

---

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

---

**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, 2007**

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)

---

**Mr. Nicola Dell'Edera, Tel. +39 080 8820.111,  
[investor\\_relations@natuzzi.com](mailto:investor_relations@natuzzi.com), Fax +39 080 8820.513,**

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

(Name, telephone, e-mail and/or facsimile number and address of company contact person)

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, 2007: **54,824,227 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 basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP \_\_\_\_\_ IFRS \_\_\_\_\_ Other **X**

If “Other” has been checked in response to the previous question, 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> .....	2
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 .....	8
Item 4. Information on the Company.....	9
Introduction .....	9
Organizational Structure.....	10
Strategy .....	11
Manufacturing.....	14
Products .....	19
Markets .....	21
Incentive Programs and Tax Benefits .....	24
Management of Exchange Rate Risk .....	25
Trademarks and Patents.....	25
Regulation .....	25
Environmental Regulatory Compliance .....	26
Insurance .....	26
Description of Properties .....	26
Capital Expenditures.....	28
Item 4A. Unresolved Staff Comments .....	28
Item 5. Operating and Financial Review and Prospects .....	28
Critical Accounting Policies .....	28
Results of Operations.....	29
Liquidity and Capital Resources .....	37
Contractual Obligations and Commercial Commitments.....	38

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

	<u>Page</u>
Related Party Transactions .....	39
Product and Retail Development.....	39
Trend Information and Guidance .....	40
New Accounting Standards under Italian and U.S. GAAP .....	41
Item 6. Directors, Senior Management and Employees .....	43
Compensation of Directors and Officers.....	49
Share Ownership .....	49
Statutory Auditors.....	49
External Auditors .....	50
Employees .....	50
Item 7. Major Shareholders and Related Party Transactions.....	51
Major Shareholders .....	51
Related Party Transactions .....	52
Item 8. Financial Information.....	52
Consolidated Financial Statements .....	52
Export Sales .....	52
Legal and Governmental Proceedings .....	52
Dividends.....	54
Item 9. The Offer and Listing .....	54
Trading Markets and Share Prices .....	54
Item 10. Additional Information .....	55
By-laws.....	55
Certain Contracts .....	64
Exchange Controls .....	64
Taxation.....	65
Documents on Display .....	70
Item 11. Quantitative and Qualitative Disclosures About Market Risk.....	70
Item 12. Description of Securities Other than Equity Securities.....	72

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

	<b>Page</b>
<b>PART II .....</b>	<b>73</b>
Item 13. Defaults, Dividend Arrearages and Delinquencies .....	73
Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds .....	73
Item 15. Controls and Procedures .....	73
Item 16. [Reserved] .....	75
Item 16.A Audit committee financial expert .....	75
Item 16.B Code of Ethics .....	76
Item 16.C Principal Accountant Fees and Services .....	76
Item 16.D Exemptions from the Listing Standards for Audit Committees .....	77
Item 16.E Purchases of Equity Securities by the Issuer and Affiliated Purchasers .....	77
<b>PART III .....</b>	<b>78</b>
Item 17. Financial Statements .....	78
Item 18. Financial Statements .....	78
Item 19. Exhibits .....	78

## **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.

In this annual report, references to “€” or “euro” are to the euro 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 June 24, 2008 of U.S.\$ 1.5591 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,

	2007	2007	2006	2005	2004	2003
	(millions of dollars, except per Ordinary Share) <sup>(1)</sup>		(millions of euro, except for Ordinary Share)			
<b>Income Statement Data:</b>						
<i>Amounts in accordance with Italian GAAP :</i>						
Net sales:						
Leather- and fabric-upholstered furniture .....	\$878.6	€563.5	€660.2	€594.8	€665.5	€674.0
Other(2) .....	<u>110.5</u>	<u>70.9</u>	<u>75.2</u>	<u>75.1</u>	<u>87.9</u>	<u>95.6</u>
Total net sales .....	989.1	634.4	735.4	669.9	753.4	769.6
Cost of sales .....	(718.1)	(460.6)	(490.5)	(459.4)	(484.5)	(508.8)
Gross profit .....	271.0	173.8	244.9	210.5	268.9	260.8
Selling expenses .....	(271.1)	(173.9)	(186.2)	(182.2)	(188.2)	(179.3)
General and administrative expenses .....	(76.4)	(49.0)	(42.2)	(43.0)	(40.7)	(39.2)
Operating income (loss) .....	(76.5)	(49.1)	16.5	(14.7)	40.0	42.3
Other income (expense), net(3) (4) (5).....	(4.1)	(2.6)	2.8	3.0	(3.9)	3.7
Earnings (loss) before taxes and minority Interests .....	(80.6)	(51.7)	19.3	(11.7)	36.1	46.0
Income taxes .....	(17.8)	(11.4)	(7.1)	(3.1)	(17.6)	(8.5)
Earnings (loss) before minority interests .....	(98.4)	(63.1)	12.2	(14.8)	18.5	37.5
Minority interest .....	0.8	0.5	0.1	0.2	(0.1)	(0.2)
Net earnings (loss) .....	(97.6)	(62.6)	12.3	(14.6)	18.4	37.3
Net earnings (loss) per Ordinary Share .....	(1.78)	(1.14)	0.23	(0.27)	0.34	0.68
Dividends declared per share .....	-	-	-	-	€0.07	€0.14
<i>Amounts in accordance with U.S. GAAP :</i>						
Net earnings (loss) .....	(93.5)	(60.0)	14.5	(6.9)	18.8	38.0
Net earnings (loss) per Ordinary Share (basic and diluted).....	(\$1.70)	(€1.09)	€0.26	€(0.13)	€0.34	€0.70
Weighted average number of Ordinary Shares Outstanding.....	54,817,086	54,817,086	54,733,796	54,681,628	54,681,628	54,681,628
<b>Balance Sheet Data :</b>						
<i>Amounts in accordance with Italian GAAP :</i>						
Current assets .....	\$567.7	€ 364.1	€ 407.3	€ 384.5	€389.4	€383.1
Total assets .....	962.7	617.5	674.7	664.9	673.2	692.4
Current liabilities .....	227.6	146.0	133.0	136.2	131.5	125.2
Long-term debt .....	3.3	2.1	2.4	3.6	5.0	4.2
Minority interest .....	0.2	0.1	0.6	0.7	0.9	0.9
Shareholders' equity (6).....	641.7	411.6	478.9	473.0	487.9	515.1
<i>Amounts in accordance with U.S. GAAP :</i>						
Shareholders' equity .....	\$636.9	€408.5	€468.4	€453.7	€464.5	€452.3

1) Amounts are translated into U.S. dollars by converting the euro amounts into U.S. dollars at the Noon Buying Rate for euros on June 24, 2008 of U.S.\$ 1.5591 per euro.

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

3) 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 — 2007 Compared to 2006", 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.

4) 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 (d) to the Consolidated Financial Statements. In addition, other income (expense), net, in 2005 was positively affected by revenues for capital grants. See Note 24 to the Consolidated Financial Statements included in Item 18 of this annual report.

5) Other income (expense), net, in 2006 was negatively affected by the provisions for contingent liabilities. See Note 24 to the Consolidated Financial Statements included in Item 18 of this annual report.

6) Share capital as of December 31, 2007, 2006, 2005, 2004 and 2003 amounted to €54.8 million, €54.7 million, €54.7 million, €54.7 million and €57.5 million, respectively.



## 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 — 2007 Compared to 2006” 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>
2003.....	1.1411	1.2597
2004.....	1.2478	1.3538
2005.....	1.2400	1.1842
2006.....	1.2661	1.3197
2007.....	1.3797	1.4603
<hr/>		
<b>Month ending:</b>	<b>High</b>	<b>Low</b>
31-Dec-07 .....	1.4759	1.4344
31-Jan-08 .....	1.4877	1.4574
29-Feb-08 .....	1.5187	1.4495
31-Mar-08 .....	1.5805	1.5195
30-Apr-08 .....	1.6010	1.5568
31-May-08 .....	1.5784	1.5370

(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. Source: Federal Reserve Statistical Release on Foreign Exchange Rates – Historical Rates for Euro Area

The effective Noon Buying Rate on June 24, 2008 was 1.5591 (Source: Federal Reserve Statistical Release on Foreign Exchange Rates – Historical Rates for Euro Area).

## 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 its ability to successfully restructure its operations** - 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. In 2006 the Group reported net earnings of € 12.3 million, but that was achieved primarily by the reduction of the existing orders backlog. In the fiscal year ended

December 31, 2007, the Group had net losses of €62.6 million. The Group attributes this downward trend to an increasingly difficult macroeconomic environment affecting the furniture industry, including:

- price competition from low-cost manufacturers,
- recurring unfavorable currency conditions (in particular the devaluation of the U.S. dollar),
- higher raw material prices, and
- more recently, sluggish economic conditions in the Group's key markets (particularly the United States, but others as well).

In 2007, the Group's negative results also resulted from the poor performance of its retail network, which was affected by the factors listed above, and the poor performance of the Group's South-American manufacturing plants, which struggled with low productivity and other challenges which management is currently evaluating.

This negative trend continued in the first quarter of 2008, during which the Group recorded net losses of €23.4 million notwithstanding an increase of its total net sales by 12.4%, as compared to the same period of previous year. For more information, see Item 5, "Trend Information and Guidance". 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 restructuring plan aims to recover the Group's profitability and increase its competitiveness by reducing manufacturing costs in Italy, increasing overall efficiencies and closing non-performing retail units in order to streamline the Company's cost structure. 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. The Group's top management is currently working on the operational details of a three-year business plan (which, among other things, is expected to include measures to achieve the strategic goals of the 2005 restructuring plan), that covers the period 2008-2010 and that is expected to be ready in the next few weeks. If the 2005 restructuring plan and the 2008-2010 business plan are 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 such as those being experienced in some of our markets in Europe and the United States.

In 2007, the Group derived 35.2% of its leather- and fabric-upholstered furniture net sales from the Americas, 56.7% from Europe and 8.1% from the rest of the world. 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 89.3% of net sales of upholstered furniture in 2007 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 materials, 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 prices, which increases price competition in the industry. In particular, manufacturers in China, Eastern Europe and South America have increased competition in the 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 2007, a significant portion of the Group's net sales, but only approximately 40% 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 85% 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 the level of demand in a number of different sectors, including: footwear, leather, automotive, furniture and clothing. 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, such as has been the case in the recent months.

**Introduction of a new integrated management system** - The Company has undertaken the adoption for its operations worldwide of a new Enterprise Resource Planning ("ERP") system denominated "SAP", with the aim of enabling Management to achieve better control over the Company through:

- improved quality, reliability and timeliness of information;
- improved integration and visibility of information stemming from different management functions and countries;
- optimization and global management of corporate processes.

The overall estimated investment for the project is about €10.6 million. The adoption of a new ERP system, which will replace the existing accounting and management systems, poses several challenges relating to, among other things, training of personnel, communication of new rules and procedures, changes in corporate culture, migration of data, and the potential instability of the new system. In order to mitigate the impact of such critical issues, the Company decided to implement the new ERP system on a step-by-step basis, both geographically and in terms of processes. In relation to each step of the project, the Company has set up a contingency plan in order to ensure business continuity. However, there can be no assurance that the new ERP system will be successfully implemented and failure to do so could have a material adverse effect on the Group's operations.

**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 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." In recent years, the Italian Parliament replaced these incentive programs with an investment incentive program for all under-industrialized regions in Italy, which is currently being implemented by the Group through grants and research and development benefits. There are no indications at this time that the Italian Government will implement new initiatives to support companies located in under-industrialized regions in Italy. Therefore, 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 depository, 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 Chief Executive Officer and Chairman of the Board of Directors, beneficially owns 29,358,089 Ordinary Shares, representing 53.5% of the Ordinary Shares outstanding (58.6% of the Ordinary Shares outstanding 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 Depository 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 Depository (the "Depository"), 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 is a world's leader in the production of leather-upholstered furniture and believes that it has a leading share of the market for leather-upholstered furniture in the United States and Europe. The Group is currently focusing its attention on the development of foreign markets, like East Europe, Middle East, China and India, where it has been achieving for the last months significant results both in terms of sales and order flow. 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 37% 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 of April 30, 2008, 123 *Divani & Divani by Natuzzi* stores, of which 3 outlet 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 through 179 *Natuzzi* stores and *Divani & Divani by Natuzzi* stores, 3 outlet stores, 5 Italsofa stores (located in China), 14 concessions in the United Kingdom and 1 concession in the Republic of Ireland. These concessions are store-in-store concept directly managed by a subsidiary of the Company located in the United Kingdom. As of April 30, 2008, there were 419 Natuzzi galleries worldwide (store-in-store concept managed by independent partners).

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 the Chairman of the Board of Directors, Chief Executive Officer, 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.

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).

Ernesto Greco resigned as CEO of Natuzzi S.p.A effective September 30, 2007. He remains a member of the Board of Directors of the Company. Mr. Pasquale Natuzzi has been Chief Executive Officer of the Company since October 1, 2007. On June 4, 2008 the Natuzzi Group announced that Mr. Aldo Uva, who has joined the Group as a General Manager, has been indicated by the Group's controlling shareholder as a candidate for Chief Executive Officer. His appointment would become effective in July 2008, after the resolution of the relevant Corporate bodies.

### **Organizational Structure**

As of April 30, 2008, the Company's principal operating subsidiaries were:

<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)
Natuzzi China 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)
Nacon S.p.A.	100.00	Bari, Italy	(4)
Lagene S.r.l.	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)
Italholding S.r.l.	100.00	Bari, Italy	(5)
Natuzzi Netherlands Holding	100.00	Amsterdam, Holland	(5)
Natuzzi Trade Service S.r.l.	100.00	Bari, Italy	(6)
La Galleria Limited	100.00	London, UK	(7)
Natuzzi United Kingdom Limited	100.00	London, UK	(7)
Kingdom of Leather Limited	100.00	London, UK	(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) Dormant

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** - Recurring unfavorable currency conditions (in particular the devaluation of the U.S. dollar during the past few years), pricing competition especially in the U.S. and a downturn in general economic conditions in the Group's principal markets have negatively affected order flows for Natuzzi-branded products. As part of the Group's ongoing efforts to become more efficient and competitive in light of these unfavorable conditions, 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, 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 (through a legislative tool known in Italy as "*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 of 2005, 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 Group's Italian factories. In June 2006 the Group obtained from the Italian Government an extension of the temporary work force reduction to cover the period June 2006 – June 2008 in order to recover profitability and efficiency, specifically in the Italian plants. The Group agreed with the Italian Unions that no more than 508 workers would be affected by the temporary work force reduction during the period.

Because of the complexity of the restructuring plan and in light of the persisting generalized difficult business conditions and the unfavorable devaluation of the U.S. dollar against the currencies of the countries where the Group manufactures products to be exported in the U.S., which have negatively affected the order flows, the Group in May 2008 announced a further extension of the temporary work force reduction in Italy (through the *Cassa Integrazione Guadagni* – CIG, pursuant to an agreement signed by the Italian Ministry of Labor and the Italian Unions on June 17, 2008), involving 1,200 positions for twelve months. For the same reasons, the Group recently announced a lay-off at its Brazilian plants involving about 570 workers that the Group hopes to recall in the next few months, should the order flow of the Brazilian plants recover.

Top management of the Group is working on the operational details of a three years business plan covering the period 2008-2010 which management expects to complete in the next few weeks.

The Company has recently promoted the creation of a special task force among important manufacturers in Southern Italy, within the so-called "upholstery district", to request the local and national governments to declare a state of deep crisis for the upholstery industry in Southern Italy.



The Group believes that the declaration of a state of deep crisis could allow the local and national governments to adopt measures to address the difficult conditions faced by the upholstery district in Southern Italy. However, there can be no assurance that any such relief measures will be granted, or that a state of deep crisis will be declared by the Italian authorities.

**Brand Portfolio Strategy:** The Group is focusing in all price segments of the leather and non-leather upholstered furniture market. The Group has divided its extensive product range into two different brands, Natuzzi and Italsofa, in an effort to address specific market segments and increase its sales and profitability.

i) **The Natuzzi brand** offers high -end high -quality products, with detailed designs and customized materials and finishes. The Group aims to position this brand as one that helps consumers rediscover the home as a welcoming place, a place of happiness and well-being. The Group also wants to establish an “aspirational” image for this brand through the style and quality of its products, and the concepts and presentation in its stores. Finally, the Group seeks to broaden this brand’s market by bringing consumers in various countries around the world product collections filled with beautiful, Italian-style living room design. Products under this brand are distributed through the Group’s stores, galleries, and qualified free market (multi brand) retailers that carry high -end products.

From the identification of consumer preferences and market trends, to the delivery of the living room in the consumer’s home, Natuzzi directly controls 90% of the production and distribution value chain, with the aim of ensuring ultimate quality at competitive prices. All models are designed in the Group’s Style Center in Italy and are primarily manufactured at the Group’s Italian factories.

In the last quarter of 2005 and the beginning of 2006, the Group moved some of the production for its most popular Natuzzi-brand models in the United States to its manufacturing facilities outside of Italy in order to avoid the relative rise in production costs at its Italian plants due to the weak U.S. dollar and thus increase profitability. This move includes limited models and covers in leathers and microfibers, but no “Total Look” furnishings.

ii) **The Italsofa brand**, targets the medium segment of the market. The Group aims to position this brand as one that offers quality products at competitive prices. The brand includes a wide range of sofas and armchairs in leather and microfiber, which are available in different versions. Products are designed in Italy and manufactured at the Group’s factories in China, Brazil and Romania, to provide the best possible value in the market. Products under this brand are distributed through wholesale channels.

Competition has increased significantly in recent years within this segment 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 prices, which increases price competition in the industry. In particular, manufacturers in China, Eastern Europe and South America have increased competition in the lower-priced segment of the market.

In response to this increase and the inherent fragmentation in some markets in which the Group competes, the Group will continue to focus its efforts on improving product quality, design and reliable customer service.

In 2007, the Group launched an initiative to redefine the image of its Italsofa brand, and opened a total of 5 Italsofa stores in China, with the objective of positioning Italsofa within a higher market segment as compared to very-low-cost Chinese competitors.

**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). The Group is a leader in the leather-upholstered furniture segment in the United States and in Europe and is currently focusing its attention on the development of foreign markets, like Eastern Europe, the Middle East, China and India, where it has been achieving for the last months significant results both in terms of sales and order flow.

As of April 30, 2008, 123 *Divani & Divani by Natuzzi* stores, of which 3 are outlet 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 through 179 *Natuzzi* stores and *Divani & Divani by Natuzzi* stores, 3 outlet stores, 5 Italsofa stores (located in China) and 14 concessions (store-in-store) in the UK and 1 in the Republic of Ireland. As of the same date, there were 419 *Natuzzi* galleries worldwide.

**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 and an increase in the number of *Natuzzi* stores and *Natuzzi* galleries worldwide. See “—Markets”. As of April 30, 2008, there were 306 stores worldwide, including *Natuzzi* stores and *Divani & Divani by Natuzzi* stores, and 5 Italsofa stores in China. The *Natuzzi* galleries program was launched in 2002 and the number of galleries worldwide reached 419 as of April 30, 2008. 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 *Natuzzi* galleries in strategic geographical locations to strengthen its presence in Italy and abroad and plans to make the marketing investments necessary to increase brand recognition in these markets.

In May 2007, the Group organized a Retail Congress in Italy, inviting all its partners worldwide to visit the Group’s headquarters for product selection and collection renewal, and to participate in strategy sessions to develop marketing and advertising plans for the upcoming year. More than 230 stores and 500 persons participated in the Retail Congress. Due to the success of this event, the Group organized a similar event in 2008.

**Product diversification** – The Group believes that it is the Italian manufacturing company in the designer furniture and home decoration industry most capable of offering consumers carefully developed, coordinated living rooms at competitive prices through its “Total Look” offer. The Total Look offer is conceived in accordance with the latest trends in design, materials and colors, and includes high quality sofas, furnishings and accessories, all of which are developed in-house and presented in harmonic and personalized solutions. The Group has taken a number of steps to broaden its product lines, including the development of new models, such as modular and motion frames, and the introduction of new materials and colors, including exclusive fabrics and microfibers. See “—Products.”

In addition to its microfibers collection, the Group has also launched Alcantara® Elegance, an exclusive covering produced for the *Natuzzi* Group by Alcantara S.p.A.. In order to add to its already vast offerings in upholstered furniture, the Group has begun to invest in its furnishings and accessories offerings. Beginning in 2006, the Group has further widened its collection of accessories

by introducing wall units, thus completing its living room environment offering. The Group believes that expanding its Total Look offerings will strengthen its relationships with the world's leading distribution chains, which are interested in offering branded packages. The Group has invested in Natuzzi Style Center in Santeramo, Italy, to serve as a creative hub for the Group's design activities.

### **Manufacturing**

As of March 31, 2008, the Group operated 7 production facilities in Italy. Four of the facilities are engaged in upholstery cutting and sewing and assembly of finished and semi-finished products, and employed (net of those workers temporarily laid-off), as of the same date, 2,357 workers, 37.7% of whom are not directly involved in production. Four of these seven facilities are located either in, or within a 25-mile radius of Santeramo, where the Group's headquarters are located. Assembly operations at the Group's production facilities also include leather cutting and sewing and attaching foam and covering to 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 automatic transit through the different production phases up to the storehouse.

In July 2006, the Company initiated an industrial restructuring program to improve the flow of production logistics and simplify job assignments in order to increase productivity while improving product quality.

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, 9 grades of leather in approximately 15 finishes and 118 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 primarily used in the manufacture of most Natuzzi-branded leather products, while split leather is used, in addition to top grain leather, in the manufacture of some Natuzzi-branded products and most Italsofa 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 62 workers as of April 30, 2008, 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 from the Naples facility, which is produced through a patented process that results in a high-quality material without using any auxiliary blowing agent, is sold under the “Eco-Flex™” trademark. A material specially designed for mattresses is also produced and sold under the “Greenflex™” trademark.

As a result of intensive R&D activity, the Company has developed a new family of highly resilient materials. The new polymer matrix is safer than others available in the market because of its improved flame resistance, and it is more environmentally-friendly because it can be disposed of without releasing harmful by-products and because the raw materials used to make it cause less harmful environmental impacts during handling and storage. During 2007 the Group also introduced to the market a new material called Slowflex, primarily for use in the mattress industry. This material has unique properties, including visco-elasticity, which causes it to achieve a stable deformation when a load is applied, not immediately, but rather with some delay.

The Group currently manufactures the Italsofa Collection outside Italy at plants located in China, Romania, and Brazil, although the strong appreciation of Brazilian currency against the U.S. dollar and the low productivity of the Brazilian plants have negatively affected the competitiveness of the Group’s manufacturing operations in Brazil. If orders exceed production capacity at these plants, Italsofa products are also manufactured in the Company subcontractor’s Italian plants.

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 one of the two plants in China. The land and buildings of the remaining production facilities are leased from lessors with whom the Group enjoys long-term relationships. Although the lease terms vary in length, under Italian law the leases for the Group’s Italian plants must have a minimum term of six years. 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 leases on acceptable terms when they expire. The Group owns substantially all the equipment used in its facilities.

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 15% of Natuzzi’s production during the year ended on December 31, 2007). 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, Germany, Colombia, Ireland, Australia, India, 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 13 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 2007 the prices paid by the Group for hides continued, for the most part, to increase, especially in the Brazilian market, although prices in the European market tended to decrease. However, during the first quarter of 2008, the prices for hides tended to stabilize even though there are signs of further increases in the market. Factors influencing the leather price increase included a reduction in red meat consumption and the high demand for hides from the Far East markets. The Group is always searching for new suppliers and sources of cattle hides in order to minimize the effect of this phenomenon.

