditors for audit and non-audit services provided to our subsidiaries or to us.

#### **Item 16.D Exemptions from the Listing Standards for Audit Committees.**

The Company is relying on the exemption from listing standards for audit committees provided by Exchange Act Rule 10A-3(c)(3). The basis for this reliance is that the Company's board of statutory auditors meets the following requirements set forth in Exchange Act Rule 10A-3(c)(3):

- the board of statutory auditors is established and selected pursuant to Italian law expressly permitting such a board;
- the board of statutory auditors is required under Italian law to be separate from the Company's board of directors;
- the board of statutory auditors is not elected by management of the Company and no Executive Officer of the Company is a member of the board of statutory auditors;
- Italian Law provides for standards for the independence of the board of statutory auditors from the Company and its management;
- the board of statutory auditors, in accordance with applicable Italian law and the Company's governing documents, is responsible, to the extent permitted by Italian law, for the appointment, retention and oversight of the work (including, to the extent permitted by law, the resolution of disagreements between management and the auditor regarding financial reporting) of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and
- to the extent permitted by Italian law, the audit committee requirements of paragraphs (b)(3), (b)(4) and (b)(5) of Rule 10A-3 apply to the Board of Statutory Auditors.

The Company's reliance on Rule 10A-3(c)(3) does not, in its opinion, materially adversely affect the ability of its Board of Statutory Auditors to act independently and to satisfy the other requirements of Rule 10A-3.

#### **Item 16.E Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

From January 1, 2005, to December 31, 2005, no purchases were made by or on behalf of the Company or any affiliated purchaser of the Company's Ordinary Shares or ADSs.

## PART III

### Item 17. Financial Statements

Not applicable.

### Item 18. Financial Statements

	<b>Page</b>
Report of Independent Registered Public Accounting Firm .....	F-1
Consolidated Balance Sheets as of December 31, 2005 and 2004 .....	F-2
Consolidated Statements of Earnings for the Years Ended December 31, 2005, 2004 and 2003 .....	F-3
Consolidated Statements of Changes in Shareholders' Equity for the Years Ended December 31, 2005, 2004 and 2003 .....	F-4
Consolidated Statements of Cash Flows for the Years Ended December 31, 2005, 2004 and 2003 .....	F-5
Notes to the Consolidated Financial Statements .....	F-7

### Item 19. Exhibits

- 1.1 English translation of the by-laws (*Statuto*) of the Company, as amended and restated as of January 24, 2006.
- 2.1 Deposit Agreement dated as of May 15, 1993, as amended and restated as of December 31, 2001, among the Company, The Bank of New York, as Depositary, and owners and beneficial owners of ADRs (incorporated by reference to the Form 20-F filed by Natuzzi S.p.A. with the Securities and Exchange Commission on July 1, 2002, file number 1-11854).
- 8.1 List of Significant Subsidiaries.
- 12.1 Chief Executive Officer Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 12.2 Chief Financial Officer Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 13.1 Certifications pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.



# Report of Independent Registered Public Accounting Firm

To the Shareholders of  
Natuzzi S.p.A.

We have audited the accompanying consolidated balance sheets of Natuzzi S.p.A. and subsidiaries (the 'Natuzzi Group') as of December 31, 2005 and 2004 and the related consolidated statements of earnings, changes in shareholders' equity and cash flows for each of the years in the three-year period ended December 31, 2005. These consolidated financial statements are the responsibility of the management of Natuzzi S.p.A.. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the Republic of Italy and in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Natuzzi Group as of December 31, 2005 and 2004 and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2005, in conformity with established accounting principles in the Republic of Italy.

As discussed in Note 3 (c), the Natuzzi Group adopted the new Italian accounting standard No. 17, "Consolidated Financial Statements", with regard to the translation of the financial statements of foreign subsidiaries, effective December 31, 2005.

Established accounting principles in the Republic of Italy vary in certain significant respects from generally accepted accounting principles in the United States of America. Information relating to the nature and effect of such differences is presented in note 27 to the consolidated financial statements.

**KPMG S.p.A.**

Bari, Italy  
June 23, 2006



**Natuzzi S.p.A. and Subsidiaries**  
**Consolidated Balance Sheets as at December 31, 2005 and 2004**  
(Expressed in thousands of euros)

	<u>December 31,</u> <u>2005</u>	<u>December 31,</u> <u>2004</u>
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents (note 4)	89,723	87,340
Marketable debt securities (note 5)	5	5
Trade receivables, net (note 6)	123,608	137,559
Other receivables (note 7)	46,256	41,169
Inventories (note 8)	115,690	112,601
Unrealized foreign exchange gains (note 25)	-	7,101
Prepaid expenses and accrued income	2,551	2,390
Deferred income taxes (note 14)	6,632	1,227
Total current assets	<u>384,465</u>	<u>389,392</u>
<b>Non current assets:</b>		
Property plant and equipment (note 9 and 22)	407,847	389,262
Less accumulated depreciation (note 9 and 22)	(145,054)	(117,257)
Net property, plant and equipment	<u>262,793</u>	<u>272,005</u>
Other assets (note 10)	16,616	11,228
Deferred income taxes (note 14)	1,064	602
Total assets	<u><u>664,938</u></u>	<u><u>673,227</u></u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current liabilities:</b>		
Short-term borrowings (note 11)	7,727	5,572
Current portion of long-term debt (note 16)	426	571
Accounts payable-trade (note 12)	73,533	83,737
Accounts payable-other (note 13)	24,768	20,353
Unrealized foreign exchange losses (note 25)	4,767	-
Income taxes (note 14)	2,907	2,521
Salaries, wages and related liabilities (note 15)	22,083	18,732
Total current liabilities	<u>136,211</u>	<u>131,486</u>
<b>Long-term liabilities:</b>		
Employees' leaving entitlement (note 3 (n) )	32,274	29,617
Long-term debt (note 16)	3,582	4,998
Deferred income taxes (note 14)	-	433
Deferred income for capital grants (note 3 (m) )	14,779	12,485
Other liabilities (note 17)	4,358	5,359
<b>Minority interest (note 18)</b>	709	916
<b>Shareholders' equity (note 19) :</b>		
Share capital	54,682	54,682
Reserves	42,292	42,292
Additional paid-in capital	8,282	8,282
Retained earnings	367,769	382,677
Total shareholders' equity	<u>473,025</u>	<u>487,933</u>
Commitments and contingent liabilities (notes 21 and 25)	-	-
Total liabilities and shareholders' equity	<u><u>664,938</u></u>	<u><u>673,227</u></u>

See accompanying notes to the consolidated financial statements

**Natuzzi S.p.A. and Subsidiaries**  
**Consolidated Statements of Earnings**  
**Years ended December 31, 2005, 2004 and 2003**  
(Expressed in thousands of euros except per share data)

	2005	2004	2003
Net sales (note 22)	669,926	753,434	769,579
Cost of sales (note 23)	(459,492)	(484,601)	(508,764)
Gross profit	210,434	268,833	260,815
Selling expenses	(182,169)	(188,182)	(179,282)
General and administrative expenses	(42,955)	(40,673)	(39,205)
Operating income (loss)	(14,690)	39,978	42,328
Other income (expense), net (note 24)	2,960	(3,892)	3,631
Earnings (loss) before taxes and minority interest	(11,730)	36,086	45,959
Income taxes (note 14)	(3,110)	(17,650)	(8,501)
Earnings (loss) before minority interest	(14,840)	18,436	37,458
Minority interest	216	(83)	(158)
Net earnings (loss)	(14,624)	18,353	37,300
Basic earnings (loss) per share (note 3(u))	(0.27)	0.34	0.68
Diluted earnings (loss) per share (note 3 (u))	(0.27)	0.34	0.68

**See accompanying notes to the consolidated financial statements**

**Natuzzi S.p.A. and Subsidiaries**  
**Consolidated Statements of Changes in Shareholders' Equity**  
**Years ended December 31, 2005, 2004 and 2003**  
(Expressed in thousands of euros except number of ordinary shares)

	Share capital		Reserves	Additional paid-in capital	Retained Earnings	Total
	Number of Ordinary shares	Amount				
<b>Balances at December 31, 2002</b>	<u>54,681,628</u>	<u>57,526</u>	<u>73,071</u>	<u>8,282</u>	<u>356,929</u>	<u>495,808</u>
Dividends distributed	-	-	-	-	(18,045)	(18,045)
Transfer to legal reserve	-	-	7,375	-	(7,375)	-
Transfer for liquidation of subsidiary	-	-	(210)	-	210	-
Net earnings	-	-	-	-	37,300	37,300
<b>Balances at December 31, 2003</b>	<u>54,681,628</u>	<u>57,526</u>	<u>80,236</u>	<u>8,282</u>	<u>369,019</u>	<u>515,063</u>
Dividends distributed	-	-	-	-	(7,655)	(7,655)
Treasury shares cancelled	-	(2,844)	(37,828)	-	2,844	(37,828)
Transfer for liquidation of subsidiary	-	-	(116)	-	116	-
Net earnings	-	-	-	-	18,353	18,353
<b>Balances at December 31, 2004</b>	<u>54,681,628</u>	<u>54,682</u>	<u>42,292</u>	<u>8,282</u>	<u>382,677</u>	<u>487,933</u>
Dividends distributed	-	-	-	-	(3,828)	(3,828)
Exchange difference on translation of financial statements	-	-	-	-	3,544	3,544
Net loss	-	-	-	-	(14,624)	(14,624)
<b>Balances at December 31, 2005</b>	<u>54,681,628</u>	<u>54,682</u>	<u>42,292</u>	<u>8,282</u>	<u>367,769</u>	<u>473,025</u>

See accompanying notes to the consolidated financial statements

**Natuzzi S.p.A. and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
**Years ended December 31, 2005, 2004 and 2003**  
(Expressed in thousands of euros)

**Cash flows from operating activities:**

Net earnings (loss)	(14,624)	18,353	37,300
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	33,042	34,068	27,221
Employees' leaving entitlement	6,877	7,435	6,776
Deferred income taxes	(6,300)	(651)	799
Minority interest	(216)	83	158
(Gain) loss on disposal of assets	(149)	(3,468)	814
Unrealized foreign exchange losses and gains	11,868	621	(264)
Deferred income for capital grants	(5,616)	(874)	(870)
Change in assets and liabilities:			
Receivables, net	10,580	28,052	5,096
Inventories	(1,546)	(16,637)	(7,251)
Prepaid expenses and accrued income	(141)	(240)	(903)
Other assets	(1,361)	(893)	(2,122)
Accounts payable	(7,443)	6,659	(18,370)
Income taxes	386	(1,737)	(5,041)
Salaries, wages and related liabilities	3,318	2,641	1,383
Other liabilities	(1,001)	(357)	(1,719)
Employees' leaving entitlement	(4,526)	(4,795)	(4,766)
Total adjustments	<u>37,772</u>	<u>49,907</u>	<u>941</u>
Net cash provided by operating activities	<u>23,148</u>	<u>68,260</u>	<u>38,241</u>

**Cash flows from investing activities:**

Property, plant and equipment:			
Additions	(20,917)	(51,860)	(47,259)
Disposals	916	9,407	762
Government grants received	1,002	-	3,119
Marketable debt securities:			
Proceeds from sales	-	-	21
Purchase of business, net of cash acquired	(1,985)	(100)	(6,482)
Disposal of business	<u>-</u>	<u>5,475</u>	<u>-</u>
Net cash used in investing activities	<u>(20,984)</u>	<u>(37,078)</u>	<u>(49,839)</u>

**Cash flows from financing activities:**

Long-term debt:			
Proceeds	533	1,284	1,970
Repayments	(2,094)	(1,349)	(1,739)
Short-term borrowings	1,628	1,820	299
Dividends paid to shareholders	(3,828)	(7,655)	(18,045)
Dividends paid to minority interests	<u>-</u>	<u>(61)</u>	<u>(26)</u>
Net cash used in financing activities	<u>(3,761)</u>	<u>(5,961)</u>	<u>(17,541)</u>
Effect of translation adjustments on cash	<u>3,980</u>	<u>(1,446)</u>	<u>(3,991)</u>
Increase (decrease) in cash and cash equivalents	2,383	23,775	(33,130)
Cash and cash equivalents, beginning of the year	<u>87,340</u>	<u>63,565</u>	<u>96,695</u>
Cash and cash equivalents, end of the year	<u><u>89,723</u></u>	<u><u>87,340</u></u>	<u><u>63,565</u></u>

**Supplemental disclosure of cash flow information:**

Cash paid during the year for interest	<u>951</u>	<u>1,003</u>	<u>606</u>
Cash paid during the year for income taxes	<u>6,659</u>	<u>9,293</u>	<u>24,955</u>

**See accompanying notes to the consolidated financial statements**

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

### 1. Description of business and Group composition

The consolidated financial statements include the accounts of Natuzzi S.p.A. ('Natuzzi' or the 'Company') and of its subsidiaries (together with the Company, the 'Group'). The Group's primary activity is the design, manufacture and marketing of contemporary and traditional leather and fabric upholstered furniture.

The subsidiaries included in the consolidation at December 31, 2005, together with the related percentages of ownership, are as follows:

Name	Percent of ownership	Registered office	Activity
Italsofa Bahia Ltd	97.99	Bahia, Brazil	(1)
Minuano Nordeste S.A.	100.00	Pojuca, Brazil	(1)
Italsofa Shanghai Ltd	100.00	Shanghai, China	(1)
Softaly Shanghai Ltd	100.00	Shanghai, China	(1)
Italsofa Romania	100.00	Baia Mare, Romania	(1)
Natco S.p.A.	99.99	Bari, Italy	(2)
I.M.P.E. S.p.A.	90.83	Qualiano, Italy	(3)
Divani Due S.r.l.	100.00	Verona, Italy	(4)
Koineé S.r.l.	100.00	Montesilvano, Italy	(4)
Nacon S.p.A.	100.00	Bari, Italy	(4)
Natuzzi Americas Inc.	100.00	High Point, NC, USA	(4)
Natuzzi Iberica S.A.	100.00	Madrid, Spain	(4)
Natuzzi Switzerland AG	97.00	Kaltbrunn, Switzerland	(4)
Natuzzi Nordic	100.00	Copenhagen, Denmark	(4)
Natuzzi Benelux S.A.	100.00	Geel, Belgium	(4)
Natuzzi Germany GmbH	100.00	Dusseldorf, Germany	(4)
Natuzzi Sweden AB	100.00	Stockholm, Sweden	(4)
Natuzzi Japan KK	100.00	Tokyo, Japan	(4)
Kingdom of Leather Limited	100.00	London, UK	(4)
La Galleria Limited	100.00	London, UK	(4)
Italholding S.r.l.	100.00	Bari, Italy	(5)
Kingdom of Leather Trustees Limited	100.00	London, UK	(5)
Natuzzi Netherlands Holding	100.00	Amsterdam, Holland	(5)
Natuzzi United Kingdom Limited	100.00	London, UK	(5)
Natuzzi Trade Service S.r.l.	100.00	Bari, Italy	(6)
Lagene S.r.l.	100.00	Bari, Italy	(7)
Natuzzi Asia Ltd	100.00	Hong-Kong, China	(7)

- (1) Manufacture and distribution
- (2) Intragroup leather dyeing and finishing
- (3) Production and distribution of polyurethane foam
- (4) Distribution
- (5) Investment holding
- (6) Transportation services
- (7) Non operative

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

In April 2005, the Company acquired 100% of the equity interest in Koineè S.r.l. (Koineè), an Italian enterprise that was operating as a Natuzzi's franchisee, for a cash consideration of 297. This enterprise operated seven stores under "*Divani & Divani by Natuzzi*" trade name. Prior to the date of acquisition the franchise agreement between Natuzzi and Koineè was expired under the original terms. The stores are located in the Abruzzo and Marche regions of Italy. The primary reason for this acquisition is the opportunity to maintain the market presence in the aforementioned regions. The main factor that contributed to the determination of the price is the presence of the stores in key geographic locations. The acquisition was accounted for using the purchase method and it resulted in a goodwill of 1,664, which represents the excess of the purchase price over the fair value of assets acquired and liabilities assumed. The following table summarizes the estimated fair value of the assets acquired and liabilities assumed at date of acquisition.

Current assets	1,107
Goodwill	1,664
Other non current assets	1,634
Current liabilities	(2,080)
Non current liabilities	<u>(306)</u>
Purchase price	<u>2,019</u>

The purchase price is composed of the consideration paid 297, plus the elimination of trade receivables from Koineè S.r.l., amounting to 1,722 at the date of acquisition. Koineè S.r.l. recorded for the years ended December 31, 2005 and 2004 net sales of 5,427 and 5,724, respectively. The pre-acquisition results for 2005 of this business acquisition have been included in the consolidated statements of earnings of the Company for the entire year ended at December 31, 2005.

In November 2005, the Company acquired 100% of a business composed by seven stores "*Divani & Divani by Natuzzi*", located in Rome, for a cash consideration of 688. This business was operating as a Natuzzi's franchisee. Prior to the date of acquisition the franchise agreement between Natuzzi and the acquired business was expired under the original terms. The primary reason for this acquisition is the opportunity to maintain the market presence in the capital city of Rome. The main factor that contributed to the determination of the purchase price is the presence of the stores in key street locations in Rome. The acquisition was accounted for using the purchase price and it resulted in a goodwill of 3,709, which represents the excess of the purchase price over the fair value of assets acquired and liabilities assumed. The following table summarizes the estimated fair value of the assets acquired and liabilities assumed at date of acquisition.

