



Press Release

Esaote: consolidated sales grow and EBIT improves

The Shareholders' Meeting approves the 5-year Incentive Plan

The Shareholders' Meeting approves the share buy-back and a capital increase to support the Plan

GENOA, 16 NOVEMBER 2015 - The Ordinary and Extraordinary Shareholders' Meeting of Esaote S.p.A. – leading Company in the field of diagnostic imaging - met today in Genoa to approve the 2015-2019 Incentive Plan and necessary actions to support the Plan.

While opening the meeting, Paolo Monferino, Chairman of Esaote, gave an update to Shareholders on the results of 2015 first three quarters: +16% consolidated sales vs. the same period of the previous year and a considerable improvement in EBIT.

The Shareholders' Meeting examined and approved the 5-year Incentive Plan proposed by the Board of Directors, aimed to focus beneficiaries on factors considered strategic for the development of the Company and to enhance their loyalty and retention within the Esaote Group, in line with the international best practices.

The Shareholders' Meeting examined and approved the actions required to implement the above Plan, the share buy-back and capital increase.

The transaction followed Italian legal guidelines. On 28 November 2015 the Board of Statutory Auditors issued a positive fairness opinion with regard to the issue price of the shares for the capital increase. The exercise price of the options pertaining to the Incentive Plan and the price for the share buy-back have been supported by a fairness opinion provided by an independent expert.

In the context of the Incentive Plan, the Shareholders' Meeting has also approved some amendments to the By-Laws of Esaote S.p.A., in order to implement the above mentioned resolutions.

Esaote acknowledges that not only managers and directors but all its employees significantly contribute to the final results of the Group. Therefore this Plan is part of a wider Incentive system, based on the Company's future achievement of performance targets and which involves all the employees of the Esaote Group worldwide.

Shares within the buy-back plan will be purchased by the Company in compliance with applicable laws and regulations and with the shareholders' resolutions. This document is not an offer, or an invitation to offer, or a promotional message, aimed at purchasing or exchanging Esaote shares in any jurisdiction.

About Esaote. With €262.3 million consolidated sales in 2014 (of which 65% were generated from international markets), Esaote Group is a leading player in the biomedical equipment sector, with a focus on ultrasound, dedicated magnetic resonance and software for managing the diagnostic process. Esaote has about 1,250 employees, 50% of whom are based outside of Italy. Esaote has manufacturing and research units in Italy, the Netherlands and China. Esaote is internationally recognised as one of the “**Top Ten**” diagnostic imaging companies in the world and enjoys the co-operation of worldwide scientific and clinical research centres and universities.

Information about the Esaote Group and its products is available at www.esaote.com

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