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 13 suppliers which provide the product at the finished stage. Microfibers are purchased in Italy, South Korea, Taiwan, and a small quantity from Japan through 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. All microfibers in the highest price category are purchased from the Group’s Japanese supplier. 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 Group’s 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 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 2007 and the beginning of 2008, fabric prices

were stable due to long-term relationships with suppliers and the large volumes purchased by the Group. During the same period microfiber prices 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. Despite the recent stability of fabric prices, and the recent decline in the prices of microfibers, the Group expects a further increase in the overall cost of raw materials and oil in the coming months.

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, which has significantly increased over the last months. 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”**

**Procurement Policies and Operations Integration.** In order to improve customer service and reduce industrial costs, the Company in 2006 established a policy for handling suppliers and supply logistics. All of the sub-departments working in the Logistics Department have been reorganized to maximize efficiency throughout the supply-chain. Logistics Department now coordinates periodic meetings amongst all of its working groups in order to identify areas of concern that arise in the supply-chain, and identify solutions that will be acceptable to all groups. Logistics Department is responsible for monitoring the proposed solutions in order to ensure their effectiveness. Additionally, in order to improve access to supply-chain information throughout the Group, the Logistics Department, with the support of the Information Systems department, has created a new portal that allows the Logistics and other departments (such as Customer Service and Sales) to monitor the movement of goods through the supply-chain.

**Production planning (order management, production, procurement).** The Group's commitment to reorganizing procurement logistics has led to:

1) the development of a logistic-production model to customize the level of service to customers;

2) a 40% reduction in the size of the Group's inventory of raw materials and/or components, particularly those pertaining to coverings. This positive impact was made possible by both the development of software that allows more detailed production programming and broader access by suppliers themselves, and a more general reorganization of supplier relationships. Suppliers are now able to provide assembly lines at Italian plants with requested components within four hours. As a consequence of these improvements, the Group has reduced the amount of storage space used for semi-products by 80%;

3) the planning and partial completion of the industrial reorganization of the local production center.

The Group plans procurements of raw materials and components:

i) “on demand” for those materials and components (which the Group identifies by code numbers) that require a shorter lead time for order completion than the standard production planning cycle for customers’ orders.

This system allows the Group to handle a higher number of product combinations (in terms of models, versions and coverings) for customers all over the world, while maintaining a high level of service and minimizing inventory size. Procuring raw materials and components “on demand” eliminates the risk that these materials and components would become obsolete during the production process.

ii) “upon forecast” for all those materials and components requiring a long lead time for order completion.

Since April 2006, the Group has been utilizing a new forecast methodology, developed in cooperation with a consulting firm. This methodology balances the Group’s desire to maintain low inventory levels against the Sales Department’s needs for flexibility in filling orders, all the while maintaining high customer satisfaction levels. This new methodology is currently being developed together with the Group’s IT department, in order to create a new intranet portal, called Worldwide Demand Planning tool. This tool is being tested since November 2007 for sales coming from the North American market, under the supervision of a forecast manager. Once completed, it will further support corporate logistics and operations managers to better forecast the future demand for the Group’s products so as to improve the lead time from material supply to sales delivery.

Special production programs, those requiring lead times shorter than three weeks, are only available to a restricted group of customers, for a limited group of collections and product combinations.

Lead times can be longer than those mentioned above when a high number of unexpected orders is received.

Delivery times vary depending on the place of discharge (transport lead times vary widely depending on the distance between the final destination and the production plant).

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 while minimizing handling and transportation costs.

**Load optimization.** With the aim of decreasing costs and safeguarding product quality, the Group attains optimum load levels for shipping by using a software developed through a research partnership with the University of Bari and the University of Copenhagen, completed in June, 2006.

This software manages customers’ orders to be shipped by sea with the goal of maximizing the number of orders shipped in full containers. If a customer’s order does not make optimal use of container space, revisions to the order quantities are suggested. This activity, which was previously a

prerogative of the Group's headquarters, has been almost completely transferred to Natuzzi Americas in High Point, North Carolina.

As far as the load composition by truck is concerned, the Group has commissioned planning a software development project to minimize total transport costs by taking into account volume and route optimization for customers' orders in defined areas. A prototype of this software was delivered to the Group in November 2007. The Group expects conclusive testing of this prototype to be completed in September 2008. This software is being developed by the Group jointly with Polytechnic of Bari and the University of Lecce.

**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 2007, the Group shipped 11,397 containers (40'hc) to overseas countries and approximately 8,380 full load mega-trailer trucks to European destinations. To improve service levels, a method of Supplier Vendor Rating has been applied since November 2007 to measure performance of carriers and distributors providing direct service. This rating system has first been extended to transport "by land", but the Group expects it to also cover the transport "by sea" no later than July 2008.

In order to guarantee the best price and quality of transportation services, the Group deals directly with shipping companies and logistics operators without working through 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.

## Products

The Group is committed to the conception, prototyping, production and commercialization of a wide range of upholstered furniture, both in leather and in fabric, and furnishings & accessories. Natuzzi is the largest Italian company in the sector and a world leader in the segment of upholstered furniture.

The wide range of offerings enables the Company to reach specific market segments, constantly monitor consumers needs and offer products in line with market trends and final customers' preferences.

New models are the result of a constant information flow that stems from the market (whose preferences are analyzed, filtered and translated by the product managers into a brief, including specific styles, functions and price points), and is communicated to the group of designers who, through constant work with the team from the prototypes department, sketches the creation of new products in accordance with the guidelines received.



The product development process is also based on specific needs of particular clients (mass dealers) who are capable of generating a critical mass of sales that enable the product to achieve the right market penetration.

The diversity of final customers' tastes and preferences and the natural inclination of Natuzzi to offer new solutions promote the development of products that are increasingly personalized. For instance, the Company in 2007 developed 108 new models that have generated more than 1700 different versions, a new collection of accent fabrics (12 new items), new solutions for upholstery leather ("*pelle spessorata*"), and that led to the launch of the Fashion and Fleur collection of special, design-oriented models for the high-end segment of the market.

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). As of December 31, 2007, the Group offered its products in 374 different models.

Regarding the supply of furnishing & accessories, in 2007, 400 new products were introduced as a result of a significant push on development, and for the first time, the introduction in collections of tables and dining chairs.

The Group's wide range of products includes a comprehensive collection of sofas and armchairs with particular styles, coverings and functions, with more than two million combinations. The Group's offering is divided into two separate collections: the Natuzzi Collection, which has two separate lines of products, one targeting the Americas and one targeting the Group's markets in the rest of the world, and the Italsofa Collection, which is also divided into two lines of products, those targeting the Americas and the Asia Pacific region, and those targeting Europe, the Middle East and Africa.

The Natuzzi Collection, positioned in the medium-high market, focuses on making Italian quality and style accessible through coordinated and innovative living rooms. This collection stands out for high quality in the choice of materials and finishes, as well as the creativity and details of its designs. As of May 31, 2008, this line of products offered 166 models, 23 articles in fabrics in 68 colors, 14 leather articles in 105 colors, and 3 articles in dreamfibre in 38 colors. The best-selling models in 2007 were *Klaus*, *Plaza*, *Tahira* and *Domino* models (generating respectively €15.6, €12.4, €9.1 and €8.2 million euros in sales). The collection also includes a selection of additional furniture (wall units, tables, lamps, carpets), accessories (pots and candles), furniture for the dining room (tables, chairs, lamps) to offer complete furniture with the aim enabling the Group to become a real "Lifestyle Company."

As of May 31, 2008, the Natuzzi Collection's line oriented to the Americas was represented by 99 models, 10 articles in dreamfiber and fabrics in 49 colors. The *Aspen* model is the best selling model with sales of about €7 million.

The Italsofa Collection, which is characterized by a young and sparkling style, offers 109 models for the medium- to low-end market. The Italsofa Collection offers 13 models in the Americas and the Asia Pacific region, and 14 models in Europe, the Middle East and Africa. The most successful model is the *Otranto*, with €8.8 million in sales during 2007.

The Group's overall sales are also partly the result of unbranded production, developed on the basis of specific provision agreements for important mass-dealer clients like IKEA and/or Macy's.

## 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 *Natuzzi* stores and *Divani & Divani by Natuzzi* stores. Starting in the second half of 2007, the Group began to sell its promotional line also through 5 Italsofa stores in China.

In 2007, the Group derived 35.2% of its leather- and fabric-upholstered furniture net sales from the United States and the Americas, 56.7% from Europe and 8.1% 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 number of seats sold of the Group broken down by geographic market for each of the years indicated:

<b>Leather- and Fabric-Upholstered Furniture Net Sales (millions of euro)</b>						
	<b>2007</b>		<b>2006</b>		<b>2005</b>	
U.S. and the Americas <sup>(1)</sup>	198.6	35.2%	245.4	37.2%	241.7	40.6%
Europe	319.4	56.7%	366.6	55.5%	313.2	52.7%
Rest of the World	45.5	8.1%	48.3	7.3%	39.9	6.7%
<b>Total</b>	<b>563.5</b>	<b>100.0%</b>	<b>660.3</b>	<b>100.0%</b>	<b>594.8</b>	<b>100.0%</b>

<sup>(1)</sup> Outside the United States, the Group also sells its products to customers in Canada and Central and South America (collectively, the “Americas”).

<b>Leather- and Fabric-Upholstered Furniture Net Sales (in seats)(2)</b>						
	<b>2007</b>		<b>2006</b>		<b>2005</b>	
U.S. and the Americas <sup>(1)</sup>	1,176,585	45.4%	1,364,873	45.2%	1,386,329	49.3%
Europe	1,225,882	47.3%	1,449,696	48.1%	1,262,887	44.9%
Rest of the World	189,926	7.3%	202,133	6.7%	162,523	5.8%
<b>Total</b>	<b>2,592,393</b>	<b>100.0%</b>	<b>3,016,702</b>	<b>100.0%</b>	<b>2,811,739</b>	<b>100.0%</b>

<sup>(1)</sup> Outside the United States, the Group also sells its products to customers in Canada and Central and South America (collectively, the “Americas”).

<sup>(2)</sup> 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 2007, net sales of leather- and fabric-upholstered furniture in the United States and the Americas decreased 19.1% to €198.6 million, compared to €245.4 million in 2006, and the number of seats sold decreased 13.8% to 1,176,585 compared to 1,364,873 in 2006.

The Group's sales in the United States and the Americas are handled by Natuzzi Americas, the Group's distribution subsidiary for North and South 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, 2008, the High Point operation had 70 employees.

Natuzzi Americas has 44 independent sales representatives and sub-representatives in the United States and the Americas. They are regionally supervised by sales and brand development managers.

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 Spring and Fall to promote its products.

## **2 Europe**

**2.1 Europe (excluding Italy).** During 2007, the Group continued to consolidate its position in Europe (excluding Italy) by investing in stores and galleries. Nevertheless, net sales of leather and fabric-upholstered furniture in Europe decreased by 11.9% from €284.6 million in 2006 to €250.7 million in 2007, with the number of seats sold decreasing to 1,000,431, 13.9% below the number of seats sold in 2006.

The Group also promotes its products in Europe through six subsidiaries in Belgium, Denmark, Germany, the 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, 2007, the Group had 8 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, 2008, 84 franchised single-brand stores were operating in Europe (outside Italy): 23 under the *Divani & Divani by Natuzzi* name (8 in Greece, 15 in Portugal) and the remainder under the *Natuzzi* name (25 in France, 2 in Germany, 2 in Malta, 2 in Cyprus, 1 in Iceland, 2 in Latvia, 1 in Lithuania, 1 in Finland, 2 in Slovenia, 2 in Croatia, 1 in Bosnia-Herzegovina, 1 in Hungary, 1 in Belgium, 5 in Russia, 1 in Serbia-Montenegro, 3 in the Czech Republic, 2 in Poland, 5 in Holland, 1 in Turkey and 1 in Romania). As of April 30, 2008, there were 42 directly owned stores in Europe (outside Italy): 6 in Switzerland, 28 in Spain (of which 1 is an outlet), 4 in the United Kingdom, 3 in Denmark and 1 in Sweden, all under the *Natuzzi* name. Apart from the 4 *Natuzzi* stores located in the United Kingdom, the Group operates 14 concessions in the United Kingdom and 1 in the Republic of Ireland.

As of April 30, 2008, there were 260 *Natuzzi* galleries in Europe (outside Italy), 22 of which are located in Eastern Europe: 3 in Slovenia, 4 in Russia, 1 in Slovakia, 7 in Poland, 2 in the Czech Republic, 1 in Hungary, 1 in Macedonia, 1 in Moldova and 2 in Ukraine. Seven of these new galleries were opened in emerging markets like Macedonia, Moldova, Ukraine, Hungary and the Czech Republic, where two galleries operate alongside three stores.

**2.2 Italy.** In 2007, net sales of leather- and fabric-upholstered furniture in Italy decreased by 16.1% to €68.7 million, compared to €81.9 million in 2006, and seats sold also decreased by 21.8% to 225,452, as compared to 288,394 in 2006.

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, 2008, 123 *Divani & Divani by Natuzzi* stores and 1 *Natuzzi* store were located in Italy, 25 of which were directly owned.

### 3 Rest of the World

**3.1 Asia-Pacific & Africa.** In 2007, overall net sales in the Asia-Pacific market decreased by 5.8% to €45.5 million, compared to €48.3 million in 2006. In 2007, net sales in Australia were €15.4 million (down 16.0% from €18.3 million in 2006), and net sales in Japan were €4.9 million (down 2.6% compared to €5.0 million in 2006).

The Group manages its Asia-Pacific sales through its operating subsidiary in Japan, Italsofa Shanghai Ltd, and three agencies located in Australia, Korea and New Zealand.

As of April 30, 2008, 43 franchised single-brand Natuzzi stores were operating in the Asia Pacific market: 19 in Australia, 16 in China, 1 in Singapore, 3 in New Zealand, 1 in the Philippines and 3 in Taiwan. The 19 stores in Australia operate along with 29 galleries in David Jones Department Stores.

In 2007, the Group launched an initiative to redefine the image of its Italsofa brand, and opened a total of 5 single brand *Italsofa* stores in China with the objective of positioning Italsofa within a higher market segment as compared to very-low-cost Chinese competitors.

**3.2 Middle East.** The Group's recent investment in store openings in the Middle East began yielding results in 2007. The Group has seen a significant increase in demand, especially in Kuwait where net sales increased from €215 thousand in 2006 to €645 thousand in 2007. As of April 30, 2008, the Group had a total of 8 stores in the Middle East: 1 in Lebanon, 3 in Israel, 2 in the United Arab Emirates, 1 in Saudi Arabia and 1 in Kuwait. It also had a total of 8 galleries: 1 in Bahrain, 2 in Kuwait, 1 in the United Arab Emirates, 1 in Jordan and 3 in Saudi Arabia.

**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 85% of its sales and obtains credit insurance for almost 77% of this amount; 11% of the Group's sales are commonly made to customers on a "cash against documents" and "cash on delivery" basis; and lastly, 4% 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. Natuzzi's 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, which includes the area that serves as the center of the Group's operations. The investment incentive program provided tax benefits, capital grants and subsidized loans. In particular, a substantial portion of the Group's earnings before taxes and minority interests from 1994 to 2003 was derived from Group companies 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 December 1996, the Company and the "Contract Planning Service" of the Italian Ministry of Industrial Activities signed a "Program Agreement" with respect to the "*Natuzzi 2000 project*". In connection with this project, the 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 made 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 from 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 Industrial Activities the revision of the original "Program Agreement" as follows: reduction of the investment to be made from €295.2 million to €69.8 million, and reduction of the related capital grants from €145.5 million to €35.6 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 for €24.2 million. 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 €11.4 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 February 2007, the Company provided the above mentioned Committee with the complete list of the expenses to be acknowledged under such project that have been incurred between August 19, 2002 through December 31, 2003, amounting to €1.0 million. Also in 2007, the Company sent the list of all the costs incurred in 2004 and 2005, amounting to €1.1 million and €1.7 million respectively, to be acknowledged under the same project. In July 2008, the Company plans to provide the Committee with all the relevant remaining documentation pertaining to the expenses incurred up to August 2007 (date of completion of the project).

In 2006, Natuzzi entered into an agreement with the Italian Ministry of Industrial Activities 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 to the Company of €2.8 million and a loan of €4.3 million, to be repaid at a rate of 0.7% over 10 years. The Group has already provided to the Ministry of Industrial Activities the complete documentation of all the expenses incurred up to November 2007 (date of completion of the program).

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 euros. 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" trademarks. These trademarks 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 that 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 a leather dyeing and finishing factory located in *Pozzuolo del Friuli*, in the province of Udine and a factory for polyurethane foam production in *Qualiano*, in the province of Naples. The activities of these facilities are subject to both Italian and European laws and regulations. The Group operates these and its 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 of April 30, 2008 are set forth below:

Location	Size (approximate square meters)	Function
Santeramo in Colle (BA) – Italy	29,000	Headquarters, prototyping, manufacturing of wooden frames, showroom (Owned)
Santeramo in Colle, Iesce (BA) – Italy	27,500	Sewing and product assembly (Owned)
Matera La Martella – Italy	38,000	General warehouse of sofas and accessory furnishing (Owned)
Matera Iesce – Italy	12,500	Leather cutting, sewing and product assembly (Owned)
Altamura (BA) via dell’Avena – Italy	5,800	Warehouse (Owned)
Altamura (BA) via Gravisella – Italy	8,500	Warehouse (Owned)
Altamura (BA) c.da Fornello– Italy	6,500	Warehouse (Owned)
Altamura (BA) NDS – Italy	3,700	Accessory Furnishings warehouse (Owned)
Ginosa (TA) – Italy	14,500	Sewing and product assembly (Owned)
Laterza (TA) – Italy	10,000	Leather cutting (Owned)
Laterza (TA) – Italy	13,000	Fabric and lining cutting, leather warehouse (Owned)
Laterza (TA) – Italy	20,000	Accessory Furnishing Packaging and 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	75,600	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 (Fengpu) – China	15,300	Leather and fabric cutting, leather and fabric warehouse (Leased)
Salvador de Bahia (Bahia) – Brazil	28,700	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, wooden feet, 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 2007, the Group continued to utilize subcontractors to meet demand.



As of April 30, 2008, the Group also owned 68 stores (25 of which are located in Italy) and 3 outlet stores, 2 of which are located in Italy and 1 in Spain.

### Capital Expenditures

The following table sets forth the Group's capital expenditures for each year in the three-year period ended December 31, 2007:

	Year ending December 31, (millions of Euro)		
	2007	2006	2005
Land and plants .....	3.3	2.4	3.4
Equipment .....	10.1	7.0	10.1
Other assets.....	13.2	10.5	11.6
Total .....	26.6	19.9	25.1

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 expansion of the Company's retail network. In 2007, capital expenditures were primarily made to open new *Natuzzi* stores and *Natuzzi* galleries, as well as to make improvements at the Group's existing facilities (those located in Bahia Mare, Romania, 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 2008 will be approximately €19 million, to be financed with cash flow from operations. The Group plans to direct such capital expenditures mainly to improve the existing plants and to open new *Natuzzi* stores and *Natuzzi* 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 which affect the reported amounts of assets and liabilities as of any reporting date and the reported amounts of revenues and expenses during any reporting period. The Group's financial presentation could be materially different if

different estimates, judgments or assumptions were used. The following discussion addresses the estimates, judgments 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, judgment or assumption were used.

**Recoverability of Long-lived Assets** - The Group periodically reviews the carrying values of the long-lived assets held for use and the carrying values 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.

**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 creditworthiness of its customers and general economic conditions. Changes to assumptions relating to these estimates could affect actual results. Actual results may differ significantly from the Group's estimates if factors such as general economic conditions and the creditworthiness of its customers are different from the Group's assumptions.

**Revenue Recognition** - Under Italian GAAP, the Group recognizes sales revenue, and accrues associated costs, 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 sales terms such that ownership, and thus risk, is transferred to the customer when the customer takes possession of the goods. These sales terms are referred to as "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(c) to the Consolidated Financial Statements included in Item 18 of this annual report.

## **Results of Operations**

**Summary** - In 2007, the Group had net losses of €62.6 million, as compared to net income of €12.3 million in 2006, and reported a 13.7% decrease in net sales, from €735.4 million in 2006 to €634.4 million in 2007. In 2007 the Group sold 2,592,393 seats, down 14.1% as compared to 2006. In 2007, net sales of the Natuzzi branded products, which targets the high-end of the market,

decreased by 19.2% to €336.1 million from €416.2 million in 2006, with the number of Natuzzi-branded seat sold decreasing by 22.3% over 2006. Net sales of the medium/low-priced Italsofa furniture decreased by 6.8% in 2007, to €227.4 million from €244.0 million in 2006, with the number of Italsofa seats sold decreasing by 5.9%.

The Group's negative performance in 2007 was due primarily to the increasingly difficult macroeconomic environment, and the Euro's appreciation against the U.S. dollar. In addition, in December 2007 the Natuzzi-branded production and deliveries were negatively impacted by exceptional bad weather conditions at the Italian manufacturing sites as well as by a nation-wide strike of Italian transportation workers. As a result of the above, the Group reported a double-digit net sales decrease year over year, in particular in the medium-high segment manufactured in Italy.

Due to lower volume sales, unfavourable currency conversion of U.S. dollar revenues, higher raw material prices and the poor performance of the Group's retail network and South-American manufacturing plants, the Group reported disappointing operating losses in 2007, while still maintaining a sound net financial position.

Despite these challenges, in 2007 the Group continued to invest in the repositioning of the Natuzzi brand and the reorganization of its sales activities, as well as in the ongoing restructuring of its operations, with the aim of regaining its competitiveness and ensuring its long-term profitability.

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

	<b>Year Ended December 31,</b>		
	<b>2007</b>	<b>2006</b>	<b>2005</b>
Net sales.....	100.0%	100.0%	100.0%
Cost of sales .....	72.6	66.7	68.6
Gross profit.....	27.4	33.3	31.4
Selling expenses.....	27.4	25.3	27.2
General and administrative expenses .....	7.7	5.7	6.4
Operating income (loss) .....	(7.7)	2.3	(2.2)
Other income (expense), net .....	(0.4)	0.4	0.4
Income taxes .....	1.8	1.0	0.4
Net earnings (loss) .....	(9.9)	1.7	(2.2)

See Item 4, "Information on the Company — Markets", for tables setting forth the Group's net leather- and fabric-upholstered furniture sales and seats sold, which are broken down by geographic market, for the years ended December 31, 2005 through 2007.

### **2007 Compared to 2006**

**Net Sales** for 2007, including sales of leather- and fabric-upholstered furniture and other sales (principally sales of polyurethane foam and leather sold to third parties as well as of accessories), decreased 13.7% to €634.4 million, as compared to €735.4 million in 2006.

Net sales for 2007 of leather- and fabric-upholstered furniture decreased 14.6% to €563.5 million, as compared to €660.2 million in 2006. The 14.6% decrease was due to a 14.0% decrease in the number of seats sold, a 2.9% decrease stemming from the appreciation of the Euro against the U.S. dollar, partially offset by a 2.3% increase deriving from the change in the mix of products sold and product prices. Net sales of Natuzzi-branded furniture accounted for 59.6% of our total net sales in 2007, and net sales of Italsofa products accounted for 40.4% of our total net sales for 2007. Net sales for 2007 of Natuzzi-branded furniture decreased 19.2% in 2007, while net sales of Italsofa-branded furniture decreased 6.8%, in each case as compared to 2006.

Net sales for 2007 of leather upholstered furniture decreased 12.2% to €502.9 million, as compared to €573.1 million in 2006, and net sales for 2007 of fabric upholstered furniture decreased 30.5% to €60.6 million, as compared to €87.2 million in 2006.

In the Americas, net sales for 2007 of upholstered furniture decreased by 19.1% to €198.6 million, as compared to €245.4 million in 2006, and seats sold decreased by 13.8% to 1,176,584, as compared to 1,364,873 in 2006. Net sales of the lower-priced Italsofa-branded furniture decreased 14.7% compared to 2006, while net sales of the higher-priced Natuzzi-branded furniture decreased 22.0%. In Europe, net sales for 2007 of upholstered furniture decreased 12.9% to €319.4 million, as compared to €366.6 million in 2006, due to a 18.5% decrease in net sales of Natuzzi-branded furniture and to a 2.7% decrease in net sales of Italsofa-branded furniture. In the Rest of the World, net sales for 2007 of upholstered furniture decreased 5.8% to €45.5 million, as compared to €48.2 million in 2006, due to a 12.7% decrease in net sales of Natuzzi-branded furniture, which was partially offset by an 11.1% increase in net sales of Italsofa-branded furniture.