Current assets	710
Goodwill	3,709
Fixed assets	221
Leasehold improvements	313
Non current liabilities	<u>(143)</u>
Purchase price	<u>4,810</u>

The purchase price is composed by the consideration paid of 688, plus the elimination of trade receivables due from the vendor, and amounting to 4,122 at the date of acquisition. This business recorded



# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

for the years ended December 31, 2005 and 2004 net sales of 8,083 and 8,588, respectively. The results of this business acquisition have been included in the consolidated statements of earnings from the date of acquisition.

On December 23, 2005 the Company acquired an entity for which its sole asset was a store located in the centre of Milan's main shopping and commercial area. The cash consideration paid by the Company for this acquisition was 1,000. At the date of acquisition there were no employees, inventory or revenues associated with this asset. During 2006, the Company started some construction work in order to set up in the store the Natuzzi's layout selling system. The acquisition resulted in a goodwill of 600, which represents the excess of purchase price over fair value of the acquired net assets. The fair value of assets acquired is as follows:

Goodwill	600
Leasehold improvements	<u>400</u>
Cash paid	<u>1,000</u>

The main factors that have contributed to the determination of the consideration paid are: (a) presence of store in a key geographic location; (b) space of the store that is very large for a central location (the space is about square meter 1,000); (c) advertising of Natuzzi's "trademark" and "product" in the heart of Milan shopping area.

In 2005 the Company incorporated two new subsidiaries, Natuzzi Sweden AB and Natuzzi Japan KK, which provide sales support for the Group in the respective country.

During December 2004 the Company sold 100% of the outstanding common shares of Spagnesi S.p.A. to a third party, for cash consideration of 5,475. Spagnesi S.p.A. was a manufacturing facility located in the North of Italy (near to Florence), specialized in the production of a particular line of traditional leather sofas. As of the date of the disposal all products of this enterprise were bought by Natuzzi. In particular, on the basis of the disposal agreement Natuzzi continued to buy up to 12.000 products from Spagnesi S.p.A. at current market prices for a certain period. However, the Company was under no obligation to make such purchases.

In 2004 Style and Comfort S.r.l. was merged into Natuzzi S.p.A..

In January 2004 the Company incorporated a new subsidiary, Natuzzi Germany GmbH, which provides sales support for the Group in Germany.

During 2004 the Company incorporated two new subsidiaries Nacon S.r.l. and Italholding S.r.l..

On November 23, 2004 the Company acquired 100% of Divani Due S.r.l., based in Verona, for cash consideration of 100. This acquired enterprise has a network of 5 stores mainly located in the North of Italy. The acquisition was accounted for using the purchase method, resulting in a goodwill of 1,251, which represents the excess of purchase price over the fair value of net liabilities assumed. The following table summarizes the estimated fair value of the assets acquired and the liabilities assumed at the date of acquisition.

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

Current assets	353
Goodwill	1,251
Other non current assets	377
Current liabilities	(369)
Non current liabilities	<u>(142)</u>
Purchase price	<u>1,470</u>

The purchase price is composed by the consideration paid 100, plus elimination of trade receivables from Divani Due S.r.l. of 1,370. In addition, Divani Due S.r.l. recorded for the years ended December 31, 2005, 2004 and 2003 net sales of 3,151, 190 and 1,535. The results of this business acquisition have been included in the consolidated statement of earnings from the date of acquisition.

In January 2003 the Company incorporated a new subsidiary, Natuzzi Benelux S.A., which provides sales support for the Group in Belgium, Holland and Luxembourg.

On May 7, 2003 the Company acquired 100% of the outstanding common shares of Natuzzi United Kingdom Limited (Natuzzi UK Group), based in London, ultimate parent company of the Kingdom of Leather Group ("KOL" or "KOL Group"), a leading UK upholstered furniture specialist with a network of 14 stores, mainly located in England. The primary reason for this acquisition was the opportunity to increase market share in the United Kingdom. The factors that contributed to the determination of the price were the presence of stores in key geographic locations and the presence of a well-placed sales force. The acquisition was accounted for using the purchase method and it resulted in a goodwill of 9,179, which represents the excess of purchase price over fair value of net liabilities assumed. The following table summarizes the estimated fair value of the assets acquired and the liabilities assumed at date of acquisition.

Current assets	10,324
Goodwill	9,179
Other non current assets	3,008
Current liabilities	(17,911)
Non current liabilities	<u>(267)</u>
Purchase price	<u>4,333</u>

The pre-acquisition results for 2003 of this business acquisition have been included in the consolidated statements of earnings of the Company for the entire year ended at December 31, 2003.

Under Italian GAAP as of December 31, 2004 the above goodwill was impaired. For additional information refer to note 24.

On October 6, 2003 the Company acquired 100% of the shares of Minuano Nordeste SA (Minuano), at a price of 4,298, of which 2,149 was paid in cash, with the balance to be paid in installments before the end of 2006. At December 31, 2005 and 2004 this payable is included in other liabilities (see notes 13 and 17). The main reason for this acquisition was that Minuano had signed an agreement with the Brazilian government whereby it will enjoy certain export incentives until 2015. At the time of the acquisition the subsidiary was dormant. During 2004 this subsidiary started and completed the construction of facilities for the production of leather upholstery furniture under the "Italsofa" brand. The acquisition

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

resulted in a goodwill of 4,053, which represents the excess of purchase price over the fair value of acquired net assets. The fair value of assets acquired and liabilities assumed were as follows:

Current and non current assets	253
Goodwill	4,053
Current and non current liabilities	<u>(8)</u>
Purchase price	<u>4,298</u>

In an effort to maximize the efficiency of the Group's organizational structure, at an extraordinary general meeting held on July 15, 2002, the Company's shareholders approved the merger of Creazioni Ellelle S.p.A., Divani e Poltrone Italia S.r.l., Expan Italia S.r.l., Nagest S.r.l., Softaly S.r.l., Soft Cover S.r.l. and Spagnesi International S.r.l. into the Company (the Company owned 100% of the share capital of all these companies prior to the merger). The merger became effective on January 1, 2003.

During 2003 the subsidiaries Italsofa Hong-Kong Ltd, D.L.S. S.r.l., Natuzzi Argentina, Finat Ltd and Natex S.r.l. were wound up.

## 2. Basis of preparation and principles of consolidation

The financial statements utilized for the consolidation are the financial statements of each Group company at December 31, 2005, 2004 and 2003. The 2005, 2004 and 2003 financial statements have been approved by the respective shareholders of the relevant companies. The 2005 consolidated financial statements have been approved by the directors of the Company.

The financial statements of subsidiaries are adjusted, where necessary, to conform to Natuzzi's accounting principles and policies, which are consistent with Italian legal requirements governing financial statements considered in conjunction with established accounting principles promulgated by the Italian Accounting Profession. The consolidated financial statements are classified in accordance with the presentations generally used in international practice.

Established accounting principles in the Republic of Italy vary in certain significant respects from generally accepted accounting principles in the United States of America. Information relating to the nature and effect of such differences is presented in note 27 to the consolidated financial statements.

The consolidated financial statements include all affiliates and companies that Natuzzi directly or indirectly controls, either through majority ownership or otherwise. Control is presumed to exist where more than one-half of a subsidiary's voting power is controlled by the Company or the Company is able to govern the financial and operating policies of a subsidiary or control the removal or appointment of a majority of a subsidiary's board of directors. Where an entity either began or ceased to be controlled during the year, the results of operations are included only from the date control commenced or up to date control ceased. However, the pre-acquisition results of an acquired entity could be reflected in the operating results of the acquiring entity provided the acquisition is completed within 6 months of the beginning of the acquiring entity's fiscal year.

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

The assets and liabilities of subsidiaries are consolidated on a line-by-line basis and the carrying value of intercompany investments held is eliminated against the related shareholder's equity accounts. The minority interests of consolidated subsidiaries are separately classified in the consolidated balance sheets and statements of earnings. All intercompany balances and transactions are eliminated in consolidation.

### 3. Summary of significant accounting policies

The significant accounting policies followed in the preparation of the consolidated financial statements are outlined below.

#### a) Foreign currency transactions

Foreign currency transactions are recorded at the exchange rates applicable at the transaction dates. Assets and liabilities denominated in foreign currency are remeasured at year-end exchange rates. Foreign exchange gains and losses resulting from the remeasurement of these assets and liabilities are included in other income (expense), net, in the consolidated statements of earnings.

#### b) Forward exchange contracts

The Group enters into forward exchange contracts (known in Italian financial markets as domestic currency swaps) to manage its exposure to foreign currency risks. The Company does not enter into these contracts on a speculative basis, nor is hedge effectiveness constantly monitored. As a consequence of this, forward exchange contracts are not used to hedge any on - or off-balance sheet items. Therefore, at December 31, 2005, 2004 and 2003 all unrealized gains or losses on such contracts are recorded in "Other income (expense), net", in the consolidated statements of earnings.

#### c) Financial statements of foreign operations

The financial statements of the foreign subsidiaries expressed in the foreign currency are translated directly into euro as follows: (i) year-end exchange rate for assets and liabilities, (ii) historical exchange rates for share capital and retained earnings, and (iii) average exchange rates during the year for revenues and expenses. The resulting exchange differences on translation is recorded as a direct adjustment to shareholders' equity.

During September 2005, effective as of December 31, 2005, the Italian Accounting Profession has changed the Italian accounting standard No. 17, "*Consolidated Financial Statements*", with regard to the translation of the financial statements of a foreign subsidiary expressed in a foreign currency.

Under the previous accounting standard an Italian parent company was allowed to translate the financial statements of a foreign subsidiary expressed in a foreign currency using the following two methodologies:

(a) if the foreign subsidiary was considered an integral part of the parent company due to various factors including intercompany transactions, financing, and cash flow indicators, its financial statements expressed in the foreign currency was translated directly into euro from the local currency as follows: (i) year-end exchange rate for monetary assets and liabilities, (ii) historical exchange rates for non monetary

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

assets and liabilities, share capital and retained earnings, and (iii) average exchange rates during the year for revenues and expenses except for those revenues and expenses related to assets and liabilities translated at historical exchange rates. The resulting exchange differences on translation were recognized in other income (expense), net, in the consolidated statements of earnings;

(b) if the foreign subsidiary was not considered an integral part of a parent company, its financial statements expressed in the foreign currency was translated directly into euro as follows: (i) year-end exchange rate for assets and liabilities, (ii) historical exchange rates for share capital and retained earnings, and (iii) average exchange rates during the year for revenues and expenses. The resulting exchange differences on translation were recorded as a direct adjustment to shareholders' equity.

As indicated above, effective as of December 31, 2005, the Italian Accounting Profession has eliminated the option (a) indicated above.

Therefore, under Italian GAAP as from December 31, 2005 an Italian parent company must translate the financial statements of a foreign subsidiary expressed in a foreign currency using only option (b) indicated above. This means that the financial statements of a foreign subsidiary expressed in the foreign currency must be translated directly into euro as follows: (i) year-end exchange rate for assets and liabilities, (ii) historical exchange rates for share capital and retained earnings, and (iii) average exchange rates during the year for revenues and expenses. The resulting exchange differences on translation have to be recorded as a direct adjustment to shareholders' equity. This approach effectively ignores the operating environment of the foreign entity, in particular if the local currency is also the functional currency.

At December 31, 2005 the change in the application of this accounting principle resulted in an increase of 3,544 of shareholders' equity, with no effect on the net loss. Had the new Italian standard not been adopted in 2005, the Company would have recognized, in 2005, a foreign exchange gain of 1,684 in the consolidated statement of earnings. The comparative financial statements of prior years have not been adjusted to apply the new Italian GAAP foreign currency translation standard retrospectively.

### **d) Cash and cash equivalents**

The Company classifies as cash and cash equivalents cash on hand, amounts on deposit and on account in banks and cash invested temporarily in various instruments with maturities of three months or less at time of purchase.

### **e) Marketable debt securities**

Marketable debt securities are valued at the lower of cost or market value determined on an individual security basis. A valuation allowance is established and recorded as a charge to other income (expense), net, for unrealized losses on securities. Unrealized gains are not recorded until realized. Recoveries in the value of securities are recorded as part of other income (expense), net, but only to the extent of previously recognized unrealized losses.

Gains and losses realized on the sale of marketable debt securities were computed based on a weighted-average cost of the specific securities being sold.

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

Realized gains and losses are charged to other income (expense), net.

### **f) Accounts receivable and payable**

Receivables are stated at nominal value net of an allowance for doubtful accounts. Payables are stated at face value.

### **g) Inventories**

Raw materials are stated at the lower of cost (determined under the specific cost method for leather hides and under the weighted-average method for other raw materials) and replacement cost.

Goods in process and finished goods are valued at the lower of production cost and net realizable value. Production cost include direct production costs and production overhead costs. The production overhead costs are allocated to inventory based on the manufacturing facility's normal capacity.

### **h) Property, plant and equipment**

Property, plant and equipment is stated at historical cost, except for certain buildings which were revalued in 1983, 1991 and 2000 according to Italian revaluation laws. Maintenance and repairs are expensed; significant improvements are capitalized and depreciated over the useful life of the related assets. The cost or valuation of fixed assets is depreciated on the straight-line method over the estimated useful lives of the assets (refer to note 9). The related depreciation expense is allocated to cost of goods sold, selling expenses and general and administrative expenses based on the usage of the assets.

### **i) Treasury shares**

Treasury shares are accounted for as a non-current assets and an amount equal to the cost of shares acquired is reclassified from retained earnings to an undistributed treasury shares reserve (see note 19). Treasury shares are stated at cost and when a permanent impairment loss exists at the balance sheet date a valuation allowance is established and recorded as a charge to other income (expense), net.

### **j) Other assets**

Other assets in the consolidated financial statements primarily include trademarks and patents, goodwill and certain deferred costs. These assets are stated at the lower of amortized cost or recoverable amount. The carrying amount of other assets are reviewed to determine if they are in excess of their recoverable amount, based on discounted cash flows, at the consolidated balance sheet date. If the carrying amount exceeds the recoverable amount, the asset is written down to the recoverable amount.

Trademarks, patents and goodwill are amortized on a straight-line basis over a period of five years.

### **k) Impairment of long-lived assets and long-lived assets to be disposed of**

The Company reviews long-lived assets, including intangible assets with estimable useful lives, for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future discounted cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Estimated fair value is generally based on either appraised value or measured by discounted estimated future cash flows. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

### **l) Income taxes**

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss. Deferred tax assets are reduced by a valuation allowance to an amount that is more likely than not to be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

### **m) Government grants**

Capital grants compensate the Group for the partial cost of an asset and are part of the Italian government's investment incentive program, under which the Group receives amounts generally equal to a percentage of the aggregate investment made by the Group in the construction of new manufacturing facilities, or in the improvement of existing facilities, in designated areas of the country.

Capital grants from government agencies are recorded when there is reasonable assurance that the grants will be received and that the Group will comply with the conditions applying to them.

Until December 31, 2000 capital grants were recorded, net of tax, within reserves in shareholders' equity. As from January 1, 2001 all new capital grants are recorded in the consolidated balance sheet initially as deferred income and subsequently recognized in the consolidated statement of earnings as revenue on a systematic basis over the useful life of the related asset.

In addition when capital grants are received after the year in which the related assets are acquired, the depreciation of capital grants is recognized as income as follows: (a) the depreciation of the grants related to the amortization of the assets recorded in statements of earnings in the years prior to the date in which the grants are received, is recorded in other income (expense), net; (b) the depreciation of the grants related to the amortization of the assets recorded in statements of earnings of the year, is recorded in net sales (see note 24).

At December 31, 2005 and 2004 the deferred income for capital grants shown in the consolidated balance sheet amounts to 14,779 and 12,485, respectively.

The amortization of these grants recorded in net sales of the consolidated statement of earnings for the years ended December 31, 2005, 2004 and 2003, amounts to 1,239, 864 and 868, respectively.

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

Cost reimbursement grants relating to training and other personnel costs are credited to income when received from government agencies.

### **n) Employees' leaving entitlement**

Leaving entitlements represent amounts accrued for each Italian employee that are due and payable upon termination of employment, assuming immediate separation, determined in accordance with applicable Italian labour laws. The Group accrues the full amount of employees' vested benefit obligation as determined by such laws for leaving entitlements.

Under such Italian labour laws, upon termination of an employment relationship, the former employee has the right to receive termination benefits for each year of service equal to the employee's gross annual salary, divided by 13.5. The entitlement is increased each year by an amount corresponding to 75% of the rise in the cost of living index plus 1.5 points.

The expense recorded for the leaving entitlement for the years ended December 31, 2005, 2004 and 2003 was 6,877, 7,435 and 6,776, respectively.

The number of workers employed by the Group totalled 7,846 and 6,832 at December 31, 2005 and 2004, respectively.

### **o) Net sales**

The Company recognizes revenue on sales at the time products are shipped from the manufacturing facilities, and when the following criteria are met: persuasive evidence of an arrangement exists; the price to the buyer is fixed and determinable; and collectibility of the sales price is reasonably assured.

Revenues are recorded net of returns and discounts. Sales returns and discounts are estimated and provided for in the year of sales. Such allowances are made based on historical trends. The Company has the ability to make a reasonable estimate of such allowances due to large volumes of homogeneous transactions and historical experience.

### **p) Shipping and handling costs**

Shipping and handling costs sustained to transport products to customers are expensed in the periods incurred and are included in selling expenses. Shipping and handling expenses recorded for the years ended December 31, 2005, 2004 and 2003 were 69,730, 70,329 and 68,194, respectively.

### **q) Advertising costs**

Advertising costs are expensed in the periods incurred and are included in selling expenses. Advertising expenses recorded for the years ended December 31, 2005, 2004 and 2003 were 31,273, 33,855 and 32,114, respectively.



# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

### r) Commission expense

Commissions payable to sales representatives and the related expenses are recorded at the time shipments are made by the Group to customers. Commissions are not paid until payment for the related sale's invoice is remitted to the Group by the customer.

### s) Contingencies

Liabilities for loss contingencies are recorded when it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated.

### t) Use of estimates

The preparation of financial statements in conformity with established accounting policies requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### u) Earnings per share

Basic earnings per share is calculated by dividing net earnings attributable to ordinary shareholders by the weighted-average number of ordinary shares outstanding during the period after considering the effect of outstanding treasury shares. Diluted earnings per share included the effects of possible issuance of ordinary shares under share grants and option plans in the determination of the weighted average number of ordinary shares outstanding during the period. In 2005, share grants and options of 139,520 were excluded as their effect was antidilutive. In 2003 there were no share grants and options outstanding. The following table provides the amounts used in the calculation of earnings per share:

	<u>2005</u>	<u>2004</u>	<u>2003</u>
Net earnings (loss) attributable to ordinary shareholders	<u>(14,624)</u>	<u>18,353</u>	<u>37,300</u>
Weighted-average number of ordinary shares outstanding during the year	<u>54,681,628</u>	<u>54,681,628</u>	<u>54,681,628</u>
Increase resulting from assumed conversion of share grants and options	<u>-</u>	<u>27,576</u>	<u>-</u>
Weighted-average number of ordinary shares and potential shares outstanding during the year	<u>54,681,628</u>	<u>54,709,204</u>	<u>54,681,628</u>

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

### 4. Cash and cash equivalents

Cash and cash equivalents are analyzed as follows:

	<u>2005</u>	<u>2004</u>
Cash on hand	510	272
Bank accounts in Euro	18,491	28,033
Bank accounts in foreign currency	70,699	58,948
Money market instruments	<u>23</u>	<u>87</u>
Total	<u>89,723</u>	<u>87,340</u>

### 5. Marketable debt securities

Details regarding marketable debt securities are as follows:

	<u>2005</u>	<u>2004</u>
Foreign corporate bonds	5	5
Italian government bonds	<u>-</u>	<u>-</u>
Total	<u>5</u>	<u>5</u>

Further information regarding the Group's investments in marketable debt securities is as follows:

<u>2005</u>	<u>Cost</u>	<u>Gross unrealized</u>		<u>Fair value</u>
		<u>Gains</u>	<u>Losses</u>	
Foreign corporate bonds	5	-	-	5
Italian government bonds	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total	<u>5</u>	<u>-</u>	<u>-</u>	<u>5</u>

<u>2004</u>	<u>Cost</u>	<u>Gross unrealized</u>		<u>Fair value</u>
		<u>Gains</u>	<u>Losses</u>	
Foreign corporate bonds	5	-	-	5
Italian government bonds	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total	<u>5</u>	<u>-</u>	<u>-</u>	<u>5</u>

	<u>2005</u>	<u>2004</u>	<u>2003</u>
Proceeds from sales	-	-	21
Realized gains	-	-	-
Realized losses	-	-	-

The contractual maturity of the Group's marketable debt securities at December 31, 2005 is between 1 – 5 years.

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

### 6. Trade receivables, net

Trade receivables are analyzed as follows:

	<u>2005</u>	<u>2004</u>
North American customers	48,257	42,841
Other foreign customers	47,127	54,546
Domestic customers	31,781	41,743
Trade bills receivable	<u>1,602</u>	<u>3,863</u>
Total	128,767	142,993
Allowance for doubtful accounts	<u>(5,159)</u>	<u>(5,434)</u>
Total trade receivables, net	<u>123,608</u>	<u>137,559</u>

Trade receivables are due primarily from major retailers who sell directly to their customers.

No single customer accounted for more than 5% of the company's sales in 2005, 2004 and 2003 or accounts receivable at December 31, 2005 and 2004. The Company insures with a third party its collection risk in respect of a significant portion of accounts receivable outstanding balances, and estimates an allowance for doubtful accounts based on the insurance in place, the credit worthiness of its customers as well as general economic conditions.

The following table provides the movements in the allowance for doubtful accounts:

	<u>2005</u>	<u>2004</u>	<u>2003</u>
Balance, beginning of year	5,434	5,662	4,727
Charges-bad debt expense	1,326	1,297	1,441
Reductions-write off of uncollectible accounts	<u>(1,601)</u>	<u>(1,525)</u>	<u>(506)</u>
Balance, end of year	<u>5,159</u>	<u>5,434</u>	<u>5,662</u>

Trade receivables denominated in foreign currencies at December 31, 2005 and 2004 totalled 66,744 and 66,336, respectively. These receivables consist of the following:

	<u>2005</u>	<u>2004</u>
U.S. dollars	41,549	36,257
Canadian dollars	7,405	7,729
Australian dollars	5,853	6,431
British pounds	5,470	8,744
Other currencies	<u>6,467</u>	<u>7,175</u>
Total	<u>66,744</u>	<u>66,336</u>

### 7. Other receivables

Other receivables are analyzed as follows:

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

	<u>2005</u>	<u>2004</u>
VAT	13,867	14,289
Government capital grants	11,798	4,890
Receivable from tax authorities	10,343	10,269
Advances to suppliers	2,264	4,506
Others	<u>7,984</u>	<u>7,215</u>
Total	<u>46,256</u>	<u>41,169</u>

The VAT receivable includes value added taxes and interest thereon reimbursable to various companies of the Group. While currently due at the balance sheet date, the collection of the VAT receivable may extend over a maximum period of up to two years.

The receivable for capital grants represents amounts due from government agencies related to capital expenditures that have been incurred.

The receivable from the tax authorities represents principally advance taxes paid in excess of the amounts due and interest thereon.

### 8. Inventories

Inventories are analyzed as follows:

	<u>2005</u>	<u>2004</u>
Leather and other raw materials	68,481	70,763
Goods in process	13,294	12,916
Finished products	<u>33,915</u>	<u>28,922</u>
Total	<u>115,690</u>	<u>112,601</u>

### 9. Property, plant and equipment and accumulated depreciation

Fixed assets are listed below together with accumulated depreciation.

<u>2005</u>	<u>Cost or valuation</u>	<u>Accumulated depreciation</u>	<u>Annual rate of depreciation</u>
Land	10,235	-	-
Industrial buildings	189,978	(35,543)	3 - 10%
Machinery and equipment	118,097	(69,968)	11.5 - 25%
Airplane	24,075	(3,611)	6%
Office furniture and equipment	25,472	(18,033)	12 - 20%
Retail gallery and stores furnishings	24,070	(11,339)	25 - 35%
Transportation equipment	5,762	(4,354)	20 - 25%
Leasehold improvements	4,133	(2,206)	10 - 20%
Construction in progress	5,442	-	-
Advances to suppliers	<u>583</u>	<u>-</u>	-
Total	<u>407,847</u>	<u>(145,054)</u>	

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

<u>2004</u>	<u>Cost or valuation</u>	<u>Accumulated depreciation</u>	<u>Annual rate of depreciation</u>
Land	10,149	-	-
Industrial buildings	164,283	(30,084)	3 - 10%
Machinery and equipment	112,300	(57,861)	11.5 - 25%
Airplane	24,075	(2,167)	6%
Office furniture and equipment	22,025	(15,619)	12 - 20%
Retail gallery and stores furnishings	16,965	(6,126)	25 - 35%
Transportation equipment	5,725	(3,920)	20 - 25%
Leasehold improvements	2,676	(1,480)	10 - 20%
Construction in progress	29,867	-	-
Advances to suppliers	<u>1,197</u>	<u>-</u>	-
Total	<u>389,262</u>	<u>(117,257)</u>	

Construction in progress relates principally to manufacturing facilities.

### 10. Other assets

Other assets consist of the following:

	<u>2005</u>	<u>2004</u>
Goodwill	11,277	15,061
Equity in affiliated enterprises	3,867	2,650
Others	<u>13,274</u>	<u>11,884</u>
Total, gross	28,418	29,595
Less impairment losses	-	(6,119)
Less accumulated amortization	<u>(11,802)</u>	<u>(12,248)</u>
Total, net	<u>16,616</u>	<u>11,228</u>

At December 31, 2005 and 2004 the net book value of goodwill may be analyzed as follows:

	<u>2005</u>	<u>2004</u>
Gross carrying amount	11,277	15,061
Less impairment losses	-	(6,119)
Less accumulated depreciation	<u>(2,155)</u>	<u>(4,449)</u>
Net book value	<u>9,122</u>	<u>4,493</u>

At December 31, 2005 and 2004 the net book value of goodwill arising from business acquisitions amounts to 9,122 and 4,493, respectively.

At December 31, 2005 and 2004 investments in affiliated enterprises are accounted under the equity method.

For the impairment losses related to December 31, 2004 of 6,119, refer to note 24.

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

### 11. Short-term borrowings

Short-term borrowings consist of the following:

	<u>2005</u>	<u>2004</u>
Bank borrowings	4,174	4,255
Bank overdrafts	<u>3,553</u>	<u>1,317</u>
	<u>7,727</u>	<u>5,572</u>

While bank overdrafts are payable on demand, bank borrowings consist of unsecured line of credit agreements with banks and have various short maturities.

At December 31, 2005 and 2004 the short-term borrowings included 4,174 and 5,482 denominated in foreign currencies, respectively.

The weighted average interest rates on the above-listed short-term borrowings at December 31, 2005 and 2004 are as follows:

	<u>2005</u>	<u>2004</u>
Bank borrowings	4.92%	3.45%
Bank overdrafts	5.10%	4.75%

Credit facilities available to the Group, including amounts guaranteed under surety bonds, amounted to 92,974 and 108,992 at December 31, 2005 and 2004, respectively. The unused portion of these facilities amounted to 85,247 and 103,420 at December 31, 2005 and 2004, respectively.

### 12. Accounts payable-trade

Accounts payable-trade totalling 73,533 and 83,737 at December 31, 2005 and 2004, respectively, represent principally amounts payable for purchases of goods and services in Italy and abroad, and includes 23,072 and 25,881 at December 31, 2005 and 2004, respectively, denominated in foreign currencies.

### 13. Accounts payable-other

Accounts payable-other are analyzed as follows:

	<u>2005</u>	<u>2004</u>
Provision for returns and warranties	6,896	3,477
Advances from customers	6,785	5,422
Cooperative advertising and quantity discount	3,018	3,663
Withholding taxes on payroll and on others	2,375	3,367
Payable to third parties for business acquisition	860	859
Payable to minority interest for dividends	593	648
Others	<u>4,241</u>	<u>2,917</u>
Total	<u>24,768</u>	<u>20,353</u>

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

### 14. Taxes on income

Italian companies are subject to two income taxes at the following rates:

	<u>2005</u>	<u>2004</u>	<u>2003</u>
IRES (state tax)	33.00%	33.00%	34.00%
IRAP (regional tax)	4.25%	4.25%	4.25%

On December 12, 2003, the Italian Government approved the legislative decree n. 344 which enacted certain changes in the fiscal legislation for fiscal years beginning on or after January 1, 2004. The principal change made was the introduction of the new state income tax IRES which replaced IRPEG, with the simultaneous elimination of the dual income tax system. The enacted IRES tax rate for 2005 and 2004 is 33% of taxable income. IRES is a state tax and is calculated on the taxable income determined on the income before taxes modified to reflect all temporary and permanent differences regulated by the tax law.

As a result of these new tax rules, the Company adjusted the effect of changes in IRPEG tax rates on net deferred tax assets during the year ended December 31, 2003, as it includes the enactment date. These changes in tax rates resulted in a decrease of net deferred tax assets by 55 as of December 31, 2003.

Such tax law did not modify the existing IRAP regime. IRAP is a regional tax and each Italian region has the power to increase the current rate of 4.25% by a maximum of 1.00%. In general, the taxable base of IRAP is a form of gross profit determined as the difference between gross revenues (excluding interest and dividend income) and direct production costs (excluding labour costs, interest expenses and other financial costs).

Under Italian investment incentive schemes for under-industrialized regions, certain of the Group's operating entities were entitled to enjoy a full exemption from IRPEG and a significant part of IRAP for ten years. A very significant portion of the Group's consolidated earnings before minority interest in 2003 was derived from companies entitled to some extent to the aforementioned exemptions, the most significant of which expired in 2003. In addition, as from 2003 certain foreign subsidiaries (Italsofa Shanghai Ltd, Softaly Shanghai Ltd, Italsofa Bahia Ltd, Minuano Nordeste S.A. and Italsofa Romania) enjoy significant tax benefits, such as corporate income tax exemptions or reductions of the corporate income tax rates effectively applicable, the most significant of which will expire in 2012. The tax reconciliation table reported below demonstrates the effect of such "tax exempt income" on the Group's 2005, 2004 and 2003 income tax charge.

Approximately 69.4%, 55.1% and 57.3% respectively, of the Group's consolidated earnings (loss) before taxes were generated by domestic Italian operations during 2005, 2004 and 2003. However, consolidated earnings (loss) before taxes and minority interest are analyzed as follows:

	<u>2005</u>	<u>2004</u>	<u>2003</u>
Domestic	(8,144)	19,878	26,319
Foreign	<u>(3,586)</u>	<u>16,208</u>	<u>19,640</u>
Total	<u>(11,730)</u>	<u>36,086</u>	<u>45,959</u>

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

The effective income tax rates for the years ended December 31, 2005, 2004 and 2003 were 26.5%, 48.9% and 18.5%, respectively. The actual income tax expense differs from the 'expected' income tax expense (computed by applying the state tax, which is 33% for 2005 and 2004, 34% for 2003, to income before income taxes and minority interest) as follows:

	<u>2005</u>	<u>2004</u>	<u>2003</u>
Expected income (loss) tax charge at full tax rates	(3,871)	11,908	15,626
Effects of:			
Tax exempt income	(4,954)	(5,664)	(19,080)
Aggregate effect of different tax rates in foreign jurisdictions	(1,442)	(1,796)	(863)
Italian regional tax	4,727	5,954	5,819
Non-deductible expenses	3,692	2,187	3,075
Depreciation and impairment of goodwill	396	2,931	570
Effect of net change in valuation allowance established against deferred tax assets	4,157	1,119	3,180
Tax effect of unremitted earnings	405	1,011	119
Tax effect of change in tax rates	<u>-</u>	<u>-</u>	<u>55</u>
Actual tax charge	<u>3,110</u>	<u>17,650</u>	<u>8,501</u>

Total taxes for the years ended December 31, 2005, 2004 and 2003 relate to earnings from operations.

Total income taxes for the years ended December 31, 2005, 2004 and 2003 were allocated as follows:

	<u>2005</u>	<u>2004</u>	<u>2003</u>
Current:			
Italian	6,593	14,769	2,812
Foreign	<u>2,817</u>	<u>3,532</u>	<u>4,890</u>
Total (a)	<u>9,410</u>	<u>18,301</u>	<u>7,702</u>
Deferred:			
Italian	(3,260)	(760)	393
Foreign	<u>(3,040)</u>	<u>109</u>	<u>406</u>
Total (b)	<u>(6,300)</u>	<u>(651)</u>	<u>799</u>
Total (a + b)	<u>3,110</u>	<u>17,650</u>	<u>8,501</u>

The tax years from January 1, 2000 for the majority of the Italian and Foreign companies are open to assessment for additional taxes.

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at December 31, 2005 and 2004 are presented below:



# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

	<u>2005</u>	<u>2004</u>
Deferred tax assets:		
Tax loss carryforwards	14,937	9,490
Inventory obsolescence	2,490	-
Provision for returns and discounts	1,873	796
Allowance for doubtful accounts	1,594	1,515
Provision for sales representatives	555	816
Provision for contingent liabilities	368	368
Other temporary differences	<u>1,710</u>	<u>1,456</u>
Total gross deferred tax assets	23,527	14,441
Less valuation allowance	<u>(13,153)</u>	<u>(8,990)</u>
Net deferred tax assets	<u>10,374</u>	<u>5,451</u>
Deferred tax liabilities:		
Unremitted earnings of subsidiaries	(1,535)	(1,130)
Government grants	(658)	(809)
Revenue recognition	(303)	(712)
Other temporary differences	<u>(182)</u>	<u>(1,404)</u>
Total deferred tax liabilities	<u>(2,678)</u>	<u>(4,055)</u>
Net deferred tax assets	<u>7,696</u>	<u>1,396</u>

A valuation allowance has been established for most of the tax loss carryforwards.

The valuation allowance for deferred tax assets as of December 31, 2005 and 2004 was 13,153 and 8,990, respectively. The net change in the total valuation allowance for the years ended December 31, 2005 and 2004 was an increase of 4,163 and 930, respectively. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and the tax planning strategies in making this assessment. Based upon the level of historical taxable income and projections for future taxable income over the periods during which the deferred tax assets are deductible, management believes it is more likely than not that the Company will realize the benefits of these deductible differences, net of the existing valuation allowances at December 31, 2005. The amount of the deferred tax asset considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carryforward period are reduced.

Net deferred income tax assets are included in the consolidated balance sheets as follows:

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

<u>2005</u>	<u>Current</u>	<u>Non current</u>	<u>Total</u>
Gross deferred tax assets	8,655	14,872	23,527
Valuation allowance	-	(13,153)	(13,153)
Net deferred tax assets	8,655	1,719	10,374
Deferred tax liabilities	(2,023)	(655)	(2,678)
Net deferred tax assets	<u>6,632</u>	<u>1,064</u>	<u>7,696</u>
 <u>2004</u>	 <u>Current</u>	 <u>Non current</u>	 <u>Total</u>
Gross deferred tax assets	2,585	11,856	14,441
Valuation allowance	-	(8,990)	(8,990)
Net deferred tax assets	2,585	2,866	5,451
Deferred tax liabilities	(1,358)	(2,697)	(4,055)
Net deferred tax assets	<u>1,227</u>	<u>169</u>	<u>1,396</u>

The tax loss carryforwards of the Group total 49,356 and expire as follows:

2008	547
2009	5,979
2010	4,372
Thereafter	<u>38,458</u>
Total	<u>49,356</u>

As of December 31, 2005, taxes that are due on the distribution of the portion of shareholders' equity equal to unremitted earnings of most of the subsidiaries is 1,535 (1,130 at December 31, 2004). The Group has provided for such taxes as the likelihood of distribution is probable.