Net sales for 2007 of the Natuzzi-branded furniture decreased 19.2% to €336.1 million, as compared to €416.2 million in 2006, with the number of Natuzzi-branded seats sold decreasing by 22.3%. During 2007, net sales of the medium/low-priced Italsofa furniture decreased 6.8% to €227.4 million, as compared to €244.0 million in 2006, with the number of Italsofa seats sold decreasing by 5.9%.

Total net sales of *Divani & Divani by Natuzzi* and *Natuzzi Stores* decreased 17.0% in 2007 to €115.1 million, as compared to €138.7 million in 2006.

In 2007, total seats sold decreased 14.1% to 2,592,393 from 3,016,702 sold in 2006. Negative performance was recorded in the Americas (down 13.8% to 1,176,584 seats), in Europe (down 15.4% to 1,225,882 seats) and the Rest of the World (down 6.0% to 189,926 seats).

The following provides a more detailed country by country examination of the changes in volumes by brand in our principal markets:

- **Natuzzi Brand.** In terms of seats sold under the Natuzzi brand, the Group recorded negative results in the United States (-23.1%), Italy (-21.8%), Spain (-30.2%), France (-18.5%), Belgium (-24.9%), the United Kingdom (-37.9%), Germany (-25.3%) and Holland (-36.9%). Positive performances were reported in Canada (+5.5%), Korea (+35.8%) and Eire (+24.5%).
- **Italsofa Brand.** In terms of seats sold under the Italsofa brand, the Group recorded significant decrease in many countries, including the United States (-9.5%), Germany (-10.7%), France (-8.2%), the United Kingdom (-9.9%), Belgium (-7.9%), Canada (-12.5%), Sweden (-15.9%), Norway (-32.2%). Positive performances were reported in Spain (+16.7%), Holland (+6.5%), Italy (+6.3%) and Japan (+37.4%).

**Other Net Sales** (principally sales of polyurethane foam and leather sold to third parties, as well as of accessories) decreased 5.7% to €70.9 million, as compared to €75.2 in 2006.

**Cost of sales** in 2007 decreased in absolute terms by 6.1% to €460.6 million (representing 72.6% of net sales), from €490.5 million (or 66.7% of net sales) in 2006. The increase in cost of sales, as a percentage of net sales, was due to the appreciation of the Euro against the U.S. dollar, and to the increase, expressed in constant exchange rates, in the cost of leather and of other principal raw materials, such as polyurethane foam, polyester fibers and chemical.

**Gross Profit.** The Group's gross profit decreased 29.0% in 2007 to €173.8 million, as compared to €244.9 million in 2006 as a result of the factors described above.

**Selling Expenses** decreased 6.6% in 2007 to €173.9 million, as compared to € 186.2 million in 2006, and, as a percentage of net sales, increased from 25.3% in 2006 to 27.4% in 2007. This increase was mainly due to higher advertising and exhibition costs.

**General and Administrative Expenses.** The Group's general and administrative expenses increased in 2007 16.1% to €49.0 million, as compared to €42.2 million in 2006, and, as a percentage of net sales, increased from 5.74% in 2006 to 7.7% in 2007. The increase was primarily attributable to higher administrative salaries and depreciation costs.

**Operating Loss.** The Group had an operating loss for 2007 of €49.1 million, as compared to an operating income of €16.5 million in 2006, as a result of the factors described above.

**Other Income (expenses), net.** The Group registered other expenses, net, of €2.6 million in 2007 as compared to other income of €2.8 million in 2006. Net interest income, included in other income (expense), net, in 2007 was €1.7 million, as compared to €1.5 million in 2006. See Note 24 to the Consolidated Financial Statement included in Item 18 of this annual report.

The Group registered a €7.1 million foreign-exchange net loss in 2007 (included in other income (expense), net), as compared to a net gain of €0.8 million in 2006. The foreign exchange loss in 2007 reflected primarily the following factors:

- a net realized gain of €5.9 million in 2007 (compared to a gain of €0.7 million in 2006) on domestic currency swaps due to the difference between the forward rates of the domestic currency swaps and the spot rates at which the domestic currency swaps were closed (the Group uses the forward rate to hedge its price risks against unfavourable exchange rate variations);
- a net realized loss of €3.8 million in 2007 (compared to a loss of €8.2 million in 2006), from the difference between invoice exchange rates and collection/payment exchange rates;
- a net unrealized loss of €10.1 million in 2007 (compared to an unrealized gain of €2.8 million in 2006) on accounts receivable and payable;
- a net unrealized gain of €0.9 million in 2007 (compared to an unrealized gain of €5.5 million in 2006), from the mark-to-market of domestic currency swaps.

The Group also recorded other income, included in other income (expense), net, in 2007 of €2.8 million, compared to other income of €0.5 million reported in 2006. This income reflected the following factors:

- a €3.0 million contingent-liabilities provision for estimated losses related to some claims (including tax claims) and legal actions. In 2006, the provisions for contingent liabilities amounted to €5.8 million;
- other expenses of €2.3 million deriving from the write-off of fixed assets. No such expenses were registered in 2006;
- in 2007 the Group did not register any revenue from export incentive benefits, while in 2006 it registered revenue of €3.4 million. This incentive is measured on the basis of the export sales realized by the subsidiaries Italsofa Bahia Ltd and Minuano Nordeste S.A.;
- a refund of € 3.0 million obtained from the Italian tax authorities for income and other taxes not due related to prior years; in addition, the Italian tax authorities confirmed that a portion of the income tax of € 0.7 accrued in year 2006, was no longer due. In 2006 the Company did not record revenues for tax refund;
- an income of €1.5 million due to the write off of a provision for legal action accrued in 2006, which resulted from a settlement of the claim;
- €2.9 million as other income, net, that is the same amount it had registered in 2006.

Since 2003, the Group has not followed hedge accounting, and records all fair value changes of its domestic currency swaps in its income statement.

**Income Taxes.** In 2007 the Group realized a negative rate of 22.0% of the loss before taxes and minority interest, compared to a Group's effective income tax rate of 36.7% reported in 2006.

The 2007 Group's effective income tax rate was negatively affected by the considerable increase in deferred tax assets valuation allowance. In fact, in 2007 most of the Italian and foreign subsidiaries realized significant pre-tax losses and were in a cumulative loss position, so management did not consider it more likely than not that the deferred tax asset of those companies will be realized in the scheduled reversal periods (see Note 14 to the Consolidated Financial Statements in Item 18 of this annual report). In addition, for the Group's Italian companies the negative tax rate was due to 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 to 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 pre-tax loss, it could be subject to this regional tax. In 2007, most Italian companies within the Natuzzi Group reported losses but had to pay "Irap" tax.

Some of the Group's foreign subsidiaries (Italsofa Shanghai Ltd, Softaly Shanghai Ltd, Italsofa Bahia Ltd, Minuano Nordeste S.A. and Italsofa Romania) are entitled to significant tax benefits, such as corporate income tax exemptions or reductions in statutory corporate income tax rates, the most significant of which will expire in 2012. As a consequence, some of those foreign subsidiaries reported a lower effective tax rate than the Group's Italian subsidiaries. See "Item 4. "Information on the Company—Incentive Programs and Tax Benefits."

**Net Loss.** The Group reported a net loss of €62.6 million in 2007, as compared to net earnings of €12.3 million in 2006. On a per-Ordinary Share, or per-ADS basis, the Group had net losses of €1.14 in 2007, as compared to a net earnings of €0.23 in 2006.

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 U.S. GAAP, for the years ended December 31, 2007, 2006 and 2005, the Group would have had net losses of €60.0 million, net earnings of €14.5 million, net losses of €6.9 million, respectively, compared to net losses of €62.6 million, net earnings of €12.3 million, net losses of €14.6 million, respectively, under Italian GAAP for the same periods.

**2006 Compared to 2005** - Net sales for 2006, including sales of leather- and fabric-upholstered furniture and other sales (principally sales of polyurethane foam and leather sold to third parties as well as of accessories), increased 9.8% to €735.4 million, as compared to €669.9 million in 2005.

**Net sales** for 2006 of leather- and fabric-upholstered furniture increased 11.0% to €660.2 million, as compared to €594.8 million in 2005. The 11.0% increase was due to a 7.3% increase in seats sold, and to a 4.2% change in the mix of products sold and product prices, partially off-set by a 0.5% decrease stemming from the appreciation of the Euro against the U.S. dollar. Net sales of Natuzzi-branded furniture accounted for 63.0% of our total net sales in 2006, and net sales of Italsofa products accounted for 37.0% of our total net sales for 2006. Net sales for 2006 of Natuzzi-branded furniture increased 5.4% in 2006, while net sales of Italsofa-branded furniture increased 22.1%, in each case as compared to 2005.

Net sales for 2006 of leather upholstered furniture increased 14.9% to €573.1 million, as compared to €498.9 million in 2005, and net sales for 2006 of fabric upholstered furniture decreased 9.1% to €87.2 million, as compared to €95.9 million in 2005.

In the Americas, net sales for 2006 of upholstered furniture increased slightly by 1.5% to €245.4 million, as compared to €241.7 million in 2005, and seats sold decreased slightly by 1.5% to 1,364,873, as compared to 1,386,329 in 2005. Net sales of the lower-priced Italsofa-branded furniture increased 9.6% compared to 2005, while net sales of the higher-priced Natuzzi-branded furniture decreased 3.3%. In Europe, net sales for 2006 of upholstered furniture increased 17.0% to €366.6 million, as compared to €313.2 million in 2005, due to a 9.3% increase in net sales of Natuzzi-branded furniture and 34.0% growth in net sales of Italsofa-branded furniture. In the Rest of the World, net sales for 2006 of upholstered furniture increased 21.1% to €48.3 million, as compared to €39.9 million in 2005, due to an increase in net sales of Natuzzi-branded furniture by 21.6%, and an increase in net sales of Italsofa-branded furniture by 19.3%.

Net sales for 2006 of Natuzzi-branded furniture increased 5.4% to €416.2 million, as compared to €394.9 million in 2005. During the same period, net sales of the lower-priced Italsofa furniture increased 22.1% to €244.1 million, as compared to €199.9 million in 2005. 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 believes that the impact on our sales mix resulting 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 increased penetration of the Natuzzi brand in the medium/high end of the upholstery market as a result of recently 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* and *Natuzzi Stores* increased 21.8% in 2006 to €138.7 million, as compared to €113.9 million in 2005.

In 2006, total seats sold increased 7.3% to 3,016,702 from 2,811,739 sold in 2005. Negative performance was recorded only in the Americas (down 1.5% to 1,364,872 seats) while positive results were achieved in the Rest of the World (up 24.4% to 202,133 seats) and in Europe (up 14.8% to 1,449,697 seats).

In 2006 seats sold of the medium/low -priced Italsofa brand increased 11.0% while seats sold of the medium/high -priced Natuzzi brand increased 3.8%. The following provides a more detailed country by country examination of the changes in volumes by brand in our principal markets.

In terms of seats sold under the Natuzzi brand, the Group recorded negative results in the United States (-4.7%), the United Kingdom (-31.6%), Holland (-7.5%), Portugal (-14.2%), and Japan (-12.3%). Positive performances were reported in Italy (+11.6%), Canada (+11.8%), Spain (+16.8%), Belgium (+15.0%), France (+29.8%), Germany (+29.7%), Australia (+22.4%), Denmark (+104.0%) and Switzerland (+9.1%).

In terms of seats sold under the Italsofa brand, the Group recorded significant growth in many countries, including Germany (+16.5%), France (+33.2%), the United Kingdom (+4.7%), Belgium (+56.1%), Canada (+20.6%), Spain (+52.5%), Sweden (+2.0%), Holland (+55.8%) and Italy (+81.3%). Negative performances were reported in the United States (-3.6%), Norway (-18.9%) and Australia (-19.8%).

Other net sales (principally sales of polyurethane foam and leather sold to third parties, as well as of accessories) amounted to €75.1 million in 2006, the same as in 2005.

**Cost of sales** increased by 6.8% to €490.5 million or 66.7% of net sales in 2006, from €459.4 million, or 68.6% of net sales in 2005. The improvement in cost of sales, as a percentage of net sales, was due to a decrease in the cost of leather as well as to the lower impact of fixed costs resulting from the increase in net sales.

**Gross Profit.** The Group’s gross profit increased 16.4% in 2006 to €244.9 million, as compared to €210.5 million in 2005, as a result of the factors described above.

**Selling expenses** for 2006 increased 2.2% to €186.2 million, as compared to € 182.2 million in 2005, and, as a percentage of net sales, decreased from 27.2% in 2005 to 25.3% in 2006. This increase was due to higher amortization costs of goodwill and higher payroll costs, deriving from the acquisition of *Natuzzi stores* in Italy, and to higher warranty expenses for the repair or replacement of products during the 2006. The increase in selling expenses was partially offset by a marked decrease in exhibition costs realized as a result of a cost saving program.

**General and Administrative Expenses** for 2006 decreased 1.8% to €42.2 million, as compared to €43.0 million in 2005, and, as a percentage of net sales, decreased from 6.4% in 2005 to 5.7% in 2006.

**Operating Income.** The Group had an operating income for 2006 of €16.5 million, as compared to an operating loss of €14.7 million in 2005, as a result of the factors described above.



**Other income (expense), net** decreased slightly to €2.8 million in 2006 from other expense, net of €3.0 million in 2005. Net interest income (expense), included in other income (expense), net, in 2006 was €1.5 million, as compared to €0.1 million in 2005.

Foreign exchange gains (losses), net, included in other income (expense), net, were € 0.8 million in 2006, as compared to a net loss of €1.6 million in 2005. The foreign exchange gains in 2006 were mainly due to the following:

- A net realized gain of €0.7 million in 2006 (compared to a loss of €4.3 million in 2005) on domestic currency swaps due to the difference between the forward rates of the domestic currency swaps and the spot rates at which the domestic currency swaps were closed (the Group uses the forward rate to hedge its price risks against unfavourable exchange rate variations);
- A net realized loss of €8.2 million in 2006 (compared to a gain of €5.4 million in 2005), from the difference between invoice exchange rates and collection/payment exchange rates;
- A net unrealized gain of €2.8 million in 2006 (compared to an unrealized gain of €2.1 million in 2005) on accounts receivable and payable;
- A net unrealized gain of €5.5 million in 2006 (compared to an unrealized loss of €4.8 million in 2005), from the mark-to-market of domestic currency swaps.

The Group also recorded other income, included in other income (expense), net, in 2006 of €0.5 million compared to other income of €4.5 million reported in 2005. The aforesaid results were mainly due to the following:

- Revenue from capital grants, which amounted to €4.4 million in 2005 and nil in 2006. 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, was related to depreciation of property, plant and equipment recorded in the consolidated statements of earnings in years prior to 2005. For this reason, the amount of €4.4 million was classified under the caption “other income (expense), net”.
- In 2006 the Group has charged to other income (expense), net the amount of €5.8 million for the estimated probable liabilities related to some claims (including tax claims) and legal actions. In 2005 the provisions for contingent liabilities were €0.6 million.
- Other expenses deriving from the write-off of fixed assets, which decreased from €2.8 million in 2005 to nil in 2006.
- Revenue for export incentive benefits, which increased to €3.4 million from €2.1 million reported in 2005. This incentive is measured on the basis of the export sales realized by the subsidiaries Italsofa Bahia Ltd and Minuano Nordeste S.A.
- A payment of €1.1 million received in 2006 from the landlord of a store for the termination of the related lease contract before the term specified in the lease agreement. In 2005 the Group recorded an expense of €0.6 million as a provision established for the penalties that the Group expected to pay to landlords of several stores located in England for the early termination of the related operating leases.

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

**Income Taxes.** The Group's effective income tax rate for 2006 was 36.7% of earnings before taxes and minority interest, compared to a negative rate of 26.5% of the loss before taxes and minority interest in 2005.

The Group's Italian companies recorded a negative effective tax rate of 35.4% (versus a 34.9% negative rate in 2005), and the Group's foreign companies together recorded an effective tax rate of 17.2% (versus 9.4% in 2005). For Italian 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 to 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 pre-tax loss, it is subject to this regional tax. In 2006, most Italian companies within the Natuzzi Group 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 in statutory 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.

**Net Earnings.** The Group reported net earnings of €12.3 million in 2006, as compared to a net loss of €14.6 million in 2005. On a per-Ordinary Share, or per-ADS basis, the Group had net earnings of €0.23 in 2006, as compared to a net loss of €0.27 in 2005.

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 U.S. GAAP, for the years ended December 31, 2006, 2005 and 2004, the Group would have had net earnings of €14.5 million, net losses of €6.9 million and net earnings €18.8 million, respectively, compared to net earnings of €12.3 million, net losses of €14.6 million and net earnings of €18.4 million, respectively, under Italian GAAP for the same periods.

## Liquidity and Capital Resources

The Group's cash and cash equivalents were at €87.5 million at December 31, 2007, as compared to €128.1 million at December 31, 2006. The most significant changes in the Group's cash flows between 2007 and 2006 are described below.

Cash flows used in operating activities were €15.4 million in 2007, as compared to cash flows provided by operations of €62.2 million in 2006. This decrease of €77.6 million from 2006 to 2007 resulted principally from the Group's net loss of €62.6 million in 2007, as compared to a net earnings of €12.3 million in 2006. In 2007 cash flow from operations were also affected by the negative impact of inventories, compared to a considerable positive impact in 2006, partially off-set by positive impact generated by accounts payable.

Cash flows used in investment activities in 2007 increased €8.4 million to €26.1 million. The 2007 increase in cash used in investment activities was due to higher capital expenditures. Capital expenditures were €26.5 million and €19.1 million in 2007 and 2006, respectively. In both 2007 and 2006, capital expenditures related primarily to the opening of new Natuzzi stores and galleries as well as improvements at existing manufacturing facilities in order to increase productivity and production

capacity, which included the purchase of equipment. In 2007 the Group continued to invest in order to set up a new Enterprise Resource Planning (“ERP”) system denominated “SAP” for its domestic and foreign companies. See “Item 3. Key Information – Risk Factors – Introduction of a new integrated management system.”

Cash provided by financing activities in 2007 totalled €3.5 million, as compared to €5.2 million of cash used by financing activities in the previous year. The 2007 cash provided by financing activities was positively affected by the increase in short term borrowings and by the lower repayment of long-term debt.

As of December 31, 2007, the Group had available lines of credit for cash disbursement totalling €47.4 million, 16.0% of which were used. The unused portion of these lines of credit amounted to approximately €39.8 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, 2007 and 2006 (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 uses of funds are expected to be the payment of operating expenses, working capital requirements, capital expenditures and restructuring of operations.

### **Contractual Obligations and Commitments**

The following tables set forth the contractual obligations and commercial commitments of the Group as of December 31, 2007:

<b>Contractual Obligations</b>	<b>Payments Due by Period</b> (in thousands of euros)				
	<b>Total</b>	<b>Less than 1 year</b>	<b>1-3 years</b>	<b>4-5 years</b>	<b>After 5 years</b>
Long-Term Debt <sup>(1)</sup>	2,433	317	672	553	891
Interest due on Long Term Debt <sup>(2)</sup>	281	75	97	61	48
Operating Leases <sup>(3)</sup>	72,525	13,114	21,878	17,172	20,361
<b>Total Contractual Cash Obligations</b>	<b>75,239</b>	<b>13,506</b>	<b>22,647</b>	<b>17,786</b>	<b>21,300</b>

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

<sup>(2)</sup> Interest due on long-term debt has been calculated using fixed rates contractually agreed with lenders

<sup>(3)</sup> The leases relate to the leasing of manufacturing facilities and stores by several of the Group’s companies.

Under Italian law the Company and its Italian subsidiaries are required to pay a termination indemnity to its employees when they cease their employment with the Company or the relevant subsidiary. Likewise, the Company and its Italian subsidiaries are required to pay an indemnity to their sales agents upon termination of the sales agent’s agreement. As of December 31, 2007, the Group had accrued an aggregate employee termination indemnity of €33.3 million. In addition, the Company as of December 31, 2007, had accrued a provision for contingent liabilities of €9.3 million

and a sales agent termination indemnity of €1.5 million. See the Consolidated Balance Sheets, and Notes 3(n) and 17, of the Consolidated Financial Statements included in Item 18 of this Annual Report. These amounts are not reflected in the table above since it is not possible to determine when the amounts that have been accrued will become payable.

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

<sup>(1)</sup> 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 Economic Development provides the Company with the final disbursement of the capital grants already provided. See “Item 4 – Information on the Company – Incentive Programs and Tax benefits.”

The Group is also involved in a number of claims (including tax claims) and legal actions arising in the ordinary course of business. As of December 31, 2007, the Group had accrued provisions relating to these contingent liabilities in the amount of €9.3 million. (see Item 8: Financial Information—Legal and Governmental Proceedings and Note 17 to the Consolidated Financial Statements included in Item 18 of this Annual Report).

### Related Party Transactions

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

### Product & Retail Development

The Product & Retail Development department has set up, following a strategic analysis, a Center for Retail Competence whose main objectives are, on a world wide basis, the following:

- to draw the retail business model for the Group,
- to design an auditing and control system for the Group's retail business model under the supervision of top management,
- to define the consumer segments to be targeted,
- to define a product mix more consistent with targeted consumers and market,
- to define store concept consistent with the Natuzzi brand's high-end positioning,
- to define store formats (size, location, aesthetic and commercial features),
- to define development plans and network re-positioning, and
- to define the correct communication tools and training.

The expansion of products that the Group offers for the high-end segment has required an adjustment to the lay-out of the products at the points of sale. The Natuzzi product offer is increasingly oriented towards the concept of total living. Therefore, the mono-brand Natuzzi points of sales have been recently refurbished in order to re-create a complete living room environment, including the use of interior decorations.

Innovation remains a strategic activity for the Group. Product and Retail Developments efforts in 2007 have continued to focus on the design of new products, particularly the study of more appropriate furniture coverings, and on improvement to the manufacturing process, with the goal of anticipating the preferences of our target consumers. See “Item 4, “Information on the Company—Products” and “Item 4, “Information on the Company—Manufacturing.”

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 its low environmental impact. The ISO 14001 certification applies also to Natuzzi’s tannery subsidiary, Natco S.p.A. The plant of Laterza and the Santeramo headquarters have received a further ISO 9001 certification for the design and production of furnishing and accessories.

In 2007, the Group invested approximately €10.1 million in research and development activities, compared to €9.4 million in 2006. More than 150 highly-qualified people work in these activities, and more than 100 new sofa models are generally introduced each year. The Group conducts its research and development efforts in its headquarters in Santeramo in Colle (Bari), Italy.

### **Trend Information and Guidance**

During the first three months of 2008, the Group reported a 12.4% increase in net sales, to €172.8 million, and a 15.9% increase in seats sold, as compared to the same period of last year. These increases resulted primarily from sales of the backlog accumulated at the beginning of the year. Operating results, during the same period, were, however, disappointing. The negative performance was due to the strong price competition especially in the U.S. market, where the furniture industry is still struggling to come out of one of the worst slowdowns of the last decades, and the sharp devaluation of the U.S. Dollar against the currencies of the countries where the Group manufactures the products it exports to the United States. In light of these challenges, the Group announced in March 2008 price increases across both the Natuzzi and Italsofa brands, that the Group believes should produce results in the second half of the year, with the goal of enabling the Group to recover margins.

Operating results were further burdened by the unsatisfactory performance of the Group’s Brazilian manufacturing plants, whose competitiveness has not only been adversely affected by the above mentioned devaluation of the U.S. dollar against local currency, the Brazilian Real, but also by the low productivity of the plants.

The Group’s management is considering and planning measures to further control the cost structure, including a temporary work force reduction at the Group’s Italian locations that matches its seat order flow in Italy, which, for the first five months of 2008, was more than 10% lower than the same period of 2007. Furthermore, the Group recently announced a temporary work force reduction of about 570 people at its Brazilian plants that the Group hopes to call back in the next few months, should the order flow regarding the Brazilian plants recover. The Group is also continuing to reorganize its manufacturing assets, both in Italy and abroad, to regain efficiency in the remaining part of 2008.

The Group is focusing its attention on the development of foreign markets, such as Eastern Europe, the Middle East, China and India, where it has recently been achieving significant results both in terms of sales and order flow. The Group plans to continue to invest in the Natuzzi brand awareness worldwide and closely monitor the profitability of its retail activities, so as to close non-performing units.

All the above mentioned initiatives are part of a business plan that is still subject to a critical review by the Group's top management regarding the overall scenario on which it is based. Top management of the Group believes that this business plan, once implemented, will enable the Group to regain competitiveness and profitability in the medium term. However, in light of the uncertain assumptions on which this plan would be based, including overall economic conditions and currency exchange rate fluctuations, we can offer no assurance that these objectives will be achieved. See "Item 3. Key Information – Forward looking statement".

### **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 have been required, since 2005, to adopt International Financial Reporting Standards ("IFRS"), formerly known as IAS, in the preparation of their 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** – There are no recently issued accounting standards under Italian GAAP that have not been adopted by the Group.

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

#### **SFAS No. 141R and SFAS No. 160:**

In December 2007, the FASB issued FASB Statement No. 141R, *Business Combinations* (Statement 141R) and FASB Statement No. 160, *Noncontrolling Interest in Consolidated Financial Statements – an amendment to ARB No. 51* (Statement 160). Statement 141R and 160 require most identifiable assets, liabilities, noncontrolling interest, and goodwill acquired in a business combination to be recorded at "full fair value" and require noncontrolling interest (previously referred to as minority interest) to be reported as a component of equity, which changes the accounting for transactions with noncontrolling interest holders. Both Statements are effective for periods beginning on or after December 15, 2008, and earlier adoption is prohibited. Statement 141R will be applied to business combinations occurring after the effective date. Statement 160 will be applied prospectively to all noncontrolling interests, including any that arose before the effective date. The Company is currently evaluating the impact of adopting Statement 141R and Statement 160 on its results of operations and financial position.

#### **SFAS No. 157:**

In September 2006, the FASB issued FASB Statement No. 157, *Fair Value Measurement* (Statement 157). SFAS 157 defines fair value, established a framework for the measurement of fair value, and enhances disclosures about fair value measurements. The Statement does not require any new fair value measures. The Statement is effective for fair value measures already required or permitted by other standards for fiscal years beginning after November 15, 2007. The Company is

required to adopt Statement 157 beginning on January 1, 2008. Statement 157 is required to be applied prospectively, except for certain financial instruments. Any transition adjustment will be recognized as an adjustment to opening retained earnings in the year of adoption. The Company does not expect a material impact from the adoption of Statement 157 on its results of operations and financial position.

**SFAS No. 159:**

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities – including an amendment of FASB Statement No. 115* (Statement 159). Statement 159 gives the Company the irrevocable option to carry most financial assets and liabilities at fair value that are not currently required to be measured at fair value. If the fair value option is elected, changes in fair value would be recorded in earnings at each subsequent reporting date. SFAS 159 is effective for the Company's 2008 fiscal year. The Company has evaluated the impact of the adoption of this statement and has determined that the adoption of SFAS No. 159 is not applicable.

**SFAS No. 161:**

In March 2008, the FASB issued Statement of Financial Accounting Standards No. 161, *Accounting for Derivative Instruments and Hedging Activities* (SFAS No. 161), which amends FASB Statement No. 133. SFAS No. 161 requires companies with derivative instruments to disclose information about how and why a company uses derivative instruments, how derivative instruments and related hedged items are accounted for under FASB Statement No. 133, and how derivative instruments and related hedged items affect a company's financial position, financial performance, and cash flows. The required disclosures include the fair value of derivative instruments and their gains or losses in tabular format, information about credit-risk-related contingent features in derivative agreements, counterparty credit risk, and the company's strategies and objectives for using derivative instruments. The Statement expands the current disclosure framework in FASB Statement No. 133. SFAS No. 161 is effective prospectively for periods beginning on or after November 15, 2008. The Company is evaluating the impact of adopting SFAS No. 161 on its consolidated financial statements.

**EITF 06-4:**

In September 2006, the FASB's Emerging Issues Task Force reached a consensus of *Issue No. 06-4, Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split-Dollar Life Insurance Arrangements* (EITF 06-4). EITF 06-4 provides guidance on the accounting for arrangements in which an employer owns and controls the insurance policy and has agreed to share a portion of the cash surrender value and/or death benefits with the employee. This guidance requires an employer to record a postretirement benefit, in accordance with FASB Statement No. 106, *"Employers' Accounting for Postretirement Benefit Other Than Pensions"* or APB Opinion No. 12, *"Omnibus Opinion-1967"*, if there is an agreement by the employer to share a portion of the proceeds of a life insurance policy with the employee during the postretirement period. This guidance is effective for reporting periods beginning after December 15, 2007. The adoption of EITF 06-4 will not have an impact on the Company's consolidated financial statements.

**EITF 04-13:**

In September 2005, the Emerging Issues Task Force (EITF) issued EITF Issues No. 04-13 *Accounting for Purchases and Sales of Inventory with the Same Counterparty* (EITF 04-13). EITF 04-13 provides guidance as to when purchases and sales of inventory with the same counterparty should be accounted for as a single exchange transaction. EITF 04-13 also provides guidance as to when a nonmonetary exchange of inventory should be accounted for at fair value. EITF 04-13 will be applied to new arrangements entered into, and modifications or renewals of existing arrangements occurring

after January 1, 2007. The application of EITF 04-13 did not have an impact on the Company's consolidated financial statements.

## Item 6. Directors, Senior Management and Employees

The directors and executive officers of the Company at May 31, 2008 were as follows:

<b>Name</b>	<b>Age</b>	<b>Position with the Company</b>
Pasquale Natuzzi *	68	Chairman of the Board of Directors and Chief Executive Officer
Giuseppe Desantis * (1)	45	Vice Chairman of the Board of Directors and Worldwide Operations General Manager
Giuseppe Russo Corvace *	58	Member of the Board of Directors and Managing Director for Accounting and Finance
Armando Branchini *	63	Outside Director
Stelio Campanale *	46	Outside Director
Ernesto Greco *	57	Outside Director
Maurizia Iachino Leto di Priolo *	59	Outside Director
Salvatore Gaipa	55	Chief Financial Officer
Annunziata Natuzzi	44	Chief Executive Officer of Natco S.p.A. and Product & Retail Development General Manager ( <i>ad interim</i> )
Francesco Basile (1)	39	Human Resources & Organization Corporate Director
Cary Benson	48	President and Chief Executive Officer of Natuzzi Americas Inc.
Massimiliano Caforio	39	Natuzzi Legal Director
Angelo Colacicco	39	Information Systems Director
Vito Tiziano Damiani	44	Internal Audit Director
Gaetano De Cataldo (1)	44	Executive Vice President of Finance and Operations of Natuzzi Americas, Inc.
Nicola Dell'Edera (1)	46	Finance Director
José Manuel Gulias Roo	50	Spain and Portugal Country Manager
Thomas Hagerup	40	Nordic Region Country Manager
Oliver Heil	41	Commercial Director of the Asia & Pacific Region
Cesare Laberinti	75	Chairman and Managing Director of IMPE S.p.A
Jan Mentens	41	Benelux Country Manager
Giovanni Mercadante	51	Accounting Director
Ottavio Milano (1)	42	Control Director
Marcelo Miraglia	54	Chairman and Managing Director of Minuano Nordeste S.A and Italsofa Bahia Ltd
Nick Moore	46	Managing Director of Natuzzi United Kingdom Ltd
Stefano Rezzin	43	Austria and Switzerland Country Manager
Bodo Rupp	49	Germany Country Manager
Stefano Sette (1)	39	Executive Vice President Sales Worldwide, Regional Manager East Europe, Middle East and India ( <i>ad interim</i> ) and Chairman of Nacon S.p.A.
Francesco Stasolla (1)	42	Chairman and Managing Director of Italsofa Romania S.r.l.
Richard Tan	48	Chairman and Managing Director of Italsofa (Shanghai) Ltd and Softaly (Shanghai) Ltd



\* The above mentioned Members of the Board of Directors were elected at the Company's Annual Ordinary Shareholders' Meeting held on May 3, 2007. Their term will conclude at the next Ordinary Shareholders' Meeting, which will be held on July 2, 2008 (on first call), and, if necessary, on July 3, 2008 (on second call), in order to consider and vote upon the appointment of the new members of the Board of Directors and determination of their compensation.

(1) These directors and officers have received ordinary shares pursuant to the Company's incentive plan. In the aggregate those shares amount to less than 1% of the Company's outstanding share capital.

Pasquale Natuzzi, currently Chief Executive Officer and Chairman of the Board of Directors, founded the Company in 1959. 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.

Giuseppe Desantis is Vice Chairman of the Board of Directors and Worldwide Operations General Manager. He became Vice Chairman of the Company in 1991. From 1988 to 1991, he was Assistant to Mr. Natuzzi, and from 1991 to 2006 he was General Manager of the Company. In 1987, he managed the Company's Pricing and Costs department. From 1984, when he joined the Company, to 1986 he worked in the Company's accounting department.

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, which serves the Company and other major domestic and multinational companies. He has also served as a consultant to non-profit organizations. Mr. Corvace serves as a member of the Board of Auditors of a number of other Italian companies. The Board has delegated him the task of supervising 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.

Ernesto Greco is an Outside Director of the Company. He was the Chief Executive Officer of the Group from June 2006 to September 2007. Mr. Greco holds a degree in Mechanical Engineering and a Master in Business Administration from CUOA (*Centro Universitario di Organizzazione Aziendale*), 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. Mr. Greco is currently Chief Financial Officer of Salvatore Ferragamo Italia S.p.A.

Maurizia Iachino Leto di Priolo is an Outside Director of the Company. She has gained expertise in the executive search field as a Partner at Spencer Stuart Italy, an executive search consulting firm. Since 2001 she has been advising quoted and private companies on corporate governance. Since 2007 she has been leading the Governance Practice at Key2people. Ms. Iachino was

President of Save the Children Italy from 2001 to 2007, she is board member in several non-profit organizations, and is a member of the scientific committee of Ned Community, the Italian Community of Non Executive Directors.

Salvatore Gaipa has been the Chief Financial Officer of the Group since March 22, 2008. He is responsible for Finance, Accounting, Management Control, Legal and IT department. Mr. Gaipa, has gained considerable expertise in accounting and finance having worked in multinational contexts such as “Snamprogetti – ENI Group” (until 1988) and “Panasonic Italia” (until 2005) where he served as CFO with supervising responsibilities in the fields of human resources, information technology and internal control, among others. Subsequently, he worked as a business consultant.

Annunziata Natuzzi is the Chief Executive Officer of Natco S.p.A. and the Group’s Product & Retail Development General Manager (*ad interim*). 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 Group’s Italian Sales Department and in the International Sales Administration Department. She has worked in the Group’s human resources Department from 1990 to 2007.

Francesco Basile is Human Resources and Organization Director. He joined the Company in 1997 as Recruiting and Training Manager. Previously he worked in SIEMENS Nixdorf Information system AG Group as HR manager and was in charge of trade union relations.

Cary Benson has been the President and Chief Executive Officer of Natuzzi Americas since November 29, 2007. Beginning in 1997 he served as President and Chief Marketing Officer at American Leather with responsibility for sales, marketing and merchandising. As an equity partner, he left the company in 2006, when a buyout of American Leather took place. Prior to that, Mr. Benson was President and CEO of Elmo American Leather from 1994 to 1997, and held several sales and marketing positions with Steelcase from 1982 to 1994. He has a degree in advertising from Michigan State University.

Massimiliano Caforio is the Legal Director of the Group. Mr. Caforio holds a degree in Law from University of Perugia (Italy) and a Master’s degree in Law from University of Alicante (Spain). He is an Attorney at Law. He developed his career as a Lecturer in Commercial and Intellectual Property Law at the University of Perugia and in private practice as an attorney with international law firms such as Luis Barcala Sierra Law Firm (Spain) and Bugnion Patent and Trademark Office (Italy), before joining the Versace Group for 7 years as its Group Legal Officer.

Angelo Colacicco is the Information Systems Director. He joined the Company in May 1996.

Vito Tiziano Damiani became Internal Audit Director of the Group in 2006. Mr. Damiani holds a degree in Economics and a Masters in Business Administration. He is a Chartered Accountant and CIA (Certified Internal Auditor). Previously he was an external auditor for several years and acted in the capacity of Internal Audit Manager and other positions in Montedison Group, a large international conglomerate.

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 the Company's 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 the Spain and Portugal Country Manager since June 2004, when he joined the Group. Previously, Mr. Gulias Roo worked for HL-Display, a world-leading supplier in the retail industry.

Thomas Hagerup is Nordic Region Country Manager (*ad interim*). He joined Natuzzi in June 2004 as marketing manager, took on responsibility for sales in January 2006, and has been Country Manager since July 2006. Prior to joining Natuzzi, he worked for seven years at Inter IKEA Systems, franchisor of the IKEA Concept, as Business Support Manager, supporting franchisees in developing their businesses and planning new IKEA stores around the world. Prior to holding that post, he worked within IKEA's marketing department and at the marketing department of Magasin du Nord, the leading Danish department store chain.

Oliver Heil joined the Group in October 2006 as Commercial Director of the Asia-Pacific Region in order to set up the regional headquarters in Shanghai, China. He has nearly nine years of experience working in China. Before joining Natuzzi, Mr. Heil worked approximately three years as Vice President of Swatch Group China, responsible for RADO China, a subsidiary of the Swatch Group, the biggest watch conglomerate in the world. He has also held the position of Managing Director of Metro Cash&Carry China. He began his career at L'Oreal Germany in a variety of marketing and sales positions.

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

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 Director. He joined the Company in May 1992.

Marcelo Miraglia, is the Chairman and Managing Director of Minuano Nordeste S.A. and Italsofa Bahia Ltd. He joined the Group in November of 2006. He graduated with a degree in Mechanical and Production Engineering from the Faculdade de Engenharia Industrial in São Paulo, Brazil. He also has a specialization in Business and Financial Strategies and most recently received an MBA while working at AMBEV. Mr. Miraglia developed his career by working in various multinational organizations, such as Philips do Brasil, Philips Netherlands, and Brahma - AMBEV. Before he joined the Natuzzi Group, Mr. Miraglia was the Industrial Director of Metalfrio Solutions, a market leader in commercial refrigeration in South America.

Nick Moore joined the Group in January 2006 as Managing Director for Natuzzi United Kingdom Ltd. Mr. Moore 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.

Stefano Rezzin is the Austria and Switzerland Country Manager. He previously served as Commercial and Brand Marketing Director of Casa Design at the Presotto Group.

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

Stefano Sette is Vice President of Sales Worldwide, Regional Manager for Eastern Europe, the Middle East and India (ad interim) and Chairman of Nacon S.p.A.. He joined Natuzzi in 1990, starting in the Sales Administration and Accounting Department.

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 worked in the upholstery business for 17 years. In November 2000, he began cooperation with Natuzzi Asia Ltd to start-up its Chinese production operations. He was appointed as Chairman of Italsofa (Shanghai) Limited in October 2002.

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

**Ordinary Shareholders Meeting** - The next ordinary shareholder's meeting is scheduled to take place at the Company's executive offices at Santeramo in Colle (BA), Italy, Via Iazzitiello, no. 47, at 11:30 a.m. (Central European Time) on July 2, 2008 (on first call), and if necessary, at the same location and time on July 3, 2008 (on second call). The sole item on the agenda for this meeting is the appointment of the new Board of Directors and the determination of the director's compensation.

ADS holders of record at the close of business on June 16, 2008 are entitled to instruct the Depositary, in accordance with instructions to be given by the Depositary, and in accordance with Italian law and the Company's Article of Association, to vote or cause to be voted the amount of Ordinary Shares of the Company represented by their ADSs at the ordinary shareholder meeting referred to above. ADS holders of record at the close of business on June 16, 2008 may also attend the ordinary shareholder's meeting (without the right to vote or speak) following a written request to the Depositary made in accordance with the instructions given by the Depositary.

Mr. Pasquale Natuzzi, the controlling shareholder, has informed the Company that he intends to nominate himself and each of the following individuals to the Board:

**Antonisa Perrone** (38), the wife of Pasquale Natuzzi since 1997, has been involved in the main areas of the Company's management, such as the definition of the strategy, retail distribution, marketing and brand development, foreign operations. Since 1998 she has been the Sole Director of a company, within the food industry, entirely controlled by the Natuzzi family. From 1994, when she joined the Company, to 1997 she worked in the Company's Retail Development department, dealing, primarily, with marketing and communication for the Italian market.

**Aldo Uva** (46), joined the Group on June 4, 2008. He was formerly Global Vice President Beverages at *Nestlè*, based at the multinational's Headquarters in Switzerland, where he was in charge of the strategic reorganization and implementation plan of the *Nestlè* beverages business for the food service channel. Before joining *Nestlè*, he developed remarkable experiences in Italian and U.S. multinational Companies such as *Sara Lee Corporation*, *Parmalat* and *Indesit Company*, where he held executive positions in East and West Europe, North America, Latin America and the Far East. The

controlling shareholder intends to nominate Mr. Aldo Uva as Chief Executive Officer of the Natuzzi Group.

**Maurizia Iachino Leto di Priolo** (59) currently serves as an Independent Director of the Board. For biographical information on Ms. Iachino see “—Directors, Management and employees”

**Annamaria Natuzzi** (43) is the daughter of Mr. Pasquale Natuzzi and Company's shareholder, owning 2.6% of its share capital. She is currently involved in the definition of the Company's strategic guidelines. She joined the Company in 1980 at the age of 15 and started to work within the Production Department (until 1985) and, afterwards, within the Sales department (until 1995), focusing in particular on the Italian and, later, European markets. She gained extensive experience within the Research & Development department until 2004.

**Giuseppe Antonio D'Angelo** (43), currently Senior Vice President, President EMEA, and Latin America Regions at *General Mills* (where he is also member of Corporate Operating Committee). Before joining *General Mills* in 2000, he gained relevant international experience in sales and marketing departments within multinational companies, such as *The Pillsbury Co. International* (from 1997 to 2000), *S.C. Johnson & Son, Inc.* (from 1991 to 1997) and *Procter & Gamble* (from 1989 to 1991). He holds a B.A. in Economics from L.U.I.S.S., Italy, and successfully attended the Advance Management Program (AMP), at Harvard University in 2004. He would serve in the Board as an Independent Director.

**Francesco Giannaccari** (43) is currently CEO of *Tom Ford Europe and International Franchisees*. He is also the CEO of *Pelletteria Artigiana*, the company that produces the leather accessories for the Tom Ford Brand. He joined *Pelletteria Artigiana* in September 2007. Prior to this role he was Head of the International Operations at *Abercrombie & Fitch*, from 2005 to 2007. He developed his career as a controller in *Gruppo Rinascente*, Italy (from 1991 to 1997), and afterwards within the *GUCCI Group*, where he became CFO *Gucci Europe* (from 1998 to 2001) and then Executive Vice President of *Bottega Veneta* (a subsidiary of *GUCCI Group NV*), from 2001 to 2005. He holds a Degree in Business Administration from “L. Bocconi” University, Italy. He would serve in the Board as an Independent Director.

**Mario Lugli** (60) is a lawyer specialized in corporate law. He developed his professional experience (from 1973 to 2006) as General Counsel and Head of Corporate and Legal Affairs of important Groups such as *Luxottica*, *Albacom* (today known as *British Telecom Italia*), *RCS Media Group*, *FIAT*, *Montedison*, *IRI-Italstat*. Since 2007 Mr. Lugli has been and currently is Independent Director in companies such as *Banca Italease Network S.p.A.* (where he also holds the position of Vice Chairman), *AMSA SpA*, and member of the Board of Statutory Auditors in *Investimenti Infrastrutture SpA*, *ENI Trading and Shipping SpA*, *ENI Servizi SpA*. He is an auditor registered since 1995 at the Ministry of Justice in Italy. He is also Senior Advisor in Corporate Governance in “*Key2People Executive Search*”. He holds a Degree in Law *cum laude* from University of Modena and Master of law from Oxford University. He would serve in the Board as an Independent Director.

The controlling shareholder has informed the Company that he intends to propose a total annual compensation for the members of the Board of Directors in an amount up to EUR 769,000.00, of which EUR 30,000.00 would be paid to each member and the remainder in an amount up to EUR 529,000.00 would be assigned by the Board of Directors on the basis of their respective duties.

## Compensation of Directors and Officers

The Company has not established a compensation committee. As a matter of Italian law, the compensation of executive directors is determined by the board of directors, while the Company's shareholders determine the base compensation of all the Board members, including non-executive directors. Compensation of the Company's executive officers is determined by the Chairman of the Board. A list of significant differences between the Group's corporate governance practices and those followed by U.S. companies listed on the New York Stock Exchange may be found at [www.natuzzi.com](http://www.natuzzi.com).

Aggregate compensation paid by the Group to the directors and officers was approximately € 6.4 million in 2007.

On January 24, 2008, pursuant to the Natuzzi Stock Incentive Plan 2004-2009 (the "Plan") approved by the Shareholders' Ordinary Meeting on July 23, 2004, the last tranche relating to the 2005 MBO awards was assigned to the Natuzzi Directors and Officers participating in the Plan. The last tranche of 28,818 Natuzzi ordinary shares were assigned in January 2008 and represents 0.05% of the outstanding ordinary shares at the same date. These same Directors and Officers were awarded, in connection with the Plan, stock options to acquire 312,626 Ordinary Shares. The exercise price of these options was fixed at \$12.53 and they can be exercised until January 15, 2009. For more information, see "Item 10. Additional information – By Laws". See Note 20 to the Consolidated Financial Statements included in Item 18 of this Annual report for additional information on the Plan.

## Share Ownership

Mr. Pasquale Natuzzi, who founded the Company and is currently its Chief Executive Officer and Chairman of the Board of Directors, beneficially owns 29,358,089 Ordinary Shares, representing 53.5% of the Ordinary Shares outstanding (58.6% of the Ordinary Shares outstanding if the 5.1% of the Ordinary Shares owned by members of Mr. Natuzzi's immediate family (the "Natuzzi Family") are aggregated). As a result, Mr. Natuzzi controls the Group, 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. On April 18, 2008, INVEST 2003 purchased 3,293,183 American Depositary Shares, each representing one Ordinary Share, at the price U.S.\$ 3.61 per ADS. For more information, refer to Schedule 13D filed with the U.S. Securities and Exchange Commission ("SEC") on April 24, 2008. In relation to the "Natuzzi Stock Incentive Plan 2004-2009" (see Item 10. Additional Information – Authorization of Shares), the total number of new Natuzzi ordinary shares that were assigned without consideration to the beneficiary employees in 2006, 2007 and 2008 represents 0.3% of the current outstanding shares.

## 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 May 3, 2007.

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

During 2007, our statutory auditors received in the aggregate approximately €210,000.00 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, as long as it is not out-sourced to the external 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 16D, "Exemption from Listing Standards for Audit Committees" for more information.

### **External Auditors**

On May 3, 2007, 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 of December 31, 2007, the Group had 8,219 employees (3,521 in Italy and 4,698 abroad), as compared to 8,133 on December 31, 2006. As at April 30, 2008, the total number of employees was 8,145 (3,498 in Italy and 4,647 abroad), and their average age was approximately 33 years. The Group maintains a company intranet and, as a major employer in the Bari/Santeramo area, is an important participant in community life. See Item 4, "Information on the Company – Strategy" for more information about the Group's work force reduction. All the measures related to the work force reduction are agreed upon with the Italian Unions.