The Group has not provided for such taxes, amounting to 155 (240 at December 31, 2004), for some subsidiaries for which the likelihood of distribution is remote and earnings are deemed to be permanently reinvested.

### 15. Salaries, wages and related liabilities

Salaries, wages and related liabilities are analyzed as follows:

	<u>2005</u>	<u>2004</u>
Salaries and wages	11,954	9,643
Social security contributions	7,298	7,066
Vacation accrual	<u>2,831</u>	<u>2,023</u>
Total	<u>22,083</u>	<u>18,732</u>

### 16. Long-term debt

Long-term debt at December 31, 2005 and 2004 consists of the following:

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

	<u>2005</u>	<u>2004</u>
2.25% long-term debt payable in annual equal instalments with final payment due May 30, 2015	2,699	2,166
3.0% long-term debt payable in semi-annual equal instalments with final payment due October 2007	1,309	2,884
4.0% long-term debt payable in quarterly equal instalments with final payment due in September 2005	-	24
Others with various maturity dates	-	495
Total long-term debt	4,008	5,569
Less current instalments	(426)	(571)
Long-term debt, excluding current instalments	<u>3,582</u>	<u>4,998</u>

Loan maturities after 2006 are summarized below:

2007	1,368
2008	252
2009	259
2010	266
Thereafter	<u>1,437</u>
Total	<u>3,582</u>

At December 31, 2005 long-term debt denominated in foreign currencies amounts to 1,309 (3,278 at December 31, 2004).

Interest expense related to long-term debt for the years ended December 31, 2005, 2004 and 2003 was 139, 110 and 155 respectively. Interest expense is paid with the related instalment (quarterly, semi-annual or annual).

### 17. Other liabilities

Other liabilities consist of:

	<u>2005</u>	<u>2004</u>
Provision for contingent liabilities	2,868	2,308
Termination indemnities for sales agents	1,490	2,191
Payable to third parties for business acquisition	-	860
Total	<u>4,358</u>	<u>5,359</u>

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

### 18. Minority interest

Minority interest shown in the accompanying consolidated balance sheet at December 31, 2005 is 709 (916 at December 31, 2004).

### 19. Shareholders' equity

The share capital is owned as follows:

	<u>2005</u>	<u>2004</u>
Mr. Pasquale Natuzzi	47.7%	47.7%
Miss Anna Maria Natuzzi	2.6%	2.6%
Mrs. Annunziata Natuzzi	2.5%	2.5%
Public investors	<u>47.2%</u>	<u>47.2%</u>
	<u>100%</u>	<u>100%</u>

An analysis of the reserves is as follows:

	<u>2005</u>	<u>2004</u>
Legal reserve	11,199	11,199
Monetary revaluation reserve	1,344	1,344
Government capital grants reserve	<u>29,749</u>	<u>29,749</u>
Total	<u>42,292</u>	<u>42,292</u>

The number of ordinary shares issued at December 31, 2005 and 2004 is 54,681,628, respectively. The par value of one ordinary share is euro 1.

In July 2000, the shareholders of the Company approved a share repurchase program to buy-back up to 4 million shares or 51,646. The Company spent 23,234 in 2000 and 14,594 in 2001 to repurchase shares. The Company repurchased 1,782,700 shares in 2000 at an average cost of US\$ 11.3 per share and 1,061,200 shares in 2001 at an average cost of US\$ 12.3 per share. As of December 31, 2003 the repurchase program is expired. Under Italian GAAP, the purchase of shares was accounted for as a non-current asset and an amount equal to the cost of shares acquired was reclassified from retained earnings to an undistributed treasury shares reserve.

During an extraordinary general meeting on November 21, 2003 shareholders approved the cancellation of all treasury shares. On the basis of the Italian civil code this decision became effective on February 21, 2004. As a consequence, as from this date the Company has reduced shareholders' equity by the amount of 37,828.

Italian law requires that 5% of net income of the parent company and each of its consolidated Italian subsidiaries be retained as a legal reserve, until this reserve is equal to 20% of the issued share capital of each respective company. The legal reserve may be utilized to cover losses; any portion which exceeds 20% of the issued share capital is distributable as dividends. The combined legal reserves totalled 12,378 and 12,329 at December 31, 2005 and 2004, respectively.

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

No taxes would be payable on the distribution of the monetary revaluation reserve and government capital grants reserve.

The cumulative translation adjustment included in shareholders' equity related to translation of the Group's foreign assets and liabilities at December 31, 2005 was a credit of 3,544.

### 20. Share grants and options

In order to provide incentives to certain personnel, the shareholders of the Company on July, 23 2004 approved in its Shareholders' Ordinary and Extraordinary Meeting the guidelines of a share incentive plan in favor of Natuzzi Group's managers subject to assignment of Natuzzi S.p.A. shares. The 2004 plan will cover the period 2005-2009. During this period the Company will assign performance share grants and performance share options related to the achievement of pre-determined levels of individual, enterprise and share price targets related to the years 2004 and 2005. The maximum number of shares to be issued in connection with the plan will be 3,000,000, each with a nominal value of € 1.00, of which 500,000 in the form of restricted stock units and the remaining from the conversion of stock options. The Shareholders' Meeting has delegated to the Board of Directors the regulation and management of the 2004 plan, and the responsibility for the issuance of the options and grants under the 2004 plan.

Under the 2004 plan an employee is entitled to grants of restricted stock units and options if certain performance targets are met. In particular, the Plan provides for: (a) grants of restricted stock units for achievement of pre-determined objectives (management by objectives or MBOs) in 2004 and 2005, which vest and settle if the applicable performance targets are achieved, with respect to the 2004 MBOs, in 2006 and 2007, and, with respect to 2005 MBOs, in 2007 and 2008; (b) grants of options that only become exercisable if MBOs in 2004 and 2005 are achieved; and (c) the opportunity for participants to receive additional 50% options for combined achievement of 2004 and 2005 MBOs and the targeted price of the Company's share (during a reference period) on the New York Stock Exchange.

In order for an employee to obtain the additional 50% options based on 2004 MBOs, the following conditions have to be met (first tranche): (a) achievement of 2004 MBOs, and the arithmetic mean of the Company's American Depositary Shares (ADS) during the period from October 1, 2005 and December 31, 2005 equal or greater than U.S. dollars 15. Similarly, in order for an employee to obtain the additional 50% options based on 2005 MBOs, the following conditions have to be met (second tranche): achievement of 2005 MBOs, and the arithmetic mean of the Company's American Depositary Shares (ADS) during the period from October 1, 2007 and December 31, 2007 equal or greater than U.S. dollars 24.

The share grants to be issued for the achievement of 2004 MBOs would be issued in two equal installments during January 2006 and 2007. Similarly for the achievement of 2005 MBOs the share grants would be issued in two equal installments during January 2007 and 2008. The vesting period for these grants is considered to be reference year (2004 or 2005), as continuation of employment after that date is not a condition for the said share grants.

The share options to be issued have an exercise price of euro 8.51 (U.S. dollars 10.04 at December 31, 2005 exchange rate), calculated in accordance with fiscal law in force. An employee would

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

be entitled to share options and additional options on the following dates: 50% of 2004 MBOs and 50% of first tranche in January 2006; remaining 50% of 2004 MBOs, 50% of the first tranche and 50% of 2005 MBOs in January 2007; remaining 50% of 2005 MBOs and 50% of the second tranche in January 2008; remaining 50% of second tranche in January 2009. If the employee is not on employment on the above dates, he or she is not entitled to the remaining options. Therefore vesting dates for the options is determined to be the above dates.

The status of the share grants and options under the plan, as of December 31, 2005 and 2004, is as follows:

	<u>MBO 2005</u>	<u>MBO 2004</u>
Number of share grants	55,577	113,820
Number of options	165,946	369,752
Number of additional options	<u>82,973</u>	<u>-</u>
Total	<u>304,496</u>	<u>483,572</u>

On the basis of the plan the exercise price for the share grants is zero, while for the options and additional options is euro 8.51 (U.S. dollars 10.04 at December 31, 2005 exchange rates). At December 31, 2005 and 2004 the market price of Natuzzi's shares is euro 5.93 (U.S. dollars 7.00 at December 31, 2005 exchange rate) and euro 7.96 (U.S. dollars 10.85 at December 31, 2004 exchange rates), respectively.

Under Italian GAAP the Company does not record in the consolidated statement of earnings the compensation expense related to share based compensation plans.

### 21. Commitments and contingent liabilities

Several companies of the Group lease manufacturing facilities and stores under non-cancellable lease agreements with expiry dates through 2023. Rental expense recorded for the years ended December 31, 2005, 2004 and 2003 was 13,970, 11,976 and 11,046, respectively. As of December 31, 2005, the minimum annual rental commitments are as follows:

2006	12,443
2007	11,513
2008	10,456
2009	9,436
2010	8,424
Thereafter	<u>9,371</u>
Total	<u>61,643</u>

Certain banks have provided guarantees at December 31, 2005 to secure payments to third parties amounting to 8,245 (6,092 at December 31, 2004). These guarantees are unsecured and have various maturities extending through December 31, 2007.

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

In December 1996, the Company and the “Contract Planning Service” of the Italian Ministry of the Industrial Activities signed a “Program Agreement” with respect to the “Natuzzi 2000 project”. In connection with this project, Natuzzi Group prepared a multi-faceted program of industrial investments for the increase of the production capacity of leather and fabric upholstered furniture in the area close to its headquarters in Italy. According to this “Program Agreement”, Natuzzi should have realized investments for 295,156 and at the same time the Italian government should have contributed in the form of capital grants for 145,455. During 2003 Natuzzi revised its growth and production strategy due to the strong competition of products realized by competitors in countries like China and Brazil. Therefore, as a consequence of this change in the economic environment in 2003 Natuzzi requested to the Italian Ministry of the Industrial Activities the revision of the original “Program Agreement” as follows: reduction of the investment to be realized from 295,156 to 69,772, and reduction of the related capital grants from 145,455 to 34,982. During April 2005 the Company received from the Italian Government the final approval of the “Program Agreement” confirming these revisions. Natuzzi received under the aforementioned project capital grants in 1997 and 2005 for 27,072 and 7,910, respectively.

The capital grants are secured by surety bonds for 26,005 from a bank. These surety bonds are unsecured and will expire when the Italian Ministry of Industrial Activities releases the final approvals of all investments made.

In prior years the Company and certain Italian subsidiaries, on the basis of the Italian law, for the personnel employed under the contract scheme referred to as ‘training and work’ enjoyed an exemption for the social contribution due to the National Institute for Social Security (*‘Istituto Nazionale per la Previdenza Sociale’* or ‘INPS’) for a certain period. During 2004, the European Court of Justice decided that these grants were not in conformity with European Union law and regulations in force about competition. As a consequence of this disposition the European Commission has established that Italy has to recover from its enterprises all the social contribution not paid from November 1995 to May 2001 for the above work contracts. Therefore, the Italian National Institute for Social Security has communicated to the Company and certain Italian Subsidiaries to reimburse all the social contribution due and not paid, amounting to 16,000, by end of February 2005. The Company, based on the advice of its legal consultants, did not pay the amounts claimed back and, at the same time, has activated a legal action against the National Institute for Social Security in order to obtain the cancellation of the above request of 16,000. The Company intends to vigorously defend its position. The Company believes that the probability of a favorable final outcome is very high. Therefore, the Company for this liability recorded a provision of 475 in the Consolidated Financial Statements as of December 31, 2005 and 2004, as this amount is considered the probable final liability.

The Group is also involved in a number of claims (including tax claims) and legal actions arising in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters, after considering amounts accrued, will not have a material adverse effect on the Group's consolidated financial position or results of operations.

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

### 22. Segmental and geographical information

The Group operates in a single industry segment, that is, the design, manufacture and marketing of contemporary and traditional leather and fabric upholstered furniture. It offers a wide range of upholstered furniture for sale, manufactured in production facilities located in Italy and abroad (Romania, Brazil and China).

Net sales of upholstered furniture analyzed by coverings are as follows:

	<u>2005</u>	<u>2004</u>	<u>2003</u>
Leather upholstered furniture	498,942	547,923	550,029
Fabric upholstered furniture	<u>95,895</u>	<u>117,598</u>	<u>123,921</u>
Total	<u>594,837</u>	<u>665,521</u>	<u>673,950</u>

Within leather and fabric upholstered furniture, the Company offers furniture in the following categories: stationary furniture (sofas, loveseats and armchairs), sectional furniture, motion furniture, sofa beds and occasional chairs, including recliners and massage chairs.

The following tables provide information upon the net sales of upholstered furniture and of long-lived assets by geographical location. Net sales are attributed to countries based on the location of customers. Long-lived assets consist of property, plant and equipment.



# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

	<u>2005</u>	<u>2004</u>	<u>2003</u>
<b>Sales of upholstered furniture</b>			
United States of America	207,215	238,807	280,770
Italy	67,020	73,017	71,277
England	50,805	83,391	80,409
Spain	35,668	27,557	14,045
Canada	31,608	38,175	37,910
France	24,622	26,026	23,393
Germany	24,329	19,743	25,392
Belgium	20,761	19,956	15,959
Australia	16,543	19,414	15,356
Holland	13,654	13,075	14,004
Norway	11,271	12,151	10,084
Ireland	5,188	6,419	7,760
Other countries (none greater than 2%)	<u>86,153</u>	<u>87,790</u>	<u>77,591</u>
	<u>594,837</u>	<u>665,521</u>	<u>673,950</u>
 <b>Long lived assets</b>		<u>2005</u>	<u>2004</u>
Italy		144,398	149,449
Romania		36,046	35,026
Brazil		25,677	24,819
China		24,490	25,377
United States of America		21,789	25,105
Other countries		<u>10,393</u>	<u>12,229</u>
Total		<u>262,793</u>	<u>272,005</u>

In addition, the Group also sells minor volumes of excess polyurethane foam, leather by-products and certain pieces of furniture (coffee table, lamps and rugs) which, for 2005, 2004 and 2003 totalled 75,089, 87,913 and 95,629, respectively.

No single customer accounted for more than 5% of net sales in 2005, 2004 or 2003.

### 23. Cost of sales

Cost of sales is analyzed as follows:

	<u>2005</u>	<u>2004</u>	<u>2003</u>
Opening inventories	112,601	97,518	84,081
Purchases	295,277	335,432	355,867
Labor	108,327	107,173	104,495
Third party manufacturers	25,340	26,943	32,859
Other manufacturing costs	33,637	30,136	28,980
Closing inventories	<u>(115,690)</u>	<u>(112,601)</u>	<u>(97,518)</u>
Total	<u>459,492</u>	<u>484,601</u>	<u>508,764</u>

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

### 24. Other income (expense), net

Other income (expense), net is analyzed as follows:

	<u>2005</u>	<u>2004</u>	<u>2003</u>
Interest income	1,857	1,375	1,701
Interest expense and bank commissions	<u>(1,803)</u>	<u>(1,961)</u>	<u>(1,317)</u>
Interest (expense) income, net	<u>54</u>	<u>(586)</u>	<u>384</u>
Gains (losses) on foreign exchange, net	3,211	(4,809)	64
Unrealized exchange			
gains (losses) on domestic currency swaps	<u>(4,767)</u>	<u>7,101</u>	<u>6,276</u>
Gains (losses) on foreign exchange	<u>(1,556)</u>	<u>2,292</u>	<u>6,340</u>
Losses on securities, net	-	(50)	(754)
Other, net	<u>4,462</u>	<u>(5,548)</u>	<u>(2,339)</u>
Total	<u>2,960</u>	<u>(3,892)</u>	<u>3,631</u>

Gains (losses) on foreign exchange are related to the following:

	<u>2005</u>	<u>2004</u>	<u>2003</u>
Net realized gains (losses) on			
domestic currency swaps	(4,269)	4,973	25,369
Net realized gains (losses) on accounts			
receivable and payables	5,434	(1,052)	(7,585)
Net unrealized gains (losses) on			
accounts receivable and payable	<u>2,046</u>	<u>(8,730)</u>	<u>(17,720)</u>
Total	<u>3,211</u>	<u>(4,809)</u>	<u>64</u>

Other, net consists of the following:

	<u>2005</u>	<u>2004</u>	<u>2003</u>
Revenue for capital grants	4,380	-	-
Export incentive	2,100	-	-
Penalties to landlords	(658)	-	-
Impairment loss of goodwill	-	(6,119)	-
Write off of fixed assets	(2,770)	(1,311)	-
Gain on disposal of subsidiary	-	3,419	-
Impairment loss on fixed assets	-	-	(4,292)
Pre-acquisition loss	495	-	1,694
Other, net	<u>915</u>	<u>(1,537)</u>	<u>259</u>
Total	<u>4,462</u>	<u>(5,548)</u>	<u>(2,339)</u>

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

### **Revenue for capital grants**

During 2005, as indicated in note 21, Natuzzi received under the aforementioned project “Natuzzi 2000” additional capital grants amounting to 7,910. A part of these capital grants, amounting to 4,380, is related to depreciation of property, plant and equipment recorded in the consolidated statements of earnings in the years prior to 2005. Therefore, for this reason the amount of 4,380 has been classified under the caption “other income (expense), net”.

An other portion of these capital grants, amounting to 356, has been classified in net sales as they relate to the depreciation of 2005.