Italian law provides that, upon termination of employment for whatever reason, employees located in Italy are entitled to receive certain severance payments based on length of employment. As at December 31, 2007, the Company had € 33.3 million reserved for such termination indemnities, such reserves being equal to the amounts, calculated on a percentage basis, required by Italian law.

The Group's training activities have not changed substantially during 2007, as they continued in the production and marketing department. The Group is planning, in cooperation with an external consultant, to launch the management training program and commercial training

program. The first aims to reinforce the managerial competence of the corporate structure, the second one aims to develop the competence of the sales structure.

## Item 7. Major Shareholders and Related Party Transactions

### Major Shareholders

Mr. Pasquale Natuzzi, who founded the Company and is currently Chief Executive Officer and Chairman of the Board of Directors, beneficially owns 29,358,089 Ordinary Shares, representing 53.5% of the Ordinary Shares outstanding (58.6% of the Ordinary Shares outstanding 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. On April 18, 2008, INVEST 2003 purchased 3,293,183 ADSs from Tweedy, Browne Co. LLC (acting on behalf of its client accounts) in a privately negotiated transaction, at the price of U.S.\$ 3.61 per ADS.

The following table sets forth information, as reflected in the records of the Company as at March 31, 2008, with respect to each person who owns 5% or more of the Company's Ordinary Shares or ADSs:

	<b>Number of Shares Owned</b>	<b>Percent Owned</b>
Pasquale Natuzzi <sup>(1)</sup> .....	29,358,089	53.5%
Royce & Associates, LLC .....	5,501,300	10.0%
Brandes Investment Partners, LP <sup>(2)</sup> .....	3,857,922	7.0%
Tweedy, Browne Co. LLC <sup>(3)</sup> .....	3,282,708	6.0%

<sup>(1)</sup> Includes ADSs purchased on April 18, 2008. If Mr. Natuzzi's Ordinary Shares are aggregated with those held by members of the Natuzzi Family, the amount owned would be 32,158,091 and the percentage ownership of Ordinary Shares would be 58.6%.

<sup>(2)</sup> During the course of 2005, Brandes Investment Partners, LP increased its position in Natuzzi's shareholders' base by 2,519,750 Natuzzi ADSs, thus holding 8.4% of shareholders' equity with a total of 4,587,197 Natuzzi ADSs as of December 31, 2005. During 2006, the position was increased by only 151,837 ADSs and during 2007 its position was reduced by 792,463 ADSs to 3,946,571 ADSs as of December 31, 2007.

<sup>(3)</sup> During the course of 2008 Tweedy, Browne Co. LLC sold 3,293,183 ADSs to Mr. Pasquale 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, 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, 2008, 54,853,045 Ordinary Shares were outstanding. As of the same date, there were 25,930,242 ADSs (equivalent to 25,930,242 Ordinary Shares) outstanding. The ADSs represented 47.3% of the total number of Natuzzi Ordinary Shares.

Since certain shares and ADSs are 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**

Since the beginning of 2005, neither the Company, nor its parent or any of its subsidiaries was a party to a transaction with a related party that was material to the Company or the related party, or any transaction that was unusual in its nature or conditions, involving goods, services, or tangible or intangible assets, nor is any such transaction presently proposed. During the same period, neither the Company, nor its parent or any of its subsidiaries made any loans to or for the benefit of any related party. For purposes of the foregoing, “related party” refers to:

- enterprises that directly or indirectly through one or more intermediaries, control or are controlled by, or are under common control with, the Company, or unconsolidated enterprises in which the Company has a significant influence or which has significant influence over the Company (including enterprises owned by directors or major shareholders of the Company and enterprises that have a member of key management in common with the Company),
- individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the Company, and close members of any such individual’s family,
- persons having authority and responsibility for planning, directing and controlling the activities of the Company, including directors and senior management of the Company and close members of such individuals’ families, and
- enterprises in which a substantial interest in the voting power is owned, directly or indirectly, by any person described the previous two bullet points or over which such a person is able to exercise significant influence.

## **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 €274.2 million in 2007, down 19.3% from 2006. That figure represents 48.7% of the Group’s 2007 net leather- and fabric-upholstered furniture sales.

### **Legal and Governmental Proceedings**

The National Institute for Social Security (INPS – *Istituto Nazionale di Previdenza Sociale*) requested, in 2005 with a preliminary notice and in 2007 with a final notice, that the Company pay approximately €19.7 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 relied on the exemptions and that the request from INPS with respect to periods up to February 2000 should be barred by the statute of limitations in accordance with Italian Law 335/1995. As such, the Company has set aside only €475,000 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.

In 2001, the Company brought suit against a competitor alleging copyright infringement. In 2006, the Court of Justice in which the suit was filed rejected the Company’s claims and condemned the Company to reimburse the legal costs sustained by the defendant. As of December 31, 2006 the Company estimated the probable amount of these legal costs to be €1.5 million. This amount has been charged to other income (expense), net in 2006. During 2007 the Company settled its liabilities in connection with these proceedings through an out of court agreement with the opposing party. See Note 24 to the Consolidated Financial Statements included in Item 18 of this Annual Report.

During 2006 the tax authorities of a foreign country conducted a tax audit on a subsidiary regarding income taxes for the years from 2001 to 2005. As a result of this audit, the tax authorities issued several tax assessments totaling approximately €8 million. The Company considers many of the issues by the tax authorities baseless, irrational, and inadequately documented, and has initiated an action in order to obtain the cancellation of the requested amounts. The Company intends to vigorously defend its position. However, the Company believes that the probable liability related to the aforementioned tax assessments is approximately €1.3 million. Therefore, the Company has charged this amount of €1.3 million to other income (expense) net in 2006.

During 2006 the Company charged to other income (expense) the amount of €1.2 million because of a probable charge related to a misinterpretation of customs duties regulation in a foreign country.

During 2007 the Company has charged to other income (expense) net the amount of €2.2 million for the probable tax contingent liabilities related to income taxes and other taxes of some foreign subsidiaries. This amount represents the probable amount that could be claimed back by the tax authorities in case of tax audit. See Note 24 to the Consolidated Financial Statements included in Item 18 of this Annual Report.

Furthermore, the Company in 2007 set up a provision of €0.8 million for contingent liabilities related to several minor claims and legal actions arising in the ordinary course of business. See Note 24 to the Consolidated Financial Statements included in Item 18 of this Annual Report.

In addition, the Group is involved in several minor claims and legal actions arising in the ordinary course of business.

Apart from the proceedings 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 the Group's operations.

## Dividends

Historically, the Group's policy has been to maintain a dividend payout ratio of approximately 20% of profits earned during the fiscal year. Considering that the Group reported a negative net result in 2007, it decided not to distribute dividends for the year ended on December 31, 2007 because of the capital requirements necessary to implement the restructuring of its operations and its planned retail and marketing activities.

The table below sets forth the cash dividends paid per Ordinary Share for each of the years indicated, and also translates them 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>
2007.....	Not distributed	Not distributed
2006.....	Not distributed	Not distributed
2005.....	Not distributed	Not distributed
2004 .....	€0.0673	\$0.09
2003 .....	€0.1366	\$0.15

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 given timely. 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>

	New York Stock Exchange	
	Price per ADS	
	High	Low
	(in U.S. dollars)	
<b>2003</b> .....	11.000	7.240
<b>2004</b> .....	11.550	9.230
<b>2005</b> .....	11.650	6.760
<b>2006</b> .....	8.650	6.320
<b>2007</b> .....	9.600	4.360
<b>2006</b>		
First Quarter .....	7.810	7.100
Second Quarter .....	7.600	6.860
Third Quarter .....	7.250	6.320
Fourth Quarter.....	8.650	6.840
<b>2007</b>		
First Quarter .....	9.600	8.150
Second Quarter .....	8.533	7.180
Third Quarter .....	8.310	5.260
Fourth Quarter.....	6.840	4.360
<b>Monthly Data:</b>		
December-07 .....	5.190	4.360
January-08 .....	4.630	3.200
February-08 .....	4.190	3.780
March-08 .....	4.200	3.229
April-08 .....	4.100	3.390
May-08 .....	4.020	3.470
June 2008 (through June 24) .....	3.532	3.210

## 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 on 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.

<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.

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 54,853,045 Ordinary Shares, with a par value of €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** – At the extraordinary meeting of the Company's shareholders on July 23, 2004, shareholders 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 Natuzzi ordinary shares increased on the same date from 54,681,628 to 54,738,538. On January 23, 2007 the Natuzzi Board of Directors, in accordance with the Regulations of the "Natuzzi Stock Incentive Plan 2004-2009", decided to issue without consideration 85,689 new Natuzzi ordinary shares in favor of beneficiary employees. Consequently, the number of Natuzzi ordinary shares increased on the same date from 54,738,538 to 54,824,227. On January 24, 2008 the Natuzzi Board of Directors, in accordance with the Regulations of the "Natuzzi Stock Incentive Plan 2004-2009", decided to issue without consideration 28,818 new Natuzzi ordinary shares in favor of the beneficiary employees. Consequently, the number of Natuzzi ordinary shares increased on the same date from 54,824,227 to 54,853,045.

**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 of 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% 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 that 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 of seven individuals (see "Item 6. Directors, Senior Management and Employees" for further information regarding the Ordinary Shareholders Meeting, that will appoint the new board), 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 reappointed 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 fulfilment 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 damages 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 resignation 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' meetings at which they are appointed. 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, and shareholders must be informed as to the offices the proposed candidates hold in other companies prior to or at the time of their election. 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. Additionally, the statutory auditors have the power to initiate a liability action against one or more directors after adopting a resolution with an affirmative vote by two thirds of the auditors in office. 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 a 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 during the fiscal year, that (i) 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 May 3, 2007, 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 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 power of attorney 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 exist, 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 a 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 a 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, or 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, 2007, the Group entrusted approximately 15% of its production needs, primarily relating to the assembly of raw materials and finished parts into finished products, to subcontractors located either in, or within a 25-mile radius of the Santeramo area.

### **Exchange Controls**

There are currently no exchange controls, as such, in Italy restricting rights deriving from the ownership of shares. Residents and non-residents of Italy may hold foreign currency and foreign securities of any kind, within and outside Italy. Non-residents may invest in Italian securities without restriction and may transfer to and from Italy cash, instruments of credit and securities, in both foreign currency and Euro, representing interest, dividends, other asset distributions and the proceeds of any dispositions.

Certain procedural requirements, however, are imposed by law. Updated reporting and record-keeping requirements are contained in Italian legislation implementing EC Directive No. 88/361/EEC regarding the free movement of capital (Law Decree No. 167/1990). Such legislation requires that transfers into or out of Italy of cash or securities in excess of €10,000 be reported in writing to the Bank of Italy by residents or non-residents that effect such transfers directly, or by credit institutions and other intermediaries that effect such transactions on their behalf. Moreover, pursuant to EC Directive No. 91/308/EEC, EU Directive No. 2001/97/EC and EU Directive No. 2005/60/EC regarding the prevention of the use of the financial system for the purpose of money laundering and terrorist financing and the relevant Italian implementing measures, credit institutions and other intermediaries effecting such transactions on behalf of residents or non-residents of Italy are required to maintain records of such transactions for ten years, which may be inspected at any time by Italian tax and judicial authorities. Non-compliance with the reporting and record-keeping requirements may result in administrative fines or, in the case of false reporting and in certain cases of incomplete reporting, criminal penalties. The Bank of Italy is required to maintain reports for ten years and may use them, directly or through other government offices, to police money laundering, tax evasion and any other unlawful activity.

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 €10,000. In addition, no such tax disclosure is required in respect of securities deposited for management with qualified Italian financial intermediaries and in respect of contracts entered into through their intervention, provided that the items of income derived from such foreign financial assets are collected through the intervention of the same intermediaries. 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.

There can be no assurance that the current regulatory environment in or outside Italy will persist 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 EU 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.

**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 category" 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 2006 or 2007 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 2008 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 exceed either of these thresholds. The relevant percentage is calculated taking into account the shareholdings sold during the prior 12-month period.

Capital gains realized upon disposal of a “qualified” shareholding are included in the shareholders’ taxable income for an amount equal to 40%. If 40% of the capital gains realized by such person exceeds 40% of similar capital losses incurred by such person in the same tax year, the excess amount is included in such person’s total taxable income. If 40% of such person’s capital losses exceeds 40% of its capital gains, then the excess amount can be carried forward and deducted from the taxable amount of similar capital gains realized by such person in the following tax years, up to the fourth, provided that it is reported in the tax report in the year of disposal. Following the enactment of Law No. 244 of December 24, 2007 (the 2008 Budget Law), the amount of such capital gains subject to tax will be equal to 49.72% with respect to capital gains realized on “qualified” shareholdings as of January 1, 2009.

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 favorable. The majority of double tax treaties entered into by Italy, including the Income Tax Convention, 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 apply 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 Inheritance Tax** – A transfer of Ordinary Shares or ADSs by reason of death or gift is subject to an inheritance and gift tax levied on the value of the inheritance or gift, as follows:

- Transfers to a spouse or direct descendants or ancestors up to Euro 1,000,000 to each beneficiary are exempt from inheritance and gift tax. Transfers in excess of such threshold will be taxed at a 4% rate on the value of the Ordinary Shares or ADSs exceeding such threshold;
- Transfers between relatives up to the fourth degree other than siblings, and direct or indirect relatives by affinity up to the third degree are taxed at a rate of 6% on the value of the Ordinary Shares or ADSs (where transfers between siblings up to a maximum value of Euro 100,000 for each beneficiary are exempt from inheritance and gift tax); and
- Transfers by reason of gift or death of Ordinary Shares or ADSs to persons other than those described above will be taxed at a rate of 8% on the value of the Ordinary Shares or ADSs.

If the beneficiary of any such transfer is a disabled individual, whose handicap is recognized pursuant to Law No. 104 of February 5, 1992, the tax is applied only on the value of the assets received in excess of Euro 1,500,000 at the rates illustrated above, depending on the type of relationship existing between the deceased or donor and the beneficiary.

The tax regime described above will not prevent the application, if more favorable to the taxpayer, of any different provisions of a bilateral tax treaty, including the convention between Italy and the United States against double taxation with respect to taxes on estates and inheritances, pursuant to which non-Italian resident shareholders are generally entitled to a tax credit for any estate and inheritance taxes possibly applied in Italy.

**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 been 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 40% 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 2007 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, 2007 and 2006, the Group had outstanding trade receivables denominated in foreign currencies totaling €59.1 million and €55.4 million, respectively, of which 66.5% and 66.7%, respectively, were denominated in U.S. dollars. On those same dates, the Group had €14.4 million and €21.9 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, 2007, 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 totaled €162.5 million (compared to €164.9 million at December 31, 2006), consisting of forward exchange contracts with notional amounts of U.S. dollar 82.5 million, Canadian dollar 28.8 million, Euro 49.0 million, Swiss franc 1.0 million, Australian dollar 27.0 million, Japanese yen 45.0 million, British pound 6.0 million, Swedish kroner 24.0 million, Danish kroner 20.0 million, and Norwegian kroner

57.0 million. Such contracts had various maturities extending through December 2007. 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, 2007 and 2006:

<b>Euro equivalent of contractual amounts of forward exchange contracts as of</b>	<b>December 31,</b>	
	<b>2007</b>	<b>2006</b>
U.S. dollars .....	€58,724	€90,744
Euro .....	46,326	19,154
Canadian dollars .....	18,930	15,703
Australian dollars .....	16,503	9,934
British pounds .....	8,751	15,121
Norwegian kroner .....	7,071	6,027
Danish kroner .....	2,681	924
Swedish kroner .....	2,616	3,887
Swiss francs .....	620	2,584
Japanese yen .....	292	864
Total .....	<u>€162,514</u>	<u>€164,942</u>

As at December 31, 2007, these forward exchange contracts had a net unrealized gain of €0.9 million, versus a net unrealized gain of €5.5 million at December 31, 2006. 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".

	<b>December 31, 2007</b>		<b>December 31, 2006</b>	
	<b>Contract Amount</b>	<b>Unrealized gains (losses)</b>	<b>Contract Amount</b>	<b>Unrealized gains (losses)</b>
Assets .....	97,967	4,995	137,608	6,141
Liabilities .....	65,547	(4,049)	27,334	(678)
Total .....	<u>162,514</u>	<u>946</u>	<u>164,942</u>	<u>5,463</u>

The Group's forward exchange contracts as at December 31, 2007 had maturities of maximum 15 months. The potential loss in fair value of the Group's forward exchange contracts at December 31, 2007 that would have resulted from a hypothetical, instantaneous and unfavorable 10% change in currency exchange rates would have been approximately €15.8 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, 2007, the Group had €10.0 million (equivalent to 1.6% 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), which is for the most part subject to floating interest rates. 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

**Disclosure 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 Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of December 31, 2007. 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, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of December 31, 2007 to provide reasonable assurance that information required to be disclosed in the reports the Company files and submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's applicable rules and forms, and that it is accumulated and communicated to the Company's management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

**Management's annual report on internal control over financial reporting** - The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Because of its inherent limitations, internal controls over financial reporting may not prevent or detect misstatements. Even when determined to be effective, they can provide only reasonable assurance regarding the reliability of financial reporting and the preparation and presentation of financial statements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

To assess the effectiveness of the Company's internal control over financial reporting, the Company's management, including the Chief Executive Officer and the Chief Financial Officer, used the criteria described in "Internal Control—Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

The Company's management assessed the effectiveness of its internal control over financial reporting as of December 31, 2007. Based on such assessment, the Company's management has

concluded that as of December 31, 2007, the Company's internal control over financial reporting was effective and that there were no material weaknesses in the Company's internal control over financial reporting.

The effectiveness of internal control over financial reporting as of December 31, 2007 has been audited by KPMG S.p.A., an independent registered public accounting firm, as stated in their report on the Company's internal control over financial reporting, which follows below.

### **Report of Independent Registered Public Accounting Firm**

To the Shareholders of Natuzzi S.p.A.

We have audited Natuzzi S.p.A. and subsidiaries (the 'Natuzzi Group') internal control over financial reporting as of December 31, 2007, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Natuzzi Group's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's annual report on internal control over financial reporting. Our responsibility is to express an opinion on the Natuzzi Group's internal control over financial reporting based on our audit.

We conducted our audit 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 effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Natuzzi Group maintained, in all material respects, effective internal control over financial reporting as of December 31, 2007, based on criteria established in Internal

Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Natuzzi S.p.A. and subsidiaries as of December 31, 2007 and 2006, and the related consolidated statements of operations, changes in shareholders' equity and cash flows for each of the years in the three-year period ended December 31, 2007, and our report dated June 24, 2008 expressed an unqualified opinion on those consolidated financial statements.

KPMG S.p.A.

Bari, Italy

June 24, 2008

**Changes in Internal Control Over Financial Reporting** - In the Annual Report on Form 20-F for the year ending December 31, 2006 (the "2006 20-F") the Company's management identified several material weaknesses in its internal control over financial reporting. During 2007, the Company took the following actions to remediate those material weaknesses and to remedy control deficiencies:

1. adopted a Group Accounting Handbook;
2. formalized an accounting training program for employees, including specific training relating to the Group's accounting principles and related disclosures;
3. created a new process for period-end financial reporting, including a new software application that, in addition to the new Group Accounting Handbook, will allow for the timely and accurate presentation and review of financial statement accounts and disclosures;
4. established new Information Systems Procedures aimed at (i) reducing the risk of unauthorized access to the systems, and (ii) separating the development, test and implementation stages of new applications, updated control procedures and test plans for assessing new policies, processes and procedures.

The actions undertaken effectively remedied the material weaknesses identified in the 2006 20-F. Other than as described above, there were no changes in the Company's internal control over financial that occurred during the period covered by this report that have materially affected, or that were reasonably likely to material 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 downloadable from its website at [www.natuzzi.com/codeofethics/](http://www.natuzzi.com/codeofethics/) or can be requested in hard copy at no charge by e-mail at [investor\\_relations@natuzzi.com](mailto:investor_relations@natuzzi.com). 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 and billable to the Company by its independent auditors, KPMG in Italy and abroad during the fiscal years ended December 31, 2007 and 2006, for audit fees, audit-related fees, tax fees and all other fees for audit ICOFR (SOA 404).

	<b>2007</b>	<b>2006</b>
	(in euros)	
Audit fees	1,063,000	595,000
Audit-related fees	-	-
Tax fees	-	-
Other fees	-	-
<b>Total fees</b>	<b>1,063,000</b>	<b>595,000</b>

Audit fees in the above table are the aggregate fees billed and billable by KPMG in connection with the audit of the Company's annual 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 pre-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, 2007, to December 31, 2007, no purchases were made by or on behalf of the Company or any affiliated purchaser of the Company's Ordinary Shares or ADSs.

On April 18, 2008, Mr. Pasquale Natuzzi, the Company's controlling shareholder, acting through his personal holding company, INVEST 2003 S.r.l., purchased 3,293,183 American Depositary Shares, each representing one Ordinary Share, at a price of U.S.\$3.61 (€2.32) per ADS. The purchase consisted of single, privately negotiated transaction, with a single entity (acting on behalf of its client accounts) and was effected through the Institutional Delivery System of Depository Trust Company. This purchase was not carried out as part of a publicly announced plan or program, nor is there any such plan or program in place.

## PART III

### Item 17. Financial Statements

Not applicable.

### Item 18. Financial Statements

	<u>Page</u>
Report of Independent Registered Public Accounting Firm .....	F-1
Consolidated Balance Sheets as of December 31, 2007 and 2006 .....	F-2
Consolidated Statements of Operations for the Years Ended December 31, 2007, 2006 and 2005 .....	F-3
Consolidated Statements of Changes in Shareholders' Equity for the Years Ended December 31, 2007, 2006 and 2005 .....	F-4
Consolidated Statements of Cash Flows for the Years Ended December 31, 2007, 2006 and 2005 .....	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, 2008.
- 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, 2007 and 2006 and the related consolidated statements of operations, changes in shareholders' equity and cash flows for each of the years in the three-year period ended December 31, 2007. 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 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, 2007 and 2006 and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2007, in conformity with established accounting principles in the Republic of Italy.

As discussed in Note 3 (d) to the consolidated financial statements, 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.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Natuzzi Group's internal control over financial reporting as of December 31, 2007, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated June 24, 2008 expressed an unqualified opinion on the effectiveness of Natuzzi Group's internal control over financial reporting.

**KPMG S.p.A.**

Bari, Italy  
June 24, 2008

**Natuzzi S.p.A. and Subsidiaries**  
**Consolidated Balance Sheets as at December 31, 2007 and 2006**  
(Expressed in thousands of euros)

	<u>December 31,</u> <u>2007</u>	<u>December 31,</u> <u>2006</u>
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents (note 4)	87,459	128,109
Marketable debt securities (note 5)	4	5
Trade receivables, net (note 6)	117,722	119,274
Other receivables (note 7)	47,784	44,681
Inventories (note 8)	107,290	100,358
Unrealized foreign exchange gains (note 25)	946	5,463
Prepaid expenses and accrued income	1,847	1,955
Deferred income taxes (note 14)	1,079	7,463
Total current assets	<u>364,131</u>	<u>407,308</u>
<b>Non current assets:</b>		
Property plant and equipment (note 9 and 22)	413,730	405,870
Less accumulated depreciation (note 9 and 22)	(177,880)	(159,547)
Net property, plant and equipment	<u>235,850</u>	<u>246,323</u>
Other assets (note 10)	17,276	18,752
Deferred income taxes (note 14)	212	2,291
Total assets	<u>617,469</u>	<u>674,674</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current liabilities:</b>		
Short-term borrowings (note 11)	7,576	3,801
Current portion of long-term debt (note 16)	317	318
Accounts payable-trade (note 12)	89,247	79,519
Accounts payable-other (note 13)	29,813	23,067
Income taxes (note 14)	1,585	4,611
Salaries, wages and related liabilities (note 15)	17,531	21,674
Total current liabilities	<u>146,069</u>	<u>132,990</u>
<b>Long-term liabilities:</b>		
Employees' leaving entitlement (note 3 (n) )	33,343	35,269
Long-term debt (note 16)	2,116	2,433
Deferred income taxes (note 14)	-	-
Deferred income for capital grants (note 3 (m) )	13,332	14,075
Other liabilities (note 17)	10,866	10,460
<b>Minority interest (note 18)</b>	146	605
<b>Shareholders' equity (note 19) :</b>		
Share capital	54,824	54,739
Reserves	42,292	42,292
Additional paid-in capital	8,282	8,282
Retained earnings	306,199	373,529
Total shareholders' equity	<u>411,597</u>	<u>478,842</u>
Commitments and contingent liabilities (notes 21 and 25)	-	-
Total liabilities and shareholders' equity	<u>617,469</u>	<u>674,674</u>

See accompanying notes to the consolidated financial statements

**Natuzzi S.p.A. and Subsidiaries**  
**Consolidated Statements of Operations**  
**Years ended December 31, 2007, 2006 and 2005**  
(Expressed in thousands of euros except per share data)

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Net sales (note 22)	634,402	735,439	669,926
Cost of sales (note 23)	<u>(460,589)</u>	<u>(490,563)</u>	<u>(459,492)</u>
Gross profit	173,813	244,876	210,434
Selling expenses	(173,885)	(186,238)	(182,169)
General and administrative expenses	<u>(49,038)</u>	<u>(42,164)</u>	<u>(42,955)</u>
Operating income (loss)	(49,110)	16,474	(14,690)
Other income (expense), net (note 24)	<u>(2,646)</u>	<u>2,847</u>	<u>2,960</u>
Earnings (loss) before taxes and minority interest	(51,756)	19,321	(11,730)
Income taxes (note 14)	<u>(11,387)</u>	<u>(7,085)</u>	<u>(3,110)</u>
Earnings (loss) before minority interest	(63,143)	12,236	(14,840)
Minority interest	<u>496</u>	<u>103</u>	<u>216</u>
Net earnings (loss)	<u>(62,647)</u>	<u>12,339</u>	<u>(14,624)</u>
Basic earnings (loss) per share (note 3 (w))	<u>(1.14)</u>	<u>0.23</u>	<u>(0.27)</u>
Diluted earnings (loss) per share (note 3 (w))	<u>(1.14)</u>	<u>0.23</u>	<u>(0.27)</u>

**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, 2007, 2006 and 2005**  
(Expressed in thousands of euros except number of ordinary shares)

	Share capital			Additional	Retained	
	Number of	Amount	Reserves	paid-in	earnings	Total
	ordinary shares			capital		
<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	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(14,624)</u>	<u>(14,624)</u>
<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>
Increase share capital	56,910	57	-	-	(57)	-
Exchange difference on translation of financial statements	-	-	-	-	(6,522)	(6,522)
Net earnings	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>12,339</u>	<u>12,339</u>
<b>Balances at December 31, 2006</b>	<u>54,738,538</u>	<u>54,739</u>	<u>42,292</u>	<u>8,282</u>	<u>373,529</u>	<u>478,842</u>
Dividends distributed	-	-	-	-	-	-
Increase share capital	85,689	85	-	-	(85)	-
Exchange difference on translation of financial statements	-	-	-	-	(4,598)	(4,598)
Net loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(62,647)</u>	<u>(62,647)</u>
<b>Balances at December 31, 2007</b>	<u>54,824,227</u>	<u>54,824</u>	<u>42,292</u>	<u>8,282</u>	<u>306,199</u>	<u>411,597</u>

See accompanying notes to the consolidated financial statements

**Natuzzi S.p.A. and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
**Years ended December 31, 2007, 2006 and 2005**  
(Expressed in thousands of euros)

	<u>2007</u>	<u>2006</u>	<u>2005</u>
<b>Cash flows from operating activities:</b>			
Net earnings (loss)	(62,647)	12,339	(14,624)
Adjustments to reconcile net earnings (loss) to net cash provided by (used in) operating activities:			
Depreciation and amortization	30,331	30,281	30,272
Write off of fixed assets	2,285	-	2,770
Employees' leaving entitlement	7,389	6,778	6,877
Deferred income taxes	8,463	(2,058)	(6,300)
Minority interest	(496)	(103)	(216)
(Gain) loss on disposal of assets	116	767	(149)
Unrealized foreign exchange losses and (gains)	4,517	(10,230)	11,868
Deferred income for capital grants	(743)	(1,309)	(5,616)
Equity in affiliated company	1,221	-	-
Change in assets and liabilities:			
Receivables, net	599	1,883	10,580
Inventories	(6,932)	15,444	(1,546)
Prepaid expenses and accrued income	108	596	(141)
Accounts payable	16,474	4,285	(7,443)
Income taxes	(3,026)	1,704	386
Salaries, wages and related liabilities	(4,143)	(445)	3,318
Other liabilities	406	6,102	(1,001)
Employees' leaving entitlement	(9,315)	(3,854)	(4,526)
Total adjustments	<u>47,254</u>	<u>49,841</u>	<u>39,133</u>
Net cash provided by (used in) operating activities	<u>(15,393)</u>	<u>62,180</u>	<u>24,509</u>
<b>Cash flows from investing activities:</b>			
Property, plant and equipment:			
Additions	(21,445)	(15,563)	(20,917)
Disposals	589	1,057	916
Other assets	(5,039)	(3,560)	(1,361)
Government grants received	-	605	1,002
Purchase of business, net of cash acquired	<u>(230)</u>	<u>(250)</u>	<u>(1,985)</u>
Net cash used in investing activities	<u>(26,125)</u>	<u>(17,711)</u>	<u>(22,345)</u>



	<u>2007</u>	<u>2006</u>	<u>2005</u>
<b>Cash flows from financing activities:</b>			
Long-term debt:			
Proceeds	-	363	533
Repayments	(318)	(1,620)	(2,094)
Short-term borrowings	3,775	(3,926)	1,628
Dividends paid to shareholders	-	-	(3,828)
Dividends paid to minority interests	<u>-</u>	<u>-</u>	<u>-</u>
Net cash provided by (used in) financing activities	<u>3,457</u>	<u>(5,183)</u>	<u>(3,761)</u>
Effect of translation adjustments on cash	<u>(2,589)</u>	<u>(900)</u>	<u>3,980</u>
Increase (decrease) in cash and cash equivalents	(40,650)	38,386	2,383
Cash and cash equivalents, beginning of the year	<u>128,109</u>	<u>89,723</u>	<u>87,340</u>
Cash and cash equivalents, end of the year	<u><u>87,459</u></u>	<u><u>128,109</u></u>	<u><u>89,723</u></u>
<b>Supplemental disclosure of cash flow information:</b>			
Cash paid during the year for interest	<u>665</u>	<u>1,400</u>	<u>951</u>
Cash paid during the year for income taxes	<u>5,409</u>	<u>6,555</u>	<u>6,659</u>
Non cash investing activities	<u>-</u>	<u>3,093</u>	<u>5,844</u>
<b>See accompanying notes to consolidated financial statements</b>			

# 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, 2007, 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)
Natuzzi China 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)
Nacon S.p.A.	100.00	Bari, Italy	(4)
Lagene S.r.l.	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)
Italholding S.r.l.	100.00	Bari, Italy	(5)
Natuzzi Netherlands Holding	100.00	Amsterdam, Holland	(5)
Natuzzi Trade Service S.r.l.	100.00	Bari, Italy	(6)
Natuzzi United Kingdom Limited	100.00	London, UK	(7)
Kingdom of Leather Limited	100.00	London, UK	(7)
La Galleria Limited	100.00	London, UK	(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) Dormant

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

On June 14, 2007, the Company acquired from a third party 100% of a business which main asset was a store located in one of the several shopping and commercial areas of Rome (Tiburtina area). The cash consideration paid by the Company for this acquisition was 230. At the date of the acquisition there were no employees, inventory or revenues associated with this asset. The net assets acquired were composed mainly as follows: (a) operating lease agreement; (b) leasehold improvements incorporated in the store; (c) commercial license authorization obtained from the Rome Municipality for trading sofas and other furniture to the public. During 2008, the Company started some construction work in order to set up in this store Natuzzi's layout selling system. The acquisition resulted in a goodwill of 225, 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	225
Leasehold improvements	<u>5</u>
Cash paid	<u>230</u>

The main factor that has contributed to the determination of the consideration paid is the presence of the store in a key geographic location of Rome. The results of this business acquisition have been included in the consolidated statement of operations from the date of acquisition.

In March 2007 the Company incorporated a new subsidiary, Natuzzi China Ltd, which is engaged in the cutting of leather hides to be used as upholstery.

In June 2006 the Company acquired 100% of a business composed by four "Divani & Divani by Natuzzi" stores, located in Milan area, for a consideration of 3,093. This business was operating as a Natuzzi franchisee. Prior to the date of the acquisition the franchisee agreement between Natuzzi and the original business had expired under the original terms. The primary reason for this acquisition was the opportunity to maintain the market presence in the Milan area. The main factor that contributed to the determination of the purchase price was the presence of the stores in key locations. The acquisition was accounted for using the purchase price method and it resulted in a goodwill of 2,600, 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.

Goodwill	2,600
Fixed assets	132
Leasehold improvements	468
Current liabilities	<u>(107)</u>
Purchase price	<u>3,093</u>

The purchase price of this acquired business was not paid in cash but through an offset with trade receivables due from the selling shareholder and amounting to 3,093. The results of this business acquisition have been included in the consolidated statement of operations from the date of the acquisition.

In September 2006 the Company acquired 100% of a business composed by two "Divani & Divani by Natuzzi" stores, located in Reggio Emilia and Modena, for a cash consideration of 250. This business was operating as a Natuzzi franchisee. At the date of the acquisition the franchisee agreement between Natuzzi and the original business had not expired. The primary reason for this acquisition was the opportunity to maintain the market presence in the Emilia Romagna region. The main factor that contributed to the

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

determination of the purchase price was the presence of the stores in key locations. The acquisition was accounted for using the purchase price method and it resulted in a goodwill of 100, 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.

Goodwill	100
Fixed assets	38
Current assets	<u>112</u>
Purchase price	<u>250</u>

The results of this business acquisition have been included in the consolidated statement of operations from the date of the acquisition.

During 2005 the Company tried to sell to third party its twelve stores located in the United Kingdom. But in December 2005, due to the impossibility to find an acquirer, the Company decided to close down this business through the adoption of the following actions: (a) in January 2006 the Company incorporated a new subsidiary in United Kingdom (Natuzzi Service Limited) to which it transferred three stores and part of the corporate net assets; (b) during March 2006 the Company closed down the remaining nine stores that had poor earning performances and did not produce positive cash flow. The stores closed down continued to trade until the end of March in order to sell out all the stock in house.

In January 2006 the Company incorporated a new subsidiary, Natuzzi Service Limited, which owns some stores and provides sales support for the Group in the United Kingdom.

During 2006 in an effort to maximize the efficiency of the Group's organizational structure two Italian subsidiaries, Divani Due S.r.l. and Koineè S.r.l., were merged into Nacon S.p.A..

During 2006 the subsidiaries Natuzzi Asia Ltd and Kingdom of Leather Trustees Limited were wound up.

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 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 had expired under the original terms. The stores are located in the Abruzzo and Marche regions of Italy. The primary reason for this acquisition was the opportunity to maintain the market presence in the aforementioned regions. The main factor that contributed to the determination of the price was 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.

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

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 was composed of the consideration paid 297, plus the offset of trade receivables from Koineè S.r.l., amounting to 1,722 at the date of acquisition. The pre-acquisition results for 2005 of this business acquisition have been included in the consolidated statement of operations 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 franchisee. Prior to the date of acquisition the franchisee agreement between Natuzzi and the original business had expired under the original terms. The primary reason for this acquisition was 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 was the presence of the stores in key street locations in Rome. The acquisition was accounted for using the purchase method 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 was composed by the consideration paid of 688, plus the offset of trade receivables due from the vendor, and amounting to 4,122 at the date of acquisition. The results of this business acquisition have been included in the consolidated statement of operations 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 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>

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

The main factors that have contributed to the determination of the consideration paid were: (a) presence of store in a key geographic location; (b) space of the store that is very large for a central location (approximately 1,000 square metres); (c) advertising of Natuzzi's "trademark" and "product" in the heart of Milan shopping area. The results of this business acquisition have been included in the consolidated statement of operations from the date of acquisition.

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 countries.

### **2. Basis of preparation**

The financial statements utilized for the consolidation are the financial statements of each Group company at December 31, 2007, 2006 and 2005. The 2007, 2006 and 2005 financial statements have been approved by the respective shareholders of the relevant companies. The 2007 consolidated financial statements have been approved by the Board of 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.

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.

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

### 3. Summary of significant accounting policies

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

#### a) Principles of consolidation

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 that the acquisition is completed within 6 months of the beginning of the acquiring entity's fiscal year. 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 operations. All intercompany balances and transactions are eliminated in consolidation.

#### b) 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 operations.

#### c) 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, 2007, 2006 and 2005 all unrealized gains or losses on such contracts are recorded in other income (expense), net, in the consolidated statements of operations.

#### d) 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.

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

During September 2005, effective as of December 31, 2005, the Italian Accounting Profession has changed the Italian accounting standard N. 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 were 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 (expense), net, in the consolidated statements of operations;

(b) if the foreign subsidiary was not considered an integral part of a parent company, its financial statements expressed in the foreign currency were 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 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 are 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 operations.

### **e) 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.



# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

### **f) 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.

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

### **g) Accounts receivable and payable**

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

### **h) 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 includes direct production costs and production overhead costs. The production overhead costs are allocated to inventory based on the manufacturing facility's normal capacity.

The provision for slow moving and obsolete raw materials and finished goods is based on the estimated realizable value net of the costs of disposal.

### **i) 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.

### **j) Other assets**

Other assets primarily include software, 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.

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

Software, 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 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 for losses available for carryforward in the various tax jurisdictions. 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 operations 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 the 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 operations 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

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

grants related to the amortization of the assets recorded in statements of operations of the year, is recorded in net sales (see note 24).

At December 31, 2007 and 2006 the deferred income for capital grants shown in the consolidated balance sheet amounts to 13,332 and 14,075, respectively.

The amortization of these grants recorded in net sales of the consolidated statement of operations for the years ended December 31, 2007, 2006 and 2005, amounts to 1,026, 1,111 and 1,239, respectively.

Cost reimbursement grants relating to training and other personnel costs are credited to income when there is a reasonable assurance of receipt 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, 2007, 2006 and 2005 was 7,389, 6,778 and 6,877, respectively.

The number of workers employed by the Group totalled 8,219, and 8,133 at December 31, 2007 and 2006, 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.

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

### **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, 2007, 2006 and 2005 were 51,568, 69,433 and 69,730, 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, 2007, 2006 and 2005 were 34,424, 31,621 and 31,273, respectively.

### **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) Warranties**

Warranties 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 trends.

### **t) Research and development costs**

Research and development costs are expensed in the periods incurred.

### **u) 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.

### **v) 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.

### **w) 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. Diluted earnings per share include the effects of the 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 2007, 2006 and 2005 share grants and options of 439,651, 332,959 and 139,520, respectively, were

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

excluded as their effect was anti dilutive. The following table provides the amounts used in the calculation of earnings (loss) per share:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Net earnings (loss) attributable to ordinary shareholders	<u>(62,647)</u>	<u>12,339</u>	<u>(14,624)</u>
Weighted-average number of ordinary shares outstanding during the year	<u>54,817,086</u>	<u>54,733,796</u>	<u>54,681,628</u>
Increase resulting from assumed conversion of share grants and options	<u>-</u>	<u>-</u>	<u>-</u>
Weighted-average number of ordinary shares and potential shares outstanding during the year	<u>54,817,086</u>	<u>54,733,796</u>	<u>54,681,628</u>

### 4. Cash and cash equivalents

Cash and cash equivalents are analyzed as follows:

	<u>2007</u>	<u>2006</u>
Cash on hand	381	510
Bank accounts in Euro	7,531	16,746
Bank accounts in foreign currencies	79,547	110,798
Money market instruments	-	55
Total	<u>87,459</u>	<u>128,109</u>

### 5. Marketable debt securities

Details regarding marketable debt securities are as follows:

	<u>2007</u>	<u>2006</u>
Foreign corporate bonds	4	5
Italian government bonds	-	-
Total	<u>4</u>	<u>5</u>

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

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

<u>2007</u>	<u>Cost</u>	<u>Gross unrealized</u>		<u>Fair value</u>
		<u>Gains</u>	<u>Losses</u>	
Foreign corporate bonds	4	-	-	4
Italian government bonds	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total	<u>4</u>	<u>-</u>	<u>-</u>	<u>4</u>

  

<u>2006</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>

The contractual maturity of the Group's marketable debt securities at December 31, 2007 is between 1 – 5 years.

## 6. Trade receivables, net

Trade receivables are analyzed as follows:

	<u>2007</u>	<u>2006</u>
North American customers	43,214	37,408
Other foreign customers	46,032	54,217
Domestic customers	27,638	32,163
Trade bills receivable	<u>6,537</u>	<u>1,543</u>
Total	123,421	125,331
Allowance for doubtful accounts	<u>(5,699)</u>	<u>(6,057)</u>
Total trade receivables, net	<u>117,722</u>	<u>119,274</u>

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

As of December 31, 2007, 2006 and 2005 and for each of the years in the three-year period ended December 31, 2007, the Company had customers who exceeded 5% of trade receivables and/or net sales as follows:

<u>Trade receivables</u>	<u>N° of customers</u>	<u>% on trade receivables</u>
2007	3	21%
2006	2	16%
2005	2	16%

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

<u>Net sales</u>	N° of customers	% net sales
2007	2	23%
2006	2	18%
2005	2	13%

In 2007 one customer accounted for approximately 15% of the total net sales of the Group. This customer operates many furniture stores throughout the world.

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>2007</u>	<u>2006</u>	<u>2005</u>
Balance, beginning of year	6,057	5,159	5,434
Charges-bad debt expense	1,789	1,695	1,326
Reductions-write off of uncollectible accounts	<u>(2,147)</u>	<u>(797)</u>	<u>(1,601)</u>
Balance, end of year	<u>5,699</u>	<u>6,057</u>	<u>5,159</u>

Trade receivables denominated in foreign currencies at December 31, 2007 and 2006 totalled 59,075 and 55,418, respectively. These receivables consist of the following:

	<u>2007</u>	<u>2006</u>
U.S. dollars	39,293	36,938
British pounds	6,495	4,760
Canadian dollars	6,012	4,023
Australian dollars	4,778	5,440
Other currencies	<u>2,497</u>	<u>4,257</u>
Total	<u>59,075</u>	<u>55,418</u>

### 7. Other receivables

Other receivables are analyzed as follows:

	<u>2007</u>	<u>2006</u>
Government capital grants	11,798	11,798
Receivable from tax authorities	10,373	11,642
VAT	10,302	10,133
Receivable from National Institute for Social Security	6,870	1,650
Advances to suppliers	4,837	3,301
Other	<u>3,604</u>	<u>6,157</u>
Total	<u>47,784</u>	<u>44,681</u>

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

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.

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 from National Institute for Social Security represents the amounts anticipated by the Company on behalf of such governmental institute related to salaries for those employees subject to temporary work force reduction. The Company will recover these amounts anticipated by the end of the year.

### 8. Inventories

Inventories are analyzed as follows:

	<u>2007</u>	<u>2006</u>
Leather and other raw materials	63,698	61,060
Goods in process	14,770	10,696
Finished products	<u>28,822</u>	<u>28,602</u>
Total	<u>107,290</u>	<u>100,358</u>

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

Fixed assets are listed below together with accumulated depreciation.

<u>2007</u>	<u>Cost or valuation</u>	<u>Accumulated depreciation</u>	<u>Annual rate of depreciation</u>
Land and industrial buildings	200,424	(44,763)	0 - 10%
Machinery and equipment	119,371	(80,163)	10 - 25%
Airplane	24,075	(6,500)	6%
Office furniture and equipment	24,373	(19,650)	10 - 20%
Retail gallery and store furnishings	29,932	(18,232)	25 - 35%
Transportation equipment	6,044	(4,962)	20 - 25%
Leasehold improvements	7,969	(3,610)	10 - 20%
Construction in progress	<u>1,542</u>	<u>-</u>	-
Total	<u>413,730</u>	<u>(177,880)</u>	



# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

<u>2006</u>	<u>Cost or valuation</u>	<u>Accumulated depreciation</u>	<u>Annual rate of depreciation</u>
Land and industrial buildings	201,974	(39,475)	0 - 10%
Machinery and equipment	113,910	(72,290)	10 - 25%
Airplane	24,075	(5,056)	6%
Office furniture and equipment	27,159	(19,754)	10 - 20%
Retail gallery and store furnishings	26,237	(15,515)	25 - 35%
Transportation equipment	5,755	(4,632)	20 - 25%
Leasehold improvements	5,252	(2,825)	10 - 20%
Construction in progress	<u>1,508</u>	<u>-</u>	-
Total	<u>405,870</u>	<u>(159,547)</u>	

Construction in progress relates principally to manufacturing facilities.

### 10. Other assets

Other assets consist of the following:

	<u>2007</u>	<u>2006</u>
Goodwill	14,202	13,977
Equity in affiliated enterprises	2,646	3,867
Others	<u>21,664</u>	<u>16,786</u>
Total, gross	38,512	34,630
Less accumulated amortization	<u>(21,236)</u>	<u>(15,878)</u>
Total, net	<u>17,276</u>	<u>18,752</u>

At December 31, 2007 and 2006 the net book value of goodwill may be analyzed as follows:

	<u>2007</u>	<u>2006</u>
Gross carrying amount	14,202	13,977
Less accumulated depreciation	<u>(7,516)</u>	<u>(4,676)</u>
Net book value	<u>6,686</u>	<u>9,301</u>

At December 31, 2007 and 2006 investments in affiliated enterprises are accounted for under the equity method. These affiliated enterprises are Salena S.r.l. and Alfa Omega S.r.l., in which the Company owns 49% and 20% interest, respectively. Salena S.r.l. is engaged in the building construction sector. Alfa Omega S.r.l. owns buildings that are rented as office space or store space. The Company has a significant influence on these two entities.

The line others primarily includes software, trademarks and patents. At December 31, 2007 and 2006 the net book value of these other assets may be 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>2007</u>	<u>2006</u>
Gross carrying amount	21,664	16,786
Less accumulated depreciation	<u>(13,720)</u>	<u>(11,202)</u>
Net book value	<u>7,944</u>	<u>5,584</u>

Amortization expense recorded for these other assets was 2,679, 1,831 and 1,793 for the years ended December 31, 2007, 2006 and 2005, respectively. Estimated amortization expense for the next five years is: 2,725 in 2008, 2,246 in 2009, 1,608 in 2010, 1,365 in 2011, and nil in 2012.

### 11. Short-term borrowings

Short-term borrowings consist of the following:

	<u>2007</u>	<u>2006</u>
Bank borrowings	3,068	3,351
Bank overdrafts	<u>4,508</u>	<u>450</u>
Total	<u>7,576</u>	<u>3,801</u>

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

At December 31, 2007 and 2006 the short-term borrowings included 3,068 and 3,351 denominated in foreign currencies, respectively.

The weighted average interest rates on the above-listed short-term borrowings at December 31, 2007, 2006 and 2005 are as follows:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Bank borrowings	6.18%	4.87%	4.92%
Bank overdrafts	5.03%	3.58%	5.10%

Credit facilities available to the Group, including amounts guaranteed under surety bonds, amounted to 47,351 and 59,491 at December 31, 2007 and 2006, respectively. The unused portion of these facilities amounted to 39,775 and 55,690 at December 31, 2007 and 2006, respectively.