The remaining portion of 3,174 has been classified in the consolidated balance sheet at December 31, 2005 as deferred income, and it will be charged to statements of earnings as revenue on a systematic basis over the useful life of the related asset.

### **Export incentive benefit**

During 2005, the Company received an export incentive benefit of 2,100. This incentive is measured on the basis of the export sales realized during a certain period.

### **Penalties to landlords**

The Company has charged to other income (expense), net of 2005 the provision set up for the one time penalties, amounting to 658, that it expects to negotiate with the landlords of several store located in England, for the termination of the related operating lease contracts before the term specified in the lease agreements.

### **Pre-acquisition loss for Koineè S.r.l.**

The pre-acquisition loss related to Koineè S.r.l. business acquisition, amounting to 495, has been eliminated in the consolidated statements of earnings for the year ended at December 31, 2005 (see also note 27 (f)).

### **Impairment loss of goodwill**

The impairment loss for goodwill of 6,119 is related to Natuzzi UK Group (see note 1). Natuzzi UK Group revised its growth strategy as a consequence of the actual and forecasted critical situation in the United Kingdom market, and the decision of the Company to redesign its distribution strategy in this country. As a result of this revision, the carrying value of the goodwill related to such reporting unit as of December 31, 2004 was impaired. The fair value of such reporting unit as of December 31, 2004 was determined on the basis of the methodology so called “Unlevered Discounted Cash Flow”. The comparison of the fair value with the carrying value of this reporting unit resulted in the determination of an impairment in value of 6,119.

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

### **Gain on disposal of subsidiary**

In December 2004 the Company sold 100% of the outstanding common shares of Spagnesi S.p.A. to a third party, for a cash consideration of 5,475. The gain recorded in the consolidated statements of earnings in other income (expense), net is 3,419 (see also note 1 and note 27 (r)).

### **Impairment loss of long lived assets**

The Company has evaluated the impairment of long lived assets in accordance with its accounting policy (whenever the events or changes in circumstances indicate that the carrying amount of an asset may be not recoverable). Based on such analysis in 2003 the Company recorded an impairment loss of 4,292.

### **Pre-acquisition loss for Natuzzi UK Group**

The pre-acquisition loss related to the Natuzzi UK Group acquisition, amounting to 1,694, has been eliminated in the consolidated statement of earnings for the year ended at December 31, 2003 (see also note 27 (f)).

## **25. Financial instruments and risk management**

A significant portion of the Group's net sales, but only approximately 40% of its costs, are denominated in currencies other than the euro, in particular the U.S. dollar. The remaining costs of the Group are denominated principally in euros. Consequently, a significant portion of the Group's net revenues are exposed to fluctuations in the exchange rates between the euro and such other currencies. The Group uses forward exchange contracts (known in Italy as domestic currency swaps) to reduce its exposure to the risks of short-term declines in the value of its foreign currency denominated revenues. The Group uses such domestic currency swaps to protect the value of its foreign currency denominated revenues, and not for speculative or trading purposes.

The Group is exposed to credit risk in the event that the counterparties to the domestic currency swaps fail to perform according to the terms of the contracts. The contract amounts of the domestic currency swaps described below do not represent amounts exchanged by the parties and, thus, are not a measure of the exposure of the Group through its use of those financial instruments. The amounts exchanged are calculated on the basis of the contract amounts and the terms of the financial instruments, which relate primarily to exchange rates. The immediate credit risk of the Group's domestic currency swaps is represented by the unrealized gains or losses on the contracts. Management of the Group enters into contracts with creditworthy counter-parties and believes that the risk of material loss from such credit risk to be remote. The table below summarizes in euro equivalent the contractual amounts of forward exchange contracts used to hedge principally future cash flows from accounts receivable and sales orders at December 31, 2005 and 2004:

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

	<u>2005</u>	<u>2004</u>
U.S. dollars	72,496	66,108
British pounds	26,783	51,451
Canadian dollars	17,698	18,629
Australian dollars	10,744	16,173
Norwegian kroner	5,928	8,774
Swedish kroner	3,441	5,932
Japanese yen	1,504	2,740
Swiss francs	656	2,240
Danish kroner	845	940
Total	<u>140,095</u>	<u>172,987</u>

The following table presents information regarding the contract amount in euro equivalent amounts and the estimated fair value of all of the Group's forward exchange contracts. Contracts with unrealized gains are presented as 'assets' and contracts with unrealized losses are presented as 'liabilities'.

	<u>2005</u>		<u>2004</u>	
	Contract <u>amount</u>	Unrealized <u>gains (losses)</u>	Contract <u>amount</u>	Unrealized <u>gains (losses)</u>
Assets	46,075	392	159,584	7,191
Liabilities	<u>94,020</u>	<u>(5,159)</u>	<u>13,403</u>	<u>(90)</u>
Total	<u>140,095</u>	<u>(4,767)</u>	<u>172,987</u>	<u>7,101</u>

At December 31, 2005 and 2004, the forward exchange contracts had a net unrealized loss of 4,767 and a net unrealized gain of 7,101, respectively. These amounts are recorded in other income (expense), net in the consolidated statements of earnings.

The carrying value of forward exchange contracts is determined based on the unrealized loss and gain of such contracts recorded in the consolidated financial statements. Unrealized gains (losses) on forward exchange contracts is determined by using residual maturity rate.

Refer to notes 3 (b) for the Group's accounting policy on forward exchange contracts.

## 26. Fair value of financial instruments

The following table summarizes the carrying value and the estimated fair value of the Group's financial instruments:

	<u>2005</u>		<u>2004</u>	
	Carrying <u>value</u>	Fair <u>value</u>	Carrying <u>value</u>	Fair <u>value</u>
Assets:				
- Marketable debts securities	5	5	5	5
Liabilities:				
- Long-term debt	4,008	3,614	5,569	4,829

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

Cash and cash equivalents, receivables, payables and short-term borrowings approximate fair value because of the short maturity of these instruments.

Market value for quoted marketable debt securities is represented by the securities exchange prices at year-end. Market value for unquoted securities is represented by the prices of comparable securities, taking into consideration interest rates, duration and credit standing of the issuer.

Fair value of the long-term debt is estimated based on cash flows discounted using current rates available to the Company for borrowings with similar maturities.

### 27. Application of generally accepted accounting principles in the United States of America

The established accounting policies followed in the preparation of the consolidated financial statements (Italian GAAP) vary in certain significant respects from those generally accepted in the United States of America (US GAAP).

The calculation of net earnings (loss) and shareholders' equity in conformity with US GAAP is as follows:

#### Reconciliation of net earnings (loss):

	<u>2005</u>	<u>2004</u>	<u>2003</u>
Net earnings (loss) under Italian GAAP	(14,624)	18,353	37,300
Adjustments to reported income:			
(a) Revaluation of property, plant and equipment	29	27	27
(b) Derivative and hedging activities	-	-	(2,713)
(c) Government grants	3,119	612	673
(d) Revenue recognition	2,804	966	1,482
(l) Goodwill and intangible assets	(249)	(925)	1,033
(m) Share grants and options	136	(1,140)	-
(n) Translation of foreign financial statements	1,684	-	-
(o) Penalties to landlords	658	-	-
Tax effect of US GAAP adjustments	<u>(446)</u>	<u>860</u>	<u>225</u>
Net earnings (loss) in conformity with US GAAP	<u>(6,889)</u>	<u>18,753</u>	<u>38,027</u>
Basic earnings (loss) per share in conformity with US GAAP	<u>(0.13)</u>	<u>0.34</u>	<u>0.70</u>
Diluted earnings (loss) per share in conformity with US GAAP	<u>(0.13)</u>	<u>0.34</u>	<u>0.70</u>

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

### Reconciliation of shareholders' equity:

	<u>2005</u>	<u>2004</u>
Shareholders' equity under Italian GAAP	473,025	487,933
(a) Revaluation of property, plant and equipment	(615)	(644)
(c) Government grants	(15,489)	(18,608)
(d) Revenue recognition	(5,645)	(8,449)
(l) Goodwill and intangible assets	2,898	2,387
(n) Translation of foreign financial statements	(1,860)	-
(o) Penalties to landlords	658	-
Tax effect of US GAAP adjustments	<u>710</u>	<u>1,916</u>
Shareholders' equity in conformity with US GAAP	<u>453,682</u>	<u>464,535</u>

The differences which have a material effect on net earnings (loss) and/or shareholders' equity are disclosed as follows:

(a) Certain property, plant and equipment have been revalued in accordance with Italian laws. The revalued amounts are depreciated for Italian GAAP purposes. US GAAP does not allow for such revaluations, and depreciation is based on historical costs. The revaluation primarily relates to industrial buildings. The adjustment to net earnings (loss) and shareholders' equity represents the reversal of excess depreciation recorded under Italian GAAP on revalued assets.

(b) Under US GAAP, SFAS 133 established comprehensive accounting and reporting standards for derivative instruments and hedging activities. SFAS 133 requires that an entity record all derivatives, freestanding and certain embedded derivatives, as either assets or liabilities in the statement of financial position. This statement also defines and allows companies to apply hedge accounting to its designated derivatives under certain instances, provided an entity meets the strict documentation criteria of SFAS 133. It also requires that all derivatives be marked to market on an ongoing basis. Along with the derivatives, in the case of qualifying hedged, the underlying hedged items, are also to be marked to market. These market value adjustments are to be included either in the income statement or other comprehensive income, depending on the nature of the hedged transaction.

The Company does not currently qualify for hedge criteria under SFAS 133 and has not used hedge accounting for Italian GAAP in 2005, 2004 and 2003 (see note 3(a) and (b)). In particular, the Company does not formally document all relationships between its hedging instruments (forward exchange contracts known in Italian financial markets as domestic currency swaps) and its hedged items which includes linking all derivatives that are designated as foreign-currency hedges to specific accounts receivable on the balance sheet or to specific firm commitments or forecasted transactions. The Company also does not formally assess, both at the hedge's inception and on an ongoing basis, whether the derivatives that are used in hedging its transactions are highly effective in offsetting changes in fair values of its hedged items.

As a result under Italian GAAP and US GAAP at December 31, 2005, 2004 and 2003, the Company accounted for all its derivative financial instruments at their fair value and all its accounts

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

receivable in foreign currency were remeasured at year end exchange rates. All marked to market adjustments were recorded in the income statement.

The adjustment to net earnings for the year ended on December 31, 2003 represents the reversal of the US GAAP difference related 2002. This difference was due to the hedge accounting followed by Natuzzi under Italian GAAP which did not qualify for hedge accounting under US GAAP.

(c) Under Italian GAAP until December 31, 2000 government grants related to capital expenditures were recorded, net of tax, within reserves in shareholders' equity. Subsequent to that date such grants have been recorded as deferred income and recognized in the statement of earnings as revenue or other income, as appropriate under Italian GAAP (see note 3(m)), on a systematic basis over the useful life of the asset.

Under US GAAP, such grants, when received, are classified either as a reduction of the cost of the related fixed asset or as a deferred credit and amortized over the estimated remaining useful lives of the assets. The amortization is treated as a reduction of depreciation expense and classified in the statement of earnings according to the nature of the asset to which the grant relates.

The adjustments to net income (loss) represent mainly the annual amortization of the pre December 31, 2000 capital grants determined based over the remaining useful life of the related fixed assets. The adjustments to shareholders' equity are to reverse the amounts of capital grants credited directly to equity for Italian GAAP purposes, net of the amounts of amortization of such grants for US GAAP purposes.

Amortization of deferred income related to grants recognized as revenues under Italian GAAP of 1,239, 864 and 868 for the years ended December 31, 2005, 2004 and 2003 respectively would be reclassified to depreciation expense and recorded in cost of goods sold under US GAAP, in the period such amounts are recognized.

In addition, under Italian GAAP the Company recorded in other income (expenses), net (see note 24) for the year ended December 31, 2005 revenues for grants amounting to 4,380. Under US GAAP this amount would be reclassified to depreciation expense and recorded in cost of goods sold, in the period such amounts are recognized.

(d) Under Italian GAAP, the Group recognizes sales revenue, and accrued costs associated with the sales revenue, at the time products are shipped from its manufacturing facilities located in Italy and abroad. A significant part of the products is shipped from factories directly to customers under terms that risks and ownership are transferred to the customer when the customer takes possession of the goods. These terms are 'delivered duty paid', 'delivered duty unpaid', 'delivered ex quay' and 'delivered at customer factory'. Delivery to the customer generally occurs within one to six weeks from the time of shipment.

US GAAP requires that revenue should not be recognized until it is realized or realizable and earned, which is generally at the time delivery to the customer occurs and the risks of ownership pass to the customer. Accordingly, the Italian GAAP for revenue recognition is at variance with US GAAP. The



# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

principal effects of this variance on the accompanying consolidated balance sheet as of December 31, 2005 and 2004 and related consolidated statements of earnings for each of the years in the three-year period ended December 31, 2005 are indicated below:

	2005 Effects Increase (Decrease)	2004 Effects Increase (Decrease)	Variation for 2005
<b>Consolidated balance sheet</b>			
Trade receivables, net	(33,106)	(36,623)	3,517
Inventories	<u>22,711</u>	<u>23,549</u>	<u>(838)</u>
Total effect on current assets (a)	<u>(10,395)</u>	<u>(13,074)</u>	<u>2,679</u>
Accounts payable-trade	(4,750)	(4,625)	(125)
Income taxes	<u>(1,468)</u>	<u>(2,535)</u>	<u>1,067</u>
Total effect on current liabilities (b)	<u>(6,218)</u>	<u>(7,160)</u>	<u>942</u>
Total effect on shareholders' equity (a-b)	<u>(4,177)</u>	<u>(5,914)</u>	<u>1,737</u>
<b>Consolidated statement of earnings</b>	<b>2005</b>	<b>2004</b>	<b>2003</b>
Net sales	<u>3,517</u>	<u>10,640</u>	<u>741</u>
Gross profit	<u>2,679</u>	<u>2,995</u>	<u>1,068</u>
Operating income	<u>2,804</u>	<u>966</u>	<u>1,482</u>
Total effect on net earnings	<u>1,737</u>	<u>1,778</u>	<u>917</u>

(e) During 2003 (see note 1) the Company acquired a 100% interest in each of the following two entities: Natuzzi UK Group and Minuano Nordeste SA. Both acquisitions were accounted for as business combinations under Italian GAAP. The Natuzzi UK Group acquisition qualifies as a business combination under US GAAP in accordance with the provisions of SFAS 141. However, in accordance with EITF 98-3 the acquisition of 100% interest in Minuano Nordeste SA does not qualify as an acquisition of a business. Therefore, under Italian GAAP the Minuano acquisition was considered to be a business acquisition, while under US GAAP the same has been accounted as an asset acquisition which did not result in goodwill. Management has determined that the difference between purchase price and the fair value of the net tangible assets acquired is due to export incentive benefit that this entity is entitled to upon completion of its manufacturing facilities and export of the furniture manufactured in Brazil. The export incentive is available until 2015. The related deferred tax liabilities were established by using the "simultaneous equations method". The excess of purchase price over the fair value of net assets acquired, recorded as goodwill under Italian GAAP, has been allocated to intangible assets under US GAAP, as follows:

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

	<u>US GAAP</u>	<u>IT GAAP</u>	<u>Difference</u>
Current and non current assets	253	253	-
Intangible assets	6,141	-	6,141
Goodwill	-	4,053	(4,053)
Current and non current liabilities	(8)	(8)	-
Deferred tax liabilities	<u>(2,088)</u>	<u>-</u>	<u>(2,088)</u>
Purchase price	<u>4,298</u>	<u>4,298</u>	<u>-</u>

(f) Under Italian GAAP the pre-acquisition results of an acquired entity can be reflected in the operating results of the acquiring entity provided the acquisition was completed within 6 months of the beginning of the acquiring entity's fiscal year. Although, the pre-acquisition revenues and costs of the acquired entity may be included in the statement of earnings of the acquiring company, the resulting pre-acquisition net income or loss is eliminated. The following pre-acquisition amounts of Koineè S.r.l. and Natuzzi UK Group (see note 1) were included in the Italian GAAP consolidated statement of earnings for the years ended December 31, 2005 and 2003:

	<u>Koineè S.r.l.</u> <u>2005</u>	<u>Natuzzi UK Group</u> <u>2003</u>
Net sales	943	11,945
Cost of sale	<u>(483)</u>	<u>(5,798)</u>
Gross profit	460	6,147
Selling expense	(417)	(7,066)
General and administrative expense	<u>(175)</u>	<u>(1,113)</u>
Operating loss	(132)	(2,032)
Other income, net	<u>(132)</u>	<u>1,481</u>
Loss before taxes	-	(551)
Income taxes	<u>-</u>	<u>551</u>
Net loss	<u>-</u>	<u>-</u>

Under US GAAP the above pre-acquisition amounts would not be included in the consolidated statement of earnings for the years ended December 31, 2005 and 2003.

(g) During 2005 (see note 1) the Company acquired 100% of the equity interest of Koineè S.r.l., and the purchase price was 2,019. Koineè is an Italian entity that was operating seven stores under "Divani & Divani by Natuzzi" trade name. The stores are located in the Abruzzo and Marche regions of Italy. This acquisition was accounted for as business combination under Italian GAAP. This acquisition qualifies as a business combination under US GAAP. However, under Italian GAAP the difference between purchase price and the fair value of the net assets acquired was allocated to goodwill, while under US GAAP the same difference was allocated in part to goodwill and in part to intangibles. The allocation of purchase price under US GAAP and Italian GAAP is summarized as follows:

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

	<u>US GAAP</u>	<u>IT GAAP</u>	<u>Difference</u>
Current assets	1,107	1,107	-
Goodwill	985	1,664	(679)
Order backlog	1,082	-	1,082
Other non current assets	1,634	1,634	-
Deferred tax liabilities	(403)	-	(403)
Current liabilities	(2,080)	(2,080)	-
Non current liabilities	<u>(306)</u>	<u>(306)</u>	<u>-</u>
Purchase price	<u>2,019</u>	<u>2,019</u>	<u>-</u>

The acquired order backlog has been recognized in full in the statement of earnings of 2005, as it relates to one time orders that became revenue soon after the acquisition and before December 31, 2005.

(h) During 2005 (see note 1) the Company acquired a business composed by seven stores “*Divani & Divani by Natuzzi*” located in Rome, and the purchase price was 4,810. This acquisition was accounted for as business combination under Italian GAAP. This acquisition qualifies as a business combination under US GAAP. However, under Italian GAAP and US GAAP the difference between purchase price and fair value of the net assets acquired was allocated to goodwill. The allocation of purchase price under US GAAP and Italian GAAP is summarized as follows:

	<u>US GAAP</u>	<u>IT GAAP</u>	<u>Difference</u>
Current assets	710	710	-
Goodwill	3,709	3,709	-
Fixed Assets	221	221	-
Leasehold improvements	313	313	-
Non current liabilities	<u>(143)</u>	<u>(143)</u>	<u>-</u>
Purchase price	<u>4,810</u>	<u>4,810</u>	<u>-</u>

(i) On December 23, 2005 (see note 1) the Company acquired an entity for which its sole asset was a store located in the centre of Milan’s main shopping and commercial area. The cash consideration paid by the Company for this acquisition was 1,000. At the time of acquisition there were no employees, inventory or revenues associated with this asset. Further, in January 2006 the Company started some constructions works in order to set up in the store the Natuzzi’s layout selling system. The Company expects to start trading in the store at beginning of May 2006.

Under Italian GAAP the acquisition of this store was considered to be a business acquisition, while under US GAAP the same has been accounted as an asset acquisition in accordance with EITF 98-3, which did not result in a goodwill. Natuzzi’s management has determined that the difference between purchase price and the fair value of the net tangible assets acquired is due to the key location of the store acquired. Therefore, under US GAAP this intangible of 957 is depreciated over the term of the operating lease agreement. The related deferred tax liabilities are established by using “simultaneous equations method”.

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

The following table reports the allocation of the purchase price both under US and Italian GAAP:

	<u>US GAAP</u>	<u>IT GAAP</u>	<u>Difference</u>
Goodwill	-	600	(600)
Intangible assets	957	-	957
Leasehold improvements	400	400	-
Deferred tax liabilities	<u>(357)</u>	<u>-</u>	<u>(357)</u>
Cash paid	<u>1,000</u>	<u>1,000</u>	<u>-</u>

(l) Under Italian GAAP, the Company amortizes the goodwill arising from business acquisitions on a straight-line basis over a period of five years. US GAAP states that goodwill acquired in a purchase business combination completed after July 1, 2001 is not amortized, but instead tested for impairment at least annually in accordance with provisions of SFAS No. 142.

In addition, under Italian GAAP, the Company has allocated certain intangible assets, having definite lives and arising from a business acquisition and asset acquisition, under the caption goodwill. Under US GAAP the Company would have classified such as intangible assets, would have amortized these over their estimated useful lives to their residual values, and would have reviewed these for impairment in accordance with SFAS No. 144.

The changes in the carrying amount of goodwill, intangibles assets and deferred taxes arising from business and asset acquisitions completed after July 1, 2001, are as follows:

	<u>Goodwill</u>		<u>Intangibles</u>		<u>Deferred taxes</u>	
	<u>US</u>	<u>Italian</u>	<u>US</u>	<u>Italian</u>	<u>US</u>	<u>Italian</u>
Balance at December 31, 2002	528	337	-	-	-	-
Acquisition of Natuzzi UK Group	9,179	9,179	-	-	-	-
Acquisition of Minuano	-	4,053	6,141	-	(2,088)	-
Amortization	-	(1,329)	-	-	-	-
Impairment losses	<u>(528)</u>	<u>(232)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Balance at December 31, 2003	9,179	12,008	6,141	-	(2,088)	-
Acquisition of Divani Due S.r.l.	1,251	1,251	-	-	-	-
Amortization	-	(2,647)	(512)	-	174	-
Impairment losses	<u>(9,179)</u>	<u>(6,119)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Balance at December 31, 2004	1,251	4,493	5,629	-	(1,914)	-
Acquisition of Koineè S.r.l.	985	1,664	1,082	-	(403)	-
Acquisition of stores in Rome	3,709	3,709	-	-	-	-
Acquisition of a store in Milan	-	600	957	-	(357)	-
Fulfilment of order backlog	-	-	(1,082)	-	403	-
Amortization	<u>-</u>	<u>(1,344)</u>	<u>(511)</u>	<u>-</u>	<u>174</u>	<u>(23)</u>
Balance at December 31, 2005	<u>5,945</u>	<u>9,122</u>	<u>6,075</u>	<u>-</u>	<u>(2,097)</u>	<u>(23)</u>

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

Management has evaluated the carrying value of goodwill for impairment purposes in accordance with the provisions of SFAS 142. Based on that evaluation, on a reporting unit basis, as at December 31, 2005, 2004 and 2003 goodwill is impaired to the extent of nil, 9,179 and 528, respectively.

The impairment loss for goodwill of 9,179 is related to Natuzzi UK Group (see notes 1 and 24). Natuzzi UK Group revised its growth strategy as a consequence of the actual and forecasted critical situation in the United Kingdom market, and the decision of the Company to redesign its distribution strategy in this country. As a result of this revision, the carrying value of the goodwill related to such reporting unit as of December 31, 2004 was less than the fair value of the reporting unit impaired. The fair value of such reporting unit as of December 31, 2004 was determined on the basis of the methodology so called "Unlevered Discounted Cash Flow". The comparison of the implied fair value of goodwill with the carrying value of goodwill resulted in the determination of an impairment in value of 9,179. The difference between impairment recognized under Italian GAAP (6,119) and US GAAP (9,179) is attributable to the classification and amortization difference discussed above.

(m) Under Italian GAAP the Company does not record in the consolidated statement of earnings the compensation expense related to share based compensation plans.

Under US GAAP, the provisions of Statement of Financial Accounting Standards No. 123 (SFAS No. 123), *Accounting for Stock Based Compensation*, allow entities to continue to apply the provisions of Accounting Principles Board Opinion (APB) No. 25 "Accounting for Stock Issued to Employees" for the accounting of compensation expense for its share based compensation plans, and requires certain pro-forma disclosures for employee share options granted as if the fair value based methods defined in SFAS No. 123 had been applied. For US GAAP purpose, the Company has elected to apply the provisions of APB Opinion No. 25 and related interpretations and to provide the pro-forma disclosure provisions of SFAS No. 123 for its share grants and options plan. Compensation expense is recorded in the financial statements on the measurement date only if the market value of the underlying shares exceeds the exercise price.

For US GAAP purpose the Company employees share based awards are considered variable under APB Opinion no. 25. Accordingly, the Company is recognizing the intrinsic values (resulting from the excess of the market price of the underlying shares at December 31, 2005 and 2004 over the exercise price) as a compensation cost in the consolidated statement of earnings over the vesting period of the shares and options, as identified in note 20. For US GAAP purposes, in 2005 and 2004 the Company recorded an income of 136 and a cost of 1,140, respectively.

Under current Italian tax legislation, issuance of shares to satisfy share based compensation plans does not result in a deduction for tax purposes and, as such, no deferred taxation impacts have been recognized for US GAAP.

The Company's pro forma net earnings for the years ended December 31, 2005 and 2004 had compensation expense, relating to Natuzzi's share based compensation plan been recorded in accordance with SFAS No. 123 is presented below:

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

	<u>2005</u>	<u>2004</u>
Net earnings (loss) in conformity with US GAAP, as reported	(6,889)	18,753
Stock-based employee compensation, as reported	(136)	1,140
Stock-based employee compensation expense under fair value	<u>(756)</u>	<u>(1,284)</u>
Pro forma net earnings	<u>(7,781)</u>	<u>18,609</u>

The average fair value of shares, options and additional options granted during 2004 was approximately euro 7.86 per share, euro 2.05 per option and euro 0.02 per additional option, respectively. The fair value of each share, option and additional option is estimated using a pricing binomial model, that considers the following assumptions or variables:

Expected life and performance related conditions	2 years – 5.3 years
Expected volatility of the underlying share	23%
Expected dividend yield of the underlying share	2%
Risk-free interest rate	2.43% - 3.79%

The Company's pro forma earnings per share for the year ended December 31, 2005 and 2004, had compensation expenses relating to Natuzzi's share based compensation plan, been recorded in accordance with SFAS 123 is presented below:

<u>2005</u>	As reported	Pro-forma
Basic loss per share	<u>(0.13)</u>	<u>(0.14)</u>
Diluted loss per share	<u>(0.13)</u>	<u>(0.14)</u>
<u>2004</u>	As reported	Pro-forma
Basic earnings per share	<u>0.34</u>	<u>0.34</u>
Diluted earnings per share	<u>0.34</u>	<u>0.34</u>

(n) Under Italian GAAP, effective on December 31, 2005, the financial statements of the foreign subsidiaries expressed in a foreign currency (which is deemed to be the functional currency) are translated directly into euro as follows: (i) year-end exchange rate for assets and liabilities, (ii) historical exchange rates for share capital and retained earnings, and (iii) average exchange rates during the year for revenues and expenses. The resulting exchange differences on translation is recorded as a direct adjustment to shareholders' equity (see note 3).

Under US GAAP as of December 31, 2005 the Natuzzi's foreign subsidiaries financial statements have been translated on the basis of the guidance included in SFAS No. 52. Under US GAAP, foreign subsidiaries are considered to be an integral part of Natuzzi due to various factors including significant intercompany transactions, financing, and cash flow indicators. Therefore, the functional currency for these foreign subsidiaries is the functional currency of the parent, namely the euro. As a result all monetary assets and liabilities are remeasured, at the end of each reporting period, using euro and the resulting gain or loss

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

is recognized in the consolidated statements of earnings. For all non monetary assets and liabilities, share capital and retained earnings historical exchange rates are used. The average exchange rates during the year are used for revenues and expenses, except for those revenues and expenses related to assets and liabilities translated at historical exchange rates. The resulting exchange differences on translation are recognized in the statements of earnings.

At December 31, 2005 the US GAAP difference arises due to the requirement to use the local currency as the functional currency under Italian GAAP as compared to US GAAP, which requires that the functional currency to be determined based on certain indicators which may, or may not result in the local currency being determined to be the functional currency. Consequently, reported in the US GAAP reconciliation is an adjustment to income of 1,684 and to shareholders' equity of 1,860. In prior years the functional currency of foreign subsidiaries was, for Italian GAAP purposes, deemed to be the parent company's functional currency (the "Euro") consistent with US GAAP.

(o) Under Italian GAAP in 2005 Natuzzi has charged to other income (expense), net one time penalties, amounting to 658, that it expects to negotiate, in 2006, with the landlords of several stores for the termination in 2006 of the related operating lease contracts before the term specified in the lease agreements (see note 24). Under US GAAP, considering the guidance of SFAS No. 146, these penalties should be reversed out of the consolidated statements of earnings for the year ended at December 31, 2005, and should be recognized at the "cease-use date", that Natuzzi expects to occur sometime during 2006.

(p) During 2005, 2004 and 2003 the Company under Italian GAAP has recognized impairment loss and write-off of tangible and intangible assets of 2,770, 8,063 and of 4,292, respectively, as part of non operating income. Under US GAAP such impairment charge would be included as part of operating income.

(q) Under Italian GAAP certain costs paid to resellers are reflected as part of selling expenses. Under US GAAP, in accordance with EITF 01-09, these costs should be recorded as a reduction of net sales. Such expenses include advertising contributions paid to resellers which amounted at December 31, 2005, 2004 and 2003 to 2,311, 3,376 and 3,284, respectively.

(r) During 2004, under Italian GAAP the Company has recognized the gain on disposal of the subsidiary Spagnesi S.p.A. (see also note 1 and 24), amounting to 3,419, as part of non operating income in the caption other income (expense), net. Under US GAAP, the disposal is not considered a "discontinued operation", and the gain should be recorded as part of operating income.

(s) Under Italian GAAP, the Company includes its warranty cost as a component of selling expenses in the statement of operations. Under US GAAP, warranty costs would be included as a component of cost of goods sold. For the years ended December 31, 2005, 2004 and 2003 warranty cost amounting to 3,168, 2,995 and 2,655, respectively, would be reclassified from selling expenses to cost of goods sold under US GAAP.

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

(t) In 2005 the Company under Italian GAAP has recognized certain export incentive of 2,100 under the caption other income (expense), net (see note 24). Under US GAAP such revenue would be included as part of operating income.

### **Comprehensive Income**

The Company has adopted SFAS No. 130, *Reporting Comprehensive Income*, which established standards for the reporting and presentation of comprehensive income and its components in a full set of financial statements. Comprehensive income/(loss) generally encompasses all changes in shareholders' equity (except those arising from transactions with owners). The Company's comprehensive income (loss) does not differ from its US GAAP net income (loss).

### **Recent US Accounting pronouncements relevant for the Company are as follows:**

#### **SFAS No. 151:**

In November 2004, the FASB issued SFAS No. 151, *"Inventory Costs"* (SFAS 151), which is an amendment of Accounting Research Bulletin No. 43, *"Inventory Pricing."* SFAS 151 clarifies that abnormal amounts of idle facility expense, freight, handling costs and wasted materials (spoilage) should be recognized as current period charges. The provisions of SFAS 151 are effective for inventory costs incurred beginning January 1, 2006, and are applied on a prospective basis. The Company does not expect the adoption of SFAS 151 to have a significant impact on the Company's consolidated financial statements.

#### **SFAS No. 153:**

In December 2004, the FASB issued SFAS Statement No. 153, *"Exchanges of Nonmonetary Assets"*, which eliminates an exception in APB 29 for nonmonetary exchanges of similar productive assets and replaces it with a general exception for exchanges of nonmonetary assets that do not have commercial substance. This Statement will be effective for the Company for nonmonetary asset exchanges occurring on or after January 1, 2006. Application of this statement will not have an impact on the consolidated financial statements of the Company.

#### **SFAS No. 123 R:**

In December 2004, the FASB issued SFAS No.123 (revised 2004), *"Share-Based Payment"*, which is a revision of SFAS No.123, *Accounting for Stock-Based Compensation*. SFAS No.123(R) supersedes APB Opinion No. 25, *Accounting for Stock Issued to Employees*, and amends SFAS No. 95, *Statement of Cash Flows*. Generally, the approach in SFAS No.123(R) is similar to the approach described in SFAS No.123. However, SFAS No.123(R) requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. Pro forma disclosure is no longer an alternative. The Company intends to adopt the "modified prospective" method in which compensation cost is recognized beginning with the effective date (a) based on the requirements of SFAS No.123(R) for all share-based payments granted or modified after the effective date and (b) based on the requirements of SFAS No.123 for all awards granted to employees prior to the effective date of SFAS No.123(R) that remain unvested on the effective date.



# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

As permitted by SFAS No.123, the company currently accounts for share-based payments to employees using the APB Opinion No. 25 intrinsic-value method. Accordingly, the adoption of the SFAS No.123(R) fair value method will affect the Company's results of operations. The Company has not yet determined the impact, if any, that the adoption of SFAS 123 (R) will have on the Company's consolidated financial statements.

### **FASB interpretation No. 47:**

In March 2005, the FASB issued FASB Interpretation (FIN) No. 47 "*Accounting for Conditional Asset Retirement Obligations*", which clarifies that a liability (at fair value) must be recognized for asset retirement obligations when it has been incurred if the amount can be reasonably estimated, even if settlement of the liability is conditional on a future event. FIN 47 is effective as of December 31, 2005. The Company currently does not have any assets retirement obligations.

### **EITF 04-1:**

In October 2004, the EITF reached a consensus on EITF 04-1, "*Accounting for Preexisting relationships between the Parties to a Business Combination*". EITF 04-1 addresses various elements connected to a business combination between two parties that have a pre-existing relationship and the settlement of the pre-existing relationship in conjunction with the business combination. The Company applied the provisions of EITF 04-1 to business combinations consummated.

### **SFAS No. 154:**

In May 2005, the FASB issued SFAS 154, "*Accounting Changes and Error Corrections – a Replacement of APB Opinion No. 20 and FASB Statement No. 3*". SFAS 154 requires retrospective application to prior period financial statements of changes in accounting principle, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. SFAS 154 also redefines "restatement" as the revising of previously issued financial statements to reflect the correction of an error. This statement is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005.

### **EITF 05-06:**

In June 2005 the EITF reached a consensus on EITF 05-6, "*Determining the amortization period for leasehold improvements*". The issue is how to determine the amortization period for leasehold improvements acquired subsequent to inception of lease, including leasehold improvement acquired in a business combination. For both cases the Task Force reached the consensus that the leasehold improvements acquired should be amortized over the shorter of the useful life of the assets and the hypothetical lease term. This consensus does not apply to pre-existing improvements and it is effective for reporting periods beginning after June 29, 2005. The Company does not believe that the adoption of EITF 05-6 will have a significant impact on the consolidated financial statements.