### 12. Accounts payable-trade

Accounts payable-trade totalling 89,247 and 79,519 at December 31, 2007 and 2006, respectively, represent principally amounts payable for purchases of goods and services in Italy and abroad, and include 14,411 and 21,936 at December 31, 2007 and 2006, respectively, denominated in foreign currencies.

### 13. Accounts payable-other

Accounts payable-other 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>2007</u>	<u>2006</u>
Advances from customers	9,667	5,441
Provision for warranties	8,627	6,561
Cooperative advertising and quantity discount	3,777	3,835
Withholding taxes on payroll and on others	2,996	3,059
Payable to minority interest for dividends	593	593
Others	<u>4,153</u>	<u>3,578</u>
Total	<u>29,813</u>	<u>23,067</u>

The following table provides the movements in the provision for warranties:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Balance, beginning of year	6,561	6,896	3,477
Charges to profit and loss	4,962	6,386	4,764
Reductions for utilization	<u>(2,896)</u>	<u>(6,721)</u>	<u>(1,345)</u>
Balance, end of year	<u>8,627</u>	<u>6,561</u>	<u>6,896</u>

### 14. Taxes on income

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

	<u>2007</u>	<u>2006</u>	<u>2005</u>
IRES (state tax)	33.00%	33.00%	33.00%
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 2007, 2006 and 2005 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.

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 expense and other financial costs).

In addition, on December 24, 2007 the Italian Parliament definitively approved the budget law (law n. 244) which enacted the changes to IRES and IRAP tax rate as from January 1, 2008 as follows: IRES tax rate passed from 33% to 27.50%, while IRAP tax rate passed from 4.25% to 3.90%. As result of these changes in the tax rates, the Company adjusted the effect of changes in IRES and IRAP tax rates on net deferred tax assets during the year ended December 31, 2007, as it includes the enactment date.

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

These changes in tax rates resulted in a decrease of gross deferred tax assets (gross of the valuation allowance) by 3,809 as of December 31, 2007. However, these changes in tax rates resulted in no effect on the net deferred tax assets as of December 31, 2007 due to the valuation allowance.

Certain foreign subsidiaries (Italsofa Shanghai Ltd, Softaly Shanghai Ltd, Natuzzi China 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 2007, 2006 and 2005 income tax charge.

Approximately 91.1%, 57.0% and 69.4% respectively, of the Group's consolidated earnings (loss) before taxes were generated by domestic Italian operations during 2007, 2006 and 2005. However, consolidated earnings (loss) before taxes and minority interest are analyzed as follows:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Domestic	(47,137)	(11,012)	(8,144)
Foreign	<u>(4,619)</u>	<u>30,333</u>	<u>(3,586)</u>
Total	<u>(51,756)</u>	<u>19,321</u>	<u>(11,730)</u>

The effective income tax rates for the years ended December 31, 2007, 2006 and 2005 were 22.0%, 36.7% and 26.5%, respectively. The actual income tax expense differs from the 'expected' income tax expense (computed by applying the state tax, which is 33% to income before income taxes and minority interest) as follows:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Expected income tax (benefit) expense charge at full tax rates	(17,079)	6,376	(3,871)
Effects of:			
- Tax exempt income	(6,320)	(5,779)	(4,954)
- Aggregate effect of different tax rates in foreign jurisdictions	(2,903)	(4,434)	(1,442)
- Italian regional tax	1,793	4,646	4,727
- Non-deductible expenses	3,286	2,694	3,537
- Provisions for contingent liabilities	566	914	155
- Depreciation and impairment of goodwill	273	274	396
- Effect of net change in valuation allowance established against deferred tax assets	28,503	1,989	4,157
- Effect of change in tax rates	3,809	-	-
- Tax effect of unremitted earnings	<u>(541)</u>	<u>405</u>	<u>405</u>
Actual tax charge	<u>11,387</u>	<u>7,085</u>	<u>3,110</u>

Total income taxes for the years ended December 31, 2007, 2006 and 2005 relate to earnings from operations.

Total income taxes for the years ended December 31, 2007, 2006 and 2005 are allocated as follows:

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Current:			
Italian	1,331	5,738	6,593
Foreign	<u>1,593</u>	<u>3,405</u>	<u>2,817</u>
Total (a)	<u>2,924</u>	<u>9,143</u>	<u>9,410</u>
Deferred:			
Italian	7,507	(2,592)	(3,260)
Foreign	<u>956</u>	<u>534</u>	<u>(3,040)</u>
Total (b)	<u>8,463</u>	<u>(2,058)</u>	<u>(6,300)</u>
Total (a + b)	<u>11,387</u>	<u>7,085</u>	<u>3,110</u>

The tax years from January 1, 2003 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 deferred tax assets and deferred tax liabilities at December 31, 2007 and 2006 are presented below:

	<u>2007</u>	<u>2006</u>
Deferred tax assets:		
- Tax loss carry forwards	36,033	17,562
- Unrealized net losses on foreign exchange	2,796	590
- Provision for warranties	2,589	2,047
- Inventory obsolescence	1,714	1,849
- Allowance for doubtful accounts	1,506	1,746
- Provision for contingent liabilities	1,080	1,403
- Intercompany profit on inventory	1,027	1,051
- Goodwill	666	374
- Provision for sales representatives	493	658
- Other temporary differences	<u>641</u>	<u>1,698</u>
Total gross deferred tax assets	48,545	28,978
- Less valuation allowance	<u>(43,654)</u>	<u>(15,146)</u>
Net deferred tax assets (a)	<u>4,891</u>	<u>13,832</u>
Deferred tax liabilities:		
- Unremitted earnings of subsidiaries	(1,399)	(1,940)
- Revenue recognition	(633)	(768)
- Government grants	(570)	(655)
- Other temporary differences	<u>(998)</u>	<u>(715)</u>
Total deferred tax liabilities (b)	<u>(3,600)</u>	<u>(4,078)</u>
Net deferred tax assets (a + b)	<u>1,291</u>	<u>9,754</u>

A valuation allowance has been established for most of the deductible tax temporary differences and tax loss carryforwards.

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

The valuation allowance for deferred tax assets as of December 31, 2007 and 2006 was 43,654 and 15,146, respectively. The net change in the total valuation allowance for the years ended December 31, 2007 and 2006 was an increase of 28,508 and 1,993, 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 and the tax loss carryforwards are utilized.

Given the cumulative loss position of the Company and of most of the Italian and foreign subsidiaries as of December 31, 2007, management considered the scheduled reversal of deferred tax liabilities and tax planning strategies, in making this assessment. However, management after a reasonable effort as of December 31, 2007 has not identified any relevant tax planning strategies prudent and feasible available to reduce the need for a valuation allowance. Therefore, at December 31, 2007 the realization of the deferred tax assets is primarily based on the scheduled reversal of deferred tax liabilities.

Based upon this analysis, management believes it is more likely than not that Natuzzi Group will realize the benefits of these deductible differences and net operating loss carryforwards, net of the existing valuation allowance at December 31, 2007 and 2006.

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

<u>2007</u>	<u>Current</u>	<u>Non current</u>	<u>Total</u>
Gross deferred tax assets	8,888	39,657	48,545
Valuation allowance	<u>(6,178)</u>	<u>(37,476)</u>	<u>(43,654)</u>
Net deferred tax assets	2,710	2,181	4,891
Deferred tax liabilities	<u>(1,631)</u>	<u>(1,969)</u>	<u>(3,600)</u>
Net deferred tax assets	<u>1,079</u>	<u>212</u>	<u>1,291</u>
 <u>2006</u>	 <u>Current</u>	 <u>Non current</u>	 <u>Total</u>
Gross deferred tax assets	10,886	18,092	28,978
Valuation allowance	<u>-</u>	<u>(15,146)</u>	<u>(15,146)</u>
Net deferred tax assets	10,886	2,946	13,832
Deferred tax liabilities	<u>(3,423)</u>	<u>(655)</u>	<u>(4,078)</u>
Net deferred tax assets	<u>7,463</u>	<u>2,291</u>	<u>9,754</u>

As of December 31, 2007 the tax loss carryforwards of the Group total 121,364 and expire as follows:

2008	527
2009	5,372
2010	2,905
2011	5,453
2012	42,760
Thereafter	<u>64,347</u>
Total	<u>121,364</u>

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

As of December 31, 2007, taxes that are due on the distribution of the portion of shareholders' equity equal to unremitted earnings of most of the subsidiaries is 1,399 (1,940 at December 31, 2006). The Group has provided for such taxes as the likelihood of distribution is probable.

The Group has not provided for such taxes, amounting to 136 (217 at December 31, 2006), 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>2007</u>	<u>2006</u>
Salaries and wages	7,991	11,320
Social security contributions	6,826	7,577
Vacation accrual	<u>2,714</u>	<u>2,777</u>
Total	<u>17,531</u>	<u>21,674</u>

### 16. Long-term debt

Long-term debt at December 31, 2007 and 2006 consists of the following:

	<u>2007</u>	<u>2006</u>
2.25% long-term debt payable in annual equal instalments with final payment due May 30, 2015	2,214	2,460
0.96% long-term debt payable in annual instalments with final payment due September 2010	<u>219</u>	<u>291</u>
Total long-term debt	2,433	2,751
Less current instalments	<u>(317)</u>	<u>(318)</u>
Long-term debt, excluding current instalments	<u>2,116</u>	<u>2,433</u>

Loan maturities after 2008 are summarized below:

2009	332
2010	340
2011	273
2012	280
Thereafter	<u>891</u>
Total	<u>2,116</u>

At December 31, 2007 and 2006 there are no long-term debt denominated in foreign currencies.

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

Interest expense related to long-term debt for the years ended December 31, 2007, 2006 and 2005 was 64, 96 and 139 respectively. Interest expense is paid with the related instalment (quarterly, semi-annual or annual).

### 17. Other liabilities

Other liabilities consist of:

	<u>2007</u>	<u>2006</u>
Provision for contingent liabilities	9,344	8,696
Termination indemnities for sales agents	<u>1,522</u>	<u>1,764</u>
Total	<u>10,866</u>	<u>10,460</u>

The Group is 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 the provision accrued (at December 31, 2007 and 2006 amounts to 9,344 and 8,696, respectively), will not have a material adverse effect on the Group's consolidated financial position or results of operations.

### 18. Minority interest

Minority interest shown in the accompanying consolidated balance sheet at December 31, 2007 is 146 (605 at December 31, 2006).

### 19. Shareholders' equity

The share capital is owned as follows:

	<u>2007</u>	<u>2006</u>
Mr. Pasquale Natuzzi	47.5%	47.5%
Miss Anna Maria Natuzzi	2.6%	2.6%
Mrs. Annunziata Natuzzi	2.5%	2.5%
Public investors	<u>47.4%</u>	<u>47.4%</u>
	<u>100%</u>	<u>100%</u>

An analysis of the reserves is as follows:

	<u>2007</u>	<u>2006</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, 2007 and 2006 is 54,824,227 and 54,738,538, respectively. The par value of one ordinary share is euro 1.

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



# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

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 at December 31, 2007 and 2006, respectively.

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, 2007 was a debit of 7,576 (debit of 2,978 at December 31, 2006).

### 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 covers the period 2005-2009. During this period the Company assigns 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 is 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 issued for the achievement of 2004 MBOs have been issued in two equal installments during January 2006 and 2007. Similarly for the achievement of 2005 MBOs the share grants has been 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.

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

The share options have an exercise price of euro 8.51 (U.S. dollars 12.53 at December 31, 2007 exchange rate), calculated in accordance with fiscal law in force. An employee would 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 are determined to be the above dates.

The status of the share grants and options under the plan, as of December 31, 2007 and 2006, is as follows:

<u>MBO 2004</u>	<u>Shares</u>	<u>Options</u>	<u>Additional options</u>	<u>Total</u>
Balance at December 31, 2006	56,876	281,006	-	337,882
Granted	-	-	-	-
Exercised	(56,876)	-	-	(56,876)
Forfeited	-	(77,138)	-	(77,138)
Expired	-	-	-	-
Balance at December 31, 2007	<u>-</u>	<u>203,868</u>	<u>-</u>	<u>203,868</u>
Weighted average remaining contractual life	<u>-</u>	<u>1.04 years</u>	<u>-</u>	
<u>MBO 2005</u>	<u>Shares</u>	<u>Options</u>	<u>Additional options</u>	<u>Total</u>
Balance at December 31, 2006	57,626	141,926	70,963	270,515
Granted	-	-	-	-
Exercised	(28,813)	-	-	(28,813)
Forfeited	-	(33,166)	(70,963)	(104,129)
Expired	-	-	-	-
Balance at December 31, 2007	<u>28,813</u>	<u>108,760</u>	<u>-</u>	<u>137,573</u>
Weighted average remaining contractual life	<u>0.04 years</u>	<u>1.04 years</u>	<u>-</u>	

During 2007, 2006 and 2005 the Company did not grant any shares, options and additional options.

The total intrinsic value of shares exercised during the years ended December 31, 2007, 2006 and 2005 was 268, 368 and nil, respectively. During 2007, 2006 and 2005 there were no options and additional options exercised as the intrinsic value was negative (the exercise price as of December 31, 2007, 2006 and 2005 exceeded the market value). The grant date fair value of shares vested during the years ended December 31, 2007, 2006 and 2005 was 674, 447 and nil, respectively.

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

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 12.53 at December 31, 2007 exchange rate). At December 31, 2007, 2006 and 2005 the market price of Natuzzi's shares is euro 3.13 (U.S. dollars 4.61 at December 31, 2007 exchange rate), euro 6.46 (U.S. dollars 8.51 at December 31, 2006 exchange rate) and euro 5.93 (U.S. dollars 7.00 at December 31, 2005 exchange rates), respectively.

Under Italian GAAP the Company does not record in the consolidated statements of operations 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, 2007, 2006 and 2005 was 15,768, 14,125 and 13,970, respectively. As of December 31, 2007, the minimum annual rental commitments are as follows:

2008	13,114
2009	11,685
2010	10,193
2011	9,888
2012	7,284
Thereafter	<u>20,361</u>
Total	<u>72,525</u>

Certain banks have provided guarantees at December 31, 2007 to secure payments to third parties amounting to 2,674 (4,468 at December 31, 2006). These guarantees are unsecured and have various maturities extending through December 31, 2013.

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 the Italian Ministry of the Industrial Activities to revise 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 of 27,072 and of 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.

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

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, in 2005 with a preliminary notice and in 2007 with a final notice, to the Company and certain Italian subsidiaries to reimburse all the social contribution due and not paid, amounting to 19,732. The Company, based on the advice of its legal consultants, did not pay the amounts claimed back and, at the same time, has taken a legal action against the National Institute for Social Security in order to obtain the cancellation of the above request of 19,732. 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 contingent liability recorded a provision of 475 in the Consolidated Financial Statements as of December 31, 2007, 2006 and 2005, 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 (see note 17).

## 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>2007</u>	<u>2006</u>	<u>2005</u>
Leather upholstered furniture	502,913	573,086	498,942
Fabric upholstered furniture	<u>60,597</u>	<u>87,165</u>	<u>95,895</u>
Total	<u>563,510</u>	<u>660,251</u>	<u>594,837</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>2007</u>	<u>2006</u>	<u>2005</u>
<b>Sales of upholstered furniture</b>			
United States of America	159,289	204,303	207,215
Italy	68,734	81,911	67,020
Spain	41,677	45,955	35,668
England	31,965	39,874	50,805
Canada	34,190	36,244	31,608
France	29,433	33,551	24,622
Germany	26,714	30,927	24,329
Belgium	24,138	28,013	20,761
Australia	15,354	18,269	16,543
Holland	15,594	16,624	13,654
Other countries (none greater than 2%)	<u>116,422</u>	<u>124,580</u>	<u>102,612</u>
Total	<u>563,510</u>	<u>660,251</u>	<u>594,837</u>

<b>Long lived assets</b>	<u>2007</u>	<u>2006</u>
Italy	132,789	135,956
Romania	32,468	36,088
Brazil	24,355	23,791
China	20,769	21,983
United States of America	16,147	18,381
Other countries	<u>9,322</u>	<u>10,124</u>
Total	<u>235,850</u>	<u>246,323</u>

In addition, the Group also sells minor volumes of excess polyurethane foam, leather by-products and certain pieces of furniture (coffee tables, lamps and rugs) which, for 2007, 2006 and 2005 totalled 70,892, 75,188 and 75,089, respectively.

### 23. Cost of sales

Cost of sales is analyzed as follows:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Opening inventories	100,358	115,690	112,601
Purchases	308,234	313,207	295,277
Labor	101,664	109,360	108,327
Third party manufacturers	16,499	19,609	25,340
Other manufacturing costs	41,124	33,055	33,637
Closing inventories	<u>(107,290)</u>	<u>(100,358)</u>	<u>(115,690)</u>
Total	<u>460,589</u>	<u>490,563</u>	<u>459,492</u>

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

Other income (expense), net is 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>2007</u>	<u>2006</u>	<u>2005</u>
Interest income	3,557	3,609	1,857
Interest expense and bank commissions	<u>(1,884)</u>	<u>(2,077)</u>	<u>(1,803)</u>
Interest income, net	<u>1,673</u>	<u>1,532</u>	<u>54</u>
Gains (losses) on foreign exchange, net	(8,096)	(4,651)	3,211
Unrealized exchange			
gains (losses) on domestic currency swaps	<u>946</u>	<u>5,463</u>	<u>(4,767)</u>
Gains (losses) on foreign exchange	<u>(7,150)</u>	<u>812</u>	<u>(1,556)</u>
Other, net	<u>2,831</u>	<u>503</u>	<u>4,462</u>
Total	<u>(2,646)</u>	<u>2,847</u>	<u>2,960</u>

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

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Net realized gains (losses) on			
domestic currency swaps	5,877	664	(4,269)
Net realized gains (losses) on accounts			
receivable and payable	(3,865)	(8,166)	5,434
Net unrealized gains (losses) on			
accounts receivable and payable	<u>(10,108)</u>	<u>2,851</u>	<u>2,046</u>
Total	<u>(8,096)</u>	<u>(4,651)</u>	<u>3,211</u>

Other, net consists of the following:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Provisions for contingent liabilities	(2,956)	(5,828)	(560)
Incentive from landlord	-	1,100	-
Revenue for capital grants	-	-	4,380
Export incentive benefits	-	3,371	2,100
Penalties to landlords	-	-	(658)
Tax refund	2,961	-	-
Write off of a provision	1,500	-	-
Income tax not due	668	-	-
Write off of fixed assets	(2,285)	-	(2,770)
Pre-acquisition loss	-	-	495
Other, net	<u>2,943</u>	<u>1,860</u>	<u>1,475</u>
Total	<u>2,831</u>	<u>503</u>	<u>4,462</u>

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

### **Provisions for contingent liabilities**

The Company has charged to other income (expense), net in 2007, 2006 and 2005 the amount of 2,956, 5,828 and 560, respectively, for the estimated probable liabilities related to some claims (including tax claims) and legal actions in which it is involved.

Below are reported the comments on the 2006 legal and tax claims.

The Company since 2001 was a plaintiff in a suit that alleged the infringement of Natuzzi's model copyright by a competitor. In 2006 the Court of Justice in which the suit was filed has rejected the Company's requests. The Court of Justice has also condemned the Company to reimburse the legal costs sustained by the defendant. As of December 31, 2006 the Company estimated the probable amount of the legal costs to reimburse to the defendant in 1,500. This amount has been charged to other income (expense), net in 2006.

During 2006 the tax authorities of a foreign country conducted a tax audit on a subsidiary regarding, in particular, income taxes for the years from 2001 to 2005. As a result of this audit, the tax authorities issued several tax assessments totaling approximately to 8,000. The Company has taken action against the tax authorities in order to obtain the cancellation of the requested amounts. The Company considers many of the issues contested by the tax authorities baseless, without rational and not adequately documented. The Company intends to vigorously defend its position. However, the Company believes that the probable liability related to the aforementioned tax assessments is of 1,260. Therefore, the Company has charged this amount of 1,260 to other income (expense) net in 2006.

During 2006 the Company has charged to other income (expense) the amount of 1,223 because of probable charge related to a misinterpretation of custom duties regulation in a foreign country.

For 2006 the remaining amount of 1,845 of the provisions for contingent liabilities is related to several minor claims and legal actions arising in the ordinary course of business.

Below are reported the comments on the 2007 legal and tax actions.

During 2007 the Company has charged to other income (expense) net the amount of 2,172 for the probable tax contingent liabilities related to income taxes and other taxes of some foreign subsidiaries. This amount represents the probable amount that could be claimed back by the tax authorities in case of tax audit.

For 2007 the remaining amount of 784 of the provisions for contingent liabilities is related to several minor claims and legal actions arising in the ordinary course of business.

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

### **Incentive from landlord**

In 2006, the Company has charged to other income (expense), net the one time incentive, amounting to 1,100, received from the landlord of a store, for the termination of the related lease contract before the term specified in the lease agreement.

### **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, was related to depreciation of property, plant and equipment recorded in the consolidated statements of operations 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 operations as revenue on a systematic basis over the useful life of the related asset.

### **Export incentive benefits**

The Company received export incentive benefits in 2006 and 2005 of 3,371 and 2,100, respectively. These incentives are 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 expected to negotiate with the landlords of several stores located in England, for the termination of the related operating lease contracts before the term specified in the lease agreements.

### **Tax refund**

During 2007, the Company obtained from tax authorities a refund of 2,961 for income and other taxes not due related to prior years. As these amounts were not recorded previously due to uncertainty, the Company recorded such amounts in the consolidated statement of operations for those years.

### **Write off a provision for contingent liability**

As indicated above under the title “provisions for contingent liability”, the Company since 2001 was a plaintiff in a suit that alleged the infringement of Natuzzi’s model copyright by a competitor. In 2006 the Court of Justice in which the suit was filed has rejected the Company’s requests. The Court of Justice has also condemned the Company to reimburse the legal costs sustained by the defendant. As of December 31, 2006 the Company estimated the probable amount of the legal costs to reimburse to the defendant in



# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

1,500. This amount has been charged to other income (expense), net in 2006. During 2007 the Company and the defendant signed a settlement agreement that provided the following: (a) the Company renounced to proceed against the defendant for other infringements of Natuzzi's models and other requests; (b) the defendant renounced to the reimbursement of the legal cost of 1,500. As a consequence of this settlement the Company has recorded as other income (expense), net in 2007 the amount of 1,500 as income.

### **Income tax not due**

During 2007 an Italian subsidiary of the Parent Company obtained from the Italian tax authorities the confirmation that a portion of the income tax amounting to 668 related to year 2006 was not due. As this amount was not recorded due to uncertainty, the Company recorded such amount in the consolidated statement of operations for that year.

### **Write off of fixed assets**

The write off of fixed assets include the net book value of those fixed assets that refer mainly to damaged items and that were no longer in conformity with the production quality standards. As of December 31, 2007, 2006 and 2005 the write off of fixed assets amount to 2,285, nil and 2,770, respectively.

## **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, 2007 and 2006:

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

	<u>2007</u>	<u>2006</u>
U.S. dollars	58,724	90,744
Euro	46,326	19,154
Canadian dollars	18,930	15,703
Australian dollars	16,503	9,934
British pounds	8,751	15,121
Norwegian kroner	7,071	6,027
Danish kroner	2,681	924
Swedish kroner	2,616	3,887
Swiss francs	620	2,584
Japanese yen	<u>292</u>	<u>864</u>
Total	<u>162,514</u>	<u>164,942</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>2007</u>		<u>2006</u>	
	<u>Contract amount</u>	<u>Unrealized gains (losses)</u>	<u>Contract amount</u>	<u>Unrealized gains (losses)</u>
Assets	97,967	4,995	137,608	6,141
Liabilities	<u>64,547</u>	<u>(4,049)</u>	<u>27,334</u>	<u>(678)</u>
Total	<u>162,514</u>	<u>946</u>	<u>164,942</u>	<u>5,463</u>

At December 31, 2007 and 2006, the forward exchange contracts had a net unrealized gain of 946 and 5,463, respectively. These amounts are recorded in other income (expense), net in the consolidated statements of operations.