# Natuzzi S.p.A. and Subsidiaries

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in thousands of euros except as otherwise indicated)

## **SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant certifies that it meets all of the requirements for filing on Form 20-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

NATUZZI S.P.A.  
(REGISTRANT)

By           /s/ Ernesto Greco            
Ernesto Greco  
Chief Executive Officer

Date: June 30, 2006

## Exhibit Index

- 1.1 English translation of the by-laws (*Statuto*) of the Company, as amended and restated as of January 24, 2006.
- 2.1 Deposit Agreement dated as of May 15, 1993, as amended and restated as of December 31, 2001, among the Company, The Bank of New York, as Depositary, and owners and beneficial owners of ADRs (incorporated by reference to the Form 20-F filed by Natuzzi S.p.A. with the Securities and Exchange Commission on July 1, 2002, file number 1-11854).
- 8.1 List of Significant Subsidiaries.
- 12.1 Chief Executive Officer Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 12.2 Chief Financial Officer Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 13.1 Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

## **Exhibit 1.1**



**BY LAWS OF THE STOCK COMPANY "NATUZZI S.p.A.**  
**of "NATUZZI S.P.A."**

**Article 1. Name**

1. Incorporated hereby is a stock company having the name "NATUZZI S.p.A."

**Article 2. Head Office**

2. The company has its legal headquarters in Bari. Secondary headquarters may be established or eliminated at other locations in Italy or abroad, pursuant to resolutions adopted by its managing body.

**Article 3. Corporate purpose**

3. The corporate purpose is the production and sale of sofas and armchairs, furniture in general, furniture products, as well as the production, manufacture and sale of raw materials and semi-finished products destined for such use.

The company also has, as non-prevalent purposes and with regard to the companies constituting part of the group, the following activities:

- the management of the group's information services, administration and commercial systems;
- the production of software and hardware;
- the consultancy and organization related to management problems, research and development of marketing and commercial penetration, import-export and company problems of an economic nature;
- training services for managers, executives, employees and factory workers;
- the development and creation of industrial prototypes, brand names and patents, graphics and publicity;
- the granting of financing in any form;
- foreign exchange transactions;
- the collection, payment and transfer of funds;
- financial coordination; budgetary, strategic and administrative planning; coordination of purchases, product engineering and development and marketing;
- the construction, purchase, management, licensing and leasing of industrial, commercial and production premises; and
- the purchase, management, licensing and leasing of machinery, equipment and other tools.

All financial activities legally reserved to banks or investment institutions are strictly excluded.

Furthermore the company may carry out, again within the "Natuzzi S.p.A." group, activities

related to the installation, maintenance, revision of technological plants and mechanical, hydraulic, thermal, electric systems, of telephone networks, electricity and transfer lines.

In addition, the company may acquire participations and interests in other companies or enterprises of any kind, in Italy or abroad, as a stable investment and not for the purpose of placement of securities, and may undertake all operations that the managing body deems necessary or useful to the attainment of the purposes of the company, including the grant of personal guaranties (“*fideiussioni*”) and other guaranties.

#### **Article 4. Duration**

4. The duration of the company is up until 31.12.2050.

#### **Article 5. Domicile**

5. The domicile of the shareholders insofar as it concerns their relations with the company shall be the one indicated in the shareholders’ ledger.

#### **Article 6. Capital and shares**

6. The share capital is fifty-four million, seven hundred thirty eight thousand and five hundred and thirty-eight euro (€54,738,538) and is divided into fifty-four million, seven hundred thirty eight thousand and five hundred and thirty-eight (54,738,538) shares, each with a nominal value of one euro (€1.00).

The extraordinary Meeting held on 23<sup>rd</sup> July 2004 authorized the managing body to implement, within five days from the registration of the resolution in the Register of Companies, an increase in the share capital without consideration (“*a titolo gratuito*”), up to a maximum amount of five hundred thousand euro (€500,000.00), and an increase in the share capital with consideration (“*a pagamento*”), up to a maximum amount of euro three million (€3,000,000.00) to implement the Incentive Plan that such Meeting created at the benefit of the company’s and its affiliates’ employees.

The shares are represented by share certificates. Each share carries one vote in the general meeting of shareholders.

#### **Article 7. Participation Certificates (“*Strumenti finanziari*”)**

7.1 The company may issue participation certificates (“*strumenti finanziari*”), having attached economic or administrative rights, *vis-à-vis* contributions by shareholders or third parties, including activities or services.

7.2 The participation certificates shall be issued by the extraordinary meeting of shareholders.

7.3 The resolution issuing the participation certificates shall establish the characteristics of the certificates thereof with regards to the contribution by each holder, specifying the rights attached to the certificate and the penalties in the event of failure to make the relevant contribution.

7.4 The participation certificates issued *vis-à-vis* the contribution of services and activities are not transferable.

7.5 The participation certificates are represented by registered credit instruments.



## **Article 8. Bonds**

**8.1** The Company may issue bonds, which may be convertible or non -convertible into shares.

**8.2** The bondholders must choose a common representative. Article 29 of these by-laws shall apply, where compatible, to bondholders meetings.

## **Article 9. Segregated Assets**

**9.1** The company may segregate one or more pools of assets for the carrying out of a specific business in accordance with articles 2447-*bis* and subsequent articles of the civil code.

**9.2** The resolution segregating the relevant pool of assets shall be adopted by the extraordinary meeting, in accordance with article 16 of these by-laws.

## **Article 10. Loans**

**10.** The company may obtain from its shareholders loans free of charge or against payment, with or without the obligation to reimburse, in compliance with applicable rules, with special reference to the rules regulating the collection of public savings.

## **Article 11. Shares and domicile of shareholders**

**11.1** The shares are registered and freely transferable.

## **Article 12. Withdrawal**

**12.1** Each shareholder not approving resolutions in connection with the following subject matters shall have the right to withdraw from the company by tendering all or part of their shares:

- a) amendment of the clause of these by-laws concerning the corporate purpose, in the event that such amendment entails a material change in the activities carried out by the company;
- b) transformation of the company from a stock corporation into another legal entity;
- c) transfer of the legal headquarters abroad;
- d) revocation of the state of winding up;
- e) modification of the rules determining the value of the shares in case of withdrawal;
- f) modifications of the by-laws related to the voting rights attached to shares or the rights to attend the meetings;
- g) elimination of one or more triggering events for withdrawal pursuant to these by-laws.

Should the company be subject to direction and coordinating powers pursuant to articles 2497 and subsequent articles of the civil code, shareholders shall have the right to withdraw from the company by tendering their shares in the events set forth in article 2497-*quater* of the civil code.

**12.2** The shareholder must notify his or her intention to withdraw in writing, by registered mail, to the managing body.

The registered mail must be sent within fifteen days from the registration in the register of companies of the resolution triggering the right of withdrawal, and include the details of the withdrawing shareholder, his or her elected domicile in relation to this procedure, the number and the class of the shares for which the right of withdrawal is exercised.

If the event triggering the withdrawal does not arise from a resolution by the shareholders' meeting, the right of withdrawal shall be exercised no later than thirty days from the date in which the shareholder has become aware of such event.

The shares for which the right to withdraw is exercised may not be transferred and the relevant certificates, where issued, must be deposited at the registered office of the company.

The exercise of the right to withdraw must be recorded in the shareholders' ledger.

Withdrawal rights may not be exercised and, if already exercised, shall cease to have effect, in the event that the company revokes the resolution that triggers such withdrawal rights.

**12.3** Shareholders shall have the right to liquidate the shares for which withdrawal is requested.

The value of the shares shall be established by the directors, having heard the opinion of the board of statutory auditors and the external auditor, taking into account the equity and financial position of the company and its perspectives in terms of income, as well as the market value of the shares, if any.

The managing body must prepare and deposit at the registered office of the company, within fifteen days prior to the meeting and addressing the subject matters triggering the right to withdraw, the documentation necessary to determine the value of the shares in accordance with the abovementioned criteria.

Each shareholder shall have the right to inspect the documentation related to the evaluation indicated above and obtain a copy at his or her own expense.

In the event that the shareholder that intends to withdraw, in the notice for exercising the right of withdrawal, opposes the liquidation value determined by the managing body, the liquidation value shall be established, within ninety days of the exercise of the right of withdrawal, through a sworn report by an expert nominated by the President of the Tribunal in whose jurisdiction the company has its offices, who shall also decide on the procedural costs, upon the request made by the most diligent party. Article 1349, first paragraph of the civil code shall apply.

**12.4** The directors shall offer on a preemptive basis the rights to acquire the shares of the withdrawing shareholders to the other shareholders, pro-rata with the number of shares they hold.

If convertible bonds are outstanding, such preemptive rights shall also pertain to the holders of convertible bonds, together with shareholders, on the basis of the relevant exchange ratio.

The offer of the abovementioned rights must be deposited with the register of companies within fifteen days from the final determination of the value for the liquidation, with a term for the exercise of such right of no less than thirty days from the deposit of the offer.

Those who exercise such rights, so long as they make a specific request, shall have the right of pre-emption for the acquisition of the shares for which the relevant rights have not been exercised (art. 2437-quater, 3<sup>o</sup> paragraph, of the civil code).

The shares for which the relevant pre-emptive rights have not been exercised may be placed by the managing body with third parties.

In case the shares of the shareholder that has asserted the right to withdrawal remain unsold the shareholder shall be reimbursed, if available reserves exist, through a repurchase by the company of its own shares, that may also occur in prejudice of the prescriptions set forth by article 2357, third paragraph, of the civil code.

Should no reserves be available, an extraordinary meeting of shareholders must be called in order to resolve either upon the reduction of the share capital, or the winding up of the company.

The prescriptions set forth by article 2445, second, third and fourth paragraphs, shall apply to the resolution reducing the share capital; should the creditors' right of opposition be affirmed, the company shall be wound up.

### **Article 13. Sole Shareholder**

**13.1** If the shares belong to a sole shareholder or if the sole shareholder, changes, the directors, in compliance with article 2362 of the civil code, shall deposit, for registration in the register of companies, a statement indicating, if an individual, the first name and the family name, the date and place of birth, the domicile, and the nationality of such shareholder, or, if not an individual, the entity name, its date of organization, and its office.

**13.2** Whenever the plurality of shareholders is established or re-established, the directors must deposit a statement describing such event for the registration in the register of companies.

**13.3** The sole shareholder, or the person ceasing to be the sole shareholder, may fulfill the publicity obligations pursuant to the previous paragraphs.

**13.4** The statements set forth in the previous paragraphs must be deposited with the Register of Companies within thirty days from the relevant registration in the shareholders' ledger and, in any case, must indicate the date of such registration.

### **Article 14. Subjection to management and control powers**

**14.** The company must indicate if it is subject to management and coordination powers exercised by other entities in all acts and correspondence, as well as through the registration within the relevant section of the register of companies as indicated by article 2497-*bis*, second paragraph, of the civil code.

### **Article 15. Powers of the ordinary meeting**

**15.1** The ordinary meeting shall resolve upon the subject matters provided for in the applicable laws and in these by-laws. In particular, the ordinary meeting may approve a regulation concerning the functioning of the meeting.

**15.2** The following powers shall strictly be reserved for the ordinary meeting:

- a. approval of the financial statements;
- b. appointment and revocation of directors; appointment of statutory auditors and of the chairman of the board of statutory auditors and, when required, of the external auditor;

- c. determination of the compensation for directors and statutory auditors, without prejudice to the prescriptions set forth in the following article 39;
- d. determination of the responsibilities of directors and statutory auditors.

### **Article 16. Powers of the extraordinary meeting**

**16.1** The extraordinary meeting shall resolve upon:

- a. the amendments to the by-laws, with the exception of article 31.2 of these by-laws;
- b. the appointment, revocation and determination of the powers of liquidators;
- c. the issuance of participation certificates pursuant to article 7 of these by-laws;
- d. the creation of segregated pools of assets pursuant to article 9 of these by-laws;
- e. the distribution of profits to the company's employees or to the employees of the company's affiliates by way of issuance of shares or of special classes of shares;
- f. the distribution of profits to the company's employees or to the employees of the company's affiliates by way of issuance of participation certificates;
- g. all the other subject matters provided for in the applicable laws and in these by-laws.

**16.2** The empowerment of the managing body to resolve upon certain subject matters that, according to applicable laws, fall within the powers of the meeting of shareholders, such as the subject matters set forth in article 31.2 of these by-laws, but not to the prejudice of the main competence of the shareholders' meeting, which shall maintain its powers to resolve upon such subject matters.

### **Article 17. Call of the meeting**

**17.1** The meeting must be called by the managing body at least once a year, within one hundred and twenty days from the end of the fiscal year or within one hundred and eighty days from such date, should the company prepare consolidated financial statements or should particular needs or circumstances occur in relation to the structure and the corporate purpose.

**17.2** The meeting represents the totality of shareholders and its resolutions, made in compliance with applicable laws and with these by-laws, shall bind all shareholders, including absent or dissenting shareholders.

The meeting may also be called outside of the company's registered office or abroad.

**17.3** In the event the directors cannot call a meeting or in the event that they fail to call a meeting, the meeting may be called by the board of statutory auditors, or through a decree by the competent tribunal upon request of shareholders representing at least one tenth of the share capital.

**17.4** The notice convening the shareholders' meeting must include:

- the place in which the meeting shall be carried out as well as the places in which it may be connected through telecommunication devices;

- the date and time of the meeting;
- the items on the agenda;
- any other item prescribed by law.

**17.5** The meeting shall be called by publication, at least fifteen days before the meeting, of the relevant notice of call in one of the following newspapers: “*Il Sole 24 ore*”; “*Corriere della Sera*” or “*La Repubblica*”.

### **Article 18. Call of second and subsequent meeting**

**18.1** The notice of call may include the date, time and place of a second call, and also of a subsequent call, if the previous meetings do not reach the quorums prescribed by the law. The second and the subsequent call may be held within thirty days from the date indicated for the first call.

### **Article 19. General meeting**

**19.1** Even in the absence of a formal call, the meeting is duly established when the entire share capital is represented and when the majority of the members of the managing body and of the board of statutory auditors are present.

In this hypothesis each participant may oppose the discussion (and the resolution) of any item for which he or she considers that he or she has not been sufficiently informed.

### **Article 20. Ordinary meeting: definition of the quorum**

**20.1** On first call, the ordinary meeting is duly established with shares, present or represented, amounting to at least half of the share capital.

**20.2** On second or subsequent call, the ordinary meeting is duly established regardless of the portion of share capital represented.

**20.3** On first, second and subsequent calls the resolution of an ordinary meeting is passed by the absolute majority of the shares present or represented at that meeting.

However, the resolution renouncing the bringing of suit against the directors or authorizing a settlement of a suit previously brought against the directors cannot be validly adopted when at least one fifth of the share capital is dissenting.

### **Article 21. Extraordinary meeting: definition of the quorum**

**21.1** On first call resolutions of the extraordinary meeting are passed by a majority representing more than half of the share capital.

**21.2** On second call the extraordinary meeting is duly convened with at least one third of the share capital and its resolutions are passed by two thirds of the share capital present or represented in that meeting.

However, the resolutions on the following subject matters shall be carried out by a majority of at least one third of the share capital:

- a. amendment of the corporate purpose;
- b. transformation of the company into another legal entity, mergers, de-mergers, in hypotheses other than the ones contemplated by article 31.3, letter a);
- c. early winding up;
- d. extension of the duration;
- e. cancellation of the state of winding up;
- f. transfer of the registered office abroad;
- g. issuance of preference shares.

## **Article 22. Rules for the calculation of the quorum**

**22.1** Shares without voting rights shall not be included in the calculation of the quorums necessary to validly establish the meetings.

**22.2** Treasury shares and company's shares held by subsidiaries are included in the calculation of the quorum necessary to validly establish the meeting, as well as for the calculation of the quorum required to validly pass the resolution, and do not have any voting right attached.

**22.3** Shares whose voting rights cannot be exercised are included in the calculation of the quorum necessary to validly establish the meeting; the same shares (without prejudice to any different provision provided for by applicable laws) and –shares whose voting rights have not been exercised, further to a statement made by the shareholder asserting his or her conflict of interest in the relevant resolution, are not included in the calculation of the majority necessary for the approval of the relevant resolution.

## **Article 23. Postponement of the meeting**

**23.** Intervening shareholders, representing at least one third of the share capital, have the right to request a postponement of the meeting for no longer than five days, if they state that they have not been sufficiently informed of the subject matters specified in the agenda.

## **Article 24. Eligibility to attend the meeting and to vote**

**24.1** Shareholders that are going to attend the meeting (in accordance, *inter alia*, with the fulfillments indicated in paragraph 3 of article 2370 of the civil code) must deposit their shares (or certificates), at least five days before the date of the meeting, at the registered office or at one of the banks indicated in the notice of call, in order to give proof of their right to participate and to vote at the meeting. The shares must be immediately collected after the deposit has been made.

**24.2** Each share entitles to one vote at the meeting.

**24.3** Holders of shares that do not carry voting rights have the right to receive the notice of call.

## **Article 25. Shareholder representation at a meeting**

### **Proxies**

**25.1** Without prejudice to the prohibitions set forth in article 2372 of the civil code, each shareholder may appoint proxies, by means of a written proxy. The company shall maintain the written proxy on its records.

**25.2** The proxy may be issued for several meetings; it may not be issued without indication of the name of the representative and it shall always be revocable, notwithstanding any contrary agreement. The representative may only be replaced by a person specifically indicated in the proxy.

**25.3** If a shareholder has conferred a proxy to a company, the legal representative of such company shall represent the shareholder during the meeting.

Alternatively, the company may delegate one of its employees or collaborators.

**25.4** Proxies may not be issued to employees, statutory auditors, members of the managing body, or the external auditor.

**25.5** Proxies may not be issued to subsidiaries, nor to their employees, statutory auditors, members of the managing bodies and external auditors.

## **Article 26. Chairman and secretary of the meeting.**

### **Recording of the minutes**

**26.1** The meeting is chaired by the sole director, by the chairman of the board of directors or, in his absence, by a person nominated by the intervening shareholders.

**26.2** Those present at the meeting shall appoint a secretary, not necessarily a shareholder, and, if necessary, one or more scrutinizers, not necessarily a shareholder. The support of the secretary shall not be required if the report is arranged by a notary public.