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 the residual maturity rate.

Refer to note 3 (c) 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:

## Natuzzi S.p.A. and Subsidiaries

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

	<u>2007</u>		<u>2006</u>	
	<u>Carrying</u> <u>value</u>	<u>Fair</u> <u>value</u>	<u>Carrying</u> <u>value</u>	<u>Fair</u> <u>value</u>
Assets:				
- Marketable debts securities	4	4	5	5
Liabilities:				
- Long-term debt	2,433	2,151	2,751	2,472

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:

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

### Reconciliation of net earnings (loss):

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Net earnings (loss) under Italian GAAP	(62,647)	12,339	(14,624)
Adjustments to reported income:			
(a) Revaluation of property, plant and equipment	27	27	29
(b) Government grants	1,188	1,453	3,119
(c) Revenue recognition	1,887	(615)	2,804
(j) Goodwill and intangible assets	1,970	1,828	(249)
(k) Share grants and options	(56)	(254)	136
(l) Translation of foreign financial statements	191	762	1,684
(m) Penalties to landlords	-	(658)	658
Tax effect of US GAAP adjustments	<u>(2,567)</u>	<u>(393)</u>	<u>(446)</u>
Net earnings (loss) in conformity with US GAAP	<u>(60,007)</u>	<u>14,489</u>	<u>(6,889)</u>
Basic earnings (loss) per share in conformity with US GAAP	<u>(1.09)</u>	<u>0.26</u>	<u>(0.13)</u>
Diluted earnings (loss) per share in conformity with US GAAP	<u>(1.09)</u>	<u>0.26</u>	<u>(0.13)</u>

### Reconciliation of shareholders' equity:

	<u>2007</u>	<u>2006</u>
Shareholders' equity under Italian GAAP	411,597	478,842
(a) Revaluation of property, plant and equipment	(561)	(588)
(b) Government grants	(12,848)	14,036
(c) Revenue recognition	(4,373)	(6,260)
(j) Goodwill and intangible assets	7,355	5,251
(l) Translation of foreign financial statements	10,213	5,424
(v) Unrecognized tax benefits	-	-
Tax effect of US GAAP adjustments	<u>(2,909)</u>	<u>(208)</u>
Shareholders' equity in conformity with US GAAP	<u>408,474</u>	<u>468,425</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 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

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

been recorded as deferred income and recognized in the consolidated statement of operations 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 consolidated statement of operations 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 based on the estimated 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 1,026, 1,111 and 1,239 for the years ended December 31, 2007, 2006 and 2005 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.

(c) 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 principal effects of this variance on the accompanying consolidated balance sheet as of December 31, 2007 and 2006 and related consolidated statements of operations for each of the years in the three-year period ended December 31, 2007 are indicated below:

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

	2007 Effects Increase (Decrease)	2006 Effects Increase (Decrease)	
<b>Consolidated balance sheet</b>			
Trade receivables, net	(22,893)	(29,721)	
Inventories	<u>15,946</u>	<u>19,824</u>	
Total effect on current assets (a)	<u>(6,947)</u>	<u>(9,897)</u>	
Accounts payable-trade	(2,574)	(3,637)	
Income taxes	<u>(89)</u>	<u>(1,741)</u>	
Total effect on current liabilities (b)	<u>(2,663)</u>	<u>(5,378)</u>	
Total effect on shareholders' equity (a-b)	<u>(4,284)</u>	<u>(4,519)</u>	
<b>Consolidated statement of operations</b>	<u>2007</u>	<u>2006</u>	<u>2005</u>
Net sales	<u>6,828</u>	<u>3,385</u>	<u>3,517</u>
Gross profit	<u>2,950</u>	<u>498</u>	<u>2,679</u>
Operating income (loss)	<u>1,887</u>	<u>(615)</u>	<u>2,804</u>
Total effect on net operations	<u>235</u>	<u>(342)</u>	<u>1,737</u>

(d) 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 consolidated statement of operations of the acquiring company, the resulting pre-acquisition net income or loss is eliminated. The following pre-acquisition amounts of Koineè S.r.l. (see note 1) were included in the Italian GAAP consolidated statement of operations for the year ended December 31, 2005:

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

Net sales	943
Cost of sale	<u>(483)</u>
Gross profit	460
Selling expense	(417)
General and administrative expense	<u>(175)</u>
Operating loss	(132)
Other income, net	<u>132</u>
Loss before taxes	-
Income taxes	<u>-</u>
Net loss	<u><u>-</u></u>

Under US GAAP the above pre-acquisition amounts would not be included in the consolidated statement of operations for the year ended December 31, 2005.

(e) During 2005 (see notes 1 and 27 (j)) the Company acquired 100% of the equity interest of Koineè S.r.l., and the purchase price was 2,019. Koineè S.r.l. 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:

	<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><u>2,019</u></u>	<u><u>2,019</u></u>	<u><u>-</u></u>

The acquired order backlog has been recognized in full in the statement of operations of 2005, as it relates to one time orders that became revenue soon after the acquisition and before December 31, 2005.

(f) On December 23, 2005 (see notes 1 and 27 (j)) 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

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

some construction in order to set up in the store the Natuzzi layout selling system. The Company started trading in the store during June 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 the "simultaneous equations method".

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>

(g) During June 2006 (see notes 1 and 27 (j)) the Company acquired a business composed by four "Divani & Divani by Natuzzi" stores, located in Milan area, and the purchase price was 3,093. At the date of the acquisition the franchisee agreement between Natuzzi and the original business had expired under the original terms. 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 "operating lease agreements" for favorable lease acquired. 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>
Goodwill	1,778	2,600	(822)
Fixed assets	132	132	-
Leasehold improvements	468	468	-
Operating lease agreements	1,310	-	1,310
Deferred tax liabilities	(488)	-	(488)
Payable to employees	<u>(107)</u>	<u>(107)</u>	<u>-</u>
Purchase price	<u>3,093</u>	<u>3,093</u>	<u>-</u>

The intangible "operating lease agreements" is amortized on a straight-line basis over the remaining lease term of approximately 8 years.

(h) During September 2006 (see notes 1 and 27 (j)) the Company acquired a business composed by two "Divani & Divani by Natuzzi" stores, located in Reggio Emilia and Modena, respectively, and the purchase price was 250. This acquisition was accounted for as business combination under Italian GAAP.



# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

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 the intangible “franchisee agreements”. 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>
Goodwill	37	100	(63)
Fixed assets and leas. impr.	38	38	-
Inventory	112	112	-
Franchisee agreements	100	-	100
Deferred tax liabilities	<u>(37)</u>	<u>-</u>	<u>(37)</u>
Purchase price	<u>250</u>	<u>250</u>	<u>-</u>

The intangible “franchisee agreements” is amortized on a straight-line basis over the remaining life of the agreement of 3.6 years.

(i) On June 14, 2007 (see notes 1 and 27 (j)) the Company acquired from a third party 100% of a business which main asset was a store located in one of the several shopping and commercial areas of Rome (Tiburtina area). The cash consideration paid by the Company for this acquisition was 230. At the date of the acquisition there were no employees, inventory or revenues associated with this asset. The net assets acquired were composed mainly as follows: (a) operating lease agreement; (b) leasehold improvements incorporated in the store; (c) commercial license authorization obtained from the Rome Municipality for trading sofas and other furniture to the public. Further during 2008, the Company started some construction work in order to set up in this store the Natuzzi layout selling system.

Under Italian GAAP the acquisition of this store was considered to be a business acquisition, while under US GAAP the same has been accounted for 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 the 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 359 is depreciated over the term of the operating lease agreement (twelve years). The related deferred tax liabilities are established by using the “simultaneous equations method”.

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	-	225	(225)
Intangible assets	359	-	359
Leasehold improvements	5	5	-
Deferred tax liabilities	<u>(134)</u>	<u>-</u>	<u>(134)</u>
Cash paid	<u>230</u>	<u>230</u>	<u>-</u>

(j) 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

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

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, intangible assets and deferred taxes arising from business and asset acquisitions completed after July 1, 2001, are as follows:

	Goodwill		Intangibles		Deferred taxes	
	US	Italian	US	Italian	US	Italian
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	5,945	9,122	6,075	-	(2,097)	(23)
Acquisition of Milan stores	1,778	2,600	1,310	-	(488)	-
Acquisition of other stores	37	100	100	-	(37)	-
Amortization	<u>-</u>	<u>(2,521)</u>	<u>(693)</u>	<u>-</u>	<u>241</u>	<u>(494)</u>
Balance at December 31, 2006	7,760	9,301	6,792	-	(2,381)	(517)
Acquisition of one store	-	225	359	-	(134)	-
Amortization	<u>-</u>	<u>(2,840)</u>	<u>(870)</u>	<u>-</u>	<u>438</u>	<u>(404)</u>
Balance at December 31, 2007	<u>7,760</u>	<u>6,686</u>	<u>6,281</u>	<u>-</u>	<u>(2,077)</u>	<u>(921)</u>

Estimated amortization expense of the intangibles assets for the next five years is as follows: 883 in 2008, 883 in 2009, 864 in 2010, 855 in 2011 and 672 in 2012.

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, 2007, 2006 and 2005 goodwill was not impaired.

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

Effective January 1, 2006, the Company adopted FASB Statement No. 123 (R) *Share-Based Payment* (Statement 123 (R)). This statement replaces FASB Statement No. 123, *Accounting for Stock-Based Compensation* (Statement 123) and supersedes APB No. 25. Statement 123 (R) requires that all stock-based compensation be recognized as an expense in the financial statements and that such cost be measured at the fair value of the award. This statement was adopted using the modified prospective method of application, which requires the Company to recognize compensation cost on a prospective basis. Therefore, prior years'

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

financial statements have not been restated. Under this method, the Company recorded stock-based compensation expense for awards granted prior to, but not yet vested as of January 1, 2006, using the fair value amounts determined for pro forma disclosures under Statement 123.

During 2006 and 2007 Natuzzi did not launch any new stock awards plan. Therefore, as of the effective date of SFAS 123R January 1, 2006 and as of December 31, 2006 and 2007 the only stock awards plan in place is the one described in note 20 and launched by the Company during 2004.

As of December 31, 2007 and 2006 for US GAAP purposes the Company for its compensation cost related to its stock awards plan recorded a cost of 56 and 254, respectively. At December 31, 2007 there is 2 of total unrecognized compensation cost related to non vested share-based compensation arrangements granted under the 2004 plan. That cost is expected to be recognized over a weighted average period of one year.

Prior to fiscal year 2006 under US GAAP, the provisions of Statement of Financial Accounting Standards No. 123 (SFAS No. 123), *Accounting for Stock Based Compensation*, allowed 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 required 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 had 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 was 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 purposes, the Company employees share based awards are considered variable under APB Opinion No. 25. Accordingly, the Company was 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 operations over the vesting period of the shares and options, as identified in note 20. For US GAAP purposes in 2005 the Company recorded an income of 136.

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 loss for the year ended December 31, 2005 had compensation expense relating to Natuzzi's share based compensation plan been recorded in accordance with SFAS No. 123, is presented below:

Net loss in conformity with US GAAP, as reported	(6,889)
Stock-based employee compensation, as reported	(136)
Stock-based employee compensation expense under fair value	<u>(756)</u>
Pro forma net loss	<u><u>(7,781)</u></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.

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

The fair value of each share, option and additional option was 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 loss per share for the year ended December 31, 2005 had compensation expenses relating to Natuzzi's share based compensation plan been recorded in accordance with SFAS 123, is presented below:

	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>

(l) 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 (d)).

Under US GAAP as of December 31, 2007, 2006 and 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 is recognized in the consolidated statements of operations. 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 operations.

At December 31, 2007, 2006 and 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 be determined based on certain indicators which may, or may not result in the local currency being determined to be the functional currency. Consequently, the Company recorded in the US GAAP reconciliation for: (a) net earnings (loss) an income of 191, 762 and 1,684 for 2007, 2006 and 2005, respectively; (b) shareholders equity a positive adjustment of 10,213 and 5,424 for 2007 and 2006, respectively.

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

(m) Under Italian GAAP in 2005 Natuzzi has charged to other income (expense), net one time penalties, amounting to 658, that it expected 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 were reversed out of the consolidated statement of operations for the year ended at December 31, 2005, and were recognized at the “cease-use date”, that occurred during 2006.

(n) During 2007, 2006 and 2005 the Company under Italian GAAP has recognized the write-off of tangible assets of 2,285, nil and of 2,770, respectively, as part of non operating income. Under US GAAP such impairment charge would be included as part of operating income.

(o) 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, 2007, 2006 and 2005 to 4,321, 4,236 and 2,311, respectively.

(p) Under Italian GAAP, the Company includes its warranty cost as a component of selling expenses in the consolidated 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, 2007, 2006 and 2005 warranty cost amounting to 4,143, 4,294 and 3,168, respectively, would be reclassified from selling expenses to cost of goods sold under US GAAP.

(q) In 2007, 2006 and 2005 the Company under Italian GAAP has recognized certain export incentives of nil, 3,371 and 2,100, respectively, under the caption other income (expense), net (see note 24). Under US GAAP such revenue would be included as part of operating income.

(r) In 2006 the Company under Italian GAAP has recognized in other income (expense) an incentive of 1,100 received from the landlord of a store for the termination of the related lease contract before the term specified in the lease agreement (see note 24). Under US GAAP such revenue would be included as part of operating income.

(s) Under Italian GAAP, the Company includes the deferred tax assets related to the elimination of the intercompany profits on inventory under the line deferred income taxes of the current part of the balance sheet. As of December 31, 2007, 2006 and 2005 the above deferred taxes amount to nil, 1,051 and 475, respectively. Under US GAAP these deferred taxes would be classified in the line deferred charges of the current part of the balance sheet.

(t) Under Italian GAAP the Company includes the component income taxes included in the provisions for contingent tax liabilities under the line other income (expense), net in the consolidated statement of operations. For the years ended December 31, 2007, 2006 and 2005 the above income taxes amount approximately to 519, 310 and 55. Under US GAAP these amounts would be classified in the line income taxes of the consolidated statements of operations.

(u) During 2007 the Company obtained from tax authorities a refund of income taxes related to prior years for an amount of 1,888. In addition, during 2007 a subsidiary of the Company obtained from tax authorities the confirmation that a portion of income tax of 668 related to 2006 was not due. As these amounts were not recorded previously due to uncertainty, the Company recorded in 2007 such amounts in

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

other income (expense), net (see note 24). Under US GAAP these amounts would be classified in the line income taxes of the consolidated statement of operations for the year ended December 31, 2007.

(v) Under Italian GAAP the Company records a tax contingent liability (income tax exposure) when it is probable that the liability has been incurred and the amount of the loss can be reasonably estimated.

In July 2006, the FASB issued FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*, an interpretation of FASB Statement 109 (FIN 48). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a threshold of more-likely-than-not for recognition of tax benefits of uncertain tax position taken or expected to be taken in a tax return. FIN 48 also provides related guidance on measurement, derecognition, classification, interest and penalties, and disclosure.

The Company adopted the provisions of FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*, on January 1, 2007. As a result of the implementation of Interpretation No. 48, the Company did not recognize any increase or decrease in the liability for unrecognized tax benefits as of January 1, 2007. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

Balance at January 1, 2007	2,054
Additions based on tax positions related to the current year	831
Additions for tax positions of prior years	602
Reductions for tax positions of prior years	(568)
Settlements	-
Balance at December 31, 2007	<u>2,919</u>

If the Company had recognized the above uncertain tax positions, the income taxes for the year ended December 31, 2007, 2006 and 2005 would have decreased of 1,460, 941 and 644, respectively.

As of December 31, 2007 and 2006 the Company does not expect that any unrecognized tax benefits could significantly increase or decrease in the next twelve months.

The Company recognized interest and penalties accrued related to unrecognized tax benefits in other income (expense), net. During the years ended December 31, 2007, 2006 and 2005, the Company recognized approximately 346, 629 and 261 in interest and penalties, respectively. The Company had approximately 1,459 and 1,113 for the payment of interest and penalties accrued at December 31, 2007 and 2006, respectively.

The following table reports the difference between US GAAP and Italian GAAP as regards the accounting for uncertainty in income taxes:

	<u>US GAAP</u>	<u>IT GAAP</u>	<u>Difference</u>
Balance at January 1, 2007	2,054	2,054	-
Additions based on tax positions related to the current year	831	831	-
Additions for tax positions of prior years	602	602	-
Reductions for tax positions of prior years	(568)	(568)	-
Settlements	-	-	-
Balance at December 31, 2007	<u>2,919</u>	<u>2,919</u>	<u>-</u>

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

Under Italian GAAP the Company includes the provisions for income tax contingent liabilities under the line other liabilities of the non current part of the balance sheet. For the years ended December 31, 2007 and 2006 the above provisions for income tax contingent liabilities amount to 2,919 and 2,054, respectively. Under US GAAP these amounts would be classified in part in the line income taxes of the current part of the balance sheet for the income taxes (1,460 and 941 for the years ended December 31, 2007 and 2006, respectively), and for the other part in the line accounts payable-other for penalties and interest (1,459 and 1,113 for the years ended December 31, 2007 and 2006, respectively) of the current part of the balance sheet.

(w) The consolidated statements of cash flows for the years ended December 31, 2007, 2006 and 2005 prepared by the Company under Italian GAAP is in conformity with US GAAP (SFAS No. 95).

### **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).

Recently issued but not yet adopted U.S. Accounting pronouncements relevant for the Company are as follows:

### **SFAS No. 141R and SFAS No. 160:**

In December 2007, the FASB issued FASB Statement No. 141R, *Business Combinations* (Statement 141R) and FASB Statement No. 160, *Noncontrolling Interest in Consolidated Financial Statements – an amendment to ARB No. 51* (Statement 160). Statement 141R and 160 require most identifiable assets, liabilities, noncontrolling interest, and goodwill acquired in a business combination to be recorded at “full fair value” and require noncontrolling interest (previously referred to as minority interest) to be reported as a component of equity, which changes the accounting for transactions with noncontrolling interest holders. Both Statements are effective for periods beginning on or after December 15, 2008, and earlier adoption is prohibited. Statement 141R will be applied to business combinations occurring after the effective date. Statement 160 will be applied prospectively to all noncontrolling interests, including any that arose before the effective date. The Company is currently evaluating the impact of adopting Statement 141R and Statement 160 on its results of operations and financial position.

### **SFAS No. 157:**

In September 2006, the FASB issued FASB Statement No. 157, *Fair Value Measurement* (Statement 157). SFAS 157 defines fair value, established a framework for the measurement of fair value, and enhances disclosures about fair value measurements. The Statement does not require any new fair value measures. The Statement is effective for fair value measures already required or permitted by other standards for fiscal years beginning after November 15, 2007. The Company is required to adopt Statement 157 beginning on January 1, 2008. Statement 157 is required to be applied prospectively, except for certain financial instruments. Any transition adjustment will be recognized as an adjustment to opening retained earnings in

# Natuzzi S.p.A. and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of euros except as otherwise indicated)

the year of adoption. The Company does not expect a material impact from the adoption of Statement 157 on its results of operations and financial position.

### **SFAS No. 159:**

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities – including an amendment of FASB Statement No. 115* (Statement 159). Statement 159 gives the Company the irrevocable option to carry most financial assets and liabilities at fair value that are not currently required to be measured at fair value. If the fair value option is elected, changes in fair value would be recorded in earnings at each subsequent reporting date. SFAS 159 is effective for the Company's 2008 fiscal year. The Company has evaluated the impact of the adoption of this statement and has determined that the adoption of SFAS No. 159 is not applicable.

### **SFAS No. 161:**

In March 2008, the FASB issued Statement of Financial Accounting Standards No. 161, *Accounting for Derivative Instruments and Hedging Activities* (SFAS No. 161), which amends FASB Statement No. 133. SFAS No. 161 requires companies with derivative instruments to disclose information about how and why a company uses derivative instruments, how derivative instruments and related hedged items are accounted for under FASB Statement No. 133, and how derivative instruments and related hedged items affect a company's financial position, financial performance, and cash flows. The required disclosures include the fair value of derivative instruments and their gains or losses in tabular format, information about credit-risk-related contingent features in derivative agreements, counterparty credit risk, and the company's strategies and objectives for using derivative instruments. The Statement expands the current disclosure framework in FASB Statement No. 133. SFAS No. 161 is effective prospectively for periods beginning on or after November 15, 2008. The Company is evaluating the impact of adopting SFAS No. 161 on its consolidated financial statements.

### **EITF 06-4:**

In September 2006, the FASB's Emerging Issues Task Force reached a consensus of *Issue No. 06-4, Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split-Dollar Life Insurance Arrangements* (EITF 06-4). EITF 06-4 provides guidance on the accounting for arrangements in which an employer owns and controls the insurance policy and has agreed to share a portion of the cash surrender value and/or death benefits with the employee. This guidance requires an employer to record a postretirement benefit, in accordance with FASB Statement No. 106, "Employers' Accounting for Postretirement Benefit Other Than Pensions" or APB Opinion No. 12, "Omnibus Opinion-1967", if there is an agreement by the employer to share a portion of the proceeds of a life insurance policy with the employee during the postretirement period. This guidance is effective for reporting periods beginning after December 15, 2007. The adoption of EITF 06-4 will not have an impact on the Company's consolidated financial statements.

### **EITF 04-13:**

In September 2005, the Emerging Issues Task Force (EITF) issued EITF Issues No. 04-13 *Accounting for Purchases and Sales of Inventory with the Same Counterparty* (EITF 04-13). EITF 04-13 provides guidance as to when purchases and sales of inventory with the same counterparty should be accounted for as a single exchange transaction. EITF 04-13 also provides guidance as to when a nonmonetary exchange of



# Natuzzi S.p.A. and Subsidiaries

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in thousands of euros except as otherwise indicated)

inventory should be accounted for at fair value. EITF 04-13 will be applied to new arrangements entered into, and modifications or renewals of existing arrangements occurring after January 1, 2007. The application of EITF 04-13 did not have an impact on the Company's consolidated financial statements.

## **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/ Pasquale Natuzzi            
Pasquale Natuzzi  
Chief Executive Officer

Date: June 30, 2008

## Exhibit Index

- 1.1 English translation of the by-laws (*Statuto*) of the Company, as amended and restated as of January 24, 2008.
- 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 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, eight hundred fifty three thousand and forty-five euro (€54,853,045) and is divided into fifty-four million, eight hundred fifty three thousand and forty-five (€54,853,045) 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:

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)
Natuzzi China 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)
Nacon S.p.A.	100.00	Bari, Italy	(4)
Lagene S.r.l.	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)
Italholding S.r.l.	100.00	Bari, Italy	(5)
Natuzzi Netherlands Holding	100.00	Amsterdam, Holland	(5)
Natuzzi Trade Service S.r.l.	100.00	Bari, Italy	(6)
Natuzzi United Kingdom Limited	100.00	London, UK	(7)
Kingdom of Leather Limited	100.00	London, UK	(7)
La Galleria Limited	100.00	London, UK	(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) Dormant



## Exhibit 12.1



**I, Pasquale Natuzzi, 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 officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) 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
  - d) 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 officer 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 functions);
  - 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 control over financial reporting.

/s/ Pasquale Natuzzi

Pasquale Natuzzi

Chief Executive Officer

June 30, 2008



## Exhibit 12.2





**I, Salvatore Gaipa, 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 officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) 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
  - d) 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 officer 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 functions):
  - 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/ Salvatore Gaipa  
Salvatore Gaipa  
Chief Financial Officer  
June 30, 2008



## 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, 2007 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, 2008

/s/ Pasquale Natuzzi

Name: Pasquale Natuzzi

Title: Chief Executive Officer

Dated: June 30, 2008

/s/ Salvatore Gaipa

Name: Salvatore Gaipa

Title: Chief Financial Officer

A signed original of this written statement required by section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) has been provided to Natuzzi S.p.A. and will be retained by Natuzzi S.p.A. and furnished to the Securities and Exchange Commission or its staff upon request.