**26.3** The chairman of the meeting shall be in charge of ascertaining that the meeting is validly established, of ascertaining the identity and right to participate of the shareholders present, of regulating the carrying out of the meeting and announcing the results of the resolutions.

**26.4** With regards to the carrying out of the works of the meeting, the order for interventions and the methods to discuss upon the items on agenda, the Chairman shall have the power to propose procedures that may nevertheless be modified by an absolute majority of the intervening holders of shares carrying voting rights.

**26.5** The minutes of the meeting must be prepared in a manner consistent with the duties in connection with their timely deposit and publication and must be undersigned by the chairman, the secretary or the notary public.

**26.6** The minutes must indicate:

- a) the date of the meeting;
- b) the identity of the participants and the share capital that they represent (even through an exhibit/addendum);

- c) the procedures adopted for the resolutions and results thereof;
- d) the identity of the voters with an indication as to whether they have voted for, against or they have abstained from voting, even through an addendum;
- e) upon the specific request of the participants, a brief summary of their declarations with regards to the items on the agenda.

## **Article 27. Meeting procedures**

### **Carrying out of items on the agenda**

**27.1** The meeting must be carried out with such procedures so that all of those who have the right to attend may be aware, in real time, of the **transactions** for which they have been called upon to resolve.

**27.2** Meetings may be carried out in the presence of audio-video conferences as long as:

- all people attending the meeting may be identified and their right to take part in may be verified;
- the Chairman of the meeting, even through the chairman's office may regulate the hearings and may ascertain and announce the results of the votes;
- all the participants are allowed to follow the discussions, intervene in real time in the discussions and take part simultaneously in the vote;
- the person in charge of recording the minutes must be able to understand/hear the events to be indicated in the report;
- the notice of call indicates the places from which an external link has been prepared in order to allow shareholders to participate.

With the fulfillment of the requirements above, the meeting is deemed to be established in the location in which the Chairman of the meeting, together with the secretary, is located, in order to proceed with the preparation and undersigning of the minutes in the relevant book.

## **Article 28. Method of voting**

**28.1** Secret voting is not permitted. Any vote which is not connected to any shareholder is considered unexercised.

## **Article 29. Special meetings**

**29.1** If more than one class of shares or participation certificates exists, each holder has the right to attend the relevant special meeting.

**29.2** All provisions indicated in these by-laws with regards to the meeting and shareholders, with reference to the meeting procedure, shall also apply to special meetings, to bondholders' meetings and to meetings of holders of participation certificates.

**29.3** The special meeting shall appoint and remove the common representative.



**29.4** Apart from any initiative by the common representative, the call of the special meeting may occur upon the initiative of the company or upon a specific request by members representing at least one twentieth of the votes which may be exercised in the relevant special meeting.

**29.5** If the Company holds treasury shares or bonds, it cannot participate to the relevant special meeting.

**29.6** Directors and statutory auditors have the right to attend the special meeting without having the right to vote.

**29.7** Resolutions of the meeting may be challenged in accordance with articles 2377 and 2379 of the civil code. Those having the right to vote shall also have the right to act individually, in the event that the special meeting has not resolved upon the relevant subject matter.

**29.8** Articles 2417 and 2418 of the civil code shall apply to the common representative.

**29.9** The rules governing the extraordinary meetings shall apply with regards to the formalities and the majorities prescribed for the special meetings.

### **Article 30. Annulment of the resolutions of the meeting**

**30.1** The legal action for the annulment of the resolutions may be commenced by the directors, by the board of statutory auditors or by dissenting, absent or abstained shareholders, holding, even collectively, at least five percent of the share capital having voting rights in the challenged resolution.

### **Article 31. Duties and powers of the managing body**

**31.1** The management of the company belongs exclusively to directors, who shall carry out all the actions necessary for the achievement of the corporate purpose, it being understood that for certain actions specific authorization from the shareholders' meeting shall be required pursuant to statutory prescriptions.

**31.2** Furthermore, the managing body shall also be in charge of the following:

- a) the resolution approving a merger in the cases indicated in articles 2505, 2505-bis, 2506-ter last paragraph of the civil code;
- b) the setting-up and cancellation of secondary offices;
- c) the indication of directors who are legal representative of the company;
- e) the transfer of the registered office to another location within the national territory.

The minutes of the directors' resolution that increases the share capital shall be drafted by a notary public and shall be deposited and registered within the register of companies in accordance with article 2436 of the civil code.

### **Article 32. Non compete**

**32.** Directors are prohibited from competing with the company pursuant to article 2390 of the civil code.

### **Article 33. Composition of the managing body**

**33.** The company is run by a sole director or by a board of directors composed of seven to eleven members.

### **Article 34. Appointment and replacement of the managing body**

**34.1** The ordinary meeting shall establish the number of members of the managing body and shall resolve upon their appointment.

**34.2** Directors shall be appointed for the period established at their appointment and, in any case, for no longer than three fiscal years and they may be re-appointed. Their term in office shall expire on the date of the meeting called for the approval of the financial statements relating to the last fiscal year of their office.

**34.3** If, during the fiscal year, one or more directors are to retire, the others may replace them through a resolution approved by the board of statutory auditors, so long as the majority of the board of directors is composed by directors appointed by the meeting (or indicated in the deed of incorporation). Directors who have been appointed by the board shall remain in the office until the subsequent shareholders meeting is held.

**34.4** If the majority of the directors appointed by the meeting (or indicated in the deed of incorporation) were to retire, the remaining directors shall call a shareholders meeting in a timely manner in order to replace the retired directors.

**34.5** The term of office of the Directors appointed pursuant to paragraph 4 above shall expire at the same time of the preexisting directors.

**34.6** If the sole director or all of the directors cease to be in office, a meeting for the appointment of the director or of the entire board must be called in a prompt manner by the board of statutory auditors, which shall be in charge of carrying out the activities related to the ordinary course of business.

### **Article 35. Chairman of the board of directors**

**35.1** During the first meeting after its appointment, the board of directors may designate a chairman and a vice chairman among its members, if such designation has not been already done at the shareholders' meeting.

**35.2** The chairman of the board of directors shall call the board of directors, shall establish its agenda, shall coordinate the works of the board and shall ensure that all the directors are duly informed about the items mentioned in the agenda.

### **Article 36. Delegated members**

**36.1** The board of directors may delegate, within the limits set forth in article 2381 of the civil code, all or part of its powers to one or more of its members, establishing the boundaries of such powers and the compensation for the relevant director.

**36.2** The board shall have the right to control and arrogate (to itself the) operations that are included in the delegation of powers, as well as the power to revoke such delegation.

**36.3** The delegated members shall not bear the duties indicated in article 2381, fourth paragraph, of the civil code.

**36.4** The delegated bodies shall report to the board of directors and the board of statutory auditors, at least every one hundred and eighty days.

**36.5** The managing body may appoint chief executives and define their powers.

### **Article 37. Resolutions of the board of directors**

**37.1** Meetings of the board shall be held in the location indicated in the notice convening the meeting, in the registered offices or in any other location, at any time the chairman may consider it necessary.

**37.2** Notice must be sent at least five days before the date of the meeting by means of a letter sent by fax, telegram or e-mail.

**37.3** In case of emergencies, notice may be sent by fax, telegram or e-mail at least two days in advance.

**37.4** The board is validly established with the presence of the majority of appointed directors and shall resolve through a favorable vote of the absolute majority of present directors. In case of tie, the vote of the Chairman shall prevail.

Directors who have abstained or have declared a conflict of interest shall not be considered in the calculation of the majority necessary for the resolution to be adopted.

**37.5** The board may be called and may validly resolve, even through the use of means of telecommunications, as long as the guarantees and the methods indicated in article 27, points 1 and 2, of these by-laws are met.

**37.6** The board of directors is validly established when, even in the absence of a formal notice, all of appointed directors and the board of statutory auditors are present.

**37.7** The meetings of the board shall be chaired by the chairman, by the vice chairman and in their absence by the oldest director.

**37.8** Votes cannot be given by proxy.

### **Article 38. Company representation**

**38.1** The representation of the company is the responsibility of the sole director or the chairman of the board of directors.

**38.2** Furthermore, representative powers may also be given through power of attorney attributed by the board, within the boundaries provided for thereto.

The managing body, to which representation is granted, may appoint, within the limits granted, attorneys-in-fact either for general purposes or for specific transactions or categories of transactions.

In any case, when the attorney-in-fact appointed by the board does not belong to such body, the representation of the company shall be governed by the general provisions concerning power of attorney.

**38.3** The representation of a company to be wound up shall be granted to the liquidator or the chairman of the board of liquidators and to any other possible part of the board of liquidators with the methods and terms defined during appointment.

### **Article 39. Directors compensation**

**39.1** Members of the board of directors shall be refunded all the expenses borne during their office and shall receive a compensation determined by the shareholders' meeting that appoints them. The meeting may determine an aggregate sum as a cap for the remuneration of the all directors, including those with special duties.

**39.2** The amount to be paid to directors with special duties shall be defined by the board of directors, after hearing the opinion of the board of statutory auditors, in compliance with the cap defined by the meeting.

### **Article 40. Board of statutory auditors**

**40.1** The board of statutory auditors shall control the observance of the prescriptions of the law and of these by-laws, shall make sure that the company is run in accordance with principles of correct management having particular regard to the suitability of the organizational, administrative and accounting systems adopted by the company. The board of statutory auditors shall have the responsibility of auditing the company's accounts when such duties are not fulfilled by an external auditor.

**40.2** The shareholders' meeting shall appoint the board of statutory auditors, which shall be composed of three permanent auditors and two temporary auditors, and it shall appoint the chairman for the entire duration of their office and shall resolve upon their compensation.

**40.3** For the entire duration of their office the statutory auditors must meet the requirements indicated in article 2399 of the civil code. The loss of such requirements shall imply the immediate removal of the statutory auditor and his or her replacement by the oldest temporary auditor.

**40.4** Statutory auditors shall remain in the office until the date of the meeting called for the approval of financial statements relating to the third fiscal year of their office. Expiration of their office shall take place from the date of the appointment of a new board of statutory auditors.

**40.5** The board of statutory auditors shall be convened at least once every ninety days upon the initiative of its chairman. The board shall be validly established with the presence of the majority of the board of statutory auditors and shall validly resolve through a favorable majority vote— of its members.

**40.6** Meetings may also be held by the use of telecommunication means, in compliance with the methods indicated in article 27 of these by-laws.

### **Article 41. The external auditor**

**41.1** The external auditor or the audit firm in charge of the auditing the company's accounts, whether appointed pursuant to legal requirements, shall have the following responsibilities:

- to audit the regular book-keeping and the correct entering of management events during the financial year, at least once every three months;
- to control that the financial statements and, if drawn up, the consolidated accounts of the group correspond to the results of the entries and with checks which have been carried out, and if they comply with the relevant applicable provisions;
- to deliver an opinion upon the truth and accuracy of the financial statements of the company and, if any, of the group.

**41.2** The audit activity on the company's accounts shall be registered in a book to be kept at the registered office of the company.

**41.3** Upon the appointment of the external auditor, the shareholders meeting must also establish its compensation for the entire duration of its appointment, which in any case may not exceed three fiscal years.

**41.4** For the entire duration of their office the external auditor or the auditing company must meet the requirements indicated in article 2409-quinquies of the civil code. If they do not meet such requirements, they shall step down from office and it shall not be possible to re-appoint them. In case of forfeiture of the external auditor, the directors must promptly call a meeting in order to appoint a new external auditor.

**41.5** The external auditor shall remain in office until the date of the approval of financial statements relating to the third fiscal year of their term in office, and they may be re-appointed.

## **Article 42. Financial statements and dividends**

**42.1** Each fiscal year shall end on December 31.

**42.2** The net profit resulting from the financial statements - after a deduction of at least 5% (five per cent) intended for the legal reserve until such legal reserve reaches one fifth of the share capital - shall be distributed between shareholders in proportion to the shares held by each shareholder, unless the meeting resolves to provide for some extraordinary reserves.

## **Article 43. Termination and winding up**

**43.1** The company shall be dissolved upon the occurrence of the following events:

- a) expiration of the duration provided for in these by-laws;
- b) achievement of the corporate purpose or unexpected impossibility of achieving it, unless the meeting, called in case of necessity, resolves upon a relevant amendment to the by-laws;
- c) impossibility to function or the continued inactivity of the shareholders' meeting;
- d) reduction in the share capital below the minimum threshold provided for by-law, without prejudice to the prescriptions set forth in article 2447 of the civil code;
- e) the hypothesis contemplated by article 2437-quater of the civil code;
- f) any resolution of the extraordinary meeting; expressly providing for the dissolving of the

company; and

- g) any other event provided for by law.

**43.3** In all the cases of termination, the managing body must fulfill the publicity requirements prescribed by the law within thirty days from the date of the event triggering the termination.

**43.4** The extraordinary meeting, called by the managing body, shall appoint one or more liquidators and shall establish:

- a) the number of liquidators;
- b) in the case that more than one liquidator is appointed, the rules governing the operations of the liquidators, referring to the rules governing the operations of the board of directors when possible;
- c) the parties with the responsibility of legally representing the company;
- d) the standards according to which the winding up should be carried out; and
- e) any possible limitation on the powers of the liquidators.

#### **Article 44. Jurisdiction**

**44.1** Any dispute that may arise between the Company and its shareholders, directors, liquidators pursuant to these by-laws, shall fall within exclusive jurisdiction of the Tribunal of Bari.



## Exhibit 8.1





## List of Significant Subsidiaries:

<u>Name</u>	<u>Percentage of ownership</u>	<u>Registered office</u>	<u>Activity</u>
Italsofa Bahia Ltd	97.99	Bahia, Brazil	(1)
Minuano Nordeste S.A.	100.00	Pojuca, Brazil	(1)
Italsofa Shanghai Ltd	100.00	Shanghai, China	(1)
Softaly Shanghai Ltd	100.00	Shanghai, China	(1)
Italsofa Romania	100.00	Baia Mare, Romania	(1)
Natco S.p.A.	99.99	Bari, Italy	(2)
I.M.P.E. S.p.A.	90.83	Qualiano, Italy	(3)
Divani Due S.r.l.	100.00	Verona, Italy	(4)
Koineé S.r.l.	100.00	Montesilvano, Italy	(4)
Nacon S.p.A.	100.00	Bari, Italy	(4)
Natuzzi Americas Inc.	100.00	High Point, NC, USA	(4)
Natuzzi Iberica S.A.	100.00	Madrid, Spain	(4)
Natuzzi Switzerland AG	97.00	Kaltbrunn, Switzerland	(4)
Natuzzi Nordic	100.00	Copenhagen, Denmark	(4)
Natuzzi Benelux S.A.	100.00	Geel, Belgium	(4)
Natuzzi Germany GmbH	100.00	Dusseldorf, Germany	(4)
Natuzzi Sweden AB	100.00	Stockholm, Sweden	(4)
Natuzzi Japan KK	100.00	Tokyo, Japan	(4)
Natuzzi Services Limited	100.00	London, UK	(4)
La Galleria Limited	100.00	London, UK	(4)
Kingdom of Leather Trustees Limited	100.00	London, UK	(5)
Natuzzi Netherlands Holding	100.00	Amsterdam, Holland	(5)
Natuzzi United Kingdom Limited	100.00	London, UK	(5)
Natuzzi Trade Service S.r.l.	100.00	Bari, Italy	(6)
Kingdom of Leather Limited	100.00	London, UK	(7)
Italholding S.r.l.	100.00	Bari, Italy	(7)
Lagene S.r.l.	100.00	Bari, Italy	(7)
Natuzzi Asia Ltd	100.00	Hong-Kong, China	(7)

- 
- (1) Manufacture and distribution
  - (2) Intragroup leather dyeing and finishing
  - (3) Production and distribution of polyurethane foam
  - (4) Distribution
  - (5) Investment holding
  - (6) Transportation services
  - (7) Not operational



## Exhibit 12.1



**I, Ernesto Greco, certify that:**

1. I have reviewed this annual report on Form 20-F of Natuzzi S.p.A.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15e and 15d-15e) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent function);
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal controls over financial reporting.

/s/ Ernesto Greco  
Ernesto Greco  
Chief Executive Officer  
June 30, 2006

## Exhibit 12.2

**I, Nicola V.M. Dell'Edera, certify that:**

1. I have reviewed this annual report on Form 20-F of Natuzzi S.p.A.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15e and 15d-15e) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent function);
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal controls over financial reporting.

/s/ Nicola V.M. Dell'Edera

Nicola V.M. Dell'Edera

Chief Financial Officer a.i.

June 30, 2006





## Exhibit 13.1

## **Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), each of the undersigned officers of Natuzzi S.p.A. (the "Company"), does hereby certify, to such officer's knowledge, that:

The Annual Report on Form 20-F for the fiscal year ended December 31, 2004 of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 20-F fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: June 30, 2006

/s/ Ernesto Greco

Name: Ernesto Greco

Title: Chief Executive Officer

Dated: June 30, 2006

/s/ Nicola V.M. Dell'Edera

Name: Nicola V.M. Dell'Edera

Title: Chief Financial Officer a.i.

The foregoing certification is being furnished solely pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) and is not being filed as part of the Form 20-F or as a separate disclosure document.



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The Bank of New York maintains  
a Global Buy Direct Plan for Natuzzi.  
For additional information  
please contact 1-800-345-1612

The most significant differences between the Natuzzi Group's Corporate Governance practices and those followed by U.S. companies under NYSE listing standards are only made available on the web site at the following address: [www.natuzzi.com/corporategovernance/](http://www.natuzzi.com/corporategovernance/)

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<i>Editorial Coordination:</i>	Beppe Firrao - Natuzzi
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